

OREGON PHCC
Bylaws adopted in 2019

I. CORPORATE STRUCTURE

1. The Oregon State Association of Plumbing-Heating-Cooling Contractors, Inc. (Oregon PHCC) is an Oregon nonprofit corporation organized under IRS Code 501(c)6.

II. FISCAL YEAR

1. The fiscal year is January 1 to December 31.

III. CORE FUNCTION

1. The core function is to be the unified “voice of Oregon’s Plumbing-Heating-Cooling Contractors,” primarily to state government entities. These entities include, but are not necessarily limited to:

The Office of the Governor;

To include all executive departments and agencies such as DEQ, BCD and CCB;

The Office of the Attorney General;

To include the Department of Justice Consumer Protection and Financial Fraud Division, but not in any capacity requiring legal advice from an attorney;

The Office of the Commissioner of the Bureau of Labor and Industries; and

The Legislative Assembly.

2. Oregon PHCC’s advocacy on behalf of contractors will include actively advancing proposals favored by contractors, as well as defending the interests of contractors when other parties advance proposals to the detriment of contractors. These proposals may be for changes to statutes (ORSs), changes to administrative rules (OARs) or changes to regulatory and enforcement policies and procedures.

3. Additionally, Oregon PHCC leadership recognizes that effective advocacy on behalf of contractors must include active participation in campaigns for public office by the association and its members. To that end, Oregon PHCC will aggressively raise money from its membership for an association-controlled Political Action Committee (PAC). Oregon PHCC will strategically expend campaign funds:

(a) to support candidates who understand and value the free market and the role contractors play in all Oregon communities, and

(b) to increase the visibility of contractors and Oregon PHCC in the political marketplace in Oregon.

4. Finally, as the “voice of Oregon Plumbing-Heating-Cooling Contractors,” Oregon PHCC will seek to protect and represent the value of contractors in communities across the state by representing contractors in the traditional media (television, radio and newspapers), as well as emerging social media networks.

IV. SECONDARY FUNCTIONS

1. Oregon PHCC will engage in other functions designed to provide benefits to members for the purposes of:

- (a) creating value in membership -- to help recruit new members and to encourage existing members to renew -- and
- (b) generating non-dues revenue for the association to keep the cost of membership as affordable as possible.

These Secondary Functions may include, but are not limited to:

- (a) Providing continuing education to members;
- (b) Providing expert advice to members with questions, or assist in referring members to experts who can provide advice on industry-specific questions;
- (c) Providing discounts to members at industry-related businesses;
- (d) Endorsing insurance or other products in exchange for discounts for members and revenue for the association; and
- (e) Organizing association activities including an annual state convention and golf tournament;
- (f) Organizing association membership dinners; and
- (g) Organizing and raising funds for a scholarship program for PHCC related apprentices.

V. MEMBERSHIP

1. The association will have two membership categories, with dues for each set by the Board of Directors:

- (a) Contractor Member: A Contractor Member is a licensed contractor in good standing. The person named as the member must be a principal or general manager;
- (b) Associate Member: An Associate Member is a person or business who supports the contractor industry. Associate Members will not have voting rights in the association but may be elected to serve as an officer or director;

2. The Board may refuse to extend membership to, or revoke the membership of, any applicant for any legally permissible reason by a 4/5 vote;

3. A Contractor Member whose license is revoked, cancelled or suspended will immediately lose their membership without refund.

VI. MEETINGS OF THE MEMBERSHIP

1. The association will have an Annual Membership Business Meeting.

- (a) All Contractor Members and Associate Members must be notified of the time, date and location of the meeting at least 30 days prior to the meeting;
- (b) Notice of the meeting may be in any common form, or combination of common forms, of communication between businesses or between the association and its members;
- (c) The Association may charge a fee to attend the Annual Membership Business Meeting;
- (d) Only Contractor Members attending in person shall have the right to vote;

2. The following business will be conducted during the meeting:

- (a) Report on income and expenses for the current fiscal year;
- (b) Adoption of a budget for the following fiscal year. If a budget is not adopted during the meeting, the Board is responsible for adopting a budget;
- (c) In odd-numbered years, election of the following officers for the following two years: President, Vice President, Secretary, Treasurer.

VII. BOARD OF DIRECTORS

1. The association will be governed by a Board of Directors. The Board shall be comprised of:
 - (a) The following Ex Officio members:
 1. A President, Vice President, Secretary and Treasurer, serving two-year terms;
 2. The Immediate Past President.
 - (b) No less than one (1) and no more than nine (9) Directors appointed by the President, subject to Board approval by at 4/5 vote, serving staggered three-year terms as established in Article X of these Bylaws;

VIII. OFFICERS

1. The Association will have a President, Vice President, Secretary and Treasurer elected for a two-year term beginning on January 1 of an even-numbered year and ending on December 31 of the following odd-numbered year.
 - (a) Officers will be elected by Contractor Members at the Annual Membership Business Meeting in odd-numbered years;
 - (b) Officers must be a current Contractor or Associate Member at the time they are elected and must maintain their membership throughout their term;
 - (c) If the President resigns during his or her term, the Vice President shall assume the position of President for the remainder of the term and the President shall appoint, subject to Board approval, a Vice President;
 - (d) If a Vice President, Secretary or Treasurer resigns during his or her term, the President shall appoint, subject to Board approval, a replacement for the remainder of the term.
2. The President shall determine the number of Directors, subject to Article VIII(b) limitations, except that the President shall not have the authority to terminate a currently serving Director.
3. The Officers shall have the responsibilities commonly accorded those posts.
4. The President is authorized to sign any contracts, agreements or enter into any other agreements, subject to approval by the Board by a 4/5 vote.
5. The President and Treasurer shall be signers for the Association's general business checking account and the Association's Political Action Committee checking account. Other members of the Board may be authorized to sign checks, subject to approval by the Board by a 4/5 vote.

IX. DIRECTORS

1. Directors will serve three-year terms.
2. When vacancies occur among Directors, the President shall appoint, subject to Board approval by a 4/5 vote, a new or replacement Director. The President may also choose not to fill an open position.
3. The Board may adjust the term of a newly appointed Director to less than three years to ensure balance and continuity among Directors.
4. A Director may be removed from the Board by a 4/5 vote of the full Board of Directors.

XI. MEETINGS OF THE BOARD

1. The Board of Directors shall meet at the conclusion of the Annual Membership Business Meeting. The Board shall also meet:

- (a) At the Call of the President with 14 days notice;
- (b) At the Call of three or more members with 14 days notice;
- (c) In the case of an emergency, a meeting may be called with 24 hours notice. The notice must contain the specific emergency necessitating the meeting, and only actions related to the emergency shall be undertaken.

2. Directors may conduct business in the following manner:

- (a) A majority of the Board shall constitute a quorum;
- (b) A majority vote of Board members attending a meeting is required to approve any action;
- (c) Officers and Directors may attend meetings of the Board in person or via any method permitting real time interaction among those attending;
- (d) The President, or his or her designee, may solicit Board approval for any business via email, requiring an affirmative response from a majority of the Directors.

3. Authority of the Board:

- (a) The Board may amend the budget adopted at the Annual Membership Business Meeting;
- (b) The Board may take any action it deems necessary to serve the needs of the members including, but limited to:
 - (1) Hiring employees;
 - (2) Engaging independent contractors;
 - (3) Purchasing products and services.

XII. EXECUTIVE COMMITTEE

1. An Executive Committee of the Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer and Immediate Past President.

2. The Executive Committee may take any action on behalf of the Board of Directors.

3. The Executive Committee may conduct business in the following manner:

- (a) Meet at the Call of the President with 72 hours notice;
- (b) 4/5 of the Executive Committee shall constitute a quorum;
- (c) A 4/5 vote of the Executive Committee attending a meeting may approve any action;
- (d) Members of the Executive Committee may attend meetings in person or via any method permitting real time interaction among the Committee.

XIII. AMENDING BYLAWS

1. These bylaws may be amended by a vote of the Contractor Members at the Annual Membership Business Meeting.

XIV. AFFILIATION

1. Oregon PHCC will be a state franchisee of the National Association of Plumbing-Heating-Cooling Contractors, Inc.