

**CONSTITUTION AND BY-LAWS**  
**KEYSTONE KILN DRYING ASSOCIATION**  
**Forest County, Pennsylvania**

**ARTICLE I**

NAME

This organization shall be known as “THE KEYSTONE KILN DRYING ASSOCIATION”.

**ARTICLE II**

**Section 1.**     IRC SECTION 501(c)(3) PURPOSES

The Keystone Kiln Drying Association is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations under section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

**Section 2.**     OBJECTIVES

The objectives of the Association are:

- (1) To encourage and promote more efficient lumber drying and storage practices to increase profits, decrease waste, and more fully utilize our natural timber resources.
- (2) To facilitate the exchange of information, ideas and experiences of its members and others interested in the science, practice, and standards of lumber drying and storage.

**ARTICLE III**

MEMBERSHIP

Anyone actively engaged or interested in the field of lumber dry kiln operation, lumber drying technology, or the drying of lumber in general is welcome and eligible for membership.

Active members in good standing shall be defined as Individuals or organizations that are up to date on all dues required for membership in the Association.

Active members in good standing shall, have access to all services and materials offered by the organization as well as the ability to participate in any voting matters of the Association.

**ARTICLE IV**

**DUES**

- SECTION 1. The fiscal year shall begin on January 1<sup>st</sup> and shall terminate on December 31<sup>st</sup> of each year.
- SECTION 2. Annual membership dues shall be determined and set by the Board of Directors. Any changes in the dues structure recommended by the Board must be announced prior to one of the biannual meetings, and must be approved by a majority of the members attending the meeting.
- SECTION 3. At the start of the fiscal year all current members shall receive notice of the amount of dues owed and their payment dead line.
- SECTION 4. The Treasurer shall distribute the balance in the checking account at the end of the Association's fiscal year as follows: At the direction of the Board of Directors a necessary amount of money needed for continual operation of the Keystone Kiln Drying Association shall be maintained in the checking account. Funds may be transferred between the checking and savings accounts as is necessary for the operation of the Association. Any single transaction in excess of \$5000.00 (five thousand dollars) shall be approved by the general active membership.
- SECTION 5. Sufficient funds shall be maintained to sustain the day to day operations of the Association. Money that is accumulated shall be used for educational purposes for the benefit of the membership and which may also include offering a scholarship to a qualified student enrolled in a forest or wood products program. If a scholarship is offered the selection of the school and dollar amount shall be made by the Board of Directors. Any scholarship offered shall be known as the Keystone Kiln Drying Association Scholarship.

**ARTICLE V**

**OFFICERS AND DUTIES**

- SECTION 1. Board of Directors: The Board of Directors will consist of 7 (seven) individuals. Directors are not required to be members of the organization. Directors must be elected into office by the membership at the fall membership meeting. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be

regularly convened by its chairman after due notice to all directors of such meeting. Four members of the Board of Directors shall constitute a quorum. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

- SECTION 2. **Officers:** KKDA officers will be a President, Vice President, Secretary, and Treasurer elected/appointed from the Board of Directors by the Board of Directors at the last business meeting of the year or by the end of January following the elections.
- SECTION 3. **Terms of office:** All Directors shall be elected to a term of 2 (two) years not to exceed 2 (two) consecutive terms after which they must leave the Board for 1 (one) full term before running for re-election to the Board.
- SECTION 4. **President:** The President shall preside at all membership meetings of the organization, shall serve as Chairman of the Board of Directors, (Article V, Sec 1), shall serve as Chairman of the Program Committee (Article VII, Sec. 2), shall appoint the Nominating Committee (Article VII, Sec 3), and shall perform all other duties incident to this office.
- SECTION 5. **Vice President:** The Vice President in absence of the President shall assume the duties of that office. In addition the Vice President shall serve on the Audit Committee and act as coordinator of programs planning during his term in office.
- SECTION 6. **Board Secretary:** The Board Secretary shall record and summarize minutes of Board meetings and general meetings. In cooperation with the president, the Board Secretary shall prepare agendas for Board and general meetings. Shall conduct registration of all members at general meetings, and assist Program Committee to facilitate arrangement for speakers, ect.
- SECTION 7. **Treasurer:** The Treasurer shall disburse authorized funds for necessary expenditures, keep a record of all monies handled in the name of the Association, prepare financial records for all meetings which will be attached to the minutes for the meeting, maintain the signature cards for the checking and savings accounts, and otherwise perform all financially related duties of the Association.
- SECTION 8. **Secretarial Service:** A Secretarial Service may be contracted by the Board of Directors to maintain the membership directory, KKDA records of dues receipts, minutes and by-laws, meeting announcements and all other important documents generated by KKDA. Invoice membership for yearly dues payments, maintain a post office box, process mail, perform all typing required, assist with the coordination of setting up meetings, and communicate with Board Officers as necessary. Contract amount to be agreed upon by the Board of Directors. The Service will be assigned a check card for purchase of incidental office supplies and equipment such as paper, stamps, etc. The maximum balance of the check card shall not exceed \$500.00. The amount that can be

spent per year shall be determined by the board at the start of that fiscal year and cannot exceed that amount without board approval.

SECTION 9. Officers shall by virtue of their office be members of the Board of Directors.

SECTION 10. No officer or director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be constructed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer. Officers or directors may be reimbursed for travel expenses related to attending meetings.

SECTION 11. Associate Members are non-voting positions assigned as needed by the Board of Directors. The Board of Directors adds or deletes Associate board members as it deems appropriate.

## ARTICLE VI

### MEETINGS

SECTION 1. There shall be up to 2 (two) regular meeting a year to be held on a date and place determined by the Board of Directors.

SECTION 2. A quorum at any meeting of the Association shall be the active members present at the particular meeting.

SECTION 3. Special meetings of the Association may be called at the discretion of the majority of the Board members.

SECTION 4. Robert's Rules of Order shall govern the conduct of all meetings.

SECTION 5. Successful motions must be approved by the majority of the Directors at the Board meeting or the majority of active members present at the general meeting.

## ARTICLE VII

### STANDING COMMITTEES

SECTION 1. The standing committees of the Association shall be a Program committee, a Nominating committee, and an Audit committee.

SECTION 2. The Program committee, consisting of the Board of Directors, with the President as Chairman, shall select meeting places, dates, engage speakers, and make all arrangements for meetings. The Chairman of the Program committee may at his discretion appoint

temporary committees or temporary members to his committee to assist in making local arrangements for meetings.

SECTION 3. The Nominating committee, consisting of at least three members, shall be appointed by the President (as needed) at or following the first meeting of the fiscal year and shall present a slate of Directors to be voted on by the members at the Annual Fall Meeting.

SECTION 4. The Audit committee shall consist of the Vice President and two other board members excluding the President, Treasurer and Secretary. An audit shall be performed by this committee on the treasurer and secretarial financial records each year after the Annual Fall Meeting.

## ARTICLE VIII

### VOTING

SECTION 1. At all meetings, except for the election of officer and directors, all votes shall be via voice except that for election of officers ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot. At any regular or special meeting if a majority so required, any question may be voted upon in the manner and style provided for election of officers and directors.

SECTION 2. At all votes by ballot, the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the copy shall be physically affixed in the minute book to the minutes of that meeting. No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted on.

Section 3. Each member company shall have only one vote. Company representatives present at a meeting, must appoint a member from that company to vote on their behalf, at the start of that meeting.

## ARTICLE IX

### AMENDMENTS

SECTION 1. Amendments to the by-laws may be made by 2/3 (two thirds) majority of the members voting at any general meeting, or by letter ballot.

SECTION 2. Proposed amendments to these by-laws must be offered in writing, signed by at least 5 (five) voting members and forwarded to the Board of Directors.