

**PAINTING AND DECORATING CONTRACTORS OF AMERICA SEATTLE/
KING COUNTY CHAPTER BYLAWS**

**ARTICLE 1
Names and Offices**

1.1 The name of this Chapter shall be: Seattle/King County Chapter of THE PAINTING AND DECORATING CONTRACTORS OF AMERICA.

1.2 The Chapter;s principle office of legal record shall be the office of the Washington State Council PDCA.

1.3 The Chapter is chartered by the national Painting and Decorating Contractors of America (PDCA), an Illinois corporation headquartered in Fairfax, Virginia.

1.4 The chapter shall be part of the Washington State Council PDCA, a Washington State Corporation.

**ARTICLE II
Purposes**

2.1 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 and maintaining 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 functions of persons engaged in the business of painting contracting.

2.2 The Chapter is subject to the rules and bylaws of its Council and PDCA.

ARTICLE III

Membership

3.1 Membership in this Chapter shall consist of Active, Affiliate, Honorary and Associate Members.

(a) Active memberships shall consist of members engaged as contractors in the painting and decorating industry, as herewith defined.

(b) 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 wallcovering, the finishing of wood, metal or any other surface; also the application by spray of insulating and acoustical materials, the application of wet film protective purposes. It shall also include all preparatory work incidental to the preceding designated services including the taping and surfacing of drywall surfaces.

(c) 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.

(d) Associate members herein, shall be manufacturers, wholesalers, distributors, and dealers 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.

(e) Affiliate members shall be companies, governmental bodies or institutions (other than contractors) employing persons in connection with or incidental to the painting application industry.

3.2 Members of the Chapter are automatically members of its Council.

3.3 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 in its behalf.

ARTICLE IV

Voting

4.1 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.

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

ARTICLE V

Duties of Membership

5.1 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.

5.2 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

6.1 The annual Chapter Dues of the Chapter shall be \$65 per company, to be collected by the Washington State Council PDCA and distributed to the chapter upon receipt.

6.2 Any member refusing or neglecting to pay his membership fees and dues within sixty (60) 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. A member must be current in his/her chapter, council and national dues to be considered a member in good standing.

ARTICLE VII

Meetings

7.1 The Annual meeting of the members shall be held in November or 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.

7.2 Regular meetings of the members of the Chapter shall be held once every month normally on the second Wednesday of every month or as directed by the Chapter Executive Board.

7.3 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.

7.4 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.

7.5 The active members entitled to vote attending the November meeting entitled to vote shall constitute a quorum.

7.6 Meetings shall be conducted pursuant to Robert's Rules of Order, as amended, except as specifically set forth herein.

ARTICLE VIII

Chapter Executive Board

8.1 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.

8.2 The Chapter Executive Board shall consist of the duly elected officers plus five (5) board member-at-large positions. Contractor members of the chapter in good standing shall hold the five (5) board Member-at-Large positions. There shall be three (3) board Advisory Positions to be held by Associate members, who shall have voice, but no vote on all matters before the chapter board. Terms of office for Member-at-large positions and Advisory positions shall be two years. A limit of two consecutive terms of office may be served by chapter board members, with a waiting period of one year before serving additional terms. Board Members-at-Large and Associate Members will serve alternate years of office. Two Associate Advisors and three (3) Board Members-at Large shall be elected in even-numbered years, one Associate Advisor and two Board Member-

at-Large shall be elected in odd-number years. In the event a board position becomes vacant before the natural expiration of the term, with the exception of the office of the President, the President shall appoint a successor to complete the term.

8.3 Special meetings of the Chapter Executive Board may be called at any time by the President, or upon the written request of any two (2) members of the Chapter Executive Board. Written or printed notice of the place, day 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 written consent of all Board members. Further, Board action without meeting may be instituted with unanimous written consent.

8.4 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.

8.5 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.

8.6 A majority of the Chapter Executive Board shall constitute a quorum for the transaction of business at all meetings.

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 Meeting of the members. Their terms of office shall be for one year. The President is elected to a two-year term, with the second year being served as Immediate Past President. No person shall hold office in an individual position for more than two consecutive terms. A minimum of one year out of an individual position shall be required before serving additional terms in that position.

Commencement of Term. The term of office for the chapter offices and board members shall run from the December meeting at which they are installed until the December meeting at which their successors are installed. It shall be the role of the secretary to provide written notification to the Washington State Council PDCA Office no later than January 15th of each year.

9.2 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 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 concerning the business of the Chapter under their charge as the President may, from time to time, require. The President 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.

9.3 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 their absence, or when for other reasons they are unable to act. 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 Secretary shall attend all meetings of the members and of the Chapter Executive Board. The Chapter Secretary shall keep a true and fair record of the proceedings of the meetings of the members and of the Chapter Executive Board, in one or more books provided for that purpose and see that all notices required hereunder are served in accordance with the provisions of these bylaws. The Secretary shall attest to all documents executed by the President.

9.5 The Treasurer shall act as financial agent for the Chapter for the receipt and disbursement of its funds. They shall keep all funds of the Chapter with such banks as may be designated by the Chapter Executive Board. The Treasurer 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. The Treasurer shall cause all vouchers or orders paid by the Chapter to be filed and properly preserved and the books and papers shall, at all times, be open for inspection by the Chapter Executive Board and the Washington State Council PDCA Treasurer. The Treasurer shall annually prepare copies of all account statements and send said copies, along with a record of disbursements and deposits, to the Washington State Council office no later than January 25th of each year.

9.6 Any officer elected by the members and any Committee member may be removed by majority vote of the Active Members present at a regular or a special meeting called for such purpose.

9.7 In addition to the foregoing the Chapter Executive Board may, with the approval of a majority of the voting members, employ an Executive Secretary or other such person 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.

9.8 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 three of the following three officers of the Chapter; the President, the Past President, or the Treasurer.

9.9 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, they shall be considered as having resigned and the vacancy thus created shall be filled by the President or Acting President.

ARTICLE X

Committees

10.1 There shall be committees appointed by the Chapter Executive Board.

10.2 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.

10.3 No person other than an Active Contractor Member or Associate Member shall be appointed to any committee whose function relates to Chapter policy or management.

10.4 The Chapter President shall appoint all committee chairs upon their election. Committee chairs shall be Active Contractors or Associate Members in good standing.

10.5 Nominating Committee. At the regular September Board Meeting, the President shall appoint, subject to approval by the Chapter Executive Board, a nominating committee, of not less than three (3) members. The committee shall be active voting members in good standing, at least one of whom shall not be a member of the Board.

- A. The nominating committee will be responsible to send out a formal request for nominations to the membership, approach potential candidates and make final recommendations to the board for the current positions open and for all officer positions by the October Executive Board Meeting. All candidates who are members in good standing recommended by the nominating committee and approved by the chapter Executive Board shall appear on the ballot to be presented to those members attending the November meeting.
- B. Any member in good standing may run for office from the floor. Elections shall be by ballot and counted by the nominating committee and any other person or persons the current President deems appropriate.
- C. The candidates with the majority of the votes of the members present shall be declared elected. If there is a tie, then a special meeting of the Executive Board is to be held as soon after the elections as possible, and the vote of the Executive Board shall break the tie.

ARTICLE XI

Labor Representation

11.1 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

12.1 All property and funds of the Chapter shall be in its name, or that of the Washington State Council PDCA. 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.

12.2 No member of the Chapter, or the Chapter is empowered to act on behalf of the PDCA or Washington State Council PDCA. PDCA and/or the Washington State Council PDCA assume no liability for the actions of any chapter member or the Chapter.

12.3 The Chapter is subject to the bylaws and rules of its Council and PDCA.

12.4 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.

12.5 The Chapter may not take a legislative position without the written authorization of its Council and PDCA.

ARTICLE XIII
Amendments

13.1 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. Such changes shall not be effected until approved by a majority vote of the Washington State Council PDCA Board of Directors.

13.2 No bylaw amendment may be passed to affect or change the provisions of Articles VI, XI and XII above and this Article XIII.

Date approved by members: February 13th, 2002

Seattle/King County Chapter President

Witness

Seattle/King County Chapter Secretary

Witness

Date signed: _____ Reviewed by WSC-PDCA Board: _____
Initialed