

ARTICLE I
NAME AND PLACE OF BUSINESS

Section 1. Name

This association shall be known as the Marion County Air Conditioning Contractors Association, Inc. Its acronym shall be MCACCA.

Section 2. Place of Business

The Principal office of the Marion County Air Conditioning Contractors Association shall be in the State of Florida as designated by the Board of Directors.

ARTICLE II
SCOPE

Section 1. Scope

The scope of this association shall be to provide services to contractors, dealers and suppliers of the air conditioning industry. In these by-laws the air conditioning industry is understood to include any change that is accomplished to the air in an enclosed atmosphere such as cooling, heating, refrigeration, etc.

ARTICLE III
PURPOSES

Section 1. Purposes

The general nature and purposes for which this association is organized are as follows:

- A. To foster, promote and protect the interest and welfare of its members, the air conditioning industry, and the public that it serves.
- B. To promote and support local, state, and federal legislation which will be mutually beneficial to air conditioning contractors and consumers; to examine any and all proposed legislation which may be mutually beneficial to air conditioning contractors and the general public; to use every reasonable effort to be sure that the interests of air conditioning contractors and the general public are given proper consideration in the drafting, enactment, and enforcement of all laws and regulations which may affect them.
- C. To use all reasonable precaution in an endeavor to protect the general public against the sale of misbranded merchandise and to eliminate misleading advertising.
- D. To accumulate and distribute trade information, encourage better business methods, and to generally advance the interest of air conditioning contractors and the successful operation of the Association to cooperate with schools and colleges in expansion of courses of education training specifically designed for the air conditioning industry; to encourage the cooperation of various local agencies in the sponsorship of safety education programs for Florida's air conditioning industry as well as in other programs which are aids to more effective, efficient and safer operation of business in Florida.
- E. To use every reasonable means to establish a closer and friendlier relationship and a better understanding among all who are engaged in and associated with the air conditioning industry.
- F. Through survey, study, research and statistical analysis, to acquire, assemble, and interpret information and data concerning the air conditioning industry and to make such data freely available for the benefit of individual air conditioning contractors and the industry in general.
- G. To serve as a local clearing house for the accumulation exchange and dissemination of information and data, ideas, and suggestion and services of all types which may be helpful and beneficial to individual air conditioning contractors.
- H. To perfect and execute a local program of education for the purpose of reminding ourselves and acquainting the general public concerning the importance of the invaluable

- services rendered by the air conditioning industry, and the contributions that these contractors make towards the convenience, enrichment and comfort of modern living.
- I. To foster and encourage a closer relationship and understanding between the air conditioning industry and other trade and business groups, governmental agencies and public officials.
 - J. To discourage and oppose all fraudulent, false, illegitimate or illegal solicitation schemes together with all unsound, worthless and misleading advertising promotions and to oppose all such schemes in the community.
 - K. To assist and cooperate with all local civic and business organizations and governmental agencies in a comprehensive general program designed to promote the growth, development, welfare, progress, and prosperity of our community and its citizens.
 - L. To afford members of the Association the opportunity of participating in various group programs.

ARTICLE IV MEMBERSHIP

Section 1. Composition

The Marion County Air Conditioning Contractors Association shall be composed of corporations, firms and individuals regularly in the business of designing, selling, erecting, installing, altering, repairing, servicing, or maintaining air conditioning, heating, and/or refrigeration equipment and who shall comply with the conditions and requirements of membership in accordance with the bylaws of the Association.

Section 2. HVAC Contractor Membership

Contractor membership in this Association shall be confined to those in the air conditioning industry who are licensed as Certified or Registered mechanical/air conditioning/refrigeration contractors by the State of Florida. Contractor members shall have the right to vote and hold office and shall be admitted to the Association upon such terms and conditions and under such procedures as shall be determined by the Board of Directors, from time to time.

Section 3. Associate Membership

Associate membership in this Association shall be available to teachers, students, professional engineers, architects, wholesalers, manufacturers, representatives, Inspectors, and other such individuals or companies having interests in the heating, air conditioning and refrigeration industry. Associate members shall have the right to vote and hold office and shall be admitted to the Association upon such terms and conditions and under such procedures as shall be determined by the Board of Directors, from time to time.

Section 4. Honorary Membership

Honorary membership may be conferred upon any person who has rendered unusual service to the Association and/or to the air conditioning industry. Honorary members shall be elected upon unanimous vote of the Board of Directors present and voting at any regularly constituted meeting. Honorary membership shall be valid until death unless suspended or revoked for good cause by unanimous vote of the Board of Directors present and voting at any regularly constituted meeting

Such Honorary members shall be exempt from payment of annual dues and shall be entitled to all of the privileges of any regular members, except the right to vote or hold office.

Section 6. Members in Good Standing

All contractor, associate, and honorary members who are current as defined by the Board of Directors in their financial obligations to the association and who have complied with all other conditions and obligations shall be considered as members.

ARTICLE V
APPLICATION FOR MEMBERSHIP AND APPROVAL

Section 1. Application and Approval

Duly qualified applicants may become members of the Association upon completion of a written application, verification of legal status and/or valid licensure, and payment of the first year's dues.

ARTICLE VI
TERMINATION OF MEMBERSHIP

Section 1. Resignation

Any member may resign from the Association by giving thirty (30) days notice in writing to the Executive Director of his intention to do so. No member dropped from the roll of membership shall be entitled to any refund, or any portion of the property of or monies owing to, or in the treasury of the Association.

ARTICLE VII
DUES AND ASSESSMENTS

Section 1. Dues

Dues and Assessments as determined from time to time by the Board of Directors, automatically become payable on January 1. New members will be assessed yearly dues regardless of their date of application and approval of membership. In the subsequent year, a pro-rated amount will become due reflecting that some portions of the first year's dues were paid in advance toward the second year of membership.

Section 2. Assessments

The Board of Directors shall determine any assessments.

ARTICLE VIII
BOARD OF DIRECTORS

Section 1. Authority

The direction and administration of affairs and funds of this Association shall be vested in a Board of Directors, elected or appointed as hereinafter provided, who shall have the authority to act in all matters.

Section 2. Composition

The Board of Directors shall consist of not less than 5 members, all of whom shall be members in good standing and shall remain members in good standing during their term of office. The President shall appoint as many as are required to satisfy the constitutionally stipulated number Three (3) of the Directors shall serve as President, Vice President, Secretary / Treasurer, all of whom shall be elected from among the regular members of the Association as hereinafter provided for in the bylaws. A majority vote shall be necessary to elect. Two associate member shall be elected to the board. All Board members need to be In good standing with the association.

Directors shall serve until their successors have been appointed or elected. The immediate past President shall also serve as a Director.

Section 3. Term of Office

The Board of Directors and officers shall be elected or appointed to serve for a period of one (1) year. They shall serve without remuneration and shall be eligible for reappointment or election for four (4) successive years.

Section 4. Vacancies

Vacancies on the Board of Directors shall be filled by appointment made by the President and confirmed by majority vote of the board. Each person so appointed to fill a vacancy shall remain a director until his successor has been appointed or elected..

Section 5. Quorum

A simple majority of the Directors, at least two (2) of whom must be officers of the Association, shall constitute a quorum at all meetings for the transaction of business.

Section 6. Board Meeting Attendance

Should any Director absent himself from three (3) meetings, or fail to perform duties of his office, his position may be deemed vacant by a vote of two-thirds (2/3) of the Board of Directors in attendance at a regular meeting.

Section 7. Meetings

The Board of Directors shall meet at least once in each quarter of the calendar year, at a time and place determined by the President and shall be subject to the call of the President for special meetings at any time, provided due notice is given.

ARTICLE IX EXECUTIVE COMMITTEE

Section 1. Composition and Powers

The Executive Committee of the Association shall consist of the President, Vice President, Secretary/Treasurer and the immediate past President. The Executive Committee shall possess and may exercise all the powers of the Board of Directors between meetings of the Board and, in general, shall be responsible for the coordination, planning and administration of all Association activities and for such other specified duties and may from time to time be assigned to it by the Board of Directors.

ARTICLE X OFFICERS

Section 1. Officers

The Executive Officers of this Association shall be President, Vice President, Secretary, Treasurer, all of whom shall be elected from among the contractor members of the Board of Directors. The positions of Secretary and Treasurer may be combined into one position as deemed necessary by the Board of Directors.

Section 2. Term of Office

Officers shall serve for a term of one (1) year or until their successors are chosen and duly qualified.

Section 3. Vacancies

Any vacancy in the office of President, Vice President, Secretary or Treasurer that may occur through resignation or otherwise, shall be filled by the President from among the members of the Board of Directors for the unexpired portion of the term.

Section 4. Remuneration

The President, Vice President, Secretary or Treasurer may receive reimbursement for pre-approved expenses based upon action of the Board of Directors approving such reimbursement.

ARTICLE XI MEMBERSHIP MEETINGS

Section 1. Time and Place

The Board of Directors shall determine the time and place of regular membership meetings.

Section 2. Special Meetings

Special membership meetings shall be called by the President or at the request of a majority of the members of the Board of Directors.

Section 3. Annual Meetings

The Association shall hold an annual membership meeting.

Section 4. Quorum

A majority of those members in good standing and present at any regular or special meeting of the Association shall constitute a quorum for the transaction of business. The minutes of all meetings of membership shall be recorded.

Section 5. Meeting Notices

Notice of any membership meeting shall be sent to all members in good standing at least thirty (30) days prior to such meeting, unless otherwise specified elsewhere in these bylaws.

ARTICLE XII ORDER OF BUSINESS

Section 1. Order of Business

After the presiding officer has called a regular meeting of the Association to order. The proceedings of the meetings shall be conducted in accordance with Roberts Rules of Order, Revised, when not in conflict with these bylaws.

ARTICLE XIII OFFICERS AND THEIR DUTIES

Section 1. Terminology

For ease of writing, the word "he" is employed in reference to all officers. It is intended that "he" shall be interchangeable with "she." Use of "he" is in no way intended to be restrictive or discriminatory.

Section 2. President

The President shall have general supervision over all the affairs of the Association, shall be the presiding officer of all conventions, Chairman of the Board of Directors and of the Executive Committee and shall appoint all chairmen and member committees, subject to the bylaws of this Association. He shall be ex-officio member of all committees. As principal spokesman, he shall represent the Association at meetings of other trade groups. He shall, at the Annual Meeting of the Association and at such other times as he may deem proper, communicate to the members and make such suggestions as may, in his opinion, encourage and promote the objectives of the Association. He shall have general supervision over the duties of the employees of the Association as prescribed by the Board of Directors. The President shall have the authority to restrict any meeting or portion thereof to active members only.

Section 3. Vice President

The Vice President shall relieve and assist the President in all matters of Association administration, management and policy and shall perform such special assignments as may be requested by the President. The Vice President shall also serve as presiding officer of the Executive Committee. In the event of the permanent incapacity, as determined by the Board of Directors, or death resignation or unwillingness of the President to act, the Vice President shall forthwith become President. In the event of the absence of the President or his temporary incapacity to act, the Vice President shall act as President.

Section 4. Secretary /Treasurer

The Secretary shall be responsible for coordinating and integrating the activities and programs of the Association. The Secretary shall be responsible for the correspondence of the Association; record the minutes of the annual and board meeting; and notify all members of the times, dates, and places of all meetings.

In addition to the duties hereinafter set forth, the secretary shall be responsible for such other duties as the Board of Directors may require of him. The Secretary shall act as Sergeant at Arms at all meetings, in accordance with Robert's Rules of Order, Revised.

The Treasurer shall oversee the funds and other property of the Association. He shall see that a true and accurate record is kept of all the books and disbursements. He shall cause all the books and records to be kept at all times subject to inspection by the Officers and Directors. He may countersign all checks for payment of bills. He shall submit to the Board of Directors, at a time reasonably in advance of the Annual Meeting or whenever requested to do so by the Board of Directors, a suggested budget for the Association. He shall submit a general financial statement to the Board of Directors at each regular meeting.

ARTICLE XIV EXECUTIVE DIRECTOR

Section 1. Appointment and Compensation

The Executive Director shall be appointed by the Board of Directors and shall have such corporate powers as may from time to time be designated by the Board of Directors. The Board of Directors shall set compensation for the Executive Director. The Executive Director shall participate, but not vote, in the development of policy, formulation of plans and the financial management of the Association, at meetings of the Board of Directors, Executive Committee, and general sessions of membership.

ARTICLE XV COMMITTEES

Section 1. Standing Committees

In each year, it shall be the duty of the President at his first meeting after election to select from the membership of the Association, individuals to serve as Chairmen of Standing Committees in charge of the following matters as he deem essential:

1. Codes and Standards
2. Publications
3. Education
4. Legislative
5. Membership

Section 2. Special Committees

The President may also appoint, from time to time, such Special Committees as he sees fit, and discharge same when the need for them no longer exists.

ARTICLE XVI NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. Election

The general membership shall elect the officers and directors from among the members of the existing Board of Directors annually.

Section 2. Nominating Committee Composition

At least sixty (60) days before the Annual Meeting, the President shall appoint a Nominating Committee consisting of three (3) members of the Board of Directors and the immediate past President who shall be Chairman. If the immediate past President is unable to serve, the President shall appoint a suitable replacement.

Section 3. Nominating Committee Duties

The Nominating Committee shall contact all members in good standing at least thirty (30) days before the Annual Meeting and request the names of suitable candidates for the officers and Board of Directors. The Nominating Committee shall then nominate a slate of Candidates for the Board of Directors and for all Officers listed in Article XIII.

Section 4. Nominating Committee Report

The report of the Nominating Committee shall be distributed to the membership after the Annual Meeting via mail ballot.

ARTICLE XVII ADMINISTRATION OF FUNDS.

Section 1. Control

The Board of Directors, except as herein otherwise provided, shall have control of the affairs of the Association including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Association.

Section 2. Indemnification and Hold Harmless

Each Officer and Director of the Association, elected or appointed or continuing to serve after the adoption of these bylaws, and the Executive Director, shall be indemnified and held harmless by the Association against all liabilities, costs and expenses reasonably incurred by him or on his behalf (including counsel fees, but not excluding any compensation for time spent by the person indemnified) in connection with any civil action or proceeding to which he may be a party by reason of his being in connection with any civil action or proceeding to which he may be a party by reason of his being or having been Officer, Director or Executive Director of the Association or by reason of action alleged to have been taken or omitted by him in such capacity, except in relation to matters to which a final judgment shall be recovered against him based upon his bad faith, dereliction of duty or negligence; provided however, that such indemnity shall not extend to actions or proceedings which are settled or otherwise disposed of without a determination on the merits, unless the Board of Directors shall have been advised in writing, by counsel selected by it, that in the opinion of such counsel, the Officer, Director, or Executive Director seeking such indemnity was not guilty of bad faith, dereliction of duty or negligence in connection therewith and provided, further, that any such situation involving a settlement, but only up to and not in excess of the amount which such counsel shall have advised the Association in writing representing the estimated costs and expenses which might reasonably have been incurred by such Officer, Director, or Executive Director in defending such action or proceeding to a final conclusion. Such indemnity shall be effective only in the event that the interested Officer, Director, or Executive Director shall, within a reasonable time after the institution of such action or proceeding, give the Board of Directors of the Association written notice thereof together with a copy of the complaint or declaration filed therein; such indemnity shall be applicable whether or not the person claiming the benefit thereof continues to be an Officer, Director, or Executive Director of the Association at the time of the liabilities, costs or expense in respect of which indemnity is claimed or incurred; such indemnity shall inure to the benefit of the heirs, executors or administrators of each Officer, Director, or Executive Director; such indemnity shall not be exclusive of any other right of any Officer, Director, or Executive Director, and notwithstanding the amendment or repeal of this bylaw, the same shall continue to bind the Association to provide indemnity to the extent above specified in respect of all such liabilities, costs and expenses incurred after the date of adoption of this bylaw up to and including the date of such amendment or repeal.

ARTICLE XVIII AUDIT

Section 1. Audit

From time to time, there may be an annual audit of the Association's assets and liabilities by a properly accredited public accountant. This audit is at the discretion of the Board of Directors. The annual year end financial report of the Association, once approved by the Board of Directors, may serve as the annual audit.

ARTICLE XIX ASSESSMENTS

Section 1. Assessments

No assessments shall be levied on members except in accordance with the following provisions:

- A. No assessment shall be levied unless the same is approved by the Board of Directors.
- B. Every resolution for the levy of an assessment shall specify the date on or before which the assessment is due and payable.

ARTICLE XX

FISCAL YEAR

Section 1. Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31.

ARTICLE XXI
AMENDMENTS

Section 1. Amendments

The bylaws of the Association may be revised or amended by a two-thirds (2/3) affirmative vote of the Board of Directors present at a meeting designated for such action, provided that notice of such proposed amendment have been given to each member of the Board of Directors of the Association, at least ten (10) days prior to the date of said meeting.

ARTICLE XXII
WAIVER OF NOTICE

Section 1. Waiver of Notice

Any notice provided herein, to members of Directors, may be waived either before or after the meeting to which such notice relates, by any member or Director, and any notice so waived shall be deemed to have been duly given in full compliance with all of the requirements hereof.

ARTICLE XXIII
SEAL

Section 1. Seal

The corporate seal shall be circular in form and shall bear the name of the Association and words and figures denoting its organization under the laws of the State of Florida and the year thereof and otherwise shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE XXIV
DISSOLUTION

Section 1. Dissolution

In case of dissolution, the assets of the Association are to be used as follows:

1. To pay all indebtedness of the Association.
2. To pay all expenses of liquidation.
3. The remainder, at the direction of the Board of Directors, to be donated to a nationally recognized charitable organization or
4. The remainder, at the direction of the Board of Directors, to be donated to an Association recognized as promoting the aims of the Association.