

# **BY-LAWS**

## **Local Organization of Plumbing Contractors Group, LLC.**

### **Article I – Name**

This organization shall be known as the **Plumbing Contractor Group, LLC**. Hereinafter, any reference to the Organization in these Bylaws refers to the Plumbing Contractors Group PCG, and any reference to the Board of Directors refers in particular to the Board of Directors of the same Organization.

### **Article II - Location of Office**

The principal office of the Organization shall be in the State of Florida, County of Broward located at 3404 SW 12<sup>th</sup> Ct, Ft Lauderdale 33312 and shall there be represented by such other companies as may be selected by the Board of Directors. The location of this Principal office can be moved with the approval of the Board of Directors.

### **Article III - Objects and Purposes**

The objects and purposes of the Association are the following:

1. The practical application of scientific knowledge to plumbing, process piping, and boilers.
2. The encouragement of sanitary and safety laws and the better enforcement thereof.
3. The improvement of plumbing systems and the applied elements thereof: plumbing and related materials, fixtures, and appliances, for the improvement of accessories and related work.
4. The encouragement of education of the members in conducting the plumbing, as business in accordance with sound business principles.
5. The encouragement of open and free communications among all segments of the plumbing industry.
6. The establishment, furtherance, and improvement of training programs for apprentices and other employees.
7. The promotion of technical studies education, public relations, research, and other activities of industry development.
8. The distribution of information and analysis thereof relating to legislation, laws, and regulations affecting the business of the members, and to make appropriate recommendations as to the action that should be taken by the members.

### **Article IV – Membership**

**Section 1. Class of Members.** This organization may have Plumbing Contractor Owners the eligibility for which and the rights and privileges of which shall be as hereinafter respectively provided in the Article.

**Section 2. Eligibility for Membership.** Membership in this Organization shall be limited to those corporations, firms, proprietorships and such other organizations and individuals who are engaged in the plumbing industry, regularly carrying on such business in the State of Florida, and with an established place of business, shall be eligible for membership in this Association.

- (a) **Plumbing Contractor Member.** Shall be engaged in the operation of a plumbing contracting business within the State of Florida.
- (b) **Plumbing Contractor Member.** Shall be an individual or firm that is in business, other than a contracting business that qualifies for active membership, that is recognized as part of the plumbing-contracting industry and whose objects and purposes encompass those described in Article IV of these bylaws.

# BY-LAWS

## Local Organization of Plumbing Contractors Group, LLC.

### **Section 3. Application for Membership**

**(a) Plumbing Contractor Member.** Application for membership shall be made through this local organization in the form and manner prescribed by the Board of Directors.

**Section 4. Action on Application.** Except the President of this organization, Board members and/or Secretary of this Organization shall receive any application for membership, however submitted, and may hold for action pending an investigation by them or by the Board of Directors.

**Section 5. Certificate of Membership.** A certificate of membership in such form as may be prescribed by the Board of Directors may be issued to members of this Organization.

**Section 6. Suspension or Expulsion of Membership.** The Board of Directors, for good cause shown and with notice and hearing, may suspend or expel any member if, in the opinion of the Board of Directors, such suspension or expulsion is necessary either to avoid litigation, or to preserve the good name and reputation of the Organization and of plumbing contractors in general.

“Good Cause” shall include but not be limited to, a member being delinquent beyond three (3) months or one (1) quarter and said suspension or expulsion shall not relieve that member of their financial obligation to pay their dues for whatever calendar year they had committed their membership for.

We adhere to a policy of not actively recruiting or soliciting employees from other companies, respecting their existing employment relationships and fostering a fair and competitive business environment.

The member being considered for suspension or expulsion shall have the right to be present and speak on their behalf at any hearing or proceeding involving that member’s suspension or expulsion, under any circumstances. Should the member being considered for suspension or expulsion display any violent behavior or use expletives during any hearing or proceeding, said member shall be removed from the hearing or proceeding, and such hearing or proceeding shall continue without their presence.

Any suspension or expulsion of a member must be confirmed by a two-thirds (2/3rds) majority vote of the voting members on the board who are present at the suspension or expulsion hearing or proceeding.

**Section 7. Authority of Members.** No member of any class shall have any Power or right to act or speak for the Organization, unless such member is an officer, director, or other authorized representative, acting in the course, and within the scope, of his authority as such officer, director, or other authorized representative.

**Section 8. Resignation.** The obligation to pay any dues or other charges which have accrued and are unpaid shall survive the resignation of a member.

**Section 9. Rights and Privileges of Members.** Except for the right to hold office and the right to vote which is reserved to active members, all members shall enjoy all the privileges and benefits of membership in this organization.

**Section 10. Code of Ethics.** All members are to follow this code. Any violations may result in a hearing in which said member may be dealt suspension or expulsion after the hearing.

### **Article V. Board of Directors**

## BY-LAWS

### Local Organization of Plumbing Contractors Group, LLC.

**Section 1. Number and Term of Directors.** President, Vice President, Secretary, and Directors.

A family or employee member of an active member's business who maintains a separate membership as described these Bylaws may serve in any capacity on the Board of Directors; and such member may be designated by an active member company as the company's voting member on the Board; however no active member company shall only be allowed more than one vote on the Board of Directors.

**Section 2. Ex-Officio Members.** The Ex-Officio Members of the Board of Directors shall be the President and the Vice President-Secretary. The board of directors may elect such other officers as deemed necessary.

**Section 3. Election of Directors.** Selection of nominees may be made known by announcement from the board of directors or by nomination from the floor by a member from the proposed nominee's local organization. The board members shall be elected by a majority vote of the members.

**Section 4. Powers and Duties of Board of Directors.** The original board is installed at the 1<sup>st</sup> stated meeting; and shall have full power and authority to act for and represent the Organization; and shall have and exercise all power granted by or permissible under the Certificate of Incorporation, the Bylaws, any amendments, or supplements thereto.

Directors shall have such authority to act for the Organization as is specifically granted to them by the Board of Directors, or by the President.

**Section 5. Meeting of Board of Directors.** A meeting of the Board of Directors shall be held once a month at the time and place as determined by the President. Notice of this meeting shall be provided to the members as provided herein.

**Section 6. Notice of Meetings.** Notice of each meeting of the Board of Directors of the Organization shall be given by the Secretary of the Organization upon the request of the President of the Organization. Such notice shall specify the time and place of each such meeting and shall be transmitted to each member of the Board of Directors at his address as it appears on the books of the Organization not less than five (5) days prior to date of such meeting.

**Section 7. Quorum of Board of Directors.** A majority of the members of the Board of Directors shall constitute a quorum.

**Section 8. Vacancies in Board of Directors.** In case of the death or resignation of any member of the Board of Directors, the President of the organization may fill such vacancies by the next scheduled Board of Director's meeting.

**Section 9. Removal of Directors.** Any member of the Board of Directors may be removed from the Board by the vote of two-thirds (2/3) of the members of the organization represented by that director, but only for cause. Such removal shall require the ratification by majority vote by the board of directors of the local organization.

#### Article VI – Officers

**Section 1. Organization Officers.** The officers of the Organization shall consist of a President, Vice President-Secretary, and such other officers as the board of directors may deem necessary.

**Section 2. Election and Term of Officers.** The Board shall present the names of candidates for the office of

## **BY-LAWS**

### **Local Organization of Plumbing Contractors Group, LLC.**

President and Vice President-Secretary to the members of the A. Additional nominations may also be made from the floor. The President and Vice President-Secretary shall be elected by a majority of the votes cast.

In those cases where no candidate receives a majority on the first ballot, the two candidates receiving the largest number of votes will enter a run-off to determine the winner.

The officers shall be inducted immediately following the election and shall take office at the close of the meeting of the Board of Directors at which they are elected. The officers shall serve for a term of one (1) year or until their respective successors assume office.

**Section 3. Vacancies.** In the case of the death, disqualification, or removal of the President, the Vice President-Secretary shall forthwith and automatically become the President. Vacancy in the office of Vice President-Secretary shall be filled only by election.

#### **Article VII - Duties of Officers**

**Section 1. Powers and Duties of President.** The President shall generally have and exercise all such powers and duties as are usually reposed in the chief executive officer of a Florida corporation or which are necessary and proper to carry out the orders and resolutions of Convention and the Board of Directors or to execute the Bylaws of the Organization.

In addition to such powers and duties as the Certificate of Incorporation or the Bylaws now or hereafter grant to or impose on him/her, the powers and duties of the President shall include presiding at meetings of the Board of Directors; general supervision over and direction of the affairs of the Organization and over the officers of the Organization; with prior approval of the Board of Directors shall execute all deeds, mortgages, bonds, contracts and other documents in the name of the Organization; authority to take any action which the Board of Directors is empowered to take subject to review by the Board.

**Section 2. Duties of Vice President-Secretary.** The Vice President shall have such powers and other duties as shall be granted or imposed upon him/her by the Bylaws, the Board of Directors, or the President of the Organization.

He/She shall supervise the keeping the Minutes of all Board of Directors meetings, and such other Organization meetings as specified by the Board of Directors or the President. He/She shall attend to the giving and serving of all notices required by the Bylaws.

#### **Article VIII - Standing and Other Committees**

**Section 1. Creation of Committees.** The board of directors may provide for Standing Committees and the President may appoint Special and/or Ad-hoc Committees.

**Section 2. Personnel of Committees.** All Committee members shall be members of the association selected by the President, unless otherwise specified. Any advisory personnel of Committees need not be Associated members in cases where the President wishes to select non-member appointees for good cause. The Chairmen of Committees shall be named by the President, and the President shall be entitled to attend all Committee meetings and participate in any Committee's activities and discussions, but shall not be a member of any Committee, except where otherwise specified.

**Section 3. Committee Activities.** Members of the Organization, whether Committee members or not, may

## BY-LAWS

### Local Organization of Plumbing Contractors Group, LLC.

attend Committee meetings in which they are interested, may submit evidence or other data to Committees, and shall have the benefit of the findings or other work of Committees. No meeting of any Standing Committee or any Special Committee shall be called by the Chairman or by any member and no expense shall be incurred by or on behalf of any such Committee, without the approval of the President of this Organization.

**Section 4. Committee Authority and Reports.** All Committees shall be responsible to make its reports and recommendations, as directed, to the Board of Directors at the specified or appropriate time or times.

#### Article IX - Fiscal Year, Finances

**Section 1. Fiscal Year.** The fiscal year of the Association shall commence on the first day of January each year, and end on the last day of December, therefore using the calendar year as its fiscal year.

#### Article X - Membership Dues

**Section 1. Dues of Members.** The dues payable to this Organization shall be determined by the Board of Directors and subject to the provisions as follows:

- (a) **Active Members.** Dues are payable in advance annually, semiannually. Payment of said dues shall be made by the first day of January, of each year in the amount of the equal installment chosen. For each active member of this Organization who is a member of and whose principal place of business is located within the territorial jurisdiction of the local, and State of Florida dues shall be paid directly to the Plumbing Contractor Group, LLC.
- (b) **Industry Associate Member** An industry associate member shall pay dues for each of its members in accordance with these Bylaws.

**Section 2. Proration.** Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership for the remainder of the fiscal year. However, is optional for the discretion of board by majority of the board.

**Section 3. Non-Payment of Dues.** Should a member be in default in the payment of any installment of dues for a period of forty-five (45) days after the semi-annual installment payment date, such member shall be notified, in writing, of such default by this Organization. If such default is not collected within thirty (30)

days after the date of mailing of such notice, the delinquent member will thereupon be terminated from membership in and shall not be entitled to receive any privileges or benefits of membership in this Organization.

Notice of such termination shall be mailed to the member by this Organization provided, however, that such membership may be reinstated upon the payment of all arrearages in dues to a current date, if paid within one (1) year from the date of termination.

**Section 4. Changes in Dues.** The amount of dues shall not be changed, except by the Board of Directors. The Board of Directors may set the dues at any amount on a majority vote. A change in dues approved by the President and board members only.

#### Article XI – Amendments

**Section 1. By Board of Directors.** These Bylaws, or any part thereof, may be amended, altered, changed, supplemented, or repealed by a vote of two-thirds (2/3) of the membership of the Board of Directors provided that any such action shall be submitted to the Local Chapter Board of Directors for approval by a vote of two-

## BY-LAWS

### Local Organization of Plumbing Contractors Group, LLC.

thirds (2/3).

**Section 3. Publication.** The Bylaws of the Organization shall be made available to the membership through publication by the Organization. In each case where a Bylaw is changed in any way hereafter, the printed form of Bylaws shall indicate, in connection with each session so changed, the effective date of the changed form of the Bylaws.

#### **Article XII – Indemnification**

That every director, officer, committee member, or employee of the Organization shall be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such director, officer, committee member, or employee in connection with any proceeding to which such director, officer, committee member, or employee may be made a party, or in which such director, officer, committee member, or employee may become involved by a reason of such director, officer, committee member, or employee being or having been a director, officer, committee member, or employee being or having been a director, officer, committee member, or employee of the Organization, or any settlement thereof, whether or not such director, officer, committee member, or employee was a director, officer, committee member, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, committee member, or employee was adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the offices. Provided, however, in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Organization. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors, officers, committee members, or employees may be entitled.

#### **Article XIII – Effective Date of These Bylaws**

These Bylaws shall become effective immediately upon the approval of the Local Chapter Board of Directors and the signing of these Bylaws by the President of the Local Chapter and the President of this Organization.

\_\_\_\_\_  
Plumbing Contractors Group President Name

\_\_\_\_\_  
Board Members Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

Date: \_\_\_\_\_

Date: \_\_\_\_\_

**BY-LAWS**  
**Local Organization of Plumbing Contractors Group, LLC.**

**BY-LAWS**  
**Local Organization of Plumbing Contractors Group, LLC.**

## **Code of Ethics**

### **Respect for the Individual**

We all deserve to work in an environment where we are treated with dignity and respect. Local PCG is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste.

Local PCG Chapter is an equal employment/affirmative action of employers and is committed to providing a workplace that is free of discrimination of all types and from abusive, offensive or harassing behavior. Any member who feels harassed or discriminated against should report the incident to his or her board members.

All PCG Chapter members are also expected to support an inclusive chapter by adhering to the following conduct standards:

- Treat others with dignity and respect at all times.
- Address and report inappropriate behavior and comments that are discriminatory, harassing, abusive, offensive or unwelcome.
- Foster teamwork and member participation, encouraging the representation of different member perspectives.
- Seek out insights from members with different experiences, perspectives and backgrounds.
- Avoid slang or idioms that might not translate across cultures.
- Support flexible work arrangements for co-members with different needs, abilities and/or obligations.
- Confront the decisions or behaviors of others that are based on conscious or unconscious biases.
- Be open-minded and listen when given constructive feedback regarding others' perception of your conduct.

Local PCG Chapter will not tolerate discrimination, harassment or any behavior or language that is abusive, offensive or unwelcome.



## **BY-LAWS**

### **Local Organization of Plumbing Contractors Group, LLC.**

#### **Uphold the Law**

Local PCG is commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the chapter's policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Local PCG policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

#### ***Competition***

We are dedicated to ethical, fair and vigorous competition. Members offer products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities, nor will we engage or assist in unlawful boycotts of particular customers. Members shall not purposely use knowledge gain from other members or their employees to for the recruitment of employees. As we are in a free market employees are free to come and go but as members we will NOT attempt to steal employees from other members.

#### ***Proprietary Information***

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

#### ***Selective Disclosure***

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to Local PCG, members its securities, business operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

#### ***Health and Safety***

Local PCG is dedicated to maintaining a healthy environment. A safety manual has been designed to educate you on safety in the workplace. If member is ill, we ask they do not attend meeting and/or functions to prevent spread of illness.

**BY-LAWS**  
**Local Organization of Plumbing Contractors Group, LLC.**

## **Do the Right Thing**

Several key questions can help identify situations that may be unethical, inappropriate or illegal. Ask yourself:

Does what I am doing comply with the guiding principles, Code of Conduct and company policies?

- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my company and myself?
- What would I tell my child to do?
- Is this the right thing to do?

## **Ethics**

Ethics Contractors must operate within the highest standards of ethical conduct when dealing with or working on behalf of PCG. Members will ensure that its actions, and those of its Representatives, comply with the letter and spirit of this Contractor Code.

## **Anti-Corruption**

Members and Representatives shall comply with the provisions. Act and shall not engage in any form of bribery, extortion, embezzlement or other corrupt practices. No members shall conspire to any of these engagements in efforts of harming any member's businesses or personal lives.

**BY-LAWS**  
**Local Organization of Plumbing Contractors Group, LLC.**

**BY-LAWS**  
**Local Organization of Plumbing Contractors Group, LLC.**

**BY-LAWS**  
**Local Organization of Plumbing Contractors Group, LLC.**