

MID-AMERICA COUNCIL BYLAWS

Approved: The 28 day of June, 2013

ARTICLE I: NAME and AFFILIATION

1. The name of this Council shall be **Mid-America Council** (Council) of the Painting and Decorating Contractors of America (PDCA or PDCA National).
2. The Council shall maintain its principal officers at a location fixed by the Council Board of Directors.
3. This Council is chartered by the PDCA, and as such is subject to the Bylaws and Policy of the PDCA. As such this Council inures the IRS 501 C Income Tax Exemption Status as held by PDCA National.
4. This Council is incorporated as a not-for-profit organization in the State of **Missouri**.
5. The fiscal year of the PDCA shall be from January 1 to December 31.

ARTICLE II: PURPOSE

The purposes of this PDCA Council shall be:

1. To create and provide educational and information programs and services to help contractor members achieve success.
2. To support and deliver PDCA National and Council programs and services to members.
3. To promote an attitude of ethical responsibility in business.
4. To provide an opportunity for Council members to network, communicate, learn and socialize with other Council and industry members.
5. To communicate to consumers the advantages of engaging the skills of a professional painting and decorating contractor.

ARTICLE III: MEMBERSHIP

Membership categories shall be consistent with PDCA National. Membership categories in this Council shall consist of Active, Local Associate, Local Affiliate, Honorary, Trial and Student. All members of the Council must also be members of PDCA National.

1. *Active Members*:
 - a. Any company (hereinafter contractor) engaged in the coating application industry in the defined Council geographical area qualifies for membership.
 - b. A contractor engaged in the coating application industry is eligible for membership upon completion of a membership application and by paying one (1) full year's dues in advance, or by agreeing to a dues time payment commitment.
 - c. Members must be licensed, registered, and insured in compliance with the laws and regulations of this geographical and/or areas where they conduct business.
 - d. Members in good standing shall be accorded the privilege of voting or allowed to hold office in the Council.

2. *Local Associate Members*:
 - a. *Local Associate* members shall be representatives of neighborhood, state, or regional raw material suppliers, manufacturers, wholesalers, distributors, and dealers in equipment, services, and materials of all kinds used in connection with or incidental to the conduct of the coating application industry.
 - b. *Local Associate* members shall not be eligible to hold office other than that of Secretary or Treasurer.
 - c. *Local Associate* members shall pay the dues amount established by the Council.
 - d. *Local Associate* members may be representatives of *National Associate* members as defined in PDCA National Bylaws and Policy.

3. *Affiliate Members*:
 - a. *Local Affiliate* members shall be companies, governmental bodies, or institutions other than contractors, employing persons in connection with or incidental to the coating application industry.
 - b. *Local Affiliate* members shall not be eligible to hold office other than that of Secretary or Treasurer.
 - c. *Local Affiliate* members shall pay the dues amount established by the Council.
 - d. *Local Affiliate* members may be representatives of *National Affiliate* members as defined in PDCA National Bylaws and Policy.

4. *Trial Members*:
 - a. *Trial* members shall be contractors engaged in the coating application industry and their membership shall not exceed one year.
 - b. *Trial* members must meet the requirements of all Active members.
 - c. *Trial* members are entitled to all *Active* member privileges and benefits as designated by PDCA National.
 - d. *Trial* members shall not be eligible to vote or hold office.

5. *Student Members*:
 - a. *Student* members shall be individuals who are engaged full-time in any coating and application industry education and/or training program within the boundaries of this Council.
 - b. *Student* members are not required to pay Council dues; the dues for this category shall be set by the Chief Executive Officer (CEO).

- c. *Student* members will not be eligible to vote or hold office.
6. *Honorary Member*
 - a. *Honorary Member* shall be former *Active* members of the Council in good standing, who have retired from the wall covering and coating application industry; or a person who has performed conspicuous and meritorious service to the wall covering and coating application industry. The names of candidates must be submitted to the Executive Council Committee for its review and designation. Former *Active* Members so conferred shall be entitled to all the privileges of an *Active Member* except voting or holding elected office.

ARTICLE IV: MEMBERSHIP APPLLICATION and DUES

1. Members of this Council that are already members of PDCA, and are included in the geographical boundaries of this Council, upon approval of these Bylaws will remain members in of this Council their existing membership categories
2. Any contractors or companies that desire to become a member of this Council will complete a standard Membership Application to be forwarded to PDCA National for processing.
3. The Council Executive Committee shall determine the amount of the Council dues of each of the membership categories.
4. Council Membership dues must be affirmed on an annual basis by a two-thirds majority vote of the Council Executive Committee and may not be raised more than one time in a 24 month period. All proposed dues increases must be distributed to the members 45 days prior to a vote on the dues increase for comments to the Council Executive Committee.
5. Annual membership dues shall be invoiced by PDCA National. Payment is due upon the stipulated due date.
6. Any member in arrears shall be deemed delinquent, and shall not be entitled to a vote or any of the rights and privileges of the Council or PDCA.
7. Any member who knowingly violates any approved Bylaws or Policy of the Council and/or PDCA shall be subject to expulsion. Written notice of any charge shall be given to said member before action is to be taken thereon at a Special Meeting of the members held for that purpose. Upon the membership hearing of such charges and an accompanying explanation from the charged member, an affirmative vote of at least two-thirds of the *Active* members present at the Special Meeting, in which a quorum is confirmed, shall be required to expel said member.

ARTICLE V: COUNCIL LEADERSHIP

1. The Council shall be governed by officers elected from the membership at the Annual Members Meeting. The elected officers of the Council and one representative from each Chapter shall constitute the Council Executive Committee and/or the Board of Directors unless otherwise stipulated in these bylaws.
2. Officers may be nominated by any *Active* member of the Council either in person or with a letter of nomination presented at the Annual Members Meeting. Officer candidates will be presented to attendees for election by majority vote at the Annual Members Meeting. An official record of the Annual Members meeting must be made and approved by the Council Officers. A copy of the official record must be forwarded to PDCA National.
3. The term of office for each officer shall be one year immediately following the conclusion of the Annual Meeting at which the officers elected.
4. The officers shall consist of a President, Vice President and Secretary/Treasurer (if it is the will of the membership a Secretary and a Treasurer may be elected), each of whom shall be an Active Member in good standing. The Secretary-Treasurer position may be held by an Associate or Affiliate member.
5. The duties of the officers consist of the following:
 - a. *President:* The Council President keeps the Council focused on setting and maintaining its goals, oversees officers and committees and encourages teamwork, manages the operations of the Council by delegating responsibilities to officers and or directors, by creating committees and appointment chairs as necessary to conduct the business of the Council. The President supports the mission of PDCA, including to:
 - Provide quality learning opportunities.
 - Provide engaging networking opportunities.
 - Distribute important PDCA National and Council information.
 - b. *Vice President:* The Vice President is responsible for assisting the President in coordinating and directing committee activities and Council operations, and to learn the role of President for possible advancement to that office.
 - c. *Secretary/Treasurer:* General duties of the Secretary/ Treasurer include providing leadership support to the Council officers, to promote successful Council activities and assist with other duties as delegated by the President. Specifically:
 - To maintain accurate Council records (Secretary);
 - To develop, monitor and record Council financial activities (Treasurer).
6. The Council membership may determine the need for additional Directors to assist with governing the affairs of the Council. Amendments to these Bylaws shall be required to establish a governing Board of Directors that includes the Council Executive Committee.

7. As per PDCA Bylaws, the Council reserves the right to charter chapters within the boundaries of the Council to further the purposes of the Council including delivery of educational and networking opportunities. The Council may support these chapters in various forms by planning, funding and executing events for such.
 - a. Any Chapter chartered and/or approved by the Council Executive Committee shall have one seat on the Council Executive Committee to be filled by a representative of that Chapter as chosen by said Chapter leadership.
 - b. The Council Executive Committee may dissolve Chapters that do not meet the PDCA National minimum operating standards and/or Chapters that are no longer necessary for the successful delivery of programs and services to Council members. Any remaining chapter funds after the payment of outstanding liabilities shall be transferred to the treasury of the Council. An escrow fund may be established for a period of time for possible funding of a re-organized chapter.
8. The Council may from time to time provide opportunities for PDCA Council members to form work groups in various geographical locations for educational or networking opportunities. The Council may support these work groups in various forms by planning, funding and executing events for such.
9. All expenditures on behalf of the Council, or out of the Council funds, shall be approved by the President and shall be in the form of a check or withdrawal order drawn and issued in the name of the Council, bearing the signature of any two of the following three officers of the Council: the President, the Vice President, or the Secretary/Treasurer.
10. The Council Executive Committee may determine to use Council funds for the purpose of hiring administrative help.
11. Any officer elected by the members may be removed by a two-thirds majority vote of the *Active Members*, at a regular or special meeting in which a quorum is present, wherein the membership has been informed that such an action will take place.

ARTICLE VI: MEETINGS and VOTING

1. *Annual Members Meeting.* All members of the Council shall be invited to attend the Annual Members Meeting each year, with at least 30 days written notice, for the purpose of electing officers, setting and/or confirming annual membership dues levels, to amend Bylaws, and to conduct any other necessary Council business.
2. *Voting.* Each Active Member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.

3. *Council Executive Committee Meeting.* Council Executive Committee may choose to meet from time to time to discuss the business of the Council and vote on proposed bylaws and dues changes as outlined in Article 4.4 and 8.2 herein.
4. *Regular Member Meetings.* Regular member meetings shall be held as directed by the Council Officers. These meetings should be held for the purposes of networking, knowledge sharing and socializing. These meetings are open to all Council members and invited guests.
5. *Special Meetings.* Special meetings of the members may be called at any time by the President, or upon written demand of a majority of the Active Members of the Council in good standing. Members shall be provided 30 days written notice of any special meeting.
6. *Quorums.* At least six (6) members representing not less than three (3) Chapters shall constitute a Quorum to transact business at the Annual members Meeting.
7. *Meeting Governance.* The President is the presiding officer at all Council meetings and may appoint another officer to preside in the President's absence. The presiding officer may appoint a member to conduct meetings. Meetings shall be conducted in a courteous manner that allows for open discussion and dialogue of membership matters. Council officers are encouraged to use good judgment in the conduct of Council meetings and may use Robert's Rules of Order as a guideline to conduct the meeting. It is the responsibility of the Officers to officially record all motions and votes in the form of meeting minutes to approved by the Council Executive Committee and kept as an historical record of the business of the Council

ARTICLE VII: FUDICIARY AND PUBLIC RESPONSIBILITIES

1. The Council is subject to the Bylaws and Policy of PDCA. If any portion of these Bylaws conflict with the Bylaws and/or Policy of PDCA, the Bylaws and/or Policy of PDCA shall prevail over these Bylaws.
2. No member of the Council or officer of the Council is empowered to act on behalf of the PDCA. PDCA assumes no liability for the actions of the Council or members/officers thereof.
3. All property and funds of the Council shall be held in the name of the Council. No member or individual and/or other legal entity shall have any rights in or to any property and/or funds of the Council. Said property or funds may not be paid, transferred or diverted to any legal entity (except payment or investment for the benefit of the Council in the ordinary course of business) without the written permission of PDCA.

ARTICLE VIII: AMENDMENTS TO BYLAWS

1. *Council Executive Committee.* The Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the Council Executive Committee at a meeting called for that purpose. All Bylaw amendments to be considered and voted upon by the Council Executive Committee must be distributed to the members for their comments no sooner than 45 days prior to a vote on the amendments by the Council Executive Committee.
2. *Council Members.* These Bylaws may be amended, repealed or altered in whole or in part by a two thirds vote of Active Members at the Annual members Meeting ma which there is a Quorum. Proposed Bylaw changes must be submitted to the Council Executive Committee withy signatures of 5 (five) Active members no later than 45 days prior to the Annual Members Meeting. The proposed amendments, along with the names of the members proposing the amendments, must be included with the Annual Members Meeting written notice of said meeting.
3. A record of the vote of all approved changes must be kept and immediately communicated to the members of the Council and to PDCA National.

ARTICLE IX: DISSOLUTION

In the event of dissolution of the Council as voted upon by the Council membership and/or the Council Executive Committee, (either electronically, mail or in person) after paying and making provisions to pay all outstanding liabilities and obligations, shall distribute all assets of the corporation to another IRS designated 501 c 6 or 501 c 3 organization with similar interests.