

**BYLAWS  
OF  
WATERPROOFING CONTRACTORS ASSOCIATION, INC.,  
a Nonprofit Association**

**ARTICLE I  
THE CORPORATION**

**Section 1. Name.** The name of this nonprofit Association shall be Waterproofing Contractors Association, Inc. (hereinafter referred to as "WCA" the "Corporation" or the "Association").

**Section 2. Principal Office.** The principal office of the Association shall be located at such place as the Board of Directors (the "Board") may designate from time to time. The Association may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the Association may require from time to time.

**Section 3. Purposes.** The objectives of this Association include, but are not limited to, the following: (A) to encourage mutual improvement, social intercourse and good will among its Members; (B) to elevate and sustain the professional character and education of its Members; (C) to publish reports and treatises for the education of its Members; (D) to represent, have cognizance of, and safeguard the common interests of its Members and the public in keeping with the moral and ethical standards that would at all times reflect favorably upon the Members as individuals and as part of the association; (E) to collect and disseminate information that will increase the efficiency of all phases of waterproofing and construction promote good will between the various phases of construction and obtain a more thorough understanding of various problems confronting the waterproofing and construction industry, and make all possible efforts to solve these problems satisfactorily; (F) to do and perform such matters and things as are allowed by law and may be reasonably necessary or convenient to attain the object and ends for which it was organized.

**ARTICLE II  
MEMBERSHIP**

**Section 1. Qualification for Membership.** Any firm, partnership, corporation, LLC, or any other form of business entity (hereinafter all referred to as "business entity") which has complied with the laws of the state regulating such business entity, and are otherwise qualified to serve the waterproofing and building restoration industry shall be eligible to apply for Membership or renewal of Membership with the Association.

The Association shall consist of one class of Membership (the "Members"). The Members shall vote, pay dues, and are eligible to have representatives on the Board of Directors (the "Board")

or "Board of Directors"). The Board may by resolution add new classes and categories of Membership upon recommendation by the Resolutions Committee and, in such event, shall establish applicable requirements for Membership in each additional class or category.

**Section 2. Application and Acceptance of Members.** Application for Membership in the Association shall be on forms provided by the Secretary or individual otherwise designated by the Board of Directors. The applicant shall submit the completed form(s) to the Secretary of the Association or an individual otherwise designated by the Board of Directors. The applicant must have its application for membership endorsed by two Members of the Association. To receive approval of the Board of Directors the applicant must receive a vote of two-thirds majority of the Board of Directors. If applicant is so approved, Membership shall begin when the applicant's Member Dues are received.

**Section 3. Sale of Member's Business Entity.** The sale or transfer of a controlling interest in a Member's business entity shall not terminate the Membership of said business entity.

**Section 4. Expulsion, Suspension or Termination of Membership.** The membership rights of a Member may be censured, expelled, suspended or terminated in any manner that is fair and reasonable and carried out in good faith and for causes which the Board of Directors shall deem appropriate, including without limitation, the member's failure to pay the required membership fees and/or dues as prescribed by the Board of Directors, upon no longer qualifying to serve the waterproofing and building restoration industry, or the failure to comply with the Association's Articles of Incorporation, Bylaws, or any other Association governing documents. Notwithstanding the above, any Member expulsion, suspension, or termination under this Section shall require two-thirds (2/3) votes of the Board of Directors entitled to vote thereon.

**Section 5. Reinstatement.** Any Member censured, expelled, suspended or terminated from the Association, may be considered for reinstatement by submitting a new application for Membership as provided in Section 2.

### ARTICLE III MEETINGS OF MEMBERS

**Section 1. Annual Meeting.** The Members of the Association shall meet in Annual Convention at least once each year at such time and place as determined by a majority vote of the Members present at the convention selecting said time and place. In the event there is not a determination pursuant to Section 1 herein, the time and place of each Annual Meeting shall be determined by the Board of Directors at least three months in advance of such convention.

**Section 2. Special Meetings.** A special meeting of the Members may be called by the President, Board of Directors, or by Members having twenty-five (25) percent of the votes to be cast at such a meeting.

**Section 3. Notice of Meetings.** Notice of the annual meeting and any special meeting of the Association shall be sent by any means that is fair and reasonable, and for this purpose, written or printed notice stating the time, place, and date of any such meeting shall be delivered to



each Member entitled to vote at such meeting (a) not less than ten (10) or more than sixty (60) days before the date of the meeting, or (b) not less than thirty (30) or more than sixty (60) days before the date thereof, if such notice is sent by any means other than first class, registered, or certified mail, unless the North Carolina Nonprofit Corporation Act or the corporation's Articles of Incorporation require such notice be given to all Members with respect to such meeting. For this purpose, notice may be delivered in person; by electronic mail, or other form of wire or wireless communication, or by facsimile transmission; or by mail or private carrier, to each Member of the Association entitled to vote at such meeting, unless the North Carolina Nonprofit Corporation Act or the Association's Articles of Incorporation require that such notice be given otherwise. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the Member at its address as it appears on the current record of Members of the Association, with postage thereon prepaid.

Notwithstanding the foregoing, if the notice provided for above clearly would not be fair and reasonable under the circumstances then existing, then notice appropriate for the circumstances shall be given; PROVIDED, HOWEVER, THAT notice for a meeting where any of the following matters are to be approved shall in all events be given as provided in the first paragraph of this Section 3 and include a description of any matter or matters that shall be approved: (i) Executive Board member conflict of interest or indemnification, (ii) amendment to the Association's Articles of Incorporation or Bylaws, (iii) plan of merger or dissolution, or (iv) a sale of assets other than in the regular course of the Association's activities. Specifically, if the Board of Directors or Members seek to have an amendment to the Association's Articles of Incorporation or Bylaws approved at a Membership Meeting, the notice provided shall state the purpose of the meeting and contain or be accompanied by a copy or summary of the amendment, unless otherwise required by the provisions of the North Carolina Nonprofit Corporation Act.

In the case of an annual or substitute annual meeting of Members, the notice of meeting need not specifically state the business to be transacted at the meeting or include a copy or summary of any proposed action, unless any of the foregoing expressly is required by the provisions of the North Carolina Nonprofit Corporation Act. In the case of special meetings, the notice of meeting specifically shall state the purpose or purposes for which the meeting is called, and only those matters which are stated in the notice may be acted upon at any special meetings of Members.

**Section 4. Waiver of Notice.** Any Member may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Member, and delivered to the Association for inclusion in the minutes or filing with the corporate records. A Member's attendance, in person at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter before it is voted upon.

**Section 5. Quorum.** For all meetings, other than the Annual Meeting, the presence in person of a majority of the Members entitled to vote shall constitute a quorum for the transaction of business. For the Annual Meeting, the number of Members present in person at the Annual

Meeting, even if the number of Members is less than the majority of the Members entitled to vote, shall constitute a quorum for the purpose of such meeting. Once a quorum is announced, it shall be deemed sufficient for the duration of the entire meeting and the Members may continue to transact business until adjournment. In the absence of a quorum at the opening of any meeting of Members, such meeting may be adjourned from time to time by a vote of the majority of the Members on the motion to adjourn; and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

**Section 6. Proxies.** Members may only vote in person, not by proxy.

**Section 7. Voting at Meetings.** Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. A majority vote of all voting Members present in person at any duly constituted meeting of the Association at which a quorum is present shall rule except as may be otherwise specified in the Bylaws.

**Section 8. Informal Action by Members.** Any action that is required or permitted to be taken at a meeting of the Members may be taken without a meeting if one or more written consents, describing the action so taken, shall be signed by all the Members who would be entitled to vote upon such action at a meeting, and delivered to the Association for inclusion in the minutes or filing with the corporate records. All such written consents must be dated within sixty (60) days of the date of the first consent to be signed. Such consent has the same effect as a meeting vote and may be described as such in any document.

If the Association is required by law to give notice to nonvoting Members of action to be taken by unanimous written consent of the voting Members, then the Association shall give the nonvoting Members, if any, written notice of the proposed action at least ten (10) days before the action is taken.

#### **ARTICLE IV MEMBERSHIP DUES**

**Section 1. Annual Dues.** All fees and annual membership dues for Members shall be determined by the Board of Directors. The amount of the Annual Dues shall be reviewed yearly for changes by the Board of Directors.

**Section 2. Failure to Pay Annual Dues.** Any Member in arrears for Annual Dues shall not be in good standing and shall not be eligible to vote or hold office.

**Section 3. Due Date.** All fees and annual membership dues shall be paid by the date set by the Board of Directors.

**Section 4. Membership Identification.** Membership certificates, emblems and/or plaques shall be issued to the Members in such forms as may be approved from time to time by the Board of Directors and shall indicate the class of Membership, if applicable. Upon the withdrawal, revocation suspension or termination of any Membership, the Member thereby



affected shall surrender any certificate, emblem and/or plaque evidencing its Membership to the Secretary of the Association.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 1. General Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of the Board of Directors. Generally, the power of the Board of Directors shall include, but is not limited to, the power to: (a) Transact the general business of the Association in the interim between Annual Conventions; (b) Establish major administrative policies governing the affairs of the Association and devise and mature measures for the Associations growth and development; (c) Provide for the proper care of materials, equipment and funds of the Association, for the payment of legitimate expenses, and for the annual auditing of all books of account; (d) Verify referendum votes of the Board of Directors; (e) Select and employ the Executive Director of the Association and to provide for the operation of the executive office, including employment of the staff; (f) Take action by a majority of the directors without a meeting if consent to the action in question is approved by all the directors and filed with the minutes of the proceedings of the Board whether done before or after the action is taken; and (g) Censure, suspend, or remove any Member whose conduct is, in the opinion of the majority of the Board of Directors, reflecting poorly on the Association.

**Section 2. Number and Qualifications.** The number of directors constituting the Board of Directors shall be such number, not less than one (1) nor more than nine (9), as shall be determined from time to time by resolution of the Members or the Board of Directors. The Board of Directors shall be composed of as follows: the President, the Vice-President, the Secretary, the Treasurer, and the immediate Past President of the Association. Additionally, three (3) Members shall be elected as Directors as hereinafter provided.

**Section 3. Election of Directors.** The Board of Directors shall comprise of the elected Directors that are elected at the Annual Convention of Members. At the Annual Convention of Members, the Members shall elect One (1) Member to the Board of Directors to serve as a non-officer Director each year. Those persons who receive a majority of the votes cast by the Members shall be deemed to have been elected

**Section 4. Ascension of Directors.** The President for any given year shall be the individual who served as Vice-President the preceding year. The Vice President for any given year shall be the individual who served as Secretary the preceding year. The Secretary for any given year shall be the individual who served as Treasurer the preceding year. The Treasurer for any given year shall be the individual who served as a Director for three (3) preceding years. The immediate Past-President shall be the individual who served as President the preceding year. All non-officer Directors, shall serve for three (3) years before being eligible to be an Officer Director.

**Section 5. Removal.** Any Director may be removed at any time with or without cause by a vote of the Members if the number of votes cast to remove such Director exceeds the number of votes cast not to remove the Director. A Director may not be removed by the Members at a meeting (other than the Annual Convention at which election of directors normally occurs) unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the Director. If any Directors are so removed, new Directors may be elected at the same meeting.

Any director may also be removed by the Board of Directors for failing to attend more than Three (3) Board meetings a year. The Director may be removed only if a majority of the Directors then in office vote for the removal. If any Director is removed for failing to attend as provided in the paragraph, the Directors shall have the power to appoint a temporary Director until a new Director can be elected by the Members to replace the temporary Director at the Annual Convention or a special meeting of the Members.

**Section 6. Resignation.** A Director may resign at any time by communicating his resignation to the Board of Directors or its Chairman. Such resignation is effective when communicated unless it specifies in writing a later date or subsequent event upon which it will become effective.

**Section 7. Vacancies.** Any vacancy occurring in the Board of Directors, including without limitation a vacancy resulting from an increase in the number of directors or from the failure by the Members to elect the full authorized number of directors, may be filled by the Members or by the Board of Directors, whichever group shall act first. If the directors remaining in office do not constitute a quorum, the directors may fill the vacancy by the affirmative vote of a majority of the remaining directors.

**Section 8. Chairman of the Board.** The Chairman of the Board of Directors shall be the President of the Association. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

**Section 9. Compensation.** The Board of Directors may reimburse Directors for expenses incurred in attending meetings or functions of other organizations on behalf of the Association and upon the request of the Board of Directors. The Board of Directors shall have the power and authority to negotiate and implement compensation arrangements for its Executive Director(s) or any other individual hired by the Association.

## ARTICLE VI MEETINGS OF DIRECTORS

**Section 1. Regular Meetings.** A regular meeting of the Board of Directors shall be held immediately prior to each Annual Convention of the Association at the place where such convention is held.



**Section 2. Special Meetings.** Meetings of the Board shall be held as often as deemed necessary during the year at locations determined by the President.

**Section 3. Notice of Meetings.** Meetings of the Board of Directors may be called by the President on five (5) days notice to each Director, either personally or by mail or electronic mail, and shall be called by the President in like manner on like notice on the written request of not less than forty percent (40%) of Members of the Board. Meetings shall be held at such time and place as may be specified in the notice thereof.

**Section 4. Waiver of Notice.** Any director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the director entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice of such meeting unless the director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 5. Quorum.** Unless the articles of incorporation or these bylaws provide otherwise, a majority of the Directors on the Board of Directors shall constitute a quorum at any meeting of the Board.

**Section 6. Manner of Acting.** Except as otherwise provided in the articles of incorporation or these bylaws, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 7. Presumption of Assent.** Any member of the Board of Directors who is present at a meeting of the Board of Directors at which action in any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his or her dissent is otherwise entered into the minutes of the meeting, or unless he or she shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 8. Action without Meeting.** Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all the majority of the members of the Board and the action is re-affirmed at the next meeting of the Board and entered into the minutes. In the intervals between meetings of the Board of Directors, the President may refer and submit, by mail, electronic mail, or other electronic means to the Board of Directors definite questions relating to the affairs of the Association, which, in the opinion of the President, require immediate action on the part of the Board. The results of such a referendum, which required a majority vote of the members of the Board of Directors, shall control the action of the Association and of its Board of Directors, officers, committees agents and employees.

**Section 9. Committees of the Board.** The Board of Directors may create committees of the board and appoint members of the Board of Directors to serve on them. The creation of a

committee of the board and appointment of members to it must be approved by a majority of Directors in office when the action is taken. Each committee of the board must have two (2) or more members and, to the extent authorized by law and specified by the Board of Directors, shall have and may exercise all of the authority of the Board of Directors in the management of the Association. Each committee member serves at the pleasure of the Board of Directors. The provisions in these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to committees of the board established under this section.

**Section 10. Participation by Conference Telephone.** Any one (1) or more Directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device that allows all persons participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

## **ARTICLE VII OFFICERS**

**Section 1. Officers of the Corporation.** The officers of the Association shall consist of a President, a Vice-President, Secretary, Treasurer, and other officers as may from time to time be appointed by or under the authority of the Board of Directors ("Officers"). The Officers of the Association shall perform the duties usually performed by such officers, together with such duties as shall be prescribed in the Bylaws of the Association, or any additional duties as the Board of Directors may prescribe.

**Section 2. Elections and Term.** The Officers of the Association shall be appointed according to the number of years the individual has served on the Board of Directors through Director ascension as provided in Article V. No Officers will be elected by the Members unless otherwise provided in these Bylaws.

**Section 3. Simultaneous Offices.** Any two or more offices may be held simultaneously by the same Member; however, the same Member may not hold the offices of Secretary and Treasurer. In addition, no Member may act in more than one capacity where action of two or more officers is required.

**Section 4. Compensation of Officers.** The Board of Directors may reimburse Officers for expenses incurred in attending meetings or functions of other organizations on behalf of the Association and upon the request of the Board of Directors.

**Section 5. Removal.** Any Officer may be removed at any time with or without cause by a vote of the Members if the number of votes cast to remove such Officer exceeds the number of votes cast not to remove the Officer. If an Officer is removed by a vote of the Members, the Officer shall also be removed as a Director pursuant to Article V. An Officer may not be removed by the Members at a meeting (other than the Annual Convention at which election of directors normally occurs) unless the notice of the meeting states that the purpose, or one of the purposes,



of the meeting is removal of the Officer. If any Directors are so removed, new Directors may be elected at the same meeting.

**Section 6. Resignation.** An Officer may resign at any time by communicating his or her resignation to the Association, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the Association, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. An Officer's resignation does not affect the Association's contract rights, if any, with the Officer.

**Section 7. President.** The President shall be chairman of the Board of Directors and an ex officio member of all committees, except the Committee of Nominations. The President shall preside at all meetings of the Association and the Board of Directors, but shall not vote except in the event of a tie. The President shall have the power, with the consent of the Board of Directors, to call special meetings of this Association; in addition, he shall perform all such duties as established customs and procedures required.

**Section 8. Vice President.** In the absence of the President, the Vice-President shall assume the duties as are assigned to him by the Board of Directors. In the event of a vacancy occurring in the office of president, the Vice-President shall serve as president until adjournment of the next Annual Convention or until his successor is elected. (In the event the offices of the President and Vice-President are vacant, the Board of Directors shall appoint one of its members to act in a presidential capacity until a permanent president is elected.)

**Section 9. Secretary.** The Secretary shall keep minutes of all meetings of the Association and Board of Directors. He shall preserve all papers, letters and transactions of the Association, and shall have custody of the corporate seal. He shall deliver to his successor within one month after the Annual Convention all Association property in his possession. The Executive Director shall assume such duties in connection with the work of Secretary as shall be specified by the Board of Directors.

**Section 10. Treasurer.** The Treasurer or Executive Secretary as approved by the Board of Directors shall collect, receive and have charge of all funds of the Association; he shall have deposited such funds in a bank designated by the Board of Directors and shall provide for the expenditure of such funds. He shall report to the Board of Directors the financial standing of the Association at each Annual Convention. He shall give a bond, subject to the approval of the Board of Directors and his accounts shall be reviewed annually by an Audit Committee, approved by the Board of Directors. The Executive Secretary shall assume such duties in connection with the work of the Treasurer as shall be specified by the Board of Directors and the Board of Directors may require the Executive Secretary to give a bond in lieu of that required of the Treasurer by these Bylaws. The retiring Treasurer shall, within one month after the adjournment of the Annual Convention, deliver to the Treasurer all money, vouchers, books and papers of the Association in his custody, with a supplemental report covering all transactions from April 1 to the close of the Annual Convention.

## ARTICLE VIII COMMITTEES

**Section 1. Standing Committees.** The Board of Directors may create and populate committees of the Association as may be established by the Board of Directors from time to time. The following Standing Committees, which may be dormant until called into action, shall be appointed by the President immediately following each Annual Convention to serve until the next Annual Convention and until their respective successors are appointed:

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

**Section 2. Standing Committees' General Duties.** Standing Committees, except the Committee on Nominations, shall assume the duties specified in these Bylaws and other such duties as may be assigned by the Board of Directors.

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

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

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

**Section 6. Education Committee.** The Education Committee shall consist of at least Three (3) members as appointed by the President. Its duties shall be: (a) To seek, recommend and secure speakers and programs, when requested, for, and have meetings on topics for the enlightenment of members in various fields. (b) To create and devise ways and means to impart information on caulking and waterproofing.

**Section 7. Nominating Committee.** The President shall have the discretion to appoint at least Three (3) Directors to serve as the Nominating Committee. The President has the discretion



to serve as one of the appointed Directors. The Nominating Committee shall make nominations, without prejudice to other nominations for the One (1) open Board of Directors seat, to be offered at the time of elections during the Annual Convention.

## **ARTICLE IX CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** Consistent with the purpose of the Association as contained in the Association's Articles of Incorporation, the Board of Directors may authorize any officer(s) or any agent(s) to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. The Executive Board may enter into employment contracts on such terms and conditions as the Executive Board deems necessary or desirable.

**Section 2. Loans.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or specific in nature and scope. Notwithstanding the foregoing, no loan, guaranty, or other form of security shall be made or provided by the Association to or for the benefit of any of its Board members, officers, employees or Members.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by such officer(s) or such agent(s) of the Association and in such manner as from time to time shall be determined by resolution of the Board of Directors.

**Section 4. Deposits.** All funds of the Association not otherwise employed from time to time shall be deposited to the credit of the Association in such depositories as the Board of Directors shall direct.

## **ARTICLE X AMENDMENTS**

**Section 1. General.** Except as otherwise provided in the articles of incorporation or by law, these Bylaws may be amended or repealed and new bylaws may be adopted by the Members. No bylaw adopted, amended, or repealed by the Members shall be re-adopted, amended, or repealed by the Board of Directors, unless the articles of incorporation or a bylaw adopted by the Members authorizes the Board of Directors to adopt, amend, or repeal that particular bylaw or the bylaws generally.

**Section 2. Amendments to the Bylaws.** These Bylaws may be amended at any Annual Convention or any other meeting if the proposed amendments shall receive at least Sixty percent (60%) of the votes entitled to be cast by Members present at such meetings.

**Section 3. Proposed Amendments.** Any proposed amendment to the Bylaws shall be submitted to the Secretary at least thirty (30) days before any Annual Convention or meeting. The Secretary shall transmit the proposed amendments to the Board of Directors and the said Board shall make a recommendation and provide notice pursuant to the Bylaws to the Members of the Association.

## ARTICLE XI GENERAL PROVISIONS

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

**Section 2. Parliamentary Authority.** The rules contained in Roberts Rules of Order Revised shall govern meetings of the Association in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

**Section 3. Fiscal Year.** The fiscal year of the Association shall be fixed by the Board of Directors.

**Section 4. Definitions.** Unless the context otherwise requires, terms used in these Bylaws shall have the meanings assigned to them in the North Carolina Nonprofit Corporation Act to the extent defined therein.

### CERTIFICATE OF ADOPTION

I, Sarah Thaxton, Secretary of Waterproofing Contractors Association, Inc., do hereby certify that the foregoing are the Bylaws of Waterproofing Contractors Association, adopted by the Members of the Corporation on the 16<sup>th</sup> day of September, 2017.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this 5 day of December, 2017.

Sarah Thaxton, Secretary