

ARTICLE I - GOVERNING AUTHORITY

International Door Association, Inc., hereinafter referred to as the Association, is governed and operated in accordance with the laws of the State of Delaware, the Certificate of Incorporation, these bylaws, and the instructions of the Board of Directors, hereinafter referred to as the Board, Executive Committee and Officers.

ARTICLE II - DOMAIN

Section 1. Scope

The principal domain of the Association shall be the continent of North America, encompassing the United States, its territories and possessions, Canada and Mexico.

Section 2. Principal Office

The principal office shall be within Delaware, its state of incorporation. The Association may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE III - PURPOSE

The purposes of the Association shall be:

1. To consider and deal by all lawful means with common problems of management, such as involved in the sales, installation and service of door and access systems industry products and employee relations and financial relations, specifically of door and access systems dealer companies.
2. To secure cooperative action in advancing by all lawful means the common purposes of its Members, foster equity in business usages and promote activities designed to enable the industry to conduct itself with the greatest degree of economy, efficiency and quality.
3. To afford due consideration to and expression of opinion upon questions affecting the industry and to promote the common business interest of the industry.
4. To cooperate with other related industries and organizations.
5. To initiate, sponsor, promote and carry out plans, policies and activities which will tend to further the prosperity and development of the door and access systems industry.
6. To conduct or engage in all of the foregoing purposes, or other incidental thereto; but the purposes are expressly to exclude any infringement on the anti-trust laws with reference to establishment of prices or disposing of products or any unreasonable restraints of trade.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Government of the Association

The affairs of the Association shall be governed by its Board of Directors, hereinafter referred to as Board.

Section 2. Composition of the Board

The Board shall consist of one (1) Installing/Serviceing Dealer Member for each region designated by the Board. Eight (8) members of the Board shall be Primary Industry Manufacturer/Vendor Members. The immediate past president shall be an ex-officio member of the Board.

Installing/Serviceing Dealer Member Directors shall be elected to represent regions as established from time to time by the Board, and shall be elected by the voting members of the region represented.

Primary Industry Manufacturer/Vendor Member Directors shall be elected by all voting members of all designated regions.

Upon assuming the position of President, the President shall cease representing any specific region or having specific region responsibilities. One Installing/Serviceing Dealer Member Director shall be elected from the President's region to represent said region, and shall assume all applicable region responsibilities.

Section 3. Duties

The Board shall have control and management of the affairs of the Association, with authority to conduct the business of the Association.

The Board may employ an Association Manager who shall manage the Association office, have power to select the management staff and shall conduct all of the business of the Association, subject to the direction of the Board, the Executive Committee, and the President. Said Manager shall be paid a salary or fee as determined by the Board. The Board may delegate specific responsibilities to the Association Manager as are not in conflict with the provisions of these bylaws, the laws of the State of Delaware, the Articles of Incorporation or any other applicable statute.

The Association Manager shall keep minutes of the meetings of Members and of the Board, adequate and correct books and records of account; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal 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 and keep a register of the Membership.

Section 4. Annual Meeting of Board

An Annual Meeting of the Board shall be held without other notice than these bylaws during the same week and at the same place as the Annual Meeting of Members. In addition to the Annual Meeting, the Board shall hold not less than three other meetings during the year; the time and place of which shall be fixed by the Board. Special meetings of the Board may be held at any time on call of the President, and shall be held upon written request to the President by six Members of the Board provided, however, that in each case at least five days advance written notice is given to each Member of the Board.

Special meetings may be held by electronic methods and means as deemed appropriate by the Board. The President shall preside at all meetings of the Board, or in his/her absence, the President-elect shall preside. In the absence of a President-elect, the Installing/Servicing Dealer Vice President shall preside.

Any Director may waive notice of any meeting. The business to be transacted at any regular meeting of the Board need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws. The business to be transacted during and the general purpose of any special meeting of the Board shall, however, be specified in the notice and waiver of the meeting which shall generally be the only business transacted.

The transaction of any meetings of the Board, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporation records or made a part of the minutes of the meeting.

Section 5. Quorum

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of all the Directors shall be the act of the Board, except where otherwise provided by law or these bylaws.

Section 6. Order of Business

The order of business for meeting shall be determined by the presiding officer. These bylaws and Robert's Rules of Order shall govern the conduct of the meeting.

Section 7. Attendance at Meetings

If a Director shall fail to attend two consecutive regular meetings of the Board during his/her term of office without a reason acceptable to the Board, his/her office as a Director may be declared vacant by a vote of the majority of all the remaining Directors.

Section 8. Declared Vacancies

Directors of the Association who cease to be Members of the Association, or who cease to be eligible for the Membership classification held when elected, shall have their seat declared vacant by the Board.

Section 9. Filling Vacancies

A vacancy in any office for any reason may be filled by a majority vote of the remaining Directors for the unexpired portion of the term, and shall be considered an appointed term and not an elected term

In case of a vacancy, the President shall direct the Nominating Committee to present its recommendation to the Board. The recommendation shall include a minimum of two nominees per vacancy. Any qualified Member in good standing of the proper classification is eligible as a nominee. A vacancy must be filled within six months of the vacancy.

Installing/Serviceing Dealer Director vacancies must be filled by Installing/Serviceing Dealers. Primary Industry Manufacturer/Vendor Director vacancies must be filled by Primary Industry Manufacturer/Vendor Members.

Section 10. Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 11. Removals

Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Association would be served. The Members of the applicable class of Membership may elect a Director to fill any vacancy not timely filled by the Board upon the occurrence of such vacancy.

ARTICLE V - ELECTION OF DIRECTORS

Section 1. Qualifications for Nomination

An owner, partner or employee of an Installing/Serviceing Dealer Member may serve as a Director of the Association providing the person has authority to commit the firm in primary areas of company operations. An owner, partner or person holding a responsible position of a Primary Industry Manufacturer/Vendor Member may serve as a Director of the Association providing the person has authority to commit the firm in primary areas of company operations. A partnership and a corporation may designate said person to serve as an officer and Director as long as the underlying Membership of that individual's employer or company is maintained in good standing.

Section 2. Nominating Committee

The Heritage and Nominating Committee shall consist of not less than three Installing/Serviceing Dealer Members and three Primary Industry Manufacturer/Vendor Members. The Heritage and Nominating Committee and its Chairperson shall be appointed by the presiding President.

Not later than 120 days prior to the time of the Annual Meeting of Members, the Nominating Committee shall submit to the Board a slate of nominees. Each Director vacancy shall include no less than two (2) nominees.

The Board shall approve the slate. The Nominating Committee shall certify that it has secured the prior acceptance, in writing, of all candidates nominated.

Section 3. Nomination by Petition

Nominations for Director may be made, endorsed with the names of not less than 5% of the Members or minimum of 10 from the applicable Region if an Installing/Serviceing Dealer Member, and not less than 5% of all Primary Industry Manufacturer/Vendor Members if a Primary Industry Manufacturer/Vendor Member, and mailed to the Association so as to be received not less than ninety (90) days before the date of the Annual Meeting of Members. The names of the candidates so nominated, designating them as "Nominated by Petition," shall be on the ballots to be mailed as provided in Article V, Section 4. The Members nominating candidates by petition shall certify on the petition that they have secured the prior acceptance, in writing, of the candidate nominated.

Section 4. Election

Not later than forty-five (45) days prior to the time of the Annual Meeting of Members, a ballot listing the names of all applicable nominees and the election deadline, shall be sent electronically to the voting Membership for vote. Members not having access to electronic voting shall be provided the opportunity to vote by hard copy. Hard copy ballots shall be mailed by voting member directly to a designated CPA for tabulation. CPA shall notify association Managing Director the results no later than 30 days prior to the Annual Meeting of Members.

Only Members from the applicable Region may vote for an Installing/Serviceing Dealer Director nominee of the Region. All voting Members may vote for the Primary Industry Manufacturer/Vendor Director nominees regardless of Region.

Candidates receiving the highest number of votes for each vacancy to be filled shall be elected as Directors. There shall be no cumulative voting. A tie shall be decided by re-balloting for the candidates who received the tie vote.

An independent auditor shall check each ballot to verify eligibility, tabulate results and submit results to the association Managing Director. Ballots must be received no later than thirty (30) days prior to the Annual Meeting of Members. The Association Managing Director shall provide election results to the Board of Directors. Following said notification, the Association Managing Director shall provide all nominees the election results. Individual vote results by numbers or percentages shall not be provided; only the names of those elected.

Section 5. Terms of Office

All Directors shall be elected to a three (3) year term of office. The terms of not more than one third of the Directors shall expire at any election of the Directors. The Board shall have the authority to stagger and/or alter terms to assure the fulfillment of the expiration condition.

The terms of Directors shall begin at the commencement of the administrative year. A Director's term shall be automatically extended, when applicable, upon the election of a Director to the office of President-elect.

A Director shall be limited to serving a maximum of two (2) elected consecutive full terms. The President and President-elect shall be exempt from this limitation.

A Director appointed by the Board to fill a vacated director position shall be eligible to serve a maximum of two (2) elected consecutive terms following the fulfillment of the appointed term.

Section 6. Use of Association Funds to Support Nominee.

No corporate funds may be expended to support a nominee for Director.

ARTICLE VI - ELECTION OF OFFICERS

Section 1. Nominations and Ballot

During the same week as, but prior to the Annual Meeting of Members, a meeting of the Board in office prior to the Annual Meeting of Members shall be held for the purpose of electing officers for the next administrative year: including Treasurer, Vice President Installing/Serviceing Dealer Member, and Vice President Primary Industry Manufacturer/Vendor Member from the standing Board of Directors of the next administrative year. In addition and during the same meeting (if applicable), the Board shall elect the President-elect from the standing Board of Directors of the current administrative year.

Following notification by the Nominating Committee thirty (30) days prior to the meeting, a Director desiring to be considered for an officer position may, in writing, notify the Nominating Committee Chairperson and be placed on the official ballot.

In addition, nominations may be accepted from the floor. Upon conclusion of all nominations and completing of written votes thereon, the ballots shall be tallied by the two persons as designated by the President and the results announced.

Section 2. President

The President shall be the principal elected executive officer of the Association and shall, in general, supervise and control its business and affairs, shall preside at all meetings of the Members and the Board, may sign deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed and, in general, shall perform all duties incident of the Office of President and such other duties as may be prescribed by the Board from time to time. The President shall be an Installing/Serviceing Dealer Member.

Section 3. Past President

The immediate presiding Past President shall serve as Chairperson of the Association's Strategic Planning Committee, and from time to time, may be assigned other duties by the President of the Board. He/she shall be an ex-officio Member of the Board.

Section 4. President-elect

During the meeting of the Board held to elect officers, a President-elect shall be elected immediately prior to the current President entering the second year of office and shall automatically become President upon the completion of the current President's second year of office. The President-elect shall be an Installing/Serviceing Dealer Member.

In the absence of the President, or in the event of his/her inability or refusal to act, the President-elect shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The President-elect shall perform such other duties as, from time to time, may be assigned by the President or the Board.

Section 5. Vice President – Installing/Serviceing Dealer Member

The Installing/Serviceing Dealer Vice President shall act as the statutory secretary of the Association.

In the absence of the President and President-elect, or in the event of their inability or refusal to act, the Vice President Installing/Serviceing Dealer Member shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President Installing/Serviceing Dealer Member shall perform such other duties as, from time to time, may be assigned by the President or the Board. The Installing/Serviceing Dealer Vice-President shall be an Installing/Serviceing Dealer Member.

Section 6. Vice President – Primary Industry Manufacturer/Vendor Member

In the absence of the President, President-elect, and Vice President Installing/Serviceing Dealer Member, or in the event of their inability or refusal to act, the Vice President Primary Industry Manufacturer/Vendor Member shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President Primary Industry Manufacturer/Vendor Member shall perform such other duties as from time to time may be assigned by the President or the Board. The Primary Industry Manufacturer/Vendor Vice President shall be a Primary Industry Manufacturer/Vendor Member.

Section 7. Treasurer

The Treasurer shall give a bond for the faithful discharge of his/her duties in such form and with such sureties as the Board shall be paid by the Association. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipt 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 by the Board; and in general perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him by the President. The Treasurer may be either a Primary Industry Manufacturer/Vendor or an Installing/Serviceing Dealer Member.

Section 8. Terms of Office.

The terms of officers shall begin at the commencement of the administrative year following their election. The President shall be elected to one two (2) year term of office. All officers shall be Directors. Other officers may be elected to consecutive terms providing the election is in compliance with Article VI, Section 1.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the President, Past President (Ex-officio), President-elect, Installing/Serviceing Dealer Member Vice President, Primary Industry Manufacturer/Vendor Member Vice President, and Treasurer.

Section 2. Duties

The Executive Committee shall exercise at times when the Board is not in session such part of the authority of the Board in the control and management of the Association's affairs as the Board may delegate to it.

Section 3. Meetings

Meetings of the Executive Committee may be held upon the call of the President.

Section 4. Quorum

A majority of the Committee shall constitute a quorum.

Section 5. Order of Business

The order of business for meetings shall be determined by the presiding officer. These bylaws and Robert's Rules of Order shall govern the conduct of the meeting.

Section 6. Meeting Methods

Meetings may be held by electronic methods and means as deemed appropriate by the Board.

ARTICLE VIII - COMMITTEES AND MEMBERSHIP CATEGORIES

Section 1. Committees

The Board may create committees of the Board and of the Association and may delegate to these committees such powers and functions as it finds desirable for conduct of its business and for carrying out the purposes for which the Association has been organized. It may authorize justifiable expenses for same.

Section 2. Membership

The Board shall establish member benefits and dues levels for all membership categories.

Section 2(a). Definitions

The following definitions shall apply to these bylaws:

Primary business: is the highest sales volume category within the door and access systems portion of a company's business.

Primary location: means the business address designated by the member as their desired membership address.

Representation: Members with voting eligibility may designate a single individual (an owner, co-owner, or employee) to serve as their *voting representative*.

Voting Representative: An individual designated by a Dealer or Supplier member to cast IDA ballots on behalf of the member. Only voting representatives are eligible to serve as IDA officers or Board members.

Section 2(b). Categories

1. Dealer Membership

A Dealer member is a company whose primary business is the installation and service of residential and/or commercial door and access systems. Dealer members agree to comply with the IDA Code of Business Conduct. Dealer members may refer to themselves as an "IDA member" and may use the IDA logo in advertising and marketing. Each Dealer member shall designate one voting representative.

2. Dealer Branch Membership

A Dealer Branch member is a branch location of an active Dealer member. The Dealer Branch member shall have all the privileges and responsibilities of the Dealer member except the dealer branch cannot designate a voting representative. Dealer branch members agree to comply with the IDA Code of Business Conduct. Dealer branch members may refer to themselves as an "IDA member" and may use the IDA logo in advertising and marketing.

3. Supplier Membership

A Supplier member is a company whose primary business within the door and access systems industry is providing door and access systems products and/or services to door and access systems dealers. Supplier members agree to comply with the IDA Code of Business Conduct. Supplier members may refer to themselves as an "IDA member" and may use the IDA logo in advertising and marketing. Each Supplier member shall designate one voting representative to vote in IDA elections within the region of their primary location. Each Supplier member is eligible to hold Board and/or officer positions, with the exception of President-Elect and President.

4. Technician Membership:

A Technician member is an individual product installer or service technician who is an employee of an installing/servicing door and access systems dealer. Technician members agree to comply

with the IDA Code of Business Conduct. Technician members may refer to themselves as an "IDA Technician member" and may use the IDA Technician logo (not the IDA logo) for their personal use and personal wares, i.e. their personal truck, tools, apparel etc. The use of the logo is for the sole purpose or use by the Technician member and shall not be permitted to be used by a non-member dealer. Technician members are not required to be an employee of a current IDA Dealer member.

5. Corresponding Membership:

A Corresponding member is an individual or organization who has an interest in the door and access systems industry but does not otherwise qualify for other IDA membership categories. Corresponding members agree to comply with the IDA Code of Business Conduct. Corresponding members may refer to themselves as an "IDA member" and may use the IDA logo in advertising and marketing.

6. Honorary Member:

An Honorary member is an individual who meets the honorary membership criteria established by the Board and who has been deemed worthy of honorary membership by the Board.

Section 6. Election of Members

All applications for Membership shall be filed with the Association and submitted to the Board via mail or at their next regular or special meeting for approval or rejection. If a majority of the Directors vote in favor of approving such application, then a Membership certificate shall be issued to the Member in good standing.