

# **Constitution and By-Laws**

**of the**

## **Association of Master Painters and Decorators of New York, Inc.**

370 Seventh Avenue, Suite 418  
New York, NY 10001  
(212)697-4790

### **CONSTITUTION**

#### **ARTICLE I.**

**Name**

The name of this Association shall be ASSOCIATION OF MASTER PAINTERS AND DECORATORS OF THE CITY OF NEW YORK, INC.

ARTICLE II.

**Purpose**

The purpose of this Association shall be to foster the interests of those primarily engaged in the business of painting and/or decorating and allied trades.

ARTICLE III.

**Qualifications for Membership**

Section 1. Any person, firm or corporation primarily engaged in the business of painting an/or decorating and allied trades shall be eligible to membership, after being regularly elected, by subscribing to the Constitution and By-Laws.

**Section 2. Any applicant for membership who has engaged in conduct deemed detrimental to the best interests of the Association may be deemed by the Board of Directors to be unqualified for membership.**

ARTICLE IV.

**Officers**

Section 1. The elected officers of this Association shall consist of a President, two Vice-Presidents and a Treasurer. All other officers shall be appointed by the Board of Directors as hereinafter provided.

**Directors**

Section 2. The Board of Directors of this Association shall consist of not more than twelve (12) elected members, the

President, Vice-Presidents,  
Treasurer, the Chairman of the  
Board, and the immediate Past  
President.

### **Election**

Section 3. (a) The President, Vice-Presidents, the Treasurer and Directors shall be elected at the Annual Meeting to hold their respective offices for the term of one (1) year or until their successors have been elected. A majority of all votes cast shall be necessary for election.

(b) No officer shall serve more than four (4) consecutive years. A person who has been elected to the office of President, Vice-President and Treasurer for four (4) consecutive full terms shall be ineligible for election to the same office until after the expiration of one full term of such office.

(c) No elected Director shall serve more than four (4) consecutive years. A person who has been elected as Director four (4) consecutive full terms shall be ineligible for election to membership on the Board of Directors until after the expiration of one (1) full term.

(d) No member is eligible to hold any office unless he shall have previously served one year or more on the Board of Directors.

(e) No person is eligible for election as an Officer or Director, nor to the appointment on any Committee, or the retention of such Office, Directorship or Committeeship, whose firm or corporation is in arrears for dues, or assessments for more than three (3) months.

### **Vacancies**

Section 4. In case of a vacancy among the officers or directors, such vacancy may be filled from the general membership for the unexpired term by a majority vote of the Board of Directors.

### **Removal from Office**

Section 5. Any officer or representative on the Board elected as herein provided, may be removed from office by a three-fourths vote of the total membership of the Board of Directors, provided specific charges shall be presented in writing at said meeting and provided a copy of the charges shall have been mailed to the business address of the officer so charged at least fourteen (14) days previous to this meeting.

Any officer or representative on the Board elected as herein provided, removed from office in accordance with this section, shall have the right to appeal from such act of the Board of Directors to the Association at a Regular Meeting and the

Association shall have the power to reverse such removal of such officer or representative on a Board.

## ARTICLE V.

### **Appointment of Committees**

Section 1. The President shall appoint a Nominating Committee consisting of four (4) members of the Association and shall through the Executive Secretary send to each member of the Association the names of the Nominating Committee by mail at least five (5) days prior to the November membership meeting.

(a) At the first meeting of the Association following the Annual Meeting the President shall, unless objection is made by a majority of the members present and subject to the approval thereof by a majority of the entire Board of Directors of the Association, appoint the following Standing Committees:

(i) a Committee to be known as the Agreement Committee and consisting of all the members of the Board of Directors, as voting members, and four (4) elected officers of the Association, the Executive Secretary, the Chairman of the Board and the immediate Past President;

(ii) a Committee to be known as the Constitution and By-Laws Committee and consisting of at least four (4) directors of the Association, as voting members;

(iii) a Committee to be known as the Apprentice Committee and consisting of at least four (4) directors of the Association, as voting members.

The President shall designate the Chairman of each of the Standing Committees. The names of all appointees to the Standing Committees are to be mailed through the Executive Secretary to each member of the Association after the approval thereof by the Board of Directors.

## ARTICLE VI.

### **President**

Section 1. (a) The President shall preside at all meetings of the Association.

(b) He shall be a member *ex-officio* of all committees.

(c) He shall, or shall designate the officers to, countersign checks issued by the Association.

(d) He shall, subject to the approval thereof by a majority of the entire Board of Directors, name all Committees not otherwise provided for except Committees or individuals receiving regular weekly compensation. He shall designate the Chairman of each Committee he appoints, who must be a member of the Board of Directors.

### **Vice-Presidents**

Section 2. A Vice-President shall, in the absence of the President, perform all the duties of the President.

### **Executive Secretary**

Section 3. He shall meet with the representative of District Council No. 9 on the Joint Trade Committee to hear and adjust all grievances and complaints against either party to the Trade Agreement for all violations of the Trade Agreement. He shall keep the minutes of all meetings, notify members of their election and of all meetings and all officers and members of Committees of their appointment or election and issue all notices required by the Constitution. He shall collect all money and keep the accounts of all financial transactions of the Association and make all disbursements authorized by the Association. He shall administer all of the Association's business, countersign checks and perform any and all other administrative duties for the Association. He shall immediately deposit all monies received in the bank of the Association. The books shall be audited quarterly by a certified public accountant appointed by the Board of Directors.

### **Treasurer**

Section 4. The Treasurer is authorized to sign all checks of the Association. He shall receive all audited reports rendered by the certified public accountant and review, as may be necessary, the financial records of the Association.

### **Executive Secretary's and Treasurer's Bond**

Section 5. The Executive Secretary and the Treasurer shall execute and furnish a Surety or Indemnity Company bond in the amount of Ten Thousand and 00/100 Dollars each, conditioned upon the faithful performance of their duties. The cost of these bonds to be paid for by the Association.

### **Board of Directors**

Section 6. (a) The Board of Directors shall elect a Chairman from among its members.

(b) The Board of Directors shall meet not less than four (4) times a year, and as often and upon such notice as the Chairman may deem advisable.

(c) Duties of the Board of Directors:

It shall study all matters relating to the welfare of the Association, its members, and the Industry, and make recommendations to the General Membership. It shall approve an annual budget, have charge of the finances of the Association.

It shall appoint the non-elective officers and employees of this Association under such rules and regulations as they may prescribe and decide.

It shall inquire into the eligibility of applicants for membership, and make its recommendation in respect thereto at the next regular meeting.

It shall investigate and pass upon charges by a member against members and officers. Any member may make a charge against a fellow-member of breach of trade agreement or any other agreement, of violation of a rule, order, resolution or regulation of the Association or of any other misconduct. Such charge must be in writing and presented to the Board. When a charge is made against any member, a copy thereof, together with written notice that an opportunity will be given him to be heard thereon, at a time and place stated in said notice, shall be mailed to such member at his business address (or if he has no business address, then to his last known place of residence) not later than five (5) days before the date set for the hearing. The Board shall have the power to summon before it any member or members of this Association to give testimony touching any matter it may have under investigation. Two-Thirds (2/3) of the members of the Board of Directors shall constitute a quorum.

It shall appoint no fewer than two (2) directors of the Association to represent the Association on the Board of Governors of the Building Trades Employers Association.

It shall appoint no fewer than four (4) members of the Association to serve on the Joint Trade Committee established in the Trade Agreement with District Council 9, I.U.P.A.T. The Executive Secretary shall be a permanent member of the Joint Trade Committee.

### **Executive Committee**

(c) There shall be an Executive Committee composed of the Chairman of the Board of Directors and at least three (3) directors of the Association, and such other persons acting in an *ex officio* and non-voting capacity as the Board of Directors may appoint. They shall meet at least four (4) times per year, or as often as deemed advisable. They shall study all matters relating to the welfare of the Association, its members, and the industry.

### **Board of Governors**

Section 7. The representatives of this Association on the Board of Governors of the Building Trade Employers' Association shall attend the meetings of that Board, and their acts in

such capacity shall be final and binding on the members of the Association.

### **Joint Trade Board**

Section 8. The representative of this Association on the Joint Trade Board shall be the President. He shall meet with the representative of District Council No. 9 on the Joint Trade Board and adjust any differences or complaints between members of this Association and District Council No. 9 which the Joint Trade Committee may fail to settle. He shall perform such other duties as may be prescribed by the agreement. The Joint Trade Board representative shall report his activities to the Board of Directors.

### **Nominating Committee**

Section 9. (a) It shall be the duty of the Nominating Committee to nominate names to be voted for at the December meeting of the Association to fill all elective offices of the Association for the following year.

(b) The Nominating Committee, through the Executive Secretary of the Association, shall advise the membership in writing during the first week of November that nominations for officers and directors to serve in the following year should be transmitted to the chairman of the Nominating Committee no later than the third week in November. A notice to the membership in not less than ten (10) days prior to the December meeting shall advise that the Nominating Committee's report will be presented at that meeting, to be followed by the election of directors and officers thereafter. Additional nominations may be made from the floor at the December meeting.

### **Agreement Committee**

Section 10. Whenever it becomes necessary to make a new trade agreement with the Union or amend an existing agreement, the Agreement Committee shall meet with a like committee from the Union to formulate a new agreement or amendments as the case may be and report the result of their work to the Association for its action.

### **Apprentice Committee**

Section 11. It shall be the duty of the Apprentice Committee to inspect the work of the trade schools and perform such other duties as may be imposed upon it by the Association.

### **Constitution and By-Laws Committee**

Section 12. The Constitution and By-Laws Committee shall meet as may be necessary or at the call of the Chairman. The Committee shall study the Constitution and By-Laws and make their recommendations to the Board of Directors of the Association of any changes to the Constitution and By-Laws, which in their judgment are deemed necessary and advisable. Any recommendations or proposals of any changes to the

Constitution and By-Laws are, upon the approval thereof by the Board of Directors of the Association, to be submitted to the members in accordance with ARTICLE VII of the Constitution.

It shall also study and act upon all proposals for amendments submitted to it by members of the Association, and must report to the Board of Directors of the Association on the result of their deliberations, not later than the next meeting of the Association after the date of submission.

## **Amendments**

### ARTICLE VII.

This constitution may be amended at any regular or special meeting of the Association at which there is a quorum in attendance by a vote of two-thirds of the members thereof present. A copy of the proposed amendment must be mailed to the business address of each member at least ten days before the meeting to which it is to be submitted, together with a notice that the same will be proposed for adoption. If two-thirds of all votes cast are in favor of a proposed amendment, it shall be adopted.

All proposed amendments shall be submitted to the Constitution and By-Laws Committee, whose duty it shall be to study such proposals and report on the result of their deliberations to the Board of Directors of the Association.

## **BY-LAWS**

### ARTICLE I.



**Meetings**

Section 1. The regular meetings of this Association shall be held not less than four times a year.

**Annual Meeting**

Section 2. The Annual Meeting shall be held in the month of January.

**Special Meetings**

Section 3. The President may call Special Meetings at such times and on such notice as he may deem expedient, or shall do so on the written request of ten members. The objects of the meeting shall be stated in the notice thereof.

The President may in his discretion, or upon request from the floor, order the Executive Secretary to call the roll of the membership prior to adjournment.

ARTICLE II.

**Quorum**

For the transaction of business one-fifth of the entire membership shall constitute a quorum.

ARTICLE III.

**Initiation Fees and Dues**

**Section 1. There shall be an initiation fee which shall be based on the amount of total gross payroll during the preceding calendar year and shall be classified as follows:**

Class	Payroll	Initiation Fee
1.	0 to \$200,000	
2.	\$200,000 to 550,000	
3.	550,000 to \$1,000,000	
4	over \$1,000,000	

**Section 2.** There shall be annual regular dues which shall be based on the amount of total gross payroll during the preceding calendar year and shall be classified as follows:

Class:	Payroll	Quarterly	Annual
1.	0 to \$200,000	\$150.00	\$600.00
2.	\$200,000 to 550,000	375.00	1,500.00

3.	550,000 to \$1,000,000	562.50	2,250.00
4.	over \$1,000,000	625.00	2,500.00

The Annual Dues shall be paid quarterly in advance on the first days of January, April, July and October.

**Section 3.** The Association shall pay, at the discretion of the Board of Directors, dues to any organization that serves the interests of this Association.

ARTICLE IV.

**Requests for Membership**

Section 1. All requests for membership shall be in writing, and signed by the applicant, and shall enclose a check for the initiation fee and one-quarter year's dues. Requests shall be acted upon by the Board of Directors.

**Section 2. An applicant for membership may be rejected by the Board of Directors if it determines that the applicant has engaged in conduct deemed detrimental to the best interests of the Association.**

**Privileges and Voting Power**

Section 3. All members of firms or officers of corporations, members of this Association, shall have all the privileges of the Association, except that only one member of a firm or one officer of a corporation may vote on any question.

Each member shall be entitled to vote in accordance with his classification as set forth in ARTICLE III of the By-Laws in the following manner:

1 vote.....	less than \$150,000
3 votes .....	\$151,000 to \$450,000
6 votes .....	\$451,000 to \$750,000
10 votes .....	\$751,000 & over

**Obligations**

Section 4. Members shall be bound by the Constitution and By-Laws of this Association and by the terms of the Trade Agreement with District Council No. 9, **I.U.P.A.T.** as negotiated by this Association.

**Section 5. Any person, firm or corporation becoming a member of the Association shall continue such membership during the twelve (12) months prior to and three (3) months after the expiration of the Trade Agreement between the Association and**

**District Council No. 9, I.U.P.A.T., unless permission is granted otherwise by the Board of Directors.**

**Arrears and Mandatory Termination of Membership**

Section 6 Any member refusing or neglecting to pay his indebtedness to this Association for dues, ninety days after the date on which the same shall become due and payable, may forfeit his membership in the Association, and he may be dropped from the roll. He may be reinstated at the discretion of the Board of Directors.

ARTICLE V.

**Expulsion**

Section 1. Any member may be expelled by a two-thirds vote of the Board of Directors if a member has been found guilty of conduct deemed detrimental to the best interests of the Association.

**Resignation**

Section 2. The Board of Directors shall accept the resignation of a member provided he shall have given ninety (90) days' notice in writing to the Executive Secretary of his intention to resign, and provided that such member is not in arrears for any dues, fines or assessments, and further provided that no resignation from membership shall be offered or accepted or become operative during a temporary suspension of work, or at a time when charges are pending and undetermined against a member including arrears due the Association.

Section 3. No member shall be relieved or absolved from the duties, obligations and agreements connected with membership in this Association until his resignation shall have been accepted by the Board of Directors.

ARTICLE VI.

No part of the net earnings of the Association shall inure to the benefit of any member, trustee, director, or officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association); and no member, trustee, director or officer of the Association or any private individual shall be entitled to share in the distribution of any of the Association assets on dissolution of the Association.

ARTICLE VII.

**Amendments**

**Sec. 1** These By-Laws may be amended at any regular or special meeting of the Association at which there is a quorum in

attendance by a vote of two-thirds of the members thereof present. A copy of the proposed amendment must be mailed to the business address of each member at least ten days before the meeting to which it is to be submitted, together with a notice that the same will be proposed for adoption. If two-thirds of all votes cast are in favor of a proposed amendment, it shall be adopted.

All proposed amendments shall be submitted to the Constitution and By-Laws Committee, whose duty it shall be to study such proposals and report on the result of their deliberations to the Association.

**Past Presidents' Advisory Committee.**

**Sec. 2** There shall be a Past Presidents' Advisory Committee composed of the Past Presidents who are now listed on the ASSOCIATION'S official membership roster.

The Past Presidents' Advisory Committee has the responsibility of furnishing advice and counsel to the ASSOCIATION. The chairman of the Past Presidents' Advisory Committee shall be the immediate Past President of this ASSOCIATION.

**Enforceability**

**Sec. 3** **In addition to any remedies for a violation of these By-laws provided for herein, these By-laws shall be concurrently enforceable at law or in equity in the Courts of the State of New York.**

\* \* \*

Constituted	1825
Revised	1868
Revised March	1886
Revised March	1893
Revised Dec.	1906
Revised June	1919
Revised Feb.	1931
Revised Nov.	1934
Revised Nov.	1938
Revised Nov. 1	1945
Revised April	1947
Revised Dec.	1949
Revised April	1952
Revised Oct.	1952
Revised Nov.	1953
Revised Nov.	1956
Revised Dec.	1956
Revised Oct.	1962
Revised Jan.	1964
Revised Oct.	1970
Revised Nov.	1983
Revised Dec.	1999

Revised

2000

**Original Founders and Officers**

1825

John Marsh, President

Simon Clannon, Secretary

Trustees

Nathaniel L. Aston

George T. Beakey

Andrew Civill

Delegates to confer with The Corporation

Richard H. Staats

William Davis