

2/2/2012

# Florida Council PDCA Bylaws

## ARTICLE I

### Name

The name of this organization shall be the Florida Council Painting and Decorating Contractors of America, Inc.

## ARTICLE II

### Territory

The council may accept membership from any chapter and/or Member at Large regardless of its location. The council office must be located within the State of Florida.

## ARTICLE III

### Purposes

The purposes of this Council shall be:

- To improve and elevate the art of painting and decorating in all it's various applications;
- To protect the interest of all engaged within;
- To promote a better understanding between employer and employee, between industry and the public at large and among one other;
- To elevate the standard of workmanship in the industry;
- To inculcate just and equitable principles;
- To establish and maintain uniformity in trade practices; and
- To avoid and adjust, as far as practicable, the controversies and misunderstandings which are prone to arise between those engaged in the same trade;

all to the intent and purpose that membership in this council shall be an assurance to the public of skill, honorable reputation and fidelity.

## ARTICLE IV

### Organization

It is recognized that the following compose the Florida Council: All chapters with three or more members and duly chartered by National PDCA not less than thirty (30) days prior to the Florida Council Annual Meeting. Florida Council members at large and in good standing are also recognized as a part of this organization.

Any chapter with less than three (3) Active members, 30 days prior to the Annual Meeting, would be given a period of one year to bring chapter up to strength. Should the chapter fail to do so, a recommendation would be made by the Florida Council to National PDCA, recommending the withdrawal of said chapter's charter. Any remaining active members would be Members at Large.

## ARTICLE V

### Membership

This council shall be composed of four classes of membership: Active, Affiliate, Associate and Honorary.

#### Section 1: Active Membership

Active members shall consist of licensed contractors who regularly apply coatings or coverings to any type surface for any purpose, any type of surface treatment and such other businesses or services that are incidental or related. It shall also include all preparatory work incidental to the preceding designated services including the taping and finishing of drywall surfaces. Active members shall be National members.

#### Section 3: Affiliate Membership

Affiliate members shall be companies, governmental bodies or institutions employing persons in connection with or incidental to the coating application industry. Affiliate members shall be National members.

#### Section 4: Associate Membership

Associate members shall consist of firms or individuals representing firms engaged in the business of making or selling paints, materials, equipment, supplies or services used by the active members in operating their business.

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## **Section 5: Honorary Membership**

Honorary members shall consist of retired painting and decorating contractors or those individuals who for outstanding service, the organization seeks to honor.

**Section 6:** Only Active members shall have the right to hold office in the Council, except Secretary and/or Treasurer. Associate and Honorary members shall have the right to speak on any question before the association membership.

## **ARTICLE VI Voting**

### **Section 1: Voting Strength**

- a. A Chapter's voting strength shall be equal to the number of active members in that Chapter that have paid dues for the current year as verified by the Secretary-Treasurer.
- b. Each Chapter shall be entitled to one delegate vote who shall cast the votes of the chapter. This delegate shall be the current President or Vice President of that Chapter who is in attendance at the Council meeting.
- c. If the Chapter President or Vice President cannot attend a meeting of the Council, any active member of the chapter who is in good standing to represent the chapter may be designated to cast the chapter votes. Notification of this appointment must be made to the Council Secretary during the roll call of the meeting.

**Section 2:** Each Past President of the Florida Council present at any meeting shall be entitled to one additional vote as a Past President. Past Presidents shall not be entitled to vote by proxy.

**Section 3:** Each current Florida Council officer shall be entitled to one vote.

**Section 4:** No member shall be entitled to more than one special vote as provided in Sections 2, 3 and 4.

**Section 5:** Any Florida Council Member at Large, present at a council meeting shall be entitled to one vote.

## **ARTICLE VII Regular, Annual and Special Meetings**

**Section 1:** Regular meetings of the Council shall be held in the fall, winter and spring, as scheduled and announced by the President.

**Section 2:** The annual meeting shall be held in the summer of each year, the specific date, time and place to be determined by the President-Elect.

**Section 3:** Each Chapter President or his designated representative shall be in attendance at every Council meeting.

**Section 4:** It shall be the duty of the President to call special meetings of the Council when necessary. Notice of special meeting shall specify the purpose for which the meeting is called and no other business shall be transacted. Notice of Special Meeting shall be not less than fourteen (14) days in advance of the meeting and may be by digital or electronic format.

## **ARTICLE VIII Officers and Duties**

There shall be elected the following named officers who shall comprise the Executive Committee: President, President-Elect, 1st Vice President, and ~~Secretary/Treasurer or Secretary and Treasurer~~. The Immediate Past President shall also serve as a member of the Executive Committee.

### **Section 1: Duties of President:**

- a. The President shall preside at all meetings, assume general supervision of the affairs of the Council, enforce the provisions of the By-laws, and decide questions of order and appoint committees not otherwise provided for.
- b. The President shall be ex-officio member of all committees, except the nominating committee.
- c. The President shall perform all duties customarily performed by a presiding officer.
- d. The President shall vote only in the case of a tie.

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### **Section 2: Duties of President-Elect**

- a. The President-Elect shall perform the duties of the President in case of the absence or disability of the President.
- b. The President Elect shall perform all other duties as directed by the President.
- c. The President-Elect shall be the Chairman of the Convention Committee.

### **Section 3: Duties of First Vice President**

- a. The First Vice President shall perform such duties as directed by the President.

### **Section 4: Duties of the Secretary/Treasurer or Secretary and Treasurer**

- a. The Secretary/Treasurer or Secretary and Treasurer shall, at all meetings of the Council, keep correct minutes of all proceedings and have charge of all correspondence.
- b. The Secretary/Treasurer or Secretary and Treasurer shall maintain an accurate register of all members and shall have charge of all records, documents, files and other property of the council.
- c. The Secretary/Treasurer or Secretary and Treasurer shall receive all monies belonging to the Council, keep an accurate record of the same and deposit all funds in the name of the Council in a bank or trust company designated by the Council; shall pay all bills as approved by the Executive Committee and as provided for in the annual budget; and shall present the Council, at each regular meeting, a statement of all receipts and expenditures including the balance at hand.
- d. The Secretary-Treasurer or Secretary and Treasurer shall be bonded for \$50,000.00 and said bond shall be paid by the council.

## **Article IX Executive Secretary**

**Section 1:** The Florida Council in regular or special session may vote to employ an Executive Secretary in lieu of electing a Secretary-Treasurer.

**Section 2:** This option must be taken prior to nominations of officers. If funds must be allocated for this position, approval must be made at a regular Council meeting.

**Section 3:** If the Council adopts this option, a new position will automatically become open, to be known as Director of the Treasury.

**Section 4:** The Executive Secretary shall make available any records, upon request, to the Directory of the Treasury.

## **Article X Director of the Treasury**

**Section 1:** This position shall be elected.

**Section 2:** Nominations for this position shall be made from the floor at the time the position is established and thereafter nominated by the Nominating Committee until such time as the position of Executive Secretary is excluded, at which time the position of Director of the Treasury will also cease.

**Section 3:** The Director of the Treasury shall be Chairman of the Budget Committee and shall oversee all accounts of the Council and report to the same when called upon.

## **Article XI Executive Director**

The Florida Council in regular session may elect to use the services of an Executive Director. This position may encompass duties of an Executive Secretary or be in addition to an Executive Secretary. If funds are to be allocated for this position, approval must be granted by the Council at a regular meeting. The position will be appointed by the Board of Directors.

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## ARTICLE XII

### Nominations

Nomination for officers shall be made by the Nominations Committee of the Council at the winter meeting of each year. Nominations from the floor may be made at the spring meeting.

## ARTICLE XIII

### Elections and Terms of Office

**Section 1:** All officers shall be elected at the spring meeting each year for a term of one year or until their successors are elected, and have qualified for office.

**Section 2:** Newly elected officers shall assume their duties following the Annual Meeting.

**Section 3:** To be eligible for election, a member must be in good standing with membership dues paid in full.

**Section 4:** In the election of officers all voting shall be by written ballot.

**Section 5:** Vacancies: In the event of a vacancy in any office except President, the Nominating Committee shall, 30 days in advance of the next general meeting following the vacancy of office, submit name(s) for consideration to the membership and at the next general meeting the membership shall vote by ballot for the vacant office, at which time the newly elected officer shall assume the duties of that office for the remainder of the term of office.

## ARTICLE XIV

### Committees

**Section 1:** All committees shall be appointed by the President unless otherwise noted in these By Laws.

**Section 2:** Membership Committee

The Membership Committee shall be responsible for the formation of new chapters and shall assist chapters in their membership recruitment efforts.

**Section 3:** Budget Committee

- a. The Budget Committee shall be comprised of three members, the Secretary/Treasurer (or Director of the Treasury, see Article X), and two additional members appointed by the President.
- b. The Budget Committee shall prepare a proposed budget for approval of the Executive Committee at the spring meeting and by the membership at the Annual Meeting.

**Section 4:** Auditing Committee

The auditing committee shall make the necessary arrangements for an annual review of the Council's books.

**Section 5:** Nominating Committee

- a. The Nominating Committee shall be composed of all past Florida Council Presidents and all current Chapter Presidents.
- b. The Nominating Committee shall meet prior to the winter quarterly meeting.
- c. The immediate Past Council President shall serve as chairman of the Committee. In the event the Immediate Past Council President cannot or chooses not to serve, then the chairmanship shall follow the chain of past presidents until a chair is determined.
- d. The chairman shall submit to the council at the winter meeting a slate of officers consisting of President, President-Elect, 1<sup>st</sup> Vice President, and Secretary-Treasurer.
- e. Section 5: The floor will be open for additional nominations on all officers except President-Elect at the spring council meeting.

**Section 6:** Convention Committee

- a. The Convention Committee shall be comprised of no less than 3 members; the Chairman shall be the President-

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Elect.

- b. This Committee shall be responsible for selecting the convention dates and sites and shall assist and oversee the local chapter convention committees' preparations and finances.
- c. This committee shall make a full written financial report showing all income and expenses. This report shall be delivered to the Council Secretary-Treasury within one month following the convention.

## ARTICLE XV

### Quorum

Attendance by the Chapter President, or Vice President, or designated delegate representing 30% of the eligible votes, or 3 chapters, shall establish a quorum for the transaction of business at any regular, special, or annual meeting of the council. No business shall be transacted at any meeting where a quorum has not been established.

## ARTICLE XVI

### Dues

Council dues for Active, Associate (or their representatives), and Affiliate members shall be as adopted by the membership. Proposed increases or decreases shall be made at any Regular or Special meeting and not voted on until the next regular meeting.

## ARTICLE XVII

### Parliamentary Procedure

The meetings and deliberation of the Association, its Board and all committees, shall be regulated and controlled according to the then current edition of Robert's Rules of Order, except as may be otherwise provided in these Bylaws.

## ARTICLE XVIII

### Amendments

These By-Laws may be amended by a 2/3 vote at the Annual Convention/Meeting after notice thereof to every chapter at least 30 days prior to said meeting. The 2/3 vote shall be cast by voting strength of chapters by the authorized chapter representatives present. Votes may be split as directed by chapter members.

## ARTICLE XIX

### Reserve Fund

A separate investment account, entitled the Reserve Fund, having been established by the Florida Council, shall be governed as follows:

**Section 1:** Monies in excess of the binding budget may (shall) be deposited in this account at the discretion of the Executive Committee.

**Section 2:** Monies to be withdrawn, for a special reason, must be requested at least 30 days prior to a Council meeting. The Chapters having been notified may instruct their delegates and a 2/3 majority vote will decide.

**Section 3:** If monies are needed for an emergency in the opinion of the Executive Committee, the Council in session may ratify with a unanimous vote.

*These By-Laws accepted and approved on:  
Amendments to by-laws adopted on:*

*June 21, 1986  
June 27, 1987  
June 24, 1989  
June 22, 1990  
June 21, 1991  
June 19, 1992  
June 16, 1994  
June 20, 1996  
June 21, 1997  
June 12, 1999  
June 23, 2007  
June 06, 2009  
June 16, 2011*

## **Florida Council PDCA Bylaws**

I here by certify that the foregoing is a true and exact copy of the By-Laws of the Florida Council Painting and Decorating Contractors of America, Inc., as revised on June 16, 2011.

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Judi Ricci, Temporary Secretary/Treasurer