

**Bylaws of
Central Arizona Chapter Number One
Painting and Decorating Contractors of America, Inc.
dba Arizona Council**

ARTICLE I

Names and Offices

1.1 The name of this association shall be:
CENTRAL ARIZONA CHAPTER NUMBER ONE,
PAINTING AND DECORATING CONTRACTORS OF
AMERICA, INC. DBA ARIZONA COUNCIL

1.2 The association shall maintain its principal
offices in the State of Arizona.

ARTICLE II

Purposes

2.1 The purposes for which this association is
formed, are 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 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.

ARTICLE III

Membership

3.1 Membership in the association shall consist of
Active, Honorary Associate Members and Affiliate
Members.

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

Contractors shall be licensed, where required by
law.

(b) The term painting and decorating industry, as
used herein, includes the services of painting,
decorating, sign writing, paperhanging, the
application of all 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
waterproofing coatings, for decorative and
protective purposes. It shall also include all
prefatory work, incidental to the proceeding
designated services, including the erection, taping
and surfacing of drywall surfaces.

(c) Honorary membership may be conferred upon
former active members hereof, who were active
in the Association and who have retired from all
active painting and decorating business, 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.

(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 are those that are not
material manufacturers or those that do not have
multiple sales outlets in the Central Arizona area,
and are those that are dealers, jobbers,
distributors or a contractors' service organization.

3.2 Applications for members shall be in writing in
such form as the Executive Board may, from time
to time, determine. Applications shall be directed
to the Secretary-Treasurer and shall be
accompanied by a check to pay all membership
fees as may then be required.

3.3 The Executive Director shall promptly present
such application for membership to the board.

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3.4 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.

3.5 Membership in the Association shall not constitute an assignment of bargaining rights by the member to the Association. Labor representation of a member by the Association shall result only from specific written authorization by a member to the Association (detailed below).

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. 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 Honorary, Associate and Affiliate Members shall have voting rights in committee and all other matters, except budget, elections and bylaws.

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 Association.

5.2 Any member, who knowingly violates any of these bylaws or any duly-promulgated rule or regulation of the Association, 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. The members, so charged, shall be given the opportunity to disprove the 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 Membership in this Association shall not be transferable or assignable. The exchange of membership in the Association for membership in any Association, which may result from a merger or consolidation of the Association with one or more, other Associations shall not be deemed a transfer for assignment.

ARTICLE VI

Membership Dues

6.1 The Executive Board, with the approval of a majority vote of the Active Members, shall determine the amount of membership dues.

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 Association. The Executive Board may direct that such member may continue to receive the Association services, but his right to cast a vote may be restored, only upon payment of all monies due.

6.3 Each Active Member shall pay his pro-rata share of any Special Assessment authorized or levied by a two-thirds vote of the Executive Board, and approved by a two-thirds vote of the Active Members of the Association at a regular or special meeting. The notices of such a meeting will indicate that a special meeting 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

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Executive Board. Active Members only shall be subject to any Special Assessment.

6.4 Any member of the Association, who is in good standing may resign from membership by written resignation transmitted to the Executive Director, providing, he first makes payment of all dues and special assessments then due from him.

ARTICLE VII

Meetings

7.1 The Annual Meeting of the members shall be held on the Second Tuesday in November, in each year for the purpose of electing officers and members of the Executive Board, and for such other matters as any come before the meeting.

7.2 Regular meetings of the member of the Association may be on the Second Tuesday of each month.

7.3 Special meetings of the members may be called at any time by the President, or upon the written demand of any five (5) Active Members of the Association in good standing.

7.4 Written or printed notice of the place and hour, as fixed by the Executive Board, of any special meeting shall be mailed or delivered personally, to each member, not less than ten (10) days before the date of such meeting, by the Secretary.

7.5 Not less than five (5) or one-third (1/3) of the Active Members, in attendance at a meeting and entitled to a vote, shall constitute a quorum.

ARTICLE VIII

Executive Board

8.1 The affairs of this Association shall be managed by its Executive Board.

8.2 The Executive Board shall consist of the duly-elected officers.

8.3 Special meetings of the Executive Board may be called at any time by the President, or upon the written demand of any two (2) members of the Executive Board.

8.4 Written or printed notice of the place, day and hour of the meetings, as established by the Executive Board, shall be mailed or delivered to the members thereof, at least three (3) days prior to the date such meetings to be held.

8.5 The Executive Board shall have power and authority to recommend rules and regulations to supplement these bylaws, to be approved by the majority of the Active Members entitled to a vote at a regularly scheduled meeting of the Active Membership.

8.6 Any vacancy in the elective members of the 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.

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

8.8 Each immediate Past President shall serve as a member of the Executive Board for an additional period, equal, to the term of office of his successor. During this term, he shall have the same voting rights and privileges as any duly- elected member of the Executive Board. In the event both the President and the President-

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elect are absent from a meeting, the Past President shall preside.

ARTICLE IX

Officers

9.1 The officers shall consist of a President, President-Elect, Vice President, Secretary-Treasurer, and four (4) Directors, each of whom shall be an Active Member in good standing, and one Associate Member to be an advisory Member, each, who shall be elected at the Annual Meeting of the members. Their terms of office shall be for one year, commencing when installed, succeeding the Annual Meeting, at which the election has been held, or until their successors are elected and have qualified, installation shall be as soon as practicable, but in no instance later than ninety (90) days after election. No officer shall be eligible for reelection to the same position nor shall any officer or director hold two elected positions at the same time.

9.2 It shall be the duty of the President to exercise general supervision over all the affairs of the Association. The several officers and the Chairman of the various committees shall be responsible to him for the proper and faithful discharge of their general duties, and shall make reports to him, touching the business of the Association under their charge, as he may, from time to time, require. He shall execute all bonds, contracts (except for the collective bargaining agreements to be executed by the Labor Relations' Committee) or other instruments required to be made or executed on behalf of this Association. The president shall preside at all meetings of the Executive Board, and shall consult with the Executive Board on all committee appointments.

9.3 It shall be the duty of the President-elect to perform the duties of the President in his

absence, or when for other reasons, he is unable to act. In the event of the death, resignation, removal or permanent disability of the President, he shall immediately precede to the office of the President.

9.4 In the absence of the Executive Director, as hereinafter provided for, the Secretary-Treasurer shall attend all meetings of the members and the Executive Board. He shall keep a true and fair record of the proceedings of the meetings of the members and of the Executive Board, in one or more books provided for that purpose and see that all notices required thereunder, are served in accordance with the provisions of these bylaws. The Executive Director shall send a statement to each member of all fees and monies due the Association, and shall receive all monies paid to the Association for transmittal to the Treasurer.

9.5 The Secretary-Treasurer shall act as the financial agent for the Association, for the receipt and disbursement of its funds. He shall keep all funds of the Association with such banks as may be prescribed by the Executive Board. He shall make reports, in writing, at least one annually, of the financial condition of the Association, and shall cause to be prepared and filed any and all reports required by law. The Secretary-Treasurer shall cause all vouchers or orders paid by the Association to be filed and properly preserved, and his books and papers shall, at all times be open for inspection by the Executive Board. The Secretary-Treasurer shall familiarize himself with the operation of the office, in the event of the Executive Director's absence, the Secretary-Treasurer shall be prepared to assume the activities of the Executive Director during that absence.

9.6 A vacancy in the office of the President-elect, Vice President or Secretary-Treasurer, because of death, resignation, or removal shall be filled by the Executive Board for the unexpired portion of

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the term.

9.7 Any officer elected by the members and any Committee may be removed by the majority vote of the Active members, at a regular or a special meeting, called for such purpose, whenever in the judgment of the members, the best interests of the Association would be served thereby.

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

9.9 All expenditures on behalf of the Association, or not of the Association's funds, approved by the Executive Board, shall be in the form of a check or withdrawal order drawn and issued in the name of the Association, bearing the signature of any two of the officers of the Association: the President, the President-elect, the Vice President, the Secretary-Treasurer, or the Executive Director.

9.10 If any member of the 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, he 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 standing permanent committees appointed by the President. Standing permanent committees may be:

- (a) Membership Committee;
- (b) Programs Committee;

- (c) Technical Committee;
- (d) Events Committee; and,
- (e) Community Committee;

10.2 At a regular meeting of the Association, the President shall present his appointments for the standing committees.

10.3 At the close of each year, the President, with the approval of the Executive Board, shall appoint an auditing committee composed of three members to review the financial records of the Association, for the immediate past year. A report of their findings, with any recommendations, shall be made to the membership within seventy-five (75) days after the close of said year. The Executive Board or the Membership of the Association may provide for other and special committees.

10.4 No committee shall be empowered to take any action or publish any fact or opinion on behalf of the Association. All committees shall make reports of all matters considered by them; and shall transmit the reports to the Executive Board for action.

ARTICLE XI

Labor Relations

11.1 It is understood that the Association does not represent any member for the purpose of labor relations, including negotiations, unless authorization in writing on a form provided by the Association is submitted to the Labor Representation Committee of the Association, (a sample form is attached hereto) Such written authorization shall remain in effect and shall bind such member (hereinafter referred to as "Labor Member") until such time as it is revoked in writing by said Labor Member. No revocation will be effective, once negotiating for new collective bargaining agreement has commenced (proposals are exchanged). It is the responsibility of the Labor Member to immediately transmit a copy of the authorization

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or revocation to the appropriate union or unions.

11.2 All Association labor representation of Labor Members shall be through a "Labor Representation Committee." The Labor Representation Committee shall consist of three members and one alternate member, selected as hereinafter set forth. At a regular meeting of the Active Membership, four members shall be elected (with the alternate member designated) from the Active Labor Members of the Association by a majority vote of the Labor Members present. It shall be the duty of such committee to act on behalf of the Labor Members in the negotiation of fair and impartial collective bargaining agreements to which employees of the Labor Members belong. The committee shall have full power and authority to:

- (a) Negotiate collective bargaining agreement for the Labor Members, with the approval or ratification of the Labor Members of the Association, and
- (b) Execute on behalf of the Labor Members collective bargaining agreements entered into accordance with these bylaws.

ARTICLE XII

Trust Funds

12.1 The Labor Representation Committee shall appoint Labor Members as trustees to represent the Labor Membership of the Association, on Trust Funds administered jointly by management and labor.

12.2 The Labor Representation Committee shall appoint Labor Members on all Joint-Trade Boards, Joint-Apprenticeship Committees and any other joint committee or board, established between the union and Labor Representation Committee.

12.3 The Labor Representation Committee shall appoint trustees to govern the industry

promotional fund, if any.

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 Association. 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.