



BYLAWS
of
SSPC: THE SOCIETY FOR PROTECTIVE COATINGS

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ARTICLE I
PURPOSE AND MISSION

SECTION 1
PURPOSE

The purpose of SSPC: The Society for Protective Coatings (hereinafter referred to as "SSPC") is to advance the technology and promote the use of protective coatings to preserve industrial, marine and commercial structures, components and substrates.

SECTION 2
MISSION

The mission of SSPC is to inspire learning, advance knowledge, and elevate performance in the industry through training, certification, and education of the workforce, communication of advances in technology, and the promotion of the use of protective coatings and generally to provide for or carry on such other activities as may be necessary, incidental, convenient, or desirable to accomplish fully SSPC's purpose as set forth above and in its Articles. In pursuing such activities, SSPC shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II
MEMBERSHIP

SECTION 1
QUALIFICATIONS

Organizations or individuals who are concerned with the technology of protective coatings for industrial structures may be admitted to membership in SSPC in the classes of membership provided in Section 2 and in the manner hereinafter provided in Section 3 of this Article.

SECTION 2
CLASSES

There shall be classes of membership as follows:

Organizational Members: Defined as qualified organizations that contribute an annual organizational membership fee to SSPC. Staff shall recommend, and submit to the Board (as defined in Article IV, Section 1 below) for review and approval, the classifications and annual fee for Organizational Members.

Individual Members: Defined as qualified, individual persons who contribute an annual individual membership fee to SSPC. Staff shall recommend, and submit to the Board for review and approval, the annual fee for Individual Members. Special individual memberships are set forth in Article II, Section 4.

Other member classes may be established by approval of a simple majority of the voting members of the Board.

SECTION 3 REPRESENTATION AND RIGHTS

Organizational Members:

Each Organizational Member shall appoint one representative to be the official liaison between that organization and SSPC. Each Organizational Member may designate additional representatives as Individual Members. Organizational Members do not have any voting rights.

Individual Members:

Each Individual Member shall be empowered to vote in the election of representatives to the Board. An Individual Member may not appoint another individual to cast his/her vote.

The rights and privileges of membership are personal to the Member and may not be transferred or assigned by the Member's own act or by operation of law. Other than (i) the Individual Member's right to vote in elections to the Board, and (ii) the rights afforded to Individual Members by virtue of membership on a committee pursuant to the relevant committee charter, members do not have any other voting rights other than such matters that are required by law to be submitted to a Member vote.

SECTION 4 SPECIAL INDIVIDUAL MEMBERSHIPS

Life Member:

An Individual Member meeting the following requirements may apply for Life Membership:

- Continuous membership in SSPC for 10 years.
- Minimum age of 62.
- Payment of Life Membership dues shall be a one-time payment equal to four times the annual dues for Individual Members.

A Life Member receives all the benefits of Individual Members until the member's death or until SSPC is informed by the Member to discontinue his/her membership.

Honorary Life Member:

Honorary Life Member is a title that is bestowed on an individual by the Board for extraordinary long-term activity on behalf of SSPC. To become an Honorary Life Member, an individual must be nominated by a Board member and approved by two-thirds of the Board. No more than one honorary life membership shall be awarded each year.

An Honorary Life Member is entitled to the following:

- Full life complimentary membership as described above.
- 100% discount on SSPC National events, including conferences and training programs.

Retired Member:

- An Individual Member meeting the following requirements may apply to be a Retired Member:
- Membership in SSPC for at least 5 years.
- Minimum age of 62.
- Retired from a previous full-time job.
- Self-employed, or not receiving support from all employers or clients of more than 800 hours per year.
- A Retired Member will be assessed dues equal to 40% of the regular individual membership dues. A Retired Member will receive all the privileges and benefits of regular Individual Members.

Student Member:

An individual meeting the following requirements may apply to be a Student Member of SSPC:

- Full-time or part time student enrolled at an accredited trade school, vocational school, community college, two or four year college or post-secondary education curriculum or post-graduate school.
- Studies or activities in engineering, architecture, construction, chemistry, or other disciplines related to protective coatings.
- Must enroll using their student ID or e-mail address ending in .edu.

A student may receive a student membership to SSPC, which includes a digital version of JPCL, at no cost while meeting the above requirements. The 2 years immediately following graduation, the student will be eligible to receive membership at 50% of the regular rate, after which the price will revert to full price.

A Student Member will receive all of the privileges and benefits of regular Individual Members excluding voting privileges.

SECTION 5
TERMINATION OF MEMBERSHIP

By request, a Member may voluntarily terminate his, her or its membership at any time. The Board may, by approval of two-thirds (2/3) of the voting members of the Board, terminate a Member for conduct unbecoming of an SSPC member, that has an adverse effect on SSPC, or that violates any policies or procedures adopted by SSPC from time to time.

ARTICLE III
SSPC MEMBERSHIP MEETINGS

SECTION 1
ANNUAL MEETING

SSPC shall hold a general meeting of the membership at least once a year (an "Annual Meeting"). Notice of each Annual Meeting of SSPC shall be provided in accordance with Article X not less than thirty (30) days prior to the date thereof. Information on the financial standing of the organization and demographic information shall be provided to the membership at this meeting.

SECTION 2
SPECIAL MEETINGS

Special meetings of the SSPC membership (a "Special Meeting") may be called by approval of a simple majority of the voting members of the Board. Notice of any Special Meeting will be provided in accordance with Article X at least thirty (30) days in advance with a statement of time and place of the Special Meeting, and information as to the subject or subjects to be considered.

ARTICLE IV
BOARD OF GOVERNORS

SECTION 1
COMPOSITION OF BOARD

A Board of Governors (referred to herein as the "Board"), composed of a minimum of thirteen (13) elected members, shall manage the affairs of SSPC. The Board acts as the Board of Directors of the SSPC as described in its Articles.

The composition of the Board shall be elected from individuals representing the following categories:

- Facility Owners (individuals who own or are employed by public or private sector owners of assets who are responsible for the maintenance of coatings of heavy or light industrial structures and surfaces).
- Coating Material Suppliers (individuals who own, are employed by, or represent firms that manufacture or distribute coatings, linings or the raw materials used to manufacture these products).
- Other Product Suppliers (individuals who own, are employed by, or represent firms that manufacture or distribute equipment, abrasive or peripheral products for use in the protective coatings industry).
- Union Coating Contractors (individuals who own or are employed by contracting firms who are part of a collective bargaining agreement for labor and specialize in the removal or application of coatings and linings, either in the field or shop).
- Non-Union Coating Contractors (individuals who own or are employed by contracting firms whose labor force is open/merit shop and specialize in the removal or application of coatings and linings, either in the field or shop).
- Other Service Providers (individuals who own, are employed by, or represent firms who provide services such as engineering and consulting, that support the protective coatings industry).
- International membership (individuals who own or are employed by companies who do business and are located outside of North America). An international delegate shall be from any demographic. No more than one (1) international member shall be represented from each geographical area (i.e. Central/South America, Asia/Pacific, Europe, etc.) and must hold a valid passport from a country in that area. The Board may specify the geographical area for each international member position.

The number of Board members in each category will be guided by the demographics of the total membership and needs in a particular category. The Board may change its composition with the approval of two-thirds (2/3) of the voting members of the Board.

General:

Two (2) representatives from the same organization may not serve on the Board concurrently. A company that is a subsidiary of another company is considered the same company; in case of a question the Board shall determine company status by approval of a simple majority of the voting members of the Board.

Ex-Officio Members

The President of the Board, with approval of a simple majority of the voting members of the Board, may appoint up to four (4) ex-officio members to attend Board meetings. Ex-Officio members should be appointed based on a specific need of the Board or on a specific need of the organization. Ex-Officio

members have the same rights and privileges as other Board members except for the right to vote and the right to be elected to the officer track.

Board Members Other Than Officers:

To represent a demographic group an individual must be employed full time by a company in the demographic category that the individual represents. If an individual changes affiliation and no longer represents the demographic group, that individual will be replaced at the next regularly scheduled Board election.

Officers:

If an Officer of the Board (as defined in Article VI, Section 1) changes affiliation and no longer represents a demographic, that Officer will be allowed, by approval of two-thirds (2/3) of the remainder of the voting members of the Board, to continue serving through his/her term as Immediate Past President. Following that term as Immediate Past President, an appropriate demographic representative will replace the Board member at the next scheduled Board election. If the vote does not pass, then the Officer will finish that year in his/her position and the vacancy will be handled as described in Article VI, Section 3.

Secretary:

Unless otherwise determined by approval of two-thirds (2/3) vote of the voting members of the Board, the Executive Director of SSPC shall serve as Secretary of the Board and of SSPC. The Secretary shall attend all meetings of the Board.

Treasurer:

Unless otherwise determined by approval of two-thirds (2/3) of the voting members of the Board, the Director of Operations of SSPC shall serve as Treasurer of the Board and of SSPC. The Treasurer shall attend all meetings of the Board.

SECTION 2 NOMINATIONS OF BOARD MEMBERS

Individual Members may be nominated to represent a particular demographic on the Board by a written nomination presented or authorized by another Individual Member in good standing. The nominee must be at least 21 years old and an Individual Member or verified corporate Individual Member for at least Three (3) years. Self-nominations or nominations by a Member of the same organization are not allowed. Previous Board members may be nominated to serve on the Board after that person has been off the Board for a period of five (5) years. These nominations with a letter from the nominee detailing his/her qualifications and reasons for wanting to be a board member shall be filed with the Secretary of the Board for submission to the Governance Committee.

Previous Board members that have been terminated by the Board (as described in Article IV, Section 11) are not eligible for nomination.

The Governance Committee shall select candidates to ensure that the Board composition meets the requirements in Article IV, Section 1. The Governance Committee shall select a slate of candidates from the list of nominees based on their involvement in the industry, involvement in the association, skills, experience and other qualifications detailed in the Governance Committee Charter.

If there is no qualified candidate nominated to run for an open position, the President (with the approval of a majority of the voting members of the Board) has the authority to extend an existing Board Member's position for a period of one (1) additional year, or appoint a qualified candidate to serve for such one (1) year period. Extensions shall not conflict with the requirements of Article IV, Section 4.

Open Board positions shall be posted publicly by SSPC no later than February 15th. Nominations shall be accepted from February 15th through March 15th.

SECTION 3 ELECTION OF BOARD

The election shall be conducted by electronic ballot distributed to Members on or before May 15 of each year. The Members shall be given at least thirty (30) days to respond to ballots unless otherwise approved by a simple majority of the voting members of the Board. Only properly completed ballots received by the required date shall be counted. There is no minimum number of ballots that must be returned from the membership. Board members shall be elected by the general membership by a plurality vote of properly completed ballots.

In the event of a tie in any election, a new ballot will be submitted to members of the Board for a vote. A tally of all the ballots excluding that of President shall be taken to determine the winner. The President's ballot will be used as a tiebreaker.

SECTION 4 TERM OF OFFICE

The normal term of office for an elected Board member shall be four (4) years. If the elected term of a Board member is interrupted to serve on the Officer track, it shall resume in its entirety upon completion of the Officer track. The term of office will begin on July 1 and members will be elected/re-elected on this basis. Any Board member shall not be elected to more than two (2) consecutive four (4) year terms, or eight (8) consecutive years unless they are elected by the Board as an Officer and must be extended to fulfill their role through Immediate Past President (see Article VI, Section 9). A member of the Board shall continue in office for his or her entire term unless he or she resigns, is terminated or is otherwise unable to fulfill the duties of a Board member. An elected board member shall not serve on the board for a continuous term of longer than 12 years for any reason.

The Board shall determine the term of ex-officio member(s) at the time of their appointment. The initial term shall not exceed two (2) years. Ex-officio members may be reappointed for a new term by appointment by the current President as described in Article IV, Section 1.

There is no term limit for the Secretary or Treasurer.

SECTION 5 BOARD MEETINGS

The Board shall meet at least three (3) times each year to conduct the business of SSPC. Notice of each regular meeting of the Board shall be given to all members of the Board in accordance with Article X not less than thirty (30) days prior to the date thereof. In addition, special meetings of the Board may be convened as described below. A portion of the regularly scheduled Board meeting can be made available for any of the general membership to address the Board on items of interest or concern. Attendees wishing to address the meeting must submit items to be added to the agenda by contacting the Secretary no later than fourteen (14) days in advance of the meeting.

The President may designate a certain portion of the Board meeting as an "Executive Session." This will allow the Board to discuss issues relating to sensitive legal and financial matters. Non-Board members shall be excused during this period.

A special meeting of the Board may be called at any time and place by order of the President of the Board or by written request of five (5) or more voting members of the Board. Written notice of special meetings of the Board shall be given to each member of the Board in accordance with Article X not less than fifteen (15) days prior to the date thereof. Each such notice shall state the objectives of the meeting and the time and place such meeting is to be held, and shall also state by whose orders the meeting was called. Special meetings are open to Board members only.

SECTION 6 POWERS AND DUTIES OF BOARD

The Board shall act as the Board of Directors as contemplated by the Articles and shall supervise, control, and direct the affairs of SSPC. The Board shall determine and interpret its policies within the limits of the Bylaws; shall actively prosecute its purposes; and shall have discretion in the disbursement of its funds. The Board shall have final authority over all boards and committees. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable; and may, in execution of the powers granted, appoint such agents as it may consider necessary; and may contract for professional liability and other insurance protection for SSPC, its officers, Board and committee members, and staff employees in the conduct of the affairs of SSPC. The Board also has the authority to direct specific items to be sent to the general membership for consideration and vote. The Board has the final approval over the contents of all standards and other documents published by this organization.

SECTION 7 QUORUM

A majority of the whole Board eligible to vote shall constitute a quorum at any meeting of the Board so long as the President or President Elect is present.

SECTION 8 VOTING & PARTICIPATION IN MEETINGS

In order for motions to be carried, a simple majority of the Board (unless otherwise specified in these Bylaws) must vote in favor. A quorum as stated in Article IV, Section 7 must be present. Unless notice of a meeting requires participation in person by a Board member, one or more Board members may participate in any meeting of the Board, or of a committee or operating board of the Board, by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by any other communications technology at the time permitted by law. The Board may also, at times, choose to vote via electronic means when expediency is required or when extraordinary circumstances prevail. All references in this document to Board voting that requires some type of majority vote shall mean a majority of a quorum of Board members. Ties in voting shall be broken by an additional vote by the President of the Board.

Any action required or permitted to be taken by the Board, or a committee or operating board of the Board, may be taken without a meeting, if all members of the Board or a committee, consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board, or such committee, shall be filed with the Secretary along with the minutes of the proceedings of the Board or of such committee.

SECTION 9 ABSENCE

Any member of the Board unable to attend a meeting shall inform the President and Secretary and state the reason for that member's absence. If a Board member is absent from two consecutive meetings for reasons determined to be unacceptable by a simple majority of the Board, that member's position on the Board shall be terminated as described in Article IV, Section 11.

SECTION 10 VACANCIES

Any vacancies that may occur on the Board by reason of death, resignation, change of demographics, termination or otherwise may be filled by appointment by the President and approved by a majority of the remaining voting members of the Board until the next voting cycle when that position may become open for nomination as described in Article IV, Section 2. Appointments of voting Board members must meet the same demographics described in Article IV, Section 1. If the President decides not to fill the remainder of the unexpired term of a vacancy, that position will remain empty until the next voting cycle as described in Article IV, Section 2.

SECTION 11 TERMINATION OF A BOARD MEMBER

With approval of two-thirds (2/3) of the voting members of the Board, a current Board member may be terminated from his/her Board and/or Officer position for conduct unbecoming of an SSPC Board member, that has an adverse effect on SSPC, or that violates any policies or procedures adopted by SSPC from time to time. A vote shall be conducted via secret ballot and is not required to be performed in person. The voting members shall include the eligible voting members of the Board without the person who is the object of the termination vote. Vacancies shall be filled as described in Article IV, Section 10.

ARTICLE V **GENERAL MEMBERSHIP BALLOTS**

SECTION 1 QUORUM

When a ballot has been sent to the general membership for vote, five percent (5%) of the ballots must be returned in order to constitute a quorum of the membership, except in the election of Board members (Article IV, Section 3). The percentage is based on the number of Individual Members on a record date as chosen by the Board prior to issuing the ballot. If no record date is chosen by the Board, the date of record for determining the eligibility of a voting member shall be sixty (60) days prior to any action to be taken at the Annual Meeting or any Special Meeting of the Members.

SECTION 2 VOTING

Should the need arise for general membership voting, the balloting will be done electronically as is done for Board elections. Notification of the intent to ballot will be posted on the SSPC website at a minimum of thirty (30) days prior to the vote. In order for a ballot to be adopted by the general membership,

a simple majority of the returned ballots of the membership must be in favor of the item. A quorum of ballots as stated in Article V, Section 1 must be returned. In the event of a tie, the President or President Elect, in the absence of the President, shall be the tie breaker vote.

ARTICLE VI **OFFICERS OF THE BOARD AND SSPC**

SECTION 1 ELECTIONS

There shall be installed annually from the membership of the Board in accordance with Section 9 below four (4) officers of the Board, including President, President-Elect, Immediate Past President and Vice President (each an "Officer"). The Board shall elect the Vice President, annually from their own number. The Officers of the Board shall also hold such offices of SSPC. The Secretary and Treasurer shall be officers of SSPC, but shall not be considered Officers or members of the Board and thus shall have no voting rights.

SECTION 2 ELECTION OF THE VICE PRESIDENT

Prior to the Winter Board meeting, the Secretary shall create a slate of eligible Board members for the Vice President Officer position. Prior to the meeting, the Secretary shall contact the eligible members to determine if they are interested in running for the position. Once the slate of interested and eligible members is created, they will be presented to the Board and allowed to speak on their behalf to lobby for the position. The remaining voting Board members shall have discussion and vote for the office without the candidates present.

In order to be eligible for the Vice Presidency, an elected Board member must serve on the Board for two (2) years prior to serving in the elected position.

SECTION 3 VACANCIES

Vacancies of Officers will be addressed in the following manner: 1) Immediate Past President - as outlined in Article IV, Section 10, and Article VI, Section 9 below. 2) President – shall be replaced by the President-Elect as outlined in Article VI, Section 5 and Article VI, Section 9 below. 3) President-Elect – shall be replaced by the Vice-President as outlined in Article VI, Section 6, and Article VI, Section 9 below. 4) Vice-President – shall be replaced as outlined in Article IV, Section 10.

SECTION 4 PRESIDENT DUTIES AND RESPONSIBILITIES

The President shall be the principal elective officer of the organization, and shall preside at meetings of the Members of SSPC and of the Board. The President shall sign and execute any instrument in the name of SSPC when authorized to do so by the Board. The President, subject to the approval of the Board, shall appoint such standing or special committees or subcommittees as may be required by the Bylaws, or as he/she may find necessary. The President shall appoint all new and vacant committee chairs with the

Board having the right to veto any appointment via a simple majority vote of the voting members of the Board.

SECTION 5
PRESIDENT-ELECT
DUTIES AND RESPONSIBILITIES

In the absence or inability of the President to fulfill his/her duties, the President-Elect shall perform all duties and exercise all the powers of the President and, subject to the control of the Board, shall perform such other duties as may be assigned from time to time by the President. The President-Elect is expected to assume the Presidency when the current President's term expires or in those situations when the President cannot fulfill his/her term of the office.

SECTION 6
VICE-PRESIDENT
DUTIES AND RESPONSIBILITIES

The Vice-President shall assist the President in managing the affairs of SSPC. In the event that the President-Elect is required to assume the duties of President, or if the President-Elect is unable to perform his/her duties, the Vice President shall assume the role of President-Elect. If both the President and President-Elect are unable to act, the Vice President shall perform all duties and exercise the powers of the President.

SECTION 7
SECRETARY
DUTIES AND RESPONSIBILITIES

The Secretary shall be elected as provided in Article IV, Section 1, and shall keep the minutes of all Annual Meetings and Special Meetings of the Members and all Board meetings of SSPC; see that all notices are duly given in accordance with the Bylaws and as required by law; and be custodian for all records and documents of SSPC. The Secretary shall perform his/her duties subject to the control of the Board. The President may assign other duties from time to time. Together with the President, the Secretary may sign any instruments in the name of SSPC, when authorized to do so by the Board. "Secretary" as referred to in this section shall be the Executive Director of SSPC.

SECTION 8
TREASURER
DUTIES AND RESPONSIBILITIES

The Treasurer shall be elected as provided in Article IV, Section 1, and shall be responsible for the following: receiving and depositing all monies received in the name of SSPC in such depositories as shall be designated by the Board; disbursing the funds of SSPC as directed by the Board; keeping proper books of account; preparing an Annual Budget; and discharging the duties incident to the Office of Treasurer. The Treasurer shall perform his/her duties subject to the control of the Board.

SECTION 9
TERMS AND SUCCESSION OF OFFICERS

A sequence and succession of Officer positions shall be established as follows: First year -- Vice President; second year -- President-Elect; third year -- President; fourth year -- Immediate Past President.

The Board is required to confirm each of these positions annually as noted in Section 1. If an Officer is unable to complete the current year for any reason, the sequence of succession above will be followed and the election of a new Vice-President will be addressed at the next scheduled meeting of the Board.

Vice-President:

The Board shall elect a member to serve as Vice President as described in Article VI, Section 1. Board members seeking election to Vice President shall agree to serve a term of four (4) years, as described above. The Vice-President is expected to serve as President-Elect the succeeding year.

President-Elect:

The Vice-President of the previous year shall assume the role of President-Elect for the succeeding year. If the Vice-President is prevented from serving in this capacity, the Board shall determine how best to replace this position by approval of a simple majority of the voting members of the Board.

President:

The President-Elect shall assume the role of President after completing a one-year term as President-Elect. If the President-Elect is prevented from assuming the Presidency, the Vice-President shall become President. If both the President-Elect and the Vice-President are unable to serve as President, the Board shall elect a new President from the members of the Board. If the sitting President is unable to complete his/her term as President, the President-Elect shall assume the office of President and complete the existing President's term. With the approval of the Board, the new President will also serve his/her regular scheduled year in office.

Immediate Past President:

The President is expected to serve at least one additional year on the Board in the position of Immediate Past President. The Immediate Past President is the individual who has most recently served as President in the preceding year.

If the President completes his/her term but is unable to continue serving on the Board as Immediate Past President, the President will follow Article IV, Section 10, to name another member to the Board.

Terms for Officers of the Board:

The elected term of a Board member who accepts an Officer position shall be frozen for the period of time that Board member serves as an Officer and shall resume when they are no longer an Officer.

ARTICLE VII
COMMITTEES

SECTION 1
GOVERNANCE COMMITTEE

A Governance Committee of a minimum of five (5) Board members shall be appointed in accordance with the charter of the committee, which charter shall be adopted by the Board from time to time. Per the Governance Committee charter, the Governance Committee exists to oversee the Board's effectiveness and to foster continuous development of Board members and Board activities. The Governance Committee makes recommendations to enhance the quality and future viability of the Board including nominations for new board members. Any issues not addressed in the SSPC Bylaws shall be sent to the Governance Committee for review and recommendations to the Board.

The Governance Committee supports the stated mission of SSPC and provides guidance to the Board to ensure that SSPC remains viable, in terms of organization, structure, and financial health as more particularly set forth in the Governance Committee charter.

SECTION 2
FINANCE COMMITTEE

A Finance Committee of a minimum of three (3) Board members shall be appointed in accordance with the charter of the committee, which charter shall be adopted by the Board from time to time. Per the Finance Committee charter, the primary purpose of the Finance Committee is assisting the Board in oversight of SSPC's financial interests including, but not limited to: Budgets, investments, mergers, acquisitions, and other financial matters of importance to the organization as more particularly set forth in the Finance Committee charter.

SECTION 3
AUDIT COMMITTEE

An Audit Committee of a minimum of three (3) Board members and no more than six (6) Board members shall be appointed in accordance with the charter of the committee, which charter shall be adopted by the Board from time to time. Per the Audit Committee charter, the primary purpose of the Audit Committee is to oversee all material aspects of the organization's financial reporting, internal control and audit functions, except those specifically related to the responsibilities of another standing committee of the Board, as more particularly set forth in the Audit Committee charter.

SECTION 4
OTHER BOARD COMMITTEES

Subject to the approval of the Board, the President shall, as necessary or required, establish other standing, special, or subcommittees, and appoint chairpersons to direct those committees.

SECTION 5
MEMBER COMMITTEES

There shall be established such membership committees as the Board may determine from time to time, which committees shall in any event include a Standards Review Committee, and may also include an Education Committee, Technical Committees, and a Painting Contractor Certification Program Advisory Committee. Each such committee shall be comprised of Members appointed in accordance with the charter of such committee, which charter shall be adopted by the Board from time to time.

ARTICLE VIII
CHAPTERS

SSPC authorizes formation and operation of chapters having as their purpose the furthering of the stated goals of SSPC in a particular geographical area. Unless the Board provides otherwise by resolution, each chapter shall conduct its business and take action in the same manner as the Board conducts its business pursuant to the Articles of Incorporation of SSPC and these Bylaws. The chapters shall be governed by an official operations manual that has been approved by a simple majority of the voting members of the Board. Any revisions to this manual shall also require approval of a simple majority of the voting members of the Board. A chapter, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board except that a chapter shall not have any power or authority as to: (i) the creation or filling of vacancies in the Board, (ii) the adoption, amendment or repeal of these Bylaws, (iii) the amendment, adoption or repeal of any resolution of the Board that by its terms is amendable or

repealable only by the Board, or (iv) action on matters committed by the Bylaws or resolution of the Board to another chapter of the Board. Each chapter of the Board shall serve at the pleasure of the Board.

ARTICLE IX **INDEMNIFICATION OF GOVERNORS, OFFICERS AND OTHERS**

SECTION 1 RIGHT TO INDEMNIFICATION

To the fullest extent that the laws of the Commonwealth of Pennsylvania and SSPC's Articles, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Board members, no Board member of SSPC shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Board member.

Except as prohibited by law or SSPC's Articles, every Board member and officer of SSPC shall be entitled as of right to be indemnified by SSPC against expenses and any liability paid or incurred by such person in the defense of any actual or threatened claim, action, suit, or proceeding, civil, criminal, administrative, investigative, or other, whether brought by or in the right of SSPC or otherwise, in which he or she may be involved in any manner, as a party, witness or otherwise, or is threatened to be made so involved, by reason of such person being or having been a Board member or officer of SSPC or of a subsidiary of SSPC or by reason of the fact that such person is or was serving at the request of SSPC as a governor, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "Action"). Persons who are not Board members or officers of SSPC may be similarly indemnified in respect of service to SSPC or to another such entity at the request of SSPC to the extent the Board at any time designates any of such persons as entitled to the benefits of this Section. As used in this Article, "indemnatee" shall include each Board member and officer of SSPC and each other person designated by the Board as entitled to the benefits of this Article, "expenses" shall include fees and expenses of counsel selected by an indemnatee, and "liability" shall include amounts of judgments, excise taxes, fines, penalties, and amounts paid in settlement. For purposes of this Article, the Executive Director of SSPC shall be deemed to be an officer.

SECTION 2 NON-EXCLUSIVITY, NATURE AND EXTENT OF RIGHTS

The rights to indemnification provided for in this Article shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnatee may be entitled under any agreement or by-law, charter provision, vote of members or governor or otherwise, (ii) be deemed to create contractual rights in favor of each indemnatee who serves SSPC at any time while this Article is in effect (and each such indemnatee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnatee who has ceased to have the status pursuant to which he or she was entitled or was designated as entitled to indemnification under this Article.

SECTION 3 PARTIAL INDEMNITY

If an indemnatee is entitled under any provision of this Article to indemnification by SSPC for some or a portion of the expenses or a liability paid or incurred by the indemnatee in the preparation, investigation, defense, appeal, or settlement of any Action or indemnatee Action but not, however, for the total amount thereof, SSPC shall indemnify the indemnatee for the portion of such expenses or liability to which the indemnatee is entitled.

SECTION 4
APPLICABILITY OF ARTICLE

The provisions of this Article shall be deemed to be a contract with each Board member and officer of SSPC who serves as such at any time while this Article is in effect and each such Board member and officer shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any bylaw or provision of these Articles which has the effect of increasing Board member and officer liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

This Article shall apply to every Action or other than an Action filed prior to January 27, 1987, except that it shall not apply to the extent that Pennsylvania law does not permit its application to any breach of performance of duty or any failure of performance of duty by an indemnitee occurring prior to January 27, 1987.

ARTICLE X
NOTICE & DISTRIBUTION

Written notice can be provided through any accepted communication means, now or hereafter created, including email, website posting, newsletters, industry journal or mail.

In addition, any public notice to Members, if so required by applicable law, shall be considered to be proper if posted in the news section, for a period of no less than thirty (30) days, on the then-current home page of the SSPC website.

In addition to any other distribution method permitted by law, distribution shall be considered proper if provided via email to each Individual Member's email address listed in the SSPC membership record.

ARTICLE XI
AMENDMENTS TO THE BYLAWS

To the extent permitted by law, the Bylaws may be altered or repealed, and a new Bylaw or Bylaws may be made, by the approval of two-thirds (2/3) of the voting members of the Board, provided, however, that written notice of such amendment shall have been given to each Board member. Such notice shall show specifically the proposed alteration. Amendments to these Bylaws may be proposed by the Governance Committee or by a petition of at least 5% of Individual Members. Voting may be by electronic means or at a regularly scheduled or special meeting of the Board. Notices of any amendment to these Bylaws adopted by the Board shall be posted in the news section on the home page of the SSPC website.