

**Constitution and Bylaws
Arizona Council
Painting and Decorating Contractors of America, Inc.**

ARTICLE I NAME

SECTION 1. The name and title of this organization shall be the Arizona Council of Painting and Decorating Contractors of America, (PDCA) Inc.

SECTION 2. The organization and principal place of business of this organization is hereby fixed and located at Phoenix, Maricopa County, Arizona.

ARTICLE II 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 interest affecting painting and decorating.

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

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

SECTION 4. To promote the establishment of training programs, whereby young persons desiring a trade may be duly indentured, properly taught, and earn a certificate of merit upon completion of the requirement.

SECTION 5. To advocate direct business relations and dealings with architects and owners concerning painting and decorating.

ARTICLE III MEMBERSHIP

SECTION 1. Membership in this Council shall consist of Representative, Individual and Honorary Life Members.

SECTION 2. Representative membership comprises active membership of a chapter affiliated with this Council.

SECTION 3. Individual members shall be active painting and decorating contractors, whose operations are outside an area serviced by a local chapter. Where more than two painting

contractors or firms apply for individual membership in any one city or town, they may form a local chapter. If such chapters shall dissolve or their membership be reduced to less than three, they may, on payment of the required fees, remain as individual members as provided in this Section of this Article. Individual members shall be entitled to all rights and privileges of representative members.

SECTION 4. Honorary Life Membership maybe extended to any member in good standing with both the Council and the members chapter when the member retires from business, or upon any other person upon whom the members present at the convention, vote. An honorary life member shall be entitled to admission to the convention and such other privileges as may be extended to him by a vote of the convention. He shall be exempt from all dues and assessments. He shall not be entitled to vote.

SECTION 5. Applications for membership in the 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 reasons to the executive board why the new chapter should not be admitted. All applications for a charter must, however, be forwarded to the National organization together with such objections or approval as may have been developed and the recommendations of this Council.

ARTICLE IV OFFICERS

SECTION 1. (a) The elective officers shall consist of a president, president-elect, and two vice-presidents of equal rank and national board member and alternate..

b) In the absence of the president, the president-elect will assume the duties of the president.

(c) Unless otherwise provided for herein, vacancies shall be filled according to Robert's rules of order, latest edition.

SECTION 2. All officers shall be members in good standing of one of the chapters or an individual member.

ARTICLE V ELECTION OF OFFICERS

SECTION 1. Elective officers of the Council, National Board Members, delegates and alternative delegates to National Conventions of the Painting and Decorating Contractors of America shall be nominated and elected on the last day of each annual convention to serve for one year, or until their respective successor is installed. Nominations shall be made by a nominating committee composed of three active members present at the convention, who are in good standing upon the convention floor.

ARTICLE VI EXECUTIVE BOARD

Section 1. The executive board shall consist of the president, president-elect, vice-presidents, member of the national executive board and alternate, all past-presidents in good standing in this Council, and the president of each local chapter, at the time of the convention, or alternates elected at the discretion of each chapter.

ARTICLE VII MEETINGS

SECTION 1. This Council shall meet in convention during the Winter of each calendar year or such time and place as shall be determined by the convention, unless referred to the executive board, who shall determine the time and/or place at its first meeting thereafter.

SECTION 2. When a roll call is demanded, the delegate or delegates present from the affiliated chapters shall be allowed one (1) vote each, based on their last-year per capita tax paid to the Executive Director of this Council.

SECTION 3. Five individual members shall be entitled to one vote.

SECTION 4. All past presidents in good standing in this Council are to serve as delegates-at-large and shall be entitled to one vote each.

ARTICLE VIII 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, and who is in good standing with the National PDCA.

SECTION 2. The executive board shall hold a regular annual meeting on the day of the first convention session of each convention.

SECTION 3. The executive board shall, in addition, hold one mid-year board meeting, at a site, the time and place to be

subject to the call of the president, unless fixed by the convention.

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

SECTION 5. Unless otherwise provided herein, all meetings shall be governed by Robert's Rules of Order.

ARTICLE IX 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 Officers representative of not less than two chapters.

ARTICLE X DUTIES OF OFFICERS AND EXECUTIVE BOARD, NATIONAL BOARD MEMBER

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 order, appoint all the committees unless otherwise provided, receive and submit all motions regularly made, announce the result, and exercise a general supervision over all the officers of the Council.

SECTION 2. The vice-presidents shall perform such duties as designated by the president of this Council, or assume such duties as may be assigned to them.

SECTION 3. The President-elect shall assume the duties of the president as designated by him in his absence. The President-elect shall oversee the performance of the Executive Director as may be appointed by this Council.

When directed by the Board, the President-elect and the Executive Director shall be required to give a bond for the proper performance of their duties as treasurer, in the amount of \$5,000.00 each. Such bond shall be paid by the Council. Books of accounts for each calendar year shall be open to inspection by the president and budget committee, and shall be audited by an auditing committee. A report shall be submitted to each annual convention and each regular meeting of the executive board.

The Executive Director shall spend his time zealously in the interests of all members, and attend all meetings, general and committee. He shall be recognized as the direct representative of all members, who are unable to attend the meetings, and shall be heard in their behalf.

He may be paid for his services, the amount to be determined at each annual convention, plus stenographer's expense, office supplies, etc.

SECTION 4. The National Board Member shall attend all national board meetings, represent the interests of all members of the council at such meetings, when instructed to cast a vote on behalf of the council, shall convey the council position keeping council wishes in all actions. In the absence of the national board member, the alternate will assume the duties of the national board member.

SECTION 5. The budget committee shall at all times assist and advise the officers and executive board in connection with general activities of this Council.

SECTION 6. 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.

SECTION 7. Disbursement of expenses budgeted for officers of the council, national board members, delegates or alternates to national conventions and national board meetings of the Painting and Decorating Contractors of America conventions or Western Conference of PDCA Councils meetings shall be disbursed only on receipt of payment request with receipts and written report.

ARTICLE XI COMMITTEES

SECTION 1. Standing committees of the Council shall be:

- a. Executive committee
- b. Nominating committee
- c. Resolutions committee
- d. Budget committee

Unless otherwise specifically provided herein, each standing committee shall have the duties of indicated by its title and customarily exercised by committees having such titles. The President or Executive Board may appoint ad-hoc committees for other issues as needed..

SECTION 2. The executive committee shall consist of the president, vice-presidents and National executive 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.

ARTICLE XII CONVENTION PROCEDURE

SECTION 1. At each convention the convention site for the next year's convention shall be selected. Any chapter wishing to bid for a convention may do so, not later than the second day of the convention. Should no bid be received by the council, the council is to serve as host..

SECTION 2. The selection of the convention hotel and the consummation of the contract shall be in the hands of the host chapter. This hotel contract should include the following:

- (a) The number of rooms necessary for the housing of all delegates.
- (b) Reserving the necessary meeting rooms.
- (c) The price of the luncheon and banquet meals. The selection of the menu, the price per dinner and luncheon and the minimum guarantee.

SECTION 3. The budget shall be prepared on a conservative estimated attendance: To promote early registration a cutoff date may be offered with a higher registration fee charged after the cutoff date.

SECTION 4. The host convention committee is to carry out the workshops, seminars and entertainment, based upon the budget adopted. No other expenses shall be allowed or incurred, except those which have been approved by the executive board.

SECTION 5. Separate tickets shall be sold upon instructions of the executive board.

SECTION 6. The convention committee chairman shall submit to the Council President and Executive Director a tentative convention program for approval. The convention program should be mailed by the host committee to our members at least thirty days prior to the opening of the convention.

SECTION 7. The number of convention days shall be determined by the executive board at the mid-summer board meeting.

SECTION 8. The host chapter is to present an engraved gavel or plaque to the president. Such shall bear the name of the president, Arizona Council, PDCA and the year of service and is presented by the convention chairman at the conclusion of the opening ceremonies of the convention.

SECTION 9. A necessary item for the opening session and banquet is the display of the Stars and Stripes.

SECTION 10. Upon completion of all transactions and within a period of thirty days after the convention, all bills with supporting vouchers and itemized statement, and surplus funds over the actual cost of the convention (cost not to exceed authorized amount) will be sent to the Council Executive Director, who, in turn, shall send a copy of said itemized statement to the Council president.

SECTION 11. The Council and host chapter shall share equally in profit or loss of convention, where the chapter handles arrangements.

ARTICLE XIII DUES

SECTION 1. Rules and regulations for the collection of per capita tax:

(a) The council per capita shall be thirty dollars. The National per capita shall be the amount voted by the members of the National Painting and Decorating Contractors of America.

(b) A new Chapter shall pay an entrance fee of five dollars (\$5.00) before a charter is issued and a yearly, per capita tax for each of its members.

(c) Individual members shall be admitted; the annual dues shall be ten dollars (\$10.00), above the per capita paid to the National Painting and Decorating Contractors of America.

(d) The per capita tax dues shall be paid on a calendar-year basis (January 1st, through December 31st). The full amount shall be paid not later than February 28th, of each year, for all members, as of January 1st. Dues of any new members shall be paid within ninety (90) days, after acceptance. The per capita tax shall be forwarded by the chapters to the Council Executive Director. Remittance shall be made by express, post-office money order, check or bank draft, payable to the Arizona Council of the Painting and Decorating Contractors of America.

SECTION 2. Assessments may be levied upon the chapters and 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 of the convention.

SECTION 3. Whenever, in the opinion of the executive board, it is necessary to make such an assessment, they

shall make a recommendation to that effect. Such recommendation shall state the amount of the assessment, the reason for same, at 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 of 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.

ARTICLE XIV AMENDMENTS

SECTION 1. These bylaws 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 three active members.

SECTION 2. Article XII - Convention Procedure, and Article XIII, Sec. 1, Rules and Regulations for the Collection of Per Capita Tax, shall be subject to change or amendments from time to time by action of the executive board, with the exception of the total amount of per capita, Sec. 1, (a).

ARTICLE XV

SECTION 1. When reference is made to one gender herein, it shall be interrupted that such reference shall include the other gender. Upon its adoption, this constitution shall void all others proceeding it.

SECTION 2. This constitution and bylaws duly adopted, as amended, at the Constitutional convention called by Painting and Decorating Contractors of America at Phoenix, Arizona May 2, 1953; and further amended at the Annual Convention January, 1957; January, 1971; January, 1972; January, 1975; January, 1976; January, 1977; January, 1981; then known as the Arizona-Southern-Nevada Council, Inc.; January 16, 1982; after a formal name change known as the Arizona Council, PDCA, and at the Annual meeting, January 31, 1987; the Annual meeting, September 26, 1987; the Annual meeting January 23, 1993 and the annual meeting February 1, 1998.