

PDCA Tacoma Chapter Bylaws

ARTICLE 1 Names and Offices

1. The name of this Chapter shall be The Tacoma Chapter, chapter of THE PAINTING AND DECORATING CONTRACTORS OF AMERICA.
2. The Chapter shall meet in locations selected by the Executive Committee and voted on by the members.
3. The Chapter is chartered by the national Painting and Decorating Contractors of America (PDCA), a non-profit corporation headquartered in St. Louis, MO.

ARTICLE II Purposes

1. The purposes for which this Chapter 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 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 function of person engaged in the business of painting contracting.
2. The chapter is subject to the rules and bylaws of its Council and PDCA.

ARTICLE III Membership

1. Membership in this Chapter shall consist of Active, Affiliate, Honorary and Associate Members.
 - 1.1. Active memberships shall consist of members engaged as contractors in the painting and decorating industry, as herewith defined.

- 1.2. 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 surfaces; also the application by spray of insulating and acoustical materials, the application of wet film protective purposes. It shall also include all preparatory work incidentals to the preceding designated services including the taping and surfacing of drywall surfaces.
- 1.3. Honorary membership may be conferred upon former Active members hereof, who were active in the Chapter, who have retired from all active painting and decorating business 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.
- 1.4. Associate members herein, shall be manufacturers, wholesalers, distributors, and dealer 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 decorating business.
- 1.5. Affiliate members shall be companies, governmental bodies or institutions (other than contractors) employing persons in connection with or incidental to the painting application industry.
2. Members of the Chapter are automatically members of its Council.
3. 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 on its behalf.

ARTICLE IV

Voting

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 a 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.
2. Associate, Affiliate and Honorary Members shall not be entitled to vote.

ARTICLE V

Duties of Membership

1. All members shall abide fully to these bylaws and be bound thereby. Members shall, at all times, comply with all duly promulgated rules and regulations of the Chapter, its Council and PDCA.

2. Any member who knowingly violates any duly promulgated rule, regulation or bylaw of the Chapter, its Council and/or PDCA shall be subject to expulsion. Written notice of any charge shall be given to such member at least ten (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 Membership Dues

1. The Chapter Executive Board shall follow the decisions of the Washington State Council in regard to the amount of dues a chapter member will pay.
2. Any member refusing or neglecting to pay his/her membership fees and dues within ninety (90) days after the same are due, shall be deemed delinquent, and shall not be entitled to a vote or any of the rights and privileges of the Chapter, its Council or PDCA.

ARTICLE VII Meetings

1. The Annual meeting of the members shall be held as directed by the Chapter Executive Board, in each year, for the purpose of electing officers and members of the Chapter Executive Board and for such other matters as may come before the meeting.
2. Regular meetings of the members of the Chapter shall be held as directed by the Chapter Executive Board.
3. Special meetings of the members may be called at any time by the President, or upon the written demand of one third (1/3) of the Active Members of the Chapter in good standing.
4. Written or printed notice of the place and hour, as fixed by the Chapter 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.
5. One-third (1/3) of the Active Members entitled to vote shall constitute a quorum.
6. Meetings shall be conducted pursuant to Robert's Rules of Order, as amended, except as specifically set forth herein.

ARTICLE VIII Chapter Executive Board

1. The affairs of this Chapter shall be managed by its Chapter Executive Board Subject to certain limitations set forth in Articles XI, XII, and XIII below.

2. The Chapter Executive Board shall consist of the duly elected officers including the immediate past president, the Washington State Council Board Chapter delegate. Three (3) members of the Executive Board shall constitute a quorum. They shall report their activities to the Chapter at each regular Chapter meeting.
3. Special meetings of the Chapter Executive Board may be called at any time by the President, or upon the written demand of any two (2) members of the Chapter Executive Board. Written or printed notice of the place, say and hour of the meeting, as established by the Chapter 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 may be waived by unanimous consent of all Board members. Further, Board action without meeting may be instituted with unanimous written consent.
4. The Chapter Executive Board shall have power and authority to recommend rules and regulations to supplement these bylaws, to be approved by a majority of the Active Members entitled to a vote at a regularly scheduled meeting of the Active Membership.
5. Any vacancy in the elective members of the Chapter Executive Board by any cause whatsoever shall be filled by appointments of the President for the unexpired portion of the term created by the vacancy.
6. A majority of the Chapter Executive Board shall constitute a quorum for the transaction of business at all meetings.

ARTICLE IX Officers

1. The officers shall consist of a President, Vice President/President-Elect, and Secretary and Treasurer (or Secretary/Treasurer), Program Secretary and State Council Board Representative, each of whom 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.
2. It shall be the duty of the President to exercise general supervision over all of the affairs of the Chapter. 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, shall make reports to him concerning the business of the Chapter under their charge as he may, from time to time, require. He/she shall execute all bonds, contracts or other instruments required to be made or executed on behalf of the members and of the Chapter Executive Board and shall consult with the Chapter Executive Board on all committee appointments. **With the approval of the Executive Board, he/she shall select an Active Member outside of the Executive Board to be responsible for the management of the trust fund owned by the Tacoma Chapter, PDCA.**

3. It shall be the duty of the Vice-President to perform such duties as directed by the President to perform the duties of the President in his absence, or when for other reasons he/she is unable to act. In the event of the death, resignation, removal or permanent disability of the President, he shall immediately succeed to the office of President.
4. The Secretary (or Secretary/Treasurer) shall attend all meetings of the members and of the Chapter Executive Board. He/she shall keep a true and fair record of the proceedings of the meetings of the members and of the Chapter Executive Board, in the appropriate paper or electronic file provided for that purpose and see that all notices required hereunder are served in accordance with the provisions of these bylaws.
5. The Treasurer (or Secretary/Treasurer) shall act as financial agent for the chapter for the receipt and disbursement of its funds. He/she shall keep funds of the Chapter with such banks as may be designated by the Chapter Executive Board. He/she shall make reports, in writing, at least once annually, of the financial condition of the Chapter and shall cause to be prepared and filed any and all reports required by law. **He/she will also oversee the management of the Chapter Trust Fund and report on it to the Chapter as part of his/her monthly reports.** This requirement means that all financial reports need to be turned into the Executive Director of the Washington State Council of PDCA (WAC-PDCA) for the purposes of reporting to the Internal Revenue Service and other auditing requirements. The Treasurer shall cause all vouchers or orders paid by the chapter to be filed and properly preserved and his/her books and papers shall, at all times, be open for inspection by the Chapter Executive Board and the Treasurer of the WAC-PDCA. The Program Secretary shall organize educational programs to promote the industry and business knowledge of the membership. He shall report to the Executive Board the proposed programs for the upcoming meetings. The office may be filled by an associate member who shall be a member of the Executive Board with the right of voice only.
6. The Washington State Council Board Representative shall represent the Chapter at all State Council Executive Board meetings and report such activities of the Council to the Chapter members.
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 a special meeting called for such purpose.
8. In addition to the foregoing the Chapter Executive Board may, with the approval of a majority of the voting members, employ an Executive Secretary who need not be a member of the Chapter at such salary and upon such terms as are approved by the members. It shall be the duty of the Executive Secretary to attend all meetings of the members and the Chapter Executive Board and make a record of all proceedings held at such meetings and further to do and perform all other duties as the Chapter Executive Board may from time to time determine.

9. All expenditures on behalf of the Chapter or out of the Chapter funds, approved by the chapter Executive Board, shall be in the form of a check or withdrawal order drawn and issued in the name of the chapter bearing the signature of any two of the following three officers of the Chapter; the President, the Vice President, or the Treasurer.
10. If any member of the Chapter Executive Board shall be absent from three consecutive meetings of the Board without, in the opinion of the Board, good and sufficient cause for such absences, he shall be considered as having resigned and the vacancy thus created shall be filled by the President or Acting President.
11. A nominating committee of at least three (3) members shall be appointed by the President at the regular meeting of the Chapter four (4) months before installation ceremonies. The committee will make its recommendations for the officers and positions of the Chapter to the membership at a regular meeting three (3) months prior to installation ceremonies. Further nominations will be accepted at the next Chapter meeting two (2) months before the installation ceremonies. Elections will be held at this same meeting for the officers. Officers will be installed at the next Chapter meeting after elections are held.

ARTICLE XI Committees

1. There shall be committees appointed by the chapter Executive Board.
2. No committee shall be empowered to take any action or publish any fact or opinion on behalf of the Chapter. All committees shall make reports of all matters considered by them and shall transmit the reports to the Chapter Executive Board for action. The Chapter Executive Board shall thereupon take such action as may be appropriate or may refer the matter to a meeting of the chapter for action.
3. No person other than an Active Member shall be appointed to any committee whose function is related to Chapter policy or management.

ARTICLE XI Labor Representation

1. It is understood that the Chapter does not represent any member or chapter for the purposes of labor relations including negotiations.

ARTICLE XII Chapter rights and Responsibilities

1. All property and funds of the Chapter shall be in its name. No member or individual and/or other legal entity shall have any rights in or to any property and/or funds of the Chapter. Said property or funds may not be paid, transferred or diverted to any legal entity (except payment or investment of funds for the benefit of the chapter in the ordinary course of business) without the written permission of PDCA. In the event of the dissolution of this Chapter, all funds, including the trust fund, will be transferred to the Washington State Council-PDCA.
2. No member of the chapter, or the Chapter, is empowered to act on behalf of PDCA. PDCA assumes no liability for the actions of any member, chapter or the Chapter.
3. The Chapter is subject to the bylaws and rules of its Council and PDCA.
4. If any portion of these bylaws conflict with the bylaws of the Council and PDCA, the bylaws of the Council and PDCA shall prevail over these Chapter bylaws.
5. The Chapter may not take a legislative position without the written authorization of its Council and PDCA.

ARTICLE XIII Amendments

1. These bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of Active Members at any duly organized meeting of the Chapter except as provided below. The proposed change 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.
2. No bylaw amendment may be passed to affect or change the provisions of Articles VI, XI and XII above and this Article XIII.
3. The original By-Laws were adopted on August 20, 1945, by the Painting and Decorating Contractors Association of Tacoma, a Chapter of the Painting and Decorating Contractors of America.
4. These By-Laws were readopted at the meeting of March 4, 1946.
5. These By-Laws were substituted and adopted in the place of the original By-Laws on January 19, 1948.
6. Pursuant to Article XXIV, these By-Laws were amended on April 5, 1971.
7. Pursuant to Article XXIV, these By-Laws were amended on May 1, 1978.
8. These By-Laws were completely revised and amended, passed and accepted by the members of the corporation on September 12, 1983.
9. These By-Laws were revised and amended, passed and accepted by the members of the corporation on April 14, 1998.
10. These By-Laws were revised and amended, passed and accepted by the members of the Chapter on _____, 2007.