



NWFA
GOVERNANCE
MANUAL

2017-2018

nwfa

NWFA Governance Manual
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NWFA 2017-2018

Executive Committee and Board of Directors

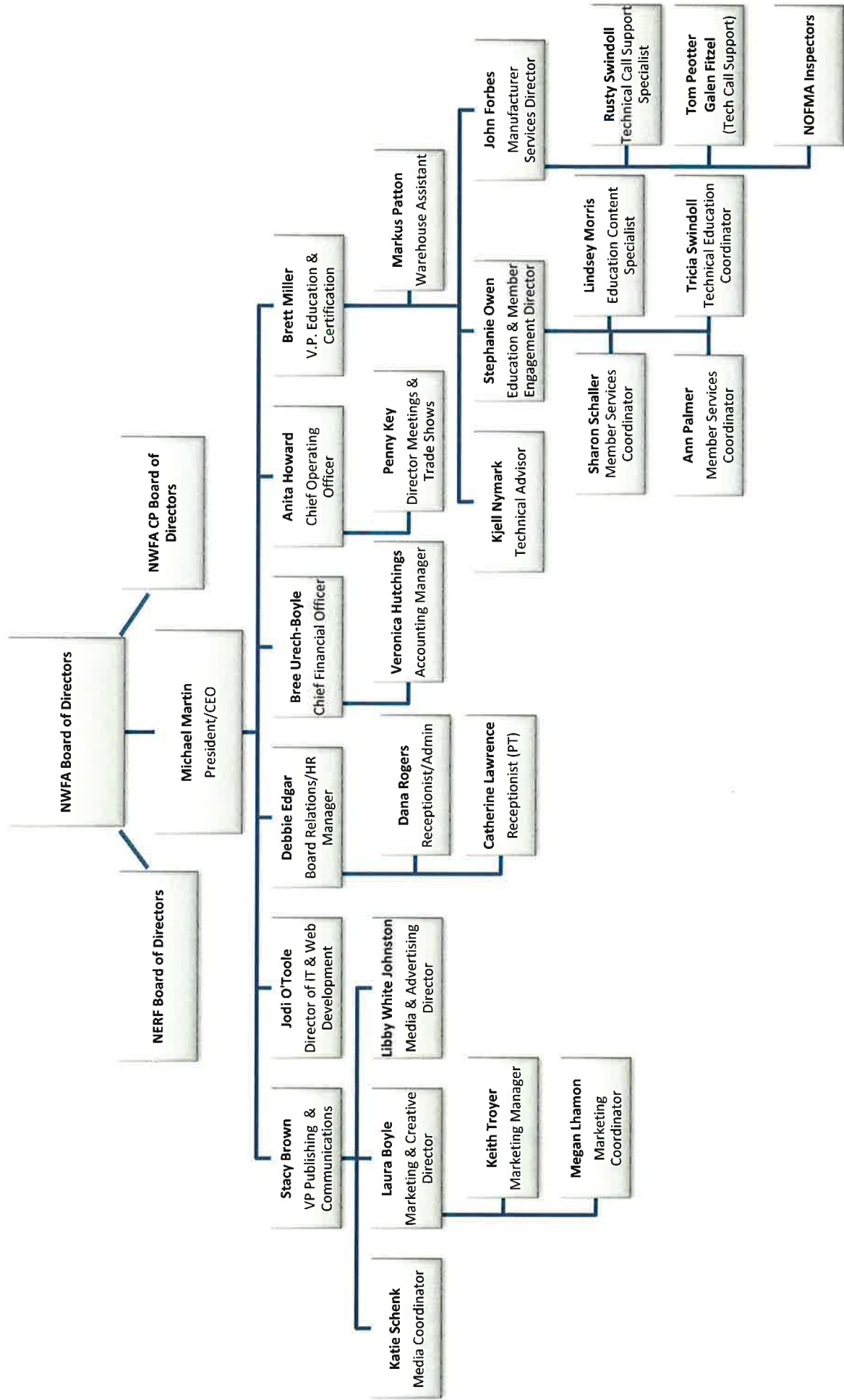
Name/Position	
Executive Committee	Chris Zizza, Chairman C&R Flooring Inc.
	Craig Dupra, Vice Chairman Installers Warehouse
	Julie Russell, Secretary Glitsa, a division of Rudd Company
	Mike Welch, Treasurer E.J. Welch Company
	Tommy Maxwell, Immediate Past Chairman Maxwell Hardwood Flooring
Board of Directors	Brenda Cashion Swift-Train Company
	Carr Newton Shaw Industries, Inc.
	Dan Natkin Mannington Mills, Inc.
	John Wooten CMH A Division of Haines
	Jon Namba Namba Services Inc.
	Kevin Murphy Mullican Flooring
Ex-Officio Directors	Jesse Joyce Middle Tennessee Lumber
	Kirk Roberts Bona AB
	Lenny Hall Endurance Floor Co. Inc.
	Mitchell Brown French-Brown Floors
	Steve Brattin SVB Wood Floor Service

NWFA Contact Information

NWFA Contact Information	
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	Ann Palmer Membership Services Coordinator ann.palmer@nwfa.org
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	Catherine Lawrence Receptionist catherine.lawrence@nwfa.org
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	John Forbes Manufacturer Services Director john.forbes@nwfa.org
	Katie Schenk Media Coordinator katie.schenk@nwfa.org

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Laura Boyle Marketing & Creative Director laura.boyle@nwfa.org
Libby Johnston Media & Advertising Director libby.johnston@nwfa.org
Lindsey Morris Education Content Specialist lindsey.morris@nwfa.org
Markus Patton Warehouse Assistant markus.patton@nwfa.org
Megan Lhamon Marketing Coordinator megan.block@nwfa.org
Penny Key Meetings & Trade Show Director penny.key@nwfa.org
Rusty Swindoll Technical Call Support Specialist rusty.swindoll@nwfa.org
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Tricia Swindoll Technical Education Coordinator tricia.swindoll@nwfa.org
Veronica Hutchings Accounting Manager veronica.campbell@nwfa.org

NWFA ORGANIZATIONAL CHART



BY LAWS
OF
THE NATIONAL WOOD FLOORING ASSOCIATION
REVISED
April 2015

ARTICLE I

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. 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, and 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 that 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 to the 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 to the 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; or
- (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 reasonably 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 additional locations, provided they are wholly owned and function as operating units of the main location for disseminating 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 the 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 with 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 Officer:**
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 Directors, 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 with 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, upon 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 that 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. 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 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.

NWFA BOARD OF DIRECTORS

Governance Summary

OFFICERS

Chair
Vice Chair
Secretary
Treasurer
Immediate Past Chair

OFFICER TERMS

Chair	May serve a maximum of two (2) consecutive 1-year terms
Vice Chair	1-year term elected by the Board each year
Secretary	1-year term elected by the Board each year
Treasurer	1-year term elected by the Board each year
Immediate Past Chair	Automatic appointment

Officers approved by the Board of Directors

DIRECTORS

11 Directors	Elected for 3-year terms
	Have 1 vote
	NWFA Directors approved by the membership

EX-OFFICIOS

Up to 5 Ex-Officios	1-year term
	Appointed by the Board

VOTING PROCEDURES

Board of Directors are elected by the membership
Membership vote conducted at NWFA's annual meeting
Voting for Board of Directors shall be by voice vote

BOARD MEETINGS

Held at the annual meeting and in the Fall

QUORUM

A majority of the voting members of the board shall constitute a quorum

BY-LAW AMENDMENTS

By two-thirds vote eligible voting members present or by proxy at any annual meeting or special meeting.
Membership is to be notified at least 30 days prior to the scheduled meeting providing details of the amendment

GOVERNING PHILOSOPHY

The NWFA Board will govern with an emphasis on:

- Outward vision rather than internal preoccupation.
- Encouragement of diversity in viewpoints.
- Strategic leadership more than administrative detail.
- Distinction of the Board and President/Chief Executive Officer roles and respect for their interaction.
- Collective rather than individual decisions.
- Future rather than past or present.
- Proactive rather than reactive.

OFFICERS

The officers of the NWFA are the Chairman of the Board, the Vice-Chairman, the Secretary, the Treasurer, the Immediate Past-Chairman and the President/Chief Executive Officer.

CHAIRMAN OF THE BOARD

The Chairman of Board shall, subject to the control of the Board of Directors, generally supervise, direct and control the business and the officers of the corporation. The Chair shall appoint standing Committee Chairpersons. The Chairman of the Board shall be an Ex-Officio member on all Committees. The Chair shall have such other powers and duties as may be prescribed by the NWFA Board of Directors or the Bylaws. The Chairman of the Board shall report the activities of this office to the NWFA Board of Directors at their meetings and to the members at annual business meeting.

SPECIFIC RESPONSIBILITIES:

In addition to attending all Board and Executive Committee meetings, other duties of the Chairman include:

- Presents programs to the Board to carry out the mission of the Association.
- Facilitates meetings in a manner whereby the agenda can be closely adhered to.
- Encourages the participation of all Board members by giving ample opportunity for each member to speak.
- Evaluates and follows-up on actions taken at Board meetings.
- Represents the Association before other professional bodies.
- Prepares column for *Hardwood Floors* magazine.
- Acts as a spokesperson for the Association along with the President/Chief Executive Officer. Employs and conducts a fair and impartial review of the President/Chief Executive Officer with the assistance of the Executive Committee and/or full Board.
- Provides oversight for the actions of the President/Chief Executive Officer.

VICE-CHAIRMAN

The Vice-Chairman shall, in the absence of the Chairman of the Board, perform the duties of the Chairman of the Board and shall perform such other duties as may be delegated by the Chairman of the Board or by the Board of Directors.

The Vice-Chairman is traditionally the successor to the Chairman of the Board.

SPECIFIC RESPONSIBILITIES:

In addition to attending all Board and Executive Committee meetings, other duties of the Vice-Chairman include:

- Performs Chairman of the Board responsibilities when the Chairman cannot be available.
- Reports to the Chairman of the Board.
- Works closely with the Chairman of the Board and the President/Chief Executive Officer.
- Participates closely with the Chairman of the Board to develop and implement volunteer transition plans.
- Performs other responsibilities as assigned by the NWFA Board of Directors.

SECRETARY

The Secretary, in the absence of the Vice-Chairman, shall perform the duties of the Vice-Chairman.

The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

SPECIFIC RESPONSIBILITIES:

In addition to attending all Board and Executive Committee meetings, other duties of the Secretary include:

- Oversees the accuracy of minutes of Board, Executive Committee and general membership meetings.
- Oversees the maintenance of membership records of the Association.
- Attests to documents of the Association.
- Works with the President/Chief Executive Officer to ensure planning and implementation of Association goals and objectives.

TREASURER

The Treasurer shall perform the usual duties of the office and those assigned by the NWFA Board of Directors. In the absence of the Vice-Chair and Secretary, the Treasurer shall perform the duties of both the Vice-Chair and Secretary.

SPECIFIC RESPONSIBILITIES:

In addition to attending all NWFA Board and Executive Committee meetings, other duties of the Treasurer include:

- Helps prepare the Association's annual budget.
- Monitors expenditures and income, through monthly financial statements.
- With the President/Chief Executive Officer, monitors the Association's long-term investments.
- Stays abreast of Association activities and offers practical and philosophical suggestions and advice.
- Consults with the President/Chief Executive Officer on programs and services that impact the budget.
- Reviews expense accounts of President/Chief Executive Officer and all applicable Association staff.
- Chairs Finance Committee.

IMMEDIATE PAST CHAIRMAN

The office of the Immediate Past Chair shall be automatic based on the previous year of service as Chairman.

SPECIFIC RESPONSIBILITIES:

Other duties of the Immediate Past Chair include:

- Serves as Chair of the Nominating Committee.
- Fulfills other duties as requested by the Chair.

EXECUTIVE COMMITTEE

The Executive Committee is a standing committee consisting of the Chairman of Board, Immediate Past-Chairman of Board, Vice-Chairman, Secretary and Treasurer. The Executive Committee shall be subject to the Board, but shall have and exercise all the powers of the Board of Directors in the management of the Association during intervals between meetings of the Board of Directors.

The Executive Committee meets at each scheduled Board of Directors meeting. The Association hosts all group events during these meetings. Each member of the Executive Committee is responsible for his/her own travel, housing and other meeting-related expenses over and above that provided by the NWFA Board and Committee Travel Policy.

OTHER SPECIFIC RESPONSIBILITIES:

- Observes and recommends accounting procedures.
- Supervises the preparation of the annual budget for presentation to the Board of Directors for approval.
- Reviews monthly financial reports regarding expenditures and income.
- Studies and recommends policy for the investment of surplus funds of the Association.
- Arranges for and reviews the results of an annual independent audit of the previous year's accounts.

BOARD OF DIRECTORS/EX-OFFICIOS

The NWFA Board of Directors shall consist of the Chairman of Board, Vice-Chairman, Secretary, Treasurer, Immediate Past-Chairman, President/Chief Executive Officer, and eleven (11) Directors. Each Director shall be a designated individual who shall be elected at the Annual General Session and hold office for a term of three (3) years and until a successor is elected and qualified. 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 as Ex-officio Director for a one (1) year term.

The Board of Directors is the governing body of the NWFA and is responsible for the governance, management, and control of the Association including its affairs and property, except as otherwise required by law or provided by the bylaws. The Board of Directors shall have the power to make rules and regulations governing the Association not inconsistent with the Articles of Incorporation and Bylaws.

The Board of Directors establishes policies within the limits of the Bylaws under which all Committees and staff must operate. The Board is the final approval body, except where otherwise specified in the Bylaws, for all activities of the Association.

Committees report to the Board on their activities and recommendations for action.

The Board of Directors meets twice a year, once at the Annual Expo and again at the annual Fall Board of Directors meeting. The Association hosts all group events during these meetings; however, each director is responsible for his/her own travel, partial housing and other meeting-related expenses over and above that provided in the NWFA Board and Committee Travel Policy. The balance of the Board's duties is handled by mail, phone, and email.

OTHER RESPONSIBILITIES INCLUDE:

- Ensuring that the needs of the membership are met.
- Approving and evaluating programs and activities of the Association.
- Setting financial objectives and monitoring their achievement.

PRESIDENT / CHIEF EXECUTIVE OFFICER

The President/Chief Executive Officer is the Chief Staff Executive of the Association.

The Board of Directors approves policy and programs for the Association. The President/Chief Executive Officer has the responsibility for the implementation of these approved policies and programs.

It is important to understand the responsibilities of the President/Chief Executive Officer in terms of those of the elected leadership. Once a policy has been approved by the Board, the President/Chief Executive Officer has a responsibility for its implementation.

OTHER SPECIFIC RESPONSIBILITIES:

- Assists the Board in ensuring that the needs of the membership are met through the strategic planning process.
- Assists the Board in approving and evaluating programs and activities of the Association.
- Understands and supports the goals of the Board.
- Determines the cost of programs.
- Decides which staff shall be needed to effectively implement the programs/actions.
- Secures Board approval for the overall administrative costs for the programs/actions.
- Supervises the staff in the actual day-to-day administration of the programs.
- Oversees all aspects of staff administration, including hiring, termination, salary administration and performance evaluations.
- Plans and coordinates meetings of the Board of Directors and elected officials of the Association.
- Serves as staff liaison to the Board and its Committees.

In summary, the elected leadership of the Association has the responsibility to formulate plans and policies for the Association. The President/Chief Executive Officer must implement those plans in an effective way, under the broad, general approval of the Board and within agreed-upon policy. The talents of the Board are employed in establishing major objectives, and the President/Chief Executive Officer is empowered to work through the details of administering and bringing those objectives to fruition.

NATIONAL WOOD FLOORING ASSOCIATION
ANTITRUST POLICY STATEMENT

“On behalf of the NWFA, I want to welcome you to this meeting of the **[Name of Meeting]**.”

It is essential that we observe certain ground rules as we participate in this meeting. As you know, the antitrust laws prohibit, or make highly imprudent, the discussion of a number of matters at a meeting such as this.

The following subjects should not be discussed at meetings or elsewhere or be the subject of any type of agreement, whether formal or informal, expressed or implied, among competitors:

1. prices to be charged;
2. methods by which prices are to be determined;
3. terms and conditions of sale, such as credit or discount terms;
4. profit levels;
5. whether another company’s pricing practices are unethical, improper, etc.;
6. coordination of bids or requests for bids or proposals;
7. production levels or schedules;
8. division or allocation of markets, territories or customers;
9. refusal to deal with a customer or supplier;
10. approved list of customers or suppliers; and
11. anything that could restrict free and open trade in the marketplace.

Any departure from these ground rules could result in severe civil and criminal penalties to you as individuals, to your companies and to the NWFA. Federal sentencing guidelines mandate jail sentences for antitrust violations and call for criminal fines that may range into the millions of dollars.

If you have any questions about these antitrust limitations, the office will be happy to give you a copy of the Association’s Antitrust Detailed Guidelines.”

Anti-Trust Guidelines for the National Wood Flooring Association

The purpose of this document is to briefly review the federal antitrust laws applicable to trade association activities and to set forth some general guidelines for compliance with those laws.

There are two antitrust statutes that are of principal concern to individuals and firms who take part in association activities. These are the Sherman Act and The Federal Trade Commission Act. These laws prohibit contracts, combinations and conspiracies in restraint of trade. The Supreme Court has said that not every contract or combination in restraint of trade constitutes a violation; only those which unreasonably restrain trade are unlawful. Thus the courts will look at all of the factors and circumstances surrounding the conduct in question in order to determine whether it unreasonably restrains trade and therefore violates the laws.

Certain kinds of conduct are exclusively presumed to be unreasonable and therefore unlawful. Such conduct consists of certain practices that clearly restrain competition. Examples of such practices include:

- Agreements to establish price (price fixing);
- Agreements to refuse to deal with third parties (boycotts); and/or
- Agreements to allocate markets or limit production.

Trade associations by their very nature present potential antitrust problems. In bringing competitors together into an association, there exists the means by which collusive action can be taken in violation of the antitrust laws. Since both the Sherman and Federal Trade Commission Acts prohibit combinations in restraint of trade and since a trade association by its very nature is a combination of competitors, one element of a possible violation is already present. Only the action to restrain trade must occur for there to be a violation.

Another special antitrust problem of a trade association is that many of its valuable programs deal with subjects sensitive from an antitrust viewpoint - price reporting, product standards, certification, statistics, and customer relations projects.

Trade association members should refrain from any discussion that could provide the basis for an inference that the members agreed to take any action that might restrain trade. An "agreement" among trade association members in antitrust terms is a very broad concept - it may be oral or written, formal or informal, expressed or implied. A "gentlemen's agreement" to "hold the line" is more than sufficient evidence of an unlawful conspiracy.

The basic principle to be followed in avoiding antitrust violations in connection with association activity is to see that no illegal agreements, expressed or implied, are reached or carried out through the association. Members should also avoid engaging in conduct that may give the appearance of an unlawful agreement.

Following are some general guidelines that can minimize the possibility that inference of antitrust guilt can be drawn from association activities:

1. Meetings should be held only when there are proper items of substance to be discussed which justify a meeting.
2. In advance of every meeting, a notice of the meeting along with an agenda should be sent to each member of the meeting group; the agenda should be specific, and broad topics that might look suspicious from an antitrust standpoint should be avoided.
3. Participants at the meeting should adhere strictly to the agenda. Experts in the antitrust field strongly recommend that subjects not included on the agenda should not be considered at the meeting.
4. If a member brings up for discussion at a meeting a subject of doubtful legality, he/she should be told immediately the subject is not a proper one for discussion. It is the responsibility of legal counsel, association staff, committee chairman or any member present who is aware of the legal implications of a discussion of the subject to attempt to halt the discussion. **Should the discussion continue, despite protest, it is advisable that members leave the meeting.**
5. Minutes of all meetings should be kept by the Association. They need not include discussion details, but must accurately report **actions** taken.
6. Secret meetings should be strictly avoided. Such meetings seriously jeopardize legitimate association activities and create a substantial risk that those activities will be investigated. An association staff member should attend all meetings.
7. During meetings there should be no recommendations with respect to "sensitive" antitrust subjects - those that relate to price or the selection of customers or supplies, etc.
8. Members should not be in any way coerced into taking part in association activities.
9. If there is any doubt about any association program or subject of discussion, members should check with association staff and/or legal counsel. Members may also wish to consult with their company's counsel.
10. Members should cooperate when association staff or counsel have ruled adversely about a particular activity.

The following topics are some of the main ones that should not be discussed at meetings of association members:

1. Do not discuss current or future prices.
2. Do not discuss what is a fair profit level.
3. Do not discuss price adjustments.
4. Do not discuss cash discounts.
5. Do not discuss credit terms.
6. Do not discuss allocating markets.
7. Do not discuss wage rates.
8. Do not discuss refusing to deal with any business.

Some of the basic areas of association activity that should be constantly reviewed from an antitrust standpoint are:

1. Denial of association membership to an applicant.
2. Expulsion of an association member.
3. Conduct of statistical reporting program.
4. Conduct of a standardization and certification program.
5. Conduct of joint research programs.
6. Establishment and enforcement of codes of ethics.
7. Denial of association services to non-members.

There are both civil and criminal penalties for violating antitrust laws. The penalties for violating the antitrust laws are severe. An individual and a corporation found to have violated the antitrust laws may be fined up to \$100,000 and \$1 million, respectively. Individuals and corporate officers may be imprisoned for up to three years. Additionally, there are civil penalties available to government antitrust enforcement agencies such as a cease and desist order and dissolution of the association. In addition to government enforcement of the antitrust laws, an individual or company that suffers injury as a result of an antitrust violation may file a private suit against the violator and recover triple damages. Therefore, the association's antitrust liability does not lie solely at the hands of the government enforcement agencies.

THESE NWFA ANTITRUST GUIDELINES ARE TO BE STRICTLY ADHERED TO BY ALL COMMITTEES AND MEMBERS. COPIES ARE TO BE DISTRIBUTED TO ALL COMMITTEE PARTICIPANTS AND ARE AVAILABLE TO ALL MEMBERS UPON REQUEST.

BOARD MEETING ATTENDANCE POLICY

Article VIII, Section 4.B of the NWFA By-Laws states:

"Any officer or director shall be automatically removed from office for failure to attend two (2) consecutive meetings of the Board of Directors, 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/she might otherwise have had."

NWFA TRAVEL POLICY FOR NWFA EXECUTIVE COMMITTEE & BOARD OF DIRECTORS

The following proposal was approved by the Board of Directors in October 1999. The policy's purpose is to offer limited meeting attendance financial assistance to all members of the NWFA Executive Committee, Board of Directors, Section Steering Committees and Committees.

Under this proposal no dollars will be paid to participants nor will any receipts be required to reimburse expenses. All room and tax costs will be automatically assigned to the Association's Master Account at the meeting hotel site.

The policy eligibility includes:

- Executive Committee Members
- Directors
- Ex-Officios

NWFA Board of Directors

The Board of Directors meet twice annually:

- Annual Expo 1-day Board Meeting (March/April)
- Fall 3-day Board of Directors/NWFA Business Meeting (Sept/Oct)

Expo Board of Directors Meeting

Inasmuch as Directors traditionally attend the Annual Expo as a normal part of their business travel, ***no room and tax costs will be applied to the Master Account for attendance of and participation in the Board of Directors Meeting held at the NWFA Annual Expo.***

Fall Board of Directors/NWFA Business Meeting

The Association will apply two nights' lodging, room and tax only, to the Master Account for all Directors attending and participating in the annual 3-day Fall Board of Directors Meeting.

NWFA Executive Committee of the Board

The Executive Committee of the Board meets two (2) times annually.

- Annual Expo Executive Committee Meeting (March/April)
- Fall Executive Committee/NWFA Business Meeting (Sept/Oct)

Expo Executive Committee Meeting

The Association will apply one night lodging, room and tax only to the Master Account for members of the Executive Committee attending and participating in the 1-day Executive Committee Meeting held during the annual NWFA Expo.

Fall Executive Committee

The Association will apply three nights lodging, room and tax only, to the Master Account, for members of the Executive Committee attending and participating in the NWFA Fall Executive Committee Meeting.

NATIONAL WOOD FLOORING ASSOCIATION INVESTMENT POLICY – August 2013

NWFA Purpose and Goals: The purpose and goals of the National Wood Flooring Association are 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.

Overall Strategy: Uniform Prudent Management of Institutional Funds Act (UPMIFA) rules for the state of Missouri have been adhered to in the following investment strategy. All assets will be allocated among two strategies based on the requirements of the NWFA as well as the proposed term and associated risk and return.

Investment Objective: The primary objective of the NWFA Investment Policy in the short-term is to preserve principal so the organization has the liquidity necessary to act on opportunities that may enhance the wood flooring industry and those who work within it, while taking appropriate levels of risk on medium and long-term invested capital to achieve a reasonable return comparable to benchmarks with a similar asset mix.

Risk Tolerance: The risk objective and/or tolerance varies based on the term of the account. See below for additional details.

Short-Term: Funds required for the association's short-term cash requirements will be maintained in the form of insured certificates of deposit, laddered brokerage certificates of deposit, short-term treasuries, money market funds or insured interest bearing commercial bank checking accounts. These investments will have maturities of one year or less. Balances in this account should be sufficient enough to cover foreseeable expenditures that result in the betterment of the NWFA and its members.

Long-Term: Longer term assets can be invested in investment grade corporate bonds, mutual funds, separately managed accounts (SMAs), and exchange traded funds (ETFs). Diversification must be achieved through the use of several fund managers. This account will be focused on growth and funds within this account will help to adequately prepare for future responsibilities and offset inflation, additional expenses, and increased spending. Balances in this account will be the remainder of the assets not allocated toward Short-Term and Medium-Term Accounts.

Investment Authority: In accordance with UPMIFA, the NWFA Investment Committee is responsible for the implementation of this policy and will act as fiduciaries for the assets. The Investment Committee membership will consist of all members of the Finance Committee. The CFO of the NWFA will be an ex-officio member of the Investment Committee and will be responsible for coordinating activities with the NWFA's outside investment manager. The NWFA retained Investment Manager is responsible for recommending investments and monitoring the assets based on this Investment Policy.

A copy of the account statements from the investment accounts as well as a quarterly monitor will be mailed to NWFA's CFO for distribution to the NWFA Investment Committee and Executive Committee members.

Short-Term Account

Purpose: The purpose of the Short-Term Account is to provide sufficient cash to meet the financial obligations of the NWFA in a timely manner.

Investment Objectives:

- Preservation of capital
- Liquidity
- Modest interest income while funds are pending disbursement

Investment Guidelines:

- Federally insured certificates of deposit not to exceed federally insured limits
- Open & Closed Ended Mutual Funds, Exchange Traded Funds, and Exchange Traded Notes
- Insured certificates of deposit
- Interest-bearing checking accounts in federally insured banks not to exceed the federally insured amounts
- Direct obligations of the United States Government, its agencies and instrumentalities (i.e., GNMA, FNMA, Freddie Mac) with an average duration of one year or less
- All investments must be managed in a way to stagger maturities

Long-Term Account

Purpose: The purpose of the Long-Term Account is to enhance the financial position of the NWFA over time by generating returns that historically exceed those achieved by the Short-Term account allocations. The timeframe for this account is six years and longer.

Investment Objectives:

- A long-term strategy of maximizing returns

Investment Strategy: It is understood that fluctuating rates of return are characteristic of the securities markets. The greatest concern should be long-term appreciation of assets and consistency of total portfolio returns. Recognizing that short-term market fluctuations may cause variations in account performance, the expectations of this account will be to achieve results comparable to stated benchmarks over a five-year moving period.

Investment Guidelines:

- No more than 40% of the total capital allocated to the Long-Term Account may be invested in one fund
- All mutual funds, separately managed accounts (SMAs), and exchange traded funds (ETFs) must have at least a three-year history
- In accordance with UPMIFA, asset managers will be selected based on the due diligence requirements attached
- The Investment Committee will review the investment management firm, as well as fund investments, during NWFA's Annual Meeting each year, or whenever the necessity arises
- Should a need arise between board meetings for a decision regarding investments, the responsibility for this decision rests with the full Investment Committee
- Copies of all appropriate account statements will be included in all Board of Director materials that are prepared before each Board Meeting. Board members and/or Investment Committee members may request information on investment account activity at any time.

UNIFORM PRUDENT MANAGEMENT OF INSTITUTIONAL FUNDS ACT (MISSOURI):

A SUMMARY

At its annual meeting in July 2006, the National Conference of Commissioners on Uniform State Laws (NCCUSL) approved the Uniform Prudent Management of Institutional Funds Act (UPMIFA) and recommended it for enactment by the legislatures of the various states. UPMIFA is designed to replace the existing Uniform Management of Institutional Funds Act (UMIFA), which was approved by NCCUSL in 1972 and has since been enacted in 47 states. UMIFA was a pioneering statute, providing uniform and fundamental rules for the investment of funds held by charitable institutions and the expenditure of funds donated as “endowments” to those institutions. Those rules supported two general principles: 1) that assets would be invested prudently in diversified investments that sought growth as well as income, and 2) that appreciation of assets could prudently be spent for the purposes of any endowment fund held by a charitable institution. These two principles have been the twin lodestars of asset management for endowments since UMIFA became the law of the land in nearly all U.S. jurisdiction UPMIFA continues these fundamental principles as a needed upgrade of UMIFA. Both investment in assets and expenditure for charitable purposes have grown exponentially in the 35 years since UMIFA was drafted; asset management theory and practice have also advanced. UPMIFA, as an up-date and successor to UMIFA, establishes an even sounder and more-unified basis for charitable fund management than UMIFA has done.

INVESTMENT

In 1972, UMIFA represented a revolutionary advance over prevailing practices which imposed upon endowments the limited investment opportunities available for managing trust assets – even endowments not organized as trusts. By stating the first prudent investor rule in statutory law, UMIFA allowed endowments to invest in any kind of assets, to pool endowment funds for investment purposes, and to delegate investment management to other persons (e.g., professional investment advisors), as long as the governing board of the charitable institution exercised ordinary business care and prudence in making these decisions. A range of factors guided the exercise of prudence.

UPMIFA incorporates the experience gained in the last 35 years under UMIFA by providing even stronger guidance for investment management and enumerating a more-exact set of rules for investing in a prudent manner. It requires investment “in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.” It requires prudence in incurring investment costs, authorizing “only costs that are appropriate and reasonable.” Factors to be considered in investing are expanded to include, for example, the effects of inflation. UPMIFA emphasizes that investment decisions must be made in relation to the overall resources of the institution and its

charitable purposes. No investment decision may be made in isolation, but must be made in light of the fund's entire portfolio, and as a part of an investment strategy "having risk and return objectives reasonably suited to the fund and to the institution." A charitable institution must diversify assets as an affirmative obligation unless "special circumstances" dictate otherwise. Assets must be reviewed within a reasonable time after they come into the possession of the institution in order to conform them to the investment strategy and objectives of the fund. Investment experts, whether in-house or hired for the purpose, are held to a standard of care consistent with that expertise.

UMIFA initiated the era of modern portfolio management for charitable institutions. UPMIFA provides the standards and guidelines that subsequent experience tells us are the most appropriate for the purpose. Charitable institutions will have more precise standards to guide them. Courts will have more precise standards with which to measure prudence in the event of a challenge. The result should be more money for programs supported by charitable funds, including endowments.

EXPENDITURE

UMIFA initiated the concept of total return expenditure of endowment assets for charitable program purposes, expressly permitting prudent expenditure of both appreciation and income and replacing the old trust law concept that only income (e.g., interest and dividends) could be spent. Thus, asset growth and income could be appropriated for program purposes, subject to the rule that a fund could not be spent below "historic dollar value."

UPMIFA builds upon UMIFA's rule on appreciation, but it eliminates the concept of "historic dollar value." UPMIFA, instead, provides better guidance on prudence and makes the need for a floor on spending unnecessary. UPMIFA states that the institution "may appropriate for expenditure or accumulate so much of an endowment fund as the institution determines to be prudent for the uses, benefits, purposes and duration for which the endowment fund is established." Seven criteria guide the institution in its yearly expenditure decisions: "1) duration and preservation of the endowment fund; 2) the purposes of the institution and the endowment fund; 3) general economic conditions; 4) effect of inflation or deflation; 5) the expected total return from income and the appreciation of investments; 6) other resources of the institution; and, 7) the investment policy of the institution." These standards mirror the standards that apply to investment decision-making, thus unifying both investment and expenditure decisions more concretely.

UPMIFA includes an optional provision that allows states to enact another kind of safeguard against excessive expenditure. If a state does not want to rely solely upon the rule of prudence provided in UPMIFA, the state may adopt a provision that creates a rebuttable presumption of imprudence if an institution expends an amount greater than seven percent of fair market value of a fund, calculated in

an averaging formula over three years. While the seven percent rule is likely not to be necessary, it is available for those states that may be uncomfortable with the general standards.

RELEASE OR MODIFICATION OF RESTRICTIONS

UPMIFA recognizes and protects donor intent more broadly than UMIFA did, in part by providing a more comprehensive treatment of the modification of restrictions on charitable funds. Sometimes a restriction imposed by a donor becomes impracticable or wasteful or may impair the management of a fund. The donor may consent to release the restriction, if the donor is still alive and able to do so, but if the donor is not available the charity can ask for court approval of a modification of the restriction. The trust law doctrines of cy pres (modifying a purpose restriction) and deviation (modifying a management restriction) probably already apply to charitable funds held by nonprofit corporations. UPMIFA makes this clear. Under UMIFA, the only option with respect to a restriction was release of the restriction. UPMIFA instead authorizes a modification that a court determines to be in accordance with the donor's probable intention. If the charity asks for court approval of a modification, the charity must notify the state's chief charitable regulator and the regulator may participate in the proceeding.

UPMIFA adds a new provision that allows a charity to modify a restriction on a small (less than \$25,000) and old (over 20 years old) fund without going to court. If a restriction has become impracticable or wasteful, the charity may notify the state charitable regulator, wait 60 days, and then, unless the regulator objects, modify the restriction in a manner consistent with the charitable purposes expressed in any documents that were part of the original gift.

CONCLUSION

UPMIFA reflects and incorporates the 35 years of experience that have accumulated under the original UMIFA. Rather than changing institutional investment or expenditure practices, it brings them up to date and unifies them across a broad range of charitable funds. The better charitable institutions manage investments and prudently control expenditures, the more money they should have for program purposes.

http://www.nacubo.org/Business_and_Policy_Areas/Endowment_Management/UPMIFA_Resources/UPMIFA_Summary.html

NWFA DISASTER RECOVERY PROCEDURES

A copy of NWFA's Disaster Recovery Procedures may be obtained by contacting the Human Resources Manager.

BOARD GUIDELINES FOR NOMINATING COMMITTEE SELECTION

1. The Nominating Committee is chaired by the Immediate Past Chairman, as defined in the NWFA bylaws.
2. The Board of Directors will appoint the additional Nominating Committee members.
3. The Board of Directors will strive to appoint equal representation from member classifications to the Nominating Committee.
4. A minimum of one of each member type, as defined in the NWFA bylaws, will be represented on the Nominating Committee.
5. Members of the Nominating Committee must not have a board term that expires in 12 months or less.
6. Only full (3-year) term board members are eligible to serve on the Nominating Committee.

GUIDELINES FOR CANDIDATE SELECTION

1. When selecting board member candidates, member classifications will be taken into consideration to create a balanced Board of Directors with equitable representation among member types as defined in the NWFA bylaws.
2. The Nominating Committee will strive to create balanced representation from U.S. geographic regions, Canada, and other countries.
3. Board members may be elected to a maximum of (2) three-year terms (total of 6 years), not counting one-year terms of service as ex-officio board members.
4. Board members appointed to the Executive Committee will serve as officers for one year, and may be reappointed for a maximum of two years in any one office.
5. Executive Committee officers may be elected to serve additional one-year terms after completing two three-year terms of board service, not to exceed a maximum of 10 years of service (maximum does not include service as an Ex-Officio).
6. As required in the merger agreement between NOFMA and NWFA, at least one full term Board member and one Ex-Officio will be members in good standing of the NWFA/NOFMA Certification program.
7. The Nominating Committee will strive for diversity in candidate selection.
8. Candidates must be a member of the NWFA with sufficient leadership and management experience.
9. If possible, Board members should be a principal or owner of their company.
10. The Nominating Committee will consider diversity of the manufacturer member category by striving to balance representation among manufacturers of different types of products including flooring, finishes, tools, sundry, etc.
11. The Nominating Committee will consider diversity of the distributor member category by striving to balance representation among different types of distributors including full line, sundry, wood only, etc.
12. The Nominating Committee will consider diversity of the dealer/contractor/retailer member category by striving to balance representation among different types of members including those focused on commercial, residential, new home, inspector services, custom, etc.

NOMINATING COMMITTEE TIMELINE

- April:** Board of Directors Appoints the Nominating Committee.
- October:** "Call for Nominations" - an online nomination form, which includes candidate criteria, is sent to the NWFA membership via e-blast and *Hardwood Floors* E-News requesting nominations.
- Nov/Dec:** Nominating Committee reviews nominations based upon the Guidelines for Nomination, selecting a pool of candidates to fill board seat vacancies.
- January:** Candidates recommended for nomination are contacted by a Committee member to explain the duties and responsibilities of board service and to then ascertain if the individual would be willing to accept the recommendation of the committee to the Board of Directors. The Committee member should assess the candidate for a high level of personal and professional integrity and commitment to promote the long-term interests of the NWFA. The Committee members should be convinced that the candidate can commit adequate time to serve as an NWFA Director..
- February:** Nominating Committee finalizes the slate of nominees and presents to the NWFA Board of Directors for approval.
- March:** At least 30 days prior to the Expo Business Session, the slate of nominees shall be presented to the NWFA membership via electronic communication.
- April:** NWFA's general membership votes on the slate of candidates at the Expo Business Session.

Frequently Asked Questions

To better understand the process and more actively participate in it, below are answers to members' most common nominating inquiries:

What board positions must be filled this year?

NWFA is seeking nominations for three (3) Director vacancies on the 2015-2016 Board of Directors.

What criteria will the Nominating Committee use to select board candidates?

Board candidates must be a member of the NWFA with sufficient leadership and management experience. If possible, board members should be a principal or owner of their company. Candidates will be considered based on their background, association leadership experience, industry tenure, and involvement in association committees.

When selecting board candidates, member classifications will be taken into consideration to create a balanced Board of Directors with equitable representation between member types as defined by the NWFA bylaws.

The Nominating Committee will consider diversity of the:

Manufacturer member category by striving to balance representation between manufacturers of different types of products including flooring, finishes, tools, sundry, etc.

Distributor member category by striving to balance representation between different types of distributors including full line, sundry, wood only, etc.

Dealer / Contractor / Retailer member category by striving to balance representation between different types of members including those focused on commercial, residential, new home, inspector services, custom, etc.

What is the board members role?

The Board of Directors is the governing body of the NWFA and is responsible for the governance, management and control of the association including its affairs and property, except as otherwise required by law or provided by the bylaws.

How much time does the board require?

The board meets twice a year, once at the Annual Expo and at an annual Fall meeting. When needed, conference calls may be scheduled throughout the year.

Can I nominate myself?

Yes. NWFA members may nominate themselves for board service by following the same procedures they would use in order to nominate someone else.

How do I nominate a candidate?

If you know of an individual who meets the Nominating Committee criteria, and who might be willing to serve on the NWFA board, complete the online nomination form.

NWFA CERTIFIED PROFESSIONALS 2016-2017 Board of Directors

Name/Position	
Officers	Tony Robison, Chair Consult Inspect Design, Inc.
	Tim Moore, Vice Chair Moore & Neville Inc. Flooring Inspections
	Tim Provence, Secretary Armstrong Floor Products
	Steve Lima, Treasurer MAPEI Corporation
	Roy Reichow, Immediate Past Chair National Wood Floor Consultants, Inc.
Board of Directors	
	Chris Zizza C&R Flooring Inc.
	Jason Elquest Blackhawk Floors Inc.
	Jenny Riddle Distinctive Hardwood Floors
	Nathan Carter Cronin Company
	Scott Taylor Schmidt Custom Floors, Inc.
	Steve Brattin SVB Wood Floor Service
	Todd McDonald Glitsa, a division of Rudd Company



By-Laws
NWFA Certified Professionals
ARTICLE I. GENERAL

Section 1. Purposes. The corporation is organized exclusively for charitable, education, religious or scientific purposes within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), including, for each such purposes to teach, educate, train, and certify sanders, finishers and hardwood installers in the wood flooring industry; and to perform any other acts and do any other things incidental to carrying on any of the foregoing.

Section 2. Earnings. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

Section 3. Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these By-Laws or the Article of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law.)

Section 4. Members. There shall not be any members of the corporation.

Section 5. Dissolution or liquidation. Upon liquidation or dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, to organizations organized and operated exclusively for qualified not-for-profit purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Section 6. Nondiscriminatory Policy as to Participants. The corporation shall admit participants of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to participants at the training facility. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its education policies, admissions policies, or certification programs.

Section 7. 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 corporation.

ARTICLE II. OFFICES

The corporation shall have and continuously maintain in St. Louis County, Missouri, a registered office and a registered agent, whose office is identical with such registered office, and may have other offices within or without the State of Missouri, as the Board of Directors may from time to time determine.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General powers. The affairs of the corporation will be managed by its Board of Directors, and all corporate powers shall be exercised by the Board of Directors, except as otherwise expressly required by the Articles of Incorporation, these By-Laws, or by law.

Section 2. Number, tenure and qualifications. The number of directors shall be eleven (11) including the officers. The number of directors may be increased from time to time by amendment to these By- Laws, but in no event shall the number of directors be less than three (3). The directors constituting the initial Board of Directors shall be as specified in the Articles of Incorporation. Each director must hold NWFACP certification status in inspection or installation or sand and finish or sales advisor. Each director shall hold office until his successor shall have been elected or qualified. The terms of the directors may not exceed five (5) years (except as provided in Article IV, Section 2) and Directors must wait at least two (2) years after their Board term has concluded before serving as a Director once again. The Immediate Past Chairman shall participate on Board as ex-officio, without vote.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than these By-Laws on the last Sunday in June of each year. The Board of Directors may provide by resolution the time and place, either within or without the State of Missouri, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Missouri, as the place for holding any special meeting of the board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice delivered personally or sent by mail or email to each director at his address as shown by the records of the corporation. Any director may waive notice of any meeting. The attendance of any director at any meeting shall constitute a waiver of notice such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present otherwise provided by law or by these By-Laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in number, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. Voluntary Resignation. Any director may resign at any time by notifying the Chairman of the Board or the Secretary in writing. Such retirements shall take effect at the time therein specified.

Section 11. Action without a meeting. Any action that is required to be taken, or that may be taken, at a meeting of the directors, may be taken without 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. Such consent shall have the same force and effect as a unanimous vote.

Section 12. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution or in the By-Laws of the corporation, shall have and exercise the authority of the Board of Directors in the management of the corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairman, Vice Chairman, Secretary and Treasurer. The Board of Directors may elect or appoint such other officers, including an Assistant Secretary or Assistant Treasurer, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

Section 2. Election and term of office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. Officers shall serve a one year term but their term may be renewed for an additional one year, sequential term not to exceed two years in any one office. Notwithstanding the provisions outlined in Article III, Section 2, the term of an officer may exceed the five-year term limit as long as the director is an officer.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or the Chairman or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Chairman. The Chairman shall have the power to enforce by proper means the policies and directives adopted by the Board of Directors and to work with the Corporation's staff to ensure policies and directives are implemented. Further, 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 corporation, and have such other duties as usually pertain to this office and as may be conferred upon him by the Board of Directors.

Section 7. Vice-Chairman. 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 8. Treasurer. The Treasurer shall, together with the corporation's staff, oversee the financial affairs of the corporation, provide reports to the Board of Directors as to the corporation's financial status and report of operations, and perform such other duties as may be delegated by the Chairman or by the Board of Directors.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors, work with corporation's staff to ensure that all notices are duly given in accordance with these By-Laws or as required by law and to ensure proper corporate records are maintained, and such other duties as from time to time may be assigned by the Chairman or by the Board of Directors.

ARTICLE V. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts and other documents. The Board of Directors, except as by law, the Articles of Incorporation, or these By-Laws as otherwise required, may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the corporation and such authority may be general or confined to specific instance.

Section 2. Checks, drafts, loans, etc. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instruments shall be signed by the Treasurer.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, grant, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VI. ADVISORS TO THE CORPORATION

The Board of Directors may elect or appoint any person or persons to act in an advisory capacity to the corporation or in an honorary capacity with respect to the corporation.

ARTICLE VII. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at the registered office a record giving the names and addresses of the Board of Directors. All books and records of the corporation may be inspected by the director, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE IX. SEAL

The Board of Directors may provide a corporate seal which shall have thereon the name of the corporation and the words "Corporate Seal, Missouri."

ARTICLE X. WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or by the Non-Profit Corporation Act of the State of Missouri, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. AMENDMENTS TO THE BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority vote of the Board of Directors present at any regular or at any special meeting.

ARTICLE XII. LIABILITY AND INDEMNIFICATION

Section 1. Immunity from Liability. To the extent permitted by law, any officer or member of the Board of Directors of this corporation, who is not compensated for his services on a salary or prorated equivalent basis, shall be immune from personal liability for any civil damages arising from acts performed in his official capacity. The immunity shall extend only to such actions for which the person would not otherwise be liable, but for his affiliation with this corporation. This immunity shall not apply to intentional conduct, wanton or willful conduct, or gross negligence. Nothing herein shall be construed to create or abolish an immunity in favor of the corporation itself.

Section 2. Indemnification. Every person who is or shall be or shall have been an officer, director, employee or agent of this corporation and their personal representatives shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon such person 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 corporation, while engaged in the affairs of this corporation; except in relation to such matters as to which such person 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 their 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.

NWFA Certified Professionals Board of Directors

Governance Summary

OFFICERS

Chairman

Vice Chairman

Secretary

Treasurer

Immediate Past Chairman

Participates on the Board as Ex-Officio; without vote

OFFICER TERMS

One (1) year term, but term may be renewed for an additional one-year term, sequential term not to exceed two (2) years in any one office

The term of the officer may exceed the five-year term limit as long as the director is an officer

Elected annually by the Board at the regular annual meeting

DIRECTORS

11 Directors – including officers

The number may be increased from time to time by amendment of the bylaws

DIRECTOR TERMS

May not exceed five (5) years

Must wait at least two (2) years after board term to serve as a director again

Elected annually by the Board at the regular annual meeting

Must hold NWFACP certification status in inspection or installation or sand & finish or sales advisor

BOARD MEETINGS

Held at the NWFA annual meeting and Surfaces (January)

QUORUM

A majority of the Board shall constitute a quorum

AMENDMENT TO BY-LAWS

The by-laws may be altered, amended or repealed and new by-laws adopted by a majority vote of the Board of Directors present at any regular or special meeting.

NWFACP GOVERNING PHILOSOPHY

The NWFACP Board will govern with an emphasis on:

- Outward vision rather than internal preoccupation.
- Encouragement of diversity in viewpoints.
- Strategic leadership more than administrative detail.
- Distinction of the Board and President/Chief Executive Officer roles and respect for their interaction.
- Collective rather than individual decisions.
- Future rather than past or present.
- Proactive rather than reactive.

NWFACP OFFICERS

The officers of the NWFACP are the Chairman of Board, Vice-Chairman, Secretary, and Treasurer.

NWFACP CHAIRMAN OF THE BOARD

The NWFACP Chairman of the Board has the power to enforce the policies and directives adopted by the Board of Directors and work with the Association's staff to ensure policies and directives are implemented.

NWFACP VICE-CHAIRMAN OF THE BOARD

The NWFACP Vice-Chairman in the absence 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 the NWFACP Board of Directors.

NWFACP SECRETARY

The NWFACP Secretary works with the corporation's staff to ensure that all notices are duly given in accordance with the bylaws, ensures proper corporate records are maintained, and performs other duties as may be assigned by the Chairman or the NWFACP Board of Directors.

NWFACP TREASURER

The NWFACP Treasurer, together with the corporation's staff, shall oversee the financial affairs of the corporation, provide reports to the NWFACP Board of Directors of the corporation's financial status and report of operations, and perform such other duties as may be delegated by the Chairman or the NWFACP Board of Directors.

NWFACP IMMEDIATE PAST CHAIRMAN

The NWFACP Immediate Past Chairman participates on the Board as an ex-officio, without vote.

NWFA Education & Research Foundation 2016-2017 Board of Directors

	Name/Position
Board of Directors	Don Finkell, Chairman American OEM
	Jim Schumacher, Secretary 3M
	Kristi Maxwell Prince, Treasurer Maxwell Hardwood Flooring
	Barbara Titus Sheoga Hardwood Flooring & Paneling
	Charles Peterson CP Wood Floors
	Dan Natkin Mannington Wood Floors
	Darwin Murray Springcreek Flooring by McClain Forest
	Enos Farnsworth Denver Hardwood Co.
	Jon Namba Namba Services Inc.
	Kevin Mullany Benchmark Wood Floors, Inc.
	Mike Welch E.J. Welch Company
	Todd McDonald Glista, A Division of Rudd Company



BYLAWS
OF
NWFA EDUCATION AND RESEARCH FOUNDATION

ARTICLE I. GENERAL

Section 1. Purposes. The Foundation ("Foundation") is organized exclusively for charitable, education, religious or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), including, for such purposes to engage in and fund scientific research, testing and education pertaining to products, performance, safety, conservation, installation and other issues of concerns to the wood flooring industry; and to provide the public with stronger, more durable and safer wood flooring products; find ways to produce these products that will preserve the environment and conserve our forests; and to educate the public and decision-makers about wood flooring issues. It is the intent of the Foundation to fund research projects in which the findings will be made available to all. If patentable information results from this research, the Foundation has the option to seek patent protection; however, the licensing of such patents will be on a non-exclusive basis to both members and non-members of the Foundation and National Wood Flooring Association (NWFA). The Foundation will also offer support to educational and research programs at universities and technical schools that are industry-related.

Section 2. Earnings. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

Section 3. Activities. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws or the Articles of Incorporation, the Foundation shall not carry on any other activities not

permitted to be carried on by a Foundation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 4. Members. There shall not be any members of the Foundation.

Section 5. Dissolution of Liquidation. Upon the liquidation or dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, to organizations organized and operated exclusively for qualified not-for-profit purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Section 6. Nondiscriminatory Policy. The Foundation shall provide services to all persons of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to applicants. It does not discriminate on the basis of race, color, national and ethnic origin in administration or disbursement of its education and artistic development scholarships.

ARTICLE II. OFFICES

The Foundation shall have a registered office and a registered agent in the State of Missouri and may have other offices within or without the State of Missouri, as the Board of Directors may from time to time determine.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Foundation will be managed by its Board of Directors, and all Foundation powers shall be exercised by the Board of Directors, except as otherwise expressly required by the Articles of Incorporation, these Bylaws, or by law.

Section 2. Number, Tenure and Qualifications. The number of directors shall be determined by the Board and be a minimum of ten (10) comprised of the Chair, Secretary, Treasurer, Past Chair, and at least 6 directors. The number of directors may be increased or decreased from time to time by amendment to these Bylaws, but in no event shall the number of directors be less than three (3). Each director shall hold office for a term of two (2) years or until the director's successor shall have been elected or qualified. Except for designated or appointed directors, the terms of the directors may not exceed six (6) years. Directors who have served previously may serve as directors again provided they have not served as a director in the two (2) years preceding their appointment to a new term.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws on such date, time and location as determined by the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the State of Missouri, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Missouri, as the place for holding any special meeting or the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice delivered personally, by mail or electronic means to each director at the director's address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of any director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum. A majority of the Board of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present otherwise provided by law or by these Bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in number, may be filled by the affirmative vote of a majority of remaining directors though less than a quorum of the Board of Directors.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, provided that nothing herein contained shall be construed to preclude any director from serving the Foundation in any other capacity and receiving compensation therefore.

Section 10. Voluntary Retirement. Any director may retire at any time by notifying the Chair or the Secretary in writing. Such retirements shall take effect at the time therein specified.

Section 11. Action without a Meeting. Any action that is required to be taken, or that may be taken, at a meeting of the directors, may be taken without 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. Such consent shall have the same force and effect as a unanimous vote.

Section 12. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution or in the Bylaws of the Foundation shall have an exercise the authority of the Board of Directors in the management of the Foundation. Other committees not having and exercising the authority of the Board of Directors in the management of the Foundation may be designated and appointed by a resolution a

ARTICLE IV. OFFICERS

Section 1. **Officers.** The officers of the Foundation shall be a Chair, Past Chair, Treasurer and Secretary. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

Section 2. **Election and Term of Office.** The Officers of the Foundation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors except that the Chair shall immediately succeed to Past Chair at the end of their term as Chair. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until the director's successor shall have been duly elected and shall have qualified.

Section 3. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. **Resignations.** Any officer may resign at any time by giving written notice to the Board of Directors or the Chair or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. **Chair.** The Chair shall be the principal executive officer of the Foundation and shall in general implement and supervise all of the business and affairs of the Foundation, subject, however, to the control of the Board of Directors and of any duly authorized committee of directors. In addition, the Chair shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Past Chair. The Past Chair shall have no formal duties, but shall serve as an Officer of the Board, a member of the Executive Committee, and a voting member of the Board of Directors, and shall be available for consultation and guidance.

Section 8. Treasurer. The Treasurer shall have charge and oversee the custody of all funds and securities of the Foundation; oversee the receipt for monies due and payable to the Foundation from any source whatsoever, and oversee the deposit of all such monies in the name of the Foundation in such banks, trust companies or other depositories as such be selected in accordance with Article V of these Bylaws; and in general perform the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section 9. Secretary. The Secretary shall keep the minutes of the meeting of the Board of Directors; ensure that all notices are duly given in accordance with these Bylaws or as required by law; oversee the custody of the corporate records of the Foundation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or Board of Directors.

ARTICLE V. EXECUTIVE COMMITTEE

Section 1. Executive Committee. The Executive Committee shall be a standing committee consisting of the Chair, Past Chair, 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.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts and Other Documents. The Board of Directors, except as by law, the Articles of Incorporation, or these Bylaws as otherwise required, may authorize any officer or officers, employee, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Foundation and such authority may be general or confined to specific instance.

Section 2. Checks, Drafts, Loans, Etc. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, employee or employees, agent or agents of the Foundation and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instruments shall be signed by the Chair and Treasurer.

Section 3. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may from time to time select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift, grant, bequest or devise for the general purpose or for any special purpose of the Foundation provided such gift meets the requirements of the gift policy adopted by the Foundation's Board of Directors.

ARTICLE VII. ADVISORS TO THE CORPORATION

The Board of Directors may elect or appoint any person or persons to act in an advisory capacity to the Foundation or in an honorary capacity with respect to the Foundation.

ARTICLE VIII. BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of the account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at the registered office a record giving the names and addresses of the Board of Directors. All books and records of the Foundation may be inspected by the director, or the director's agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE X. WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or by the Non-Profit Corporation Act of the State of Missouri, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors present at any regular or at any special meeting.

ARTICLE XII. IMMUNITY FROM LIABILITY

To the extent permitted by law, any officer or member of the Board of Directors of this Foundation, who is not compensated for the director's services on a salary or prorated equivalent basis, shall be immune from personal liability for any civil damages arising from acts performed in the director's official capacity. The immunity shall extend only to such actions for which the person would not otherwise be liable, but for the director's affiliation with this Foundation. This immunity shall not apply to intentional conduct, wanton or willful conduct, or gross negligence. Nothing herein shall be construed to create or abolish immunity in favor of the Foundation itself.

ARTICLE XIII. ELECTRONIC MEETINGS AND COMMUNICATION

Section 1. The Foundation Board of Directors and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting.

Section 2. All communication required by these bylaws, including meeting notices, may be sent electronically.

ADOPTED ON: _____

ATTEST:

CHAIR

SECRETARY

NWFA Education & Research Foundation

Governance Summary

OFFICERS

Chairman

Treasurer

Secretary

Immediate Past Chairman

Has no formal duties, but is an Officer of the Board

OFFICER TERMS

Chairman

Elected annually by the Board of Directors at regular annual meeting

Treasurer

Elected annually by the Board of Directors at regular annual meeting

Secretary

Elected annually by the Board of Directors at regular annual meeting

Immediate Past Chairman

Automatic appointment

DIRECTORS

A minimum of (10) directors, including officers

Directors may be increased from time to time by amendment to the by-laws

DIRECTOR TERMS

Two (2) year term

Except for designated or appointed director, the term may not exceed six (6) years

Directors who have served previously may serve as a director provided they have not served in the two (2) years preceding their appointment

BOARD MEETINGS

Regular meetings shall be held on such date, time, location as determined by the Board of Directors

Special meetings may be called by or at the request of the Chair or any two (2) Directors

Seven (7) day notice given prior to call of special meeting

QUORUM

A majority of the Board of Directors present before the meeting begins

AMENDMENT TO BY-LAWS

The by-laws may be altered, amended or repealed and new by-laws adopted by a majority vote of the Board of Directors present at any regular or special meeting.

GOVERNING PHILOSOPHY

The NERF Board will govern with an emphasis on:

- Outward vision rather than internal preoccupation.
- Encouragement of diversity in viewpoints.
- Strategic leadership more than administrative detail.
- Distinction of the Board and President/Chief Executive Officer roles and respect for their interaction.
- Collective rather than individual decisions.
- Future rather than past or present.
- Proactive rather than reactive.

NERF CHAIRMAN OF THE BOARD

The NERF Chairman shall be the principal executive officer of the Foundation and shall implement and supervise all the business and affairs of the Foundation, subject to the control of the NERF Board of Directors and any authorized committee members. The Chairman shall also perform other duties directed by the NERF Board of Directors.

NERF SECRETARY

The NERF Secretary shall ensure all notices are given in accordance with the bylaws or required by law; oversee the custody of the corporate records of the Foundation and perform all duties assigned by the Chairman or NERF Board of Directors.

NERF TREASURER

The NERF Treasurer shall have charge and oversee the custody of the funds and securities of the Foundation; oversee the receipt for monies due and payable to the Foundation; oversee the deposit of such monies in the name of the Foundation; perform all duties assigned by the Chairman or NERF Board of Directors.

NERF PAST CHAIRMAN

The NERF Past Chairman has no formal duties but serves as an Officer of the Board, a member of the Executive Committee, and is a voting member of the Board. The Past Chairman is available for consultation and guidance.

NERF EXECUTIVE COMMITTEE

The NERF Executive Committee is a standing committee consisting of the Chair, Past Chair, Secretary and Treasurer. The Committee exercises the powers of the Board of Directors, within Board policy and directives, when the Board of Directors is not in session.