**Proposed Bylaws Amendment #1** (version October 21,2016)

**Sponsor: PHCC Board of Directors**

Reason for amendment: The Board of Directors recommends that a PHCC Enhanced Service Group representatives be added to the Board of Directors to serve as voting members. PHCC seeks to gain greater strategic parity and communication between the PHCC Association and the Enhanced Service Groups. It will be beneficial to have their input as the PHCC board continues to advance the association. Furthermore, The Board of Directors recommends that the AEC president, the Auxiliary president, and a manufacturer’s representative be a voting ex-officio[[1]](#endnote-1) member given the Board’s desire that all board members of the Board except for the Executive Vice President be afforded a voice in the management of the Association unless there is a conflict of interest.

Financial impact: $9,000 per year for travel and related expenses.[[2]](#endnote-2)

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| **Specific action requested: Amend Article VII, Section 1 (p. 11) as follows:**  Current: | Proposed Changes: | If Adopted: |
| Section 1. Composition  A. The board of directors shall consist of twelve elected directors, each representing a different subzone, and the following ex-officio members: president, president-elect, vice president, secretary, the AEC president, the Auxiliary president, the executive vice president, and a manufacturer’s representative, of whom the AEC president, the Auxiliary president, the executive vice president, and a manufacturer’s representative shall be non-voting ex-officio members of the board of directors.  B. (No Change)  C. (No Change)  D. (No Change)  Section 2. Board Authority (No Change)  Section 3. Board Meetings (No Change)  Section 4. Nomination, Election and Term of Office  A. (No Change)  B. The nominating committee shall have the specific duty to nominate qualified | Section 1. Composition  A. The board of directors shall consist of twelve elected directors, each representing a different subzone, and the following ex-officio members: president, president-elect, vice president, secretary, the AEC president, the Auxiliary president, the executive vice president, Quality Service Contractors (QSC) Chair, Union Affiliated Contractors (UAC) Chair, Construction Contractors’ Alliance (CCA) Chair, and a manufacturer’s representative, of whom the ~~AEC president, the Auxiliary president, the~~ executive vice president~~, and a manufacturer’s representative~~ shall be a non-voting ex-officio member~~s~~ of the board of directors.  B. (No Change)  C. (No Change)  D. (No Change)  Section 2. Board Authority (No Change)  Section 3. Board Meetings (No Change)  Section 4. Nomination, Election and Term (No Change) | Section 1. Composition  A. The board of directors shall consist of twelve elected directors, each representing a different subzone, and the following ex-officio members: president, president-elect, vice president, secretary, the AEC president, the Auxiliary president, the executive vice president, Quality Service Contractors (QSC) Chair, Union Affiliated Contractors (UAC) Chair, Construction Contractors’ Alliance (CCA) Chair, and a manufacturer’s representative, of whom the executive vice president shall be a non-voting ex-officio member of the board of directors.  B. (No Change)  C. (No Change)  D. (No Change)  Section 2. Board Authority (No Change)  Section 3. Board Meetings (No Change)  Section 4. Nomination, Election and Term (No Change) |

**Proposed Bylaws Amendment #2** (version October 21,2016)

**Sponsor: PHCC Executive Committee**

Reason for amendment: PHCC Executive Committee recommends that PHCC Board of Directors use a version of *Robert’s Rules of Order Newly Revised* that is no older than 10 years old.

Financial impact: None.

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| **Specific action requested: Amend Article IX – Parliamentary Authority (p. 15) as follows:** Current: | Proposed Changes: | If Adopted: |
| The rules contained in the tenth edition of *Robert’s Rules of Order Newly Revised* shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt. | The rules contained in ~~the tenth~~ latest edition of *Robert’s Rules of Order Newly Revised* shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt. | The rules contained in latest edition of *Robert’s Rules of Order Newly Revised* shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt. |

**Proposed Bylaws Amendment #3** (version October 21,2016)

**Sponsor: PHCC Executive Committee**

Reason for amendment: The PHCC Executive Committee recommends that “no member shall hold more than one office at a time, and no member shall be eligible to service more than two consecutive terms in the same office.” [[3]](#endnote-3) More specifically, this will avoid the possibility of the PHCC Secretary-Designate running as a candidate for Vice President until after they are elected Secretary. This will avoid the potential of an officer filling two seats on the Executive Committee in the same year.

Financial impact: None.

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| **Specific action requested: Amend Article IV – Officers (p. 5) as follows:** Current: | Proposed Changes: (page 8 of 16) | If Adopted: (page 8 of 16) |
| N/A | Section 7. Office-Holding Limitations  No Member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office. | Section 7. Office-Holding Limitations  No Member shall hold more than one office at a time, and no member shall be eligible to service more than two consecutive terms in the same office. |

**Proposed Bylaws Amendment #4** (version October 21,2016)

**Sponsor: PHCC Membership Committee**

Reason for amendment: The PHCC Membership Committee recognizes that some local chapters that are affiliated with the United Association may not be compliant with the current PHCC National Bylaws. For example, a local Union-Affiliated Chapter may have 50 contractor members who are signatory to its Collective Bargaining Agreement with the United Association, of which only 30 choose to join PHCC at the local, state and national levels. Rules that govern the current chapter model conflict with how Union Affiliated chapters are structured in order to meet the needs of their contractor members that are signatory to the Collective Bargaining Agreement.

The Board of Directors seeks to strengthen union-affiliated chapters and grow its signatory contractor membership base. It further seeks to address the needs of and build better long-term relationships with union-affiliated members, while aligning chapters with the PHCC mission and bylaws; and to create opportunities to affiliate multiple local chapters (open-shop and signatory) in the same geographic territory.

Financial impact: N/A

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| **Specific action requested: Amend Article III – Membership, Section 6 (p. 4) as follows:**  Current: | Proposed Changes: | If Adopted: |
| Section 6. State and Local Associations  A. One association of plumbing, heating, cooling, mechanical contractors in each state may become affiliated with the Association by:  1. Proper application to the board of directors and compliance with the provisions of Section (C) below, or  2. Entering into a temporary agreement of no more than five year’s duration that has been approved by a two-thirds vote of the entire board of directors. This provision is not applicable to state and local associations currently affiliated with the Association.  B. One local, zone, or district association of plumbing, heating, cooling, mechanical contractors in each state having no affiliated state association may become affiliated with the Association, upon proper application to the board of directors and determination that requirements for affiliation have been met, or by entering into a temporary agreement of no more than five year’s duration that has been approved by a two-thirds vote of the entire board of directors. An affiliated state association may petition the board of directors to approve the affiliation of a local association in its state through a temporary agreement of no more than five year’s duration. Such agreement must be approved by a two-thirds vote of the entire board of directors.  C. Associations must:  1. Be so organized with such charter and bylaws as are approved by the board of directors, provided said affiliate’s bylaws require compulsory payment of dues into the Association for all of their active members;  2. Have a minimum number of members as determined by the board of directors;  3. Have an established office which may, on notice to the Association, be moved from time to time;  4. Have a secretary who shall be responsible for all official communications;  5. Abide by the spirit and letter of the Association’s bylaws, the lawful directions of the membership and board of directors, and actively engage in programs of the Association;  6. Remit dues promptly to the Association as received, indicating members for whom dues are paid;  7. With its members, keep the Association informed of plans, programs, and suggestions for the advancement of the industry, and the improvement of activities of the Association.  D. The board of directors shall issue a certificate of affiliation to each affiliated association in such form and on such terms and conditions as are consistent with the certificate of incorporation and bylaws of the Association.  E. Each affiliated state and local, zone or district association shall be autonomous with respect to all of its activities except as provided in section C above. The Association shall not undertake to control the activities of any local association that is affiliated with an affiliated state association. However, no affiliated association shall have any authority to act or establish any policy for the Association without express authority of the membership or board of directors.  F. The board of directors may review the status of affiliated associations to determine whether each such association is qualified to continue its affiliation with the Association at any time.  G. Any affiliated state, local, zone, or district association may be, in the discretion of the board of directors and following a hearing at which such association will have the right to speak or be represented, be suspended or expelled from affiliation with the Association for the following offenses:  1. Being found guilty of any violation of any law, or any decree of any court, pertaining to the plumbing, heating, cooling, mechanical business or to the affairs of the Association, or  2. Violation of any provision of the certificate of incorporation or bylaws of the Association, or  3. Failure to comply with any lawful requirement of the board of directors, or  4. Commission or countenance of any offense that may involve the Association or that of the plumbing, heating, cooling, or mechanical contractors in general. | Section 6. State and Local Associations  A. One association of plumbing, heating, cooling, mechanical contractors in each state may become affiliated with the Association by:  1. Proper application to the board of directors and compliance with the provisions of Section (C) below, or  2. Entering into a temporary agreement of no more than five year’s duration that has been approved by a two-thirds vote of the entire board of directors. This provision is not applicable to state and local associations currently affiliated with the Association.  B. A local, association of open-shop, dual-shop or signatory plumbing, heating, cooling, mechanical contractors may become affiliated with a State Association, upon proper application to the board of directors and determination that requirements for affiliation have been met, or by entering into a temporary agreement of no more than five year’s duration that has been approved by a two-thirds vote of the entire State Association’s board of directors. An affiliated state association may petition the board of directors to approve the affiliation agreement of a local association. Such agreement must be approved by a two-thirds vote of the entire board of directors.  C. State and Local Associations must:  1. Be so organized with such charter and bylaws as are approved by the board of directors, provided said affiliate’s bylaws require compulsory payment of dues into the Association for all of their active members;  2. Have a minimum number of members as determined by the board of directors;  3. Have an established office which may, on notice to the Association, be moved from time to time;  4. Have a secretary who shall be responsible for all official communications;  5. Abide by the spirit and letter of the Association’s bylaws, the lawful directions of the membership and board of directors, and actively engage in programs of the Association;  6. Remit dues promptly to the Association as received, indicating members for whom dues are paid;  7. With its members, keep the Association informed of plans, programs, and suggestions for the advancement of the industry, and the improvement of activities of the Association.  D. The board of directors shall issue a certificate of affiliation to each affiliated association in such form and on such terms and conditions as are consistent with the certificate of incorporation and bylaws of the Association.  E. Each affiliated state and local, association shall be autonomous with respect to all of its activities except as provided in section C above. The Association shall not undertake to control the activities of any local association that is affiliated with an affiliated state association. However, no affiliated association shall have any authority to act or establish any policy for the Association without express authority of the membership or board of directors.  F. The board of directors may review the status of affiliated associations to determine whether each such association is qualified to continue its affiliation with the Association at any time.  G. Any affiliated state or local association may be, in the discretion of the board of directors and following a hearing at which such association will have the right to speak or be represented, be suspended or expelled from affiliation with the Association for the following offenses:  1. Being found guilty of any violation of any law, or any decree of any court, pertaining to the plumbing, heating, cooling, mechanical business or to the affairs of the Association, or  2. Violation of any provision of the certificate of incorporation or bylaws of the Association, or  3. Failure to comply with any lawful requirement of the board of directors, or  4. Commission or countenance of any offense that may involve the Association or that of the plumbing, heating, cooling, or mechanical contractors in general. | Section 6. State and Local Associations  A. One association of plumbing, heating, cooling, mechanical contractors in each state may become affiliated with the Association by:  1. Proper application to the board of directors and compliance with the provisions of Section (C) below, or  2. Entering into a temporary agreement of no more than five year’s duration that has been approved by a two-thirds vote of the entire board of directors. This provision is not applicable to state and local associations currently affiliated with the Association.  B. A local, association of open-shop, dual-shop or signatory plumbing, heating, cooling, mechanical contractors may become affiliated with a State Association, upon proper application to the board of directors and determination that requirements for affiliation have been met, or by entering into a temporary agreement of no more than five year’s duration that has been approved by a two-thirds vote of the entire State Association’s board of directors. An affiliated state association may petition the board of directors to approve the affiliation agreement of a local association. Such agreement must be approved by a two-thirds vote of the entire board of directors.  C. State and Local Associations must:  1. Be so organized with such charter and bylaws as are approved by the board of directors, provided said affiliate’s bylaws require compulsory payment of dues into the Association for all of their active members;  2. Have a minimum number of members as determined by the board of directors;  3. Have an established office which may, on notice to the Association, be moved from time to time;  4. Have a secretary who shall be responsible for all official communications;  5. Abide by the spirit and letter of the Association’s bylaws, the lawful directions of the membership and board of directors, and actively engage in programs of the Association;  6. Remit dues promptly to the Association as received, indicating members for whom dues are paid;  7. With its members, keep the Association informed of plans, programs, and suggestions for the advancement of the industry, and the improvement of activities of the Association.  D. The board of directors shall issue a certificate of affiliation to each affiliated association in such form and on such terms and conditions as are consistent with the certificate of incorporation and bylaws of the Association.  E. Each affiliated state and local, association shall be autonomous with respect to all its activities except as provided in section C above. The Association shall not undertake to control the activities of any local association that is affiliated with an affiliated state association. However, no affiliated association shall have any authority to act or establish any policy for the Association without express authority of the membership or board of directors.  F. The board of directors may review the status of affiliated associations to determine whether each such association is qualified to continue its affiliation with the Association at any time.  G. Any affiliated state or local association may be, in the discretion of the board of directors and following a hearing at which such association will have the right to speak or be represented, be suspended or expelled from affiliation with the Association for the following offenses:  1. Being found guilty of any violation of any law, or any decree of any court, pertaining to the plumbing, heating, cooling, mechanical business or to the affairs of the Association, or  2. Violation of any provision of the certificate of incorporation or bylaws of the Association, or  3. Failure to comply with any lawful requirement of the board of directors, or  4. Commission or countenance of any offense that may involve the Association or that of the plumbing, heating, cooling, or mechanical contractors in general. |

1. An ex-officio member can vote. Ex-officio means that the person is a member of a board because of their position, i.e., president of an affiliated organization, but has nothing to do with that person's right to vote on the board (for which they are rightfully a member) [↑](#endnote-ref-1)
2. Three board members attending three meetings at $1,000 per meeting. [↑](#endnote-ref-2)
3. Robert III, H.M. Evans, W.J. Honemann, D.H. and Balch T.J. (2000), *Robert’s Rules of Order Newly Revised, 10th Edition*, Sarasota, FL, p. 567, I. 20. [↑](#endnote-ref-3)