

# WISCONSIN PAINT AND COATINGS ASSOCIATION BY-LAWS

Organized 1915  
(EIN 39-\*\*\*\*\*30)  
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## ARTICLE I

### Title

The name of this organization shall be the WISCONSIN PAINT & COATINGS ASSOCIATION (WPCA).

The Association shall not be used directly or indirectly to restrict free and lawful competition. It shall also be the object of this Association to further the interests of its members in this community and promote their welfare in the industry as a whole.

## ARTICLE II

### Membership

**SECTION 1.** General. Membership in this Association shall consist of individuals, companies, firms, corporations who are manufacturers of paints, varnishes, lacquers, chemical coatings, water paints and kindred products; and individuals, companies, firms or corporations who are manufacturers, brokers or importers of materials used in connection with the manufacture or application of paints, varnishes, lacquers, chemical coatings, water paints and kindred or related products; and individuals, firms or corporations who are actually engaged in some form of service to the industry which in the opinion of this Association entitles them to membership.

**SECTION 2.** Election. Applicants for admission to membership in this Association shall sign an application, subscribing to the By-Laws of this Association and its Code of Ethics.

**SECTION 3.** Honorary Membership. Any retired or deceased member who has rendered outstanding service to the association shall be eligible for an Honorary Membership. An Honorary Member shall continue to exercise all the rights and privileges of their previous membership, except as otherwise prohibited by the Constitution and Bylaws of the Association.

**SECTION 4.** Termination. The Executive Committee, as its discretion, may declare forfeited any membership for good and sufficient reasons, or for non-payment of dues. Any member in good standing, whose dues are fully paid, may resign upon written notice to the Secretary not less than thirty days in advance of the end of the fiscal year. Members who resign in good standing may be re-instated into membership at any time within the same year from the date of resignation without repayment of the initiation fee. Members who have been dropped for non-payment of dues may be reinstated into membership only upon payment of all past dues, or on such other conditions as the Executive Committee deems advisable.

## **Nondiscrimination Policy**

**SECTION 5.** It is the policy and commitment of the Wisconsin Paint and Coatings Association (WPCA) that it does not discriminate on the basis of race, color, religion, sex, sexual orientation, national origin, age, disability, or status in any group protected by federal, state or local law.

## **Anti-Harassment Policy**

**SECTION 6.** The WPCA expressly prohibits any form of unlawful employee or member harassment based on race, ethnicity, religion, gender, sexual orientation, national origin, age, disability, or status in any group protected by federal, state or local law.

Prohibited harassment may take many forms and includes without limitation, verbal harassment (derogatory comments, epithets and/or slurs), physical harassment (assault, physical touching or interference), visual harassment (emails), innuendo or false rumors, retaliation for resistance against such acts, or the creation of a hostile environment, sexual or otherwise, based on any combination of these acts.

Harassment can arise from the conduct of a member toward an employee, a member toward another member, or an employee toward a member. Harassment can apply to conduct outside the WPCA setting as well as the WPCA office and event locations.

All complaints of discrimination or harassment should be brought to the attention of any WPCA Officer immediately. The list of Officers changes annually and can be found in the WPCA Directory. A confidential meeting of the Board of Directors will be called to investigate the allegation. If the person involved is one of the Directors, he or she will be excluded from the meeting. The results of the investigation will be shared with the parties involved and if need be will lead to further corrective action.

## **ARTICLE III Meetings of Members**

**SECTION 1.** Regular Meetings. At least one (1) regular meetings of the members shall be held during each fiscal year at such places and on such dates as the Officers and Directors may determine. No change in the dates, times, or financial expenditures of any meetings shall be made except by a majority vote of the members of the Executive Committee.

**SECTION 2.** Annual Meeting. An annual meeting of the members to be held in conjunction with the technical symposium or other technical presentation, shall be held in the Spring of each year, or on such other date as the Officers and Directors may determine.

**SECTION 3.** Special Meetings. Special meetings of the members may be called by or at the request of the President, any four Officers and Board of Directors, or not less than one-tenth of the members having voting rights.

**SECTION 4.** Quorum. Designated representatives of member companies holding fifteen percent (15%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

## **ARTICLE IV**

### **Officers**

**SECTION 1.** General. The officers of this Association shall consist of a President, Vice- President, Treasurer, Secretary, and Program Director. No individual, firm or corporation shall have more than two representatives in office simultaneously.

**SECTION 2.** Executive Committee: The Executive Committee of this Association shall consist of all five Officers and the current Committee Chairpersons.

**SECTION 3.** Election. Officers of this Association shall be elected by the current officers at the annual Executive Committee Meeting and shall hold office for a term of three consecutive years. They shall take office on July 1, following the date of their election. Candidates must be a current member of the WPCA and submit an application of intent to be eligible.

**SECTION 4.** President. The President shall be the chief executive officer of the Association and shall preside at meetings of this Association. The President of this Association shall be an ex-officio member of all committees.

**SECTION 5.** Vice President. The Vice President shall be responsible for all management and solicitation of membership of this Association. In the absence of the President, the Vice President shall perform all the duties of the President and such other duties as may be assigned to him/her by the Executive Committee.

**SECTION 6.** Treasurer: It shall be the duty of the Treasurer to open such bank accounts in such banks as may be approved by the Executive Committee and to provide for the receipt of all monies due to the Association. Disbursement shall be made by the Treasurer as approved by the Executive Committee, or its representative. Under the authorization of the Executive Committee, the Treasurer shall be empowered to invest the funds of the Association, to sell, convert or exchange securities or property owned by the Association and to execute any document in connection therewith. The Treasurer shall also keep regular and correct accounts of the transactions of this Association, which shall at all times be open to the inspection of the Executive Committee, or to any auditing committee which may be appointed by the Executive Committee.

**SECTION 7.** Secretary. The Secretary shall keep the minutes of the Board meetings, see that all notices are duly given in accordance with the provision of these by-laws, and in general, perform all duties incident to the Office of the Secretary.

**SECTION 8.** Program Director. It shall be the duty of the Program Chairperson to coordinate, solicit, and facilitate all events and proceedings which incorporate technical presentations given to this Association.

**SECTION 9.** Vacancies. In the event of a vacancy in the office of the President, the Vice President shall become President of the Association until the next July 1<sup>st</sup> following the annual Executive Committee meeting. Vacancies in the office of Vice President, Treasurer, Secretary, Program Director and/or Committee Chairpersons shall be filled by a majority vote of the Executive Committee for the unexpired term.

**ARTICLE V**  
**Meetings of Officers**

**SECTION 1.** Annual Meeting. The Annual Meeting shall be held in June each year, or on such other date as the Executive Committee may determine. At each Annual Meeting, the successors to such Executive Committee Members whose terms expire shall be elected.

**SECTION 2.** Regular Meetings. No vote concerning budget approval of the Association may be conducted without a quorum and proper information regarding changes, approvals etc. have been provided and reviewed by all Executive Committee members. In such matters the Executive Committee members must be provided detailed information at least 7 business days prior for review so enough time is provided to make a proper evaluation of or comments as elected representatives of the whole Association's membership. No change in the dates, times, or financial expenditures of any such meetings shall be made except by a majority vote of the members of the Executive Committee. Each member is entitled to one vote.

**SECTION 3.** The Order of Business at each meeting shall be (1) Opening of annual meeting, (2) Roll call, (3) Treasurer's report, (4) Committee Reports, (5) Unfinished business, (6) New business and in the event of the Annual Meeting (7) Election of officers, (8) Installation of officers.

**SECTION 4.** Special Meetings. Special meetings of the Executive Committee may be requested by any member of the Executive Committee. A quorum must be met for any action to be voted on.

**ARTICLE VI**  
**Committees**

**SECTION 1.** Appointment and Alteration. The Executive Committee may appoint or alter committees as necessary to serve the best interest of the Association. Appointments and alterations shall be made by majority vote of the members of the Executive Committee.

**SECTION 2.** Committees. The following committees are installed at the time of this writing but may be altered as the Executive Committee deems necessary.

- Social Committee
- Program Committee
- Educational Outreach Committee
- Marketing Committee

**ARTICLE VII**  
**Contract, Check, Deposits and Funds**

**SECTION 1.** Contract. The Executive Committee may authorize any Officer or Officers, Agent or Agents of the Association, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

**SECTION 2.** Checks. All checks, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer for Officers of the Corporation and in such manner as shall, from time to time, be determined by the resolution of the Executive Committee.

**SECTION 3.** Deposits and Funds. All funds of the Association shall be deposited, from time to time, to the credit of the Association in such banks, trust companies, or other depositories as the Executive Committee may select.

**ARTICLE VIII**  
**Books and Records of Accounts**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members. All books and records of the Association may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE IX**  
**Fiscal Year**

The fiscal year of the Association shall begin on July 1 and end on June 30.

**ARTICLE X**  
**Membership Dues**

The Officers and Board of Directors shall determine, from time to time, the amount of annual dues payable by members to the Association.

**ARTICLE XI**  
**Indemnification of Officers and Executive Committee**

The Association shall indemnify each present and future Officer and Executive Committee member and each such officer or member shall be entitled without further act on his part to indemnity from the Association for, all expenses (including the amount of judgments and the amounts of reasonable settlements made with a view to the curtailment of costs of litigation other than amounts paid to the Corporation itself) reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been an Officer or Executive Committee member of the Association, whether or not he continues to be such officer or member at the time of incurring such expenses; provided, however, that such indemnity shall not include any expenses incurred in respect of matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such Officer or Executive Committee member. The foregoing right of indemnification shall inure to the benefit of their heirs, executors or administrators of each such Officer or Executive Committee member and shall be in addition to all other rights to which such Office or Executive Committee member may be entitled as a matter of law.

**ARTICLE XII**  
**Amendments**

These By-Laws may be amended at any meeting of this Association by a two-thirds vote of its members present, provided such proposed amendment to the By-Laws supports and is not contrary to the objects of this Association, and provided also that the amendment is submitted in writing to the Executive Committee of this Association and approved by them after which it shall be embodied in and form a part of the notice of the meeting at which final action is to be taken.

**ARTICLE XIII**  
**Code of Ethics**

Each and every member of this Association agrees to abide by the Code of Ethics as follows:

We, the Members of the Wisconsin Paint and Coatings Association, recognizing our responsibilities and obligations to promote the public welfare, and to maintain honorable, fair and friendly relations among individuals, do pledge ourselves:

1. To compete always with fairness and honesty, seeking patronage on merit, and service; to refrain from false, derogatory reference written, oral or printed, to competitors or their products; and from the circulation of harmful rumors regarding such competitors' products, or their personal or financial reputations; to strive, by sincere and intelligent cooperation with our competitors, in all lawful ways to increase the efficiency and service to the public of the industry as a whole; to base our advertising exclusively on the merit of our own products and the value of our own service, without false, derogatory reference to the products of competitors or misleading comparisons therewith.
2. To be guided by a spirit of justice, honor and fairness, in all our relations with members of the allied trades, realizing that the standard of ethics, maintained in our industry must vitally affect the standard observed in associated industries; to encourage the adoption by the allied trades of similar codes as guides to govern their practices; and to discourage unfair trade practices in those trades, even though such practices might at times be to our own immediate advantage.
3. To represent our products truthfully in advertising, labeling and branding; avoiding therein all false or misleading statements or descriptions.
4. To avoid and actively strive to prevent all forms of commercial bribery or, corruption by members of this Association and by the industry in general; and to this end we pledge our support to the Federal Trade Commission and any other enforcement agency in locating and prosecuting individuals guilty of such practices.
5. To recognize the right of employees to use all honorable and reasonable effort to better their conditions, but to refrain from directly or indirectly soliciting or bidding for the services of the employee of another member.
6. To recognize that only when an employee shall take the initiative shall we have the right to negotiate with such an employee of another member.
7. To refrain from the unethical practice of taking in exchange or in any manner assisting in the exchange of paints, varnishes or other coatings of another manufacturer, distributor or dealer.
8. To adhere faithfully to the rules of conduct herein set forth and to inspire our fellow members to do likewise, believing that the Golden Rule is the only safe guide of conduct in the relations among individuals.
9. Any violation of this Code shall be referred by the President of this Association to the Executive Committee for consideration and action.