

BYLAWS
OF
WESTERN NEW YORK LUMBER DEALERS ASSOCIATION, INC.

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BYLAWS
OF
WESTERN NEW YORK LUMBER DEALERS ASSOCIATION, INC.

ARTICLE 1

Identification

Section 1.1 Name. The name of this corporation shall be the Western New York Lumber Dealers Association, Inc. and shall herein be referred to as “WNYLDA” or “the association.” The association is incorporated under the laws of the State of New York.

Section 1.2 Nonprofit Status. This association is not intended as a profit-making corporation, nor is it founded with the expectation of making a profit. The association shall use its funds only for the purposes specified in these bylaws.

Section 1.3 Offices. The principal business office of the association shall be at 585 North Greenbush Road, Rensselaer, NY 12144-9453. Such office may be changed from time to time by the board of directors, and the association may also have offices at such other places as the association may require.

ARTICLE 2

Statement of Purposes

The purpose of the association is to engage in the following activities:

The Association is organized and shall at all times be operated exclusively for purposes consistent with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").

Within these restrictions, the Association is organized for the following specific purposes:

- a. To represent, unite, train, and lead independent lumber and building material dealers in the western New York geographic region.
- b. To educate, instruct, inform and assist its membership in techniques, concepts, products, skills and general philosophy of the lumber and building materials industry.
- c. To provide a forum for the discussion of ideas pertaining to the goals and principles of the lumber and building materials industry and to have an avenue for the presentation of such ideas.
- d. To develop the abilities and potential of its members for additional responsibilities and advancement in their respective firms and within the lumber and building materials industry.
- e. To promote social interaction among the members of the Western New York Lumber Dealers Association, Northeastern Retail Lumber

Association and others associated with the lumber and building materials industry.

- f. To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(6) of the Internal Revenue Code and are consistent with those powers described in the Act, as amended and supplemented.

ARTICLE 3

Members

Section 3.1 Categories of Membership. There shall be three categories of membership: Dealer Member, Associate Member, and Honorary Member. WNYLDA will be primarily structured to serve dealer members.

Section 3.2 Dealer Member. Any organization with membership in good standing in the Northeastern Retail Lumber Association with a place of business within the western New York geographic may become a member if:

- (i) it maintains a facility which is equipped to service the public or professional trades;
- (ii) its facility includes an office, storage yard or warehouse;
- (iii) its facility is kept open during business hours; and
- (iv) it carries an inventory of lumber and building materials or millwork to sell in small or large quantities to the general public (including the professional trades) and not exclusively or primarily for its own consumption.

Section 3.3 Associate Member. Any person or organization who or which actively supplies lumber or building materials or services to dealer members may become an associate member of WNYLDA. An associate member of the Northeastern Retail Lumber Association will automatically be an associate member of WNYLDA. A person or organization eligible for membership both as a dealer member and an associate member may not become an associate member until the requirements for dealer membership have been satisfied.

Section 3.4 Honorary Member. A member upon retirement from the lumber and building material business, or any individual with the approval of the Board of Directors, may by reason of distinguished service to the association and to the industry be elected an Honorary Member. Honorary Members shall have the same rights as either a dealer member or an associate member without the payment of any membership dues.

Section 3.5 Election of Members. The Board of Directors will elect all members. All members must subscribe to the bylaws of WNYLDA and each member shall pay annual dues to the association in an amount determined by the board of directors. In the event a member's membership is terminated for any reason pursuant to Section 3.9 below, such member shall not be entitled to receive a pro-rated refund of dues paid to the association.

Section 3.6 Membership Rights. The association shall be controlled by members. No member shall hold more than one membership in the association. There is no limitation on the number of members in the association. Membership interests in the association are not transferable. All rights, privileges and interests of a member in the association shall cease upon termination of membership.

Section 3.7 Membership Book. The secretary of the association shall maintain a membership book listing the name and address of each association member. The book shall also contain the date upon which an applicant becomes a member of the association and the date the membership of any member ceases. The membership book shall be kept in the principal place of business of the association.

Section 3.8 Non-liability of Members. No member by virtue of just being a member of the association shall be liable for the debts, liabilities or obligations of the association. No member shall be or be deemed to be a member for purposes of the Articles of Organization or these bylaws of the association or for purposes of Section 405 of the New York Not-For-Profit law. Any action or vote required or permitted by Section 405 or any other law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the board of directors of the association.

Section 3.9 Termination of Membership. A member's membership interest in the association shall terminate on the occurrence of any of the following events:

- a. Upon receipt by a director of a member's written resignation of membership in the association;
- b. Upon the dissolution of the member;
- c. Upon the failure of a member to pay membership dues by the due date.

Termination of membership for non-payment of dues occurs automatically without notice being given by the association. Membership may be reinstated in full if delinquent dues are paid within thirty (30) days of the due date; or

- d. If, after being given an opportunity to be heard, the board of directors for the association finds that a member has engaged in conduct that violates the

purposes for which the association was formed, or has breached the duty of good faith owed to the association to such a degree that the member's membership in the association should be terminated.

ARTICLE 4

Board of Directors

Section 4.1 Authority. The business and affairs of the association shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the association as permitted by law. Each director shall execute all duties through the use of the standard as to what in the Director's opinion is in the best interests of the association. In making all decisions a Director shall utilize such reasonable care and inquiry as a reasonably prudent person in a similar situation would employ.

Section 4.2 Composition. The board shall be composed of the Executive Committee of the association and seven (7) other members of the association, including a representative from the Northeastern Young Lumber Execs (NYLE). Each and every director shall have one vote on matters which require a vote of the board of directors. A majority of all officers and directors shall constitute a quorum for the transaction of business at any meeting of the board.

Section 4.3 Terms of Office. The terms of office for directors shall be staggered. Each year one-third of the directors shall be elected for a three-year term. Directors are elected at the annual meeting, by a majority vote of members present. Each member firm of the association is entitled to one vote.

Section 4.4 Meetings. The board of directors shall hold an annual meeting of the general membership no later than the third week of November and may elect the time and place for other meetings of the board and membership. The board of directors may call special meetings of the entire membership and notice of meetings shall be given to each member. Ten (10) members shall constitute a quorum for the transaction of business at the annual meeting or special meeting of the entire membership. Other meetings of the board of directors may be called by the president or by one-half of the directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all directors at least five (5) days in advance of such meeting.

Section 4.5 Quorum and Voting. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these Bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

Section 4.6 Meetings by Telephone. One or more directors may participate in any annual, regular, or special meeting of the board by means of conference telephone or similar communications equipment by which all persons participating in the meeting are able to hear each other at the same time. Such participation shall constitute presence in person at such meeting.

Section 4.7 Action Without a Meeting. Any action required or permitted to be taken at any board meeting may be taken without a meeting if consent in writing, setting forth the action as taken, shall be signed by all of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors.

Section 4.8 Committees. The board of directors may create such standing and special committees as it determines to be in the best interest of the association. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. The president shall appoint of a chairperson for each committee, except the nominating committee. Each such committee shall submit to the board of directors, at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

Section 4.9 Compensation. Directors as such shall not receive any salaries for their services on the board, but the board may authorize reimbursement of actual expenses incurred on behalf of the association by officers or members.

Section 4.10 Vacancies. A vacancy or vacancies in the board of directors shall not interrupt the continuity of association business, and the continuing directors shall for this purpose be deemed to constitute the full board of directors. Any vacancy occurring in the board of directors shall be filled as soon as conveniently possible by a majority vote of the board of directors. A director elected by the board of directors to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 4.11 Removal. Any director may be removed, with or without assignment of cause, by a vote of two-thirds of the entire board of directors, at any meeting of the board of directors. No member of the board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.

ARTICLE 5

Executive Committee and Officers

Section 5.1 Officers. The officers of the corporation shall consist of a president, a 1st vice president, a 2nd vice president, a treasurer, a secretary, immediate past president, and two at-large members of the board of directors.

Section 5.2 Executive Committee. The officers shall comprise the executive committee of the association. Between meetings of the board of directors, the executive committee shall be empowered to act on the board's behalf. A majority of members shall constitute a quorum for the transaction of business at any meeting of the executive committee.

Section 5.3 Election. Dealer and associate members are eligible to become officers of the association. However, an associate member is ineligible to serve as president or 1st vice president. The officers of the association shall be elected biannually (every two years) by the general membership at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

Section 5.4 Vacancies. If a vacancy occurs on the executive committee the board of director shall appoint new officers(s) to serve until the next annual meeting or until a special election is held.

Section 5.5 Removal. Any officer may be removed, with our without assignment of cause, by a vote of two-thirds of the entire board of directors, at any meeting of the board of directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought.

Section 5.6 President. The president shall preside at all meetings of the board of directors and the executive committee, and shall be a member ex-officio, with the right to vote, of all committees except the nominating committee. In the event of a tie vote, the president shall cast the deciding vote at meetings of the board of directors, executive committee, and all committees except the nominating committee. The president, or other proper officer or agent of the association authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time. The office of president shall be filled by a dealer member. The term of office of the president shall be two (2) years.

Section 5.7 1st Vice President. The 1st vice president shall assist the president discharge his duties and during his absence shall discharge his duties in his stead. The office of 1st vice president shall be filled by a dealer member. The term of office of the 1st vice president shall be two (2) years.

Section 5.8 2nd Vice President. The 2nd vice president shall assist the 1st vice president and assist the 1st vice president discharge his duties and during his absence shall discharge his duties in his stead. The term of office of the 2nd vice president shall be two (2) years.

Section 5.9 Treasurer. The treasurer, or other proper officer or agent of the association authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the association; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the association in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors. The term of office of the treasurer shall be two (2) years. **[discuss term limits]**

Section 5.10 Secretary. The secretary shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors. The term of office of the secretary shall be two (2) years. **[discuss term limits]**

Section 5.11 Immediate Past President. The immediate past president shall be the chair of the nominating committee. The nominating committee will be comprised of the immediate past president and at least one additional director. Current officers seeking a

successive term or another officer position are not eligible to serve on the nominating committee.

Section 5.12 Nominating Process The nominating committee will meet and makes its report to the board of directors. The result of the board vote on nominating committee's recommendations will be mailed to all members, with the notice of the annual meeting, at least thirty (30) days in advance of the annual meeting.

ARTICLE 6

Finances

Section 6.1 Fiscal Year. The fiscal year of the corporation shall begin on October 1 and end on the following September 30 or such other period as determined by the board of directors.

Section 6.2 Operating Budget. Each year, the Treasurer shall oversee the preparation of the association's operating budget for the ensuing fiscal year. A draft of the proposed budget shall be circulated to the board of directors in September for comments. A final budget shall be presented to the board of directors and approved prior to the annual meeting. The board of directors may amend the budget when necessary.

ARTICLE 7

Association Transactions

Section 7.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the association in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

Section 7.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the association, shall be signed by the president or treasurer.

Section 7.3 Deposits. All funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies, or other depositories, as the board of directors shall select.

ARTICLE 8

Books and Records

The association shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the corporation. All books and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 9

Restrictions on Activities

Notwithstanding any other provisions of these bylaws, no director, officer, agent or any other representative of the association shall take any action or carry on any activity by or on behalf of the association not permitted to be taken by an organization exempt under section 501(c)(6) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

ARTICLE 10

Dissolution

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntarily, involuntarily, or by operation of law, the Board of Directors of the Corporation shall, except as otherwise provided by law, transfer all of the assets of the Corporation in such a manner as the Directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes of the Corporation; and provided further, that all such distributions must be to one or more organizations which are exempt from tax as organizations described in Section 501(c)(6) of the Code or in section 501(c)(3) of the Code.

ARTICLE 11

Personal Liability

No officer or director of the association shall be personally liable to the association for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the association, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

ARTICLE 12

Indemnification

The association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding to not have acted in good faith in the reasonable belief that such action was in the best interests of the association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at the time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the association and the indemnified officers and directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or director with respect to these acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 13

Amendments to Bylaws

These bylaws may be amended at any regular or special meeting of the association by a two-thirds vote of the members present, provided that the proposed amendment shall have been submitted to the board of directors in writing and a copy of the proposed amendment(s) was mailed to the last recorded address of each member at least thirty (30) days prior to the date of the meeting, and a copy of the same included in the call for the meeting.. These bylaws may be amended by the membership through a mail vote if the above requirements a satisfied.

(End of Bylaws)

Apprioved 9/19/06 – WNY Board of Directors