

# MIDDLE ATLANTIC COUNCIL PDCA BYLAWS

## <sup>a</sup>ARTICLE I Names and Offices

- 1.1 The name of this Council shall be the Middle Atlantic Council of THE PAINTING AND DECORATING CONTRACTORS OF AMERICA.
- 1.2 The Council shall maintain its principal offices at a location fixed by the Council Board of Directors.
- 1.3 The Council is chartered by the national Painting and Decorating Contractors of America (PDCA), an Illinois corporation headquartered in St. Louis, Missouri
- 1.4 The Council operates as a nonprofit corporation incorporated in New Jersey and headquartered in the state of Virginia.

## ARTICLE II Purposes

- 2.1 The purposes for which this Council is formed are to promote the general and economic welfare of its members and to improve the business of painting contracting by:
  - (a) Providing for the mutual exchange of practical and educational data between its members, and creating and encouraging programs to protect the health and safety of their employees.
  - (b) Establishing and maintaining a high standard of business ethics and conduct in dealings among its members, and with others engaged in similar or allied trades.
  - (c) Aiding, assisting and cooperating with persons engaged in similar or allied trades to establish industrial efficiency; to contribute to a better public understanding and acceptance of the purposes and functions of persons engaged in the business of painting contracting.
- 2.2 The Council shall also operate to coordinate, facilitate and govern the activities of its constituent Chapters that are subject to the rules and bylaws of the Council.

### **ARTICLE III**

#### **Membership**

- 3.1 Membership in this Council shall consist of Active, Affiliate, Honorary and Associate Members as approved by the membership of the Middle Atlantic Council and bylaws of national PDCA.
- (a) Active memberships shall consist of members engaged as contractors in the painting and decorating industry, as herewith defined.
  - (b) The term painting and decorating industry, as used herein, includes the services of painting, decorating, sign writing, paperhanging, the application of all and any types of wallcovering, the finishing of wood, metal or any other surface; also the application by spray of insulating and acoustical materials, the application of wet film waterproofing coatings, and the application of all other coatings for decorative and protective purposes. It shall also include all preparatory work incidental to the preceding designated services including the taping and surfacing of drywall surfaces.
  - (c) Honorary membership may be conferred upon former Active members hereof, who were active in the Council, who have retired from all active painting and decorating business and who were in good standing at the time of their retirement and upon persons who have performed conspicuous and meritorious service to the painting industry or achieved distinction in the arts or in the painting and decorating craft.
  - (d) Associate members herein, shall be manufacturers, wholesalers, distributors, and dealers in painters' and decorators' equipment, services, wallpaper, fabrics and materials of all kinds used in connection or incidental to the conduct of the painting and decorating business.
  - (e) Affiliate members shall be companies, governmental bodies or institutions (other than contractors) employing persons in connection with or incidental to the painting application industry.
  - (f) Membership is based on nondiscriminatory standards with no concern to race, creed, sex, religion, national origin, age, or disability.
- 3.2 Members of any constituent Chapter are automatically members of the Council upon payment of Council dues.

- 3.3 Application for membership shall be in writing in such form as the Council Board of Directors and the national PDCA shall determine. Applications shall be directed to the Executive Vice President and shall be accompanied by a check or credit card number to pay all membership fees.
- 3.4 In such cases where the duly elected member shall be a firm or corporation, it shall select one of its officers or supervisory employees, as its duly authorized representative, to act in its behalf.

#### **ARTICLE IV**

##### **Voting**

- 4.1 Each Active Member, in good standing, shall be entitled to one vote on each matter submitted to a vote of the membership subject to certain limitations set forth in Article XIII below. The vote of a firm or corporation elected to active membership shall be cast by its duly authorized representative selected as required in Section 3.4 of these bylaws.
- 4.2 Associate, Affiliate and Honorary Members shall not be entitled to vote.

#### **ARTICLE V**

##### **Duties of Membership**

- 5.1 All members shall abide fully to these bylaws and be bound thereby. Members shall, at all times, comply with all duly promulgated rules and regulations of the Council and national PDCA.
- 5.2 Any member who knowingly violates any duly promulgated rule, regulation or bylaw of the Council and/or national PDCA shall be subject to expulsion. Written notice of any charge shall be given to such member at least ten (10) days before action is to be taken thereon at a regular or special meeting of the members. Upon the hearing of such charges, the affirmative vote of at least two-thirds of the Active Members present shall be required to expel the charged member.

#### **ARTICLE VI**

##### **Membership Dues**

- 6.1 The Council fiscal year shall be January 1 through December 31.

- 6.2 The Council Board of Directors shall determine the amount of the Council membership dues subject to the approval of the Membership at the annual meeting.
- 6.3 Any member refusing or neglecting to pay his membership fees and dues within sixty (60) days after the same are due, shall be deemed delinquent, and shall not be entitled to a vote or any of the rights and privileges of the Council.

## **ARTICLE VII**

### **Meetings**

- 7.1 The Council shall hold meetings in convention form annually. The dates to be fixed by the Convention Committee and/or President.
- 7.2 The Council Board of Directors shall hold a regular meeting preceding the opening of the Annual Convention of the Council and a Spring Board Meeting at a place and on a date and time prescribed by the President of the Council.
- 7.3 Special meetings may be called at any time by the President, or upon the written demand of one third (1/3) of the Active Members of the Council in good standing.
- 7.4 Written or printed notice of the place and hour, as fixed by the Council Board of Directors of any special meeting shall be mailed or delivered personally to each member, not less than seven (7) days before the date of such meeting, by the Secretary.
- 7.5 Five Percent of the Active Members entitled to vote shall constitute a quorum at the Annual Business Meeting.
- 7.6 Meetings shall be conducted pursuant to Robert's Rules of Order, as amended, except as specifically set forth herein.

## **ARTICLE VIII**

### **Council Board of Directors**

- 8.1 The affairs of this Council shall be managed by its Board of Directors subject to certain limitations set forth in Articles XI, XII and XIII below.
- 8.2 The Council Board of Directors shall consist of the duly elected officers and the past presidents of the Middle Atlantic Council and the Middle Atlantic Conference.

- 8.3 Special meetings of the Council Board of Directors may be called at any time by the President, or upon the written demand of any two (2) members of the Council Board of Directors. Written or printed notice of the place, day and hour of the meeting, as established by the Council Board of Directors, shall be mailed or delivered to the members thereof at least fourteen (14) days prior to the date such meeting is to be held; provided, that said notice may be waived by unanimous written consent of all Board members. Further, Board action without meeting may be instituted with unanimous written consent.
- 8.4 The Council Board of Directors shall have power and authority to recommend rules and regulations to supplement these bylaws, to be approved by a majority of the Active Members entitled to a vote at a regularly scheduled meeting of the Active Membership.
- 8.5 Any vacancy in the elective members of the Council Board of Directors by any cause whatsoever, shall be filled by presidential appointment.
- 8.6 A majority of the Council Board of Directors (not including the past presidents) shall constitute a quorum.
- 8.7 The newly elected Council Board of Directors shall hold a meeting at the Annual Spring Board Meeting. The newly elected officers of the Council shall be inducted into office at the Convention Banquet Installation Ceremony and shall assume their duties immediately thereafter.
- 8.8 The President only votes in case of tie.

## **ARTICLE IX**

### **Officers**

- 9.1 The officers shall consist of a President, President-Elect, Vice President, Second Vice President, Secretary, Treasurer, the Immediate Past President; and a Board of Directors consisting of three (3) Representatives from each District of the Council, each of whom shall be an Active Member in good standing, who shall be elected at the Annual Meeting of the members. Their terms of office shall be for one year other than the President-Elect. The President-Elect is elected for a two (2) year term with the second year served as President. There shall be elected four (4) alternates to serve in the absence of any representative. Officers' terms of office shall be from annual convention to annual convention.
- 9.1(A) The Executive Committee of the Council shall consist of the President, President-Elect, Vice President, Second Vice President, Secretary, Treasurer, and the Immediate Past President.

- 9.2 It shall be the duty of the President to exercise general supervision over all of the affairs of the Council. The several officers and the chairmen of the various committees shall be responsible to him or her for the proper and faithful discharge of their general duties, and shall make reports to him or her concerning the business of the Council under their charge as he or she may, from time to time, require. He or she shall execute all bonds, contracts or other instruments required to be made or executed on behalf of the members and of the Council Executive Committee and shall consult with the Council Executive Committee on all committee appointments.
- 9.3 It shall be the duty of the President-Elect to perform such duties as directed by the President to perform the duties of the President in his or her absence, or when for other reasons he or she is unable to act. In the event of the death, resignation, removal, or permanent disability of the President, he or she shall immediately succeed to the office of President.
- 9.4 In the absence of an Executive Vice President, hereinafter provided for, the Secretary shall attend all meetings of the members and of the Council Board of Directors. He or she shall keep a true and fair record of the proceedings of the meetings of the members and of the Council Board of Directors, in one or more books provided for that purpose and see that all notices required hereunder are served in accordance with the provisions of these bylaws. The Secretary shall have custody of the corporate seal and shall attach the same to all documents which require sealing and shall attest to all documents executed by the President. He or she shall send a statement to each member of all fees and monies due to the Council, and shall receive all monies paid to the Council for transmittal to the Treasurer.
- 9.5 The Treasurer shall act as financial agent for the Council for the receipt and disbursement of its funds. He or she shall keep all funds of the Council with such banks as may be designated by the Council Executive Committee. He or she shall make reports, in writing, at least once annually, of the financial condition of the Council and shall cause to be prepared and filed any and all reports required by law. The Treasurer shall cause all vouchers or orders paid by the Council to be filed and properly preserved and his or her books and papers shall, at all times, be open for inspection by the Council Executive Committee and Board of Directors.
- 9.6 Any officer elected by the members and any Committee member may be removed by majority vote of the Active Members at a regular or a special meeting called for such purpose.
- 9.7 In addition to the foregoing the Council Board of Directors may, with the approval of a majority of the voting members, employ an Executive Vice

President who need not be a member of the Council at such salary and upon such terms as are approved by the members. It shall be the duty of the Executive Vice President to attend all Council meetings of the members and the Council Board of Directors and make a record of all proceedings held at such meetings and further to do and perform all other duties as the Council Executive Committee and Board of Directors may from time to time determine.

- 9.8 If any member of the Council Board of Directors shall be absent from two consecutive meetings of the Board without, in the opinion of the Board, good and sufficient cause for such absences, he shall be considered as having resigned and the vacancy thus created shall be filled by the President or Acting President.

## **ARTICLE X Committees**

- 10.1 There shall be committees appointed by the Council Board of Directors and the Executive Committee.
- 10.2 No committee shall be empowered to take any action or publish any fact or opinion on behalf of the Council. All committees shall make reports of all matters considered by them and shall transmit the reports to the Council Executive Committee for action.
- 10.3 No person other than an Active Member or Honorary Member shall be appointed to any committee whose function relates to Council policy or management.

## **ARTICLE XI Labor Representation**

- 11.1 It is understood that the Council does not represent any member or chapter for the purposes of labor relations including negotiations unless said member or chapter specifically authorizes the Council in writing to represent it for labor relations and/or negotiations.

## **ARTICLE XII Council Rights and Responsibilities**

- 12.1 All property and funds of the Council shall be in its name. 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 of funds for the

benefit of the Council in the ordinary course of business) without the written permission of national PDCA.

- 12.2 No member of the Council, or the Council is empowered to act on behalf of the national PDCA. The national PDCA assumes no liability for the actions of any member, chapter or the Council.
- 12.3 The Council and the constituent chapters of the Council are subject to the bylaws and rules of national PDCA.
- 12.4 If any portion of these bylaws conflict with the bylaws of the national PDCA, the bylaws of the PDCA shall prevail over these Council bylaws.
- 12.5 The Council may not take a legislative position before Congress, any federal agency or other federal office or position without the written authorization of the national PDCA.

### **ARTICLE XIII**

#### **National Board Representation**

- 13.1 One Board member and one alternate board member shall be elected from the membership at large. The Board Member and Alternate Board Member shall be elected for a two (2) year term. For the period of five years beginning April 1, 2005 through March 31, 2010, a second Board Member and Alternate Board Member shall be elected from the Carolinas District in accordance with national PDCA bylaw 7.2 (A) (i).
- 13.2 It shall be the duty of the National Board Member(s) to attend all regular meetings and report to the Council Board of Directors.

### **ARTICLE XIV**

#### **Amendments**

- 14.1 These bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of Active Members at any duly organized meeting of the Council except as provided below. The proposed change(s) shall be mailed to the last recorded address of each member at least ten (10) days before the time of the meeting which is to consider the change(s).
- 14.2 No bylaw amendment may be passed to affect or change the provisions of Articles VI, XI and XII above and this Article XIV.



**ARTICLE XV**  
**Indemnification**

- 15.1 Every director, officer, committee chair, employee of the Council and such others as specified from time to time by the Council Board of Directors shall be indemnified by the Council against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved by reason of being or having been a director, officer, committee chair, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, committee chair, or employee is adjudged guilty of negligence, willful misfeasance, or malfeasance in the performance of his/her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified person may be entitled.

*NOTE: PDCA Council Bylaws - adopted 8/10/96 at Mid-Year Board Meeting*  
*Language in Articles XI, XII and XIII shown in italics is mandatory - 5/21/99* 2072491.1