**Proposed Bylaws Amendment #1** (version November 5,2018)

**Sponsor: PHCC Board of Directors**

Reason for edit: The Executive Committee recommends that Article VIII – Committees, Section 2. Special Committees and Affiliates reflect that the Plumbing-Heating-Cooling National Auxiliary leadership wishes to dissolve their 501 (c)(6) and merge with the Plumbing-Heating-Cooling National Association and designated as an Affiliate (modeled after AEC).

Financial impact: xxx

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| **Specific action requested: Amend Article VIII – Committees, Section 2 (p. 15) as follows:**  Current: | Proposed Changes: | If Adopted: |
| Section 2.  Special Committees and Affiliates   1. The board of directors may authorize the establishment of enhanced service groups.  Enhanced service groups shall operate in accordance with the bylaws and other provisions set forth in the policies of the Association. 2. Association Executives Council – The AEC shall be comprised of professional staff of all associations affiliated with this Association and the executive vice president of this Association.  The purpose of the AEC shall be to provide a forum for the membership of the AEC to discuss such questions and problems as may arise and be common to such membership.    1. The executive vice president shall be a member of the AEC and shall serve as an ex-officio member of the AEC board of directors.  The AEC president shall be a voting ex-officio member of the Association board of directors.    2. The AEC shall have the authority, with the participation of the PHCC executive vice president on its nominating committee, to elect its own officers and directors.    3. The AEC shall have the authority to establish eligibility requirements for membership in the council and to hold educational conferences for members of the council.    4. Each affiliated association having employed professional association staff is encouraged to require the members of its professional staff to become a member of the AEC.    5. Dues for the AEC shall be determined by the AEC board of directors 3. Standing committees may be created by amendment to the bylaws or by action of the membership at an annual business meeting.  Special committees may be appointed by the president. 4. All committee members shall be appointed by the president, unless otherwise specified in the action creating the committee. 5. No meeting of any committee may be called, nor any expenses incurred by committees, without the approval of the president. | Section 2.  Special Committees and Affiliates   1. The board of directors may authorize the establishment of enhanced service groups.  Enhanced service groups shall operate in accordance with the bylaws and other provisions set forth in the policies of the Association. 2. Association Executives Council – The AEC shall be comprised of professional staff of all associations affiliated with this Association and the executive vice president of this Association.  The purpose of the AEC shall be to provide a forum for the membership of the AEC to discuss such questions and problems as may arise and be common to such membership.    1. The executive vice president shall be a member of the AEC and shall serve as an ex-officio member of the AEC board of directors.  The AEC president shall be a voting ex-officio member of the Association board of directors.    2. 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The Auxiliary shall have the authority to establish eligibility requirements for its membership.    4. PHCC members shall be encouraged to become a member of the Auxiliary.    5. Dues for the Auxiliary shall be determined by the Auxiliary board of directors 4. Standing committees may be created by amendment to the bylaws or by action of the membership at an annual business meeting.  Special committees may be appointed by the president. 5. All committee members shall be appointed by the president, unless otherwise specified in the action creating the committee. 6. No meeting of any committee may be called, nor any expenses incurred by committees, without the approval of the president. | Section 2.  Special Committees and Affiliates   1. The board of directors may authorize the establishment of enhanced service groups.  Enhanced service groups shall operate in accordance with the bylaws and other provisions set forth in the policies of the Association. 2. 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Each affiliated association having employed professional association staff is encouraged to require the members of its professional staff to become a member of the AEC.    5. Dues for the AEC shall be determined by the AEC board of directors 3. The Plumbing, Heating, Cooling Contractors (PHCC) National Auxiliary, in cooperation with the PHCC National Association, promotes public awareness of the industry through education and communication.    1. The Auxiliary president shall be a voting ex-officio member of the Association board of directors.    2. The Auxiliary shall have the authority to elect its own officers and directors.    3. The Auxiliary shall have the authority to establish eligibility requirements for its membership.    4. PHCC members shall be encouraged to become a member of the Auxiliary.    5. Dues for the Auxiliary shall be determined by the Auxiliary board of directors 4. Standing committees may be created by amendment to the bylaws or by action of the membership at an annual business meeting.  Special committees may be appointed by the president. 5. All committee members shall be appointed by the president, unless otherwise specified in the action creating the committee. 6. No meeting of any committee may be called, nor any expenses incurred by committees, without the approval of the president. |

**Proposed Bylaws Amendment #2** (version November 5, 2018)

**Sponsor: PHCC Executive Committee**

Reason for edit: The Bylaws Committee recommends that Article VIII, Section 1– Standing Committees list include a Business Development Committee.  Its mission is to explore new partnership opportunities, and work with staff to secure new partners, sponsors and affinity programs that control the continuous flow of non-dues revenue and hence, meet the goal of the Strategic Plan to reduce PHCC financial dependency on dues to 33% of revenue and increase access for Corporate Sponsors and develop and promote non-corporate sponsor program to allow for smaller contributions.

Financial impact: NONE

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| **Specific action requested: Amend Article VIII, Section 1– Standing Committees (p. ) as follows:**  Current: | Proposed Changes: | If Adopted: |
| Section 1. Standing Committees (partially shown)  There shall be the following standing committees, which shall be responsible for reporting to the board of directors or the membership as requested:   * Audit – The audit committee shall be comprised of five members: the three junior past presidents of the Association who are willing and able to serve; one member of the board of directors who is elected by the board; and the Association treasurer. The treasurer shall be the chairman and shall call all meetings of this committee. The committee role is to act on behalf of the board of directors to oversee all material aspects of the Association’s financial reporting, control and audit functions. The committee shall also be responsible for recommending the engagement of an independent certified public accounting firm to conduct the annual audit and for receiving the audit report. * Building – The building committee shall be comprised of at least six members who are current or former members the Association board of directors. The committee shall oversee the PHCC National Office Building physical plant, work with the executive vice president to develop a comprehensive preventative maintenance program and provide advice on major building repairs... | Section 1. Standing Committees (partially shown)  There shall be the following standing committees, which shall be responsible for reporting to the board of directors or the membership as requested:   * Audit – The audit committee shall be comprised of five members: the three junior past presidents of the Association who are willing and able to serve; one member of the board of directors who is elected by the board; and the Association treasurer. The treasurer shall be the chairman and shall call all meetings of this committee. The committee role is to act on behalf of the board of directors to oversee all material aspects of the Association’s financial reporting, control and audit functions. The committee shall also be responsible for recommending the engagement of an independent certified public accounting firm to conduct the annual audit and for receiving the audit report. * Building – The building committee shall be comprised of at least six members who are current or former members the Association board of directors. The committee shall oversee the PHCC National Office Building physical plant, work with the executive vice president to develop a comprehensive preventative maintenance program and provide advice on major building repairs. * Business Development- The Business Development Committee shall ~~implement a new structure,~~ explore new partnership opportunities, and work with staff to secure new partners, sponsors and affinity programs. | Section 1. Standing Committees (partially shown)  There shall be the following standing committees, which shall be responsible for reporting to the board of directors or the membership as requested:   * Audit – The audit committee shall be comprised of five members: the three junior past presidents of the Association who are willing and able to serve; one member of the board of directors who is elected by the board; and the Association treasurer. The treasurer shall be the chairman and shall call all meetings of this committee. The committee role is to act on behalf of the board of directors to oversee all material aspects of the Association’s financial reporting, control and audit functions. The committee shall also be responsible for recommending the engagement of an independent certified public accounting firm to conduct the annual audit and for receiving the audit report. * Building – The building committee shall be comprised of at least six members who are current or former members the Association board of directors. The committee shall oversee the PHCC National Office Building physical plant, work with the executive vice president to develop a comprehensive preventative maintenance program and provide advice on major building repairs. * Business Development- The Business Development Committee shall explore new partnership opportunities, and work with staff to secure new partners, sponsors and affinity programs. |