

KENTUCKY ASSOCIATION OF PLUMBING, HEATING AND COOLING CONTRACTORS FOUNDATION

BYLAWS

ARTICLE I. PURPOSE

The corporation has been organized to operate exclusively for charitable purposes, including but not limited to:

1. Encourage the pursuit of the Plumbing Heating and Cooling Industry as a trade.
2. Advance vocational and technical programs supplying tradespeople to the Plumbing Heating and Cooling Industry.
3. Advance technical knowledge of those currently in the Plumbing Heating and Cooling industry.
4. Advance the management skills of those currently in the Plumbing Heating and Cooling industry.
5. Promote new technology within the Plumbing Heating and Cooling industry.
6. Assist in construction projects that have educational opportunities involved.

ARTICLE II. LOCATION

The principal office of the corporation, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such place in the Commonwealth of Kentucky, as may be fixed from time to time by the board of directors. Unless otherwise fixed, it will be at 142 Consumer Lane, Frankfort, Kentucky 40601.

ARTICLE III. MEMBERS

Members of the corporation shall consist only of the members of the board of directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1: The number of members of the board of directors of this corporation will be not less than 3 or more than 7.

Section 2: Directors will be representative of the Plumbing Heating and Cooling industry in the Commonwealth of Kentucky area and will share the mission and goals of the corporations. This corporation is committed to a policy of fair representation on the board of directors, which does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, or age.

Section 3: Election of new directors or election of current directors to a second term will occur as

the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4: The term of each director of the corporation will be 2 years. No director will serve more than 2 consecutive terms.

Section 5: When a director dies, resigns, or is removed, the board may elect a director to serve for the duration of the unexpired term.

Section 6: Any director may be removed from the board of directors by an affirmative vote of the majority of directors present at an official meeting of the board. Notice of the proposed removal will be given to members with the notice of the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 7: No compensation will be paid to any member of the board of directors for services as a member of the board. By resolution of the board, reasonable expenses may be allowed for attendance at regular and special meetings of the board.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1: An annual meeting of the board of directors will be held in February of each year for the purpose of electing officers and directors. In addition to its annual meeting, the board of directors will hold regular meetings at least one time each calendar year at such place as may be designated in the notice of the meeting.

Section 2: Special meetings of the board of directors may be called at any time by the president of the corporation or in his or her absence by the vice-president or upon receipt of a request therefore signed by 2 or more directors or by a majority of the full-time, permanent paid staff of the corporation.

Section 3: Notice of regular, special, and annual meetings will be mailed at least 10 days prior to the day such meeting is to be held. Any director of the corporation may make written waiver of notice before, at, or after a meeting. The waiver will be filed with the person who has been designated to act as secretary of the meeting; this person will enter it in the record of the meeting. Appearance at a meeting is deemed a waiver unless the director attends for the express purpose of asserting the illegality of the meeting.

Section 4: At all meetings of the board of directors, each director present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the membership will constitute a quorum at any meeting.

Section 5: At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the board.

Section 6: Proxy voting will be permitted.

Section 7: Robert's Rules of Order will be the authority for all questions of procedure at any meetings of the corporation.

ARTICLE VI. OFFICERS

Section 1: The officers of this corporation will be a president, vice president, secretary/treasurer, and such other officers with duties as the board prescribes.

Section 2: The officers of the corporation will be elected annually by the members of the board of directors at its annual meeting. Each officer will serve 2-year terms.

Section 3: Any officer may be removed with or without cause by the board of directors by a vote of a majority of all of the board members. The matter of removal may be acted upon at any meeting of the board, provided that notice of intention to consider said removal has been given to each board member and to the officer affected at least 10 days previously.

Section 4: A vacancy in any office may be filled by a majority vote of the board of directors for the unexpired portion of the term.

Section 5: The *president* will be the chief executive officer of the corporation. It will be the duty of the president to preside at all meetings of the board of directors and to have general supervision of the affairs of the corporation. He or she will execute on behalf of the corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the board of directors for proper and necessary transaction of the business of the corporation.

Section 6: It will be the duty of the *vice president* to act in the absence or disability of the president and to perform such other duties as may be assigned to him or her by the president or the board. In the absence of the president, the execution by the vice president on behalf of the corporation of any instrument will have the same force and effect as if it were executed on behalf of the corporation by the president.

Section 7: The *secretary* will be responsible for keeping the corporate records. He or she will give or cause to be given all notices of meetings of the board of directors and all other notices required by these bylaws. The secretary will be the custodian of all books, correspondence, and papers relating to the business of the corporation, except those of the treasurer. The secretary will present at each annual meeting of the board of directors a full report of the transactions and affairs of the corporation for the preceding year and will also prepare and present to the board of directors such other reports as it may desire and request at such time or times as it may designate. The board of directors at its discretion may elect an assistant secretary, *not necessarily a member of the board of directors*, who will perform the duties and assume the responsibilities of the secretary as above as set forth under the general direction of the secretary or the president.

Section 8: The *treasurer* will have general charge of the finances of the corporation. When

necessary and proper, he or she will endorse on behalf of the corporation all checks, drafts, notes, and other obligations and evidences of the payment of money to the corporation or coming into his or her possession; and he or she will deposit the same, together with all other funds of the corporation or coming into his or her possession, in such bank or banks as may be selected by the board of directors. He or she will keep full and accurate account of all receipts and disbursements of the corporation in books belonging to the corporation, which will be open at all times to the inspection of the board of directors. He or she will present to the board of directors at its annual meeting his or her report as treasurer of the corporation and will from time to time make such other reports to the board of directors as it may require.

Section 9: Any officer of the corporation, in addition to the powers conferred upon him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said board.

ARTICLE VII. COMMITTEES

Section 1: The board of directors may designate one or more ad hoc committees, each of which will consist of at least one committee chair and two or more committee members. Committee members may be members of the board of directors, members of the corporation, or other interested individuals. The chair of the committee will be appointed by the president of the organization who will act with the board's approval. After the consultation with the committee chair, the president will appoint committee members. The studies, findings, and recommendations of all the committees will be reported to the board of directors for consultation and action, except as otherwise ordered by the board of directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the articles of incorporation, or state law.

ARTICLE VIII. MISCELLANEOUS

Section 1: The corporation will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

Section 2: The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.

Section 3: All checks, drafts, and other orders for payments of funds will be signed by such officers or such other persons as the board of directors may from time to time designate. All documents will require two such signatures, at least one of which must

be that of a member of the board of directors and the other may be of the executive director.

Section 4: The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors; and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

Section 5: The fiscal year of the corporation will be April 1st through March 31st.

ARTICLE IX. AMENDMENTS

The board of directors may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 30 days, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the board of directors and will be adopted at such meeting upon receiving a majority vote of the members of the board of directors.

ARTICLE X. DISSOLUTION

Upon the dissolution of the corporation and after the payment or the provision for payment of all the liabilities of the corporation, the board of directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under section 501c (3) of the Internal Revenue code.