

BYLAWS
of the
POWER WASHERS OF NORTH AMERICA (PWNA)

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Power Washers of North America

1410 Energy Park Drive, Suite 6

Saint Paul, MN 55108

Toll Free: 1 (800) 393-7962

Fax: (651) 699-6709

E-mail: info@ThePWNA.org

www.thepwna.org

ARTICLE I – NAME AND LOCATION

Section 1. Name. The name of this Corporation shall be the Power Washers of North America (PWNA).

Section 2. Location. Offices of this Corporation shall be located in St. Paul, MN and/or in such other localities as may be determined by the Board of Directors.

Section 3. Mission Statement. The mission of the Power Washers of North America is always to be the recognized leader in developing and communicating the highest standards in ethical business practices, environmental awareness, and safety through continuing education and active representation of the membership. We believe PWNA educated and trained contractors raise the level of professionalism within the industry and therefore, the value to their customers.

The goal of the PWNA is to educate both members and non-members about ethical business practices, technical information, environmental awareness, and safety through continuing professional improvement programs and to promote the hiring of PWNA members to potential customers whenever possible. The association serves as an advocate for all aspects of the power washing industry.

Section 4. Vision Statement. The PWNA will be the premier organization committed to promoting the highest standards of safety, ethics and professionalism of the industry.

ARTICLE II – OBJECTIVES

The objectives for which this Corporation is organized shall be:

1. To promote, through pressure cleaning, a cleaner, healthier environment in which to live and do business.
2. To advance the interests of the industry including legislation and regulation and spread the interests of power washing to related industries.
3. To provide and encourage members to attend meetings, conferences, and seminars and such other forums as may be practicable for the exchange of information, ideas, and the encouragement of professionalism.
4. To develop publications and such educational materials and programs for the industry that are practicable and suitable for broadening the knowledge of all power washers.
5. To operate the organization on sound fiscal principles.
6. To facilitate the exchange of information among members of the Association and to encourage high ethical standards of conduct by members.

ARTICLE III – MEMBERSHIP

Section 1. Classifications of Membership. Classifications of membership in the Corporation shall be determined by the Board of Directors.

a) Contractor Member. Any company or sole proprietorship actively engaged in providing pressure washing and contract cleaning services to the public shall be eligible for Contractor membership. Contractor member companies shall be entitled to all rights and privileges of membership, and shall maintain one (1) vote at all official meetings of the Association.

b) Contractor / Vendor Member. Any company, or sole proprietorship, actively engaged in providing pressure washing services and contract cleaning services to the public; and also engaged in the manufacture, sale or distribution of pressure washing equipment, chemicals or related products or services (such as insurance, accounting or advertising services) is eligible for Contractor / Vendor membership. Contractor / Vendor members shall be entitled to all rights and privileges of membership, and shall maintain one (1) vote at all official meetings of the Association.

c) Vendor Member. Any company, which sells, manufacturers produces or distributes pressure washing equipment, chemicals, or related products or services (such as insurance, legal and accounting services) and is not a contractor shall be eligible for Vendor membership. Vendor members shall be entitled to all rights and privileges of membership, and shall maintain one (1) vote at all official meetings of the Association.

d) Corresponding Member. Organizations or individuals such as libraries, consultants, accountants, engineers, and government agencies with interests in the power washing industry shall be eligible for Corresponding membership. Corresponding members shall be entitled to all rights and privileges of membership except vote at all official meetings of the association.

e) Multiple Entity Membership. Any company or sole proprietorship that owns more than one entity actively engaged in providing pressure washing and contract cleaning services to the public and/or also engaged in the manufacture, sale or distribution of pressure washing equipment, chemicals or related products or services (such as insurance, accounting or advertising services) for shall be eligible for Multiple Entity Membership. PWNA shall offer members with multiple entities (50%) fifty percent off of their second membership, and (75%) seventy-five percent off the normal cost the third membership. However, the primary company will be the only company with a vote, ie. they will only get one vote. [Example: If you're a vendor, you're going to pay the normal rate for the first entity, 50% of that amount for the second membership, and 75% off the third membership. Each member would have to start at the highest level applicable.] This type of membership may be desirable for marketing reasons and for applicable membership discounts.

Section 2. Termination of Membership.

a) Any member may resign from the Association by submitting a written resignation to the Board of Directors. Such a resignation shall be effective as of the date received at the PWNA headquarters, unless it specifies another date.

b) The Board of Directors may recommend that any member be expelled from the Association for conduct contrary to the objectives of PWNA.

After having given the member an opportunity to be heard in his or her own defense at the next Board of Directors meeting, and after having given the member an opportunity to present the reasons why he or she should not be expelled, the Board of Directors shall conduct a roll call vote on the question of whether the member shall be expelled. A two-thirds (2/3) majority vote of the Board shall be necessary to expel a member.

c) Any member who resigns or is expelled shall forfeit any and all rights and privileges in the affairs and/or property of the Association, including dues already paid. Any member who resigns or is expelled shall remain liable for any dues or other charges due and owing at the time of his resignation or expulsion.

Section 3. Reinstatement of Membership. In the event that a PWNA member terminates his membership for any reason, membership may be reinstated subject to the following procedures:

a) All applicants must reapply for membership in accordance with the published PWNA membership requirements and shall satisfy all of these requirements.

b) All applicants are responsible for payment of all dues, fees, and assessments, which were unpaid at the time of termination of PWNA membership.

Section 4. Establishment of Fees. Dues, fees, and assessments for all classes of membership shall be established by the Board of Directors.

Section 5. Delinquency and Cancellation. Any member delinquent in the payment of dues, fees, and assessments, for more than three (3) months may, at the discretion of the Board of Directors, be dropped from the membership rolls and thereupon forfeit all rights and privileges of membership. Such member must remove the PWNA Logo and related mention of the PWNA from all documents, websites, clothing, vehicles, advertising, marketing, etc. The PWNA may institute legal proceedings against anyone using its name, logo, or other proprietary information who is not a member of the PWNA.

Section 6. Application Forms. Applications for membership shall be made on the regular application forms provided by the Association.

Section 7. Requirements for Membership. Requirements for all classes of membership shall be established by a majority vote of the Board of Directors.

a) All members shall possess qualities of good character and conduct themselves to a high standard of business ethics. Such firms and their representatives shall be required to uphold and promote the aims and goals of the Association, its Bylaws, and other governing documents.

b) There are five (5) categories of membership – an applicant must fall into one (1) of these categories. See Article III. Membership.

c) At the time of application the applicant must provide proof of insurance in order to be listed on PWNA website and full payment of dues for the correct category for which they are applying. Any such application will not be approved until all the above is provided.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Board of Directors Composition. The Board of Directors shall consist of a minimum of twelve (12) and a maximum of fourteen (14) Directors, including the president, vice president-president elect, treasurer, secretary, immediate past president with vote and minimum of seven (7) and a maximum of nine (9) members with vote. The executive director shall be a member of the board of directors ex officio without vote. President's vote will decide a tie vote.

Section 2. Qualification for Board of Directors: to be eligible to serve on the Board of Directors of PWNA on must meet the following:

- a) Be a PWNA member in good standing
- b) Be a Business Owner / Contractor / Vendor with over 50% of his/her revenue derived from contracting type work. This is to insure all Board Members are indeed contractors as an appropriate reflection of PWNA membership.
- c) Be willing to commit the time necessary to fulfill the responsibilities of a Director.

Section 3. Election of Directors. Open director positions shall be elected by the membership by ballot each year.

Section 4. Length of Terms for Directors. The terms of office for directors shall begin within hundred (100) days after the annual meeting and shall be for a term of 3 (3) years.

Section 5. Vacancies for Directors. Any director may be removed at any time by an affirmative vote of a majority of the Board of Directors. Any director may choose to leave the Board at any time. In the case of a vacancy on the Board of Directors, the president shall appoint a replacement within 90 days and the board shall approve a replacement to fill the unexpired term.

Section 6. Powers and Duties. The direction, control, and management of the affairs, securities, properties, and funds of the Corporation shall be vested in the Board of Directors, which shall pursue such policies and activities as shall be in accordance with the provisions and the Articles of Incorporation, these bylaws, and the appropriate statutes of the United States and the state where the headquarters is located.

Section 7. Meetings of the Board of Directors. The Board of Directors shall hold a minimum of two (2) regular face-to-face meetings and will hold a minimum of eight conference call meetings with attendance required as in Section 7 each year. The Board may hold special meetings upon the call of the President or of any three (3) Directors. Adequate notice must be given to each Director of the time and place of any meeting.

Section 8. Service by Directors. Board members shall serve without Compensation. Reimbursement of expenses may be provided for herein this document.(see Article XII Use of Funds, (b), (c) Directors unable to attend a meeting shall provide the president with some form of written communication of the reason for this absence. This may take the form of email, fax, etc. If a member has three unexcused absences, the president will assume the position is vacant. Unexcused shall be defined as “no notification or attempt to notify the president of absence.”

Section 9. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business.

ARTICLE V – NOMINATION & ELECTION

Section 1. Nomination Process. At least (1) month prior to the date set for the annual meeting of the Association, a Nominating Committee shall commence to function.

a) The Nominating Committee Chairman shall be the Immediate Past President. Two other non-officer board members who agree not to be nominated shall be members of the committee. It is preferred that the two other members of this committee be chosen from those who have served on the Board of Directors some time in the past.

b) It is expected that the Nominating Committee will be at the annual meeting of the PWNA in search of possible new Board of Directors. Recruiting of interest in such service shall take place at least (1) one month prior to annual meeting and shall conclude with nominations being presented no later than (3) three months after the annual meeting.

c) The consent of a nominee for election as a Director must be obtained in writing prior to the nomination, along with a copy of his biography to be used on the ballot and website. He or she shall agree to fulfilling duties of office, upholding the PWNA Mission and attending a board orientation. All nominations received for the Board of Directors shall be approved by a majority of the Nominating Committee before being put to a vote by the membership.

d) The Nominating Committee shall submit a ballot with a slate of open positions as candidates for board positions and candidate for officers. Ballots should be mailed to all members in good standing no later than (90) ninety days after to the annual meeting. Results of the election will be tallied by the executive director and affirmed by the treasurer . The candidates and the membership will be informed of the elections results and those elected to positions will assume their office (100) days after the annual convention.

ARTICLE VI – MEETINGS OF THE MEMBERSHIP AND VOTING

Section 1. Annual Meeting. An annual meeting of the Corporation membership shall be held each year at such place and on such date as may be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the membership may be called at any time by the Board of Directors.

Section 3. Round Table Meetings. Round Table meetings will be conducted under the auspices of the PWNA Board of Directors.

Section 4. Notification. Notice of any meeting of the membership shall reach each member not less than thirty (30) days before the date of the meeting.

Section 5. Voting. At all meetings of the membership, the designated voting representative of each member shall be eligible to vote. Each Professional and Associate member shall have one (1) vote, and may take part in voting only in Person when votes are taken within a physical meeting of the membership

- a) There may be virtual meetings whereas voting by written ballot sent by email, facsimile or hardcopies mailed are appropriate.
- b) Election of Officers and Board of Directors will be conducted by a virtual meeting. Results will be affirmed by the Executive Director and Treasurer.
- c) Unless otherwise specifically provided by these bylaws, a majority vote of the eligible members present or on the roll for a virtual meeting and voting shall govern.

Section 6. Quorum. A quorum shall be deemed present at the annual meeting or other special meetings if at least one-tenth (1/10) of the voting membership of the organization is present. All PWNA meetings shall observe Roberts' Rules of Order.

ARTICLE VII – OFFICERS

Section 1. Composition and Powers. The officers of the Corporation shall consist of the President, Vice President-President Elect, Treasurer and Secretary.

Section 2. Nomination and Election of Officers.

Nominating committee shall offer a slate for vice president-president elect in year one; a slate for secretary and for treasurer in year two. Officer candidates shall have served on the board at least one year immediately prior to their election.

Section 3. Terms of Office. An officer term shall begin no later than one hundred (100) days immediately after the annual convention meeting and shall be for three (3) years.

Section 4. Removal/Resignation. Any Officer may be removed at any time by an affirmative vote of a majority of the Board of Directors. Any officer may choose to leave office at any time. When that happens, the nominating committee shall recommend a replacement to be appointed by the board. They may seek input from the board in advance. Should there be an officer vacating, the nominating committee shall nominate a replacement(s). The replacement officer shall complete the term of the vacating officer and then be entitled to re-election.

Section 5. Officer Duties.

a) The President shall be the principal elected officer of the organization, shall preside at all meetings, and shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee. The president shall act to defuse any circumstances that affect the image of the PWNA. The President shall be responsible for evaluating the performance of the Executive Director of the association and facilitating communication between the Executive Director, and the Board of Directors, and the membership of the association.

b) The Vice President – President Elect shall preside in the absence of the President. In the event of the President's inability to remain in office for any reason, the Vice President – President Elect shall exercise all of the President's authority and duties for the unexpired portion of the President's term.

c) The Treasurer shall keep an account of all monies. The Treasurer shall make a report at the annual meeting or when called upon by the President. All or part of the treasurer duties may be delegated to the executive director. The Treasurer shall serve as chairman of the Finance Committee.

d) The Secretary shall give notice of and attend all meetings of the association, make and keep a record of all proceedings and attest documents. .

e) The Ex Director shall manage and direct all day to day management functions and financial activities of the association as prescribed by the President and the Board and shall be responsible to

the Board. The Executive Director shall have an ex-officio position without vote on all committees and the Board of Directors.

ARTICLE VIII – EXECUTIVE COMMITTEE / FINANCE COMMITTEE

Section 1. Committee Composition. The Executive Committee shall include the officers, the President, Vice President-President Elect, Treasurer, Secretary and Immediate Past President.

Section 2. Authority. The Executive Committee shall act on all matters on behalf of the Board of Directors when they are not in session between meetings. They shall also constitute the Finance Committee chaired by the Treasurer.

Section 3. Meetings. Meetings will be held in conjunction with each face-to-face board meeting. Other meetings may be called by the President or by three members of the committee.

Section 4. Quorum. A majority of the committee shall be a quorum.

ARTICLE IX – OTHER COMMITTEES

Section 1. Standing Committees. Standing Committees of the Board shall consist of the Meetings & Conventions Committee; Membership Committee; Nominating Committee, Education and Certification Committee; and Communication Committee.

The President shall appoint each of the board members to a Standing Committee and appoint a chair. These committees will meet at board meetings and as needed, will present action items to the board.

ARTICLE X– STAFF POSITIONS

Section 1. Staff Positions. In order to develop association policy and maintain organization consistency in specific areas, the association shall utilize compensated staff positions to assist the board of directors. The duties of their position shall be incorporated into the bylaws. Contracts and compensation for these staff positions will be developed by the board of directors, and signed contracts will be kept on file with the treasurer and principal officers.

Section 2. Instructors, Trainers and other staff positions – these positions may be named or appointed from time to time as needed with appropriate contractual agreements. Compensation may be included. They may attend the board meetings but without vote.

ARTICLE XI – INDEMNIFICATION

All Directors, Officers, former Officers, or former Directors of the Corporation, or any person who may have served at the request of the Corporation as a Director or Officer of another Corporation, shall be indemnified and made whole by this Corporation against expenses incurred by such Director or Officer in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been such Director or Officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed to be exclusive of any other rights to which such Officer or Director may be entitled under any bylaw, agreement, vote of the Board of Directors or Members, or otherwise. Insurance in the amount of a minimum of one (1) million dollars will be maintained for the purpose stated above. Any director may at any time request to see the insurance policy.

ARTICLE XII – USE OF FUNDS

- a)** The Corporation shall use its funds only to accomplish the objectives and purposes specified by these bylaws and no part of said funds shall inure, or be distributed, to the benefit of members of the Corporation.
- b)** The Board of Directors may have their attendance fees, transportation, lodging, and food expenses reimbursed upon approval of Executive Committee, when needed for participation in any PWNA event provided they are current with Membership Dues owed.
- c)** “The Executive Director and Board of Directors may have other expenses reimbursed while attending other events on behalf of PWNA to be approved by the Executive Committee.”

ARTICLE XIII – AMENDMENTS

The bylaws may be amended by a two-thirds (2/3) vote of the responding membership, provided that thirty (30) days written notice on any proposed amendment shall have been given.

ARTICLE XIV – FISCAL YEAR

The fiscal year of the Association shall commence on the first day of January and end on the 31st day of December of each year.