

# **BYLAWS**

of the

## **Mechanical Contractors Association of America, Inc.**

**Organized in 1889**

**Incorporated under the Laws  
of the State of New York, 1900**

**Adopted May 26, 1942**

**With Amendments to March 2018**

**With Amendments to March 2023**

The logo for the Mechanical Contractors Association of America (MCAA) consists of the letters "MCAA" in a bold, white, sans-serif font, centered within a dark blue rectangular background.

**MCAA**



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## Article I—Name

This organization shall be known as the MECHANICAL CONTRACTORS ASSOCIATION OF AMERICA, INC. (MCAA).

## Article II—Objectives

The objectives of MCAA are:

- To develop the mechanical contracting industry and to promote the interests and welfare of its Members.
- To standardize the materials and methods used in the industry.
- To improve the character of work done and labor employed, and by better public service to contribute to the advancement of the industry in all its branches.
- To unify and to make effective the work of Local, State, and Regional Associations within the declared objectives of MCAA.

## Article III—Policy

No duly qualified application for Membership in MCAA or in any Affiliated Association shall be denied because of race, color, religion, national origin, sex or ethnic background.

## Article IV—Scope

The mechanical contracting industry is understood to mean the individuals, firms and corporations who contract to furnish, fabricate and install piping and piping systems of all kinds and appurtenances thereto, and includes all systems of heating, cooling, ventilating, refrigeration, air conditioning, plumbing, power piping, industrial and process piping, sprinkling piping, temperature control piping, high and low pressure boilers, stokers, oil burning equipment, gas burning equipment, pneumatic piping, hydraulic piping, insulation, sheet metal work, testing and balancing, service, maintenance and energy management as required by such installations.

## Article V—Membership

**Section 1.** There shall be six classes of Membership: Active Members, At Large Members, Honorary Members, Manufacturer/Supplier Members, International Active Members and Associate Members.

**Section 2.** Active members shall be corporations, firms and individuals who are regularly engaged in the mechanical contracting industry as defined in Article IV of the Bylaws,

who have established offices within the United States of America, its territories and possessions, who employ plumber and/or pipefitter labor for the pursuit of such business, and who shall comply with the conditions and requirements of Membership. If a Branch Office is a Member of MCAA, it shall be considered an Active Member, with all the rights and obligations of an Active Member unless otherwise provided herein.

**Section 3.** At Large Members shall be any Active Member whose Principal Office and all Branch Offices are located outside the jurisdiction of any Affiliated Association, except as provided in Article XVII.

**Section 4.** Honorary Membership may be conferred upon former Active Members, or others, who have rendered exceptional service to MCAA. Honorary Members shall be elected only at an annual convention, upon unanimous recommendation of the Board of Directors, and upon affirmative vote of ninety percent (90%) of the Members present at the Business Session of the Convention.

**Section 5.** International Active Members shall be corporations, firms and individuals who are regularly engaged in the mechanical contracting industry as defined in Article IV of the Bylaws, who have established offices in the Dominion of Canada or any other country, or territory, or possession of a country outside of The United States of America, its territories and possessions, who employ labor for the pursuit of such business, and who shall comply with the conditions and requirements of Membership.

**Section 6.** Manufacturer/Supplier Members shall be: corporations, firms and individuals who provide products and/or services to the mechanical contracting industry; who meet such other terms and conditions as shall from time to time be determined by the Board of Directors; and who are not eligible for Active or Associate Membership. The Board of Directors shall also determine the rights and responsibilities of Manufacturer/Supplier Members.

**Section 7.** Associate Members shall be corporations, firms and individuals who are not eligible for Active Membership and not eligible for Manufacturer/Supplier Membership, but who have an appropriate relationship to the Mechanical Contracting Industry and meet such other terms and conditions as shall from time to time be determined by the Board of Directors. The Board of Directors shall also determine the rights and responsibilities of Associate Members. The Principal or Branch Office of an Associate Member in the

territorial jurisdiction of an Affiliated Association must also be an associate member of the Affiliated Association in whose territory it is located, providing said Affiliated Association has such a membership category and does not wish to waive this requirement.

**Section 8.** Active, At Large and International Active 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 MCAA, vote and exercise all the rights and duties of active Membership, provided that not more than one member of any firm, or one officer or Designated Representative of any corporation shall vote on any motion or any election, or hold any office.

**Section 9.** Each Active, At Large, and International Active Member shall be entitled to a seat at all conventions, and, on any question before said convention, shall be entitled to cast one vote for its Principal Office and an additional vote for each Branch Office for which it is paying dues pursuant to Article VI and which Branch Office is individually represented at the convention. Associate Members shall not have the right to vote at the Annual Business Meeting of the Association nor shall they be permitted to hold office.

**Section 10.** To enjoy the rights and privileges of MCAA, a Member must be in good standing.

## Article VI—Dues

**Section 1.** All Active Members, except those within Section 7 of this Article, shall pay dues on the basis of total man hours of productive labor of all pipefitters and plumbers on the payroll of the Member including general foremen, foremen, journeymen, apprentices, trainees and helpers in accordance with the following rates; except that each Principal Office shall also be responsible for paying dues for any and all Joint Ventures:

Dues shall be paid on the basis of cents per hour of labor of both plumbers and pipefitters, including general foremen, foremen, journeymen, apprentices, trainees and helpers on the payroll of the Member and as established by the Board of Directors. Contributors to the Mechanical Service Contractors of America (a Bureau of the Mechanical Contractors Association of America, Inc. known as “MSCA”) shall also pay dues to MCAA on the hours of

labor performed by employees of such MSCA contributors in operation, inspection, adjusting, testing, balancing, evacuation, charging, start-up, servicing, maintenance, renovation, or repair of any mechanical equipment including, but not limited to, heating, ventilating and air conditioning systems, refrigeration systems, compressors, boilers, pumps, mechanical equipment and all piping systems, controls, and components of same, such activities being commonly termed refrigeration, air conditioning, service and maintenance work.

The Board of Directors, from time to time, shall establish dues periods, which, in no event, shall have a duration exceeding three months; payment of dues is to be made within fifteen days after the conclusion of each such dues period. Dues shall be paid for each office on the basis of the man-hours of productive labor over which the particular office has supervision. A Principal Office shall be considered as having supervision over all hours of productive labor except those under Branch Offices that are not Members of MCAA and except those under the supervision of any Branch Office on which dues are paid. In addition to the check for the dues, each Member, except those included in Section 7, shall also submit appropriate documentation showing the number of pipefitter and plumber hours for each office separately to substantiate the amount of dues payable for said period.

**Section 2.** Effective January 1, 2017, and on January 1 of every three years thereafter, MCAA and MSCA dues shall be increased by one cent-per-hour unless the MCAA Board of Directors determines, at its meeting held the preceding summer, that the scheduled one-cent increase is not needed and will, therefore, be deferred for one year until the following January 1. If the Board so determines, future dues increases will be rescheduled accordingly.

**Section 3.** Effective January 1, 2017, the maximum number of hours on which dues are payable by an Active Member for its Principal Office and for each Member Branch Office for any one year shall be 300,000 hours and the minimum number of hours on which dues are payable for the same member type for any one year shall be 12,000 hours.

**Section 4.** For purposes of this Article, the term “Branch Office” shall be defined as follows:

A. If an Active Member’s Principal Office is located in the territorial jurisdiction of an Affiliated Association, a “Branch Office” shall be any established place of busi-

ness, not separately incorporated, and maintained by such Member that is engaged in the mechanical contracting business, which place of business is located outside said territorial jurisdiction.

- B. If an Active Member's Principal Office is located outside the territory of an Affiliated Association, a "Branch Office" shall be any established place of business maintained by such Member that is engaged in the mechanical contracting business, which place of business is located outside the appropriate governmental subdivision (i.e., city, county, or parish) in which the Member has its Principal Office.
- C. In no event shall a Job Office for a single project be deemed to be a Branch Office for purposes of this section.

**Section 5.** For purposes of this Article the term "Joint Venture" shall mean any form of business enterprise created by two or more business entities (whether natural persons, sole proprietorships, corporations, partnerships or any other form or combination of forms of business enterprises) at least one of which is an Active Member or At Large Member in good standing of MCAA for the conduct of a specific contract or contracts in a particular location.

**Section 6.** If the Board of Directors considers that any Member has not paid the proper amount of dues, the Board may direct the use of any appropriate independent source to verify the accuracy of the dues payment in question. If it is found that the Member's payment of dues is understated, the Member shall pay the increased dues and any expense incurred in connection with such verification.

**Section 7.** The dues of International Active Members shall be set annually by the Board of Directors, with the right to make different dues classifications for Members by area or country. Dues of International Active Members shall be payable annually in advance by April first, but in no event shall be less than minimum dues paid by Active Members.

**Section 8.** The dues of Manufacturer/Supplier Members shall be set annually by the Board of Directors with the right to make different dues classifications for different classifications of Manufacturer/Supplier Members. Dues of Manufacturer/Supplier Members shall be payable annually in advance by April first, but in no event shall be less than minimum dues paid by Active Members.

**Section 9.** The dues of Associate Members shall be set annually by the Board of Directors, with the right to make



different dues classifications for different classifications of Associate Members. Dues of Associate Members shall be payable annually in advance by April first, but in no event shall be less than minimum dues paid by Active Members.

## **Article VII—Termination of Membership**

**Section 1.** Any Member may resign its membership at any time upon submitting a resignation in writing to the Board of Directors, who shall act upon the resignation at the Board's first meeting following its receipt. Resignation shall not relieve the resigning Member from the payment of dues, assessments, or other charges accrued and unpaid as of the effective date of resignation. A resigning member shall not be entitled to any rebate or refund of any dues, assessments or other charges paid to MCAA prior to resignation.

**Section 2.** The Board of Directors shall have the power to suspend or expel any Member who is six (6) months in arrears for dues. Any Member so suspended or expelled may request a hearing, written or oral, by the Board and for good cause shown the Board may terminate any such suspension or reinstate a Member expelled hereunder.

**Section 3.** Should any Member make a general assignment, cease to be regularly engaged in the industry (as described in Article IV of the Bylaws), remove his place of business so that the new location cannot be ascertained by the Executive Secretary/Deputy Vice President of MCAA, go into the hands of a receiver, be the subject of a voluntary or involuntary application for a receivership, fail or become insolvent, then and in any such event, the Directors may at any regular or special meeting terminate the Membership of such Member by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors present at such meeting, provided that at least thirty (30) days prior to such action notice setting forth the time and place of the Directors' meeting and stating that the question of termination of such Member's Membership shall then and there be considered and acted upon, shall be mailed by regular mail, postage prepaid, addressed to such Member at the address last provided to the Executive Secretary/Deputy Vice President for such Member.

**Section 4.** The Board of Directors may, by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors present at any regular or special meeting, suspend or expel any Member who has engaged in conduct or committed acts which are inimical to the best interests of

MCAA or which are at variance with the declared objects of the MCAA; provided, however, that written charges shall have first been made against such member by a member of MCAA in good standing, 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 at which such charges shall be considered and acted upon, shall have been sent to such a Member by registered mail to the address last given to the Executive Secretary/Deputy Vice President for such Member at least thirty (30) days prior to the meeting of the Board of Directors. The Member shall be given the opportunity to be heard by the Board of Directors, providing a request for such hearing is received from said Member at least ten (10) days prior to the meeting of the Board. After such hearing and investigation to determine whether the charges are valid, the Board may then vote on the expulsion or suspension of such Member.

**Section 5.** Termination of MCAA Membership for a Principal Office, either by resignation or expulsion, shall automatically terminate MCAA Membership of all Branch Offices.

**Section 6.** The suspension of a Member shall have the same effect as a termination of Membership for the period of such suspension.

**Section 7.** All right, title and interest in the property and privileges of MCAA shall cease with the termination of Membership and for the duration of any suspension.

## **Article VIII—Board of Directors**

**Section 1.** The affairs of MCAA shall be managed by a Board of Directors to be comprised of not less than twenty (20) nor more than twenty-six (26), five (5) of whom shall be the President, President-elect, Senior Vice President/Treasurer, Vice President/Assistant Treasurer, and Immediate Past President. No Director shall serve more than two (2) consecutive full terms in office as a member of the Board of Directors, provided, however, that any individual nominated to, or holding, an elective office may serve additional terms as a member of the Board of Directors to coincide with and only for so long as such individual holds an elective office or serves as Immediate Past President or Vice President/Assistant Treasurer. Any individual who has served the maximum allowable terms as a member of the Board of Directors may again be eligible for election as a Director at any time four (4) years or more after the termi-

nation of service as a Director. An individual may serve a partial term as a member of the Board of Directors in addition to the terms specified in this Section.

**Section 2.** No more than one (1) member of the Board of Directors shall be from the same Member or Branch Office of same Member. No more than nine (9) nor fewer than three (3) members of the Board of Directors shall be from the same MCAA geographic region as defined, from time to time, by MCAA's Board of Directors. To the maximum practicable extent, there is to always be at least four mechanical service contractors and four plumbing contractors on the Board of Directors.

**Section 3.** There shall be not less than six (6) nor more than eight (8) Directors elected to the Board of Directors each year for a term of three (3) years. Any term for fewer than three (3) years shall be considered a partial term. The number of Directors to be elected each year shall be established by the Board of Directors at its mid-year meeting prior to the Annual Convention at which the election is to be held. The President shall advise the Nominating Committee of the number of Directors to be elected at the time he appoints such Committee, in accordance with Article VIII. At each Annual Convention, there shall be elected from the Board of Directors, by majority vote of the Members present and voting, a President-elect and a Senior Vice President/Treasurer, each of whom shall serve for a term of one (1) year from the time they are named and until their successors are elected and qualified, except that at the expiration of such term and at the next installation of officers, the President-elect shall automatically succeed to the office of President of MCAA and shall serve as President for a term of one (1) year until the conclusion of the next Annual Convention, at which time he shall then become Immediate Past President. In the event of death, resignation, or disability of the President-elect during his term of office, his successor designated in accordance with Section 7 of this Article shall not automatically succeed to the office of President, but in such event the President shall be elected from the Board of Directors for a term of one (1) year by a majority vote of the members present and voting at the next Annual Convention.

**Section 4.** The Chair and Chair-elect of the Manufacturer/Supplier Council, and the Chair and Vice Chair of the Association Executives Council shall be Members of the Board of Directors and shall have the same privileges and responsibilities as the other Directors, including the right to vote on all matters that come before the Board.

**Section 5.** The Directors shall elect an Executive Vice President and an Executive Secretary/Deputy Vice President and fix their compensation and shall make provision for the selection and compensation of all other employees.

**Section 6.** There shall be an Executive Committee of the Board of Directors, consisting of the President, President-elect, Senior Vice President/Treasurer, the Immediate Past President and one (1) other Director elected by the Board of Directors to serve for a term of one (1) year. Said Director shall be known as the Vice President/Assistant Treasurer. The Executive Committee shall have such powers and duties to act for the Board of Directors between meetings as the Board may, from time to time, by resolution provide.

**Section 7.** Between meetings of the Board of Directors, any question, including the filling of vacancies in accordance with Section 7, may be submitted to the Board for ballot by mail or fax as occasion arises, unless otherwise provided in these Bylaws. 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.

**Section 8.** The Board of Directors shall have the power of filling vacancies that may occur in any of the offices or in the Executive Committee. This authority may not be exercised by the Executive Committee. Other vacancies occurring on the Board shall be filled at the next convention in the usual manner followed for the election of Directors.

**Section 9.** A majority of the Directors holding office, including at least one of the executive officers elected by the membership, shall constitute a quorum at all meetings for the transaction of business.

**Section 10.** There shall be an Advisory Council to the Board of Directors, which shall consist of Past Presidents. The Immediate Past President is excluded from membership on the Advisory Council so long as he is a member of the Board of Directors. Members of the Advisory Council may attend all meetings of the Board of Directors and shall make available to the Board of Directors the knowledge and experience acquired during their service as Directors and Officers of MCAA.

**Section 11.** In the event that any Director or Officer shall, for any reason, cease to be the Designated Representative of a Member in good standing, then his term as Director and/or Officer shall automatically terminate, except that this Section shall not apply to the members of the Advisory Council.

## Article IX—Election of Officers and Directors

**Section 1.** At or before the Annual Convention, the President shall appoint a Nominating Committee of five (5) Members in good standing, none of whom shall be an officer of MCAA, and one of whom shall be a member of the MSCA Board of Managers.

**Section 2.** This committee shall nominate to the convention candidates for each of the elective offices; other nominations may also be made from the floor before the ballot is taken.

**Section 3.** The Members present shall elect by ballot, from the nominations made, the officers for the ensuing year and Directors to serve as provided in Article VIII. Each Active Member present shall be entitled to one vote for its Principal Office and an additional vote for each Branch Office for which it is paying dues pursuant to Article VI and which Branch Office is individually represented at the Convention.

## Article X—Board of Directors— Removal of Officers

**Section 1.** The Board of Directors, by at least a two-thirds (2/3) vote of the Directors in office, shall have the power to remove any officer or member of the Board of Directors for failure to perform properly the duties of his office, provided said officer or Board member shall have first been afforded an opportunity for a fair and impartial hearing before the Board.

## Article XI—President

**Section 1.** The President shall have general supervision over all the affairs of MCAA, shall be the presiding and executive officer of all conventions, shall be Chair of the Board of Directors, and shall appoint all committees, subject to the provisions of Article XII hereof. He shall be an ex officio member of all committees.

## Article XII—President-Elect

**Section 1.** In the event of the death or inability of the President to perform his duty, the President-elect, with the approval of the Board of Directors, shall assume and discharge all the duties of the President until such time that the President is able to resume and discharge such duties, subject to the provisions of Section 3 of Article VIII hereof. He shall appoint committees, or members of committees (other than Convention

Committees) to take office at the opening of the Annual Convention.

### **Article XIII—Senior Vice President/Treasurer**

**Section 1.** The Senior Vice President/Treasurer shall be the custodian of all funds of MCAA.

**Section 2.** He shall arrange for an approved surety company's bond covering himself and such officers and employees, and in such sum and form, as the Board of Directors shall require, premium to be paid by MCAA. He shall at all times have access to the books and files of accounts kept by the Executive Vice President and the Executive Secretary/Deputy Vice President.

**Section 3.** The Senior Vice President/Treasurer shall cause an annual audit of the books to be made by a reputable certified public accountant or firm of certified public accountants, who shall be recommended by the Audit Committee and subject to approval of the Executive Committee, immediately after the close of each fiscal year and cause a copy thereof to be mailed to each member of the Board of Directors.

**Section 4.** The payment of funds of MCAA for authorized expenditures shall be made in accordance with resolutions of the Board of Directors.

**Section 5.** He shall submit to the Board of Directors, at each regular meeting, a general financial statement. At the Annual Convention, he shall present a full detailed report of monies received or paid out during the fiscal year and of the assets and liabilities of MCAA at the end of the preceding year.

### **Article XIV—Vice President/Assistant Treasurer**

The Vice President/Assistant Treasurer shall assist the Senior Vice President/Treasurer, as called upon and directed by the Senior Vice President/Treasurer, in the fulfillment of the duties of the Senior Vice President/ Treasurer as set forth in Article XIII.

### **Article XV—Executive Vice President**

**Section 1.** The Executive Vice President shall be elected each year by the Board of Directors. He 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 MCAA.

**Section 2.** He shall have charge of the books and papers and correspondence of MCAA. He shall send out all bills, collect all monies due MCAA and immediately deposit same.

**Section 3.** He shall be the business representative of MCAA, subject to and under the immediate control of the Directors. He shall supervise the work of the Executive Secretary/Deputy Vice President and shall also select any assistants that may be required to properly conduct the business of his office, subject to the direction of the Directors.

## **Article XVI—Executive Secretary/ Deputy Vice President**

**Section 1.** The Executive Secretary/Deputy Vice President shall also hold the title of Deputy Vice President. He shall be elected each year by the Board of Directors and 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 MCAA.

**Section 2.** The Executive Secretary shall perform such service as the Board of Directors or the Executive Vice President may direct.

## **Article XVII—Affiliated Associations**

**Section 1.** Members may organize a Local, State or Regional Association, which may be recognized by the Board of Directors as an Affiliated Association. A Local Association is one comprised of Active Members. Its approved geographical territory is limited to a particular city or a local district. A State Association is one comprised of Active Members. Its approved geographical territory is limited to a particular State. A Regional Association is one comprised of Active Members. Its approved geographical territory is limited to a region covering more than one State.

**Section 2.** Where a Member maintains its Principal Office within the jurisdiction of an Affiliated Association, the Member must also be a Member of the Affiliated Association. Where more than one Affiliated Association has jurisdiction over the territory in which the Principal Office of a Member is located, then such Member need only be a member of the Local Association, or if no Local Association exists, the State Association, or if no State Association exists, the Regional Association. The Local Association may waive the required membership in the Local Association for a Member or a prospective Member, providing the prospective Member is, or becomes, a member of the State Association or Regional

Association, which includes the territorial jurisdiction of said Local Association. Nothing contained herein shall preclude a Member of MCAA from being a member of more than one Affiliated Association. A Branch Office of a Member is not required to be a member of an Affiliated Association; however, said Branch Office must be a member of the Affiliated Association in order to be a Member of MCAA, except per Section 3 of this Article. A Branch Office may not be a Member of MCAA unless the Principal Office is also a member.

**Section 3.** Affiliation may be extended to a Local, State or Regional Association, a majority of the officers of which and at least two-thirds (2/3) of whose membership shall be and shall continue to be, Members in good standing of MCAA. The Affiliated Association may assume the duty of collecting and forwarding to MCAA the required annual dues of all of its members who are qualified for Membership in MCAA. Failure to maintain the above requirements of this Section over any consecutive three (3) year period as of February 6, 1991, shall be brought before the Board of Directors for decision to withdraw said Association's affiliation with MCAA, under Section 7, Article XVII of MCAA's Bylaws. If the Principal Office of a prospective Member of MCAA, or of an Active Member of MCAA, is within the territorial jurisdiction of an Affiliated Association with fewer than two-thirds (2/3) of whose members have continued to be Members of MCAA, such prospective Member or Active Member shall have the right to (a) in the case of a prospective Member, be admitted as an At Large Member or, in the case of an Active Member, become an At Large Member; or (b) in the case of a prospective Member, be admitted as an Active Member, if it becomes a member of another Affiliated Association or, in the case of an Active Member, joins another Affiliated Association.

**Section 4.** The consent of MCAA must be first obtained for use of the words "mechanical contractor" or "mechanical contractor's" as part of the name of any Affiliated Association as follows:

- A. In case of a change of any existing Affiliated Local Association.
- B. In case of the organization or affiliation of a new Local Association. Any Local Association by affiliating with MCAA shall agree that, in the event of disaffiliation, its name will be immediately amended to eliminate the words "mechanical contractor" or "mechanical contractor's."

**Section 5.** The Bylaws of such Affiliated Association shall conform in general to the Bylaws of MCAA. They shall



contain substantially the same standards of admission and expulsion as required of Membership in MCAA, and shall clearly define the territory over which jurisdiction is claimed.

**Section 6.** The Bylaws of such Affiliated Associations, and any amendments thereto, shall be submitted to the Board of Directors of MCAA for its approval. No organization of Members of MCAA shall be granted recognition as an Affiliated Association until such Bylaws have been approved by action of the Board of Directors of MCAA.

**Section 7.** MCAA, through its Board of Directors, shall have authority to withdraw recognition from an Affiliated Association when, in its judgment, such Affiliated Association does not properly represent the industry within its jurisdiction, or when its actions are considered detrimental to the interests or declared objects of MCAA, provided, however, that such action shall not be taken without written notice having first been mailed to the secretary of such Affiliated Association at least thirty (30) days prior to consideration and final action.

**Section 8.** It shall be permissible for more than one association to be affiliated as a second Local, State, or Regional Association in the designated geographical jurisdiction of another Local, State or Regional Affiliated Association, provided that the existing Local, State or Regional Affiliated Association having jurisdiction over the geographical area advises MCAA, in writing, that it has no objection to affiliation of the other association in said area and that it has no objection to the proposed name to be used by said association. Where the existing Local, State or Regional Association requires the assignment of bargaining rights as a prerequisite for membership, then the second association affiliating in said geographical area must also require in its own Bylaws that its members assign bargaining rights to said second association if so requested by the Affiliated Association in existence.

**Section 9.** In order that MCAA be kept properly informed of conditions, it shall be the duty of each and every Affiliated Association to file with MCAA through its Executive Secretary/Deputy Vice President, copies of all current labor agreements to which it is signatory or which cover employment of labor by its members. Copies of new agreements or amendments to old agreements should be so filed within thirty (30) days of the date on which they are signed.

## Article XVIII—Application for Membership

**Section 1.** Application for Active, At Large, or International Membership in MCAA shall be made on the regular printed form of MCAA, properly filled out by the applicant. The application shall contain an acceptance and agreement to abide by the Bylaws of MCAA, and an agreement to pay such dues and assessments as are prescribed or that may be ordered by the Board of Directors. The application shall be accompanied by a check in an amount not less than the minimum annual dues as provided for in Article VI, Section 2. The amount forwarded with a membership application shall be credited against the first year's annual dues. Where an Affiliated Association exists in the applicant's business locality, his application shall be accompanied by a notification from the secretary of such association of his membership in said association.

**Section 2.** The Board of Directors shall review each application and satisfy itself as to the eligibility of the applicant for Membership in MCAA. If the Board of Directors by two-thirds (2/3) vote approves the application for Membership, it shall declare the applicant elected as an Active, At Large, or International Active Member.

**Section 3.** Duly qualified applicants whose Principal Office and all Branch Offices are located outside the jurisdiction of any Affiliated Association (as described in Article XVIII) may become At Large Members of MCAA upon election in accordance with Section 2 of this Article and upon compliance with the requirements of these Bylaws.

## Article XIX—Meetings

**Section 1.** MCAA shall hold an Annual Convention at such time and place as may be fixed by the Board of Directors. The President shall call special meetings or conventions giving not less than two (2) weeks notice: (a) upon the written request of a majority of the Board of Directors, or (b) upon written request of ten per cent (10%) of all the Active Members of MCAA, provided that the signers of such request shall include Members of at least five (5) Affiliated Associations and Members from at least three (3) different states (the District of Columbia shall constitute a state for the purposes of this Section), and further provided that not more than fifty per cent (50%) of the necessary signers of such requests shall be from the same state.

**Section 2.** At any session of the Annual Convention or any special meeting or convention called, as set forth in Section

1 of this Article (all of which are hereafter referred to as Convention), the President or other presiding officer at any session shall declare at its opening, after the call to order at, or shortly after the time scheduled for convening the session, that a quorum is present. Said declaration shall be conclusive and binding unless a Member of MCAA present at the session, whose name is on the Official Roster of the Convention as prepared in accordance with MCAA's Rules for Convention Procedure, Article II, Section 2, immediately challenges said declaration of a quorum and suggests the absence of a quorum. In the event of said challenge, there shall be a roll call of those Members of MCAA present at said session made from said Official Roster of the Convention. If, as a result of said roll call, there are:

- 1) Not less than ten percent (10%) of total Active Members of MCAA in good standing as shown on the Membership records of MCAA as of the opening day of the Convention; and,
- 2) Not less than twenty-five percent (25%) of the Members listed on said Official Roster at the Convention; and,
- 3) Members from not less than five (5) Affiliated Local, State or Regional Associations or any combination thereof; and,
- 4) Not more than fifty (50) Members from any one state are included in ascertaining compliance with Subsections (1) and (2) of this Section 2 of Article XIX,

then there shall be determined to be a quorum present. If it is determined that no quorum is present, but the President or other presiding officer determines from a review of the said Official Roster of the Convention that it is possible to secure a quorum in accordance with Subsection (1), (2), (3) and (4) of this Section 2, he shall recess the session for a period of three (3) hours and during said recess period he shall designate such persons as he shall desire as Sergeants-at-Arms of the Convention to attempt to secure the attendance of a sufficient number of those Members listed on the said Official Roster of the Convention to constitute a quorum, and at the end of said period of three (3) hours he shall call the recessed session to order and again cause a roll call to be made from the said Official Roster of the Convention. If, as a result of said roll call, a quorum is determined to be present in accordance with Subsections (1), (2), (3) and (4) of this Section 2, the President or other presiding officer shall so announce and proceed to the official business of the Convention. If, as a result of said roll call, it is determined that a quorum is not present in accordance with Subsections

(1), (2), (3) and (4) of this Section 2, the President or other presiding officer shall so announce and no official business shall be attempted to be conducted at said session. During the period of time for which the Convention has been scheduled, on any day next succeeding a day when no session for conducting official business at the Convention was able to be held because of lack of a quorum, the President or other presiding officer at the hour announced for commencement of said session, or shortly thereafter, after bringing the session to order, shall again declare that a quorum is present, which declaration shall be conclusive and binding unless a Member of MCAA present at the session, whose name is on the said Official Roster of the Convention immediately challenges said declaration of a quorum and suggests the absence of a quorum. In said event, the procedure set forth in Section 2, hereinbefore, shall be followed in an attempt to secure a quorum. At any daily session of the Convention, after said session has been called to order at, or shortly thereafter, the hour announced for commencement of said session, when the President or other presiding officer has declared a quorum to be present, and said declaration is not thereafter immediately challenged as provided in Section 2, hereinabove, or if there is a challenge in accordance with Section 2 and a quorum is determined to be present after a roll call in accordance with the provision of said Section 2, the quorum shall be conclusively determined to continue to be present until said session is recessed, and no further quorum calls shall be permitted during said session.

**Section 3.** The President may call a meeting of the Board of Directors or of any committee of the Directors whenever, in his judgment, it is advisable so to do. He shall call a meeting of the Directors whenever so requested in writing by six (6) or more Directors, within thirty (30) days from the receipt of such request. Notices addressed to all Directors at the address last given by them to the Executive Vice President, and sent by first class post-paid mail at least ten (10) days prior to the date for which a meeting is called or sent by fax or given by telephone at least seven (7) days prior to such date, shall be sufficient notice to the Directors.

## Article XX—Committees

**Section 1.** The President, or the Board of Directors by majority vote, or the President-elect at the opening of the Annual Convention in accordance with Article XII 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 MCAA. Appointment of a chair and members of each such committee may also be made by the President or Board of Directors, and each such appointment shall be for a period until the Call to Order of the next Annual Convention of MCAA (unless said committee and its chair and members shall be appointed specifically for a lesser period of time).

The majority of members on each committee or on any of its subcommittees shall have the same qualifications as stated in Article V, Section 6 of the Bylaws. The President-elect, acting pursuant to Article XII, or the President may appoint on any such committee or subcommittee, the paid executive of any Affiliated Association recognized by MCAA or employee of any Member whose knowledge and experience would be of value to the committee. A secretary for the committee may be appointed by the President-elect, acting pursuant to Article XII, or by the President.

**Section 2.** These committees shall be under the direction of the Board of Directors, confer with it as often as may be necessary, and submit to the Board a full report of their work prior to the Annual Convention.

**Section 3.** There shall be an Audit Committee, appointed pursuant to Section 1, composed of at least three members, none of whom shall be an officer or employee of MCAA. The Audit Committee shall:

- A. Recommend to the Executive Committee the appointment of a reputable Certified Public Accountant (Auditor) to audit the financial statements of MCAA and its subsidiaries on at least an annual basis;
- B. Make, or cause to be made by the Auditor, such examinations or audits of the affairs and operations of MCAA and its subsidiaries, as ordered by the Executive Committee, but at least annually; and,
- C. Submit to the Executive Committee and Board of Directors, as soon as practicable following the conclusion of each such examination or audit, a written report, relative thereto.

A notation with respect to each report made to the Executive Committee by the Audit Committee, and any actions taken thereon by the Executive Committee, shall be made in the minutes of the Executive Committee and reported to the Board of Directors.

**Section 4.** All expenses incident to the work of these committees shall be paid by the Senior Vice President/Treasurer

from appropriations made by the Board of Directors on vouchers approved by the chair of the committee.

### **Section 5.**

- A. There shall be appointed by the President at least ninety (90) days before the Annual Convention of MCAA a Resolutions Committee consisting of not less than six (6) members, one of whom shall be designated the Chair. The terms of all members of this Committee shall expire upon the adjournment of the Annual Convention. The Resolutions Committee shall review Resolutions proposed by any Member of MCAA and make recommendations to the Board of Directors as to their approval or disapproval prior to their presentation to the Membership at the Convention.
- B. All Resolutions proposed by any Member of MCAA must be received at the Headquarters of MCAA not less than sixty (60) days prior to the date of the Annual Convention (with the exception of Resolutions submitted by the Board of Directors upon a majority vote of same).
- C. Upon receipt of a proposed Resolution in timely fashion, the Executive Vice President shall refer same immediately to the Chair and members of the Resolutions committee by mail or in person and shall also send such proposed Resolutions to the entire Membership of MCAA at least thirty (30) days prior to the Convention. All Resolutions must be considered by the Board of Directors, as well as by the Resolutions Committee, and the Members shall be advised of the Board's recommendation as to adoption or rejection of each Resolution prior to the presentation of said Resolutions for vote of the Membership at the Annual Convention, and each such Resolution upon which Members of MCAA present at the Convention are to vote shall also be printed and distributed at the Convention.
- D. Any Resolution which shall seek to amend the Bylaws of MCAA must comply with the procedures set forth in Article XXIV, Sections 1 and 2 of the Bylaws, and nothing contained herein shall modify said Article XXIV, Sections 1 and 2, in any manner whatsoever.

## **Article XXI—Indemnification of Officers, Directors, Agents and Employees**

**Section 1.** MCAA shall indemnify directors, officers, employees and agents as follows:

- A. MCAA shall provide, by Resolution of the Board of Directors which shall continue in force and effect unless and until changed by specific subsequent Board Resolution, for indemnification by MCAA of each and all of its existing or former directors, officers, employees or agents or any person who is or was serving at the request of MCAA as a director, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise. Said indemnification shall be against all costs and expenses including, but not by way of limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by any of the aforesaid persons in connection with the defense of any action, suit or proceeding or threatened, pending or completed action, suit or proceeding, whether any of same be civil, criminal, administrative or investigative, in which said person is involved by reasons of his being or having been a director, officer, employee or agent of MCAA or of another association, corporation, partnership, joint venture, trust or other enterprise at the request of MCAA. However, if said person shall be adjudged in any such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of his duty or shall settle such action, suit or proceeding by agreement reciting an admission of liability for gross negligence or misconduct, he shall not be indemnified for any of his said costs or expenses.
- B. The Board of Directors shall also direct the appropriate officer or officers of MCAA by appropriate Resolution to procure indemnity insurance, covering in as broad a manner as possible the indemnification provided in subparagraph (a) of this Article immediately preceding.
- C. The use of masculine "he" or "him" shall also cover the use of the feminine "she" or "her."

## **Article XXII—Association Executives' Council**

**Section 1.** The staff of Affiliated Local, State and Regional Associations recognized by MCAA, and the Executive Vice President and Deputy Vice President of MCAA shall form the Association Executives' Council, which body shall establish eligibility requirements for those attending meetings of the council, subject to the approval of the Board of Directors, and shall elect its own chair and vice chair.

**Section 2.** This council shall meet at the discretion of the Board of Directors, for the free discussion of the problems confronting the executive officers of Affiliated Associations, and the council shall place at the disposal of the Board of

Directors the results of such discussions.

**Section 3.** No portion of the expense of the Association Executives' Council shall be borne by MCAA unless specifically authorized by the Board of Directors.

## Article XXIII—Government

**Section 1.** The meetings of MCAA shall, where not otherwise provided for, be governed by the Rules and Regulations of Parliamentary Law, as laid down in Roberts' Rules.

## Article XXIV—Amendments

**Section 1.** Any proposed amendment to the Bylaws must be proposed in writing by at least ten (10) Members in good standing, not more than three (3) of whom shall be members of the same Local Association, and must be submitted to the Board of Directors at least sixty (60) days before the date of the next regular Annual Convention, and be mailed to the Members of MCAA at least thirty (30) days before the date of the next regular Annual Convention.

**Section 2.** Any such proposed amendment shall be reported to the Convention by the Board of Directors and shall require a two-thirds (2/3) vote of the Members present at any session of the Convention for its adoption.

# Convention Procedures & Rules

## Article I—Calling to Order

**Section 1.** At the place of meeting on the day set, the President shall call the Convention to order.

**Section 2.** He shall be the Presiding Officer of all sessions of the Convention and shall have full authority as Presiding Officer under the Bylaws and Rules for Convention Procedure.

**Section 3.** In the absence of the President, the President-elect and in the absence of both the President and President-elect, the Senior Vice President/Treasurer shall preside, with full authority and power, and in the absence of the three (3) above officers, the Convention shall proceed to elect a chair from among the Members present.



**Section 4.** The Executive Vice President shall be the Recording Officer of the Convention. He shall, under the President and will of the Convention, have full charge of the minutes, resolutions, papers, and other documents.

**Section 5.** The Senior Vice President/Treasurer and the Executive Vice President shall be ready at all times to advise with the various committees as to the financial business of MCAA.

**Section 6.** The President, or in the event of his failure so to do, the presiding officer of the Convention, shall appoint a Sergeant-at-Arms and such assistants as may be necessary to assist the Executive Vice President in securing the prompt attendance of Members at the business sessions.

## Article II—Credential Committee

**Section 1.** The President shall appoint three (3) Members, known to be in good standing, as a Credential Committee. This Committee shall secure from the Executive Vice President the names of all Members not in arrears for dues, as determined by Section 2 of Article VII of the Bylaws, and shall issue to all such Members in attendance at any session of the Convention their credential cards. Credential cards shall also be issued to all properly accredited business managers or secretaries of Affiliated Associations.

**Section 2.** The Credential Committee shall make record of the Members, who report at the Convention, who are entitled to vote. This record shall be the official roster when any question is brought to a roll-call vote.

## Article III—Sessions

**Section 1.** The proceedings of the Convention may be divided into public sessions, executive sessions and sessions for Members only. At executive sessions and sessions for Members only, no one shall be admitted except those presenting credential cards. At sessions for Members only, no one shall be granted the privileges of the floor except Members of MCAA.

## Article IV—Convention Committees

**Section 1.** The President shall appoint such special Convention Committees as he may consider necessary, or shall be ordered by the Convention.

## Article V—Reports and Documents

**Section 1.** All officers and committees must submit their reports in writing, which when accepted, shall become the absolute property of MCAA, and all books, papers and documents shall at all times be at the disposal of the Convention.

## **Article VI—Order of Business**

**Section 1.** At the time appointed, the President shall take the chair and call the Convention to order. MCAA shall proceed to the following business:

- Call to Order.
- Reading of Minutes of Last Convention.
- President’s Address.
- Appointment of Convention Committees.
- Report of Credential Committee.
- Report of Senior Vice President/Treasurer.
- Unfinished Business.
- Reports of Convention Committees.
- New Business.
- Election of Directors.
- Election of Officers.
- Installation of Officers and Directors.
- Adjournment.

# Appendix

This Appendix is not part of the By-Laws and is for reference only.

<b>Terms</b>	<b>Article &amp; Section No.</b>
Active Member .....	Article V, Section 2
Advisory Council .....	Article VIII, Section 10
Affiliated Association.....	Article XVII, Section 7
Associate Member .....	Article V, Section 7
At Large Member.....	Article V, Section 3
Branch Office .....	Article VI, Section 4 (A,B,C)
Executive Committee .....	Article VIII, Section
Honorary Member.....	Article V, Section 4
International Active Member .....	Article V, Section 5
Joint Venture.....	Article VI, Section 5
Local Association .....	Article XVII, Section 1
Manufacturer/Supplier Member .....	Article V, Section 6
Regional Association .....	Article XVII, Section 1
State Association .....	Article XVII, Section 1

**MCAA**

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