



OREGON STATE ASSOCIATION  
OF  
PLUMBING, HEATING AND COOLING  
CONTRACTORS, INC.  
BYLAWS

AMENDED  
November 12, 2010

**INDEX**  
**BY ARTICLE NUMBER**

		<b><u>PAGE</u></b>
ARTICLE I	NAME	6
ARTICLE II	LOCATION OF OFFICE	6
ARTICLE III	PURPOSE OF CREATING AND OBJECTIVES	6 - 7
ARTICLE IV	MEMBERSHIP	7 - 9
ARTICLE V	CONVENTIONS	9 - 10
ARTICLE VI	BOARD OF DIRECTORS	11 - 13
ARTICLE VII	OFFICERS	13 - 14
ARTICLE VIII	DUTIES OF THE OFFICERS	14 - 16
ARTICLE IX	EXECUTIVE DIRECTOR	16 - 17
ARTICLE X	STANDING AND OTHER COMMITTEES	17 - 19
ARTICLE XI	FISCAL YEAR FINANCES	19
ARTICLE XII	MEMBERSHIP DUES	19 - 20
ARTICLE XIII	PARLIAMENTARY AUTHORITY	20
ARTICLE XIV	AMENDMENT	20
ARTICLE XV	DISSOLUTION OF ASSOCIATION	20 - 21
ARTICLE XVI	INDEMNIFICATION	21

**INDEX**  
ALPHABETICAL BY SUBJECT

AMENDMENT OF BYLAWS	15
BOARD OF DIRECTORS	6
Powers and Duties	6
CONVENTIONS	4
Resolutions	5
Order of Business	5
Voting Membership	5
DISSOLUTION OF ASSOCIATION	15
DUES	14
DUTIES OF OFFICERS	9
President	9
First Vice President	9
Second Vice President	9
Secretary	9
Treasurer	10
Immediate Past President	10
Zone Directors	10
EXECUTIVE COMMITTEE	7
EXECUTIVE DIRECTOR	11
INDEMNIFICATION	16
LOCAL ASSOCIATIONS	6
MEMBERSHIP	2
Active Membership	2
Honorary Membership	2
Associate Membership	2
Retired Membership	2
Individual Associate Membership	2
Right to Vote	3
Application for Membership	3
Suspension or Expulsion of Membership	3
Authority of Members	4
Resignation	4

**INDEX**  
**ALPHABETICAL BY SUBJECT**  
**CONTINUED**

NAME OF ASSOCIATION	1
OFFICE LOCATION	1
OFFICERS	8
Election and Term of Office	8
Temporary Officers	8
Vacancies	8
PARLIAMENTARY AUTHORITY	15
PURPOSE OF CREATION AND OBJECTIVES	1
QUORUMS	7
Board of Directors	7
Executive Committee	8
Membership Meetings/Conventions	4
STANDING AND OTHER COMMITTEES	12
ZONES	6

**BYLAWS  
OF THE  
OREGON STATE ASSOCIATION OF  
PLUMBING, HEATING AND COOLING CONTRACTORS, INC.**

**ARTICLE I  
NAME**

**SECTION 1.1** This Association shall be known as the Oregon State Association of Plumbing, Heating and Cooling Contractors, Inc., and cannot be dissolved as long as seven (7) members in good standing object thereto.

**ARTICLE II  
LOCATION OF OFFICE**

**SECTION 2.1** The principal and executive offices of the Association shall be maintained in Oregon.

**ARTICLE III  
PURPOSE OF CREATION AND OBJECTIVES**

**SECTION 3.1** The purposes and objections of this Association shall be as follows:

A. To promote the cooperative relationship between all members of the Local, State and National Association.

B. To protect and preserve the common interest of all of its members in all matters relating to sanitary and public health laws and the enforcement thereof.

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

D. To promote legislation in the interest of and on behalf of members of the industry in regard to public health and with regard to competent regulation and advancement of the sanitary sciences.

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 subdivisions of government.

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

Association.

**SECTION 3.2** To acquire, own, mortgage, operate and dispose of real or personal property and to invest funds of the Association.

**SECTION 3.3** To do and perform all things necessary and proper to aid in the accomplishment of the hereinbefore mentioned purposes and objectives of the Association as may be determined by the Board of Directors of the Association, in compliance with all local, state and federal government laws, rules and regulations.

**SECTION 3.4** This Association shall be an affiliate of and governed by the laws of the National Association of Plumbing, Heating, and Cooling Contractors.

#### **ARTICLE IV MEMBERSHIP**

**SECTION 4.1** ACTIVE MEMBERS. Application for active membership shall be made to the State Association. If the applicant's place of business is within a Local Association, the Association shall include the Local Association dues, if any, to the application fee.

**SECTION 4.1a** SUPPLIER MEMBERSHIP may be any individual or firm, who derives revenue from the plumbing, heating, cooling industry as a contractor, subcontractor (other than a recognized plumbing, heating, cooling business) or supplier, manufacturer, manufacturer's representative of equipment or materials. Supplier members may serve on appropriate committees and shall be represented on the OSAPHC Board of Directors by the Chair or Vice Chair of the Associate Group. The Supplier member Board representative shall have one full vote on the Board of Directors on all affairs of the Association.

**SECTION 4.2** ASSOCIATE MEMBERSHIP. May be any individual or firm, who derives revenue from the plumbing, heating, cooling industry.

**SECTION 4.3** HONORARY MEMBERSHIP may be conferred upon any member who retires from active business upon recommendation by the Board of Directors and by a favorable majority vote of all members present at any annual Convention.

**SECTION 4.4** RETIRED MEMBERSHIP may be granted to a principal owner of a firm qualifying for Active Membership as defined in Section 4.1 of this Article, when such owner retires from active involvement in the member business. The Association Board of Directors shall be empowered to decide upon the level of services, which should be offered to "Retired Members" and upon the level of dues necessary to pay for the costs of providing those services, from time to time, as deemed necessary by the Board of Directors of the Association.

**SECTION 4.5**        INDIVIDUAL ASSOCIATE MEMBERSHIP. Any individual who supports the activities of the PHCC and has an interest in the plumbing, heating, cooling industry may apply for Individual Associate Membership as long as they do not fall into the category of a Regular Member or an Associate Member. Individual Associate Members may serve on appropriate committees. They may not serve on the Executive Committee or on the Board of Directors and they are not entitled to a vote. They may not participate in any of the group insurance plans sponsored by the Association.

**SECTION 4.6**        RIGHT TO VOTE. Active and Honorary Members shall be entitled to vote on each matter submitted to a vote of the members in the manner, on the conditions and in the proportions set forth in the Certificate of Incorporation of this Association.

**SECTION 4.7**        APPLICATION FOR MEMBERSHIP

A. ACTIVE MEMBERS. Application for active membership shall be made through an affiliated Local Association. When accompanied by payment of the applicable dues, the reports submitted to this Association by an affiliated Local Association shall constitute applications for active membership as to all new members who qualify for active membership in this Association and whose names appear in such report.

In the absence of such an affiliated Local Association, application for membership may be made directly to this Association in the form and manner prescribed by the Board of Directors.

B. ASSOCIATE MEMBER. Application for Associate Membership shall be made through the State Association.

C. INDIVIDUAL ASSOCIATE MEMBER. Application for Individual Associate Membership shall be made through the State Association.

D. ACTION ON APPLICATION. The President and Secretary of this Association may in their discretion temporarily accept or reject any application for membership, however submitted with the final approval by the Board of Directors.

**SECTION 4.8**        SUSPENSION OR EXPULSION OF MEMBERSHIP. The Board of Directors for good cause shown and with notice and hearing, may suspend or expel any member, if in the opinion of the Board of Directors, such suspension or expulsion is necessary either to (a) keep the Association out of legal entanglements, (b) to preserve the good name of the Association and of the plumbing, heating and cooling contractors in general, or (c) to expel or suspend any member for violating any Articles of the Bylaws.

**SECTION 4.9**        AUTHORITY OF MEMBERS. No member, of any class, shall have any

power or right to act or speak for the Association, unless such member is an officer, director, or other authorized representative, acting in the course, and within the scope of their authority as such an officer, director, or authorized representative.

**SECTION 4.10**      RESIGNATION. The obligation to pay any dues or other charges, which have accrued and are unpaid shall survive the resignation of a member.

**SECTION 4.11**      RIGHTS AND PRIVILEGES. With the exception of the right to hold office, which is reserved to active and honorary members, and the right to vote, which is reserved to acting and life members, all members shall enjoy all the privileges and benefits of membership in this Association.

**SECTION 4.12**      Any member delinquent for more than one year will be allowed to disregard the dues intervening upon their reapplication for membership in the State Association and the State Secretary shall apply for permission to disregard the dues to NAPHCC for the same period.

**SECTION 4.13**      In cases where firms dissolve 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 term must be paid.

**SECTION 4.14**      Members are required, on changing their place of business, to notify the State Association Secretary within ten (10) days.

## **ARTICLE V CONVENTIONS**

**SECTION 5.1**      ANNUAL CONVENTION. The annual Convention of the Association shall be held at such place as may be designated by the Board of Directors.

**SECTION 5.2**      A quorum for the transaction of business at the Convention shall be not less than fifteen (15) members who are in good standing. All members in good standing shall be entitled to a vote and a voice at any meeting or Convention of the Association but this provision shall not be construed to give more than one vote to a firm.

**SECTION 5.3**      A copy of the minutes of the previous Convention will be made available at the Convention.

**SECTION 5.4**      During the annual Convention, a business meeting shall be held and at a minimum, include the following agenda items:

- A. President's Report.
- B. Treasurer's Report.



- C. Reading of proposed resolutions or amendments to the Bylaws.
- D. Report of Standing Committees.
- E. Nomination and Election of Officers.
- F. Good of the Order.

**SECTION 5.5**        VOTING MEMBERSHIP in the Association is accorded to the business firm only. 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 designate one of its owners as the firm delegate and such delegate shall have one vote for and on behalf of the member firm.

**SECTION 5.6**        At the direction of the President or the Board of Directors, any proposition may be submitted to the voting members for vote by mail ballot. The same rules shall apply as set forth in Section 5.2 and 5.5 of this Article.

**SECTION 5.7**        The amount to be allowed for the State President to attend the NAPHCC convention each year shall be in accordance with Article XI, Section 11.4 of these Bylaws.

**SECTION 5.8**        RESOLUTIONS AND BYLAW AMENDMENTS. Ninety days before the annual Convention, the Association will provide general notice to members of how to present bylaw amendments at the annual Convention. All proposed resolutions and Bylaw amendments by members of the Association must be presented to the Board of Directors or a committee designated by the Board of Directors a minimum of 60 days prior to the annual Convention. The Board of Directors shall provide the general membership a copy of the proposed resolution or Bylaw amendments prior to 30 days before the annual Convention along with a recommendation, if any, to the membership as to whether or not the proposed resolution or Bylaw amendment should be adopted.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

**SECTION 6.1**        The President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President, the Associate Chair, and the Zone Directors comprise the Board.

**SECTION 6.2**        ZONE AND LOCAL ASSOCIATIONS. For the purpose of better furthering the objective and purpose for which this Association is organized, the State of Oregon shall be deemed to be divided into four (4) zones, embracing the following described territories, each to be presided over by one (1) director, to-wit:

ZONE 1 -        All of Clatsop, Columbia, Washington, Multnomah,

Clackamas, Hood River, Wasco, Sherman, Gilliam, Morrow, Umatilla, Union, Wallowa, and the northern half of Tillamook County.

ZONE II - All of Yamhill, Lincoln, Polk, Benton, Marion, Linn, and the southern half of Tillamook County.

ZONE III - All of Lane, Douglas, Deschutes, Jefferson, Cook, Wheeler, Grant, Baker and the northern portions of Harney and Malheur counties (including Vale and Burns).

ZONE IV - All of Coos, Curry, Josephine, Jackson, Klamath, Lake and the southern portions of Harney and Malheur counties.

**SECTION 6.3** Change of existing zones or creating of new ones, is the prerogative of the Board of Directors.

**SECTION 6.4** Members may organize Local Associations within the zones; however, only one (1) Local Association will be recognized in any city or town.

**SECTION 6.5** Local Associations must be subordinate to the State Association and must obey its rules. The function of the State Association is to unify and make effective the work of Local Associations and individual members within the limits of its declared purposes. It shall not assume the responsibility for unauthorized statements, declarations of policy or acts of subordinate Associations or individual members.

**SECTION 6.6** POWERS AND DUTIES OF BOARD OF DIRECTORS. The Board of Directors, subject to the instructions of any Annual or Special Convention, shall have and exercise general supervision of, and control over, the business, property and affairs of the Association between Conventions and shall have full power and authority to act for and represent the Association between Conventions and shall have and exercise all power granted by or permissible under the Certificate of Incorporation and any amendments or supplements. The Board of Directors shall specifically determine by resolution the authority for signing and counter signing checks on all Association accounts.

**SECTION 6.7** REGULAR MEETINGS OF THE BOARD. The Board of Directors shall meet not less than four times in each calendar year. The Board of Directors shall hold one of the four meetings at the annual Convention. The President may call special Board meetings or meetings of the officers at any time. Not less than three Board members may also call a meeting of the Board at any time.

**SECTION 6.8** QUORUM OF BOARD OF DIRECTORS. A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

**SECTION 6.9**        VACANCIES ON THE BOARD OF DIRECTORS. In the case of the death, resignation, disqualification or removal of any member of the Board of Directors, the remaining members of the Board shall fill said vacancy for the balance of the term. If the vacancy is for a Zone Director, the remaining members of the Board shall consult with the Local Association, if any, before appointing a replacement.

**SECTION 6.10**       REMOVAL OF DIRECTORS. Any member of the Board of Directors may be removed from the Board by the vote of two-thirds (b) of all members of the Board of Directors, for such cause as they deem sufficient. Once vacated by removal, the positions of President, First Vice President, Second Vice President, Secretary and Treasurer may be filled by the Board of Directors. Once vacated by removal, the position of any Zone Director will be filled by appointment of the President in consideration of recommendations of the Local Association encompassed by the zone in question.

**SECTION 6.11**       EXECUTIVE COMMITTEE OF BOARD OF DIRECTORS. There shall be an Executive Committee of the Board of Directors of the Association, which shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer and Immediate Past President. The President shall be the Chair of said Committee.

**SECTION 6.12**       POWER AND DUTIES OF EXECUTIVE COMMITTEE. The President, with the approval of the Executive Committee, shall employ an Executive Director for the Association and establish compensation with conditions of such employment. The Committee, within the framework of these bylaws, shall have general supervision of the Executive Director. The Committee shall assist the President in establishing and maintaining salary and compensation policies for the Association's staff. An annual proposed budget shall be presented by the President with the assistance of the Executive Director and the Finance Committee at the beginning of each fiscal year for submittal to the Board of Directors. When approved, this budget shall become the official operating budget of the Association for the ensuing fiscal year. The Executive Committee shall also serve in an advisory capacity to the President, for his counsel and guidance.

The Executive Committee shall provide a job description for the Executive Director.

**SECTION 6.13**       MEETINGS OF THE EXECUTIVE COMMITTEE. The Executive Committee shall meet at least once (1) in each semi-annual fiscal period, or at the call of the President, or of two (2) of its members. Four (4) members shall constitute a quorum for the transaction of business.

**SECTION 6.14**       No more than one (1) member per firm shall serve on the State Association Board of Directors at the same time.

## ARTICLE VII

## OFFICERS

**SECTION 7.1** The officers of this Association shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President and four (4) Zone Directors, who shall hold office for one (1) year or until their successors are elected, appointed and/or duly qualify.

**SECTION 7.2** ELECTION AND TERM OF OFFICE. The President, First Vice President, Second Vice President and Treasurer shall be elected by a majority of the votes cast at the annual Convention. The President shall have served at minimum of one-year on the Board of Directors. No President shall serve more than two (2) successive terms in office. The incoming President shall nominate the Secretary for confirmation by the Convention, and such confirmation shall constitute election. The officers shall be inducted immediately following the election and shall assume office for a term of one (1) year or until their respective successors assume office.

**SECTION 7.3** TEMPORARY OFFICERS. In the event the President, Secretary or Treasurer is unable to perform the duties of their office because of illness, absence, or other incapacity, the Board of Directors, by the vote of two-thirds of its members, except the members involved, may appoint the First Vice President to act as President if the President is so incapacitated, or may appoint one of its members to replace the Secretary or Treasurer. Such appointments shall empower the appointee to act temporarily and perform all duties of the officer so incapacitated, until such officer is again able to perform their duties.

**SECTION 7.4** VACANCIES. In the case of the death, resignation, disqualification, or removal of the President, the First Vice President shall forthwith and automatically become the President, and such event, or in case of any other vacancy in the office of the First Vice President, the Second Vice President shall forthwith and automatically become the First Vice President. Vacancy in the office of the Second Vice President shall be filled only by election at the Convention.

## ARTICLE VIII DUTIES OF THE OFFICERS

**SECTION 8.1** POWERS AND DUTIES OF PRESIDENT. The President shall generally have and exercise all such powers and duties as are usually reposed in the Chief Executive Officer of an Oregon corporation or, which are necessary and proper to carry out the orders and resolutions of Conventions and the Board of Directors or to execute the Bylaws of the Association. In addition to such powers and duties as the Certificate of Incorporation of the Bylaws now or hereafter grant or impose on him/her, the powers and duties of the President shall include presiding at Conventions, at meetings of the Board of Directors and at meetings of the Executive Committee, general supervision over and direction of the affairs of the Association and over the officers of the Association, execution of all deeds, mortgages, bonds, contracts and

other documents in the name of the Association, appointment and discharge of employees and agents of the Association and determination of their compensation and terms of employment, with the approval of the Board of Directors authority to take any actions, which the Board of Directors is empowered to take subject to review by said Board. The President shall appoint Zone Directors after consulting the appropriate Local Association, if any.

**SECTION 8.2**        LIMITATION ON POWER OF THE PRESIDENT. The President shall have no power to act contrary to the resolutions of the annual Convention or the Board of Directors. The President may not enter into any agreement, contract or other legal commitment binding upon the Association without the approval of the Executive Committee or the Board of Directors.

**SECTION 8.3**        DUTIES OF THE FIRST VICE PRESIDENT. The First Vice President shall have such powers and duties as shall be granted or imposed upon him/her by the Bylaws, a Convention, the Board of Directors, or the President of the Association.

**SECTION 8.4**        DUTIES OF THE SECOND VICE PRESIDENT. The Second Vice President shall have such power and other duties as shall be granted or imposed upon him/her by the Bylaws, a Convention, the Board of Directors, or the President of the Association.

**SECTION 8.5**        DUTIES OF THE SECRETARY. The Secretary shall in general have all powers and duties usually reposed in the Secretary of an Oregon corporation subject to the control of a Convention, the Board of Directors, and the President. He/She shall have such powers and duties as may be assigned to him/her from time to time by the Board of Directors or the President. He/She shall supervise the keeping of the minutes of the Convention, Board of Directors and Executive Committee meetings, and such other Association meetings as specified by the Board of Directors or the President. He/She shall attend to the giving and serving of all notices required by the Bylaws. He/She shall sign and attest in the name of the Association, all deeds, mortgages, and bonds required to be executed by the President. He/She shall have charge of all books, documents, and papers of the Association, except financial records and accounts. He/She shall keep all records under his jurisdiction open for the inspection of the officers and members of the Board of Directors. He/She shall make a full written report of all his/her official acts at the Convention.

**SECTION 8.6**        DUTIES OF THE TREASURER. The Treasurer of the Association shall have charge of and keep or cause to be kept, all financial records, accounts, funds, securities and evidences of indebtedness of the Association, which comes into his/her hands and all receipts and disbursements thereof. Said records shall be open for inspection at all times to any member of the Board of Directors. He/She shall make monthly reports in writing to the Board of Directors on all monies received and disbursed, and such other reports as may be required by the Board of Directors or the President. He/She shall, at each Convention, make a full report of the finances. He/She shall deposit, or cause to be deposited, all monies of the Association in a bank or trust company approved by the Board of Directors, where all securities, bonds, and other

evidences of indebtedness belong, by the Treasurer and an audit by a Certified Public Accountant for the Association, until removed to another bank or sold, or otherwise disposed of as provided in these Bylaws.

He/She shall comply with the directions of the Board of Directors and the President. He/She shall furnish the Association, at its expense, a surety bond with such terms and such surety as may be approved by the Board of Directors. He/She shall cause a firm of Certified Public Accountants approved by the Board of Directors to conduct a financial review on December 31 of each year.

**SECTION 8.7**            DUTIES OF THE IMMEDIATE PAST PRESIDENT. The Immediate Past President, wherever possible, will remain a member of the Board of Directors until his/her term is ended. He/She shall have such powers and duties as shall be granted or imposed upon him/her by the Board of Directors or the President of the Association.

**SECTION 8.8**            No person(s) related by family ties shall be employed, at the same time, on the Association staff.

**SECTION 8.9**            ZONE DIRECTORS.

A. Each Zone Director shall act in his/her zone for the President in promoting harmony among the members, recruiting new members and generally, so far as he/she can, assist in promoting the welfare of the Association.

B. He/She shall designate one (1) member in each town to report monthly conditions in his/her locality and any developments, which may affect the interest of the Association.

C. He/She shall call meetings of all members of his/her zone at least twice (2) a year.

D. He/She shall make a written report at the annual Convention of the results of his/her work for the previous year and of his/her recommendations. All expenses covering such work shall be paid by the members embraced in each zone and shall not be a charge against the Association.

## **ARTICLE IX** **EXECUTIVE DIRECTOR**

**SECTION 9.1**            The Executive Director shall serve as Chief Staff officer and shall have general supervision over and direction of the affairs of the Association. He/She shall plan, organize, direct and coordinate the staff, programs and activities of the Association to assure that objectives are attained and members needs met in accordance with the duties assigned herein or

shall be granted or imposed upon him/her by a Convention, the Board of Directors, the Executive Committee or the President of the Association.

He/She shall, within the Articles of Incorporation and Bylaws, perform such duties and shall carry out the express directions and general policies of the President, Executive Committee, Board of Directors and the annual Convention of the Association.

He/She shall serve as ex officio, without a vote, and provide staff support for the Board of Directors, Executive Committee and various committees, except for executive sessions, where staff is not present.

He/She shall serve and represent this Association and its members to various organizations, agencies, councils, bureaus, etc., as designated by the Executive Committee or the President of the Association.

The Executive Director is responsible for, and has the authority, within the limits established by the Executive Committee or the President, to accomplish the following duties:

1. Implement the policies of the President, Executive Committee and the Board of Directors through appropriate staff action.
2. With the assistance of the President and Finance Committee, prepare a proposed annual budget, at the beginning of each fiscal year, for submittal to the Board of Directors.
3. See that the President, Executive Committee and the Board of Directors are kept fully informed on the conditions and operation of the Association, and on all matters influencing them.
4. Attend all meetings of the Board of Directors and Executive Committee and assist them in planning basic policies and programs, which will further the objectives of this Association.
5. Develop for purposes of day-to-day staff administration, specific policies, procedures and programs to implement the general policies established by the President, Executive Committee and the Board of Directors.
6. Direct and coordinate all approved programs, projects and major activities of the Association and staff.
7. With the approval of the Executive Committee, recruit, hire, indoctrinate, train, motivate, terminate, and set terms of employment and promotions of staff personnel.

8. Execute such contracts and commitments as may be authorized by the Executive Committee or President.

9. Maintain effective relationships with affiliated State and Local Associations to assure that the programs, projects and activities of this Association are enhanced.

10. Is responsible to the President, Executive Committee and the Board of Directors for the administration of the headquarters office and for proper interpretations and fulfillment of all its functions, responsibilities, authority and relationships.

## **ARTICLE X STANDING AND OTHER COMMITTEES**

**SECTION 10.1**      CREATION OF COMMITTEES. A Convention or the Board of Directors may provide in the Bylaws for Standing Committees and the President may appoint Special Committees.

**SECTION 10.2**      PERSONNEL OF COMMITTEES. All committee persons shall be members of the Association selected by the President, unless otherwise specified. Any advisory personnel of Committees need not be Association members in cases where the President wished to select nonmember appointees for good cause. The Chair of Committees shall be named by the President and the President shall be entitled to attend all Committee meetings and participate in any Committee's activities and discussions, but shall not be a member of any Committee, except where otherwise specified.

**SECTION 10.3**      COMMITTEE ACTIVITIES. Members of the Association whether Committee members or not, may attend Committee meetings in, which they are interested, may submit evidence or other data to Committees, and shall have the benefit of the findings or other work of Committees. No meeting of any Standing Committee or any Special Committee shall be called by the Chair thereof, or by any member thereof, except in the case of the Finance Committee, and no expense shall be incurred by or on behalf of such Committee, except with the approval of the President of this Association.

**SECTION 10.4**      COMMITTEE AUTHORITY AND REPORTS. All Committees shall be responsible to make their reports and recommendations as directed, to the Convention, the Board of Directors, or the President, at the specified or appropriate time or times. No Committee is authorized to act for the Association without specific, written authority.

**SECTION 10.5**      STANDING COMMITTEES. The Association shall have two permanent committees, the Finance Committee and the Legislative Committee.



A. Finance Committee. The Finance Committee shall be composed of the Executive Committee of the Association, and be chaired by the Treasurer. The Committee shall be responsible for the preparation of the annual budget of the Association, and for the oversight of the finances of the Association. The Finance Committee shall approve the selection of a Certified Public Accountant to perform audits of Association books and records, and shall approve all accounting processes and procedures utilized by the Association.

B. Legislative Committee. The President shall appoint the Chair and members of the Legislative Committee. The Chair shall be responsible for the scheduling and agenda of the Legislative Committee. The Legislative Committee is authorized to take positions on behalf of the Association on bills and laws current or pending before the Oregon Legislature and the Congress of the United States or its agencies. All positions taken shall be provided to the Executive Committee or the Board of Directors. The Executive Committee and the Board retain the right to reverse or amend any action of the Legislative Committee.

**SECTION 10.6** 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, after a full hearing and shall fill the vacancies so created.

## **ARTICLE XI**

### **FISCAL YEAR FINANCES**

**SECTION 11.1** FISCAL YEAR. The fiscal year of the Association shall commence on the first day of January in each year and end on the last day of December in the same year.

**SECTION 11.2** The annual salaries, if any, for the Secretary and Treasurer shall be determined by the Board of Directors.

**SECTION 11.3** SURETY BONDS. Every person connected with the Association who has, or may be reasonably expected to have funds of the Association under his control, may be required by the Board of Directors to furnish to the Association, at its expense, a surety bond with such terms, in such amounts, and with such surety, as may be approved by the Board of Directors, except that the President, the First Vice President acting as President, the Secretary, an Assistant Secretary acting as Secretary, the Treasurer, and an Assistant Treasurer acting as Treasurer, shall give the bond respectively prescribed in these Bylaws for the offices of President, Secretary and Treasurer.

**SECTION 11.4** No Officer, Director, or Committee person, other than the Secretary and Treasurer before provided, shall receive any compensation from the Association for his services, but the Board of Directors may authorize the incurring, or payment, of expenses necessitated by Officers, Directors or Committee persons on behalf of the Association, by either: 1) prescribing a formula, rule or standard; or 2) specific authorization.

**SECTION 11.5** The private property of the members of this Association shall not be subject to the payment of any corporate debts to any extent whatever.

**ARTICLE XII**  
**MEMBERSHIP DUES**

**SECTION 12.1** The Initiation Fee shall be one year's dues in advance for applicants residing in areas where no Local Association is established.

**SECTION 12.2** ANNUAL DUES.

A. Annual dues shall be fixed for ensuing year at each annual Convention. In addition, the Association's Board of Directors shall have the prerogative to increase dues in an amount not to exceed ten percent (10%) per year. If no action is taken regarding fixing of dues at the annual Convention or by the Board of Directors, then dues for the ensuing year shall remain the same as they were for the last year in which annual dues were fixed. All dues are payable in advance annually and may be prorated on a quarterly basis if the member joins in any month other than November or December, in which case a full years dues for the following year shall be assessed. Members may pay dues in two equal installments if paying for a full year. Members who pay a full year dues in advance may receive any discount allowed by the National Association of Plumbing, Heating and Cooling Contractors Association.

**SECTION 12.3** Members wishing to resign from this Association may do so by paying all charges standing against them on the books.

**SECTION 12.4** Any member having an unpaid account standing against him/her on the books of the Association for 120 days or more shall be dropped from the rolls.

**ARTICLE XIII**  
**PARLIAMENTARY AUTHORITY**

**SECTION 13.1** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases in, which they are applicable and in, which they are not inconsistent with these Bylaws or any standing rule, which the Association is free to adopt.

**ARTICLE XIV**  
**AMENDMENT**

**SECTION 14.1** These Bylaws may be amended by a two-thirds vote of the eligible voting members present at any State Convention.

**ARTICLE XV**  
**DISSOLUTION OF ASSOCIATION**

**SECTION 15.1** In the event of dissolution of the corporation, the assets of the corporation shall be distributed according to the laws of the State of Oregon.

**ARTICLE XVI**  
**INDEMNIFICATION**

**SECTION 16.1** Every Director, Officer, Committee member or employee of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon such Director, Officer, Committee member or employee in connection with any proceeding to, which such Director, Officer, Committee member or employee may be made a party, or in, which such Director, Officer, Committee member or employee may become involved by reason of such Director, Officer, Committee member or employee being or having been a Director, Officer, Committee member or employee of the Association, or any settlement thereof, whether or not such Director, Officer, Committee member or employee was a Director, Officer, Committee member or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer, Committee member, or employee was adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the offices. Provided, however, in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Directors, Officers, Committee members or employees may be entitled.