

# APHCC of Texas

## Bylaws

(Revised June 21, 2003)

### PREAMBLE

The Associated Plumbing Heating Cooling Contractors of Texas, Inc. is chartered under the laws of Texas. Any reference herein to "the Association" refers to the Associated Plumbing-Heating-Cooling Contractors of Texas, Inc. The charter provides that its principal place of business shall be in Austin, Texas.

### ARTICLE I

#### MEMBERSHIP

**SECTION 1.** Membership herein is open only to plumbing, heating and/or cooling contractors who qualify as such under the laws of Texas, or if out-of-state members of the National Association of Plumbing- Heating - Cooling Contractors, qualify as such under the bylaws of that association; further qualifications may be designated either by the membership in convention assembled or by the Board of Directors of the association. Individuals, partnerships, and/or corporations are eligible for membership herein, provided however, that in the conduct of affairs wherein the membership must vote; only one (1) vote may be cast for each membership. In the case of partnerships and/or corporations, said partnerships and/or corporations shall designate the voting member.

Only paid up Active Contractor members may hold office or have a vote in the affairs of the Association, or sit as members of any Association committee. This privilege of membership shall not be extended to categories of membership authorized by the National Association during membership promotions unless those joining during the promotion pay full dues to the State and National associations and are extended voting and office holding rights by written action of the Association's Board of Directors.

- A. **Contractor Membership.** A contractor shall be any person, firm or corporation engaged as a licensed plumbing, heating, air conditioning, piping or ventilation contractor. To become a Contractor Member, the person, firm or corporation must join as a member of local, state and national chapters.
- B. **Associate Membership.** An Associate Member shall be any person, firm or corporation engaged in the business closely related to and supporting the business of plumbing, air conditioning, heating, piping and ventilation. To become an Associate Member, the person, firm or corporation must first be a member of the local association, which has jurisdiction in the area, or region in which the office of the Associate Member is located. In some cases where no local association exists or where no provision is made for associate membership in the local, the person, firm or corporation desiring membership may apply directly to the State for associate membership. Associate Members shall be privileged to attend meetings, participate in State activities and committee functions, but have no vote in State affairs (except for Associate Members serving on the Board of Directors.) Associate members may not hold any property or interest in the association.
- C. **Senior Active Member.** Individuals who have retired, disposed of or sold their former businesses and who meet the following requirements: Has for a period of ten (10) years or more (in aggregate) been the voting representative of an active member of this Association, is over sixty (60) years of age and has provided written request for such status approved by the Board of Directors. Senior Active Members pay partial dues set by the Board of Directors for limited state services, such as publications, member discounts, fees, etc. Senior Active members have no property or voting rights within the APHCC of Texas, but may serve in goodwill capacity.
- D. **Vocational Member.** A Vocational Membership will be available to full time/part time teachers or students, professional engineers, architects, municipal inspectors, and other individuals having interests in the plumbing, heating and cooling industry. A Vocational Member shall be admitted upon such terms and conditions and/or the adherence or compliance with procedures as determined by the Board of Directors of the Association. Vocational members can attend meetings and serve on committees but will have no voting rights.

- E. **Members-at-Large.** Where no local Association exists, or where none is duly chartered as provided in Section 1 of Article IV, those qualified for membership as outlined in Section 1, Article I, may pay dues directly to The Association's Executive Offices and shall be classified as "members-at-large."

**SECTION 2.** Annual dues shall be fixed by the membership in convention, and shall be paid by each member. Dues are payable to APHCC-TX on January 1 of each year, and shall include payment of local, state and national membership dues. Local dues will be forwarded to the local chapters and national dues will be forwarded to the National Association. No special assessments shall be levied upon the membership, but voluntary subscriptions by members may be accepted.

- A. **Associate Member Dues.** Annual dues shall be fixed by the membership in convention and shall be paid by each Associate Member, and may be adjusted by the Board and are subject to confirmation at the next convention. Dues are payable for one full year to APHCC-TX on January 1 of each year.
- B. **Vocational Member Dues.** Annual dues shall be fixed by the membership in convention and shall be paid by each Vocational member. Dues may be adjusted by the Board and are subject to confirmation at the next convention. Dues are payable for one full year to APHCC-TX on January 1 of each year.

**SECTION 3.** At any convention or other meeting called for the entire membership, those present regardless of numerical strength, shall constitute a quorum of the membership. At any such convention or meeting a majority of a quorum shall decide any question before such meeting with the exception of changes to the association's bylaws, which will require a two-thirds (2/3) majority vote. Only members whose dues were fully paid at least sixty (60) days prior to the convention and remain current at the time of the convention shall have a vote and voice in the affairs of the association, and no vote by proxy shall be permitted. The two-thirds (2/3) majority rule will apply to any bylaws changes brought before the membership regardless of being circulated to members thirty (30) days prior to the time of consideration or regardless of being distributed to members at the convention twenty-four (24) hours prior to the time of consideration.

**SECTION 4.** No membership shall be transferred from any person, corporation or partnership to another. Transfer of membership from one local Association to another is permitted, and will not require payment of additional state or national dues.

**SECTION 5. Termination of Membership:** Any active member who shall cease to be engaged in business as a contractor, or who is employed by others as a journeyman plumber or who fails to be affiliated with a local association in localities where an active and duly chartered local association exists, automatically ceases to be a member of this Association.

Any member convicted of a felony or whose acts are in violation of laws of the State of Texas and/or Nation and would endanger the good name of this Association, and/or plumbing-heating-cooling contracting in general, shall at the discretion of the Board of Directors cease to be a member of the Association

A member of the Association may be suspended for sufficient cause shown. The member must receive a certified letter notifying said member of the intent to suspend membership; an explanation of the charges against the member; and the date, place and time where the member can respond to the charges. After a fair and impartial hearing by the Board of Directors, a two-thirds (2/3) vote of a quorum of the Board of Directors may suspend a member of the Association.

Members seventy-five (75) days or more in arrears with dues shall be automatically suspended.

Members transacting business in the environs of a local Association other than their own shall conform to practices of such local Association. Failure to so conform shall subject such member to appropriate action by the State Association's Board of Directors.

Any member who shall act individually or through affiliation with another association or group or local chapter to compete with the Association, or support programs that compete for funds, without prior written approval of the Board of Directors, shall be subject to immediate expulsion from membership.

## ARTICLE II

### OFFICERS AND DUTIES

**SECTION 1.** The officers of the Association shall consist of the President, President-Elect, Treasurer, Secretary and Immediate Past President. These officers shall comprise the Executive Committee.

All Officers of the Association except the Immediate Past President and the Secretary shall be elected every year at the convention to serve for a period of one (1) year.

The newly-elected (and appointed) Officers shall assume their responsibility on the first day of the Association Fiscal Year following their election and all shall be members of the Board of Directors of the Association.

**SECTION 2.** The President. Only members in good standing for three (3) or more consecutive calendar years shall be eligible for the office of President. The President shall preside at all conventions, at all meetings of the Board of Directors, and shall appoint all committees not otherwise specifically provided. The President shall be a delegate to the convention of the National Association of Plumbing-Heating-Cooling Contractors. He shall carry out all such official business on behalf of the Association as may be necessary.

**SECTION 3.** The President-Elect shall be a member in good standing of the Association for not less than two (2) consecutive calendar years prior to his election. In the event the President is unable to serve, the President- Elect shall assume the duties of the office of President. He shall perform such duties as may be required by the Board of Directors.

**SECTION 4.** The Secretary shall be a member in good standing of the Association for a period of not less than one (1) calendar year prior to his appointment by the President and approval by convention, which shall take place prior to the adjournment of the annual convention. He shall cause to be kept minutes of convention action, and the minutes of meeting of the Board of Directors, and shall safeguard all books, documents, and papers of the Association.

**SECTION 5.** The Treasurer shall be a member in good standing of the Association for not less than two (2) consecutive calendar years prior to his election. The Treasurer shall be responsible for the records of all financial transactions of the Association. He shall supervise the collection of monies due to the Association, and all disbursements of Association funds, and shall make such reports on the fiscal condition and the numerical strength of the membership of the Association as the Board of Directors may require. He shall ensure that persons entrusted with Association funds execute the proper bind to fully protect the Association.

**SECTION 6.** The Immediate Past President shall be that individual whose term of office as President shall end with the fiscal year's closing and he shall automatically continue as an officer of the Association under the new classification for a period of (1) year, unless no new Immediate Past President is qualified as such, in which case he shall continue to serve until said President's term of office is expired and he is qualified to take the post of Immediate Past President.

**SECTION 7.** No Litigation including lawsuits, injunctions, or threat of such proposed action will be authorized without prior approval from the majority of the Board of Directors. This approval may be via phone, fax, Internet or in person. Should there be no response by an individual director within 24 hours there will be no vote cast by that director.

## ARTICLE III

### BOARD OF DIRECTORS-ELECTION AND DUTIES

**SECTION 1.** The Board of Directors of this Association shall be composed of one (1) representative for each designated zone, local chapter, a member-at-large, Associate Member, and the officers of the Association as described in Article II.

**SECTION 2.** The Directors shall be elected by the members of a local chapter at a meeting to be held prior to the Association's annual convention, to be confirmed at the convention; the exact manner of such election to be determined by the members of the chapter. The President, with the approval of the Board, shall appoint a Director from any chapter which fails to elect a Director as herein stated.

**SECTION 3.** The Board shall meet at least quarterly during the fiscal year in addition to a meeting to be held prior to the annual convention, and at such other times as the Board may deem necessary. Meetings may be called by the President, who shall serve as Chairman of the Board of Directors, or by any five (5) Directors who petition the Board to assemble. Nine (9) members shall constitute a quorum and shall determine all questions coming before the Board, unless otherwise specifically provided by these Bylaws. No vote by proxy shall be

permitted. Directors who are unable to continue service shall resign by written document, which shall be received by the Board that is to seat the new director.

**SECTION 4.** The President, with the concurrence of a majority of the Executive Committee, may employ or dismiss an Executive Director to promote Association objectives and assist in the conduct of the Association affairs. The terms of employment, salary and expenses of the Executive Director and such personnel as may be employed in the Association's executive office or engaged to assist in the Association's affairs shall be set by the Board at any regular or special meeting of that body. The President shall also be empowered to enter into written contract with the Executive Director, or with others to assist in the Association's affairs, but all such contracts shall be consistent with these Bylaws.

**SECTION 5.** Any Board member representing a local chapter shall be removed upon the written request of a majority of the membership of the chapter from which he was elected, except that if membership of such chapter failed to elect the said Board member, such Board member may be removed for cause by a majority vote of the entire Board.

**SECTION 6.** Zone Directors shall be elected by the membership in convention to serve on the Board of Directors and shall be responsible for membership follow-up as needed by the Membership Chairman and/or the APHCC-TX staff.

**SECTION 7.** No Association member who has been a member of the Texas State Board of Plumbing Examiners or any other industry-related State of Texas Board may serve on any Association Board or Committee or hold any office in the Association for a period of two (2) years after that individual member's State of Texas board affiliation has ended.

## ARTICLE IV

### GENERAL PROVISIONS

**SECTION 1. Local Associations.** The President, with the approval of the Board of Directors, may issue a charter to no less than three (3) members or applicants for membership in the state and national associations who wish to form a local association. Where applicants for membership petition for a charter they shall remit appropriate membership dues for the current fiscal period to the state executive offices for all who would be members of said local association as evidence of good faith, along with a description of the territorial boundaries for which they are petitioning. The state association will make the final determination of the territorial boundaries to be chartered. No other charter shall be granted to others within said geographical areas without written permission from the already chartered group. Local, state and national association dues shall be collected by APHCC-TX, which will forward local dues to local chapters and national dues to the national chapter. Failure of any duly state chartered local association to process dues in the prescribed manner shall be grounds for revocation of the local association's charter. State association chartered chapters will not compete in any manner with the state association. Any violation of the laws of the State of Texas or of these Bylaws shall subject a local association and/or its members to expulsion from the association at the discretion of the Board of Directors and if a charter has been issued it shall be immediately recovered whenever possible.

**SECTION 2. Membership Districts.** For the purposes of assuring geographical representation of all members, the Board of Directors shall determine no fewer than twenty (20) Membership Districts. Whenever district boundaries are changed by Board, the Board shall, within thirty (30) days of such action cause to be published and distributed to members a map of the State of Texas upon which the new and current Districts are superimposed. A list of all Directors and Officers shall be published at least three (3) times a year, either in a publication circulated to the membership or by written notice mailed to each member, so that all may know who is representing them on the State Board of Directors.

Zones are as follows:

- A. Zone A shall be composed of Districts 2, 12, 13, and 15.
- B. Zone B shall be composed of Districts 1, 3, 4, 5 and 20.
- C. Zone C shall be composed of Districts 6, 7, 8 and 18.
- D. Zone D shall be composed of Districts 9, 10, 16, 17 and 19.
- E. Zone E shall be composed of Districts 11 and 14.

**SECTION 3. Departments.** Separate membership departments to carry out specific programs for those who wish to participate shall be allowed under the terms of these bylaws. Authorization for the establishment of any department shall be granted or revoked by the membership in convention assembled. The President-Elect of the state association shall be made responsible for the conduct of the Department's affairs, all of which shall be consistent with the laws of the State and Nation and with these Bylaws. Participation by members in the activities of any department shall be voluntary and non-participation shall not deny membership in the Association to any individual, firm, partnership, or corporation as otherwise eligible under the terms of Section 1, Article I.

**SECTION 4. Organization.**

- A. **Communication.** Members may communicate directly and at their own expense with all Officers, Directors, and employees of the Associations at any time. Requests for activities, which would require the expenditure of State Association funds, shall be governed by Section 4, Article IV.
  
- B. **Fiscal.** The President-elect, Treasurer and Executive Director shall cause to be prepared and submitted for approval before each fiscal year a budget, to be approved by the Board of Directors, which shall control the fiscal activities of the Association for the ensuing fiscal year, subject only to necessary changes which may and shall be made only by the Board of Directors. The fiscal year shall commence on each July 1 and end at midnight each June 30. All expenditures shall be by vouchers only. All vouchers and checks over a limit designated by the Board of Directors shall be signed by two of the following: President, President-Elect, Treasurer, or Executive Director, except the petty cash account as authorized by the Board of Directors. This authority shall not be delegated to any other person or persons. The President, President-Elect, Treasurer or Executive Director shall not sign blank vouchers and/or checks. The books and financial records shall be audited by a competent independent certified public accountant at the end of each fiscal year, and such audit report presented to the Board of Directors.

**SECTION 5. Annual Convention.** The Annual Convention shall be held at a time and place determined by the Board of Directors. There shall be two standing committees for each convention, Nominations and Resolutions. The Nominating Committee shall be made up of the three most recent Past Presidents. This Committee shall meet thirty (30) days prior to the Annual convention to nominate candidates for President, President-Elect and Treasurer. These officers will be elected at the Annual Convention.

Resolutions shall be certified and shall be circulated to local associations and members-at-large no later than thirty (30) days prior to the opening of the convention, or the Resolutions may be distributed to the convention at least twenty-four (24) hours before they are to be acted upon. When presented in either manner the resolution must pass by a two-thirds (2/3) majority. The rules for the convention shall be determined by those assembled.

**SECTION 6. Committees.** Committees of this association shall be those authorized by the President and the Board of Directors and shall include such advisory groups as may be deemed necessary by that body.

**SECTION 7. Bylaws Amendments.** These Bylaws may be amended in whole or in part at any annual convention by a two-thirds (2/3) vote of paid up active members present, and which members dues were fully paid at least sixty (60) days prior to the convention and remain current at the time of the convention, provided the proposed changes are circulated to the membership thirty (30) days prior to the time which such change(s) are to be considered, or submitted at the convention to the assembly in written form not less than twenty-four (24) hours in advance of any final action there on.

**SECTION 8. Indemnification.** Every Director, Officer, Employee of the Association and such others as specified from time-to-time by the Executive Committee, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceedings to which they may be made a party, or which they become involved, by reason of being or having been a Director, Officer, or Employee of this Association, or any settlement thereof, whether the person is a Director, Officer, or Employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled. This Association shall purchase Officers and Directors insurance or bond each year.