

MCRA BYLAWS

(Updated 06/28/2011)

ARTICLE I NAME

- This organization shall be known as the Midwest Cleaning and Restoration Association (MCRA).

ARTICLE II PURPOSE, OBJECTIVES

- A. To promote and foster the mutual interests of its members represented in the MCRA with due regard to the interests of the property and casualty insurance industry, the consumer, the employees and in strict compliance with all local, state and federal laws.
- B. To promote a sentiment of friendliness among members, by providing the means for cordial exchange of views, experiences and problem solving.
- C. To eradicate the evils of unfair practice and misrepresentation.
- D. To establish systematic business methods so far as practicable and legal.
- E. To collect and disseminate statistical and physical information in all matters which will aid in placing the industry upon a stable and scientific foundation.
- F. To advise members as to all subjects of vital interest and concern to them.
- G. To conduct public relation programs to inform the consumer, allied industries and other related industries as to the value of the services rendered by members of the MCRA and the industries it represents.
- H. To perform such other activities and services as the members of the MCRA and/or its officers shall determine.

ARTICLE III MEMBERSHIP

- A. **ACTIVE.** Any person, firm, proprietorship, partnership or corporation, offering services which in any way apply to the cleaning, repairing, and/or other maintenance of items, such as carpets, upholstered furniture, rugs, commercial, or residential buildings and all other places of human occupation, shall be eligible for **ACTIVE MEMBERSHIP** in the Midwest Cleaning and Restoration Association, provided its representative(s) subscribe(s) to and agree(s) to abide by the by-laws, the code of ethics, and further providing that all financial obligations are discharged promptly as they become due as herein provided.

- B. ASSOCIATE. Any person or firm engaged in the manufacture and/or distribution of machinery, supplies and/or the furnishing of services of any description to ACTIVE MEMBERS shall be eligible for ASSOCIATE MEMBERSHIP in the MCRA, provided its representative(s) subscribe(s) to and agree(s) to abide by the by-laws, the code of ethics and further that all membership fees are paid promptly as they become due, as herein provided.
- C. APPLICATION. All applications will be approved provided the applicant includes all appropriate membership fees and dues and meets the criteria of one of the membership categories.
- D. WITHDRAWAL. Any member may withdraw from membership by giving written notice to the MCRA Office. Such withdrawals shall not, however, relieve a member of any responsibility of financial obligations to the MCRA and all unpaid dues and other arrearage shall become payable immediately.
- E. EXPULSION/SUSPENSION. Any member may be expelled or suspended by a two-thirds vote of the Board of Directors for just cause which may include willful violations of the MCRA's Code of Ethics or By-laws, untimely payment of financial obligations to the Association, or failure to complete the prescribed requirements of membership and renewal of membership, hereinafter referred to as "member misconduct."

A Past President's Council shall be established to review any allegations of member misconduct as defined above. The Past Presidents Council shall be comprised of the three (3) most current Past Presidents of the MCRA, excluding the most current Past President who serves on the Board of Directors, who are able and willing to serve on this Council.

If upon review of the allegations regarding member misconduct, the Past Presidents Council determines that the member should be expelled or suspended, such action shall not take effect until after the member has been given written notice by certified mail return receipt requested and granted a thirty (30) day period in which to appeal the Past Presidents Council's decision to the Board of Directors.

If no appeal is taken, the Board of Directors shall affirm the Past Presidents Council's decision. If the affirmed vote is in favor of expulsion or suspension of the member, such suspension or expulsion shall be effective immediately and the member so notified in writing. If the affirmed vote is not in favor of expulsion or suspension the member shall remain in good standing and the member shall be so notified in writing.

**ARTICLE VI
OFFICE OF THE ASSOCIATION**

The office of the MCRA shall be in such a place as designated by the BOARD OF DIRECTORS.

**ARTICLE VII
BOARD OF DIRECTORS**

- A. The BOARD OF DIRECTORS shall consist of the President, Vice-President, Secretary/Treasurer (one position), Past President, and a minimum of four directors.
- B. PURPOSE OF BOARD. The property, affairs, business and concerns of the MCRA shall be vested in the BOARD OF DIRECTORS. The BOARD OF DIRECTORS shall have control of the management and the affairs of the MCRA.
- C. BOARD MEETINGS. There shall be at least quarterly meetings of the BOARD OF DIRECTORS each year. All meetings can be held via conference call, with the exception of one in-person meeting per year. Special meetings of the BOARD OF DIRECTORS may be called by the President upon request of forty percent (40%) of the member of the BOARD OF DIRECTORS.
- D. **Voting by Mail, Fax or Electronic Means:** The Board may vote by written or by e-mail ballot, except no action may be taken by written or e-mail ballot unless at least two-thirds of the directors then in office approve of such action.
- E. NOTICE OF MEETING OF THE BOARD OF DIRECTORS shall be emailed, mailed, faxed or phoned to all officers and directors by the presiding officer or designee at least seven days prior to the meeting date.
- F. QUORUM. A majority of the BOARD OF DIRECTORS shall constitute a quorum. In the absence of the President, the vice president shall preside at the meeting.
- G. COMMITTEE CHAIRPERSON. Committee CHAIRPERSONS shall be appointed by the President from members who are in good standing.

**ARTICLE VIII
FINANCE AND AUDITING COMMITTEE**

The Finance and Auditing Committee shall consist of the Vice-President, who shall act as chairperson, and two other members appointed by the BOARD OF DIRECTORS. It shall be the duty of the Finance and Auditing Committee to confer with the Secretary/Treasurer concerning all financial operations of the MCRA.

If the member chooses to appeal the Past Presidents Council's decision to the Board of Directors, the member must submit a written demand for appeal postmarked within thirty (30) days of the date of receipt of the original notice and mail such demand for appeal to the current President of the Association. If the appeal demand has been duly filed with the MCRA President in the prescribed time, then the Board of Directors shall schedule a hearing, within sixty (60) days from receipt of the member's appeal demand.

At the time of the hearing the member may present all evidence he/she considers relevant to the pending matter including but not limited to written documentation and witnesses. Within thirty (30) days of the hearing, the Board of Directors shall meet to review the Past Presidents Council's decision and appeal hearing evidence. Upon review, a vote will be taken to determine if expulsion or suspension of the member is warranted. If a two-thirds vote is obtained in favor of expulsion or suspension of the member, the member will be notified immediately in writing and the expulsion or suspension will be effective upon receipt of said notice. If the affirmed vote is not in favor of expulsion, or suspension of the member, the member will remain in good standing with the Association and the member will be notified immediately in writing.

ARTICLE IV DUES AND FEES

- A. ANNUAL DUES. The BOARD OF DIRECTORS shall establish the rates of dues for the various membership classifications at a Board meeting held prior to the annual dues billing date. The Board may impose a fee for reinstatement or late payments.

When active membership in the MCRA has been withdrawn or terminated for any cause whatsoever, upon reinstatement any unfulfilled financial obligations, if any, at the time of withdrawal or termination of membership must be paid in advance in addition to the regular dues.

- B. PAYMENT OF DUES. Billings shall be mailed July 1st of each year, due on October 1st for the upcoming membership year (January 1st to December 31st)

ARTICLE V FISCAL YEAR

The fiscal year of the Association shall begin on January 1st and shall end on December 31st.

**ARTICLE IX
OFFICERS AND THEIR DUTIES**

- A. The officers of the Association shall consist of President, Vice-President, and Secretary/Treasurer.
- B. **PRESIDENT.** It shall be the duty of the President to preside at all regular and special meetings of the MCRA and at such other times as he/she shall deem proper. He/She shall communicate to the MCRA membership and/or BOARD OF DIRECTORS such matters, and make such recommendations as may in his/her opinion, tend to promote the prosperity and welfare, and increase the usefulness of the MCRA. The President will have authority to sign checks, if the Secretary/Treasurer is unavailable. He/She shall perform such duties as are necessarily incident to the office of President and/or as the BOARD OF DIRECTORS may dictate.
- C. **VICE-PRESIDENT.** The Vice-President shall assume the duties of the President when the President is unavailable, or as may be required. He/She shall also serve as the Chairperson of the Finance and Auditing Committee and has automatic succession to the Presidency.
- D. **SECRETARY/TREASURER.** It shall be the duty of the Secretary/Treasurer, or his or her agent, to attend all meetings of the MCRA and to see that minutes of all the proceedings are completed and available for members to review. He/she shall oversee collection of all fees, dues and subscriptions to and for the MCRA and monitor the deposit all funds of the MCRA in the bank designated by the Board of Directors. The Secretary/Treasurer shall oversee the financial records of the MCRA and that disbursements are made only upon proper authority. Disbursements shall be made by check or electronic payment approved by the Secretary/Treasurer or authorized signator. He/She shall review and be responsible for all financial management and shall provide an annual financial report to the membership.

**ARTICLE X
TERMS OF OFFICE**

- A. **OFFICERS AND DIRECTORS.** The President and Vice President shall be elected only for one two-year term of office. The Secretary/Treasurer shall also be elected for a two-year terms, and may succeed themselves to a limit of three consecutive terms. Two Directors shall be elected for two-year terms in even numbered years and two Directors shall be elected for two-year terms in odd numbered years. All directors are limited to no more than three consecutive terms, unless elected to an officer position. All terms shall consist of a two-year period beginning January 1st of the first year and ending December 31st of the following year.

**ARTICLE XI
ELECTIONS/VACANCIES**

- A. THE NOMINATING COMMITTEE appointed by the BOARD OF DIRECTORS and Chaired by the Past President shall make nominations for the elective officers and directors.
- B. The BOARD OF DIRECTORS shall also have the power to fill any vacancy created because of death, resignation, disqualification or other cause.

**ARTICLE XII
MEMBERSHIP MEETINGS**

- A. Meetings shall be held whenever deemed necessary by the BOARD OF DIRECTORS by giving due notice to time, place and purpose to all members.
- B. The annual meeting of the MCRA shall be held at such time and place as designated by the BOARD OF DIRECTORS. At such meeting officers and directors shall be elected, following a nomination process established by the Nominating Committee as directed by the Board.
- C. **Consent without Meeting:** Any action required or permitted by the Articles of Incorporation, Bylaws or any provision of law to be taken at a meeting or by resolution of the members of MCRA may be taken without a meeting. Members may take action by a written resolution approved by 51% or more of members entitled to vote on the said resolution. Notice of such meeting shall be transmitted by mail, fax or email to all members who shall be able to approve the resolution in writing or by transmitting such approval back to the sender by e-mail. When the resolution is adopted, all members, including those who did not vote, shall be notified of the approval. Such notification may be by e-mail.

**ARTICLE XIII
PROCEDURE**

Except as otherwise provided in the By-Laws, Robert's Rules of Order shall govern on any question of parliamentary procedure. At the annual membership meeting the presiding officer shall relinquish his/her chair when choosing to speak on issues requiring a full membership vote.

ARTICLE XIV RESTRICTIONS

- A. Authority to use the appropriate registered trademark is herewith granted by the BOARD OF DIRECTORS to members, in good standing, with a specific charge and caution that the registered trademark shall appear without any qualifying statement whatsoever which may be or shall be construed as an assurance or guaranty of the quality of member's craftsmanship. The registered trademark and its use, therefore, will indicate only that the user is a member of the MCRA.
- B. Associate members will refrain from using the registered trademark as endorsements of their products or service, or in any way, which might cause them to be construed as seals of acceptability of cleanability.

ARTICLE XV AMENDMENTS

These By-Laws, or any part, may be altered, amended or replaced by an affirmative two-thirds vote of the Board of Directors of the MCRA, at the annual meeting, Board meeting, or special meeting summoned by the President or electronically, by mail or fax.

ARTICLE XVI EXECUTIVE DIRECTOR AND/OR COORDINATOR

The BOARD OF DIRECTORS may from time to time employ such person (the "Executive Director"/"Coordinator") to perform such services for such reasonable compensation as it may deem desirable.

ARTICLE XVII CONTRACTS, LOANS, CHECKS AND DEPOSITS

- A. **CONTRACTS.** The BOARD OF DIRECTORS may authorize any officer, officers or agents, to enter into any contract or execute and deliver any instrument for, in the name of, and on behalf of, the MCRA. Such authorization may be general or confined to the specific instances.
- B. **LOANS.** No loans shall be contracted on behalf of the MCRA and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the BOARD OF DIRECTORS. Such authorization may be general or confined to specific instances.
- C. **CHECKS, DRAFTS, ETC.** ALL checks, drafts or other orders for the payment of monies, notes or other evidence of indebtedness issued in the name of MCRA, shall be signed or approved by email or fax by such officer or officers, agent or agents, of the MCRA and in such manner as shall from time to time be determined by resolution of the BOARD OF DIRECTORS.

- D. DEPOSITS. All funds of the MCRA not otherwise employed shall be deposited in a timely manner to the credit of the MCRA in such banks, trust companies or other depositories as may be determined by resolution of the BOARD OF DIRECTORS.

**ARTICLE XVIII
OFFICERS AND DIRECTORS: LIABILITY AND INDEMNITY**

- A. LIABILITY OF DIRECTORS AND OFFICERS. The corporation shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer of the corporation. In cases not included above, the corporation shall also indemnify a director or officer against liability incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the corporation, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the corporation and the breach or failure to perform constitutes any of the following:
1. A willful failure to deal fairly with the corporation or its members in connection with a matter in which the director or officer has a material conflict of interest.
 2. A violation of criminal law, unless the director or officer has reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
 3. A transaction from which the director or officer derived an improper personal profit.
 4. Willful misconduct.
- B. INDEMNITY OF DIRECTORS AND OFFICERS. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action or suit or proceeding, a convictions or judgment (whether based on a plea of guilty of fraud in the performance of his/her duties, if such director or officer was acting in good faith in what he/she considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal. If it can not be determined whether or not the director or officer was acting in faith and with no reasonable cause to believe that the action was illegal, the director or officer shall select on of the means for determining his or her right to indemnification as established by Section 181.043 Wis. Stats.
- C. The foregoing rights of indemnification shall be in addition to all rights to which officers and directors may be entitled as a matter of law under Sections 181.042.049 Wis. Stats.

**ARTICLE XIX
CORPORATE SEAL**

The Corporation shall operate without a Corporate Seal.

MCRA CODE OF ETHICS

I will continually operate my business according to the best and fully accepted business practices of our industry.

I will adhere to all government regulations regarding our industry.

I will promote courteous and expedient handling of services performed.

I will provide a safe, quality service at a fair and reasonable price.

I will maintain a high standard of technical performance through the use of quality products and trained personnel.

I will recognize and respect the rights and privileges of competitors.

I will continually strive to improve public perception of the cleaning industry through education and good public relations.

I will participate in the industry's growth and progress by attending meetings, seminars and conventions.

(Revised 06/28/2011)



RESTATED ARTICLES OF INCORPORATION – NONSTOCK CORPORATION

The following restated articles of incorporation of
Association of Wisconsin Cleaning Contractors, Inc.

(Corporate name prior to any change effected by this restatement)

duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supercede and take the place of the existing articles of incorporation and any amendments thereto:
Midwest Cleaning and Restoration Association, Inc.

Article 1. Name of the corporation: _____

Article 2. The corporation is organized under Ch. 181 of the Wisconsin Statutes.
Jane A. Svinicki

Article 3. Name of the registered agent: _____

Article 4. Street address of the registered office: *(The complete address, including street and number, if assigned, and ZIP code. P O Box address may be included as part of the address, but is insufficient alone.)*
6737 W Washington Street Suite 1300
Milwaukee, WI 53214

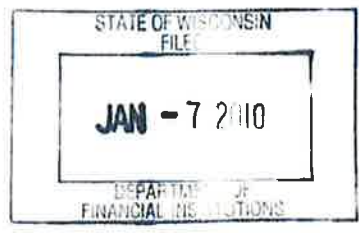
6737 W Washington Street Suite 1300
Milwaukee, WI 53214

Article 5. Mailing address of the principal office: _____

Article 6. (Select and mark (X) one of the statements below)

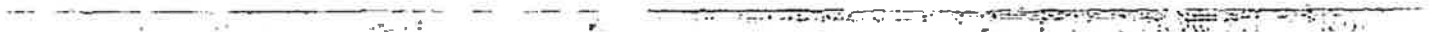
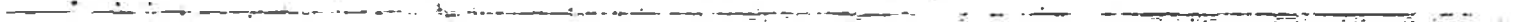
The corporation will have members. OR The corporation will not have members.

STATE OF WISCONSIN
2009 DEC 10 AM 10:56



OS: CIVIL RIGHTS

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CERTIFICATE

This is to certify that the foregoing restated articles of incorporation

A. Does not contain any amendment requiring approval by the members or any other person, other than the board, and that the board adopted the restatement on December 2, 2009 in accordance with sec. 181.1002, Wis. Stats. (Date)

OR

B. Contains one or more amendments to the articles of incorporation requiring approval by members or another person.

(NOTE: Select and mark (X) for A. or B. above. If you have marked B., complete the following section.

COMPLETE THIS SECTION only if you have marked "B" above.

Amendment(s) adopted on _____ (Date)

(Indicate the method of adoption by checking (X) the appropriate choice below.)

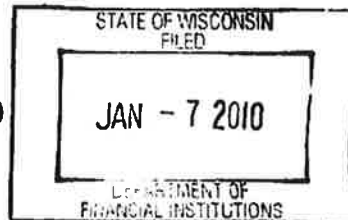
In accordance with sec. 181.1003, Wis. Stats. (By Members)

OR

In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

Approval by 3rd Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.



C. Executed on December 2, 2009 (Date)

M. DiLoreto (Signature)

Title: President Secretary or other officer title _____

Robert J. DiLoreto (Printed name)

This document was drafted by Jane A. Svinicki, Executive Director (Name the individual who drafted the document)

INSTRUCTIONS (Ref. sec. 181.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE** of \$25.00, payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

RESTATED ARTICLES OF INCORPORATION
- Nonstock Corporation

Association of Wisconsin Cleaning Contractors
6737 W Washington Street Suite 1300
Milwaukee, WI 53214

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▲ Your return address and phone number during the day: (414) 276-9799

INSTRUCTIONS (Continued)

Enter the present name of the corporation (before any change effected by the restatement) and continue with the text of the restated articles. The text must contain the information specified for Articles 1 through 6, and may contain additional information in further articles that you create in the document.

A or B. Complete the certificate, selecting and marking (X) item A or B to indicate whether the restatement includes amendments requiring approval by the members or another person, or requires approval only by the board. If item B is used, further mark (X) the appropriate statement in item B to indicate the method of adoption.

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the board of directors without the approval of members with voting rights.

By Members – Adoption by members requires 2/3rd of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members voting by Class – Refer to sec. 181.1004 for specific information on class voting by members.

By Other Person – Amendment of the articles of incorporation may require approval of a person other than the board or members, if so provided in the articles of incorporation under sec. 181.1030.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is not empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.