

AMENDED BY-LAWS
of the
PAINTING & DECORATING CONTRACTORS
ASSOCIATION OF HAWAII

Amended September 29, 2003

ARTICLE I

Council Name and Location

Section 1. The name of this Council is and shall be: Painting and Decorating Contractors Association of Hawaii (herein also referred to as the "Council").

Section 2. The principal office of the Council shall be in the City and County of Honolulu, State of Hawaii, or in such other place as the Council's Board of Directors (herein also referred to as the "Board") shall by resolution designate.

ARTICLE II

Special Purposes

Section 1. The special purposes of the Council shall be as follows:

- A. To develop and improve the painting, wallcovering, decorating, and finishing industries by:
 - 1) Conducting institutional advertising, educational and public relation programs, and promotional activities for the benefit of members and the community;
 - 2) Engaging in and furthering the cause of apprenticeship standards and activities;
 - 3) Entering into negotiations with labor for the benefit of members of the Council and striving for stability in the industry by improving employer-employee relationship;
 - 4) Doing all that is necessary to promote the development and improvement of the painting, wallcovering, decorating, and finishing industries.
- B. To make membership in the Council a reasonable assurance to the public of the skill, integrity, and responsibility of its members.
- C. To seek correction of injurious, discriminatory, or unfair business methods practiced by or against finishing industry contractors.
- D. To aid, assist and cooperate with persons engaged in similar or allied trades to establish industry efficiencies and to contribute to a better public understanding and acceptance of the purposes and functions of the Council.

ARTICLE III

Membership and Dues

Section 1. Membership in the Council shall consist of active, associate, affiliate, past service, and honorary members.

Section 2. Active members shall be finishing contractors who maintain offices in the state of Hawaii and who possess valid state contractors licenses. The active membership initiation fee shall be determined by the Board. Monthly dues shall be as determined by the Board. Assessments of monies, materials, labor, or services may be levied on the membership for reasons, projects, or needs deemed to be necessary or desirable to effectuate the special purposes of the Council, provided that such assessments are equitably apportioned, and provided further, that approval for the levying of any such assessment be by recommendation of the Board subject to the affirmative vote of 75% of the members present and voting at a duly constituted regular or special membership meeting.

Section 3. Associate members herein shall be 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. Association membership initiation fee and dues shall be as determined by the Board. New associate memberships issued during the current year shall be assessed dues for that year equal to the pro-rated payments for the remaining quarters of the year. Associate members may be appointed members of any committee, may attend meetings of members and have the privilege of the floor, and enjoy such other rights and privileges as may be provided by these by-laws or as determined from time to time by the Board. No associate member shall have the right to vote or hold any elective office.

Section 4. Affiliate members herein shall be contractors, companies, governmental bodies or institutions (other than active contractors and associate members) employing persons in connection with or incidental to the finishing coating application industry. All other terms and conditions shall be the same as those for the associate members, as described in Section 3.

Section 5. Past service members herein shall be retired active members who are no longer engaged in the painting contracting business, but who desire to continue their affiliation with the Council (past service membership may also be extended to the survivors of former active members). Past service member dues shall be as determined by the Board. Past service members shall not be allowed to vote or hold office in the association.

Section 6. Honorary members shall be individuals voted as such by the membership at any duly constituted meeting, and who are either (1) former active members who were active in the Council and who have retired from contracting, or (2) persons who have performed conspicuous and meritorious services to the finishing industry or achieved distinction in the finishing industry. Former active members so conferred shall be entitled to all the privileges of an active member except voting.

Section 7. Every applicant for membership shall file an application in such form and setting forth such information as may be required. Every application shall be accompanied by the required initiation fee. The application shall be referred to the Board for its action thereon.

Section 8. Any member may resign by submitting a written resignation at any meeting of the Board, or by mailing its or his resignation to the Council and, thereupon, such resignation, without the necessity of any acceptance, shall become effective forthwith unless otherwise specified therein. The Board may, by a two-thirds vote of those present and voting, suspend any member of the Council for such period of time as it shall direct, or expel any such member from membership in this Council for any violation of any provision of these by-laws or of any rule or regulation adopted by the Board or the general membership, or for action injurious to the Council, or for non-payment of dues and/or assessments. In the event any member of the Council shall resign or be expelled or suspended from membership pursuant to the provisions hereof, all interest of any such member in this Council or in any of its assets and property shall immediately cease and terminate, but no such expulsion or suspension from membership in this Council shall terminate or affect any liability of any such member to this Council which may have theretofore accrued. However, no member may be expelled (other than the non-payment of dues and/or assessments) until such member has had an opportunity for a hearing before the Board.

Section 9. Members become delinquent if their dues and/or assessments to the Council are not paid when due. Any delinquency of more than three months shall constitute grounds for expulsion from membership.

Section 10. Any member who has been expelled may be re-admitted by consent of the Board upon proof of honorable conduct and payment in full of all debts and assessments.

Section 11. All members who are or who desire to be parties to any collective bargaining agreement with the International Union of Painters and Allied Trades, Local Union 1791, shall approve and adopt only such agreement, or any extensions, amendments, or revisions thereto, as shall hereafter be approved and adopted by at least 75% vote of the active members who are present and voting at a duly constituted meeting for which due notice thereof had been given; provided, however, that voting on approval and adoption of any labor agreement shall be in accordance with a formula recommended by the Board and approved by the membership; and provided, further, that such voting formula shall be applicable only to matters concerning approval and adoption of labor agreements or any amendments thereto, and that voting on all other matters shall be on a per capita basis.

ARTICLE IV

Meetings

Section 1. Meetings of the Council shall be held as determined by the Board.

Section 2. The Board shall meet at such time and place as determined by the Board. Special Board meetings shall be held when found necessary or expedient, or at the request of three (3) directors.

Section 3. The annual meeting of the Council shall be held at such hour, place, and date as may be designated by the Board.

Section 4. Special membership meetings may be called by the Board, with the approval of at least three (3) directors at such times and for such purposes as they may consider necessary. Special membership meetings may be called by the Board at the written request of five (5) or more voting members.

Section 5. Ten days advance notice of each meeting shall be given if possible; provided, however, that any meeting shall be a valid meeting regardless of notice given if a quorum is present.

Section 6. The parliamentary rules contained in "Robert's Rules of Order, Revised" shall govern this organization in all cases to which they are applicable, and in which they are not inconsistent with these by-laws.

Section 7. All transmittals to members mailed to their last known addresses shall be deemed accepted if no replies to the contrary are received by the last date stipulated in such transmittals for such replies.

ARTICLE V

Quorum

Section 1. A quorum for any meeting of the Board and of the Council shall consist of at least 50 percent of the membership of the Board and of the Council respectively, provided, however, that when written notices have been mailed to the members at least 10 days immediately preceding any meeting, a quorum for any Council meeting shall consist of the members present, the foregoing requirements to the contrary, notwithstanding.

ARTICLE VI

Board of Directors

Section 1. The Board shall have general control of all affairs of the Council and shall have the right to exercise all powers that may be exercised or performed by the Council under the law, its charter, and the by-laws.

Section 2. The Board may have up to seven (7) members. The directors shall be elected prior to the annual membership meeting of each even numbered year and shall hold office for two years. Interim vacancies may be filled by the Board.]

Section 3. The Board may add/remove Alternate Director(s) at its discretion. The Alternate Director(s) shall be a non-voting position, except when a regular board member is absent, then

the Alternate Director(s) will assume a voting position for that meeting, at the discretion of the Board. The duration of the appointment shall run no longer than the current Board.

Section 4. The Administrator, who shall be appointed by the Board, shall perform such duties and exercise such powers as are required of him by the Board. He shall perform the administrative work of the Council and shall furnish a bond for the faithful performance of his duties in such sum as the Board shall prescribe.

ARTICLE VII

Nominations and Elections

Section 1. At least 75 days prior to the annual meeting of each even numbered year, the Board shall appoint a committee to nominate directors.

Section 2. Additional nominations of candidates for any of the directorships may be from the floor at any Council meeting held at least 31 days, but not more than 60 days, prior to the annual meeting of each even-numbered year.

Section 3. At least 30 days before the annual meeting of each even-numbered year there shall be sent to each member entitled to vote a letter-ballot with two return envelopes for voting and for return to the committee. The ballot shall contain all nominations. The names of the nominees for director shall be arranged alphabetically.

Section 4. Each voter shall indicate his or her choice for each director by making a cross ("X") opposite the name of each candidate voted for. This ballot shall then be placed in the blank envelope provided for that purpose. This ballot envelope shall then be sealed and endorsed with the voter's signature and mailed or delivered to the Council Office.

Section 5. A ballot box shall be provided in the Council Office and it shall be open from the date of mailing of the ballots until 4:00 p.m., 15 days prior to the annual meeting. All voting shall be done by mail or in person by secret ballot in conformity with such rules and regulations as the Board may adopt, but such rules and regulations shall insure and preserve the secrecy of the ballot. No proxies shall be allowed.

Section 6. The Board shall appoint at least two judges of election and shall furnish them with a correct list of all members entitled to vote. The mailing envelopes containing the ballots shall be delivered to the judges unopened. The judges shall open the mailing envelopes, checking the signatures thereon with the names of members eligible to vote and all ballot envelopes received from ineligible members shall be returned to sender with a statement as to the reason therefor. The mailing envelopes shall then be destroyed after which the ballot envelopes shall be opened. The judges shall then count the votes and prepare for record a signed statement showing the number of votes for each candidate.

Section 7. The judges shall report the results of the ballot prior to the annual meeting and those candidates receiving a plurality of votes cast shall be declared elected to the Board. In the case of a tie vote between two or more candidates for the last director position, the eligible voters shall

decide by written ballot the candidates thus tied. The directors elected shall assume their duties immediately upon the close of the annual meeting.

ARTICLE VIII

Committees

Section 1. The Board shall appoint members to serve on joint labor-management boards, committees related with the work of the Council, and as representatives of the Council to other construction industry organizations. The duties and responsibilities of the appointed members shall be as prescribed by the Board.

Section 2. No member of a joint board or committee or any representative of the Council shall have power to bind the Council by any action without first having the approval of the Board. Records of committees and Council representatives shall be transferred to the Council's files upon completion of assignments.

Section 3. The Board shall have power at their discretion to discharge any member of a joint board or committee or any Council representative for failure to carry out his or her duties, and the Board shall appoint a new member to replace any so discharged.

Section 4. Reports of joint boards, committees, and Council representatives shall be presented to the Council in writing.

ARTICLE IX

Labor Representation

Section 1. It is understood that the Council does not represent any member or chapter for the purpose 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 X

Council Rights and Responsibilities

Section 1. All properties and funds of the Council shall be in its name. No member or individual and/or legal entity shall have any rights in or to any properties and/or funds of the Council. Said properties and/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.

Section 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 actions of any member, chapter or the Council.

Section 3. The Council and the constituent chapters of the Council are subject to the by-laws and rules of the national PDCA.

Section 4. If any portion of these by-laws conflict with the by-laws of the national PDCA, the by-laws of the national PDCA shall prevail over these Council by-laws.

Section 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 national PDCA.

ARTICLE XI

Amendments

Section 1. These by-laws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the Active Members at any duly organized meeting of the Council, except as provided below. The proposed changes(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).

Section 2. No by-law amendments may be passed to affect or change the provisions of Articles IX, X, or XI.

ARTICLE XII

Seal

Section 1. The Council shall have a seal of such design as the Board may adopt. The said seal shall be in the custody of the Administrator and shall be affixed by him to membership cards and other documents as the Board shall order. All legal and other documents authorized by the Board shall be executed under the seal of the Council by the appropriate Council directors.

ARTICLE XIII

Use of Emblem

Section 1. Members may use the emblem of the Council when such is adopted on their stationery, buildings, job signs, equipment, and elsewhere, but not employ it in any grotesque or facetious fashion or in any manner that will reflect adversely upon the dignity or prestige of the Council. The Board may restrain improper use of the emblem.

The foregoing by-laws, as amended, were approved and adopted on this 29th day of September, 2003.

PAINTING & DECORATING CONTRACTORS
ASSOCIATION OF HAWAII


Raymond H. Fujii
Administrator