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BY-LAWS OF THE PLUMBING INDUSTRY PROGRAM INC.

As Amended through June 23, 2004

ARTICLE I - NAME AND OFFICE

SECTION 1 - NAME

The name of this Association shall be Plumbing Industry Program, Inc.

SECTION 2 - OFFICE

The Principal office for the transaction of business of this Association shall be in Metropolitan Dade County, State of Florida, at such place as may be fixed by the majority of members, but the Association may transact business at such places as the Board of Directors may designate.

ARTICLE II - OBJECTS AND PURPOSE

SECTION 1 - OBJECTS

The objects of this Association shall be to advance the plumbing-heating-cooling industry, to promote the general welfare of the plumbing-heating-cooling contractors in or about Dade County, Florida and;

- To gather, receive and disseminate information among its members for the advancement of plumbing-heating-cooling and the public health;
- To foster, promote and encourage the improvement of plumbing-heating-cooling materials and work;
- To encourage the enactment and enforcement of plumbing-heating-cooling legislation;
- To foster and promote the education of the plumbing-heating-cooling apprentice and journeyman;
- To foster and promote goodwill between plumbing-heating-cooling contractors and other branches of the construction industry, and to encourage the observance of the highest ethical standards in all matters pertaining to the plumbing-heating-cooling business;
- To consider and deal with the problems of management in the plumbing-heating-cooling industry; to secure cooperative action in advancing the common purposes of its members; to foster equity in business usages, and to promote activities which will enable the industry to conduct itself with the greatest economy and efficiency.

ARTICLE III - JURISDICTION

SECTION 1 - NATIONAL ASSOCIATION

This association may be an affiliate of the National Association of Plumbing-Heating-Cooling Contractors.

SECTION 2 - STATE ASSOCIATION

This association may be an affiliate of the Florida Association of Plumbing-Heating-Cooling Contractors.

ARTICLE IV - MEMBERSHIP

SECTION 1 - CLASSES OF MEMBERSHIP

Membership in this Association may be active, associate, section or honorary.

Active Members. Only individuals who are actively engaged in the installation, maintenance or repair of plumbing, heating, cooling systems; whose principal place of business is in or about the Dade County, Florida, area; who are of good moral character; and whose businesses are properly licensed to do plumbing, heating and/or cooling by the State of Florida, County and/or municipality in which the business is located, shall be eligible for membership.

[a] **Multiple Memberships within a Firm.** In any firm composed of more than one person, such as a partnership or corporation, each member of such partnership or stockholder of such corporation may become an active member of this association, provided that each such partner or stockholder shall be a bona fide owner of at least twenty-five percent (25%) of the stock of the corporation. The provisions of ownership shall be waived for sons of members otherwise qualified for membership.

Associate Members - Individuals holding active membership and in good standing in another local plumbing-heating-cooling association; and whose membership dues in the Florida association of Plumbing Heating Cooling Contractors and the National Association of Plumbing-Heating-Cooling Contractors is paid by that local association, may become associate members of this association. Associate members shall be entitled to attend all meetings but shall not be eligible to vote or hold office.

Section Members - Those persons with common interests for activity consistent with, and in furtherance of, the purposes of this association may become a member of a section of this association.

[a] Section members of this association shall include the Architect-Engineer Section and such other similar sections as may be established from time to time by the Board of Directors.

[b] Section members, unless they are also active members, shall have no vote in membership meetings and may not become officers or directors of this association. They shall have the general right to attend meetings and the absolute right to present matters for the vote of the membership or Board of directors as may be appropriate.

Honorary Members - An honorary membership may be bestowed on any person who has made an outstanding contribution to the plumbing-heating-cooling industry on recommendation of the Board of Directors and approval by a two-thirds (2/3) vote of the members present at the next meeting following the recommendation of the Board of Directors. Honorary members shall be entitled to attend all meetings but shall not be eligible to vote or hold office. The privilege of an expression of opinion at any meeting may be granted them either by the President or a majority of the members present.

SECTION 2 - APPLICATION FOR MEMBERSHIP

Applications for any class of membership shall be made in writing in such form as shall be prescribed by the Board of Directors, who shall investigate the eligibility of the applicant and report thereon at the next meeting of the membership.

SECTION 3 - ACCEPTANCE OF MEMBERSHIP

Except for Honorary Membership, a majority vote at such meeting shall elect the applicant, and the recipient of such majority vote shall, upon signing the By-Laws of the Association, be declared a duly qualified member.

SECTION 4 - SUSPENSION OF EXPULSION FROM MEMBERSHIP

Members may be suspended or expelled from this association by the Board of Directors under the following conditions:

- [1] Union Membership. Any member may be suspended or expelled if he is a member of any local of the United Association of the Plumbing and Pipe-Fitting Industry or a member of any local labor union, except for the possession of an inactive or honorable withdrawal card from said union.
- [2] Conviction of a Felony. Any member may be suspended or expelled if found guilty of a felony by a court of law.
- [3] Violations of the Articles of Incorporations or By-Laws.
Violation of any provisions of the Articles of Incorporation or any provisions of these By-Laws, or failure to comply with any directive of the Board of Directors, shall be cause for suspension or expulsion.
 - [a] Unpaid Dues. If a member's dues remain unpaid for a period of eight weeks and if, thereafter, he neglects or refuses to pay his dues within thirty (30) days after written notification by the Treasurer to the last known address of his place of business, he may be suspended by the Board of Directors and payment of his State and National association dues withheld.
 - [b] Retirement from Business. Voluntary or involuntary retirement from business for a period of more than ninety (90) days may suspend the so retired.
 - [c] Death; Continuation of Membership. Upon the death of a member, his business shall be permitted to enjoy the benefits of membership for a period of ninety (90) days to permit time for the qualification of a new member to represent that business.

[4] Injuring Good Name of Association. Any member of this association who by his conduct shall injure the good name of this association or that of plumbing-heating-cooling contractors in general may be suspended or expelled from this association by the Board of Directors after a hearing by said Board at such time and place as the Board shall determine.

SECTION 5 - RIGHT TO APPEAL SUSPENSION OR EXPULSION

Any member found guilty shall have the right to appeal to the members at a regular meeting within thirty (30) days after he has been adjudged guilty of the charges. At said meeting the testimony and proceedings taken before the Board of Directors shall be repeated. The members shall then confirm or rescind the action of the Board of Directors.

SECTION 6 - EXPULSION BY THE MEMBERSHIP

Should a member be suspended by the Board of Directors for any cause, and should he not have removed said cause of suspension within thirty (30) days thereafter, and not have appealed the findings of the Board of Directors, the association may by a majority vote of the members present at a regular meeting expel said member from the association.

SECTION 7 - NOTICE REQUIRED FOR SUSPENSION OR EXPULSION

No member shall be suspended or expelled without having been notified in writing.

SECTION 8 - RESPONSIBILITY OF MEMBERS

Individuals, firms, companies or corporations **may** enjoy membership in this association only through the agency of its active members. The members who represent their firms shall be responsible to the corporation for **all** the acts or omissions of their firms. All firms represented in the corporation shall be responsible for the acts or, omissions, of the member or officer who represents the firm as a member of this association.

[I] Loss of Membership.

Loss of membership in this association shall mean the loss of all the privileges of the association, but will not relieve the one losing the rights of membership of any liability or existing indebtedness to the association.

ARTICLE V - INITIATION FEES, DUES, ASSESSMENTS, FISCAL YEAR

SECTION 1 - LOCAL DUES

Initiation Fees, Dues and Assessments shall be in the amounts recommended by the Board of Directors and approved by this association.

[I] Dues for Multiple Membership. Dues for multiple membership shall be at least the minimum dues established for active members.

SECTION 2 - STATE AND NATIONAL DUES

The dues for active members of the association may include State and National per capita dues as established by the State and National Associations from year to year. These dues shall be payable six months in advance on January 1st and July 1st.

SECTION 3 - FISCAL YEAR

The fiscal year of this association shall commence on the first day of July in each year and end on the last day of June in the following year.

ARTICLE VI MEETINGS

SECTION 1 - ANNUAL MEETING

The annual meeting of this association shall be the first meeting in June of each year. The Board of Directors, by giving thirty (30) days notice in writing to all active members, shall specify the place and date of the annual meeting. If an election year, one of the purposes of the annual meeting shall be the election of officers and members of the Board of Directors of the association.

[1] Delayed Annual Meeting. If, for any reason, the annual meeting of the membership cannot be held on the day specified in Section I of this article, such meeting may be called and held as a special meeting providing all other requirements in Section I of this article are met.

SECTION 2 - REGULAR MEETINGS

The regular meetings of this association shall be held monthly at such time and place as shall be determined by the Board of Directors.

SECTION 3 - SPECIAL MEETINGS

Special meetings may be called by the President or a majority of the Board of Directors by giving three (3) days notice in writing to each member.

SECTION 4 - LOCATION OF MEETINGS

The location and time of both regular and special meetings of this association shall be determined by the Board of Directors.

SECTION 5 - ORDER OF BUSINESS

The order of business for all meetings shall be determined by the Board of Directors. Any questions as to priority of business shall be decided by the chair without debate.

SECTION 6 - PARLIAMENTARY RULES.

The business meetings of this association shall be governed and conducted in accordance with Robert's Rules of Order except as otherwise provided in these By-Laws.

SECTION 7 - VOTING RIGHTS

Every active member in good standing shall be entitled to one vote. The method of voting shall be determined by the chair, subject to the approval of the members present.

SECTION 8 – QUORUM

A quorum at all annual, regular and special meetings shall be a majority of the Board of Directors and twenty-five percent (25%) of the balance of the voting membership.

ARTICLE VII - NOMINATION ELECTION AND TERM OF OFFICE

SECTION 1 - NOMINATIONS

If an election year, the President, at the May meeting of the association, shall appoint a Nominating Committee made up of three active members in good standing. This Committee shall draw up a ballot for the Offices of President, Vice President and Secretary, Treasurer and two (2) Directors, and present such ballot to the general membership at the Annual Meeting in June. At that time, additional nominations may be made from the floor, except for the office of Treasurer, who shall be the immediate Past President.

SECTION 2 - ELIGIBILITY

All officers and directors of this association shall be chosen from the active members of this association who are in good standing.

SECTION 3 – ELECTION

Election of officers and directors shall be held every other year. If an election year, voting shall be by secret ballot of those active members present at the Annual Meeting. No proxy shall be recognized.

SECTION 4 -TERM OF OFFICE

The newly elected officers shall serve for two years. Of the four (4) directors, two (2) shall be elected one election year and two (2) shall be elected the following election year. The newly elected Directors shall serve for four years. Each officer and Director shall hold office for the term for which he is elected, of during which he is an ex-officio member, and until his successor is elected, qualified and installed.

SECTION 5 -INSTALLATION OF OFFICERS AND DIRECTORS

The installation of Officers and Directors shall take place as soon as practical and all newly elected officers and directors shall automatically take office as of the first day of July of the year of their election.

ARTICLE VIII - BOARD OF DIRECTORS

SECTION 1 - BOARD MEMBERS

The Board of Directors of this association shall consist of the President, Vice President and Secretary, Treasurer, and four (4) Directors.

SECTION 2 – POWERS

The business and affairs of this association shall be managed, controlled and conducted by the Board of Directors, which may do all such lawful acts and things as are consistent with the laws of the State of Florida, the articles of incorporation and the By-laws of this association.

SECTION 3 - REGULAR MEETINGS

The Board shall meet at least once every month at such time and place as shall be determined by the President or the Board of Directors. Notice of all regular meetings shall be sent to all members of the Board of Directors by the office of this association at least seven (7) days prior to the date of said meeting.

SECTION 4 - SPECIAL MEETINGS

Special meetings of the board may be called by the President at any time. The President shall give at least two days notice of any special meeting to all Board members and shall specify in his notice the particular business to be transacted at said meeting, and no other business shall be considered. A special meeting shall be called by the President when five (5) members of the Board request such a special Meeting. The President shall fix a-time and place for holding such a meeting which shall not be sooner than two (2) days, nor later than thirty (30) days after he has received the request for such special meeting.

SECTION 5 - QUORUM

A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

SECTION 6 – VACANCIES

Any vacancy that may occur on the Board of Directors may be filled by the Board of Directors.

[I] Declared Vacancies. Any officer or agent may be declared to have vacated his office by a vote of not less than two-thirds (2/3) of the board of Directors at any regular or special meeting. Failure to attend meetings and carry out his duties as an officer, director or agent, if elected or appointed as such, or to participate or cooperate in and support programs and policies of the association, shall be justification for declaring such a vacancy.

SECTION 7 – REMOVAL

Any officer or Director may be removed from office-by a vote of not less than two-thirds (2/3) of the membership present at any regular meeting of the membership providing such Officer or Director and all active members have previously been notified in writing of such pending removal proceedings.

SECTION 8 - COMPENSATION EXPENSES

Each member of the Board of Directors shall receive ten dollars (\$10.00) for each meeting attended and his reasonable expenses shall be paid in the event these or any amendment to these by-laws require him to incur such expenses.

ARTICLE IX - OFFICERS

SECTION 1 - IDENTITY OF OFFICERS

The Officers of this association shall be a President, Vice President and Secretary and Treasurer elected for two-year terms by a majority of votes cast at the annual meeting.

Five Trustee Officers, assigned for life

SECTION 2 - THE PRESIDENT

The President shall be the chief executive officer of this association. He shall preside at all meeting of this association and at all meetings of the Board of Directors. He shall appoint all committees and shall carry into effect or cause to be carried into effect all orders and resolutions of the Board of Directors, and shall discharge such other duties as

may from time to time be prescribed by the Board of Directors. He shall serve on the Board of Directors for two years as Treasurer upon the completion of his term as President.

SECTION 3 - THE VICE-PRESIDENT AND SECRETARY

The Vice-President and Secretary shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall be responsible for recording the minutes of all the proceedings. He shall likewise be responsible for the following:

- [1] Notifying all members of this association of meetings
- [2] Notifying all officers and directors of meetings of the Board of Directors
- [3] Maintaining membership records
- [4] Advising the State Association promptly of all changes in membership officers
- [5] Carrying on the official correspondence of this association

SECTION 4 - THE TREASURER

The Treasurer of this association shall attend all meetings of this association and of the Board of Directors, and shall perform such other duties as the Board of Directors or the President shall prescribe. He shall likewise be responsible for the following:

- [1] Maintaining safe custody of all corporate funds and securities.
(see Article X)
- [2] Notifying members of their indebtedness to this association.
- [3] Collecting forwarding State and National Dues. (see Article V)

SECTION 4 - THE TRUSTEE OFFICERS

Any Trustee Officers may serve as a liaison between the P.I.P. Trust and the Board of Directors.

ARTICLE X - FUNDS, CONTROL AND ADMINISTRATION

SECTION 1 - CUSTODY OF FUNDS

The Treasurer of this association shall have the custody of all corporate funds and securities

SECTION 2 - DEPOSIT OF FUNDS

All funds of this association shall be deposited to the credit of this association with such depository or depositories as the Board of Directors may select.

SECTION 3 - DISBURSEMENT OF FUNDS

The Board of Directors shall, by resolution, from time to time designate those officers and employees authorized to make disbursements. All disbursements shall be supported with signed explanatory vouchers and shall be ordered or ratified by a majority vote of the Board of Directors.

SECTION 4 - BOOKS AND ACCOUNTS

The Treasurer shall be responsible for keeping accurate books and accounts, and he shall make a written report on all his transactions as Treasurer, and of the financial condition of the Association, at each meeting of the Board of Directors, or whenever they require it.

SECTION 5 – AUDITING

An audit shall be made by a Certified Public Accountant of all funds and accounts of this association at least once a year.

SECTION 6 -REPORT TO ANNUAL MEETING

The Treasurer shall present to this association a full report of the financial standing of this association, including copies of the auditor's report at least once a year.

SECTION 7 – EMPLOYEES

The Board of Directors may select an Executive Director and such other employees as may be necessary for administering this association's activities. The selection of an Executive Director shall be affirmed by a majority vote of the active members present at a regular membership meeting.

[I] Executive Director. The Executive Director shall be responsible for administering and carrying out the program of this association. He shall, within the Articles of Incorporation and these By-laws, perform such duties such as are delegated to him in writing by, and shall carry out the express directions and general policies of, the President, Board of Directors, and the vote of the membership. He shall direct and supervise all other employees of this association and shall, with the approval of the President, determine their duties and responsibilities.

[2] Other Employees. All other employees shall carry out the directions of this association through the Executive Director and shall be accountable to him and the Board of Directors for their actions.

SECTION B - AUTHORITY TO BIND ASSOCIATION

Unless so authorized by the Board of Directors, no officer, agent, or employee shall have power or authority to bind this association by any contract or engagement or to pledge its credit or render it liable pecuniary for any purpose or in any amount.

SECTION 9 - SURETY BONDS

All officers, agents and employees who have custody of Funds, and/or are authorized, by resolution, to make disbursements of Funds shall be covered by surety bonds in amounts to be determined by the Board of Directors for the faithful performance of their duties and for the restoration to this association of all books, papers, vouchers, money, and other property of whatever kind in their possession, or under their control, belonging to this association, in case of death, insanity, resignation, retirement, or removal of office. Premiums on said surety bonds shall be paid by this association.

ARTICLE XI - STANDING AND SPECIAL COMMITTEES

SECTION 1 - STANDING COMMITTEES

The President, as soon as practical after assumption of office, shall appoint the following committees for terms concurrent with the fiscal year:

[I] Membership Committee. This committee shall formulate and supervise plans for the acquisition and retention of members of this association.

[2] Code Standardization Committee. This committee shall serve as members of the Code Standardization and Variance Committee and shall, as a recognized panel of industry, review and make recommendations on all matters pertaining to the plumbing section of Building Code and Ordinances affecting the Plumbing Industry.

SECTION 2 - SPECIAL COMMITTEE

Special committees may be appointed by the President as he judges necessary and proper.

SECTION 3 - COMMITTEE CHAIRMAN

In the event a chairman of a committee is not designated at the time the committee is appointed, that committee shall have the right to select its own chairman.

ARTICLE XII - BY-LAWS, AMENDING, REPEALING AND EFFECTIVE DATE

SECTION 1 - AMENDING OR REPEALING BY-LAWS

These By-laws may be amended or repealed by a two-thirds (2/3) vote of the membership at the annual, regular, or special meeting of this association, or by written assent of two-thirds (2/3) of the members, provided a copy of such proposed amendment or repeal shall have been submitted to the membership in writing by the Secretary at least fifteen (15) days before any meeting at which an amendment or repeal of these By-laws shall be discussed and acted upon, or fifteen (15) days prior to the date set for a vote by mail.

SECTION 2 -EFFECTIVE DATE

These By-laws shall become effective immediately upon the adoption thereof and shall supersede any previous By-laws.

ATTESTED BY
PLUMBING INDUSTRY PROGRAM, INC.