

**BY-LAWS OF THE
PLUMBING-HEATING-COOLING CONTRACTORS
OF MASSACHUSETTS, INC.
d/b/a PHCC of MA**

Instituted in 1893

Incorporated January 8, 1918

Revised May 2008

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**BY-LAWS
OF THE
PLUMBING-HEATING-COOLING CONTRACTORS OF
MASSACHUSETTS, INC.**

**ARTICLE I
NAME**

SECTION 1. NAME

This Corporation shall be known as the Plumbing-Heating-Cooling Contractors of Massachusetts, Inc., d/b/a PHCC of MA, hereafter referred to as the Association.

SECTION 2. OFFICE

The principal office of the Association in Massachusetts shall be located where designated by a majority vote of the Board of Directors of the Association.

**ARTICLE II
PURPOSES**

The purposes of this Association shall be:

1. The application of scientific knowledge to the preservation of public health, energy conservation, and environmental control through practical system conditioning.
2. The encouragement of laws pertaining to the Plumbing-Heating-Cooling Industry and the better enforcement thereof, and the encouragement and promotion of all beneficial legislation pertaining to the Plumbing-Heating Cooling Industry.
3. The improvement of Plumbing-Heating-Cooling systems and the component elements thereof, including the standardization and quality control of Plumbing-Heating-Cooling materials.
4. The education of all members of the Plumbing-Heating-Cooling Industry in the arts and sciences of Plumbing-Heating-Cooling.
5. The establishment of harmonious relations among all members and segments of the Plumbing-Heating-Cooling Industry and their employees.
6. The establishment, furtherance, and improvement of apprentice educational programs.
7. The education of its members and their employees.
8. The constant referral to the Code of Ethics in our dealings with the public and our employees.
9. No other objective or purpose of this Association shall be carried on or agreed upon, or shall be the valid lawful purpose or action of this Association without prior approval of the Members of this Association.

ARTICLE III AFFILIATIONS

SECTION 1. NATIONAL

The Association shall be an affiliate of the Plumbing-Heating-Cooling Contractors-National Association, hereafter referred to as National Association.

SECTION 2. LOCAL

Local associations shall be affiliated with this Association and with the National Association and shall be subject to the By-Laws of both said Associations. A Local association may be formed by five or more plumbing, heating, or cooling contractors who may organize and petition the Association for recognition. Local associations must maintain a membership level of five members in good standing to continue their status as an affiliated local in good standing. No person shall hold active membership in any Local association unless he/she is also an active Member of the Association and the National Association. The President or Secretary of each Local association shall forward to the Treasurer of this Association the names and addresses of all the members of his/her Local association in time to be received at the office of this Association not later than the first day of July and January in each year.

ARTICLE IV MEMBERSHIP

There shall be six classes of Membership in this Association: Active, Retired, Honorary, Affiliate, Associate, and General.

Applications for Membership shall be made on forms prescribed for that purpose. Members shall be subject to approval by the Association's Board of Directors. Active Members must operate under a valid license in their respective field or fields of business.

SECTION 1. ACTIVE MEMBER

A firm, including but not limited to a sole proprietorship, a partnership, a limited liability company and/or a corporation, engaged in the operation of a plumbing and/or heating and/or cooling and/or mechanical contracting business. Each Active Member shall appoint a voting representative who shall vote for the Active Member. The Active Member shall notify the Association in writing at its office of the identity of the voting Member and shall notify the Association in writing of any change. Employees of the Active Member may participate in all functions of the Association, but only one vote may be cast at the Annual Meeting of the Members of the Association by an Active Member.

SECTION 2. 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. A Retired Member shall not be required to pay Association dues.

SECTION 3. HONORARY MEMBER

An individual who has performed a distinguished and conspicuous service to the Association shall, upon recommendation of the Board of Directors at the Annual Meeting of the Members, be conferred with the status of Honorary Member. Such Members shall not be required to pay Association dues.

SECTION 4. AFFILIATE MEMBER

A person who is an instructor in the PHC trades or an inspector and who is not eligible for Membership in any other category shall be eligible for Affiliate Membership. Such applicant shall be approved for Membership by the Board of Directors and may belong to a Local association. Affiliate Members shall not have the right to vote or to hold Association office.

SECTION 5. ASSOCIATE MEMBER

A firm who is allied to the plumbing, heating, cooling business shall be eligible for Associate Membership. Such applicant shall be approved for Membership by the Board of Directors and may belong to a Local association. Associate Members shall not have the right to vote or to hold Association office.

SECTION 6: GENERAL MEMBER

A person, including a student, apprentice, employee, or other party interested in the PHC trade, who is sponsored by an Active Member of the Association and who is not eligible for Membership in any other category shall be eligible for General Membership. Such applicant shall be approved for Membership by the Board of Directors and may or may not belong to a Local association, depending on the by-laws of the Local. Such applicant will pay dues to the Association but will not pay dues to the National Association nor will they be entitled to receive benefits from the National Association. General Members shall not have the right to vote or to hold office.

SECTION 7. RIGHT TO HOLD OFFICE

Active Members only may hold office in this Association.

SECTION 8. RIGHT TO VOTE

Active Members only may vote in this Association.

SECTION 9. TERMINATION OF MEMBERSHIP BY EXPULSION

Members of the Association may be expelled from Membership by vote of the Board of Directors for any cause deemed sufficient by the Board of Directors. There must be a minimum of (fifteen) 15 Directors present at a meeting, with a two-thirds (2/3) majority vote to expel. Such Member shall not be expelled from Membership unless notified in writing of charges against him/her, at least two weeks before the meeting of the Board of Directors at which he/she is to be expelled.

Any Local association which expels a member shall forward a copy of these charges and findings in such cases to the office of the Association, where a record of the same shall be kept.

ARTICLE V DUES

Dues for Members of this Association shall include both Association and National dues as established from year to year. Dues shall be payable to the National Association in accordance with PHCC-National bylaws and policy.

The Board of Directors shall have the authority to set annual Association dues, but any increase shall not exceed 15%. Any increase which exceeds 15% must be approved by the Membership at the Annual Meeting of the Members or a Special Meeting of the Members. Dues may not be increased more frequently than once each fiscal year.

Dues shall be payable on January 1 of each year and may be pro-rated for new Members. The Executive Committee may allow Members to elect to pay dues in installments.

Any Member whose dues are in arrears for 90 days may be automatically suspended from Membership including all right and privileges thereof until dues are paid in full. Any person whose dues remain unpaid at the end of the fiscal year may be terminated from the rolls and Membership shall require a new Membership application accompanied by payment of dues.

The Board of Directors shall have the authority to waive the payment of dues to the Association, and to grant exceptions to other provisions of this Article.

ARTICLE VI MEETINGS OF THE MEMBERS OF THE ASSOCIATION

SECTION 1. DATES AND LOCATIONS OF MEETINGS

- A) Date and location of the Annual Meeting of the Members and convention shall be determined by the Board of Directors.
- B) Dates and locations of Special Meetings during the year shall be determined by the Board of Directors, or by petition of 25 Active Members to the Executive Director or any elected officer.

SECTION 2. QUORUM

- A) A quorum for the Annual Meeting shall consist of fifteen (15) Active Members. A majority of a quorum will be necessary to determine a vote.
- B) A quorum for a Special Meeting shall consist of twenty-five (25) Active Members. A majority of a quorum will be necessary to determine a vote.

SECTION 3. SERGEANT-AT-ARMS

The President shall appoint a Sergeant-At-Arms for each meeting of the Members of the Association, whose duties shall be those usually exercised by such officer, subject to the instructions of the presiding officer.

SECTION 4. ORDER OF BUSINESS

At the Annual Meeting of the Members, , the Order of Business shall be as follows:

- a. Report of the Credentials Committee
- b. Roll Call
- c. Adoption of the Rules of the Convention
- d. Appointment of the Sergeant-at-Arms
- e. Minutes of the Previous Meeting
- f. Changes in By-Laws
- g. Report of Standing Committees
- h. Reports of Select Committees
- i. Treasurer's Report
- j. Executive Director's Report
- k. Election of Officers and Directors
- l. Adoption of Resolutions
- m. Old Business
- n. New Business
- o. Adjournment

SECTION 5. PARLIAMENTARY AUTHORITY

All meetings or conventions of the Association shall be governed by the parliamentary law as laid down in the most recent revision of Roberts Rules of Order when not in conflict with these By-laws.

ARTICLE VII BOARD OF DIRECTORS

SECTION 1. CONSTITUTION AND ELECTION

The Board of Directors shall be elected at the Annual Meeting of the Members by the Membership. The Board of Directors, of which the President shall be Chairman, shall be constituted as follows:

- a) the Executive Committee.
- b) representatives of Local associations on a proportionate basis of one Director for each twenty Members in good standing. In any case, there shall be at least one Director appointed from each Local association whose name shall be submitted in writing to the Executive Director prior to the Annual Meeting of the Members of the Association.
- c) Past Association Presidents who are Members in good standing.
- d) Directors at Large consisting of one Board position created for every 20 at large Members who are not affiliated with a Local association.
- e) One Alternate Director may be elected by the Board of Directors.

SECTION 2. POWERS, AUTHORITY, RESPONSIBILITIES

The Board of Directors shall have the general supervision and control of the Association's affairs and property, with full authority to act for and represent the Association.

The Board of Directors shall establish policies and shall adopt an annual operating budget for the Association.

SECTION 3. REMOVAL FROM OFFICE

Any Director may be removed from office by vote of the Board of Directors for any cause deemed sufficient by the Board. There must be a minimum of (fifteen) 15 Directors present at a meeting, with a two-thirds (2/3) majority vote to expel.

SECTION 4. MEETINGS

Meetings of the Board of Directors shall be called as occasion may require, at the discretion of the President. Meetings of the Board of Directors shall also be called by the Executive Director upon the written request of at least seven Directors.

Directors shall be notified at least five (5) days in advance of each meeting, either by letter, fax, or E-Mail.

In the absence of a Local association's representative on the Board, an alternate duly authorized in writing so long as he/she is a Member in good standing of that same Local association, shall be permitted to speak and vote for the absent representative.

SECTION 5. QUORUM

A quorum of the Board of Directors shall be twenty-five percent (25%) of the total number of Directors then in office, or eight (8) Directors, whichever is greater. A majority of the quorum determines the vote.

ARTICLE VIII OFFICERS

SECTION 1. ENUMERATION, ELECTION, TERM

The Officers of the Association shall consist of a President, President-Elect, Vice President, Treasurer, Clerk, and Immediate Past President and shall be Members in good standing of the Association. The Officers, except the Immediate Past President, shall be chosen by ballot at the Annual Meeting of the Members by the Membership. The Officers shall be elected to a term of one year, and may be elected to a maximum of three successive terms except for the Treasurer who may be elected to an unlimited number of terms. Each office shall automatically assume at the close of the Annual Meeting.

SECTION 2. VACANCY, REMOVAL

In the event of a vacancy occurring in the office of President, the President-Elect shall assume that office. If a vacancy occurs in the offices of President-Elect, Vice President or Treasurer, the vacancy shall be filled by the Board of Directors at its next regularly scheduled meeting or at a special meeting called for that purpose. The assumption of an office for an unexpired term shall in no way affect that person's assumption of the next highest office in the normal manner.

If a vacancy occurs in the office of Immediate Past President, the Board of Directors, at a regularly scheduled meeting or at a meeting called for this purpose, shall elect an Immediate Past

President who shall have all the powers and duties of the office of Immediate Past President, and who shall serve for the unexpired term.

Upon petition of twenty-five (25) Members of this Association, a Special Meeting of the Members shall be duly called for the purpose of voting on the removal of any appointed or elected officer. A quorum for this Special Meeting shall be 25 Active Members, with a two-thirds (2/3) majority vote deemed sufficient for removal.

SECTION 3. PRESIDENT

The President shall have general and active management of the business of the Association and shall execute all orders, votes, and resolutions of the Executive Committee, Board of Directors and Members. The President shall direct the official correspondence and shall preside over all meetings of the Executive Committee, Board of Directors, the Annual Meeting and any Special Meeting of the Membership.

The President shall be an ex-officio member of all committees and shall appoint all committees not otherwise provided for by vote of the Association or constituted by these By-laws, shall fill all vacancies in committees, and may, with the consent of the Board of Directors, remove from office any member of any committee for neglect of duty or for any cause deemed sufficient.

The President shall appoint, with the approval of the Board of Directors, a Certified Public Accountant who shall audit the financial statements in accordance with generally accepted auditing standards and prepare financial statements in accordance with generally accepted accounting principles.

SECTION 4. PRESIDENT-ELECT

The President-Elect shall fulfill the duties of the office of President in the absence of the President. The President-Elect shall attend all meetings of the Executive Committee, Board of Directors, and the Members of the Association. The duties of the Clerk of the Association shall be served by the President-Elect.

SECTION 5. VICE PRESIDENT

The Vice President shall fulfill the duties of the office of President in the absence of the President and President-Elect. The Vice President shall arrange Membership meetings and develop promotions to receive new Members and retain present Membership and shall attend all meetings of the Executive Committee, Board of Directors, and the Membership.

SECTION 6. TREASURER

The Treasurer shall keep, or cause to be kept, an account of all monies received and expended for the use of the Association, and shall make disbursements authorized by the Board and approved in accordance with the policies of the Association. He/she shall direct the deposit of all funds received in a bank or trust company designated for that purpose by the Board of Directors. The Board of Directors may appoint one or more assistant treasurers to perform such duties as the Board may delegate to them.

The Treasurer shall also be responsible for ensuring that the Association has adequate insurance coverage against loss or theft of funds.

The funds, books and vouchers in the Treasurer's hands shall at all times be subject to verification and inspection by the Board of Directors.

SECTION 7. CLERK

The Clerk shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He or she shall attend and keep the minutes of all of the meetings of the Board of Directors and the Membership of the Association. He or she shall keep a record, containing the names, alphabetically arranged, of all persons who are Directors and Members of the Association, showing their places of residence, and such book shall be open for inspection as prescribed by law. He or she may sign with the President, in the name and on behalf of the Association, any contracts or agreements authorized by the Board of Directors and he or she may affix the seal of the Association. He or she shall, in general, perform all the duties incident to the office of Clerk, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors. The President-Elect shall serve as the Clerk.

SECTION 8. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve as Chairman of the Past Presidents Committee and shall assume this position immediately following his/her term as President. The Immediate Past President shall assist the President and Executive Committee in all affairs of the Association. The Immediate Past President shall represent all Past Presidents and attend all meetings of the Executive Committee, Board of Directors, and the Membership.

ARTICLE IX EXECUTIVE DIRECTOR

The Board of Directors shall employ or appoint an Executive Director who shall be responsible to the President and to the Board of Directors. He/she shall be the chief executive and operating officer with responsibility for the management and direction of all operations, activities and affairs of the Association including employment and termination of employment and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the President and/or the Board of Directors. He/she shall have such other duties as may be prescribed by the Board of Directors. Termination of employment will be by majority vote of the Board of Directors then in office.

ARTICLE X COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, President-Elect, Vice President, Treasurer, Executive Director, and Immediate Past President. The Executive Director shall be a non-voting member. The Committee shall have the authority to act on behalf of the Board of Directors between Board meetings but shall not conduct business beyond the ordinary business affairs of the Association without the consent of the Board of Directors. The Executive Committee shall advise the President of the Association on matters relating to finances and recommend to the Board of Directors an annual budget.

The Executive Committee shall convene whenever so directed by the President, but in no case shall it meet less than ten times during the year. The Committee shall notify the Board of

Directors of all business and activities of its meetings. A quorum of the Executive Committee shall be a majority of said committee. A majority of a quorum shall constitute a vote.

SECTION 2. STANDING COMMITTEES

The Association shall have the following standing committees each of which shall be composed of not less than three Members appointed by the President.

a. Nominating Committee

The Nominating Committee shall consist of three (3) Past Presidents, with the Vice President and President-Elect as ex officio, non-voting members. The Committee shall be represented by the Chairman who is the Immediate Past President following his/her term in office as President. Their duty shall be to present to the Annual Meeting of the Members the nominations for elective offices for the ensuing year.

b. Membership Committee

The Membership Committee shall consist of all Association Officers and Directors and such others as the President shall appoint. It shall be the duty of this committee to actively interest Plumbing, Heating, Cooling Contractors and Associates to join this Association and to promote a program of assistance and interest in the growth of Local associations.

c. Government Relations Committee

The Government Relations Committee shall consist of at least five members. The Committee shall consider all matters relating to legislation or regulation which may affect the interests of the Plumbing-Heating-Cooling Industry.

d. Continuing Education and Training Committee

The Continuing Education and Training Committee shall consist of at least four members with the Chairman appointed by the President. This Committee shall institute an education program for the advancement of technical and practical application of the Plumbing-Heating-Cooling business from apprenticeship through ownership programs. This Committee shall make recommendations to the Board on sponsorship of workshops, seminars, and continuing education experiences that benefit the Members and potential Members in the Plumbing-Heating-Cooling business.

e. By-Laws Committee

This Committee shall consist of four members with the Chairman appointed by the President. This Committee shall receive, study and make recommendations to the Association at the Annual Meeting of the Members as to the disposition of proposed by-law changes.

f. Trade Show Committee

There shall be a Trade Show Committee consisting of at least 4 members. It shall be the duty of this Committee to schedule, promote, and oversee the annual Trade Show.

g. Convention Committee

There shall be a Convention Committee consisting of at least four members. It shall be the duty of this Committee to schedule, promote and oversee the annual convention.

h. Awards and Recognition Committee

The Awards and Recognition Committee shall consist of three members with the Chairman being designated by the President. This Committee shall be responsible for administering the "Bradford Rose" and "Contractor of the Year" awards in accordance with the criteria established for these awards. The Committee will be responsible for the submission of candidate(s) for the National Awards each year when so deemed by the President. Recommendations shall be made to the President and/or the Board of Directors for such other suitable recognition and acknowledgment as the Committee may deem appropriate.

SECTION 3. SPECIAL COMMITTEES

The President may appoint such other committees as he/she and/or the Board of Directors deem to be appropriate to carry out the activities and policies of the Association. The Committee shall exist for such term and be charged with the responsibility as seen fit by the President and the Board and shall be dissolved at the completion of their charge. Special Committees may be continued by succeeding administrations.

**ARTICLE XI
FISCAL YEAR**

The Fiscal Year of the Association shall be from January 1 to December 31.

**ARTICLE XII
AMENDMENTS TO BY-LAWS**

All amendments to these By-Laws, and all changes or appeals, shall be proposed in writing and may be presented for adoption at any meeting of the Members of the Association, provided that a copy of the proposed amendments has been mailed to the Membership of record at least 30 days prior to the meeting. A two-thirds majority of the Members present and voting at a meeting at which a quorum is present shall be required for the adoption of any amendment, revision, repeal or change

**ARTICLE XIII
SEAL**

The corporation seal of this Association shall have inscribed thereon the following:

They Buildd Better Than They Knew

P.H.C.C. of Massachusetts, Inc.

Instituted 1893 Incorporated 1917

ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association may indemnify each person who is or was a Director, Officer, Member or employee of the Association, or of any other Association which he/she served as such at the request of the Association against any and all liability and reasonable expense incurred by him/her in connection with, or as a result of, any claim, action, suit, or proceeding (whether brought by or in the name of the Association or such other Association or otherwise), civil or criminal, or regarding an appeal relating thereto, in which he/she may become involved by reason of his/her being or having been a Director, Officer, Member, or employee, whether or not he/she continues to be such at the time such liability or expense is incurred, provided he/she acted, in good faith, in what he/she reasonably believed to be the best interests of the Association or such other Association, as the case may be, and provided also that in any criminal action or proceeding he/she had no reasonable cause to believe that his/her conduct was unlawful. No indemnification shall be provided for any person with respect to any matter as to which he/she shall have been adjudicated in any proceeding or by the Board of Directors not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Association. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against the amounts paid in settlement by a Director, Officer, Member, or employee, other than amounts paid to the Association itself or to such other Association served at the Association's request. Any such Director, Officer, Member or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit, or proceeding of the character described herein may be indemnified as determined by the Board of Directors. Subject to the provisions of the preceding sentences, any indemnification hereunder may only be made at the discretion of the Association, and then only if (1) the Board of Directors, acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit, or proceeding, shall find that the Director, Officer, Member, or employee has met the standards of conduct set forth in the first sentence of this Article, or (2) if an independent quorum of the Board of Directors does not exist, independent legal counsel (who may be the regular counsel of the Association) shall deliver to it his/her written advice that, in his/her opinion, such Director, Officer, Member, or employee has met such standards.