

WINDOW COVERINGS ASSOCIATION OF AMERICA, INC.

By-Laws

June 2, 2009

ARTICLE I - MEMBERSHIP

Section 1 - Membership

Membership shall be open to qualified businesses and individuals from throughout the United States and possessions, Canada and Latin America. The Board of Directors will consider persons and business in other countries for membership, on an individual basis.

Section 2 - Business Membership

- a) Qualification: To become a member of this association, a business must be engaged in the window coverings trade via a storefront location, a home based business or a workroom whose majority of business is not catalog or Internet related. Proof of such activity, which may be requested for verification, is a federal tax ID or state sales tax number, a business listing in the telephone directory white or yellow pages and a business card with the business name and the name and position of the owner or principal executive officer imprinted on it. Payment of dues is to be by business check or corporate credit card. Businesses with more than one location are required to pay dues for each location.
- b) Privilege: A business member of WCAA may publicize that it and/or its owner or chief executive officer is a member of WCAA. This privilege does not extend to other individuals involved in the business.

Section 3 - Individual Membership

- a) Qualification: To become a member of this association, an individual must be engaged in the designing, making, or retailing of window coverings as an employee of either a storefront business, a home based business or a workroom whose majority of business is not catalog or Internet related. Membership is also extended to those who are professional window coverings educators. Proof of such activity, which may be required for verification, is a copy of a payroll check or stub therefore, a W-2 form and a business card with the individual's name imprinted on it. Payment of dues may be by personal check, business check from their employer or by credit card.
- b) Privilege: An individual member of WCAA may publicize that they are a member of WCAA but may not imply that the business for which they work is a member, if in fact it is not a business member.

Section 4 - Industry Partner Membership

Qualification: Any firm or individual engaged in the designing, development, manufacture, fabrication, distribution, promotion and/or selling of window coverings or related products or services to the trade is eligible to become an Industry Partner member of WCAA.

- a) It shall be the purpose of the Industry Partners to support the mission of the WCAA by making available educational and motivational opportunities, encouraging a code of ethics for fair business practices and working for the betterment of the Industry by developing ways to better serve each other and the consumer.
- b) Industry Partners recognize the importance of independent designer/retailers to the industry and in turn are recognized by the designer/dealer members as being companies, which are committed to their success.

Section 5 - Regional Industry Partner Membership

Qualification: Any firm or individual engaged in the designing, development, manufacture, fabrication, distribution, promotion and/or selling of window coverings or related products or services to the trade, who only sells in a limited market, is eligible to become a Regional Industry Partner member of WCAA.

- a) A limited market shall be defined as selling products or services in no more than six adjoining states.
- b) It shall be the purpose of the Industry Partners to support the mission of the WCAA by making available educational and motivational opportunities, encouraging a code of ethics for fair business practices and working for the betterment of the Industry by developing ways to better serve each other and the consumer.
- c) Industry Partners recognize the importance of independent designer/retailers to the industry and in turn are recognized by the designer/dealer members as being companies, which are committed to their success.

Section 6 - Student Membership

Qualification: Any individual engaged in the educational pursuit of becoming an interior designer or decorator and is desirous of expanding their knowledge of window coverings and any individual pursuing a business education course with the intent of entering the window coverings industry.

Section 7 - Application and Approval

Any individual, firm or institution qualifying for membership under sections 2, 3, 5, or 6 may, by submitting an application, become a member in the appropriate category upon approval of such application by the membership committee and/or the WCAA Executive Director. Any individual, firm or institution qualifying for membership under sections 4 may, by submitting an application, become a member in the appropriate category upon approval of such application by the membership committee. Each application for membership shall be accompanied by an appropriate business check, personal check or credit card for the first year's dues.

ARTICLE II - LOCAL CHAPTERS

Section 1 - Qualification

Any local organization of independent dealers, designers or workrooms shall be eligible to affiliate with this Association as a local chapter by making written application to the Executive Director of the WCAA. Such an application shall be signed by the duly appointed local coordinator and set forth the name of, and the territory encompassed by, said local chapter. The Executive Director, local coordinator and Regional Director shall review the application and grant approval prior to issuing a local chapter charter. The National office will grant each new chapter one hundred dollars (\$100), to be used for start-up costs.

Section 2 - Eligibility

Only individuals or businesses that are members of WCAA are eligible to belong to a local chapter.

Section 3 - Obligation

After affiliation with this Association no local chapter may change its name or territorial area without prior written approval of the Board of Directors of WCAA.

Section 4 - Reports

An annual activity report is to be made by each local chapter to the WCAA Executive Director. Such reports are due by February 1 each year.

Section 5 - Responsibility

The provisions of the By-Laws of WCAA and rulings made by its Board of Directors bind all local chapters.

ARTICLE III - DUES

Section 1

- a) Members in each category of membership shall pay as dues to the Association an annual sum determined by the Board of Directors.
- b) Dues for membership renewal shall become due and payable when notice is rendered.
- c) Business members with more than one (1) location are required to pay dues for each location.

ARTICLE IV - TERMINATION

Section 1 - Resignation

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

Section 2 - Failure to Pay Dues

Any member who fails to pay annual dues within thirty (30) days of final notice being rendered shall be dropped from the membership rolls and all privileges of membership shall cease.

Section 3 - Suspension/Expulsion

- a) A member by two-thirds (2/3) vote of the board of Directors at a regular or special meeting of the board may be suspended and/or their membership terminated for failure or refusal to comply with the By-Laws of this Association or for action detrimental to this Association.
- b) If in good standing, such members shall receive not less than twenty (20) days, or more than forty-five (45) days written notice of hearing and shall be permitted to attend.
- c) If such member is not in good standing, with payment of dues and assessments in arrears for more than sixty (60) days, they shall not be entitled to any notice of hearing.

Section 4 - Reinstatement

Any suspended, expelled or resigned member may be reinstated by a two-thirds (2/3) vote of the Board of Directors upon prior payment of all arrears.

ARTICLE V - ELECTIONS

Section 1 - Membership Meeting

A general membership meeting of this Association shall be held once a year in conjunction with an annual window coverings trade show. The Board of Directors shall determine the time and place of this meeting, as well as the number required constituting a quorum.

Section 2 - Voting

Each member in good standing shall be entitled to one vote that may be in person or by proxy. A non-response on any vote will automatically constitute a "yes" vote.

Section 3 - Limit on Votes

Only individual and business members are entitled to vote. Each member whose dues are current may cast only one (1) vote. Businesses are entitled to one (1) vote for each location for which they have currently paid dues.

Section 4 - Credentials Committee

The Credentials committee shall set forth the basis and terms for accreditation. Such stipulation and a form of proxy shall be made available to the membership at least twenty (20) days prior to any annual or special meeting. Request by mail shall be required to obtain a proxy. The Executive Director will supply the Credentials Committee with a list of all members entitled to vote.

Section 5 - Majority Vote

The majority vote of the membership voting in person or by proxy shall determine all questions properly before the annual or special meeting.

Section 6 - Qualifications

Members whose dues are more than sixty (60) days in arrears, as of twenty (20) calendar days prior to the meeting shall not be entitled to vote.

ARTICLE VI - DIRECTORS & OFFICERS

Section 1 - Board of Directors

- a) Composition: Policy shall be set and the business of this Association shall be managed by the Board of Directors consisting of the President, Vice President, Treasurer, Secretary, seven(7) Directors from the general membership and up to the last two immediate past presidents. Additional Director(s) may be elected to serve on the Board when such position(s) are deemed beneficial to serve the membership of the Association.
- b) Eligibility of President: Any President, who has been removed from office during his or her term, shall be ineligible to serve on the Board in any capacity for the next three (3) years succeeding such removal. Good Standing: Every member of the Board shall be in good standing at the time of his or her election and shall remain in good standing during his or her term.
- c) Qualifications: A Board member must be engaged in the window coverings industry as outlined in Article I of the By-Laws of the Association. No less than 2/3 of the membership of the Board is to be comprised of members as outlined in Article I, Sections 2 &3. Membership in the Board as outlined in Article I, Sections 4 - 6 is limited to a maximum of 1/3 of the current Board. The qualifications of a Board member are to be determined by the Executive committee.
- d) Maintenance of Qualifications: Should any Officer or Director cease to maintain the foregoing qualifications; such cessation shall be deemed a resignation from the office held.
- e) Meeting Attendance: Should any Officer or Director miss the majority of two (2) consecutive Board Meetings or conference calls, they would become subject to removal from the Board. A 75% majority vote of the entire Board will be required for removal.
- f) Election of Officers: The President, Vice President, Treasurer and Secretary shall be elected bi-annually by the full sitting Board of Directors to two-year terms. Terms for officers shall run from July 1 – June 30. No person shall be eligible for such office unless he or she shall have served one (1) year as a Director. No individual may hold any single office for more than two (2) consecutive terms. Voting for officers shall be by secret ballot.
- g) Fees: All Officers and Directors shall serve without fee.
- h) Election of Directors: The Directors shall be elected to three (3) year terms except those who are elected to fill an unexpired term of a Director, who previously resigned, died in office or had been replaced as provided in Article VII, Section 3 of these By-Laws. Those elected to fill such an un-expired term shall be elected only for the remainder of the term of the resigned, deceased or removed Director. Terms for directors shall run from July 1 – June 30. No Director may be elected to more than two (2) consecutive terms. Election of Directors shall be by the full Membership and be conducted by discreet ballot.
- i) Nomination by Petition: Any fifty (50) members in good standing shall have the right to submit by petition, filed with the Chairman of the Nominating Committee at least thirty (30) days before the election, the nomination of any eligible individual for any vacancy to be filled on the Board of Directors.

Section 2 - Vacancy

- a) President: In the event of vacancy by death, resignation or otherwise, occurring in the office of President between annual meetings, the Vice President shall immediately become President and shall hold office until a successor is elected and installed at the next board meeting. In the event that the next board meeting is scheduled to be held within 30 days of the appointment, the election and installation of the new board member shall take place at the following board meeting.
- b) Vice President, Treasurer, or Secretary: In the event of a vacancy by death, resignation or otherwise occurring in the office of Vice President, Treasurer, and Secretary between elections, the members of the Board of Directors, at the next ensuing Board meeting, shall fill the vacancy by majority vote and the person so chosen shall hold office until the successor is elected and installed at the next board meeting.
- c) Directors: In the event of a vacancy by death, resignation or otherwise, occurring in the directorship between elections, the President shall appoint a member from the appropriate constituency to serve until the next election.

Section 3 - Removal

If any Officer or Director shall fail to perform the duties of their office, or for any action detrimental to the Association, 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 Board of Directors. Such action shall be placed on the agenda and due notice shall be given to each member of the Board.

Section 4 - Regular Meetings

The Board of Directors shall hold meetings at least 6 times per year. The intervals, times and places shall be designated by the Executive Committee. At least one annual board meeting is to be held in person, all other meetings may be held via teleconference or webinar. In order for any action to be taken at any meeting, all members of the Board must be notified at least fourteen (14) days before the start of the meeting.

Section 5 - Quorum

A majority of the members of the Board of Directors shall constitute a quorum. A majority of the members of the Board present at any meeting shall decide its actions.

Section 6 - Action Without Meeting

The President may initiate action upon such matters as may be properly before him/her without calling a regular meeting of the Board by submitting, via a conference call, a resolution which shall be discussed and voted upon by the full Board. Notification of such conference call must have been duly provided to each Board member. A quorum shall be required in order for the action voted upon to be official. The Secretary in the Minutes Book of the Association 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 Board shall be immediately advised of the result of said vote.

Section 7 - Executive Session

For the purpose of private discussion, any member of the Board or the presiding officer may request an Executive Session. Only those persons entitled to vote at a Board Meeting may attend such a session, except those persons whose presence is expressly requested by the presiding officer.

ARTICLE VII - DUTIES

Section 1 - President

The President shall have general supervision of the business and activities of the Association; preside at all meetings of the Board of Directors, Executive Committee and the national meeting(s); suggest the initiation of policies and programs; and direct the execution of all measures adopted by the Association for its own progress and for the benefit and progress of the retail window coverings trade. He/she shall be a member ex-officio of all regular and special committees and shall perform such other duties as are usual to the presidential office.

Section 2 - Vice President

The Vice President shall perform the duties of the President in the Presidents absence from meetings or inability to perform the functions of his/her office. In the absence of both the President and Vice President, the Directors present at any meeting shall select a Chairperson for said meeting.

Section 3 - Treasurer

The Treasurer shall be responsible for the budget and finances of the Association. Such responsibilities are to be coordinated with the Executive Director, who carries out the day to day fiscal responsibilities of the Association.

Section 4 - Secretary

The Secretary shall attend all Board and Executive Committee meetings and record the minutes. He/she or his/her delegate shall prepare a report of same, such report to be sent to all Board members within two weeks following the meeting.

Section 5 - Employment of Executive Director

- a) An Executive Director shall be hired by the WCAA Board of Directors and shall work under the direction and control of the Board. He/she shall serve as the administrative officer of the Association and be authorized to use the title of Executive Director in all external affairs of the Association. He/she shall send a record monthly to the President and Treasurer listing each check issued showing the payee, amount and expense classification, as well as a listing showing in detail the source of all moneys deposited into the Association treasury. He/she shall disburse and safeguard Association funds in such manner as may be prescribed by the Board of Directors. The Executive Director shall keep accurate books of account and shall provide quarterly to the Officers and Directors a report of the previous quarter's business.
- b) Pay: The Executive Director shall be a paid employee of the WCAA and his/her salary shall be set by the Board of Directors and be detailed in an employment contract.
- c) Expense Fund: The Executive Director shall have an office fund to cover minor and traveling expenses for which he/she shall account monthly.
- d) The Executive Director shall serve as a member ex-officio of all regular and special committees and perform such other duties as may be required by the Board of Directors. He/she shall furnish, at the Association's expense, a surety bond to guarantee the faithful performance of his/her duties in such amount as the Executive Committee of the Board of Directors deems necessary. The amount of the surety bond shall be reviewed annually by the Executive Committee and adjusted as necessary
- e) Removal: If the Executive Director shall fail to perform the duties of his/her office based on the goals, objectives and performance outlined in the employment contract and/or as directed by the Board, or for any action detrimental to the Association, he/she may, by a three-fourths (3/4) vote of the entire Board, be immediately terminated.

Section 6 - Director Compensation & Expense

No Board member shall receive any compensation for performing the duties required of his or her position. Board members may be compensated for any special projects or assignments undertaken at the request of the Board, provided that such compensation has been previously approved. Board members may be reimbursed for expenses incurred on Association business as long as such expense are substantiated and authorized. Board members may be reimbursed for actual expenses for attending Board Meetings.

Section 7 - Past Presidents

Past Presidents, other than those serving on the Board shall have the right to attend any regular Board Meeting and participate in all matters without a vote. Unless otherwise provided by the Board, their attendance shall be at their own expense.

ARTICLE VIII -COMMITTEES

Section 1

Executive Committee: The President, Vice President, Treasurer, Secretary and up to the last two immediate past Presidents serving on the Board shall constitute the Executive Committee. Only the President may call this committee into session and only in the event of an emergency, which cannot await full Board action, and which does not warrant the calling of a special Board Meeting. In the event of any vacancy, the President, until the next regular meeting of the Board, shall name a replacement from the Board. Immediately following each Executive Committee meeting a transcript of the proceedings shall be forwarded to each Board member. All of the powers of the Board of Directors, unless limited by these By-Laws, shall rest with the Executive Committee when the Board is not in session. A majority of the members of this committee shall constitute a quorum. A majority of such quorum shall decide its actions.

Section 2

The President shall appoint the following committees, with the approval of the Board, after consultation with the Executive Committee.

- a) Nominating Committee: The committee shall consist of the immediate two past presidents and up to 3 other Board members. No person seeking nomination may serve on the committee. It shall be the duty of the Nominating Committee to submit a slate of nominees for the office of President, Vice President and Treasurer and for vacancies on the Board of Directors. Suggestions as to the names of the candidates for office and for vacancies on the Board may be made to this committee up until thirty (30) days prior to the election. The Nominating committee chairperson shall set the rules and procedures for conducting the balloting for the election. The committee shall vote on the acceptance of the rules as the guidelines for the balloting.
- b) Credentials Committee: The President shall appoint a Credentials Committee at the first Board meeting of the calendar year. This committee is to be comprised of three (3) former and/or present Board members. The Credentials Committee shall supervise voting; determine eligibility of votes, the validity of proxies and the counting of votes at all general or special membership meetings.
- c) Other Committees: Other committees deemed necessary by the President for the growth of the Association may be formed. The President shall appoint a sitting Board Member to be the

Chairperson of any such committee. Chairpersons shall have full authority to choose committee members from the sitting Board of Directors and the Membership at large. The President and the Executive Director shall be a member, ex-officio, of all committees formed.

ARTICLE IX - RULES & PROCEDURES

Section 1 - Board of Directors

The Board of Directors 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.

Section 2 - Budget

The Executive Director shall present a detailed budget for the approval of the Board at the First meeting of the New Year. The figures of the previous two- (2) years must accompany the detailed budget.

Section 3 - Expenditures

Statements showing the detailed budget appropriations and the cumulative amount spent against these figures shall be sent to each member of the Board quarterly.

ARTICLE X - OTHER

Section 1 - Amendments

These By-Laws may be amended at any meeting of the Board of Directors of the Association called for that purpose. Such proposed changes must be introduced prior to the Board Meeting and included in the notice of the meeting called for the purpose of amending the By-Laws. A two-thirds (2/3) vote of the members of the Board, present and voting, shall be required.

Section 2 - Trusts or Special Accounts

On resolution adopted by the Board of Directors, trust accounts and separate or special bank accounts, apart from the general funds may be established and opened for specific purposes such as, but not limited to, Insurance activities. The trust or special accounts shall be maintained only so long as the need exists. Withdrawals shall be made only by check supported by suitable vouchers signed by the President & the Treasurer. Surpluses, which might accrue in such funds, may, from time to time, be taken into the general fund of the Association.

Section 3 - Use of the WCAA Name and Logo

The use of the name Window Coverings Association of America, the letters WCAA, the logo of the Association or any other reference implying membership in this Association are strictly forbidden by any individual or business who is not a current member in good standing. Legal action will be taken by the Association against any individual or business who persists in falsely using the name or logo of this Association.

Section 4 - Certified Window Treatment Consultant/CWTC

The Certified Window Treatment Consultant program shall be the sole property of the WCAA. Any person who has successfully passed the certification test shall be entitled to publicize that they are a Certified Window Treatment Consultant. This may be done through use of the letters CWTC and the CWTC logo in printed material and advertising, by wearing the CWTC pin and by displaying the CWTC

Certificate of Achievement. Anyone falsely utilizing the logo or letters of the CWTC shall be subject to legal action.

Section 5 – Certified Workroom Professional/CWP

The Certified Workroom Professional program shall be the sole property of the WCAA. Any person who has successfully passed the certification test shall be entitled to publicize that they are a Certified Workroom Professional. This may be done through use of the letters CWP and the CWP logo in printed materials and advertising, by wearing the CWP pin and by displaying the CWP Certificate of Achievement. Anyone falsely utilizing the logo or letters of the CWP shall be subject to legal action.