

BYLAWS

WALLCOVERING INSTALLERS ASSOCIATION

(A Non-Profit Corporation)

Incorporated under the Non-Profit Corporation Law
of the Commonwealth of Pennsylvania as the National Guild of Professional
Paperhangers in 1983 with the organization's name changed to Wallcovering Installers
Association effective August 2014.

*(Effective July 1983; Amended in July 1994, July 1995, October 1996, July 1997, November 1998,
October 2000, April 2001, July 2002, December 2012, August 2014)*

ARTICLE I. - CHARTER, OFFICES, SEAL

SECTION 1. The registered office of the Corporation shall be within the Commonwealth of Pennsylvania at such location as the National Board shall from time to time determine.

SECTION 2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

SECTION 3. The Corporation seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

ARTICLE II. - PURPOSES

SECTION 1. The purposes of the WIA shall be to:

- (a) Promote the widespread use of wallcoverings.
- (b) Upgrade the quality of wallcoverings.
- (c) Upgrade the skills of professional paperhangers.
- (d) Encourage good practices and ethics.
- (e) Establish a bond among paperhangers.

ARTICLE III. - MEMBERS

SECTION 1. The membership of the Corporation shall be composed of the following:

- (a) Regular member - Any person who is skilled and employed in the trade of paperhanging for a minimum of two (2) years is eligible for regular
 - * Chapter Member – their status is determined at the chapter level.
 - * At-Large Member – their status is determined by the National Board of Directors.
- (b) Probationary Member - Applicants for regular membership with less than two (2) years' experience may apply for probationary membership. Upon completion of the above minimum requirements, a chapter review board will determine the status of chapter applicants, and the National Board will determine the status of at-large applicants. During the probationary term, the applicant shall pay full current dues. The WIA logo and all pertinent references to the WIA's registered data may not be used during this period, nor shall the probationary member have voting rights.
- (c) Retiree Member – Any member who has reached the age of sixty-two and may be collecting social security, or is disabled and therefore, no longer engaged in the trade is entitled to become a retiree member and pay dues reduced by one-half. The retiree must have been a

member for ten continuous years. A letter of intent to the chapter is required of chapter members, and their status is determined by their chapter. At-large members must petition the National Board with a letter of intent, and their status is determined by the National Board.

- (d) Associate Member - Firms, corporations or associations whose business or interest in the wallcovering industry is international, national or regional in scope may be national associate members and may attend meetings and participate on a National level without voting rights. Their status will be determined by the National board of directors.
- (e) Chapter Associate Member - Firms, corporations or associations whose business or interest in the wallcovering industry is local in scope, or local branches or offices of national or regional corporations or associations may be chapter associate members and may attend meetings and participate at the chapter level without voting rights. Their status will be determined at the chapter level.
- (f) Honorary Life Member – Any member with 10 continuous years of active membership, either in a chapter or as an at-large member, is eligible to receive honorary life membership in the WIA. Application must be in writing from the chapter president, or at-large members may apply in writing themselves. Applications must be directed to the regional director for presentation to the national board. If approved by the national board, the applicant becomes a “paid up for life” member of the WIA with full membership rights and voting privileges. Chapters shall retain the right to set chapter dues for life members.

Ineligibility for membership shall result in the automatic forfeiture of membership.

SECTION 2. Application for membership shall be in writing and signed by the applicant and accompanied by the initiation fee, if applicable, and the current year's dues.

SECTION 3. All applications for at-large membership shall be reviewed by the National Membership Committee. Applications not accepted by the committee will be presented to the National Board for final determination.

SECTION 4. The National Board of Directors shall determine the amount of all National dues.

(a) Chapters shall determine the amount of chapter dues.

SECTION 5. Member's dues shall be payable to the National office. The National portion of the dues will be retained by the National office and the balance will be refunded to the member's chapter.

(a) Nonpayment of dues, after a reasonable period of time set by the National Board, and a hearing, may be cause of the member's expulsion.

SECTION 6. The National Board of Directors, by affirmative vote of two-thirds (2 /3) of the members present at a constituted meeting, may suspend or expel a member for just cause after an appropriate hearing.

SECTION 7. Reinstatement of a suspended or expelled member may be instituted by a written request signed by the former member and filed with the secretary. The National Board may by the affirmative vote of two-thirds (2/3) of the members present at a constituted meeting reinstate such former member upon such terms as the board of directors may deem appropriate.

SECTION 8. Membership in this Corporation is not transferable or assignable. All regular, probationary and retiree memberships in this Corporation shall be held by individuals.

ARTICLE IV. - CHAPTERS

SECTION 1. Requirements for affiliation: Chapters applying for membership in this Corporation shall submit a written application for affiliation in the form and manner prescribed by the board

of directors and in these bylaws; each application shall be subject to the acceptance and approval of the National Board.

SECTION 2. Chapters applying for affiliation with the Corporation shall adopt and abide by the bylaws and any rule, practice and/or policies duly adopted by the National Board, including the following minimum provisions:

- (a) The chapter will hold regular meetings throughout the year, with a minimum of six (6) meetings.
- (b) Any charter or incorporation fees will be paid by the chapter.
- (c) The chapter shall submit a list of charter members, a minimum of five (5), each of whom shall have paid the full membership fee.

SECTION 3. Any chapter that fails to conform to the bylaws and any rule, practice and/or policies duly adopted by the National Board or whose conduct or activity is prejudicial to the best interests of the Corporation may have its charter revoked by the National Board. The Corporation shall not be liable for any non-confirming statements, acts, omissions, or contracts by any chapter. Upon such revocation, a chapter shall have the right to appeal any revocation.

SECTION 4. Resignations -- Revocation of charter. Any chapter may resign from the Wallcovering Installers Association by reason of dissolution or other reason, provided that all financial obligations to the WIA have been fulfilled and that if incorporated the corporation shall be legally terminated as a Guild of Professional Paperhangers or the Wallcovering Installers Association, and that notice of such resignation or dissolution shall be certified to the Recording Secretary and Treasurer of the National Association. Such notice of resignation or dissolution shall become effective as determined by the National Board.

SECTION 5. Upon the revocation of the charter of any chapter for any reason whatsoever, such chapter shall forfeit the right to use the name, slogans, emblems, marks and other insignia of the Corporation.

SECTION 6. In the event a chapter is dissolved, for any reason, the funds from its treasury shall be held in abeyance by the National treasurer for a period of one year, after which time the funds will be transferred to the general fund of the WIA.

ARTICLE V. - REGIONS

SECTION 1. The National Board of Directors shall organize all states in the United States, provinces in Canada and other international areas into regions.

SECTION 2. A similar number of members and geographical proximity, where practicable, shall be the criteria for drawing the regions.

SECTION 3. The board of directors may change the composition of any region(s) whenever it is deemed necessary.

SECTION 4. The members with voting rights within each region shall vote to elect a regional director and an alternate to serve on the National Board for a two (2) year term.

- (a) The region director and alternate shall be a current member with three (3) continuous years of WIA membership.
- (b) A representative, as determined by the Board of Directors, shall represent the vote of the membership residing outside of the U.S. or Canada not assigned to a region director.

SECTION 5. The duties of the regional director are to represent members of the region at the National Board meetings and to perform all those duties that may be required of a National Board member. The duties of the Board determined representative for those members residing outside of the U.S. or Canada are to represent members at the National Board meetings.

ARTICLE VI. - BOARD OF DIRECTORS

SECTION 1. The board of directors shall have management, control and direction of the business and affairs of this Corporation.

SECTION 2. The board of directors shall be subject to the bylaws of this Corporation and none of its acts shall conflict with these bylaws.

SECTION 3. The Board of Directors shall be comprised of:

- (a) Four officers
- (b) One regional director for each region
- (c) The immediate past president

SECTION 4. No member of the National Board shall be personally liable for any money damages incurred by the board as allowed by law.

SECTION 5. The board of directors may employ a salaried staff person (s) or firm who shall have the title of executive vice president and be directly responsible to the National Board. The compensation for such position shall be fixed by the board. The executive vice president shall perform such duties as are set forth in the job description approved by the National Board.

SECTION 6. The National Board of Directors shall meet not less than four (4) times each year at such times and places as it may designate at the first board meeting of the calendar year.

- (a) A majority of the board members in office shall be necessary to constitute a quorum for the transaction of business. In the event a regular meeting of the board fails to obtain a quorum, those present may fix a time and place, and provide fourteen (14) days notice of same, for a board meeting to be held where in those present at that meeting shall constitute a quorum.
- (b) Special meetings of the board may be called by the president or by written request of five the members of the board. A minimum of seven (7) days notice of any such meetings must be provided. Members present at such duly called meetings shall constitute a quorum.
- (c) Board meetings may be conducted by conference call or other electronic media.
- (d) In addition to the power and authority that these bylaws expressly confer upon them, the National Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the articles or by these bylaws directed or required to be exercised or done by the members.

SECTION 7. The Board of Directors may remove any officer from the board for reasons deemed sufficient by the board. Such removal requires a three fourths (3/4) vote of the Board. All actions will provide due process.

SECTION 8. The board may initiate action to remove any regional director for reasons deemed sufficient by the board. If a two thirds (2/3) vote of the board agrees that any regional director is undesirable on the Board, all members of that region shall be notified of the undesirability and the members with voting rights of that region shall be asked to re-vote for a regional director. A simple majority vote in such election shall replace said regional director. They may desire to re-elect the incumbent regional director, in which case the board is required to accept the results and move on.

ARTICLE VII. - OFFICERS

SECTION 1. The elected officers of the Corporation shall be: president, vice president, treasurer, recording secretary, and immediate past president. Their terms shall be two (2) years.

- (a) The president shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of the officers and directors. He/she shall have general and active management of the affairs of the Corporation and shall see that all orders and resolutions

of the board are carried into effect. He/she shall have general charge of the executive vice president, so employed under Article VI, Section 6, and he/she shall see that all orders and resolutions of the board are carried into effect. He/she shall appoint the chairman and be ex-officio member of all committees except the nominating committee.

- (b) The vice-president shall act in all cases as the president in the latter's absence or incapacity and shall perform such other duties as he/she may be required to do from time to time.
- (a) The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He/she shall keep the monies of the Corporation in a separate account to the credit of the Corporation. He/she shall disburse the funds of the Corporation as may be ordered by the National Board, and only the National Board, taking proper vouchers for such disbursements. He/she shall render to the Board an account of all his transactions as treasurer and the financial condition of the Corporation. He/she shall be the final signer on all checks, after preparation by the executive vice president.
- (b) The recording secretary shall attend all sessions of the board and record all the votes of the Corporation and all the minutes of all its proceedings. He/she shall report all of his/her activities directly to the board of directors.
- (c) The immediate past president shall maintain communication and activities with internal and external groups to further the purposes and the ideals of the WIA. He/she may involve liaison with organizations within or related to the wallcovering industry, and any other duties such as the president and the board may require.

SECTION 2. Elections by the membership, for officers, shall be held every two (2) years.

SECTION 3. Candidates for president and first vice-president shall have actively served on the National board, as an officer, elected regional director or general director (position eliminated in 2003) for a minimum of three (3) years.

SECTION 4. Candidates for treasurer or secretary shall have actively served on the National board, as an officer, elected regional director or general director (position eliminated in 2003) for a minimum of one (1) year.

SECTION 5. In the event of a board member vacancy created by resignation, death, removal, disqualification, or otherwise, of any elected board member, the president, with board approval, shall appoint a temporary board member to serve until the next regular election occurs, unless otherwise covered in the bylaws.

ARTICLE VIII. - COMMITTEES

SECTION 1. Standing Committees shall be:

Standing Rules/Bylaws	Finance/Budget
Education	Member Services
Communications	Marketing
Convention	

SECTION 2. The chairman of each standing committee shall appoint members to that committee, keeping in mind a willingness to serve. Standing committees shall act on assignments from the board and on their own volition. Their purpose shall be to investigate and make recommendations to the board. The committee chairman shall file a quarterly report for the board, to be placed in the board book prior to the next board meeting.

SECTION 3. The National Board of Directors shall elect a nominating committee composed of three (3) current or former National Board members. It shall be the duty of the nominating committee to nominate all qualified candidates for each of the positions of officers that are

coming up for election. It shall also be the duty of the nominating committee to verify that all candidates for all the positions on the National Board have met the requirement stipulated in the bylaws and election procedures.

SECTION 4. The president with board approval may appoint such special committees, sub-committees and task forces as may be required.

ARTICLE IX. - MEMBERSHIP MEETINGS

SECTION 1. There shall be an annual meeting of the membership. This meeting may be held outside the Commonwealth of Pennsylvania, at the same place as determined by the National Board, as a convention, workshop or other event with a convenient time set aside for the meeting. Annual reports will be given and whatever official business deemed necessary will be conducted. Installation of board members will also be held in conjunction with this meeting.

SECTION 2. Special meetings of the members may be called at any time by the president or the National Board of Directors. Special meetings must be called if requested by 10% of the membership.

SECTION 3. Notice of any meeting of the members shall be at least thirty days before the time appointed for the meeting.

SECTION 4. The president with board approval may appoint such special committees, sub-committees and task forces as may be required.

ARTICLE X. - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporations may adopt.

ARTICLE XI. - STANDING RULES

Those acts of the National Board of Directors that it deems important, and/or have established a precedent, and all special rules of order enacted by the board, shall be recorded, retained and available to the membership.

ARTICLE XII. - AMENDMENT OF BYLAWS

SECTION 1. Amendment to these bylaws may be proposed by the National Board of Directors.

SECTION 2. Amendments to the bylaws require a two-thirds (2/3) affirmative vote of the ballots cast by the general membership. Voting shall be by electronic or mailed ballot.

SECTION 3. Notice of proposed amendments shall be given at least thirty days before the time of voting.

ARTICLE XIII. - TERMINATION OF NATIONAL ORGANIZATION

In the event the national organization should terminate for any reason, the assets will be donated to a non-profit organization. The National Board will determine the non-profit organization.

Bylaws

Effective July 1983

Amended July 1994, July 1995, October 1996, July 1997, November 1998, October 2000, April 2001, July 2002, December 2012 and August 2014.