

BY LAWS  
OF  
THE NATIONAL WOOD FLOORING ASSOCIATION  
REVISED  
*May, 2012*

ARTICLE 1

The Corporation

Section 1: Name: The name of this corporation shall be THE NATIONAL WOOD FLOORING ASSOCIATION, composed of members from the United State of America, its territories and possessions, and foreign countries.

Section 2: Offices: 111 Chesterfield Industrial Blvd.  
Chesterfield, MO 63005

Section 3: Association Logo: All members in good standing may display the logo of the Association on their stationery, buildings, signs, equipment and elsewhere; which shall be as follows:



Section 4: Association Seal: The great seal of the Association, which shall be applied to all official documents by the Association, shall be imprinted here:

Section 5: Method of Communication: As used throughout these Bylaws, the terms “mail”, “mailed”, “sent”, “notice of”, and “received” shall include both paper mail through the United States Postal Service or electronic communication via any provider authorized by the Association.

## ARTICLE II

### Purpose and Goals

Section 1: Purpose and Goals: The purpose and goals of the National Wood Flooring Association shall be to organize and unite all segments of the wood flooring industry in an effort to educate consumers, builders, architects, designers, specifiers, installers, and others in the use and benefits of wood flooring. To promote and increase the wood flooring market share by developing strong marketing and advertising programs through the coordinated efforts of all those involved in the wood flooring industry. To foster interaction among those engaged in the wood flooring industry, to develop, establish, and maintain harmonious, friendly relationships for the benefit of the industry. To develop and promote a strong code of professional business standards and ethics within the industry. To oppose discrimination of any kind relating generally to the wood flooring industry and the public who are recipients of its products and services. To sponsor education and training seminars to include but not limited to managers, middle managers, sales personnel, and sales support staff; and to help develop a program for certification of sanders, finishers, and hardwood installers in the wood flooring industry. To help develop standards and grade levels within the industry so they can be compared and understood by users and specifiers of wood flooring products. To develop advertising and promotional programs to educate the general public in the care and maintenance of wood flooring products. To become a communication center for the industry which would include but not be limited to; regular newsletters, new product and service information, industry wide publicity, calendar of events, technical and educational bulletins, membership and industry reference directory, resource and reference library, statistical reports, hot line for problem solving.

## ARTICLE III

### Membership

Section 1. Membership Classification: Membership in the Association shall be limited to individuals, firms, and corporations engaged in the manufacture, distribution, installation or sale of wood flooring and its allied products. The membership shall be divided into three (3) classes which shall be known as Active, Allied and Honorary.

Section 2. Active Membership: Active members shall consist of individuals, firms and corporations engaged in the manufacture, distribution, installation or sale of wood flooring and its allied products; and said membership shall have benefit of vote, may serve on committees, or hold office in the Association. Active Membership will be further classified as Manufacturer, Distributor, Flooring Contractor, Dealer or other as defined by the Board of Directors.

Section 3. Honorary Membership: Honorary membership may be conferred upon an individual or firm by and according to terms specified by the Board of Directors, and shall pay no dues. Honorary members shall have the privilege of the floor without vote, and may not hold office or sit on the Board of Directors.

Section 4: Allied Membership: Allied members shall consist of individuals, firms and corporations engaged in the manufacture, distribution and administration or sale of business

products and/or services of a type that are necessary for the successful operation of a business and companies who represent wood flooring or related products to the end user. Said members shall have benefit of vote and may serve on committees or hold offices in the Association.

Section 5: Individual Designation: Each membership holder shall designate the individual who will represent its interest in the affairs of the Association. An alternate may be named to substitute for the designated individual, provided he/she is a member of the same firm.

## ARTICLE IV

### Membership Qualifications and Procedure

Section 1. Application and Reinstatement: Application for all classes of membership and/or reinstatement shall be made in the manner prescribed by the Board of Directors. Application for all classes of membership and/or reinstatement to membership may be by review and vote of the Board of Directors or by the review and vote of a committee appointed by the Board of Directors or by an individual appointed by the Board of Directors.

Section 2. Qualification: All applicants shall be of good business reputation.

Section 3. Good Standing: Those members who have paid any dues, fees, and assessments due Association and who are not suspended shall be members in good standing.

Section 4. Cause of Termination: A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member, on reasonable notice to the Association;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (c) Failure of the member to pay dues, fees, or assessments due Association within three months after they become due and payable;
- (d) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (e) Expulsion of the member under Section 7 of these Bylaws on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.

Section 5. Suspension of Membership: A member may be suspended, under Section 7 of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Association's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.

A person whose membership is suspended shall not be a member during the period of suspension.

Section 6: Conduct Materially and Seriously Prejudicial to the Purposes and Interests of the Association: For purposes of Section 4 and 5 of these Bylaws, the phrase "conduct materially and

seriously prejudicial to the purposes and interests of the Association” shall be construed to include, but is not limited to the following:

- (a) Conviction of a crime involving moral turpitude;
- (b) Willful violation of law, statute, judicial order or administrative decision regarding unlawful business practices;
- (c) A final decision by a court of competent jurisdiction finding fraudulent conduct or other like misconduct.

Section 7. Procedure for Expulsion or Suspension: If grounds appear to exist for expulsion or suspension under Section 4, 5 or 6 of these Bylaws, the procedure set forth below shall be followed:

- (a) The member shall be given 15 days’ prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonable calculated to provide actual notice. Any notice given by mail shall be sent by Certified mail to the member’s last address as shown on the Association’s records.
- (b) The member shall be given an opportunity to be heard either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
- (c) The Board, committee or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination.

## ARTICLE V

### Finances

Section 1. Annual Dues: Dues to defray the cost of the operation and administration of the Association shall be determined by the Board of Directors and equitably assessed to the membership. Dues shall be payable in advance on an annual basis.

Section 2. Multiple Locations: A member who has more than one location may include his additional locations, provided they are wholly owned and function as operating units of the main location for a disseminating of Association information and for purposes of directory listing for an annual processing fee to be determined by the Board of Directors.

Section 3. Deposits and Disbursements: The funds of the Association shall be deposited in accordance with the Investment Policy approved by the NWFA Board of Directors.

The funds shall be disbursed upon the order of such officers as may be prescribed by the Board of Directors.

Section 4. Fiscal Year: The fiscal year of the Association shall be the calendar year, or as otherwise approved by the Board of Directors.

## ARTICLE VI

### General Membership Meetings

Section 1. Annual Meeting: The annual meeting of the Association at which the members of the Board of Directors shall be elected, who in turn shall elect its officers; shall be held at a place and date to be determined by the President/Chief Executive Officer and approved by the Board of Directors.

Section 2. Notification: Notice of the annual meeting shall be sent by the President/Chief Executive Officer via electronic communication to each member at least thirty (30) days before the date of such meeting, and shall state the time, place and purpose thereof.

Section 3. Quorum: Voting members assembled and present at a duly noticed meeting shall constitute a quorum for the conduct of business.

Section 4. Voting: Each member firm in good standing shall have one vote. The member for voting purposes shall be its designated individual of record or his designated alternate. Additional individuals from a member firm may be present on the floor of the meeting and may be heard, but shall have no vote. Voting for Board Members shall be by voice vote. The Board of Directors will elect its own officers. Proxy voting is not permitted.

Section 5. Other meetings: Other meetings may be called by the Board of Directors at such times and places as deemed necessary and beneficial to the Association on thirty (30) days written notice.

## ARTICLE VII

### Officers and Duties

Section 1. Officers: Officers of the Association shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, an Immediate Past-Chairman and a President/Chief Executive Officer. It shall be mandatory that the offices of Chairman, Vice-Chairman, Secretary and Treasurer be held by a member currently serving on the Board of Directors.

Section 2. Chairman: The Chairman of the Association shall be a designated individual who shall be elected at the annual meeting by the Board of Directors and shall hold office for a term of one year and until a successor is elected and qualified. A sitting Chairman may serve a maximum of two (2) consecutive one-year terms.

A. Duties: The duties of this office shall be to act as the Executive Officer of the Association. The Chairman shall have the power to enforce by proper means the

orders and regulations adopted by the Board of Directors, and is charged with the duty of carrying into effect such policies and directives. Also, the Chairman shall approve the appointment of all committees; with the exception of the Nominating Committee. The Chairman shall be a member ex-officio, with the right to vote on all committees with the exception of the Nominating Committee. The Chairman shall preside at all meetings of the Association, and have such other duties as usually pertain to this office and as may be conferred upon him by the Board of Directors.

Section 3. Vice-Chairman: The Vice-Chairman of the Association shall be a designated individual who shall be elected at the annual meeting by the Board of Directors and shall hold office for a term of one year and until a successor is elected and qualified.

A. Duties: The Vice-Chairman, in the absence, disability or failure to act of the Chairman; shall perform the duties of the Chairman and shall perform such other duties as may be delegated to him by the Chairman or by the Board of Directors.

Section 4. Secretary: The Secretary of the Association shall be a designated individual who shall be elected at the annual meeting by the Board of Directors and shall hold office for a term of one year and until a successor is elected and qualified.

A. Duties: The Secretary, in the absence of the Vice-Chairman, will perform the duties of the Vice-Chairman; and shall perform such other duties as may be delegated to him by the Chairman or by the Board of Directors. The Secretary shall give notice of all Association meetings. The Secretary, or his designate, shall affix the Great Seal of the Association on all official documents and materials requiring such designation.

Section 5. Treasurer: The Treasurer of the Association shall be a designated individual who shall be elected at the annual meeting by the Board of Directors and shall hold office for a term of one year and until a successor is elected and qualified.

A. Duties: The Treasurer, in the absence of the Secretary, will perform the duties of the Secretary; and in the absence of the Vice-Chairman and Secretary, will perform the duties of both Vice-Chairman and the Secretary; and shall perform such other duties as may be delegated to him by the Chairman or by the Board of Directors. The Treasurer shall submit a financial report of operations, prepared by a Certified Public Accountant, at each annual meeting.

Section 6. Immediate Past-Chairman: The office of the Immediate Past-Chairman of the Association shall be automatic based on the previous year as service as Chairman and shall hold office for a term of one year until a successor is qualified.

A. Duties: Immediate Past-Chairman shall serve as Chair of the Nominating Committee and shall fulfill such other duties as may be requested by the Chairman.

Section 7. President/Chief Executive Officers: The office of the President/Chief Executive Officer of the Association shall be by appointment, and the President/Chief Executive Officer may succeed him/herself without limitation, at the discretion of the Board of Directors.

- A. Duties: The duties of the President/Chief Executive Officer shall be to direct and administer the active management of the Association. The President/Chief Executive Officer shall keep and maintain a careful record of all business and financial transactions; including minutes of meetings, committees, and of the Board of Directors. The President/Chief Executive Officer shall conduct correspondence, and perform the day to day activities reasonable and necessary for the continued business operations and affairs of the Association; including but not limited to the hiring, supervision and termination of all employees as necessary from time to time; together with such other duties as may be assigned by the Chairman and the Board of Directors.

Section 8. Term of Office: All officers shall assume their official duties immediately after election confirmation at the regular annual meeting and to be effective until the election of officers at the next annual meeting; or if there be a vacancy, immediately after election or appointment.

Section 9. Resignation: The resignation of any elected or appointed officer shall be tendered in writing to the Board of Directors through the President/Chief Executive Officer.

## ARTICLE VIII:

### Board of Directors

Section 1. Board Members: The Board of Directors shall consist of the Chairman, Vice Chairman, Immediate Past-Chairman, Secretary, Treasurer, President/Chief Executive Officer and eleven (11) Directors. Each Director shall be a designated individual who shall be elected at the annual meeting and who shall hold office for a term of three (3) years. Each member of the Board will have one (1) vote; except the President/Chief Executive Officer, who is not allowed to vote. In addition, the Board of Directors, at its discretion, may appoint up to five (5) additional Members-At-Large to serve ex-officio for a one (1) year term.

Section 2. Term of Office: All directors shall assume their official duties immediately after election confirmation at the regular annual meeting, and to be effective until the election of officers at the next annual meeting; or if there be a vacancy immediately after election or appointment. The Directors shall serve staggered terms, with five (5) Directors being replaced annually.

Section 3. Powers and Duties: The government, management and control of the Association, including its affairs and property, shall be vested in its Board of Directors; except as otherwise required by law or provided by the By-Laws. The Board of Directors shall have the power to make rules and regulations for carrying on control and government of the Association not inconsistent with the Articles of Incorporation, or the Constitution and By-Laws. The Board may

direct employment and duties of a President/Chief Executive Officer representing the Association; admit and expel members; have charge of all property of the Association; and to do all other acts not expressly reserved to the membership, which are necessary or proper to carry on the activities of the Association, for its best interest.

Section 4. Removal of Officers and Directors:

- A. An elected director may be removed by a majority vote of the members present at a meeting of the members. An appointed director may be removed from office by a majority vote of the Board of Directors.
- B. Any officer or director shall be automatically removed from office for failure to attend two (2) consecutive meetings of the Board of Director, unless the Board is satisfied that there is good and valid excuse and justification for such absences. Any such officer or director so removed forfeits any and all appeal rights he might otherwise have had.

Section 5. Vacancies: Vacancies on the Board of Directors shall be filled by a quorum vote of the Board from candidates selected by the Nominating Committee. Vacancies created by removal of a Board member may be filled without delay and without the requirement for a formal meeting of the Board of Directors. The Board may also fill such vacancies at the next annual meeting. The Chairman of the Nominating Committee shall notify each and every voting member of the Board of Directors of candidates selected by the Committee and votes shall be timely conveyed to the President/Chief Executive Officer. Vacancies so filled shall serve from the date of election by the Board until the next annual meeting of the membership, unless the period of time to be served is less than sixty-one (61) days and the appointee is not presented for election to the membership at the annual meeting, in which case the appointee shall serve until the next succeeding scheduled annual meeting of the membership.

Section 6. Regular Meetings: Regular meetings of the Board of Directors shall be held at the annual meeting of the Association at the place where such annual meeting shall be held and at such other times and places as the Board of Directors determine to be necessary to conduct the business of the Association.

Section 7. Special Meetings: Special meetings of the Board of Directors may be called by the Chairman on at least (10) days written notice to each member of the Board. Special meetings of the Board of Directors can also be called by the President/Chief Executive Officer, on like notice, on written request.

Section 8. Quorum: A majority of the voting members of the Board shall constitute a quorum. Any number less than a quorum may adjourn the meeting.

Section 9. Informal Action By Directors: Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 10. Board and Committee Meetings: Members of the Board of Directors or of any Committee designated by the Board of Directors may participate in a meeting of the Board or Committee by means of conference telephone, or similar communications equipment, whereby all persons participating in the meeting can hear each other and participation in the meeting of this manner shall constitute presence in person at the meeting.

## ARTICLE IX

### Committees

Section 1. Executive Committee: The Executive Committee shall be a standing committee consisting of the Chairman, the Immediate Past Chairman, the Vice Chairman, Secretary, and Treasurer. The Executive Committee shall exercise the powers of the Board of Directors, within Board policy and directives, when the Board of Directors is not in session and shall report to the Board of Directors at the next succeeding Board Meeting.

Section 2. Nominating Committee: The Nominating Committee shall consist of the Immediate Past Chairman, who shall serve as the Nominating Committee Chairman, and four (4) additional Board members appointed by the Board. The Nominating Committee shall submit in writing the names of such candidates to the Secretary at least sixty (60) days prior to the date of the annual meeting. The Secretary shall present said list at the Board of Directors meeting and the President/Chief Executive Officer shall then compile a ballot listing all candidates and post such listing for members to view on the NWFA website at least thirty (30) days before the annual meeting.

Section 3. Finance Committee: The Finance Committee shall consist of the members of the Executive Committee and two (2) additional Board members. The Finance Committee shall consult with the President/Chief Executive Officer from time to time regarding the finances of the Association and shall cause preparation of the annual budget. The Committee shall report to the Board of Directors at regular or special meetings upon request of the Chairman.

Section 4. Membership Committee: The Membership Committee shall be appointed annually by the Chairman and shall consist of the President/Chief Executive Officer and at least three members, one of whom shall be a director. The Membership Committee shall concern itself with the expansion and development of the Association's membership and shall make recommendations with regard thereto to the Board of Directors and officers.

Section 5. Other Committees: The Chairman may appoint such other committees as may be deemed desirable. The purpose of each such Committee shall be fully set forth at the time of its appointment. The President/Chief Executive Officer shall record and file the date, place of and attendance of each meeting of any such committee and all minutes of its proceedings. The members appointed to any such committee shall continue as members thereof for a term of one year or until the annual meeting of the Association next ensuing after such appointment, whichever shall occur first.

Section 6. Vacancies: Vacancies in any committee shall be filled for the unexpired terms by the Committee Chairperson. Any Committee Chairperson vacancy shall be filled for the unexpired term by appointment of the Chairman.

## ARTICLE X

### Compensation and Indemnification

Section 1. Compensation: The Association shall be strictly a non-profit and non-stock organization and no part of the income or assets of the Association shall inure to any members. Upon dissolution of the Association of the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all assets of the Association exclusively in fulfillment of the purpose for which the Association was formed; including at the discretion of the Board of Directors, conveyance of assets to such federations, associations or organization under section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

Section 2. Indemnification: Every person who is or shall be or shall have been an officer, director, employee or agent of this Association and his personal representatives shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding to which he may be made a party by reason of his being or having been an officer, director, employee or agent of this Association, while engaged in the affairs of this Association; except in relation to such matters as to which he shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith or to have been liable by reason of willful misconduct in the performance of his duty as such officer, director, employee, or agent. "Costs and Expenses" shall include but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlement.

## ARTICLE XI

### Amendments

Section 1. Certification of Incorporation: The Certification of Incorporation of this Association, issued by the State of Missouri in January, 1986, may be amended at any time in the manner provided by the laws of the State of Missouri.

Section 2. By-Laws: By-Laws may be amended in either one of the two following methods:

A. Annual or Special Meeting — By two-thirds vote of eligible voting members present or by proxy at any Annual or Special Meeting, provided that notice shall have been given to each member of the Association by mail at least one month prior to the date of such meeting showing the details of the proposed amendment, alteration or repeal; or

B. Mail Ballot — By a proposal or proposals submitted to the President/Chief Executive Officer of the Association, and approved by the Board, whereupon such proposal or proposals shall be submitted to all eligible voting members of the Association for a vote by mail, and if voted upon by at least 5% of the eligible voting members and approved in writing by two-thirds of those voting, shall become effective as an amendment to the bylaws; such mail ballots shall be valid and counted only if received within 30 days after date of mailing ballot forms.

## ARTICLE XII

### Parliamentary Authority

Section 1. Parliamentary Authority: The order of business for meeting shall be determined by the Presiding Officer. The By-Laws and “Roberts Rules of Order Newly Revised” shall govern the conduct of the meeting.

## ARTICLE XIII

### Legal Counsel

Section 1. Legal Counsel: The Association shall retain legal counsel who shall be kept fully informed with respect to the Association activities and affairs, and who shall attend meetings as the Board of Directors deems necessary.