

WASHINGTON STATE COUNCIL
PAINTING AND DECORATING
CONTRACTORS OF AMERICA

BYLAWS

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**BYLAWS OF THE WASHINGTON STATE COUNCIL
PAINTING AND DECORATING CONTRACTORS OF AMERICA**

**ARTICLE I
NAMES AND OFFICES**

- 1.1 The name of the corporation shall be: WASHINGTON STATE COUNCIL OF THE PAINTING AND DECORATING CONTRACTORS OF AMERICA, INC.
- 1.2 The corporation is a constituent member of the Painting and Decorating Contractors of America (PDCA).
- 1.3 The corporation shall maintain its principal offices at a location fixed by the Board of Directors, hereafter referred to as the Board.

**ARTICLE II
PURPOSES**

- 2.1 The purposes for which this corporation is formed are to promote the general and economic welfare of its members, and improve the business of the coatings' application industry by:
 - A. Operating exclusively for the promotion of social, charitable and educational programs, and not for profit.
 - B. Creating and encouraging programs to advance apprenticeship and training and to protect the health and safety of their employees.
 - C. 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.
 - D. 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 personnel engaged in the business of coatings application.
 - E. Recommending, by all legal means, any and all legislation which will benefit and improve the business of coatings application.
- 2.2 The Council shall also operate to coordinate, facilitate and govern the activities of its constituent Chapters.
- 2.3 The constituent Chapters of this Council are subject to the Bylaws and Rules of the Council.

**ARTICLE III
MEMBERSHIP**

- 3.1 Membership in this Council shall consist of Active, Honorary, Associate and Affiliate members.
 - A. Active memberships shall be those contractors actively involved in the painting, coating or wallcovering industry who are current with their Council, Chapter and national dues and otherwise in good standing with the Council.
 - B. Honorary membership may be conferred upon former active members hereof, who were active in the Council and who have retired from all active coating application business and were in good standing at the time of their retirement. Honorary membership may also be conferred upon those persons who have performed conspicuous and meritorious service to the painting industry, or achieved distinction in the coating application craft. Former active members so conferred shall be entitled to all the privileges of an active member without the voting rights.
 - C. 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. Associate members shall not be allowed to vote or hold office at the state or chapter level (except as noted in section 9.5).
 - D. Affiliate members shall be companies, governmental bodies or institutions (other than contractors) employing persons in connection with or incidental to the coating application industry. Affiliate members shall not be allowed to vote or hold office.

- 3.2 Active members of constituent Chapters are automatically members of the Council.
- 3.3 Applications for members shall be in writing in such form as the Board may, from time to time, determine. Applications shall be directed to the WSC-PDCA office and shall be accompanied by a check to pay all membership fees as required in Article VI of these Bylaws. Direct Active membership shall be permitted according to National and State PDCA Bylaws.
- 3.4 New member applications will be presented to the Executive Director. The Executive Director shall review such applications, verify Washington State License and registration, and present to the Executive Committee for approval of membership.
- 3.5 In such cases where the duly elected member shall be a firm or corporation it shall select one of its Officers or supervisory employees, as its duly authorized representative, to act in its behalf.
- 3.6 Three or more persons qualifying under Section 3.1(A) of these Bylaws may make application to this Council for a charter to be issued by the National Organization. When such a charter is issued, the member applicants shall be entitled to recognition as a Chapter of this Council, provided, however, that should the jurisdictional area overlap any existing Chapter, such Chapter shall be notified in writing; and they will be given an opportunity to be heard on the question of said application, and due consideration to be given the objections, if any. Should membership in any Chapter fall below three (3) members in good standing or the Chapter has been inactive for a period of one calendar year or longer (holding fewer than two meetings per year), the Council has the right to de-charter that Chapter. Members from the inactive Chapter will be given the opportunity to designate another Chapter affiliation. If none is selected, the closest Chapter will be assigned.
- 3.7 Posthumous Honorary Membership shall be conferred upon those deceased members who have passed away while still actively contracting or retired.

ARTICLE IV VOTING

- 4.1 Each Active member firm or corporation in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.
- 4.2 Honorary members who remain in an active painting business will continue to pay dues and be entitled to all the privileges of an active member.
- 4.3 Any Active member may call for a Roll Call Vote, which shall consist of one vote for each Active member in good standing. Past Council Presidents in attendance are automatically Delegates at Large to Council Meetings, and shall have one vote in addition to their Chapters' vote. Each Member at Large shall have one vote. The Chapter President shall be the Chapter delegate to the Council Meeting, and shall vote the strength of the Chapter in a Roll Call vote. In the event that the President for some reason is unable to attend, the Chapter members in attendance may elect an alternative if they so desire.
- 4.4 Any Roll Call vote may be overruled by a Chapter Vote. Each Chapter shall be entitled to one vote. A majority vote of the Chapters present will table the motion until the next Council meeting. Any Chapter delegate may call for this Chapter Vote immediately following the Roll Call Vote.

ARTICLE V DUTIES OF MEMBERSHIP

- 5.1 All members shall abide fully by these Bylaws and the Bylaws of the National PDCA and be bound 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 of these Bylaws or any duly promulgated rule or regulation of the Council or of National PDCA shall be subject to expulsion. Written notice of any charge shall be given to such member at least ten (10) days before such 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 MEMBERSHIP DUES

- 6.1 The fiscal year of this Council shall be from January 1 to December 31 of each year.
- 6.2 New members shall pay dues annually according to the month in which they joined.
- 6.3 Each member shall pay State Council dues as required in Appendix A of these Bylaws. Changes in the amount of dues shall be recommended by the Board and ratified by a two-thirds (2/3) vote of the Active members at a meeting of the Council.
- 6.4 Dues shall be accompanied by a record of the names and address of each Chapter member whose dues are being paid. All dues shall be paid not less than annually. At the option of the individual Chapters, local Chapter dues may be included in the invoice sent to the member; said local Chapter dues will be forwarded by the Council Office to the local Chapter.
- 6.5 Dues shall be due and payable on a yearly basis. Any member not paying dues within 90 days of their due date shall be recommended for expulsion to the Washington State Council PDCA Board. After a member has been dropped from membership they shall comply with the requirements of a new member in order to regain their membership status and may also be required to pay a \$50 re-instatement fee in lieu of paying all previously unpaid dues.
- 6.6 Honorary members hereof shall not be required to pay dues.

ARTICLE VII CONVENTIONS AND MEETINGS

- 7.1 The first convention of this Council after its organization was held at Tacoma, Washington, commencing January 20, 1947.
- 7.2 The Annual Convention shall be held in any month, but not within thirty (30) days of the National Convention, for the purpose of electing Officers and members of the Board, and for such other matters as may properly come before the meeting. The Council Convention date shall not conflict with the National PDCA convention dates.
- 7.3 The Convention will be opened with prayer and invocation. At the discretion of the Chair, closed business sessions of the Convention may be provided for. Closed meetings shall be limited in attendance to only those entitled to vote or voice.

ARTICLE VIII BOARD OF DIRECTORS

- 8.1 The affairs of this Council shall be managed by its Board.
- 8.2 The Board shall consist of the duly elected Officers plus one representative member from each Chapter in good standing. Chapter Board members to the Board shall be elected by their respective Chapters to serve for a period of one year, with one alternate for each Board member. Chapters shall be privileged to remove or replace their Board member at any time. The Chapter Secretary shall send a written notice to the Council of the duly elected Board representative and the alternate following the Chapter elections each year or for any change thereto.
- 8.3 The Chapter Secretary shall stipulate the Board member and alternate empowered with the Chapter vote by a written notice per Section 8.2. The President shall vote only in case of a tie. The National Board Representative Member is a member of the Board with voice but no vote.
- 8.4 The Board shall hold regular meetings quarterly, or more often as needed, and on the day proceeding the first day of the Annual Convention.
- 8.5 Special meetings of the Board may be called at any time by the President, or upon the written demand of any two (2) members of the Board.
- 8.6 Written or printed notice of the place, day and hour of the meeting shall be mailed or delivered to the members thereof at least seven (7) days prior to the date such meeting is to be held.
- 8.7 The Board shall review the budget quarterly and make any necessary adjustments to insure that the fiscal year is in a surplus or a balanced budget profile. Existing reserves and surplus expenditures can be made by the Board, except the WSC-PDCA Endowment Fund per Section 11.2.

Quorum

- 8.8 A quorum shall be those present provided that all representatives have been notified in writing as per these Bylaws and that at least three (3) Chapters are represented, excluding Council officers. If the above quorum cannot be met, a quorum by proxy will be permitted so long as the absent member(s) sign and approve a written copy of the meeting minutes.

Indemnity

- 8.9 Members of the Board, as directors of a corporation, are not personally liable to the corporation or its members for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director, or any transaction from which the director will personally receive a benefit in money, property, or services, to which the director is not legally entitled.

ARTICLE IX OFFICERS

- 9.1 The Officers shall consist of a President, Vice-President, Secretary, Treasurer and Immediate Past President, each of whom shall be an active member in good standing who shall be elected at the Annual Convention. In addition, there shall be an Associate Secretary, who shall be an Associate member in good standing who shall be elected at the Annual Convention. Their terms of office shall be for one year commencing on the day following the Annual Convention at which the election has been held, or until their successors are elected and have qualified. The Treasurer may serve a maximum of three terms. The Vice-President will automatically succeed to the office of President. The Officers shall comprise the Executive Committee, which shall meet monthly and shall be empowered to act on behalf of the Board in matters not requiring a full vote of the Board, and as designated in the Bylaws.
- 9.2 It shall be the duty of the President to exercise general supervision over all the affairs of the Council. The several Officers and chairpersons of the various committees shall be responsible to the President for the proper and faithful discharge of their general duties, and shall make reports to the President touching the business of the Council under their charge, as they may, from time to time, require. The President shall consult with the Board on all committee appointments except those mandated by Washington State Council PDCA Bylaws.
- 9.3 The Vice-President shall perform the duties of the President in the President's absence or when, for other reasons, the President is unable to act. The Vice-President shall act as chairperson of the Convention Committee. In the event of the death, resignation, removal or permanent disability of the President, the Vice-President shall immediately succeed to the office of President.
- 9.4 The Treasurer shall act as financial agent for the Council, for the receipt and disbursement of its funds. All disbursements shall require the signatures of any two (2) of the Officers of the Council or one Officer and the Executive Director, except as noted in 9.9. The Treasurer shall keep all funds of the Council with such banks as may be prescribed by the Board. The Treasurer shall be a member of the WSC-PDCA Endowment committee, per section 11.2. The Treasurer shall make a report in writing to the Annual Convention of the financial condition of the Council, and shall cause to be prepared and filed any and all reports required by law. The Treasurer shall retain the services of a CPA to prepare a reviewed year-end financial statement to be presented to the next regularly scheduled Board meeting following the close of the fiscal year. The Treasurer shall cause all vouchers or orders paid by the Council to be filed and properly preserved, and the Council's books and papers shall, at all times, be open for inspection by the Board. The Treasurer may delegate the receipt and disbursement of funds and record keeping to the Executive Director as noted in 9.9.
- 9.5 The Associate Secretary shall be an Associate member in good standing of the Washington State Council PDCA. As Chair of the Associates Committee, the Associate Secretary shall act as a liaison between Associate members and active Washington State Council PDCA members for the purpose of developing and enhancing all Washington State Council PDCA functions and activities. The Associate Secretary shall serve on the Convention Committee.
- 9.6 The Secretary may attend all meetings of the members and shall attend the Board meetings. The Secretary shall be responsible for keeping a true and fair record of the proceedings of the meetings of the Board, and see that all notices required are served in accordance with the provisions of these Bylaws. The Secretary shall verify credentials of membership for all Council meetings. It shall be the duty of the Secretary to make

- recommendations to the President on all committee appointments except those according to Washington State Council PDCA Bylaws. The Secretary shall also serve as the Chair of the Bylaws Committee.
- 9.7 Any vacancy in the elected Officers of the Council by any cause whatsoever, shall be filled by appointment of the Board at the next meeting for the un-expired portion of the term created by the vacancy.
- 9.8 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, whenever in the judgment of the members the best interests of this Council would be served thereby.
- 9.9 The Board may employ an Executive Director, who need not be a member of the Council. It shall be the duty of the Executive Director to attend all meetings of the members and of the Board and maintain a record of all proceedings held at such meetings, and further to do and perform all other duties as assigned. The Executive Director shall be empowered to authorize disbursements not to exceed \$500.00.
- 9.10 The National Board Member and alternate shall be appointed by the president at the first board meeting following convention. As the representatives from this Council to the National Association, they shall serve for two years or until their respective successors are appointed. The National Board Member shall present a written report of each National Board meeting at the next regular Council Board Meeting.
- 9.11 The President shall be the Council Delegate to the National Convention. In the event that the incoming President for some reason is unable to attend, the delegates in attendance may elect an alternate if they so desire.
- 9.12 Compensation for travel expenses for the Council Officers, Board, the Washington State Council PDCA National Board Representative, Council Staff, Executive Director and any other member assigned to a specific task shall be reimbursed at the discretion of the Board. Expenses shall not exceed the budgeted amount unless pre-approved by the Board.
- 9.13 Officers are spokespersons of the WSC-PDCA Board, and any position taken must reflect the majority position of the WSC-PDCA Board. At the direction of the Board, the President of Washington State Council PDCA shall be the only member to sign a contract on behalf of Washington State Council, except as otherwise provided in these Bylaws.

ARTICLE X COMMITTEES

- 10.1 It shall be the duty of the incoming President to appoint, where necessary, members to serve on standing committees for the coming year. Standing committees shall include the following:
- A. The Budget Committee shall be composed of the Officers of the Council plus an additional Board member, with the Treasurer as chairperson. The committee shall prepare a complete budget of receipts, disbursements and dues adjustments for the following fiscal year to be presented to the Board for approval no later than 30 days prior to the Annual Convention. Said budget must be in surplus or balanced budget profile. The Board-approved budget and dues adjustments shall be presented at the Annual Convention for ratification by the membership.
 - B. The Legislative and Regulatory Committee shall study and report on all bills before the legislature or any new laws and regulations that may affect our industry and recommend action thereto.
 - C. The Convention Committee shall make all necessary plans and preparations for the Annual Convention. They shall prepare and present a budget of income and expenses for the Convention to the Board for approval. This committee shall have full power to act on behalf of the Board within the Convention budget.
 - D. The (PDCA/Contractors Alliance) Retrospective Rating Program Committee shall comprise members from enrolled member firms. The Chair will be chosen by the committee members and will attend the WSC-PDCA Board meetings as necessary to report on the status of the plan and its administration. The WSC-PDCA Treasurer and Executive Director will be members of the committee. The Retrospective Rating Program Committee shall strive to protect WSC-PDCA from potential liability and shall cease to exist following the dissolution of the Contractors Alliance/PDCA plan. The WSC-PDCA Treasurer and Executive Director will be members of the committee. Until the dissolution of the PDCA/Contractors Alliance Retro Program, a bi-annual review of PDCA/CA Retro accounts shall be overseen by the Board.

- E. The Member Services Committee shall plan and execute membership drives and plan ongoing recognition for membership recruiters. The Committee shall plan and produce or recommend educational seminars pertaining to the painting, drywall and wallcovering industry.
 - F. The Robert C. Olsen Endowment Fund Committee shall be composed of the Council President, Council Treasurer, and three elected trustees. The trustees shall be elected in accordance with these Bylaws (Article 11.2).
 - G. The Associate Committee shall comprise one representative from each of the dues-paying Associate members. The committee shall nominate one representative for Associate Secretary to be elected at the Annual Business Session per Article 9.5. The committee shall meet at the Annual Convention and other times to promote and support Washington State Council PDCA functions.
 - H. The Performance Review Committee shall consist of at least two Council or Chapter Board members from different Chapters, plus a past Council Treasurer, with the Immediate Past President as chair. The Performance Review Committee shall be empowered to call before them the Council Officers and staff to produce the pertinent information concerning the general financial accounts and operational procedures of the Washington State Council PDCA. The Committee shall meet with the current Council Treasurer at minimum two (2) times annually to review the preceding six-month period of the fiscal year, once in the summer and once at least 30 days prior to the annual state convention. A written report of each meeting shall be submitted at the annual state convention. The Performance Review Committee shall also review the performance of the Executive Director.
- 10.2 The President shall appoint either at the Convention or from time to time as the President or Board may deem necessary, committees to carry out specific tasks for the State Council. When the appointed task is completed and the report given in writing, these committees will be discharged with the recommendation from the Council. Committees shall include the following:
- A. The Credentials Committee will be appointed at the pre-convention Board meeting and shall prepare a report of all members eligible to vote and the voting strength of each Chapter at the Annual Convention, in accordance with Article IV of these Bylaws.
 - B. The By-Laws Committee will review and make recommendations to the convention assembled on the by-laws and changes thereto. All proposed by-laws changes must be presented in writing to the by-laws committee before 3:00 p.m. on the first day of the Annual Convention.
 - C. The Nominating Committee shall be appointed at least thirty (30) days prior to the Annual Convention and will consist of three (3) members in good standing, with a maximum of two (2) from the same Chapter. The chairperson shall be a past Council President. The Nominating Committee must interview all candidates they wish to propose for election at the Convention. It shall be the duties of this committee to make sure all nominees are eligible. The chairperson of this committee must state the committee's findings on all candidates for office before the Convention, providing a letter of acceptance is on file stating his programs and qualifications for that office and the reason of his non-attendance, i.e. sickness, etc. Nominations can be made from the floor providing they meet the provisions as set forth under section 9.1 of these Bylaws.
 - D. The Resolutions Committee will consist of three (3) members and will accept, review, and make resolutions as requested by the membership and present same on the Convention floor.
- 10.3 To conduct Council business in committees, a quorum shall be those present, provided that all representatives have been notified.
- 10.4 No committee shall be empowered to take any action or publish any fact or opinion on behalf of the Council. All committees shall make reports of all matters considered by them and shall transmit the reports to the Board for action. The Board shall thereupon take such actions as may be appropriate or may refer the matter to a meeting of the Council for action. Committee members are spokespersons of the WSC-PDCA Board, and any position taken must reflect the majority position of the WSC-PDCA Board.

ARTICLE XI COUNCIL RESPONSIBILITIES

- 11.1 All property and funds of the Council shall be in its name. No member shall have any rights in or to any property and/or funds of the Council except as provided by in the Washington State Council PDCA Bylaws.
- 11.2 There shall be a "Robert C. Olsen Endowment Fund" managed by a committee composed of the President,

Treasurer and three (3) Committee members. Initially, the three members shall be elected to one-, two-, and three-year terms in a special election. Thereafter, one committee member shall be selected each year by the Committee at the state convention for a three-year, renewable term. The Robert C. Olsen Endowment Fund Committee shall be responsible to secure optimum returns with high level of security. Interest or dividends each year from such investments may be used by the Council for general operating. However, the principle of the Fund may only be disbursed for such Council activities as may be approved by a majority vote of the WSC-PDCA Board of Directors. Activities must benefit the fiscal stability of the Council. All active members must be notified within 30 days after a board decision is made to be given an opportunity to object and call for a special meeting of the membership.

- 11.3 No Chapter or member except as specifically provided herein is empowered to act on behalf of the Council or the PDCA. The Council assumes no liability or responsibility for said Chapters or members.
- 11.4 It is understood that the Council does not represent any member for the purposes of labor relations, including negotiation.
- 11.5 It shall be the responsibility of the Council to maintain policies for the purpose of identifying everyday functions in regard to Council operations, i.e. Employee Manual, Fiscal Policies, including check signing procedures, et cetera. Council policies shall be in compliance with Council Bylaws. New policies can be adopted or removed by a two-thirds (2/3) vote of the WSC-PDCA Board or voted on at the Annual State Convention.

ARTICLE XII BYLAWS

- 12.1 These Bylaws, except Section 11.2, may be amended, repealed, or altered in whole or in part by a two-thirds (2/3) vote at the Annual Convention, as per Article IV. The proposed change shall be submitted to the Bylaws Committee in accordance with Section 10.2B of these Bylaws.
- 12.2 These Bylaws and any amendment thereto shall be binding upon all constituent members and Chapters.
- 12.3 In the event there is any conflict between any provisions of the Bylaws of any Chapter and any of the provisions herein contained, then these provisions shall prevail.
- 12.4 If any portion of these Bylaws conflict with the PDCA National Bylaws then PDCA National Bylaws shall prevail.
- 12.5 Except as otherwise provided in these Bylaws, the proceedings of the Council shall be governed by the latest edition of Robert's Rules of Order.