

**SECOND AMENDED BYLAWS FOR  
NORTHWEST WALL & CEILING BUREAU  
(NWCB)**

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## **ARTICLE I – NWCB**

### **A. Corporation.**

1. The Corporation shall be known as Northwest Wall & Ceiling Bureau (herein referred to as the “NWCB”). The NWCB is a nonprofit corporation organized under the laws of the State of Washington. The Corporation is an approved Exempt Organization pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986 (and sometimes referred to as the “Organization”).
2. The Organization shall be a Membership Organization.
3. The Organization will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Organization will be distributed to its Directors or Officers without full consideration. No Director of the Organization has any vested right, interest or privilege in or to the assets, property, functions or activities of the Organization. The Organization may contract in due course with its Members, Directors and Officers without violating this provision.
4. The Organization has approved and adopted a Conflicts of Interest Policy to govern transactions with and for the Organization, a copy of which is available to all Organization Members, Directors, Officers, employees and contractors.

### **B. Membership Conditions.**

Membership in the NWCB shall be open to all who abide to the Bylaws, policies and standards of the NWCB and the wall and ceiling industry and who strive to bring credit to both, and who:

1. Is an individual person, Organization, firm, association, partnership or corporation who:
  - a. Is engaged in the installation, manufacture and/or sales of materials, products, services, tools and/or supplies as related to the wall and ceiling industry;
  - b. Has been in business for a period of at least one (1) full calendar year;
  - c. Is in full compliance with the law of the states, provinces, and federal jurisdiction where they are conducting business; and
  - d. Is committed to abiding by the ethical standards of the NWCB.
  - e. If an individual is also part of an Organization, firm, association, partnership, or corporation then they are entitled to only one vote on behalf of the entity.
  
2. Members Code of Ethics.
  - a. Conduct business in such a manner as to not be harmful to NWCB, the industry, or other Members. This would be a condition other than typical accepted business practices.
  - b. Install, manufacture, supply, and provide services that meet standards (NWCB, Codes, ASTM, etc.) and the ethical principles of the profession.
  - c. Members shall avoid conflict of interest.
  - d. Members shall make no representations regarding their services, products or qualifications that are misleading or false.

- e. Members shall not engage in any conduct that is detrimental to the reputation or best interest of NWCB or the industry.
- f. Members should perform no scopes of work or services that are illegal.

3. Honorary Membership.

An Honorary Membership may be bestowed upon an individual who has exhibited outstanding services to the industry and NWCB. Any current Member can nominate an Honorary Member. The Board of Directors shall approve the nomination by a majority vote of the Board at a regular scheduled meeting. Honorary Member(s) do not pay a Membership fee and can attend most NWCB events free of charge except major events such as the Annual Convention per the discretion of the Executive Director.

4. Membership Application and Approval.

The appropriate Membership form shall be filled out by an authorized individual and, when returned, shall be accompanied by one (1) year's dues payment in US dollars. When applying for Membership, the company must meet NWCB's Membership qualifications. The approval of Membership shall be at the discretion of the NWCB Executive Director.

5. The Board of Directors shall have the power to expel any Member for cause or violation of any of the conditions of Membership.

6. The Board of Directors may require Membership forfeiture of a Member for:
  - a. Non-payment of dues by a Member after six (6) month period of delinquency and notification.
  - b. Non-payment of funds after sixty (60) days by a Member for any type of goods purchased from NWCB or NWCB event; and.
  - c. Failure to abide by the Membership code of ethics. After the Member has been notified by the Executive Director, the Executive Director shall refer the matter to the Board of Directors where they have the responsibility of voting on forfeiture of Membership.

7. Industry Promotion Fund.

- a. Contractors engaged in wall and ceiling industry scopes of work in geographical areas where current union labor agreements include Industry Promotion Funds shall pay into said fund if signatory to the prevailing wall and ceiling industry collective bargaining agreement that governs each trade employed by the Member.
- b. Contractors not signatory to the prevailing wall and ceiling industry collective bargaining agreement, referenced in 7.a. above, that governs each trade employed by the Member in geographical areas, which include Industry Promotion Funds, shall pay an amount equal to the Industry Promotion Fund

contribution directly to the NWCB as additional dues since the Industry Promotion Fund contribution is used to support the NWCB. Through its Executive Director, NWCB will in its sole discretion determine compliance with the Industry Promotion Fund and the amount of dues owed.

C. Membership Responsibilities.

1. The Members of the NWCB shall elect the Officers and the Board Members.
2. The Members of the NWCB shall approve or disapprove proposed amendments to the Articles of Incorporation, amend the Bylaws, and advise the Board of Directors regarding the direction and emphasis for the NWCB.

**ARTICLE II – MEMBER MEETINGS**

A. Annual Meetings.

1. The Annual Meeting of the NWCB shall be at its Annual Convention and Trade Show.
2. Notice of the Annual Meeting will be contained in the convention registration packet sent to the Membership, which may serve as the only notice of the Meeting.
3. Agenda items for the Annual Meeting must be submitted to the President, Executive Director or a Member of the Board of Directors at least four (4) days prior to the Meeting.

B. Special Meetings.

1. Special Meetings of the NWCB may be called by the President, Executive Director or upon written request of four (4) Members of the Board of Directors, or upon written request of one-fifth (1/5) of the Membership.
2. The purpose of the Special Meeting shall be limited to the business of interests to the Membership of the NWCB and clearly defined by those authorized to call the Special Meeting.
3. No other business shall be transacted except that for which the meeting is called.
4. Notice of the date, time, place and purpose of the Special Meeting shall be sent to each Member of the NWCB not less than ten (10) nor more than fifty (50) days before the date of the Special Meeting either by first class prepaid mail or electronic mail (email). If sent by first class prepaid mail, actual notice is deemed received three (3) days after mailing or if by electronic mail, the day of the electronic transmission.

C. Voting Procedures.

1. Each NWCB Member Organization shall be entitled to one (1) vote.
2. All elections and voting on issues shall be by voice vote unless an alternative procedure is necessary to accurately determine if the matter has received the required support.
3. At all Annual and Special Meetings of the Members of the NWCB, each Organization shall have the right to vote in person.
4. There shall be no voting by proxy or email.

D. Quorum.

Those Members of the NWCB present at an Annual or Special Meeting shall constitute a quorum for the transaction of the Organization's meeting.

**ARTICLE III - OFFICERS**

A. Composition of the Officers of the NWCB.

Shall consist of the President, Vice President, Secretary, Financial Officer, and Past President. At any given time both President and the Vice President must be a Member of the NWCB who is either personally engaged or represents an Organization actively engaged in the wall and ceiling contracting business. The Vice President, Secretary, Finance Officer and Past President will also serve as Directors.

B. Elections and Term.

1. The Officers shall be elected by the Members of the NWCB at the Annual Meeting for a term of two (2) years, to begin at the close of the Annual Convention.
2. The term of office of the Officers shall expire at the close of the Annual Convention two (2) years from the time their term began.

C. Duties of Officers.

1. The President shall:
  - a. Preside at meetings of the NWCB, Board of Directors and Convention;



- b. Give leadership to the NWCB and report to the Membership and the Board on the conduct and management of the business of the NWCB;
- c. Appoint interim committees and committee chairmen as from, time to time, may be in the best interest of the NWCB; and
- d. Carry out such other duties as prescribed by the Board of Directors or that are prescribed elsewhere in the Bylaws or by law.

2. The Vice President shall:

- a. Support the President in the responsibilities of overall leadership and carry such other responsibilities as are normally associated with his assigned position;
- b. In the absence of the President, carry out all duties of the President; and
- c. If the President's position shall fall vacant, serve as President until the next Annual Meeting at which time shall be filled in the manner prescribed in Article III-Officer, D. Vacancy. 2.

3. The Secretary shall:

- a. Record minutes of the Board of Directors Meetings, Annual Convention, Finance Committee Meeting, and other meetings if so asked by the President or Executive Director;
- b. To be an active participant of the Financial Committee Meetings and to serve as Chairman if the Finance Officer/Chairman is unavailable; and

- c. To be available to host some of the duties of the Executive Director if so asked as it would pertain to financial issues.

4. The Finance Officer shall:

- a. Serve as Chairman of the Finance Committee;
- b. Develop the Annual Budget draft with the Executive Director. Present the budget for approval to the Finance Committee, then to the Board of Directors;
- c. Be available to oversee all monetary NWCB matters;
- d. Report all financial issues and statuses to Board of Directors; and
- e. Follow NWCB Bylaws and/or other policies pertaining to NWCB finances.

5. The Past President shall:

Serve as a resource to Officers, Directors and Committees.

D. Vacancy.

1. Vacancy among the offices of Vice President, Secretary and Finance Officer may be filled by the Board of Directors upon recommendation of the President to serve until the next Annual Meeting at which time the vacancy shall be filled by Nomination and Election in the manner prescribed herein.

2. If the President's position shall fall vacant, the Vice President shall serve as President until the next Annual Meeting at which time the position will be filled by either:
  - a. The natural progression of the two year term of the Vice President to President; or
  - b. By Nomination and Election in the manner prescribed herein.

E. Nomination and Election.

The Nominating Committee, appointed by the President, shall develop a slate of candidates for the Officers of the NWCB. This slate of candidates shall be presented and voted on by the Board of Directors. The Membership shall then be given notice before the Annual Convention in the manner prescribed herein. An election of the slate of Officers is to be voted on by the Membership in attendance at the Annual Meeting.

F. Resignation and Removal.

Any Officer may, by written instrument signed and acknowledged, resign his office. Any Officer of NWCB may be removed with or without cause, by a vote of two-thirds (2/3) of the current Membership of the NWCB.

**ARTICLE IV – BOARD OF DIRECTORS**

A. Composition.

1. The Board of Directors is to consist of the following:

- a. One (1) President (both the President and Vice President must be a Member of the NWCB who is either personally engaged or represents an Organization actively engaged in the wall and ceiling contracting business).
  - b. Four (4) Members as appointed by the Northwest Wall and Ceiling Contractors Association;
  - c. Three (3) Members as appointed by the Associated Wall and Ceiling Contractors of Oregon & Southwest Washington.
  - d. One (1) Labor-IUPAT
  - e. One (1) Labor-PNWRCC
  - f. One (1) Labor-OP&CMIA
  - g. One (1) Dealer-USA
  - h. One (1) Manufacturer-USA
  - i. One (1) Past President
  - j. Two (2) Optional positions. To be filled upon the recommendation of the President. The vacancy shall be filled by Nomination and Election in the manner prescribed herein.
2. The Board will be comprised of a total of sixteen (16) members. One (1) President and fifteen (15) directors four (4) of which will also serve as the Vice President, Secretary, Finance Officer and Past President.

3. Board Members main scope of business shall be directly that of the wall and ceiling industry except for the two (2) Optional positions. It is not a requirement for the Optional positions to be from the wall and ceiling industry.

. All Board of Directors are to attend, support and promote the NWCB, its events, and the wall and ceiling industry.

B. Nomination and Election.

The Nominating Committee, appointed by the President, shall develop a slate of candidates for the position of Director of the NWCB Board. This slate of candidates shall be presented and voted on by the Board of Directors. The Membership shall then be given notice before the Annual Convention in the manner prescribed herein. An election of the slate of Directors is to be voted on by the Membership in attendance at the Annual Meeting.

C. Duties.

1. The Board of Directors shall set policy of the NWCB. They, Board of Directors, shall give active leadership to ensure the financial strength, stability and growth of the NWCB.
2. The Board of Directors is accountable to the Membership for the affairs of the NWCB so as to serve its goals and objectives.

3. The Board of Directors may adopt Rules and Regulations of the NWCB. Said Rules and Regulations may provide for the imposition of penalties or the expulsion or supervision of the NWCB Members who fail to abide by the Bylaws, Rules and Regulations.
4. Confidentiality policy will apply to the Board of Directors and Staff.

D. Resignation and Removal.

Any Director may, by written instrument, signed and acknowledged, resign his office. Any Director may be removed only by a majority vote of the Board of Directors for conduct contrary to the interest of the NWCB.

E. Vacancy.

A vacancy in its Members may be filled by the Board of Directors upon recommendation of the President, to serve until the next Annual Meeting, at which time the vacancy shall be filled by Nomination and Election in the manner prescribed herein.

F. Board of Director's Meetings.

1. Regular Meetings.

- a. Regular Meetings of the Board of Directors shall be held not less than twice a year at such time and place as the Board may direct.
- b. Notices of the date, time, place and purpose of Regular Meetings shall be sent to each Member of the Board not less than ten (10) days nor more than

fifty (50) days before each meeting either by first class prepaid mail or electronic mail (email). If sent by first class prepaid mail, actual notice is deemed received three (3) days after mailing or if by electronic mail, the day of the electronic transmission.

2. Special Meetings of the Board.

- a. Special Meetings shall be called at the request of the President or upon written request of four (4) Members of the Board.
- b. The purpose of the Special Meeting shall be stated with the request, and no other business shall be transacted except that for which the meeting was called.
- c. Notices of the date, time, place and purpose of the Special Meeting shall be given to each Member of the Board not less than ten (10) days nor more than thirty (30) days before the meeting either by first class prepaid mail or electronic mail (email) If sent by first class prepaid mail, actual notice is deemed received three (3) days after mailing or if by electronic mail, the day of the electronic transmission.

G. Quorum.

A quorum to transact business shall be a majority of the current voting Members of the Board of Directors.

#### H. Voting Procedures.

1. When a quorum is present the vote of the majority of Members of the Board present at the meeting shall constitute a Board action unless otherwise required by law, by the Articles of Incorporation or by the Bylaws, or Roberts Rules of Order, Newly Revised.
2. Each Board Member shall be entitled to one (1) vote. The President shall vote only in the case of a tie. Board Members may vote “yeh” or “ney” or “abstain”.
3. All elections and voting on issues shall be by voice vote unless an alternative procedure is necessary to accurately determine if the matter has received the required support.
4. Voting by proxy is acceptable only when determined appropriate by the President.
5. Electronic voting is acceptable only when determined appropriate by the President.

#### **ARTICLE V – BOARD COMMITTEES**

##### A. Establishment.

The Board of Directors may establish such committees and/or such task forces as it deems necessary.

##### B. Chairperson.

The Chairman of the committee shall be appointed by the President, subject to the approval of the Board of Directors for a term to be designated by the President, subject to the approval of the Board of the Directors.



C. Members.

The President shall appoint committee Members after consultation with the Chairman of the respective committee and subject to the approval of the Board of Directors for a term consistent with that of the Chairman.

**ARTICLE VI - MEMBERSHIP DUES**

The Board of Directors may increase or decrease Membership Dues. However, no increase in Membership Dues shall be effective until after the next Annual Membership Meeting following the Board of Directors' adoption of such resolution.

**ARTICLE VII - MISCELLANEOUS**

A. Fiscal Year.

The fiscal year of the NWCB shall be designated by the Board of Directors.

B. Contributions.

Any holiday sponsors, bequests or gifts to the NWCB shall be solicited, accepted or collected only for purposes approved by the Board of Directors.

C. Depositories.

All funds of the NWCB shall be deposited to the credit of the NWCB under such conditions and in such banks as recommended by the Executive Director or in his absence by the NWCB President, and approved by the Board of the Directors.

D. Contracts and Debts.

The Board of Directors may authorize any officer or agents of the NWCB, in addition to the Officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the NWCB, and such authority may be general or confined to specific instances.

E. Audit.

1. At such time as the Board of Directors deems necessary an audit shall be performed.  
The Board of Directors shall direct the Executive Director to retain a certified public accountant to make an examination of the financial accounts of the Corporation.
2. A report of these examinations shall be submitted to the Board of Directors.

F. Approved Signatures.

All negotiable instruments shall be signed and/or countersigned by those persons established and approved by the Board of Directors.

G. Property.

Title to all property shall be held in the name of the NWCB.

H. Financial Reports.

A summary report of the financial operation of the NWCB shall be made at least annually to the Membership in such form, as the Board of Directors shall prescribe.

- a. The Finance Committee shall review each quarterly financial statement.
- b. The Board of Directors shall review the Organization's financial statements a minimum of two (2) times each year.

#### **ARTICLE VIII – EXECUTIVE DIRECTOR**

##### A. Employment.

The Board of Directors may appoint and/or remove an Executive Director of the NWCB who shall be a part time or full time employee of the NWCB and report to the President.

##### B. Duties.

The Executive Director shall:

- a. Be responsible for the general and specific assignments given by the President and/or Board of Directors.
- b. Be responsible for carrying out the assigned work of the NWCB within the framework of the policies, plans and budget, approved by the Board of Directors;
- c. Be accountable to the Board of Directors through the President; and
- d. Attend all meetings of the Board of Directors.

##### C. Responsibility and Authority.

The Executive Director shall have the responsibility and authority to deal with financial matters, signing contracts, oversee the monetary reserves, and to see to it

that disbursements and income of all monies are handled properly and per the Bylaws and any other governing laws or policies pertaining to incorporation of the NWCB.

- a. All financial related matters to be available to the Finance Committee and the Board of Directors.
- b. The Annual Budget shall be prepared by the Executive Director and Financial Officer, presented to the Finance Committee for review and modification, if necessary, then presented to the Board of Directors for final approval.
- c. In the event that the Executive Director cannot handle his duties as the authorized person for distribution of funds or any other financial dealings, then it is the responsibility of the Finance Officer and Secretary, under the leadership of the President to take over those duties. If this situation should develop, two (2) of the three (3) individuals are required to approve any and all transactions.

#### **ARTICLE IX – BOOKS AND RECORDS**

The NWCB shall keep at the registered office such books and records as are legally required or as are designated by the Board of Directors for historical or other purposes.

#### **ARTICLE X – ANNUAL REPORT**

An Annual Report shall be filed yearly with the Secretary of the State of Washington as required by law.

#### **ARTICLE XI - DISSOLUTION**

In the event of dissolution of the NWCB, the NWCB assets shall be disposed of in the manner set forth in the Articles of Incorporation.

#### **ARTICLE XII – WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of statutes, the Articles of Incorporation and the Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XIII – RULES OF PROCEDURE**

The rules of procedure at meetings of the NWCB and the Board of Directors shall be according to Roberts Rules of Order, Newly Revised, so far as applicable, and when not inconsistent with the Articles of Incorporation, the Bylaws and the laws of the State of Washington.

#### **ARTICLE XIV – AMENDMENT OF BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of Members present and voting at any meeting of the NWCB, whether Regular or Special, provided that the proposed amendment, alternation, repeal or new Bylaw shall have been included in the notice of the meeting.

#### **ARTICLE XV – LOCAL CHAPTERS**

The Board of Directors shall encourage the formation of chapters of the NWCB. Such chapters shall only be formed pursuant to a resolution of the NWCB's Board of Directors providing in part that:

- a. Each chapter may elect its own Officers and/or Directors in order to perform the local chapter's business;
- b. Each local chapter must be subject to the NWCB's Articles of Incorporation, Bylaws and applicable resolutions of the Board of Directors and/or Membership of the NWCB; and
- c. No local chapter shall sponsor, promote or endorse any activity or product detrimental to the NWCB's purpose or which could cause legal liability for the NWCB.

## **ARTICLE XVI – PRODUCTS AND SYSTEMS**

1. No Member shall cause the NWCB to be liable for any product, system or workmanship of any such Member; and
2. Membership in the NWCB does not constitute endorsement by the NWCB of any such Member's product, system or workmanship.

**CERTIFICATE OF ADOPTION**

The adoption of the Amendments of the Bylaws was approved by the NWCB Members as provided in Article XIV hereof.

The undersigned, being the Northwest Wall and Ceiling Bureau, a Washington nonprofit corporation, certify that the foregoing is the Bylaws of the Northwest Wall and Ceiling Bureau, and ordered certified and filed in the Corporate Minute Book of said nonprofit corporation by majority vote of the Members of the Northwest Ceiling and Wall Bureau at the meeting held on the 2nd day of December, 2016.

OFFICER SIGNATURE

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**Neil O'Connor**  
President, NWCB Board of Directors





IRS Department of the Treasury  
Internal Revenue Service

P.O. Box 2508  
Cincinnati OH 45201

In reply refer to: 0248567571  
May 10, 2010 LTR 4168C EO  
91-0339598 000000 00

00015820  
BODC: TE

**Attachment A**

NORTHWEST WALL & CEILING BUREAU  
1032A NE 65TH ST  
SEATTLE WA 98115-6609

Employer Identification Number: 91-0339598  
Person to Contact: MS.LEE  
Toll Free Telephone Number: 1-877-829-5500

Dear TAXPAYER:

This is in response to your Apr. 29, 2010, request for information regarding your tax-exempt status.

Our records indicate that your organization was recognized as exempt under section 501(c)(6) of the Internal Revenue Code in a determination letter issued in AUGUST 1943.

Because you are not an organization described in section 170(c) of the Code, donors may not deduct contributions made to you. You should advise your contributors to that effect.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely yours,

*Michele M. Sullivan*

Michele M. Sullivan, Oper. Mgr.  
Accounts Management Operations I

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