

**BYLAWS OF THE
WISCONSIN CHAPTER
ARCHITECTURAL WOODWORK INSTITUTE**

Revised and adopted 4/11/2013

PREAMBLE

The members of this chapter are to conduct the business of the chapter in conformity with the principles promulgated by the Architectural Woodwork Institute (AWI) and in compliance with the terms and conditions of the AWI Bylaws and AWI Policy Manual applicable to AWI chapters. These bylaws are to be interpreted to that end.

ARTICLE I

NAME, LOCATION, JURISDICTION, AND FISCAL YEAR

1. **NAME:** This chapter shall be known as the “Wisconsin Chapter, Architectural Woodwork Institute”, and is incorporated under that name as a non-profit organization under the laws of the state of Wisconsin. FEIN 51-0157039.
2. **HEADQUARTERS:** The headquarters (principal office) of this chapter shall be located at an address designated by the Board.
3. **JURISDICTION:** The area served by this chapter shall be the state of Wisconsin.
4. **FISCAL YEAR:** The fiscal year of this chapter shall be in September 1-August 31 of each year.

ARTICLE II

PURPOSES AND POWERS

1. To assist the Architectural Woodwork Institute in achieving its purposes as set forth in **ARTICLE II** of the **AWI** Bylaws.
2. To provide for meetings of architectural woodwork operators in this area as an effective agency for expressing their collective voices.
3. To cultivate an environment of respect and fairness among the members to the point that they can share their problems and the solutions to their problems.
4. To collect and distribute to the membership information on manufacturing, shipping and installation of their products.
5. To stimulate the progress and development of the architectural woodwork industry through improved manufacturing methods and new types and uses of the woodworker’s product.
6. To promote the use and acceptance of architectural woodwork and the members of this organization to architects, contractors and owners through education and service.
7. To strengthen the membership so that they become the accepted source of architectural woodwork to the user.
8. To have and to exercise all powers enumerated in and permitted by the “NOT-FOR-PROFIT-ACT” of the state of Wisconsin necessary to affect the purposes for which this chapter is organized.

ARTICLE III

CODE OF ETHICS

1. To conduct our businesses on a high plane of morality and integrity.
2. To offer only bona fide bid proposals so that if successful the intent is to perform to conclusion.
3. To refrain from causing by act or innuendo a feeling of mistrust of a competitor to a contractor, architect, or owner.
4. To refrain from using substandard workmanship or material that would be detrimental to the woodworking industry as a whole.
5. To promote the image of the industry as a progressive, innovative, responsible function of society.

ARTICLE IV

MEMBERSHIP

1. **ELIGIBILITY:** Members of this chapter shall be those manufacturing members in good standing of the Architectural Woodwork Institute who operate a woodwork manufacturing business in the area served by this chapter, and other individuals, suppliers, entities, friends or other supporters of the architectural woodwork industry, whether or not members of AWI, and who shall have applied for and been accepted into membership in this chapter.
2. **APPLICATIONS:** A candidate for membership shall make application in writing to the chapter on a form provided by the chapter. Each application shall be referred to the board of directors for action.
3. **MEMBERS REPRESENTATIVE:** Membership shall stand in the name of the person or entity. Each member of the chapter shall designate in writing one individual who shall represent the member at all chapter meetings and be responsible to the chapter in all matters. He (or she) may send an alternate or substitute to act for him provided that he furnish him with a letter of authorization, and provided that the board of directors approves the substitution. Any action taken at any regular meeting shall be binding on all members whether represented or not, provided that the meeting has been called in accordance with these bylaws.
4. **GOOD STANDING:** In order to maintain good standing in this chapter, a member must not at any time be more than thirty (30) days in arrears in dues.
5. **ARREARAGES:** A member in arrears on the books of the chapter for over thirty (30) days shall not have a vote or any other privileges of membership until the account is paid and, if in arrears ninety (90) days shall be dropped from the rolls without further action by the board of directors of the chapter, and can be reinstated only when all arrears have been paid, and by a two-thirds vote of the board of directors.
6. **RESIGNATION:** Any member may resign from this chapter by giving thirty (30) days notice in writing of his intention to do so. The board of directors shall pass on resignations and none shall be accepted until the member's obligation to the chapter has been paid in full. Acceptance of resignation shall be in writing.
7. **EXPULSION:** By a two-thirds vote of the entire board of directors, a member may be expelled from the membership in this chapter for cause providing, however, that such a member is given the opportunity prior to expulsion to be heard by the board of directors.

ARTICLE V

MEETINGS

1. **REGULAR MEETINGS** of this chapter shall be held a minimum of four times per year. The time and place of the meetings shall be determined by the Board of Directors.
2. **SPECIAL CHAPTER MEETINGS** shall be called by the president or at the request of a majority of the members of the Board of Directors or upon the request of a majority of members in good standing. Such request may be written (hard copy) or by FAX or email.
3. **BOARD MEETINGS:** The Board of Directors shall meet at a time and place determined by the president, or by telephone or web conference, and shall be subject to the call of the president or one third of the Board members upon request for a special meeting at any given time, provided due notice is given.
4. **QUORUM AND ACTION:**
 - (a) Those members in good standing present at any regular or special meeting of the chapter shall constitute a quorum for the transaction of business. Action shall be by a majority of the members present and voting.
 - (b) A majority of the members of the board of directors shall be required to be present to constitute a quorum for the transaction of business at any regular or special meeting of the board. Action shall be by a majority of the directors present and voting.
5. **DUE NOTICE:** A notice sent to the last known address of each member or director, respectively ten (10) days prior to the holding of any regular or special meeting shall constitute due notice.
6. **MINUTES:** Minutes of all meetings shall be recorded.

ARTICLE VI

BOARD OF DIRECTORS

1. **DUTIES:**
 - (a) To elect a president, vice-president, and treasurer.
 - (b) To manage the fiscal affairs of the chapter.
 - (c) To hire an executive secretary or secretary-manager, if authorized, and to set his/her salary and allowances.
 - (d) To hire counsel when needed.
2. **NUMBER:** The authorized number of Directors for any term shall be: Three members representing the Associates and Affiliates (to be appointed by the nominating committee) the National Board of Directors Representative, the past President, Current President, Vice-President, Secretary, Treasurer, and a Member-at-large (representative of the general membership). However the Minimum number shall be five.
3. **NOMINATIONS AND ELECTIONS:** Any member in good standing shall be eligible for nomination to a directors position. Elections shall occur at the last meeting of the Fiscal year.

4. **TERM:** Members of the Board of Directors shall serve for a period of 2 years. Associate/Affiliate members on the Board shall serve 2-year terms, and they shall take office in years alternating those of the other board members. All shall serve without remuneration and shall be eligible for re-election. The Vice President, upon election shall serve 2 years as Vice President, and automatically becomes President of the Chapter after that term for another 2 years.
5. **VACANCIES:** When a vacancy occurs it will be filled by special nomination and election at the next regularly scheduled meeting.

ARTICLE VII

COMMITTEES

1. **STANDING COMMITTEES:** It shall be the duty of the board of directors at its first meeting after election in each year to select from the membership of the chapter individuals to serve as chairmen of standing committees in charge of such matters the board deems essential such as:
 - (a) Membership
 - (b) Program
 - (c) Meeting Planning
 - (d) Advertising and Promotion
 - (e) Architectural Relations
 - (f) Research and Education
2. **SPECIAL COMMITTEES:** The board of directors or the president may also appoint special or ad hoc committees as they see fit to perform special functions.

ARTICLE VIII

OFFICERS

1. **PRESIDENT:**
 - (a) To preside at and conduct the business of the membership and board meetings.
 - (b) To appoint committees, assign committee duties and receive committee reports. The president is an ex-officio member of all committees.
 - (c) The president is chairman of the board of directors. He will conduct board meetings and report the result of such meetings to the membership.
 - (d) The president will arrange the agenda for the membership and board meetings, scheduling the time allotted for each section of the meeting so that all business can be completed.
 - (e) Sign all documents, letters, checks, or other instruments as directed by the board of directors.
2. **VICE-PRESIDENT:**

The Vice-President shall perform the duties of the president at such time as the president is absent or disabled.

3. **EXECUTIVE SECRETARY:**

- (a) Keep minutes of all meetings of the chapter and all meetings of the board of directors.
- (b) Keep all books and records of the chapter. Handle receipts and disbursements.
- (c) Cooperate with and be ex-officio member of all committees.
- (d) Serve as liaison officer with A.W.I.
- (e) Handle all correspondence.
- (f) Keep membership records.
- (g) File all government reports.
- (h) Perform all other duties as board of directors may authorize.
- (i) Employ such additional help as is authorized by board of directors.
- (j) Be responsible to the president and to the board of directors. Report to the president.
- (k) Recommend policy and programs to the president and board of directors but shall have no part in their approval of adoption.
- (l) Furnish bond in such amount as the board of directors may see fit to require, premium for which shall be paid by the chapter.

4. **TREASURER:**

- (a) The treasurer shall have custody of all funds in the chapter and shall make all disbursements as directed by the board of directors.
- (b) He shall furnish bond in such amount as may be required by the board, premium for which shall be paid by the chapter.

ARTICLE IX

ORDER OF BUSINESS

After a regular meeting of the chapter has been called to order by the president, the following order of business shall be observed.

1. Roll call/self-introduction of members.
2. Introduction of guests and new members
3. Antitrust statement
4. Approval of minutes of the previous meeting
5. Program
6. Communications/correspondence
7. Reports
8. Old business
9. New business
10. Suggestions by members
11. Adjournment

The presiding officer may, at his discretion, place the program (5) at any suitable point in the order of business of any meeting.

ARTICLE X

DUES – ASSESSMENTS

1. **DUES:** shall be paid as follows: invoices will be mailed by July 1st and be due by September 1st. A 5% discount is allowed for dues payments received by August 1st.
2. New members, joining in mid-year shall be charged a pro-rated amount for the first year's dues at the discretion of the Board.
3. **ASSESSMENTS:** An assessment for any special or emergency purpose may be levied upon the membership of this chapter by the board of directors provided that authority for such action has been granted by two-thirds affirmative vote of the members present at any regular or special meeting.
4. Dues structure shall be reviewed and set by the Board of Directors annually.

ARTICLE XI

CHAPTER ANNUAL REPORT

A chapter annual report shall be submitted to AWI National Headquarters no later than 30 days after the beginning of the chapter's new fiscal year.

The chapter annual report shall contain the following:

- Statement of financial condition as of the end of the fiscal year
- Officers elected for new fiscal year.
- List of manufacturing members as of the beginning of the new fiscal year.
- List of non-manufacturing members as of the beginning of the new fiscal year.

ARTICLE XII

DISSOLUTION

In case of dissolution, the assets of this chapter are to be used as follows:

1. To pay all indebtedness of the chapter.
2. To pay all expenses of liquidation.
3. The remainder to be donated to a charitable, educational or research organization in the woodworking field as selected by the board of directors.

ARTICLE XIII

AMENDMENTS

These by-laws may be revised or amended by a two-thirds affirmative vote of members in good standing

1. present and voting at a meeting designated for such action provided that notice of such proposed action shall have been given to each member in good standing of the chapter at least seven (7) days prior to the date of said meeting.
OR
2. Registering their vote through hard copy (US Mail) or email, or other electronic means when requested by the Board.