

**BY-LAWS**  
**OF**  
**ROCKY MOUNTAIN GAS / UTAH HEATING & AIR CONDITIONING**  
**CONTRACTORS ASSOCIATION**

**BY-LAW I**

NAME

- A. The name of this non-profit corporation is Rocky Mountain Gas / Utah Heating & Air Conditioning Contractors Association (RMGA/UHACCA), which name may be changed by Board of Director approval and ratification by the members.

**BY-LAW II**

OBJECTIVES AND POLICIES

**SECTION 1**

- A. The Objectives of the Rocky Mountain Gas / Utah Heating & Air Conditioning Contractors Association (RMGA/UHACCA) are as follows:
1. To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah.
  2. To foster the advancement of the heating, venting, refrigeration, air conditioning and hearth, hydronic heating, plumbing & public utility related industries, and to encourage the organization and continued functioning of said industries to provide a clearing house for the collection, correlation and dissemination of information of value to promote high standards of practice.
  3. To provide adequate representation in dealing with governmental agencies, other industrial groups, other trades and in handling industrial relations; to institute widespread and well coordinated studies of present and future problems and to generally protect and promote the welfare of the industry to the extent possible and permissible.
  4. To consolidate, unify, and cultivate friendly relationships among members of the industry throughout the State of Utah.

5. To promote the theory and practice of good principles of contracting and to protect the public against inferior work and material and to establish closer relations between its members, the architects, general contractors, and the public in industry related matters.
6. To propose a Code of Practice for both members and non-members in matters relating to RMGA/UHACCA industry matters, and to do all things in furtherance of fair and ethical competition in said work and business.
7. To provide a forum for the full and free discussion of all matters relating to the industry.
8. To install a system of effective communications with the Association members in an effort to keep them informed on important changes in the industry.
9. To encourage efficiency and promote high ethical standards in business and professions.
10. To enhance the understanding of the energy consuming public and its representatives at the local level about the essential role provided by the public utilities in supplying clean and efficient energy, and about the challenges the industry faces.
11. To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
12. To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(6) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.
13. To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity “in furtherance of, incidental to, or connected with any of the other purposes.”

## SECTION 2

- A. There shall be an Executive Committee composed of the President, Vice President, Secretary/Treasurer, Executive Director and Immediate Past President.

- B. There shall be a Board of Directors (“Board”) composed of the Executive Committee members and elected members representing all member classes.
- C. The Board of Directors shall consist of at least 15 members, with one board member representing each of the following areas of expertise: Building Officials, Educators, Hearth/Fireplace, Manufacturers, Plumbing, Radiation/Hydronics, Refrigeration, Retail Stores, Suppliers, Utilities, and Warm Air Heating/Venting.
- D. Board members shall be elected for two-year terms and shall take office at the annual business meeting. One half of the directors will be elected each even numbered year and one half of the directors will be elected in each odd numbered year. Duly elected board member may continue in office until a successor is elected or appointed.

### BY-LAW III

#### MEMBERSHIP

##### SECTION 1

- A. Members of the Rocky Mountain Gas / Utah Heating & Air Conditioning Contractors Association (RMGA/UHACCA) shall be classified into three primary divisions: Regular member, Associate member, and Affiliate member.
- B. Membership is open to qualified individuals, partnerships, companies and corporations who are involved in or have an interest in supporting the Rocky Mountain Gas / Utah Heating & Air Conditioning Contractors Association, and its objectives, policies and code of ethics.
- C. Applicants must file an application for membership and pay the appropriate dues.

##### SECTION 2

- A. The three classes of members of the Rocky Mountain Gas / Utah Heating & Air Conditioning Contractors Association (RMGA/UHACCA) shall have the attributes and characteristics as set forth below.
- B. **Regular member:** a firm, duly admitted as such to the Association, which is engaged in any one of the following areas of expertise with an established place of business in a territory of the Association:
  - (a) Appliance or Equipment Retail Stores,
  - (b) Hearth and Fireplace Contractors,

- (c) Plumbing or Radiation/Hydronics Contractor Firms,
  - (d) Refrigeration Contractor Firms
  - (e) Service and Installation Contractor Firms,
  - (f) Utility or Pipeline Companies,
  - (g) Warm Air Heating, Venting, and Air Conditioning Contractor Firms.
- C. **Associate member:** a firm or education facility duly admitted as such to the Association, which operates directly in or supplies materials and/or allied services for regular members and their businesses from an established place of business in a territory of the Association.
- D. **Affiliate member:** a non-profit organization, local or state government agencies and officials, duly admitted as such to the Association, which provide services in the form of information, inspections, and/or related services to Association members.

### SECTION 3

- A. The Board of Directors shall review all applications for membership and approve or deny them when appropriate.
- B. A member in good standing is a member who is not in default in the payment of dues and assessments for more than two months.
- C. All member firms, regardless of membership type shall have one vote. Each member firm shall designate a representative to vote and otherwise act on behalf of such member firm with regard to association business. A member firm may designate alternate representatives, from time to time; to vote and act on its behalf in the event its primary representative is unable to so act. The representative and each alternate must be a proprietor, partner, or management employee of the employer.

### BY-LAW IV

#### FEES AND DUES

### SECTION 1

- A. The dues of Regular Members shall be \$150.00, payable annually, for firms with an Owner + 1 employee, and \$300.00 for firms with 2 to 10 employees, and \$500.00 for firms with 11+ employees. These dues amounts are subject to change based on a majority vote of the Board of Directors.
- B. The dues of a Utility or Pipeline Company are \$0.01 per residential customer for the first 100,000 customers. All over 100,000 customers is \$0.0025 per residential

customer.

- C. The dues of Associate Members shall be \$300.00 per year or other amount as determined, from time to time, by the Board of Directors.
- D. The dues of Affiliate Members shall be \$50.00 per year, and Student Members shall be \$25.00, or other amount as determined, from time to time, by the Board of Directors.
- E. New members shall be offered a one-time Half Price discount on their first year annual association dues.

## SECTION 2

- A. New members joining the Association after the beginning of a new fiscal year may pay a prorated portion of the annual membership fee as dues until the end of the fiscal year.
- B. Members in arrears in payment of their dues for a period of ninety (90) days after being properly billed by the Association shall be dropped from the active records of the Association. Reinstatement can be accomplished by following the procedure outlined for new members.

## BY-LAW V

### FISCAL YEAR

#### SECTION 1

- A. The fiscal or operating year of the Association shall be from July 1<sup>st</sup> through June 30<sup>th</sup> of each year.

## BY-LAW VI

### NOMINATIONS AND ELECTIONS

#### SECTION 1

- A. The officers and directors of this Association shall be elected as follows:
  - 1. A Nomination and Election Committee meeting shall be held in the third quarter of every year. The purpose of the meeting will be to propose the names of candidates for the various Association offices for presentation to the membership.

2. A Mail, Fax or Email Ballot will be sent to each member in good standing with the various candidates for Association offices at least two months prior to the start of a new fiscal year. The election shall be by mail fax or Email ballot of those qualified to vote. A plurality vote shall be necessary to elect.
  3. One representative of each member firm in good standing is allowed to vote.
  4. An annual business meeting shall be held each year, date and place of such meeting to be determined by the Board of Directors, and announced to the members of the Association by mail, fax or Email at least two weeks prior to the time of such meeting. The ballot election will be verified at the annual meeting.
  5. Officers shall be elected for one-year terms and shall take office at the beginning of the fiscal year. The President cannot succeed himself in office for a second term.
  6. The Vice President shall automatically be nominated for President at the completion of his term of office.
  7. Directors shall be elected for two-year terms and shall take office at the beginning of the fiscal year.
- B. In the event any office becomes vacant, by resignation or otherwise, the Board of Directors shall have the authority to appoint another member to act until the next regular election.
- C. The Executive Committee of the Board of Directors shall consist of the President, Vice-President, Secretary/Treasurer, Executive Director, and Immediate Past President.

## BY-LAW VII

### MEETINGS

#### SECTION 1

- A. Association membership meetings shall be held at least 4 times per year at a time and place designated by the Board of Directors.
- B. Special meetings may be called when considered necessary by the President or the Board of Directors. A majority of board members shall be necessary for a quorum at any special meeting of this Association.
- C. In addition to the Association membership meetings, the Board of Directors may hold a monthly board meeting at a time and place designated by the President.

- D. An Education Summit meeting may be held each year, at a time and place to be determined by the Board of Directors.

## BY-LAW VIII

### PARLIAMENTARY PRACTICES

#### SECTION I

- A. The proceedings of the Association's Membership meetings, as well as the Board of Director's meetings shall be conducted in accordance with Roberts Rules of Order.
- B. If an issue to be voted on by the Board of Directors or the Regular Members results in a tie, the association president may cast a tie-breaking vote.

## BY-LAW IX

### DUTIES OF THE OFFICERS

#### SECTION 1

- A. Duties of the President - The President shall be the Chief Executive Officer of the association and shall oversee all affairs of the Association. He shall preside at all meetings and shall be Chairman of the Board of Directors. He shall call all regular membership and special Board meetings. He shall appoint the standing committees in accordance with the By-Laws and any other committees he feels are necessary to accomplish the Purposes and Objectives of the association. He shall act as an ex-officio member of each of the committees. He shall see that regular elections are held in accordance with the By-Laws.
- B. Duties of the Vice President - The Vice President shall when the President is unable to perform duties for any reason, occupy the position and perform his duties, having the same authority as the President. In addition, he shall chair the Governmental Affairs Committee.
- C. Duties of the Immediate Past President - The Immediate Past President shall be a member of the Board of Directors with all the rights and privileges of the other members of the Board. He and other past presidents will act as a welcoming committee at all official Association functions. In addition, he will act as the Chairman of the Nominations and Elections Committee.

- D. Duties of the Secretary/Treasurer - The Secretary/Treasurer shall oversee and be responsible for the records of the Association, conduct roll call of officers and members, and make certain that all monies due the Association or payable by the Association are handled in a prompt and businesslike manner. Every two years, the Secretary/Treasurer shall organize an Audit Committee to review the Association's business records. The actual handling of the detail work of the Association may be delegated to the Executive Director of the Association at the discretion of the Secretary/Treasurer.
- E. Duties of the Executive Director - The Executive Director shall maintain the records, minutes, and handle receipts and disbursements of the Association. The Director shall act as Secretary and Fund Manager providing periodic financial reports as may be deemed necessary by the Board of Directors. In addition, the Director shall serve as an ex-officio member on the Board of Directors as well as an ex-officio member of all committees designated by the President. The Executive Director shall employ adequate staff to maintain efficient operation of the Association as directed by the Board.

## SECTION 2

- A. Duties of the Board of Directors - The Board of Directors shall be responsible for the execution, through its officers, of the authorized policies of the Association.
- B. The Board shall authorize all expenditures and shall not create any indebtedness beyond the income of the Association, nor disburse funds for purposes non-essential to the Purposes and Objects of the Association.
- C. A majority vote of the Board of Directors shall govern. The Board of Directors shall have the power to overrule or modify the action of any officer of the Association.
- D. It shall determine the date, time and place of the annual business meeting and convention of the Association.
- E. The Board shall hold regular meetings.
- F. It shall hold special meetings when called by the President or upon written request of five members of the Association in good standing.
- G. The Board of Directors shall approve the annual budget of the Association. This budget shall develop a program to promote and serve the Industry in accordance with the needs and desires of the membership and the Industry at large.



### SECTION 3

- A. The Executive Committee of the Board shall have the following responsibilities:
1. In collaboration with the Executive Director, prepare an annual budget in the 4<sup>th</sup> quarter of each year.
  2. Consider all major policies and recommend these for the Board of Director's consideration.
  3. Hire the Executive Director.
  4. Determine compensation for all staff.

### BY-LAW X

#### STANDING COMMITTEES

### SECTION 1

- A. For each of the following committees, a chairperson shall be nominated by the Executive Committee and approved by the Board of Directors.
1. Government Affairs Committee.
    - (a). This committee shall study State and Federal laws affecting RMGA/UHACCA related industries with a view toward improving the climate of the Contractor and/or subcontracting trades in general.
    - (b). Recommendations from this committee shall be brought to the attention of the Board of Directors. They shall be properly debated, and the Board shall have the authority to approve Committee recommendations.
    - (c). The Committee shall designate representatives to any government affairs/legislative advocacy group.
    - (d). Further, this committee shall put forth every effort to organize support from other Associations and organizations and do whatever is in the best interest of this Association to obtain successful action by the appropriate governmental agency.
  2. Nominations and Elections Committee.

- (a). This committee shall propose the names of qualified candidates to fill all of the offices of the Association and handle the Nominations and Elections at the general meeting designated for this purpose and in accordance with the Articles of Incorporation and By-Laws.
    - (b). The Committee will be chaired by the Immediate Past President.
  - 3. Technician Training and Certification Committee.
    - (a). This committee shall determine the training and certification requirements for service and installation contractors, and shall plan periodic training sessions and testing opportunities for its member's employees.
    - (b). Part of the association program will be devoted to developing safe workplaces and practices.
  - 4. Questar Referral Program Committee
    - (a). This committee shall plan and arrange all aspects of the Referral Program, including setting referral fees and advertising.
    - (b). This committee shall prepare an annual budget for approval by the board of directors.
  - 5. Convention/Special Events Committee/Marketing
    - (a). This committee shall plan and arrange for the annual Convention, Christmas Party and other special events as set forth by the Board of Directors.
    - (b). Efforts to better market the quality of member firms will be overseen by this committee.
  - 6. Member Satellite Meeting Committee
    - (a). This committee shall plan and arrange regional, educational meetings and other member related functions.
- B. At the discretion of the Board of Directors, additional committees may be created with a chairperson nominated in the same manner as all other Committee Chairs.

## SECTION 2

- A. All committees shall consist of a chairman and as many members as shall be considered necessary by the Board of Directors.
- B. Each committee, through its chairman, shall report either verbally or in writing to the Board of Directors on a regular basis.
- C. The President and the Executive Director shall be ex-officio members of all committees.
- D. All issues, projects, or programs shall be referred to the corresponding committee for resolution by them, as authorized by the Board of Directors. In the event a problem arises that does not correspond with any of the above committees, the Board of Directors shall assume the responsibility and have the authority to appoint an ad hoc committee.

BY-LAW XI

ADDITIONS OR AMENDMENTS TO THE BY-LAWS

SECTION 1

- A. These By-Laws may be amended with the recommendation of two thirds of the Board of Directors.
- B. Amendments or new By-Laws shall be voted on by regular firm members. If a mail, fax or Email ballot is utilized, there shall be at least two weeks between the time ballots are sent and due back. If the vote is to occur at a meeting of the Association, notice of the meeting will be at least two weeks prior to the meeting date.

ON SEPTEMBER 14, 2001, BY-LAWS I THROUGH XI, AS OUTLINED ABOVE, WERE APPROVED BY RATIFICATION OF THE MEMBERSHIP IN PARK CITY, UTAH.

\_\_\_\_\_  
President

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Secretary/Treasurer