

**WISCONSIN COUNCIL OF THE
PAINTING AND DECORATING
CONTRACTORS OF AMERICA**

**Incorporated
BY-LAWS
ARTICLE A**

This corporation shall be governed and bound by the following by-laws, where they do not conflict with the articles of incorporation.

**ARTICLE B
Procedure**

Parliamentary procedure at all meetings of the members, or the Board of Directors shall be in accordance with "Robert Rules of Order."

**ARTICLE I
Annual Meeting of Members**

Section 1. The annual meeting of the members of this corporation shall be held during the month of _____ or during such other month, and at such a time and place within the State of Wisconsin as the previous annual meeting of members or the Board of Directors may determine; at such annual meeting, the directors shall be elected for the ensuing year, and such other business may be transacted as shall come before said meeting.

Notice of Annual Meeting

Section 2. A notice of such annual meeting shall be mailed five(5) days before holding the same to each member of record entitled to such notice, directed to his last post office address, as shown by the records of the secretary.

Chapter Affiliation

Section 3. At such annual meeting or convention, each chapter of the Wisconsin Council regularly affiliated with the national organization of "Painting and Decorating Contractors of America" and holding a charter therefrom may be represented by one or more delegates. The secretary of such local chapter shall in writing certify to this corporation the name or names of its authorized delegate or delegates. Such delegates or delegate may cast the votes of the members of such chapter in good standing in this corporation. In case a chapter is represented by more than one delegate, and there is a disagreement among such delegates, the vote of the majority of such delegates shall be the vote of the members of such chapter, provided that if such delegates be evenly divided with reference to the casting of such votes, the delegates present may register their own votes personally, but shall not vote for any absent members of such chapter.

Proxy Voting

Section 4. Except as provided in the preceding section, no person shall hold a proxy for more than one member.

Registration Fees

Section 5. The Board of Directors shall fix the registration fee to be paid by all persons attending the annual meeting or convention. This is to be paid when such

members register.

And also determine fee to be paid to the P.D.C.A. Auxiliary for their expenses, to be taken from the registration fee for each guest attending the Auxiliary program.

The guests of any delegate or members registering at the annual meeting or convention shall be entitled to the full privileges of the annual meeting or convention festivities. Except the right to vote.

ARTICLE II

Special Meetings of Members

Section 1. Special meetings of members of this corporation may be called at any time by the Board of Directors or by the president; it shall also be the duty of the president or of the secretary to call a special meeting of the members whenever requested in writing to do by not less than fifteen(15) active members in good standing; if either such officer neglects such request for a period of ten(10) days, then the members making such request may call such a meeting. Special meetings may be held anywhere within the State of Wisconsin.

ARTICLE III

Board of Directors

Section 1. The affairs of this corporation shall be managed by a board consisting of the Executive Committee, and two (2) delegates from each Chapter. In the election of such directors, each Chapter of the Wisconsin Council in the State of Wisconsin regularly affiliated in the National Organization of "Painting and Decorating Contractors of America" and holding a charter therefrom shall be entitled to have elected two of its qualified members.

Special Meetings

Section 2. Special meetings of the Board of Directors may be called at any time upon twenty-four(24) hours written or verbal notice by the president or by any five(5) directors.

Notice of Annual or Special Meetings

Section 3. Notice of the annual or of any special meeting may be waived by the written consent of all the Directors.

Election of Officers

Section 4. The Directors at their annual meeting shall elect from their number the general officers provided by the Articles of Incorporation, who shall respectively serve until their successors shall have been duly elected and qualified.

Appointment of Additional Officers

Section 5. The Directors may appoint such additional officers for the management of the Corporation as they may from time to time determine.

Vacancies

Section 6. All vacancies in the Board of Directors, as well as in any office created by the Articles or these By-Laws, or by any subsequent resolution or By-Laws, may be filled by the Directors for any unexpired term of such officer or Director.

Fixing of Compensations

Section 7. Except as hereinafter provided, the Board of Directors shall annually or from time to time fix the compensation of the active officers, agents and employees of the

Corporation.

Resignations

Section 8. Any director or officer may resign his office at any time, such resignation to be made in writing, and shall take effect from the time its delivery to the president.

Executive Board Member

Section 9. The Executive Board Member of the national organization, shall be the current President of the Corporation. The alternate shall be the Vice President, in descending order.

Quorum

Section 10. Eighteen(18) Directors shall constitute a quorum at any meeting of the Board of Directors of this Corporation, and be capable of transacting the business thereof.

Voting by Honorary Members

Section 11. Honorary members should have the right to vote, if elected to serve as a director, by the Board of Directors.

ARTICLE IV

Voting by Members

Section 1. Only active members in good standing who have paid all dues up to the time of the annual meeting. Also, Honorary and Life members shall be entitled to vote at such annual meetings.

Delegates of Local Chapters

Section 2. Delegates of local chapters of the Wisconsin Council affiliated with the national organization shall be entitled to cast the votes of only as many of active members of the chapters which they represent as have paid their dues up to the time of the annual meeting.

Members Outside of State

Section 3. Members of the corporation residing outside of the State of Wisconsin may not vote on recommendations or resolutions referring specifically to the statutes of Wisconsin and their amendment or repeal; or on communications to the Legislature of the State.

Voting of Associate Members

Section 4. Associate members shall have all the privileges of membership, excepting the right to vote.

ARTICLE V

Fees and Dues

Section 1. The dues of active members shall be \$50.00 per year, payable in advance on the first day of January of each year.

Section 2. The dues of associate members shall be \$100.00 per year, payable in advance on the first day of January each year. Corporations or partnerships shall pay but one fee. Each should register their officers or agents in order to participate in the annual meeting of the corporation.

The Fiscal Calendar Year

Section 4. The fiscal year of this corporation shall correspond with the calendar year; persons becoming members after the annual meeting of the corporation may have their dues prorated for the remainder of the year.

Corporation Funds

Section 5. All funds raised by the corporation or received by it to defray the expenses of the annual meeting, or for any other purposes and not required for the purpose for which they are raised or received shall be turned into the general treasury of the Corporation, unless otherwise provided by the Board of Directors.

Annual Meeting Convention Deficit

Section 6. If a deficit occurs, this is to be paid by the Wisconsin Council PDCA.

ARTICLE VI

Salary

Section 1. The person who serves as secretary of the corporation shall receive an annual salary of \$1500.00. And if the person also serves as treasurer of the corporation, the person shall not be entitled to any additional salary. But the Board of Directors may adjust the annual salary.

Bond of Secretary and Treasurer

Section 2. The secretary and treasurer shall each give a licensed surety company bond in the sum of \$10,000 provided that if the same person holds both offices only one bond in said sum may be given. The cost of such bond shall be paid by the corporation. If the corporation shall have at any time more than \$10,000 on deposit in its bank or banks, the Board of Directors may require an additional bond, the cost thereof to be paid by the corporation.

ARTICLE VII

Membership of Chapters

Section 1. It shall be the duty of the secretaries of all local chapters of the Wisconsin Council affiliated with the national organization to send to the secretary of this corporation on or before January 31st of each year a list of the names and addresses of all of the members of such chapters in good standing, specifying which of them are active, associate, and honorary or life members.

ARTICLE VIII

Committees

Section 1. The corporation shall have the following standing committees: Advisory, Apprenticeship, Executive, Finance, Grievance, Legislation, Membership, Nominating, and Registration, the members thereof to be appointed by the president of the corporation and to perform provided by these By-laws.

Special Committees

Section 2. The president of the Corporation may appoint such special committees as he may deem for the best interests of the corporation.

Time Committee Must Serve

Section 3. Except as otherwise provided by these By-Laws, all committees shall serve from the time of their appointment to the next annual meeting of the corporation, and in the case of standing committees until their successors shall have been appointed.

Committee Expenses

Section 4. The maximum allowed by the Internal Revenue Service for ground transportation during that calendar year, shall be allowed to all committee members for

work authorized by the Board of Directors, also cost of meals and lodging and airfare to be allowed.

Appointment of Committee Secretary

Section 5. The chairman of each committee shall appoint a secretary who shall keep a complete account of all expenses of each member and shall submit same to the finance committee for approval.

Payment of Chapter Expenses

Section 6. In no case shall the State Council pay any chapter expenses in connection with any special work unless authorized by the executive committee or the Board of directors.

ARTICLE IX

Advisory Committee

Section 1. The Advisory Committee shall consist of not less than four(4) associate members and such additional active members as the president may appoint. Its duties shall be to recommend ways and means to the Board of Directors for the extension of the membership of the Corporation, and to perform such other duties as the Board of Directors may from time to time determine.

ARTICLE X

Apprenticeship Committee

The Apprenticeship Committee shall consist of three(3) or more members whose duty shall be to advance the craft of painting and decorating, to devise ways and means of assisting craft education; to encourage the training of apprentices; and to devise ways and means of advancing the skill and knowledge of all engaged in their craft, either as contractors or as employees, and to perform such other duties as the Board of directors may from time to time determine.

ARTICLE XI

Executive Committee

The Executive Committee shall consist of the president, first vice president, second vice president, third vice president, secretary/treasurer, and immediate past president, which may in the absence of meetings of the Board of Directors determine upon the policies of the corporation, the form of applications for membership, the amount of the bond to be furnished by the secretary or treasurer, the date and place of the annual meeting of the members, except as otherwise provided by the members or the Board of Directors, the appointment of additional officers, agents or employees, and their salaries, and to perform such other duties as the Board of directors may determine.

ARTICLE XII

Finance Committee

Section 1. The Finance Committee shall consist of two(2) Directors, to be appointed by the president.

In addition to the two(2) members, the president, first vice president, secretary/treasurer shall be ex-officio members of the Finance Committee.

Section 2. The Finance Committee shall have general supervision of the property of the Corporation, shall audit the books and accounts of the treasurer annually or more often at their convenience; shall audit all bills against the Corporation prior to their approval by the Board of Directors; shall have general charge of the securities and investment of funds of the Corporation, and may rent a safety deposit box or otherwise provide for the safekeeping of such securities, the expense thereof to be borne by the corporation.

Section 3. The Finance Committee shall have the power in the absence of meetings of the Board of Directors, to authorize the expenditure of funds of the Corporation at any one time up to but not exceeding the sum of One Thousand Dollars(\$1000.00), and to perform such other duties as the Board of Directors may determine.

ARTICLE XIII

Grievance Committee

The Grievance Committee shall consist of three(3) or more members to be appointed by the president to receive, act upon and report to the Board of Directors of any grievances, charges or complaints submitted against any of the members of the Corporation, and to perform such additional duties as the Board of Directors may from time to time determine.

ARTICLE XIV

Legislation Committee

The Legislation Committee shall consist of five(5) or more members, at least one of whom shall be a resident of the City of Madison. It shall be the duty of such committee to represent this corporation before all committees and bodies of the State Legislature or of the Executive Departments of the State, to appear for or against the enactment of any laws or regulations affecting the welfare of the corporation and its members, and to take such action with reference to any of said matters as the Board of Directors may from time to time determine, and in accordance with the purposes of the corporation, and to perform such additional duties as the Board of Directors may from time to time determine.

ARTICLE XV

Membership Committee

Section 1. The Membership Committee shall consist of three(3) members, to take such action as will be for the best interests of the corporation in obtaining new members, and to perform such additional duties as the Board of Directors may determine.

ARTICLE XVI

Nominating Committee

All of the former presidents of this corporation shall each year constitute a Nominating Committee, the most recent ex-president being the chairman, and three(3) or more constitute a quorum. The committee shall submit to the annual meeting of the Corporation, not later than the morning of the second day of the meeting, its nomination for Directors for the ensuing year, and may submit its recommendations for the election of officers for the ensuing year, either to the annual meeting of the members or the annual meeting of the Board of Directors. At any time after the Nominating Committee has

submitted its reports and before balloting on the election of Directors, nominations in opposition to those made by the Nominating Committee may be made from on the floor.

ARTICLE XVII

Registration Committee

The Registration Committee shall consist of five(5) or more members, and shall have full charge of the registration of the members, their families and guests at the annual meetings of the corporation. And shall perform such additional duties as the Board of directors may from time to time determine.

Section 1. The second and third vice presidents shall be members of the Registration Committee. And the second vice president acting as chairman, with two(2) additional members appointed by the president before or at the convention at his discretion. One(1) member of the local chapter shall help serve.

Section 2. Each individual attending the convention is required to register.

Section 3. All people attending the convention should wear identification badge.

Section 4. Name of PDCA member, and City, in which he or she resides is to be imprinted on the badge.

Section 5. Two(2) tickets per registered person for the cocktail hour are to be issued at time of registration.

Section 6. One(1) smorgasbord, and one(1) banquet ticket per each registered person to be issued at time of registration.

Section 7. One(1) Auxiliary luncheon ticket to be issued at time of registration for each guest registered.

Section 8. All honorary members, and their guests, shall be allowed to participate in the convention, and to receive all benefits of a regular registrant.

Section 9. The Registration Committee shall make all decisions regarding refunds of registration.

Section 10. Complimentary tickets are to be given at the discretion of the local convention committee only.

ARTICLE XVIII

Seal

The seal of this corporation shall be circular in form, with the words "Wisconsin Council of the Painting and Decorating Contractors of America, Incorporated" on the circumference, and the words "Corporate Seal" across the center.

ARTICLE XIX

Amendments

Section 1. These By-Laws may be amended, changed, altered or repealed at any annual or special meeting of the members, by a vote of at least two-thirds(2/3) of the members present at such annual or special meeting entitled to vote, and shall take effect upon their adoption.

ARTICLE XX

Rules of Procedure for Annual Meeting Convention

Section 1. Unless otherwise provided by the members at an annual meeting, the following rules or procedure shall govern the annual meeting of the members of the corporation:

The Flag of the United States

Section 1.,A The flag of the United States of America shall be displayed at each annual convention, and the National Anthem of the United States of America shall be sung at the opening of the first day of each annual convention.

Memorial Service

Section 1.,B At the appropriate time a memorial service shall be conducted by the Memorials Committee.

Divine Guidance

Section 2. At the opening of the first day of each annual convention there shall be an invocation of Divine Guidance.

Roll Call of Officers and Standing Committees

Section 3. At each annual convention of the corporation, a list shall be made of Officers, Directors, Past Presidents and Standing Committees in attendance, and the Secretary shall enter such names upon the records of the corporation.

Insignia of Office

Section 4. Any present or former officer of this corporation or any chapter affiliated herewith shall be entitled to display the badge or insignia of his office at all meetings of the corporation.

Time Limit on Debate

Section 5. Debate by any member on any question at any session of a convention or special meeting shall be limited to ten minutes unless the convention or special meeting shall by majority vote to extend the time.

Halls for meetings

Section 6. The corporation shall provide halls for the meetings of the corporation and directors. It shall also provide a stenographic report of all meetings of the corporation and directors, copies of the same to be furnished to all members of the corporation.

Sergeant of Arms

Section 7. The president shall appoint a sergeant of arms for the annual meeting, "Convention."

Convention Badges, Cards, Etc.

Section 8. The corporation secretary shall have registration cards printed, with stubs, and furnish all badges with name cards for the annual meeting, "Convention."

Convention Surplus Badges and Etc.

Section 9. The secretary shall keep all surplus badges, and registration cards for subsequent conventions, same to be turned over to him at the first board meeting following the annual meeting from the chairman of the Registration Committee.

Plaques

Section 10. All past presidents of the Wisconsin Council P.D.C.A. are to receive a plaque with the year of their tenure of office inscribed there on. Council secretary to take charge of procurement.

Honorary Member Mailing List

Section 1. All honorary members shall be on the mailing list, and to receive PDCA magazine, subscription to be paid for by the Wisconsin Council.

Flowers for Deceased Members

Section 2. It shall be the duty of the secretary of the Wisconsin Council PDCA to purchase flowers for any deceased council officer, board member, or past president.

These By-Laws were amended, and adopted at the Annual Meeting of November 14th, 1998.

BY-LAWS COMMITTEE

Douglas H. Grube	President and Committee Chairman
Herbert M. Genthe	1st Vice President
William Hagemeyer III	2nd Vice President
William Volkman	3rd Vice President
Wesley Seibenaler	Secretary/Treasurer, and Past President