

**MICHIGAN AIR CONDITIONING CONTRACTORS ASSOCIATION  
BYLAWS  
September 3, 2015**

**ARTICLE I: ORGANIZATION**

1. The name of this organization shall be the Michigan Air Conditioning Contractors Association (“the Association”). The Association is a nonprofit trade association organized under the laws of the State of Michigan, and operates as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

2. The Association office shall be located in the State of Michigan.

3. The Association may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to its purpose and mission, as determined by the Board of Directors, which may lawfully be carried on by an Association formed under the General Laws of Michigan and which are not inconsistent with the Association’s qualification as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax law.

**ARTICLE II: MEMBERSHIP**

4. Contractor membership shall be vested in any individual, firm, or corporation, located within the state of Michigan and so properly licensed by the State of Michigan as a mechanical contractor, which is engaged principally in the design, installation, service, and maintenance of environmental systems or as otherwise defined in Article III of these Bylaws. One member of the firm or corporation shall be designated as its representative and shall be entitled to hold office in this Association.

5. Associate membership may be conferred upon persons or firms determined by the Board of Directors to have an appropriate

relationship to the environmental systems contracting industry, including, but not limited to, manufacturers, distributors, wholesalers, utilities, etc.

6. Associate and Vocational members may be elected to the Board of Directors.

7. Vocational membership shall be available to teachers, professional engineers, architects, heating inspectors, and such other individuals as the Board of Directors shall determine to have an appropriate interest in the HVAC/R systems contracting industry.

8. Student membership shall be available to students currently studying HVAC/R in an approved program.

9. Honorary Life Membership may be conferred upon any individual who has rendered unusual service to this Association and/or to the HVAC/R systems industry. Honorary Life Members shall be elected upon unanimous vote of the Board of Directors present and voting at any regularly constituted meeting. Honorary Life Members shall be entitled to all the privileges of regular members, except the right to vote or hold office, unless this Honorary Life Membership is bestowed upon an active member the association in which case he may vote and be eligible to hold office.

**ARTICLE III: APPLICATION FOR MEMBERSHIP**

11. Applications for membership in the Association shall be made in writing upon the regular Membership Application Form provided for that purpose and shall be accompanied by such fees and dues as are currently required.

**MICHIGAN AIR CONDITIONING CONTRACTORS ASSOCIATION  
BYLAWS  
September 3, 2015**

**ARTICLE IV: TERMINATION OF MEMEBERSHIP**

12. Any member may for cause and at the discretion of the Association be suspended or expelled from membership and shall, for the period of suspension, forfeit all rights, privileges, interests, and benefits of the Association.

13. Suspension or expulsion of a member shall require a two-thirds vote of the Board of Directors present and voting at any regular meeting or special meeting called for that purpose. The member in question shall have had a hearing. The notice and reason of the hearing shall be provided to the member no less than 30 days prior to the meeting date.

14. The Board of Directors shall initiate proceedings leading towards suspension or expulsion of any member who, in the judgment of the Board of Directors, has demonstrated reasonable cause for such proceedings, among which causes are:

- A. Failure to pay dues or keep account in good standing within the time limits set forth in these Bylaws and as determined by the Board of Directors;
- B. Willful violation of any section of these Bylaws;
- C. Actions inconsistent with the nature, objectives, or services of this Association.

15. Voluntary resignation from the Association shall be made in writing to the Chapter Executive and shall become effective when accepted by a majority vote of the Board of Directors.

16. All right, title, and interest in the property and privileges of this Association shall cease with the termination of membership.

**ARTICLE V: DUES AND ASSESSMENTS**

17. All dues will be payable on the member's anniversary date of each year. Dues for all classes of membership in MIACCA shall be established by the Board of Directors.

18. Any member whose dues become more than ninety days in arrears may be suspended at the discretion of the Board of Directors.

19. Assessments and/or initiation fees shall be established by the Board of Directors, subject to the approval of a majority of the general membership present and voting at a regular meeting or a special meeting called for this purpose.

**ARTICLE VI: OFFICERS**

20. The Officers of this Association shall consist of the Immediate Past President, a President, Senior Vice President, and Treasurer who shall be elected at the Annual Meeting of the Association for a term of one year.

21. The President and Senior Vice President must be Contractor Members in good standing.

22. There shall be an Executive Committee of the Board of Directors consisting of the President, Senior Vice President, Treasurer, and the Immediate Past President. The Executive Committee shall have such powers and duties to act for the Board of Directors between meetings.

23. Officers of the Association shall also be members of the Board of Directors during the terms of their respective office.

**MICHIGAN AIR CONDITIONING CONTRACTORS ASSOCIATION  
BYLAWS  
September 3, 2015**

24. The President shall have general supervision over all the affairs of the Association, shall be the presiding and Executive Officer of all annual meetings, Chair the Board of Directors and the Executive Committee, and shall appoint all Committees and their chair subject to the Bylaws of this Association. They shall be an ex-officio member of all committees and have general supervision over the duties of the employees of the Association as prescribed by the Board of Directors.

25. The Senior Vice President shall relieve and assist the President in all matters of Association administration, and shall perform such special assignments as may be requested by the President. In the event of the incapacity of the President, as determined by the Board of Directors, or death, or resignation, the Senior Vice President shall forthwith become President.

26. The Treasurer shall oversee the custodianship of all funds of the Association and be responsible for developing and maintaining the necessary procedures for the financial control of Association business and for the safeguarding of its assets.

27. The Treasurer shall be responsible for the maintenance of all books of accounts and shall submit a general financial statement to the Board of Directors at each meeting.

28. The Treasurer shall monitor the payment of all funds of the Association for authorized expenditures in accordance with resolutions of the Board of Directors.

29. The Treasurer shall at all times have access to the books and files of accounts kept by the person or firm providing accounting services to the association.

30. In the event of a vacancy existing in either the office of Sr. Vice President or Treasurer, the Board of Directors at their next official meeting shall elect from among their number a successor to such office.

31. No Officer shall serve in the same office for more than two consecutive terms unless approved by the Board of Directors.

**ARTICLE VII: BOARD OF DIRECTORS**

32. The Board of Directors shall consist of the following: President, Senior Vice President, Treasurer, Immediate Past President and no more than 11 Directors-at-large from any area in the state.

33. The board shall be comprised of no less than two-thirds of the members representing Contractor Members.

34. One-half of the Directors who are not Officers shall be elected each year to serve individual terms of two years.

36. A majority of elected Directors, at least one of whom must be the President or Vice President, shall constitute a quorum at all meetings for the transaction of business.

37. The Board of Directors shall have the power of filling vacancies that may occur in any of the offices or in the Board. Such appointment of a director by the Board shall be in force until the next Annual Meeting at which time the membership shall elect a successor to fill the remainder of the vacated term.

38. Voting on proposals at a Board of Directors meeting shall be by voice vote or secret ballot. Method of voting shall be determined by a majority vote of the Directors present. A roll call vote shall be

**MICHIGAN AIR CONDITIONING CONTRACTORS ASSOCIATION  
BYLAWS  
September 3, 2015**

called at the request of any director or officer.

39. A simple majority of the Directors and Officers present and voting at a duly constituted meeting of the Board shall be sufficient to approve any issue or proposal brought for consideration to the Board, except on those issues for which a two-thirds majority is required, as stipulated in these Bylaws.

40. The Board of Directors shall meet not less than two times annually.

41. The President may call a meeting of the Board of Directors whenever in his judgment it is advisable to do so.

42. The President shall call a meeting of the Board of Directors whenever so required in writing by a majority of Directors, within thirty days from the receipt of such request.

43. Notices addressed to all Directors at the last address given by them to the Association and sent by first class, postpaid mail at least three days prior to the date for which a meeting is called. Notices may be sent by electronic communication media as long as confirmation of receipt may be determined.

44. Between meetings of the Board of Directors, any question may be submitted in accordance with Robert's Rules of Order to the Board for ballot by mail or electronic communication media as occasion arises. The vote of a majority of the Board of Directors received in like manner shall have the same effect as a vote at a meeting of the Board of Directors. Ballots not returned shall be counted as a "No" vote.

45. No Officer or Director shall, by reason of his office, receive any salary or compensation, but nothing herein shall be

construed to prevent any Officer or Director from receiving compensation from the Association for the performance of duties other than those of an Officer or Director.

46. Should any Director be absent without notification from three consecutive meetings of the Board of Directors his office shall be deemed vacant. Any director who is absent for fifty percent (50%) or more of the scheduled board of director's meetings in any given year will be removed from the board and the position will be filled by appointment of the President until the next scheduled election of directors.

**ARTICLE VIII: ELECTION OF OFFICERS**

47. The election to fill vacancies caused by expiring terms of members of the Board of Directors shall be held by ballot or voice vote at the Annual Meeting of the Association.

48. At least ninety days before the Annual Meeting, the President shall appoint a Nominating Committee to consist of three members of the Board of Directors. The President shall designate the Chairman.

49. The Nominating Committee shall contact all members at least sixty days before the Annual Meeting and request the names of suitable candidates for the Board of Directors.

50. The Nominating Committee shall then nominate a slate of candidates to fill vacancies on the Board of Directors, within the provisions of Article XI of these Bylaws.

51. The report of the Nominating Committee shall be distributed to the membership together with the notice of the Annual Meeting.

**MICHIGAN AIR CONDITIONING CONTRACTORS ASSOCIATION  
BYLAWS  
September 3, 2015**

52. Other nominations will be accepted if seconded by an active member in good standing, and accompanied by a written or verbal statement of acceptance by the nominee.

53. The Board of Directors shall elect from among their number the Senior Vice President and Treasurer to serve until the next Annual Meeting.

54. At the conclusion of the Annual Meeting each year, the President and Senior Vice President who have served during the previous year shall become Immediate Past President and President, respectively, and shall serve until the next Annual Meeting.

**ARTICLE IX: EXECUTIVE DIRECTOR**

55. The Executive Director shall be employed by the Board of Directors and shall have such corporate powers as may from time to time be designated by the Board of Directors. The Executive Director shall be covered by an approved surety company's bond in such sum as the Board of Directors shall require, premium to be paid by the Association.

56. The Executive Director shall have charge of the books and papers and correspondence of the Association. They shall assist in the accounting functions of the association as directed by the Treasurer.

57. The Executive Director shall be the business representative of the Association, subject to and under the immediate control of the President. He shall select and supervise any assistance that may be required to conduct the business of his office properly, subject to the direction of the Board of Directors.

58. At meetings of the Board of Directors, Executive Committee, and general sessions of the membership, the Executive Director shall participate, but not vote, in the development of policy, formulation of plans, and the financial management of the Association.

**ARTICLE X: MEETINGS**

59. An Annual Meeting of the Association shall be held each year at such time and place as fixed by the Board of Directors. Notice of the Annual Meeting shall be mailed to all members at least thirty days prior to the date selected for the Annual Meeting.

60. The President shall call special meetings giving not less than ten days notice, (a) upon the written request of a majority of the Board of Directors, or (b) upon written request of ten percent of all active members of the Association, provided that not more than fifty percent of the necessary signers of such request shall be from the same local Affiliated Association.

61. A quorum at any session of an annual or special meeting shall be majority of the active members present and at least one officer (either the President or Vice President) who have registered at such a meeting.

62. Voting on proposals at an annual or special meeting shall be by voice vote, roll call vote, or secret ballot. Method of voting shall be determined by majority vote of the active members present.

63. Each active member of the Association shall be entitled to one vote on each official ballot.

64. Approval of proposals at an annual or special meeting shall be by the

**MICHIGAN AIR CONDITIONING CONTRACTORS ASSOCIATION  
BYLAWS  
September 3, 2015**

affirmative vote of a majority of the active members present.

65. Robert's Rules of Order shall prevail at all meetings of the members and of the Board of Directors unless otherwise expressly stipulated in these Bylaws.

**ARTICLE XI: ADMINISTRATION OF FUNDS**

66. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of the Association including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Association. The Board of Directors shall determine the date, place and reason for any fund raisers that may be needed to promote the stated purposes of the association.

67. Pursuant to Michigan Public Act 170,1987, cited as M.C.L.A. 45032209(d), the Association agrees to assume all liability to any person other than the corporation, its shareholders, or its members for all acts or omissions of a volunteer Director occurring on or after January 1, 1988; further, pursuant to the Michigan Public Act 170,1987, cited as M.C.L.A. 450.2209(c), the volunteers Director is not personally liable to the corporation or its shareholders or members for monetary damages for a breach of the Director's fiduciary duty. However, such provision shall not eliminate or limit the liability of a Director for any of the following:

- i. A breach of the Director's duty or loyalty to the corporation or its members.
- ii. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
- iii. A violation of Section 551(1)

iv. A transaction from which the Director derived an improper personal benefit.

v. An Act or omission occurring before January 1, 1988.

vi. An act or omission that is grossly negligent.

Further, a director or an officer shall discharge the duties of that position in good faith and with that degree of diligence, care, and skill which an ordinarily prudent person would exercise under similar circumstances in a like position. In discharging the duties, a Director or an Officer, when acting in good faith, may rely upon the opinion of counsel for the corporation, upon the report of an independent appraiser selected with reasonable care by the Bard, or upon financial statements of the corporation represented to the Director or Officer as correct by the President or the Officer of the corporation having charge of its books of account, or as stated in a written report by an independent public or certified public accountant or firm of accountants fairly to reflect the financial condition of the corporation.

**ARTICLE XII: FISCAL YEAR**

68. The Association's fiscal year will be based on a regular calendar year (January 1 to December 31).

**ARTICLE XIII: AUDIT**

69. There shall be an annual audit of the Association assets and liabilities by a properly accredited Certified Public Accountant. The Board of Directors shall designate from time to time the independent auditors with respect to the annual audit of the Association's books and records.

**MICHIGAN AIR CONDITIONING CONTRACTORS ASSOCIATION  
BYLAWS  
September 3, 2015**

ARTICLE XIV: DISSOLUTION

70. The association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the association. On dissolution of the association any funds remaining shall be distributed to a State of Michigan non-profit organization of the Board of Directors choice.

ARTICLE XV: AMENDMENTS

71. These Bylaws may be altered, amended, or replaced and one or more new Bylaws may be adopted by the affirmative vote of two-thirds of the Board of Directors or by the affirmative vote of two-thirds of the votes represented at a duly constituted meeting of the Association at which a quorum is present and voting. Notification of such Bylaws alteration, amendment or repeal shall be given in writing at least thirty (30) days prior to such proposed action.

ARTICLE XVI: ADVISORY COUNCIL

72. There shall be an Advisory Council to the Board of Directors, which shall consist of all Past Presidents. Members of the Council shall make available to the Board of Directors the knowledge and experience acquired during their service as Directors and Officers of this Association. With the exception of the Chairman (Immediate Past President), who shall serve as a member of the Board of Directors and the Executive Committee, members of the Advisory council shall have no vote at Board of Director meetings. The Council shall meet at least annually at the convention and at such other times as the parties' desire.