

1 **Bylaws**
2 **Plumbing-Heating-Cooling Contractors—National Association**
3
4

5 **Article I – Name**

6 Section 1. The name of the Association is the Plumbing-Heating-Cooling Contractors –
7 National Association.
8

9 Section 2. The corporate seal of the Association shall have inscribed thereon the
10 following: “They Builded Better Than They Knew, PHCC-National Association, Instituted
11 1883, Incorporated 1903.”
12

13 **Article II – Object**

14 The object of the Association is:

- 15 1. The practical application of scientific knowledge to plumbing, heating, cooling,
16 mechanical, sheet metal work, temperature controls, process piping, fire sprinkler
17 systems, boilers and related mechanical work;
- 18 2. The encouragement and better enforcement of sanitary and safety laws;
- 19 3. The improvement of plumbing systems and the applied elements thereof, plumbing
20 and related materials, fixtures, and appliances for the improvement of heating and
21 cooling equipment accessories and related work;
- 22 4. The encouragement of education of the members in conducting the plumbing-
23 heating-cooling-mechanical industry as a business in accordance with sound
24 business principles;
- 25 5. The encouragement of open and free communications among all the segments of
26 the plumbing-heating-cooling mechanical industry;
- 27 6. The establishment, furtherance, and improvement of training programs for
28 apprentices and other employees;
- 29 7. The promotion of technical studies, education, public relations, research and other
30 activities of industry development;
- 31 8. The distribution of information and analysis thereof relating to legislation, laws, and
32 regulations affecting the business of the members, and to make appropriate
33 recommendations as to the action that should be taken by the members.
34

35 **Article III – Membership**

36 Section 1. Classes of Membership

37 A. There shall be the following classes of membership:

- 38 1. *Active Member* – shall be a firm, including but not limited to a sole proprietorship,
39 a partnership and/or a corporation engaged in the operation of a plumbing and/or
40 heating and/or cooling and/or mechanical contracting business within the United
41 States including the District of Columbia, its territories or possessions and
42 Canada.
- 43 2. *Introductory Member*ⁱ – Introductory membership is available only once to a firm
44 that is engaged in the plumbing and/or heating and/or cooling and/or mechanical
45 contracting industry that has never been a member of the Association. An
46 Introductory Member:

- 47 a. May only retain this designation for a maximum of twenty-four (24) months
48 from the date the firm joined the Association.
49 b. Must maintain an affiliation with the national, state, and/or local association as
50 described in these bylaws.
- 51 3. *Life Member* – Each President and Secretary of this Association, and each Chair
52 of the PHCC Educational Foundation, upon completion of his/her term of office,
53 shall automatically become an individual life member of the Association.
- 54 4. *International Member* – shall be a firm, including but not limited to a sole
55 proprietorship, a partnership and/or a corporation engaged in the operation of a
56 plumbing and/or heating and/or cooling and/or mechanical contracting business
57 outside of the United States including the District of Columbia, its territories or
58 possessions and Canada.
- 59 5. *Honorary Member* – an individual who has performed an outstanding service to
60 this Association or industry, may become an honorary member upon approval by
61 the board of directors.
- 62 6. *Retired Member* – an individual who has been the voting representative of an
63 active member of this Association for a period of ten years or more (in the
64 aggregate), prior to the date of application, and has retired from the operation of
65 a plumbing and/or heating and/or cooling and/or mechanical contracting
66 business.
- 67 7. *Industry Associate Member* – an individual–or firm–that is in a business (other
68 than a contracting business) that is recognized as part of the plumbing and/or
69 heating and/or cooling and/or mechanical contracting industry, and whose
70 objects and purposes are compatible with those of the Association, as follows:
71 a. *Manufacturer Associate* – a company or corporation engaged in
72 manufacturing related equipment, products, or services.
73 b. *Educational Associate* – a student, teacher, inspector, instructor, or person
74 engaged in any educational related activities compatible with the object of this
75 Association.
76 c. *Trade Associate* – a related labor organization, vendor, or consultant.
- 77 8. *Preferred Affiliate* – shall be a service contracting firm, including but not limited to
78 a sole proprietorship, a partnership, and/or a corporation that is not engaged in
79 the operation of a plumbing and/or heating and/or cooling and/or mechanical
80 contracting business within North America.
- 81 B. A member firm may apply for and shall be eligible for separate memberships,
82 provided that such application is first approved by the state or local association
83 affiliated with this Association, of which such applicant is a member, or, in the case
84 of an applicant holding active membership directly with this Association, by the
85 board of directors of this Association.
- 86 C. No member of any class shall have any authority nor right to act or speak for the
87 Association, unless such member is an officer, director, or other authorized
88 representative, acting in the course and within the scope of his authority as such.
89

90 Section 2. Admission to Membership

- 91 A. Membership in this Association shall be limited to those corporations, firms,
92 proprietorships and such other organizations and individuals who are engaged in the

93 plumbing and/or heating and/or cooling and/or mechanical contracting industry. All
94 members are encouraged to join all associations where they are conducting PHC
95 business.

96 B. Application

97 1. *Active Member* – Application for active membership shall be made through an
98 affiliated association in the following sequence:

99 a. Through an affiliated local association located in an area where the applicant
100 conducts PHC business; however, if there is no local association,

101 b. Through an affiliated state association located in an area where the applicant
102 conducts business; however, if there is no local or state association,
103 application may be made directly to the Association as a member-at-large in
104 the form and manner prescribed in the policies of the Association as
105 approved by the board of directors.

106 2. *Introductory Member* – Application for Introductory membership shall be made
107 through the same sequence as an Active Member in Section 1, above.

108 3. *International and Industry Associate Member* – shall be made in the form and
109 manner prescribed in the policies of the Association as approved by the board of
110 directors.

111 4. *Preferred Affiliate* – shall be made in the form and manner prescribed by the
112 board of directors.

113 5. The Membership Department shall receive all At-Large applications for
114 membership and may hold such applications pending an investigation by them or
115 the board of directors.

116 C. A certificate of membership in such form as may be prescribed by the Board of
117 Directors may be issued to the members of this Association.

118
119 Section 3. Rights and Privileges of Membership

120 A. Active and Life members may enjoy all rights of membership without restriction.

121 B. The following categories of membership may attend membership meetings and
122 enjoy other privileges and benefits as set forth in the policies of this Association,
123 except that they may not vote, hold office, nor propose resolutions or amendments
124 to the bylaws:

125 1. Introductory Member

126 2. International Member

127 3. Honorary Member

128 4. Retired Member

129 5. Industry Associate Member

130 C. Preferred Affiliate Members are not eligible to receive privileges or benefits available
131 to Active and Life Members, except that they shall have the right to join one or more
132 enhanced service groups as prescribed in the policies of this Association.

133
134 Section 4. Dues.

135 A. The amount of dues investment for all membership categories, with the exception of
136 International Members, shall be tied to an automatic cost of living adjustment, not to
137 exceed 3% annually. The amount of the annual cost of living adjustment shall be
138 based on the Consumer Price Index-All Urban Consumers (Series ID:

- 139 CUUROOOOSAO) calculated by the United States Government for the calendar
140 year ending twelve (12) months prior to implementation of the new dues investment,
141 rounded to the nearest dollar.
- 142 B. The dues structure for Introductory Members shall be as follows:
 - 143 1. Year 1 – fifty percent (50%) of Active Member dues.
 - 144 2. Year 2 – seventy-five percent (75%) of Active Member dues.
 - 145 C. The amount of dues investment for International Members shall be determined by
146 the board of directors on an annual basis.
 - 147 D. The membership may change the dues by a two-thirds vote at an annual or special
148 business meeting.
 - 149 E. The board of directors, by a two-thirds vote, may increase the dues by no more than
150 10%, to the next dollar divisible by five. Any such change in dues approved by the
151 board of directors must be made at least six months prior to, and shall not become
152 effective until, the first day of the succeeding calendar year.
 - 153 F. A dues payment schedule shall be set according to policies approved by the board
154 of directors.
 - 155 G. The board of directors shall be responsible for the adoption of policies to govern
156 cases of non-payment of dues.

157

158 Section 5. Termination or Suspension of Membership

- 159 A. A member may resign, but such resignation will not relieve them of any unpaid dues
160 or other charges.
- 161 B. The board of directors may suspend or expel any member if, in the opinion of the
162 board of directors, such suspension or expulsion is necessary to avoid litigation or to
163 preserve the good name and reputation of the Association and of plumbing-heating-
164 cooling-mechanical contractors in general. However, such action may only be taken
165 for good cause and after notice of such action has been given and the member in
166 question has been given the opportunity to be heard.

167

168 Section 6. State and Local Associations

- 169 A. One association of plumbing, heating, cooling, mechanical contractors in each state
170 may become affiliated with the Association by:
 - 171 1. Proper application to the board of directors and compliance with the provisions of
172 Section (C) below, or
 - 173 2. Entering into a temporary agreement of no more than five year's duration that has
174 been approved by a two-thirds vote of the entire board of directors. This provision
175 is not applicable to state and local associations currently affiliated with the
176 Association.
- 177 B. A local association of open-shop, dual-shop or signatory plumbing, heating, cooling,
178 mechanical contractors may become affiliated with a State Association, upon proper
179 application to the board of directors and determination that requirements for
180 affiliation have been met or by entering into a temporary agreement of no more than
181 five year's duration that has been approved by a two-thirds vote of the entire State
182 Association's board of directors. An affiliated state association may petition the
183 board of directors to approve the affiliation agreement of a local association. Such
184 agreement must be approved by a two-thirds vote of the entire board of directors.

- 185
186 C. State and Local Associations must:
187 1. Be so organized with such charter and bylaws as are approved by the board of
188 directors, provided said affiliate's bylaws require compulsory payment of dues
189 into the Association for all of their active members;
190 2. Have a minimum number of members as determined by the board of directors;
191 3. Have an established office which may, on notice to the Association, be moved
192 from time to time;
193 4. Have a secretary who shall be responsible for all official communications;
194 5. Abide by the spirit and letter of the Association's bylaws, the lawful directions of
195 the membership and board of directors, and actively engage in programs of the
196 Association;
197 6. Remit dues promptly to the Association as received, indicating members for whom
198 dues are paid;
199 7. With its members, keep the Association informed of plans, programs, and
200 suggestions for the advancement of the industry, and the improvement of
201 activities of the Association.
- 202 D. The board of directors shall issue a certificate of affiliation to each affiliated
203 association in such form and on such terms and conditions as are consistent with
204 the certificate of incorporation and bylaws of the Association.
- 205 E. Each affiliated state and local association shall be autonomous with respect to all its
206 activities except as provided in section C above. The Association shall not undertake
207 to control the activities of any local association that is affiliated with an affiliated state
208 association. However, no affiliated association shall have any authority to act or
209 establish any policy for the Association without express authority of the membership
210 or board of directors.
- 211 F. The board of directors may review the status of affiliated associations to determine
212 whether each such association is qualified to continue its affiliation with the
213 Association at any time.
- 214 G. Any affiliated state or local association may be, in the discretion of the board of
215 directors and following a hearing at which such association will have the right to
216 speak or be represented, be suspended or expelled from affiliation with the
217 Association for the following offenses:
218 1. Being found guilty of any violation of any law, or any decree of any court,
219 pertaining to the plumbing, heating, cooling, mechanical business or to the affairs
220 of the Association, or
221 2. Violation of any provision of the certificate of incorporation or bylaws of the
222 Association, or
223 3. Failure to comply with any lawful requirement of the board of directors, or
224 4. Commission or countenance of any offense that may involve the Association or
225 that of the plumbing, heating, cooling, or mechanical contractors in general.

226 **Article IV – Officers**

227 **Section 1.** The officers of this Association shall be a President, President-Elect, Vice
228 President and Secretary.

229
230 **Section 2. Election.**

- 231 A. The Nominating Committee shall present the names of candidates for vice president
232 at the annual business meeting. Nominations from the floor will be in order. The
233 candidate who receives the greatest number of votes on the first ballot shall be
234 elected as vice president. In case of a tie, balloting will be repeated between the
235 candidates who are tied.
- 236 B. The incoming president shall nominate the secretary for confirmation at the annual
237 business meeting.
- 238 C. Each Life Member and each representative of an Active Member, whose dues are
239 paid for the current term and received in the national office prior to the annual
240 business meeting, shall be eligible to vote for the elections of the vice president
241 either at the annual business meeting or by requesting an absentee ballot.
242

243 Section 3. Term of Office.

- 244 A. The term of office shall be for one year or until a successor assumes office,
245 beginning at the close of the annual business meeting of the board of directors.
- 246 B. Upon expiration of their respective terms, the vice president automatically becomes
247 president-elect, and the president-elect automatically becomes president.
248

249 Section 4. Duties of Officers

250 A. President

251 The president shall:

- 252 • Have general supervision over and direction of the affairs of the Association and
253 the officers of the Association;
- 254 • Preside over meetings of the membership, board, and executive committee;
- 255 • With prior approval of the board of directors, execute all deeds, mortgages,
256 contracts in excess of \$25,000 and other documents in the name of the
257 Association, and
- 258 • Generally have and exercise all such powers and duties as are usually reposed
259 in the president of a Delaware corporation, or which are necessary and proper to
260 carry out the bylaws, orders, or resolutions of the membership, board of
261 directors, or executive committee.

262 The president shall not:

- 263 • Act contrary to the orders, budget, or resolutions of the membership or board of
264 directors;
- 265 • Enter into any contract or other commitment which is to be in effect beyond the
266 term of office, or in an amount which exceeds the approved budget, without prior
267 approval of the board of directors.
268

269 B. President-elect

270 The president-elect shall:

- 271 • Perform the duties of treasurer and shall have charge of, and keep or cause to
272 be kept, all financial records, of the Association, and all receipts and
273 disbursements thereof, so that the records are available at all times for inspection
274 by any member of the board of directors;
- 275 • Make, or cause to be made, monthly reports in writing to the board of directors of
276 all monies received and disbursed, and such other reports as may be required by

- 277 the board of directors or the president;
- 278 • At each annual business meeting and at other times as requested by the board
- 279 of directors, report or cause to be reported, a full accounting of monies received
- 280 and disbursed by the Association;
- 281 • Deposit, or cause to be deposited, all monies of the Association in a bank or trust
- 282 company approved by the board of directors;
- 283 • Maintain a custodial or agency account in a bank or trust company approved by
- 284 the board of directors where all securities, bonds, and other evidences of
- 285 indebtedness belonging to the Association shall be preserved and kept, subject
- 286 at all times to inspection by the president-elect and audit by a Certified Public
- 287 Accountant for the Association, until removed to another bank, or sold, or
- 288 otherwise disposed of as provided by these bylaws;
- 289 • Cause an audit by staff controllers of the financial affairs of the Association, and
- 290 a certified audit will be performed annually by Certified Public Accountants. A
- 291 certified audit will be performed annually by Certified Public Accountants, and a
- 292 management letter will be distributed to the board of directors;
- 293 • Comply with the directions of the board of directors and the president, and
- 294 • Generally have such powers and duties as are prescribed by the bylaws,
- 295 members, board of directors, or the president of the Association.
- 296

297 C. Vice President

298 The vice president shall:

- 299 • Have such powers and other duties as are prescribed by the bylaws, members,
- 300 board of directors, or the president of the Association.
- 301

302 D. Secretary

303 The secretary shall:

- 304 • Supervise the keeping of the minutes of the annual business meeting of the
- 305 Association, all board of directors and executive committee meetings, and such
- 306 other Association meetings as specified by the board of directors or the president
- 307 • Attend to the giving and service of all notices required by the bylaws;
- 308 • Have charge of or cause to be kept all books, documents, and papers of the
- 309 Association, except financial records and accounts;
- 310 • Have charge of the corporate seal of the Association;
- 311 • Keep or cause to be kept all records under the secretary's jurisdiction open for
- 312 the inspection of the officers and members of the board of directors;
- 313 • Make a full written report of the year's history to keep the official records of "A
- 314 Heritage Unique" updated;
- 315 • Have all powers and duties usually reposed in the secretary of a Delaware
- 316 corporation, subject to the decisions of the membership, board of directors, and
- 317 the president, and
- 318 • Generally have such powers and duties as are prescribed by the bylaws,
- 319 members, board of directors, or president of the Association.
- 320

321 Section 5. Vacancies

322 A. In case of the death, resignation, disqualification or removal of the president, the

- 323 president-elect shall assume the office of president for the remainder of that term,
324 followed by one full term as president.
- 325 B. In case of the death, resignation, disqualification, removal, or ascension to the
326 presidency by the president-elect, the vice president shall assume the office of
327 president-elect for the remainder of that term, followed by one full term as president-
328 elect.
- 329 C. In case of the death, resignation, disqualification, removal, or ascension to the office
330 of president-elect, the vacancy in the office of vice president shall be filled by a vote
331 of two-thirds of the board of directors until the next annual business meeting of the
332 Association, at which time the membership shall elect a vice president who will serve
333 until the conclusion of the next annual meeting of the board of directors, followed by
334 one full term as president-elect.
- 335 D. In case of the death, resignation, disqualification, or removal of the secretary, the
336 president shall nominate a person to fill such vacancy. A two-thirds vote of the
337 board of directors shall be required to confirm such nomination.

338
339 Section 6. Removal
340 An officer may be removed by a two-thirds vote of the members at an annual or special
341 business meeting, and a successor may be elected at that meeting by majority vote.
342

343 Section 7. Office-Holding Limitations
344 No Member shall hold more than one office at a time, and no member shall be eligible
345 to serve more than two consecutive terms in the same office.
346

347 **Article V – Administration**
348 Section 1. Location of Office
349 A. The registered office of the Association shall be in Wilmington, Delaware, and it shall
350 be represented there in such manner as may be selected by the board of directors.
351 B. The principal office of the Association shall be in the Washington, DC metropolitan
352 area.
353

354 Section 2. Chief Executive Officer
355 A. The Chief Executive Officer shall be employed by the president and the executive
356 committee, with the approval of the board of directors. The executive committee
357 shall have general supervision of the Chief Executive Officer, and shall establish
358 compensation, conditions, and the job description for the Chief Executive Officer.
359 B. The Chief Executive Officer shall, within the articles of incorporation and bylaws,
360 perform such duties as are delegated by the membership, board of directors,
361 executive committee or the president. The Chief Executive Officer shall be a non-
362 voting ex-officio member of the executive committee and the board of directors.
363 C. The Chief Executive Officer shall serve as a member of the AEC nominating
364 committee.
365 D. The president and the executive committee shall have the right to discharge the
366 Chief Executive Officer with the approval of the board of directors.
367

368 Section 3. Finances

- 369 A. The fiscal year of the Association shall be determined by the board of directors of
370 the Association .
- 371 B. The board of directors may authorize the payment of compensation and/or expenses
372 necessitated by the activities of officers, directors, or members of the Association.
- 373 C. Every person connected with the Association, who has or may be reasonably
374 expected to have control of Association funds, shall be required to furnish to the
375 Association, at its expense, a fidelity bond with such terms, in such amount, and with
376 such surety as may be required by the board of directors. All executive committee
377 members shall be insured with fidelity responsibility insurance.
- 378 D. The annual budget shall be presented by the president, with the assistance of the
379 Chief Executive Officer and the executive committee, prior to the beginning of each
380 fiscal year for submittal to the board of directors. When approved, this budget shall
381 become the official operating budget of the Association for the ensuing fiscal year.
382 The total expense amount of the budget may not be exceeded without the approval
383 of the board of directors.

384
385 **Article VI – Meetings**

386 **Section 1. Annual Business Meeting**

- 387 A. An annual business meeting of the Association shall be held at a time and place
388 designated by the board of directors. Once the board of directors has selected and
389 announced the location, it may not be changed, except for good cause and by a two-
390 thirds vote of the entire board of directors.
- 391 B. Notice of the place, time and days of the annual business meeting of the Association
392 shall be made to all affiliated associations not less than sixty days before the
393 meeting. Notice may be given in writing, electronically via facsimile, e-mail, or other
394 electronic delivery methods permitted by law.
- 395 C. The board of directors may, by a two-thirds vote of the membership of the board,
396 determine not to hold an annual business meeting of the Association. In such a
397 case, the Association shall continue the status quo until the next annual business
398 meeting of the Association.
- 399 D. All members of the Association and such other persons as the president may invite,
400 may attend business meetings of the Association.

401
402 **Section 2. Voting at Annual Business Meeting**

- 403 A. Each Life Member and each representative of an Active Member, whose dues are
404 paid for the current term and received in the national office prior to the annual
405 business meeting of the Association, shall be eligible to vote. All Life and Active
406 Members may vote for the election of vice president, either at the annual business
407 meeting of the Association or by requesting and returning an absentee ballot. No
408 cumulative, unit, nor proxy voting shall be allowed.
- 409 B. If a Life Member or a representative of an Active Member is not registered for the
410 annual convention, they must submit a voter registration form to the national office at
411 least fifteen days prior to the first day of the annual business meeting of the
412 Association in order to vote at the meeting.

413
414 **Section 3. Quorum**

415 The quorum at all annual business meetings of the Association shall consist of the
416 voting members present.

417
418 Section 4. Sergeant-at-arms

- 419 A. The president shall appoint a sergeant-at-arms to act at each annual business
420 meeting of the Association, together with such assistants as may be necessary,
421 whose duties shall be those usually exercised by such persons subject to the
422 instructions of the president or other presiding officer.
- 423 B. The sergeant-at-arms, under the direction of the president, shall arrange an area on
424 the floor of the annual business meeting of the Association for the exclusive use of
425 voting members.

426
427 Section 5. Limitation on Debates

428 Religious and partisan political questions shall be excluded from the debates at all
429 meetings of the Association.

430
431 Section 6. Special Business Meetings

- 432 A. Special business meetings of the Association may be called by a two-thirds vote of
433 the entire board of directors. Such resolution to call a special meeting shall also
434 designate the time and place of the meeting.
- 435 B. Notice, specifying the time, place and purpose of the special business meeting, must
436 be sent to each affiliated state and local association at least sixty days prior to the
437 date of the meeting. Notice may be given in writing, electronically via facsimile, e-
438 mail, or other electronic delivery methods permitted by law. No business may be
439 conducted other than that listed in the notice.

440
441 Section 7. Resolutions

- 442 A. Resolutions are statements of strategic policy adopted by the membership in official
443 session. Resolutions may be proposed by an Active or Life Member, a standing
444 committee, the board of directors, or an affiliated association. If a resolution is
445 proposed by an affiliated association, it must have been duly adopted and certified
446 as such by the president and secretary of the affiliated association. Proposed
447 resolutions must be accompanied by background information including the purpose
448 of the resolution and the anticipated cost impact.
- 449 B. Proposed resolutions shall be sent to the Chief Executive Officer at the executive
450 office of the Association. Upon receipt, all resolutions shall receive a notation
451 indicating the date received and shall be assigned a number. The national office
452 shall notify the sponsor submitting the resolution of the date received and the
453 number assigned.
- 454 C. Proposed resolutions must be submitted no less than sixty calendar days prior to the
455 first day the annual business meeting convenes, except that affiliated associations
456 that have conventions less than sixty calendar days before the start of the annual
457 meeting may submit resolutions up to fifteen days before the start of the annual
458 business meeting.
- 459 D. All resolutions shall be reviewed by the resolutions committee, who shall be
460 responsible for editing, clarifying, and presenting such resolutions at the annual

461 meeting.

462

463 **Article VII – Board of Directors**

464 **Section 1. Composition**

465 A. The board of directors shall consist of twelve elected directors, each representing a
466 different subzone, and the following ex-officio members: president, president-elect,
467 vice president, secretary, the AEC president, the Auxiliary president, the Chief
468 Executive Officer, Quality Service Contractors (QSC) Chair, Union Affiliated
469 Contractors (UAC) Chair, Construction Contractors' Alliance (CCA) Chair, and a
470 manufacturer's representative, of whom the Chief Executive Officer shall be a non-
471 voting ex-officioⁱⁱ member of the board of directors.

472 B. There shall be four zones, each divided into three subzones and each made up of
473 approximately an equal number of members. The composition of each zone shall be
474 determined by the board of directors.

475 C. The elected board members shall represent their resident zone. It shall be the duty
476 of the board of directors to assign zone and subzone boundaries. The president,
477 president-elect, vice president, and secretary shall not be assigned, limited to, or
478 represent any specific zone or subzone.

479 D. At no time may a state have more than one elected zone director on the board of
480 directors, with the exception of ex-officio members.

481

482 **Section 2. Board Authority**

483 A. The board of directors, subject to the instructions of the membership, shall have and
484 exercise general supervision of, and control over, the business, property and affairs
485 of the Association between annual business meetings of the Association. The board
486 shall have full power and authority to act for and represent the Association between
487 annual business meetings of the Association and shall have and exercise all power
488 granted by or permissible under the Certificate of Incorporation, the bylaws, and any
489 other Association governing documents. The board of directors shall specifically
490 determine the authority for signing and countersigning checks on all Association
491 accounts.

492 B. Directors shall have such authority to act for the Association as is specifically
493 granted to them by the membership, the board of directors, or the president.

494

495 **Section 3. Board Meetings**

496 A. The annual meeting of the board of directors shall be held each year after the close
497 of the Association's annual business meeting. Other meetings may be held at the
498 call of the president, or upon request of at least five members of the board of
499 directors.

500 B. Notice of each meeting, except the annual meeting, shall be given to all members of
501 the board by the secretary of the Association. If notice is mailed or submitted by
502 electronic means, it must be sent at least ten days prior to the date of the meeting,
503 and if notice is given by telephone, it must be given at least five days prior to the
504 date of the meeting. Notice may be waived in writing by the members of the board
505 of directors before, during, or after the meeting.

506 C. A majority of the board of directors shall constitute a quorum.

507 D. Any action or decision agreed to in writing by all members of the board of directors
508 shall have the same force and effect as if it had been duly passed by a majority of
509 the board of directors at a properly called meeting.
510

511 Section 4. Nomination, Election and Term of Office

512 A. There shall be a five-member nominating committee composed of four past national
513 officers or directors, one from each zone, who shall be appointed by the executive
514 committee. The chairman of this committee shall be the most immediate junior past
515 president who is willing and able to serve.

516 B. The nominating committee shall have the specific duty to nominate qualified
517 candidates for the offices to be filled for vice president, zone director, and
518 manufacturer's representative. They are also to encourage and support the states
519 within the zones in selecting an appropriate candidate. At the annual business
520 meeting of the Association, the nominating committee chairman shall inform the
521 members of the names of all candidates nominated.

522 C. No member of the nominating committee shall serve for more than two consecutive
523 terms.

524 D. The nominating committee shall nominate a candidate for zone director. However,
525 when a subzone endorses a candidate for director, that endorsement shall be
526 binding on the nominating committee.

527 E. Directors shall be elected by a majority vote of the members from their respective
528 subzones.

529 F. There shall be one director elected from each subzone to serve a term of three years,
530 commencing with the annual meeting of the board following their election, and
531 ending with the annual meeting of the board three years hence. Directors may not
532 succeed themselves nor serve for more than one consecutive term, unless they
533 have served less than a three-year term.

534 G. There shall be one manufacturer's representative to serve a term of two years,
535 commencing with the annual meeting of the board following their election, and
536 ending with the annual meeting of the board two years hence. Eligibility for this seat
537 shall be limited to PHCC Corporate Partners.
538

539 Section 5. Vacancies and Removal

540 A. Within thirty days of a vacancy of a subzone director, the presidents of the states
541 within that subzone shall designate a new subzone director to fill the vacancy for the
542 remainder of the term.

543 B. A director may be removed from the board for cause following a hearing at which
544 the director is entitled to be present and speak on his or her behalf. The members of the
545 panel for the hearing shall consist of the remainder of the board, the state presidents
546 and any member in good standing from the subzone that the director represents. A
547 two-thirds vote of the panel present and voting shall be necessary to remove a director
548 from the board. The decision of the panel shall be final.
549

550 Section 6. Executive Committee

551 A. There shall be an executive committee composed of the president, president-elect,
552 vice president and secretary, with the president chairing the committee. The Chief

553 Executive Officer shall be a non-voting ex-officio member of the executive
554 committee.

555 B. The executive committee, subject to the instructions of the membership or board of
556 directors, shall have and exercise general supervision of, and control over, the
557 business, property and affairs of the Association between board meetings. The
558 executive committee shall serve in an advisory capacity to the president.

559 C. The executive committee shall meet at least once in each semiannual fiscal period,
560 shall meet at the call of the president or of two of its members. Three members shall
561 constitute a quorum for the transaction of business.

562 D. No meeting of the executive committee shall be held without prior notice being given
563 to each member of the committee. Except in cases where time is of the essence,
564 action shall not be taken until all members of the executive committee have been
565 apprised of the action or unless notice has been waived in writing by the members of
566 the executive committee not present at the meeting.

567

568 Section 7. Indemnification

569 Every director, officer, committee member, or employee of the Association shall be
570 indemnified by the Association against all expenses and liabilities, including counsel
571 fees, reasonably incurred or imposed upon such person in connection with any
572 proceeding to which said person may be made a party, or in which said person may
573 become involved by being a director, officer, committee member or employee of the
574 Association, or any settlement thereof, whether or not such person was in that position
575 at the time such expenses are incurred, except in such cases wherein said person was
576 adjudged guilty of willful misfeasance or malfeasance in the performance of the duties
577 of the positions. However, in the event of a settlement, the indemnification herein shall
578 apply only when the board of directors approves such settlement and reimbursement as
579 being in the best interest of the Association. The foregoing right of indemnification shall
580 be in addition to, and not exclusive of, all other rights to which such directors, officers,
581 committee members, or employees may be entitled.

582

583 Article VIII – Committees

584 Section 1. Standing Committees

585 There shall be the following standing committees, which shall be responsible for
586 reporting to the board of directors or the membership as requested:

587 • Audit – The audit committee shall be comprised of five members: the three junior
588 past presidents of the Association who are willing and able to serve; one member
589 of the board of directors who is elected by the board; and the Association
590 treasurer. The treasurer shall be the chairman and shall call all meetings of this
591 committee. The committee role is to act on behalf of the board of directors to
592 oversee all material aspects of the Association’s financial reporting, control and
593 audit functions. The committee shall also be responsible for recommending the
594 engagement of an independent certified public accounting firm to conduct the
595 annual audit and for receiving the audit report.

596 • Building – The building committee shall be comprised of at least six members
597 who are current or former members the Association board of directors. The
598 committee shall oversee the PHCC National Office Building physical plant, work

- 599 with the Chief Executive Officer to develop a comprehensive preventative
600 maintenance program and provide advice on major building repairs.
- 601 • Business Development- The Business Development Committee shall explore
602 new partnership opportunities, and work with staff to secure new partners,
603 sponsors and affinity programs.
 - 604 • Bylaws – The bylaws committee shall be comprised of four members, one from
605 each zone. The PHCC Chief Executive Officer shall be a non-voting ex-officio
606 member of this committee. Members shall have rotating four-year terms. This
607 committee shall receive and review bylaws amendments and shall report those
608 proposed bylaws amendments to the members at the annual business meeting.
609 The bylaws committee may not accept nor take action on any bylaws
610 amendment that would have the effect of constituting endorsement or
611 recommendation of any individual for elected office, appointed office or
612 committee membership.
 - 613 • Energy Efficiency and Water Conservation – The energy efficiency and water
614 conservation committee shall be comprised of at least six members representing
615 different geographical areas that are experts in energy- and water-efficient
616 technologies. This committee is responsible for developing strategies to position
617 the Association as a leader in providing plumbing and HVACR contractors with
618 the tools they need to become energy efficiency and water conservation
619 advocates in the built environment.
 - 620 • Finance – The finance committee shall be comprised of the following: the three
621 junior past presidents of the Association who are willing and able to serve; and
622 the following ex-officio members: the PHCC—National Association president,
623 president-elect, vice president and secretary. The PHCC Chief Executive Officer
624 shall be a non-voting ex-officio member of this committee. No real estate owned
625 by the Association shall be sold, exchanged, pledged, or otherwise encumbered
626 or conveyed, without the written consent of the finance committee, such consent
627 requiring a two-thirds vote of the members of the committee. The chairman of
628 this committee shall be the most junior past president who is willing and able to
629 serve.
 - 630 • Government Relations – The government relations committee shall be comprised
631 of at least a chairman and at least three other members, each representing a
632 different zone. The purpose of the government relations committee is to study
633 federal legislation and regulation that may affect the plumbing, heating, and
634 cooling industry, and to make recommendations to the board of directors as to
635 what position, if any, should be taken by the Association.
 - 636 • Industrial Relations Council Committee – The Industrial Relations Council
637 committee shall be comprised of four members: two representatives and two
638 alternates, nominated by the union-affiliated contractors and appointed by the
639 president for a term of two years. The duties of the committee shall be to
640 represent the Association on the Industrial Relations Council for the Plumbing
641 and Pipe Fitting Industry (which is jointly sponsored by the Plumbing-Heating-
642 Cooling Contractors-National Association, the Mechanical Contractors
643 Association of America and the United Association of Journeymen and
644 Apprentices of the Plumbing and Pipe Fitting Industry of the United States and

- 645 Canada) to promote, improve, and maintain sound and peaceful industrial
646 relations between employers and employees.
- 647 • Membership – The membership committee shall consist of a representative from
648 each zone appointed by the president.
 - 649 • Policy – The policy committee shall be comprised of five members, all of whom
650 must have previously served as an officer or director. The immediate past
651 president shall serve as chair. Two members shall be appointed annually by the
652 president, and two members shall be appointed by the chair. The policy
653 committee shall be responsible for formulating suitable statements of general
654 policy for the Association and to study and render a prompt recommendation on
655 all matters or questions of policy submitted to it by the board of directors or the
656 president.
 - 657 • Resolutions – The resolutions committee shall be comprised of four members,
658 one from each zone. This committee shall receive and review resolutions to
659 ensure that they are properly submitted according to the bylaws and other
660 policies of the Association and shall report those resolutions to the members at
661 the annual business meeting. The resolutions committee may not accept nor
662 take action on any resolution that would have the effect of constituting
663 endorsement or recommendation of any individual for elected office, appointed
664 office, or committee membership.

665 Section 2. Special Committees and Affiliates

- 666 A. The board of directors may authorize the establishment of enhanced service groups.
667 Enhanced service groups shall operate in accordance with the bylaws and other
668 provisions set forth in the policies of the Association.
- 669 B. Association Executives Council – The AEC shall be comprised of professional staff
670 of all associations affiliated with this Association and the Chief Executive Officer of
671 this Association. The purpose of the AEC shall be to provide a forum for the
672 membership of the AEC to discuss such questions and problems as may arise and
673 be common to such membership.
- 674 1. The Chief Executive Officer shall be a member of the AEC and shall serve as an
675 ex-officio member of the AEC board of directors. The AEC president shall be a
676 voting ex-officio member of the Association board of directors.
 - 677 2. The AEC shall have the authority, with the participation of the PHCC Chief
678 Executive Officer on its nominating committee, to elect its own officers and
679 directors.
 - 680 3. The AEC shall have the authority to establish eligibility requirements for
681 membership in the council and to hold educational conferences for members of
682 the council.
 - 683 4. Each affiliated association having employed professional association staff is
684 encouraged to require the members of its professional staff to become a member
685 of the AEC.
 - 686 5. Dues for the AEC shall be determined by the AEC board of directors
- 687 C. The Plumbing, Heating, Cooling Contractors (PHCC) National Auxiliary, in
688 cooperation with the PHCC National Association, promotes public awareness of the
689 industry through education and communication.
690

- 691 1. The Auxiliary president shall be a voting ex-officio member of the Association
692 board of directors.
693 2. The Auxiliary shall have the authority to elect its own officers and directors.
694 3. The Auxiliary shall have the authority to establish eligibility requirements for its
695 membership.
696 4. PHCC members shall be encouraged to become a member of the Auxiliary.
697 5. Dues for the Auxiliary shall be determined according to the Auxiliary Bylaws.
698 D. Standing committees may be created by amendment to the bylaws or by action of
699 the membership at an annual business meeting. Special committees may be
700 appointed by the president.
701 E. All committee members shall be appointed by the president, unless otherwise
702 specified in the action creating the committee.
703 F. No meeting of any committee may be called, nor any expenses incurred by
704 committees, without the approval of the president.
705

706 **Article IX – Parliamentary Authority¹¹**

707 The rules contained in latest edition of Robert’s Rules of Order Newly Revised shall
708 govern this Association in all cases to which they are applicable and in which they are
709 not inconsistent with these bylaws and any special rules of order the Association may
710 adopt.

711 **Article X – Amendment**

- 712 A. These bylaws, with the exception of Article II, may be amended by a two-thirds vote
713 of the members present and voting at any annual business meeting of the
714 Association, in accordance with the following process:
715 1. Proposed amendments may be submitted by an Active or Life Member, a
716 standing committee, the board of directors, Chief Executive Officer, or an
717 affiliated association. If proposed by an affiliated association, it must have been
718 duly adopted and certified as such by the president and secretary of the affiliated
719 association.
720 2. Proposed amendments must be sent to the Chief Executive Officer at the
721 executive office of the Association no less than sixty calendar days prior to the
722 first day the annual business meeting convenes, except that affiliated
723 associations that have conventions within sixty calendar days before the start of
724 the annual meeting may submit amendments up to fifteen days before the start of
725 the annual business meeting.
726 3. All proposed amendments shall be reviewed by the bylaws committee, who shall
727 be responsible for editing, clarifying, and presenting such bylaws amendments at
728 the annual meeting.
729 B. The bylaws of the Association shall be made available to the membership through
730 publication as soon as possible after the close of the annual business meeting.

ⁱ Effective September 24, 2011 the Internet membership category was eliminated. Internet Members on September 24, 2011 are eligible to renew as Internet Members for a maximum of thirty-six months from the date the firm joined the national association.

ⁱⁱ 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).

