

**BYLAWS
OF
NORTH AMERICAN LAMINATE FLOORING ASSOCIATION**

**ARTICLE I
NAME**

The name of this non-profit corporation is NORTH AMERICAN LAMINATE FLOORING ASSOCIATION. It is hereinafter referred to in these Bylaws as the Association.

**ARTICLE II
MEMBERS**

1. Classes. There shall be three classes of membership:
 - (a) Regular members. A business incorporated in and operating in North America that is a manufacturer, marketer, or importer of laminate flooring for sales in North America shall be eligible to be a regular member of the Association. Regular membership does not include retailers, buying groups, retail cooperatives, retail marketing groups, or wholesale distributors.
 - (b) Category 1 Associate members. Any corporation, partnership, or proprietorship, organized and operating in North America that is regularly engaged in the business of selling goods to businesses that are eligible to be Regular members of the Association shall be eligible to be a Category 1 Associate member of the Association. Businesses that are also eligible to be Regular members shall not be eligible to join as Category 1 Associate members.
 - (c) Category 2 Associate members. Any corporation, partnership or proprietorship, organized and operating in North America that is regularly engaged in the business of providing services to businesses that are eligible to be Regular members or Category 1 Associate members of the Association shall be eligible to be a Category 2 Associate member of the Association. Businesses that are also eligible to be Regular members shall not be eligible to join as Category 2 Associate members.

(c) Honorary members. Any individual who has rendered distinguished service to the industry or the Association shall be eligible to be elected an honorary member of the Association by the Board of Directors.

2. Voting rights. Each Regular member of the Association may designate up to two (2) persons to be its representatives in Association matters. Each such representative shall have one vote in all matters to be voted on by the members. Associate and honorary members shall have no voting rights.

3. Other rights and privileges. All members shall receive Association publications, shall have the privilege of attending the Association's meetings, and shall enjoy such other rights and privileges not inconsistent with these Bylaws as the Board of Directors may from time to time confer.

4. Applications. Any business desiring to become a regular or associate member of the Association shall apply to do so, on forms to be approved and supplied by the Board of Directors for that purpose. Applications must be accompanied by the dues required for the first year of membership, as established by the Board of Directors under the authority of section 5 of this Article.

5. Dues. The Board of Directors shall establish, and may change from time to time, the amounts of dues required to be paid by Regular and Associate members, respectively. No business shall be permitted to become or remain a member of the Association without paying the required dues. Members whose dues are more than ninety (90) days in arrears shall be suspended pending payment. Members whose dues are not paid before the end of the year for which they were due shall be terminated as members.

6. Meetings.

(a) Annual meeting. There shall be an annual meeting of the membership of the Association, to be held at a time and place to be determined by the Board of Directors, for the election of directors and such other business as may properly come before the meeting.

(b) Special meetings. A special meeting of the members shall be held upon the call of the Board of Directors or a majority of the members, at the time and place stated in the call. If no place is stated, the meeting shall be held at the Association's principal office.

(c) Notice. The Secretary (or other person or persons calling the meeting) of the Association shall notify all members of the Association of the annual meeting and any special meetings by first-class mail, sent to each member at his address in the records of the Association not more than fifty (50) days nor less than fifteen (15) days before the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

7. Termination of membership.

(a) General rule. Membership in the Association shall terminate upon the resignation of a member, upon its termination for failure to pay dues, or upon its expulsion from membership for violation of the Bylaws or commission of any act injurious to the reputation and standing of the industry or the Association.

(b) Expulsion. No member shall be expelled, except upon written recommendation by the Board of Directors after a hearing at which the member whose expulsion is being recommended was given an opportunity to be heard in its own defense. Expulsion shall be upon a two-thirds vote of the regular members of the Association present and voting at a duly constituted meeting held not less than thirty (30) days after the mailing of the directors' recommendation at which the member whose expulsion shall receive an opportunity to be heard in its own defense.

(c) Forfeiture. Upon resignation or expulsion from the Association, any and all rights and privileges of membership, and any interest in the property or other assets of the Association, shall be forfeited.

(d) Liability for dues. Resignation, suspension, or expulsion from membership shall not relieve the business from liability for any unpaid dues or other duly assessed fees or charges. Similarly, no refunds shall be given for and resignation, expulsion or forfeiture to the company.

ARTICLE III
BOARD OF DIRECTORS

1. General Powers. The property, affairs, and business of the Association shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Association and to committees such powers as provided for in these Bylaws.

2. Number. Each regular member shall appoint no more than two (2) individuals to represent it on the Board of Directors.

3. Terms. The initial Directors shall serve a two-year term or until their successors are appointed. After the initial two-year term, Directors shall be appointed for one (1) year terms. Directors may succeed themselves in office.

4. Resignation. Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.

5. Removal. The vote of a majority of the number of the Directors established by these Bylaws shall be required to remove a Director from office prior to the expiration of the term for which that Director has been appointed.

6. Vacancies. Vacancies among the Directors, whether caused by resignation, death, removal, or expiration of a term, may be filled by the regular member whose Director has caused the vacancy.

7. Meetings.

(a) The Board of Directors shall provide by resolution the time and place, whether within or without the District of Columbia, for the holding of the annual meeting of the Board, and any other regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by the President, or by a majority of the voting Directors then in office, who may fix any place, whether within or without the District of Columbia, as the place for holding any special meeting.

8. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail or facsimile to each Director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States or Canadian mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when transmitted. Any Director may waive notice of any meeting. The attendance of a 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 of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

9. Quorum. The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

10. 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 these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

11. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of 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.

12. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving reasonable compensation therefore.

ARTICLE IV

OFFICERS

1. Officers. The officers of the Association shall be a President, a First Vice President, a Vice President, a Secretary, a Chief Financial Officer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may elect such other officers or agents, including a Chairman of the Board and an Executive Director, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall 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 President and Secretary.

2. Selection. The officers of the Association shall be elected annually by the Board of Directors at the annual meeting of the Board. If the election of these officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be 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.

3. Removal. Any officer, except the President, elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The President shall be removed only upon a two-thirds vote of the Directors.

4. Vacancy. 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.

5. President. The President shall be the principal executive officer of the Association and shall exercise general supervision over the affairs of the Association, its officers, and personnel, consistent with policies established by the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Association, provided such steps do not exceed the scope of authority granted him by the Board of Directors.

6. First Vice President. The First Vice President shall perform such duties as may be assigned by the President or the Board of Directors.

7. Vice President. The Vice President shall perform such duties as may be assigned by the President or the Board of Directors.

8. Chief Financial Officer. The Chief Financial Officer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Chief Financial Officer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Chief Financial Officer shall be responsible, with the assistance of the General Counsel, for the administration and oversight of the Association's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments. If required by the Board of

Directors, the Chief Financial Officer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; 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 President or by the Board of Directors.

10. Assistant Treasurers and Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Chief Financial Officer or the Secretary or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

11. Paid Officers. The Board of Directors may appoint one or more paid officers, including an Executive Director. If an Executive Director is appointed, he shall be responsible for carrying out policy as set by the Board of Directors, for conducting the daily affairs of the Association and for the employment of all other paid Association personnel. The Executive Director, by virtue of his position, shall be an Assistant Secretary of the Association.

ARTICLE V COMMITTEES

1. Authority. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees.

2. Technical Committee. There shall be a Technical Committee responsible for the development and maintenance of standards for laminate flooring. Each regular member may appoint no more than two (2) individuals to represent it on the Technical Committee. The officers of the Technical Committee shall be a Chairperson and two (2) Technical Executives which are appointed by the Board of Directors and who may or may not be Directors. A regular member may not have more than one (1) person serving as an officer of the Technical Committee.

3. Term. Each member of a committee shall continue until replaced by a regular member, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

4. Chairperson. One member of each committee shall be appointed Chairperson by the Board of Directors.

5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the Association in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent, or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chief Financial Officer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

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

4. Funds. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE VII
BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

ARTICLE IX
SEAL

The Board of Directors shall provide a corporate seal which shall be in a form selected by a resolution of the Board of Directors.

ARTICLE X
INDEMNIFICATION

Any present or former Director, officer, or employee of the Association, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified by the Association against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, or employee serving or having served the Association, except in relation to matters as to which he shall be found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

ARTICLE XI
PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Association where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XII
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least seven (7) days' written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.