



Bylaws of the Mechanical Contractors Association

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SECTION 1 THE ASSOCIATION

1.1 NAME

This association shall be known as the Mechanical Contractors Association (MCA), hereafter referred to as Association, and is formed under the Illinois General Not For Profit Corporation Act of 1986, as amended.

1.2 PURPOSE

The stated purpose of the Association in the Articles of Incorporation (as amended April 27, 1976) is “to perform the functions of a trade association or business league in the mechanical contracting industry.”

1.3 OBJECTS

The objects of this Association are: the development and advancement of the science and trade of Mechanical Contracting; the promotion of harmonious relations with the Employees of its Members, with other trade associations and groups affiliated with the construction industry and with manufacturers, material dealers and suppliers; and the promotion of the interests, welfare, and good fellowship of its Members.

1.4 DEFINITIONS

1.4.1 Board. The term "Board" shall mean the Board of Directors of the Association.

1.4.2 Director. The term "Director" shall mean a member of the Board.

1.4.3 Firm. The term "Firm" shall mean an individual, partnership or corporation.

1.4.4 Good Standing. The term “Good Standing” shall indicate any Member who is not more than 60 days in arrears in payment of dues or other payments, who is not acting contrary to the basic interests of this Association, and who remains eligible for Membership in all other respects.

1.4.5 Mechanical Contracting. The term "Mechanical Contracting" means the heating, piping, refrigeration, air conditioning and environmental control industry in all its divisions, branches and aspects, including, but not limited to: piping for steam, hot water heating, chilled water, refrigerants, sprinkler, power and process work, temperature control, fuel burning and other pipe fitting; and the testing, balancing, and commissioning of piping systems.

1.4.6 Member. The term "Member" shall refer to an active Member of the Association in good standing, and shall not apply to Life Members, Members in Suspended Status, or resigned or terminated Members, unless the context shall require a different meaning.

1.4.7 Gender. A word used in any gender shall include each of the other genders, and

the context of these Bylaws shall be read accordingly when the facts require it.

1.4.8 Singular and Plural. A word used in the singular or the plural shall include, respectively, the plural and the singular, and the context of these Bylaws shall be read accordingly when the facts require it.

1.5 OFFICES

The principal office of this Association shall be located in such place as shall be approved by no less than two-thirds (2/3) of the Board of Directors present at a Special Meeting called for that purpose.

1.6 MEMBERSHIP

1.6.1 Class of Membership. There shall be one class of membership in the Association. Additionally, Life Members may be elected, as hereafter provided.

1.6.2 Eligibility. Any Firm which at the time of application and thereafter: (i) who has been and is in the business of Mechanical Contracting for at least one year; (ii) who is principally engaged in the business of Mechanical Contracting in any county included in the Territorial Jurisdiction of LU 597 ("Territory"); (iii) who agrees to be bound in all respects by these Bylaws and the rules and regulations of the Association; and (iv) who has basic interests compatible with the Objects of the Association shall be eligible for membership.

1.6.3 Application for Membership. Application for membership in this Association shall be made on a form provided by the Association, properly filled out and signed by the applicant. Such application shall be made to the Board of Directors and shall contain an agreement to abide by these Bylaws and to pay such dues, initiation fees and assessments as are prescribed by the Board of Directors, and shall be accompanied by a check for one year's minimum dues.

1.6.4 Procedure. Upon receipt of a complete application, the Executive Vice President/CEO, or his designee, shall place on the agenda of the next Regular Meeting of the Board of Directors, or any Special Meeting called for such purpose, review of the membership application. No later than 5 days prior to Board consideration of an application, the Executive Vice President/CEO or his designee shall provide notice to the Members of the application and shall provide an opportunity for Members to provide written comments to the Board on such applicant's eligibility for membership. The Board of Directors shall satisfy itself as to the eligibility of the applicant or may direct the Membership Committee to investigate such application for membership and report to the Board at its next Regular Meeting, or any Special Meeting called for such purpose, its findings regarding the applicant's eligibility for membership.

If the application is approved by the affirmative vote of a majority of Directors, the Members shall be notified of such approval.

- 1.6.5 Notice to Applicant.** Following review by the Board, the Executive Vice President/CEO shall declare such applicant elected to membership. If not so approved, the applicant shall be so notified within thirty (30) days and afforded the opportunity to present proof to the Board of the applicant's eligibility. Thereafter the application shall again be submitted and reviewed as provided in this Section.
- 1.6.6 Denial.** No duly qualified applicant for membership in this Association shall be denied membership for any reason proscribed by applicable law.
- 1.6.7 Vesting of Membership.** Membership shall be vested in the Firm once duly elected; the rights and privileges of membership are not assignable and may not be subject to levy, lien or attachment. No Member shall have any right or interest in or to any of the property or assets of the Association. Any Member, to enjoy the rights and privileges of this Association, must be in Good Standing.
- 1.6.8 Binding.** These Bylaws and the contracts, agreements, and actions of the Board shall be binding upon each Member and its successor(s) regardless of a change of business title or Firm name; a reorganization of the business; a change in co-partnership; or a change in executive management.
- 1.6.9 Transfer of Membership.** The Board of Directors is hereby authorized to establish, at its discretion, a policy governing the transfer of Regular Membership, without application or additional fees, from a Member Firm to a successor Firm when the Member Firm ceases to perform Mechanical Contracting, or is otherwise not eligible for membership.
- 1.6.10 Dues.** The dues of this Association shall be based upon the schedule of dues to be set by the Board of Directors. The manner and method of payment of fees and dues shall be as authorized by the Board, and the Board shall have the power to suspend or expel any Member who is sixty (60) days or more in arrears for dues. The Board of Directors shall direct the Executive Vice President/CEO to notify, in writing, any Member so suspended or expelled, and said Member may request, in writing, that the Board reconsider its action. For good cause shown, the Board may reinstate the Member expelled hereunder; however, as a condition of reinstatement, the Board may require that said Member first pay all dues owed to the Association by him at the time of suspension or expulsion.
- 1.6.11 Resigning from Membership.** Any Member in Good Standing may resign at any time by submitting their resignation in writing to the Association. Any indebtedness of the Member shall be paid therewith and their resignation shall be effective immediately.
- 1.6.12 Suspension or Termination for Business Reasons.** Should any Regular Member cease to be principally engaged in the business of Mechanical Contracting, cease performing Mechanical Contracting in the Territorial Jurisdiction of the Association, go into the hands of a receiver, be the subject of a voluntary or

involuntary petition in bankruptcy, fail, or become insolvent, then the Board of Directors may suspend or terminate the membership of such Regular Member by an affirmative vote of two-thirds (2/3) of the Directors present at any regular or special meeting; provided, however, said Member shall be given the opportunity to be heard, orally or in writing, and to appear before the Board pursuant to procedures established by the Board of Directors.

1.6.13 Disciplinary Action. The Board of Directors may discipline a Member as provided under Section 7 of these Bylaws.

1.6.14 Effect of Suspension or Termination/MCAA Membership. The suspension of a Member shall have the same effect as termination of membership for the period of such suspension. Termination of Regular Membership, either by resignation, suspension or expulsion, shall also terminate membership in the Mechanical Contractors Association of America.

1.7 LIFE MEMBERSHIP

1.7.1 Nomination and Election. An individual who is no longer active in Mechanical Contracting and who has rendered unusual and outstanding services to the Association may be elected to Life Membership. Nomination shall be by the Board and Election shall be made upon the vote of a majority of the Members present at any Regular, Special, or Annual Meeting of the Association.

1.7.2 Rights. A Life Member shall be entitled to attend all meetings of the Members of the Association and shall have the right to be heard at such meetings, but shall have no right to vote at such meetings, shall hold no office, and shall pay no dues, nor shall such Life Member be required to perform any of the duties which may be expected of a Member.

1.7.3 Termination. The membership of a Life Member may be terminated, with or without cause, by a two-thirds (2/3) vote of the Board of Directors.

1.8 REPRESENTATIVES

1.8.1 Registered Representatives. The rights and privileges of membership, including, without limitation, the right to vote and attend meetings, shall be exercised by and through the Registered Representatives of a Member.

1.8.2 Designation and Voting. Each Member shall designate in writing to the Executive Vice President not less than two (2) and not more than four (4) Registered Representatives who shall have the right to vote on behalf of the Member Firm, except that each Member Firm shall only be entitled to one vote.

1.8.3 Successor Representatives. The procedure for designation and approval of successor Registered Representatives shall be the same as for original designation.

SECTION 2 MEETINGS OF MEMBERS

2.1 REGULAR MEETINGS

A regular meeting of the Members of the Association (“Regular Meeting”) shall be held at a time and place designated by the Board. The annual meeting of the Members of the Association (“Annual Meeting”) shall be held in June or at such other time as may be designated by the Board.

2.2 SPECIAL MEETINGS

A special meeting of the Members of the Association (“Special Meeting”) may be called by the President at any time, and shall be called by him upon resolution of the Board, or upon written request of fifteen Members, setting forth the purpose of the meeting.

2.3 NOTICE OF MEETINGS

The Executive Vice President shall give all Members, including Life Members, not less than five days' notice of all Regular and Special Meetings of the Association. The notice shall state the time and place of the meeting. The notice of any Special Meeting shall also state the purpose for which said meeting is to be held, and no business shall be transacted at said meeting other than that stated in the notice. “Notice” is as provided in Section 8 of these bylaws.

2.4 QUORUM

Twenty per cent (20%) of the Members shall constitute a quorum for the transaction of business at any meeting, and no business shall be transacted at any meeting where a quorum is not present, except that a majority of Members present at a meeting at which there is no quorum may adjourn the meeting to a later date, and notice thereof shall be given in accordance with Section 2.3.

2.5 VOTING

2.5.1 Eligibility to Vote. Each Member shall be entitled to one vote on each matter voted upon in any meeting of the Association. Such vote shall be cast by a Member's Registered Representative present in person at the meeting.

2.5.2 Method of Voting. Except as otherwise provided in these Bylaws, all voting by Members shall be by voice vote, or upon motion carried by a majority vote of Members present, by roll call or secret ballot. If any voice vote shall be challenged, the vote shall be taken again by roll call. Except as otherwise provided in these Bylaws or by law, a majority of the votes cast shall decide all questions submitted to a vote at all meetings of the Association at which a quorum is present (either in person or by proxy).

2.5.3 Voting by Proxy. The Association may provide for votes by proxy and in such circumstances will provide the purpose for which the proxy is granted. In such cases, a Member entitled to vote may vote in person or by proxy executed in writing

by the Member as provided for in the Illinois General Not For Profit Corporation Act of 1986, as may be amended, unless prohibited in these Bylaws. The proxy shall (i) be on Member Firm letterhead; (ii) signed by a Registered Representative; (iii) shall reference the matter for which the proxy is provided; and (iv) be in the form prescribed by the Association.

2.5.4 Mail or Electronic Voting. Voting by mail or electronic means shall be permitted in lieu of a vote at a duly called meeting of the Members for any item of business to the full extent permitted by the Illinois General Not-for-Profit Corporation Act of 1986, as amended. A mail or electronic vote may be called by the Board of Directors.

2.6 RULES OF ORDER

Except as otherwise provided in these Bylaws or applicable law, the procedure at all meetings of the Association shall be governed by Robert's Rules of Order, Newly Revised.

2.7 GUESTS

The President, Executive Vice President/CEO, or the Board may invite guests to any meeting of Members.

SECTION 3 BOARD OF DIRECTORS

3.1 COMPOSITION

The Board of Directors shall be comprised of the President, Vice President, Secretary/Treasurer, and Immediate Past President and not less than six (6), nor more than eight (8), additional Directors. The Vice President shall be present at all meetings of the Board and shall act as its Chair, but shall not be entitled to vote, except in the case of a tie vote, in which case he shall be entitled to vote to break the tie. The Executive Vice President/CEO shall be an ex officio (non-voting) member of the Board. The Board may, by a two-thirds (2/3) affirmative vote of the full Board, add one or more Directors within the range established above, to be nominated, elected and seated pursuant to Section 6.

3.2 AUTHORITY

The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes, and shall have discretion in the disbursement of its funds. The Board may establish Committees from time to time for such purposes as it shall determine, and may dissolve any Committee so established. It may enter into affiliations with any other trade association and enter into any agreement or agreements with other groups. It may adopt such regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

3.3 INTERPRETATION

Anything relating to policies and procedures of the Association, which is not expressly provided for in these Bylaws, and all interpretations of these Bylaws, shall be determined by the Board.

3.4 TENURE OF DIRECTORS OTHER THAN OFFICERS

Directors shall be elected for a period of two (2) years, and shall be eligible for re-election to a second two-year term. An individual named to fill out the term of a Director who is unable to complete his term shall be eligible for two (2) additional two-year terms. A Director who has served two full terms shall not be eligible to be a Director until he has been off the Board for at least one (1) year.

3.5 MEETINGS OF THE BOARD

3.5.1 Regular Meetings. Regular Meetings of the Board shall be held no less than four (4) times during each year between Annual Meetings of the membership, at such time and place as shall be designated by the Board.

3.5.2 Special Meetings. A Special Meeting of the Board may be called by the President at any time, and may also be called by him upon the written request of at least three (3) members of the Board specifying the purpose.

3.5.3 Notice of Meeting. The Executive Vice President/CEO shall give all Board members not less than five (5) days' notice of all Regular Meetings of the Board, and at least twenty-four (24) hours' notice (which may be by telephone or approved electronic means) of all Special Meetings of the Board. The notice shall contain the date and place of such meeting.

3.5.4 Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

3.5.5 Voting. Except as otherwise provided in these Bylaws: all voting by Board members shall be by voice vote, or such other method as shall be designated by a majority vote of the Board members present; and all questions shall be decided by a majority vote of the Board members present at a meeting at which a quorum is present, except where a supermajority is required by law or these Bylaws.

3.5.6 Informal Action. Unless otherwise restricted by these Bylaws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all Board members consent thereto in writing and evidence of such written consent is filed with the minutes of the Board.

3.5.7 Electronic Meetings. Unless otherwise restricted by these Bylaws, Board members may participate in a meeting of the Board using a conference telephone or other communications equipment by means of which all Board members participating in the meeting can communicate with each other or through other

electronic means to the extent permitted by law, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

SECTION 4 OFFICERS

4.1 OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary/Treasurer, an Immediate Past President, and an Executive Vice President/Chief Executive Officer.

4.2 TERMS

Each Officer elected pursuant to these Bylaws, except the Executive Vice President/CEO, shall take office at the conclusion of the Annual Meeting, and shall serve for a term of two (2) years or until a successor is duly elected and qualified. Officers may not be re-elected for a second consecutive term.

4.3 PRESIDENT

The President shall exercise general supervision over the interests and affairs of the Association, subject to the control of the Board. He shall preside at all meetings of the Association except for meetings of the Board. He shall appoint all Committees and delegates to other Associations, except as otherwise provided in Section 5. He shall be a member of the Board and an ex officio member of all Committees, including the Nominating Committee. He shall be authorized to countersign checks and other withdrawal orders drawn against the funds of the Association. He shall represent the Association in any situation or matter not otherwise provided for, and shall have and perform such other duties as are usual to the office of President.

4.4 VICE PRESIDENT

In the absence or inability to act of the President, the Vice President shall perform the duties and have all the power and authority of the President. He shall be present at all meetings of the Board and shall act as its Chair, but shall not be entitled to vote, except in the case of a tie vote, in which case he shall be entitled to vote to break the tie. He shall be authorized to countersign checks and other withdrawal orders against funds of the Association. If the office of President shall become vacant, the Vice President shall succeed thereto and shall be the President for the remainder of the term which became vacant, and the office of Vice President shall thereupon become vacant.

4.5 SECRETARY-TREASURER

The Secretary-Treasurer shall, in the absence of or inability to act of the President and the Vice President, perform the duties of the President. He shall, in the absence of or inability to act of the Vice President, perform the duties of the Vice President. He shall be a member of the Board of Directors. He shall keep an account of all monies received and expended for the use of the Association, and shall be authorized to countersign checks and make disbursements authorized by the Board of Directors. He shall see that the annual certified

audit is concluded and delivered to the Audit Committee as soon as practicable following the end of the Association fiscal year. All sums received shall be deposited in a bank or trust company approved by the Board of Directors, and the Secretary-Treasurer shall make a report when called upon by the President. The Secretary-Treasurer shall perform such other duties as are usual for such office and as may be specified by the Board of Directors. The duties of the Secretary-Treasurer may be assigned, in whole or in part, to the Association's Executive Vice President/CEO, except that those responsibilities placed by statutory law on a Secretary of an Illinois not-for-profit corporation may not be assigned.

4.6 EXECUTIVE VICE PRESIDENT/CHIEF EXECUTIVE OFFICER

The Board of Directors shall employ a staff head who shall have the title of Executive Vice President/Chief Executive Officer, sometimes referred to in these Bylaws and elsewhere as Executive Vice President/CEO, and the Board is authorized to contract in writing with him for his compensation and employment for a term not exceeding three years for any one contract period. The Executive Vice President/CEO shall be the chief executive officer, general agent, and business representative of the Association and be responsible for all management functions. He shall manage and direct all activities of the Association as prescribed by the Board of Directors, be responsible to the Board, and be evaluated by the Board or its designees not less than annually. He shall be authorized to countersign checks in a manner, and to the extent, authorized by the Board. He shall be covered by an approved surety company's bond in such sum as the Board of Directors shall require, premium to be paid by the Association. He may sign any and all contracts or other instruments binding the Association, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed. He shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Association and fix their compensation within the budget approved by the Board. He shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall, in the Executive Vice President/CEO's best judgment, be in the best interest of the Association.

4.7 IMMEDIATE PAST PRESIDENT

The Immediate Past President shall normally serve, for a period of two years immediately following his presidency, as a member of the Board of Directors and shall provide advice and counsel to the President when called upon to do so.

**SECTION 5
COMMITTEES**

5.1 STANDING COMMITTEES

In addition to such Committees as may be established in these Bylaws or by the Board of Directors, there shall be the following Standing Committees of the Association: Membership Committee; Arbitration Committee; and Auditing Committee. Each Standing Committee shall consist of three or more persons appointed by the President.

5.2 TERMS OF OFFICE

All Committee members shall hold office for the term for which they are appointed or elected or until removed by direction of the President.

5.3 ASSISTANCE TO COMMITTEES

All Committees may call upon the Executive Vice President/CEO and all other employees of the Association for such assistance as may be required in performing the functions of the Committee.

5.4 MEMBERSHIP COMMITTEE

The Membership Committee shall consider questions relating to membership in this Association. At the request of the Board, it shall investigate applicants for membership in this Association and report to the Board its findings regarding their qualifications, in accordance with Section 1.

5.5 ARBITRATION COMMITTEE

5.5.1 Composition. The Arbitration Committee shall consist of five (5) individuals, including the Association President. No later than September 1 of each year, the President, with the approval of the Board, shall name the remaining four (4) Arbitration Committee members from among the active Member Firms and shall designate a Chair from among the aforementioned four (4) members who shall serve as the Committee's chief spokesperson. Said individuals may not hold an active Pipe Fitters Local 597 union card and shall serve until replaced. The Arbitration Committee shall represent the Association in regard to any matter delineated in Section 5.5.2. The Executive Vice President/CEO shall serve as an ex-officio member of the Arbitration Committee and may attend all meetings, and provide informational and administrative support.

5.5.2 Duties and Powers. The Arbitration Committee shall investigate, consider and deal with all labor relations and labor problems affecting the Association and its Members. The Arbitration Committee, through said representatives designated in accordance with Section 5.5.1, shall represent this Association and its Members, with power and authority to act for them with respect to (i) labor grievances; (ii) labor disputes; (iii) strikes; (iv) the training of apprentices; and (v) other related or similar matters and shall be the "Employers' Bargaining Agent", in all matters concerning agreements with representatives acting for "Employees" (as defined in the Area Agreement). Before any such agreement is executed, extended, amended, modified, terminated, or interpreted, except those actions where the authority to execute, extend, amend, modify, terminate, or interpret an agreement has been legally transferred to others, such action must be approved by either (i) the Board within seven (7) calendar days after its first meeting held for this purpose; or (ii) if not so approved by the Board, then at the first Regular Meeting thereafter of the Association, or at a Special Meeting called for the purpose of voting upon the approval of such action, by the roll call vote of two - thirds (2/3) of the Members present.

5.5.3 Binding Effects of Agreement. The execution, interpretation, extension, amendment, modification or termination of any agreement, when made in accordance with Section 5.5.2, shall be binding upon all Members, including Members who are not in Good Standing and Members who are in Suspended Status. Every Member (by virtue of its membership): (i) recognizes Pipe Fitters Association LU 597, UA (“Union”) under either Section 8(f) or Section 9(a) of the National Labor Relations Act (whichever is applicable in each Member's situation) as the sole and exclusive bargaining representative for and on behalf of the Employees coming within the trade and territorial jurisdiction of the Union; (ii) appoints this Association as its sole and exclusive bargaining representative in any and all negotiations with the Union; and (iii) subscribes to the collective bargaining agreements between this Association and the Union and agrees to abide by, and be bound by, all the terms and conditions thereof and by all amendments and extensions thereof.

5.6 AUDITING COMMITTEE

5.6.1 Composition. The Auditing Committee shall be comprised of at least three (3) members, at least one of whom does not serve on the Association’s Board of Directors. Association staff shall provide support to the Committee, but may not serve on the Committee, except that the Executive Vice President/CEO shall be an ex officio member of the Committee. At least one (1) member of the Committee shall have experience with the audit process and be able to review, understand, and ask meaningful questions with respect to the preparation of the Association’s audited financial statements.

5.6.2 Meetings. The Committee shall meet as necessary to fulfill its duties, and shall meet in executive session with the Association’s outside auditors at least once annually.

5.6.3 Responsibility. The Committee shall consider matters related to: (i) the financial statements of the Association; (ii) the systems of internal controls, including compliance by management with applicable policies and procedures and risk management; (iii) the annual independent audit process, including the recommended engagement of and receiving of all reports from the independent certified public accountants; and (iv) the Association’s Whistleblower Policy. The Association’s outside auditors shall maintain an open and transparent relationship with the Committee, and shall be ultimately accountable to the Association’s Board of Directors and the Committee. The Committee shall have the authority to investigate any matter or activity involving financial accounting and financial reporting, as well as the organization’s internal controls.

5.6.4 Whistleblower Policy. The Chair of the Committee shall be responsible for handling complaints regarding matters covered by the Association’s Whistleblower Policy.

5.6.5 Reports. The Committee shall make reports as necessary to the Board.

5.7 COMMITTEE CHAIRS

Except as otherwise provided in these Bylaws, and unless a Chair shall be designated by the President, each Committee shall select one of its members as Chair thereof.

5.8 COMMITTEE ACTION

Except as otherwise provided in these Bylaws, at any meeting of a Standing Committee, a majority of the Committee members shall constitute a quorum. No business shall be transacted at any Standing Committee meeting at which a quorum is not present. Except as otherwise provided in these Bylaws, all questions shall be decided by a majority vote of the Committee members present at a meeting at which a quorum is present.

5.9 ELECTRONIC MEETINGS

Unless otherwise restricted by these bylaws, Committee members may participate in a meeting of the Committee using a conference telephone or other communications equipment by means of which all Committee members participating in the meeting can communicate with each other or through other electronic means to the extent permitted by law, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting. This Section shall apply to all meetings of Standing Committees, including the Nomination Committee, as well as any ad-hoc Committee or Task Force established by the President or Board of Directors.

**SECTION 6
ELECTIONS**

6.1 OFFICES FILLED BY ELECTION

All Officers and Directors whose terms expire shall be elected by the Members at the Annual Meeting of the Association (except the Executive Vice President/CEO and the Immediate Past President who are not elected).

6.2 ELIGIBILITY TO HOLD OFFICE

It is the intent of the Association that those who stand for election hold a senior leadership position in a Member Firm in Good Standing with the Association. Nominees are not required to be a Registered Representative of a Member firm. No person may hold more than one elective office at any one time. No person shall be eligible to hold elective office in the Association if such person is engaged in the work of a journeyman pipe fitter or is a member of any labor organization with whom the Association then currently has any agreement on behalf of the Members. Persons working under an active Alumni Agreement and whose union card is in withdrawal are eligible to serve in elected office.

6.3 NOMINATIONS

6.3.1 Nominating Committee. The Nominating Committee shall recommend candidates to the Membership for all elective offices of the Association. The Nominating Committee shall consist of five (5) individuals: (i) the Immediate Past President; (ii) the Vice President; (iii) the Chair of the Piping Education Council; (iv) one (1) Director selected by the President; and (v) one (1) non-Director Member in good standing selected by the President. When selecting individuals, the President shall not appoint a Director or a Member who represents a Member company already serving on the Nominating Committee.

6.3.2 Nominations by Nominating Committee. The Immediate Past President shall serve as Chair of the Nominating Committee. A quorum shall consist of four (4) Committee members and no action shall be taken unless a quorum is present. The Committee shall, not later than fifteen (15) days before the election, designate, by a majority vote of those present at a meeting at which a quorum is present, nominees for the offices to be elected. The Chair shall promptly file the nominations with the Executive Vice President/CEO, who shall provide notice thereof to each Member at least ten (10) days before the election.

6.3.3 Nominations by Members. Other nominations for the offices to be elected may be made, in writing, subscribed by at least twenty (20) Members, with the assent of the nominee endorsed thereon, and filed with the Executive Vice President/CEO not later than seven (7) days before the election. Immediately upon receipt of any such nomination by Members, the Executive Vice President/CEO shall certify that it has been made and provide notice of the nomination to each Member at least five (5) days before the election.

6.4 BALLOTS

When there are more nominees for an office than the number of persons to be elected to such office, the Executive Vice President/CEO shall cause appropriate ballots to be prepared, containing two columns. The names of all nominees designated by the Nominating Committee shall be in the first column. The names of all nominees designated by Members, with the designation of the office for which each has been nominated, shall be in the second column. The ballots shall be used in the election.

6.5 CONDUCT OF ELECTIONS

When the nominations made by the Nominating Committee are the only nominations made, a single ballot shall be cast for them by the Executive Vice President/CEO and they shall be declared elected. Contested elections shall be conducted at the Annual Meeting of the Association by secret ballot under the supervision of an Election Committee appointed by the President. At least one member of the Election Committee shall be appointed from among the Members who made a nomination under Section 6.3.3. No member of the Election Committee shall be a nominee.

6.6 CONTESTED ELECTIONS

In contested elections, the nominee for an office receiving the highest number of the votes cast for that office shall be declared elected. In the case of Directors, the persons equal to the number of offices to be filled receiving the highest number of votes cast for the office shall be declared elected.

6.7 VACANCIES

Should a vacancy occur in any elective offices, other than that of President, between Annual Meetings, and if six months or more of the term of such office shall then remain, the vacancy shall be filled for the remainder of the term at such time as may be determined by the Board and using the same procedures provided above for elections at an Annual Meeting. If at the time the vacancy occurs less than six months of the term of office remains, the vacancy shall be filled for the remainder of the term by appointment of the President, and approved by the Board. If the office of President shall become vacant, the Vice President shall succeed, as provided in Section 4.3. If at any time and without regard to the amount of term remaining, both the offices of President and Vice President shall become vacant at the same time, they shall both be filled by election, using the same procedures provided above for elections at an Annual Meeting.

SECTION 7 DISCIPLINE & DISPUTES

7.1 CHARGES

Any Member or group of Members in Good Standing with the Association may file a written charge with the Executive Vice President/CEO against any Member or group of Members alleging (i) violation of these Bylaws; (ii) violation of any of the duly adopted rules and regulations of the Association; (iii) violation of any agreement entered into by this Association; (iv) conduct prejudicial to the welfare, interests or reputation of the Association; or (v) acts inimical to the best interests of the Association. The Executive Vice President/CEO shall promptly forward the charge to the Board.

7.2 HEARING

The Board, or a sub-committee of the Board to which it shall refer the charge, shall thereupon hold a hearing upon said charge, in accordance with procedure established by the Board. The Board and the Hearing sub-committee may have counsel to represent and advise them and to attend their hearings and deliberations. Written notice of the filing of said charge, together with a copy thereof, and the time and place of the hearing, shall be given to the Member or group of Members complained against, at least ten (10) days before the date of the hearing. The complaining and complained against Members shall be privileged to attend, be represented by counsel, be heard at said hearing, and to present such evidence, orally or in writing, as he desires to submit. If the Board so directs, the hearing shall be closed to all non-involved persons. After said hearing, the Hearing sub-committee shall file a written report with the Board.

7.3 DECISIONS

Promptly after the conclusion of the hearing and, if applicable, the filing of the Hearing sub-committee report, the Board shall consider and determine the matter and issue its written decision. Such decision shall be made by affirmative vote of two-thirds (2/3) of the Directors. Said decision shall be final and binding on the Parties.

7.4 DISCIPLINE

Any Member who shall be found guilty by the Board of Directors of violating any of the provisions of these Bylaws, or of any of the duly adopted rules and regulations of the Association or of any of the provisions of an agreement entered into by the Association, or of conduct prejudicial, in the opinion of the Board of Directors, to the welfare, interest or reputation of this Association, or acts inimical to the best interests of the Association, may be subject to fines, censure, suspension or expulsion.

SECTION 8 NOTICE

8.1 NOTICE

All notices required to be given by any provision of these Bylaws shall, unless otherwise provided, be made in writing by any suitable process, and shall bear the name of the President or Executive Vice President/CEO or his designee. A notice shall be deemed effective for purposes of these bylaws if "Delivered" as provided in the Illinois General Not For Profit Corporation Act of 1986, as may be amended. Unless otherwise prohibited by law: (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

8.2 WAIVER OF NOTICE

Whenever notice is required to be given under applicable law, the Articles of Incorporation, or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 9 COMPENSATION AND INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

9.1 COMPENSATION

No Officer, Director or member of any Committee, except the Executive Vice President/CEO, shall be paid any compensation by the Association for any services rendered as such Officer, Director or member of any Committee.

9.2 INDEMNIFICATION

The Association shall indemnify all past and present Officers, Directors, Association employees, Committee and Task Force members, and all other Volunteers of the Association, including Taft Hartley trustees for non-fiduciary acts, to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as may be amended, and shall purchase insurance for such indemnification to the full extent as determined by the Board of Directors.

Such indemnification shall be afforded to such person only if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful and if in such action, suit or proceeding, he shall not be adjudged liable for willful misconduct in the performance of duty. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 10 AMENDMENTS

10.1 AMENDMENTS

These By-Laws may be amended or repealed, in whole or in part:

- 1) by a two-thirds (2/3) vote of the Board of Directors present at any Regular or Special Meeting of the Board at which a quorum is present; and
- 2) upon the affirmative vote of two-thirds (2/3) of the Members present at any Regular or Special Meeting of the Association at which a quorum is present. The motion embodying the proposed amendment, or repeal, shall be submitted in writing and delivered to each Member at least ten (10) days before the meeting at which it is submitted to a vote.

SECTION 11 DISSOLUTION

11.1 DISSOLUTION

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of the remaining assets of the Association (except any assets held by the Association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or

organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

SECTION 12 ANTITRUST

12.1 ANTITRUST

The Association is a non-profit organization committed to its mission of promoting the business purposes and objectives of mechanical contractors. MCA has a strict policy of compliance with federal and state antitrust laws. In all Association activities, each member, as well as Association staff, shall be responsible for following the Association’s policy of strict compliance with the antitrust laws. Association officers, directors, committee chairs, and executive staff shall ensure that this policy is known and adhered to in the course of activities pursued under their leadership. Antitrust compliance is the responsibility of every Association member and Association staff.

ADOPTED: MCA Regular Business Meeting, November 16, 2010

AMENDED: MCA Regular Business Meeting, March 25, 2014

AMENDED: