

WESTERN CANVAS PRODUCTS ASSOCIATION

BYLAWS

ARTICLE I NAME & TERRITORY

SECTION 1 - The name of the Association shall be “Western Canvas Products Association” (abbreviated as WCPA).

SECTION 2 - The territorial limits of this Association are:

- | | |
|---------------|---------------|
| a. Alaska | g. Montana |
| b. Arizona | h. Nevada |
| c. California | i. Oregon |
| d. Colorado | j. Utah |
| e. Hawaii | k. Washington |
| f. Idaho | l. Wyoming |

SECTION 3 - The principle place of transacting the business of the Association will be within the territorial limits of the Association as determined by the Board of Directors. The Association may have more than one (1) specific place for transacting Association business as deemed necessary by the Board of Directors.

ARTICLE II DEFINITIONS

SECTION 1 - In these bylaws the term “Association” or “WCPA” refers to the Western Canvas Products Association.

SECTION 2 - In these bylaws the term “Board” refers to the Board of Directors of the Association.

ARTICLE III MISSION STATEMENT AND OBJECTIVES

SECTION 1 - The mission of the WCPA shall be to promote and adopt the highest ethical, business and professional standards within the canvas and industrial fabrics industry and to work for the betterment of the industry with governmental entities, related professional organizations and consumers.

SECTION 2 - The objectives of the Association are

1. To increase awareness and use of the Association’s products and services.
2. To disseminate information on industry, market, governmental, and technical issues.
3. To build and strengthen relationships with all organizations whose activities affect the industry.
4. To advance the professional competence of members.
5. To monitor and influence governmental policies affecting the industry.
6. To foster ethical business practices throughout the industry.
7. To participate in the development and promotion of industry technology, test methods, procedures, product standards and technology.
8. To promote and retain membership from all segments of the industry.
9. To develop and maintain an organizational structure which represents and serves its members.
10. To utilize Association resources for the continuing development of programs which address the expectations of all its members.

ARTICLE IV MEMBERSHIP

SECTION 1 - Membership Classification. There shall be six (6) membership classifications in the Association: Fabricator, Supplier, Associate, Student, Affiliate, and Honored Life Member. Membership dues and benefits for each classification are determined by the Board of Directors unless otherwise specified in the bylaws.

SECTION 1.1 - Fabricator Member. Any company or organization with a physical office located within the territorial boundaries of the Association who is primarily engaged in the manufacture, sales and/or rental of products and/or services associated with the canvas and industrial fabrics manufacturing industry at the retail level shall be eligible for membership as a Fabricator member providing their obligations to provide an application for membership and payment of the annual

dues have been met. Fabricator Members are entitled to one (1) vote per member company and are entitled to be elected or appointed to office within the Association. Membership will be in the name of the company or organization.

SECTION 1.2 - Supplier Member. Any company or organization who is primarily engaged in the manufacturing of raw materials or distribution of products and/or services associated with the canvas and industrial textile industry at the wholesale level shall be eligible to become a supplier member providing their obligations to provide an application for membership and payment of the annual dues have been met. Supplier Members are entitled to one (1) vote per member company and are entitled to be elected or appointed to office within the Association. Membership will be in the name of the company or organization.

SECTION 1.3 - Associate Member. Any company or organization that would qualify to become a Fabricator Member but does not meet the territorial boundary test, can become an Associate Member providing their obligation to provide an application for membership and the payment of the annual dues has been met. Associate Members are not entitled to vote or hold office within the Association. Membership is in the name of the company or organization.

SECTION 1.4 - Student Member. Currently active students of recognized colleges, universities and technical schools are eligible for Student membership. Student members are not entitled to vote or hold office within the Association.

SECTION 1.5 - Affiliate Member. IFAI, IFAI divisions, IFAI zone organizations, other professional associations, publications, colleges, specifiers and government agencies are eligible for Affiliate membership. Affiliate members are not entitled to vote or hold office within the Association.

SECTION 1.6 - Honored Life Member. Any individual, by approval of the Board of Directors, can be granted the designation of “Honored Life Member” in the Association. The honor is bestowed on the individual for meeting one or more of the following qualifications:

- a) For meritorious or outstanding work accomplished for the industry as a member of the Association.
- b) For exceptional accomplishments or extraordinary achievement while serving on the Board of Directors of this Association.
- c) For having been actively engaged in the canvas and industrial fabrics manufacturing industry for at least ten (10) years.

An “Honored Life Member” shall no longer be required to pay dues and shall be awarded the rights of benefits of an Associate Member.

At all the meetings of the Association, every possible courtesy and honor shall be extended to such “Honored Life Members.”

SECTION 2 - Application for Membership. ~~All applicants who apply for membership to a particular Region (their “home” region) at the same time become a member of the WCPA at large.~~ All applications for Fabricator, Supplier, Associate, Student, and Affiliate membership shall be in writing on forms furnished by the Association, containing information set forth thereon by the Board of Directors. The application must be accompanied by one (1) year’s dues payment. Thereafter membership is renewed annually at the beginning of the Association’s business year.

SECTION 3 - There shall be no limit on the number of members of any classification the Association shall admit.

SECTION 4 - A member of the Association shall not, solely because of such membership, be personally liable for debts, obligations or liabilities of the Association.

SECTION 5 - Membership in the Association or any rights of membership may not be transferred for value or otherwise.

SECTION 6 - Voting. Only the designated representative of a Fabricator or Supplier member in good standing is eligible to serve on the Board or to vote on Association matters.

SECTION 7 - Dues. The annual dues of members shall be determined by the Board of Directors by a two thirds (2/3) vote of the Board. Annual dues for the current year must be paid in full to entitle a member to be considered “in good standing” and therefore eligible for membership benefits and all other rights and privileges.

SECTION 8 - Duration of Membership and Resignation. Membership in the Association may be terminated by voluntary withdrawal upon receipt by the Association of written notice. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal. The right of the member to vote and all other rights and privileges shall cease with the termination of the membership.

SECTION 9 - Suspension and Expulsion. Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the bylaws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial or harmful to the interests of the Association, its members, or the industry.

Suspension or expulsion shall be by a two thirds (2/3) vote of the entire Board of Directors, provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before the 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 the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1 -

The government, management and control of the Association and its affairs shall be vested in a Board of Directors.

SECTION 2 -

The Board of directors of the Association shall consist of the following:

- a) President
- b) Vice President
- c) Treasurer
- d) Secretary
- e) Membership Director
- f) ~~One (1) Director from each Region~~ Three (3) at large Directors
- g) ~~Two (2) Supplier Directors~~
- h g) Immediate Past President

The term of office for each of these positions is two (2) years. Directors shall not serve more than five (5) consecutive 2 year terms. Directors are not eligible for re-election after serving five (5) consecutive 2 year terms until a minimum of three (3) years has passed. ~~Directors serving at the adoption of this section who would otherwise be term limited out of their current position shall be allowed to serve out the remainder of their current term.~~

~~Half of the positions are elected every odd year and half of the positions are elected every even year as follows: President, Membership Director, Treasurer, 1st Supplier Director, Central West Region Director and South East Region Director elected in even years with term to commence in odd years; Vice President, Secretary, 2nd Supplier Director, North West Region Director, North East Region Director and South West Region Director elected in odd years with term to commence in even years.~~

Elections shall be held every even year. All directors serving at the adoption of this section whose term extends beyond the end of the

current year shall have their term reduced to the end of the current year, but may stand for re-election.

Officers and Directors assume their official duties on January 1 following their election. Officers and Directors will be nominated from the Fabricator and Supplier members in good standing within WCPA.

The outgoing President serves as an advisor to the Board of Directors as the Immediate Past President until such time as his successor completes his term of office. The Immediate Past President is exempt from the term limits above and also fulfills other duties as specified in these By-Laws.

SECTION 3 - In the event either an officer or director would sever employment with the company in whose name is the Association membership, the officer or director may be given six (6) months from the date of the severance to find employment with another Association member company within the same membership category at the discretion of the Board. This period may be extended up to an additional six (6) months. If new employment is not found within the given period, the officer or director must resign from the Board of Directors.

SECTION 4 - The Board of directors shall suspend or expel members for cause, as hereinbefore provided. They shall have the right to make rules for government of the Association and its members, control and conduct the annual meetings and/or conventions of the Association, to have charge of all the property and assets of the Association, to levy assessments and to carry out all of the objectives and purposes of the Association as set forth in these bylaws.

SECTION 5 - All contracts or obligations binding the Association, except those for the ordinary accruing expenditures of running the Association, shall be duly authorized only by specific resolution of the Board and duly executed by the President.

SECTION 6 - Meetings of the Board. ~~Six (6)~~ **Five (5)** members of the Board (three (3) being ~~executive members~~ officers) shall constitute a quorum at all meetings of the Board.

Regular Meetings. There shall be ~~four (4)~~ **three (3)** regular meetings of the Board of Directors - namely one (1) to be immediately before or after the Association's annual meeting and ~~three (3)~~ **two (2)** on such dates and locations as the President shall designate.

Special meetings of the Board of Directors may be called by the President or upon written request of ~~five (5)~~ four (4) members of the Board or at the written request of fifteen (15) fabricator and/or supplier members of the Association. A special meeting of the Board of Directors may also be called by the Immediate Past President in the event the office of President and Vice President becomes vacant.

SECTION 7 - Attendance. Directors are required to attend all meetings of the association and all Board of Directors meetings. Failure to attend three (3) consecutive meetings may result in immediate removal from the Board of Directors.

SECTION 8 - Vacancies. When vacancies occur, the President shall nominate Fabricator or Supplier members to fill their unexpired term and the Board of Directors shall ratify the nominations by a simple majority vote. In the event the office of President becomes vacant, the Vice President shall assume all the duties of the President.

ARTICLE VI OFFICERS

SECTION 1 - The officers of the Association shall consist of a President, Vice President, Treasurer, Secretary, and a Membership Director, who shall be elected for a two (2) year term and shall hold office until their respective successors are duly elected and qualified. The officers begin their term on January 1 following their election. ~~An individual may serve a maximum of two consecutive terms in any single office. Officers serving at the adoption of this section, who would otherwise be term limited out of their current position, shall be allowed to serve the remainder of their current term.~~

SECTION 2 - President. The President shall be the principal executive officer of the Association, shall preside at meetings of the Association and of the Board of Directors and shall be a member, ex officio, of all standing and special committees. The President has authority to approve requests for expenditures within budget limitations.

SECTION 3 - Vice President. The Vice President shall perform the duties of President in the event of the President's temporary disability or absence, resignation or death.

SECTION 4 - Treasurer. The Treasurer shall keep an account of all moneys received and expended for the use of the Association, and shall make a report of the financial condition of the Association when called upon by the President at the annual meeting and at Board meetings. The Treasurer is responsible for insuring the membership is accurately and timely

billed for its annual dues, depositing in the bank all moneys received, and paying all approved Association bills in a timely manner. The Treasurer shall chair the Finance committee. The Treasurer is responsible for the preparation and filing of all required Federal and State Tax Returns **and other legal filings as required by law.**

SECTION 5 - Secretary. The Secretary has the responsibility for taking, retaining and publishing the minutes of each Association meeting and Board of Directors meetings. ~~The Secretary is responsible for filing the Statement by Domestic Nonprofit Corporation with the California Secretary of State as required by law.~~

SECTION 6 - Membership Director. The Membership Director's responsibility is to plan, organize and direct the recruitment of new members as well as retaining current members in coordination with the regional membership directors. The Membership Director chairs the Membership Committee.

ARTICLE VII COMMITTEES

SECTION 1 - Standing Committees. There shall be ~~seven (7)~~ **five (5)** Standing Committees (Executive, ~~Finance,~~ **Finance,** Membership, Leadership Development, ~~Publications~~ **Communications,** and Conventions Committees. Unless otherwise stated in this Article, membership on any committee is open to any member of the Association in good standing.

SECTION 2 - Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, Membership Director, ~~and two (2) Directors elected by the Board.~~ The Executive Committee shall act for the Board when it is not in session, reporting their actions to the Board at the next Board Meeting. Three (3) members ~~(two (2) of which must be officers)~~ shall constitute a quorum for the transaction of business. Meetings may be called by the President or three (3) members of the Executive Committee.

~~SECTION 3 - Finance Committee. The Finance Committee is chaired by the Treasurer with two (2) members of the Board appointed by the President. The Finance Committee shall submit for the Board's approval an annual budget of estimated income and expenses for the succeeding fiscal year according to a schedule adopted by the Board. The Finance Committee shall make recommendations to the Board on Association financial matters.~~

SECTION 4 3 - Membership Committee. The Membership Committee consists of the Membership Director and at least two (2) other members of the Board appointed by the President. The Membership Committee's responsibility is to recruit new members as well as retain current members in coordination with the regional membership directors.

SECTION 5 4 - Leadership Development Committee. The Leadership Development Committee is chaired by the Immediate Past President of the Association along with ~~one (1) fabricator board member and one (1) supplier~~ **two (2) board members.** In the event the Immediate Past President is unable to chair this committee, the President will appoint a chairperson from the membership. The Leadership Development Committee shall submit a written report to the President no later than September 15th of each **even** year with the names of their recommended candidates for election to each of the available positions for the next election.

SECTION 6 5 - Publications **Communications** Committee. The **Publications **Communications**** Committee is chaired by a Board member appointed by the President. The **Publications **Communications**** Committee reviews and updates the Association's **Publications **Communications**** Plan which includes oversight of the WCPA newsletter **and web-site,** ~~its regular publications budget, editorship, etc.~~ with the goal of improving the Associations publications **and communications to its members.**

SECTION 7 6 - Conventions Committee. The Conventions Committee is chaired by a Board member appointed by the President. The Conventions Committee plans, organizes and directs the Association's annual conventions.

SECTION 8 7 - Special Committees and Task Groups. The President shall appoint special committees and task groups to accomplish specific objectives or series of objectives. Each of the committees shall be re-appointed or dissolved by the President on an annual basis or when the task is completed.

ARTICLE VIII — REGIONAL ORGANIZATION

SECTION 1 — Name & Territory. ~~Due to its large territorial limits, the Association is organized into the following five geographical regions:-~~
~~1. Northwest (NW): Oregon, Washington and Alaska;-~~
~~2. Central West (CW): California north of Visalia, Nevada north of Minden;~~

3. ~~Southwest (SW): California south of Visalia, Nevada south of Minden, Hawaii;~~
4. ~~Southeast (SE): Arizona, Utah;~~
5. ~~Northeast (NE): Colorado, Wyoming, Montana, Idaho.~~

SECTION 2 ~~WCPA Board Representation. Each region shall be represented by a Director residing within the region. In the event that the Leadership Development Committee is unable to identify an individual residing within the region who is willing to stand for election, they may select someone residing in another region, who is otherwise qualified to serve, to stand for election. It shall be the responsibility of the duly elected Regional director to monitor the following:~~

- a. ~~Each region shall strive to maintain a minimum of 6 members in good standing within its geographic boundaries;~~
- b. ~~Each region shall strive to hold a minimum of one meeting each year promoting the objectives of the WCPA;~~
- c. ~~All regions must maintain the name of the WCPA in their name (i.e. Northwest Region of the Western Canvas Products Association).~~

SECTION 3 ~~Meetings. Each region will strive to hold a minimum of one (1) meeting a year within its boundaries for the purpose of promoting the Association and its objectives. Meeting dates, times and locations should be submitted to the President no later than sixty (60) days prior to the event so that notifications can be made to the general membership.~~

ARTICLE ~~IX~~ VIII ELECTIONS

SECTION 1 - Announcement of Candidates. Within ~~fourteen (14)~~ **seven (7)** days after the Leadership Development Committee has submitted its report, the President will submit a written report to the membership listing the Leadership Development Committee's recommended candidates for the next scheduled election.

SECTION 2 - Independent Nominations. Independent nominations for any open position may be placed on the election ballot providing the candidate meets all the following requirements:

1. The candidate informs the Leadership Development Committee Chairperson, by ~~fax e-mail~~ or mail, ~~within the forty five (45)~~ **no later than thirty (30)** days after the report has been issued and before the ballot ~~is~~ **has been** mailed;
2. The candidate qualifies for the sought position under the definition found in the Association bylaws; and

3. The written announcement by a candidate is accompanied by a petition or written letters of support by five (5) members in good standing from the fabricator and/or supplier membership categories.

SECTION 3 - Uncontested Elections. If the Leadership Development Committee has proposed only one candidate for each open position and no independent nominations are received within the ~~forty-five (45)~~ **thirty (30)** day time period, the president is instructed to cast a unanimous vote on behalf of the membership for the candidates proposed by the Leadership development Committee.

SECTION 4 - Contested Elections. If, either through the actions of the Leadership Development Committee or through the independent nominating process, there is more than one candidate for one or more available positions, their name(s) will be placed on a mail ballot and sent to the eligible voting members of the Association within ~~ten (10)~~ **seven (7)** days after the expiration of the deadline for independent nominations to be received by the president. Ballots must be returned no later than thirty (30) days from the date they were issued by mail, ~~fax,~~ or e-mail.

SECTION 5 - Election Result Announcement. The election results are officially announced **on the Association's web-site and in the next newsletter immediately following the election and are introduced** at the next annual meeting of the Association.

ARTICLE ~~X~~ IX MEETINGS

SECTION 1 - Annual Meeting. The annual meeting of the Association shall be held between the dates of February ~~15~~ **1st** and April 15th. All members shall be given at least thirty (30) days written notice of the time and place of such meeting.

SECTION 2 - Special Meeting. Special meetings of the Association may be called by a vote of the Board of Directors at any time and place upon thirty (30) days written notice to members. The call for special meetings shall specify the business to be transacted at such meeting and no other business may be transacted.

SECTION 3 - Proxies shall not be recognized at the meetings of the Association.

SECTION 4 - The parliamentary procedure followed by the Association shall be in according to Robert's Rules of Order.

ARTICLE ~~XI~~ X AMENDMENTS

SECTION 1 - Any proposed amendments to these bylaws must be submitted to the Board of Directors for approval. Upon approval by the Board of Directors, all amendments shall be submitted to the membership for approval by written ballot.

SECTION 2 - A ballot shall be sent to all eligible members in good standing along with written notice of the proposed amendment. Members shall have ~~sixty (60)~~ **thirty (30)** days from the date the ballot and proposed amendment is deposited in the mail in which to return the ballot by mail, **or** e-mail ~~or fax~~. Any amendment to these bylaws must be adopted by a two thirds (2/3) affirmative vote of those ballots received.