

# **Greater Cleveland Air Conditioning Contractors** **Association BY-LAWS**

## **ARTICLE I – NAME**

1.1 The name of the Association shall be the Greater Cleveland ACCA referred to below as “the Association”.

## **ARTICLE II – LOCATION**

2.1 The location of the principal office of the Association shall be in the Greater Cleveland Metropolitan area.

## **ARTICLE III – OBJECTIVES**

3.1 The business or objectives of the Association shall be as follows:

3.1.1 To constantly improve design, engineering, installation, and operation of heating and cooling systems, and to increase owner and user satisfaction to the highest possible degree in the Greater Cleveland Metropolitan area.

3.1.2 To establish a system of instruction and education for those engaged or interested in the business of designing, installing, servicing and maintaining air heating and/or cooling systems in the Greater Cleveland Metropolitan area.

3.1.3 To establish ethical standards for the conduct of the air heating and/or cooling systems business in the Greater Cleveland Metropolitan area.

3.1.4 To adopt high minimum standards for the design, installation, equipment selection, and installation and post-installation adjustment of air heating and/or cooling systems in the Greater Cleveland Metropolitan area.

3.1.5 To promote the acceptance by the general public of air heating and/or cooling systems complying with these high minimum standards of system design, installation, equipment selection, and installation and post-installation system adjustment.

installation and post-installation system adjustment in the system which they sell to the public.

3.1.7 To establish, maintain, and operate a library of reference material of literary value to those engaged or interested in the air heating and/or cooling system business and related businesses.

3.1.8 To accumulate and disseminate information relating to the air heating and/or cooling system business.

3.1.9 To sponsor, initiate, and/or cause to be conducted scientific studies pertaining to air heating and/or cooling systems in any manner.

3.1.10 To cooperate with other trade associations and groups.

3.1.11 To provide fellowship and interchange of information among its membership.

3.1.12 To engage in any lawful activity in furtherance of these purposes.

3.1.13 To do all of these things and acts which may be of benefit or advantage to the Association or its members.

3.1.14 To maintain liaisons with building officials and building code enforcement authorities; to inform members of building code changes, interpretations, and enforcement policies; to consult with licensing and inspection authorities, making them aware of the industry’s needs; and to encourage members to comply with building codes, but avoid agreeing to unsupported interpretation made by building inspectors.

**ARTICLE IV – MEMBERSHIP**

4.1 Active (Contractor) membership in this Association is open to any company engaged principally in the heating, ventilation and/or air conditioning business as a contractor.

4.2 Associate membership in this Association is open to companies engaged in manufacturing, wholesaling, jobbing, or selling allied products or equipment, fuels, energies, or other services beneficial to the industry. Associate members have voting rights and can hold an office, but are limited to the position of Secretary/Treasurer.

4.3 Qualifications for membership shall be subject to the by-laws of this Association. To this end, it is declared that membership in this Association is a privilege.

4.4 Application for membership in the Association must be made in writing on an Association Membership Application form. When applying for Association membership, his/her application shall be accompanied by payment of his /her first years Cleveland contractor membership dues.

4.5 All applicants for Active membership must:

- a. meet and certify that they will comply with the Association’s ethical standards established by the Board of Directors, a copy of which shall be supplied with the application,
- b. have personnel with the required licenses to perform work in all jurisdictions in which they do business.
- c. have a license to conduct applicable business in the jurisdiction in which its principal office is located.
- d. furnish proof of the license required.
- e. certify that the information contained in the application is true and correct.

4.6 The associate member’s application shall be accompanied by the annual Association dues. The associate shall become a member when his application is announced at a meeting of the Board of Directors, unless one Board member requests an investigation. If an

investigation is requested, the producers set forth in Articles 4.6.1 and 5.6.2 apply.

4.8 All contractor members shall be entitled to one vote per member company at the General Membership Meeting.

**ARTICLE V – FINANCES**

5.1 Contractor membership dues shall consist of 1 part; the contractor members’ Cleveland dues.

5.2 The contractor members’ National annual dues and Ohio annual dues must both be paid separately.

5.3 The Cleveland Association dues rate for Active (contractor) members shall be established by the Board of Directors.

5.4 Associate member dues shall consist of Association dues only.

5.5 Associate members’ Association dues shall be set in the same manner as those of contractor members on an annual basis.

5.6 Special assessments, which may be necessary from time to time, shall be assessed by majority vote of the membership at a general meeting or a special meeting called for that purpose, at which time a quorum is present, acting upon the recommendations of the Board of Directors.

**ARTICLE VI—TERMINATION OF MEMBERSHIP**

6.1 Membership may be terminated by resignation, by failure to pay Annual Dues as required by the Bylaws, or by failure to meet the requirements for membership set forth in Article 4.5.

6.2 Voluntary resignation shall be made in writing to the Recording Secretary and shall be effective when accepted by majority vote of the Board of Directors. A resigning member to the organization shall have all indebtedness paid in full.

6.3 Involuntary loss of membership may result in the following and in the manner provided:

6.3.1 Failure to pay yearly dues.

6.3.2 Failure to meet requirements for membership. If a member of the Board of Directors so requests, a special committee shall be appointed to investigate whether a member meets the requirements for membership set forth in Article 4.5. The special committee shall be designated by the President and shall include the membership committee chairman and three (3) members. If the special committee concludes that the member meets the standards, that shall be reported to the Board of Directors and no vote shall be taken. If three-fourths (3/4) of the special committee conclude that the membership standards have not been met, the Board of Directors will convene a meeting to discuss the report. The member in question shall have the right to be present and present evidence. If a majority of the members of the Board of Directors adopts the report, the member shall be terminated.

**ARTICLE VII – MEETINGS**

7.1 The annual membership meeting shall be held at the regular December meeting of each and every year, or some other meeting as designated by majority vote of the Board of Directors. The entire membership shall be notified by mail, fax or email a notice of the time and place of such annual meeting, to

his contact information as it appears on the membership roll book.

7.2 The Association’s Board of Directors and Officers for the ensuing year shall be elected at the annual meeting.

7.3 At least eight regular meetings of the Association shall be held on a monthly basis during a fiscal year, at such times and places as determined by the Program Committee and approved by the Board of Directors.

7.4 The presence of not less than ten members or 10%, whichever is less, of the voting membership shall constitute a quorum and shall be necessary to conduct the business of the organization, a lesser number may adjourn the meeting for a period not to exceed two (2) weeks from the scheduled date, the Association Manager giving suitable notice to members not present.

7.4.1 The President shall call a special meeting upon written request of any three (3) members of the Board of Directors or upon written request of 10% of the general membership entitled to vote.

7.5 The presence of half (1/2) or greater of the Board members shall constitute a quorum and shall be necessary to conduct the business of the Board of Directors.

**ARTICLE VIII – OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS**

8.1 The elected officers of the Association shall be a President, Vice President, Treasurer / Secretary. The terms of office of all officers shall commence upon the adjournment of the Annual Meeting of the membership and shall continue until the adjournment of the next Annual Meeting of the membership. Officers shall be eligible for re-election, in accordance with these bylaws.

All Officers must be current Members in Good Standing with the Cleveland Association Office. In addition, an Association Manager may be employed by the Board of Directors at its discretion.

8.2 The Retiring President and Past Presidents who are current members shall be ex officio members of the Board of Directors and have voting privileges.

8.3 The Board of Directors shall also consist of associate and/or contractor committee chairpersons and any appointed members, not to exceed more than eight (8) people, in addition to the officers named in Article 8.2 above. The current president shall be Chairman of the Board.

8.4 No person except an authorized member shall be eligible for election as an officer or member of the Board.

8.5 The Association Manager of the Association shall be selected by the Board of Directors. The Association Manager shall be the chief organizational officer of the Association and, under authority and direction of the Board of Directors, shall supervise, coordinate and direct the activities, programs and staff of the Association.

8.6 With the exception of the Association Manager, no officer of the Board of Directors, shall, by reason of his office, receive any salary or compensation, but nothing herein shall be construed to prevent any officer or member to receive expense reimbursement for authorized expenses made on behalf of the Association.

8.7 The President and/or delegate that are required to attend will be compensated for travel and room expenses.

8.8 The Association Manager, if such is appointed by the Board of Directors, and if such is not directly associated with an active or associate member of the Association, shall be a paid employee of the Association, whose compensation will be fixed by the Board of Directors. His/her tenure of office shall also be determined by the Board of Directors.

8.9 The President, Vice President, Treasurer/Secretary shall be elected annually by the voting membership at the Annual Meeting of the Association (see 7.1) and shall hold office for one year or until their successors have been elected or qualified. In the event of death, resignation, or incapacity of an officer, or member of the Board of Directors, his successor shall be

appointed by the President subject to the approval of the Board of Directors. If a vacancy in the Presidency occurs, the Vice President shall become President.

8.10 The duties of the officers shall be as follows:

8.10.1 The President shall preside at all meetings of the Board of Directors and membership meetings, promote and foster the interests of the Association and the HVACR industry, and perform the duties customarily required of such an officer as assigned by the membership and Board of Directors. The President shall be an ex officio member of all standing and special committees and shall be the chief spokesman of the organization in all dealings with other groups or individuals.

8.10.2 The Vice President shall, in the absence or inability of the President to exercise his office, become acting President of the organization, with all rights, privileges and powers of the office of President. He shall assist the President in any manner desired. The Vice President shall be considered as being entitled to first consideration for election as President of the Association and shall be elevated to that office unless there are unusual or special reasons of compelling importance to the industry to warrant departure from this practice.

8.10.3 The Treasurer shall be responsible for the funds of the Association, and shall ensure that at least once annually full financial disclosure of Association operations, including that of any subsidiary or affiliated organizations related thereto is provided to the Board of Directors.

8.10.4 The Secretary shall act as secretary of the Association and shall perform such other duties as are assigned by the Board of Directors. Assistant Secretaries from the existing Directors on the Board may be designated by the Board of Directors or the Executive Committee as circumstances may require.

8.11 The duties of the Board of Directors shall be as follows:

8.11.1 The Board of Directors shall meet at the call of the President. Meetings of the Board of Directors shall also be called by the

President upon written request by a majority of the Board. Upon failure or refusal of the President to call such a meeting, the Board of Directors shall be empowered to meet on its own initiative and to set the date, place and time for such meeting to be called.

8.11.2 The Board of Directors shall set the Association's membership dues.

8.12 An officer or member of the Board of Directors may be removed for sufficient cause by two-thirds (2/3) vote of the voting members of the Association. Prior to such vote, the Association shall provide a hearing and proper notice so that the officer or Board member in question may have an opportunity to defend himself/herself.

### **ARTICLE IX – COMMITTEES**

9.1 It shall be within the power and shall be the duty of the President of the organization to create both standing and special committees, for such uses and purposes as the Board of Directors may deem advisable.

9.2 Among the standing committees shall be the following: Membership, Program, Education, Special Events, Nominating, and Associate Member.

9.2.1 **Membership Committee:** Shall actively urge qualified prospective members to submit their applications for membership in the organization. To that end, they may request that the Association Manager prepare the application for membership and such other literature as will be beneficial to carrying out this purpose. It shall investigate and shall pass on the qualifications for membership of any applicant; therefore, in so doing it shall be bound by and shall keep in mind the purposes of the forming of this organization and the qualifications for membership, as prescribed in these bylaws. The Membership Committee is further empowered to make recommendations for termination of membership of any member to the members of this organization. It will investigate and report causes of any member's voluntary resignation. It will organize and conduct a membership drive at least once a year.

9.2.2 **Program Committee:** Shall select and prepare suitable programs for regular

meetings of the Association, including the assignment of program leaders.

9.2.3 **Education Committee:** Shall review and recommend new video/audio tapes or any educational material to the board or the membership. Shall organize training seminars and work with program committee for speakers at general meetings.

9.2.4 **Special Events Committee:** Shall assist the President in the planning and coordinating of the Association's special events, including social affairs as well as Ohio Association sponsored industry campaign and drives.

9.2.5 **Nominating Committee:** Shall upon the direction of the President, or upon notice being given of a forthcoming election, prepare and submit to the membership, names of persons who they feel are specially qualified to hold various offices. It is understood that the function of the Nominating Committee is advisory, merely, and does not preclude any active members of this organization from making nominations for any office in addition to the names furnished by the Nominating Committee.

9.2.6 **Associate Members Committee:** Shall consist of all Associate Members. The Chairman will be elected each year by the members of the committee and will serve on the Board of Directors.

### **ARTICLE X – NOMINATIONS AND ELECTIONS**

10.1 The Nominating Committee consisting of at least three (3) members shall be appointed by the President at least 60 days prior to the Annual meeting in December (7.1).

10.2 The Nominating Committee shall select candidates for officers and Board of Directors from the eligible voting members and shall obtain a statement that he/she will stand for election.

10.3 Thirty days prior to the Annual Meeting in December, the Nominating Committee shall present to the Secretary, at the Association Meeting, the names of candidates selected.

10.4 At this same meeting, prior to closing of nominations, additional nominations of members in good standing may be made from the floor. Candidates nominated from the floor will have ten (10) days to consent that they will stand for election.

10.5 At the Annual Meeting in December, a ballot will be distributed to all members qualified to vote by three (3) tellers, appointed by the President to conduct the election. If the slate of candidates is unopposed, the written vote may be waived by majority vote and the elections conducted by voice vote.

10.6 The candidate receiving a majority of the votes cast for each office shall be declared elected. If there is a tie vote there shall be a run-off election at this same meeting.

#### **ARTICLE XI – DISSOLUTION OF ASSOCIATION**

11.1 In the event it becomes necessary to cause dissolution of the Association due to inactivity or for any reason, the President at said time shall appoint a Dissolution Committee of three (3) members to propose to the Association membership a plan for orderly dissolution of the Association. Said Dissolution Committee shall make its report and recommendations to the President within thirty (30) days from its appointment at which time the President shall cause a meeting to be held in accordance with Article VII of these Bylaws, for the necessary action on the Dissolution Committee's proposal. The balance of any money still in the Treasury shall be distributed to not-for-profit (501-c-6 or C-3) organizations in accordance with the articles of incorporation.

#### **ARTICLE XII - INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS**

12.1 This Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including other than any action or suit by or in the right of this Association) by reason of the fact that he the person is or was a director,

officer, employee or agent of this Association or its subsidiaries, or is or was serving at the request of this Association as a director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him the person in connection with such suit, action or proceeding (including expenses incurred in connection with the defense of such suit or action) if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of this Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence, knowing and intentional misconduct or lack of good faith in the performance of his the person's duty to this Association unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper. The termination of any suit, action or proceeding, whether civil or criminal, by judgment, order, settlement, conviction, or upon a pleas 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 the person reasonably believed to be in or not opposed to the best interests of this Association or had reasonable cause to believe was unlawful conduct.

12.2 Nothing contained in the Article, or elsewhere in these bylaws, shall operate to indemnify any director, officer, employee or agent if such indemnification is for any reason contrary to law, either as a matter of public policy, or under the provisions of any applicable state or federal law.

12.3 Any person seeking indemnification hereunder shall give this Association

immediate notice confirmed in writing of any action, suit or proceeding in which such person may be indemnified under the terms of this Article. Failure to give such notice shall void the indemnity obligations of this Association hereunder unless such failure resulted in no detriment to this Association with respect to its obligations hereunder.

12.4 This Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or was serving at the request of this Association as a director, officer, employee or agent or another Association, partnership, joint venture, trust or other enterprise against any liability asserted against him such person and incurred by him such person in any such capacity, or arising out of the person's status as such, whether or not this Association would have the power to indemnify such person against such liability under the provisions of the applicable state or federal laws wherein the Association resides or of these bylaws. This Association's indemnity of any person who is or was a director, officer, employee or agent of this Association or its subsidiaries, or is or was serving at the request of this Association as a director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, shall be reduced by any amounts such person may collect as indemnification (i) under any policy of insurance purchased and maintained on such person's behalf by this Association or (ii) from such other Association, partnership, joint venture, trust or other enterprise.

### **ARTICLE XIII – AMENDMENTS**

13.1 Amendments to these bylaws may be initiated by a proposal in writing at any meeting by no less than five (5) members entitled to vote. If approved by a majority of the members present, the Secretary shall prepare copies of the proposed amendments for all members, together with the reasons for the proposed amendments. Such proposals shall be transmitted by the members of the Association not less than fifteen (15) days before the next meeting.

13.2 The proposed amendments shall be voted upon at the regular meeting of the Association next following meeting at which it has been proposed, and shall be approved by two-thirds (2/3) of the voting members present vote favorably.

### **ARTICLE XV APPROVAL OF BYLAWS**

14.1 These Bylaws will be official Bylaws of the Association only after the following steps have been taken.

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