Bylaws
Plumbing-Heating-Cooling Contractors—National Association

Article I – Name
Section 1. The name of the Association is the Plumbing-Heating-Cooling Contractors – National Association.

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

Article II – Object
The object of the Association is:
1. The practical application of scientific knowledge to plumbing, heating, cooling, mechanical, sheet metal work, temperature controls, process piping, fire sprinkler systems, boilers and related mechanical work;
2. The encouragement and better enforcement of sanitary and safety laws;
3. The improvement of plumbing systems and the applied elements thereof, plumbing and related materials, fixtures, and appliances for the improvement of heating and cooling equipment accessories and related work;
4. The encouragement of education of the members in conducting the plumbing-heating-cooling-mechanical industry as a business in accordance with sound business principles;
5. The encouragement of open and free communications among all the segments of the plumbing-heating-cooling-mechanical industry;
6. The establishment, furtherance, and improvement of training programs for apprentices and other employees;
7. The promotion of technical studies, education, public relations, research and other activities of industry development;
8. The distribution of information and analysis thereof relating to legislation, laws, and regulations affecting the business of the members, and to make appropriate recommendations as to the action that should be taken by the members.

Article III – Membership
Section 1. Classes of Membership
A. There shall be the following classes of membership:
1. Active Member – shall be a firm, including but not limited to a sole proprietorship, a partnership and/or a corporation engaged in the operation of a plumbing and/or heating and/or cooling and/or mechanical contracting business within the United States including the District of Columbia, its territories or possessions and Canada.
2. Introductory Member – Introductory membership is available only once to a firm that is engaged in the plumbing and/or heating and/or cooling and/or mechanical contracting industry that has never been a member of the Association. An Introductory Member:
a. May only retain this designation for a maximum of twenty-four (24) months from the date the firm joined the Association.
b. Must maintain an affiliation with the national, state, and/or local association as described in these bylaws.

3. Life Member – Each President and Secretary of this Association, and each Chair of the PHCC Educational Foundation, upon completion of his/her term of office, shall automatically become an individual life member of the Association.

4. International Member – shall be a firm, including but not limited to a sole proprietorship, a partnership and/or a corporation engaged in the operation of a plumbing and/or heating and/or cooling and/or mechanical contracting business outside of the United States including the District of Columbia, its territories or possessions and Canada.

5. Honorary Member – an individual who has performed an outstanding service to this Association or industry, may become an honorary member upon approval by the board of directors.

6. Retired Member – an individual who has been the voting representative of an active member of this Association for a period of ten years or more (in the aggregate), prior to the date of application, and has retired from the operation of a plumbing and/or heating and/or cooling and/or mechanical contracting business.

7. Industry Associate Member – an individual–or firm–that is in a business (other than a contracting business) that is recognized as part of the plumbing and/or heating and/or cooling and/or mechanical contracting industry, and whose objects and purposes are compatible with those of the Association, as follows:
   a. Manufacturer Associate – a company or corporation engaged in manufacturing related equipment, products, or services.
   b. Educational Associate – a student, teacher, inspector, instructor, or person engaged in any educational related activities compatible with the object of this Association.
   c. Trade Associate – a related labor organization, vendor, or consultant.
   d. Design Associate – a practicing engineer, architect, or other such individual working in a field relating to design.

8. Preferred Affiliate – shall be a service contracting firm, including but not limited to a sole proprietorship, a partnership, and/or a corporation that is not engaged in the operation of a plumbing and/or heating and/or cooling and/or mechanical contracting business within North America.

B. A member firm may apply for and shall be eligible for separate memberships, provided that such application is first approved by the state or local association affiliated with this Association, of which such applicant is a member, or, in the case of an applicant holding active membership directly with this Association, by the board of directors of this Association.

C. No member of any class shall have any authority nor right to act or speak for the Association, unless such member is an officer, director, or other authorized representative, acting in the course and within the scope of his authority as such.
A. Membership in this Association shall be limited to those corporations, firms, proprietorships and such other organizations and individuals who are engaged in the plumbing and/or heating and/or cooling and/or mechanical contracting industry. All members are encouraged to join all associations where they are conducting PHC business.

B. Application

1. Active Member – Application for active membership shall be made through an affiliated association in the following sequence:
   a. Through an affiliated local association located in an area where the applicant conducts PHC business; however, if there is no local association,
   b. Through an affiliated state association located in an area where the applicant conducts business; however, if there is no local or state association, application may be made directly to the Association as a member-at-large in the form and manner prescribed in the policies of the Association as approved by the board of directors.

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

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

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

5. The President and/or Secretary of this Association shall receive all applications for membership, and may hold such applications pending an investigation by them or the board of directors.

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

Section 3. Rights and Privileges of Membership

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

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

   1. Introductory Member
   2. International Member
   3. Honorary Member
   4. Retired Member
   5. Industry Associate Member

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

Section 4. Dues.

A. The amount of dues investment for all membership categories, with the exception of International Members, shall be tied to an automatic cost of living adjustment, not to
exceed 3% annually. The amount of the annual cost of living adjustment shall be based on the Consumer Price Index—All Urban Consumers (Series ID: CUUROOOSAO) calculated by the United States Government for the calendar year ending twelve (12) months prior to implementation of the new dues investment, rounded to the nearest dollar.

B. The dues structure for Introductory Members shall be as follows:
   1. Year 1 – fifty percent (50%) of Active Member dues.
   2. Year 2 – seventy-five percent (75%) of Active Member dues.

C. The amount of dues investment for International Members shall be determined by the board of directors on an annual basis.

D. The membership may change the dues by a two-thirds vote at an annual or special business meeting.

E. The board of directors, by a two-thirds vote, may increase the dues by no more than 10%, to the next dollar divisible by five. Any such change in dues approved by the board of directors must be made at least six months prior to, and shall not become effective until, the first day of the succeeding calendar year.

F. A dues payment schedule shall be set according to policies approved by the board of directors.

G. The board of directors shall be responsible for the adoption of policies to govern cases of non-payment of dues.

Section 5. Termination or Suspension of Membership

A. A member may resign, but such resignation will not relieve them of any unpaid dues or other charges.

B. The board of directors may suspend or expel any member if, in the opinion of the board of directors, such suspension or expulsion is necessary to avoid litigation or to preserve the good name and reputation of the Association and of plumbing-heating-cooling-mechanical contractors in general. However, such action may only be taken for good cause and after notice of such action has been given and the member in question has been given the opportunity to be heard.

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.

**Article IV – Officers**

Section 1. The officers of this Association shall be a President, President-Elect, Vice President and Secretary.
Section 2. Election.

A. The Nominating Committee shall present the names of candidates for vice president at the annual business meeting. Nominations from the floor will be in order. The candidate who receives the greatest number of votes on the first ballot shall be elected as vice president. In case of a tie, balloting will be repeated between the candidates who are tied.

B. The incoming president shall nominate the secretary for confirmation at the annual business meeting.

C. Each Life Member and each representative of an Active Member, whose dues are paid for the current term and received in the national office prior to the annual business meeting, shall be eligible to vote for the elections of the vice president either at the annual business meeting or by requesting an absentee ballot.

Section 3. Term of Office.

A. The term of office shall be for one year or until a successor assumes office, beginning at the close of the annual business meeting of the board of directors.

B. Upon expiration of their respective terms, the vice president automatically becomes president-elect, and the president-elect automatically becomes president.

Section 4. Duties of Officers

A. President

The president shall:

- Have general supervision over and direction of the affairs of the Association and the officers of the Association;
- Preside over meetings of the membership, board, and executive committee;
- With prior approval of the board of directors, execute all deeds, mortgages, contracts and other documents in the name of the Association, and
- Generally have and exercise all such powers and duties as are usually reposed in the president of a Delaware corporation, or which are necessary and proper to carry out the bylaws, orders, or resolutions of the membership, board of directors, or executive committee.

The president shall not:

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

B. President-elect

The president-elect shall:

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

- At each annual business meeting and at other times as requested by the board
  of directors, report or cause to be reported, a full accounting of monies received
  and disbursed by the Association;

- Deposit, or cause to be deposited, all monies of the Association in a bank or trust
  company approved by the board of directors;

- Maintain a custodial or agency account in a bank or trust company approved by
  the board of directors where all securities, bonds, and other evidences of
  indebtedness belonging to the Association shall be preserved and kept, subject
  at all times to inspection by the president-elect and audit by a Certified Public
  Accountant for the Association, until removed to another bank, or sold, or
  otherwise disposed of as provided by these bylaws;

- Cause an audit by staff controllers of the financial affairs of the Association, and
  a certified audit will be performed annually by Certified Public Accountants. A
  certified audit will be performed annually by Certified Public Accountants, and a
  management letter will be distributed to the board of directors;

- Comply with the directions of the board of directors and the president, and

- Generally have such powers and duties as are prescribed by the bylaws, members, board of directors, or the president of the Association.

C. Vice President

The vice president shall:

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

D. Secretary

The secretary shall:

- Supervise the keeping of the minutes of the annual business meeting of the
  Association, all board of directors and executive committee meetings, and such
  other Association meetings as specified by the board of directors or the president

- Attend to the giving and service of all notices required by the bylaws;

- Have charge of all books, documents, and papers of the Association, except
  financial records and accounts;

- Have charge of the corporate seal of the Association;

- Keep all records under the secretary’s jurisdiction open for the inspection of the
  officers and members of the board of directors;

- Make a full written report of the year’s history to keep the official records of “A
  Heritage Unique” updated;

- Have all powers and duties usually reposed in the secretary of a Delaware
  corporation, subject to the decisions of the membership, board of directors, and
  the president, and

- Generally have such powers and duties as are prescribed by the bylaws, members, board of directors, or president of the Association.

Section 5. Vacancies
A. In case of the death, resignation, disqualification or removal of the president, the resident-elect shall assume the office of president for the remainder of that term, followed by one full term as president.

B. In case of the death, resignation, disqualification, removal, or ascension to the presidency by the president-elect, the vice president shall assume the office of president-elect for the remainder of that term, followed by one full term as president-elect.

C. In case of the death, resignation, disqualification, removal, or ascension to the office of president-elect, the vacancy in the office of vice president shall be filled by a vote of two-thirds of the board of directors until the next annual business meeting of the Association, at which time the membership shall elect a vice president who will serve until the conclusion of the next annual meeting of the board of directors, followed by one full term as president-elect.

D. In case of the death, resignation, disqualification, or removal of the secretary, the president shall nominate a person to fill such vacancy. A two-thirds vote of the board of directors shall be required to confirm such nomination.

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

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.

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

Section 2. Executive Vice President
A. The executive vice president shall be employed by the president and the executive committee, with the approval of the board of directors. The executive committee shall have general supervision of the executive vice president, and shall establish compensation, conditions, and the job description for the executive vice president.
B. The executive vice president shall, within the articles of incorporation and bylaws, perform such duties as are delegated by the membership, board of directors, executive committee or the president. The executive vice president shall be a non-voting ex-officio member of the executive committee and the board of directors.
C. The executive vice president shall serve as a member of the AEC nominating committee.
D. The president and the executive committee shall have the right to discharge the executive vice president with the approval of the board of directors.
Section 3. Finances

A. The fiscal year of the Association shall be from July 1 to June 30th.

B. The board of directors may authorize the payment of compensation and/or expenses necessitated by the activities of officers, directors, or members of the Association.

C. Every person connected with the Association, who has or may be reasonably expected to have control of Association funds, shall be required to furnish to the Association, at its expense, a fidelity bond with such terms, in such amount, and with such surety as may be required by the board of directors. All executive committee members shall be insured with fidelity responsibility insurance.

D. The annual budget shall be presented by the president, with the assistance of the executive vice president and the executive committee, prior to the beginning of each fiscal year for submittal to the board of directors. When approved, this budget shall become the official operating budget of the Association for the ensuing fiscal year. The total expense amount of the budget may not be exceeded without the approval of the board of directors.

Article VI – Meetings

Section 1. Annual Business Meeting

A. An annual business meeting of the Association shall be held at a time and place designated by the board of directors. Once the board of directors has selected and announced the location, it may not be changed, except for good cause and by a two-thirds vote of the entire board of directors.

B. Notice of the place, time and days of the annual business meeting of the Association shall be made to all affiliated associations not less than sixty days before the meeting. Notice may be given in writing, electronically via facsimile, e-mail, or other electronic delivery methods permitted by law.

C. The board of directors may, by a two-thirds vote of the membership of the board, determine not to hold an annual business meeting of the Association. In such a case, the Association shall continue the status quo until the next annual business meeting of the Association.

D. All members of the Association and such other persons as the president may invite, may attend business meetings of the Association.

Section 2. Voting at Annual Business Meeting

A. Each Life Member and each representative of an Active Member, whose dues are paid for the current term and received in the national office prior to the annual business meeting of the Association, shall be eligible to vote. All Life and Active Members may vote for the election of vice president, either at the annual business meeting of the Association or by requesting and returning an absentee ballot. No cumulative, unit, nor proxy voting shall be allowed.

B. If a Life Member or a representative of an Active Member is not registered for the annual convention, they must submit a voter registration form to the national office at least fifteen days prior to the first day of the annual business meeting of the Association in order to vote at the meeting.

Section 3. Quorum
The quorum at all annual business meetings of the Association shall consist of the voting members present.

Section 4. Sergeant-at-arms
A. The president shall appoint a sergeant-at-arms to act at each annual business meeting of the Association, together with such assistants as may be necessary, whose duties shall be those usually exercised by such persons subject to the instructions of the president or other presiding officer.
B. The sergeant-at-arms, under the direction of the president, shall arrange an area on the floor of the annual business meeting of the Association for the exclusive use of voting members.

Section 5. Limitation on Debates
Religious and partisan political questions shall be excluded from the debates at all meetings of the Association.

Section 6. Special Business Meetings
A. Special business meetings of the Association may be called by a two-thirds vote of the entire board of directors. Such resolution to call a special meeting shall also designate the time and place of the meeting.
B. Notice, specifying the time, place and purpose of the special business meeting, must be sent to each affiliated state and local association at least sixty days prior to the date of the meeting. Notice may be given in writing, electronically via facsimile, e-mail, or other electronic delivery methods permitted by law. No business may be conducted other than that listed in the notice.

Section 7. Resolutions
A. Resolutions are statements of strategic policy adopted by the membership in official session. Resolutions may be proposed by an Active or Life Member, a standing committee, the board of directors, or an affiliated association. If a resolution is proposed by an affiliated association, it must have been duly adopted and certified as such by the president and secretary of the affiliated association. Proposed resolutions must be accompanied by background information including the purpose of the resolution and the anticipated cost impact.
B. Proposed resolutions shall be sent to the executive vice president at the executive office of the Association. Upon receipt, all resolutions shall receive a notation indicating the date received and shall be assigned a number. The national office shall notify the sponsor submitting the resolution of the date received and the number assigned.
C. Proposed resolutions must be submitted no less than sixty calendar days prior to the first day the annual business meeting convenes, except that affiliated associations that have conventions less than sixty calendar days before the start of the annual meeting may submit resolutions up to fifteen days before the start of the annual business meeting.
D. All resolutions shall be reviewed by the resolutions committee, who shall be responsible for editing, clarifying, and presenting such resolutions at the annual
Article VII — Board of Directors

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

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

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

Section 2. Board Authority

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

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

Section 3. Board Meetings

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

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

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

Section 4. Nomination, Election and Term of Office

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

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

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

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

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

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

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

Section 5. Vacancies and Removal

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

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

Section 6. Executive Committee

A. There shall be an executive committee composed of the president, president-elect, vice president and secretary, with the president chairs the committee. The
executive vice president shall be a non-voting ex-officio member of the executive committee.

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

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

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

Section 7. Indemnification

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

Article VIII – Committees

Section 1. Standing Committees

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.

- **Bylaws** – The bylaws committee shall be comprised of four members, one from each zone. Members shall have rotating four-year terms. This committee shall receive and review bylaws amendments and shall report those proposed bylaws amendments to the members at the annual business meeting. The bylaws committee may not accept nor take action on any bylaws amendment that would have the effect of constituting endorsement or recommendation of any individual for elected office, appointed office or committee membership.

- **Energy Efficiency and Water Conservation** – The energy efficiency and water conservation committee shall be comprised of at least six members representing different geographical areas that are experts in energy- and water-efficient technologies. This committee is responsible for developing strategies to position the Association as a leader in providing plumbing and HVACR contractors with the tools they need to become energy efficiency and water conservation advocates in the built environment.

- **Finance** – The finance committee shall be comprised of the following: the three junior past presidents of the Association who are willing and able to serve; and the following ex-officio members: the PHCC—National Association president, president-elect, vice president and secretary. The PHCC executive vice president shall be a non-voting ex-officio member of this committee. No real estate owned by the Association shall be sold, exchanged, pledged, or otherwise encumbered or conveyed, without the written consent of the finance committee, such consent requiring a two-thirds vote of the members of the committee. The chairman of this committee shall be the most junior past president who is willing and able to serve.

- **Government Relations** – The government relations committee shall be comprised of at least a chairman and at least three other members, each representing a different zone. The purpose of the government relations committee is to study federal legislation and regulation that may affect the plumbing, heating, and cooling industry, and to make recommendations to the board of directors as to what position, if any, should be taken by the Association.

- **Industrial Relations Council Committee** – The Industrial Relations Council committee shall be comprised of four members: two representatives and two alternates, nominated by the union-affiliated contractors and appointed by the president for a term of two years. The duties of the committee shall be to represent the Association on the Industrial Relations Council for the Plumbing and Pipe Fitting Industry (which is jointly sponsored by the Plumbing-Heating-Cooling Contractors-National Association, the Mechanical Contractors Association of America and the United Association of Journeymen and Apprentices of the Plumbing and Pipe Fitting Industry of the United States and Canada) to promote, improve, and maintain sound and peaceful industrial relations between employers and employees.

- **Membership** – The membership committee shall consist of a representative from each zone appointed by the president.

- **Policy** – The policy committee shall be comprised of five members, all of whom
must have previously served as an officer or director. The immediate past president shall serve as chair. Two members shall be appointed annually by the president, and two members shall be appointed by the chair. The policy committee shall be responsible for formulating suitable statements of general policy for the Association and to study and render a prompt recommendation on all matters or questions of policy submitted to it by the board of directors or the president.

- Resolutions – The resolutions committee shall be comprised of four members, one from each zone. This committee shall receive and review resolutions to ensure that they are properly submitted according to the bylaws and other policies of the Association and shall report those resolutions to the members at the annual business meeting. The resolutions committee may not accept nor take action on any resolution that would have the effect of constituting endorsement or recommendation of any individual for elected office, appointed office, or committee membership.

Section 2. Special Committees and Affiliates

A. 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.

B. 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

C. 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.

D. All committee members shall be appointed by the president, unless otherwise specified in the action creating the committee.

E. No meeting of any committee may be called, nor any expenses incurred by committees, without the approval of the president.

Article IX – Parliamentary Authority
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.

Article X – Amendment

A. These bylaws, with the exception of Article II, may be amended by a two-thirds vote of the members present and voting at any annual business meeting of the Association, in accordance with the following process:

1. Proposed amendments may be submitted by an Active or Life Member, a standing committee, the board of directors, or an affiliated association. If proposed by an affiliated association, it must have been duly adopted and certified as such by the president and secretary of the affiliated association.

2. Proposed amendments must be sent to the executive vice president at the executive office of the Association no less than sixty calendar days prior to the first day the annual business meeting convenes, except that affiliated associations that have conventions within sixty calendar days before the start of the annual meeting may submit amendments up to fifteen days before the start of the annual business meeting.

3. All proposed amendments shall be reviewed by the bylaws committee, who shall be responsible for editing, clarifying, and presenting such bylaws amendments at the annual meeting.

B. The bylaws of the Association shall be made available to the membership through publication as soon as possible after the close of the annual business meeting.

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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 Effective July 1, 2012.

iii 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).