

BY-LAWS of the American Wood Preservers' Association
(As Amended April 10, 2006)

ARTICLE I
Membership

SECTION 1. The Association shall consist of Regular, Life, Emeritus, and Honorary Members.

SECTION 2. A Regular Member shall be a person whose professional or business duties and activities in the technical or commercial fields of wood preservation, or in the manufacture, distribution or use of treated wood or of wood preservatives, or in the manufacture or distribution of equipment or supplies used in wood preserving operations, are in accordance with the Objectives and Purposes of this Association and any person having a general interest in the Objects and Purposes of this Association.

SECTION 3. A Life Member shall be a Regular or Emeritus Member who either has paid Association dues for thirty-five years; or for twenty-five years and reached age sixty-five.

SECTION 4. An Emeritus Member shall be a Regular Member who has paid annual dues to age sixty-five, or who has paid annual dues for twenty-five years and has retired between the ages of sixty and sixty-five, until such time as qualified for Life Membership.

SECTION 5. An Honorary Member shall be a person of acknowledged eminence in the wood-preserving industry or in the sciences relating thereto.

SECTION 6. Regular, Life, Emeritus and Honorary Members shall have all the rights and privileges of the Association.

ARTICLE II
Admissions and Expulsions

SECTION 1. Application for membership and resignations from membership shall be transmitted to the Executive Vice President for review and approval.

SECTION 2. Past Presidents of the Association automatically become Honorary Members. Proposals for Honorary Membership for other members shall be made by at least ten members,

none of whom shall be a member of the Executive Committee. The nominee shall be declared an Honorary Member if he receives the unanimous vote of the Executive Committee or the votes of two-thirds of the Regular, Life, Emeritus and Honorary Members present and voting at an Annual Meeting; provided, however, that there shall be no election to Honorary Membership when such election of Honorary Members would make the total number of Honorary Members greater than three percent of the total number of Regular Members.

SECTION 3. Any member of the Association who resigns while in good standing may be reinstated without paying a second application fee, provided his application is approved by two-thirds of the Executive Committee.

SECTION 4. For unbecoming conduct a member may be expelled by the votes of two-thirds of the Regular, Life, Emeritus and Honorary Members present and voting at an Annual Meeting, after the member has been served with written particulars as to his offense by the Executive Committee, and had an opportunity to be heard by it or by the members at an Annual Meeting.

SECTION 5. The Executive Vice President shall accept the resignation, tendered in writing, of any member whose dues are paid.

ARTICLE III
Dues

SECTION 1. An application fee of \$10 for Regular Membership shall be payable to the Association with each application for membership. Application fees shall be returned to applicants not elected.

SECTION 2. The fiscal year shall begin on January 1 and shall end on December 31. The annual dues shall be as established by the Executive Committee from time to time and payable within the first two months of the year. Emeritus Members shall pay one half the annual dues of Regular Members until an Emeritus Member conforms to the Life Member

requirements stated in Article I, Section 5 of the By-Laws.

SECTION 3. Members admitted after June 30 shall pay one-half of the annual dues.

SECTION 4. Any member whose dues are unpaid on April 1 will forfeit the privileges of membership including, but not limited to receiving Association publications, participation in technical committees, reduced prices on Association products and services, and voting privileges on all Association matters. If dues are not paid by July 1, membership shall be canceled, except as provided in Section 5 of this Article.

SECTION 5. The Executive Committee may extend the time for paying or remit the dues of any Regular Members who are unable to pay them.

ARTICLE IV *Officers*

SECTION 1. The Officers of the Association shall be members who have all of the rights and privileges of the Association and shall consist of a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Secretary, and a Treasurer. The President, the Vice-Presidents, the six Members of the Executive Committee, and the immediate Past-President shall constitute the Executive Committee in which responsibility for the government of the Association shall be vested. The President normally shall be the individual elected as First Vice-President the previous year. The First Vice-President normally shall be the person elected as Second Vice-President the previous year. The Third Vice-President shall be elected from the Association's membership. An Executive Vice-President shall be appointed by the Executive Committee, and at its discretion, a Technical Director may also be appointed.

SECTION 2. No two or more Executive Committee members in any year shall be members of the same business organization.

SECTION 3. The President, the First Vice-President, the Second Vice-President, the Third Vice-President, the Treasurer, and two Members of Executive Committee shall be elected by ballot prior to each Annual Meeting.

SECTION 4. The terms of President, Vice-Presidents, and Treasurer shall begin at the close of the Annual Meeting which is held after their election and continue until the close of the following Annual Meeting. The six Members of the Executive Committee shall serve three years, two being elected each year.

SECTION 5. A vacancy in any office shall be filled by an appointee of the Executive Committee, who shall not serve beyond the next Annual Meeting unless then elected to fill the remainder of the unexpired term.

SECTION 6. The President, Vice-Presidents, and Members of the Executive Committee shall not be eligible for re-election to the same office, including service on the Executive Committee as part of either a three-year or five-year "in-the-chairs" term, within five years after the expiration of their respective elective terms.

SECTION 7. The office of Secretary and the office of Treasurer may be filled by the same individual.

SECTION 8. The Executive Vice-President may be appointed to the office of Secretary by the Executive Committee.

ARTICLE V *Nomination and Election of Officers*

SECTION 1. Prior to each Annual Meeting six Regular, Life, Emeritus or Honorary Members who are not officers shall be elected, together with the three last Past-Presidents who are not members of the Executive Committee, to serve one year as a Nominating Committee, of which the senior Past-President shall be chairman.

SECTION 2. Except for the office of Secretary, the Nominating Committee, which shall have at least one meeting of its membership, shall nominate one eligible member for each office and ten nominees from which six are to be elected as members of the Nominating Committee. Only one individual from any one company, government agency or organization may be a nominee for the Nominating Committee. None of the six elected members of the Nominating Committee shall be eligible for re-election to that Committee more often than once in five years. The list of nominees shall be sent to the Secretary

on or before December 31, and any vacancies that may occur in the list of nominees before it is sent to the members shall be filled by the Executive Committee.

SECTION 3. The voting shall not be restricted to the names presented by the Nominating Committee. Any member may file with the Secretary before December 31 the name of a candidate for any office except for the office of Secretary.

SECTION 4. The ballot shall be sent to each member before March 1. It must contain the names of all nominees for each office, arranged alphabetically where there is more than one name for any office, with the nominees of the Nominating Committee plainly indicated.

SECTION 5. Members may scratch or substitute the name of any eligible nominee for any office.

SECTION 6. Ballots shall be sealed and sent or delivered to the Secretary before the polls close, prior to which time a voter may withdraw or replace his ballot.

SECTION 7. The polls shall be closed at the end of the business day two weeks prior to the first day of the Annual Meeting. The ballots shall be counted during the week prior to the Annual Meeting in a manner approved by the Executive Committee. A written report shall be made to the Executive Committee on the results of the ballot prior to the opening session of the Annual Meeting.

SECTION 8. The person who receives the highest number of votes for the offices for which they are candidates shall be declared elected, provide that no one person may be elected to more than one office. In case of a tie between candidates for the same office, announcement of the fact shall be made not later than the opening session of the Annual Meeting, and the members present at the business session of the Annual Meeting shall elect the officer from the candidates so tied. The presiding officer shall announce to the meeting the names of the officers elected.

SECTION 9. The office of Secretary will be filled by appointment by the Executive Committee.

ARTICLE VI

Management

SECTION 1. The President shall have general supervision of the affairs of the Association and shall preside at its meetings and those of the Executive Committee.

SECTION 2. The Vice-Presidents, in order of seniority, shall preside at meetings in the absence of the President and discharge his duties in case of a vacancy in the office.

SECTION 3. The Executive Vice-President, under the direction of the President and with the advice and consent of the Executive Committee, shall be the executive officer of the Association. The Executive Vice-President shall conduct the correspondence of the Association; record the proceedings of all meetings; make at each Annual Meeting a report of membership of the Association; and perform such other duties as may be assigned to this office by the Executive Committee.

SECTION 4. The Treasurer shall have the responsibility of the financial affairs of the Association. The Treasurer may appoint an Assistant Treasurer with the approval of the Executive Committee. The Assistant Treasurer will be authorized to collect and deposit all moneys due the Association; verify and pay all bills approved by the Treasurer. A report shall be made at each Annual Meeting of the accounts of the Association.

SECTION 5. When appointed by the Executive Committee, the Technical Director, under the direction and supervision of the Executive Vice-President and with the advice and consent of the Executive Committee shall assist the Committee on Committees, the General Technical Committee and Subcommittees in technical matters related to the annual Subcommittee meetings; provide technical information when requested by individuals or organizations; review an update the *Book of Standards* in accordance with revisions approved by the Association; provide other technical services and assistance as requested by the President and Executive Committee; provide assistance to the Executive Vice-President as needed; and report to the Executive Committee at its various meetings on

the activities of this office.

SECTION 6. The Executive Committee shall manage the affairs of the Association, and shall have full power to control and regulate all matters not provided for in the By-Laws. It shall act on applications for committee memberships; make appropriations for specific purposes; direct the care of the surplus funds of the Association; and audit the accounts of the Treasurer.

SECTION 7. The Executive Committee shall publish the activities of the Association in a book to be known as the *Annual Proceedings*; but, subject to the action of the Association, may withhold, in whole or in part, discussions, papers, or reports, the propriety or soundness of which is considered questionable.

SECTION 8. The Executive Committee shall have printed a *Book of Standards*, in which shall be published the specifications and standards approved by the Association in accordance with Article IX.

SECTION 9. The Executive Committee shall meet at such times and places as the President may direct, or five or more members may request in writing. Six members shall constitute a quorum.

SECTION 10. The Executive Committee shall, when it deems expedient, cooperate with other technical organizations in developing the use of material treated in strict accordance with the Standards of the American Wood-Preservers' Association.

ARTICLE VII

Meetings

SECTION 1. An Annual Meeting, at which the officers shall be installed and reports of Technical Committees presented, shall be held commencing on the forth Monday in April of each year, at nine-thirty o'clock a.m. at such place as the Executive Committee may designate, provided, however, that if conditions arise which make it seem to the Executive Committee inadvisable to hold an Annual Meeting at the time designated, the Executive Committee shall have authority to designate another time for the meeting.

SECTION 2. Whenever the President may deem it necessary, or upon the written application

of fifteen Regular, Life, Emeritus or Honorary Members, the Executive Vice-President shall be directed to call a special meeting. The call for such a meeting shall state the time, place, and purpose of the meeting, and shall be mailed not less than 60 days prior to the appointed date of the proposed meeting.

SECTION 3. Twenty Regular, Life, Emeritus or Honorary Members shall constitute a quorum at any meeting of the Association.

SECTION 4. The order of business at the Meetings of the Association shall be arranged by the Executive Committee, subject to addition or change by the votes of the majority of the members present.

SECTION 5. The activities and practices which are forbidden under the general antitrust laws and consent decrees are as follows:

Agreeing to fix or regulate prices, markups, or the conditions or terms for the sale of products and/or services.

Agreeing to establish geographic trading areas, allocate markets or customers, or classify certain customers as being entitled to preferential treatment.

Participating in any plan designed to induce any manufacturer or distributor to sell or refrain from selling, or discriminate in favor of or against any particular customer or class of customer.

Agreeing to limit or restrict the quantity of products to be produced.

Participating in any plan designed to control the means of transportation or channels through which products may be sold.

Participating in any plan which has the effect of discriminating against or excluding competitors.

Agreeing to engage in reciprocal trade practices in contravention of the law.

ARTICLE VIII

Amendments

SECTION 1. Proposed amendments to the Articles of the Association and proposed amendments to these By-Laws must be offered in writing, signed by at least ten Regular, Life, Emeritus or Honorary Members, and forwarded to the office of the Executive Vice-President not less than sixty days prior to the Annual Meeting.

They shall be published with the notice of that meeting.

SECTION 2. Such proposed amendments shall be an item of business at the Annual Meeting, and they shall be declared adopted and shall become effective immediately, with or without amendment, if two-thirds of the votes of Regular, Life, Emeritus and Honorary Members present and voting are affirmative.

ARTICLE IX

Adoption of Standards

SECTION 1. Any proposal for the approval of the Association with respect to definitions, methods, nomenclature, specifications, standard construction or standard practice, or aimed at defining formally the position of the Association, shall have been made the subject of a study by a standing or special committee and embodied in a committee report published and distributed to the members of the Association not more than sixty days after the Annual Meeting of the committee.

SECTION 2. Members of the Association in good standing shall then have an opportunity to comment on the proposals. Negatives shall be accompanied by a technically based written statement. Such negatives are to be resolved by the originating subcommittee.

The Executive Committee shall then review the actions on the proposals, shall consider any challenges to the procedures followed and shall take final action.

Members of the Association shall be advised of such actions prior to the Association's Annual Meeting. Such Standards shall be recognized as having the approval of the Association and shall be published in the *Book of Standards*.

SECTION 3. Any Member or non-Member

shall have the right and privilege to propose Standards, or changes in current Standards, in accordance with the provisions of the Technical Committee Regulations as published in the *Book of Standards*.

ARTICLE X

Awards

SECTION 1. The Executive Committee, through the Awards Committee, shall administer awards of recognition for those who have made outstanding contributions, technical or otherwise, furthering the objectives and purposes of the Association.

SECTION 2. The Executive Committee shall be empowered to draw rules and regulations for the administration of AWPAs Awards, from time to time, as they may be required, and shall find and appropriate funds necessary to underwrite the cost of the "Award of Merit."

ARTICLE XI

Dissolution

SECTION 1. The Association shall use its funds only to accomplish the objects and purposes specified in these By-Laws, and no part of said funds shall inure to or be distributed to the members of the Association except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Executive Committee.