

ARTICLE I  
NAME

The name of this Corporation shall be Building Material Dealers Association (the Corporation), which may, as determined by its Board of Directors, do business under an assumed name, including the assumed name of "BMDA".

ARTICLE II  
Principal Offices

The principal office of the Corporation shall be as determined by its Board of Directors, in Washington, Multnomah or Clackamas County, Oregon.

ARTICLE III  
Purposes

The purpose for which the Corporation has been formed as set forth in the Articles of Incorporation, are as follows:

- (a) To collect and disseminate among its members information concerning the building trade industry so as to enable members of the Corporation to operate and conduct their affairs in a more efficient manner.
- (b) To provide assistance, information, and educational material and seminars to better enable its members to conduct their businesses in a more efficient manner.
- (c) To encourage or oppose the enactment of laws, regulations and ordinances affecting the rights of its members.
- (d) To foster and promote contacts among its members.
- (e) To foster commerce of those having a common business, financial or professional interest.
- (f) To procure uniformity and certainty in customs and usages of trade and commerce.
- (g) To engage in any other lawful activity for which this corporation may be organized under the "Oregon Non-Profit Corporation Law", Oregon Revised Statutes Chapter 65.

ARTICLE IV  
Membership and Dues

Section 1. Classes of Members.

There shall be such classes of members as determined by the Board of Directors but, in any event, not less than the following classes of members: (a) regular members; (b) associate members; and (c) notice members.

Section 2. Eligibility, Duties, Privileges and Voting.

Persons or entities are eligible for membership in the Corporation. Classes of membership are as follows:

A. Regular Members:

(1) All persons or entities, whether public or private, connected with the building industry who are desirous of encouraging the work of the Corporation, whose help and influence can be solicited for the purpose of establishing better relations among builders, contractors, architects, financial institutions, and other persons or entities connected with the building industry either directly or indirectly, and for the betterment and improvement of the principles of the Corporation.

B. Associate Members:

- (1) Persons or entities associated with regular members.
- (2) Subsidiaries of regular members.
- (3) Separate branch operations of regular members.
- (4) Any persons or entities eligible for regular membership provided that no person or entity qualifying as an associate member under Section 2B (1), (2) or (3) may be a regular member.

C. Notice Members:

- (1) Persons or entities that provide labor, labor and materials, services, equipment or any combination thereof to the construction of any improvements.

Section 3. Optional Classes of Members.

The Board of Directors may establish different classification and limitations of membership in the Corporation consistent with its programs, facilities and staff.

Section 4. Membership Dues and Fees.

The rates of dues, fees and other charges for services, rules, regulations and privileges for each class of membership shall be as determined by the Board of Directors.

Section 5. Application for Membership.

Application for membership to any class of members shall be submitted upon the application form as

determined by the Board of Directors and must be signed by the person or entity applying for membership or by a duly authorized agent of any person or entity applying for membership. The application shall state whether such person or entity is applying for regular, associate, notice or other class of membership in the Corporation.

Section 6. Election of Membership.

An applicant for membership shall become a member of the Corporation when its duly prepared application has received the approval of the Board of Directors and it has paid the dues as determined by the Board of Directors.

Section 7. Duties and Privileges.

Classes of members shall have the following duties and privileges:

A. Regular Members:

- (1) Regular members shall have the right to receive services then currently offered by the Corporation as determined by the Board of Directors by paying the fees then in force.
- (2) Regular members shall have the right to attend business meetings and educational seminars, and to receive confidential trade reports and such other publications and information as the Board of Directors may determine.
- (3) A regular member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

B. Associate Members:

- (1) Associate members shall have the right to receive services then currently offered by the Corporation as determined by the Board of Directors by paying the fees then in force.
- (2) Associate members shall have the right to attend business meetings and educational seminars, and to receive confidential trade reports and such other publications and information as the Board of Directors may determine.
- (3) Associate members shall not be entitled to any vote.

C. Notice Members:

- (1) Notice members shall have the right to receive services then currently offered by the Corporation as determined by the Board of Directors by paying the fees then in force. Provided, however that notice members shall not be entitled to receive any credit information, either verbally or in writing.
- (2) Notice members shall have the right to attend business meetings and educational seminars, and to receive confidential trade reports and such other publications and information as the Board of Directors may determine.
- (3) Notice members shall not be entitled to any vote.

Section 8. Duration of Membership.

Membership in any class of this Corporation may be terminated by voluntary withdrawal and upon such termination, all rights, privileges and interest of a member in or to the Corporation shall cease.

Section 9. Suspension and Expulsion.

(a) The Board of Directors by a majority vote of those present, represented in person or by proxy, at a regularly constituted meeting, may terminate or suspend the membership of any member of any class for cause after a hearing before the Board of Directors. If the cause for termination or suspension is other than as provided in Subsection (b) below, the member shall be entitled to seven (7) days' prior written notice of the hearing and the reasons for the proposed termination or suspension. The member shall have a right to be heard, orally or in writing, at the hearing before the Board of Directors. For purposes of these Bylaws, "cause" shall mean acting in a manner in violation of the spirit of the provisions of the Bylaws, or acting in a manner detrimental to the best interests of the Corporation.

(b) The Board of Directors by a majority vote of those present, represented in person or by proxy, at a regularly constituted meeting, may terminate the membership of any member of any class who becomes ineligible for membership, or may terminate or suspend any member of any class who shall be in default in the payment of dues, fees or charges for a period of two (2) months or longer. The Board of Directors may terminate or suspend any member's membership under this Subsection (b), with or without prior notice to the member.

Section 10. Reinstatement.

One written request signed by a former or suspended member and filed with the Executive Director of the Corporation, the Board of Directors by a majority vote of those present, represented in person or by proxy, at a regularly constituted meeting, may reinstate such former or suspended member to membership on such terms as the Board of Directors deems appropriate.

Section 11. Appeal.

Any member whose membership has been terminated or suspended shall have the right to appeal the decision of the Board of Directors to the membership of the Corporation at its regular annual meeting.

(a) Notice of Appeal.

Written notice of the terminated or suspended member's intention to appeal the decision of the Board of Directors shall be delivered to the

Executive Director not less than 60 days before the date of the annual meeting of the members.

(b) Manner of Acting.

The regular members shall either affirm or reverse the decision of the Board of Directors by a majority vote of those present, represented in person or by proxy, at the regularly constituted annual meeting.

Section 12. Confidentiality.

All information received by the Corporation may be recorded in the information files and the name of the party furnishing the information and the reason for the same shall not be disclosed without the consent of the party who furnished the same, or otherwise required by law.

Section 13.

Non Liability of Corporation and Employees.

All information furnished or services performed to or for any member of any class shall be furnished and performed without liability on the part of the Corporation, Board of Directors, officers, employees, agents or assigns. Correctness of information furnished or services performed is not guaranteed. The Corporation, Board of Directors, officers, employees, agents or assigns. Correctness of information furnished or services performed is not guaranteed. The Corporation, Board of Directors, officers, employees, agents or assigns shall not be liable for information given or failed to be given or services rendered or failed to be rendered in excess of the amount paid for such information or services rendered.

ARTICLE V

Meeting of Members

Section 1. Annual Meeting.

The annual meeting of the members of the Corporation shall be held during the month of December at a place, date and time as may be determined by the Board of Directors.

Section 2. Special Meetings.

Special meetings of the members may be called by the President, and may be called at any time by the President upon resolution approved by the Board of Directors or by written request of not less than ten percent (10%) of the regular members of the Corporation.

Section 3. Notice of Meetings.

Written or printed notice stating the place, day and hour of any meeting of the members shall be delivered either personally or by mail to each regular

member not less than seven (7) days or more than (60) days before the date of such meeting. In the case of a special meeting, or when required by Oregon Statutes or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 4. Quorum.

The votes present, represented in person or by proxy, at a meeting of the regular members shall constitute a quorum.

Section 5. Manner of Acting.

The majority vote of those regular members present, represented in person or by proxy, at a regularly constituted meeting is the act of the members.

Section 6. Voting by Mail.

When, in the judgment of the Board of Directors, any question shall arise which should be put to a vote of the regular members, and when it deems it inexpedient to call a special meeting for that purpose, it may, unless otherwise required by these Bylaws, submit the matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to the majority of the votes received by mail.

ARTICLE VI

Board of Directors

Section 1. General Powers.

The affairs of the corporation shall be managed by its Board of Directors which shall act in a policy making capacity only.

Section 2. Number, Tenure and Qualifications.

The Board of Directors shall consist of a minimum of seven (7) Directors and a maximum of nine (9) Directors. The number of Directors may be changed periodically within the minimum and maximum range by the Board of Directors or by the members. Each term of office shall be three (3) years and shall commence on the first day following the Director's election and shall continue until such Director's successor has been duly elected and qualified. The Directors' terms of office shall be staggered so that no more than three (3) Directors are elected each year. Directors may be elected for successive terms. The nominating committee [see Section 3(b) of this Article] shall look first to Regular and Notice Members in good standing for Directors, then if

needed to other candidates within the construction industry. No more than one-third (1/3) of the Board at any one time shall consist of Directors who are not Members. No more than two (2) Directors can be from Notice Members at any one time, and one (1) Director at a time shall represent a member firm.

### Section 3. Election of Board of Directors.

- (a) The members of the Board of Directors shall be elected by a vote of the regular members at the annual meeting as hereinafter set forth.
- (b) At least sixty (60) days prior to the Corporation's annual meeting, the President shall appoint a nominating committee consisting of three (3) members of the Board of Directors. Those persons who accept a position on the nominating committee are ineligible for nomination to a new term on the Board of Directors for the upcoming year.
- (c) At least twenty (20) days prior to the Corporation's annual meeting, the nominating committee shall make a report to the President setting forth one (1) nomination for each position to be filled on the Board of Directors.
- (d) The President shall direct the Executive Director to mail to each regular member in good standing a notice listing the names of the nominees, together with the firm represented and the business in which the firm is engaged. The notice shall be delivered to the members either personally or by mail not less than seven (7) days prior to the Corporation's annual meeting.
- (e) Additional nominations may be made for any position from the floor at the Corporation's annual meeting.
- (f) Elections for contested positions shall be by written ballot at the annual meeting. Each contested position shall be set forth and voted upon separately.
- (g) The nominees receiving a majority of the vote cast at the annual meeting shall be declared duly elected as Directors of the Corporation.

### Section 4. Regular Meetings.

The Board of Directors shall meet regularly as may be determined by the Board of Directors.

### Section 5. Special Meetings.

A Special meeting of the Board of Directors may be called by or at the request of the President or by written request of any three (3) members of the Board of Directors.

### Section 6. Notices.

Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior thereto, by written notice delivered personally or sent

by mail to each Director. Any Director may waive notice of any meeting.

### Section 7. Quorum.

A majority of the Board of Directors, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### Section 8. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Bylaws.

### Section 9. Vacancies.

Any vacancies occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of the Director's predecessor in office.

### Section 10. Compensation.

Directors as such shall not receive any salaries for their services. Provided, however, Directors shall be reimbursed for their ordinary, necessary and reasonable business expenses incurred in connection with Corporation business.

### Section 11. Removal.

Any Director may be removed, with or without cause, by a majority vote of those regular members present, represented in person or by proxy, at a regularly constituted annual or special meeting of the Corporation. No Director shall be removed from office unless written notice has been given to such Director at least seven (7) days in advance of the meeting of the regular members at which time such action is to be presented to the members. The notice shall contain the time and place of the meeting and shall state whether the proposed action is with or without cause. If the proposed action is for cause, the notice shall specify the case in reasonable detail. For purposes of these Bylaws, "cause" shall include, but shall not be limited to any Director being absent for three (3) consecutive meetings of the Board of Directors without sufficient reason or permission, being in arrears in payment of membership dues or other charges for a period of two (2) months or longer or acting in a manner detrimental to the best interests of the Corporation.

Section 12. Executive Director.

The Executive Director shall be hired by and serve at the pleasure of the Board of Directors. The Executive Director shall have the general and active day to day management of the business of the Corporation and shall be charged with carrying out all of the policies and directives that may be promulgated by the Board of Directors. The Executive Director shall not be a member of the Corporation, or of the Board of Directors or an officer of the Corporation.

Section 13. Action Taken Without Meetings.

Any action which may be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting if a consent, or consents, in writing, setting forth the action so taken shall be signed by all of the Directors, or all of the members of the committee, entitled to vote with respect to the subject matter thereof. The action shall be effective on the date on which the last signature is placed on the consent or consents, or at such earlier time as may be set forth therein. The consent or consents shall have the same force and effect as a unanimous vote of the Directors or of a committee and may be stated as such in any articles of documents that may be required to be filed.

ARTICLE VII  
Officers

Section 1. Officers.

The officers of the Corporation shall be a President, a Vice-President, and a Secretary-Treasurer. The officers must be a member of the Board of Directors. The officers of the Corporation shall act in a policy making capacity only.

Section 2. Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors at the December meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until such officer's successor has been duly elected and qualified.

Section 3. Removal.

Any officer 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 officer so removed.

Section 4. 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 5. Powers and Duties.

The officers of the Corporation shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. The powers and duties of the officers of the Corporation shall be limited to those permissible by law.

(a) President.

The president shall act as the Chairman of the Corporation's Board of Directors and in addition to other duties and powers that may be delegated to the President by the Board of Directors, and as set forth in these Bylaws, shall preside at all meetings of the Board of Directors and members.

(b) Vice President.

The Vice-President shall exercise the powers and perform the functions that are assigned to the Vice-President by the President of the Board of Directors. The Vice-President shall have the powers and exercise the duties of the President whenever the President, by reason of illness or other disability or absence, is unable to act, and at other times when specifically so directed by the Board of Directors.

(c) Secretary-Treasurer.

The Secretary-Treasurer shall keep the minutes of the proceedings of the Corporation and of the Board of Directors in one (1) or more books provided for the purposes; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; and exercise the powers and perform the functions that are assigned to the Secretary-Treasurer by the President or the Board of Directors.

Section 6. Bonds for Employees.

The Executive Director and all other employees of the Corporation, if directed, shall furnish fidelity bonds, acceptable to the Board of Directors. The premiums for said bonds shall be paid by the Corporation.

ARTICLE VIII  
Committees

Section 1. Executive Committee.

(a) Membership.

The Executive Committee of the Corporation shall consist of the officers of the Corporation and one (1) other member of the Board of Directors appointed by the President.

(b) Duties.

The Executive Committee shall meet at intervals between the meetings of the Board of Directors upon call of the President. The committee shall pass on emergency matters, but only when it is not feasible to call a special meeting of the Board of Directors.

Section 2. Ways & Means Committee.

(a) Membership.

The President shall appoint a Ways & Means Committee consisting of three (3) members of the Board of Directors.

(b) Duties.

The Ways & Means Committee shall meet at intervals between the meetings of the Board of Directors. The committee shall be charged with supervising all financial aspects of the Corporation including, but not limited to reviewing the Corporation's monthly financial statements, approving expense reports and assisting the Executive Director in the preparation of the Corporation's annual budget.

Section 3. Membership Committee.

(a) Membership.

The President shall appoint a Membership Committee consisting of three (3) members of the Board of Directors.

(b) Duties.

The Membership Committee shall meet at intervals as is necessary to perform its duties. The committee shall be charged with soliciting and approving new members, suspending or expelling current members, developing education related membership programs and such other duties as determined by the President or the Board of Directors.

Section 4. Special Committee.

The President, with the consent of the Board of Directors, shall have the power to appoint, as may be deemed necessary from time to time, other standing committees and special committees which shall include, but not be limited to, budget, personnel, programs, elections or continuing education.

Section 5. Quorum and Manner of Acting.

The majority of a committee's members present, represented in person or by proxy, shall constitute a quorum at a committee meeting. When a quorum is present at a meeting, the majority vote shall constitute the act of the committee. All actions of the committees shall be submitted to the Board of Directors at its next meeting for appropriate approval or ratification.

ARTICLE IX  
Dissolution

Section 1.

The Corporation may dissolve and conclude its affairs as provided for in the Oregon Revised Statutes.

Section 2.

In the event of dissolution the assets of the Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefor;

(b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

(c) Any remaining assets shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of Section 501 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE X  
Indemnity

Section 1.

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that person, or any person from whom he/she would inherit by will or intestacy, is or was a director, officer, employee or agent of the Corporation or any other corporation, which the person was serving as such at the request of the Corporation, against reasonable expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the defense of the action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct of the person was unlawful.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

ARTICLE XI  
Amendments

Section 1. Amendments to Bylaws.

These Bylaws may be amended at any regularly constituted annual meeting or special meeting of the regular members called for that purpose by a majority vote of the regular members present, represented in person or by proxy. A notice of any meeting to amend the Bylaws shall be given three (3) weeks in advance of any meeting, annual or special, at which such proposed amendment to the Bylaws shall be passed on by the Board of Directors before being presented to the regular members.

The above Restated and Amended Bylaws were duly adopted at a regularly constituted annual meeting of the regular members of the Corporation on the 8<sup>th</sup> day of December, 1995, and were amended at a special meeting of the regular members of the Corporation on the 23<sup>rd</sup> day of January, 2008.