

# **CONSTITUTION AND BY-LAWS**

## **Rocky Mountain Council of the Painting & Decorating Contractors of America**

### **Article 1**

#### **Purpose**

Section 1. To unite the contractors in the painting and decorating craft for the purpose of exerting effective and combined influence upon matters and interests affecting painting and decorating.

Section 2. To advance the craft of painting and decorating and protect the interests of its members individually and collectively with due regard for public and employees in the craft.

Section 3. To encourage and assist in the formation of local chapters of painting and wallcovering contractors.

Section 4. To promote the establishment of the federal and state apprenticeship systems, whereby young men and women desirous of acquiring trades may be duly indentured, properly taught, and earn a certificate of merit upon completion of requirements.

Section 5. To advocate direct business relations and dealing with architects and owners concerning painting and decorating.

### **Article II**

#### **Membership**

Section 1. Membership in this council shall consist of Representative, Individual, Honorary, Life, Associate members and Trial members from PDCA. Trial members do not have any voting rights or rights to any insurance programs.

Section 2. Representative membership comprises active membership of a chapter affiliated with this council.

Section 3.

a. Individual members shall be active painting and decorating contractors in towns or cities where no local chapters exist.

b. Where an applicant for active membership, for any reason, is found unacceptable for local chapter membership, but is eligible under council or national by-laws, such applicant, with approval of the local chapter, may be permitted to be an individual member of the council.

Section 4. Where three or more painting contractors or firms apply for individual membership in any one city or town, they must form a local chapter. If such chapters shall dissolve or their membership be reduced to less than three they may, on payment of required fees, remain as a chapter per executive committee discretion or as individual members as provided in Section 3 of this article.

Section 5. Individual members shall be entitled to all rights and privileges of representative members.

Section 6. Honorary membership may be extended to any member in good standing with both the council and his or her Chapter, or any person upon whom the Council wishes to confer the honor, by a two-thirds vote of the members present at the Convention. An honorary member shall be entitled to admission to the conventions and to such other privileges as may be extended to him or her by the vote of the Convention Committee. He or she shall be exempt from all dues. He or she shall not be entitled to vote.

Section 7. Lifetime membership may be granted upon any contractor member for meritorious services rendered, when he or she retires from business, by a two-thirds vote of the members present at the convention. A lifetime member shall be exempt from all dues and shall be entitled to admission at conventions and to all meetings of the Executive Board and to all privileges of a representative member.

Section 8. Applications for membership in this council from a chapter in a city where an affiliated chapter exists shall be considered and charter granted unless the existing chapter can show good and sufficient reason to the executive board why the new chapter should not be admitted. However, all applicants for the charter must be forwarded to the national organization together with such objections or approval as may have been developed and the recommendations of this council.

Section 9. Associate members include non-contracting member organizations that are non-bidding entities, performing the same or similar functions as individuals or representative painting contractor members. Affiliate members will not have voting powers.

### **Article III**

#### **Officers**

##### **Section 1.**

a. The officers shall consist of a President, Vice-President, a National Board Member, Alternate and Secretary-Treasurer.

The President's term of office shall be for two years.

The Vice-President shall assume the position of president after a two-year term as Vice-President.

The National Board Member shall hold that position for a two year term.

The Alternate National Board Member shall assume the position of National Board member after a two-year term as Alternate Board Member.

All officers shall be members in good standing of one of the chapters of the council or an individual member, with the exception of the Secretary-Treasurer who may be elected, hired or appointed by the Executive Committee.

## **Article III**

### **Officers**

#### **Section 1. (continued)**

b. In case of a vacancy the Executive Committee shall call a special meeting of the Executive Committee within thirty days to fill said vacancy for the unexpired term provided, however, the said vacancy does not occur within thirty days of the election date of the next convention.

## **Article IV**

### **Election of Officers**

#### **Section 1.**

a. The President, Vice-President, and the National Board member and Alternate shall be elected and Secretary-Treasurer, as stated in Article 3, Section 1.a., on the last day of each Annual Convention to serve their terms as defined in Article 3, Section 1.a. or until their successor is installed.

b. The nominating committee, consisting of all past presidents present at the Mid-Year Business meeting, shall meet at that time to begin the process of officer candidate selection. The chairman of the committee shall be the immediate past president or shall be elected by the members of the committee. In the event that less than five (5) past presidents are present at the Mid-Year Meeting, the chairman shall appoint members from the Executive Committee so that the Nominating Committee shall consist of five (5) members. The nominating committee shall solicit candidates from the chapters of the Council and agree upon a slate of officers prior to the convening of the business meeting at the Council Convention.

c. Additional nominations for any office may be made by any member in good standing from the convention floor.

d. Officers so elected shall be installed at the convention as officers elect and shall assume their duties.

## **Article V**

### **Executive Board**

Section 1. The Executive Board shall consist of the President, Vice-President, Secretary-Treasurer, National Board Member and Alternate, all Past Presidents in good standing in this chapter, and the Presidents of each local Chapter, at the time of the convention, or alternates elected at the discretion of each Chapter, and three members from the individual membership to be elected at each convention.

## **Article VI**

### **Meetings**

Section 1. This council shall meet in convention each calendar year at such a time and place as shall be determined by the convention unless referred to the executive board that shall determine the time and/or place at its first meeting thereafter.

Section 2. The executive board shall hold a regular annual meeting on the day and/or evening proceeding the first convention session of each convention.

Section 3. The executive board shall, in addition, hold one mid-year board meeting, the time and place to be subject to the call of the president.

Section 4. Additional special board meetings shall be at the president's discretion, or upon the written request of two or more chapters hereof, which request shall set forth the purpose of the meeting. Other business may be transacted if granted by two-thirds vote of those delegates in attendance.

Section 5. Unless otherwise provided herein, all meetings shall be governed by Roberts Rules of Order.

## **Article VII**

### **Representation at Meetings**

Section 1. Each chapter shall be entitled to one delegate or representative for each five members for whom the per capita tax has been paid to the council.

Section 2. Individual members shall be entitled to one vote each.

Section 3. When roll-call is demanded, the delegate or delegates present from the affiliated chapters shall vote the full membership of their respective chapters based on their last per capita tax paid to the secretary-treasurer of this council. If the delegates cannot agree, then the votes of the absentees shall be divided equally amongst them and voted by the delegates present.

## **Article VIII**

### **Quorums**

Section 1. A quorum for the transaction of business at a convention shall consist of not less than ten members, inclusive of council officers representative of not less than two chapters.

Section 2. A quorum for the transaction of business at an executive board meeting shall consist of not less than five members inclusive of council members

## **Article IX**

### **Closed Meetings**

Section 1. At the direction of the council officers, closed business sessions of the convention may be provided for.

Section 2. At the discretion of the council officers, closed sessions of the executive board may be provided for.

Section 3. Closed meetings shall be limited in attendance to only those entitled to voice and vote therein, with the exceptions as noted hereafter, and in which case they shall not be entitled to vote, but shall be entitled to the privilege of voice.

a. At closed convention meetings:

Accredited delegates of the council and all members in good standing.

Such others as may be invited by action of the convention.

b. At executive board meetings:

Duly authorized executive board members.

Such others as may be invited by action of the board. All members in good standing may attend. They may have voice but no vote.

## **ARTICLE X**

### **Duties of Officers and Executive Board**

Section 1. It shall be the duty of the President to preside at all regular or special, or executive board meetings of this council; preserve order, enforce the requirements of the constitution, decide all questions of the order, appoint all committees unless otherwise provided, receive and submit all motions regularly made, announce the result, and exercise a general supervision over the officers of the council. The president shall sign all vouchers duly ordered paid. The President shall visit all chapters in his or her council at least once during the year, and make report to the Executive Board at the mid year board meeting and at the annual convention. Any recommendations are to be made at that time.

Section 2. The Vice-President shall assume all the duties in the president's absence and at other times act as assistant to the president or assume such duties as may be assigned to him or her.

Section 3. The Secretary-Treasurer shall keep correct record of all general and board meetings, collect all dues, and keep proper record of same, and perform such other duties as directed at annual meetings.

The Secretary-Treasurer shall be required to give a bond for the proper performance of his or her duties as treasurer. His or her books of accounts for each fiscal year shall be open to inspection by the President, ways and means budget committee, and shall be audited by an auditing committee. A report shall be submitted to each convention and each regular meeting of the Executive Board. The Secretary-Treasurer shall spend his or her time zealously in the interests of all members, and attend all meetings, general and committee. He or she shall be recognized as the direct representative of all members who are unable to attend the meetings, and shall be heard in their behalf. A copy of correspondence shall be sent to the Council President.

He or she may be paid for his or her services, the amount to be determined at each annual convention; this sum shall include stenographer's expense. Office supplies, telephone, postage stamps, etc., shall be paid by the council direct, as set up by the Ways and Means and Budget Committee.

Section 4. The Ways And Means and Budget Committees shall at all times assist and advise the officers and executive board in connection with general activities of this

council. They shall prepare and present to each convention a budget for the ensuing year. Such report shall, when adopted, become final and binding upon all officers charged with disbursement of the funds of the council. Three persons shall be authorized to sign checks for the council—President, Secretary-Treasurer, and one other person so designated by the Ways and Means and Budget Committee. There must be two signatures on each check.

Section 5. The executive board shall transact the business of the council in the interim of convention in accordance with this constitution. However, all their acts shall be subject to this constitution, and any other rules, regulations, or resolutions adopted by the convention assembled.

## **ARTICLE XI**

### **Standing Committees**

Section 1. Standing Committees of the council shall be:

a. Executive Committee

The executive committee shall consist of the president, vice-president, secretary-treasurer, and national board member or alternate. It shall be the duty of the executive committee to carry out the decisions of the executive board. The committee shall have full power to act on any other matter which in the opinion of the committee is of vital interest to the organization and industry at large.

b. Ways, Means and Budget Committee

There shall be in addition to the elective officers, the Ways, Means and Budget Committee. This committee shall consist of the three Junior past Council presidents. The Senior of the three shall act as chairman. The Council Secretary-Treasurer shall be made a member of the Ways and Means and Budget Committee in a consulting capacity. If a member of the Ways and Means and Budget Committee is absent, the president shall appoint an alternate from the past council presidents to act in the absentee's place.

c. Membership Committee

Each state of the Council shall have a Membership Committee, in which the Vice-President of the Council shall be chairman. The purpose shall be to help each chapter encourage new membership.

d. Long Range Planning Committee

The Long Range Planning Committee shall be made up of one person from each state to establish guidelines for the future needs in the areas of Education, Membership and Programs.

## **ARTICLE XII**

### **Convention Procedure**

Section 1. At each convention business meeting, the convention city shall be selected two years in advance. Any chapter wishing to bid for a convention shall submit their bid to the council convention not later than the second day of the convention.

Section 2. The selection of the convention hotel and the consummation of the contract shall be the responsibility of the host chapter. Host chapter shall set up their

own bank account for the sole purpose of handling the convention's monies. Host chapters shall keep a full itemized account of all convention monies.

Section 3. The local convention committee is to carry out the entertainment based upon the budget adopted.

Section 4. The convention schedule, pre-convention board meeting agenda, and annual business meeting agenda shall be mailed to all members at least thirty days prior to the opening of the convention. In order to include all members, all convention material and activities will be non-gender specific. Registration and activities shall give each attendee the option of registering as a contractor or as a companion. In order to include anyone interested, alternate activities to contractor activities shall be referred to as companion activities.

Section 5. The number of convention days shall be determined by the executive board at the mid-year board meeting.

Section 6. The convention chairperson shall appoint a monitor for each and every gathering of the convention, It shall be his or her duty:

- a. To have charge of the room to which he or she is assigned.
- b. To see that the room is properly set up, especially as to the tables and chairs.
- c. To see that the speakers, guests and officers are properly seated. If place cards or any other method of seating arrangements are used such persons should be notified as to their place prior to the gathering. This is to be done by the monitor.

Section 7. The host chapter is to present an engraved gavel to the president of the council. This gavel should read as follows:

Presented to \_\_\_\_\_, President of the Rocky Mountain Council, P.D.C.A., \_\_\_\_\_ Annual Convention by \_\_\_\_\_ Chapter (or Chapters).

This gavel is to be presented to the president by the convention chairman at the opening ceremonies of the convention.

Section 8. Some necessary items for the opening session and the banquet:

- The display of Stars and Stripes.
- Invocation at the opening session as well as at the banquet. May be done by a minister or council member.
- Follow other established procedures available through PDCA publications and other means for hosting and operating a convention.

Section 9. The Council will not be responsible for any amount exceeding the total budget as approved.

Section 10. New contractor members and companions shall pay half price on convention registration. The purpose is to encourage new member attendance at conventions to get the new member fully involved. It will be the responsibility of the hosting chapter to promote that as part of the registration materials.

## **ARTICLE XIII**

### **Dues**

Section 1. Rules and Regulations for the collecting of per-capita dues.

- a. Per-capita dues of each active member of a chapter in the Rocky Mountain Council shall be due annually as follows. One Hundred Twenty-Five dollars (\$125.00) for the Council plus the annual per-capita dues for the National Association designated in the national Bylaws.
- b. New members at the time of joining shall pay dues covering one full year from the first day of the quarter nearest the date of applications. Payable monthly, quarterly or in full.
- c. Individual members or (Members at Large) shall be admitted without fee, but the annual dues shall be the same as members belonging to a chapter. Individual members must forward their dues direct to the PDCA.
- d. The dues shall be paid monthly, quarterly or in full at renewal date. Remittance shall be made payable to the Painting and Decorating Contractors of America (PDCA).

Section 2. Assessments may be levied upon the chapters and the individual members whenever voted at a convention of the council after a recommendation to that effect from the executive board or upon resolution on the floor the convention. Whenever, in the opinion of the executive board, it is necessary to make such an assessment, they shall make a recommendation to that effect, which recommendation shall state the amount of the assessment, the reason for same, the time it shall become due and payable. The executive board may recommend such assessment at any of its meetings and it shall then be referred to the council convention. The delegates to the council convention shall vote on the recommendation of the executive board, and, if approved by a two-thirds vote of those present at such convention, the assessment shall become due and payable in the amount and at the time specified in the recommendation of the executive board.

Section 3. Delinquencies. Failure on the part of any chapter or individual member to pay dues and/or assessments within sixty (60) days after the time they become due and payable shall be deprived of the right to representation and vote at either an executive board meeting or the annual council, and if their arrears shall be unpaid ninety (90) days after the time they become due and payable, such chapter or individual member (to the Council) shall not be deemed a member in good standing of this Council.

## **ARTICLE XIV**

### **Amendments**

Section 1. These by-laws may be altered or amended only at an annual convention and only by an affirmative vote of two-thirds of the membership of the council present and voting at such meeting. Proposed amendments shall be submitted in writing before the close of the second day of the convention and shall be signed by not less than five active members.

Section 2. Article XII, Convention Procedure, and Article XIII, Dues, Section 1, Rules and Regulations for the collecting of per-capita dues, shall be subject to change or amendment from time to time by action of the executive board, with the exception of the total amount of per-capita, Section 1.a.

## **ARTICLE XV**

### **Accounting Year End**

Section 1. The books of the Rocky Mountain Council shall be on a calendar year basis.

## **Article XVI**

### **Chapter Dissolution**

In the event that a chapter of the Rocky Mountain Council no longer consists of three contractor members and dissolution of the chapter is required a representative of the chapter must notify the Council secretary. Within 120 days of dissolution, all bank accounts and assets of the chapter must be closed out and sent to the Council treasurer to be deposited for safe keeping with the regular funds and assets of the Council. A separate line item on the balance sheet of the Council shall be set up showing the amount received from the defunct chapter. In addition to funds, copies of all IRS forms and supporting documents filed by the chapter for the past ten years must be sent to the Council secretary. The interest or income that the funds accrue while in the control of the Council shall remain the property of the Council. The funds shall remain in escrow for a period of three years at which time the Council shall remove the item from the balance sheet and the funds shall be included in the balances of the regular funds for the Council. In the event that the chapter re-establishes itself within three years after it disbanded, the original funds and assets shall be distributed back to the chapter.

## **ARTICLE XVII**

### **Adoption**

Section 1. Upon this adoption this constitution shall void all others preceding it.

Section 2. This constitution and by-laws duly adopted as amended at the 95th annual convention at Salt Lake City, Utah, September 17th, 2005.

Section 3. This constitution and by-laws duly adopted as amended at the 97<sup>th</sup> annual convention at Denver, Colorado, September 29<sup>th</sup>, 2007