

## **CONSTITUTION**

Missouri Association of Plumbing - Heating - Cooling Contractors

Approved 2024

### **ARTICLE I**

#### **NAME**

This association shall be known as the Missouri Association of Plumbing — Heating — Cooling Contractors.

### **ARTICLE II**

#### **OBJECTS AND PURPOSES**

The purpose of the Missouri Association of Plumbing-Heating-Cooling Contractors shall be as stated in the Articles of Incorporation on file with the Missouri Secretary of State as amended from time to time including to promote plumbing codes and licensing, provide a national affiliation with the National Association of Plumbing-Heating-Cooling Contractors, provide education of its members and support education of persons seeking to become employed or advance their employment in the plumbing and heating and cooling industries, provide legislative involvement, seek equitable treatment by suppliers and regulators, and provide fellowship opportunities and related services to members (contractors in the plumbing, heating and cooling industries) and affiliate members statewide. The Association shall at all times abide by applicable laws including but not limited to antitrust regulations. The Association shall at all times strive to preserve its status as a tax exempt entity under the tax laws of the United States and the State of Missouri. The Association shall strive to abide by the By-Laws of the National Association of Plumbing-Heating-Cooling Contractors to the extent deemed appropriate by the Board.

### **ARTICLE III**

#### **LOCATION**

This Association shall be located and transact its business in the state of Missouri.

### **Article IV**

#### **OFFICERS**

The officers of this Association shall consist of a President and a , Secretary/Treasurer, whose term of office shall be for two (2) years each or until their successors are elected and qualified. At the discretion of the Board, there may also be an Executive Director who shall not be a voting member and who shall be employed by the Association "at will" on such terms and with such duties as determined by the Board.

## **Article V**

### **BOARD OF DIRECTORS**

The Board of Directors shall consist of the officers of the Association, and at least six other members, including one affiliate member, all of whom shall be voting Board members.

The term of office for Board members shall be for two (2) years or until their successors are elected and qualified.

## **Article VI**

### **MEMBERSHIP**

**Section 1.** - Class of Membership — The Association shall have three (3) classes of membership. They shall be designated active, honorary and affiliate. Entity members shall designate individual representatives.

**Section 2.** - Active Member — Only individuals, firms or corporations that operate a recognized plumbing or heating and cooling contracting business may hold active membership. Those contractors who are actively engaged in performing the work of installing or maintaining sanitary or storm sewers shall for purposes of the Association be classified as plumbers. Active members are voting members.

**Section 3.** — Honorary Members — An Honorary Member shall either be an Emeritus member of the Association who retires from active business and desires to remain involved in the Association or be an individual not qualified as an active member of this Association who has (1) performed a conspicuous service to this Association, and (2) upon the recommendation of the Board of Directors, been elected to honorary membership at a convention of this Association. Honorary members are non-voting members.

**Section 4.** — Affiliate Members — Affiliate members may be a person or entity conducting business with a plumbing or heating and cooling contractor. Affiliate members are non-voting members.

## **Article VII**

### **AMENDMENTS**

This Constitution may be amended by a vote of two-thirds of a quorum of the voting members present at any regular or duly called special meeting, provided, however, that the proposed amendment has been submitted to the Association in writing and has been communicated to all members of the Association at least thirty (3) days prior to the meeting at which it is considered. A quorum for these purposes shall be at least ~~eleven (11)~~~~fifteen (15)~~ voting members.

### **BYLAWS**

Missouri Association of Plumbing Heating Cooling Contractors

Approved 2024

## **Article I**

### **MEETINGS**

The annual convention of this Association shall be held at a time agreed to by the Board of Directors during each calendar year at a place designated by the Board.

**Section 1.** — The President or his designee shall preside over each meeting. There shall be a sergeant-at-arms, appointed by the President for each meeting to assure attendance is only as authorized, to assure proper decorum, and to perform such other duties as may be assigned by the Board.

**Section 2.** — Notice of Meetings of Members — at least thirty (30) days prior to the date fixed for the holding of a meeting of members, written notice of the time, place and purpose of such meeting shall be sent to each member entitled to vote at or otherwise attend such meeting. Notice may be sent by e-mail and/or USPS first class mail. Any change in the date of a scheduled meeting shall allow for at least thirty

(30) days' notice of the new date. By unanimous vote of the Board recognizing an emergency, the notice period for a special meeting may be reduced but shall at a minimum be seven (7) days.

**Section 3.** — Order of business at Annual Meeting — The order of business at the annual meeting of the members shall be as follows:

- Roll Call
- Report of Secretary: (Reading notice and confirmation of required distribution)
- Financial Report
- Report of President
- Transaction of other business mentioned in notice.
- Election of officers (when applicable)
- Adjournment

Provided that, in the absence of any objections, the presiding officer may vary the order of business.

When applicable, promptly after the adjournment of the membership meeting, the Board shall meet and elect their successors.

**Section 4.** — Special Meeting of Members — A special meeting of the members may be called at any time by the President or by a majority of the Board. The notice of the meeting shall specify the matters to be considered at such meeting, and no other business shall be conducted.

## **ARTICLE II**

### **QUORUM**

~~Eleven (11)~~ ~~Fifteen (15)~~ voting members present at any meeting shall constitute a quorum for the transaction of business for the Association, and a majority of the voting membership of any committee appointed by the Board shall constitute a quorum for the purpose of transacting any business in a committee.

## **ARTICLE III**

### **Qualified Representatives for Voting and Elections**

Each Active member in good standing and in attendance shall have one (1) vote upon questions presented for action at any meeting of members. An entity member shall identify the individual authorized to cast its votes.

## **Article IV**

## **BOARD OF DIRECTORS**

**Section 1.** — Board of Directors — The business, property and affairs of this Association shall be managed by a board of directors composed as provided in the Constitution. A majority of the Board must be present to transact business.

**Section 2.** — Executive Committee — The Executive Committee of this Association shall consist of the President, , Secretary/Treasurer and if applicable the Executive Director (Non-Voting). The President shall serve as chairman of the Executive Committee and it shall meet at the call of the President.

**Section 3.** — Vacancies — Vacancies in the Board of Directors shall be filled by appointment made by the Board.

**Section 4.** — Action by the Unanimous Written Consent — If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Association, such action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

**Section 5. — Disability, Death or Removal of Officers** — Any officer may be removed by the Board of Directors whenever in the judgment of the Board the interests of the Association will be served thereby. Upon disability, death or removal of an officer, a special meeting of the members shall be promptly called for the purpose of filling the vacancy.

**Section 6.** — Compensation — The Directors shall receive no compensation for their services. Their reasonable travel expenses incurred in the performance of their duties shall be paid.

## **Article V**

### **OFFICERS**

**Section 1.** — President — The President shall be the chief executive officer of the Association. They shall preside over all meetings of the Board and/or members. They shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board or of the Members are carried into effect. They shall be ex-officio member of all committees and shall have the general power and duties of supervision and management usually vested in the office of President of an Association, except that they shall not enter into any contracts or commitments, the terminal date of which is beyond the term of their office or for which the total amount involved will exceed \$1,500.00 without the approval of a two-thirds majority of the Board of Directors. The President shall keep a file on Association correspondence and all other related matters, to be turned over at the end of their term to the

incoming President. In the event of the disability or death of the Secretary/Treasurer, the President shall act in such capacity until a successor has been elected.

**Section 2.** — Secretary/Treasurer — The Secretary/Treasurer shall be responsible for keeping minutes of all Association meetings and for the assets of the Association. In the event of the disability or death of the President, the Secretary/Treasurer shall act as President until a successor has been elected.

**Section 3.** — Compensation — The officers enumerated in this article shall receive no compensation for their services but shall be compensated for their reasonable travel expenses incurred in the performance of their duties. A retiring President shall receive as a token of appreciation for services rendered a gift not to exceed three hundred dollars (\$300.00).

## **ARTICLE VI**

### **STANDING COMMITTEES**

The President shall appoint a Legislative Committee, a Membership Committee and such other Committees as they shall deem necessary to facilitate the proper operation of the Association.

The duties of the standing committees shall be:

- 1.) The Legislative Committee shall consider all matters relating to Legislation or regulation which may affect the interest of the plumbing industry, local, state or national.
- 2.) The Membership Committee shall call on eligible individuals and entities to encourage them to apply for membership.
- 3.) Each Committee Chairman shall submit a written report to the President thirty (30) days prior to each annual meeting.

## **ARTICLE VII**

### **EXECUTION OF INSTRUMENTS**

**Section 1.** — Checks, etc. — All checks, drafts and orders for payment of money shall be signed by the President and the Secretary/Treasurer in the name of the Association, provided that if the amount is less than \$1,500 only one signature shall be required.

**Section 2.** — Contracts, Conveyances, etc. — Unless otherwise determined by the Board, the President shall execute any contract, conveyance or other instrument in the name and behalf of this Association.

## **Article IX**

### **DUES**

**Section 1.** — Association Dues — The dues of all members shall be payable in advance in full ~~or in semiannual installments, as determined by the Board.~~ The amount of annual dues shall be determined by the Board, subject to approval by the Membership at the annual meeting, provided that an increase in dues, not to exceed ten percent (10%) per year may be assessed by the Board of Directors without approval by the Membership.

**Section 2.** — National Dues — The Board of Directors may pass through to the membership any dues assessed by the National Association of Plumbing - Heating - Cooling Contractors.

## **ARTICLE X**

### **ACQUISITION OF MEMBERSHIP**

**Section 1.** —The Board of Directors may in their discretion accept or reject any application for membership, however submitted, or may suspend or withhold action thereon, pending an investigation.

**Section 2.** — Honorary Membership — Any Active member upon retirement may become an Honorary (Emeritus) member. Any other person eligible to honorary membership may be proposed by any active member in good standing, and upon being seconded by at least two other active members, such proposals shall be referred to an investigating committee as appointed by the Board, and upon favorable report of said committee, must be supported by majority vote of a quorum of voting members present at an annual meeting.

**Section 3.** — Rights and Duties of Members — Only Active members may vote at the meetings of the Association, or hold elective offices therein. All members are expected to advance the interests of the Association.

## **ARTICLE XI**

### **TERMINATION OF MEMBERSHIP**

**Section 1. - Loss of Qualifications** — Any member who shall cease to qualify for membership as set forth in the Constitution shall forthwith cease to be a member of the Association.

Section 2. — Offenses — The Board of Directors of this Association for good cause shown may suspend any member or terminate their membership in this Association if, in the opinion of the Board of Directors, such action shall be in the best interest of the Association.

Section 3. — Non-payment of Dues — Dues are payable as determined by the Board. Every member having dues forty-five (45) days in arrears shall be suspended and shall have no voice nor shall be eligible to hold office until the delinquent account is paid, and at the discretion of the Board of Directors, their membership may be terminated.

Section 4. — Reinstatement — When a member is suspended for non-payment of dues and desires to be reinstated in this Association, they shall first pay all dues owed the Association, plus dues for the current year.

## **ARTICLE XII**

### **AMENDMENTS OF BY-LAWS**

These by-laws may be amended by the affirmative vote of a majority of a quorum of the members entitled to vote at any regular or special meeting of the members, if notice of the proposed amendment be contained in the notice of the meeting; or by the affirmative vote of a majority of the Board of Directors provided, that any such amendment of the by-laws made by the affirmative vote of a majority of the Board of Directors as provided herein may be overturned by the affirmative vote of a majority of a quorum of members entitled to vote at the meeting of the members occurring after notice of the amendment has been provided to the members.

## **ARTICLE XIII**

### **GOVERNMENT**

The meeting of this Association shall be conducted according to parliamentary usage as laid down in Roberts Rules of Order, 12<sup>th</sup> edition.



## **ARTICLE XIV**

### **Fiscal Year**

The Board shall determine the fiscal year of the Association.

## **ARTICLE XV**

### **CONFLICT OF INTEREST**

The Board of Directors and the officers of the Association must act at all times in the best interest of the Association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members and officers shall identify the potential conflict and, as required, remove themselves from discussion and voting on the matter. Specifically, members of the Board of Directors and officers shall:

1. Avoid placing (and avoid the appearance of placing) one's own self-interest or any third party interest above that of the Association; while the receipt of third-party benefit may necessarily flow from certain activities, such benefit must be merely incidental to the primary benefit of the Association and its purposes;
2. Not abuse their Board membership or position by improperly using their Board membership or position or Association services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a Board member or officer extends any further than that which it actually extends;

3. Not engage in any outside business, professional or other activities that would directly or indirectly adversely affect the Association;
4. Not engage in or facilitate any discriminatory or harassing behavior directed toward the Association's officers, directors, employees, contractors, or others in any contest or activity relating to the organization;
5. Not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other items of value from any person or entity as direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Association, without fully disclosing such items to the Board of Directors and obtaining its advance approval pursuant to adopted procedures;
6. Provide goods or services as a paid vendor to the Association, only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board;
7. Not persuade or attempt to persuade any employee of the Association, to leave the employ of the organization or to become employed by any other person or entity; and
8. Not persuade or attempt to persuade any person or entity with an actual or potential relationship to or with the Association to terminate, curtail or not enter into its relationship or to in any way reduce the monetary or other benefits to the Association of such relationship.

To help avoid any conflicts of interest, Board members and officers shall disclose ownership or other proprietary interest, responsibilities, circumstances, or other reasons why they (or, by extension, any member of their family) might have an actual, apparent, or potential conflict of interest with their duty to the Board or Association, both with respect to the conflicts prohibited above and any others.

In addition, directors and officers shall take other steps, such as avoiding deliberation and resolution of certain issues or even withdrawing from membership on the Board of Directors, if it is determined that such steps are necessary to protect the integrity of the Board of Directors and Association and avoid the breach of fiduciary duties to the Board and Association.

Any contract or other transaction between the Association and any one or more of the corporation's directors or officers, or between the Association and any organization which involves one or more of its directors or officers as a party or interested person, shall be valid for all purposes notwithstanding the presence of such director(s) or officer(s) at the meeting of the Board of Directors which acts upon, or in reference to, such contract or transaction, and notwithstanding such director's or officer's participation in such act, if the fact of such interest shall be first fully disclosed in writing to the Board of Directors at such meeting and the Board of Directors at such meeting shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of a majority of the disinterested directors present. Any interested director shall be counted in determining whether a quorum is present but shall not be counted in calculating the majority necessary to carry such a vote.

## **ARTICLE XVI**

### **DISSOLUTION**

Upon dissolution of the Association, any assets remaining after payment of all just debts shall not be distributed to the Members, but rather to such charity or charities as determined by the Board of Directors consistent with the purposes of the Association.

**Article XVII**

**ORDER OF DISCUSSION AT MEETINGS**

- 1.) A member wishing to speak shall arise from their seat but shall not proceed with their remarks until they shall have been recognized and named by the presiding officer.
- 2.) When two or more members shall rise at the same time, the presiding officer shall name the one entitled to the floor first.
- 3.) When a member is speaking, no member shall hold any private conversation or pass between the speaker and the presiding officer.
- 4.) Any member called to order by the presiding officer, shall immediately sit down, unless allowed to explain. If there ~~be~~<sup>is</sup> an appeal to the Board, the decision of the Board shall be conclusive.

Approved \_\_\_\_\_, 2024

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary