



**PAINTING
CONTRACTORS**
ASSOCIATION

PCA
BYLAWS

MISSION STATEMENT

The Painting Contractors Association serves the coating and wall covering industry with standards, education, training, advocacy, and best practices essential to member success.

ARTICLE 1 | NAMING

The Name of this Association shall be "Painting Contractors Association" (PCA).

ARTICLE 2 | PURPOSES

2.1 The Purposes of PCA shall be:

- 2.1.A To enhance the advancement of the coating application industry by attempting to influence and direct the painting industry to favor members,
- 2.1.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,
- 2.1.C To provide services to members that cannot be obtained in small groups or individually,
- 2.1.D To seek out opportunities to establish strategic alliances and partnerships that can favorably impact the standing, status, and business opportunities of members,
- 2.1.E To be the voice of and for the coating application industry,
- 2.1.F To promulgate an attitude of ethical responsibility in business, and
- 2.1.G To be the premier education information organization for the paint and coatings industry.

ARTICLE 3 | MEMBERSHIP

- 3.1 Membership categories shall consist of Active, Affiliate, Associate, International, Honorary, 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 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 profession.

3.2 Active Members

- 3.2.A Any Company (hereinafter Contractor) engaged in the coating application industry in the United States or in Canada qualifies for PCA membership upon completion of a PCA membership application and the payment of one (1) full year's dues in advance. PCA Membership in PCA National includes all benefits offered by the Organization. All PCA members must be licensed, registered, and insured in compliance with the laws and regulations of the areas in which they conduct business. A fully paid active member is eligible and has the option to join any PCA Chapter, Council, or Forum (Commercial, Craftsman, and Residential) upon payment of the units' annual fees.
- 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 Chapter or Council. Local Affiliate members shall pay dues to respective Chapters, Councils, or Forums.

3.4 Associate Members

- 3.4.A Associate members shall consist of two (2) types: National Associate members and Local Associate members.
- 3.4.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. The PCA Board may direct the PCA Chair to request two (2) National Champion Associate member representatives to the PCA Board to each serve a staggered two (2) year term on the PCA Board with voting privileges. National Champion Companies shall pay PCA dues as determined by the PCA Board.
- 3.4.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 Chapter, Council. Local Associate members shall pay dues to respective Chapters, Councils, 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 Chapter and Council Boards.

- 3.5 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.
- 3.6 Honorary members shall be individuals recommended as such by current active members to the PCA Board of Directors for approval 30 days prior to the PCA Annual Corporate Meeting where the honor would be announced. Eligible nominees are either former active member 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 PCA Board of Directors for review. Honorary members shall not pay dues and will be entitled to all privileges as an active member but shall not be eligible to vote or hold office.
- 3.7 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 PCA Executive Director. Student members shall automatically be eligible for Chapter and Council membership in the local area where they attend an educational and/or training program. Chapters and Councils shall not charge dues to student members. Student members will not be **eligible to vote or hold office.**

ARTICLE 4 | **COUNCILS AND CHAPTERS**

4.1 Councils

- 4.1.A The PCA Board of Directors may permit Active and International members to establish a Council provided such Councils are chartered and operated in accordance with PCA Policy established by the PCA Board and these PCA Bylaws.
- 4.1.B Councils must meet minimum standards of operation as established by the PCA Board of Directors and in accordance with PCA Bylaws and PCA Policy.
- 4.1.C Council Bylaws and amendments must be approved by the PCA Board.
- 4.1.D Council membership categories must be the same as those of PCA National per PCA Bylaws Article 3.1 and may accept non-PCA members. Any non- PCA members will not have access to any PCA benefits including but not limited to officer positions, training, education, website activities, use of PCA logo, Find a Painter, any monetary discounts to PCA events or any other PCA member privileges available now or in the future.
- 4.1.E Council activities must be reported in accordance with PCA Policy.

- 4.1.F A Council must consist of a minimum of two Chapters with at least three (3) PCA members or at least ten (10) PCA members regardless of Chapter affiliation. Non-member PCA restrictions are the same as Councils.
- 4.1.G The PCA Board has the authority to revoke a Council's charter in the event that the Council fails to operate in accordance with these PCA Bylaws and PCA Policy.
- 4.1.H PCA shall not be responsible or liable for the payment of any Council obligation.
- 4.1.I Minimum standards do not apply to Union Councils.

4.2 Chapters

- 4.2.A Councils shall designate the boundaries of Chapters as venues for local member meetings and as delivery points for member services.
- 4.1.B Councils will be responsible for the organization, management, and operation and required financial reporting of Chapters in accordance with the provisions of these PCA Bylaws and PCA Policy.
- 4.1.C Neither PCA nor the Council shall be responsible or liable for the payment of any Chapter obligation.
- 4.1.D A Chapter must have a minimum of (3) Active members.
- 4.1.E The Council has the authority to revoke a Chapter Charter in the event that the Chapter fails to operate in accordance with the PCA Bylaws and Policy.
- 4.1.F An Active PCA member may belong to any Chapter the active member so designates.
- 4.1.G Minimum Standards do not apply to Union Chapters.

ARTICLE 5 | **SPECIAL INTEREST GROUPS (“FORUMS”)**

- 5.1 The PCA Board may create Forums to provide a venue for members with special interests to unite for common action. Each respective Forum Board shall establish Forum Bylaws and submit to the PCA Board for review. Final approval shall be made by each Forum Board respectively and in conjunction with the PCA Board and PCA Policy.
- 5.2 Each Forum may levy upon its membership dues as it deems necessary.
- 5.3 The PCA Board may dissolve a Forum which fails to operate in accordance with PCA Bylaws and PCA Policy.

- 5.4 Each Forum's membership can include Active and International members of the Association.
- 5.5 Forums may accept non PCA members subject to limitations as stated in PCA Bylaws and PCA Policy Appendix K.

ARTICLE 6 | **COMMITTEES**

- 6.1 There shall be (3) types of PCA Committees: Ad Hoc Committees, Governance Committees, and Operational Committees.
- 6.2 Ad Hoc Committees may be appointed by the PCA Chair for special purposes.
- 6.3 Governance Committees shall be appointed by the PCA Chair annually with the exception of Forums to assist the PCA Board and the PCA Association in benefiting all members in accordance with PCA Bylaws and PCA Policy.
- 6.4 Operational Committees shall be appointed by the PCA Executive Director annually in consultation with the PCA Chair. Operational Committees work on projects within the delegated authority of the PCA Executive Director and under the parameters of PCA Bylaws and PCA Policy.

ARTICLE 7 | **BOARD OF DIRECTORS**

- 7.1 Except as otherwise required by law or specifically provided in these PCA Bylaws, the PCA Board shall have full authority for establishing PCA Policy and for the supervision, control, and direction of the Association. The PCA Board shall be the final interpreter of the PCA Bylaws and PCA Policy and shall make such regulations as shall be necessary to carry out the aims and goals of the Association. The PCA Board shall determine any disputes or controversies between Councils, Forums, and other Association entities as well as any conflicts pertaining to PCA membership classifications or eligibility for membership.
- 7.2 **Active Member Directors**
 - 7.2.A.(1) Active members shall be nominated by the PCA Board Nominating and Recruitment Committee to serve on the PCA Board according to procedures defined in PCA Policy
 - 7.2.A.(2) Each PCA Board Member has the obligation and responsibility to represent the entire PCA membership and the Painting Industry without bias to Councils, Chapters, Forums and/or geographical areas.
 - 7.2.A.(3) Each PCA Director has the obligation and responsibility to comply and adhere to PCA Bylaws and PCA Policy.

- 7.2.B The Chair of the PCA Education Foundation shall be a permanent voting director of the PCA Board of Directors.
- 7.2.C The Immediate PCA Past Chair, who is an Active member, shall serve as a voting Director until the existing PCA Chair becomes the most immediate Past PCA Chair.
- 7.2.D National Associate members at dues levels below National Champions and non PCA members may acquire a two (2) year PCA Directorship with voting privileges due to knowledge and expertise of current and proposed PCA projects by annual appointment of the PCA Chair with PCA Board consent. Such appointees shall not be eligible for PCA Director positions nor travel reimbursements to PCA events.

7.3 Term of Office

- 7.2.A The term of office for PCA Contractor Directors shall be four (4) years. PCA Contractors may with mutual consent of both the expiring Director and the majority of the PCA Board serve an additional two (2) year term. New PCA Directors shall serve one year on the PCA Board prior to eligibility for PCA Board Officer positions.
- 7.2.B Directors shall be installed at the PCA Board meeting prior to the PCA Annual Corporate Meeting.
- 7.2.C In the event of a vacancy in a PCA Contractor Director position, the PCA Chair shall request the PCA Nominating and Recruitment Committee to seek and slate a replacement PCA Contractor candidate to fulfill the vacancy for approval and election by the PCA Board.
- 7.2.D The period of time a PCA Contractor Director is required to serve in completing an unexpired term of another PCA Director shall not be included in the calculation of the term limitations set forth in these PCA Bylaws.
- 7.2.E Previous PCA contractors whose PCA Board term has been completed may after a two (2) year sabbatical shall be eligible for the PCA Nominating and Recruitment Committee for consideration and recommendation to the PCA Board for an additional two year term with voting privileges.

7.4 Board Meetings

- 7.4.A The PCA Board shall convene concurrently with the PCA Annual Corporate Meeting in the city where such meeting is held or virtually should circumstances require. Other meetings of the PCA Board may be convened by the PCA Chair as deemed necessary.
- 7.4.B A majority PCA Board present shall constitute a voting quorum.
- 7.4.C PCA Director's travel expenses for required attendance at PCA Board Corporate Meetings and other PCA events may be reimbursed by request of a PCA Director in accordance with PCA Policy.

7.5 Director Removal

- 7.5.A As determined by the PCA Board, a PCA Director who is negligent of duty, exhibits improper conduct, or violates PCA Bylaws or PCA Policy may be removed from office by a three-fourth (3/4) vote of the PCA Board. 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 person or in writing if the vote is to be taken by mail or email.
- 7.5.B The PCA Board, in accordance with the procedures set forth in the Illinois Not for Profit Corporation Statute (805 ILCS 105/108.35), may petition a court of competent jurisdiction to remove the Director from office.

ARTICLE 8 | OFFICERS

- 8.1 The PCA officers shall consist of Chair, Vice-Chair, Treasurer, and Secretary. The PCA Executive Director shall perform the duties of the Secretary.
- 8.2 The PCA Officers, except for the PCA Secretary, shall be elected by the PCA Board from its membership. The election shall occur during the PCA Board meeting in conjunction with the PCA Annual Corporate Meeting with terms commencing at the conclusion of the PCA Annual Corporate Meeting.
- 8.3 The term of office for elected PCA Board Officers shall be limited to one (2) year term but may be re-elected for one (1) additional year should their Board term allow. Should any PCA Board Officer be unable to complete a full term for any reason, the PCA Board shall elect a replacement within their Board membership.

8.4 Officer Qualifications

- 8.4.A PCA Officers must be PCA Contractor members in good standing, except that the office of PCA Secretary shall be held by the PCA Executive Director.
- 8.4.B Candidates for PCA Board Officer(s) shall have served as a PCA Director for at least one (1) term. In the event any second and/or third term PCA Director who chooses to decline an Officer position, other current PCA Officers may hold dual Officer positions, as stated in PCA Policy with the exception that the PCA Chair shall not assume the dual position of PCA Vice Chair.

8.5 Duties of Office

8.5.A Chair

- 8.5.A.(1) The PCA Chair shall be the chief elected officer. The primary duties of the PCA Chair shall be to assure the integrity of the PCA Board process, periodically represent the PCA Association to outside parties, and preside at all meetings of the PCA Board and the membership. The PCA Chair shall be an ex-officio member of all Committees without a vote. The PCA Chair will serve as a voting Director of the PCA Education Foundation.
- 8.5.B.(2) The PCA Chair shall have the authority to fill all respective PCA Governance Committee Chairs annually and remove PCA Committee Chairs and members as described in PCA policy and provided herein.
- 8.5.C.(3) The PCA Chair shall perform such other duties as are usually performed by a presiding PCA Officer as further defined in PCA Policy.

8.5.B **Vice-Chair:** It shall be the duty of the PCA Vice-Chair to assist the PCA Chair in all duties assigned by the PCA Chair. If the PCA Chair is incapacitated or otherwise unable to serve, or if the office of the Chair shall become vacant, regardless of the reason, the PCA Vice-Chair shall assume the duties of the Chair for the remainder of the PCA Chair year. The PCA Vice Chair, if required, may also assume the PCA Treasurer position.

8.5.C **Treasurer:** It shall be the duty of the PCA Treasurer to inspect the financial planning, activities, and conditions to ensure compliance with PCA Policy. The PCA Treasurer shall provide a budget for consideration at the PCA Board meeting held not less than two (2) months prior to the beginning of the following calendar year. The PCA Treasurer if required may also assume the PCA Vice Chair position.

- 8.5.D **The PCA Secretary:** The PCA Executive Director shall serve as the Secretary of the Corporation known as “Painting Contractors Association”, but shall be exempt from the usual requirements of membership. The PCA Executive Director shall serve as an ex-officio member of the PCA Board without a vote. The PCA Executive Director/Secretary shall safely secure and maintain all PCA contracts, agreements, meeting minutes, corporate, Federal and State documents and all other pertinent information available now and in the future. Copies of which shall be available upon written request of PCA Members or PCA Directors.
- 8.5.E **The Immediate Past PCA Chair:** It shall be the duties of the Past Chair to assist the PCA Chair in all assigned duties as designated in PCA Policy.

ARTICLE 9 | **ANNUAL CORPORATE MEETING & SPECIAL MEETINGS**

- 9.1 The PCA Annual Corporate Meeting shall be held in conjunction with the PCA Annual Board of Directors Meeting. Chapters, Councils, or Forums shall not schedule conventions, major membership meetings, or events which conflict with the PCA Annual Corporate Meeting.
- 9.2 The purpose of the PCA Annual Corporate Meeting is to provide members with the opportunity to hear various PCA Committee and progress reports regarding member programs and the health and welfare of the PCA Association.

ARTICLE 10 | **RULES OF ORDER**

- 10.1 The meetings and deliberation of the Association, its PCA Board, and PCA 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 PCA Bylaws.

ARTICLE 11 | EMPLOYEES

- 11.1 The PCA Board shall employ a PCA Executive Director who shall be the Chief Executive Officer. The terms and conditions of employment shall be approved by the PCA Board and specified in an employment agreement.
- 11.2 The PCA Executive Director shall manage the affairs of the PCA Association in accordance with PCA Bylaws and PCA Policy, and shall employ and terminate members of the staff as necessary to carry out the work of the PCA Association. The PCA Executive Director shall establish salaries for staff, define duties, supervise performance, establish titles, and delegate operational responsibilities. The PCA Executive Director shall be an ex-officio member of all PCA Committees, without a vote.
- 11.3 The PCA Executive Director shall be employed or terminated by the affirmative vote of three-fourths (3/4) of the PCA Directors casting a vote, provided that a quorum is present.
- 11.4 Legal Counsel may be retained by the PCA Board. The Legal Counsel may report to the PCA Executive Director or PCA Board as circumstances require, with primary allegiance and responsibility to the PCA Board.
- 11.5 Auditors may be retained or terminated by the PCA Board.

ARTICLE 12 | DUES

- 12.1 The authority and responsibility to collect National dues rests with the PCA Association. Chapters, Councils, and Forums will bill and collect fees as determined by their subsidiary PCA Board and in accordance with PCA Policy.
- 12.2 It shall be the duty of Chapters, Councils, and Forums to inform the Association of current dues levels.
- 12.3 PCA Membership dues for all National and Associate Members shall be established by the PCA Board.
- 12.4 Votes to adjust the dues shall be by a three-fourths (3/4) affirmative vote of the Active PCA Board members casting a vote, provided that a quorum is present.
 - 12.4.A Dues adjustments shall only be considered every two (2) years.
- 12.5 Dues shall be payable in the currency of the United States of America.
- 12.6 Non-payment of dues shall be cause for termination of PCA membership.
- 12.7 PCA National Office shall pass through monies to Chapters, Councils, and Forums quarterly. If monies owed are more than one hundred dollars (\$100.00), then checks will be issued monthly.

ARTICLE 13 | **GENERAL MATTERS CONCERNING BYLAWS**

- 13.1** These PCA Bylaws and any amendments thereto shall be binding upon all PCA members and Association entities.
- 13.2** The provisions of these PCA Bylaws shall prevail in the event of a conflict between these PCA Bylaws and the Bylaws or Policy of any Chapter, Council, or Forum.
- 13.3** PCA Bylaw Amendment Procedure. Amendments to these PCA Bylaws may be submitted to the PCA Board by an active PCA Governing Documents Committee, or by a PCA Board member, and may be adopted by a vote of the PCA Board of Directors, in accordance with the procedures described in this Section and PCA Policy.
- 13.4** The Governing Documents Committee (GDC). Amendments proposed by an Active GDC shall be sent to the PCA Secretary/Executive Director using PCA Policy Form Appendix H and to the PCA Board for their consideration and action.
- 13.4.A Board Members. PCA Board members must submit amendments in writing which must be seconded in writing by (2) other PCA Board members. Written amendments shall be transmitted to the PCA Secretary/Executive Director using PCA Policy Form Appendix H who shall send proposed amendments to an Active GDC for their recommendation and the PCA Board for further action.
- 14.3.B Voting. The PCA Board of Directors will vote on all amendments properly submitted in accordance with the procedures set forth in this section by an PCA Active GDC, and PCA Board members. They may adopt an amendment by a three-fourths (3/4) vote of the PCA Directors taken at any regular or special meeting, held in person or virtually when a quorum is present or by mail or email ballot by a three-fourth vote of the PCA Directors.
- 13.5** All notices, as described herein, shall be transmitted to the membership by either electronic or regular mail as determined by the PCA Board.

ARTICLE 14 | **MEMBERSHIP CONDUCT**

- 14.1** PCA Members shall conduct themselves in accordance with the terms and conditions of PCA Association Bylaws and Policy, the Federal and State antitrust laws, all other relevant State, Federal and Local laws, and the PCA Code of Ethics. The PCA Board 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 15 | INDEMNIFICATION

- 15.1** The PCA Association shall indemnify any PCA 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 PCA Director, Committee member, or employee except in relation to matters as to which the PCA 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 PCA Director, Committee member, or employee may be entitled, under any PCA Bylaw, agreement, and vote of the PCA Board.