

KENTUCKY BLUE GRASS COUNCIL
of the Painting and Decorating Contractors of America

BYLAWS

Approved: The 13th day of November, 2012

ARTICLE I: NAME and AFFILIATION

1. The name of this Council shall be the **KENTUCKY BLUE GRASS** Council of the Painting and Decorating Contractors of America (PDCA or PDCA National).
2. This **KENTUCKY BLUE GRASS** Council is chartered by the PDCA, and as such is subject to the Bylaws and Policy of the PDCA, and is included in the PDCA National group exemption of the IRS 501 C 6 not-for-profit income tax exemption designation.
3. The **KENTUCKY BLUE GRASS** Council is incorporated as a not-for-profit organization in the State of Kentucky.
4. The geographical boundaries of the **KENTUCKY BLUE GRASS** Council are the boundaries of the State of Kentucky.

ARTICLE II: PURPOSE

The purposes of this **KENTUCKY BLUE GRASS** Council shall be:

1. To create 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.

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 and Student. 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. All *Active* members of the Council must also be members of PDCA National.
- c. As per approved agreement with the PDCA National Board of Directors, all *Active* members of PDCA in the State of Kentucky shall be members of the **KENTUCKY BLUE GRASS** Council.
- d. 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.
- e. 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. *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. *Trial* 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. *Student* Members:
 - a. *Student* members shall be individuals who are engaged full-time in any coating and application industry education and/or training program within the boundaries of this Council.
 - b. *Student* members are not required to pay Council dues; the dues for this category shall be set by the Chief Executive Officer (CEO).
 - c. *Student* members will not be eligible to vote or hold office.

ARTICLE IV: MEMBERSHIP APPLICATION and DUES

1. Members of this Council that are already members of PDCA, and are included in the geographical boundaries of this Council, upon approval of these Bylaws will remain members in of this Council their existing membership categories
2. Any contractors or companies that desire to become a member of this Council will complete a standard Membership Application to be forwarded to PDCA National for processing.
3. The Council Membership shall determine the amount of the Council dues of each of the membership categories.
4. Council Membership dues must be affirmed on an annual basis by a two-thirds majority vote at the annual business meeting.
5. Annual membership dues shall be invoiced by PDCA National. Payment is due upon the stipulated due date.
6. Any member in arrears shall be deemed delinquent, and shall not be entitled to a vote or any of the rights and privileges of the Council or PDCA.
7. Any member who knowingly violates any approved Bylaws or Policy of the Council and/or PDCA 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, shall be required to expel the charged member.

ARTICLE V: COUNCIL LEADERSHIP

1. The Council shall be governed by officers elected from the membership at the Annual Members Meeting. The elected officers of the Council constitute the Council Executive Committee and/or the Board of Directors unless otherwise stipulated in these bylaws.
2. Officers may be nominated by any *Active* member of the Council either in person or with a letter of nomination 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. The term of office for each officer shall be one year immediately following the conclusion of the Annual Meeting at which the officers elected.
4. The officers shall consist of a President, Vice President and Secretary/Treasurer (if it is the will of the membership a Secretary and a Treasurer may be elected), each of whom shall be an Active Member in good standing. The Secretary-Treasurer position may be held by an Associate or Affiliate member.
5. The duties of the officers 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 appointment 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.
 - b. *Vice President:* The Vice President is responsible for assisting the President in coordinating and directing committee activities and Council operations, and to learn the role of President for possible advancement to that office.
 - c. *Secretary/Treasurer:* General duties of the Secretary/ Treasurer include providing leadership support to the Council officers, to promote successful Council activities and assist with other duties as delegated by the President. Specifically:
 - To maintain accurate Council records (Secretary);
 - To develop, monitor and record Council financial activities (Treasurer).
6. The Council membership may determine the need for additional Directors to assist with governing the affairs of the Council. An amendment to these Bylaws shall be required to establish a Board of Directors, to include the Executive Committee, to govern the Council.
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 Executive Committee may determine to use Council funds for the purpose of hiring administrative help.
9. Any officer 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 Members Meeting.* All members of the Council shall be invited to attend the Annual Members Meeting each year, with at least 30 days written notice, for the purpose of electing officers, setting and/or confirming annual membership dues levels, to 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. *Regular Member Meetings.* Regular 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 Active Members of the Council in good standing. Members shall be provided 30 days written notice of any special meeting.
5. *Quorums.* A majority of the Active Members of the Council in attendance entitled to a vote shall constitute a quorum for meetings requiring such.
6. *Meeting Governance.* The President is the presiding officer at all Council meetings and may appoint another officer to preside in the President's absence. The presiding officer may appoint a member to conduct meetings. 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 approved by the Executive Committee and kept as an historical record of the business of the Council

ARTICLE VII: CHAPTERS

As per PDCA Bylaws, the **KENTUCKY BLUE GRASS** Council reserves the right to charter chapters within the boundaries of the Council to further the purposes of the Council.

1. Chapters may be chartered by a majority vote of the Council Officers and must include a definitive geographical boundary.
2. The Council is responsible for the organization, management and operations of the Chapters as per PDCA National Bylaws (PDCA Bylaws Article IV.2.b).
3. Chapters must meet PDCA National minimum operating requirements (PDCA Policy 2.9.4).
4. Council Officers must approve the bylaws and dues structure of any and all Council chapters.
5. Chapters may be dissolved upon a majority vote of the Council Officers based on a lack of need or a lack of adherence to PDCA National minimum standards.

6. Upon dissolution of a chapter, all assets must be turned over to the Council. Assets will be held in escrow for a period determined by the Council Officers for the purpose of re-starting the chapter. After the end of the period, the assets become the property of the Council.

ARTICLE VIII: FUDICIARY AND PUBLIC RESPONSIBILITIES

1. The Council is subject to the Bylaws and Policy of PDCA. If any portion of these Bylaws conflict with the Bylaws and/or Policy of PDCA, the Bylaws and/or Policy of PDCA 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. PDCA 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.
4. The Council may not take a legislative position without the written authorization of PDCA.

ARTICLE X: AMENDMENTS TO BYLAWS

1. The Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of Active Members at any Annual Members Meeting provided the required notice is given and a quorum is in attendance.
2. Any proposed changes shall be provided to each member at least 30 days prior to the meeting at which the changes will be considered.
3. A record of the vote of all approved changes must be kept and immediately communicated to the Council for ratification and then to PDCA National.

ARTICLE XI: DISSOLUTION

In the event of dissolution of the Council as voted upon by the Council membership, the Executive Committee, after paying and making provisions to pay all outstanding liabilities and obligations, shall distribute all assets of the corporation to another IRS designated 501 c 6 or 501 c 3 organization.