

WINDOW COVERINGS ASSOCIATION OF AMERICA, INC
Local Chapters

Constitution
December 4, 2007

ARTICLE I

Section 1 - Name

The name of the Chapter shall be the _____ **Chapter** of the *Window Coverings Association of America*, hereafter referred to as The Chapter.

Section 2 - Records Responsibility

The Chapter shall be responsible to the WCAA Executive Director for the following:

Monthly minutes to be submitted by the Secretary, including a financial report (and approved by the Chapter members).

A written annual summary by the President

A financial summary from the Treasurer, plus a copy of each bank statement for the current year

Copies of the above should also be filed in the Chapter Minutes Book, to be available to members at all times.

Section 3 - Obligation

After affiliation with the WCAA no local chapter may change its name without prior written approval by the Board of Directors of the WCAA.

Section 4 - Purpose

The purpose of the WCAA Local Chapter shall be:

- To provide: Opportunity to network, Growth in membership and Growth in business experience.
- To build industry, leadership, knowledge, resources and education at the local level.
- To promote lawfully the window coverings dealer.
- To promote ethical trade practices.
- To disseminate and exchange information regarding all matters pertaining to the industry.
- To promote modern methods of merchandising.
- To promote by all lawful means the right as independent business people to make and retain a profit.
- To promote by all lawful means the concepts of freedom in the marketplace, the freedom exemplified by our American private enterprise economic system, free competitive markets, individual incentive and initiative and effective but limited government.

Section 5 - Income

Income may be expended only for lawful purposes of The Chapter. No profit shall inure to the benefit of any individual member. All assets and property of The Chapter shall be held for the benefit of all members. No individual member or group of members shall have any rights, title or interest in or to any of its assets or property.

Section 6 - Amendments

This constitution may be amended by a two-thirds (2/3) vote of The Chapter and approval by the WCAA Board of Directors.

WINDOW COVERINGS ASSOCIATION OF AMERICA, INC
Local Chapter Bylaws
December 4, 2007

ARTICLE I – MEMBERSHIP

- a) Qualification: To become a member of The Chapter an individual or business must be engaged in the designing, making, installing or retailing of window coverings and be a member in good standing of the WCAA. A member in good standing is an individual or business who is paying dues to The Chapter and to the National WCAA per an individual, Industry Partner or student membership.
- b) The WCAA Board of Directors may dissolve the Chapter if the membership drops below 10 members or the majority of the membership of The Chapter votes to discontinue operations.
- c) All memberships are based per company. All persons employed by the member company are considered members of the WCAA.

ARTICLE II - DUES

- a) Each individual member and business member shall pay as dues to The Chapter an annual sum as determined by its members.
- b) Dues for membership renewal shall become due and payable when notice is rendered.

ARTICLE III - TERMINATION

Section 1 - Resignation

A member in good standing may resign from the Chapter by giving written notice of their intention to do so. No refund of any portion of current dues will be made.

Section 2 - Suspension/Expulsion

- a) A membership will be terminated for failure, refusal or neglect to pay dues and assessments when due.
- b) A member may be suspended or terminated under the provisions of the National By-Laws (Art. V- Section 3 (Substituting the words "Executive Committee" in place of "Board of Directors" and "committee" in place of "Board").

Section 3 - Reinstatement

- a) A member may be reinstated upon payment of all arrears.
- b) A member may be reinstated under the provisions of the National By-Laws (Art. V - Section 4). (Substituting the words "Executive Committee" in place of "Board of Directors").

ARTICLE IV - ELECTIONS

Section 1 - Membership Meeting

The Chapter shall hold Officer elections at least every two years or annually if necessary. The regular schedule would be to present nominations in October. Vote in November. Announce elected Officers in December. Elected Officers assume office in January of the following year.

In a Chapter's charter year the time of elections should be determined between the national Local Chapter Coordinator and the members.

Section 2 - Voting

Each company in good standing shall be entitled to one vote which may be in person or by proxy.

Section 3 - Elections Committee

The Treasurer and/or Membership Chairperson shall notify the members in good standing at least 30 days prior to the Elections and provide a voting form for mail-in or fax for those unable to attend the meeting.

Section 4 - Majority Vote

The confidential vote of the majority of the membership voting in person, by electronic or postal mail, or fax shall determine the election.

Section 5 - Qualifications

Only members whose dues are current as of the meeting date shall be entitled to vote.

ARTICLE V - OFFICERS

Section 1 - Local Coordinator

- a) In the Charter Year of The Chapter, the WCAA Executive Director shall appoint a Local Coordinator(s) for the purposes of organization and administration.
- b) The Local Coordinator(s) will provide the Executive Director or his appointed Director with a monthly status report of chapter development in its first year and as necessary thereafter.
- c) The Local Coordinator(s) will maintain The Chapter dues in the chapter's charter year. A full accounting of these funds shall be made to the membership. Two signatures shall be placed on the checking account.
- d) The Coordinator(s) may appoint committees as needed and deemed necessary by the members and shall be a member ex-officio of these committees.
- e) When the Coordinator(s) and Executive Director or his appointed Director determine The Chapter is ready for Officers, an Election Committee shall be appointed by them and they shall set a date for elections.
- f) The Coordinator(s) shall serve as a member of the Executive Committee for a full year following elections of its officers.

Section 2 - Officers

- a) Term of Office: The term for all Officers shall be for two (2) years. Each Officer is eligible to serve a maximum of two (2) consecutive terms.
- b) President: The President shall have general supervision of the business and activities of The Chapter, preside at all meetings of The Chapter and Executive Committee, suggest the initiation of policies and programs, direct the execution of all measures adopted by The Chapter, and ensure the Bylaws are adhered to. He or she shall be a member ex-officio of all regular and special committees and shall perform such other duties as are usual the other office of president.
- c) Vice President: The Vice President shall perform the duties of the President in the latter's absence from meetings or inability to perform the functions of their office. In the absence of both the President and Vice President, any other Officer present at the meeting shall preside over the meeting or select a Chairperson for said meeting. The Vice President will act as Chairperson and/or member of committees as appointed by the President.
- d) Secretary: The Secretary shall record the minutes of each meeting. They shall provide a report of these minutes at the following meeting. The Secretary shall maintain a list of the membership and provide a current directory to the members and the WCAA Executive Director as new members are added.

- e) Treasurer: The Treasurer shall be responsible for the budget and finances of The Chapter. They shall be responsible for receiving and paying out all moneys belonging to The Chapter. The Treasurer shall be responsible for providing a monthly financial statement to the President and an annual report to the Regional Director and the WCAA Executive Director. They shall disburse and safeguard funds of The Chapter as prescribed by the membership and in accordance with these By-Laws. The Treasurer shall provide a verbal or written financial report at each meeting to the membership.

f)

Section 3 - Qualifications

- a) Good Standing: A candidate for Office shall be a member in good standing with the WCAA and the Local Chapter at the time of their election and shall remain in good standing during their term.
- b) Qualifications: An Officer must be engaged in a legitimate window covering business and eligible to vote as outlined in Article 1 of the By-Laws of the WCAA.
- c) Maintenance of Qualifications: Should any Officer cease to maintain the foregoing qualifications; such cessation shall be deemed a resignation from the office held.
- d) Fees: Officers shall serve without compensation.
- e) Terms of Office: The term of office for the Officers shall be for two (2) years and each Officer is eligible to complete two consecutive terms. The Executive Director or his appointed Director shall determine the term of office for Coordinator(s).

Section 4 - Vacancies

- a) President: In the event of vacancy, the Vice President shall become President and hold office until the next Election.
- b) Vice President, Secretary or Treasurer: In the event of vacancy, the other members of the Executive Committee may fill the vacancy by a majority vote.

Section 5 - Removal

If any Officer shall fail to perform the duties of his office, or for any action detrimental to The Chapter or the WCAA, upon fifteen (15) days notice and an opportunity to be heard, they may be requested to resign and the office declared vacant by a three-fourths (3/4) vote of the current membership. All members of the Executive Committee must be given due notice of a special meeting for this purpose.

Section 6 - Regular Meetings

The Chapter shall hold regular meetings on a periodic basis as determined by the membership.

Section 7 - Quorum

A majority of the active members shall constitute a quorum. If a quorum is established, a majority of the active members present at any meeting shall decide its actions. A quorum, if present at any meeting, shall presume to continue until the meeting has been adjourned.

Section 8 - Action Without Meeting

The President may initiate action upon such matters as may be properly before him/her without calling a meeting to submitting, via registered mail, a resolution which may be deemed passed as of two (2) weeks from the date mailing thereof, unless one-third (1/3) of the member ship shall have voted against it within said period. The Secretary in the Minutes Book of The Chapter shall record favorable action upon such resolution and it shall have the same force and effect as if it had been duly passed by a majority vote at a duly called meeting. Members of the Executive Committee shall be immediately advised of the result of said vote.

Section 9 - Executive Session

For the purpose of private discussion, any member of The Chapter or Executive Committee may request Executive Session. The Session will include the members or the Executive Committee and those persons whose presence is expressly requested by the member or Officer.

ARTICLE VI - COMMITTEES

Section 1

- a) Executive Committee: The President, Vice President, Secretary, Treasurer and Immediate Past President shall constitute the Executive Committee.
- b) The Committee may be called into an Emergency Session by the President or the Regional Director of the WCAA for any action which cannot await regular meeting, cannot be conducted by telephone poll, and which does not warrant the calling of a special chapter meeting. Immediately following this meeting, a transcript of the proceedings shall be forwarded to each member of The Chapter. Action may be approved by a three-fourths (3/4) vote of the Committee and will be binding on The Chapter.
- c) The President or any other member of this Committee may request an Executive Session for the purpose of planning. No actions taken at such a session are binding The Chapter.

Section 2

The President shall appoint the following committees after consultation with the other Officers. The President shall ensure that committee duties are performed. Additional committees may be formed as deemed necessary.

- a) Membership Committee: Vice President shall reside on the Membership Committee. A Membership Chairperson shall be appointed. The purpose of this committee is to actively promote membership in the local area, determine eligibility for membership, maintain a list of potential members, and assist the Secretary in maintaining a list of current members. The Chairperson will serve on the Elections Committee.
- b) Elections Committee: The Elections Committee shall oversee the nomination and election of officers. The Committee shall submit the nominations for the offices of President, Vice President, Secretary, and Treasurer to the chapter membership in October of the voting year. The Committee will present a slate of officers to be voted on in November of the voting year. They shall supervise nomination and voting, determine eligibility of votes, the validity of email and fax votes, and shall count all votes. New officers will assume respective offices starting in January of the New Year. The Committee may also be requested to supervise voting at any regular meeting.
- c) Other Committees: Other committees deemed necessary by the President.

ARTICLE VII - RULES & PROCEDURES

Section 1 - Officers

- a) The Officers and all committees may prescribe and change such rules and methods of procedure for their own hearings and meetings as shall be deemed in conformity with the provisions of these By-Laws.
- b) The Officers shall perform all other duties requested by a majority vote of the membership, present and voting at a regular meeting or by the President as long as they do not interfere with the duties of other Offices provided in these By-Laws.

Section 2 - Expenditures

- a) A bank account in the name of the local chapter must be opened with the signature of the Treasurer and at least one other Officer required on the checks issued by The Chapter. Signatories shall be changed with each election of new officers.

- b) The Treasurer may issue payment of bills pertaining to the business of The Chapter without approval of the full membership for those items up to \$50 provided proper receipts are submitted.
- c) Expenditures over \$50 must be approved by a three-fourths (3/4) majority of current chapter members either in attendance at a regularly scheduled meeting or by special polling by telephone or in writing. Proper receipts shall be submitted for the records.
- d) The member shall sign all receipts for reimbursement to a member. All receipts shall be kept for a period of five (5) years.

ARTICLE VIII- OTHER

Section 1 - Amendments

Proposal to amend these By-Laws may be at any meeting of The Chapter called for that purpose. Such proposed changes must be introduced at a prior chapter Meeting and included in the notice of the meeting. A two-thirds (2/3) vote of the membership of The Chapter shall be required. The proposed changes must be submitted to the WCAA Board of Directors for approval.

Section 2

Use the WCAA name and logo, the Certified Window Treatment Consultant/CWTC name, logo and pin, and the Certified Workroom Professional/CWP name, logo, and pin, are strictly controlled as stipulated in the National By-Laws.