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**BYLAWS OF THE NORTH CENTRAL CHAPTER, INC. OF THE
DOOR AND HARDWARE INSTITUTE**

ARTICLE I

NAME AND DEFINITIONS.

1. The title of this Chapter shall be The North Central Chapter, Inc. Of the Door and Hardware Institute located in Region Eighteen of the Door and Hardware Institute, Inc.
2. The Door and Hardware Institute shall be referred to in these Bylaws as the Association.
3. The North Central Chapter, Inc. Shall be referred to in these Bylaws as the "Chapter".
4. The Chapter, as an affiliated of the Door and Hardware Institute, Inc., shall be subject to the Institute's Bylaws. The Chapter shall take no action inconsistent with the policies and purposes of the Association nor shall the Chapter attempt to act for or otherwise bind the Association unless it shall have received the prior express written approval thereof from the Board of Governors of the Association.

ARTICLE II

PURPOSE AND OBJECTS.

1. The purpose of this Chapter is to promote and further the purpose and objects of the Door and Hardware Institute as set forth in the Association Bylaws.
2. The objects of the Chapter are:
 - (a) To promote closer relations of the Chapter Members with the Association and all others allied to the architectural openings industry.
 - (b) To promote at all times practices consistent with the latest developments and techniques in the specifying and distribution of Architectural Hardware and other associated products.

- (c) To gather, compile and analyze statistics and information relating to or useful in the conduct of the Chapter and the professional activities of its members.
- (d) To conduct classes, courses or seminars for the education of those desirous of learning and understanding the management and technical aspects of the architectural openings industry.
- (e) To establish and maintain the Chapter as an unbiased source for technical information on specifications for the Architectural profession and construction industry.
- (f) To further the common interests and professional opportunities of its members in any and every lawful manner and to do anything necessary and proper for the accomplishment of the object and purpose herein set forth, or which shall be recognized as proper and lawful objectives and purposes of the Chapter.

ARTICLE III

MEMBERSHIP.

1. The members of this Chapter shall consist of members in good standing of the Door and Hardware Institute, in accordance with Association Bylaws as presently in effect or as may be amended. Applicants shall be a firm or agency, or an individual employee or principle of such a firm or agency, or an individual engaged in the manufacture or furnishing of products or services to the architectural openings industry.
2. The Chapter Membership shall be drawn from the states of Minnesota, North and South Dakota, Wisconsin as part of Region Eighteen. If there is a Chapter already located within this same state, province or region boundaries shall be determined for each Chapter, and for this Chapter are to be Minnesota, North and South Dakota, Wisconsin (LaCrosse and West).
3. All members in good standing of the Association living in or moving to the area as outlined in Section 2 above, or living adjacent to this Chapter, who are closer to this Chapter than another shall make application to affiliate with and to transfer membership to this Chapter within sixty (60) days and in accordance with the Association Bylaws, and upon payment of this Chapter's dues shall become automatically a member in good standing of the Chapter.

4. Any member who is unable to attend the minimum number of meetings as provided in Article V, Section 1 of these Bylaws, by reason of distance from Chapter meeting location(s) or physical disability constituting distinct hardship must petition the Chapter for approval of absence from the prescribed meeting requirements.

ARTICLE IV.

GOVERNMENT.

1. The affairs of the Chapter shall be managed by a Board of Directors consisting of the President, the Vice President, the Secretary, the Treasurer, and the Immediate Past President, and may include any or all of the chairpersons of the Committees listed in Article VIII. There shall be at all times a minimum of four members on the Board of Directors.
2. The Board of Directors shall serve for a term ending at the termination of the next Annual Meeting of the Chapter designated for election.
3. All Chapter members in good standing are eligible to hold any Chapter office or serve on or chair any committee.
4. Any Director may be removed during his/her term of office by a vote of majority of the members of the Chapter present at a duly-constituted Chapter meeting.
5. Vacancies on the Board occasioned by death, resignation or removal shall be filled by election by the Board of Directors. The person so elected shall fill the unexpired term of the deceased, removed or resigned member.

ARTICLE V

MEETING AND VOTING.

1. Chapter
 - (a) There shall be a minimum of four regular business meetings within the year. One of these will be termed the Annual Meeting. Directors and Officers shall be elected at each such annual meeting. This meeting and election must be held between April 1 and April 30 inclusively. The Directors and Officers shall serve staggered two year terms, the President and Secretary in the same year with the Vice President and Treasurer in the following year.

Immediately following election of Directors and Officers, the Secretary shall notify the Association of the names and addresses of the new Directors and Officers.

- (b) The President shall set the dates of all meetings. In addition to regular meetings the President may call special meetings. A majority of Directors may also call a special meeting.
- (c) All members in good standing shall be entitled to attend meetings of the Chapter and to cast one vote in person.
- (d) Fifteen percent (15%) of the Chapter members in good standing present at a meeting shall constitute a quorum. Unless otherwise provided in these Bylaws, any question presented at such meeting may be decided by a majority vote.
- (e) ~~All member of the Chapter shall attend at least one meeting per year.~~
- (f) Each Chapter and Institute membership category may meet separately as a group for resolution of business pertinent solely to that membership category. At such meetings, regulations as may be presented by the Institute Board of Directors, the Distributors' Division, or the Society of Architectural Hardware Consultants (Trust) shall govern actions of the members in their respective membership category.

Chapters who wish to conduct separate meetings shall have a Chairman pro-tem and Recording Secretary nominated and elected from each membership category. Procedures for the nomination and election shall be in accordance with procedure as herein-after stated under Article VII, Section 1.

Meetings shall be governed by Roberts' Rules of Order and follow the order as prescribed for Chapter meetings in these Bylaws.

- (g) Notice of all regular meeting shall be given in writing to all members, mailed not less that fourteen (14) days prior to such meetings. Distributed

(h) Following is the Order of Business for Chapter Meetings:

- I Call to Order
- ii Roll Call
- iii Reading of Minutes of Last Meeting
- iv Approval, Additions or Corrections to the minutes
- v Reports of Officers and Standing Committees
- vi Reports of Special Committees
- vii Unfinished Business
- viii New Business
- ix Program
- x Adjournment

2. Board of Directors

- (a) Meetings of the Board of Directors shall be called by the President or by any two Directors. Such call shall consist of written notice to all of the Directors by mail at least five (5) days prior to the date set for such meeting. A meeting may be held any time on a waiver of notice signed by all the Directors consenting to the holding of the meeting.
- (b) A majority of the Board of Directors present in person shall constitute a quorum at any regular or special meeting of the Board of Directors unless otherwise provided in these Bylaws.

ARTICLE VI.

OFFICERS.

1. General

The Officers of the Chapter shall consist of a President, Vice President, a Secretary and a Treasurer. All of whom shall be elected at the Annual Meeting of the Chapter to serve a two-year term. They shall take office immediately at the close of the regular Annual Meeting of the Chapter at which they shall have been elected and their predecessors' term of office expired.

2. President

The shall:

- (a) Preside at all meetings of the Chapter and those of the Board of Directors;**
- (b) Perform all duties incident to this office and implement such actions to the Chapter membership as will further the aims and purposes of the membership and the Association.**

3. Vice President

- (a) Act as President of the Chapter in the event of the absence of the President or vacancy in the Office of the President.**
- (b) Perform such duties as may be assigned from time to time by the Board of Directors.**

4. Secretary

The Secretary shall:

- (a) Maintain the books of the Chapter and be responsible for its official**
- (b) Send three (3) copies of the Minutes of each meeting and other matters of interest to the Association within two (2) weeks from the date of the meeting;**

5. Treasurer

The Treasurer shall:

- (a) Be responsible for the Chapter funds and shall disburse same and keep the necessary books of account as directed by the Board of Directors;**
- (b) Furnish a summary financial report to the Chapter at each meeting;**

- (c) Prepare a budget in conjunction with the Finance Committee to be approved by the Board of Directors prior to the commencement of the Chapter fiscal year.

ARTICLE VII.

ELECTIONS AND APPOINTMENTS.

1. Officers

The Chapter Nominating Committee will present nominations for the Officers to be voted on by the voting membership at the Election Meeting. Other nominations may be made from the floor at the meeting with the consent of the nominee.

2. Directors

The Incoming President shall name the Chairperson of the Standing Committees as provided for in Article VIII of these Bylaws. If such, designated Committee Chairperson may also become Chapter Directors as provided in Article IV, Section 1 of these Bylaws, such appointment must be ratified by a majority of the voting members present for the annual meeting. If ratification fails, the Incoming President shall forth-with appoint another chairperson for such standing committee who shall be subject to ratification in the same manner.

ARTICLE VIII.

COMMITTEES.

1. The incoming President shall appoint from the membership the following standing committees:
 - (a) Education
 - (b) Finance
 - (c) Membership
 - (d) Nominating
 - (e) Program
 - (f) Public Relations
 - (g) Grievances
2. The President may also appoint special committees from time to time as may be required.

3. The President shall be an ex-officio member of each standing and special committee, and may appoint as many committee members as is deemed necessary unless otherwise provided in these Bylaws. The tenure of each committee member shall expire concurrently with the term of the President who appointed such member unless a member is removed from the committee at any time by the President. All committees shall be subject to the control of the Board of Directors of the Chapter and shall prepare and submit reports at all regular meetings as may be required. The President may also require submission of interim reports by any committee.

4. The EDUCATION COMMITTEE shall consider and develop methods of promoting education for Apprentices (Apprentice Architectural Hardware Consultants) and other interested persons in our industry through the Architectural Hardware Institute on a national level as well as to encourage and organize at the local level whatever education activity is feasible for those desirous of learning about architectural hardware.

The committee shall cooperate with the Association Education Committee and perform such duties as may be assigned to it by the President and the Association Education Committee.

5. The FINANCE COMMITTEE shall have the responsibility of the general supervision of the income and expenditures of the Chapter. This committee shall work with the Treasurer in preparing the yearly budget for the coming fiscal year, to be submitted to the Board of Directors for approval at a meeting to be held prior to the commencement of the Chapter fiscal year.

6. The MEMBERSHIP COMMITTEE shall receive applications for membership after they have been recorded at the Association Headquarters and shall process such applications in accordance with the procedures as established and approved by the Association Board of Governors for each membership classification.

The MEMBERSHIP COMMITTEE shall study and suggest to the Officers and Chapter ways and means of increasing, strengthening and improving the membership, and shall perform such other duties as may be assigned by the Association.

7. There shall be separate NOMINATING COMMITTEE for the purpose of nominating candidates for Chapter Officers.

8. The PROGRAM COMMITTEE shall, in conjunction with the Officers, plan, arrange and direct all programs for Chapter meetings, and shall

perform other duties as may be assigned to it by the President and the Association.

9. The PUBLIC RELATIONS COMMITTEE shall stimulate interest and cooperation between the Chapter and other organizations, such as the AIA, AGC, CSI, CSC, BHMA, and any other representative group in the fields of architecture and building construction. It shall be responsible for publicizing the activities of the Chapter in general on a local level through the news media, radio, TV and like agencies, and shall submit all matters of general interest through its Chapter Secretary to the Association.

The Committee shall cooperate with the Association and perform such duties as may be assigned to it by the President and the Association.

10. The GRIEVANCES COMMITTEE shall consist of not less than three no more than five Members of the Chapter. This Committee shall be responsible for reviewing disciplinary proceedings as required in these Bylaws, Article X.

If a situation arises wherein one or more members of the Grievances Committee is involved, such member(s) shall be replaced by the Chairman (President) of the Chapter, or the Vice-Chairman (Vice President), if the Chairman (President) as an ex-officio member is involved.

ARTICLE IX.

DUES AND ASSESSMENTS.

1. The Annual Chapter Dues shall be as established by the membership at duly convened meeting, provided, however, that proposed changes in dues are presented to the members in writing at least 30 days before a duly convened meeting or waiver of notice of such meeting is sent. A meeting at which a quorum is present shall be required for approval of such change.
2. Chapter dues become payable at the commencement of the Chapter fiscal year, July 1, and for new members are pro-rated from the quarter they were accepted for membership for the balance of the fiscal year.
3. The fiscal year of the Chapter shall be July 1 through June 30.
4. ~~Any member entering the armed forces on temporary duty and not as a career shall be exempt from payment of annual dues during such period of service.~~

5. Any member who shall fail to pay dues within one hundred and twenty (120) days of the commencement of the fiscal year shall be considered in arrears in payment of dues and shall automatically have all membership privileges suspended. The Chapter Treasurer shall notify the member, in writing of such suspension. Such notice shall be addressed to the suspended member's last known address, after said one hundred twenty (120) day period shall be expired. A copy of this notice shall be sent to the Executive Director and to the Regional Director(s). Such suspended member may automatically be reinstated if within thirty (30) days after the expiration of the one hundred and twenty (120) day period referred to, delinquent dues shall be paid in full. If the member under suspension fails to make good the delinquency within one hundred fifty (150) days from the commencement of such fiscal year, membership in the Chapter and the Association shall automatically terminate.
6. Any member whose membership in the Chapter and the Association has been terminated for non-payment of dues may be reinstated in accordance with the procedure outlined in Association Bylaws, Article XI.
7. Assessments to finance Chapter projects may be voted provided all members have been notified in writing two (2) weeks prior to the meeting such assessments are to be considered. A vote may only be taken as provided in Article V, Section 1.

ARTICLE X.

TERMINATION OR SUSPENSION OF MEMBERSHIP.

1. The membership of any member may be terminated or suspended for cause by the Chapter or Association. Such cause shall include, but not be limited to, repeat or willful violations of the Bylaws of the Chapter & the Association, including failure to pay dues. Upon termination or suspension of any member from the Association, the Association shall promptly give written notice to the member setting forth the date on which his or her membership shall terminate or be suspended and the reasons therefor, and such member shall be given a reasonable opportunity to request reinstatement and be heard by the board. In the event of any termination or suspension of membership, the Association shall promptly notify each member of the Association as the action taken.

ARTICLE XI.

AMENDMENTS TO CHAPTER BYLAWS.

These Bylaws may be amended by writing to all Chapter members at least thirty (30) days prior to duly convened meeting or waiver of notice of such meeting. A two-thirds (2/3) vote of the voting members present at a meeting shall be required for any change or amendment.

ARTICLE XII.

REVISED ROBERTS RULES OF ORDER.

All Chapter Meetings shall be governed by the provisions of the last edition then published of Revised Roberts Rules of Order.