

# Mid-Atlantic MCA



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## CONSTITUTION

AND

## BYLAWS

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*AN AFFILIATE OF THE  
MECHANICAL CONTRACTORS ASSOCIATION OF AMERICA*

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## ARTICLE I

### NAME

This organization shall be known as:

**Mid-Atlantic MCA**



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## ARTICLE II

### OBJECTIVES

The objectives of this Association are:

To provide for affiliation with the Mechanical Contractors Association of America, Inc. (MCAA), and to further the objectives of said National Association as set forth in its Constitution and Bylaws.

To promote the mechanical contracting industry and to foster the meeting and exchange of ideas, technical data, and business information between members of this Association, the National Association, and other Affiliated Associations.

To represent the membership in its relations with its employees and any group or groups which may represent its employees.

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 in all its branches.

### **ARTICLE III**

#### **SCOPE**

The mechanical contracting industry is understood to mean individuals, firms, and corporations who contract to furnish erect, maintain, service and install 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.

### **ARTICLE IV**

#### **TERRITORY**

The territory in which this Association may conduct its operations is all counties of the States of North Carolina, South Carolina and Virginia, with the exception of Aiken and Barnwell in South Carolina and Arlington, Clark, Fairfax, Fauquier, Fredrick, King George, Loudon, Prince William, Stafford and Warren in Virginia.

### **ARTICLE V**

#### **MEMBERSHIP**

This Association shall be composed of corporations, firms and individuals who are regularly engaged in the mechanical contracting industry as defined in Article III, who have established places of business within the territory specified in Article IV, who employ labor for the prosecution of their business, and who shall comply with all the conditions and requirements

of membership. Membership shall be vested in the firm or corporation as such or in the individual doing business in his individual capacity. If the member is a firm or corporation, any member of the firm or any officer or designated representative of the corporation shall be entitled to hold office in this Association, to vote and to exercise all the duties of membership; provided that not more than one (1) officer or designated representative of any corporation shall vote on any motion, at any election, or hold office. Each member shall be entitled to one (1) seat in all meetings and to one (1) vote on any question.

The rights and privileges of membership in this Association are not assignable or transferable and may not be subject to levy, lien or attachment. Any member, to enjoy the rights and privileges of this Association, must be in good standing. All members of this Association shall be members of the Mechanical Contractors Association of America, Inc.

## **ARTICLE VI**

### **ELECTION TO MEMBERSHIP**

Application for membership in this Association shall be made on a form provided by the Association, properly filled out and signed by the applicant. Such application shall be made to the Board of Directors in writing and shall contain an agreement to abide by this Constitution and Bylaws and an agreement to pay such dues and assessments as are prescribed by this Association. Each application shall be accompanied by a check in the amount of the (non-refundable) initiation fee as determined by the Mechanical Contractors Association of America (MCAA).

The Board of Directors shall satisfy itself as to the eligibility of the applicant and, if unanimously approved by it, declare him elected to membership. If not so approved, the applicant shall be so notified within thirty (30) days of the Board's decision and afforded the

opportunity to present proof to the Board of Directors of his eligibility. Thereafter the application shall again be submitted to the Board for final vote as to admission, and if not more than one (1) negative vote is cast against the applicant, he shall be declared elected to membership; provided, however, that any applicant presenting proof that he is a member in good standing of the Mechanical Contractors Association of America, Inc., shall not be denied membership in this Association if his business is located within the territory of this Association.

No duly qualified applicant for membership in this Association shall be denied membership because of race, color, religion, national origin, sex or ethnic background.

## **ARTICLE VII**

### **DUES**

The dues of this association shall be based upon the schedule of dues set by the Board of Directors. All dues shall be calculated at a rate of ten (10) cents for each man hour of productive labor of plumbers and pipefitters including general foreman, foreman, journeyman, apprentice and helper, to be paid monthly before the twentieth (20) day of each month for the preceding month, accompanied by appropriate documentation indicating the number of hours worked.

The Board of Directors shall have the power to suspend or expel any member who is in arrears for dues. The Board of Directors shall 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 such reinstatement, said member must first pay all dues owed to the Association by him at the time of his suspension or expulsion.

## **ARTICLE VIII**

## **TERMINATION OF MEMBERSHIP**

Any member whose dues are paid may resign at any time. Resignations must be presented in writing to the Board of Directors, who shall act upon them at their first meeting following their receipt. No resignation shall be accepted if the member resigning is indebted to the Association.

Should any member cease to be regularly engaged in the industry as defined in Article III, remove his place of business from the territory of this Association, go into the hands of a receiver, be the subject of a voluntary or involuntary petition in bankruptcy, fail, or become insolvent, then and in any such event, the Directors may, at any regular or special meeting of the Board, terminate the membership of such member by the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the members of the Board of Directors present at such meeting; provided, however, that at least thirty (30) days prior to such action, postpaid notice shall be mailed, certified mail, to each of the Directors and to such member at his address last given to the Association, setting forth the time and place of the Directors' meeting, and stating that the question of the termination of his membership will then and there be considered and acted upon. Said member shall be given the opportunity to be heard, orally or in writing, at such meeting and to appear in person or by counsel.

The Board of Directors may, by an affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the members present at any regular meeting, censure, suspend or expel any member found guilty of acts inimical to the best interests of the Association or at variance with its declared objectives; provided, however, that written charges shall have first been made against him by two (2) members in good standing of the Association, and that a copy of such charges together with a written notice of the time and place of the meeting of the Board of Directors to pass on such charges, shall have been sent to each of the Directors and to the charged member by certified

mail, postage prepaid, addressed to such member at his address last given to the Association, at least thirty (30) days before such hearing; provided, also, that said member be given an opportunity to appear before the Board of Directors at said hearing in person or by counsel and present such evidence, orally or in writing, as he desires to submit; and, provided further, that after the hearing the Board shall, within fifteen (15) days, notify said member in writing as to its findings on the charges against him.

The suspension of a member shall have the same effect as termination of membership for the period of each suspension. All right, title and interest in and to the property and privileges of this Association shall cease upon termination of membership. Termination of membership, either by resignation or by suspension or by expulsion, shall also terminate in the Mechanical Contractors Association of America, Inc., in accordance with its Constitution and Bylaws.

## **ARTICLE IX**

### **MEETINGS**

This Association shall hold regular quarterly meetings at such time and place as shall be annually established by the Board of Directors. It shall be the obligation of every member of the Association to be present at such regular meetings. It shall be the responsibility of the Executive Director to send out meeting reminders to each member in good standing.

Special meetings shall be promptly called by the President of the Association whenever requested in writing by ten (10) percent of the members in good standing or by a majority of the Board of Directors. The President, or his designee, shall give notice of such special meeting to all members by email, mail, or telegram sent not less than fifteen (15) calendar days prior to the time of the meeting. Only such matters as are specified in the written request for a special

meeting shall be listed in the notice thereof and no other matters shall be considered at such special meeting.

At any regular or special meeting, a majority of the membership shall constitute a quorum for the conduct of the business of the Association. The meetings of this Association shall be presided over by the President and, where not otherwise provided for, be governed by the Rules and Regulations of Parliamentary Law as laid down in Roberts' Rules. In the absence of the President, the Vice President shall preside, and the Secretary in the absence of both the President and Vice President.

The order of business shall be as follows:

- |   |                |
|---|----------------|
| 1. ROLL CALL  | President      |
| 2. INTRODUCTION OF NEW MEMBERS/GUESTS                           | President      |
| 3. READING & APPROVAL OF MINUTES OF LAST MEETING                | Secretary      |
| 4. REPORT OF BOARD OF DIRECTORS                                 | Board          |
| 5. REPORT OF COMMITTEES   | Members        |
| 6. READING OF COMMUNICATIONS                                    | Exec. Director |
| 7. REPORT OF EXECUTIVE VICE PRESIDENT<br>(Including Financials) | Exec. Director |
| 8. UNFINISHED/OLD BUSINESS                                      | Members        |
| 9. NEW BUSINESS   | Members        |
| 10. GOOD OF THE ASSOCIATION                                     | Members        |

## 11. ADJOURNMENT

President

(Including establishing date for next meeting)

## ARTICLE X

### OFFICERS

The officers of the Association shall be:

- President
- Vice President
- Secretary
- Treasurer

The persons holding the offices of President and Secretary shall hold no other office in this Association unless otherwise provided by these Bylaws. Any vacancy occurring in any office shall be filled by the affirmative vote of a majority of the Board of Directors. An officer chosen to fill a vacancy shall serve for the unexpired term of his predecessor in office.

**President:** The President shall have general supervision over all the affairs of the Association, shall be the presiding and executive officer of all meetings, and shall be Chairman of the Board of Directors. He shall appoint all committees and be ex-officio a member thereof.

**Vice President:** The Vice President shall temporarily fill the office of President, with all his powers, during the absence or incapacity of the President. He shall also perform such other duties and functions as may, from time to time, be assigned to him by the President or Board of Directors.

**Secretary:** The Secretary shall keep the minutes of the proceedings of the Association and of the Board of Directors and shall email or mail a copy to each appropriate Association

member. He shall also perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him by the President or by the Board of Directors.

**Treasurer:** The Treasurer shall have charge and custody of and be responsible for all funds and assets of the Association and shall see that payments of funds of the Association for authorized expenditures shall be made in accordance with resolutions of the Board of Directors. He shall, in general, perform all of the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him by the President or by the Board of Directors. The Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine, premium to be paid by the Association.

## **ARTICLE XI**

### **EXECUTIVE DIRECTOR**

An Executive Director shall be selected each year by the Board of Directors. He shall be the business representative of the Association subject to and under the complete direction of the Board of Directors, and shall report on the activities of his office at each regular meeting of the Association. He shall be required to give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall require, premium to be paid by the Association.

The Executive Director shall select and supervise the work of any assistants that may be required to properly conduct the business of his office, subject to the direction of the Directors. He shall have charge of the books, papers and correspondence of the Association, and shall keep a register of the post office address of each member as furnished to the Association by such

member and shall see that all notices are duly given in accordance with the provisions of these Bylaws.

The Executive Director shall send out all bills, collect all moneys due the Association and immediately deposit the same. In association with the Treasurer, he shall submit to the Association a complete and detailed annual report of moneys received and distributed during the preceding fiscal year and of the assets and liabilities of the Association at the close of the fiscal year. The Executive Director shall also archive copies of all Association meeting minutes. Until such time that this Association has reached a representative level of membership, and at the direction of the Directors, the Executive Director may also serve in the capacity of Treasurer.

Compensation of the Executive Director shall be reviewed and determined annually by majority vote of the Board of Directors.

## **ARTICLE XII**

### **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors. The Board shall be composed of the President, the Vice President, the Secretary, Treasurer (*unless the Executive Director is also serving in the capacity of Treasurer*), and a minimum of one (1) other member of the Association. Additional members may be added to the Board by a majority vote of the current Board. The President shall serve as the Chairman and preside over all Board meetings.

Regular meetings of the Board of Directors shall be held immediately following each regular meeting of the Association. No notice of regular meetings shall be required.

Special meetings of the Board may be called by the President whenever, in his judgment, such meetings are advisable. He shall promptly call a special meeting whenever two (2) directors so request in writing, specifying the matters to be considered. The President shall send notice of

a special meeting to all Directors by email, mail or telegram not less than seven (7) days prior to the time of the meeting and the secretary shall telephone each Director the day before said meeting to confirm attendance. Only such matters as are specified in the written request for the special meeting shall be considered at such meeting.

A quorum of the Board shall comprise not fewer than three (3) of its members and the vote of the Chairman shall be cast upon all questions unless expressly reserved by him. A voting member may assign a proxy vote to another Association member if said member is unable to attend a specific meeting. The assignment of a proxy vote must be in writing and properly notarized. Unless otherwise required by these Bylaws, any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Directors before such action is taken.

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 constitutes a quorum of the Board of Directors. If no quorum exists, the vacancies shall be filled by the affirmative vote of a majority of the membership present at any regular meeting or special meeting called to fill such vacancies. A Director elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

**MCAA Annual Convention Attendance** – In addition to the Executive Director, only those Board members who served the year prior to each convention for which they desire to attend will be eligible to attend said convention at the expense of the Association. If a Board member is unable to attend a particular convention, he may suggest to the Board an alternate Association member's name for consideration. The approval of the alternate will require

majority vote of the current Board. Any other members wishing to attend may do so, but at their own expense.

## **ARTICLE XIII**

### **ELECTIONS**

During the last regular meeting of any fiscal year, the President shall appoint a nominating committee of three (3) members in good standing and who are not Officers or Directors of the Association, who shall, at the next following regular meeting or at an earlier special meeting called for such purpose, present a list of nominees for the offices of President, Vice President, Secretary, and Treasurer from the names of the members in good standing of the Association. Further nominations for these offices as are contested shall be had by a secret ballot—a majority of members present at the meeting being necessary to elect in each case. Balloting shall proceed immediately after the close of nominations and, in case of a tie vote, balloting shall continue until a decision is reached.

The elective members of the Board of Directors, namely, those Directors who are not Officers of the Association, shall be nominated and elected in the same manner and at the same times as the nomination and election of the Officers, except that the elective members of the Board shall serve three (3) year terms while the Officers serve annually.

Newly elected Officers and Directors shall assume their duties at the close of the meeting at which they are elected.

**EXCEPTION** - Until such time that the Association is deemed to have reached a representative level of membership, and at the direction of the Directors, the President may have the option to open the floor for nominations during the last scheduled meeting of the calendar

year. Upon completion of all nominations, each position must be filled by majority vote of those members present.

#### **ARTICLE XIV**

#### **COMMITTEES**

The President or the Board of Directors shall have the power to name Committees from time to time as the President or Board of Directors shall deem necessary or desirable for the proper conduct of the business of this Association. The Committees shall have the right to call upon the Executive Vice President and all other employees for such assistance as they may require in carrying out their duties, in making their investigations, and in following up their recommendations. All expenses incident to the work of these Committees shall be paid by the Treasurer from appropriations made by the Board of Directors. The reports of all Committees shall be in writing and shall be first presented to the Board of Directors before presentation to the Association. Any negotiations regarding a Collective Bargaining Agreement shall be chaired by an Association member whose employer is signatory to that specific Collective Bargaining Agreement.

#### **ARTICLE XV**

#### **FISCAL YEAR**

The fiscal year of this Association shall begin on the first day of January and end on the last day of December of the same year.

#### **ARTICLE XVI**

#### **AMENDMENTS**

Any amendment to the Constitution and Bylaws must be proposed in writing by members in good standing and must be submitted in writing to the Board of Directors for consideration. The Board shall present the proposed amendment during a regularly scheduled meeting, then mail the proposal to all members of the Association within thirty (30) days before the date of the next regular meeting, together with notice that the adoption of said amendment shall be considered at such meeting. The proposed amendment shall be reported to the meeting by the Board of Directors and shall require a two-third ( $\frac{2}{3}$ ) vote of the members present for its adoption. No proposed amendment shall be considered at any special meeting of the Association.

## **APPROVAL OF BYLAWS**

**BOARD OF DIRECTORS:**

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President/Chairman of the Board

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Date

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Vice President

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Date

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Secretary

Date

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Association Member

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Date

(END)