

# **WINDOW COVERINGS ASSOCIATION OF AMERICA, INC. By-Laws**

Amended – February 2019

**Section 1** - 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** - 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, workroom or as an installer. Proof of such activity, which may be required for verification, is a federal tax ID or state sales tax number. Payment of dues is to be by business check or corporate credit card. In order for a member to obtain recognition for multiple locations of his or her business, a fee must be paid for each additional location. Each business will be given two individual memberships for their company. There will be an additional fee for any other individuals added to the membership.
- b) **Privilege:** A business member of WCAA may publicize that it is a member of WCAA. This privilege does not extend to employees in the business unless they are recognized as an associate on the business membership account.

## **Section 3** - Industry Partner

**Membership Qualification:** Any firm or individual who is a resource to the window coverings industry 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 4** - Student

**Membership Qualification:** Any individual engaged in the educational pursuit of becoming a window coverings professional and is desirous of expanding their knowledge of window coverings, or any individual pursuing a business education course with the intent of entering the window coverings industry, is eligible for membership. This membership will be limited to 1 year for workroom students and two years for interior designer and decorator students. The student will be required to provide their anticipated launch date of their business or career.

## **Section 5**

**Application and Approval:** Any individual, firm or institution qualifying for membership under sections 2, 3 or 4 may, by submitting an application, become a member in the appropriate category upon approval of application by the executive committee and/or the Executive Director. Applications under Section 3 that do not conform to the current approved benefits and payment structure documented in the Industry Partner benefits matrix will require executive committee approval. 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 application to the Executive Director or the Chapter Development Manager of the WCAA. The Executive Director and the Chapter Development Manager 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 approval of the Board of Directors of WCAA.

### **Section 4 - Reports**

a) Monthly meeting minutes reflecting meeting activity and including the treasurer's report should be submitted to the Executive Director or the Local Chapter Development Manager immediately following approval by the chapter members.

b) An annual president's summary, treasurer's statement, and profit & loss statement is to be made by each local chapter to the WCAA Executive Director. Annual 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 – NATIONAL BOARD OF DIRECTORS ELECTIONS**

### **Section 1 - Membership Meeting**

A general membership meeting of this Association shall be held once a year. The National 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 brought 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 – NATIONAL BOARD OF DIRECTORS & OFFICERS**

### **Section 1 – National 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, Six (6) Board Members from the general membership and the immediate Past President. Additional Board Members 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. 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, Section 2. Membership in the Board as outlined in Article I, Sections 3 & 4 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 Board Member cease to maintain the foregoing qualifications; such cessation shall be deemed a resignation from the office held.
- e) Meeting Attendance: Should any Officer or Board member 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) Fees: All Officers and Board Members shall serve without compensation.
- g) 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. Election for President and Vice-President shall be held on even numbered years. Election of Treasurer and Secretary shall be held on odd numbered years. No person shall be eligible for such office unless he or she shall have served one (1) year as a Board Member. No individual may hold any single office for more than two (2) consecutive full terms in each position. Only one Industry Partner member may hold an officer position on the Executive Committee at a given time in order to reflect the 1/3 proportion of Industry Partners to individual members serving on the board.
- h) Election of Board Members: The Board Members shall be elected to three-year terms except those who are elected to fill an un-expired term of a Board Member who previously resigned, died in office or had been replaced as provided for in Article VI, Section 2 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 Board Member. Those Board Members who are elected to fill unexpired terms will be eligible to serve two (2) terms in their own right. Terms for Board Members shall run from July 1 – June 30. No Board Member may be elected to more than two (2) consecutive terms in each position. Board Members may continue to serve as Officers after having served two (2) terms as a Board Member. Election of Board Members shall be by the full Membership.
- i) Nomination by Petition: Any fifty (50) WCAA members in good standing shall have the right to submit by petition the nomination of any eligible individual for any vacancy to be filled on the Board of Directors. This should be filed with the Chairman of the Nominating Committee at least thirty (30) days before the election.

## **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 who have served for at least one year per Article VI Section 1G, at the next 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) Board Members: In the event of a vacancy by death, resignation or otherwise, occurring in the Board of Directors between elections, the President shall appoint a member at large to fill the vacancy to serve until the next election.

### **Section 3 - Removal**

If any Officer or Board Member 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, he or she 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 via web conference. The intervals, times and places shall be designated by the Executive Committee. In order for any action to be taken at any regular 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 electronically, a resolution which shall be discussed by the Executive Committee and voted upon by the full Board. Notification of the Executive Committee meeting 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, or Executive Director, in the Minutes 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.

## **Section 8 – Confidentiality, Code of Conduct and Conflict of Interest**

A Confidentiality Agreement, a Code of Conduct, and a Conflict of Interest Policy have been adopted by the Board and must be signed by each board member annually. A copy of these policies will be kept on file by the Executive Director and made available to the membership as necessary. Any changes made to these policies must be voted on and approved by the Board of Directors.

## **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 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 President's 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 or his/her delegate shall attend all Board and Executive Committee meetings and record the minutes. Such report will be sent to the Executive Director within two weeks following the meeting and attached to the agenda for approval at the next Board 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. The Executive Director shall maintain all of the financial and banking records in Quickbooks. Each month he/she shall send a copy of Quickbooks to an accountant to reconcile and review. The accountant will produce financial documents, including a Balance Sheet and Profit & Loss Statement, that will be sent to the Executive Director and Treasurer. These documents will be reviewed and presented to the Board of Directors at the next meeting.
- b) Annual Review: The Executive Director's performance will be subject to review by the National Board of Directors on, but not limited to, an annual basis.
- c) Pay: The Executive Director shall be a paid employee of the WCAA and his/her salary shall be set by the National Board of Directors and be detailed in an employment contract.
- d) Expense Fund: The Executive Director shall have an office fund to cover minor and traveling expenses for which he/she shall account monthly.
- e) 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 National Board of Directors.
- f) Management of Employees and contractors: The Executive Director shall manage the day to day duties and responsibilities of all employees and contractors. The Executive Director shall also manage the payroll and review of all employees and contractors.
- g) 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 – National Board of Directors' 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 – Robert’s Rules**

All meetings of the Association shall be conducted according to Robert’s Rules of Order.

## **ARTICLE VIII – NATIONAL COMMITTEES**

### **Section 1 – Executive Committee**

Executive Committee: The President, Vice President, Treasurer, Secretary ~~and up to~~ the last two immediate past President serving on the Board shall constitute the Executive Committee. Any member of the Executive Committee may call a meeting into session. 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 the minutes of the proceedings shall be forwarded to each Executive Committee 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 - Committees**

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 president and up to 3 other acting 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, Secretary 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 and audit the results of the election. The committee shall vote on the acceptance of the rules as the guidelines for the balloting.

b) 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 where appropriate. The President and the Executive Director shall be a member, ex-officio, of all committees formed.

## **ARTICLE IX – NATIONAL 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 proposed budget outline in November of each year for review by the Board. The budget must be approved by the Board before the end of the year. The figures of the previous year must accompany the detailed budget.

### **Section 3 - Expenditures**

Statements showing the detailed budget appropriations and the cumulative amount spent against these figures shall be reviewed at each Board meeting.

## **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. 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.