



**Dayton PHCC
Plumbing Heating Cooling Contractors, Inc.**

CONSTITUTION & BY-LAWS

INCORPORATED
JULY 17, 1948

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ARTICLE I

NAME

The Name of this Association shall be: Dayton Plumbing, Heating & Cooling Contractors, Inc. (Dayton PHCC).

ARTICLE II

OFFICERS, DIRECTORS

A Board of Directors, consisting of five members of the Association shall be elected at the Bi-Annual Meeting and serve for a period of two consecutive years, or until their successors are elected and qualified.

PHCC

SERGEANT-AT-ARMS

The President may request the appointment of a Sergeant-At-Arms to maintain order when so desired.

ARTICLE III

OFFICERS' ELECTION

SECTION 1: The election of Officers shall be by ballot. It shall require a majority of the members present to elect.

ELIGIBILITY OF VOTERS AND CANDIDATES

SECTION 2: Only members who are paid-up members in good standing shall have the right to vote.

SECTION 3: No member shall be nominated or elected who is in arrears, or whose membership has been terminated or suspended by action of the Board of Directors.

SECTION 4: Before balloting begins, the Secretary shall announce the names of those members who are disqualified under Section 2 & 3 of Article III.

ELECTION PROCEDURE

SECTION 5: Each qualified Association member shall receive a ballot upon which he shall express his choice for the five Directors. If any member receives less than a majority vote, the ones receiving the lowest number of votes shall be eliminated and a new ballot taken for the vacancies remaining, so continuing until the respective offices are filled by candidates receiving a majority as required in Section 1.

BOARD VACANCIES

SECTION 6: All vacancies upon the Board of Directors may be filled by the Association at any regular meeting, or special meeting, in the manner specified in Section 1.

ARTICLE IV ASSOCIATION MANAGEMENT

SECTION 1: The Board of Directors shall oversee the general management of the affairs of the Association, subject to the By-Laws, and perform such other duties as are referred or assigned to it by the Association.

EXECUTIVE OFFICERS

SECTION 2: Following the Bi-Annual election of the Association, the newly-elected Board of Directors shall meet and elect from its number a President, Vice President, Secretary/Treasurer, who shall act in their respective capacities for the Association.

PAID EMPLOYEES

SECTION 3: The Board of Directors, upon approval of the Association, may employ legal, professional, clerical and other personnel, delegating such duties to said employees as the Board shall direct, in the management of the Association. The salaries or remuneration of such paid employees shall be decided by the Board.

EXECUTIVE DIRECTOR

SECTION 4: The Board of Director's will hire an Executive Director, a paid position, to oversee all paid employees. The Executive Director will be responsible for all financial affairs of the Association under the guidelines as established by the Board of Directors, upon approval of the Membership. His/her duties shall include expenditure of funds and accounts receivable of the Association, audit all bills and enforce the payment of all dues, assessments and other monies owed the Association and deposit same in the name of the Dayton PHCC, Inc. Prepare an annual Income and Expense Report, further, he/she will work with the Certified Public Accountant to make the annual compilation report and/or audit as deemed necessary by the Board. The result of this audit shall be distributed by the first meeting in February.

EXECUTIVE DIRECTOR. (continued)

The Executive Director will be the signee on all checks for disbursement of all funds and securities authorized by the Board of Directors. The Executive Director shall make no disbursements of the Association funds, except when duly authorized by the Board of Directors.

The Executive Director shall record the minutes of the Association monthly meetings and the Board of Director meetings in books kept for that purpose.

The Executive Director will work with the Board of Directors to choose and schedule speakers and topics for the monthly meetings so that the Membership will qualify for CEU's (Continuing Education Credits). He/she will in conjunction with the Board and Members develop an Activities schedule for the year, coordinate the necessary functions to make those activities happen and distribute an Annual Schedule to the Members of the Association.

The Executive Director shall perform such other duties as assigned by the Association or the Board of Directors and shall render, or cause to be rendered, a report of such activities and those of the Association at scheduled Board Meetings.

Optional, if requested by the Board. The Executive Director shall furnish a Bond to the Association, in such amount as may be required by the Board of Directors, the cost of same to be paid by the Association.

ARTICLE V

PUBLICITY

SECTION 1: The Board of Directors shall approve all publication, printing of forms, web content, advertisements, promotional activities, documents and the dissemination of news concerning the Association.

SANITATION AND LEGISLATION

SECTION 2: The Board of Directors shall have charge of all matters pertaining to sanitation, the Plumbing Inspection Department, Water Office Rules and all legal and legislative matters.

EQUIPMENT AND QUARTERS

SECTION 3: The Board of Directors shall see that quarters are provided for the Association with the necessary facilities and equipment for convenience and comfort and shall adopt rules and regulations, subject to the approval of the Association, relating to the use of same.

FINANCES

SECTION 4: The Board of Directors shall supervise and/or approve all financial affairs of the Association. The Board of Directors shall hire a certified public accountant to make annual compilation/audits, prepare the federal tax return with supporting schedules and any state and local income tax returns needed.

ANNUAL BUDGET

SECTION 5: The incoming Board of Directors shall prepare a budget for the Association at the beginning of each year.

QUORUM

SECTION 7: Three members of the Board of Directors present at a Board Meeting shall constitute a quorum for the transaction of all Board business.

REMOVAL OF DIRECTOR

SECTION 8: Absence from three consecutive Board Meetings by any Director, without excuse acceptable to the Board of Directors, shall constitute a resignation from the Board, provided the said Director was notified of such meetings in advance.

NEW MEMBERS

SECTION 9: The Board of Directors shall investigate all applications of membership, making a report of its findings to the Association, acting upon such applications in accordance with ARTICLE XII, SECTION 7 of these By-Laws.

OTHER DUTIES

SECTION 10: The Board of Directors shall perform such other functions as are assigned to it in these By-Laws, or by the Association.

INITIATION FEE DUES

SECTION 11: The entrance or initiation fee shall be established by the Board of Directors, who will report any change in existing fee at the next Association Meeting. The amount of dues and/or assessments may be changed at any Association Meeting upon recommendation of the Board of Directors.

ARTICLE VI

PRESIDENT

The President shall be Chief Executive Officer of the Association. He shall preside at all meetings of the Board of Directors and of the Association; appoint all Committees not otherwise provided for in the Constitution and By-Laws of this Association, subject to the will of the Board of Directors. He shall be Ex-Officio Member of all Committees and shall have power to remove from office any member of any Committee for neglect of duty or for any cause deemed sufficient, after a full hearing, upon recommendation of the Board of Directors, and shall fill all vacancies in like manner. He may be a co-signer on all checks for disbursement of all funds and securities authorized by the Board of Directors.

PRESIDENT (continued)

The President shall furnish a Bond to the Association, in such amount as may be required by the Board of Directors, the cost of same to be paid by the Association.

ARTICLE VII

VICE-PRESIDENT

The Vice President shall assist the President in the performance of his official duties and shall assume the duties and functions of the President in the President's absence or disability.

ARTICLE VIII

PRESIDENT PROTEM

In the event of a continued disability of both President and Vice President, the Board of Directors shall designate one of its members to act as President for the balance of the term or until a successor is elected and qualified.

ARTICLE IX

SECRETARY/TREASURER

The Secretary/Treasurer shall review all reports submitted by the Executive Director pertaining to proceedings at the monthly Membership Meetings and Board meetings, monthly bank statements and financial reports to verify their compliance as designated by the Board.

ARTICLE X

SERGEANT-AT-ARMS

The Sergeant-At-Arms shall preserve order at each meeting; enforce the House Rules; ensure that everyone present is qualified and perform such other duties as may be assigned to him by the President.

ARTICLE XI

COMMITTEES

Committees shall be appointed by the President as required, all of whom shall be responsible to the Board of Directors, performing such duties as are assigned them by the Association or the Board of Directors.

ARTICLE XII

MEMBERSHIP (next page)

ARTICLE XII

MEMBERSHIP

SECTION 1: All Persons, Firms, or Corporations engaged in the plumbing business as Plumbing, Heating, Cooling or Mechanical Contractors, and creditable conducting business in the said City of Dayton or outside of the Corporate limits of the City of Dayton , within the area determined by the Board of Directors, is eligible for membership in the Dayton PHCC, Inc.

CLASSES OF MEMBERSHIP

SECTION 2: There shall be four classes of membership in this Association; Regular, Retired, Associate, and Advisory Associate.

REGULAR MEMBER

SECTION 3: A Regular member shall be any Person, Firm, or Corporation having a license or registration from the proper authorities, legitimately engaged as a plumbing, heating, cooling, or mechanical contractor in the City of Dayton, or within the specified area approved by the Board of Directors, and having been properly accepted according to the By-Laws of this Association. A Regular member shall also hold membership in the State and National Associations of Plumbing, Heating and Cooling Contractors.

RETIRE

SECTION 4: A former member of the Dayton PHCC, Inc., who has retired and wishes to retain his Membership in the Association may do so.

Said Retired member will be exempt from all dues and shall have the privilege of the floor at all meetings and shall be eligible to serve as a Committee member, but shall have no vote other than in committee, and shall not be eligible for any elected office in this Association.

Retired Membership in The Dayton PHCC, Inc., shall not be construed to imply membership in the State or National Associations of Plumbing, Heating and Cooling Contractors.

ASSOCIATE MEMBER PROVISIONS

SECTION 5: An Associate Member shall be defined as any Person, Firm, or Corporation approved by the Board of Directors, engaged in the business of manufacturing, distributing, and/or wholesaling Plumbing, heating and cooling supplies to the plumbing, heating and cooling Contractor.

ASSOCIATE MEMBER PROVISIONS (continued)

An Associate Member can also be defined as a Person, Firm, or Corporation approved by the Board of Directors, who is engaged in the business of sub-contracting or aiding of a plumbing, heating and cooling contractor in the completion of their job

The President, or any Board Member of this Association may accept Associate Membership applications, subject to the provisions of this Code of Regulations, and subject to the approval of the Board of Directors.

Dues for this classification of membership shall be an amount set by the Board of Directors.

An Associate Member may not hold elected office in The Dayton PHCC, Inc., nor have any voting rights. The Associate Member may voice opinions on issues raised at the meetings and may serve on an Association Committee.

Associate Members must abide by all of the rules and regulations of The Dayton Association as set forth in the Constitution and By-Laws.

Associate Membership in The Dayton PHCC, Inc., shall not be construed to imply membership in the State or National Associations of Plumbing, Heating and Cooling Contractors. ®

ADVISORY ASSOCIATE MEMBER PROVISIONS

SECTION 6: Advisory Associate Member will be defined as any person connected to the Plumbing Industry through any Governing office in the said City of Dayton or outside of the Corporate limits of the City of Dayton, within the area determined by the Board of Directors.

The President, or any Board Member of this Association may accept Advisory Associate Membership applications, subject to the provisions of this Code of Regulations, and subject to the approval of the Board of Directors. There are no dues for this classification of membership.

An Advisory Associate Member may not hold elected office in The Dayton PHCC, Inc., nor have any voting rights. The Advisory Associate Member may voice opinions on issues raised at the meetings and may serve on an Association Committee.

Advisory Associate Members must abide by all of the rules and regulations of The Dayton Association as set forth in the Constitution and By-Laws.

ADVISORY ASSOCIATE MEMBER PROVISIONS (continued)

Advisory Associate Membership in The Dayton PHCC, Inc., shall not be construed to imply membership in the State or National Associations of Plumbing, Heating and Cooling Contractors.

APPLICATION

SECTION 7: Application for membership in The Dayton PHCC, Inc., must be in writing upon the Regular Association application form. The application form must be filled out in its entirety with the names of all financially interested members of the Firm; if a Partnership or Corporation, two references and the name of the Firm member who is designated as its representative in all Association matters. All applicants must also agree to maintain affiliation with the State and National Associations of Plumbing, Heating and Cooling Contractors, Inc.

DUES AND ASSESSMENTS

SECTION 8: Dues and assessments shall begin immediately upon acceptance of the application by the Association and applicant shall be notified of such acceptance and informed of his obligations by the Executive Director.

APPLICATION REJECTION/RE-SUBMITTAL

SECTION 9: At least a simple majority vote shall be required for acceptance. An application, if rejected, may be referred back to the Board of Directors, which at its discretion, may either return the application to the applicant, or resubmit it to the Association after applicant has been advised and has complied with the Association requirements.

REPRESENTATION OF FIRM

SECTION 10: Only one member of a Firm may vote upon any question and His action shall be final and binding upon all members of his Firm. Other members of a Firm may attend all Association Meetings and with the consent of the Chair, may speak upon any question.

DISSOLUTION OF PARTNERSHIP OR FIRM

RETAINING MEMBERSHIP

SECTION 11: In the event of the dissolution of a Firm or Partnership, the Board of Directors shall have the power to decide which party shall continue the Association Membership, or may declare the membership void, requiring new memberships for all parties concerned.

ARTICLE XIII

RESIGNATION

SECTION 1: Resignation from this Association may only occur two times during the calendar year. Resignation must be received in writing by December 5th of the current year with an effective date of January 1st. or June 5th of the current year with an effective date of July 1st. No resignation shall become effective until all current dues are paid in full and the resignation has been accepted by the Board of Directors and the member so notified.

SUSPENSION

SECTION 2: Any member whose dues are 30 days in arrears may be suspended from the Association by the Board of Directors, after notice of such suspension has been given the member by the Executive Director.

EXPULSION

SECTION 3: Any member may be expelled from the Association for cause by the Association, upon the Board of Directors' recommendation, after said member has been notified of the cause and given an opportunity to defend himself before the Board of Directors.

REINSTATEMENT

SECTION 4: The Board of Directors shall have the power to reinstate a member under suspension, but in case of expulsion by the Association, a member may be reinstated only by a majority vote of the Association.

REDRESS FROM BOARD'S ACTION

SECTION 5: Any member who is dissatisfied with the Board of Directors' action, upon his membership status, shall have the right to appeal its decision to the Association, provided he obtains the written approval of five members.

FAILURE TO ATTEND BOARD MEETINGS UPON DEMAND

SECTION 6: Failure to appear, or to furnish excuse acceptable to the Board of Directors for non-appearance before the Board of Directors, to answer charges when notified in advance of meeting, shall be sufficient admission of guilt, subjecting member to whatever action is deemed necessary by the Board of Directors.

SUSPENSION BECOMES EXPULSION

SECTION 7: Any member suspended from the Association who fails to comply with the requirements for reinstatement within 30 days shall be automatically expelled, and so notified.

ARTICLE XIV MEETINGS

SECTION 1: Regular business meetings of this Association shall be held the second Tuesday of each month at a time and place designated by the Board of Directors.

SPECIAL

SECTION 2: Special meetings may be called by any member of the Board of Directors, the Executive Director, or upon request of seven members of the Association.

BI-ANNUAL

SECTION 3: The Bi-Annual Meeting of this Association shall be held on the second Tuesday of September, at which meeting the election for the Board of Directors shall take place.

COMPULSORY ATTENDANCE

SECTION 4: Attendance by a representative of each member Firm at the Bi-Annual (September) Meeting shall be compulsory. Further, attendance by a representative of each member Firm at any two additional monthly meetings during each calendar year shall also be compulsory. Failure of a Firm to be represented as stipulated above shall subject such member to an assessment of \$25.00 for each such absence provided, however, that any such assessment may be waived by the Board of Directors if, in its opinion, the member's absence was the result of circumstances beyond his control.

ELECTION

SECTION 5: The election of Officers shall be held every other year at the Bi-Annual Meeting on the second Tuesday in September.

INSTALLATION

SECTION 6: The installation of Officers shall be held at the December Meeting (Holiday Dinner) when a change of Officers has taken place. The new Board of Directors will begin their two-year term at the first regular meeting in January, following their installation.

CHANGES IN MEETINGS

SECTION 7: Changes in the regular meeting nights may be made by the Association at any regular meeting, provided notice of such change has been given in writing to the membership in advance.

ARTICLE XV

PARLIAMENTARY RULES

SECTION 1: The Association meetings shall be conducted according to Parliamentary usage as set forth in Roberts Rules of Order.

PRIVILEGE OF FLOOR

SECTION 2: No member shall be permitted to speak more than once upon a question until after all members present have had an opportunity to speak.

CHAIR'S CONSENT TO LEAVE

SECTION 3: No member will be considered as present at a meeting if he leaves the meeting without the consent of the Chair.

ORDER OF BUSINESS

The Order of Business at meetings of the Board of Directors, except Special Meetings, shall be as follows:

- . ROLL CALL AND READING OF MINUTES
- . UNFINISHED BUSINESS
- . REPORTS OF SPECIAL COMMITTEES
- . REPORTS OF OFFICERS
- . APPLICATIONS FOR MEMBERSHIP
- . COMMUNICATIONS
- . NEW BUSINESS
- . ADJOURNMENT

The Order of Business at the meeting of the Association, except Special Meetings, shall be as follows:

- . ROLL CALL AND READING OF MINUTES
- . UNFINISHED BUSINESS
- . APPLICATIONS FOR MEMBERSHIP
- . REPORTS OF OFFICERS
- . INTRODUCTION OF NEW MEMBERS
- . COMMUNICATIONS
- . REPORTS OF STANDING AND SPECIAL COMMITTEES
- . NEW BUSINESS
- . ELECTION OF OFFICERS
- . ADJOURNMENT

ARTICLE XVI

EXPENDITURES

SECTION 1: The Association shall not order the expenditure of any funds of the Association, but may recommend any proposition involving the expenditure of funds to the Board of Directors.

SECTION 2: The Board of Directors shall consider such recommendations at its next meeting, reporting back to the Association its recommendations and, if favorable, specifying the amount to be spent for such proposition.

SECTION 3: No Committee shall be permitted to obligate the Association, financially or otherwise, without the approval of the Board of Directors, in which case, the Board of Directors may allot a certain amount for the Committee's activities.

SECTION 4: The Board of Directors shall not have the power to obligate the Association in excess of the Annual Budget, unless first empowered to do so by the Association.

ARTICLE XVII

OBSERVANCE OF LAW

This Association will not tolerate any fixing of prices, restraint of trade, violation of the Plumbing Code and other laws. Upon proof that its members have violated this Section, such members will be expelled.

ARTICLE XIII

REVISION OF BY-LAWS

SECTION 1: These By-Laws may be altered or amended by a two-thirds vote of the Association membership at any Regular or Special Meeting of the Association, according to the following provisions:

- a) Proposed Amendments shall be submitted to the Board of Directors in writing at a meeting of the Board, at least one week before the same shall be voted upon by the Association;
- b) Notice of proposed Amendments shall be given by the Secretary at a meeting of the Association, and no action shall be taken thereon until the next, or some subsequent meeting of the Association.