

AWMAC

Manitoba Chapter Inc.

By-Laws (Presented to the members January 12th, 2019)

INTERPRETATION

In these by-laws:

- A. References to “person(s)” shall include proprietorships, partnerships, and corporations; and
- B. The Architectural Woodwork Manufactures Association of Canada Manitoba Chapter Inc. and its acronym “AWMAC” Manitoba Chapter Inc. shall be referred to as the “Association”.
- C. **AGM**: Annual General Meeting

MEMBERSHIP

1. Membership in the Association shall be limited to persons interested in furthering the objects of the Association as set forth in its Constitution.
2. A member must support and adhere to the Constitution and By-Laws of the Association.
3. All members shall have voting rights and be entitled to all privileges and participate in the responsibilities of the Association, except as hereinafter provided.
4. **Manufacturer & Associate Members** must meet the membership criteria as defined in the by-laws of the Manitoba Chapter to become and remain a MEMBER in good standing of the Association.

5. LIFE MEMBER:

Any person appointed by the board of directors and confirmed by the members, Life Membership will be granted only as an expression by the Association of its appreciation for distinguished services to the Association and Architectural Woodwork Industry. There shall be no fees or dues attached to Life membership. Life Members shall not be eligible to voting or other privileges of the association. This person should no longer be active in the business or trade.

6. EDUCATION MEMBER:

Any Educational organization appointed by the of directors and confirmed by the members, Education Membership will be granted only as an expression by the Association of its appreciation for education & training of possible future employees and owners within the Association and Architectural Woodwork Industry. There shall be no

fees or dues attached to Education membership. Education Members shall not be eligible to vote or other privileges of the association.

7. **PARTNER MEMBERSHIP:** a person that makes a commitment to further the stated purposes of the Association as determined by the Board of Directors of the Association. Partner Members are limited to 40% of total Association membership, as determined as the time of application.
8. **HONORARY MEMBERSHIP:** Any association, group or person, who has the object of advancing the interests and knowledge of those engaged in woodworking, may be invited to become Honorary Member. Continuance of this form of membership shall be reviewed every two (2) years by the Board of Directors and submitted to the AGM for ratification. There are no dues associated with this form of Membership.
9. Membership dues and/or assessments shall be as recommended by the Board of Directors for approval by the Members at the AGM. Members shall be given 45 days notice prior to any AGM at which any proposed change in dues or assessments are to be made.
10. Any member may withdraw from the Association by delivering a written resignation to the Secretary of the Manitoba Chapter.
11. Any member may be removed from the Association by a special resolution at a General Meeting, notice of which has been given to the member in accordance with the *Canada Corporations Act*, Part II (1970 c. C-32) and amendments thereto.
12. If any member remains delinquent in dues thirty (30) days after notice of delinquency has been emailed to the address on file, or hand delivered, that Member shall be deemed to be not in good standing. Members not in good standing are not entitled to vote in any AGM of the Association.
13. Membership in the Association is not transferable, nor assignable.

CONDITION of MEMBERSHIP

1. Manufacturer Member

Any firm or corporation engaged in the Architectural Woodwork Manufacturing Industry may become a member of this Association. Such member shall have full voting rights and shall be entitled to all privileges of the Association, provided the firm or corporation is a member in good standing. (i.e. must fulfill responsibilities outlined in section 1.E.)

A. Criteria

1. Must have an appropriate business license from their local authority.
2. Fully operational for two years.
3. Must be able to manufacture architectural woodwork to AWMAC standards.
4. Staffed by qualified person(s). A minimum of one journey person.
5. A history of supporting the local woodworking apprenticeship program.
6. An employee of applicant must have passed the current MSQ.

7. Must have completed one GIS project in the calendar year or have an inspector inspect one job at the cost to the member. If no AWMAC job has been completed in this year a mock up drawing and job will be inspected.

B. Process for New Members

1. Complete membership application form.
2. A Shop inspection must be completed.
3. An employee of applicant must pass the MSQ with in 90 days of acceptance.
4. Supply the membership committee with the following:
 - A. Five projects complete with architect/design firms and general contractor, if applicable, include address, phone/fax numbers and contact names.
 - B. Ten other projects complete with address.
 - C. Any GIS projects completed or ongoing
 - D. A cheque for application fee (non refundable)
 - E. A cheque for dues (to be held in trust upon approval or returned if rejected)
5. To be sponsored by two members in good standing.

C. Examination of Applicant

1. A Shop inspection must be completed.
2. Interview with the company representatives (owner, manager, etc.)
3. Inspect at least two completed and one current project using the Quality Standards Manual (issue current for the project) as the criteria.
4. Check all references.
5. A written report to be submitted by Chapter Manager on all of the above to the local chapter.

D. Benefits (to members in good standing only)

1. All members through Networking and Education events will be able to achieve membership value.
2. All members in good standing will be able to compete in local or national awards if held.
3. Members may submit their company profile and articles to Canadian Architectural Woodworkers Digest (CAWD), web site and other local publications.
4. Members may purchase the AWS at AWMAC member pricing through the local chapter or AWMAC national office.
5. Eligible to receive a GIS guarantees.

E. Responsibilities (the following articles 1 thru 6 must be agreed upon and signed off by applicant with original agreement kept by local chapter)

1. Members must pay their dues and bills within 60 days of being invoiced.
2. Members must be committed to their scope of work.
3. Members must support the GIS (it is not negotiable and cannot be withdrawn from tenders, as a member firm will be invoiced if it is in the tender documents, the cost is not to be broken out, but to be included in the lump sum.)
4. GIS guarantee is only applicable for members in good standing at the time the project is tendered.
5. Members must abide by the Code of Business Conduct.
6. Members must keep current all of their contact information and provide the Secretary with any changes in writing.

F. Requirements to regain “Member in good standing”

1. Offence 1.E.1 – Become a Member.
2. Offence 1.E.2 – Pay overdue accounts.
3. Offence 1.E.4 – Fine GIS costs for first offence.
4. Offence 1.E.4 – Fine GIS costs and loose member in good standing for 6 months for second offence.

2. Associate Member

Any firm or corporation engaged in selling products or services used in the Architectural Woodwork Manufacturing Industry may become a member of the Association. Such member shall have full voting rights and shall be entitled to all privileges of the Association; provided the firm or corporation is a member in good standing (i.e. must fulfill responsibilities outlined in section 2.E.)

A. Criteria

1. Must have an appropriate business license from their local authority.
2. Must not be active in millwork subcontracting

B. Process for New Members

1. Complete membership application form.
2. Supply the membership committee
 - A. A cheque for dues (to be held in trust upon approval or returned if rejected)
3. To be sponsored by two members in good standing.

C. Examination of Applicant

1. Interview with the owner(s) and manager (s)

2. A written report to be submitted on all of the above to the local chapter by the Membership Chair or other Association executive.

D. Benefits

1. All members through meetings will be able to network to achieve their goals.
2. All members in good standing will be able to compete in local or national awards if held.
3. Members may submit their company profile and articles to Canadian Architectural Woodworkers Digest (CAWD), web site and other local publications.
4. Members may purchase the AWS at AWMAC member pricing through the local chapter or AWMAC national office.

E. Responsibilities (the following articles 1 thru 4 must be agreed upon and signed off by applicant with original agreement kept by local chapter)

1. Member must be a Member.
2. Members must pay their dues and bills within 60 days of being invoiced.
3. Member may not compete in millwork subcontracts
4. Members must keep current all of their contact information and provide the Secretary with any changes in writing.

F. Requirements to regain “Member in good standing”

1. Offence 2.E.1 – Become a Member.
2. Offence 2.E.2 – Pay overdue accounts.

3. Membership Dues

Membership dues shall be determined by the board at a Board Meeting, brought forth for to the membership for voting at the following AGM.

4. Termination of Membership

- A. In the event that any associate member actively bids millwork subcontracts, their membership shall be terminated effective the time of the bid.
- B. Any Manufacturer or Associate Member may withdraw its membership by submitting a written notice of same to the Secretary of the Association, who will inform the membership.
- C. **Any Manufacturer or Associate Member may be expelled by vote at a general meeting in the event that:**
 1. Dues are in arrears after 60 days.
 2. Ethical methods and principals are in conflict with the conditions of membership and/or objects of the Association.

3. Not a Member.

5. Membership in AWMAC (Manitoba Chapter Inc.)

Automatically includes membership in AWMAC. Membership dues as levied by AWMAC shall be included in the Manitoba Chapter Inc. dues and shall be forwarded to the National Treasurer.

6. National Partners of AWMAC

All National partners of AWMAC automatically receive full associate membership with AWMAC Manitoba Chapter Inc. Requirements of Membership Criteria, Application Process, Examination of Applicant and Responsibilities of member do not apply to National Partner members.

MEETING

Annual General Meeting

1. An Annual General Meeting of AWMAC (Manitoba Chapter Inc.) shall be called at least once a year during which time the membership shall appoint the Executive, Committee Members, (for those who's terms have expired) and set tentative meeting dates and times.
2. An Annual General Meeting of the Association shall be held once in each calendar year, but no later than fifteen (15) months following the date of the last Annual General Meeting.
3. An Annual General Meeting may be combined with a National Members Convention having both business and social activities.
4. Notice of an Annual General Meeting shall be delivered to all Members in writing at least thirty (30) days prior to the scheduled date of the Annual General Meeting.

Board Meeting

1. A Board Meeting of AWMAC (Manitoba Chapter Inc.) shall be called at least four times a year.
2. Notice of any Board Meeting where special business is to be placed on the agenda shall contain a draft of the proposed Special Resolution(s), or alternately, shall provide sufficient to permit a Board Member to be informed about the special business to be conducted.

Special Meetings

1. As special meeting may be called by any member in good standing on a written notice to the Secretary at any time. This meeting to be held within 30 days from receipt of notice.
 - a. Change above to: A special meeting may be called by the board to address any issues that need to be resolved through out the year as long as sufficient notice is provided to the members. Or something along these lines.

Quorum

1. An AGM quorum shall consist of forty per cent (40%) of Manufacture Members and Associate members in good standing (excluding national partners who do not have local representation). Each Member Firm or Organization in good standing shall have one vote.
2. A Member of the Association can appoint a proxy to attend and act on behalf of that Member in the manner and to the extent specifically authorized by that proxy, which must be in writing and indicating the name of the proxy do entitled.
3. A Board Member Meeting of AWMAC (Manitoba Chapter Inc.) quorum shall consist of 40% of current board members.

EXECUTIVE

The executive of AWMAC (Manitoba Chapter Inc.) shall consist of the following Officers:

- President
 - Vice-President
 - Treasurer
 - Secretary
 - AWMAC National Director
 - GIS Director
-
- The President of the Association shall call; draft the agenda's and presides over the Annual and General Meetings. The President may strike committees as he/she sees fit to strengthen the objects of the Association.
 - The Past President of the Association shall act as a back up to the President in the event the President cannot attend a meeting or function. He will provide guidance to the new President and continuity to the executive.
 - The Treasurer of the Association shall keep accurate records and all transactions, collect membership dues, and pay all approved expenses in a businesslike manner. He/she will provide the Societies Branch Registrar financial statements and listing of Officers required.

- The Secretary of the Association shall be responsible for all incoming and outgoing correspondence and keeping of the minutes of each meeting. He/she shall distribute the minutes to all members and send advance notices of all upcoming meetings.
- The AWMAC National Director shall attend all the AWMAC Directors meeting and report the events of such meeting to the AWMAC (Manitoba Chapter Inc.) membership.
- The GIS Director shall attend all national GIS meetings, participate on local committee, and report the events of such meetings to The AWMAC (Manitoba Chapter Inc.) membership.
- It is recommended that each position have a 2-year term and a 2-term maximum.
- It is recommended that the positions be staggered in the interest of chapter consistency and stability. Vice President, National Director and Secretary one year and President, treasurer and GIS Director the following year.

FINANCIAL YEAR

The fiscal year end of the Association shall be December 31. The Treasurer shall submit an annual financial statement to the Annual Meeting. An Audit Committee of two members, other than the Association Officers may be appointed at each Annual Meeting.

COMBINED MEETINGS

AWMAC (Manitoba Chapter Inc.) shall take part in the rotation of hosting the National AWMAC Convention and AWMAC General Meeting.

AMENDMENTS OF BY-LAWS

The By-Laws of the Association may be amended only by affirmation vote of at least seventy-five per cent (75%) of the Manufacturer & Associate members, in good standing, in attendance at the AGM of considering changes to the said By-Laws. Notice of such meeting shall remind its Member of their right to vote by proxy.