

**BYLAWS
of the
UNITED ASSOCIATION OF MOBILE CONTRACT CLEANERS (UAMCC)**

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ARTICLE I – NAME AND LOCATION

Section 1. Name. The name of this Corporation shall be the United Association of Mobile Contract Cleaners (UAMCC).

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

Section 3. Mission Statement. The United Association of Mobile Contract Cleaners is a national trade association of the pressure washing industry. The UAMCC's mission is to improve and enhance the pressure washing contractor's business climate nationwide through promotion and education of the pressure washing industry to the general public act as an advocate for the rights of the pressure washing contractor, and educate the pressure washing contractor with methods to improve their business..

The UAMCC will execute its mandates through its membership to develop, communicate and implement the highest standards in ethical business practices, environmental awareness, safety and public awareness through continuing education and active representation of the membership. We firmly state that UAMCC members raise the level of professionalism within the industry and therefore brings an established creditability to their customer(s) and to the power washing industry in whole.

The mandate of the UAMCC is to establish and continue through the life of the association a contractor driven association in which the needs of the pressure washing industry will remain keen and relevant to the UAMCC association. The UAMCC will 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 UAMCC 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 UAMCC is and will continue that is committed in promoting the highest standards within the pressure washing industry.

ARTICLE II – OBJECTIVES The objectives for which this Corporation is organized shall be:

1. To promote all UAMCC members in the pressure washing industry to the general public.
2. To provide to all UAMCC members tools and resources in which each member has the

ability to grow their business both geographically and financially.

3. To cause and establish a streamlined communication process in which the UAMCC membership base serves as a critical component for the future direction of any significant changes proposed by the current or future Board of Directors and/or Executive Officers of the UAMCC association.

4. To operate the organization on sound fiscal principles.

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) **Supplier 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, with the exception of voting privileges. No Supplier Member shall hold a position on the Board of Directors.

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 UAMCC headquarters, unless it specifies another date.

b) The Board of Directors or appointed committee may recommend that a member be expelled from the Association for conduct contrary to the objectives of UAMCC. After having given the member an opportunity to be heard in his or her own defense via a scheduled conference call, the Board of Directors or appointed committee 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. If a UAMCC 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 UAMCC 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 UAMCC 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 will, at the discretion of the Board of Directors or a special committee, be dropped from the membership rolls and thereupon forfeit all rights and privileges of membership.

Section 6. Application Forms. Applications for membership shall be made on the regular application forms provided by the Association. Application forms can be mailed, emailed or faxed for membership processing.

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) Companies eligible for membership under more than one category, as specified within these bylaws, must apply for one category of membership only, which represents the primary business of the applicant.
- c) All members shall provide proof of general liability insurance as part of the application procedure for joining.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Board of Directors Composition. The Board of Directors shall consist of nine (9) Directors, including the president, vice president, treasurer, secretary, and five (5) members with vote.

Section 2. Election of Directors. Three **member** directors shall be elected by the membership by ballot each year. **Delete “each year”**

Section 3. Length of Terms for Directors. The terms of office for directors shall begin

thirty (30) days after the annual meeting and shall be for a term of two (2) years. **Director terms shall be staggered two (2) year terms. Directors may serve up to two (2) consecutive terms, four (4) years total. Once four (4) consecutive years are served, the Director must vacate their position for at least one (1) year before being eligible for additional terms on the board.**

Section 4. Vacancies for Directors. Any director may be removed at any time by an affirmative vote of a majority of the membership base. 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 recommend a replacement and the board shall vote on with a majority two-thirds for appointment for the remainder of the unexpired term. **Delete starting at “In case... to the end. This is covered in Article 4, section 4**

Section 5. 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 6. 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 to each Director of the time and place of any meeting.

Section 7. Service by Directors. Board members shall serve without compensation. Directors unable to attend a meeting shall provide the president written communication of the reason for this absence. If a member has two unexcused absences, the president will assume the position is vacant. Similarly, board members shall notify the president if they cannot attend a conference call meeting and the two unexcused absences rule will apply.

Section 8. 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 twelve (12) weeks before the date set for the annual meeting of the Association, a Nominating Committee shall commence to function.

Section 1. Nomination Process. At least twelve (12) weeks before an annual meeting and or an annual BOD election, a Nominating Committee shall commence to function.

a) The Nominating Committee Chairman shall be the Immediate Past President. Two non-officer board members who agree not to be nominated shall be members of the committee.

a) The Nominating Committee shall include two board members who agree not to be nominated shall be members of the committee.

b) The Nominating Committee shall submit a ballot with a slate of at least three members as candidates for board positions and candidate for officers. Ballots should be mailed to all members in good standing at least thirty (30) days prior to the annual meeting. Results of the election will be tallied by the executive director and candidates informed so they can attend the convention board meeting.

b) The Nominating Committee shall submit a ballot with a slate of at least three members as candidates for board positions. Ballots shall be mailed, faxed or emailed to all members in good standing at least thirty (30) days prior to the election. Results of the election will be tallied, and announced by, the Nominating Committee.

c) The consent of a nominee for election as a Director must be obtained in writing prior to the nomination. He or she shall agree to fulfilling duties of office, upholding the UAMCC Mission and attending a board orientation.

ARTICLE VI – MEETINGS OF THE MEMBERSHIP AND VOTING

Section 1. Annual Meeting. An annual meeting of the Corporation membership shall be held each year, **if possible**, 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. Regional Chapters. Regional chapter meetings will be conducted under the auspices of the UAMCC Board of Directors under the guidelines of the adopted UAMCC business plan.

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 UAMCC Contractor Member shall have one (1) vote, and may take part in voting only in person. Unless otherwise specifically provided by these bylaws, a majority votes of the eligible members present and voting shall govern.

Section 6. Voting by Mail. Proposals may be offered to the membership by mail or facsimile on approval of the ballot by the Board of Directors.

Section 7. 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 UAmCc 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, 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 thirty (30) days immediately after the annual convention meeting and shall be for two (2) years. **If no annual meeting or convention occurs, terms will begin January 1 and or thirty (30) days after the election.**

Section 4. Removal/Resignation. Any Officer may be removed at any time by an affirmative vote of a majority of the membership base through 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 shall seek input from the membership base and board in advance. The replacement officer shall complete the term of the vacating officer and then be entitled to re-election. **The President may appoint a replacement member with board approval for either a one (1) or two (2) year term as to stagger board member seating.**

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 the right to vote in case of a tie, of all committees except the Nominating Committee. The president shall act to defuse any circumstances that affect the image of the UAMCC. The President and all committee chairpersons shall run all meetings according to the current Roberts Rule of Order. 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 – 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 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 and work in unison with the Certified Public Accountant (CPA) that is under contract to provide monthly/quarterly and yearly financial reporting to the UAMCC and its members. The Treasurer shall make a report at the annual meeting or when called upon by the President or from a majority vote by the Oversight Committee. Treasure duties will remain at the level of the Board of

Directors of the UAMCC. Any changes and/or delegation of treasury duties beyond what is described as reasonable accounting responsibilities, per the UAMCC CPA shall be considered and recommendations set forth to the general membership by the UAMCC Oversight Committee. 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. Notice of meeting can be announced via email, UAMCC BBS, telephone, e-newsletter or regular mail and/or a combination thereof.

ARTICLE VIII – EXECUTIVE COMMITTEE / FINANCE COMMITTEE

Section 1. Committee Composition. The Executive Committee shall include the officers, the President, Vice President, Treasurer, Secretary and 3 members of the Oversight Committee. Oversight committee members shall have no voting power and/or participate in any discussion while attending any executive committee meeting(s).

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.

The Executive Committee nor any composition of other committees shall not deviate or alter the direction of the UAMCC organization without submitting proposed changes to the general membership for a vote. The UAMCC general membership, by majority 2/3 vote can only authorize and grant proposed policy and/or direction change submitted by the Board of Directors. Furthermore, policies, directives and/or by-laws cannot be introduced and/or modified to allow this directive to become obsolete.

The Oversight Committee shall cause itself to be involved with the Finance Committee for any expenditure that exceeds \$500.00 above the normal monthly allocated funds for operational costs. The Finance Committee shall so advise members of the Oversight Committee of anticipated expenditures above \$500.00

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 UAMCC Assoc. shall consist of the Meetings & Conventions Committee; Membership Committee; Communication Committee; Certification/Training Committee; Sponsor Committee; Oversight Committee. The President shall appoint each of the board members to a Standing Committee and appoint a chair for Meetings & Conventions and Membership Committee.

Section 1a. Oversight Committee. Individuals appointed to the Oversight Committee shall be five contractor members in good standing with the UAMCC. The Oversight Committee shall be filled by vote from the general membership or by volunteering. One member representing each of the 4 Regional Chapters shall make up the Oversight Committee with one member randomly elected from any region.

Section 1b. Purpose of Oversight Committee. The Oversight Committee shall act as the general membership liaison with the Board of Directors as it relates to the affairs and overall direction of the UAMCC. Members of the Oversight Committee will not have a vote regarding board matters but have the right to observe activities that are conducted and performed by the elected board of directors. The oversight committee shall not interfere with the normal duties set forth for the elected board. Their sole purpose is to ensure that the established policies and directives of the UAMCC Assoc. are sustained and followed in the highest most ethical manner.

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. Duties:

a) Executive Director – the executor and director of the association’s financial and administrative affairs on a daily basis. The executive director shall report monthly to the board of directors with regards to the association’s finances and administration so that the board may establish policy for the association.

b) Bulletin Board Administrator – This person is responsible for overall conduct of operations of the association electronic 24-hour, 7-days a week operation bulletin board. The administrator would recommend monitors to be approved by the board’s communications committee. The administrator should plan to attend 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.

ARTICLE XII – USE OF FUNDS

The Corporation shall use its funds only to accomplish the objectives and purposes specified by these bylaws and the UAMCC business plan.

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.