

# **NEW ENGLAND COUNCIL BYLAWS**

## **ARTICLE I Names and Offices**

1.1 The name of this Council shall be NEW ENGLAND 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 Executive Board.

1.3 The Council is chartered by the national Painting and Decorating Contractors of America (national PDCA), an Illinois corporation headquartered in ST. LOUIS, MO.

1.4 The Council shall consist of not less than ten (10) Active or International Members.

## **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.

(d) 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.

(a) Active membership 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 wall covering, 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 businesses 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.

3.2 Members of any constituent Chapter are automatically members of the Council.

3.3 Application for membership shall be in writing in such form as the Council Executive Board and the national PDCA shall, from time to time, determine. Applications shall be accompanied by a check to pay all membership fees including national PDCA dues as may then be required.

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 by 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 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.

**5.3 ANY MEMBER OF THE COUNCIL OR ONE OF ITS CONSTITUENT CHAPTERS MUST BELONG AND PAY DUES TO NATIONAL PDCA.**

**ARTICLE VI**  
**Membership Dues**

6.1 The Council Executive Board shall determine the amount of the Council membership dues, subject to the approval of the membership at the annual meeting.

6.2 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. The Council Executive Board may direct that such member may continue to receive the Council services, but his right to cast a vote may be restored only upon payment of all monies due.

**ARTICLE VII**  
**Meetings**

7.1 The Annual Meeting of the members shall be held as directed by the Council Executive Board, in each year, for the purpose of electing officers and members of the Council Executive Board, and for such other matters as may come before the meeting.

7.2 Regular meetings of the members of the Council shall be held as directed by the Council Executive Board.

7.3 Special meetings of the members may be called at any time by the President, or upon 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 Executive Board, 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 One tenth (10%) of the Active Members entitled to vote shall constitute a quorum.

7.6 Meetings shall be conducted pursuant to Robert's Rules of Order, as amended, except as specifically set forth herein.

## **ARTICLE VIII**

### **Council Executive Board**

8.1 The affairs of this Council shall be managed by its Council Executive Board subject to certain limitations set forth in Article XI, XII and XIII below.

8.2 The Council Executive Board shall consist of the duly elected officers.

8.3 Special meetings of the Council Executive Board may be called at any time by the President, or upon the written demand of any two (2) members of the Council Executive Board. Written or printed notice of the place, day and hour of the meeting, as established by the Council Executive Board, shall be mailed or delivered to the members thereof at least seven (7) days prior to the date such meeting is to be held; provided, that said notice provisions 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 Executive Board 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 Executive Board by any cause whatsoever shall be filled by appointments of the President for the unexpired portion of the term created by the vacancy.

8.6 A majority of the Council Executive Board shall constitute a quorum for the transaction of business at all meetings.

## **ARTICLE IX**

### **Officers**

9.1 The officers shall consist of a President, President-Elect, Vice President, Secretary, Treasurer, National Board Member and the Immediate Past President 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 President-Elect and National Board Member. The President-Elect is elected for a **THREE (3)** year term with the second year served as President. The National Board Member shall not be elected to more than two consecutive terms.

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 for the proper and faithful discharge of their general duties, and shall make reports to him touching the business of the Council under their charge as he may, from time to time, require. He shall execute all bonds, contracts or other instruments required to be made or executed on behalf of the members and of the Council Executive Board, and shall consult with the Council Executive Board 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 absence, or when for other reason he is unable to act. In the event of the death, resignation, removal, or permanent disability of the President, he shall immediately succeed to the office of President.

9.4 In the absence of an Executive Secretary, hereinafter provided for, the Secretary-Treasurer shall attend all meetings of the members and of the Council Executive Board. He shall keep a true and fair record of the proceedings of the meetings of the members and of the Council Executive Board, 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-Treasurer shall have custody of the corporate seal and shall attach the same to all documents executed by the President. He 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 Secretary-Treasurer shall act as financial agent for the Council for the receipt and disbursement of its funds. He shall keep all funds of the Council with such banks as may be designated by the Council Executive Board. He 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 Secretary-Treasurer shall cause all vouchers or orders paid by the Council to be filed and properly preserved and his books and papers shall, at all times, be open for inspection by the Council Executive Board.

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 special meeting called for such purpose.

9.7 In addition to the foregoing the Council Executive Board may, with the approval of a majority of the voting members, employ an Executive Secretary 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 Secretary to attend all meetings of the members and the Council Executive Board and make a record of all proceedings held at such meetings and further to do and perform all other duties as the Council Executive Board may from time to time determine.

9.8 All expenditures on behalf of the Council or out of the Council funds, approved by the Council Executive Board, 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 Treasurer.

9.9 If any member of the Council Executive Board shall be absent from three 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 Executive Board.

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 Board for action. The Council Executive Board shall thereupon take such action as may be appropriate or may refer the matter to a meeting of the Council for action.

10.3 No person other than an Active 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 national 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.

**12.6 THE COUNCIL SHALL BE ENTITLED TO ONE (1) REGULAR ACCREDITED BOARD MEMBER AND ONE ALTERNATE BOARD MEMBER TO THE PDCA EXCEPT AS SPECIFICALLY PROVIDED IN THE PDCA BYLAWS; PROVIDED, HOWEVER, IF THE COUNCIL DOES NOT HAVE THE VOTING STRENGTH OF A LEAST TEN (10) ACTIVE MEMBERS IT SHALL NOT HAVE A BOARD MEMBER. BOARD MEMBERS AND ALTERNATE BOARD MEMBERS SHALL BE ELECTED FOR A TWO (2) YEAR TERM. THE TERM OF OFFICE SHALL COMMENCE WITH THE FIRST BOARD MEETING AFTER WRITTEN SUBMISSION OF THE BOARD MEMBERS CREDENTIALS FROM THE COUNCIL.**

**12.7 EACH COUNCIL SHALL SUBMIT TO THE PDCA CREDENTIALS COMMITTEE THE NAME OF ITS ACCREDITED REPRESENTATIVE AND ALTERNATE NO LATER THAN TWENTY (20) DAYS PRIOR TO A SCHEDULED PDCA BOARD OF DIRECTORS MEETING. ONLY PROPERLY CREDENTIALLED BOARD MEMBERS WILL BE ELIGIBLE TO RECEIVE REIMBURSEMENTS FOR THEIR PDCA BOARD OF DIRECTORS ATTENDANCE.**

**ARTICLE XIII  
Amendments**

13.1 These bylaws may be amended, repealed, or altered in whole or in part by two-thirds vote of Active Members at any duly organized meeting of the Council except as provided below. The proposed change 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.

13.2 No bylaw amendment may be passed to affect or change the provisions of Article V, XI and XII above and this Article XIII.