



OHIO INDIANA COUNCIL OF PDCA **BYLAWS**

ARTICLE I: NAME and AFFILIATION

1. The name of this Council shall be the OHIO INDIANA Council of the Painting and Decorating Contractors of America (PDCA or PDCA National).
2. 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)3 Income Tax Exemption Status as held by PDCA National.
3. This Council is incorporated as a not-for-profit organization in the State of Ohio.
4. The boundaries of this Council are the combined boundaries of the states of INDIANA and OHIO; all Active PDCA members with their home office within these Council boundaries shall be members of this Council.

ARTICLE II: PURPOSE

The purposes of this PDCA Council shall be:

1. To -develop 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.

6. To distribute, promote and support the PDCA National Code of Ethics to all members and to the industry.
7. To encourage and advise painting contractors to protect the health and promote the safety of their respective employees.

ARTICLE III: MEMBERSHIP

Membership categories shall be consistent with PDCA National. Membership categories in this Council shall consist of Active, Local Associate, Local Affiliate, Trial Member and Honorary. 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.
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. *Local 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. *Trail* 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. *Honorary* Membership: *Honorary* members shall be individuals voted as such by the membership at the Annual Member Meeting who are either former *Active* members who were active in the Council and who have retired from the coating application industry as a member in good standing at the time of retirement, or persons who have performed conspicuous and meritorious service to the Council. The names of candidates being considered for honorary membership must be submitted to the Resolutions Committee for review. *Honorary* members shall not pay dues and will be entitled to all privileges as an *Active* member, except they cannot be eligible to vote or hold office.

ARTICLE IV: MEMBERSHIP APPLICATION and DUES

1. Any prospective member that desires to become a member of this Council shall complete a standard Membership Application to be forwarded to PDCA National for processing.
2. The Council Board of Directors shall recommend the amount of annual Council Dues on a biennial basis to members present at an Annual Member Meeting. Any dues increases require a thirty (30) day notification to members of the pending vote and requires a two-thirds majority vote at such meeting for approval.
3. Annual membership dues shall be invoiced by PDCA National and include PDCA National dues and the Council dues. Payment is due upon the stipulated due date.
4. Any member not recognized as an *Active* Member by PDCA shall not be entitled to a vote or any of the rights and privileges of the Council or PDCA.
5. Any member who knowingly violates any Bylaws or Policy of the Council shall be subject to expulsion. Written notice of any charge shall be given to such 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, is required to expel the charged member.

ARTICLE V: COUNCIL LEADERSHIP

1. The Council shall be governed by a Board of Directors consisting of Officers and the immediate Past President, and any additional directors as representatives of chartered

chapters approved by the membership at the Annual Member Meeting as outlined in paragraph V.6.

2. Officer candidates may be nominated by the nominating committee or any *Active* member of the Council either in person or with a letter of nomination signed by three active members 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. Each Officer shall be elected to a one (1) year term beginning January 1 immediately following the election at the Annual Members Meeting. Officers can only serve two consecutive terms; no more than a total of 4 years in one respective office. Members may not serve as officers or board members for a total of more than 8 years.
4. The elected officers shall consist of a President, Vice President, Secretary and Treasurer each of whom shall be an Active Member in good standing. The Secretary and/or Treasurer position may be held by an Associate or Affiliate member.
5. The duties of the officers and directors 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 appointing 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.
 - Appoint Committee Chairs for the following committees: Nominating, Credentials, Resolutions, Membership, Bylaws and other ad hoc committees as needed.
 - b. *Vice President:* The Council Vice President shall assist the President in coordinating and directing committee activities and Council operations, and to learn the role of President for possible advancement to that office. In the event of death, removal or resignation of the President, the Vice President shall immediately fill the office of the President.
 - c. *Secretary:* General duties of the Secretary include providing leadership support to the Council, to promote successful Council activities and assist with other duties as delegated by the President. Specifically:
 - To maintain accurate Council records including creation of meeting minutes, and archiving of all pertinent council documents.
 - To maintain an accurate list of all council members.

- Assist with the completion and return of any council operational reports required by PDCA National.
 - d. *Treasurer:* General duties of the Treasurer include providing leadership support to the Council, to promote successful Council activities and assist with other duties as delegated by the President. Specifically:
 - To develop, monitor and record Council financial activities.
 - To complete and return any council operational and financial reports required by PDCA National.
 - e. *Officer Vacancies:* By majority vote, the Board of Directors may appoint successors to fill the unexpired term of any vacated officer position.
6. As per PDCA National Bylaws, the Council Board of Directors reserves the right to charter chapters within the geographical boundaries of the Council to further the purposes of the Council including delivery of educational programming and networking opportunities. The Council may support these chapters in various forms by planning, funding and executing events for such.
- a. With a two-thirds (2/3) majority vote of the Board of Directors Chapter representation to the Board of Directors may be added provided the proposed Chapters have at least 8 active members.
 - b. With a two-thirds (2/3) majority vote of members at the Annual Member Meeting, Chapter representation on the Board of Directors may be added provided the proposed Chapters have at least 8 active members.
 - c. Any Chapters chartered by the Council have the right to collect revenue in the form of event sponsorships, industry vendor donations, and net revenue from chapter event registration fees or Chapter dues as approved by the Council Board of Directors. Chapters collecting revenue must maintain accurate and transparent accounting records, must provide annual financial statements to the Council Leadership, and prepare and submit all required IRS financial reports and filings.
 - d. The Council Board of Directors 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, with a two-thirds majority vote of members at the Annual Member Meeting. 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 two (2) year period of time for possible funding of a re-organized chapter.
6. The Council Board of Directors may provide opportunities for Council members to form local meeting groups in various geographical locations for educational and/or networking

opportunities. The Council may support these local meeting groups in various forms by planning, funding and executing events for such.

7. 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.
8. The Council Board of Directors may determine to use Council funds for the purpose of hiring administrative support personnel.
9. Any officer or director 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 Member Meeting.* All *Active* members of the Council shall be invited to attend the Annual Member Meeting each year, with at least 30 days written notice, for the purpose of electing officers, setting and/or confirming biennial membership dues levels, to review year-end financial statements, 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. *Member Meetings.* 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.
4. *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 Board of Directors, 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.
5. *Quorums.* A minimum of ten (10) *Active* members constitutes a quorum to conduct business at the Annual Member Meeting or other meetings requiring such.
6. *Meeting Governance.* The President is the presiding officer at all Council and member meetings and may appoint another officer to preside in the President's absence. A majority vote of the Board of Directors may elect a presiding officer. 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 be approved by the Board of Directors 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 National. If any portion of these Bylaws conflict with the Bylaws and/or Policy of PDCA National, the Bylaws and/or Policy of PDCA National 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 National. PDCA National 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 National.
4. A Year End Financial Report that includes revenue, expenditures, assets and liabilities must be presented to the membership at the Annual Members Meeting. A fiscal year begins January 1 and terminates December 31 of each year.
5. Council leadership is required to complete and forward all annual council operational and financial documentation as required by PDCA National on a timely basis as required by law and by PDCA National.
6. The Council may not take a legislative position without the written authorization of PDCA National Board of Directors.

ARTICLE VIII: AMENDMENTS TO BYLAWS

1. The Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of *Active* Members present at any Annual Member Meeting or special meeting called for that purpose provided the required notice is given.
2. Bylaws may be amended, repealed, or altered in whole or part by a majority vote of Active members using electronic means provided the required notice is given and the approved changes are ratified by a two-thirds (2/3) majority vote of the Board of Directors.
3. Any proposed changes shall be provided to each member at least 30 days prior to the meeting at which the changes will be considered.

4. A record of the vote of all approved changes must be recorded, communicated to the Council membership, and communicated to PDCA National BOD for ratification.

ARTICLE IX: DISSOLUTION

In the event of dissolution of the Council as voted upon by the Council membership, the Board of Directors, after paying and making provisions to pay all outstanding liabilities and obligations, shall distribute all assets of the corporation to either the PDCA Education Foundation (IRS 501(c)3 organization) or another IRS designated tax exempt 501C organization with a similar mission and goals.

ACKNOWLEDGEMENT OF APPROVAL:

(Three witnesses at a meeting in which Bylaws and any Bylaw changes are approved.)

RICHARD T. GROH
Print Name of Witness

GREGORY P. SATTLER
Print Name of Witness

DAVID A. RYKER
Print Name of Witness

Richard T. Groh
Signature of Witness

Gregory P. Sattler 12/17/13
Signature of Witness Date

David A. Ryker 12-17-13
Signature of Witness Date