

PDCA

BYLAWS

PDCA MISSION

The Painting and Decorating Contractors of America serve the coating and wall covering industry with standards, education, training, advocacy, and best practices essential to **member** success.

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The Name of this Association shall be “Painting and Decorating Contractors of America” (PDCA).

Article II – Purposes

2.1 The purposes of PDCA shall be:

- (a) To enhance the advancement of the coating application industry by attempting to influence and direct the painting and decorating marketplace to favor members,
- (b) To provide a conduit for communication between those involved in the coating application industry by focusing on organizational unity and clarity of purpose in representing the collective interests of the membership,
- (c) To provide services to members that cannot be obtained in small groups or individually,
- (d) To seek out opportunities to establish strategic alliances and partnerships that can favorably impact the standing, status, and business opportunities of members,
- (e) To be the voice of and for the coating application industry,
- (f) To promulgate an attitude of ethical responsibility in business, and
- (g) To be the premier education information organization for the paint and coatings industry.

Article III – Membership

3.1 Membership categories shall consist of *Active, Affiliate, Associate, Past Service, International, Honorary, Trial, and Student* members, all of whom are engaged in, or affiliated with, the coating application industry. The term "coating application industry" as used herein, includes the application of all and any type of coatings or coverings to any type of surface for any purpose, any type of surface treatment, and such other businesses or services that are incidental or related. It shall also include all preparatory work incidental to the preceding designated services including the taping and finishing of drywall surfaces. All references to the coatings industry shall also mean the painting and decorating profession.

3.2 *Active Members.*

- (a) Any company (hereinafter contractor) engaged in the coating application industry



in the United States or in Canada qualifies for membership.

(b) 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.

(c) Members must be licensed, registered, and insured in compliance with the laws and regulations of the areas where they do business.

(d) Membership in PDCA includes membership in the local Council wherein the home office of the business resides unless there is not a chartered Council in that geographical area.

(e) National Members are contractors eligible for membership only if the home office of the respective business is not within any designated Council boundaries. National Members are entitled to all the PDCA National benefits available to Active members. This category allows for the delivery of PDCA programs and services to members in all areas of the U.S. and Canada.

3.3 *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 eligible to hold office other than that of Secretary or Treasurer of a council, chapter or forum. *Local Affiliate* members shall pay dues to respective councils, chapters or forums.

3.4 *Associate* Members

(a) *Associate* members shall consist of two (2) types: *national associate* members and *local associate* members.

(b) *National Associate* members shall be 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. *National Associate* members shall not be eligible to hold office other than that of Secretary or Treasurer of a council, chapter, or forum, or that of Treasurer of the BOD. *National Associate* members shall pay dues to the national association and have voting representation on the BOD.

(c) *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. *Local Associate* members shall not be eligible to hold office other than that of Secretary or Treasurer of a council, chapter, or forum. *Local Associate* members shall pay dues to respective councils, chapters, or forums. *Local Associate* members may be representatives of *National Associate* members as defined in 3.4, (b). *Local*



Associate members may have voting representation on their local Council Boards.

3.5 *Past Service* members shall be retired *Active* members. A *Past Service* member shall be exempt from council and chapter membership. *Past Service* members shall be entitled to all privileges of membership, except that they will not be eligible to vote or hold office.

3.6 *International* members shall be those engaged as contractors in the coating application industry whose principal place of business is not within the United States or Canada, except that a Canadian contractor may elect to be either an *Active* or an *International* member. *International* members will not be eligible to vote or hold office.

3.7 *Honorary* members shall be individuals voted as such by the membership at the Annual Members' Meeting who are either former *Active* members who were active on the national level of the association and who have retired from the coating application industry as a member in good standing at the time of retirement, or persons who have performed conspicuous and meritorious service to the coating application industry nationally or achieved distinction in the coating application industry. The names of candidates being considered for honorary membership must be submitted to the Resolutions Committee for review. *Honorary* members shall not pay dues and will be entitled to all privileges as an *Active* member, except they will not be eligible to vote or hold office.

3.8 *Trial* members shall be contractors engaged in the coating application industry and their membership shall not exceed one year. *Trial* members shall be entitled to all *Active* member privileges, except they will not be eligible to vote or hold office.

3.9 *Student* members shall be individuals who are engaged full-time in any education and/or training program for the coating application industry. The dues for this category shall be set by the Chief Executive Officer (CEO). *Student* members shall automatically be eligible for council and chapter membership in the local geographic area where they attend an educational and/or training program. Councils and chapters shall not charge dues to student members. *Student* members will not be eligible to vote or hold office.

Article IV – Councils and Chapters

4.1 Councils.

- (a) The Board of Directors (BOD) may permit *Active* and *International* members to establish a Council within a geographical area, provided such councils are chartered and operated in accordance with Policy established by the BOD and these Bylaws.
- (b) Councils must meet minimum standards of operation as established by the BOD.
- (c) Council Bylaws and amendments must be approved by the BOD.



(d) Council membership categories must be the same as those of PDCA. All *Active* members must belong at the national level.

(e) Council activities must be reported in accordance with Policy.

(f) A Council is comprised of either 2 chapters of at least three members each or at least 10 members total.

(g) The BOD has the authority to revoke a council's charter in the event that the council fails to operate in accordance with these Bylaws and Policy.

(h) An *Active* member may belong to any one (1) council which the *Active* member so designates.

(i) *Members at Large* shall be referred by headquarters to the council (for potential membership) which is geographically closest to the member's principal place of business.

(j) PDCA shall not be responsible or liable for the payment of any council obligation.

(k) Minimum standards do not apply to Union Councils.

4.2 Chapters.

(a) Councils shall designate the boundaries of Chapters as venues for local member meetings and as delivery points for member services.

(b) Councils will be responsible for the organization, management and operation of chapters in accordance with the provisions of these Bylaws and Policy.

(c) Neither PDCA nor the Council shall be responsible or liable for the payment of any chapter obligation.

(d) A Chapter must have a minimum of three *Active* members.

(e) The Council has the authority to revoke a Chapter Charter in the event that the Chapter fails to operate in accordance with these Bylaws and Policy.

(f) An *Active* member may belong to any Chapter which the active member so designates.

(g) Minimum Standards do not apply to Union Chapters.



Article V – Special Interest Groups (“Forums”)

5.1 The BOD may create forums to provide a venue for members with special interests to unite for common action. Each respective Forum BOD shall establish forum policy and submit to the PDCA BOD for review. Final approval shall be made by each Forum BOD respectively and the PDCA BOD.

5.2 Each forum may levy upon its membership dues as it deems necessary.

5.3 The BOD may dissolve a forum which fails to operate in accordance with these Bylaws and Policy.

5.4 Forum’s membership can include *Active* and *International* members of the association.

Article VI – Committees

6.1 There shall be three types of committees: Ad Hoc Committees, Governance Committees, and Operational Committees.

6.2 Ad Hoc Committees may be appointed by the Chair for special purposes.

6.3 Governance Committees shall be appointed by the Chair, with the exception of Forums, to assist the BOD and the association in benefiting all members in accordance with Bylaws and Policy.

6.4 Operational Committees shall be appointed by the CEO in consultation with the Chair of the BOD. Operational committees work on projects within the delegated authority of the CEO and under the parameters of Bylaws and Policy.

Article VII – Board of Directors

7.1 Except as otherwise required by law or specifically provided in these Bylaws, the BOD shall have full authority for establishing Policy, and for the supervision, control, and direction of the association. The BOD shall be the final interpreter of the Bylaws and shall make such regulations as shall be necessary to carry out Bylaw provisions. The BOD shall determine any disputes or controversies between councils, forums and other association entities, as well as any conflicts pertaining to membership classifications or eligibility for membership.

7.2 Directors shall be nominated and/or elected by the *Active* members from the geographic regions as defined herein, by the active Past Presidents/Past Chairs, and by the *Associate* members as follows:



(a) *Active* Member Directors

(1) *Active* members shall be allocated into three (3) geographic regions for the purpose of nominating and/or electing *Active* member directors to the BOD. The geographic regions are territories established solely for the purpose of nominating and/or electing directors and not for the purpose of association administration.

(2) Each region shall contain at least four (4) councils and efforts shall be made to insure that each region has approximately the same number of *Active* members. Geographic and business issues shall be considered in drawing the regions, and regions shall not be drawn in a way which will divide the territory of a council.

(3) The three (3) geographic regions are defined in Bylaw Appendix A.

(4) *Active* members in each region will elect four (4) directors according to procedures defined in Policy.

(b) Past President/Past Chair Director -*Active* members who are Past Presidents/Past Chairs shall collectively elect one (1) director according to procedures defined in Policy.

(c) *Associate* Director -*Associate* members who pay dues on a national level shall collectively elect one (1) director according to procedures defined in Policy.

7.3 Term of Office.

(a) The term of office for directors shall be two (2) years. Directors may not serve more than three (3) consecutive two (2) year terms.

(b) Directors shall be installed at the Annual Members' Meeting and terms shall commence at the end of the Annual Convention.

(c) In the event of a vacancy in a director position, the Chair shall request that the voting group elect a replacement director for the unexpired portion of the term.

(d) The period of time an officer or director is required to serve in completing an unexpired term of another officer or director shall not be included in the calculation of the term limitations set forth in these Bylaws.

7.4 BOD Meetings.

(a) The BOD shall meet immediately preceding each Annual Convention in the city where such convention is held. Other meetings of the BOD may be convened by the Chair for the ensuing year.



(b) A majority of the BOD shall constitute a quorum.

(c) Director's expenses for attendance at BOD Meetings shall be reimbursed in accordance with Policy.

7.5 BOD meetings may be conducted by conference telephone call if a majority of the directors so agree.

7.6 Director Removal.

(a) As determined by the BOD, a director who is negligent of duty, exhibits improper conduct, or violates Bylaws or Policy may be removed from office by a majority vote of the members (voting group) that elected the director. A written recommendation to remove a director may be made to the voting group that elected the director. No less than thirty (30) days prior to the date that the removal vote is to be taken, the director shall be provided written notice of the reason for the removal, and given the opportunity to answer the charges in writing if the vote is to be taken by mail or email.

(b) If the voting group that elected the director fails to remove the director, either the BOD, or ten (10) percent of the voting group who elected the director, may, in accordance with the procedures set forth in the Illinois Not for Profit Corporation Statute (805 ILCS 105/108.35), petition a court of competent jurisdiction to remove the director from office.

Article VIII – Officers

8.1 The officers shall consist of Chair, Vice-Chair, Treasurer, and Secretary. The CEO shall perform the duties of the Secretary.

8.2 The officers, except for the Secretary, shall be elected by the BOD from its membership. The election shall be held at the BOD Meeting immediately preceding the Annual Convention. Officers so elected shall be installed, and officer terms shall commence, at the conclusion of the Annual Convention.

8.3 The term of office for elected officers shall be limited to one (1) year.

8.4 Officer Qualifications.

(a) Officers must be *Active* members in good standing, except that the office of Treasurer may be held by an *Associate* director and the office of Secretary shall be held by the CEO.

(b) Candidates for office shall have served as a director.



8.5 Duties of Office.

(a) Chair:

(1) The Chair shall be the chief elected officer. The primary duties of the Chair shall be to assure the integrity of the BOD process, periodically represent the association to outside parties, and preside at all meetings of the BOD and the membership. The Chair shall be an ex-officio member of all committees, without a vote.

(2) The Chair shall appoint liaison representatives, Ad Hoc Committees, Governance Committees, and respective committee chairs. The Chair shall have the authority to fill all respective committee vacancies and remove committee chairs and members as described in Policy and provided herein.

(3) The Chair shall perform such other duties as are usually performed by a presiding officer.

(b) Vice-Chair: It shall be the duty of the Vice-Chair to assist the Chair in all duties assigned by the Chair. If the Chair is incapacitated or otherwise unable to serve, or if the office of the Chair shall become vacant, regardless of the reason, the Vice-Chair shall assume the duties of the Chair.

(c) Treasurer: It shall be the duty of the Treasurer to inspect the financial planning, activities and conditions to insure compliance with Policy. The Treasurer shall provide a budget for consideration at the BOD meeting held not less than two (2) months prior to the beginning of the following calendar year.

(d) The Secretary: The CEO shall serve as the Secretary of the Corporation known as "Painting and Decorating Contractors of America", but shall be exempt from the usual requirements of membership. The CEO shall serve as an ex-officio member of the BOD without a vote. The Secretary shall be responsible for sending notices and keeping minutes at Annual Members' Meetings, BOD Meetings, and at other functions and meetings of the association. The Secretary shall have custody of the files, records, correspondence, and corporate seal of the association.

Article IX – Annual Members' Meeting and Special Meetings

9.1 Unless otherwise ordered by the BOD, the Annual Members' Meeting shall be held in conjunction with the Annual Convention. Councils, chapters, or forums shall not schedule conventions, major membership meetings, or events which conflict with the Annual Convention.

9.2 Special Meetings of the membership may be held at any time, provided that 25% of the membership, as represented by at least ten (10) councils, gives notice in writing of



their desire for such Special Meeting, stating in detail the reason thereof and the business to be transacted. The Chair of the BOD shall then promptly fix the place of the meeting, which shall be held within sixty (60) days after receipt of said notice. In the event a Special Meeting is called, all members shall be given at least thirty (30) days notice, in writing, setting forth the purpose, date, time and place of such meeting.

9.3 At any Annual Members' Meeting, or any Special Meeting of the membership, fifty (50) *Active* members representing not less than eight (8) councils shall constitute a quorum for the transaction of business.

9.4 Voting.

(a) Only *Active* members in attendance (except in the case of proxies) at the Annual Members' Meeting or Special Meeting of the membership, and who are current in their membership dues payment, shall have a vote on all matters to be considered. Each *Active* member present, or proxy, shall have one (1) vote.

(b) Proxy voting by *Active* members, who are current in their membership dues payment, shall be permitted at any member meeting on any issue. Proxies must be submitted to headquarters, on the proper form, twenty four (24) hours prior to the beginning of the Annual Members' Meeting or Special Meeting of the membership.

The proxy must state whether full or only limited authority is granted, and the name of the person authorized to use such proxy. Proxy holders must be *Active* members and each proxy holder may cast no more than three (3) proxies.

Article X – Rules of Order

10.1 The meetings and deliberation of the association, its BOD, and committees shall be regulated and governed according to the then current edition of *Robert's Rules of Order*, except as may be otherwise provided in these Bylaws.

Article XI – Employees

11.1 The BOD shall employ a CEO. The terms and conditions of employment shall be approved by the BOD and specified in an employment agreement.

11.2 The CEO shall manage the affairs of the headquarters office in accordance with Policy, and shall employ and terminate members of the staff as necessary to carry out the work of the association. The CEO shall establish salaries for staff, define duties, supervise performance, establish titles, and delegate operational responsibilities. The



CEO shall be an ex-officio member of all committees, without a vote.

11.3 The CEO shall be employed or terminated by the affirmative vote of two-thirds (2/3) of the directors casting a vote, provided that a quorum is present.

11.4 There may be a General Counsel who shall be retained by the BOD. The General Counsel may report to the CEO or BOD as circumstances require, with primary allegiance and responsibility to the BOD.

11.5 Auditors may be appointed or terminated by the BOD.

Article XII – Dues

12.1 All categories of membership, except *Honorary* members, shall pay dues in accordance with procedures established in Policy.

12.2 The authority and responsibility to collect dues rests with headquarters, unless an exception has been granted.

12.3 It shall be the duty of councils, chapters, and forums to inform headquarters of current dues levels.

12.4 Membership dues for all categories shall be established by the BOD.

(a) Dues increases shall only be considered every two (2) years.

12.5 Votes to adjust the dues shall be by a four-fifths (4/5) affirmative vote of the Active BOD members casting a vote, provided that a quorum is present.

12.6 Dues shall be payable in the currency of the United States of America.

12.7 Non-payment of dues shall be cause for termination of membership.

12.8 Headquarters shall pass through all dues monies to councils, chapters, and forums quarterly. If monies owed are more than one hundred dollars (\$100.00), then checks will be issued monthly.

Article XIII – General Matters Concerning Bylaws

13.1 These Bylaws and any amendments thereto shall be binding upon all members and association entities.

13.2 The provisions of these Bylaws shall prevail in the event of a conflict between these Bylaws and the Bylaws or Policy of any council, chapter, or forum.

13.3 Bylaw Amendment Procedure. Amendments to these bylaws may be submitted by



an Active Member in good standing, the GDC, or by a Board member, and may be adopted by a vote of the Board of Directors, in accordance with the procedures described in this Section.

(a) Active Member. An amendment submitted by an Active member must be in writing and seconded in writing by five (5) Active PDCA members in good standing. The proposed Amendment and the second must be submitted on PDCA Policy Form Appendix H and sent by regular mail or email to the Secretary/CEO of PDCA. The Secretary/CEO shall send Active Member submittals to the GDC for their consideration.

(b) The Governing Documents Committee (GDC). Amendments proposed by the GDC shall be sent to the Secretary /CEO using PDCA Policy Form Appendix H.

(c) Board Members. Board members may submit a proposed amendment at any meeting of the board. To be considered the amendment must be seconded by two other Board members. Board members may also submit amendments in writing which must be seconded in writing by two other board members. Written amendments shall be transmitted to the Secretary/CEO using PDCA Policy Form Appendix H who shall send proposed amendments to the GDC and the Board.

(d) Active Member 45 day Review. The Secretary/CEO will send all proposed amendments to the Active Members by mail or email no less than forty- five (45) days prior to the date that the vote on the amendment is to be taken by the BOD. Any Active member desiring to comment on proposed amendments may do so in writing sent by email or regular mail to the Secretary/CEO. Active member comments shall be considered by the Board.

(e) Voting. The Board of Directors will vote on all amendments, properly submitted in accordance with the procedures set forth in this section, by Active Members, the GDC, and Board members. They may adopt an amendment by a four-fifths (4/5) vote of the Directors taken at any regular or special meeting, held in person or telephonically, where a quorum is present; or by mail or email ballot by a four-fifths (4/5) vote of the Directors.

13.4 All notices as described herein shall be transmitted to the membership by either electronic or regular mail, as determined by the BOD.

Article XIV – Membership Conduct

14.1 Members shall conduct themselves in accordance with the terms and conditions of association Bylaw and Policy, the federal and state antitrust laws, all other relevant state, federal and local laws, and the Code of Ethics. The BOD is empowered to impose appropriate penalties upon any member found guilty of misconduct. Such penalty may include, but shall not be limited to, suspension or termination of membership.



Article XV – Indemnification

15.1 The Association shall indemnify any director, committee member, or employee against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceedings in which such person is made party by reason of being or having been such director, committee member, or employee except in relation to matters as to which the director, committee member, or employee shall have been adjudged to be liable for negligence or willful misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director, committee member, or employee may be entitled, under any Bylaw, agreement, and vote of the BOD or members or otherwise.



Appendix A

