PROPOSED CHANGES TO THE BYLAWS OF THE ASSOCIATION OF THE WALL AND CEILING INDUSTRY

Revision 030519.01
Key to the Mark-Up Code
1. Red font shows insertions and deletions, which are primarily clarifications and changes made for consistent language and format.

2. Yellow highlighted text along with gray shaded text is text moved from the bylaws to a new document titled, “Rules of the Board.” Rules of the Board contain rules that are governed by the Board of Directors, which do not require a vote by the membership to amend.

3. Green shaded text highlight significant changes.

IV.8 Voting—the change scales the number of votes allocated to the large supplier or distributor groups because their member dues do not follow the headquarters or branch level of dues paid by contractors, independent supplier or distributors and manufacturers.

IX.2(g) Number—the change adds one AWCI Chapter Executive to the AWCI Board of Directors with vote where in the past AWCI Chapter Executives had voice only.

IX.X Quorum—the previous bylaws did not define a quorum for a meeting of the Board of Directors.

X.3 Authority—raises the level of votes needed for the Board of Directors to overturn an action by the Executive Committee to suspend action passed by the Board of Directors from one-third to a plurality.

XIV.8(c) Union Contractor Council—raises the level of vote by the Board of Directors to overturn a proposed action by the Union Contractors Council from a one-third vote to a plurality.
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BYLAWS OF THE ASSOCIATION OF THE WALL AND CEILING INDUSTRIES—INTERNATIONAL

ARTICLE I—Name

The name of this Corporation shall be Association of the Wall and Ceiling Industries—International, and shall hereinafter be referred to as AWCI. AWCI is incorporated as an exempt corporation under the laws of the State of Delaware and as a 501(c)6 under the United States Internal Revenue Code.

ARTICLE II—Offices

The Office of AWCI shall be located in or near the District of Columbia and/or in such other localities as may be determined by the Board of Directors.

ARTICLE III—Objectives

The objectives of AWCI shall be to represent those businesses having interests in Acoustic Systems, Asbestos Abatement, Carpentry, Coatings, Demountable Partitions, Drywall Systems, Exterior Insulation and Finish Systems, Exterior Wall Systems, Fireproofing, Flooring Systems, Light Gauge Steel Framing, Glass Reinforced Gypsum, Glass Reinforced Concrete, Insulation, Lathing, Metal Panels, Plastering, Prefabrication, Scaffolding, Stucco, Texturing and Allied Fields, and to provide them with assistance, communications, educational programs and services for the purposes of creating greater success for themselves as members, improving fellowship and bettering the construction industry as a whole. The objectives shall be, further, to continually assess and evaluate changes and trends as they affect members of the AWCI, and as they affect the industry; and to provide a single association to be the spokesman for the fully diversified interests of the wall, ceiling and related systems industry.

ARTICLE IV—Membership

IV.1 Categories of Membership

The membership of AWCI shall consist of:

(a) Contractor Members,
(b) Supplier Members,
(c) Manufacturer Members,
(d) General Interest Members,
(e) Lifetime Members and
(f) Honorary Members.

IV.2 Contractor Members

Definition: Any person, firm, partnership or corporation engaged in a wall and/or ceiling industry through a contracting business and actually employing labor in the operation of such business shall be eligible to become a Contractor Member of AWCI, provided such person, firm, partnership or corporation has been and is actively engaged in the wall and/or ceiling contracting business.
Move to the Rules of the Board

(b) No person, firm or corporation herein described doing business in the geographical area of a chartered chapter of AWCI and joining AWCI after the establishment of such chapter shall hold membership in AWCI unless the person, firm or corporation is an active member of said chartered chapter, unless such chapter chooses to waive that requirement for a person, firm, partnership or corporation within its geographical area or is not eligible for chapter membership for reasons of indebtedness to the chapter or for any other reason that would be deemed sufficient for non-admittance or expulsion.

(c) If any person, firm, partnership or corporation engaged in the wall and/or ceiling contracting business and actually employing labor in the operation of such business does not maintain such business in the geographical area of a chartered chapter of AWCI, the person, firm, partnership or corporation may apply directly to the AWCI for Contractor Membership.

IV.3 Supplier or Distributor Members
Definition: Any person, firms, partnerships or corporations engaged in the wall and/or ceiling industry through such activities as manufacturers, distributors, performing their roles. Such persons, firms, partnerships or corporations shall be eligible to become a Supplier and Distributor Member of AWCI.

IV.4 Manufacturer Member
Definition: Any person, firm, partnership or corporation engaged in the wall and/or ceiling industry through such activities as the manufacturing of tools or products for the wall and ceiling industry shall be eligible to become a Manufacturer Member of AWCI. A Manufacturing Member may engage in the sale and distribution of products they manufacture.

IV.5 General Interest-Industry Members
Definition: Any person, firms, partnerships or corporations engaged in the wall and/or ceiling industry as architects, specifiers, insurance companies, consultants, accounting firms, manufacturers’ representatives and such other general interest categories as approved by the Board of Directors shall be eligible to become a General Interest-Industry Member of AWCI.

IV.6 Lifetime Members
Definition: Any person, firm, partnership or corporation shall continue unabated for the life of such business and shall terminate upon the dissolution of such firm, partnership or corporation or upon the death of the person to whom the Lifetime Membership has been granted. Lifetime Membership may not be transferred to any firm, partnership or corporation other than the firm, partnership or corporation to which said Lifetime Membership was initially granted unless all the following conditions are met:

(a) The original firm, partnership or corporation agrees to the transfer.
(b) The new firm, partnership or corporation is a divested entity of the original firm.
(c) The Executive Committee approves the transfer.
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Whenever the term “Lifetime Member” shall appear in these Bylaws, it shall be construed as referring to the particular of membership of the Lifetime Member.

Lifetime Members shall have all the privileges accorded to his or her class of membership throughout these Bylaws.

IV.6.7 Honorary Members
Definition: Any person who has retired from any class of membership or upon any person not a member who has performed meritorious service to the wall and/or ceiling industry is eligible to become an Honorary Member if conferred by the Board of Directors.

Move to the Rules of the Board
At no time shall the number of Honorary Memberships conferred exceed more than two (2) persons per year.

Move to the Rules of the Board

IV.7 Enrollment of Members
Application for membership in any class except that of Honorary Member shall be in writing except that any member of a chartered chapter of AWCI applying for Contractor Membership through his or her chartered chapter shall be recommended for membership by virtue of his or her membership in the chartered chapter.

IV.8 Voting
(a) Each Contractor, Supplier and Lifetime Member who is in good standing and with dues current shall be entitled to a seat at the Annual Meeting and all membership meetings of AWCI and to vote on any question, but no member shall have the right to deputize his or her vote to any other member or to vote by proxy.
(b) For the purposes of (c) and (d) below, a supplier or distributor group is an organization comprised of 75 or more member locations where the membership dues are paid collectively by an owner or representative.
(c) Each Supplier or Distributor Member who joined as a separate company not affiliated with a supplier or distributor group, in good standing and with dues current, shall be entitled to a seat at the Annual Meeting and all membership meetings of AWCI and to vote on any question, but no member shall have the right to deputize his or her vote to any other member or to vote by proxy.
(d) Each Supplier or Distributor Member who joined as part of a supplier or distributor group in good standing and with dues current shall be entitled to a seat at the Annual Meeting and all membership meetings of AWCI. The headquarters member of the supplier or distributor group shall be entitled to cast the votes for the group based on the number of votes assigned to the group. The number of votes assigned to each group is equal to the number of members in the group divided by three (3).
(e) All other classes of membership shall be eligible to attend all meetings of AWCI, and shall have voice but no vote in same.

IV.9 Member Duties
A member should aid and support AWCI in its national programs and through its local programs. This means that every member shall join a charter chapter if one exists in the geographical area of its operations that has an applicable category class of membership. In addition, any member having work within the territorial boundaries of a chartered chapter other than the member’s own should fully cooperate with and support such chapter. The member also shall be encouraged to apply for membership in such chapter.

**IV.10 Termination of Membership**

(a) Membership in AWCI may be terminated by two-thirds affirmative vote of the Board of Directors:

(1) For any cause deemed sufficient for expulsion;

(2) For indebtedness to AWCI;

(3) For termination of membership in a chartered chapter, provided, however, that this section shall not necessarily affect a Lifetime Member whose membership in the chartered chapter is terminated by that chapter for any cause other than non-payment of dues to the chapter. It is the intent of these Bylaws that receipt of Lifetime Membership does not relieve the Lifetime Member from his or her obligations to his or her chartered chapter where such chapter exists; however, this provision shall not necessarily apply to a member holding Lifetime Membership before the formation of a new chapter in the member’s geographical area.

(b) In the event that due cause is found for the revocation of membership, the member shall be advised in writing at least thirty (30) days in advance of such action, and such member shall have the right to appeal such action to the membership at any duly organized meeting.

(c) Membership in AWCI may be terminated voluntarily by a member who submits a written resignation to the Board of Directors.

(d) The termination or resignation of any member does not release that member from liability for any unpaid dues or other indebtedness to AWCI.

(e) Termination of membership either by resignation or expulsion shall also terminate membership in any chartered chapter.

(f) Membership may be terminated without the vote of the Board of Directors if the member’s current year’s dues are more than 90 days past due.

(g) All rights, title, interests or privileges in AWCI or its services or resources shall cease with the termination of membership.

**IV.11 Authority of Members**

No member shall have any power or right to speak for AWCI unless such member is an officer, director or other authorized representative acting in the course and within the scope of his or her authority as such officer, director or other authorized representative.
The forms and terms of application for affiliation as a chartered chapter shall be as determined by the Board of Directors of the AWCI.

**V.3 Geographic Area**
There may be more than one charter chapter within a designated geographical area, provided that each such chartered chapter shall represent (a) either open shop or closed shop members; and/or (b) one or more of the basic fields of contracting covered by ARTICLE III of these Bylaws. However, there shall not be more than one closed shop chapter nor more than one open shop chapter in any of these basic fields of contracting in the same geographical area. Two or more chapters within one geographical area may choose to become a single chapter and may apply for a single charter.

**V.4 Affiliation Requirements**
(a) The chartered chapter shall have its own Bylaws and regulations, which shall be consistent with the Bylaws, rules and policies of the AWCI and which must be approved by the Board of Directors. Any proposed amendments to chapter Bylaws shall be submitted to AWCI for review.
(b) Requirements for Contractor Membership in each chartered chapter shall conform with the requirements for Contractor Membership in AWCI, and 100 percent of the Contractor Members of the chapter shall become and remain Contractor Members of AWCI for as long as the chapter is affiliated with AWCI.
(c) The chartered chapter shall elect a Secretary or retain a Chief Staff Officer who shall be responsible for all official communications from the chapter to AWCI. The Secretary or Chief Staff Officer is responsible for submitting the dues of the chapter members to the AWCI.

**V.5 Autonomy of Chartered Chapter**
Each chartered chapter shall be autonomous with respect to all of its activities except as provided in these Bylaws. AWCI shall not undertake to control the activities of any chartered chapter, except that no chartered chapter shall have the authority to act for, or to establish any policy for AWCI without the express authority of the Annual Meeting or of the Board of Directors of AWCI.

**V.6 Suspension of Charter**
The Board of Directors has complete discretion to suspend or revoke the charter of any chapter for failure to comply with the AWCI Bylaws, certificate of incorporation or any official policies of AWCI or for any acts that are detrimental or injurious to the best interests of AWCI or the general public.

**V.7 Collection of Dues**
Dues for each member shall be collected and submitted by each chartered chapter to AWCI annually not later than the first day of AWCI’s fiscal year except by prior agreement with the Treasurer. Dues for new members shall be prorated according to the number of quarters of the fiscal year during which membership is held. The chartered chapter may, in its discretion, pay dues for the Supplier Members on its rolls.

**V.8 Non-Payment of Dues**
Any chartered chapter that fails to remit dues within thirty (30) days after the date due shall be considered in arrears; and any chartered chapter entitled to a discount in its dues, and failing to remit dues within sixty (60) days after the date due except by prior agreement with the Treasurer shall forfeit the right to such discount. No chartered chapter shall have its charter revoked or suspended because of non-payment of dues unless it is six (6) months in arrears and has been given thirty (30) days’ written notice via mail, telephone facsimile, email or other digital or electronic means by the Secretary of AWCI.

V.9 Rights of Chartered Chapters
Each chartered chapter shall have the right to restrict membership in the chartered chapter according to clearly formulated eligibility requirements. Any person, firm, partnership or corporation engaged in the wall and/or ceiling industry not eligible to meet the requirements of the chartered chapter may join AWCI directly, providing they meet the eligibility requirements for AWCI.

V.10 Contractor Member Affiliation
Any Contractor Member from outside the geographical boundaries of a chartered chapter and meeting the eligibility requirements of the chapter, shall be encouraged by AWCI to affiliate with the chartered chapter during the period of time the Contractor Member is doing business in that geographical area. In return, the chapter shall grant the visiting member full rights and privileges of membership upon payment of appropriate local dues.

VI.1 Use of Dues
All activities of AWCI shall be conducted for the benefit of all members in the industry as a whole and not for the benefit of any particular member, and shall be financed in part by the dues paid by the members as set forth in the Bylaws of AWCI.

VI.2 Changes in the Dues Structure
The amount of dues or assessments owing to AWCI shall be fixed and changed by a two-thirds vote of the Board of Directors. However, notice of any proposed change along with a ballot blank must be sent to Contractor and Supplier Members at least six (6) weeks prior to the effective date of such proposed change. If, within that six (6) weeks, twenty (20) percent of the Contractor and Supplier Members have voted, and two-thirds of those voting have voted in the affirmative, then the proposal shall be considered to have passed.

VI.3 Contractor, Supplier and General Interest
Member Dues Located in the United States or Canada
The dues for the headquarters of Contractor and Supplier Members and General Interest Members all shall be set at the same rate. The dues for branch offices of Contractor and Supplier Members will be at one-half the headquarters’ rate.

VI.4 Contractor, Supplier and General Interest
Member Dues Not Located in the United States or Canada
The dues for Contractors, Suppliers and General Interest Members not located in the United States or Canada shall be one-half the rate of Contractors, Suppliers and General Interest Members located within the United States or Canada.

VI.5 Lifetime Member Dues
(a) The dues for Lifetime Members shall be twenty (20) times the dues for the category of membership held by the applicant and shall be payable only once. The Board of Directors may arrange for timed payment of Lifetime Membership dues over a period of not more than four (4) years.
(b) AWCI shall pay or credit any chartered chapter having Lifetime Members among its membership the same discount fee accorded to its other members in accordance with ARTICLE VI.8.
(c) In the event of termination of Lifetime Membership under ARTICLE VI.10, a Lifetime Member shall not be entitled to a refund of dues.
(d) In the event these Bylaws are amended to eliminate the category of Lifetime Membership, such action will have no effect on those persons, firms, partnerships or corporations holding Lifetime Membership at the time such amendment is incorporated into these Bylaws.

VI.6 Honorary Members
There shall be no dues charged any person who is elected to Honorary Membership of AWCI. Honorary Members may pay dues voluntarily.

VI.7 Limitation
No Contractor or Supplier Member of AWCI shall be required to pay dues for more than one office of his firm; provided, however, that any member desiring to affiliate another office of his firm as a Branch Office may do so by paying dues for that level of membership.

VI.8 Reduction of Dues for Members Joining Through a Chartered Chapter
(a) The Board of Directors, by two-thirds vote, may make provisions for a reduction in annual dues to AWCI for members of a chartered chapter.
(b) In making provisions for a reduction in dues, the Board of Directors shall consider Lifetime Members in AWCI who are also Contractor or Supplier Members of a chartered chapter as regular members of that chapter for purposes of such reduction in annual dues.

VI.9 Payment of Past Dues
Any member in arrears for more than six (6) months and who fails to submit a written resignation within that period of time and whose membership is terminated under the provisions of ARTICLES IV.10(a)(2) and IV.10(f), shall be required to pay dues for the year in which he was in arrears, plus the current dues, in order to rejoin AWCI.

ARTICLE VII—Conferences
VII.1 Purpose
For the purpose of administration and representation, the Board of Directors shall at its discretion divide members into conferences.
VII.2 Boundaries
The Conferences, whose boundaries are set from time to time by the Board of Directors of AWCI, shall be established so as to give as near as possible equal representation within each Conference and on the Board of Directors.

VII.3 Conference Names
Each Conference shall be given a name determined by its geographical location, and such name shall include the title of the Association of the Wall and Ceiling Industries—International.

VII.4 Conference Membership
Only members of AWCI and within the individual Conference boundaries are members of the Conference and, further, no Conference shall devise Bylaws, constitutions or regulations that are not in accordance with the Bylaws of AWCI.

VII.5 Meetings
Each Conference shall hold at least one meeting per year, and the Secretary of AWCI, as well as all members of the Conference, shall be notified at least thirty (30) days in advance of such meeting. However, upon majority vote of the members voting within a Conference, any Conference may elect to hold its annual meeting outside the Conference boundaries or at a caucus at the Annual Meeting of AWCI held during the year in which the conference meeting was scheduled to be held.

VII.6 Election of AWCI Board Members
Each regional conference shall nominate members for election to the AWCI Board of Directors in accordance with ARTICLE IX.

ARTICLE VIII—Annual and Special Meetings

VIII.1 Annual Meeting
The Annual Meeting of AWCI shall be held each year at a time and place to be determined by the Board of Directors. At least thirty (30) days’ written notice shall be mailed to all members of AWCI by the Secretary, informing them of the time and place of such Annual Meeting.

VIII.2 Special Meetings
Special Meetings of AWCI may be called by the President on the written request of the Board of Directors or the Executive Committee. At least thirty (30) days’ notice in writing shall be given by the Secretary to all members of the AWCI of the time, place and purpose of the meeting. No business other than that specified in the notice shall be considered at such Special Meetings.

VIII.3 Notice of Annual and Special Meetings
Written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) nor more than ninety (90) days before the date of such meeting, either personally, by mail, telephone facsimile, email or other digital or electronic means, by or at the direction of the President, Secretary, or the Officers or persons calling the meeting, to each member of AWCI. Such notice shall be deemed to be delivered when sent by mail, telephone facsimile, email or other digital or electronic means, to the member at the last known contact information provided by the member. Notice of the time, place, and purpose(s) of any meeting of Members of AWCI may be waived in writing, either before or after the holding of such meeting, by any member, which writing shall be filed with or entered upon the records of such meeting. The attendance of any Member at any such meeting, without protesting the lack of proper notice prior to or at the commencement of the meeting, shall be deemed to be a waiver by such Member of notice of such meeting.

VIII.4 Quorum
Ten (10) percent of the number of members with vote, as defined in ARTICLE IV.8 shall constitute a quorum, and is necessary for the transaction of business at any annual or special meeting of AWCI.

VIII.3 Procedure
Parliamentary rules as laid down in the latest edition of “Robert’s Rules of Order” shall govern all deliberations, procedures and debates when not in conflict with these Bylaws. Ten (10) percent of the Contractor and Supplier Membership enrolled shall constitute a quorum, and is necessary for the transaction of business at any meeting of AWCI.

VIII.4 Right to Attend
All members of AWCI and such other persons the President or Board of Directors may invite to do so may attend Annual or Special Meetings.

VIII.5 Authority
The original and final authority of AWCI is with the Annual Meeting. It may make general or special delegations of this authority to the Board of Directors, and the Board of Directors in turn may make further delegations of authority unless specifically prohibited herein.

VIII.6 Annual Report
Each Annual Meeting shall receive and consider an oral or written report about the operations and activities of AWCI.

ARTICLE IX—Board of Directors
IX.1 Government Governance of AWCI
The governing body of AWCI shall be known as the Board of Directors. It shall have general charge, management and control of the affairs, funds and property of the AWCI. It shall authorize and control expenditures, make all contracts and purchases either directly or by its duly authorized representatives. The Board of Directors shall have full power, and it shall be its duty to carry out the purposes of AWCI according to law and as provided
in the Certificate of Incorporation and in these Bylaws. However, as provided in ARTICLE VIII.65, the original and final authority of AWCI is with the Annual Meeting.

IX.2 Number
The Board of Directors shall be composed of a total of twenty-nine thirty (2930) members:

(a) Four (4) elective officers,
(b) The Immediate Past President,
(c) Two (2) Past Presidents,
(d) Three (3) At-Large Contractor Members,
(e) Three (3) At-Large Supplier, Distributor or Manufacturer Members and
(f) Sixteen (16) regional members from the regional conferences and
   (g) One (1) AWCI Chapter Executive

IX.3 Election of the AWCI Board of Directors
(a) The four (4) elective officers are nominated by the Nominating Committee and are voted upon by the Board of Directors.
(b) The Immediate Past President is automatically elected to the Board of Directors.
(c) The two (2) Past Presidents are elected by the Committee of Past Presidents Committee.
(d) The three (3) Contractor Members are nominated by the Nominating Committee and are voted upon by the Board of Directors.
(e) The three (3) Supplier, Distributor or Manufacturer Members are nominated by the Nominating Committee and are voted upon by the Board of Directors.
(f) The sixteen (16) regional members are nominated by the Nominating Committee and are voted upon by the Board of Directors from the regional conferences. The 16 members are divided among the regional conferences on a pro-rata basis according to the number of Contractor and Supplier Members in good standing within each region. The Board of Directors is empowered, in the determination of the pro-rata division of its membership from the several conferences, to develop rules under which such division shall be accomplished, including the right, if necessary, to increase the size of the Board on a temporary basis from the regional conferences. No conference shall have fewer than one Board Member.

(g) One AWCI Chapter Executive is nominated by the Nominating Committee and is voted upon by the Board of Directors.

IX.X Regions
The regions shall follow the four major census regions of the United States—: Northeast, South, Midwest and West. The 16 regional members are divided on a pro-rata basis according to the number of Contractor, Supplier or Distributor and Manufacturer Members in good standing within each region. The Board of Directors is empowered, in the determination of the pro-rata division of its membership among the four census regions, to develop rules under which such division shall be accomplished, including the right, if necessary, to increase the number of regional members on the Board on a temporary basis. No region shall have less fewer than one Board Member.
IX.4 Term
(a) The four (4) elective officers and the Immediate Past President have one-year terms on the Board of Directors.
(b) The two (2) Past Presidents have two-year terms on the Board of Directors.
(c) The one (1) AWCI Chapter Executive has a two-year term on the Board of Directors.
(d) All other members of the Board of Directors have three-year terms.
(e) All terms begin at midnight of the first day of July following their election. No Board Member shall serve a term of more than seven (7) consecutive years excluding the succession of elective officers and the Immediate Past President.

IX.5 Meetings of the Board of Directors
(a) At least two (2) regular meetings of the Board of Directors shall be held during the year. One meeting shall be held in the spring in conjunction with the annual convention and one meeting in the fall in conjunction with the fall conference. One approximately six (6) months prior to the Annual Meeting and another at the Annual Meeting. The Officers-elect and Board Members-elect shall attend the meeting held immediately after their election, but they shall have no vote in the business conducted at this meeting unless they are already seated on the Board.
(b) Special Meetings of the Board of Directors may be called by the President or by the Secretary at the request in writing of ten (10) members of the Board of Directors.
(c) At least thirty (30) days’ written notice by mail, telephone facsimile, email or other digital or electronic means shall be given by the Secretary to each member of the Board of Directors as to the time, date and place of the meeting of the Board.
(d) Any member of the Board of Directors who fails, except for reason of illness, or death in his or her family or for business reasons, to attend two (2) consecutive regular meetings of the Board of Directors that are held more than thirty (30) days apart shall have his or her status as a member of the Board of Directors terminated, and the vacancy so created shall be filled in accordance with the manner prescribed by these Bylaws of AWCI.
(e) Between meetings of the Board of Directors, the President, any two (2) other officers or any four (4) Members of the Board of Directors may direct the Secretary to submit to the full Board of Directors a letter ballot by mail, telephone facsimile, email or other digital or electronic means on any matter that, in their opinion, should be considered prior to the next meeting of the Board of Directors. Failure by a member of the Board of Directors to respond shall be considered an affirmative vote. In the event that one-third four (4) or more negative votes are received, the issue shall be considered to be tabled until the next regular meeting of the Board of Directors.

IX.X Quorum
Two-thirds of the voting members of the Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors.

IX.6 Ex-Officio Members of the Board of Directors
The Executive Vice President & CEO shall be an ex-officio on the Board of Directors. The Board of Directors may appoint additional members to the Board in an ex-officio capacity. Ex-Officio Members of the Board shall have voice but no vote at Board meetings.
Ex-Officio Members of the Board include:
- (a) Chairman-President of the FWCI Committee
- (b) Chairman-Chairperson of the Construction Technology Council
- (c) Chairman-Chairperson of the Union Contractor Council
- (d) Chairman-Chairperson of the Business Management Council,
- (e) Chairman-Chairperson of the Membership Council,
- (f) Chairman-Chairperson of the Convention Committee
- (g) Chairman-Chairperson of the Continuing Study Committee
- (h) Chairman of the Charter Chapters Committee and
- (i) The Executive Vice President.

ARTICLE X—Executive Committee

X.1 Executive Committee
The Executive Committee of AWCI shall consist of the elective officers of the AWCI, the Immediate Past President, the Chairman-Chairperson of the Continuing Study Committee, ex officio, and the Executive Vice President & CEO. The Chairperson of the Continuing Study Committee and the Executive Vice President & CEO, who shall have voice without vote.

X.2 Meetings
Three (3) voting members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Committee. Meetings may be called by the President or by three (3) voting members of the Executive Committee.

X.X Quorum
Three (3) voting members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Committee.

X.3 Authority
(a) The Executive Committee shall exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to said Board thereon at the next succeeding regular meeting.

(b) The Executive Committee, by unanimous vote, shall have the right to suspend action on any motion passed by the Board of Directors provided, however, that in the event such suspension is exercised, the motion suspended shall be submitted to the Board of Directors by mail within fourteen (14) days of such action, along with the reason or reasons for exercising this suspension and with a ballot. If one-third a plurality of the Board votes to override the suspension, then the original motion shall continue in effect.

X.4 Audit and Fiscal Year
The Executive Committee shall select a certified public accountant to audit the financial records each fiscal year. The fiscal year of AWCI is July 1 through June 30 unless changed by the Board of Directors. The certified public accountant shall report to the Audit Committee and to the Board of Directors.
ARTICLE XI—Elective Officers

XI.1 Positions
The elective officers of AWCI shall be President, Vice President, Treasurer and Secretary.

XI.2 Roles
The elective officers shall be members of the Board of Directors and shall hold like offices on said Board.

XI.3 Elections
(a) The elective officers shall be nominated and elected by the procedures described in ARTICLE XV.1 of these Bylaws.
(b) Officers shall hold office for one year or until their successors are elected and qualified.
(c) No member of AWCI shall be elected to any office if he has not served a minimum of two (2) full years on the Board of Directors prior to taking office.

XI.4 President
(a) It shall be the duty of the President to act as the chief executive officer of AWCI, chairman of the Board of Directors and chairperson of the Executive Committee; to preside at all meetings of AWCI, of the Board of Directors and of the Executive Committee, and, further, the President and President-Elect shall have the right to attend all committee and council meetings in an ex-officio capacity, with the exception of meetings of the Committee of Past Presidents.
(b) It shall be the duty of the President to fill any vacancies that may occur in any appointed or elected office of AWCI, subject to the approval of the Board of Directors. However, if the members of the regional conference shall select a member to fill any vacancy from any regional conference, and if they fail to fill the vacancy within thirty (30) days, the President of AWCI shall fill the vacancy with a member from that regional conference, subject in either instance to the approval of the Board of Directors.
(c) It shall be the duty of the President to appoint all committees specified in the Bylaws, unless otherwise provided for. The President-Elect shall, during the period between his or her election and his or her assumption of the Office of President, prepare his or her recommended committee appointments and notify the appointees so that these several committees shall assume their duties at midnight on the first day of July following the election of the President-Elect.
(d) The President may and/or the Treasurer and the Executive Vice President shall sign all written contracts, checks and obligations of AWCI, except that the Executive Committee shall establish criteria under which the Executive Vice President, acting without the President or Treasurer, may sign certain contracts, checks and obligations under the normal course of business within the established policies of AWCI and within the limitations established by the approved budget.
(e) The President shall perform such other duties as the Board of Directors may assign to him or her.

XI.5 Vice President
(a) The Vice President shall assist the President in the discharge of his or her duties, and in the absence or indisposition of the President, shall perform the duties of the President; and the Vice President and Vice President-Elect shall have the right to attend all committee and council meetings with the exception of the Nominating Committee and the Committee of Past Presidents.
(b) The Vice President shall perform and discharge such other powers and duties the President or the Board of Directors shall from time to time prescribe.

XI.6 Treasurer
(a) The Treasurer shall keep account of all monies received and expended for use by AWCI. The President and/or the Treasurer and the Executive Vice President shall sign all written contracts, checks and obligations of AWCI, except that the Executive Committee shall establish criteria under which the Executive Vice President, acting without the President or Treasurer, may sign certain contracts, checks and obligations under the normal course of business within the established policies of AWCI and within the limitations established by the approved budget. He or she shall make a report at the Annual Meeting or when called upon by the Executive Committee.
(b) The Treasurer may sign written contracts, checks and obligations of AWCI.

XI.7 Secretary
The Secretary shall give notice by mail, telephone facsimile, email or other digital or electronic means of and attend all meetings of AWCI, the Board of Directors and the Executive Committee, and keep minutes of all proceedings.

XI.8 Rank of Elective Officers
(a) The Elective Officers of AWCI shall be defined in the following descending order:
(1) President
(2) Vice President
(3) Treasurer
(4) Secretary
(b) In the event that any elective officer of AWCI shall be unable to fulfill his or her duties or to complete his or her term in office, other elective officers of a lower rank shall immediately advance in order to fill the vacancy thus created.
(c) The President then, in consultation with the Nominating Committee and with the approval of the Board of Directors, shall appoint a person to fill the duties of Secretary.

XI.9 Restrictions
No person shall hold national or elected office in AWCI except a Contractor, or a Supplier or Distributor or a Manufacturer Member.

ARTICLE XII—Staff
XII.1 Executive Vice President &CEO
PROPOSED CHANGES—BYLAWS OF THE ASSOCIATION OF THE WALL AND CEILING INDUSTRY

(a) The Executive Committee of AWCI shall employ an Executive Vice President & CEO. The Executive Vice President & CEO shall be the chief executive officer of the corporation and shall be a member of the Executive Committee and the Board of Directors; and shall have voice but no vote at all meetings of AWCI, its Board of Directors and the Executive Committee.

(b) The Executive Vice President & CEO shall, within the Articles of Incorporation and the Bylaws of AWCI, perform such duties as are delegated to him or her by the President and/or the Executive Committee and/or the Board of Directors, including, but not limited to, the duties of the Treasurer and Secretary, all acting within the established policy of AWCI. The Executive Vice President & CEO shall have the authority to act for and on behalf of AWCI and its officers.

(x) The Executive Vice President & CEO, acting without the President or Treasurer, may sign contracts, checks and obligations under the normal course of business within the established policies of AWCI.

(c) The Executive Vice President & CEO, with the approval of the Board of Directors and working within the established annual budget, may employ staff to assist the Executive Vice President & CEO as may be necessary to conduct the affairs of AWCI. Such employees shall be under the direction of the Executive Vice President & CEO, and the Executive Vice President & CEO shall have the exclusive authority to hire and terminate employees. Employees shall themselves have no authority to act for or on behalf of AWCI or its members or officers unless such authority is expressly stated in writing by the President, the Executive Committee, the Board of Directors or the Annual Meeting of AWCI.

XII.2 Staff Positions
No member-person employed by a member of AWCI shall be employed by AWCI in a staff position while retaining membership.

ARTICLE XIII—General Counsel

XIII.1 Appointment
The Executive Committee may appoint a general legal officer for AWCI whose title shall be General Counsel. The General Counsel shall answer directly to the Board of Directors, but the Board of Directors may terminate the General Counsel's employment.

XIII.2 Direction
The General Counsel shall be independent of other employees and of any individual officer, although he or she may receive direction from the President and/or Executive Vice President & CEO and/or Executive Committee in carrying out his or her activities. In the event of an impasse in such cooperation between the General Counsel, the President and/or the Executive Vice President & CEO, the Executive Committee shall arbitrate the solution to the impasse.

ARTICLE XIV—Councils

XIV.X Definition: A council is composed of a group of committees that have a related mission.

XIV.1 Authority to Establish Councils
The Board of Directors shall have the right to establish councils for any specific purpose.
XIV.2 Determination of Need
Before a group shall be admitted as a Council, it shall be determined that such group is legitimately a part of the wall and/or ceiling industry. A group that is not a legitimate part of such industry shall not be admitted. Such determination shall be made by the Board of Directors at its sole discretion.

XIV.3 Limits
The establishment of Councils shall be limited to definable and recognizable internal groups within AWCI.

XIV.4 Council Leadership
A Council shall be authorized to elect its own chairman and other officers, and to conduct its own business subject to the approval of AWCI’s Board.

XIV.5 Relationship to the Board of Directors
The Chairman/Chairperson of each Council shall serve as an ex-officio member of the Board of Directors and shall have the right to attend all meetings of the Board of Directors with voice but no vote.

XIV.6 Budget
Each Council shall be responsible to AWCI to operate within the budget constraints approved annually by the Board of Directors.

XIV.7 Permanent Councils
The Permanent Councils of AWCI, unless otherwise amended by these Bylaws, shall be:
(a) Union Contractor Council, and
(b) Construction Technology Council. (c) Business-Management Council and
(d) Membership Council.

XIV.8 Union Contractor Council
There shall be a Union Contractor Council consisting of all interested union-signatory Contractor Members organized and maintained under the conditions of these Bylaws, and subject to the following additional conditions:
(a) The Union Contractor Council shall have the ability to create a separate, voluntary fund exclusively for its own activities;
(b) AWCI shall provide qualified staff, subject to Council approval; and
(c) The Union Contractor Council, by unanimous vote, shall have the right to reinstate any of its proposed actions or motions that have been disapproved or not passed by the Board of Directors provided, however, that in the event such reinstatement is exercised, the action or motion reinstated shall be submitted to the Board with the reason or reasons for exercising this reinstatement, and with a ballot. If one-third a plurality of the Board shall vote to override the reinstatement, then the original disapproval or non-passage shall continue in effect.
XIV.9 Construction Technology Council
The Construction Technology Council seeks improvement in all wall and/or ceiling industry materials, systems, equipment and assembly methods. Working with other industry groups, it develops technical specifications, standards of practice and documents, in addition to proposing recommendations to building codes and industry standards.

XIV.10 Business-Management Council
The Business-Management Council identifies and responds to member needs in the areas of education, safety, insurance, business practices and training. Committees in this council are responsible for promoting and implementing ideas that will help all AWCI members run a successful business.

XIV.11 Membership Council
The Membership Council conducts the awards program recognizing outstanding achievements in the wall and ceiling industry, identifies new member services and reviews current benefits for value and timeliness and coordinates the activities of charter chapters and association executives.

ARTICLE XV—Committees

XV.X Definition: A committee is composed of members with a specific mission.

XV.1 Nominating Committee on Nominations
The Nominating Committee shall consist of twelve (12) members:
(a) Three (3) Past Presidents, but not the Immediate Past President;
(b) Two (2) former members of the Board of Directors, who have served on the Board of Directors within the preceding five (5) years; and
(c) Seven (7) members selected respectively from the regional conferences regions, where each region shall have at least one person on the Nominating Committee.

The Past Presidents shall each serve a term of three (3) years, which shall be staggered so that one term expires each year. The appointees to the Nominating Committee shall be presented to the Board of Directors by the President-Elect by mail sixty (60) days prior to the Annual Meeting at the spring Board of Directors meeting. The Board shall vote on the Committee appointees at the Board of Directors’ Meeting held during the Annual Meeting at the spring meeting. In the event that the Board of Directors rejects any appointee so submitted, then the President-Elect shall have the right to submit additional appointees until the requisite number of committee members has been approved.

No member of the Nominating Committee shall be a member of the Board of Directors, and every member of this committee shall be a Contractor, or Supplier or Distributor or Manufacturer Member of AWCI in good standing. Whenever possible, the Chairman Chairperson of this committee shall be a Past President.

The Nominating Committee on Nominations shall nominate candidates for each elective office and for each At-Large position and each Regional position on the Board of Directors, which becomes vacant at the end of the fiscal year, and shall report its recommendations to the Board of Directors at the fall meeting. The Board shall have the right to nominate from the floor, which shall vote on the recommendations. The Board shall have the right to nominate from the floor. In the event the Board nominates from the floor, a vote on contesting nominees shall be held at the Board of Directors’
Meeting. After finalizing the slate, the Board shall then vote on the candidates, send the slate to the membership and, unless competing candidates are nominated by the membership, the slate shall be declared elected. Thirty (30) days shall be allowed for nominations from the membership, provided that any candidate whose name shall be submitted by the membership shall have an endorsement in writing of ten (10) percent of the Contractor and Supplier Membership or seventy-five (75) Contractor and Supplier Members in good standing, whichever is larger. However, no more than one-third of the names of such a petition may come from any one Conference. Any member nominated by petition of at least ten (10) percent of the Contractor and Supplier Membership or seventy-five (75) Contractor and Supplier Members shall have his name placed before the Contractor and Supplier Members in attendance at the Annual Meeting. If such ballot is required, each Contractor and Supplier Member’s company shall have one vote for each office for which there is more than one candidate. Election shall be by a majority vote of the Contractor and Supplier Members present and voting. If there are no additional candidates nominated by the Contractor and Supplier Membership or the Board of Directors, then the Secretary shall declare those candidates nominated by the Nominating Committee to have been elected by unanimous vote.

**Move to the Rules of the Board**

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<th>XV.2 Budget Committee</th>
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<td>The President, with the approval of the Board of Directors, shall name a Budget Committee consisting of five (5) members. The Treasurer shall serve as chairman of said committee; however, no other officers or members of the Board of Directors except the Treasurer-Elect shall serve on this committee. The Treasurer-Elect shall be a member ex officio and without vote on Budget Committee, and shall serve as its Vice Chairman. The Budget Committee shall draft a budget for the fiscal year to be submitted to the Board of Directors for its consideration and approval. One voting member of the Budget Committee other than the Treasurer shall also serve as a member of the Audit Committee. The Budget Committee shall meet at least once each year at least thirty (30) days prior to the beginning of the fiscal year to draft a proposed budget for the fiscal year. The Board of Directors shall consider and decide on this proposed budget.</td>
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<th>XV.3 Audit Committee</th>
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<td>The President, with the approval of the Board of Directors, shall name an Audit Committee consisting of six (6) members, none of whom are officers or Board members. The duties of the committee shall be to study the annual audit and to report on same to the Board of Directors at the fall meeting. The Audit Committee is empowered to examine all books and financial reports of AWCI. One voting member of the Audit Committee shall also serve as a member of the Budget Committee. The certified public accounting firm hired by the Executive Committee shall report to the Audit Committee and to the Board of Directors.</td>
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<th>XV.4 Bylaws and Resolutions Committee</th>
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<td>The President shall name a Bylaws and Resolutions Committee consisting of five (5) members, the chairman and vice chairman of which shall be members of the Board of Directors to be named prior to the Annual Meeting. It shall be the duty of the Bylaws and Resolutions Committee to study the Bylaws of AWCI, the operation of same, and suggest amendments to same and, if so requested, to make a report on the Bylaws and their operation to the Annual Meeting following their appointment by the President, and to receive resolutions from the members to be presented</td>
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to the Annual Meeting for action. Resolutions approved at the Annual Meeting shall be submitted by the Bylaws and Resolutions Committee to the Secretary.

**Move to the Rules of the Board**

**XV.5 Convention Committee**
The President shall appoint a Convention Committee consisting of a chairman and two (2) members from each of the following committees:
(a) Supplier Members Committee,
(b) Membership Committee and
(c) Training and Education Committee.
When possible, the Chairman of the Convention Committee shall be a Past President of AWCI. The Chairman of the Convention Committee shall be an ex-officio member of the AWCI Board of Directors.

**XV.6 FWCI Committee**
The President of AWCI, acting for the Foundation of Wall and Ceiling Industry, shall appoint a committee to represent the Foundation at meetings of AWCI. The Chairman of the Foundation Committee shall be an Ex-Officio Member of the AWCI Board of Directors.

**Move to the Rules of the Board**

**XV.7 Continuing Study Committee**
On an annual basis, the Board of Directors, through the President, shall task the Continuing Study Committee to formulate long- and short-range plans for the AWCI and the industry; review and make recommendations on all AWCI and industry activities; recommend new AWCI and industry activities; review and study the AWCI committees, their structures and their activities, and make recommendations on same; but not necessarily limited to these functions. The Continuing Study Committee shall also be charged with the continuing study of membership services of the AWCI. The committee shall be composed of seven persons appointed by the Board of Directors. Each member of the Continuing Study Committee shall serve for a term of four (4) years, so staggered that the terms of no more than two (2) members shall expire each year. No member of the committee shall serve more than five (5) consecutive years on the committee. The committee shall elect a chairman, who shall be an ex officio member of the Executive Committee.

**Move to the Rules of the Board**

**XV.8 Committee of Past Presidents Committee**
All Past Presidents of the AWCI who are Contractor, Supplier or Distributor, Manufacturer or Lifetime Members shall be members of the Committee of Past Presidents. The Committee of Past Presidents shall meet annually. The Chairperson shall be the Immediate Past President, and shall elect a Chairman, Vice Chairman and Secretary, each of whose duties shall be in keeping with the normal functions assigned to those offices in the latest edition of “Robert’s Rules of Order.”
The Committee shall also elect at its annual meeting two (2) members from the Committee of Past Presidents to serve in a voting capacity on the Board of Directors, and the Immediate Past President shall automatically serve on the Board of Directors and on the Executive Committee as a voting member of both of those bodies.

The Committee of Past Presidents shall serve as an advisory body to the President, the Executive Committee, and to the Board of Directors when requested. The Committee of Past Presidents shall arbitrate all matters referred to them by the President or Executive Committee. The Committee of Past Presidents shall function as the Grievance Committee of the AWCI and from time-to-time, on request, shall hear and arbitrate grievances between members, members and the AWCI and others. All members of the Committee of Past Presidents may attend meetings of the Board of Directors in an ex officio capacity with voice but no vote; provided, however, that the two members elected to serve on the Board of Directors shall, in addition to the Immediate Past President, have voice and vote at all meetings of the Board of Directors.

**Move to the Rules of the Board**

**XV.9 Government Affairs Committee**
The Government Affairs Committee is responsible for monitoring, proposing positions and taking initiatives regarding national legislative and regulatory activities. Official positions proposed by the committee must be approved by the Board of Directors. The Government Affairs Committee shall have up to sixteen (16) members appointed by the President. The members shall be geographically disbursed and represent Contractor and Supplier Member categories. The President shall appoint the chairman and vice chairman of the committee.

**XV.10 Other Standing and Special Committees**
Additional Standing Committees may be named by the President to meet the problems and needs of AWCI and/or the industry. To be a member of any AWCI committee or council, the person or the company he represents shall be a member of AWCI in good standing.

**XV.11 Restrictions**
(a) No person shall be appointed as Chairman of any existing committee unless he or she has been a member of the committee for at least one year. This restriction may be waived by the President or the Executive Committee.
(b) No Committee Chairman shall hold the office of Chairman of a specific committee for more than three consecutive years, except that the Executive Committee may, by a unanimous vote, waive this rule so that a Chairman may serve as Chairman of a specific committee for a maximum of five (5) consecutive years.
(c) Only members in good standing may serve on a standing committee, special committee, council or a committee of a council. Charter AWCI Chapter executives may serve on a council or a committee of council with voice but without vote.

**ARTICLE XVI—Notice to Members**
Every member is responsible to and shall provide to the Secretary an address, current contact information to which all notices and documents may be sent by mail, telephone facsimile, email or other digital or electronic means. The last address so provided shall be the address to which the notices will be sent or delivered. Notices for members of firms or officers of corporations may be sent in care of such firms or corporations.
sending of any notice or document to any member by mail, telephone facsimile, email or other digital or electronic means to the address provided by him or, if no such address has been provided, to his last known address, shall constitute proper service thereof.

ARTICLE XVII—Insurance
XVII.1 Fiscal Year
The fiscal year of AWCI is July 1 to June 30 and may be changed by the Board of Directors.

XVII.2 Bonding
AWCI shall obtain a fidelity bond on all staff and officers who are involved in the financial activities of AWCI.

XVII.3 Directors and Officers
AWCI shall maintain a Director’s and Officer’s liability insurance policy.

XVII.4 General Liability
AWCI shall maintain a general liability and umbrella insurance package.

ARTICLE XVIII—Assets
No member may acquire an interest of any kind in the property of AWCI, real, personal or mixed, except the right to take part in the use and disposition of such property under the Articles of Incorporation and the Bylaws.

ARTICLE XIX—Seal
The seal of AWCI shall consist of the words “Association of the Wall and Ceiling Industries—International Industry” arranged in a circle with the words “Corporate Seal” in the center of said circle.

ARTICLE XX—Dissolution
AWCI shall use its funds only to accomplish the objectives and purposes specified in the these Bylaws, and no part of the said funds shall inure to, become property of or be distributed to the members of AWCI. On dissolution of AWCI, any funds remaining shall be distributed to one or more regularly organized and qualified tax-exempt charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XXI—Amendments to the Bylaws
XXI.1 Authority
These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote of any duly organized meeting, as provided for under ARTICLE VIII of these Bylaws, provided the proposed change is submitted by mail, telephone facsimile, email or other digital or electronic means to each member at least thirty (30) days before the time of the meeting that is to consider the change.
XXI.2 Amendments Made by Mail, Telephone Facsimile, Email or Other Digital or Electronic Means

The Board of Directors may, by a two-thirds affirmative vote, direct the Secretary to submit any proposed amendment or amendments to these Bylaws to the Contractor and Supplier Members voting membership by mail, telephone facsimile, email or other digital or electronic means, together with a ballot blank on which the individual member shall indicate whether or not he or she is in favor of such an amendment. This notice and deadline for filing the ballot with the Secretary of AWCI shall be given at least six (6) weeks prior to the deadline for the response. If, at the expiration of such time, ten (10) percent of the Contractor and Supplier Members voting membership in good standing have voted, and two-thirds of those who have voted thereon shall indicate they are in favor of such amendment, then such amendment shall be considered to have passed.