



**MOUNTAIN STATES LUMBER AND BUILDING  
MATERIAL DEALERS ASSOCIATION**  
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## **BYLAWS**

As amended October 2014

### **ORGANIZATION AND PURPOSE**

The association now known as the Mountain States Lumber and Building Material Dealers Association was organized in 1891. It was incorporated as a non-profit corporation in 1903, and amended as to the present name effective January 1, 1982.

### **MISSION STATEMENT**

The MSLBMDA's mission is to give our members an advantage through advocacy, resources, and industry and community relationships.

(The vast geographic territory has spread our lobbying resources too thin to effectively advocate; thus we are directing our government relations efforts to CO, WY, and NM. We are however updating our information and resource development to give all of our members an advantage. We will continue to provide those resources to all our members within our six-state region.)

### **ARTICLE I**

#### **Section 1 TERRITORY:**

The territory embraced by the Mountain States Lumber and Building Material Dealers Association shall be the states of Arizona, Colorado, New Mexico, Utah, Wyoming, and a portion of southeast Idaho.

### **ARTICLE II**

#### **Section 1 REGULAR MEMBERS:**

Any individual, firm or corporation regularly engaged in the retail lumber and building material business, maintaining an adequate and permanent office, storage yard and warehouse kept open during regular business hours, with such handling facilities and sales service as are commensurate with the nature of the business and continuously carrying an assorted stock of building materials for the purpose of selling to the general public, adequate in quantity and variety to supply the normal requirements of the community in which the business is carried on, is entitled to and must have one membership in this Association for each such establishment thus continuously maintained. Application for membership may be subject to approval by the Board of Directors.

## **Section 2 ASSOCIATE MEMBERS:**

Any person, firm or corporation who manufactures or sells materials or services used or dealt in by the members of the association in the regular course of their business may become Associate Members of this Association. Associate Members shall have voting rights in the Association, and shall be entitled to the full privileges, benefits and services provided by the Association. The dues for Associate Members need not be the same as the dues for other members, and shall be in such amount as may be prescribed from time to time by the Board of Directors.

## **Section 3 HONORARY LIFE MEMBERSHIP:**

A person on whom the Association wishes to confer the distinction for service rendered in the lumber and building material industry, may be elected "Honorary Life Membership" by a majority vote of the Board of Directors. Minimum requirements for this honor are: at least 65 years of age, with continuous membership in the association for at least ten years. No dues shall be required for this honorary membership. Honorary membership is granted to an individual only and is not extended to the firm or company, and does not include voting rights.

## **Section 4 DUES:**

Amount of annual dues to be paid by each member shall be established by the Board of Directors. The Board may prescribe different dues for each classification of membership. Special first year membership dues may also be established by the Board of Directors at a lower rate to provide a membership incentive. All such dues are to be payable in advance and shall become delinquent if not paid within ninety (90) days after the first of the year unless prior arrangements have been made with individual members. For those companies joining later in the year, dues are to be prorated from June forward. The Board of Directors has the right to adjust dues at any regular meeting.

## **Section 5 TERMINATION:**

Any member or associate member who defaults payment of dues will be suspended from all privileges of the membership, and if after proper notice from the Association, such default is not corrected within a period of ninety (90) days, the membership shall automatically terminate.

## **Section 6 MEMBERSHIP WITHDRAWAL:**

Any member may withdraw from membership through a written request sent directly to the Administration Executive. Any such member withdrawing from membership shall not be entitled to a refund of dues or fees or any part thereof.

## ARTICLE III

### OFFICERS AND DIRECTORS

#### Section 1 OFFICERS:

The officers of the Mountain States Lumber and Building Material Dealers Association shall consist of the President, the President-Elect, the Immediate Past President, the Treasurer, the Secretary. In addition, the Association will also retain an agent or agents to represent their interests and this officer's title shall be Executive Vice President.

#### **A. Duties of the President:**

The President shall preside at all meetings of the Board of Directors, the Executive Committee and at regular and special meetings of the membership, and perform all duties incident to the office. He or She shall appoint all Committees and be an ex-officio member of all committees. The President, at the annual meeting of the MSLBMDA, or at such other times as may be deemed appropriate, may recommend to the membership, or the Board of Directors such suggestions, as may tend to promote the prosperity and unity of it's members and increase the usefulness of the MSLBMDA.

#### **B. Duties of the President-Elect:**

The President-Elect shall act in the absence of the President with all the Powers and Duties accompanying the office. The President Elect of the MSLBMDA shall monitor the progress of the association against the the Strategic Plan.

#### **C. Duties of the Treasurer:**

The Treasurer shall be the custodian of all funds of the MSLBMDA under the direction of the Board of Directors. He or She shall oversee deposits, investments, and disbursements of all funds. Disbursements shall be made by check signed by either the Executive Vice President, the Treasurer, the President, or any Board member deemed necessary by the Board of Directors.

#### **D. Duties of the Secretary:**

The Secretary shall be responsible for maintaining the Bylaws of the MSLBMDA, and serve as Chairman of the Bylaws Committee.

#### **E. Duties of the Directors:**

The Directors be appointed to serve on various committees as may be deemed necessary for the conduct of the affairs of the MSLBMDA, subject to the approval of the Board of Directors. They shall aid the President in any activities, meetings, or gatherings as may be delegated to them in their respective home states.

## **Section 2 DIRECTORS:**

The affairs of this Association shall be managed by a Board of Directors consisting of no more than fifteen (15) members. Of that number, a maximum of 40% of the Director positions shall be held by an Associate Supplier member, with a minimum of 60% being held by regular Retail Members as defined in Article II of the By-Laws. The Board will consist of representatives that may include the states of: Arizona, Colorado, Idaho, New Mexico, Utah, and Wyoming. Term of office of board members elected by the membership present at the annual meeting shall be three years. The one person appointed by the Board of Directors to represent this Association as a member of the Board of Directors of the National Lumber and Building Material Dealers Association and the immediate past president of this Association shall be members of the Board of Directors.

## **Section 3 NATIONAL DIRECTORS:**

The Board of Directors of this Association shall appoint one (1) National Director and one (1) Alternate National Director from a list submitted to them by the Nominating Committee. The National Director shall represent this Association as a member of the Board of Directors of the National Lumber and Building Material Dealers Association. Of the National Director and Alternate National Director, one (1) may be the managing officer of this Association. Directors representing Federated Members on the NLBMDA Board shall serve 3-year terms, up to a limit of 2 consecutive terms. Any Federated Member may select an alternate director to vote at National Board meetings if the primary director representing that Federated Member cannot attend the meeting. The alternate shall have no rights to vote or other rights until the Chair accepts the alternate at the meeting. Alternates must be employees of Dealers that are members of Federated Members.

## **Section 4 OFFICERS:**

The officers of the corporation shall consist of a President, a President-Elect, a Treasurer, a Secretary, and the Immediate Past President. The Board of Directors shall nominate the President, the President-Elect, the Treasurer and the Secretary from the membership of the Board. The maximum number of Associate Directors who could serve simultaneously as Officers is two (2), out of an Executive Committee of five (5).

## **Section 5 EXECUTIVE VICE PRESIDENT:**

The Executive Vice President shall be the Staff Executive of this Association and shall be appointed by the Board of Directors following their annual meeting, at such salary as they may determine. The Executive Vice President shall maintain offices in such locations as the Board of Directors may determine from time to time.

### **Section 8 NON-PARTICIPATION:**

In the event that any board member has three consecutive unexcused absences from regularly scheduled meetings, or is deemed not to be performing to the expectation of the Board, the Executive Committee at their discretion, may remove this board member from the MSLBMDA Board of Directors. The Executive Committee is then allowed to appoint a successor to serve in the vacant position until the next annual meeting. The general membership does not have the right to vote on this issue.

## **ARTICLE IV**

### **COMMITTEES**

#### **Section 1 EXECUTIVE COMMITTEE:**

There shall be an Executive Committee comprised of the President, the President-Elect, the Treasurer, the Secretary, the Immediate Past President, and the Executive Vice President.

- A. The Executive Committee shall be embodied with power to act in behalf of the Board of Directors in case of emergency or on specified assignments from the Board of Directors.
- B. The Executive Committee shall not have authority to rescind or in anyway counteract previously specified rulings of the Board of Directors.
- C. The Executive Committee shall meet at the call of the President, or at the request of at least two committee members.
- D. The Executive Committee shall be in charge of hiring the Executive Vice President.

#### **Section 2 STANDING COMMITTEES:**

The President shall appoint, with Board of Directors' approval, the following standing committee Chairmen:

##### **A. LONG RANGE PLANNING:**

1. This committee, comprised of the Board of Directors and chaired by the President Elect of the MSLBMDA, shall oversee the Strategic Plan of the organization.

##### **B. BUDGET & FINANCE:**

1. A three to five member committee is responsible for preparing the annual budget and reviewing the financial matters of the organization. The

Treasurer of the corporation shall chair this committee. This Committee is charged with reviewing association investments and making recommendations on where excess monies should be placed in an effort to maximize earnings. The Committee shall also review earnings on existing investments to be sure they are meeting the association's fiscal goals. This will include the review of purchasing procedures, accounts payable and receivable, profit centers, reporting systems, and any other financial matters on a continual basis.

**C. MEMBERSHIP:**

1. The committee shall be comprised of one (1) member from each state Council and a Chairman appointed by the President. The committee is responsible for promoting and generating membership in the MSLBMDA. The Committee is also charged with development of membership retention and recruitment programs, including special membership campaigns.

**D. MEMBER SERVICES:**

1. The Committee shall consist of 3 to 5 members and will be responsible for developing, approving, and monitoring products, programs and services. The Chairman shall be appointed by the President and the committee shall include the Chairman from the Membership Committee.

**E. LEGISLATIVE COMMITTEE:**

1. A six member is responsible for monitoring and developing positions on legislative and governmental affairs which affect the viability of MSLBMDA members. This Committee is charged with developing a mechanism for the dealers and associates to communicate concerns to lawmakers and make recommendations for legislative action.
2. The committee shall implement strategy for favorable action on behalf of Association members regarding such legislative and governmental affairs.
3. The National Director shall serve as a member of the Legislative Committee to advise on national issues.

**F. NOMINATING/LEADERSHIP DEVELOPMENT COMMITTEE:**

There shall be a Nominating Committee comprised of the President, the immediate Past President and the President Elect.

1. This committee shall present a list of candidates for expiring terms of directors. This slate of candidates shall be presented to the membership for election of new directors at the annual meeting. This committee shall also present a list of candidates for expiring term of

National Director. This list shall be presented to the Board of Directors for selection of a new Director at the annual meeting. Members may nominate someone else for these positions at the annual meeting.

2. This committee is responsible for the recruitment and orientation of prospective candidates.

#### **G. AD HOC COMMITTEES:**

The President shall also appoint other Ad Hoc Committees as he or she deems necessary to carry out the business of the Association.

#### **Section 3 EX-OFFICIO MEMBERS:**

The President and Executive Vice President shall be ex-officio members of all committees where not specified committee members. It is recommended, but not mandatory, that a State Director or President-Elect chair each of the committees listed in Section 2. Ex-Officio members do not have voting rights.

### **ARTICLE V**

### **MEETINGS**

#### **Section 1 ANNUAL MEETING:**

The annual meeting of the Members and the Board of Directors of this Association shall be held at such a time and place as may be determined by the Board of Directors. Members shall be notified of the exact date and place of the annual meeting. The quorum is comprised to the members that are present at the annual meeting.

#### **Section 2 SPECIAL MEETINGS:**

Special meetings of this Association may be called by the Board of Directors when in their opinion, such meetings are necessary. Special meetings of the Board of Directors may be called by the President or by any three (3) members of the Board.

#### **Section 3 QUORUM:**

A majority of the Board of Directors shall constitute a quorum for transaction of business at a Director's meeting.

#### **Section 4 VOTING RIGHTS:**

Each Regular and Associate member having a certificate of membership in force shall be entitled to one (1) vote for each location owned, controlled or operated by such member, except that no corporation, partnership or person shall cast more than 10% of the total vote cast. The vote shall be cast by an officer, official or partner of the member organization or by a duly designated employee. Any member having a certificate of membership in force may cast his vote by proxy. Honorary Life Members are not entitled to a vote.

**Section 6 WAIVER OF NOTICE:**

Notice of any meeting of this Association or of the Board of Directors may be waived by persons requiring notice, before, at the time of or after such meeting is held, and any action at such meeting will have the full force and effect as if such person waiving the notice had been present.

**ARTICLE VI**

**FREEDOM OF TRADE**

**Section 1 ANTI-TRUST POLICY:**

No member of this Association shall enter into any agreement of any nature whatsoever with any other member, the object of which is to restrain trade, limit production or competition, regulate prices, distribute business or do any act which is contrary to the law.

**ARTICLE VII**

**LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**Section 1 LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS:**

The Association shall indemnify every officer and director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Board of Directors of the Association) to which he may be made a party by reason of being or having been an officer or director at the time such expenses are incurred.—Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Association or former officer or director of the Association may be entitled.

**ARTICLE VIII**

**Section 1 SALARIES:**

The salary of the Executive Vice President shall be determined by the Board of Directors at its annual meeting.

**Section 10 COMPENSATION:**

The Directors of the Association shall receive no compensation for their services, but shall receive payment of a mileage allowance and/or travel and living expenses when traveling on behalf of the Association. Expenses however will not be paid for meetings held in conjunction with the Fall Conference and annual meeting.

**ARTICLE IX**

**MERGER OR ACQUISITION**

**Section 1 MERGER:**

Nothing in these by laws shall preclude the merger of this Association with any other association within or without the territory of this Association as described in Article I, if the Board of Directors conclude that such a merger would be in the best interest of the Members of the Association. Upon the recommendation of the Board members would then decide.

**Section 2 ACQUISITION:**

Nothing in these by laws shall preclude the acquisition by this Association of any other association within or without the territory of the Association described in Article I, if the Board of Directors conclude that such an acquisition would be in the best interests of the members of this Association. Upon the recommendation of the Board members would then decide.

**ARTICLE X**

**LOCATION OF OFFICE AND RECORDS**

**Section 1 OFFICE:**

The principal office of this Association shall be located in accordance with the desire and majority vote of the Board of Directors.

**Section 2 RECORDS:**

The books, records and documents of this Association, except as otherwise herein provided, shall be maintained at the principal office of the Association.

**Section 3 INSPECTION:**

The accounts and books of this Association shall be open to the inspection of members, subject to the provisions of Colorado law, at any and all reasonable times, except that no member shall have access to any confidential statistics or information of another member.

**ARTICLE XI**

**DISTRIBUTION OF ASSETS**

**Section 1 DISTRIBUTION OF ASSETS:**

The Association shall use its funds only to accomplish the objects and purposes specified in these by laws, and no part of said funds shall enure, or be distributed to members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the Board of Directors, as provided by the State laws of Colorado.

**ARTICLE XII**

**CORPORATE SEAL**

**Section 1 SEAL:**

This Association shall have a corporate seal setting forth the name of the association and date organized.

**ARTICLE XIII**

**AMENDMENTS**

**Section 1 BY-LAWS:**

These by laws may be altered, amended, or repealed by the Board of Directors at any regular or special meeting called for that purpose, by vote of a majority of the entire Board of Directors, provided, however, that all proposed by law changes be submitted to the Board of Directors for examination in a reasonable time prior to the next meeting and in any event no later than ten (10) days prior to the meeting.

**ARTICLE XIV**

**MISCELLANEOUS**

**Section 1 STAFF AND PROCEDURE MANUAL:**

The Board of Directors shall adopt a policy and procedure manual which will set forth the policies and procedures of this Association, for all the full time salaried staff members of this Association. These policies and procedures will be provided to the Board of Directors in the event any additions, deletions or changes are required. NOTE: *The board needs to understand the only person they hire, fire, etc. is the Exec, not the other staff members.*

**Section 2 BY-LAWS:**

A copy of this Association's by laws shall be provided for all current members serving on this Association's Board of Directors.

**(REVISED OCTOBER 2014)**

Dan Lowe \_\_\_\_\_ 03/20/15 \_\_\_\_\_  
Dan Lowe, President Date

Paula Ervin \_\_\_\_\_ 03/20/15 \_\_\_\_\_  
By Paula Ervin, Secretary Date

