

**AMENDED AND RESTATED BY-LAWS  
OF THE  
MECHANICAL CONTRACTORS ASSOCIATION OF OMAHA, INC.  
A Nebraska Nonprofit Corporation**

**ARTICLE I  
THE ASSOCIATION**

**1.1 NAME:**

This organization shall be known as the Mechanical Contractors Association of Omaha, Inc. (MCA-Omaha), hereinafter referred to as the "Association", and is formed under the Nebraska Nonprofit Corporation Act, as amended.

**1.2 PURPOSE:**

The stated purposes of the Association are:

1. To promote the Mechanical Contracting Industry and foster the meeting and exchange of ideas, technical data and business information between members of this Association, the National Association and other affiliated Associations;
2. To provide for affiliation with the Mechanical Contractors Association of America, Inc. and to further the objects of said National Association as set forth in its Constitution and By-Laws;
3. To represent the membership in its relations with its employees and any group or groups which may represent its employees;
4. To improve the character of work done and labor employed by the industry, and by better public service, to contribute to the advancement of the industry and all its branches;
5. To encourage, promote, and provide professional education for members to achieve and maintain the highest standards of business knowledge, practices and ethics in the mechanical contracting industry.

**1.3 TERRITORY:**

The territory in which this Association may conduct its operations is the following counties of the State of Iowa: Audubon, Carroll, Shelby, Page, Mills, Fremont, Monona, Crawford, Harrison, Pottawattamie, Cass, and Montgomery; and the entire State of Nebraska except for Dixon, Dakota, Dawes, Box Butte, Morrill, Cheyenne, Kimball, Banner, Scotts Bluff and Sioux counties.

**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, corporation or any other entity engaged in the business of mechanical contracting.

**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 furnishing, erecting, maintaining, servicing, and installing piping and piping systems of all kinds; including all systems of heating, cooling, ventilating, refrigeration, air conditioning, plumbing, power piping, industrial and process piping, sprinkler piping, temperature control piping, high and low pressure boilers, stokers, oil burning equipment, gas burning equipment, pneumatic piping, hydraulic piping, and insulation, painting, appurtenances, and sheet metal work as required by such installation.

**1.4.6 Member.** The term "Member" shall refer to an Active Member of the Association in good standing, and shall not apply to Associate Members, 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 required.

**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 required.

## **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 Directors currently serving on the Board.

## **1.6 MEMBERSHIP**

**1.6.1 Active Member.** Membership shall be vested in the Firm regularly engaged in mechanical contracting and signatory to the local agreement(s).

**1.6.3 Associate Member.** Membership shall be vested in the Firm regularly engaged in the business of servicing the mechanical industry, but shall have no vote nor be required to perform any duties expected of Active Members. Mechanical contracting firms signatory to UA National Agreements, but not the local agreement(s), shall also be eligible for Associate Membership.

**1.6.4 Eligibility.** Any Firm (i) who is in the business of mechanical contracting or servicing the mechanical industry; (ii) whose principal business is in mechanical

contracting in any county included in the territorial jurisdiction of LU 16 and/or LU 464; (iii) who agrees to be bound in all respects by these Bylaws and the rules and regulations of the Association as may be developed and amended from time to time; and (iv) who has basic interests compatible with the objects of the Association, shall be eligible for membership. If the member is a firm or corporation, any member of the firm or any officer or designated representatives of the corporation shall be entitled to hold office in the Association.

- 1.6.5 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 submitted to the Board of Directors and shall contain an agreement to abide by these Bylaws and to pay such dues, fees and assessments as are prescribed by the Board of Directors, and shall be accompanied by a check for one year's minimum MCAA dues or amount prescribed by the Board for the category of membership applied for.
- 1.6.6 Procedure.** Upon receipt of a complete application, the Executive Vice President, or 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. The Board of Directors shall satisfy itself as to the eligibility of the applicant, and upon unanimous approval, declare the Firm elected to membership.
- 1.6.7 Notice to Applicant.** Following review by the Board of Directors, the Executive Vice President, or designee, shall notify the newly elected Member in writing of the Board's approval. If not approved, the applicant shall be notified within thirty (30) days of the Board's decision and afforded the opportunity to present proof to the Board of eligibility. Thereafter, the application shall again be submitted and reviewed as provided in this section; however, if not more than one (1) negative vote is cast against the applicant, the applicant shall be declared elected to membership; provided, however, that any applicant presenting proof that it is a member in good standing of the Mechanical Contractors Association of America, Inc., shall not be denied membership in this Association if its business is located within the territory of this Association.
- 1.6.8 Denial.** No duly qualified applicant for membership in this Association shall be denied membership for any reason prohibited by applicable law.
- 1.6.9 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 to or interest in 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.
- 1.6.10 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.

**1.6.11 Dues.** The dues of this Association shall be based upon the schedule of dues set by the Board of Directors. The manner and method of payment 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 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 at the time of suspension or expulsion.

**1.6.12 Resigning from Membership.** Any Associate Member may resign at any time by submitting its resignation in writing or in person to the Association. Any Active Member may resign by submitting its resignation in writing to the Association not less than sixty (60) days prior to the expiration of the collective bargaining agreement with LU 16 and/or LU 464. Any indebtedness of the Member shall be paid therewith and their resignation shall be effective immediately.

**1.6.13 Suspension or Termination for Business Reasons.** Should any Member cease to be regularly engaged in the industry, remove the Firm's place of business from the territory 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 Member by an affirmative vote of two-thirds (2/3) of the Directors present at any regular or special meeting; provided, however, that said Member shall be given the opportunity to be heard and to appear before the Board upon request.

**1.6.14 Disciplinary Action.** The Board of Directors may discipline a Member as provided under Article VII of these Bylaws.

**1.6.15 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 Active Membership, either by resignation, suspension or expulsion, shall also terminate membership in the Mechanical Contractors Association of America.

## **1.7 HONORARY 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 Honorary Membership. Nomination shall be by the Board and election shall be made upon the vote of a majority of the Members present at the Annual Business Meeting.

**1.7.2 Rights.** An Honorary 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 Honorary Member be required to perform any of the duties which may be expected of a Member.

**1.7.3 Termination.** The membership of an Honorary 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 annually designate in writing to the Executive Vice President not less than one (1) and not more than three (3) Registered Representatives who shall have the right to vote on behalf of the Firm, except that each 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.

## **ARTICLE II MEETINGS OF MEMBERS**

### **2.1 REGULAR MEETINGS**

A regular meeting of the Members of the Association shall be held at a time and place designated by the Board. No business shall be transacted at a regular member meeting.

### **2.2 ANNUAL BUSINESS MEETING**

The Annual Business Meeting of the Members of the Association shall be held in January or at such other time as may be designated by the Board. Elections to the Board of Directors and any other business as determined by the Board shall be transacted at the Annual Business Meeting; except that the Board may call a Special Meeting for such purposes as necessary.

### **2.3 SPECIAL MEETINGS**

A special meeting of the Members of the Association may be called by the President at any time, and shall be called upon resolution of the Board, or upon written request of seven (7) Members, setting forth the purpose of the meeting.

### **2.4 NOTICE OF MEETINGS**

The Executive Vice President, or designee, shall give all Members, including Honorary Members, not less than ten (10) days' notice of all Regular and Special Meetings of the Association. The notice shall state the time, place, and topic of the meeting. The notice of any Special Meeting shall also state the purpose for which said meeting is to held,

and no business shall be transacted at a Special Meeting other than that stated in the notice.

## **2.5 QUORUM**

One third (1/3) 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 2.4.

## **2.6 VOTING**

**2.6.1 Eligibility to vote.** Each Member shall be entitled to one vote on each matter voted upon at any Special or Annual Business Meeting of the Association. Such vote shall be cast by a Member's Registered Representative present in person at the meeting.

**2.6.2 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 Special or Annual Business Meetings of the Association at which a quorum is present.

**2.6.3 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 (i) on Member Firm letterhead; (ii) signed by a Registered Representative; (iii) referencing the matter for which the proxy is provided; and (iv) be in the form prescribed by the Association.

**2.6.4 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 Nebraska Not-for-Profit Corporation Act as amended. A mail or electronic vote may be called by the Board of Directors.

## **ARTICLE III BOARD OF DIRECTORS**

### **3.1 COMPOSITION**

The Board of Directors shall be comprised of the President, Vice President, Treasurer and not less than four (4) nor more than six (6) additional Directors. The Executive Vice President 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 Article VI.

### **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 of Directors.

### **3.4 TENURE OF DIRECTORS OTHER THAN OFFICERS**

Directors shall be elected for a period of three (3) years, and shall be eligible for re-election to successive three-year terms.

### **3.5 MEETINGS OF THE BOARD**

**3.5.1 Regular Meetings.** Regular Meetings of the Board shall be held monthly 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 two (2) directors specifying the purpose.

**3.5.3 Notice of Meeting.** The Executive Vice President shall give all Board members not less than three (3) days' notice of all Regular Meetings of the Board, and at least twenty-four (24) hours' notice by any approved means of all Special Meetings of the Board. The notice shall contain the date, time 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 higher vote 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 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.

## **ARTICLE IV OFFICERS**

### **4.1 OFFICERS**

The Officers of the Association shall be a President, a Vice President, a Treasurer, and an Executive Vice President that shall also serve as Secretary.

### **4.2 TERMS**

Each Officer elected pursuant to these Bylaws, except the Executive Vice President, shall take office at the next Regular Meeting following the Annual Meeting, and shall serve for a term of one (1) year or until a successor is duly elected and qualified, and may be re-elected for a second consecutive one-year 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, including Board meetings. He shall appoint all representatives to Committees established under Section 5.1, delegates serving on Boards or committees external to but associated with the Association, and Fund Trustees as required. 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 co-sign checks and other withdrawal orders drawn against all funds administered by 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. 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 TREASURER**

The Treasurer shall, in the absence of or inability to act of the President and the Vice President, perform the duties of the President. In the absence of or inability to act of the Vice President, he shall perform the duties of the Vice President. He shall keep an



account of all monies received and expended for the use of the Association, and shall be authorized to co-sign 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 Treasurer shall make a report when called upon by the President. The 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 Treasurer may be assigned, in whole or in part, to the Association's Executive Vice President or another member of the Board unless precluded by law.

#### **4.6 EXECUTIVE VICE PRESIDENT**

The Board of Directors shall employ a staff head who shall have the title of Executive Vice President. The Executive Vice President 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 annually. He shall be authorized to co-sign checks in a manner, and to the extent, authorized by the Board. 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's best judgment, be in the best interest of the Association.

### **ARTICLE V 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: Labor-Management Committee(s), Joint Conference Board(s), Industry Fund Committee, Productivity Committee and Nominating Committee. Committee members will be appointed by the President in such numbers as are required or preferred.

#### **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 and all other employees of the Association for such assistance as may be required in performing the functions of the Committee.

## **5.4 LABOR MANAGEMENT COMMITTEE**

**5.4.1 Plumbers Local Union 16 LMC.** This committee shall consist of ten (10) members, five (5) of which shall be appointed by the Association, each of whose terms shall coincide with the term of the Collective Bargaining Agreement. The purpose of the committee shall be to meet and confer together to study such matters, problems and other items related to the good and welfare of the industry as a whole, and to make recommendations to the Association and the Union for solutions to such problems, to adopt programs designed to improve the industry, and to promote industrial harmony and public welfare. The Labor Management Committee shall also be empowered to make adjustments to the CBA as it deems necessary on competitive projects as defined in Appendix B of the CBA. In addition, the Executive Vice President shall be an ex-officio member of the committee.

**5.4.2 Steamfitters & Plumbers Local Union 464 LMC.** This committee shall consist of a minimum of twelve (12) and no more than fourteen (14) members, six (6) or seven (7) of which shall be appointed by the Association, each of whose terms shall coincide with the term of the Collective Bargaining Agreement. The purpose of the committee shall be to meet and confer together to study such matters, problems and other items related to the good and welfare of the industry as a whole, and to make recommendations to the Association and the Union for solutions to such problems, to adopt programs designed to improve the industry, and to promote industrial harmony and public welfare.

## **5.5 JOINT CONFERENCE BOARD**

**5.5.1 Plumbers Local Union 16 JCB.** The Joint Conference Board shall consist of ten (10) members, five (5) of which shall be appointed by the Association, whose terms shall coincide with the term of the Collective Bargaining Agreement. The President shall appoint one member to serve as co-chairman and one member to serve as co-secretary of the JCB. The Joint Conference Board shall represent this Association and its authorized Members , with power and authority to act for them with respect to (i) labor grievances; (ii) labor disputes; (iii) strikes; and (iv) other related matters and shall be the Employers' Bargaining Agent in all matters concerning agreements with board members acting on behalf of employees as defined in the Collective Bargaining Agreement. In addition, the Executive Vice President shall be an ex-officio member of the board.

**5.5.2 Steamfitters & Plumbers Local Union 464 JCB.** The Joint Conference Board shall consist of ten (10) members, five (5) of which shall be appointed by the Association, whose terms shall coincide with the term of the Collective Bargaining Agreement. The President shall appoint one member to serve as co-chairman and one member to serve as co-secretary of the JCB. The Joint Conference Board shall represent this Association and its authorized Members , with power and authority to act for them with respect to (i) labor grievances; (ii) labor disputes; (iii) strikes; and (iv) other related matters and shall be the Employers' Bargaining Agent in all matters

concerning agreements with board members acting on behalf of employees as defined in the Collective Bargaining Agreement. In addition, the Executive Vice President shall be an ex-officio member of the board.

**5.5.3 Member Approval.** Before any Collective Bargaining Agreement is executed, extended, amended, modified, terminated, or interpreted, such action must be approved by the Board of Directors or, if not so approved by the Board, then a roll call vote of two-thirds (2/3) of the authorized Members present at a Special Meeting called for such purpose.

**5.5.4 Binding Effects of Agreement.** The execution, interpretation, extension, amendment, modification or termination of any agreement, when made in accordance with Section 5.5, 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 Steamfitters and Plumbers Local Union 464, the UA, and/or Plumbers Local Union 16, UA, 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 Unions; (ii) appoints this Association as its sole and exclusive bargaining representative in any and all negotiations with the Unions; and (iii) subscribes to the collective bargaining agreements between this Association and the Unions and agrees to abide by, and be bound by, all the terms and conditions thereof and by all amendments and extensions thereof.

## **5.6 INDUSTRY FUND COMMITTEE**

**5.6.1 Composition.** The Industry Fund Committee shall be comprised of five (5) Members, who shall become Trustees, and shall include the President, Vice President, Treasurer, and two (2) additional Members of the Association, at least one of whom does not serve on the Association's Board of Directors. Committee members shall be appointed annually by the Association. Association staff shall provide support to the Committee, but may not serve on the Committee, except that the Executive Vice President shall be an ex officio member of the Committee.

**5.6.2 Meetings.** The Committee shall meet as necessary to fulfill its duties, and shall meet with the Association's outside auditors at least once annually. The affirmative vote of not less than three (3) members of the Committee on any matter coming before them shall be controlling. Minutes shall be kept and provided to the Association and also to any Administrator selected by the Committee when appropriate.

**5.6.3 Responsibility.** The Committee shall consider matters related to: (i) the budget and 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; (iv) assuring that funds received are expended for the purposes set forth in the Agreement and Declaration of Trust for Industry Development Funds; and (v) 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.

**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.

## **5.7 PRODUCTIVITY COMMITTEE**

**5.7.1 Composition.** The Association shall appoint one (1) member to the joint MCA-Omaha/Local 464 Productivity Committee pursuant to the CBA for the term of the Agreement.

**5.7.2 Responsibility.** The Committee shall consider matters related to: (i) education, promotion and enforcement of the goals set forth in the Standard for Excellence; and (ii) the consideration of any complaint of Local 464 or the Association arising from the Standard for Excellence. The Productivity Committee shall have the power to make the final and binding decision of any such complaint.

## **5.8 NOMINATING COMMITTEE**

**5.8.1 Composition.** The Committee shall consist of two (2) members, at least one (1) of which is not a Board member.

**5.8.2 Responsibility.** The Committee shall meet annually to consider nominations for open or vacant seats on the Association's Board of Directors. Committee members shall: (i) establish the eligibility of candidates; (ii) contact candidates to determine interest in serving; and (iii) prepare ballots and conduct elections at the Annual Business Meeting.

## **5.9 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.

## **5.10 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.

## **5.11 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 as well as any ad-hoc committee or task force established by the President or the Board of Directors.

## **ARTICLE VI ELECTIONS**

### **6.1 OFFICES FILLED BY ELECTION**

All Directors whose terms expire shall be elected by the Members at the Annual Business Meeting of the Association.

### **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. No person shall be eligible to hold elective office in the Association if such person is engaged in the work of a journeyman steamfitter or plumber or is a member of any labor organization with whom the Association 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 service in elected office.

### **6.3 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 Committee Chair and they shall be declared elected. Contested elections shall be conducted by secret ballot under the supervision of the Nominating Committee, and shall include nominations offered from the floor by any member in good standing.

### **6.3 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 case of a tie vote, balloting shall continue until a decision is reached.

### **6.4 VACANCIES**

Any vacancy or vacancies occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors if such constitute a quorum of the Board of Directors; unless the vacancy or vacancies take place no more than three (3) months prior to the Annual Business Meeting, in which case the Board may leave the seat unfilled until elections can be held.

## **ARTICLE VII 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 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 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 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 within fifteen (15) days. Such decision shall be made by affirmative vote of two-thirds (2/3) of the Board of 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. Suspension shall have the same effect as termination of membership for the period of such suspension. Termination of membership, either by resignation, suspension, or expulsion shall also terminate membership in the Mechanical Contractors Association of America, Inc., in accordance with its Constitution and Bylaws.

## **ARTICLE VIII 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 or his designee. A notice shall be deemed effective for purposes of these Bylaws, if delivered as provided in the Nebraska Not For Profit Corporation Act, 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. Any attendance at a meeting shall constitute waiver of the notice requirements therefor unless the Member, Director or such other person, upon arriving at the meeting or prior to the vote on a matter not notified in conformity with the Nebraska Not-For-Profit Act, the Articles of Incorporation, as currently amended, or these Bylaws, object to lack of notice and does not thereafter vote for or assent to the objected action.

## **ARTICLE IX COMPENSATION, DUTIES AND INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS**

### **9.1 COMPENSATION**

No Officer, Director or member of any committee, except the Executive Vice President, shall be paid any compensation by the Association for any services rendered as such Officer, Director or member of any Committee; except that any ordinary expenses incurred while performing duties associated with the position may be reimbursed by the Association.

### **9.2 STANDARD OF CONDUCT OF DIRECTORS, OFFICERS AND TRUSTEES**

**9.2.1** A Board Member or Officer of the Association shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonable believes to be in the best interests of the Association.

**9.2.2** In discharging his or her duties, a Board Member or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more officers or employees of the Association whom the Board Member or Officer reasonable believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as to matters the Board Member or Officer reasonably believes are within the person's professional or expert competence.

**9.2.3** A Board Member or Officer of the Association is not acting in good faith if such person has knowledge concerning the matter in question that makes reliance otherwise permitted by this section unwarranted.

**9.2.4** A Board Member or Officer of the Association is not liable to the Association or any other person for any action taken or not taken as a Board Member or Officer if such person acted in compliance with Section 9.2. A Board Member or Officer of the

Association shall not be deemed to be a trustee with respect to the Association or any property held or administered by the Association, including without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

### **9.3 INDEMNIFICATION**

The Association shall indemnify all 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 law, 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. 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 no reasonable cause to believe that his conduct was unlawful.

The Association may pay for or reimburse the reasonable expenses incurred by a Board Member, Officer or other person who is a party to a proceeding in advance of final disposition of the proceeding if: (a) the Board Member, Officer or other person furnishes the Association with a written affirmation of his or her good faith belief that he or she has met the standard of conduct for Board Members and Officers set forth herein and in the Nebraska Not-For-Profit Act; (b) the Board Member, Officer or other person furnishes the Association with a written undertaking, executed personally or on the Board Member's, Officer's or other person's behalf, to repay the advance if it is ultimately determined that the Board Member, Officer or other person did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Section 9.3 and the Nebraska Not-For-Profit Act.

The Association shall indemnify a Board Member, Officer or other person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Board Member, Officer or other person was a party because he or she was a Board Member, Officer or representative of the Association against reasonable expenses actually incurred by the Board Member, Officer or other representative in connection with the proceeding.

The Association shall not indemnify a Board Member, Officer or other person in connection with a proceeding by or in the right of the Association in which the Board Member, Officer or other person was adjudged liable to the Association, or in connection with any other proceeding charging improper personal benefit to the Director, Officer or other person, whether or not involving action in his or her official capacity, in which the Board Member, Officer or other person was adjudged liable on the basis that personal benefit was improperly received by the Board Member, Officer or other person.



## **ARTICLE X AMENDMENTS**

### **10.1 AMENDMENTS**

These Bylaws may be amended or repealed, in whole or in part by a two-thirds (2/3) vote of the Members present at the Annual Business Meeting 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 to the Executive Vice President and signed by at least three (3) Members in Good Standing at least thirty (30) days prior to the Annual Business Meeting or Special Meeting called for such purpose. The Executive Vice President shall deliver the proposed amendment to each Member at least ten (10) days before the meeting at which it is submitted to a vote.

## **ARTICLE XI 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, or the corresponding provisions of any future statute governing the conduct of tax-exempt organization, 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 and in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

## **ARTICLE XII 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. The Association 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.

