

# **By-Laws of the Mechanical Contractors Associations of Texas, Inc.**

Revised as of September 13, 1994.

## **ARTICLE I - Name.**

This association shall be known as the Mechanical Contractors Associations of Texas, Inc.

## **ARTICLE II - Objects and Purposes.**

The objects and purposes of the association shall be as follows:

1. The sponsorship of more modern, adequate and safe plumbing, heating, piping, refrigeration, ventilating, air conditioning, process piping, power piping, waste or water treatment, air and water pollution control and related work.
2. The education of the public concerning safe and economical plumbing, heating, piping, refrigeration, ventilating, air conditioning, process piping, power piping, waste or water treatment air and water pollution control and related work.
3. The continuance of stability in employer-employee relations in the plumbing, heating, piping, refrigeration, ventilating, air conditioning, process piping, power piping, waste or water treatment, air and water pollution control and related work.
4. To carry on institutional advertising, public relations programs and promotional activities for the good of the public and the plumbing, heating, piping, refrigeration, ventilating, air conditioning, process piping, power piping, waste or water treatment, air and water pollution control and related industries.
5. The furtherance of apprentice training standards and activities.
6. The education of the public in the importance of the enactment of laws relating to plumbing, heating, piping, refrigeration, ventilating, air conditioning, process piping, power piping, waste or water treatment, air and water pollution control and related industries.

7. Educational activities within the industry relating to plumbing, heating, piping, refrigeration, ventilating, air conditioning, process piping, power piping, waste or water treatment, air and water pollution control and related work.

8. To receive or raise funds by dues, solicitations, borrowing, or by gifts, legacies, devices or any other lawful means to accomplish the purpose of this Association.

9. To make gifts, donations, grants or loans to accomplish the purposes of this association.

10. To buy, contract for lease, and in any other lawful ways, acquire, take, hold and own property of all kinds and to sell, mortgage, lease, and otherwise dispose of the same to accomplish the purposes of this association.

11. To borrow money and to issue notes and other evidence of indebtedness and obligations from time to time for any lawful purpose, and to mortgage, pledge and otherwise charge any or all of the properties, rights, privileges, and assets to secure the payment thereof to accomplish the purposes of this association.

12. To establish terms and conditions of membership in the association.

13. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects heretofore enumerated, either alone, or in association with other organizations, corporations, firms and individuals.

## **ARTICLE III - Membership.**

### **Section 1. Qualifications.**

A. Only local, regional and/or county associations whose members-are individuals, firms, or corporations engaged in the plumbing, heating, piping, refrigeration, ventilating, air conditioning, process piping, power piping, water or waste treatment, air and water pollution control and related contracting

business who are of good reputation and financial standing, shall be chartered to hold membership in this association. No duly qualified applicant for membership shall be denied membership because of race, color, religion, national origin, sex or ethnic background.

B. Membership shall be limited to those deemed eligible under Section 1A above. Individual contractor, firm or corporation, domiciled in any area of the State of Texas may hold membership as a member-at-large. Among other qualifications, any firm applying for membership-at-large in the Mechanical Contractors Associations of Texas Inc., must have been in business for at least one year as part of qualifications needed for consideration of membership-at-large status in this association.

C. Associate members are individuals or firms, of good reputation and financial standing, who supply products or services to mechanical contractors or are otherwise associated with the mechanical contracting industry.

## Section 2. Application for Membership.

A. Any individual contractor, firm or corporation or local, regional, or county association deemed eligible for membership under Section 1A of this article, upon application in writing on forms provided by the association, may be elected or chartered to membership upon the recommendation of director from the district involved, and by majority vote of the members of the association, or by a two-thirds majority of the Board of Directors. In the event that no director can be reached for proper recommendation, then said recommendation may be made by the president or vice-president of the association.

B. Written application and approval by the Board of Directors are required for Associate Members.

## Section 3. Member Representation.

A. Each member (member association) of the association shall empower in writing three individuals as agents to represent said member (member association) at all association meetings. Said agent may be given the power of substitution. Each member

(member association) shall be entitled to three votes provided there is a minimum of six firm members in the member association, otherwise the firm members of the association shall vote on the basis described below for members-at-large. Each member-at-large shall be entitled to cast one-half vote.

B. All business transacted in meetings of the association shall be voted on by the agents of the members. All references in these bylaws to voting by members, general membership or similar terms shall be construed to mean these agents.

## Section 4. Eligibility to Vote.

A. Only members in good standing shall vote or participate in the affairs of the association. By good standing is meant members not more than sixty days in arrears in the payment of dues.

B. Associate Members are not eligible to vote.

## Section 5. Resignation.

Any member may resign by giving thirty days notice in writing, addressed to the association and paying dues in full to the effective date of the resignation.

## Section 6. Delinquent Members.

Any member in arrears in the payment of dues more than (60) days may be dropped by vote of the Board of Directors. Any member delinquent in the payment of dues for six months shall automatically be dropped from the rolls of the membership without further action by the association.

## Section 7. Expulsion of Members.

A. Charges against a member for conduct detrimental to the interest of the industry and the association, together with evidence supporting the same, may be filed in duplicate with the president. The president shall set a date for a hearing on the charges at a membership meeting, and shall mail a copy of the charges and supporting evidence to the accused member, with notice of the time and place of the hearing, at least ten (10) days before the time set for the hearing on his or her behalf and to be represented

by any other member, but neither the accused member nor his or her representative shall be entitled to vote on the charges.

B. Any such accused member may be expelled by a vote of two-thirds (2/3) of the agents of the members present at the meeting set for such hearing.

#### Section 8. Regular Membership Meetings.

Regular meetings of the members of the association shall be held at least twice each year at a time and place to be determined by the Board of Directors. One of these regular meetings shall be designated as the annual meeting of the membership, and shall be held during the first quarter of the calendar year, but may be changed by the Board of Directors by a vote of 2/3 of the membership of said Board. All executive business sessions shall be attended only by representatives of the member firms of the local associations and members-at-large.

#### Section 9. Special Membership Meetings.

Special meetings of the members shall be called by the president at the written request of a majority of the members of the Board of Directors, or upon written request of fifty percent (50%) of the agents for the members. (See Section 3 of this article).

#### Section 10. Notice of Meetings.

Ten (10) days notice in writing shall be given each member of all membership meetings. The purpose of any special meeting shall be stated in the notice of the meeting.

#### Section 11. Quorum of Members.

Greater than fifty percent (50%) of all agents for members shall constitute a quorum for the transaction of business. (See Section 3 of this article).

#### Section 12. Authority of Members.

No member shall have any power or right to act or speak for the association unless such member is an authorized representative, acting, in the course and within the scope of authority as derived from the Board of Directors.

## ARTICLE IV - Board of Directors.

### Section 1. Number and Term of Directors.

The Board of Directors shall consist of the immediate past president and two (2) members from each of the eleven (11) districts hereinafter listed, for each three member firms or maximum part thereof, provided there is an active member association in the district. Each director will serve for two years or until succeeded by a duly qualified and elected successor.

In no case will there be more than two directors from one district, except for an additional at-large director selected as follows. If there are one or more members-at-large in a district that already has representation from that district, then those members-at-large may nominate one director for a two year term to represent them at the Board of Directors meetings.

### Section 2. Nomination and Election of Directors.

Prior to the annual meeting, all member firms and members-at-large in each district shall meet and nominations shall be held for Directors. One (1) Director from each of the eleven districts shall be nominated to serve for one year and one shall be nominated to serve for two years.

Thereafter, one director shall be nominated each year for a two year term to fill the alternating term expiring. If the member firms of a district are unable to agree on one candidate, then the names of two or more candidates shall be submitted to the general membership of the association. During the annual meeting, said membership shall then elect one director to represent the district.

At-large member directors shall be nominated for a two year term. All nominations shall be certified to the association in writing by the president, or chairman and secretary, for each district at least ten days prior to the annual meeting.

All members of the Board of Directors shall be elected from the nominations made as aforesaid by a majority vote of the members at the annual meeting and shall assume the duties of their office immediately following adjournment of the membership meeting.

### Section 3. Association Districts.

Subject to change by resolution of the Board of Directors, the state of Texas shall contain the following districts:

1. PANHANDLE
2. NORTH TEXAS
3. NORTHEAST TEXAS
4. EAST TEXAS
5. SABINE
6. GULF COAST
7. CENTRAL TEXAS
8. WEST CENTRAL TEXAS
9. WEST TEXAS
10. SOUTH TEXAS
11. RIO GRANDE VALLEY

### Section 4. Powers and Duties of Board of Directors.

The Board of Directors, subject to the instructions of any meeting of the members, shall have and exercise general supervision of, and control over, the business property and affairs of the association, and shall have and exercise all powers granted by or permissible under the Certificate of Incorporation, and any amendments or supplements therein. The Board of Directors shall have the power to make special assessments against members and/or member associations for special projects. Such special assessments shall require equal obligation on all members and/or member associations.

### Section 5. Meetings of the Board of Directors.

The first meeting of the Board of Directors in each year shall be held immediately following adjournment of the annual meeting of the members at which the directors were installed. Other meetings of the Board of Directors shall be called upon notice given in the manner hereinafter provided.

### Section 6. Notice of Meetings.

Notice of such meeting of the Board of Directors, other than the annual meeting, may be held at any time on call of the president or a majority of the Board of Directors. Such notice shall be given in writing and mailed to the director's address of record not less than five days before the date of such meeting.

### Section 7. Waiver of Notice of Meeting.

Notwithstanding any provision of these by-laws, a meeting of the Board of Directors of this association may be held at anytime and at any place without notice, provided notice and lapse of time be waived in writing by each member of the Board of Directors.

### Section 8. Action by Written Consent.

A resolution in writing, agreed to in writing, by a majority of the Board of Directors shall have the same force and effect as if the same had been duly passed by a majority of the Board of Directors at a meeting of the Board of Directors.

### Section 9. Quorum of Board of Directors.

A majority (more the 50%) of the duly elected directors, or their authorized substitutes, shall constitute a quorum at any meeting of the Board of Directors, provided a majority of the districts are represented by one or more directors at the meeting.

When a director is unable to attend a called meeting the board may recognize as an alternate any member duly authorized to act in this place for this specific meeting.

### Section 10. Vacancies in Board of Directors.

In the event of any vacancy on the Board of Directors, the vacancy shall be filled immediately by the election procedure outlined in Section 2 above.

### Section 11. Removal of Directors.

Any member of the Board of Directors may be removed for cause by: (1) majority of members in the director's home district on a recall vote; (2) three-quarters vote of all members of the Board of Directors; (3) majority vote of all members of the association in a special meeting called for that purpose.

## ARTICLE V - Officers.

### Section 1. Association Officers.

The officers of the association shall consist of a

president, a vice-president and president-elect, and a treasurer.

## Section 2. Election and Term of Office.

The president, the vice-president and president-elect, and the treasurer shall be elected by the Board of Directors from the general membership at the first meeting of the Board of Directors and shall serve for one year, or until a successor is duly qualified or elected.

## Section 3. Selection of Executive Vice President.

The executive vice president shall be selected by the president and confirmed by a majority vote of the Board of Directors. He or she shall be selected specifically upon his or her qualifications to perform the duties of executive vice president and shall be a paid staff member. The salary of the executive vice president shall be approved by the Board of Directors.

## Section 4. Executive Committee.

The Executive Committee shall consist of the president, vice-president and president-elect, treasurer and the past president. Its formation is for the purpose of making administrative decisions in the absence of the Board of Directors.

## ARTICLE VI - Duties of the Officers and Staff.

### Section 1. Duties of the President.

The president shall have and exercise all such powers and duties as are usually reposed in the chief executive of a Texas corporation or which are necessary and proper to carry out the orders and resolutions of membership meetings and Board of Directors, or to execute the by-laws of this association. In addition, such powers and duties of the president shall include: presiding at membership meetings and meetings of the Board of Directors; general supervision over and direction of affairs of the association, and over the officers of the association; and execution of all deeds, mortgages, bonds, contracts and other documents in the name of the association.

### Section 2. Duties of the Vice-President and President-

Elect.

In the event of absence of the president, or his or her inability to act, the vice-president and president-elect shall exercise any of the above powers of the president and shall perform such other duties as may be required of him or her from time to time by the Board of Directors.

### Section 3. Duties of the Executive Vice President.

The executive vice president shall have all the powers and duties reposed in the office of the secretary of a Texas corporation, subject to the control of the membership, the Board of Directors and the president. He or she shall have such other powers and duties as may be assigned from time to time by the Board of Directors or the president. He or she shall supervise the keeping of the minutes of membership meetings, Board of Directors and other such association meetings as specified by the Board of Directors or the president. He or she shall attend to the giving and serving of all notices required by the bylaws. He or she shall sign and attest in the name of the association, all deeds, mortgages, bonds, contracts and other documents and papers of the association, except financial records and accounts. If any funds come into his or her hands belonging to the association, he or she shall pay over the same promptly to the treasurer. He or she shall keep all records under his or her jurisdiction open for the inspection of the officers and members of the Board of Directors and shall, at each annual meeting, make a full report of all his or her official acts.

### Section 4. Duties of the Treasurer.

The treasurer shall have charge of all bonds, documents, financial records, accounts, funds, securities and evidences of indebtedness of the association. He or she shall act as a financial agent of the association for the receipt and disbursement of its funds. He or she shall disburse funds only on an order from an annual meeting or the Board of Directors. He or she shall keep books and accounts showing all funds, securities and evidences of indebtedness of the association which come into his or her hands and all receipts and disbursements thereof; said records shall be open for inspection at all times to any member of the Board of Directors. He or she shall make 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. He or she shall, at each annual meeting, make a full report of all monies received and disbursed by him. He or she shall deposit all monies of the association received by him in a bank or trust company approved by the Board of Directors. He or she shall comply with the directions of the Board of Directors and the president. He or she shall furnish the association, at its expense, a surety bond of the faithful discharge of his or her duties, in such company, form and amount as is acceptable to the Board of Directors. The treasurer shall cause an audit of the financial affairs of the association as of the last day of February in each year to be made by an auditing committee of members selected by the president and approved by the Board of Directors.

Section 5. Duties of the Administrative Vice President.

The president shall appoint an administrative vice president, subject to confirmation by a majority of the Board of Directors, whose duties shall be to aid and assist the treasurer in the administration of his or her duties and preparation of regular financial reports. The administrative vice president shall be bonded in the same manner as the treasurer and shall be a paid staff member. The salary of the administrative vice president shall be approved by the Board of Directors.

ARTICLE VII - Dues.

Section 1. Membership Initiation Fee.

A. An initiation fee of \$50.00 shall be paid to the association and shall accompany the application for membership. The initiation fee will be applied toward the first year dues. In the event that membership is granted by charter to a local, regional or county association, then an initiation fee of \$50.00 shall be paid for each member of the chartered association. This initiation fee shall be subject to change by action by the Board of Directors.

B. There is no initiation fee for Associate Members.

Section 2. Payment of Association Dues.

A. Dues shall be paid by each member-at-large or for the members of each local, regional, or county association in the following manner: On or before the fifteenth day of March, June, September and December, each member-at-large, or the secretary for each member association, shall file with the executive secretary a dues report form, as approved by the Board of Directors, which indicates the number of member firms covered. Report forms and payments of association dues shall be delinquent after the fifteenth day of above months.

To be effective November 1, 1988, the dues for membership in the MCA of Texas shall be one and one-half cents per hour worked by plumbers and pipe fitters, journeymen, helpers and pre-apprentices in the state of Texas, with a maximum of \$1,500.00 per member, with no maximum for associations and with a \$200.00 minimum per member. Dues shall be payable quarterly. Quarterly minimum dues shall be \$50.00, until minimum or maximum have been paid.

Dues for those members who do not report hourly wages shall be based upon the company's annual gross dollar volume for the previous year, payable quarterly, with one-fourth of the annual amount due each quarter. The annual minimum dues shall be \$200 and the annual maximum dues shall be \$1,500 per member. Dues for these members shall be as follows:

Annual Gross Dollar Volume Dues

Under \$150,000.....	\$200
\$150,000-300,000.....	\$300
\$300,000-500,000.....	\$400
\$500,000-750,000.....	\$550
\$750,000-1,000,000.....	\$700
\$1,000,000-3,000,000.....	\$850
\$3,000,000-6,000,000.....	\$1,000
\$6,000,000-10,000,000.....	\$1,150
\$10,000,000-20,000,00.....	\$1,300
\$20,000,000 and above.....	\$1,500

B. Associate Member Dues are \$200 per year.

Section 3. Changes in Amount of Association Dues.

The amount of dues shall not be changed except at a meeting of the membership of this association.

## ARTICLE VIII - Standing and Other Committees.

### Section 1. Creation of Committees.

A membership meeting of the Board of Directors may provide in the bylaws for standing committees and the president may appoint special committees.

### Section 2. Personnel of Committees.

All committee chairmen and committeemen shall be members of the association and selected by their president, unless otherwise specified. The president shall be entitled to attend all committee meetings, except those of the auditing committee, and participate in any committee's activities and discussions, but shall not be a member of committees, except where otherwise specified.

### Section 3. Committee Activities.

Members of the association, whether committee members or not, may attend committee meetings in which they are interested, may submit evidence or other data to committees and shall have the benefit of the findings of other work of committees.

### Section 4. Committee Authority and Reports.

All committees shall be responsible to make their reports and recommendations, as directed, to the membership, the Board of Directors, or the president, at the specified time or times. No committee is authorized to act for the association without specific, written authority.

### Section 5. Labor Committee.

There shall be a labor committee of five members, the duties of which shall be to concern itself with a standardized statewide work agreement; uniform contract termination date; a campaign to sell productivity; the solution to jurisdictional problems; close relationships and with state business agents, the general organizer and executive staff personnel at the United Association national headquarters; maintain a file of legal precedents regarding labor problems. Further, the labor committee shall be concerned with the recruiting, training, placement and continuing education of the personnel who man the mechanical

construction industry.

The committee's activities shall include, but not be limited to, providing promotional materials to educate the public about the industry; serving on advisory committees at public schools, technical schools, colleges and universities; working out programs of cooperative placement; designing and implementing courses for mid-management and top management; and cooperating with organizations of similar purposes in their educational efforts. The committee shall foster and promote the training of apprentices to the plumbing, heating, piping, refrigeration, ventilating, air conditioning, process piping, power piping, water or waste treatment, air and water pollution control, and related trades. The committee will investigate and recommend the best methods of securing apprentices, instructing and examining them, and passing them to journeyman. Further, they will take up such apprentice problems as are submitted to it by the Board of Directors or president, or as otherwise arise, and make such studies and collect information and data on apprentice matters of interest and benefit to the association members. In addition to the members assigned to this committee, the committee chairman shall have the authority to; set up subcommittees for specific assignments and to appoint any additional member of the state association to such subcommittee. This committee shall hold at least twice yearly meetings and shall report their activities to the membership in writing at the annual meeting of the association.

### Section 6. Auditing Committee.

At the annual membership meeting, the president shall appoint three members to examine the financial books and records of the association as of the last month and date and who shall make a report in writing at the annual membership meeting of its findings.

### Section 7. Nominating Committee.

The president shall appoint three members who shall meet prior to the annual membership meeting to select a slate of officers it will recommend to the Board of Directors for election at the annual meeting. It shall be the responsibility of the committee to interview their selections as to interest, availability of time, desire to serve, etc., and to assure their

acceptance prior to submitting their names to the Board for election.

## ARTICLE IX - Fiscal Year Finances.

### Section 1. Fiscal Year.

The fiscal year of the association shall commence on the first day of March in each year and end on the last day of February in the following year.

### Section 2. Compensation Expenses.

No officers, director or committeeman, with the exception of the executive vice president, and/or administrative vice president, shall receive any compensation from the association for his or her services. The Board of Directors may authorize the incurring or payment of expenses necessitated by activities of officers, directors or committeemen on behalf of the association.

### Section 3. Power to Withdraw Association Funds.

The power to withdraw funds of the association from the bank or banks in which same may be deposited, and the power to borrow money in the name of the association, shall be exercised only in accordance with resolutions duly adopted by the Board of Directors from time to time and subject to approval of the membership.

### Section 4. Surety Bonds.

All persons connected with the association who have, or may reasonably be expected to have, funds of the association under their control, may be required by the Board of Directors to furnish the association, at its expense, a surety bond, with such terms and, in such amounts, and with such surety, as may be approved by the Board of Directors.

## ARTICLE X - Principles of Conduct.

Member firms bidding or performing work in the jurisdiction of another association shall contribute to the association by the payment of dues.

## ARTICLE XI - Amendments.

### Section 1. By Membership.

These bylaws, or any part thereof, may be amended, altered, changed, supplemented or repealed by a majority vote of members present at any membership meeting and a copy of such amended, altered, changed, supplemented or repealed bylaws shall be sent to all members within thirty days after such action.

### Section 2. Board of Directors.

These bylaws, or any part thereof, may be amended, altered, changed, supplemented or repealed at any meeting of the Board of Directors by a vote of two-thirds of the membership of said Board, provided that any action shall be submitted to affiliated local, regional and/or county associations in the manner prescribed hereinafter.

### Section 3. Manner of Submitting.

Within thirty days after any action of the Board of Directors to amend, alter, change, supplement or repeal the association bylaws, such action shall be submitted by registered mail to the executive secretary at his or her address of record of each affiliated local, regional and/or county association for ratification or rejection by the membership within thirty days of the postmark date of the mailing envelope.

Ratification or rejection within the affiliated local, regional and/or county association shall be by simple majority of members present; however, three-fourths of the affiliated local, regional, and/or county associations must ratify to sustain the Board's action.

In the event that any local, regional and/or county association fails to report its action on any amendment, alteration, change, supplement or repeal of the bylaws by the Board of Directors within the required thirty days, such failure to report shall be considered as ratification.

## ARTICLE XII - Liquidation.

In the event of liquidation, dissolution or winding up of the affairs of the association, whether voluntary or involuntary or by operation of the law, and after paying or making provisions for the payment of all of

the liabilities of the association, the property or other assets of the association, and any proceeds thereof, insofar as permitted by law, shall be distributed to such non profit corporations, associations or other organizations having purposes similar to this organization, which shall have received notice of

exemption and be exempt from federal income taxes under Section 501(C) of the Internal Revenue Code of 1954 or such corresponding section or sections as may from time to time be in force, as the Board of Directors of the association shall determine.