



**PAINTING
CONTRACTORS
ASSOCIATION**

**PORTLAND
CHAPTER**

BYLAWS

PAINTING AND DECORATING CONTRACTORS OF AMERICA PORTLAND CHAPTER
DBA PAINTING CONTRACTORS ASSOCIATION PORTLAND CHAPTER

ARTICLE 1 OFFICES

- 1.1 The name of this non-profit corporation shall be the Painting and Decorating Contractors of America Portland Chapter, dba Painting Contractors Association Portland Chapter, here after referred to as THE CHAPTER.
- 1.2 The Chapter is chartered by the Painting Contractors Association (PCA).
- 1.3 The principal office of the Chapter shall be located in the Portland metropolitan area in the State of Oregon. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may from time to time require it.
- 1.4 The corporation shall have and continually maintain in the State of Oregon a registered agent whose office may be, but need not be, identical with the principal office in the State of Oregon, and the Board of Directors may change the registered agent from time to time.

ARTICLE 2 PURPOSES

- 2.1 This Chapter is formed to promote the general and economic welfare of its members and to improve the business of painting and 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 and dealings among its members and the public, which they serve, and with others engaged in similar allied trades.

- c) Advancing the craft of the painting and decorating industry and protecting the interests of its members individually and collectively.
- d) 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.
- e) Recommending, by all legal means, any and all legislation and regulations that will benefit and improve the business of painting and coatings application contracting.

ARTICLE 3 **MEMBERSHIP**

- 3.1 Membership in this Chapter shall consist of Active, Associate, Affiliate and Honorary members.
- 3.2 Active Member: Shall be any reputable and worthy individual, firm, or corporation actively engaged as contractors in the coating application industry, herewith defined.
 - a) 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 business 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.
- 3.3 Associate Member: 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. Associate members sell their products or services directly to contractors. This category may also include non-painting related companies who sell, directly to contractors, goods or services related to the business management of a painting contracting company.
- 3.4 Affiliate Members: Shall be companies, governmental bodies or institutions (other than contractors) employing persons in connection with or incidental to the coating application industry that do not sell goods or services directly to painting contractors. This may include manufacturer representatives who supply products to the paint industry distribution chain, but who do not sell directly to painting contractors.
- 3.5 Honorary membership may be conferred upon former Active Members hereof, who were active in the Chapter and who have retired from all active painting and decorating businesses and 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. Former active members so conferred shall be entitled to all the privileges of an Active Member with voting rights in committee only.

- 3.5 Application for Active, Associate and Affiliate memberships shall be in writing in such forms as the Board of Directors may from time to time determine. The application shall be accompanied by appropriate dues payment and then be referred to the Board of Directors for acceptance or rejection.
- 3.6 Any Active Member doing business as a firm or corporation shall select one of its officers, owners, or shareholders, or a duly authorized representative to act in its behalf. The Chapter office shall maintain a record of the authorized voting member of each Active Member firm.

ARTICLE 4

VOTING

- 4.1 Full voting and complete participating privileges in all activities of this organization without reserve, shall be vested only in Active Members. Each Active Member, in good standing, shall be entitled to one vote on each matter submitted to a vote of the membership. The vote of a firm, or corporation, elected to Active Membership shall be cast by its duly authorized representative selected as required in Section 3.6 of these bylaws.
- 4.2 Honorary, Associate and Affiliate members shall not be entitled to vote but may be accorded the privileges of the floor at any Chapter meeting.

ARTICLE 5

DUTIES OF MEMBERSHIP

- 5.1 It is an express condition of membership in this Chapter that no member can claim or receive any refund or dividend from any of the funds subscribed to the organization, but all money taken in by the Chapter shall be spent for the purpose of its organization under the direction of the Board of Directors.
- 5.2 Any member who knowingly violates any of these bylaws or any duly promulgated rule or regulation of the Chapter, shall be subject to expulsion. Written notice of any charge shall be given to such member, by the Board of Directors, at least ten (10) days before action is to be taken thereon at a regular or special meeting of the members. The Board of Directors shall present the case against such member on behalf of the Chapter. The member charged shall be given the opportunity to disprove such charges. 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.
- 5.3 All members shall abide fully by these bylaws and be bound thereby. Members shall, at all times comply with all duly promulgated rules and regulations of the Chapter, the Council to which the Chapter belongs, if any, and National PCA.

ARTICLE 6

MEMBERSHIP MEETINGS

- 6.1 A regular meeting of the members shall be held on the third Tuesday of each month without any notice other than these bylaws (with the exception of June, July, August, and December). For the

convenience of the membership, the meetings may be temporarily changed to some other day of the week by majority vote of the Board of Directors present at any regular meeting.

- 6.2 The Annual Meeting of the members shall be held as directed by the Board of Directors, in each year, for the purpose of electing officers and members of the Board of Directors, and for such other matters as may come before the meeting.
- 6.3 Special meetings of the members may be called at any time by the President, or upon written demand of any five (5) Active Members of the Chapter in good standing.
- 6.4 In case of special meetings, written or printed notice setting the place, day, and hour of such meeting shall be delivered either personally or by mail, e-mail or fax to each member of the corporation not less than seven (7), nor more than fifty (50) days, before the date of such meeting.
- 6.5 One-quarter (1/4) of the Active Members, entitled to vote, shall constitute a quorum for the transaction of business. All matters coming before any meeting of the members shall be decided by simple majority vote except as may otherwise be herein required.

ARTICLE 7

BOARD OF DIRECTORS

- 7.1 The affairs of this corporation shall be managed by a Board of Directors, which shall consist of the duly elected officers and the Immediate Past President.
- 7.2 A regular meeting of the newly elected Board of Directors shall be held without notice other than these bylaws immediately after the regular annual meeting of the members.
- 7.3 Special meetings of the Board of Directors may be called at any time by the President or upon the written demand of two (2) members of the Board of Directors.
- 7.4 Written or printed notice of the place, day, and hour of the meeting as established by the Board of Directors, shall be mailed, e-mailed, faxed, 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 provisions may be waived by unanimous written consent of all Board members. Further, board action without meeting may be instituted with unanimous consent. The purpose of such meeting and the business to be transacted must be specified in the notice and no business other than so specified can be conducted at any special meeting.
- 7.5 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at all meetings. If less than a quorum is present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.
- 7.6 Each member of the Board of Directors shall be entitled to one (1) vote each and all matters arising shall be decided by a simple majority vote, except as herein otherwise specified.
- 7.7 Any vacancy in the elective members of the Chapter Board of Directors by any cause whatsoever shall be filled by appointments of the President for the unexpired portion of the term created by the vacancy.

- 7.8 The Immediate Past President shall serve as a member of the Board of Directors for an additional period equal to the term of office of his successor. During his or her term, he or she shall have the same voting rights and privileges as any duly elected member of the Board of Directors. In the event both the President and the Vice President are absent from a meeting, the Past President shall preside.
- 7.9 All money received by the Chapter shall be placed in a bank designated by the Board of Directors and withdrawal of such funds shall require the signatures of two officers or one officer and the Immediate Past President.
- 7.10 The Board of Directors is vested with full power and authority to act upon any matter or assignment that may arise in an emergency.

ARTICLE 8 **OFFICERS**

- 8.1 The officers of this Chapter shall consist of a President, Vice President, Secretary-Treasurer, Associate Vice President, Executive Advisor and Immediate Past President, who shall be elected at the annual meeting of the members. Chapter President, Vice President, Secretary-Treasurer, Executive Advisor and Immediate Past President shall be chosen from among the Active Member firms in good standing. Associate Vice President shall be chosen from the Associate Member firms in good standing. Their terms of office shall be for one (1) year commencing on the first day of January next succeeding the annual meeting at which the election has been held, or until their successors are elected and qualified.
- 8.2 **President.** It shall be the duty of the President to preside over all meetings of this Chapter, including meetings of the Board of Directors, and he or she shall appoint all committees unless otherwise herein provided. He or she shall call special meetings if so required and, in general, assume all duties and responsibilities of a presiding officer. It shall be the duty of the President to exercise general supervision over all of the affairs of the Chapter subject to certain limitations set forth in these bylaws. The several Officers and the Chairpersons of the various committees shall be responsible to him or her for the proper and faithful discharge of their general duties and shall make reports to him or her touching the business of the Chapter under their charge, as he or she may, from time to time, require. He or she shall execute all bonds, contracts or other instruments required to be made or executed on behalf of the members of the Chapter Board of Directors subject to certain limitations set forth in these bylaws and shall consult the Chapter Board of Directors on all committee appointments.
- 8.3 **Vice President.** It shall be the duty of the Vice President to perform the duties of the President in his or her absence, or when for other reasons he or she is unable to act. In the event of the death, resignation, removal, or permanent disability of the President, he or she shall immediately succeed to the office of President.
- 8.4 **Secretary-Treasurer.** Secretary Treasurer shall keep accurate records of all regular and special meetings of the membership and the Board of Directors. He or she shall conduct all correspondence and promptly answer all communications. He or she shall collect all dues and keep proper accounting records of the funds received and disbursed by the corporation. He or she shall see that all bills are paid after they are audited and approved by the Board of Directors in regular meetings and assure all

checks have two Board of Directors member signatures. He or she shall have custody of the corporate seal and shall attach the same to all documents, which require sealing and shall attest to all documents executed by the President.

The Secretary-Treasurer shall act as financial agent for the Chapter, for the receipt and disbursement of its funds. He or she shall keep all funds of the Chapter with such banks as may be prescribed by the Chapter Board of Directors. He or 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. The Secretary-Treasurer shall cause all vouchers or orders to be paid by the Chapter to be filed and properly reserved, and his or her books and papers shall, at all times, be open for inspection by the Chapter Board of Directors.

In addition to the foregoing the Chapter Board of Directors may, with the approval of a majority of the voting members, employ an Executive Director who need not be a member of the Chapter, at such fees and upon such terms as are approved by the Board of Directors. It shall be the duty of the Executive Director to attend all meetings of the members and the Chapter Board of Directors and make a record of all proceedings held at such meetings, and further to do and perform all other duties as the Chapter Board of Directors may from time to time determine.

If the Board of Directors so chooses, the Executive Director may contract out for professional services to fulfill some or all of the duties herein described. In such case, it is the responsibility of the Executive Director to monitor and remain responsible for all transactions, reports, tax filings and legal documents prepared by a contracted source(s), for accuracy, correctness and precision.

- 8.5 Associate Vice President:** The Associate Vice President shall be elected from among the Associate member firms in good standing. It is the duty and responsibility of the Associate Vice President to represent and communicate to the Board of Directors the interests of all Associate Members.
- 8.6 Executive Advisor:** The member serving in this position must be a PCA Portland Chapter past president. They may have served anytime in the history of the Chapter. The term of this position is for one year. The purpose of the position is to ensure that the Board of Directors, as it changes yearly, always has access to an experienced member and previous Chapter President to bring continuity, vision and consistency of the Chapter mission to the current Board. This person is a voting member of the Board of Directors.
- 8.7** A vacancy in the office of the Vice President or Secretary-Treasurer because of death, resignation, or removal shall be filled by the Board of Directors for the unexpired portion of the term.
- 8.8** Any officer elected by the members and any committee member may be removed by a majority vote of the Active Members at a regular or special meeting called for such purpose, whenever in the judgment of the members the best interests of this Chapter would be served thereby.
- 8.9** If any member of the Chapter Board of Directors 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 or she shall be considered as having resigned and the vacancy thus created shall be filled by the President or Acting President.

ARTICLE 9

ELECTIONS

- 9.1 The Board of Directors and the officers of this corporation shall be elected by a majority vote of the members at the first regular meeting in November of each year, or at a specially called meeting after the first of November, and shall hold office until their successors have been elected and qualified.
- 9.2 Nominating Procedure: The President shall appoint two Active Members to serve with the President as the Nominating Committee. The Nominating Committee shall present a slate of officers at the October meeting, or electronically, for vote at the November meeting, or vote by electronic transmission prior to the November meeting.

The Nominating Committee, prior to selecting a slate of officers, shall determine the eligibility of all nominees.

The President shall request at the October meeting nominations from the floor. Prior to the vote of the membership at the November meeting, or the vote by electronic transmission prior to the November meeting, it is the responsibility of the Nominating Committee to verify eligibility of all nominees.

Nominations from the floor can only be made by the authorized voting member of each Active Member firm. The Nominating Committee may also request that the presenter of each nominee come forward to the podium to formally submit nominations.

ARTICLE 10 COMMITTEES

- 10.1 There shall be standing permanent committees appointed by the President. Standing permanent committees shall be:
- a) Membership Committee
 - b) Programs and Education Committee
- At the January meeting of the Chapter President shall present his or her appointments for the standing committees.
- 10.2 The President may also appoint such other committees as may seem advisable for the successful conduct of the business of the corporation.
- 10.3 No committees 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 Board of Directors for action. The chapter Board of Directors shall thereupon take such action as may be appropriate or may refer the matter to a meeting of the Chapter for action.
- 10.4 It is the responsibility of each committee to report their committee activities to the membership at the monthly Chapter meetings.
- 10.5 Committees may be comprised of representatives of any Active Member firms, Associate Member firms or Affiliate Member firms. Honorary Members may also serve on committees.

ARTICLE 11 FEES, DUES AND ASSESSMENTS

- 11.1 The Board of Directors, with the approval of a majority vote of Active Members shall by resolution determine the amount of Chapter membership dues.
- 11.2 Each Active Member shall pay his or her pro rata share of any special assessment authorized or levied by a two-thirds (2/3) vote of the Board of Directors and approved by two-thirds (2/3) vote of the Active members at a regular or special meeting. Written notice of any proposed assessment must be given to each Active Member seven (7) days prior to the meeting. Active Members only shall be subject to any special assessment. The notices of such a meeting will indicate that a Special Assessment will be considered at that meeting. If a special assessment is thus approved, then the time and manner of its payment shall be fixed by the Board of Directors.
- 11.3 Any Active, Associate or Affiliate Member who is delinquent on dues for two or more quarters can have their membership, at the discretion of the Board of Directors, automatically terminated by a vote of the Board of Directors.
- 11.4 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. The Board of Directors may direct that such a member may continue to receive the Chapter services, but his or her right to cast a vote may be restored only upon payment of all monies due.
- 11.5 Honorary members shall be exempt from the further payment of any dues or assessments.
- 11.6 Any member of the Chapter who is in good standing may resign from membership by written resignation transmitted to the Secretary-Treasurer, providing he or she first makes payment of all dues and special assessments then due. His resignation shall be subject to acceptance by the Board of Directors to whom it shall be addressed. Upon the acceptance of his resignation, all of his interest in the funds and assets of the Chapter shall cease.

ARTICLE 12
ORDER OF BUSINESS

- 12.1 All meetings shall be conducted in accordance with Roberts Rules of Order, Revised, or as otherwise prescribed by the presiding officer as may then appear desirable for the prompt and efficient transaction of business.

ARTICLE 13
LABOR RELATIONS

- 13.1 It is understood that this Chapter does not represent any member for the purposes of labor relations with any Union, including negotiations.

ARTICLE 14
MISCELLANEOUS

- 14.1 The seal of this corporation and Chapter shall be shown by the impression on the margin hereof.

14.2 No salaries shall be paid to any officer or member of this Chapter.

14.3 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 in the ordinary course of business) without the written permission of Painting and Decorating Contractors of America Portland Chapter, dba Painting Contractors Association Portland Chapter.

14.4 In the event the Chapter loses membership for any reason so that it becomes inactive, any property or funds shall pass to Painting Contractors Association as Trustee of said property or funds pending reactivation of the Chapter.

14.5 No member of the Chapter is empowered to act on behalf of the Council to which the Chapter belongs, if any, or National PCA. Neither the Council or National PCA assumes or will be liable for the actions of any member or the Chapter.

ARTICLE 15 **AMENDMENTS**

15.1 These bylaws may be amended, altered, or repealed and new bylaws may be adopted by a two-thirds (2/3) vote at any regular or special meeting of the membership, held in person or virtually, where a quorum is present, or by electronic ballot. The proposed change shall be mailed to the last recorded address of each member or distributed electronically at least ten (10) days before the time of the meeting, which is to consider the change.

The undersigned Secretary of the corporation known as the Portland Chapter Painting and Decorating Contractors of America, Inc. dba Painting Contractors Association, Portland Chapter, does hereby certify that the above and foregoing bylaws were duly adopted by a two-thirds (2/3) vote of the regular members on FEBRUARY 1, 2021, and that they do now constitute the bylaws of said corporation.

ATTEST:

Signed: Secretary