

ASSOCIATION OF THE WALL AND CEILING INDUSTRY OF COLORADO

A CHARTERED CHAPTER OF AWCI - INTERNATIONAL

BYLAWS

ARTICLE I - NAME, TERRITORIAL LIMITS AND OFFICES

SECTION 1. NAME.

The name of this not-for-profit association shall be the Association of the Wall and Ceiling Industry of Colorado, hereinafter referred to as AWCI - Colorado.

SECTION 2. TERRITORIAL LIMITS.

The territorial limits of AWCI - Colorado shall be confined to Colorado.

SECTION 3. PRINCIPAL OFFICE.

The principal office of AWCI - Colorado shall be located in or near the City of Denver. The Board of Directors may establish other offices at its discretion.

ARTICLE II - OBJECTIVES

The Association shall have the following purposes and objectives:

1. To deal with trade and promotional issues of Colorado wall and ceilings contractors, suppliers, manufacturers and general interest members performing work in the Rocky Mountain Region.
2. To act as a trade association for its members and, as such, to perform for its members those services which can be better performed as a group than separately. To provide opportunities for education, social, political and improved business practices.
3. To cooperate with general contractors, architects and other segments of the building construction industry and their associations, with existing associations of subcontractors, and with organizations representing the building trade and all lawful matters of interest to the building construction industry.

ARTICLE III - MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP.

The Membership of AWCI - Colorado consists of:

- a. Contractor
- b. Supplier
- c. General Interest

SECTION 2. CONTRACTOR MEMBERS.

Any person, firm, partnership, or corporation in the wall and ceiling contracting business and actually employing labor in the operation of such business shall be eligible to become a Contractor Member of the Association.

SECTION 3. SUPPLIER MEMBERS.

Any person, firm, partnership, or corporation connected with the wall and ceiling industry through such activities and businesses as manufacturing, distributing, and/or supplying equipment and/or materials to the wall and ceiling industry shall be eligible for Supplier Membership herein.

SECTION 4. GENERAL INTEREST MEMBERS.

Any person, firm, partnership, or corporation connected with the wall and ceiling industry in the category of architectural services, specification writers, insurance companies, consultants, accounting firms, manufacturers' representatives, legal services, and such other general interest categories may be approved from time to time by the Board of Directors shall be eligible for General Interest Membership herein.

SECTION 5. AUTHORITY OF MEMBERS.

No member shall have any power or right to speak for AWCI - Colorado unless such member is an officer, director, or other authorized representative, acting in the course and within the scope of his duties as an officer, director, or other authorized representative.

SECTION 7. TERMINATION OF MEMBERSHIP.

- a. Membership in AWCI - Colorado may be terminated by a 2/3rds affirmative vote of the Board of Directors:
 1. For any cause deemed sufficient for expulsion.
 2. For non-payment of dues or other indebtedness to AWCI - Colorado.
- b. In the event that due cause is found for the revocation of membership, the member shall be advised in writing at least 30 days prior to such action and such member shall have the right to appeal his expulsion to the membership at any duly authorized meeting. A majority vote of the members present and voting shall be necessary to override an expulsion vote of the Board of Directors.
- c. Membership in AWCI - Colorado may be terminated voluntarily by a member who submits a written resignation to the Board of Directors.

- d. The termination of membership or resignation of any member does not release that member from any liability for any unpaid dues or other indebtedness to AWCI - Colorado.
- e. All rights, title, interest, and/or privileges in AWCI - Colorado and its services and/or resources shall cease upon termination of membership.

ARTICLE IV - FEES AND DUES

SECTION 1. AMOUNT.

The amount of dues shall be fixed annually by a 2/3rds affirmative vote of the Board of Directors and shall be payable in accordance with the fiscal policies of AWCI - Colorado. All members of AWCI - Colorado shall also be members in good standing of the Association of the Wall and Ceiling Industries - International.

SECTION 2. NONPAYMENT OF DUES.

Any member in arrears for more than three months and who fails to submit a written resignation during that period and whose membership is thereby terminated under provisions of these Bylaws, shall be required to pay dues for the year in which he was arrears plus the current dues in order to rejoin AWCI - Colorado.

SECTION 3. FISCAL YEAR.

The fiscal year of AWCI - Colorado shall be January 1 to December 31.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. COMPOSITION.

The governing body of AWCI - Colorado shall be a Board of Directors consisting of the elected officers named below, the Immediate Past President, five to nine Directors at Large.

The Board of Directors shall have general charge, management, and control of all funds, affairs, and property of AWCI - Colorado. It shall authorize and control expenditures, make all contracts, and purchases either directly or by its duly appointed representatives.

SECTION 2. DIRECTORS-AT-LARGE.

Directors-at-Large shall be elected for one to three year terms no more than three years as a Director unless they move into an Executive position.

SECTION 3. TERM OF OFFICE.

Directors-at-Large shall assume office on the 1st of January following their election and their terms of office shall run through the 31st of December three years hence (or until

respective successors shall be elected).

SECTION 4. VACANCIES.

In the event of the death, resignation, removal or expulsion of any officer (except President), or any Director, the President, with the approval of the majority of the Board of Directors, shall appoint a member to fill the vacancy for the balance of the uncompleted term of office.

In the event of the death, resignation, removal, or expulsion of the President, the Vice-President shall assume the position of President for the balance of the uncompleted term, and shall, in accordance with the procedure named above, appoint a member to fill the vacancy of Vice-President.

SECTION 5. REMOVAL.

Any Director-at-Large who misses more than two consecutive Board meetings without an excuse acceptable to the majority of the Board shall be given written notice by the Secretary or chief staff officer of his dismissal from the Board of Directors, and shall be replaced on the board in accordance with Section 4 of this Article.

SECTION 6. MEETINGS.

There shall be a meeting of the Board of Directors at least once each quarter at such time and place as it shall decide by a majority vote. The Board of Directors shall meet at the call of the President or written call of any three members of the Board or of any two officers other than the President.

SECTION 7. NOTICE.

Notice of each meeting of the Board of Directors shall be given to each Director personally, via electronic means or by mail at least seven days in advance of such meeting.

SECTION 8. QUORUM.

A simple majority of the Board of Directors shall constitute a quorum for the conduct of business.

ARTICLE VI - OFFICERS AND EXECUTIVE COMMITTEE

SECTION 1. OFFICERS.

The officers of AWCI - Colorado shall be the following:

- a. President
- b. Vice President

c. Secretary

d. Treasurer

No officer, having held two consecutive terms in a specific position, shall be eligible to succeed himself in that position for a third consecutive term.

SECTION 2. PRESIDENT.

The President shall preside at all meetings of AWCI - Colorado and of the Board of Directors. They shall appoint all committees and shall serve as an ex officio member of each committee with the exception of the Nominating Committee.

They shall perform all duties incident with that office:

- 2 year term (can be reduced to 1 year if circumstances dictate)
- Nominates all Committee Chairs, board votes on nominees
- May call an emergency meeting, or my request voting via email responses by Board of Directors when a meeting is not feasible
- Presides over the annual business meeting
- Spokesperson for the Organization, and my represent the Organization to other groups and at appropriate functions and occasions
- Maintain oversight regarding all activities of the Organization
- Signature is required for all legal documents pertaining to the Organization during the term
- Serves as Chair of the Executive Committee
- No salaries are entitled to any Directors or Chair positions

SECTION 3. VICE PRESIDENT.

The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. They shall also assist the President and perform such other duties as shall, from time to time, be prescribed by the Board of Directors.

- 2 year term can be 1 depending on the flow into becoming President
- Acts as interim President in the absence of the President
- Serves as a voting member
- May serve on Committees
- Perform duties as shall be prescribed by the Board of Directors
- Serves as a member of the Executive Committee

SECTION 4. SECRETARY.

The Secretary shall keep records of all meetings of AWCI - Colorado and of its Board of Directors. They shall issue notices of all meetings, maintain or cause to be maintained the roll of membership, and perform all duties customarily pertaining to that office. The Secretary shall also serve as the Chapter Liaison Officer to the Association of the Wall and Ceiling Industries - International. His normal duties, with the exception of voting and chapter liaison officer, may be assumed by the chief staff officer of AWCI - Colorado.

- 1-2 year term
- Keeps all meeting records
- Issue notice of meetings
- Maintain the roll of membership
- Chapter Liaison Officer to the AWCI National
- Serves as member of the Executive Committee

SECTION 5. TREASURER.

The Treasurer shall receive and deposit all AWCI - Colorado funds in the name of the Association in a bank or trust company selected and authorized by the Board of Directors. He shall issue receipts and make authorized disbursements by check according to the approved budget. He shall prepare the annual budget of AWCI - Colorado and submit same to the Board of Directors for approval. He shall make regular financial reports to the Board of Directors, render an annual financial statement to the membership, and perform such other duties incidental to the office. His normal duties, with the exception of voting, may be assumed by the chief staff officer of AWCI - Colorado.

- 1 year term (2 years is an option if necessary)
- Responsible for deposits, cutting checks and payments
- Prepares annual budget with President
- Member of Executive Committee
- Creating and distributing receipts

SECTION 6. COMPENSATION AND REIMBURSEMENT.

No elected officer or director of AWCI - Colorado shall be entitled to any salary, or any other compensation in connection with his elected or appointed position.

SECTION 7. EXECUTIVE COMMITTEE.

The Executive Committee shall consist of the elected officers of AWCI - Colorado, the Immediate Past President, and one member chosen by the Board of Directors as a Member of the Executive Committee at large. A majority of the Executive Committee members shall be Contractor Members.

The Executive Committee shall assume the duties of the Board of Directors between meetings of the Board of Directors.

SECTION 8. PAST PRESIDENT

Past President assures smooth transition to oncoming President.

- 1 year term can be 2 years if needed
- Serves as a member of the Board of Directors
- Serves as Chair of the Nominations Committee
- May serve on Committees
- Serves as a member of the Executive Committee

ARTICLE VII - NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATING COMMITTEE

The President, with the approval of the Board of Directors, shall appoint a Nominating Committee of no fewer than three and no more than five members, including the Immediate Past President, at least sixty days prior to the Annual Meeting of AWCI - Colorado.

No member of the Board of Directors, with the exception of the Immediate Past President, may serve on the Nominating Committee. A majority of the members of the Nominating Committee shall be Contractor Members.

The Immediate Past President shall serve as Chairman of the Nominating Committee.

SECTION 2. NOMINATIONS.

The Nominating Committee shall select a qualified person for each office and for each director whose term of office is expiring. It shall ensure that each person so-nominated has been contacted and agrees to accept the nomination. The names of those on the slate selected by the Nominating Committee shall be submitted to the membership by mail, or electronic media no later than 30 days prior to the Annual Meeting. Additional nominations, if any, may be made by members in good standing at the Annual Meeting, providing such nominees have been contacted and have agreed in writing to serve if elected. Any person nominated for a position at the Annual Meeting shall be endorsed in writing by no less than three members.

SECTION 3. ELECTIONS.

Officers and Directors shall be elected at the Annual Meeting by a majority of the members in good standing who are present and voting. If there is a contested election for any position, that ballot shall be secret.

ARTICLE VIII - STAFF

SECTION 1. The President, with the approval of the majority of the Board of Directors, may employ an Executive Director to serve as chief staff officer of AWCI - Colorado. The terms and conditions of employment of this person shall be specified by the Board of Directors, and shall be in writing signed by the President and Secretary of AWCI - Colorado and by the Executive Director.

SECTION 2. The Executive Director shall perform such duties as may be delegated to him by the President, Executive Committee, and/or Board of Directors. He shall have voice in, but no vote, at all meetings of the AWCI - Colorado, its Executive Committee, Board of Directors, and all committees.

SECTION 3. The Executive Director, working within the approved budget of AWCI -

Colorado, may employ such assistants as may be necessary to conduct the affairs of AWCI - Colorado. In the manner of normal management procedures, these assistants shall report to and work under the direction of the Executive Director.

ARTICLE IX - COMMITTEES

SECTION 1. STANDING COMMITTEES.

In addition to the Nominating Committee, there shall be standing committees as determined by the Board of Directors which are necessary to conduct the affairs of the association.

SECTION 2. SPECIAL COMMITTEES.

Special committees may be established and appointed by the President to perform such duties as may be defined in their creation.

SECTION 3. COMMITTEE REPORTS.

The Chairman of each committee shall report its activities regularly to the Board of Directors. All committee activities and proposals shall be subject to the approval of the Board of Directors.

ARTICLE X - MEETINGS

SECTION 1. ANNUAL MEETING.

There shall be an annual meeting or convention of AWCI - Colorado at such time and place as may be designated from time to time by the Board of Directors.

SECTION 2. REGULAR MEETINGS.

In addition to the Annual Meeting, there shall be a regular meeting at least 4 times each year and as often as monthly at such time and place as may be designated by the Board of Directors.

SECTION 3. SPECIAL MEETINGS.

Special meetings of AWCI - Colorado may be called by the President, a majority of the Board of Directors, or on written request of 15% of the membership. No business other than that specified in the meeting notice shall be considered by a special meeting unless 100% of those in attendance at the special meeting shall vote to waive this rule.

SECTION 4. NOTICE OF MEETINGS.

Notice of all meetings shall be mailed or sent via electronic means to each member in good standing at least 15 days in advance of the meeting date, provided, however, that notice of the Annual Meeting shall be mailed or sent via electronic means to each member in good standing at least 45 days in advance of the meeting.

SECTION 5. VOTING.

Each member in good standing shall be entitled to one vote at any regular or special called meeting of the AWCI - Colorado.

SECTION 6. QUORUM.

25% of the members in good standing, or 25 members, whichever shall be lower, shall constitute a quorum at any meeting of AWCI - Colorado and shall be necessary to consider any motions.

ARTICLE XI - PARLIAMENTARY PROCEDURE

SECTION 1. Roberts' Rules of Order, latest revised edition, shall prevail at all meetings of AWCI - Colorado except where contrary to these Bylaws or to such other standing rules as may be passed from time to time by the Board of Directors or membership.

ARTICLE XII - AFFILIATION

SECTION 1. In recognition of the values of national fellowship and cooperation available to AWCI - Colorado and to its members through the privileges and rights of participation in the government and activities of the Association of Wall and Ceiling Industries - International, it is hereby declared a policy of AWCI - Colorado to exercise fully those rights and privileges. In addition, the Board of Directors shall provide for the prompt payment of dues and other indebtedness to the Association of Wall and Ceiling - International. In accordance thereof, AWCI - Colorado shall become and remain a chartered chapter of the Association of Wall and Ceiling Industries - International.

ARTICLE XIII - AMENDMENTS

SECTION 1. These bylaws may be amended by two-thirds vote of the members present and voting at any membership meeting at which a quorum is present, provided such amendment(s) has (have) been approved by two-thirds vote of the Board of Directors and approved also that at least thirty days' written notice has been given to all members of any proposed amendment(s) hereto.

ARTICLE XIV - DISSOLUTION

SECTION 1. In the event of a liquidation and dissolution of AWCI - Colorado, all properties, funds, monies, securities or other assets remaining in the Treasury of, or otherwise belonging to AWCI - Colorado shall be disposed of as follows:

- a. All liabilities and obligations of AWCI - Colorado shall be paid and discharged, or adequate provision shall be made thereto;
- b. Assets held by AWCI - Colorado subject to legally valid requirements for their return, transfer or conveyance, upon dissolution and liquidation, shall

be returned, transferred, or conveyed in accordance with such requirements and

- c. All remaining assets held by AWCI - Colorado shall be transferred or conveyed, without restriction, to the Foundation of Wall and Ceiling Industry, a 501(c) 3 non-profit research and education organization, to be used in whatever manner it shall deem appropriate.

Amended October 2021