



International Window Cleaning Association Bylaws

ARTICLE I: NAME

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

ARTICLE II: PURPOSE

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

Promote the general welfare of the window cleaning industry.

Promote the professionalism of the membership and the window cleaning industry.

To provide safety training and education to our membership and the window cleaning industry as whole.

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

Represent our members in matters affecting our industry.

To maintain industry relationships with those entities who may legislate or enact regulations which affect member products and services.

To maintain and further industry relationships with other organizations who use member products and services.

Be the recognized voice of the window cleaning industry.

ARTICLE III: MEMBERSHIP

Section 1. Categories of Membership. There shall be the following categories of membership in the Association, until changed by the Board of Directors:

A. Professional Member: A firm primarily engaged in the provision of

window cleaning services.

B. Franchisor Member: A firm primarily engaged in the provision of window cleaning services that authorizes other firms or individuals to provide window cleaning services in accordance with methods and procedures prescribed by the Franchisor Member.

C. Franchisee Member: A firm primarily engaged in the provision of window cleaning services established or operated under the authorization of a Franchisor Member.

D. Associate Member: A firm primarily engaged in the manufacturing or supplying of products or services used in the window cleaning industry.

E. Corresponding Member: An individual or organization, including but not limited to, consultants, attorneys, accountants, engineers, architects, libraries, unions, government agencies, and associations interested in the window cleaning industry and not qualifying for any of the categories of membership described in paragraphs A through D of this section.

F. Honorary Member: An individual who has retired or left the industry, and who has rendered distinctive service or assistance to the Association, and whom the Board of Directors determines to merit special recognition.

SECTION 2. Requirements of Membership. All members must pledge to uphold the Code of Ethics. Application for membership in the association shall be submitted to the association office on a form prescribed by the board of directors and accompanied by those fees established by the board of directors. All applications will be processed according to procedures established by the board of directors.

SECTION 3. Privilege of Voting. Only professional and franchisor members in good standing at the time ballots are mailed may have the privilege of voting. Each professional member shall appoint and certify to the executive director of the association a member representative who shall vote and act for the professional member in all affairs of the association.

SECTION 4. Membership Resignation. A member may resign, effective immediately or at a later time specified by the member by giving written notice of such intention. Such resignation does not relieve the member from any obligation incurred before resignation.

SECTION 5. Suspension or Expulsion. For cause, any member may be suspended or terminated by the board of directors. Sufficient cause for such suspension or termination of membership shall be the violation of the By-Laws or any lawful rule or practice duly adopted by the association, or by any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by two-thirds vote of the board of directors, provided that a statement of

the charges shall have been sent by registered mail to the last recorded address of the member firm at least 30 days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the board of directors at which time the charges shall be considered and the member shall have the opportunity to appear in person or by his representative and present any defense to such charges before action is taken thereon.

SECTION 6. Dues and Initiation Fees. The annual dues and any initiation fee for each class of membership of the Association shall be determined by the board of directors. There shall be no dues for honorary members.

SECTION 7. Members Who Fail to Pay Their Dues, or Initiation Fee. Members who fail to pay their dues, initiation fee, subscriptions, or assessments within thirty days from the time the same shall become due shall be notified by the Association executive director. If payment is not made within the next succeeding thirty days, such delinquent members shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

ARTICLE IV: MEETINGS

SECTION 1. Annual. There shall be an annual meeting of the association at the time and place ordered by the board of directors, for receiving the annual reports of the association's activity, and for the transaction of other business. Membership shall be notified by mail to the last recorded address at least thirty days before the time appointed for the meeting.

SECTION 2. Regular. Other meetings of the Association can be held upon order of the board of directors and notice of time, place, and subjects to be considered shall be mailed to each member at the last recorded address at least thirty days in advance of each meeting.

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 member or delegate the right to voice an opinion. Voting determines the will of the assembly. A parliamentary structure conducts business through motions, which cause actions. 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 members qualified to vote must be present in person to constitute a quorum at any meeting of the association. All members in good standing with dues paid at the time of the meeting may vote.

ARTICLE V: STAFF POSITIONS

SECTION 1. Staff Positions. In order to develop 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 IWCA. 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 IWCA 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 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.

ARTICLE VI: BOARD OF DIRECTORS

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

In addition, the president may appoint advisory representation by associate, corresponding, or honorary members based upon criteria determined by the board of directors. Advisory board members appointed by the president shall be approved by the board of directors and shall serve without 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, franchisee, or franchisor member firm of the association. Advisory board members are exempted from the above eligibility requirement as outlined in these Bylaws. 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 eligible professional members at least forty-five days prior to the annual meeting of the association. The president of the association shall appoint a teller who shall tabulate the election results at least twenty days prior to the annual meeting of 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 annual meeting at which they are installed and serve until their successors shall be duly elected and qualified.

The terms of advisory representatives of the board of directors shall be for one year.

SECTION 6. Meetings. The Board shall have a regular meeting at the time and place of the annual meeting and the board shall meet at least two other 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 member of the board 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 and the annual 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 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 VII: 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 officer of the association, one must be the official representative, or an employee approved by the official representative, of a professional member firm or franchisee member firm of the association, 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 membership by ballot sent to each eligible professional member firm of the association. The ballot shall contain a slate and shall be sent to each voting member at least forty-five days prior to the annual meeting of the association. 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 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 and shall make disbursements as authorized by the board and/or the executive committee. Shall keep a book of minutes at the principal office of all meetings of members and directors. The duties of the secretary/treasurer under authority of the board of directors may be assigned in whole or in part to the paid 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 VIII: EXECUTIVE COMMITTEE

SECTION 1. Committee Composition. There shall be an executive 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. Authority. The executive committee may exercise the powers of the board of directors when the board is not in session, except as limited by law or these Bylaws. Any official action of the Executive Committee, shall be reported at the following board of directors meeting.

SECTION 3. Meetings. Meetings may be called by the president or by three members of the executive committee.

SECTION 4. Quorum. A majority of the voting members must be present at a meeting of the executive committee to constitute a quorum.

SECTION 5. Vacancies. Any vacancy that may occur on the executive committee may be filled for the unexpired term by appointment of the president, and approval by a majority of the board of directors.

SECTION 6. Voting. Except where otherwise specified in the Bylaws, any action must be approved by a majority vote in accordance with Section 4.

ARTICLE IX: FINANCE COMMITTEE

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

SECTION 2. Duties. The committee has the responsibility for long range fiscal planning for IWCA to include budget development, reviewing committee requests for funds, and assessing profitability of programs and activities.

ARTICLE X: NOMINATING COMMITTEE

SECTION 1. Committee Composition. A nominating committee shall be appointed by the president, with approval of a majority of the board of directors. The committee shall be comprised of the president-elect who shall serve as chairman, two members of the current board of directors, and two representatives of members at large.

SECTION 2. Duties. Members of the nominating committee shall agree to not accept nomination as an officer or director. The nominating committee will present candidates for nomination to the board no later than thirty (30) days prior to the election. The candidates shall be ratified by the board of directors.

SECTION 3. Nominees. Nominees shall not include candidates from companies, their associates, licensees, franchisees, or affiliated entities on the nominating committee.

ARTICLE XI: 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 members and the authority and responsibility thereof shall be determined by the board of directors

ARTICLE XII: OFFICIAL PUBLICATION

SECTION 1. An official publication of the association shall be established by the board of directors upon such terms as the board directs.

ARTICLE XIII: 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 XIV: 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 membership, the secretary shall notify the membership 30 days prior to the vote on the proposed change.

Amended Date: March 2018