BYLAWS OF THE INSTITUTE OF INSPECTION CLEANING AND RESTORATION CERTIFICATION (IICRC) (Last Amended on October 16, 2017)

ARTICLE 1 Office

1.1 <u>Principal Office</u>. The principal office shall be at Vancouver, Clark County, Washington. The Corporation may have offices and places of business at such other places within and without the State of Washington as shall be determined by the Board of Directors.

ARTICLE 2 Shareholders

- 2.1 <u>Annual Meeting</u>. The annual meeting of the shareholders shall be each year on a date not more than seventy-four (74) days before or more than seventy-four (74) days after the fiscal year end of the Corporation.
 - 2.1.1 <u>Location</u>. The annual meeting shall take place at the principal office of the Corporation, or at any other place, designated by the Board of Directors or by written consent of all the shareholders.
 - 2.1.2 <u>Purpose</u>. The purpose of the annual meeting shall be to elect directors, approve reports on the affairs of the Corporation, and the transaction of any other business authorized to be transacted by the shareholders.
- 2.2 <u>Special Meeting</u>. Special meetings of the shareholders for any purpose or purposes may be called by the Chairman, President, or Board of Directors at any place within or without the state of Washington, and must be called by the Chairman upon receipt of a written request from one or more of the shareholders holding not less than one-fifth of the voting power of the Corporation.
 - 2.2.1 <u>Written Request By Shareholder(s)</u>. Any request for a special meeting of shareholders shall be in writing and sent postage prepaid by registered mail or delivered in person to the Chairman or President at the Corporation's principal office.
 - 2.2.2 <u>Notice of Meeting Request</u>. Upon receipt of a special meeting request pursuant to this Article, the officer shall cause notice to be given to the shareholders entitled to vote that a special meeting will be held at a time fixed by the officer not less than ten (10) nor more than fifty (50) days after receipt of the request. If the officer fails to give such notice within seven (7) days after either (1) the date the written request is

received, or (2) fourteen (14) days after the date the written request was mailed, as the case may be, the shareholder(s) calling for the meeting may fix the time of meeting and give notice as provided in these Bylaws.

- 2.3 <u>Notice of Annual or Special Meetings</u>. Written notice of an annual or special meeting shall be given to each shareholder entitled to vote and shall be delivered by mail, personal delivery, electronic transmission or other means of written communication.
 - 2.3.1 Notice Contents. The notice shall state the time, place and purpose(s) of the meeting. Notices of special meetings shall also state the general nature of the business to be transacted. Notwithstanding anything in these Bylaws to the contrary, no action shall be taken at either an annual or special meeting on any of the following matters unless (1) written notice of the general nature of the business or matter has been given in accordance with this Article, or (2) all shareholders waive this right to prior notice:
 - (a) A proposal to sell, lease, convey, exchange, transfer or otherwise dispose of all or substantially all of the property or assets of the Corporation;
 - (b) A proposal to merge or consolidate with another Corporation, domestic or foreign;
 - (c) A proposal to reduce the stated capital of the Corporation;
 - (d) A proposal to amend the Articles of Incorporation, except to extend the term of corporate existence;
 - (e) A proposal to wind up and dissolve the corporation;
 - (f) A proposal to adopt a plan of distributing shares, securities, and/or consideration other than money in the process of winding up.
 - (g) A proposal to remove any or all of the members of the Board of Directors.
 - 2.3.2 <u>Mailing Requirements</u>. Any notice that is mailed, or delivered by electronic transmission, shall be sent postage prepaid to the shareholder's mailing address or electronic transmission address appearing on the books of the corporation or given by the shareholder to the Corporation for purposes of receiving notices. If a shareholder provides no address, notice shall be deemed to have been given if sent to the Corporation's principal place of business or if published at least once in a newspaper of general circulation in the county in which said principal office is located.

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- 2.3.3 <u>Timing of Notices</u>. Annual and special meeting notices shall be given to each shareholder not less than ten (10) nor more than fifty (50) days prior to the meeting; and notice shall be effective upon deposit in the U.S. Mail or upon sending the electronic communication.
- Quorum. At any meeting of the shareholders, the holders of a majority of the shares entitled to vote in person or by proxy shall constitute a quorum. A shareholder may participate in any meeting of shareholders by any means of communication by which all persons participating in the meeting can hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting. Action taken at a meeting at which a quorum was not present shall be void and of no effect unless consented to in writing by all other shareholders. However, the shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum; provided at least twenty-five percent (25%) of the shares entitled to vote in person remain in attendance. Shares shall not be counted to make up a quorum for a meeting if voting of them at the meeting has been enjoined or for any reason they cannot be lawfully voted at the meeting.
- 2.5 <u>Voting</u>. At each meeting of the shareholders, every holder of shares then entitled to vote may attend and vote in person, and he shall have one vote for each share registered in his name for all purposes. Shareholders may vote by proxy; except that any one person shall not be allowed to vote on behalf of more than one shareholder. If a quorum is present, and unless a higher percentage is specified in these Bylaws or by applicable law, the affirmative vote of a majority of the shares represented at a meeting and entitled to vote thereat shall be necessary for the adoption of a motion or resolution on determination of all questions and business which shall come before the meeting.
 - 2.5.1 <u>Record Date</u>. Unless a different record date for voting purposes is fixed pursuant to Washington law or these Bylaws, only the shareholders of record on the books of the Corporation on the day three (3) days prior to any meeting of the shareholders shall be entitled to vote at such meeting.
 - 2.5.2 <u>Voting Method</u>. Voting may be by voice or by ballot; provided, however, that all elections for directors must be by ballot upon demand made by a shareholder at any election and before the voting begins.
 - 2.5.3 <u>Elimination of Cumulative Voting</u>. At each election for Directors or removal of Directors, every shareholder shall be entitled to vote, in person, the number shares of the stock held by him or her for as many persons as there are Directors to be elected or removed. No cumulative voting for Directors or removal of Directors shall be permitted; and nor shall cumulative voting be permitted on any other issue submitted to shareholders.

- 2.6 <u>Action by Shareholders Without a Meeting</u>. Any action may be taken by the shareholders without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.
- 2.7 <u>Waiver of Notice</u>. Notice of the time, place and purpose of any annual or special meeting may be waived in writing and will be waived by any shareholder by his attendance thereat in person. Any shareholder so waiving shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.
- 2.8 <u>Adjourned Meetings and Notice Thereof.</u> Annual or special meetings, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares, the holders of which are present in person. However, if any meeting of the shareholders is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 2.9 <u>Shareholders.</u> The IICRC Shareholders, as of December 31, 2010 and subject to modification by future stock redemption and/or issuance of additional shares of stock, are:

2.9.1 Shareholders:

Midwest Cleaning and Restoration Association (MCRA)

Carpet and Fabricare Institute (CFI)

Carpet and Rug Cleaners Institute of Illinois (CRCII)

Carpet Cleaners Institute of the Northwest (CCINW)

Floor Covering Institute of Ontario/Certified Carpet & Fabricare Division (FIOCCFD)

Society of Cleaning and Restoration Technicians (SCRT)

Mid South Professional Cleaners Association (MSPCA)

National Carpet Cleaners Association (NCCA)

New England Institute of Restoration and Cleaning (NEIRC)

New York Rug Cleaners Institute (NYRCI)

Professional Carpet and Upholstery Cleaners Association (PCUCA)

Professional Cleaning and Restoration Alliance (PCRA)

Tri-State Restorers and Specialty Cleaners Association (TRSCA)

World Floor Covering Association (WFCA)

Darrell Paulson

Rodney Paulson

Lee Pemberton

Low Moisture Carpet Cleaning Association (LMCCA)

Specialized Cleaning & Restoration Industry Association (SCRIA)

[See Board minutes, 09.25.17.]

ARTICLE 3 Board of Directors

- 3.1 <u>General Powers</u>. The Board of Directors shall manage the affairs of the Corporation, and shall determine Corporation's strategic initiatives and how these initiatives are best carried out.
- 3.2 <u>Number and Qualifications</u>. The number of Directors shall be fifteen (15). The Board may adopt, by majority vote, qualifications for director positions which are not inconsistent with these Bylaws.
 - 3.2.1 <u>Honorary Directors</u>. The Board of Directors shall be authorized, by majority vote, to appoint up to two (2) Honorary Directors for a one (1) year renewable term. Qualifications for Honorary Directors shall be established by the Board of Directors by two thirds (2/3) majority vote; provided that no person who has been removed as a Director, under 3.13 of these Bylaws, shall be eligible to serve as an Honorary Director. Except as provided in these Bylaws, Honorary Directors shall have all authority and power as if elected by the Shareholders pursuant to these Bylaws; except that Honorary Directors shall have no voting privileges and shall not be eligible to serve as an officer of the Corporation. Honorary Directors may be removed, with or without cause, by two thirds (2/3) majority vote of the Board of Directors at any regular or special meeting.

[See Shareholder minutes, 10.16.17.]

3.3 Election and Terms of Office. Directors shall be elected by the shareholders at the annual meeting of the shareholders of the Corporation, and shall immediately begin to serve a three (3) year term which, unless otherwise provided in Section 3.3.2 of these Bylaws, expires upon the election of his or her successor; and no Director shall be elected for more than two (2) consecutive terms. If any Director is also elected an officer, the term in which the Director was elected as an officer shall not be counted as a consecutive term under this section.

[See Shareholder minutes, 10.16.17.]

3.3.1 <u>Staggered Terms</u>. Each Director position has been classified, by lottery, as a Group 1, Group 2 or Group 3 Director, and five (5) Directors have been assigned to each Group. One Group of Directors shall stand for election every year; except that Section 3.3.2 of these Bylaws may result in less or more than five (5) Directors standing for election in any particular year.

[See Shareholder minutes, 10.16.17.]

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3.3.2 <u>Terms for Directors Elected as Chairman or Chairman-Elect</u>. The Director term of any person elected as Chairman or Chairman-Elect shall be automatically extended for as long as such person serves as either Chairman or Chairman-Elect, provided no extension shall exceed three (3) years (regardless if someone serves as Chairman or Chairman-Elect).

[See Shareholder minutes, 10.16.17.]

3.4 <u>Vacancies</u>. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. No person removed by the shareholders as a Director shall be eligible for appointment under this section.

[See Shareholder minutes, 10.16.17.]

- 3.5 Annual and Regular Meetings. The Board of Directors shall hold a minimum of four (4) meetings throughout the year, but may hold as many additional meetings as necessary to conduct the business affairs of the Corporation. Notice of such regular meetings shall not be required if the time and place of such meetings are fixed by the Board. These meetings may also occur through any means of communication, provided that all Directors can hear one another and participate in discussions.
- 3.6 <u>Special Meetings</u>. Special meetings of the Board of Directors of the Corporation may be called by the Chairman or President or upon written request of any four (4) Directors. The person(s) calling a special meeting of the Board shall fix the time and place of any such meeting and shall state in the notice the purpose(s) for which the meeting is called.
- 3.7 <u>Notice</u>. Notice of any meeting of the Board of Directors need not specify the business to be transacted at, nor the purpose of, such meeting unless specifically required by law or these Bylaws. Written notice stating the place, date, and hour of any meeting of Directors shall be delivered to each Director at the mailing address or electronic transmission addressed, designated by the Director, at least five (5) days in advance of such meeting, unless otherwise provided by law or these Bylaws. In case of removal of a Director, twenty (20) days notice is required.
- 3.8 Quorum. Two-thirds (2/3) of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided at least three (3) of the officers are present. If less than two-thirds (2/3) of the Directors and/or less than three (3) of the officers are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. Withdrawal of Directors from any meeting shall not cause failure of a duly constituted quorum at that meeting; provided that at least a majority of the Board of Directors shall be in attendance to transact business.

- 3.9 <u>Manner of Action</u>. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute or these Bylaws.
 - 3.10 <u>Proxies</u>. No Director may act by proxy on any matter.
- 3.11 <u>Attendance by Telephone</u>. Directors may participate in and act at any meeting of the Corporation through use of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear and communicate with another. Such participation in the meeting shall constitute attendance in person at the meeting.
- 3.12 <u>Action Without a Meeting</u>. Directors may take any action that they could take at any meeting of the Directors without a meeting if consent in writing, setting forth the action so taken, is signed by all Directors.
- 3.13 <u>Removal</u>. A Director may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the shareholders entitled to vote on removal of Directors, at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all such shareholders stating that a purpose of the meeting is to vote on removal of the named Director(s). No individual removed as a Director under this section shall be eligible to be re-elected or appointed as a Director.

[See Shareholder minutes, 10.16.17.]

3.14 Compensation and Expenses.

- 3.14.1 <u>Compensation</u>. The Board of Directors is authorized, but not required, to compensate members for their service on the Board of Directors.
- 3.14.2 <u>Expenses</u>. By resolution of the Board of Directors, a Director may be reimbursed expenses incurred as a Board member, including, but not limited to, attendance at each meeting of the Board of Directors.
- 3.14.3 <u>No Restriction</u>. Neither the payment of compensation nor expenses shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.
- 3.15 <u>Committees</u>. By resolution, the Board of Directors may designate an Executive Committee and such other committees that shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided that at least two (2) Board Members serve on any committee created under this section; and provided further no such committee may exercise authority reserved to the entire Board under the Act. The Board of Directors may authorize the Chairman to appoint and remove committee members and to fill any committee vacancy.

3.15.1 Executive Committee. The Executive Committee shall be composed of the Chairman, President, Chairman-Elect, the Second Vice President, the Third Vice President, Secretary, Treasurer, and the immediate past Chairman. The Executive Committee shall direct and supervise the activities and operations of the Corporation between meetings of the Board of Directors, and shall assist in the implementation of the directives and resolutions of the Board of Directors. The immediate past Chairman shall have no voting privilege on the Executive Committee. The President shall be an ex officio member of the Executive Committee, but shall have no voting privileges.

[See Shareholder minutes, 10.16.17.]

ARTICLE 4 Officers

4.1 <u>Permanent Officers Designated</u>. The permanent officers of the Corporation shall be a Chairman of the Board or Chairman, President, Chairman-Elect, Second Vice President, Third Vice President, Secretary, Treasurer and immediate Past Chairman.

[See Shareholder minutes, 10.16.17.]

- 4.2 <u>Additional Officers</u>. Such other officers or assistant officers, as may be deemed necessary, may be designated and elected or appointed by the Board of Directors, with such duties as the Board may deem proper.
- 4.3 <u>More Than One Office</u>. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- 4.4 <u>Election and Qualifications</u>. Except for officers under contract with the Corporation, assistant officers, and the immediate Past Chairman, each officer shall be elected by and from the Board of Directors, during the Board of Director meeting immediately following the shareholders' annual meeting. All officers must meet the officer qualification requirements, as established by the Board of Directors and these Bylaws.
- 4.5 <u>Term of Office</u>. Except for the Chairman, Chairman-Elect or officers who are under contract with the Corporation, each officer shall hold office for a term of one (1) year; and the term for the Chairman and Chairman-Elect shall be two (2) years. The term shall begin immediately upon election and shall end upon the election of the officer's successor. No person shall serve more than one (1) term as Chairman.

[See Shareholder minutes, 10.16.17.]

4.6 <u>Term Limits</u>. The Board of Directors may establish term limits for any officer position.

- 4.7 <u>Duties of Officers</u>. Each officer shall have the following duties and powers:
- 4.7.1 <u>Chairman of the Board.</u> The Chairman of the Board shall be the leader of the Board of Directors and be instrumental in setting the Corporation's strategic and policy objectives, and ensuring such objectives are achieved. Prior to the Chairman's election, the Chairman must be a member of at least one shareholder association; and, beginning in 2018, no person may be elected or appointed as Chairman who has not first served as Chairman-Elect, unless an eligible Chairman-Elect is unable or unwilling to serve. The Chairman shall preside at meetings of the shareholders and Board of Directors, and shall perform all such other duties as are incident to the office or as may be required by the Board of Directors. The Chairman shall be an ex-officio member of all committees.

[See Shareholder minutes, 10.16.17.]

- 4.7.2 <u>President.</u> The President of the IICRC is the IICRC operations leader, or Chief Executive Officer, responsible to the Board of Directors for the day-to-day operations of the Corporation; and shall have general charge and supervision over the Corporation's property, business, and affairs. The President shall sign all stock certificates and written contracts of the Corporation, shall appoint and discharge all agents and employees, subject to the right of the Board of Directors to remove or discharge the same, and shall perform all such other duties as are incident to the office or as may be required by the Board of Directors. The position of President does not include serving as a voting member of the Board of Directors or the Executive Committee. The President shall be an ex-officio member of all committees.
- 4.7.3 <u>Chairman-Elect</u>. In the absence of the Chairman of the Board, or his inability to act, the Chairman-Elect shall act in the place and stead of the Chairman of the Board and shall have all the powers and authority of the Chairman of the Board, except as limited by resolution of the Board of Directors. The Chairman-Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

[See Shareholder minutes, 10.16.17.]

4.7.4 <u>Second Vice President</u>. In the absence of the Chairman of the Board and the Chairman-Elect, or their inability to act, the Second Vice President shall act in the place and stead of the Chairman of the Board and shall have all the powers and authority of the Chairman of the Board, except as limited by resolution of the Board of Directors. The Second Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

[See Shareholder minutes, 10.16.17.]

4.7.5 <u>Third Vice President</u>. The Third President shall have such powers and perform such duties as from time to time may be prescribed by the Board of Directors.

[See Shareholder minutes, 10.16.17.]

- 4.7.6 <u>Secretary</u>. The Secretary shall be the principal Records Officer of the Corporation. The Secretary's primary responsibility shall be to ensure that the minutes of all official Corporation meetings are recorded; notifications are distributed as necessary to the Board of Directors and shareholders; and all business actions and votes are carried out and recorded in a professional and businesslike manner; and the history of the organization is preserved. The Secretary shall also have such powers and perform such duties as from time to time may be prescribed by the Board of Directors.
- 4.7.7 <u>Treasurer</u>. The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer shall remain fully advised as to the financial condition of the Corporation and shall regularly report to the Board of Directors of the Corporation, and the Chairman and President on the financial condition of the Corporation. The Treasurer shall also present a proposed budget to the Board of Directors within a reasonable period of time prior to the end of the Corporation's fiscal year; review, develop and implement the fiscal policies of the Corporation; monitor the Corporation's reserve fund; and ensure that the reserve fund is invested to achieve the Corporation's financial objectives. The Treasurer shall have such other duties as assigned by the Board of Directors from time to time to carry out the business affairs and strategic initiatives of the Corporation.
- 4.8 <u>Subordinate Officers</u>. Any Vice-President, Assistant Treasurer or Assistant Secretary, respectively, may exercise any of the powers of the President, the Treasurer or Secretary in their respective absences and shall perform such other duties as are imposed upon him by the Board of Directors.
- 4.9 <u>Delegation to Staff</u>. Provided an officer remains responsible for fulfilling the officer's duties, and provided the officer engages in proper supervision, an officer may delegate duties to staff.
- 4.10 <u>Removal</u>. The Board of Directors shall have the right to remove any officer, either with or without cause, at either a regular or special meeting, whenever in its judgment the best interests of the Corporation may be served thereby.
- 4.11 <u>Vacancies</u>. The Board of Directors shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term or until his successor shall have been duly elected and qualified. The Board shall have the option of filling any vacant officer position, for only the remaining portion of the term, with a person who is not also a member of the Board of Directors.

4.12 <u>Resignation</u>. Any officer may resign at any time by giving written notice to the Board of Directors, Chairman, President, or to the Secretary of the Corporation, effective on the date of the receipt of such notice or on any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

ARTICLE 5 Amendment of the Bylaws

- 5.1 <u>By the Shareholders</u>. The right to amend, alter or repeal any provision of these Bylaws regarding the number, term, election, appointment, removal or qualification of Directors of the Corporation, and all other matters pertaining to Directors of the Corporation, shall be reserved to the shareholders, by majority vote at any regular or special shareholder meeting.
- 5.2 By the Board of Directors. Except as reserved to the shareholders in Section 5.1 above, any other provision of these Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the whole Board of Directors at any regular or special meeting of the Board.

ARTICLE 6 Checks and Notes

- 6.1 <u>Checks and Notes</u>. Checks, notes and similar instruments of the Corporation shall be signed, and checks, notes, drafts, bills of exchange and orders for the payment of money only shall be endorsed for collection or deposit, by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.
- 6.2 <u>Depositories</u>. The funds of the Corporation shall be deposited in bank, trust or investment accounts as may be determined from time to time by the Board of Directors.

ARTICLE 7 Indemnification

7.1 <u>Indemnification Authorization</u>. Pursuant to RCW 24.06.043, the Corporation is authorized to provide indemnification of directors, officers, employees and agents of the Corporation in accordance with RCW 23B.17.030, as more specifically set forth in the provisions of RCW 23B.08.320 and RCW 23B.08.500 through RCW 23B.08.600. It is intended by this Article that the Corporation bind itself to provide the fullest possible indemnification to each director and officer of the corporation as therein defined, as now allowed by and consistent with State law or any amendments, restatements or recodification of State law adopted subsequently hereto.

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- 7.2 <u>Indemnification Right</u>. The Corporation shall indemnify every member of the Board of Directors and officers of the corporation, either existing or former, who may be party to any proceeding by reason of being or having been such Board member or officer, against any judgment, penalties, fines, settlements and reasonable expenses including legal fees actually incurred by such director or officer in connection with such proceeding, to the full extent allowed in accordance with RCW 23B.17.030, as more specifically set forth in the provisions of RCW 23B.08.320 and RCW 23B.08.500 through RCW 23B.08.600, , or any amendments, restatements or recodification thereof adopted subsequently hereto.
- 7.3 <u>Nonexclusivity of Rights</u>. The foregoing right of indemnification shall not be exclusive of other rights to which such director or officer may be entitled, and the corporation shall have the right in its discretion to provide further indemnification to such directors and officers.
- 7.4 <u>Indemnification of Employees and Agents</u>. The corporation shall also have the right to provide indemnification to any employee or agent of the corporation to the full extent allowed by the above-referenced State law. However, such indemnification shall not be mandatory.

ARTICLE 8 Fiscal Year

8.1 The fiscal year of the Corporation shall be set forth by resolution of the Board of Directors.

ARTICLE 9 Rules of Order

9.1 The rules contained in the most recent edition of *Robert's Rules of Order Newly Revised* shall govern all meetings of shareholders and directors where those rules are not inconsistent with the Articles of Incorporation, Bylaws, or applicable law or special rules of order of the Corporation.

ARTICLE 10 Corporate Seal

10.1 The corporate seal shall be an impression by means of raised letters to read as follows and of which an impression is hereby affixed:

INSTITUTE OF INSPECTION CLEANING AND RESTORATION CERTIFICATION Corporate Seal 1989 Washington

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IICRC Corporate Seal 1989 Washington

ARTICLE 12 Waiver of Notice

12.1 Whenever any notice is required to be given to any shareholder or director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, or under the provisions of the Washington Nonprofit Miscellaneous and Mutual Corporations Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, either before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 13 Miscellaneous

- 13.1 <u>Reports to Shareholders</u>. The Board of Directors shall provide an annual report to the shareholders.
- 13.2 <u>Contracts, Agreements, Instruments.</u> The Board of Directors may authorize any other officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, as prescribed by the Board of Directors.

The President of the Company hereby attests the preceding Bylaws are the true and correct Bylaws (as amended) of the Institute of Inspection, Cleaning and Restoration Certification (IICRC) which were most recently amended on October 16, 2017.

By: 6	וויז. מ
Richard Greene, MBA, CAE IICRC President/CEO	(date)
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The Secretary of the Company hereby attests the preceding Bylaws are the true and correct Bylaws (as amended) of the Institute of Inspection, Cleaning and Restoration Certification (IICRC) which were most recently amended on October 16, 2017.

By:

Matt Cole, IICRC Secretary

(date)