

BYLAWS  
OF  
STAIRWAY MANUFACTURERS ASSOCIATION, INC.  
(A NON-PROFIT CORPORATION)

ARTICLE I

INTRODUCTION

1.01 DEFINITION OF BYLAWS.

These Bylaws constitute the code of rules and corporate Bylaws adopted by the Stairway Manufacturers Association, Inc., (referred to as the Corporation) for the regulation and management of its affairs, and to comply with all applicable state laws.

1.02 NON-PROFIT STATUS.

- 1.02.1 The purposes of this Corporation, as expressed in its Articles of Incorporation are to act as a non-profit trade association for those entities engaged in the manufacture of stair parts, stairways and related items, as well as those entities which supply parts and other materials utilized in said manufacturing process.
- 1.02.2 As an additional purpose of the Corporation, it shall assist in the development of local, county, state and/or federal regulations dealing with building codes affecting the members of the Corporation, subject to the restrictions and limitations hereinafter set forth.
- 1.02.3 The Corporation may use any part of its income for such purposes either directly or by contributions to organizations pursuant to Section 501(a) of the Internal Revenue Code and any regulations issued pursuant

thereto, as they now exist or they may hereafter be amended.

- 1.02.4 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes. No director or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- 1.02.5 The Corporation shall not devote a substantial part of its activities to the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- 1.02.6 Notwithstanding any other provisions of these Bylaws or the Articles of Incorporation, the Corporation shall not conduct nor carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(a) of the Internal Revenue Code and any related regulations as they now exist or as they may hereafter be amended.

1.02.7 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision of the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation, exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at that time qualify as exempt organizations under Section 501(a) of the Internal Revenue Code, as the Board of Directors in their sole discretion shall determine.

## ARTICLE II

### OFFICES OF THE CORPORATION

#### 2.01 PRINCIPAL AND BRANCH OFFICES.

The principal place of business and the principal of office of this Corporation in New Jersey will be located at 24 County Line Road, Branchburg Township, Somerville, New Jersey 08876. Additionally, the Corporation may maintain other offices either within or outside the state of New Jersey, as its business requires.

#### 2.02 REGISTERED OFFICE.

The location of the initial registered office of this Corporation is 24 County Line Road, Branchburg Township, Somerville, New Jersey 08876. Such office will be continuously maintained in the state of New Jersey for the duration of this Corporation. The Board of Directors may from time to time change the address of

its registered office by duly adopted resolution and filing of the appropriate statement with the state of New Jersey.

### ARTICLE III

#### MEMBERSHIP

##### 3.01 DEFINITION OF MEMBERSHIP.

The membership of this Corporation shall be those entities having membership rights in accordance with the provisions of these Bylaws. Should an individual person own and operate a business that otherwise qualifies for membership, said individual shall constitute an entity.

##### 3.02 REGULAR MEMBERS.

Any entity involved in the manufacture of wood stair parts and/or stair systems shall qualify for membership in this Corporation upon making appropriate application to the Corporation and the payment of the promulgated fees and dues as may be applicable at the time of the membership application.

##### 3.03 ASSOCIATE MEMBERS.

Any entity involved in the sale, installation, representation, architectural or any other entity associated with stair parts or stair systems not qualifying as a regular member shall qualify as an associate member making appropriate application to the Corporation and the payment of the promulgated fees and dues as may be applicable at the time of the membership application.

##### 3.04 LOCATION OF MEETING OF MEMBERS.

Meetings of members shall be held at the Corporation's offices, or at such other place within the United States of America as directed approved by the Board of Directors.

### 3.05 ANNUAL MEETING OF MEMBERS.

An annual meeting of the members of the Corporation will be held during the month of October each year, or at such other time as determined by the Board of Directors.

### 3.06 SPECIAL MEETING OF MEMBERS.

A special meeting of the members of the Corporation may be called by either a majority of the Board of Directors or by the President of the Corporation.

### 3.07 NOTICE OF MEETINGS.

Written notice of any annual, regular or special meeting of the members of the Corporation shall be distributed to each member stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called. Such notice must be mailed by the Secretary of the Corporation or the Secretary's designee not less than ten nor more than forty days prior to the meeting. The notice may be sent by first class mail, telegram, courier, facsimile or otherwise. All notices shall be deemed to be properly sent if sent to the address or via facsimile number maintained at the offices of the Corporation.

### 3.08 VOTING RIGHTS OF MEMBERS.

Each regular member will be entitled to one vote on each matter submitted to the vote of the members. Associate members shall not be entitled to vote.

### 3.09 PROXY VOTING.

Voting by written proxy shall be permitted, and each regular member shall have the right to vote in person or by proxy at any

meeting of the members. The Corporation may prescribe the form and substance of any proxy.

### 3.10 QUORUM.

A simple majority of the regular members of the Corporation shall constitute a quorum at any annual, regular or special meeting of the members of the Corporation. A majority vote of those regular members present at any meeting shall be necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by law, the Articles of Incorporation or any other provision of these Bylaws.

### 3.11 VOTING AT SPECIAL MEETINGS.

Only matters set forth in the notice of a special meeting may be voted upon by the members at such special meeting.

### 3.12 TRANSFERABILITY OF MEMBERSHIP.

Membership in the Corporation is not transferable or assignable.

### 3.13 TERMINATION OF MEMBERSHIP.

The Board of Directors of the Corporation may promulgate rules and regulations dealing with the termination of membership. The failure to abide by the Bylaws, the failure to pay any dues, fees or assessments or the cessation of business activities which would otherwise qualify an entity for membership shall constitute a cause for the termination of membership.

## ARTICLE IV

### BOARD OF DIRECTORS

#### 4.01 GENERAL POWERS.

The business and affairs of the Corporation shall be managed by its Board of Directors.

#### 4.02 NUMBER, TENURE AND OUALIFICATIONS.

The Corporation shall have at least three directors. At each annual meeting of the members, the regular members shall elect directors to hold office until the next annual meeting. Each director shall hold office until the next annual meeting of the membership, and until a successor shall have been elected or qualified. Directors need not be residents of the state of New Jersey.

#### 4.03 REGULAR MEETINGS.

The Board of Directors shall hold regular meetings from time to time, upon such notice as they shall from time to time agree. Such regular meetings may be held within or without the state of New Jersey.

#### 4.04 SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or a majority of the directors. The person or persons so calling the meeting of the Board shall fix the place, either within or without the state of New Jersey, for the holding of such meeting.

#### 4.05 NOTICE OF SPECIAL MEETINGS.

Notice of any special meeting shall be given at least two days prior to the scheduled meeting, either by personal delivery, overnight courier or facsimile transmission.

#### 4.06 CONDUCT OF MEETING.

Any director may waive notice of any meeting. The attendance of a director at a 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 of a claim that 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 of Directors need be specified in the notice of such meeting.

#### 4.07 TELEPHONIC MEETINGS.

Members of the Board of Directors may participate in a special meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby each of the persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

#### 4.08 QUORUM.

A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

#### 4.09 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.

#### 4.10 ACTION WITHOUT A MEETING.

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing setting forth the actions so taken is signed by all of the members of the Board of Directors.



#### 4.11 REMOVAL OF DIRECTORS.

Unless otherwise restricted by the Articles of Incorporation, any director may be removed, with or without cause, by a two thirds vote of the Board of Directors, not counting the vote of the person sought to be removed.

#### 4.12 VACANCIES ON THE BOARD OF DIRECTORS.

Any vacancy occurring in the membership of the Board of Directors may be filled by a vote of a majority of the remaining directors. A director so elected to fill a vacancy shall continue in office for the unexpired term of that director's predecessor in office.

#### 4.13 COMPENSATION.

Directors may be compensated for services as officers as well as for services as directors.

#### 4.14 PRESUMPTION OF ASSENT.

A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director votes against such action or abstains from voting in respect thereto.

### ARTICLE V

#### OFFICERS

##### 5.01 NUMBER.

The Corporation shall have a President, a Secretary and a Treasurer, each of whom shall be elected by a majority of the Board of Directors. Any two offices may be held by the same person. Officers need not be residents of the state of New

Jersey. The failure to elect a President, Secretary or Treasurer shall not affect the existence of this Corporation.

#### 5.02 ELECTION AND TERM OF OFFICE.

The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected, unless otherwise removed as an officer.

#### 5.03 REMOVAL.

Any officer may be removed with or without cause by a two thirds vote of the entire Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. Such a removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not in and of itself create any contract rights.

#### 5.04 VACANCIES.

A vacancy in the office because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the entire Board of Directors for the unexpired term of the vacant office.

#### 5.05 PRESIDENT.

The President shall be the principal executive officer of the Corporation, and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors, unless the directors elect a chairman. The President may sign, conjunctively with the Secretary or any other proper officer of the Corporation

authorized by the Board of Directors, contracts and other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws to some other officer of the Corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

#### 5.06 SECRETARY.

The Secretary shall do the following:

- 5.06.1 Keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose.
- 5.06.2 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- 5.06.3 Be the custodian of all corporate records and of the seal of the Corporation, and cause the seal of the Corporation to be affixed to all documents, the execution of which on behalf of the Corporation under its seal is to be authorized.
- 5.06.4 Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

#### 5.07 TREASURER.

The Treasurer shall perform the following duties:

- 5.07.1 Have charge and custody of and be responsible for all funds and securities of the Corporation.
- 5.07.2 Receive and give receipts for monies due and payable to the Corporation from any source, and deposit all such monies in the name of the Corporation in such institutions or depositories as shall be selected by the Board of Directors.
- 5.07.3 Perform all of the duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of any duties, in such sum with such surety or sureties as the Board of Directors shall determine.

## ARTICLE V

### COMMITTEES OF THE BOARD

#### 6.01 TYPES OF COMMITTEES.

The Corporation may create committees, each of which shall consist of not less than two directors. Each board committee shall have the authority prescribed by the Board of Directors in the committee's creation. No such committee shall have the authority of the Board of Directors to effect any one of the following:

- 6.01.1 Filling of vacancies on the Board of Directors.
- 6.01.2 Adoption, amendment or repeal of the Bylaws.
- 6.01.3 Amendment or repeal of any resolution of the Board of

the Directors directed to another committee of the Board.

#### 6.02 APPOINTMENT OF COMMITTEES.

The Board of Directors, by resolution duly adopted by a majority of the entire Board, may designate and appoint one or more committees and delegate to such committees specific and prescribed authority of the Board of Directors to exercise in the management of the Corporation the creation of any such committee shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on such personnel otherwise imposed.

#### 6.03 FUNCTIONARY COMMITTEES.

The Board of Directors may designate and appoint certain functionary committees to transact ministerial business of the Corporation or to provide specific advice to the Board of Directors. Such committees shall be chaired by an officer or director as designated by the Board, with the chairperson to select the remaining members of the committee up to the numbers set by the Board of Directors in creating the committee. The Board of Directors may terminate any such committee by resolution.

### ARTICLE VII

#### OPERATIONS

##### 7.01 FISCAL YEAR.

The fiscal year of the Corporation will be from July 1 to June 30 of the following year.

##### 7.02 CONTRACTS.

The Board of Directors may authorize any officer to enter into

any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation.

7.03 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

7.04 DEPOSITS.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in any bank or other financial institution or other depository as the Board of Directors may select, so long as the funds are insured by an agency or instrumentality of the United States Government.

7.05 BOOKS AND RECORDS.

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, committees and membership meetings.

7.06 NON-PROFIT OPERATIONS - COMPENSATION.

The Corporation will not have or issue shares of stock. No part of the income of the Corporation will be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to officers and directors for services rendered.

7.07 LOANS.

The Corporation will make no loans to any of its officers or directors.

#### 7.08 DISSOLUTION.

On dissolution of the Corporation, assets of the Corporation remaining after the payment or discharge of all of the liabilities of the Corporation shall be distributed to any organization or organizations created and operated exclusively for charitable, educational, religious, eleemosynary or scientific purposes, and shall at the time qualify as an exempt organization or organizations under Section 501(a) of the Internal Revenue Code as the Board of Directors shall determine.

### ARTICLE VIII

#### CORPORATE SEAL

8.01 The Board of Directors shall provide for a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of the Corporation and the words "Corporate Seal".

### ARTICLE IX

#### AMENDMENTS


##### 9.01 AMENDMENTS OF THE ARTICLES OF INCORPORATION.

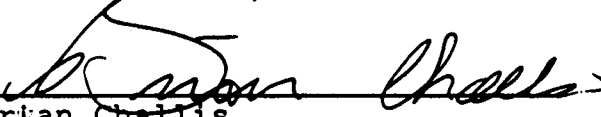
The power to alter, amend or repeal the Articles of Incorporation is vested in the Board of Directors. Such action must be taken as specified in the Articles of Incorporation.

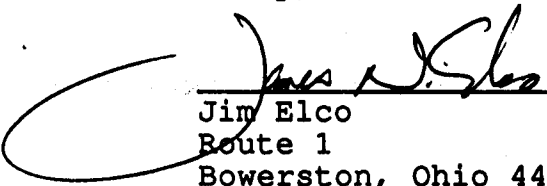
##### 9.02 AMENDMENTS OF THESE BYLAWS.

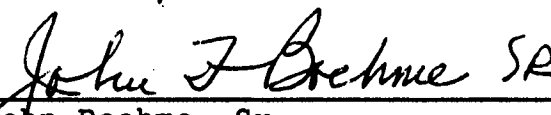
The power to alter, amend or repeal these Bylaws or to adopt new Bylaws is vested in the regular members, and amendments may only be effected by a majority vote of all of the members.

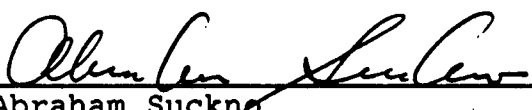
IN WITNESS WHEREOF, we have set our hands and seals on this  
31st day of October, 1988.

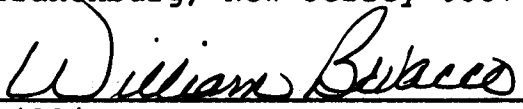
  
Paul Knapke  
Box 38  
Jeffersonville, Ohio 43128

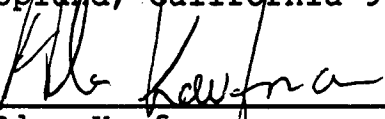
  
Bryan Chailis  
11585 South State St.  
Sandy, Utah 84070

  
Jim Elco  
Route 1  
Bowerston, Ohio 44695

  
John Boehme, Sr.  
1076 Ehlers Rd.  
P.O. Box 763  
Neenah, Wisconsin 54956

  
Abraham Suckno  
24 County Line Rd.  
Branchburg, New Jersey 08876

  
William Bevacco  
1281 W. 9th St.  
Upland, California 91786

  
Alan Kaufman  
315 Dalziel Rd.  
Linden, New Jersey 017036



STAIRWAY MANUFACTURERS ANNUAL MEETING  
DALLAS, TX  
NOVEMBER 9th, 1996

AMENDMENTS TO THE BYLAWS REGARDING MEMBERSHIP:

BYLAWS: CURRENT

3.02 REGULAR MEMBERS.

ANY ENTITY INVOLVED IN THE MANUFACTURE OF WOOD STAIR PARTS AND/OR STAIR SYSTEMS SHALL QUALIFY FOR MEMBERSHIP IN THIS CORPORATION UPON MAKING APPROPRIATE APPLICATION TO THE CORPORATION AND THE PAYMENT OF THE PROMULGATED FEES AND DUES AS MAY BE APPLICABLE AT THE TIME OF THE MEMBERSHIP APPLICATION.

AMENDMENT TO THE BYLAWS:

3.02 REGULAR MEMBERS.

ANY ENTITY INVOLVED IN THE MANUFACTURE, DISTRIBUTION, OF STAIR PARTS AND/OR MANUFACTURE AND INSTALLATION OF STAIR SYSTEMS SHALL QUALIFY FOR MEMBERSHIP IN THIS CORPORATION UPON MAKING APPROPRIATE APPLICATION TO THE CORPORATION, AND THE PAYMENT OF THE PROMULGATED FEES AND DUES AS MAY BE APPLICABLE AT THE TIME OF THE MEMBERSHIP APPLICATION. ALL APPLICANTS FOR MEMBERSHIP MUST FIRST BE APPROVED BY THE MEMBERSHIP COMMITTEE BEFORE BECOMING A MEMBER OF THE CORPORATION.

BYLAWS CURRENT:

3:03 ASSOCIATE MEMBERS.

ANY ENTITY INVOLVED IN THE SALE, INSTALLATION, REPRESENTATION, ARCHITECTURAL OR ANY OTHER ENTITY ASSOCIATED WITH STAIR PARTS OR STAIR SYSTEMS NOT QUALIFYING AS A REGULAR MEMBER SHALL QUALIFY AS AN ASSOCIATE MEMBER MAKING APPROPRIATE APPLICATION TO THE CORPORATION AND THE PAYMENT OF THE PROMULGATED FEES AND DUES AS MAY BE APPLICABLE AT THE TIME OF THE MEMBERSHIP APPLICATION.

**AMENDMENT TO THE BYLAWS:**

**3.03 ASSOCIATE MEMBERS.**

**ANY ENTITY INVOLVED IN THE SALE, INSTALLATION, REPRESENTATION, ARCHITECTURAL OR ANY OTHER ENTITY ASSOCIATED WITH STAIR PARTS OR STAIR SYSTEMS NOT QUALIFYING AS A REGULAR MEMBER SHALL QUALIFY AS AN ASSOCIATE MEMBER UPON MAKING APPROPRIATE APPLICATION TO THE CORPORATION AND THE PAYMENT OF THE PROMULGATED FEES AND DUES AS MAY BE APPLICABLE AT THE TIME OF THE MEMBERSHIP APPLICATION.**

**ALL APPLICANTS FOR MEMBERSHIP MUST FIRST BE APPROVED BY THE MEMBERSHIP COMMITTEE BEFORE BECOMING A MEMBER OF THE CORPORATION.**

**SPECIAL COMMITTEE FOR MEMBERSHIP CLASSIFICATION AND DUES:**

**STEVE GRIFFITH - ARCHITECTURAL ACCENTS  
DAVE COOPER - COOPER STAIRWORKS  
CHARLIE SKILLERN - STAIRCASE & MILLWORK CORP. - CHAIRMAN  
CHAS WIEBE - BUILDERS STAIR SUPPLY  
DAVE RAMSEY - SOUTH FLORIDA MILLWORKS  
CHARLES HAMPTON - WESTERN WOODWORK INC.  
BOB SCHUTTE - SCHUTTE MFG. CO.  
THOMAS STILP - ARCWAYS, INC.  
DAVID WYNNE - COFFMAN STAIRS**

**COMMITTEES RECOMMENDATION WAS MADE TO THE MEMBERSHIP IN THE FORM OF A MOTION.**

**MOTION: CHARLIE SKILLERN  
2nd: DAVID COOPER  
VOTE: APPROVED**