



International Window Cleaning Legacy Foundation Bylaws

ARTICLE I: NAME

The name of the Association shall be the International Window Cleaning Legacy Foundation.

ARTICLE II: PURPOSE

The purpose of the Association includes, but shall not be limited to the following:

Promote and Train on window safety regulations as directed by OSHA General Industry Standards for all window cleaning companies and companies who offer window cleaning as a service.

To provide resources for window cleaning companies who experience hardships to keep their businesses running and their staff protected.

To provide education to the window cleaning industry as a whole.

To eliminate fatalities and reduce accidents in the window cleaning industry.

To produce ongoing research for window cleaning companies for safety leadership and safety-related resources.

ARTICLE III: MEETINGS

SECTION 1. Meetings of the Association can be held upon order of the board of directors and notice of time and place and will occur quarterly.

SECTION 3. All meetings of the Association will be conducted by the presiding officer following parliamentary procedure. Parliamentary procedure is based on the principle of allowing the majority to make decisions effectively and efficiently (majority rule) while ensuring fairness towards the minority and giving each delegate the right to voice an opinion. Voting determines the will of the assembly. A parliamentary structure conducts business through motions, which cause actions. Board Members bring business before the assembly by introducing main motions or dispose of this business through subsidiary motions and incidental motions.

SECTION 4. Quorum. At least twenty percent of the Board qualified to vote must be present in-person to constitute a quorum at any meeting of the association.

ARTICLE IV: STAFF POSITIONS

SECTION 1. Staff Positions. In order to develop an association policy and maintain organizational consistency in specific areas, the association shall utilize contracted staff positions to assist the board of directors. The duties of these positions shall be incorporated into the bylaws and their job descriptions shall be described in their contract with the IWCFL. Contracts and compensation for these staff positions will be developed by the Executive committee, signed by the President, and ratified by the Board of Directors. Signed contracts will be kept on file with the treasurer and IWCLF headquarters office.

SECTION 2. Duties:

Executive Director - the executor and director of the association's financial and administrative affairs on a daily basis. In addition to the job description outlined in the Association Management contract. The executive director shall report regularly to the board of directors with regards to the association's finances and administration so that the board may establish policy for the association.

Safety Director - the director and representative of the association's safety and training policies on a daily basis. In addition to the job description outlined in the Safety Director's contract, the safety director shall report regularly to the board of directors with regards to all safety-related concerns that may affect the association's existence and future so that the board may establish policy for the association.

Administrative Assistant – the administrator of the association shall answer phone calls, emails, chat messenger, and perform and complete any duties needed as directed by the Executive Director and Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1. Board Composition There shall be a board of directors consisting of three officers, the immediate past president, and two directors at large minimum, all with voting privileges.–The executive director and safety director serve ex-officio on the board without a vote.

SECTION 2. Duties. The board shall be responsible for the establishment of policy for the association within the framework of these Bylaws

SECTION 3. Eligibility. To be eligible to serve on the board of directors, one must be the official representative or an employee approved by the official representative, of a professional window cleaning company or safety training and resources company. No persons who work for the same company, licensees, franchisees, or affiliated entities can serve simultaneously on the board of directors.

SECTION 4. Election. At-large directors shall be elected by a ballot containing a slate of candidates prepared by the nominating committee and approved by the Board of Directors. The ballot shall be sent to all board members at least forty-five days prior to the first board meeting of the association each year. The president of the association shall appoint a teller who shall tabulate the election results at least twenty days prior to the first board meeting of the year for the association.

SECTION 5. Terms. The terms of at-large directors shall be for three years, staggered so that one third (three) expire each year. No director shall serve consecutively more than one full elected term. Before being eligible for re-election as a director, a waiting period of one year is required unless elected as an officer. If serving out an unexpired term under appointment, however, a director may be eligible for subsequent election to a full term of three years. Directors, upon election and installation, shall assume the responsibilities of their office at the conclusion of the first board meeting of the year at which they are installed and serve until their successors shall be duly elected and qualified.

The terms of the executive committee and officers shall be for one year.

SECTION 6. Meetings. The Board shall have a regular meeting at the time and place the board votes on and shall meet at least four times during the year. Other meetings may be called by the president or by a majority of the board members. Notice of all such meetings of the board of directors shall be sent to each of the board members at least 15 days in advance of such meetings.

SECTION 7. Absence. All board members are expected to attend all sessions of every board meeting. Any member of the board unable to

attend a meeting shall, in a written message addressed to the president or secretary, state the reason for the absence. If a director is absent from two consecutive meetings for reasons which the board has failed to declare to be sufficient, a resignation shall be deemed to have been tendered and accepted.

SECTION 8. Vacancies. Any vacancies that may occur on the board by reason of death, resignation, or otherwise may be filled for the unexpired term by appointment of the president and approved by a majority of the members of the board

SECTION 9. Quorum. A majority of voting board members must be present at a meeting to constitute a quorum at any meeting of the board.

SECTION 10. Voting Except where otherwise specified in the Bylaws, any action must be approved by a majority vote in accordance with Section 9.

SECTION 11. Fees and Compensation of Directors. Except where otherwise specified in these Bylaws, directors and officers shall serve without compensation.

SECTION 12. Immediate Past President. The immediate past president is defined as that person who was president of the association immediately prior to the existing president.

ARTICLE VI: OFFICERS

SECTION 1. Officers. There shall be three officers of the association: president, president-elect, and secretary/treasurer.

SECTION 2. Eligibility. To be eligible to serve as an officer of the association, one must be the official representative, or an employee approved by the official representative, of a professional window cleaning company or safety training and resource company, and must have served at least one year on the board of directors within the past five years.

SECTION 3. Election. President-elect and secretary/treasurer shall be elected directly by the board of directors by ballot sent to each. The ballot shall contain a slate and shall be sent to each voting member of the board at least forty-five days prior to the first meeting of the association each year. The executive director or an individual appointed by the president shall record the election results at least twenty days prior to the annual meeting.

SECTION 4. Duties:

- a) President – Responsible for determining association policy between meetings of the board of directors and the executive

committee. The president shall preside at all meetings. The president shall be an ex-officio member of all committees except the committee on nominations.

- b) President-Elect – Automatic succession to the presidency. The President-Elect shall preside over meetings in the absence of the president. If the office of the President shall become vacated for any reason, the President-Elect shall assume the duties of the President. To be eligible to become the president-elect, one must first serve on the executive committee.
- c) Secretary/Treasurer – Shall keep an accurate account of all monies received and expended for the use of the association. Shall keep a book of minutes at the principal office of all meetings of directors. The duties of the secretary/treasurer under the authority of the board of directors may be assigned in whole or in part to the executive appointed by the board to manage the association.

SECTION 5. Terms. All officers shall hold office for one year or until their successors are elected and assume office. Neither the president nor the president-elect may serve more than one term in that office.

SECTION 6. All officers shall be members of the board of directors and the executive committee.

SECTION 7. Vacancies. Any vacancies that may occur in any of the offices by reason of death, resignation, or otherwise, may be filled for the unexpired term by appointment of the president and approved by the majority of the board of directors.

SECTION 8. Bonding, Indemnification, and Insurance. The executive director and the treasurer, or any other person entrusted with the handling of funds or property of the association shall, at the discretion of the board of directors, furnish, at the expense of the association, a fidelity bond approved by the board, in such a sum as the board shall prescribe.

The board of directors shall indemnify to the maximum extent permitted by law, its directors, officers, employees, and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a director, officer, employee, or agent of the Association, and may purchase and maintain insurance for such purposes.

ARTICLE VII: LEGACY FOUNDATION COMMITTEE

SECTION 1. Committee Composition. There shall be a committee consisting of the president, president-elect, immediate past president, secretary/treasurer, and

two at-large members of the board of directors appointed annually by the president, with approval of the majority of the board of directors. The executive director and safety director will have ex-officio positions on the executive committee.

SECTION 2. Duties. The committee has the responsibility for outreach, fundraising campaigns, and planning for the Legacy Foundation Fund along with creating a list of donors, donations, and keeping on file a tax-exempt letter give to each donor.

ARTICLE VIII: SAFETY TRAINING & RESEARCH COMMITTEE

SECTION 1. Committee Composition. The committee shall include the Safety Director as chair, the president, president-elect, secretary/treasurer, and immediate past president and all executive committee members. The executive director and safety director are ex-officio members of the committee without a vote.

SECTION 2. Duties. The committee has the responsibility for creating grant proposals specific to the Susan Harwood OSHA Grant and others identified as similar to the mission of free safety training and resources to window cleaning companies.

ARTICLE IX: GOOGLE ADWORDS GRANT COMMITTEE

SECTION 1. Committee Composition. A Google AdWords Grant Committee shall be appointed by the president, with the approval of a majority of the board of directors. The committee shall be comprised of the president-elect who shall serve as chairman, executive director, administrative assistant, and two members of the current board of directors.

SECTION 2. Duties. Members of the Google AdWords Grant Committee shall apply for and administer the Google AdWords Grant stipulations to produce traffic to the IWCLF webpage and social media pages to the best of their abilities.

ARTICLE X: OTHER COMMITTEES AND COUNCILS

SECTION 1. Other committees and councils may be established by the board of directors, with specified authority and responsibility. Committees and councils may not act on behalf of the Association or bind it to any action but may make recommendations to the board or officers. The method of appointment of board members and the authority and responsibility thereof shall be determined by the board of directors.

ARTICLE XI: EMBLEM

SECTION 1. The association shall have a traditional emblem of such design as the Board of directors may adopt, and such emblem shall be available only to members of the Association in good standing.

ARTICLE XII: AMENDMENTS

SECTION 1. The Bylaws of the association may be amended or altered, in whole or in part by a two-thirds vote of the entire board of directors. All amendments must be submitted to the board 30 days in advance.

SECTION 2. Whenever, in the judgment of the board of directors, an amendment, or alteration of these Bylaws should be submitted to a vote of the board, the secretary shall notify the board 30 days prior to the vote on the proposed change.

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