



WASHINGTON STATE COUNCIL

BYLAWS

Approved: The 5th day of February, 2016

ARTICLE I: NAME and AFFILIATION

1. The name of this Council shall be WASHINGTON STATE COUNCIL (Council) of the Painting and Decorating Contractors of America (PDCA or PDCA National).
2. This Council is chartered by the PDCA, and as such is subject to the Bylaws and Policy of the PDCA. As such this Council inures the IRS 501(c)3 Income Tax Exemption Status as held by PDCA National.
3. This Council is (shall be) incorporated as a not-for-profit organization in the **STATE OF WASHINGTON**.
4. The boundaries of this Council are the same boundaries as the State of Washington; all Active PDCA members with their home office within these Council boundaries shall be members of the Council.

ARTICLE II: PURPOSE

The purposes of this PDCA Council shall be:

1. To create and provide educational and information programs and services to help contractor members achieve success.
2. To support and deliver PDCA National and Council programs and services to members that fosters membership retention and growth.
3. To promote an attitude of ethical responsibility in business.
4. To provide an opportunity for Council members to network, communicate, learn and socialize with other Council and industry members.
5. To communicate to consumers the advantages of engaging the skills of a professional painting and decorating contractor.

6. To distribute, promote and support the PDCA National Code of Ethics to all members and to the industry.
7. To encourage and advise painting contractors to protect the health and promote the safety of their respective employees.

ARTICLE III: MEMBERSHIP

Membership categories shall be consistent with PDCA National. Membership categories in this Council shall consist of Active, Local Associate, Local Affiliate, Trial and Student. Members of the Council must also be members of PDCA National.

1. *Active Members:*
 - a. Any company (hereinafter contractor) engaged in the coating application industry in the defined Council geographical area 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 state laws of and regulations, and the jurisdictions where they conduct business.
2. *Local Associate Members:*
 - a. *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.
 - b. *Local Associate* members shall be eligible to the hold offices of Secretary or Treasurer or Region Director.
 - c. *Local Associate* members shall pay the dues amount established by the Council.
 - d. *Local Associate* members may be representatives of *National Associate* members as defined in PDCA National Bylaws and Policy.
3. *Local Affiliate Members:*
 - a. *Local Affiliate* members shall be companies, governmental bodies, or institutions other than contractors, employing persons in connection with or incidental to the coating application industry.
 - b. *Local Affiliate* members shall be eligible to the hold offices of Secretary or Treasurer or Region Director.
 - c. *Local Affiliate* members shall pay the dues amount established by the Council.
 - d. *Local Affiliate* members may be representatives of *National Affiliate* members as defined in PDCA National Bylaws and Policy.
4. *Honorary Members:*
 - a. *Honorary* members shall be individuals voted as such by the membership at the Annual Member Meeting who are either former *Active* members who were active

in the Council 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 Council.

- b. The names of candidates being considered for honorary membership must be submitted to the Board of Directors for review.
 - c. *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.
5. *Trial* Members:
- a. *Trial* members shall be contractors engaged in the coating application industry and their membership shall not exceed one year.
 - b. *Trial* members must meet the requirements of all *Active* members.
 - c. *Trial* members are entitled to all *Active* member privileges and benefits as designated by PDCA National.
 - d. *Trial* members shall not be eligible to vote or hold office.
6. *Student* Members:
- a. *Student* members shall be individuals who are engaged full-time in any coating and application industry education and/or training program within the boundaries of this Council.
 - b. *Student* members are not required to pay Council dues.
 - c. *Student* members will not be eligible to vote or hold office.

ARTICLE IV: MEMBERSHIP APPLICATION and DUES

1. Any contractors or companies that desire to become a member of this Council shall complete a standard Membership Application to be forwarded to PDCA National for processing, or complete and submit online at www.pdca.org .
2. The Council Board of Directors may recommend the amount of annual Council Dues on a biennial basis. A two-thirds majority vote at an Annual Member Meeting is required for approval of any increase in dues and requires a 30 day notification to members of the pending vote.
3. Annual membership dues shall be invoiced by PDCA National and include PDCA National dues and Council dues as a singular amount. Payment is due upon the stipulated due date.
4. Any member in arrears more than 30 days past due shall be deemed delinquent, and shall not be entitled to a vote or any of the rights and privileges of the Council or PDCA.
5. Any member who knowingly violates any approved Bylaws or Policy of the Council shall be subject to expulsion. Written notice of any charge shall be given to such member before action is to be taken thereon at a Special Meeting of the members held for that purpose. Upon the membership hearing of such charges and an accompanying explanation from the charged member, an affirmative vote of at least two-thirds of the

Active members present at the Special Meeting, in which a quorum is confirmed, is required to expel the charged member.

ARTICLE V: COUNCIL LEADERSHIP

1. The Council shall be governed by a Board of Directors consisting of current Officers, the immediate Past President, an Associate Director and any additional directors as representatives of chartered chapters and regions as needed and approved by the membership at the Annual Member Meeting as outlined in Article 6.
2. Officer candidates may be nominated by any *Active* member of the Council either in person or with a letter of nomination presented at the Annual Members Meeting. Officer candidates will be presented to attendees for election by majority vote at the Annual Members Meeting. An official record of the Annual Members meeting must be made and approved by the Council Officers, and a copy forwarded to PDCA National.
3. Each Officer shall be elected to a two (2) year term beginning upon the conclusion of the Annual Members Meeting wherein each was elected. Officers can only serve two consecutive terms; no more than a total of 4 years in one respective office. Members may not serve as officers for a total of more than 6 consecutive years excluding the Past President. Officers cannot serve as a voting board member for representation of a chapter or region in addition to their position as a voting officer.
4. The officers shall consist of a President, Vice President and Secretary/Treasurer (if it is the will of the membership a Secretary and a Treasurer may be elected separately by vote), each of whom shall be an Active Member in good standing. The Secretary/Treasurer may be an Associate or Affiliate Member in good standing.
5. The duties of the officers and directors consist of the following:
 - a. *President:* The Council President keeps the Council focused on setting and maintaining its goals, oversees officers and committees and encourages teamwork, manages the operations of the Council by delegating responsibilities to officers and or directors, by creating committees and appointment of committee chairs, and acting as the PDCA National board representative as necessary to conduct the business of the Council. The President supports the mission of PDCA, including to:
 - Provide quality learning opportunities.
 - Provide engaging networking opportunities.
 - Distribute important PDCA National and Council information.
 - b. *Vice President:* The Council Vice President shall assist the President in coordinating and directing committee activities and Council operations, and to learn the role of President for possible advancement to that office. In the event of death, removal or resignation of the President, the Vice President shall immediately fill the unexpired term of the office of President.

- c. *Secretary and/or Treasurer:* General duties of the Secretary and/or Treasurer include providing leadership support to the Council, to promote successful Council activities and assist with other duties as delegated by the President. Specifically:
 - To maintain accurate Council records (Secretary)
 - To develop, monitor and record Council financial activities (Treasurer)
 - To complete and return any operational and financial reports required by PDCA National.
 - d. *Directors:* The duties of the directors include providing leadership support to the Council, to promote successful Council activities and assist with other duties as delegated by the President.
 - e. *Officer and/or Director Vacancies:* By majority vote, the Board of Directors may appoint successors to fill the unexpired term of any vacated officer or director position.
6. As per PDCA Bylaws, the Council Board of Directors reserves the right to charter chapters and/or establish regions within the boundaries of the Council to further the purposes of the Council including delivery of educational programming and networking opportunities. The Council may support these chapters and/or regions in various forms by planning, funding and executing events for such.
 - a. With a two-thirds (2/3) majority vote of the Board of Directors, Region representation to the Board of Directors may be added provided the proposed Regions have at least 3 active members.
 - b. With a two-thirds (2/3) majority vote of members at the Annual Member Meeting, Chapter representation on the Board of Directors may be added provided the proposed Chapters have at least 3 active members, have 3 selected chapter officers.
 - c. Any Chapters chartered by the Council have the right to collect revenue in the form of event sponsorships, industry vendor donations, and net revenue from chapter event registration fees. Chapters collecting revenue must maintain accurate and transparent accounting records, must provide annual financial statements to the Council Leadership, and prepare and submit all required IRS financial reports and filings, and fill all IRS chapter officer requirements.
 - d. The Council Board of Directors with a two-thirds (2/3) majority vote may dissolve Chapters that do not meet the PDCA National minimum operating standards and/or Chapters that are no longer necessary for the successful delivery of programs and services to Council members. Any remaining chapter funds after the payment of outstanding liabilities shall be transferred to the treasury of the

Council. All forfeited chapter funds shall be held as a restricted account for a two (2) year period for possible funding of a re-organized chapter.

- e. Chapters will be required to formulate, adopt and adhere to a set of Bylaws required and approved by the Board of Directors that shall include requirements for financial reporting to the Council and to the IRS, election of officers, reporting of meeting minutes and all business activities, adherence to other Council requirements and reporting as stipulated by the Council Board of Directors.
 - f. Regions will be allowed to operate with guidelines established by the Council Board of Directors.
7. The Council may from time to time provide opportunities for PDCA Council members to form local meeting groups in various geographical locations for educational or networking opportunities. The Council may support these local meeting groups in various forms by planning, funding and executing events for such.
 8. All expenditures on behalf of the Council, or out of the Council funds, shall be approved by the President in writing or electronically, and shall be in the form of a check, a credit or debit card transaction, an electronic funds transfer, or withdrawal order drawn and issued in the name of the Council, bearing the signature or approval of any two of the following three officers of the Council: President, the Vice President, or Secretary/Treasurer.
 9. Endowment Fund:
 - a. The President of the Council is responsible for constituting and appointing a chair for the Olson Endowment committee for the purpose of facilitating the purposes of the Committee. The Committee consists of the Council President, Council Treasurer and three (3) active council members.
 - b. 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 Business Session 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.

10. The Board of Directors may determine to use Council funds for the purpose of hiring administrative support personnel.
11. Any officer or director elected by the members may be removed by a two-thirds majority vote of the *Active* Members, at a regular or special Member Meeting in which a quorum is present, wherein the membership has been informed that such an action will take place.

ARTICLE VI: MEETINGS and VOTING

1. *Annual Member Meeting.* All members of the Council shall be invited to attend the Annual Member Meeting each year, with at least 30 days' notice, for the purpose of electing officers, setting and/or confirming annually membership dues levels, to review year-end financial statements, amend Bylaws, and to conduct any other necessary Council business.
2. *Voting.* Each *Active* Member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.
3. *Member Meetings.* Member meetings shall be held as directed by the Council Officers. These meetings should be held for the purposes of networking, knowledge sharing and socializing. These meetings are open to all Council members and invited guests.
4. *Special Meetings.* Special meetings, when needed to conduct Council business, may be called at any time by the President, or upon written by a majority of the Board of Directors, or upon written demand of a majority of the Active Members of the Council in good standing. Members shall be provided 30 days written notice of any special meeting.
5. *Quorums.* A minimum of at least eleven (11) *Active* Members of the Council entitled to a vote among which includes a majority of the officers shall constitute a quorum for Member Meetings requiring such.
6. *Council Board Meetings.* The Council President may schedule Board Meetings, from time to time, to plan, conduct and execute the business of the Council; a majority of officers & directors constitute a quorum to execute any and/or all business. The Secretary shall record minutes and votes taken, and keep records of such meetings.
7. *Meeting Governance.* The President is the presiding officer at all Council and member meetings and may appoint another officer to preside in the President's absence. The presiding officer may appoint another officer to conduct meetings [if necessary, the presiding officer may be elected by a majority of the Board of Directors.] Meetings shall be conducted in a courteous manner that allows for open discussion and dialogue of membership matters. Council officers are encouraged to use good judgment in the conduct of Council meetings and may use Robert's Rules of Order as a guideline to conduct the meeting. It is the responsibility of the Officers to officially record all

motions and votes in the form of meeting minutes to be approved by the Board of Directors and kept as an historical record of the business of the Council.

ARTICLE VII: FUDICIARY AND PUBLIC RESPONSIBILITIES

1. The Council is subject to the Bylaws and Policy of PDCA National. If any portion of these Bylaws conflict with the Bylaws and/or Policy of PDCA, the Bylaws and/or Policy of PDCA shall prevail over these Bylaws.
2. No member of the Council or officer of the Council is empowered to act on behalf of PDCA National. PDCA National assumes no liability for the actions of the Council or members/officers thereof.
3. All property and funds of the Council shall be held in the name of the Council. No member or individual and/or other legal entity shall have any rights in or to any property and/or funds of the Council. Said property or funds may not be paid, transferred or diverted to any legal entity (except payment or investment for the benefit of the Council in the ordinary course of business) without the written permission of PDCA National.
4. A Year End Financial Report and a Year Forward Financial Budget that includes revenue, expenditures, assets and liabilities must be presented to the membership at the Annual Members Meeting. The year forward financial budget will require membership ratification.
5. Council leadership is required to complete and forward all annual operational and financial documentation as required by PDCA National on a timely basis as required by law and by PDCA National.
6. The Council may not take a legislative position without the written authorization of PDCA National Board of Directors.

ARTICLE VIII: AMENDMENTS TO BYLAWS

1. The Bylaws, except article 5.9.b may be amended, repealed, or altered in whole or in part by a majority vote of *Active* Members at any Annual Member Meeting with a quorum present that must include a majority of the elected Officers and Directors or by a majority vote of those voting using electronic means, provided the required notice is given. Notice of the meeting and any proposed changes shall be provided to each member at least 45 days prior to the meeting at which the changes will be considered.
2. The Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of Board of Directors at any Board Meeting with a majority of Officers and Directors present or by a majority vote of those voting using electronic means. Notice of the meeting and any proposed changes shall be provided to each member at least 45 days prior to the meeting at which the changes will be considered.

3. A record of the vote of all approved changes must be recorded and ratified at a meeting of the Board of Directors, communicated to the Council membership, and forwarded for ratification to the PDCA National BOD.

ARTICLE IX: DISSOLUTION

In the event of dissolution of the Council as voted upon by the Council membership, the Board of Directors, after paying and making provisions to pay all outstanding liabilities and obligations, shall distribute all assets of the corporation to the PDCA Education Foundation (an IRS 501(c)3 Exempt Not-for Profit) or another IRS designated tax exempt 501C organization with a similar mission.

ACKNOWLEDGEMENT OF APPROVAL:

(Three witnesses at a meeting in which Bylaws and any Bylaw changes are approved.)

Darylono Dennon
Print Name of Witness

DAMON THOMPSON
Print Name of Witness

SEAN CUMMINGS
Print Name of Witness

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| <u>Darylono Dennon</u> Signature of Witness | <u>Treas 2-5-16</u> Date |
| <u>Damon Thompson</u> Signature of Witness | <u>pres 2-5-16</u> Date |
| <u>[Signature]</u> Signature of Witness | <u>SKC President 2-5-16</u> Date |