

PDCA LINCOLN STATE COUNCIL BYLAWS

Article I Names and Offices

- 1.1 The name of this council shall be Lincoln State Council of the PAINTING AND DECORATING CONTRACTORS OF AMERICA.
- 1.2 The Council shall maintain its principle offices at a location fixed by the Council Executive Board.
- 1.3 The Council is chartered by the national Painting and Decorating Contractors of America (national PDCA), an Illinois corporation headquarters in St. Louis, Missouri.

Article II Purposes

- 2.1 The purposes for which this Council is formed are to promote the general and economic welfare of its members and to improve the business of painting contracting by:
 - (a) Providing for the mutual exchange of practical and educational data between its members and creating and encouraging programs to protect the health and safety of their employees.
 - (b) Establishing and maintaining a high standard of business ethics and conduct in dealings among its members, and with others engaged in similar or allied trades.
 - (c) Aiding, assisting and cooperating with persons engaged in similar or allied trades to establish industrial efficiency to contribute to a better public understanding and acceptance of the purposes and functions of persons engaged in the business of painting contracting.
 - (d) Promote free enterprise and fair employment practices.
 - (e) Help in the creation and development of new Chapters.
- 2.2 The Council shall also operate to coordinate, facilitate and govern the activities of its constituent Chapters that are subject to the rules and bylaws of the Council.

Article III
Membership

- 3.1 Membership in these Councils shall consist of Active, Affiliate, Honorary and Associate Member Companies.
- (a) Active membership shall consist of member companies engaged as contractors in the painting and decorating industry, as herewith defined.
 - (b) The term painting and decorating industry as used herein, includes the services of painting, decorating, sign writing, paperhanging, the application of all and any types of wall covering, the finishing of wood metal or any other surface; also the application by spray of insulating and acoustical materials, the application of wet film waterproofing coatings, and the application of all other coatings for decorative and protective purposes. It shall also include all preparatory work incidental to the preceding designated services including the taping and surfacing of drywall surfaces.
 - (c) Honorary membership may be conferred upon former Active members hereof, who were active in the Council, who have retired from all active painting and decorating businesses and who were in good standing at the time of their retirement and upon persons who have performed conspicuous and meritorious service to the painting industry or achieved distinction in the arts or in the painting and decorating craft.
 - (d) Associate members herein, shall be manufacturers, wholesalers, distributors, and dealers in painters' and decorators' equipment, services, wallpaper, fabrics and materials of all kinds used in connection or incidental to the conduct of the painting and decoration business.
- 3.2 Members of any constituent Chapter are automatically members of the Council.
- 3.3 Application for membership shall be in writing in such form as the Council Executive Board and the national PDCA shall, from time to time, determine. Applications shall be directed to the Secretary-Treasurer and shall be accompanied by a check to pay all membership fees including national PDCA dues as may then be required.
- 3.4 In such cases where the duly elected member shall be a firm or corporation, it shall elect one of its officers or supervisory employees, as its duly authorized representative, to act in its behalf.

Article IV
Voting

- 4.1 Each Active Member, in good standing, shall be entitled to one vote on each matter submitted to a vote of the membership subject to certain limitations set forth in Article XIII below. The vote of the firm or corporation elected to active membership shall be cast by its duly authorized representative selected as required in Section 3.4 of these bylaws.
- 4.2 Associate and Honorary Members shall not be entitled to vote unless they are elected members of the Board of Directors.

Article V
Duties of Membership

- 5.1 All members shall abide fully these bylaws and be bounded thereby. Members shall, at all times, comply with all duly promulgated rules and regulations of the Council and national PDCA.
- 5.2 Any member who knowingly violates any fully promulgated rule, regulation or bylaw of the Council and/or PDCA shall be subject to expulsion. Written notice of any charge shall be given to such member at least (10) days before action is to be taken thereon at a regular or special meeting of the members. Upon the hearing of such charges, the affirmative vote of at least two-thirds of the Active Members present shall be required to expel the charged member.

Article VI
Dues

- 6.1 Council Executive Board shall determine the amount of the Council membership dues.
- 6.2 Any member refusing or neglecting to pay his membership fees and dues within sixty (60) days after the same are due shall be deemed delinquent and shall not be entitled to a vote or any privileges of the Council. The Council Executive Board may direct that such member may continue to receive the Council services, but his right to cast a vote may be restored only upon payment of all monies due.
- 6.3 Associated are consolidated to the Council level. The Council is responsible for invoicing and collecting dues from Associates.
- 6.4 Associate dues are to be divided equally between the Council and the Chapters.

Article VII
Meetings

- 7.1 The annual Meeting of the members shall be held as directed by the Council Executive Board, in each year, for the purpose of electing officers and members of the Council Executive Board, and for such other matters as may come before the meeting.
- 7.2 Regular meetings of the Council shall be held as directed by the Council Executive Board.
- 7.3 Special meetings of the members may be called at any time by the president or upon written demand of one third (1/3) of the Active members of the council in good standing.
- 7.4 Written or printed notice of the place hour, as fixed by the Council Executive Board, of any special meeting shall be mailed or delivered personally to each member, not less than seven (7) days before the date of such meeting by the Secretary.
- 7.5 One half of Board members shall constitute a quorum.
- 7.6 Meetings shall be conducted pursuant to Robert's Rules of Order, as amended, except as specifically set forth herein.

Article VIII
Council Executive Board

- 8.1 The affairs of this Council shall be managed by its Council Executive Board subject to certain limitations set forth in Article XI, XII, and XIII below.
- 8.2 The Council Executive Board shall consist of a Past President, President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, one (1) Director from each chapter and up to six (6) Directors-at-Large and two (2) Associate Board Representatives.
- 8.3 Special meetings of the council Executive Board may be called at any time by the President, or upon the written demand of any two (2) members of the Council Executive Board. Written or printed notice of the place, day, and hour of the meeting as established by the Council Executive Board, shall be mailed or delivered to the members thereof at least seven (7) days prior to the date such

meeting is to be held: provided that said notice provisions may be waived by unanimous written consent.

- 8.4 The Council Executive Board shall have power and authority to recommend rules and regulations to supplement these bylaws to be approved by quorum.
- 8.5 Any vacancy in the elective members of the Council Executive Board by any cause whatsoever, shall be filled by appointments of the President for the Unexposed portion of the term created by the vacancy.
- 8.6 A majority of the Council Executive Board shall constitute a quorum for the transaction of business at all meetings.

Article IX Officers

- 9.1 The officers shall consist of a Past President, President, 1st Vice President, 2nd Vice President and Secretary and Treasurer, each of who shall be an Active Member in good standing, who shall be elected at the Annual Meeting of the members. Their terms of office shall be for one year with election held annually. Officers may be elected for up to three (3) consecutive terms of office.
 - (a) Associate Board Representatives are elected by the Executive Board for a six (6) month term. Associate Board Representatives may be elected for up to six (6) terms of office.
 - (b) Associate Board Representatives in good standing can become an officer if nominated by the existing board and will be elected at the Annual Meeting of the Council.
 - (c) Associate Member in a board position cannot represent the Council at a PDCA convention or Mid-Year Board meeting. An alternate active Board member will be certified by the existing board to represent the Council.
- 9.2 It shall be the duty of the President to exercise general supervision over all of the affairs of the Council. The President shall serve as National Board Member, unless a different person is appointed by the President. The President shall also have authority to appoint an Alternate Board Member. The several officers and the chairmen of the various committees shall be responsible to him for the proper and faithful discharge of their general duties, and shall make reports to him touching the business of the Council under their charge as he may, from time to time require. He shall execute all bonds, contracts or other instruments required to be made or executed on behalf of the members and of the Council Executive Board, and shall consult with the Council Executive Board on all Committee

appointments. The budget shall provide for reimbursement of expenses incurred by the National Board Member and the Alternate Board Member to the national convention as follows:

- a) A travel expense not to exceed advance purchases, economy air with an overnight Saturday stay
- b) Convention registration
- c) Lodging expenses. Delegates receiving said reimbursement shall be required to attend the executive board meeting and the annual meeting.
- d) At the Mid Year Board Meeting the National Board Member and Alternate will be reimbursed for expenses a) thru c) above less any reimbursement from PDCA National.

- 9.3 In the event of death, resignation, removal, or permanent disability of the President, the Council Executive Board shall appoint a replacement to finish the term of President.
- 9.4 It shall be the duty of the Vice-President and Past President to perform such duties as directed by the President.
- 9.5 In the absence of the Executive Secretary, herein provided for, the Secretary shall attend all meetings of the members and of the Council Executive Board. He shall keep a true and fair record of the proceedings of the meetings of the members and the Council Executive Board, in one or more books provided for that purpose and see that all notices required hereunder are served in accordance with the provisions of these bylaws. The Secretary shall have custody of the corporate seal and shall attach the same to all documents that require sealing and shall attest to all documents executed by the President. He shall send a statement to each member of all fees and Monies due to the council, and shall receive all money paid to the Council for transmittal to the Treasurer.
- 9.6 The treasurer shall act as financial agent for the Council for the receipt and disbursement of its funds. He shall keep all funds of the Council with such banks as may be designated by the Council Executive Board. He shall make reports, in writing, at least once annually, of the financial condition of the council and shall cause all vouchers or orders paid by the Council to be filed and properly preserved and his books and papers shall, at all times, be open for inspection by the Council Executive Board.
- 9.7 Any officer elected by the members and any Committee member may be removed by majority vote of the Active Members at a regular or special meeting called for such purpose.

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- 9.8 In addition to the foregoing the Council Executive Board may, with the approval of a majority of its voting members, employ an Executive Secretary who need not be a member of the council, at such salary and upon such terms as are approved by the members. It shall be the duty of the Executive Board and make record of all proceedings held at such meetings of the members and the Council Executive Board and make record of all proceedings held at such meetings and further to do and perform all other duties as the Council Executive Board may from time to time determine.
- 9.9 If any member of the Board of Directors does not notify the Executive Secretary or the President of the absence from a board meeting, that absence is deemed "unexcused". If any Board of Directors member has two consecutive unexcused absences that member will be removed from the board.