

**RESTATED BYLAWS
OF FCA INTERNATIONAL**

**ARTICLE I
OFFICES**

- 1.1 Offices. The Association may have offices at such place or places as the Board of Directors may from time to time determine.

**ARTICLE II
PURPOSES**

- 2.1 Purposes. The Corporation is organized exclusively as a business league of persons in the Painting and Allied Trades Industries (hereinafter "Industry") for the promotion of common business interests and improvement of business conditions of its members, no part of the earnings of which shall inure to the benefit of any stockholder or individual.

In support of such purposes, the main activities of the Corporation shall include:

- a. To establish, conduct or participate in such educational programs for employers and employees in the Industry, and the general public, with respect to techniques, ideas and methods, which will improve the Industry and increase the contribution that the Industry can make to the community;
- b. To formulate programs this will promote harmony between the employers and the employees in the Industry so as to avoid the possibility of work stoppages and labor disputes;
- c. To disseminate Industry and labor/management information to the Corporation's membership, including, but not limited to, the following:
 - (i) Study and explore ways of increasing productivity of both labor and management.
 - (ii) Study and explore ways of eliminating potential problems which reduce the competitiveness and inhibit economic development in the Industry.
 - (iii) Study and explore joint approaches to achieving organizational effectiveness.

- d. To study and institute programs which will make it possible for the Industry to be of greater service to the public;
- e. To engage in such public relations, education, and advertising programs as are necessary to develop and increase consumer demand so as to maintain maximum job opportunities and steady business activity;
- f. To establish standards within the Industry and improve such standards whenever necessary to keep pace with new developments in the Industry, including, but not limited to, the development of codes on a local, state and national basis;
- g. To assist signatory contractors in matters relating to the International Union of Painters and Allied Trades ("IUPAT");
- h. To engage in any proper and legal activity which will increase the efficiency of the Industry and foster good public relations;
- i. To support or oppose pending legislation and regulations at the local, state and/or national level;
- j. To engage in any other lawful activities incidental to or related to the accomplishment of the above purposes.

ARTICLE III MEMBERSHIP

3.1 Membership. Membership in the Association shall be comprised of five classes, as follows:

- 1) Member;
- 2) Contributing Member;
- 3) Association Member;
- 4) Partner Member; and
- 5) Industry Member

Contributing and Association Members shall be considered Regular Members.

3.2 Member. Any contractor signatory to a collective bargaining agreement with a District Council or Local Union of the IUPAT.

3.3 Contributing Member. Any contractor signatory to a collective bargaining agreement with a District Council or Local Union of the IUPAT that has signed an FCA

International, Inc. Contributing Membership Agreement obligating it to provide financial support to FCA.

- 3.4 Association Member. Any contractors that are members of an association who are all bound to a collective bargaining agreement with a District Council or Local Union of the IUPAT, and which association has signed an FCA International, Inc. Association Membership Agreement obligating it to provide financial support to FCA.
- 3.5 Partner Member. Any manufacturer, supplier or service provider that has signed an FCA International, Inc. Sponsorship Agreement obligating it to provide financial support to FCA.
- 3.6 Industry Member. Any organization or entity involved with the unionized segment of the construction industry that is not eligible to be a Contributing, Association or Partner Member, and has signed an FCA International, Inc. Industry Member Agreement obligating it to provide financial support to FCA.
- 3.7 Voting Rights. Each Regular member, in good standing, shall be entitled to one vote on each matter submitted to a vote of the members. Each member firm shall designate one representative who shall be entitled to one vote on each matter submitted to a vote of the members at any meeting of members.
- 3.8 Terms of Membership. Any Regular member of the Association may tender his/her resignation by filing with the Association his/her resignation in writing and paying in full, all financial obligations of record against him/her. Such resignation may be duly accepted by the Board of Directors of the Association. No resignation shall be accepted until such obligations have been paid or adjusted to the satisfaction of the Board of Directors. Any Regular member of the Board of Directors who is an employee, officer, shareholder, or principal of a regular member who resigns shall be deemed to resign as a director, if so serving.

It shall be the duty of each Regular member of this Association to observe and abide by the Bylaws, to cooperate with the Directors for the purpose of attaining and effecting the objectives of the Association.

- 3.9 Suspension or Expulsion. Any Regular member who is delinquent in his/her Membership Fees and dues, or has violated a rule of the Association or who is guilty of any conduct inimical to the welfare of the Association may be suspended or expelled.

The Board of Directors shall give any Regular member who is the subject of the proposed action fifteen (15) days' prior notice of the proposed expulsion, suspension, or termination and the reasons therefor. Said notice shall be sent by first class or registered mail to the Regular member at the last address of the Regular

member shown on the Association's records. The Regular member may submit a written statement to the Board regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension, or termination. Prior to taking the proposed action, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein. The decision of the Board of Directors shall be final.

Any fully paid-up Regular member terminated from the Association shall receive a prorated refund of dues or assessments already paid.

A suspended Regular member shall not be entitled to exercise any of the voting rights set forth in Article II herein. Any Regular member suspended from the Association may be reinstated upon the removal of the cause of suspension by majority vote of the Board of Directors at the meeting at which reinstatement is acted upon.

- 3.10 Use of Association Logo. The only Association logo to be authorized for use by associate members shall be the logos authorized by the Association. The Association logo may be displayed in a place of business, on company stationary and brochures by associate members. The Association logo shall not be displayed on any product. The Association logo shall not be used in any way that would imply approval or endorsement of products. Any misuse of the Association logo may result in loss of associate membership. Upon termination of associate membership in this Association, the former associate member shall immediately cease any further use of the Association logo.

ARTICLE IV MEMBERSHIP MEETINGS

- 4.1 Meeting Place. All meetings of the Regular members shall be held at the principal place of the Association, or at such other place as shall be determined by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.
- 4.2 Annual Meeting Time. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held each year at a time and place designated by the Board of Directors.
- 4.3 Annual Meeting Order of Business. At the annual meeting of the Regular members, the order of business shall be as established by the Board of Directors, and shall include election of directors.

4.4 Special Meetings. Special Meetings of the Regular members for any purpose may be called at any time by the Chairman of the Board, with approval of a majority of the Board of Directors, or by five percent (5%) or more of the Regular members.

4.5 Notice.

a. Notice of the time and place of the Annual Meeting of Regular members shall be sent to each Regular member of record entitled to vote at such meeting in accordance with Section 9.1 of these Bylaws, not less than thirty (30) days in advance of the meeting.

b. Notice of the time and place of each Special Meeting and the reason for which the meeting is called, shall be sent to each Regular member of record entitled to vote at such meeting, in accordance with Section 9.1, not less than ten (10) days (or, in the case of mergers or sales of assets or dissolution, twenty (20) days) in advance of the meeting.

4.6 Voting Record. At least ten (10) days before each meeting of Regular members, a complete record of the Regular members entitled to vote at such meeting shall be made, arranged in alphabetical order, which record shall be kept on file at the main office of the Association for a period of ten (10) days prior to such meeting. The record shall be kept open at the time and place of such meeting to enable any Regular member who cares to, the opportunity to inspect the record.

4.7 Quorum and Vote.

a. A Quorum at any Annual or Special meeting of Regular members shall consist of the Regular members of the Association present at such meeting.

b. The votes of the majority of those present at any properly called meeting of Regular members at which a quorum, as defined in this paragraph, is present, shall be sufficient to transact business.

4.8 Voting Rights.

Except as otherwise provided in these Bylaws, or to the extent that voting rights are limited or denied by the Articles of Incorporation, each Regular member, on each matter submitted to a vote at a meeting of Regular members, shall have one (1) vote.

4.9 Proxies.

No Proxies shall be permitted.

ARTICLE V

SHARES

- 5.1 Issuance of Shares. No Shares of the Association are authorized or shall be issued.

ARTICLE VI BOARD OF DIRECTORS

- 6.1 Number and Powers. All powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors. The terms shall be staggered, with approximately one-third (1/3) of the Directors being elected in each year, except that at the first annual meeting, all Directors shall be elected for terms of one, two or three years. The Board of Directors shall consist of Regular members, who shall be active Regular members in good standing and shall be elected at an annual membership meeting, or at a special meeting of the Regular members held for the purpose of election, along with one (1) Affiliate Liaison. The Board of Directors shall determine, from time to time, the number of Directors of this Association, but the number shall not exceed 17.

The term of office for Directors shall be three years, or until their successors are elected and qualified. Directors appointed by the Board shall serve the unexpired term of the Board member being replaced.

- 6.2 Change of Number. The number of Directors may be increased or decreased by the Regular members at any Annual or Special meeting.

- 6.3 Removal of Directors. At a meeting of the Regular members called expressly for that purpose, any or all Directors may be removed by an affirmative vote of the majority of the Regular members of the Association. A Director may also be removed by resignation, death, incapacity, or in accordance with the laws of the State of Minnesota. In the event a Director is removed, a new Director shall be appointed by the remaining Directors to fill the removed director's remaining term of office, at which time the new Director will run for reelection. In the event there are no remaining Directors, the Chairman of the Board of the Association will conduct an election of Directors.

Any member of the Board of Directors who fails to attend 3 consecutive regular meetings shall be removed and a replacement will be appointed.

- 6.4 Eligibility to Serve as Director. To be eligible to serve as a Director, a person, or such person's business, must be a Regular Member of the Association in good standing, or the person must be an Affiliate Liaison, as described in Section 19 of this Article.

6.5 Quorum. A majority of the entire Board of Directors shall be necessary at all meetings to constitute a Quorum for the transaction of business.

6.6 Adjournment and Voting.

- a. A majority of the number of Directors fixed by or in the manner provided in these Bylaws shall constitute a quorum for the transaction of business at any board meeting, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

However, if the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place shall be given to the Directors who were not present at the time of the adjournment.

- b. The act of the majority of the Directors present at a Board meeting at which there is a quorum shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws.

6.7 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

6.8 Registering Dissent. A Director who is present at a meeting of the Board of Directors at which action on a matter is taken shall be presumed to have assented to such action, unless his/her dissent shall be entered in the Minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the Treasurer of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

6.9 Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an Executive Committee, and one or more other standing or special committees. The Executive Committee shall have and may exercise all of the authority of the Board of Directors, and other standing or special committees may be invested with such powers, subject to such conditions as the Board of Directors shall see fit; provided that, notwithstanding the above, no committee of the Board of Directors shall have the authority to: (1) fill vacancies on the Board of Directors or any committee thereof; (2) amend the Bylaws; (3) approve a plan of merger or consolidation requiring

Regular member approval; (4) appoint other committees of the Board of Directors, or the members thereof; (5) amend the Articles of Incorporation; and (6) approve any action for which these Bylaws or the law requires approval of the Regular members.

6.10 Remuneration. No stated salary shall be paid Directors, as such for their service, but by resolution of the Board of Directors, a fixed sum and expenses may be allowed for attendance at each regular or special meeting of such Board of Directors; provided that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor. Members of standing or special committees may be allowed like reimbursement for attending committee meetings.

6.11 Regular Meetings. Regular meetings of the Board of Directors or any committee shall be held at the Association office, or at such other place as the Board of Directors or such committee, as the case may be, may from time to time designate.

Written notice of the date, time and place of all meetings of the Board of Directors or any committee shall be given at least ten (10) days prior to the meeting.

6.12 Special Meetings.

a. Special Meetings of the Board of Directors may be called at any time by the Chairman of the Board or by any two (2) Directors, to be held at the registered office of the Association, or at such other place or places as the Board of Directors or the person or persons calling such meeting may from time to time designate. Notice of all Special Meetings of the Board of Directors shall be sent to each Director not less than five (5) days prior to the meeting by written or printed letter or by facsimile (FAX). The Notice of Special Meetings shall state the general nature of the business to be transacted at such a meeting.

b. Special Meetings of any committee may be called at any time by such person or persons, and with such notice as shall be specified for such committee by the Board of Directors, or, in the absence of such specification, in the manner and with the notice required for Special Meetings of the Board of Directors.

6.13 Action of Directors Without Meeting. Any action required or which may be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting if a consent, in writing, setting forth the action so taken or to be taken shall be signed by all of the Directors, or all of the members of the committee, as the case may be, such consent shall have the same effect as a unanimous vote.

6.14 Action of Directors by Communication Equipment. Any action required or which may be taken at a meeting of Directors, or of a committee thereof, may be taken by

means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

- 6.15 Duties of Directors. A Director of the Association shall perform the duties of a Director, including the duties as a member of any committee of the Board of Directors upon which the Director may serve in good faith, in manner such Director believes to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on the information, opinion, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of the Association whom the director believes to be reliable and competent in the matter presented.
 - b. Counsel, public accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence.
 - c. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committees the Director believes to merit confidence, so long as the Director acts in good faith and without knowledge that would cause such reliance to be unwarranted.
- 6.16 Limitation of Liability. A Director who performs his or her duties in accordance with the standards set forth in M.S.A. § 317A.257 (Minnesota Statute) shall have no liability based upon any alleged failure to discharge his or her obligations as a Director.

6.17 Directors' Conflicts of Interest.

- a. A contract or other transaction between the Association and: (1) its Director or a member of the family of its Director; (2) a director of a related organization, or a member of the family of a director of a related organization; or (3) an organization in or of which the Association's Director, or a member of the family of its Director, is a director, officer, or legal representative or has a material financial interest; is not void or voidable because the director or the other individual or organization are parties or because the director is present at the meeting of the Regular members or the Board or a committee at which the contract or transaction is authorized, approved, or ratified, if any one of the requirements of paragraph (b) is satisfied.

- b. A contract or transaction described in paragraph (a) is not void or voidable if:
- (1) the contract or transaction was, and the person asserting the validity of the contract or transaction has the burden of establishing that the contract or transaction was, fair and reasonable as to the Association when it was authorized, approved, or ratified; or
 - (2) the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Regular members and the contract or transaction is approved in good faith by two-thirds of the Regular members entitled to vote, not counting any vote that the interested director might otherwise have, or the unanimous affirmative vote of all Regular members, whether or not entitled to vote;
 - (3) the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a majority of the Board or committee, not counting any vote that the interested Director might otherwise have, and not counting the director in determining the presence of a quorum.

6.18 Honorary Directors. The Board of Directors, at its discretion, may appoint one or more honorary directors to the Board of Directors. A honorary director shall not have a vote. To be eligible to serve as a honorary director, a person must have been, at one time, a regular member of FCA or at one time been employed by a regular member of FCA.

6.19 Affiliate Liaison. One (1) member of the Board of Directors shall be an Affiliate Liaison, who is an Executive Director, President, Chief-Executive Officer or like position of an FCA Affiliate. Before the expiration of the current Affiliate Liaison's term the Chair of the FCA Affiliate Executives' Council shall provide a nomination for consideration to the Board of Directors Nominating Committee. The Affiliate Liaison shall be elected to serve as a Director at an annual membership meeting, or at a special meeting of the Regular members held for the purpose of election. The Affiliate Liaison shall have a two (2) year term and shall be a voting member of the Board of Directors.

ARTICLE VII OFFICERS

- 7.1 Designation. The elected officers of the Association shall be a Chairman of the Board, a Vice-Chair and a Treasurer, who shall be elected for a two (2) year term by the Directors at their first meeting after the annual meeting of Regular members, and who shall hold office until their successors are elected and qualified. Any two offices may be held by the same person, except the offices of Chairman of the Board and Treasurer. Officers may be re-elected for successive two (2) year terms. Each officer, by reason of being elected, shall automatically be a voting member of the Board of Directors during his or her term of office.
- 7.2 Chairman of the Board. The Chairman of the Board shall preside at all meetings of Regular members and Directors, shall have general supervision of the affairs of the Association, and shall perform all such other duties as are incident to his/her office or are properly required of him/her by the Board of Directors. The Chairman of the Board shall appoint or replace the chairpersons and members of all committees and task forces of the Association, and all representatives of the Association to other associations and groups.
- 7.3 Vice-Chair. During the absence or disability of the Chairman of the Board, the Vice-Chair shall exercise all the functions of the Chairman of the Board. In addition, the Vice-Chair shall have such powers and discharge such duties as may be assigned to him/her from time to time by the Board of Directors.
- 7.4 Treasurer. The Treasurer shall have general supervision over all financial affairs of the Association.
- 7.5 Immediate Past Chair. The Immediate Past Chair shall become a voting member of the Board of Directors and shall serve until the first meeting of the Board of Directors following the next annual meeting of the Regular Members at which a successor Chairman of the Board is elected. The unexpired elected term of the Immediate Past Chair on the Board of Directors, if any, shall be filled by the Board of Directors.
- 7.6 Delegation. In the case of absence or inability to act of any officer of the Association and of any person herein authorized to act in his/her place, the Board of Directors may from time to time delegate the powers or duties of such Officer to any other Officer or any Director or other person whom it may select.
- 7.7 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any Regular or Special Meeting of the Board.
- 7.8 Other Officers. Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

7.9 Term Removal. The Officers of the Association shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**ARTICLE VIII
CHIEF EXECUTIVE OFFICER**

8.1 The Board of Directors shall employ a Chief Executive Officer to conduct the affairs of the Association. The Board of Directors shall have the right to terminate the employment of the Chief Executive Officer. The Chief Executive Officer shall report to the Chairman of the Board. The Chief Executive Officer and such other employees of his/her Staff, shall receive compensation for their services as determined by budget as approved by the Board of Directors. No Regular member engaged as a contractor in one of the represented industries is eligible to serve as Chief Executive Officer or on the Staff of the Chief Executive Officer.

8.2 The Chief Executive Officer shall be provided with an office and all necessary equipment, telephone service and expense account to properly conduct the business affairs of the Association. He/She shall assist the Chairman of the Board at all meetings, represent the Association at all times at the discretion of the Board of Directors. He/She shall have the power to perform such other duties of an executive nature as may be assigned to him/her by the Board of Directors. Other employee(s) of the Association will be hired by and will be under the supervision of the Chief Executive Officer.

8.3 The Chief Executive Officer shall be an officer of the Association and a non-voting member of the Board of Directors.

**ARTICLE IX
NOTICES**

9.1 Notices. Except as may otherwise be required by law, any notice to any Regular member or director may be sent by either mail, including Internet E-mail, or facsimile (FAX) transmission. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his/her last known address in the records of the Regular member, with postage thereon prepaid.

**ARTICLE X
SEAL**

10.1 Seal. This Association shall not have a corporate seal

**ARTICLE XI
INDEMNIFICATION AND INSURANCE**

- 11.1 Indemnification and Insurance. Indemnification of Officers, Directors, employees and agents shall be provided to the fullest extent permitted by Minnesota law, as now or hereafter amended.

The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, Officers, employees, and other persons described in Minnesota Statutes, including persons formerly occupying any such positions, against any liability asserted against or incurred by any such person in such capacity or arising out of his or her status as such agent of the Association.

**ARTICLE XII
BOOKS AND RECORDS
FISCAL YEAR**

- 12.1 Books and Records. The Association shall keep correct and complete books and records of account, and shall keep Reports of the proceedings of its Regular members and Board of Directors; and shall keep at its registered office or principal place of business, a record of its Regular members, giving the names and addresses of all Regular members. Any books, records, and reports may be in written form, or any other form capable of being converted into written form within a reasonable time.
- 12.2 Fiscal Year. The fiscal year of the Association shall be a calendar year.

**ARTICLE XIII
AMENDMENTS**

- 13.1 Subject to any provisions of law applicable to the amendment of Bylaws of nonprofit organization, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:
- a. By vote of a majority of Directors present at any special or regular meeting of Directors at which a quorum is present, provided that written notice of such meeting and of the intention to change Bylaws thereat is given to each Director at least ten (10) days prior to the date of such meeting, and provided further that a Bylaw fixing or changing the number of Directors may not be adopted, amended, or repealed by action of the Directors.
 - b. By the vote of a majority of a quorum of the membership at a meeting duly called and noticed for the purpose of amending the Bylaws, such notice shall

contain the proposed amendment and shall otherwise comply with the notice provision for membership meetings as provided in Section 4.5.

ARTICLE XIV CONSTRUCTION

- 14.1 As used in these Bylaws:
- a. The word "shall" is mandatory and the "may" is permissive.
 - b. The words "Directors" and "Board" mean Board of Directors.
 - c. The word "Association" means the Corporation.

ARTICLE XV POLITICAL ACTION

- 15.1 Coordination of Political Activities. The Board of Directors shall coordinate and supervise the political activities of the Association, including, but not limited to, (a) formulating political strategy for the Association; (b) overseeing the development of positions on political issues; (c) coordinating the work of the Association's lobbyists, consultants and other political advisers and agents; and (d) generally managing the political activities of the Association.
- 15.2 Limitations. No officer, director, agent, employee, or Regular member of the Association shall take any political action on behalf of the Association or in the name of the Association on any political issue without the express prior approval of the Board of Directors.
- 15.3 Definition. The term "political action," as used in this section, shall mean and include all the activities listed and referred to in Article I above and all other political activities of like kind.

ARTICLE XVI PROPERTY AND FUNDS

- 16.1 Rights to Property and Funds. All property and funds shall be in the name of the Association. No member, firm, or any other corporation shall have any right in or to any property or funds of the Association. No Regular member shall, upon his or her withdrawal or expulsion from the Association, be entitled to receive an interest in any of the assets of the Association.
- 16.2 Limitation on Liabilities. No Regular member, officer, agent or employee of this Association shall be personally or otherwise liable for any of the debts, liabilities, and/or obligations of this Association.

16.3 Contracts. The Board of Directors may authorize any officer or officers, or agent of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

No Regular member shall be empowered to contractually bind the Association or incur debt in its name unless authorized to do so by the Board of Directors.

16.4 Checks. All checks, draft or 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 or officers, or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

16.5 Deposits. All funds of the Association shall be deposited, from time to time, to the credit of the Association in such banks or other depositories as the Board of Directors may select.

16.6 Contributions, Gifts. The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

16.7 Distribution of Association. No person shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Association. In the event of dissolution of this Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Association shall be distributed to a nonprofit organization having the same purpose as this Association.

ARTICLE XVII AFFILIATES AND COALITIONS

17.1 Affiliation. Any association or group of contractor firms of good repute engaged in any phase or phases of the Industry, all of the members of which are members of this Association, or who apply simultaneously for membership in this Association, shall be eligible to affiliate with this Association by making application for a Certificate of Affiliation under the terms and conditions specified in Section 17.2.

17.2. Qualifications for Affiliation. Any Association or group of contracting firms that wishes to affiliate with this Association must meet the following qualifications:

- a. All the members of the Affiliate must be members of this Association.

- b. All members of the Affiliate must be signatory to any International Union of Painters and Allied Trades ("IUPAT") labor agreement or applicable local labor agreement and must contribute to the Painting and Allied Trades Labor Management Cooperation Fund ("LMCF").
- c. Meet such other qualifications as may be established by the Board of Directors of this Association from time to time.

The authority to grant Affiliation status to any association shall be vested in the Board of Directors of the Association.

17.3 Coalition. Any association or group of contractors of good repute, engaged in any phase or phases of the Industry, all the members of which are members of this Association, or who apply simultaneously for membership in this Association, shall be eligible to become a Coalition of this Association thereof by making application for a charter as a Coalition of this Association under the terms and conditions specified in Section 17.4. The Coalition must include among its membership all members of the Industry which would include painting and coatings, drywall, glass, flooring and sign located within the geographic jurisdiction of the Coalition.

17.4 Qualifications for Coalition Status.

- a. All the members of the Coalition must be members of this Association.
- b. All members of the Coalition must be signatory to any IUPAT labor agreement or applicable local labor agreement and must contribute to the LMCF.
- c. The geographical jurisdiction of each Coalition shall be stated in detail on the application as approved or modified by the Board of Directors of this Association.
- d. Meet such other qualifications as may be established by the Board of Directors of this Association from time to time.

The authority to grant final approval and acceptance of any Coalition application shall be vested in the Board of Directors of this Association.

17.5 Affiliate and Coalition Obligations. Each Affiliate and each Coalition shall keep on file with this Association a current copy of its governing documents and a list of its members, with addresses. The governing documents of the Affiliate or the Coalition shall not be in conflict with the basic purposes of this Association's Articles of Incorporation and Bylaws.

- 17.6 Affiliate and Coalition Information. Each Affiliate and Coalition shall obtain from its members and furnish to this Association such statistical information as may be requested by this Association from time-to-time. In addition, each Affiliate and Coalition shall file with this Association a copy of the current collective bargaining agreement(s) of its members. The term "current collective bargaining agreement" refers to the collective bargaining agreement(s) in this Industry.

These Bylaws were adopted by the Board of Directors on the 11th day of January 1997, and amended:

February 7, 1998
December 1, 1998
February 26, 1999
April 17, 1999 (at an Annual Membership meeting)
February 20, 2000
October 2, 2002
October 5, 2002 (number of Directors increased from 12 to 13)
December 16, 2004
November 12, 2006
June 17, 2009
September 16, 2010
June 15, 2011
May 14, 2016 (at an Annual Membership meeting number of Directors increased from 15 to 17)
May 17, 2017
September 19, 2019