

BYLAWS
of the
PAINTING AND DECORATING CONTRACTORS
OF CALIFORNIA, INC.

As adopted by the
CONSTITUTIONAL CONFERENCE
on December 15, 1942
and as amended by the
VOTING MEMBERSHIP
on April 19, 2018 in Sacramento, California

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ARTICLE I - NAME

1.01 Name.

The name of this association is Painting and Decorating Contractors of California. The association is a nonprofit mutual benefit corporation. *NOTE: On April 19, 2018 the voting membership authorized the Board of Directors to change the name of the organization pending name authorization by the California Secretary of State.*

ARTICLE II - PRINCIPAL OFFICE

2.01 Principal Office.

The principal office of the Association shall be at a location designated by the Board of Directors.

ARTICLE III - PURPOSE

3.01 Purpose.

The purposes of the Association include a) engaging in any lawful act or activity for which a corporation may be organized; b) advancing the professions of licensed painting contractors; c) articulating and advocating the needs and interests of the professions before legislative, administrative, and judicial branches of local and state governments; d) cooperating on behalf of the professions with persons and firms directly and through their Associations in matters involving the business and governmental affairs of the professions; e) promulgating policies and conducting activities for the betterment of all those involved in some aspect of the professions.

ARTICLE IV – MEMBERSHIP

4.01 Class of Membership.

The Association shall have the following classes of membership: Active, Affiliate, Associate, Trade, Life and Honorary. The Board of Directors may establish written rules and criteria for membership, provided said rules and criteria are consistent with these Bylaws.

4.02 Active Membership.

Any individual licensed by the Contractor State License Board of the State of California to provide painting and coating services, and who holds a C-33 Painting and Decorating Contractor license, shall be eligible for Active membership. Active members shall have the right to vote and hold office.

4.03 Affiliate Membership.

Any individual who is the partner, officer, RMO, general manager, or designated representative of a licensed painting contracting business, but who is not an individually licensed C-33 painting contractor, shall be eligible for Affiliate Membership. Affiliate members shall have the right to vote and to hold an appointed office.

4.04 Associate Membership.

Any company, or its designee(s), who provides services and/or materials, or is a manufacturer, wholesaler, distributor, or dealer in equipment relating to painting and coating services, shall be eligible for Associate membership. Associate members shall not have the right to vote or hold office.

4.05 Trade Membership.

Any individual who does not qualify for Active or Associate membership, but who is licensed in an allied trade or industry shall be eligible for Trade membership. Trade members shall not have the right to vote or hold office.

4.06 Life Membership.

Active members who have reached the age of sixty-five years, and who have maintained their Active membership for at least ten (10) years immediately preceding application for Life Membership, shall be eligible for Life Membership commencing with the first renewal period following their sixty-fifth birthday. Maintenance of a Painting Contractor license is not required to retain Life Membership Status. Life members shall have the right to vote, but shall not have the right to hold office.

4.07 Honorary Membership.

An honorary membership may be granted by the Board of Directors. It is limited to name only and carries no privileges of membership. Honorary memberships may be revoked at any time by a majority vote of the Board of Directors.

4.08 Obligations of Membership.

Each member of the Association agrees to be bound by these Bylaws and amendments thereto, to the rules and policies of the Association, to the lawful decisions of duly-constituted committees of the Association, and by the lawful actions of the Board of Directors or voting members of the Association.

Use of the seal, emblem, name, initials, and symbols of the Association, as approved by the Board of Directors, is a privilege of membership and may be used only by current members.

4.09 Member Liability.

No member of the Association shall be personally or otherwise liable for any of the debts, and/or obligations of the Association.

4.10 Compensation and Expenses.

Members of the Association shall serve as volunteers, without pay. The Board of Directors may allow a member actual and necessary expenses related to Association business.

4.11 Association Records.

All official correspondence, papers, and records in the possession of members when serving as officers, directors, or members of committees are the property of the Association.

4.12 Termination.

A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred; (a) resignation of member, on reasonable notice to the Association; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (c) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board; and (d) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

4.13 Discipline.

A member may be publicly reprimanded, suspended or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to (1) observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Association, or to engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Association. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

ARTICLE V - DUES AND ASSESSMENTS

5.01 Dues.

The Board of Directors shall set the amount of annual dues for membership and shall inform the membership of any changes to annual membership dues levels.

5.02 Payment of Dues.

The Membership Year shall be April 1 – March 31. Membership dues are due and payable April 1.

It is the responsibility of the Union Contractor Chapters to remit dues collected on behalf of their members to PDCC. Said Union Chapter dues shall be due and payable quarterly in accordance with the quarters of the Membership Year: June 30, September 30, December 31, and March 31. Accompanying the submission of said dues shall be a record of the name, company name, and address of each Chapter member whose dues were paid for in the previous quarter.

5.03 Assessments.

Additional assessments as are necessary to carry out the activities of the Association, may be levied upon the membership upon ratification by a majority of the membership present and eligible to vote at the Annual Business & Membership Meeting or any duly called Membership Meeting.

ARTICLE VI - CHAPTERS

6.01 Definition of Chapter.

A "Chapter" means a region created in the State of California and shall be referred to in these Bylaws as "Chapter." A Chapter must hold a Charter issued by the Painting and Decorating Contractors of California, Inc.

6.02 Chapters.

The Board of Directors shall determine the name, region, eligibility, and number of Chapters in the Association.

6.03 Chapter Affiliation.

Each member shall designate in writing to the principal office of the Association, the Chapter with which he or she chooses to affiliate. A member shall have only one Chapter affiliation.

6.04 Chapter Meetings and Management.

Each Chapter shall hold a minimum of four (4) membership meetings during the fiscal year. The Chapter shall designate an Administrator or President to manage the Chapter. The Chapter may elect a Board of Directors, which may be comprised of Active, Associate, Affiliate, or Retired Members and who are affiliated with the Chapter.

6.05 Compliance with Bylaws.

Each Chapter shall abide by the Bylaws, Chapter Charters and Agreements, and all resolutions of the Board of Directors.

ARTICLE VII - ANNUAL MEMBERSHIP & BUSINESS MEETING

7.01 Annual Membership & Business Meeting.

The Association shall hold an Annual Membership & Business Meeting, on or before April 30 of each year, at a place determined by the Board of Directors.

7.02 Quorum.

Ten (10) voting members shall constitute a quorum.

ARTICLE VIII - OFFICERS AND DIRECTORS

8.01 Officers.

The officers are the President, First Vice President, Second Vice President, and Secretary-Treasurer.

8.02 Board of Directors.

The Board of Directors shall consist of no less than six (6) members and no more than eight (8) members. The Board of Directors shall include the Officers and the Immediate Past President, up to two (2) Directors at Large, and up to (1) Affiliate Director at Large, who will be appointed by the Board at its discretion.

8.03 Nominations.

Voting members present at the Annual Membership & Business Meeting shall have the right to nominate and vote for any eligible candidate.

The Board of Directors may appoint a Nominating Committee to review candidates and present their recommended candidates for office.

8.04 Vote by Proxy.

No vote by proxy or representation shall be allowed.

8.05 Eligibility for Office.

To be eligible for office, the candidate must have been an Active member for one full year immediately preceding commencement of the term of office. No two members of the Board of Directors may be from the same company.

8.06 Time and Place of Election.

At the opening of the Annual Membership & Business Meeting a majority vote by those members present and eligible to vote shall set a time and place for the election to be held during the Annual Membership & Business Meeting.

8.07 Terms of Office.

The term of office for Officers and Directors is approximately one year, and begins with their election and installation at the Annual Membership & Business Meeting and ends at the election and installation of new Officers and Directors the following year. The terms of the Affiliate Director shall be determined by the Board of Directors.

8.08 Dismissal.

Any member of the Board of Directors missing two meetings during their one-year term of office, without the approval of the President, shall be dismissed from their position on the Board of Directors.

8.09 Recall.

Recall for any member of the Board of Directors shall be conducted in accordance with California State law.

8.10 Vacancies.

Any vacancy in office may be filled for the unexpired term by the Board of Directors.

ARTICLE IX - BOARD OF DIRECTORS**9.01 Meetings.**

A Board of Directors meeting shall be held within ninety (90) days following the Annual Membership & Business Meeting, at a location and date selected by the President. The President shall provide thirty (30) days' notice of all subsequent meetings. A minimum of four regular meetings shall be held during the term year.

9.02 Quorum.

A simple majority of the full Board of Directors shall constitute a quorum.

9.03 Special Meetings.

Special meetings of the Board of Directors shall be held upon four days' notice by first-class mail or forty-eight hour notice delivered personally, by telephone, by FAX, or other electronic communication. Special meetings may be called by the President, a Vice-President, the Secretary-Treasurer, or any two directors.

9.04 Meeting by Conference or Other Electronic Means.

Members of the Board may participate in a meeting through use of telephone conference, electronic video screen communication, or other communication equipment to the extent permitted by law.

9.05 Emergency Action.

The Board of Directors may, to the full extent of and in the manner permitted by Corporations Code Sections 7140 and 7151, take actions and conduct business as may be necessary to protect the interests of the Association and its membership in the event of an emergency. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Association, in its sole discretion, upon conclusion of the emergency.

ARTICLE X - DUTIES OF OFFICERS

10.01 President.

The President shall supervise the business operations of the Association, preside at the Annual Membership & Business Meeting, and perform such other duties directed by the Board of Directors.

10.02 First and Second Vice Presidents.

The First and Second Vice Presidents shall assist and direct the Chapters in the administration of their Chapters, and perform all duties delegated by the President or Board of Directors.

10.03 Secretary-Treasurer.

The Secretary-Treasurer shall oversee the keeping of the minutes of all Board meetings, the Annual Membership & Business Meeting, and special meetings; oversee the financial matters of the Association; submit current financial reports to the Board of Directors; and perform all duties as delegated by the President or Board of Directors.

ARTICLE XI - APPOINTMENTS AND COMMITTEES

11.01 Committees.

The President, with ratification of the Board, may establish committees as deemed necessary.

11.02 Appointments.

The President shall appoint Committee Chairs and members of each committee. Chair appointments shall be subject to ratification of the Board.

ARTICLE XII - MANAGEMENT

12.01 Corporate Powers.

The activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

12.02 Restrictions.

All policies and activities of the Association shall be consistent with all applicable federal, state, and local antitrust laws, trade regulations or other legal requirements, and applicable tax exemption requirements.

12.03 Management.

The Board of Directors shall have the authority to employ or contract with a person or company, to manage the daily operations of the Association. The Board of Directors shall have the authority to hire additional personnel to assist in the management of the Association.

12.04 Audit.

The Board of Directors may, at its discretion, appoint a Certified Public Accountant to perform an annual review or audit of the financial records of the Association.

ARTICLE XIII - INDEMNITY

13.01 Indemnity.

To the fullest extent permitted by law, the Association shall indemnify and hold harmless any and all past, present, or future directors and officers, as identified and defined in these Bylaws, and, in its discretion and in accordance with law, may indemnify and hold harmless any agent or employee of this Association of and from all liabilities, expenses, and counsel fees reasonably incurred in connections with any and all claims, demands, causes of action, and other legal proceeding to which they may be subjected by reason of any alleged or actual action or inaction in the performance of the duties of such director, officer, employee or agent on behalf of the Association. The provisions of this Article shall be interpreted and applied subject to and in conformance with the provisions of sections 7237 and 7238 of the California Corporations Code and shall be in addition to and exclusive of any other rights to which any director, officer, employee or agent may be entitled by law.

ARTICLE XIV - AMENDMENT OF THE BYLAWS

14.01 Amendment of the Bylaws.

The Bylaws of the Association may only be amended by a majority vote of voting members at the Annual Business & Membership Meeting, provided that the general nature of the Bylaws change is described in the notice of the meeting.

ARTICLE XV- DISSOLUTION

15.01 Dissolution.

This Association may be dissolved at any time by a majority of voting members thereof in good standing. Upon the dissolution of this Association, any funds or assets remaining on hand shall be distributed to the members in accordance with applicable sections of the California Nonprofit Mutual Benefit Corporation Law.

