

Updated February, 2023

ARTICLE I – MEMBERSHIP

- a. Qualification: To become a member of The Chapter an individual or business must be a member in good standing of the WCAA as defined in Article I of the national by-laws. A member in good standing is an individual or business who is paying dues to WCAA National and to The Chapter per an individual, business, Industry Partner or student membership.
- b. The WCAA Board of Directors may dissolve The Chapter if the membership drops below 10 members or if Chapter leadership roles are not filled or the majority of the membership of The Chapter votes to discontinue operations. If the members do decide to disband, then the Executive Director must be informed in order that the appropriate dissolution process is followed.

ARTICLE II – DUES

- a. Each individual member and business member shall pay as dues to The Chapter an annual sum (plus a late fee, as appropriate) 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 – 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 may be suspended and/or their membership terminated for failure or refusal to comply with the By-laws or for action detrimental to The Chapter, by a majority vote of the Chapter Executive Committee at a regular or special meeting, after consulting with WCAA National.
- b. If in good standing, such member shall receive not less than twenty (20) days, or more than forty-five (45) days written notice of a hearing which includes the Chapter Executive Committee and a representative of WCAA National. The member at issue shall be permitted to attend the hearing.
- 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

a) Any suspended, expelled or resigned member may be reinstated by a majority vote of the Chapter Executive Committee. If said member is in arrears then payment must be made before reinstatement.

ARTICLE IV – ELECTIONS

Section 1 – Officer Elections

The Chapter shall hold Officer Elections at least every two years. The regular schedule would be to present nominations in October/April. Vote in November/May. Announce elected Officers in December/June. Elected Officers assume office in the following January/July.

In a Chapter's charter year, the time of elections should be determined between the WCAA National Office and the Chapter members.

Section 2 – Voting

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

Section 3 – Elections Committee

The Elections Committee shall notify the members in good standing at least 30 days prior to an Election and provide voting instructions.

Section 4 – Majority Vote

The confidential vote of the majority of the membership determines the winner of the Election.

Section 5 – Qualifications

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

ARTICLE V – OFFICERS

Section 1 – Officers

- a. Each WCAA Local Chapter is sanctioned by WCAA National and as such each Local Chapter Officer will maintain open communications with the Executive Director, Employees and WCAA National Board of Directors.
- 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 in each position. Officers may continue to serve as Officers in different positions after having served two terms in any given office.
- a. Only one Officer position may be held by an Industry Partner at any given time.
- a. Should any Officer miss the majority of two consecutive Meetings, they would become subject to removal from office. A majority vote of the entire Chapter Board will be required for removal. Each Officer should read and sign the acknowledgement page for their particular job description, indicating an understanding and acceptance of their role and responsibilities.
- a. 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, implement simplified

Robert's Rules of Order for meeting etiquette, 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 to the office of President.

- a. 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 the Membership Committee and any other committees as appointed by the President.

- a. Secretary: The Secretary shall record the minutes of each meeting. They shall provide a report of these minutes via electronic mail or at the following meeting for approval by the members. The minutes shall then be maintained as part of the historical record of the Chapter and be submitted to

the WCAA National office following each meeting in order to maintain the non-profit status. 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.

- a. Treasurer: The Treasurer shall be responsible for maintaining a record of the budget and finances of The Chapter. They shall be responsible for receiving and paying out all moneys belonging to The Chapter with the approval of the membership. The Treasurer shall be responsible for providing a monthly financial statement to the President, which will also be recorded with the monthly minutes, and an annual report to the WCAA Executive Director. The Treasurer 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 financial report at each meeting to the membership and a written report to the WCAA National office following each meeting in order to maintain the non-profit status.

- a. Immediate Past President: shall be called on for historical advice regarding recurring discussions, and shall be responsible for establishing and presiding on the Elections Committee during the year immediately following new Officer elections.

Section 2 – Qualifications

- a. Good Standing: A candidate for Office shall be a member in good standing with WCAA National 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 be eligible to vote as outlined in Article 1 of the By-Laws of the WCAA. No person shall be eligible for such office unless he or she shall have been a member in good standing of The Chapter for a minimum of one (1) year.
- c. Maintenance of Qualifications: Should any Officer cease to maintain the foregoing qualifications, such cessation shall be deemed an immediate 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 (4 years).

Section 3 – Vacancies

a) President: In the event of vacancy, the Vice President shall become acting President and hold office until the next scheduled Election. If the Vice President does not agree to step in as acting President, nor does any other Chapter member, then the WCAA National Executive Director, or their designee, will become the acting President while the Chapter actively seeks a new President. WCAA National will provide this assistance for no more than one consecutive year, or until the next scheduled election, whichever comes first.

b) Vice President, Secretary or Treasurer: In the event of vacancy, one of the other members of the Executive Committee may be elected to fill the vacancy by a majority vote.

Section 4 – Removal

If any Officer shall fail to perform the duties of their office, or shall commit any action detrimental to The Chapter or the WCAA, upon fifteen (15) days' notice by WCAA National and an opportunity to be heard, they may be requested to resign by WCAA National and the office declared vacant, provided such action is supported by a majority vote of the current WCAA National Board of Directors. All members of the Executive Committee must be given due notice of a special meeting for this purpose. Should the Chapter membership deem it necessary that a Chapter Leader be removed they must contact WCAA National before action can be taken.

Section 5 – Regular Meetings

As a minimum only, the Chapter shall hold regular quarterly meetings with a minimum of 4 meetings per annum, as determined by the membership. These meetings can be virtual, in person or hybrid. These meetings must be business related topics and/or field trips. WCAA Socials, parties, dinners or lunches can be held in addition to the minimum meetings scheduled, however, they are not considered a business meeting. WCAA National Staff and Board of Directors may attend any Chapter meeting either virtually or in person.

Section 6 – Quorum

A majority of the members in good standing shall constitute a quorum. If a quorum is established, a majority of the 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 7 – Executive Session

For the purpose of private discussion, any member of The Chapter or Executive Committee may request Executive Session. The Executive Session will include only the members of the Executive Committee and those persons(s) 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 Executive Committee may be called into an Emergency Session by the President or the WCAA National Office for any action which cannot await regular meeting, 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 majority vote of the Executive Committee and will be binding on The Chapter.
- c. The President or any other member of the Executive Committee may request an Executive Session for the purpose of planning. No actions taken at such a session are binding on 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 also serve on the Elections Committee.
- b. Elections Committee: The Elections Committee, run by the Past President, 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/April of the voting year. The Chapter members may vote to stagger elections, in which case two Officers, in any combination, will be nominated and voted on each year. The Committee will present a slate of officers to be voted on in November/May of the voting year. They shall supervise nomination and voting, determine eligibility of votes, the validity of email votes, and shall count all votes. New officers will assume respective offices starting in the immediately following January/July. The Elections Committee may also be requested to supervise voting at any regular meeting.

- c. Other Committees: Other committees may be formed as 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 Committee hearings and meetings as shall be deemed in conformity with the provisions of these By-Laws.
- a. 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.
- b. Each year Chapter Officers will be required to complete a Chapter President Annual Report, a Chapter Financial Report and Chapter Treasurer Report by February 15th in order for WCAA National to review them and submit them to the Auditor.
- c. Each Chapter Officer will be required to attend a Board Orientation in January/July given by WCAA National on its Virtual Meeting Platform.
- d. Each Chapter Officer will be required to sign a Confidentiality Form and a Conflict of Interest Form.
- e. WCAA National will file tax returns and 990s (including all paperwork) for each Chapter in its state.
- f. A Chapter Officer may not simultaneously serve on the WCAA National Board.

Section 2 – Expenditures

- a. A bank account in the name of The Chapter must be opened with the signature of the Treasurer and at least one other Officer. Signatories shall be changed with each election of new Officers and completed within 60 days.
- 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 \$100, provided proper receipts are submitted. This expense will be duly itemized with detailed information in the Chapter accounting record.

- c. Expenditures over \$100 must be approved by a three-fourths (3/4) majority vote of current chaptermembers, either in attendance at a regularly scheduled meeting or by special polling. Proper receipts shall be submitted for the records.
- d. All receipts for reimbursement to a member shall be signed by the member and the Treasurer. All receipts shall be kept for a period of five (5) years.

Section 3 – Social Media

In an effort to promote greater collegiality and sense of belonging, it is WCAA National's desire to present select activities of The Chapters to the entire membership. To facilitate this desire, all WCAA National Office employees shall be included in WCAA Chapter Social Media platforms. In this manner, WCAA National will be able to publicize special and significant Chapter activities on the WCAA National website, in an effort to share ideas and encourage chapters to communicate more freely among each other and with WCAA National.

All Chapter Officers are encouraged to keep social media posts pertaining to WCAA on a positive note. If negative posts are made, the member posting such negative post(s) could be subject to Article 5, Section 5 of these By-laws and be considered detrimental to The Chapter or WCAA National.

ARTICLE VIII- OTHER

Section 1 – Amendments

The Chapter By-laws can be amended by the President of the Chapter by first contacting the WCAA National office in writing. Such proposed amendments can be approved by a majority vote of the WCAA National Board of Directors.

Section 2 – Logo

Use, changes to and/or display of the WCAA name and WCAA logo are strictly controlled as stipulated in the WCAA National By-Laws.