

# **Washington State Heating, Ventilation and Air Conditioning Industry Association (WSHVACIA) BYLAWS – (Adopted October 19, 017)**

## **ARTICLE I NAME**

This Association, organized in 2013, and incorporated on October 2, 2013, shall be known as the Washington State Heating, Ventilation and Air Conditioning Industry Association (WSHVACIA). Hereinafter, any reference to the Association in these bylaws refers in particular to the Washington State Heating, Ventilation and Air Conditioning Industry Association (WSHVACIA), and any reference to the “Directors” refers in particular to the Board of Directors of the same Association.

## **ARTICLE 2 PURPOSE OF CREATION AND OBJECTIVES**

THE PURPOSE OF CREATION AND OBJECTIVES OF THIS ASSOCIATION SHALL BE AS FOLLOWS:

### Section 1.

A. To promote fidelity to high standards of business practices among the members and in their dealings with the public for the advancement of the best methods of conducting such business.

B. To aid members of this Association in the instruction, education, study and application of mechanics, mechanical engineering and improved methods of designing, installing, servicing and maintaining heating and cooling systems.

C. To promote the cooperative relationship between building officials and building code enforcement authorities; to inform members of building code changes, interpretations, and enforcement policies; to consult with licensing and inspection authorities, making them aware of the industries needs; and to encourage members to comply with Local, State and National building codes.

D. To keep the members properly informed as to the laws and regulations governing and affecting the industry.

E. To promote the general welfare of the members of this Association in relation with each other with other associations and other agencies or political subdivision of government

F. To promote the improvement of the state training, apprentice and licensing systems.

G. To aid and promote the continuing education of all employees in the HVAC industry.

H. To enter into contracts and agreements with insurance carriers, business firms, corporation or other associations, or other persons for the purpose of securing their services for use by the Association and/or providing services or members of the Association.

### Section 2.

To acquire, own, mortgage, operate and dispose of real or personal property and to invest funds of the Association.

### Section 3.

To do and perform all things necessary and proper to aid in the accomplishment of the herein before mentioned purposes and objectives of the Association as may be determined by the edicts of the Association.

#### Section 4.

The Association will not at any time take any action which shall violate in spirit or substance the provisions of the common law or of any present or future statute, Federal or State, dealing with monopolies, restraint of trade, fixing of prices, distribution of products of the industry, restrictions of output, or other related subjects.

### **ARTICLE 3 MEMBERSHIP**

#### Section 1.

A. Membership in the Association shall be granted to any individual, firm or corporation licensed as required by law, in a permanent location within the jurisdiction of this Association, and who is conducting a recognized heating cooling business within the State of Washington, or who is retired from the industry.

B. Associate membership is available to companies and individuals engaged in manufacturing, wholesaling, jobbing, selling allied products or equipment, fuels, and energies; to teachers, students, heating inspectors, practicing professional engineers, and other such individuals having interest in the environmental systems industry. Associate members cannot hold an office. (Associate members appointed to the Board have the same voting rights as Contractor members)

C. The applicant must be acceptable to the members of the Association and he must comply with all requirements of the Association Bylaws and would grant the right to a rejected member to appeal rejection from membership to the general membership.

D. The applicant shall pay Local dues and assessments where applicable.

E. Membership shall be forfeited if member resigns or is suspended.

#### Section 2.

A. Application for membership in the Association must be made on application blanks furnished by the Association, with the names of members of the firm or corporation who are to attend meetings of the Association.

B. All applicants for membership must meet and certify that they will comply with the Association's ethical standards established by the Board of Directors, a copy of which shall be supplied with the application.

#### Section 3.

A. The contractor members' Association dues rate shall be established by the Board of Directors.

B Associate members' Association dues rates shall be set in the same manner as those of the full contractor members on an annual basis.

#### Section 4.

The fiscal year of this Association Shall be from January 1 through December 31. This organization must file a tax return even though there is no tax owing.

#### Section 5.

Any member having an unpaid account against him on the Association books for three months shall be dropped from the Association.

#### Section 6.

In cases where firms dissolve a partnership, the person retaining the original location shall be deemed the member of this Association, and if the retiring member wishes to retain membership, dues for the full year must be paid.

#### Section 7.

Members are required, on changing their place of business or any contact information, to notify the Association Secretary within ten (10) days.

#### Section 8.

When a member is charged with violating any article of the bylaws, his case shall be submitted directly to the Board of Directors, and if he be found guilty by the Board of Directors, he may be censured, suspended or expelled.

#### Section 9.

This Association shall not assume the responsibility for unauthorized statement, acts or declarations of policy of individual members.

### **ARTICLE 4 OFFICERS AND ELECTIONS**

#### SECTION I.

A. The Board of Directors shall be made up of the officers of the Association and up to three additional individuals from Contractor Members, the number to be determined in advance of elections by the Board, each additional contractor member with a three-year term of office. The Board will consist of no more than ten members, of which no more than three shall be Associate members. Further all members of the Board of Directors will have the same voting privileges regardless of their membership category. No more than a single director may come from any one member. The terms shall be staggered by the Board. Directors can serve unlimited consecutive terms.

B. Each year, in accordance with an election schedule determined by the Board, the President shall appoint three Members to the Nominating Committee. The Committee shall nominate an appropriate slate to replace the Board Members and Officers whose terms are expiring. The nominees shall be announced at a General Meeting. Nominations can also be taken from the floor at that time and added to the slate. The General Membership shall then approve or reject the slate at the next meeting. The terms of office begin at that time or as otherwise determined by the Board. A time and place of the next Board meeting shall then be set.

C. Officers – The Membership elects the Officers for the upcoming year at the same meeting as Director(s) are elected. The officers shall consist of a President, Vice President, Secretary, and Treasurer. The Board may elect at any time to combine the

Secretary and Treasurer into a single position. All officers are members of the Board. The officer's term shall be one year.

D. The Board can, at any time, offer Associate Board positions to qualified Associate Members. They serve in an advisory capacity but shall have votes on Board issues.

E. The officers shall begin their terms of office as determined by the Board.

F. The Vice President shall assume the Presidency in the absence of the President.

G. The President shall preside over all Board Meetings. There is no Chairman of the Board position. There shall be entered in the minutes the name of each Director elected together with the date going into office and the expiration date of his term of office.

## Section 2.

In case any officer or director or committee shall fail to comply with the Bylaws or fulfill their duties, the Board or Association may declare the office or appointments vacant and proceed to fill the vacancy in accordance with these Bylaws.

## Section 3.

The absence of any officer or director from three (3) regular meetings of the Board within any six month period of time shall be deemed a resignation and such office shall be deemed vacant.

## Section 4.

In case of vacancy of any elective office, the same is to be filled for the unexpired term by the board at a special or regular meeting.

## Section 5.

No members shall hold more than one office at a time.

# **ARTICLE 5 DUTIES OF OFFICERS**

## Section 1.

In addition to performing any specific duties placed upon him or her by the Association, the President, the Board of Directors, and each officer of the Association shall, at the close of his or her term of office, or upon removal therefrom, deliver to his or her successor all books, money and other property he or she may have in his or her possession belonging to the Association. He or she shall, upon expiration of his or her term of office, make a written report of the activities of his or her office for the year.

## Section 2. President

A. The president shall be the chief executive officer and have the general management of affairs of the Association, subject to the Bylaws and the direction of the Association.

B. He or she shall preside at the meeting of the Association. The president and secretary shall sign all contracts and/or agreements entered into by the Association.

C. He or she shall see that all Bylaws, rules, and regulations are enforced and that the several officers and committees discharge their duties.

D. He or she shall appoint all committees.

E. He or she shall call special meeting whenever he or she may deem it necessary or at the request of any seven members. Notice of any special meeting must be sent to all members in sufficient time for their attendance.

F. The President shall oversee the work of the government affairs director.

### Section 3. Vice President

A. The Vice President shall preside in the absence of the President at all meeting of the Association and perform any other duties necessary for the Association to properly function in the absence of the President.

B. In the event of the continued disability of the president, the Board of Directors shall designate one of their number to act as President for the balance of the term or until his or her successor has been qualified, elected and duly sworn in for the duties of his respective office

### Section 4. Secretary

A. The Secretary shall be present at all Association meetings and each meeting of the Board of Directors and shall record the minutes of all meetings.

B. He or she shall have charge of the books pertaining to his office and the correspondence of the Association.

C. He or she shall collect all moneys and turn same over to the Treasurer, taking his receipt therefor.

D. He or she shall sign with the President, in the name of this Association, all legal papers, warrants, and other documents authorized by the Association.

### Section 5. Treasurer

A. The Treasurer shall maintain records of all financial matters with which the Association and shall issue receipts therefor.

B. He or she shall receive from the secretary all funds paid to the Association and shall issue receipts therefor.

C. He or she shall place the funds of the Association in bank or savings and loan association as stipulated by the Board of Directors.

### Section 7.

Individual officers shall oversee the performance of any of their duties by the executive director.

## **ARTICLE 7 MEETINGS**

### Section I.

A. The annual meeting shall be held as set by the board, when the offices make their reports of the business of the Association for the current year.

B.. The board shall determine the frequency and dates of board and association meetings.

C. Notice of the annual, regular and all special meeting are to be sent to all members.

#### Section 2.

A quorum for the transaction of business of the Association shall be at least a majority of the members who are in good standing. All members of good standing shall be entitled to a vote and a voice at any meeting of the Association, but this provision shall not be construed to give more than one vote to a firm.

#### Section 3.

After the meeting has been called to order by the presiding officer, the following order of business will be observed. For good cause, however, the presiding officer may change the order of business upon his determination.

:

A. Call to order and Introductions.

B. Reports on Functions and Activities.

C. Association Business Meeting

1. Reading of the minutes of the previous meeting.

2. Reading of the minutes of the previous Board of Directors meeting

3. Reports of Officers and special Committees.

4. Old Business

5. New Business.

D. Adjournment

### **ARTICLE 8 VOTING AND RULES OF ORDER**

#### Section 1.

Voting Membership in the Association is accorded to the business firm and retirees who are paid members. A firm membership entitles that firm to one vote on each question presented for action at any meeting of the members. In every case where a member firm has more than one owner, each firm owner may attend a meeting and take part in the proceedings, but such member firm shall select one of its owners as the firm delegate and such delegate shall have one vote for and on behalf of the member firm.

#### Section 2.

A member may designate an individual to act for him as his representative at a meeting.

#### Section 3.

Issues requiring a vote of the membership shall be executed by a vote of the members present at regular meeting of the Association, or by mail, fax or electronic means.

#### Section 4.

Unless in conflict with these bylaws, Roberts Rules of Order, Newly Revised, shall govern all board and membership meetings of the Association

### **ARTICLE 9 THE BOARD OF DIRECTORS**

Section 1.

The officers of the Association and the other directors elected or appointed as defined above, shall constitute the Board of Directors. The executive director, the government affairs director, and such other persons as the Board of Directors shall choose shall be non-voting members of the Board of Directors.

Section 2.

The Board of Directors shall take charge of any business referred to them and report their findings and recommendations to the Association at the next regular meeting. The Directors shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.

Section 3.

The Board of Directors shall meet at the call of the President or of two (2) members of the Board of Directors, or elect to have a regular meeting time and place.

Section 4.

All Members of the Board of Directors must be advised of all meetings.

Section 5.

A majority of the voting members of the Board of Directors shall constitute a quorum.

Section 6.

The Board of Directors may call any member of the Association to their meetings.

## **ARTICLE 10 COMMITTEES AND DUTIES**

Section 1.

The President shall appoint Committees as the occasion demands. Any employee or retiree of a member firm may be appointed to serve on a committee.

Section 2.

The President shall be a member of all committees except the Nomination Committee.

Section 3.

The President may, with the consent of the Board of Directors, remove from Office any committee or committee person for neglect of duty or other cause deemed sufficient, and shall fill the vacancies so created.

Section 4.

The duties of the Committees shall be to investigate all matters pertaining to the welfare of the Association and to bring their finding and recommendations to the Association membership at their regular meeting date and place.

.

## **ARTICLE 11 DISSOLUTION OF ASSOCIATION**

### Section 1.

In the event it becomes necessary to cause a dissolution of the Association due to its inactivity or for any reason, then the President at said time shall appoint a Dissolution Committee for three (3) Full members to propose to the Association membership a plan for orderly dissolution of the Association.

### Section 2.

Dissolution Committee shall make its report and recommendations to the President within thirty (30) days, from its appointment at which time the President shall cause a meeting to be held in accordance with these Bylaws for the necessary action on the Dissolution Committee's proposal.

## **ARTICLE 12 LIMITATIONS**

### Section 1.

The Association shall give no recommendations, endorsements or approvals of scientific, literary, mechanical or engineering products.

## **ARTICLE 13 AMENDMENTS**

### Section 1.

Amendments to these Bylaws may be initiated by a proposal in writing at any meeting by not less than five (5) members entitles to vote. If approved by a majority of the membership present, the Secretary shall prepare copies of the proposed amendments for all members, together with the reasons for the proposed amendments. Such proposals shall be submitted to members of the Association not less than fifteen (15) days before the next meeting.

### Section 2

The proposed amendments shall be voted upon at the regular meeting for the Association, next following the meeting at which it has been proposed, and shall be approved if two thirds (2/3) of the voting members, vote favorably. Voting may be conducted at a meeting, by mail, fax or electronic means.

### Section 3

These Bylaws will be official Bylaws of the Association only after the procedure outlined in the following Section has been made.

### Section 4

The proposed Association Bylaws were presented at a regular meeting of the Association on October 19, 2017, and certified by the Secretary that they were approved by a two thirds (2/3) vote of the members present at that meeting of the Association.