

## **BY-LAWS of**

### **WATERPROOFING CONTRACTORS ASSOCIATION, INC.**

*(Approved February 4, 1971; revisions and amendments noted at end of document)*

#### **ARTICLE I**

##### **Title**

1. The name of this association shall be the Waterproofing Contractors Association, Inc. incorporated in the State of North Carolina February 4, 1971.

#### **ARTICLE II**

##### **Objectives**

1. The objectives of this Association are as follows: (A) to encourage mutual improvement, social intercourse and good will among its members; (B) to elevate and sustain the professional character and education of its members; (C) to publish reports and treatises for the education of its members; (1)) to represent, have cognizance of, and safeguard the common interests of its members and the public in keeping with the moral and ethical standards that would at all times reflect favorably upon the members as individuals and as part of the association; (E) to collect and disseminate information that will increase the efficiency of all phases of waterproofing and construction, promote good will between the various phases of construction and obtain a more thorough understanding of various problems confronting the waterproofing and construction industry, and make all possible efforts to solve these problems satisfactorily; (F) to do and perform such matters and things as are allowed by law and may be reasonably necessary or convenient to attain the object and ends for which it was organized as hereinbefore set forth.

#### **ARTICLE III**

##### **Membership**

1. The membership of this Association shall consist of three classes: Active, Associate, and Contributing.

2. (A) ACTIVE: Any firm which has complied with the laws of the State of North Carolina regulating such firm shall be eligible to apply for membership or renewal of membership, the person signing such application on behalf of the member firm shall designate in writing the persons who shall be the delegates and an alternate delegate of the firm at all meetings of the Association; only those persons who are designated delegates or alternate delegate shall be eligible to hold office in the Association.

(B) ASSOCIATE: Any individual or firm providing any merchandise or supplies or services to the membership shall be eligible to apply for associate membership in the Association. Associate members may attend meetings, but shall not hold office.

(C) CONTRIBUTING: Any person or firm, with the approval and acceptance of the Board of Directors, may become a contributing member by paying, in addition to the annual dues, such sum as may be fixed by the Board of Directors. Such contributions shall not entitle said contributor to any additional rights or privileges by reason of contribution except for attendance at meetings and such other rights and privileges as may be determined and established by the Board of Directors.

3. Application for membership in the Association shall be on forms provided by the Secretary, and the applicant shall submit the completed form to the Executive Secretary of the Association. The application shall be endorsed by two members of the Association. To receive approval of the Board of Directors the applicant must receive a vote of two-thirds majority of the Board of Directors. If applicant is

so approved, membership shall begin at the start of the next calendar quarter following such approval.

4. The sale or transfer of a controlling interest in a membership firm shall not terminate the membership of said firm. The new owner or owners holding the controlling interest in said firm shall as soon as possible after acquiring said controlling interest designate in writing the persons who shall be the authorized delegates and an alternate delegate of the firm. An officer or member of the Board of Directors of the Association shall not be divested of office by the sale or transfer of a controlling interest in the membership firm by which he or she is employed. The officer or Board member is named as a delegate by the new owner or owners holding the controlling interest in said firm.

## **ARTICLE IV**

### **Dues**

1. The annual dues for active members shall be determined by the Board of Directors on or before the first day of January each year.

2. The annual dues for Associate members shall be as determined by the Board of Directors.

3. Any member in arrears for dues shall not be in good standing and not eligible to vote or hold office.

4. For 1971 and subsequent years, dues shall be remitted on a calendar year basis and if not paid on or before March 15 of each year, the member shall be dropped from membership. Such members can be reinstated immediately upon payment of current dues on or before April 15 with a penalty fee to be attached at the discretion of the Board of Directors. After April 15, a new application for membership will be required.

5. For new members applying after the 15th of March, their dues shall be payable based upon the number of quarters remaining in the then current year, allowing a pro rata deduction for quarters elapsed since the first of the year. For convenience of the membership committee, the Board of Directors and the Secretary Treasurer, the determination shall be made as of the date of application for membership. The provisions of this paragraph shall not apply to past members or to suspended members.

6. Membership certificates, emblems and or plaques shall be issued to the members in such forms as may be approved from time to time by the Board of Directors and shall indicate the class of membership. Upon the withdrawal, revocation suspension or termination of any membership, the member thereby affected shall surrender any certificate emblem and/or plaque evidencing his membership to the Secretary of the Association.

## **ARTICLE V**

### **Officers**

1. The officers of this Association shall be a President, Vice-President, Secretary and Treasurer.

2. The same person may hold the offices of Secretary and Treasurer.

3. The officers of the Association shall perform the duties usually performed by such officers, together with such duties as shall be prescribed in the By-Laws of the Association, or by the Board of Directors.

4. The terms of all officers elected at any Annual Convention shall commence at the adjournment of such convention, and shall continue to hold office until their successor has been fully elected and qualified or until removal, death or disqualification.

## **ARTICLE VI**

### **Duties of Officers**

1. The President shall be chairman of the Board of Directors and an exofficio member of all committees, except the Committee of Nomination. The President shall preside at all meetings of the Association and the Board of Directors, but shall not vote except in the event of a tie. The President shall have the power, with the consent of the Board of Directors, to call special meetings of this Association; in addition, he shall perform all such duties as established customs and procedures required.

2. In the absence of the President, the Vice-President shall assume the duties as are assigned to him by the Board of Directors. In the event of a vacancy occurring in the office of president, the Vice-President shall serve as president until adjournment of the next Annual Convention or until his successor is elected. (In the event the offices of the President and Vice-President are vacant, the Board of Directors shall appoint one of its members to act in a presidential capacity until a permanent president is elected).

3. The Secretary shall keep minutes of all meetings of the Association and Board of Directors. He shall preserve all papers, letters and transactions of the Association, and shall have custody of the corporate seal. He shall deliver to his successor within one month after the Annual Convention all Association property in his possession. The Executive Secretary shall assume such duties in connection with the work of Secretary as shall be specified by the Board of Directors.

4. The Treasurer shall collect, receive and have charge of all funds of the Association; he shall have deposited such funds in a bank designated by the Board of Directors and shall provide for the expenditure of such funds. He shall report to the Board of Directors the financial standing of the Association at each Annual Convention. He shall give a bond, subject to the approval of the Board of Directors and his accounts shall be audited annually by a certified public accountant, approved by the Board of Directors. The Executive Secretary shall assume such duties in connection with the work of the Treasurer as shall be specified by the Board of Directors and the Board of Directors may require the Executive Secretary to give a bond in lieu of that required of the Treasurer by these By-Laws. The retiring Treasurer shall, within one month after the adjournment of the Annual Convention, deliver to the Treasurer all money, vouchers, books and papers of the Association in his custody, with a supplemental report covering all transactions from April 1 to the close of the Annual Convention.

5. All officers, except the Secretary-Treasurer, shall, on expiration of their terms, surrender all property in their possession belonging to their respective offices to the newly elected President.

## **ARTICLE VII**

### **Board of Directors**

1. There shall be a Board of Directors of the Association. The Board shall consist of the President, the Vice-President, the Secretary-Treasurer of the Association and three directors who shall be elected as hereinafter provided, together with the immediate past president of the Association.

2. A regular meeting of the Board of Directors shall be held immediately prior to each Annual Convention of the Association at the place where such convention is held. Meetings of the Board shall be held as often as deemed necessary during the year at locations determined by the President.

3. Meetings of the Board of Directors may be called by the President on five (5) days notice to each director, either personally or by mail or telegraph, and shall be called by the President in like manner on like notice on the written request of not less than forty percent of members of the Board. Meetings shall be held at such time and place as may be specified in the notice thereof.

4. In the intervals between meetings of the Board of Directors, the President may refer and submit, by mail or telegraph to the Board of Directors definite questions relating to the affairs of the Association, which, in the opinion of the President, require immediate action on the part of the Board. The results of such a referendum, which required a majority vote of the personnel of the Board of Directors, Shall control the action of the Association and of its Board of Directors, officers, committees, agents and employees.

4

## **ARTICLE VIII**

### **Duties of the Board of Directors**

1. The Board of Directors shall:

(A) Transact the general business of the Association in the interim between Annual Conventions.

(B) Establish major administrative policies governing the affairs of the Association and devise and mature measures for the Associations growth and development.

(C) Provide for the proper care of materials, equipment and funds of the Association, for the payment of legitimate expenses, and for the annual auditing of all books of account by a certified public accountant.

(D) Verify referendum votes of the Board of Directors.

(E) It shall be the duty of the Board of Directors to select and employ the Executive Secretary of the Association and to provide for the operation of the executive office, including employment of the staff.

(F) Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board whether done before or after the action is taken.

(G) To censure or suspend any member whose personal conduct is, in the opinion of the majority of the members of the Board of Directors, reflecting poorly on the Association.

2. Any member of the Board of Directors who is present at a meeting of the Board of Directors at which action in any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered into the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE IX**

### **Standing Committees**

1. Standing Committees, except the Committee on Nominations, shall assume such duties as are specified in these By-Laws and other such duties as may be assigned by the Board of Directors.

2. The following standing committees shall be appointed by the President immediately following each Annual Convention to serve until the next Annual Convention and until their respective successors are appointed:

- (a) Legislative Committee
- (b) Resolutions Committee
- (c) Annual Convention Committee
- (d) Education Committee
- (e) Grievance Committee

3. The Legislative Committee shall consist of as many members as appointed by the President. Its duties shall be to recommend legislation and the necessary rules and regulations for the advancement, welfare and protection of the Association members.

4. The Resolutions Committee shall consist of three members appointed by the President. Its duties shall be to receive all proposed resolutions and, after careful study, submit same to the Board of Directors with the recommendations of said committee.

5. The Annual Convention Committee shall consist of as many members as appointed by the President, Its duties shall be to arrange the program for the convention and distribute publicity on same. Further, this committee shall be charged with the duty of providing assistance to the President during the convention in order to assure that only duly registered persons are permitted to attend business sessions or visit the exhibit hall during the Convention. This Committee shall set a registration fee for each non-member and non-exhibitor attending the convention, except guests and such registration shall entitle that person to attend the business sessions and visit the exhibit hail, but not vote or make statements.

6. The Education Committee shall consist of three members as appointed by the President. Its duties shall be:

(a) To seek, recommend and secure speakers and programs, when requested, for, and have meetings on topics for the enlightenment of members in various fields.

(b) To create and devise ways and means to impart information on caulking and waterproofing.

## **ARTICLE X**

### **Nominations**

1. Sixty days prior to the Annual Convention, the President shall appoint three members to serve as the Nominating Committee. The committee shall make nominations, without prejudice to other nominations for President, Vice-President or Secretary-Treasurer, to be offered at the time of elections during the Annual Convention, the committee shall furnish to the members of the Board of Directors, and to any member after being requested to do so, a list of the committees nominations 30 days prior to the Annual Convention.

## **ARTICLE XI**

### **Elections**

1. A President, Vice-President, Secretary-Treasurer shall be elected at each Annual Convention to serve for one year or until his death, resignation, retirement, removal, disqualification or until his successor shall have been elected and qualified.

2. All ballots shall be cast by duly authorized delegates as defined in Article III, 2(a).

3. Each authorized delegate as defined in Article III, 2(a) shall be entitled to one (1) vote on all questions and for each office.

4. A delegate as defined in Article III, 2(a) may designate a proxy to cast his vote, but such a designation must be in writing and filed with the Secretary before such vote may be cast; provided further, that the person designated as proxy must himself be a delegate, as defined in Article III, (a) of any member firm.

5. The officer and the members of the Board of Directors shall be elected at the Annual Convention for a term of one (1) year or until his death, resignation, retirement, removal, disqualification or until his successor shall have been elected and qualified.

## **ARTICLE XII**

### **Conventions or Special Meetings**

1. The Association shall meet in Annual Convention at least once each year at such time and place as determined by a majority vote of the members present at the convention selecting said time and place.

2. In the event there is not a determination pursuant to Section 1 herein, the time and place of each Annual Meeting shall be determined by the Board of Directors at least three month in advance of such convention.

3. Special meeting of the membership may be called by the President, Board of Directors, or by members having twenty-five (25) percent of the votes to be cast at such a meeting.

4. Notice of the annual meeting and any special meeting of the Association shall be mailed to each member entitled to vote at such meeting not less than fifteen (15) or more than fifty (50) days before the date of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called.

## **ARTICLE XIII**

### **Quorum**

1. A majority of the delegates entitled to vote, represented in person or by proxy shall constitute a quorum at the meeting of the Association, except that at an Annual Meeting, the number of delegates there represented either in person or by proxy, even though less than a majority, shall constitute a quorum for the purpose of such meeting.

(A) The delegates present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough delegates to leave less than a quorum.

(B) In the absence of a quorum at the opening of any meeting of delegates, such meeting may be adjourned from time to time by a vote of the majority of the delegates on the motion to adjourn; and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

2. A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board, provided that the members of the Board of Directors shall have the power given to the delegates in Section 1 of Article.

## **ARTICLE XIV**

### **Fiscal Year**

I. The Fiscal Year of the Association shall be as determined by the Board of Directors.

## ARTICLE XV

### Parliamentary Authority

1. The rules contained in Roberts Rules of Order Revised shall govern meetings of the Association in all cases to which they are applicable, and in which they are not consistent with these By-Laws.

## ARTICLE XVI

### Code of Ethics

1. Any members, active, associate or contributing, whose personal conduct at any time should be such that it would reflect poorly on the Association shall be subject to censure or suspension, provided that any suspension or expulsion shall be two-thirds (2/3) votes of the directors entitled to vote thereon.

## ARTICLE XVII

### Dissolution

1. If, at any time, this Association should be dissolved, either by legal action or by duly adopted resolution of the Board of Directors and members, then, and in that event, all surplus assets shall be transferred according to resolution adopted by the Board of Directors and no members of this Association shall have any distributive rights in said assets.

## ARTICLE XVIII

### Amendments

1. These By-Laws may be amended at any Annual Convention or meeting if the proposed amendments shall receive at least sixty (60) percent of the votes entitled to be cast by members present or represented by proxy at such meetings.

2. Any proposed amendment to the By-Laws shall be submitted to the Secretary at least thirty (30) days before any Annual Convention or meeting. The Secretary shall transmit the proposed amendments to the Board of Directors and the said Board shall make a recommendation to the members of the Association.

**\* The following amendments were discussed and recommended by the appointed By-Laws Committee at their meeting of January 9, 1976 and unanimously approved at that time.**

Article III: Membership (Paragraph 2(B))

“Associate: Associate members shall designate in writing the persons who shall be delegates and an alternate delegate of the firm at the meetings of the Association; only those persons who are designated delegates or alternate delegate shall be eligible to hold office or vote in the Association. Associate office holders shall be limited to two (2) out of the four (4) offices.”

Article IV: Dues (Paragraph 2)

“The annual dues for active and associate members shall be \$75.00 per year and shall be reviewed yearly for changes by the Board of Directors.”

Article V: Officers (Paragraph 2)

“The same person may not hold the offices of Secretary and Treasurer.”

Revised September 1996

**\* The following amendments (in bold) were discussed and recommended by the appointed By-Laws Committee at the Board meeting of January 12, 2006 and unanimously approved at that time.**

Article VI: Duties of Officers

4. The Treasurer **or Executive Secretary as approved by the Board of Directors** shall collect, receive and have charge of all funds of the Association; he shall have deposited such funds in a bank designated by the Board of Directors and shall provide for the expenditure of such funds. He shall report to the Board of Directors the financial standing of the Association at each Annual Convention. He shall give a bond, subject to the approval of the Board of Directors and his accounts shall be reviewed annually **by an Audit Committee, approved by the Board of Directors.** The Executive Secretary shall assume such duties in connection with the work of the Treasurer as shall be specified by the Board of Directors and the Board of Directors may require the Executive Secretary to give a bond in lieu of that required of the Treasurer by these By-Laws. The retiring Treasurer shall, within one month after the adjournment of the Annual Convention, deliver to the Treasurer all money, vouchers, books and papers of the Association in his custody, with a supplemental report covering all transactions from April 1 to the close of the Annual Convention.

Article VII: Board of Directors

3. Meetings of the Board of Directors may be called by the President on five (5) days notice to each director, either personally or by mail **or electronic mail**, and shall be called by the President in like manner on like notice on the written request of not less than forty percent of members of the Board. Meetings shall be held at such time and place as may be specified in the notice thereof

4. In the intervals between meetings of the Board of Directors, the President may refer and submit, by mail **or electronic mail** to the Board of Directors definite questions relating to the affairs of the Association, which, in the opinion of the President, require immediate action on the part of the Board. The results of such a referendum, which required a majority vote of the personnel of the Board of Directors, Shall control the action of the Association and of its Board of Directors, officers, committees, agents and employees.

Revised March 2006