



**PAINTING
CONTRACTORS**
ASSOCIATION

PCA
POLICIES

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.

All references here in to the term Painting and Decorating Contractors of America (PDCA) shall also include and apply to the term Painting Contractors Association (PCA).

PURPOSES

To enhance the advancement of the coating application industry by attempting to influence and direct the painting decorating market place to favor members.

To provide a conduit of communication between those involved in the coating application industry by focusing on organizational unity and clarity of purposes in representing the collective interests of the membership.

To provide services to members that cannot be obtained in small groups or individually, by seeking out opportunities to establish strategic alliances and partnerships that can favorably impact the standing, status, and business opportunities of members.

To be the voice of the coating application industry.

To promulgate an attitude of ethical responsibility in business.

To be the premier education information organization for the paint and coatings industry.

INTRODUCTION

The governance of PCA consist of Bylaws and Policy. Together, these documents stipulate why the Association exists, as well as the expectations and obligations of members, leaders, and /or operations. PCA Policy is built on creating accountability as defined throughout Bylaws and Policy.

Section I Objectives

1. **PCA is the voice of the industry, representing the painting industry to construction professionals, end-users and the public at large.**
2. **PCA evaluates the painting profession through adherence to a code of education, training and certification to the community.**
3. **PCA promotes the painting profession, and in particular its individual members, through public relations, advocacy and marketing of its brand.**
4. **PCA leads the way for the future of the profession by:**
 - A. Consistently identifying and developing new leadership;
 - B. Developing programs and materials directed at encouraging entrants into the trade.
5. **PCA provides a method of governance that best represents its members without regard to a particular geographical area or market segment. It employs Policies, Bylaws, and Procedures that are easy to understand and implement. It allows collaboration, respects rules, acknowledges varying leadership styles and is prudent in use of resources.**

Section II Governance Process

1. **Governance Commitment**
 - A. Broad responsibilities of the BOD shall be:
 - i. Accountable for organizational performance
 - ii. Maintain two way communication between the BOD and the Executive Director, the members and related industry
 - iii. Hire, monitor and terminate the Executive Director, Legal Counsel and External Auditor
 - iv. Create and oversee BOD committees to assist it in executing its objectives
 - B. Broad responsibilities of the Executive Director shall be:
 - i. Accountable for the operational performance
 - ii. Maintain transparent and timely communication with the BOD
 - iii. Responsible for the financial management and asset allocation of the organization
 - iv. Maintain two-way communication between the Executive Director and the members, associate members, related industry and government regulatory agencies
 - v. Align, develop and maintain programs and services to execute the BOD's objectives and policies
 - vi. Hire, manage and terminate staff and consultants, excluding Legal Counsel and the External Auditor
2. **Board of Directors Election Procedure**
 - A. National Nominating and Recruitment Committee
 - i. Committee Job Products and Responsibilities:
 - a. *Director Nominations*

- b. *Announcement seeking interested Director Candidates, must notify all Councils, Forums, and National Members.*
 - c. *Qualify the candidates based on PCA National and Unit leadership experience, and other outside leadership experience and industry knowledge and experience. Identify specific skill sets based on current BOD needs*
 - d. *Interview and select candidates with consideration to be given to prior leadership training experience and business diversity (i.e. residential, commercial etc.)*
 - e. *Submit the appropriate number of candidates to the BOD for approval based on available openings*
- ii. Prospective Director Orientation
 - a. *Oversee creation of and distribution of appropriate orientation materials prior to nominations in order for nominee to understand the requirements of Directors.*
 - b. *Require acceptance of commitment from nominees for a minimum two year term.*
 - c. *Board of Directors Nominating and Recruitment Committee to solicit and form an associate group consisting of Director qualified active members desiring to become a Director.*
 - iii. Director Nomination Timeline
 - a. *May 1—Appointment of National Nominating and Recruitment Committee.*
 - b. *November 1—Announcement of Board Vacancies to Membership, Councils, and Forums of a 30 day period to obtain info to acquire forms required and returned to National to be considered for Board Membership.*
 - c. *December 1—Committee Evaluation Process begins with evaluation of member nominations and other possible candidates known to the Committee and that meet the nominee qualifications.*
 - d. *January 1—Nominating Committee to submit slate of nominees to the BOD who will consider the candidate(s) and by majority vote determine the new Director(s).*
 - e. *February 2—Election results announced to PCA membership.*

3. Board of Directors' Job Description

- A. Duly elected Board Members are responsible to ensure PCA's overall performance in accord with its Policies, Bylaws, objectives, and Code of Ethics. Specifically, the BOD shall:
 - i. With a $\frac{3}{4}$ affirmative vote of a quorum of Board members present hire or fire an Executive Director to manage the day-to-day affairs of the organization;
 - ii. Define the role of the Executive Director;
 - iii. Draft Policies in the best interest of membership, providing a framework for decision-making, self-monitoring, and operational oversight—specifically, that of the Executive Director.

4. Directors' Code of Conduct

- A. Directors, as representing the membership, shall conduct themselves in a professional, business-like manner, upholding the Association's Code of Ethics, Bylaws, and Policy governing at all times for the good of the whole. In particular, Directors shall:
 - i. Act without partiality toward any Council, Chapter, Forum, staff member, or other Organizations;

- ii. Avoid conflicts of interest—including even the appearance of the conflict of interest;
- iii. Not abuse their individual authority by exercising or attempting to exercise it over any person(s) or entity/entities part of or associated with PCA—including the Executive Director and their staff, using it to obtain employment for themselves or others, or speak on behalf of the BOD without BOD authorization;
- iv. Not receive compensation, direct or indirect, other than BOD approval;
- v. Keep confidential matters confidential, specifically in regards to Executive Sessions;
- vi. Be properly prepared for Board meetings;
- vii. Faithfully attend all Board Meetings, notifying the Chair of an anticipated absence;
- viii. Support and respect the office of the Chair;
- ix. Comply with the Association’s Anti-Trust Policy Statement;
- x. Comply and promote the Association’s public image and credibility.

5. Agenda Planning

To accomplish its efforts with a governance style consistent with Policies, the BOD shall follow an agenda which continually improves the Association’s Governance process and Operational performance through education and enriched input and deliberation.

- A. All BOD meetings will focus on defining and or redefining goals, including prioritization, objective decision making methods, and reviewing the Association’s overall progress and projected activity regarding the mission and goals.
 - i. Consultations, meetings and contact with selected groups in the membership, or other methods of gaining membership input, may be determined by the Chair.
 - ii. Governance education, and education related to goal development and revisions from outside the membership (e.g. presentations by futurists, demographers, advocacy groups, etc.), may be arranged by the Chair.
- B. Members from Association entities including, but not limited to, Councils, Chapters, and Forums may prepare a brief report to share activities by using a BOD established format. Association entity reports shall become part of the BOD meeting minutes.
- C. Specific meeting agendas generally may follow the format below where all agenda items will be classified according to the intended Policy outcome:
 - i. Call to Order
 - ii. Reading the Anti-Trust Policy Statement
 - iii. Approval of the Agenda
 - iv. Executive Directors Operational Consent Agenda
 - v. Board Consent Agenda
 - a. *Approval of Board & Committee Minutes*
 - b. *Receipt of written Committee & Council Forum Reports*
 - c. *Receipt of any other pertinent reports or communications*
 - vi. Action Items
 - vii. Board and Executive Director Self-assessment
 - viii. Good of the Order
 - ix. Adjournment

6. Officers' Roles

- A. The Officers serve as informed agents of the BOD. Accordingly, Officers shall:
- i. Gather, research and review information and present problems and proposals to the BOD for a decision.
 - ii. Determine when operational issues and problems become significant to warrant BOD notification.
 - iii. Communicate and keep BOD informed of the actions of Officers.
 - iv. Officers have no decision making powers. All proposed decisions shall be presented to the BOD for approval.
 - v. Function in the responsibilities as outlined below,
- B. Chair's Role -The Chair shall be the presiding elected officer of the Association. The Chair assures the integrity of the Association's governance and particularly the BOD processes and, secondarily, represents the BOD to outside parties.
- i. The responsibility of the Chair is to ensure that the BOD functions consistently with Bylaws, Policy, and any regulatory or related statutes. Accordingly, the Chair shall:
 - a. *Ensure meeting discussion content be only those issues, which, according to Policy, clearly belong to the Directors to decide, not the Executive Director.*
 - b. *Ensure fair, open, timely, and thorough deliberation.*
 - c. *Report to the BOD matters of interest, which may require notice and consideration.*
 - d. *Be the primary liaison between members and the BOD.*
 - ii. The authority of the Chair consists in making decisions that fall within topics covered by Policies, with the exception of where the BOD specifically delegates portions of authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies with the stipulation that the BOD is the final interpreter of all Policy. Accordingly, the Chair:
 - a. *Shall be empowered to preside at BOD and all Association meetings with the commonly accepted power of a "Chair" position (e.g. ruling, recognizing).*
 - b. *May use discretion to grant opportunity at meetings for the presentation of reports not submitted according to governance procedures or may allow supplemental information necessary to augment written reports.*
 - c. *Has no authority to make decisions regarding Policies created by the BOD unless otherwise directed by BOD.*
 - d. *May direct the Executive Director if authorized by the BOD.*
 - e. *May represent the BOD and members to outside parties in announcing BOD-stated positions and Chair decisions and interpretations within the area delegated to the Chair.*
 - f. *May delegate portions of the Chair's authority as necessary to fulfill the Chair's role.*
 - g. *Shall appoint liaison representatives, Ad Hoc Committees, Governance Committees, and respective Committee Chairs.*
 - h. *Shall have full supervisory authority for all Governance Committees conducting activities.*
 - i. *Shall have the privilege to participate in all Association Committees.*
 - j. *Shall fill Committee vacancies and remove Committee Chairs or members except as otherwise provided herein. The Chair should have the Committee's in place within 30 days of the Annual Members' Meeting.*
 - k. *Shall appoint a Committee, subject to BOD approval, to conduct an Executive Director search, negotiate employment terms and present recommendations for BOD approval.*

- l. *Shall appoint a Committee, subject to BOD approval, to negotiate contract terms of the Association's Legal Counsel and present recommendations for BOD consideration.*
 - m. *May call Special Member meetings.*
 - n. *Shall perform ceremonial Association duties of the presiding officer position (i.e. conducting the Officer and Director pledges; administering the annual member's awards presentation; etc.).*
 - o. *Shall have such powers additional to the foregoing, as the BOD may designate such as the necessity of obtaining additional experience, knowledge, and/or expertise to further the goals, mission and projects of the Association. If deemed required, the Chair may appoint up to two (2) Directors to each serve a two (2) term with voting privileges as similar to the Associate Board Director Position based upon the majority approval of the BOD.*
- C. Vice Chair's Role- Vice Chair shall assist in all duties assigned by the Chair. If the Chair is incapacitated or otherwise unable to serve, or if the office of the Chair position shall become vacant, regardless of the reason, the Vice Chair shall assume the duties for the Chair.
- i. The responsibility of the Vice Chair shall be to assist the Chair in the governance process and foster alignment and compliance in all matters related to the Bylaws and Policy. Accordingly, the Vice Chair shall:
 - a. *Serve as the BOD liaison on the Governing Documents Committee.*
 - b. *Serve as the Officer liaison to members, staff, Directors, and Association entity executives in matters related to Bylaws and Policy.*
 - c. *Ensure that alignment matters are presented to the BOD and notices distributed to appropriate parties in a timely and equitable fashion.*
 - ii. The authority of the Vice Chair consists in accepting and verifying information and/or reports regarding Bylaw and Policy alignment; said information and/or reports shall be summarized and submitted to the BOD in a timely fashion for consideration and action. Accordingly, the Vice Chair:
 - a. *Shall ensure that each submittal or incident is addressed, acknowledged, and distributed to the BOD for consideration in a timely and equitable fashion.*
 - b. *May make recommendations to the BOD regarding member to member or member to Association entity (Councils, Forums, Chapters and Committees) issues unless otherwise provided herein.*
 - c. *May make recommendations to the BOD regarding Director to Director or Director to member or Association entity issues unless otherwise provided herein.*
 - d. *Has no authority to render decisions or determine the outcome of any alignment issues.*
 - e. *Has no authority to discipline or sanction any member, member entity, and Director, Officer, or Association entity executive unless otherwise directed by the BOD.*
 - f. *Shall have such other powers and perform such other duties as the Chair or the BOD may from time to time designate.*
- D. Treasurer's Role- Treasurer shall monitor the care and custody of the Association's financial management.
- i. The responsibilities of the Treasurer is to ensure that the financial management of the Association is well maintained, in compliance with regulatory rules, transparent, and clearly understandable to the BOD and members. Accordingly, the Treasurer shall:

- a. *Submit an annual report of the Association's income and expenditures for membership review at the Annual Members Meeting.*
 - b. *Submit a review of the Association's income and expenditures for Director Consideration before each BOD meeting and as provided herein.*
 - c. *Serve as the Finance Committee Chair that includes responsibility for PCA investments.*
 - d. *Present a budget for BOD consideration prior to the convention BOD meeting, or in any event, not less than two (2) months prior to the beginning of the following fiscal year.*
 - e. *Make financial information available to any Director for inspection upon request.*
 - f. *Notify the BOD of any financial matter that may require timely consideration or action*
- ii. The authority of the Treasurer consists in monitoring the financial management and being accountable to the membership and BOD in all matters pertaining to the Association's financial management. Accordingly, the Treasurer shall:
- a. *Be responsible for disbursements and sign vouchers as provided herein.*
 - b. *Develop a non-deficit budget for the following fiscal year.*
 - c. *Ensure Bylaws, Policy, and governmental compliance with all financial matters.*
 - d. *Ensure fiscal conservatism, and reliable transparent accounting procedures with all financial matters.*
 - e. *Ensure that the Association's financial management is subject to BOD control at all times.*
 - f. *Shall have such other powers and perform such other duties as the Chair or BOD may from time to time designate.*

7. Board of Directors' Committee Principles

BOD Committees are Governance Committees which may be assigned so as to reinforce the wholeness of the BOD purpose in fulfilling the Association's mission and goals and to not interfere with delegation from the BOD to the Executive Director. Accordingly:

- A. BOD Committees are to help the BOD attain its objectives and goals, not to help or advise the staff. Committees will normally not have direct dealings with current staff operations.
- B. BOD Committees may not speak or act for the BOD except when formally given such authority for specific and time-limited purposes.
- C. BOD Committees shall not exercise authority over the Executive Director or staff. The Executive Director works for the full BOD and the Executive Director may not be required to obtain approval of a Committee before an operational action, with the exception of instances beyond the authority of the Executive Director as defined in Bylaws and Policy. The Executive Director may request an exception to the Governance Committee which shall make a recommendation to the BOD.
- D. Committee Chairs shall receive notice of and may be entitled to be present at all BOD meetings. If a Committee Chair is required to attend such meetings, travel expenses may be reimbursed per BOD approval.
- E. Committee Chairs shall expend all effort to submit reports in written form on Committee actions to the headquarters office two (2) weeks prior to BOD meetings.
- F. The BOD may establish BOD Committees in conjunction with the formally established Executive Director Operational Committees.

8. Board of Directors' Committee Structure

A Committee is a BOD Committee only if its existence and charge come from the BOD, regardless of whether Directors sit on that Committee. Committees shall consist of a minimum of three persons. Unless otherwise stated, a Committee ceases to exist as soon as its task is complete.

The following types of BOD Committees, as outlined in Bylaws, shall exist:

- A. Ad hoc Committees. The Chair may appoint ad hoc Committees (or a task force) for special purposes.
- B. Governance Committees. Governance Committees shall report to the Board of Directors and are appointed by the Chair. The Chair of each Governance Committee shall submit a written report of Committee activities to the Board of Directors. These reports shall include any recommendations and if such recommendations require the expenditure of funds, the approximate amounts shall be stated. Committee reports become part of the Board of Directors meeting minutes.
 - i. Governance Committee
 - a. *Membership: Governance Committee will include the work and product of the Policy Compliance, Credentialing, Issue Resolution, Public Resolution and Governing Document Committees complying with Policy 2.8.2. Finance and Office Nominating Committees will remain the same as per Policy 2.8B & C*
 - b. *The PCA Board of Directors Chair will appoint the following Committee members:*
 - (i) *A past Board of Directors Chair as Committee Chair*
 - (ii) *Two (2) current Board Directors and three (3) active non Board members*
 - ii. Finance Committee
 - a. *Membership: The Treasurer, two Board Directors and two active (non-Board of Directors) members. The Treasurer shall Chair the Finance Committee.*
 - b. *Job Products:*
 - (i) *Document and follow written procedures that provide financial status for Board of Directors Review.*
 - (ii) *Assist and advise the Board of Directors on any matter having to do with the financial activities of the Association.*
 - (iii) *Review and modify as necessary the proposed budget developed by the Executive Director and staff, as defined in Policy 2.10.*
 - (iv) *Examine the proposed operating budget for overall Policy compliance and in particular with Policy 4.4.*
 - (v) *Submit a budget to the Board of Directors for consideration.*
 - (vi) *The Treasurer and the two (2) board Directors shall conduct direct inspection monitoring as determined in Appendix F with finance-related policies 4.5 and 4.6.*
 - (vii) *Negotiate contract terms of the Association's external auditor and present recommendations for Board of Directors consideration.*
 - (viii) *Monitor Association investments including regulatory and Investment Policy compliance.*
 - (ix) *Recommend Investment Policy development and revisions to the Board of Directors.*

iii. Officers' Nominating Committee

- a. *Members of the Board shall elect Officer positions within their membership to serve a minimum of two (2) consecutive one (1) year terms.*

iv. Governing Documents Committee

- a. *Membership: Five (5) active members, no more than two (2) of whom are Directors, and the Vice Chair as Liaison (see Policy 2.6.3.A.ii.)*
b. *Job Products:*

- (i) *Receive proposed Bylaws/Policy changes as allowed by Bylaws and Policy; research the need for and implications of such changes. Proposed Policy changes or revisions shall only be considered by the Governing Documents Committee when submitted in the proper form (Appendix H). Bylaw development or revisions shall only be considered by the Governing Documents Committee when the submission is received forty-five (45) days prior to the Annual Members' Meeting and is in compliance with the proper form (Appendix H).*
- (ii) *Review current Bylaws/Policy and propose changes if deemed appropriate.*
- (iii) *Draft and submit proposed Bylaws/Policy amendments that the Governing Documents Committee has deemed necessary, and in the proper form (Appendix H).*
- (iv) *Submit with a recommendation all properly received proposed Bylaws amendments to the membership no less than fourteen (14) days prior to the date of the Annual Members' or Special Meeting where the amendments will be considered.*
- (v) *Submit with a recommendation all received proposed Policy changes to the Board of Directors for consideration and adoption.*

9. Council, Chapter and Forum Relations

- A. All Association entities including, but not limited to, Councils, Chapters and Forums shall provide attestation to good not-for-profit organizational practices on an annual basis by completing the Operation Information Update (Appendix I) and delivering the completed form to headquarters by an established date with ninety (90) days prior notice.
- B. PCA is committed to providing and supporting programs and services that meet the needs of members. Therefore, the Board of Directors has established General Forum Policy as outlined in Appendix K.
- C. Minimum standards of Chapters:
- i. Four (4) meetings a year, which includes an annual meeting. The annual meeting would have an agenda, minutes or report, financial report, election and installation of officers. Any time the members get together, it can be called a meeting, i.e. golf outings, charity projects, holiday parties, seminars, business meetings, etc.
- ii. File the appropriate IRS 990 form yearly.
- iii. Complete and submit the Operation Information Update form.
- iv. Have at least one associate member.
- D. The order of procedures for working with a non-responsive or non-compliant Chapter would be as follows:
- i. The Council should send a letter, outlining the items necessary to remain in compliance to the Chapter Officers requesting a meeting with Council BOD to determine whether or not to suspend the Chapter Charter.

- ii. Should the Chapter be suspended, the Council will notify all Chapter Members to cease payment of Chapter dues to Council.
 - iii. The Council will collect and place in an escrow account the Chapter treasury for a period of two (2) years or until its Chapter can be reorganized. If not reorganized, escrow funds will be distributed according to non-profit regulations such as the PCA Education Foundation.
- E. Minimum standards for a Council:
- i. Have a minimum of one annual meeting – at least the annual business meeting. The annual meeting would have an agenda, minutes or report, financial report, election and installation of officers.
 - ii. File the appropriate IRS 990 form yearly.
 - iii. Complete and submit the Operation Information Update form.
 - iv. Oversee and manage its Chapters.
- F. The order of procedure for working with a non-compliant Council would be as follows:
- i. The BOD should send a letter, outlining the items necessary to remain in compliance to the Council Officers requesting a meeting with the National BOD to determine whether or not to suspend the Council Charter.
 - ii. Should the Council be suspended, the National BOD will notify all Council Members to cease payment of Council dues.
 - iii. The National BOD will collect and place in an escrow account the Council treasury for a period of two (2) years or until its Council can be reorganized. If not reorganized, escrow funds will be distributed according to non-profit regulations such as the PCA Education Foundation.

10. Cost of Governance

Because poor governance costs more than learning to govern well, the Board of Directors shall invest in the Association's governance capacity. Accordingly:

- A. BOD training (including leadership training), skills, methods and administrative support shall be sufficient to assure the Association is governed with excellence.
 - i. Training and retraining shall be used liberally to orient new Directors and Director candidates, as well as to maintain and increase existing Director's skills and knowledge.
 - ii. Outside monitoring and consulting assistance may be arranged so that the BOD may exercise confident control over organizational performance and the overall governance of the Association.
- B. Costs shall be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.
 - i. Transportation and expenses of Directors at Board of Directors meetings shall be reimbursed as approved by the Board of Directors. Directors shall receive any and all reimbursements /compensation by headquarters in accordance with the guidelines established in Appendix J. Directors asked to represent the Board of Directors at Association entity functions shall be reimbursed for approved expenses.

- ii. Officers shall be reimbursed for approved expenses. The Chair shall be allowed an annual expense account determined by the Board of Directors. Said monies will be paid to the Chair's firm as reimbursement for expenses absorbed by the firm during the Chair's term.

Section III Governance-Management Linkages

1. Unity of Control

In addition to the Association's Mission, Bylaws and Policy, only officially passed Board of Directors initiatives and actions are binding upon the Executive Director.

Accordingly:

- A. Decisions or instructions of individual Officers, Directors or Committees are not binding on the Executive Director except in instances when authorized by BOD.
- B. The Executive Director shall use reasonable interpretations of Officer, Director or Committee requests based upon staff availability and available funding if required.

2. Accountability of the Executive Director

The Executive Director is the only link to operations with the BOD. Therefore, all authority and accountability of staff is considered the Executive Director's responsibility. Accordingly:

- A. The Executive Director is accountable to the BOD through the BOD Chair as the primary point of contact. The Chair is responsible to report developments of satisfactory or unsatisfactory performance to the BOD in a timely, concise and clear manner.
- B. The BOD may, from time to time, delegate the Executive Director certain tasks or responsibilities for which the Executive Director shall be accountable to execute in accordance with the Association's applicable governing documents.
- C. To ensure accountability of the Executive Director, the BOD shall monitor the Executive Director's performance through various methods available to them.

3. Executive Director Compensation and Benefits

The BOD shall have final authority to hire or terminate the Executive Director with a three-fourths (3/4) affirmative vote of the credentialed Directors present at regular or special meeting. The Executive Director shall be a competent individual accountable for the operational performance of the Association as dictated by Bylaws and Policy. The compensation, benefits and terms of employment regarding the Executive Director shall be in an employment agreement which shall remain confidential within the BOD. Upon acceptance by the BOD, the BOD Chair is authorized to sign the agreement on behalf of the Association.

Section IV Executive Responsibilities

1. Executive Director Responsibilities

The Executive Director is responsible to see that all organizational/operational activities are in compliance with accepted practices of the Association’s Mission, Bylaws, Policies and Objectives.

2. Expectations of Staff Relationships

The Executive Director shall provide each staff member with a personal policy manual as a guide to their expected work environment performance, along with establishing the compensation and benefits of their staff position.

3. Financial Planning/Budgeting and Activities

With respect to the actual ongoing financial condition and activities of the Association, the Executive Director, prior to expenditure of funds, shall:

- A. Request BOD approval of expenditures over ten thousand dollars (\$10,000.00).
- B. Request BOD approval of non-budgeted expense over 10% of current budget.
- C. Acquire the BOD Treasurer’s signature for vouchers over two thousand five hundred (\$2,500.00) and/or five hundred (\$500.00) for staff expense reimbursement.
- D. Pay financial obligations such as vendors, State and Federal taxes, and credit card statements as due or in a timely manner.
- E. Assist the BOD Treasurer in developing timely and pertinent financial statements to the BOD.
- F. Collect member dues on a timely basis according to the following current category and dues schedule:

CATEGORY	DUES
National Member	\$399
Find a Painter Pro	\$50
Affiliate	\$430
International	\$245
Past Service	\$50
Honorary	No Dues

4. Asset Protection

The Executive Director shall maintain sufficient and appropriate protection of all PCA corporate assets including,

- A. Maintaining of insurance policies, including but not limited to Directors, Board Officers, Association events, property, liability, vehicle and worker’s compensation. Proof of all insurance coverages to be on file at PCA Headquarters
- B. Protect all PCA intellectual properties, including but not limited to PCA Trademarks, logo, publications, name, educational and training programs.

5. Emergency Executive Director Succession

In the event of the sudden loss of Executive Director services, the Executive Director shall have a written procedure of succession on file at PCA Headquarters that would include the following:

- A. An Interim Committee knowledgeable of PCA operations to serve as a group until a replacement has been secured and hired consisting of one (1) current staff member, two (2) current PCA

BOD Officers and one (1) Past Chair. This Committee would be chaired by the current PCA BOD Chair.

- B. A recommendation of the Interim Committee and BOD that the Interim Committee BOD members be included in the Executive Search Committee.

6. Industry Resources

The Executive Director shall take advantage of collaboration, partnerships, and innovative relationships with all relevant Organizations, including, but not limited to, Industry Companies and Associations, Construction Industry Associations, Coalitions and Governmental Agencies.

The Executive Director shall not fail to include industry resources' activities in monthly reports to the BOD.

7. Products, Programs and Services

The Executive Director shall develop strategic management plan of products, programs and services that is aligned with the Association's Mission, Bylaws, Policies and Objectives.

The Executive Director shall also develop and maintain an accurate data base of membership accessible to all members on the PCA website, along with current Bylaws and Policies.

APPENDIX A

PCA Code of Ethics

An expression of proper conduct in the pursuit of our profession as related to our customers, our fellow Contractors, our employees, our Association and to the public.

Obligation of the Contractor

- To provide painting services in a professional business-like manner with both craftsmanship and up to date techniques.
- To protect, preserve and decorate homes, edifices, facilities and all other public and private property with the most progressive and efficient means and materials.
- To maintain regulatory, insurance and licensing requirements in the areas we conduct business.

Obligation to the Public

- To conduct our business operations according to the highest professional and industry standards.
- To provide innovative solutions, which enhance value.
- To faithfully fulfill all contracts.
- To expand our knowledge through the constant study of best business practices and utilization of the latest technical advances in our profession and industry.
- To conduct one's self in a professional manner at all times.
- To follow federal, state, and local tax laws and regulations.
- To adhere to federal, state and local laws and administrative regulations regarding the use and disposal of paints, coatings and related materials.

Obligation to Our Fellow Members

- To encourage the free exchange of ideas.
- To meet with fellow members and promote all the precepts of this Code.
- To present a broad and favorable image of our profession and industry at all times.
- To promote equal treatment of all members.
- To oppose any discriminatory practices.
- To not disseminate misinformation or derogatory information concerning our Association or related entity, member or industry organization.

Obligation to Our Employees

- To provide opportunities for training, employment, career advancement and economic security in a progressive manner to all those who would apply themselves.
- To provide a safe working environment by establishing good safety practices in compliance with federal, state and local laws and administrative regulations.
- To follow federal, state and local employment laws and regulations.

Obligation to Our Organization

- To promote the spirit of this Code and the objectives of our profession and industry through creation of and participation in Councils, Chapters, Forums and all Association entities and industry related groups.
- To establish and maintain the highest level of reciprocal respect and goodwill with all segments of the industry.
- To promote our Association to customers, prospective members, the industry and related groups.

APPENDIX B

PCA Antitrust Policy Statement

1. Neither the Painting Contractors Association nor any Committees, section or activity of PCA shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, expressed or implied, among competitors with regard to prices, fees or rates, terms or conditions, territories or customers. Discussion of such matters by PCA members is specifically prohibited.
2. No PCA Committee, section, Chapter, Council or Forum shall undertake any activity which involves exchange or collection and dissemination among competitors of any information regarding prices, fees or rates, methods of computing same, or sales without first obtaining advice and approval of PCA legal counsel.
3. No PCA activity or communication shall include any discussion which might be construed as an attempt to prevent any person or business entity from gaining access to any market or to any customer or to prevent any business entity from obtaining goods or services freely in the market place.
4. No person shall be unreasonably excluded from participation in any PCA Committee, section, Chapter, Council, or Forum where such exclusion may significantly impair such person's ability to compete effectively in the coatings application industry, nor shall any PCA activity or communication include any discussion which might be construed as an agreement or understanding to refrain from dealing with any supplier of materials, equipment, services or other supplies.
5. All joint research programs and statistical reporting activities if any, conducted through PCA or a PCA Committee, section, Chapter, Council or Forum thereof shall be first approved and thereafter monitored by PCA legal counsel. All such information should be distributed to all members.
6. PCA members shall not participate in the preparation and dissemination of fee or price lists. Any violation of this rule shall result in immediate expulsion. PCA members should contact PCA Executive Director or legal counsel upon receiving knowledge of any government investigation of PCA activities. The general Policy of PCA with regard to such investigations, however, is one of cooperation.
7. Finally, all PCA members are expected to comply with these guidelines and PCA Antitrust Policy at all times and especially during informal discussions wherever they are held.

APPENDIX C

Convention, Trade Show and Awards Traditions

Preparation. A convention shall be held each year. The Executive Director shall propose the site of the annual convention for consideration by the Board of Directors. The Executive Director shall prepare the annual convention program in consultation with the Chair and oversee the annual convention activities. The Chair shall have full supervisory authority for all local Committees conducting activities in the city where the annual convention or special meeting is to be held. The Council/Chapter/Forum in the area in which the annual convention is to be held shall assist the Board of Directors and headquarters staff in connection with preparations for the annual convention.

Convention Execution. The flags of the United States of America and Canada shall be displayed at each convention, and the National Anthem of both countries shall be sung at the opening ceremony. The National Anthem of the host country shall be sung first. At the opening of the first day of each annual convention, there shall be an “Invocation of Divine Guidance”.

During the opening session of each annual convention an appropriate memorial service for deceased members shall be conducted.

The newly elected Chair shall provide an address at the Annual Members’ Meeting.

Awards Programs

Safety

The Safety awards have been established to recognize members committed to providing safe working environments for employees, customers and the community.

1. Criteria – Candidates must have instituted a comprehensive safety plan including employee education and achieved a record of minimal accident occurrence. Eligible honorees consist of any active member in good standing.
2. Selection Committee – The Board of Directors shall determine the winner(s).
3. Nominations – Nominations may be submitted by any member in good standing. Forms are available at the headquarters’ office or at www.PCApaintED.org/awards.

Picture It Painted Professionally (PIPP)

The Picture It Painted Professionally awards are presented for overall project excellence and superior craftsmanship.

1. Criteria – Projects may qualify by integrating the exceptional use of color, innovation, specialty finishing techniques, safety compliance, technical skill(s), creativity, project difficulty and superior execution. Entries may be submitted in ten (10) categories, which are Residential Interior, Exterior and Wallcoverings; Industrial; Commercial Interior, Exterior and Wallcoverings; Decorative Finishes; Restoration; and Charity Projects. Each project entry must have been completed by an active member in good standing.
2. Selection Committee – The appropriate Forum (Commercial, Industrial or Residential) shall determine the winner(s).
3. Nominations – Projects may be submitted by any member in good standing. Forms are available from the headquarters’ office or at www.PCApaintED.org/awards.

Member Recruiter

The Member Recruiter awards are presented for excellent recruiting efforts resulting in Council, Forum, or Chapter membership growth.

1. Criteria – Candidates must have demonstrated remarkable initiative effectively increasing membership. Eligible honorees consist of any member in good standing including associates and affiliates. In addition, Council, Chapter and Forum executives may be considered.
2. Selection Committee – The Board of Directors shall determine the winner(s). There may be an occasion when the Board of Directors does not present this award.
3. Nominations: Nominations may be submitted by any member in good standing. Forms are available from the headquarters' office or at www.PCApaintED.org/awards.

Associate Member

The Associate Member award recognizes an individual from a sponsoring company that has gone above and beyond in support of the Association and put forth significant efforts to improve the coatings application industry on a nationwide scale.

1. Criteria – Candidates must have demonstrated extraordinary Association and industry advocacy. Eligible honorees consist of any associate member in good standing.
2. Selection Committee – The Board of Directors shall determine the winner(s).
3. Nominations – Nominations may be submitted by any member in good standing. Forms are available from the headquarters' office or at www.PCApaintED.org/awards.

Government Affairs Service

The Government Affairs Service award acknowledges significant involvement towards advancing the painting and decorating industry's interests regarding governmental and/or regulatory actions.

1. Criteria – Candidates must have exhibited persistent and comprehensive advocacy resulting in a favorable and effective outcome for the industry. Eligible honorees consist of any member in good standing including associates and affiliates.
2. Selection Committee – The PCA Board of Directors shall determine the winner(s). There may be occasions when the selection Committee does not present this award.
3. Nominations – Nominations may be submitted by any member in good standing. Forms are available from the headquarters' office or at www.PCApaintED.org/awards.

L.E. Travis, Jr. Craftsman Award

The L.E. Travis, Jr. Craftsman Award distinguishes the most highly skilled experts in the industry. Each year as many as six (6) individuals that demonstrate the highest standards of painting and decorating craftsmanship may be chosen as winners.

1. Criteria – Candidates must demonstrate talent, proficiency, professional work ethic and a mastery of the painting and decorating craft. Eligible candidates shall be employed by active members for two (2) years or longer.
2. Selection Committee – The Craftsmanship Forum shall determine the winner(s). There may be occasions when the selection Committee does not present this award.
3. Nominations – Nominations may be submitted by any member in good standing. Forms are available from the headquarters' office or at www.PCApaintED.org/awards.

Humanitarian Award

The Humanitarian Award is presented in recognition of extraordinary compassionate contributions that may or may not be painting and decorating industry related. Benevolent acts of humanity that rise above daily business routines and family obligations, which are in alignment with PCA ideals, receive this admirable accolade.

1. Criteria – Candidates must have demonstrated grace, giving and selfless kindness for the betterment of the less fortunate. Eligible honorees consist of any member in good standing including associates and affiliates, as well as staff and consultants. In addition, Council, Chapter and Forum executives may be considered.
2. Selection Committee – The Board of Directors shall determine the winner(s). There may be occasions when the selection Committee does not present this award.
3. Nominations – Nominations may be submitted by any member in good standing. Forms are available from the headquarters' office or at www.PCApaintED.org/awards.

Richard A. Liddeke Distinguished Service Award

The Richard A. Liddeke Distinguished Service Award recognizes exceptional, meritorious Association and/or industry service. This very special honor pays tribute for unselfish commitment, the highest qualities of personal character, ultimate professionalism and significant contributions towards the achievement of PCA objectives on a nationwide scale in general and in particular, with a similar passion and upbeat energy as Mr. Richard A. Liddeke.

1. Criteria – Candidates must have demonstrated perseverance and extraordinary efforts on behalf of members and/or the industry. Eligible honorees consist of any member in good standing including associates and affiliates, as well as staff, and consultants. In addition, Council, Chapter and Forum executives may be considered for this honor.
2. Selection Committee – The Chair, Vice Chair and Treasurer, along with two past presidents or past Chairs (selected by the Chair) shall serve as the selection Committee and determine the winner. Although the selection Committee may honor multiple winners in the same year, there may be years when the selection Committee does not present this award.
3. Nominations – Nominations may be submitted by any member in good standing. Forms are available from the headquarters' office or at www.PCApaintED.org/awards.

Al Quilici Outstanding Member Award

The Al Quilici Outstanding Member Award is the highest attainable achievement bestowed on a member. The recognition identifies dedication, extensive efforts and tireless organizational advocacy on a nationwide scale. This most prestigious and noble honor acknowledges demonstrated accomplishments for the overall betterment of the contracting environment, in particularly, the embodiment of integrity, devotion and steadfast contributions towards advancing PCA goals as shown by Mr. Al Quilici.

1. Criteria – In general, the Outstanding Member recognition is awarded for life-time contributions. Candidates shall be only active or honorary members. The scale of achievement for eligibility must encompass a National realm, such as Charing Committees, projects, programs and/or serving as an officer or Director. The service must be performed with the utmost commitment and actions in express adherence to the Code of Ethics.
2. Selection Committee – The Chair, Vice Chair and Treasurer, along with two past presidents or past Chairs (selected by the Chair) shall serve as the selection Committee and determine the winner. There may be years when the selection Committee does not bestow this honor.
3. Nominations –Nominations may be submitted by any member in good standing. Forms are available from the headquarters' office or at www.PCApaintED.org/awards.

APPENDIX D

Government Affairs Policy Guidelines

(Public Policy Values and Parameters)

In establishing positions and taking actions on government affairs issues, the Painting Contractors of America (PCA) shall adhere to the following principles and policies. These statements reflect PCA's role of supporting and encouraging the highest ideals of competition and fairness, and the overall betterment of the coatings application industry.

1. PCA advocates that consumers should be able to freely purchase paint, coatings and wallcovering services and applications, which best suit their needs. PCA advocates that competition for painting services should always be encouraged and enhanced. Each contractor should only be limited in their business pursuits (the procurement of work) by their capacity to perform the specific specialty and fulfill contracts. If contractors have the ability and experience to bond, finance, control, supervise and expedite a project, contractors should not be kept from pursuing the project because of non-business factor.
2. PCA advocates that the public is ill-served by contractors who do not comply with the legal practice of the painting and decorating profession. Contractors who do not obtain appropriate insurance, pay sales or other legal taxes, do not train and take responsibility for the safety and health of employees, or do not follow sound environmental practices including the proper disposal of waste material are not representative of the concern PCA has for the consumers, public and the coatings application workforce and industry.
3. PCA advocates that each and every company should be as free as possible from government interference in the day-to-day process of conducting business. PCA affirms that all laws, regulations and compliance guidelines should be kept to the minimum level necessary and justified with objective, verifiable data.
4. PCA opposes any legislation which seeks to increase employee control without also increasing employee responsibility for their action(s).
5. It shall be the Policy of PCA to form partnerships with all related entities (government agencies, legislators, employee representatives, materials and equipment manufacturers and other industry related trade Associations or groups). These partnerships are to enhance the business environment of painting and decorating industry.
6. It shall be the Policy of PCA to remain neutral on federal legislative and regulatory issues where union contractor members and merit shop contractor members will have opposing views. PCA will not become involved in these debates or express a position. PCA is directed to gather pertinent information and inform the membership of these issues.

APPENDIX H

Submission for Policy, Bylaw, or Agenda Item

Submitted by:

Date Submitted:

On behalf of: (Self, Committee Name, Group, Entity, Staff, or Officer):

(Please attach additional pages if necessary to complete Appendix H)

Proposed Policy/Bylaw language, with relevant existing Policy/Bylaw, or agenda item for action:

This submission solves (please include relative background information, pros & cons, advantages/disadvantages, alternative approaches and/or consequences):

APPENDIX I

Operations Information Update Request - Purpose

Approved October 2011

Purpose of the Annual Operating Information Update

The PCA Board requires PCA Councils to collect information annually from their respective Chapters regarding operations. The purpose for gathering this information on the attached form is to assist PCA in satisfying its legal and fiduciary responsibilities to insure that Councils and Chapters are operating in accordance with the PCA Bylaws and Policy, and in a way that does not create liability for the parent organization. The request also seeks information to insure compliance with IRS requirements.

Starting in 2011, the information provided will be stored in a central repository at the PCA National office. Councils and Chapters can access their information to support more efficient management of their organizations. For example, EIN numbers, bank account information, bank addresses, names of past officers or other information lost or misplaced due to changes in volunteer officers or changes in staff can be retrieved from this central repository. In addition, the form is designed to act as a checklist for Chapters to assist them in complying with legal requirements and best practices.

While "best practices" are not strictly mandated procedures, they do help the Chapters and Councils of an Association operate efficiently. More specifically in regard to financial reporting:

- If the Council or Chapter does not have written financial policies and operational procedures your board should seriously consider drafting and adopting them. Councils and Chapters that have put procedures or financial policies in place report that they are very pleased with the results. Such documents aid in stabilizing the organization when there are changes in the volunteer leadership and employee turnover. Fiscal policies result in proper check handling and bank account management.
- If you fail to file the required state reports your organization's corporation status will be revoked. If this happens your corporation will not be able to legally transact business. The procedures for filing the reports needed to maintain your corporation's active status and the procedures for reinstatements can in most cases be found on your State government web site. Be aware that the reporting requirements vary greatly from state to state.

The completed form is required no later than February 28, 20XX.

Return form to:

Questions? Contact:

Operating Information Update Request – OIU Form

Charter and Bylaws

- Does your Chapter have a copy of the Chapter Charter? YES NO
- Is there a copy of the Chapter Charter on the website at PCApaintED.org? YES NO
If NO: please contact PCA National at 314-514-7322 ext. 222 to assist with the posting
- Does your Chapter have a copy of its Bylaws? YES NO
- Is there a copy of the Chapter Bylaws on the website at PCApaintED.org?
 YES NO DON'T KNOW
If NO: please contact PCA National at 314-514-7322 ext. 222 to assist with the posting
- Have changes been made to the Bylaws in the last year? YES NO
If YES: please attach revised Bylaws to this response for posting to the PCA Website

Financial Information

- Please provide the organization IRS EIN# (Employer Identification Number)?

Note: (This is the Employer Identification Number issued by the IRS and required for all bank accounts)
- Does the Chapter have written Policy and fiscal procedures? YES NO
- Is the Chapter incorporated? YES NO DON'T KNOW
If incorporated: does the Chapter have copies of state incorporation documents?
 YES NO DON'T KNOW
If incorporated: are required documents filed annually to maintain corporate status?
 YES NO DON'T KNOW
If NO or DON'T KNOW: take immediate steps to correct this matter by contacting your state department of corporations for forms and information.
Note: Failure to file properly may result in fines and penalties.
- Has the required annual IRS Form 990 been filed? YES NO DON'T KNOW
If NO or DON'T KNOW: immediate action is required to prepare and/or confirm IRS Form 990 has been filed. Note: Failure to file the return may result in revocation of the Chapter income tax exemption. For information regarding which forms to file with the IRS review "IRS 990 Filing Requirements" (IRS Publication 4839) online at www.irs.gov.
- Please provide a copy of year-end financial statements, i.e. profit & loss statement and balance sheet.
- Does the Chapter have a year-end reconciled bank statement(s)? YES NO
If YES: - please attach a copy of the statement(s) to this response. Be sure the name and the address of the bank and account number are readable.
- Please provide names of the authorized signers on those accounts.
- Does your organization have employees? YES NO
If YES: have all required state/federal employment taxes been paid/reports filed?
 YES NO DON'T KNOW
If NO" or "DON'T KNOW: take immediate steps to resolve this situation.
Note: Failure to pay employment taxes can result in significant fines and penalties.

Governance and Unit Activities

- Does the Chapter have up-to-date Directors and Officers Liability Insurance in place?
 YES NO
- Did your organization hold an annual meeting in the past year? YES NO
If YES: please attach a copy of the agenda or meeting program.
- How many meetings and events did your Chapter hold in the past year? _____.
- Please attach a list of current organization officers and Directors (names and contact information).

Attestation of Responder

I (authorized signer) _____, state that I am the (officer title)
_____ of the (Council or Chapter)

_____ and attest that I have reviewed the information
submitted in this report and state that it is true and correct to the best of my knowledge.

Signature: _____

Date: _____

APPENDIX J

Reimbursement Guidelines

Governance meetings are an integral part of Association's activities and volunteer input is essential to the continued success of PCA. It is the Board of Directors intention that each individual volunteer will be reimbursed according to Policy. Please follow the guidelines and kindly direct any questions to the Treasurer and/or Executive Director. In any event, Directors shall not be reimbursed more than one thousand five hundred dollars (\$1,500.00) per Association event (except for Board of Directors meetings) unless prior approval is provided by the Treasurer. In most cases, all volunteers shall be reimbursed according to these guidelines.

General Director Travel Reimbursement Eligibility:

Eligibility for travel reimbursement for PCA Directors begins simultaneous with the start of the Director's respective term. For newly elected Directors, the term begins at the conclusion of the Annual Convention as per PCA Bylaws Article 7.7.3.B. Replacement Directors are eligible upon their respective Board of Directors approved election and seating.

Airline Reimbursement Guidelines:

Reimbursement shall be provided for coach fare utilizing best business practices for ticket purchases. Reimbursement shall be provided for funds actually spent. For example:

1. Although reimbursement shall be provided for coach fare, reimbursement will only be made if such coach fare is paid. If a Director travels at a reduced rate, reimbursement shall include only the reduced rate.
2. Frequent flyer miles for travel on Association business are not a reimbursable expense. Only funds actually spent and in accordance with the airline reimbursement guidelines are eligible for reimbursement.
3. Any airline bag fees charged for Director travel is eligible for reimbursement upon a submitted receipt.

Private Auto:

Reimbursement shall be provided at the optional standard mileage rate set by the IRS at the time the expense was incurred, plus tolls and parking. Any substantial deviation from a distance shown in a standard mileage guide must be documented.

1. In the event that a private auto is used in lieu of commercial air transportation, the lesser of coach class air fare or auto mileage shall be reimbursed. No reimbursement will be made for lodging en route in lieu of more efficient air travel.
2. Damage to personal autos while being used on Association business is not covered because a portion of the mileage reimbursement is intended to defray the insurance cost to the individual. Fines for traffic violations are not reimbursable.

Lodging:

Lodging accommodations shall be reimbursed at the rate provided by the Association's host hotel for each specific event and may extend from the night preceding the day of the meeting or business through the night of the last day of the meeting. In the event that the lodging expense has not been rated by staff, reservations must be made at least twenty-one (21) days prior to a meeting and include the cost of the standard lodging rate. Premium lodging such as, suites, larger rooms or multiple rooms shall be reimbursed at the standard lodging rate twenty-one (21) days in advance rate. Only lodging expenses directly related to the Association's event are reimbursable. Incidentals such as entertainment, personal phone calls, etc. are not reimbursable.

Travel Per Diem:

Each Director shall receive a set rate of per diem for each day of PCA travel as approved by the PCA Board of Directors to encourage the most cost effective use of travel funds. Per Diem is paid to cover all daily food costs, airport transfers and other transportation costs, gratuities and other miscellaneous purchases. It is left to the Director to determine based use of per diem dollars. No specific receipts are required for the stated expenses. The per diem rate is \$57 per day as per IRS rules as of October 1, 2016. Example: A Director who is away from their business for three consecutive days of PCA travel to a Board of Directors meeting will receive \$171 (3 x \$57). There is no need to collect receipts for meals, airport transfers, local transportation, gratuities, etc.

Receipts and Documentation:

Reimbursement requests for airline and lodging expenses must include original receipts. In approved instances, if originals are not available, copies may be accepted. Expenses that are not properly documented may not be reimbursed.

- a. Charges for airline travel must be supported by the passenger receipt.
- b. Hotel charges must be supported by an itemized bill with evidence of payment.
- c. Reimbursement for private auto must be documented as per above described guidelines.
- d. Per Diem will be paid from the first day of required PCA travel to the last of PCA travel as per documentation.

Requests for reimbursements must be submitted within sixty (60) days of the event. No Policy can anticipate every situation that might give rise to legitimate expenses. Reasonable and necessary expenses, which are not listed, may be incurred. Each Director must use his/her best professional judgment in determining if an unlisted expense is reimbursable under this Policy.

Please note that Directors are strictly prohibited from accepting reimbursements or compensation directly from Councils, Chapters, Forums and Association entities. ALL Director reimbursements shall be administered from headquarters. Any variations from the reimbursement guidelines shall require Treasurer approval. Councils, Chapters, Forums and Association entities must reconcile any Director expense payments with headquarters.

In the event Directors receive Council, Chapter, Forum and/or Association entity compensation of any type, including, but not limited to, expense reimbursements, Directors shall report compensation, and to the Board of Directors within thirty (30) days. This requirement includes all compensation whether or not the Director was compensated in the capacity of a Director.

APPENDIX K

General Forum Policy

PCA is committed to providing and supporting programs and services that meet the needs of PCA members. It is apparent that there is an interest by members to associate with other members as related to special interests with the industry and within PCA.

As per PCA Bylaws, the PCA Board of Directors may create Forums for the purpose of organizing and uniting PCA members within an industry related special interest group to address issues and take common action. Said Policy requires that the Board of Directors establish general Forum Policy for the governance and operation of PCA Forums.

It is understood that the success of the Forums is in large measure part of the success of PCA. PCA National is committed to the success of Forums. PCA National will support Forum membership and Forum activities

The following outlines Forum Policy as approved by the PCA Board of Directors.

Forums Defined: Forums are created by the PCA Board of Directors to provide a venue for members with special interests to unite for common action (PCA Bylaws Article V). For PCA compliance purposes, Forums shall be considered PCA Committees within the Bylaws and Policy yet retain the designation as Forums; allowing for insurance coverage including general liability and professional liability, IRS not-for-profit status under the PCA group designation, recognizing Forum's affiliated status with PCA.

Forum Governance: Forums shall be governed in a manner similar to that of PCA by allowing the broadest amount of participation and oversight by respective Forum membership.

Forum Bylaws. Each Forum approved by the PCA Board of Directors shall operate with a set of Bylaws that are approved by the PCA Board of Directors (Board of Directors) or adopt PCA Bylaws and govern according to an Operating Agreement with PCA. Forum Bylaws and or an operating agreement shall be reflective of the PCA Bylaws in respect to membership participation and governance. Forum Bylaws or operating agreements do not supersede PCA Bylaws. Any changes to Forum Bylaws or an operating agreement shall be approved by the respective Forum membership and shall be submitted to the Board of Directors for final approval.

Forum Board of Directors and Officers: Each PCA Forum shall be governed by a Board of Directors as approved by the respective Forum membership either at an annual meeting requiring a majority vote of those in attendance to elect the board or by a mail or electronic vote wherein a majority vote of the responding Forum membership elects Board. The Forum Board of Directors must be submitted to by the PCA Board of Directors on an annual basis. The Forum Board of Directors shall hold an election of officers on an annual basis to include at minimum a Chair/President, a Vice Chair/President and a Treasurer. The Chair/President and Treasurer cannot be the same person, and any officers of the Forum must be active members of PCA. The Treasurer cannot be a paid staff person of PCA or the Forum. The Directors and Officers may serve terms no longer than those of PCA Directors and officers as listed in PCA Bylaws Article VII and VIII (7.3 and 8.3). The Chair/President is to preside over Forum meetings during the year and to liaison with the PCA Board of Directors as needed. The Treasurer is responsible for the accurate reporting of all financial activities of the respective Forum.

Forum Dues. Any Forum dues change shall be submitted to the Forum membership for approval either at an annual business meeting or by electronic means in which all Forum members were notified and fifty one percent (51%) of respondents voted in the affirmative for the change.

Forum Governance Meetings. Forums shall hold at least one annual meeting wherein an election of the Forum Board of Directors and Officers shall be conducted.

Forum Financial Reporting and Policies: Because of the dependent relationships of Forums on PCA compliance issues, Forums must keep accurate and transparent financial documentation for purposes of fiscal reporting.

Forum Financial Responsibility: In the event that a Forum approves dues the following procedures must be followed after invoicing and collection by PCA National:

The Forum may choose to have PCA National perform all accounting functions that include deposits, disbursements, drafts, accounts receivable and payable, check register, debits and credits, monthly and year-end financial statement preparation, and budget versus actual reporting; all provided with oversight by the Forum Board; or

The Forum may choose to perform all accounting duties described above separately from PCA after receiving distributions from PCA. This requires maintaining a separate bank account using the PCA Employer Identification Number (EIN#) as required by the IRS.

It is the responsibility of the Forum Board of Directors to elect a Treasurer responsible for the financial activities of the respective Forum when maintaining a separate bank account. The Forum Treasurer must be a co-signer on all separate financial accounts and must provide a year-end financial report of all financial activities to the PCA Board of Directors.

Forum Reporting and Compliance: The Forum Board of Directors shall submit the names of the elected Forum Board, the annual level of dues and the annual work plan to the PCA Board of Directors by December 31 for the following year.

Forum Budgeting and Accounting Responsibilities: Each Forum shall submit no later than 3 months prior to year's end a budget for the upcoming year to be included in the PCA upcoming year budget. The budget should include a list of revenue and expenses in general category form. In the event the Forum approves dues, performs and maintains their respective accounting functions, and the collection and disbursement thereof, the Forum must report financial activity to PCA National on a calendar quarterly basis within 30 days of quarter end and calendar year-end financial report that includes a balance sheet (with proof of year end reconciliation to the respective Forum bank account), and profit and loss statement detailing the use of funds, and the fiscal year check register or complete deposit and disbursement list

Forum Contracts: Forums must submit any contracts (this only pertains to contracts and not any ordinary operating expense items) requiring more than \$2500.00 in total funding review and approval by the PCA Executive Director in regard to financial capability and Bylaws/Policy compliance. Contracts exceeding \$10,000.00, including staffing contracts, must be submitted for review and approval by the PCA Executive Director, PCA Board of Directors and legal counsel in regard to financial capability, Bylaws/Policy compliance and legal exposure. All reviews to be facilitated in a timely manner.

Forum Work Product: All Forums are encouraged to create work products and services on an annual basis as determined from Forum membership input and share those goals with their respective membership. Forums shall include these work product plans in the annual work plan to be reviewed the PCA Board of Directors. Any work product created by Forums is owned by PCA; development costs and revenue sharing on tangible or nontangible work products to be negotiated between the PCA Board of Directors and the Forum Board of Directors.

Forum Use of PCA Collateral Material: Forums are encouraged to use the PCA logo and promote the affiliated relationship with PCA on all Forum collateral material. PCA National will include Forum information in a reciprocal manner. This includes links to websites, Directories, publications, etc.

Forum Monitoring: Monitoring of Forum activity shall be conducted by the PCA Board of Directors.

Forum Dissolution: As per PCA Bylaws Article V.

HISTORY OF POLICY REVISIONS

June, 2002	Original document created, incorporating appropriate existing PCA Policy.
June 22, 2002	First reading of all Means policies at Special Board of Directors Meeting
July 30, 2002	Blue Ribbon Committee Edit as assigned by Board of Directors
August, 2002	Second reading, approved with effective date of March 30, 2003 in order to align Bylaws and implement aligned documents.
August, 2002	First reading of Ends 1.0-1.4
March, 2003	Edits: Housekeeping, alignment with Bylaws presented to Board of Directors as Bylaws Committee recommendations.
March, 2003	Second reading, Ends 1.0-1.4, approved 3/25/03 First reading, 4.5.7.B
March 25, 2003	2.7.1. G amendment, 4.5.12, 4.10.8. Contingently approved in alignment with Bylaws changes, effective upon passage of Bylaws which occurred on March 29, 2003.
March 29, 2003	Second reading/passage for policies 2.7.1.G, 4.5.12, and 4.10.8 were passed at the annual meeting by the full membership. 4.5.7 Members at Large category instituted and dues level established, replacing National Individual Member.
August 16, 2003	Second reading/passage for policies: 2.9.2A. and 4.5.7B First reading w 4/5 rule invoked/passage: 2.4.5
March 16, 2004	<p>Motion made, seconded and passed that the chart of Operational Committees be deleted from Sec. 2.7, Subparagraph 2.D Same as above for paragraphs 5 and 6 Section 2.7 Subparagraph 1.A Same as above that the language “during the timeframe of February 15 to April 15, and” be deleted from Section 4.10 Subparagraph 4. Same as above that the language “When adopted, the,” be deleted and insert the word “The” on page 2 under introduction. Same as above that the first three sentences in Appendix A under Preparation be deleted and the following language inserted “An Annual Convention shall be held each year.” Same as above that the paragraph in Appendix D under Registration Fees be deleted as it is redundant.</p> <p>First Reading: Proposed changes to Policy:</p> <p>2.1 Governing Style</p> <ol style="list-style-type: none"> 1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of Policy, not merely a reactor to staff initiatives. The Board may use the expertise of individual members to enhance its ability as a body, rather than to substitute the individual judgments for the Board’s values. <p>Proposed New Policy</p> <ol style="list-style-type: none"> a. When a Board member has any organizational/operational question or concern, he/she will bring the issue directly to the Executive Committee for clarification or attention. If, in the view

	<p>of the inquiring Director, the issue is not considered appropriately by the Executive Committee, that Board member may exercise the option of making a formal written request to the EC to place the item on the full Board agenda for discussion.</p> <p>The Board will only discuss the issue after the following has been established:</p> <ul style="list-style-type: none"> i) the issue is a shared concern among the Board, ii) it is an appropriate issue for the Board to discuss, and iii) what the Board has already said about the issue. <p>2.3 Board Code of Conduct</p> <p>8. Board members will uphold and promote PCA’s public image and credibility.</p> <p>Proposed New Policy:</p> <ul style="list-style-type: none"> a. To protect the public reputation and credibility of PCA, proper channels for communication must be observed. Consequently, individual Board member communication shall not be broadcast by electronic means, including email and fax, beyond the EC and Executive Director, until the issue is appropriately considered by the EC or Executive Director, at which time the Board Chair will determine whether the issue needs to be officially disseminated to the full Board.
<p>August 21, 2004</p>	<p>Proposed changes to Policy, approved on a second reading:</p> <p>2.1 Governing Style</p> <ul style="list-style-type: none"> 1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of Policy, not merely a reactor to staff initiatives. The Board may use the expertise of individual members to enhance its ability as a body, rather than to substitute the individual judgments for the Board’s values. <p>Proposed New Policy</p> <ul style="list-style-type: none"> b. When a Board member has any organizational/operational question or concern, he/she will bring the issue directly to the Executive Committee for clarification or attention. If, in the view of the inquiring Director, the issue is not considered appropriately by the Executive Committee, that Board member may exercise the option of making a formal written request to the EC to place the item on the full Board agenda for discussion. <p>The Board will only discuss the issue after the following has been established:</p> <ul style="list-style-type: none"> i) the issue is a shared concern among the Board, ii) it is an appropriate issue for the Board to discuss, and iii) what the Board has already said about the issue.

	<p>2.3 Board Code of Conduct</p> <p>8. Board members will uphold and promote PCA’s public image and credibility.</p> <p>Proposed New Policy</p> <p>a. To protect the public reputation and credibility of PCA, proper channels for communication must be observed. Consequently, individual Board member communication shall not be broadcast by electronic means, including email and fax, beyond the Executive Committee and Executive Director, until the issue is appropriately considered by the Executive Committee or Executive Director, at which time the Board Chair will determine whether the issue needs to be officially disseminated to the full Board.</p>
January 01, 2005	<p>During the March 16, 2004 Board of Directors Meeting, a member dues increase was proposed on First Reading. On August 21, 2004 the proposed dues increase failed to be approved as result of technical changes that required the dues increase to be placed on First Reading again. On January 26, 2005 the dues increase was approved by the Board of Directors retroactive to January 1, 2005.</p> <p>The following actions were placed on First Reading during the August 21, 2004 Mid-Year Board of Directors Meeting, and/or offered as a PCA Bylaws amendments during the January 22, 2005 Annual Board of Directors Meeting and January 26, 2005 Annual Business Meeting.</p> <p>Membership:</p> <ol style="list-style-type: none"> 1. That the category of Trial Member be added to the list of membership categories. 2. That the category of Student Member be added to the list of membership categories. <p>Councils & Chapters: In cases of membership in one or more Chapter, the Active Member must designate one (1) of the sponsoring Councils to which the Active Member’s vote shall be counted.</p> <p>These proposals were approved at the January 26, 2005 PCA Annual Business Meeting.</p>
June, 2005	Revision to Mission Statement.
July 19, 2005	Commitment to the advancement of Craftsmanship in the industry.
July 25, 2005	Removed from Appendix F Item #3. Painting Contractor Educational Partnership Trust (PCEP).
August 29, 2005	Updated Appendix A – PCA Code of Ethics with Board of Directors approval (Mid-Year Board Meeting, July 19 & 20, 2005).
January 28, 2006	<p>The following additions were placed on First Reading during the August 29, 2005 Mid-Year Board of Directors Meeting.</p> <p>Ends: Add to Policy 1.5 “PCA members are engaged in determining the future of the painting and decorating profession and industry.”</p>

	<p>Chapter/Council Relations: Each PCA Council, Chapter and other sub-divisions of PCA shall provide attestation to good not-for-profit organizational practices by completing the Operational Review Policy Form (Appendix I) and delivering the completed form to PCA National Headquarters.</p> <p>Executive Limitations: Fail to build a consistent brand identity through the use of the PCA logo that appears in the style guide. That logo should appear on all PCA stationary, marketing material, websites, newsletters, publications, etc., put out by National Headquarters and all Councils, Chapters and Forums. The style guide is available upon request from the National Headquarters.</p> <p>The new logo needs to be implemented in the field as expediently as possible. Of course there are considerations to be made in regard to existing stationary stock, the response times for website maintenance, etc. Therefore, full implementation should occur within 16 months (commencing January 2006).</p> <p>These proposals were approved on second reading at the January 28, 2006 Board of Directors Meeting.</p>
<p>August 18, 2007</p>	<p>The following addition was placed on First Reading during the Board of Directors Meeting and passed by the 4/5 rule:</p> <p>Ends: Delete the “.” At the end of the paragraph and append the following language “, including efforts to sustain a continuous influx of qualified entrants into the trade.”</p> <p>With Board of Director approval the PCA Distinguished Service Award was changed to the Richard A. Liddeke Distinguished Service Award.</p> <p>With Board of Director approval of the L.E. Travis, Jr. Craftsman of the Year award recognizing the finest painting and decorating craftsmen was added to the Policy.</p>
<p>January 26, 2008</p>	<p>The following addition was placed on First Reading during the Board of Directors Meeting and passed by the 4/5 rule:</p> <p>Proposed Policy Language or Agenda Item for Action: Ref.: Policy 2.1 new item 10: Board of Director meetings are open to executives and all members in good standing.</p> <p>The following addition was placed on First Reading during the Board of Directors Meeting and passed by the 4/5 rule:</p> <p>Replaces current language: 1.5 PCA members are engaged in determining the future of the painting and decorating profession and industry, including efforts to:</p> <ul style="list-style-type: none"> A. identify, develop and educate present and future leaders for PCA and the industry, and B. sustain a continuing influx of qualified entrants into the trade.
<p>August 23, 2008</p>	<p>Board of Directors approved substantial proposed changes to the Policy in order to align the Policy with the new Bylaws approved January 2008. The major changes were in section 2 with the addition of the Governing Documents Committee, the creation of the Policy</p>

	Alignment Committee and the new Appendix J, reimbursement guidelines.
November 8, 2008	Board of Directors approved substantial proposed changes to the appendices in order to align the appendices with the new Bylaws, which were approved January 2008.
May 15, 2009	Section 2.2 Board of Directorss' Election Procedures approved.
Aug. 26, 2009	Appendix F: eliminated the type of report, frequency and date due columns, and added the facilitator and monitor columns.
Oct. 10, 2009	Appendix C: realigned the presentation of the descriptions of each award to a similar format.
Feb. 6, 2010	Appendix F – Add definitions of Monitor and Facilitator and deleted “external” from financial auditor references throughout the chart. Policy Section 2.8.2.A.i: added “with specific granted authority.” Policy Section 2.8.2.A: added “One (1) Director must have been a prior PAC or GDC member, and/or have been a Past President/Chair or Past Vice Chair. Members should be named to two (2) year terms, and the terms of all three (3) should not coincide.” Delete Appendix H, Board of Directors' Compliance Monitoring and renumber as necessary.
Oct. 23, 2010	Policy Section 2.6 Officer Role Updates: as approved by the Board of Directors.
Feb. 10, 2011	Policy 4.5 Financial Conditions & Activities: New dues level approved, ME1-A at \$220 for members with annual sales \$200,000 or less. MAL1 dues were changed from \$430 to \$330.
Feb. 27, 2011	Policy 2.8.2.b.ii Finance Committee: adds wording clarifying the budget development process. Appendix K: Forum Policy: adds language iterating Forum Policy.
June 4, 2011	Appendix J: Changed reimbursement Policy; implemented a new per diem for food and miscellaneous expenses @\$52 per day.
Sept. 13, 2011	Policy 2.2. Active Member Director Elections 2.1: Changed ballot counting process; ballots to be counted by Corporate Counsel Policy 2.2 Past President/Past Chair Director Elections: Changes voting process for election of Past President seat on Board of Directors. Policy 2.2 Associate Director Elections: Changes the voting process for associate seat on Board of Directors.

Oct 14, 2011	<p>Policy 2.8.2.B Finance Committee: Adds a new “i” paragraph written procedures for financial status for Board of Directors review. Adds two active members to the Committee; adds investment monitoring responsibility.</p> <p>Policy 2.8.2.G Investment Committee: Deleted; duties added to Treasurer and Finance Committee.</p> <p>Policy 2.9.4 Chapter Minimum Standards: Adds language iterating minimum operating standards for PCA Chapters and replaces the ORP Form with the Operations Information Update Request and Form for annual reporting from PCA units.</p> <p>Appendix I: Operations Information Update: Replaces ORP form.</p> <p>Appendix K: General Forum Policy: Adds new Forum Monitoring paragraph.</p> <p>Policy 4.11.9 Communication & Board Support: Changes deadlines for submission of Board of Directors material prior to meetings.</p> <p>Policy 5 Investment Policy: Codifies the Investment Policy approved by the Board of Directors in 2008 as is into PCA Policy. Changes references from Investment to Finance Committee.</p>
Jan 10, 2012	<p>Policy 2.9.4 Council Minimum Standards: Adds language iterating minimum operating standards for PCA Councils.</p>
Mar 6 , 2013	<p>Appendix E: AERF Trustees: Increased the number of Trustees, the make-up and existing succession.</p>
Oct 18, 2013	<p>Policy 4.5.21 Dues Schedule: Eliminated Tiers, Set PCA National dues at \$299, Set MAL Dues as \$299, Set National Associate Dues at \$1250, Set Past Service Dues at \$50.</p> <p>Policy 2.8.C.ii Officers Nominating Committee: Added a 14 day notice prior to the election.</p>
May 27, 2014	<p>Policy 2.6.3.A Vice Chair Role: Clarified liaison role on GDC.</p> <p>Policy 2.8.2.A. Vice Chair Role: As per 2.6.3.A, added wording to specify Vice Chair as liaison.</p> <p>Policy 2.8.2.D Vice Chair Role: Clarified liaison role on GDC.</p> <p>Policy 4.10.3 Membership Database: Deletes handbook.</p>
Jul 25, 2014	<p>Policy 2.8.2.A: Policy Alignment Committee: added “if possible language to membership make-up; added staff and Executive Director complaint process.</p>
Mar 4, 2015	<p>Policy 2.2: Board of Director Elections Procedure: Changes Director elections from regional nominating Committees to National Nominating Committee.</p>
Sep 24, 2015	<p>Policy 2.2.1 Board of Directors Nomination Procedures: Board of Directors: Defines Board of Directors make-up</p> <p>Policy 2.2.2: Director Preferences: Defines experience required to be a Director.</p> <p>Policy 2.2.3 National Nominating and Recruitment Committee: Defines Committee make-up, job products, Director orientation and nomination timeline.</p> <p>Policy 2.8.2. A Compliance and Resolutions Committee: Combines the prior Policy alignment Committee, credentialing Committee, issues resolution Committee, public resolutions Committee into one Committee. Defines Committee make-up and job products.</p>

Nov 20, 2015	Policy 2.2.1, 2.2.3, 2.2.4 Board of Director Election Procedures: Clarify elections by region.
Nov 30, 2016	Policy 2.21A and 2.21B Board of Directors: Changes number of Directors from nine voting and one non-voting to six voting and one non-voting member. Decreased regional representation from three each to two each.
Nov 30, 2016	Policy 2.2.3BIII National Nominating and Recruitment Committee: Create associate group consisting of Director prospects to observe board proceedings as a means to prepare candidates for service.
Dec 21, 2016	Policy 2.8A.2A, 2.8A.i, 2.8A.ii, 2.8A.iii, 2.8A.iv: Clarification of Policy 2.8.2A for consolidation of multiple Committees into a single Governance Committee.
Feb 16, 2017	Policy 2.8, 2.8.B.iii.F, 2.8.D.ii.A: Board of Directors Committee structure upgrades terminology, further defines 2.8.B.iii.f. Changes time frame in 2.8.D.ii.A to 45 days.
Feb 16, 2017	Policy 2.7 Board of Directors Committee principles rewords or deletes 2.7.1 to 2.7.9. Replaced wording.
Feb 16, 2017	Policy 2.6 Officer's roles verbiage updated.
Feb 16, 2017	Policy 2.5 Agenda planning format updated.
Feb 16, 2017	Policy 2.2.1.E Paragraph changes 2/3 to 3/4, deletes 2.3 and 2.4 and replaces verbiage.
Feb 16, 2017	Policy 2.1 Governing style is deleted and replaced with updated verbiage.
Feb 16, 2017	Policy 2 Governance process deleted wording and replaces with update verbiage.
Feb 16, 2017	Various housekeeping items to reflect Executive Director to Executive Director and to correct typos and capitalization references to all PCA entities.
Feb 16, 2017	Cover update with adopted dates, content page updated, introduction page modified and Carver style wording removed, Glossary removed
Jan 18, 2017	PCA Policy Introduction Page – deleted 'and in particular means' Appendix B - Added Forums to list of entities Appendix C – clean up errors and format remove Government Affairs Services and replaced with Board of Directors Appendix F – Deleted Appendix G – Deleted Appendix K – Forum Monitoring – deleted ' Policy Alignment Committee' and added PCA Board of Directors