



WOOD PRODUCTS MANUFACTURERS ASSOCIATION, INC.

BYLAWS (Modernized Edition, December 2025)

Article I – Name and Seal

The name of this Association shall be the **Wood Products Manufacturers Association, Inc.** The Association shall have a circular corporate seal bearing the name of the Association and the words: “**Incorporated Massachusetts 1967.**”

Article II – Principal Office

The principal office of the Association shall be located in **Gardner, Massachusetts**, or at such other location as the Board of Directors may designate.

Article III – Purpose and Objectives

Section 1. Purpose

The purpose of the Association is to promote cooperative business relationships by providing a forum for the exchange of information among members and by promoting the value and benefits of natural wood products in home and industrial applications.

Section 2. Objectives

1. To provide a forum for sharing information that fosters stronger relationships, improved trade practices, and higher technical standards within the wood industry.
2. To actively promote the natural beauty and technical advantages of wood products through a variety of media and outreach efforts.
3. To serve as a spokesperson for the wood industry before legislators and governmental agencies on matters including imports, regulations, and laws affecting the membership.
4. To gather, compile, and disseminate statistical information that illustrates industry trends and supports the strength and growth of the industry and the membership.

Article IV – Membership

Any person, firm, or corporation in one of the following categories may apply for membership and upon approval by the Membership Committee shall become a member.

Section 1. Categories of Membership

1. **Manufacturing Members** – Firms engaged in the manufacture of wood into products.
2. **Associate Members** – Firms in the wood industry who purchase products manufactured by manufacturing members and firms engaged in manufacturing or distributing materials, supplies, equipment, financial services, or other services supporting the manufacturing membership.
3. **Honorary Members** – Individuals formerly associated with member firms. Honorary membership is granted by recommendation and approval of the Board of Directors, which also determines the term of honorary membership.

Section 2. Voting Privileges

- a. A “voting member” is an individual entitled to vote at all regular and special meetings.
- b. If membership is held by a firm or corporation, the name of one representative shall be certified to the Association as the voting member. One alternate may also be certified to vote in the representative’s absence.
- c. Associate, affiliate, and honorary members do not have voting privileges, except that members of the Board of Directors shall each be entitled to one vote at board meetings.
- d. No individual may cast more than one vote on any matter.

Section 3. Application for Membership

Applications shall be submitted to the Association office and approved or rejected by the Membership Committee. Each application shall include an agreement to comply with these bylaws and any rules or regulations adopted by the Association or the Board of Directors. Questions regarding classification or dues rates shall be decided by the Board, provided such decisions do not conflict with these bylaws.

Article V – Dues and Assessments

1. The Board of Directors shall propose a schedule of membership dues, which becomes effective upon approval by the voting members at any regular or special meeting.
2. Dues for manufacturing and associate members are payable annually on, or before, January 31 or may be paid monthly at the member’s election.
3. A special assessment for a specific purpose may be levied by a two-thirds vote of the voting members present at any meeting, provided notice of the proposed assessment appears in the meeting notice.
4. Members whose dues are 90 days past due may be suspended by order of the Board until arrears are paid. Members with dues one year overdue shall be deemed to have resigned. All dues and assessments accrued to that point remain payable.

Article VI – Meetings

1. **Annual Meetings.** At least one Annual Meeting shall be held each year for the purpose of electing Directors/Members and for the transaction of the Association's business. The venue will be determined by the Board of Directors and published to the membership a minimum of 60 days prior to the determined date and location.
2. **Special Meetings.** Special meetings may be called by the President or by the Executive Director upon written request of five members.
3. **Notice.** Written notice of all meetings shall be provided to members at least seven days prior to the meeting date.
4. **Quorum.** Fifteen (15) voting members present at the Annual Meeting shall constitute a quorum for the transaction of business at any meeting of the Association.

Article VII – Board of Directors

1. The activities and property of the Association shall be managed and supervised by a Board of Directors. In addition to the authority expressly conferred by the Bylaws, The Board shall perform all the duties and exercise all powers conferred by law or custom upon corporate directors.
2. The Board shall consist of the officers elected pursuant to Article VIII, Section 1, the immediate Past President, and a minimum of six (6) elected members. Each year, two (2) of the six (6) elected directors shall be elected at the Annual Meeting for a four (4) year term. Should a vacancy occur in a non-officer directorship prior to the end of the four (4) year term, the vacancy shall be filled at the Annual Meeting for the remainder of the unexpired term. No non-officer director may serve more than eight (8) consecutive years.
3. No more than two Directors may represent associate members.
4. The Board shall meet at least three times annually at such times and places as The Board shall determine. Board Meetings may be attended by non-board members in good standing without discussion or voting privileges. Special meetings may be called by the President or upon written request of three Directors.
5. Notice of all board meetings shall be given at least five days prior to the date of the meeting.
6. Five (5) Directors constitute a quorum at any meeting of The Board.
7. The Board may fill any vacancies on The Board or in any office of the Association until the next Annual Meeting.

Article VIII – Officers and Duties

Section 1. Elected Officers

The elected officers of the Association shall be:

- President
- Vice President
- Treasurer
- Assistant Treasurer
- Clerk

Officers are elected at the Annual Meeting to serve for one year or until their successors are elected.

Section 2. Nominations

A Nominating Committee of at least three voting members shall be appointed by the President and approved by The Board at least thirty days before the Annual Meeting. The slate of nominees shall be sent to all Members at least seven days prior to the Annual Meeting. Additional nominations may be made from the floor prior to voting, provided written notice signed by seven Members is filed with the Clerk ten days before the Annual Meeting.

Section 3. Duties of Officers

- a. President:** Presides at meetings, chairs The Board, appoints committees (with Board approval), is a signer on the Association's bank signature card, and performs other duties assigned by The Board.
- b. Vice President:** Assumes the President's duties when needed, coordinates committee functions, and performs duties assigned by The Board.
- c. Treasurer:** Manages Association funds, is a signer on the Association's bank signature card, ensures annual reporting by a CPA if required by The Board, and submits a financial report to the membership at each Annual Meeting.
- d. Assistant Treasurer:** Assumes Treasurer's duties when needed.
- e. Clerk:** Custodian of corporate records and seal, maintains meeting minutes, serves as the corporation's agent, and performs duties assigned by The Board. If the Clerk is not a Massachusetts resident, the President shall appoint a Massachusetts resident agent.
- f. Executive Compensation Committee:** Consisting of the Board President, Vice President, Treasurer and at least one Director, annually reviews salaries and job descriptions of staff positions as designated.

Section 4. Executive Director and Staff

The Board shall appoint an Executive Director and assign duties in writing. The Executive Director shall be bonded as required and may serve as Clerk.

- Assistant Executive Director: Trained to take over the Executive Director position temporarily in the event of the Executive Director's absence. This person would be bonded, could be appointed assistant clerk of the corporation and would be added to the bank signature cards as required. Duties and salary to be determined by the Officers and Directors.
- **Director of Association Services:** Assigned responsibilities to support Association operations and may assume higher duties as needed; bonding and signature card inclusion as required. Duties and assignments to be determined by the Executive Director and monitored by the Officers and Directors.

Article IX – Amendments

These bylaws may be amended or repealed at any regular or special meeting of the Association, provided notice of the proposed change is included in the call of the meeting. A two-thirds vote of eligible members present is required.

Article X – Rules of Order

Robert's Rules of Order shall govern the procedures at all Association meetings.