

CONSTITUTION AND BYLAWS OF THE SIOUX FALLS HVAC ASSOCIATION

SECTION 1 – ORGANIZATION AND PURPOSE

A. Organization

This is a non-profit association organized and existing under the name of this association to be Sioux Falls Heating, Ventilation, & Air Conditioning Association. By Articles of amendment filed in the same office on the first day of October 1990, the association shall be governed and managed pursuant to the terms of its Articles of Association, as amended, the Non-Profit Corporation Act of South Dakota, these Bylaws, and the policies adopted hereunder; provided, that these Bylaws, and policy adopted, and any action taken pursuant to them shall be subordinate to the foregoing authorities.

B Purpose

The purpose of this association is as follows:

1. To promote cooperation and understanding between Heating Contractors, wholesalers, city entities, & others related to the industry.
2. To promote the exchange of ideas and serve as a clearinghouse for information.
3. To increase their work efficiency.
4. To promote and make possible uniform and united action to advancing the common purpose of such organizations.
5. To make possible concerted action and expression of opinion of such organization with regard to problems affecting the civic, commercial, industrial, agricultural, and social interest of the community and state.
6. To help provide leadership to its members through such activities.
7. The education of the members of the association in techniques and methods related to heating, ventilation, cooling, and mechanical practices and related endeavors.
8. The promotion of standardization of all mechanical systems.
9. The promotion of technical studied education, public relations, research, and other activities of Industry Development.
10. No other purpose, objector business of the Association shall be carried on or agreed upon, or shall be authorized, valid, lawful purpose or action of the Association without the majority vote of the Board of Directors.

C. Mission Statement

The Sioux Falls HVAC Association exists to provide an arena to educate our members so they can provide professional HVAC service in the Sioux Falls and surrounding areas.

SECTION 2 – MEMBERSHIP

In these Bylaws, the Articles or any other legal documents of the association, whenever the word he, him, his or other masculine gender is used, it shall also mean the female gender.

A. CLASSIFICATIONS: Membership in the association shall include three classes as follows:

1. Business Members – Any interested parties affiliated with the HVAC industry as it relates to the Sioux Falls area, organized for the purposes consistent with those of this association, whose officers and active members, as amended from time to time, shall be eligible for the affiliation with the Sioux Falls HVAC Association. Each business will have one vote per paid membership.
2. Individual Business Members – Individual members must be affiliated with a paid business member and will be required to pay 60% of the annual dues in order to have a vote.
3. Honorary Member – Honorary members such as officials of the City of Sioux Falls, members of Southeast Area Vocational Institute of Learning may be conferred upon recommendation by the President of the corporation and at least two (2) other members of the Board of Directors at any meeting of the Board of Directors on any persons by a two-thirds vote of the members of the Board of Directors present. Honorary Members may not vote or hold office in the association. Honorary membership shall be conferred only upon outstanding cause shown.

B. POWER AND DUTIES OF MEMBERSHIP

1. All members in good standing in this association shall enjoy all rights and privileges now or hereafter afforded by this association. They shall have the right to elect, appoint, nominate or otherwise designate delegates, directors, candidates for office and committee members as hereinafter provided. Members of this association are expected to support the actions and activities of the Sioux Falls HVAC Association at all levels and to carry out any duties and responsibilities of membership specifically stated in these Bylaws or as directed by the Board of Directors.

2. Any member may resign or withdraw from the association by written request to the Secretary; provided, however, that all fees and dues are paid for the annual period in which the resignation is received by the Secretary, in order for the member to resign in good standing. Any member who has resigned in good standing and wishes to renew his or her affiliation with the association shall qualify and apply for membership in the same manner as provided for new members, including payment of all fees and dues as herein provided for.

SECTION 3 – OFFICERS

A. TITLE OF OFFICERS: The officers of this association shall be as follows:

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| 1. Chairman of the Board (Past President) | 5. Treasurer |
| 2. President | 6. Director of Education |
| 3. Vice President | 7. Subchapter Advisor |
| 4. Secretary | |

B. QUALIFICATIONS, SELECTION AND ELECTION

All officers shall be bona fide members of the Sioux Falls HVAC Association. Additional qualifications, selection and election of these officers shall be in the manner hereafter prescribed in the Bylaws. They shall carry out all duties incident to their offices as directed by these Bylaws.

C. DUTIES OF OFFICERS GENERALLY

All officers shall attend an orientation meeting called by the President between the date of planning session and Dec. 31st, said meeting to be a joint meeting of the incoming and outgoing officers.

D. IMPEACHMENT

The Board of Directors of the association, at any duly convened meeting, may remove any officer of this corporation from office for good cause shown, provided that such removal vote shall be by two-thirds of the total board at such duly convened meeting. The procedure for bringing any impeachment action for consideration of the Board of Directors shall be in the manner prescribed by said Board of Directors.

E. TERM OF OFFICE

All officers shall serve for a term of one year, said term to begin on the first day after the October meeting, and to terminate after the October meeting of the following year. Officers will be sworn in at the annual membership meeting.

SECTION 4 – CHAIRMAN OF THE BOARD

- A. The immediate Past President shall be the Chairman of the Board.
- B. The Chairman of the Board shall work with and assist the President for the duration of the President’s term of office.
- C. The Chairman of the Board shall preside in the event of a vacancy or absence in the office of the President and Vice President.

SECTION 5 – PRESIDENT

- A. The association shall have a President who shall be elected by a majority of the votes of those attending the October meeting.
- B. The President shall preside at all meetings of the Association and its Board of Directors.
- C. The President shall be responsible for the affairs of the Association and, with the assistance of the Vice President, Secretary and Treasurer, shall execute and administer the policies and affairs of the association as established by the membership and the Board of Directors.
- D. The President shall appoint annually, chairpersons, immediately following his or her election, from the general membership of the association, to head the following committees:
 - 1. Fall Fix-up
 - 2. Scholarship
 - 3. New Code
 - 4. ???????????

SECTION 6 – VICE PRESIDENT

- A. No person shall be eligible for election as Vice President unless the person is a member in good standing of the HVAC Association.
- B. The Vice President shall preside over all meetings in the absence of the President.

SECTION 7 – SECRETARY

- A. The Secretary shall hold office during the term of the President, unless sooner removed by the Board of Directors or replaced by another nominated by the president and elected by the membership to fill a vacancy.

- B. The Secretary shall supervise and be responsible for the preservation of records, official correspondence, documents, and communications and records of proceedings of the association and Board of Directors.
- C. The Secretary shall cause to be notified the members of the association in writing of all regular and special meetings of the Board of Directors and the association.
- D. The Secretary shall perform such further duties as he or she may be directed to do by these Bylaws, the Board of Directors or the President.

SECTION 8 – TREASURER

- A. The Treasurer shall hold this office during the term of the President, unless sooner removed by the Board of Directors or replaced by a person nominated President and elected by the general membership to fill a vacancy.
- B. The Treasurer shall have general supervision over all association funds and securities, shall keep or cause to be kept proper records of dues and accounts of the association, and shall supervise and be responsible for the disbursement of the funds of the association in accordance with the approved budget or as directed by the Board of Directors.
- C. At each Board of Directors Meeting, general membership meeting and at each Annual Meeting, the Treasurer shall furnish a complete financial statement in detail, showing receipts, expenditures, and cash balance on hand of the association.
- D. The Treasurer shall be responsible for the collection of dues, as well as other monies owed to the association, and shall take appropriate action concerning delinquent accounts.
- E. The Treasurer shall be responsible for the collection of dues for the sub-chapter, as well as other monies owed to the association, and shall take appropriate action concerning delinquent accounts.
- F. The Treasurer shall be responsible for the conduct of such additional duties as the Board of Directors or President may direct to him or her.

SECTION 9 - DIRECTOR OF EDUCATION

- A. The Director of Education shall hold this office during the term of the President, unless sooner removed by the Board of Directors or replaced by a person nominated President and elected by the general membership to fill a vacancy.

- B. The Director of Education shall be responsible for organizing speakers and/or educational presentations for the association.
- C. The Director of Education shall be responsible for the conduct of such additional duties as the Board of Directors or President may direct to him or her.

SECTION 10 - SUBCHAPTER ADVISOR

- A. The Subchapter Advisor shall hold this office during the term of the President, unless sooner removed by the Board of Directors or replaced by a person nominated by the President and elected by the general membership to fill a vacancy.
- B. The Subchapter Advisor shall be in attendance at the Subchapter association meetings to assist and guide the conduct of their meetings.
- C. The Subchapter Advisor shall be responsible for the conduct of such additional duties as the Board of Directors or President may direct to him or her.

SECTION 11 – BOARD OF DIRECTORS

- A. There shall be a Board of Directors which shall consist of the following voting members:
 - 1. The Chairman of the Board
 - 2. The President
 - 3. The Vice President
 - 4. Secretary
 - 5. Treasurer
 - 6. Director of Education
 - 7. Student Advisor
- B. The Board of Directors shall have the power, authority, and responsibility to conduct the business and affairs of the association, except as limited by these Bylaws, and law, to include the adoption, modification, amendment and change of policy for internal conduct of the association.

SECTION 12 – FINANCE COMMITTEE

- A. There shall be a Finance Committee, which shall be made up of the following members: Past President, President, Treasurer, and the Vice President.
- B. The Finance Committee shall prepare an annual budget and present it to the

Executive Committee within 30 days after the beginning of the administration year. Further, it shall be responsible for overall association financial planning and development; adherence to policies and procedures for the planning and development; adherence to policies and procedures for the acquiring, investing, and expenditure of funds; for the audit of the financial records of the association at the close of the fiscal year.

- C. The annual budget shall be reviewed and compared to the financial status by the full Finance Committee quarterly throughout the year.
- D. The Committee shall report directly to the Board of Directors any violations of the financial policies and procedures of the association.
- E. All prospective ways and means projects must be approved by the Finance Committee.
- F. The Finance Committee is empowered to borrow funds from any institution or individual whenever it deems it necessary. It shall report any such borrowings at the next Board of Directors meetings.
- G. The incoming Finance Committee shall arrange for audit of the financial records.

SECTION 13 – VACANCIES

- A. Any office is declared vacant upon the death, disability, resignation or removal of the person holding that office. If a new office is created, such new office or offices shall be considered vacancies for the purpose of electing such new officers.
- B. In the event a vacancy occurs for any reason in the office of President, prior to or during his or her term of office, the Chairman of the Board shall become acting President and shall assume the full duties, responsibilities and powers of that office until a successor is duly elected. The Secretary of the association shall call a meeting of the Board of Directors within thirty (30) days from the date the vacancy occurs, at which time the Board of Directors shall nominate one or more persons as successors, to be elected at a General Membership Meeting of the association; except however, if the date for the next Board of Directors meeting is more than ninety (90) days in the future. The foregoing election to fill a vacancy in the office of the President shall be conducted according to the following rules:
 - 1. Such nominee or nominees shall have served or be serving as an officer on the Board of Directors. Past Presidents may not be nominees unless there are less than 180 days left in the term.

2. A majority of the votes cast at such General Membership Meeting shall be necessary to elect.
 3. The member so elected shall take office immediately upon his or her election and shall serve the unexpired term of his or her predecessor or until his or her successor is elected and installed.
- C. If a vacancy occurs in the office of Vice President, his or her successor shall be elected by a written secret ballot of the Board of Directors at its first meeting following the date of resignation.
- D. If a vacancy shall occur in any of the offices appointed by the President as prescribed by these Bylaws, the President shall appoint a successor, subject to the approval of a majority vote of the Board or Directors present at its next meeting.

SECTION 14 – MEETINGS

A. MEMBERSHIP MEETINGS (REGULAR)

1. The Sioux Falls HVAC association shall meet the first Thursday of every month, unless a meeting date change has been presented by the President to the general membership in attendance to move the meeting to a different date and then approved by a two-thirds majority vote.
2. Association members representing not less than 10 of the Association Membership in good standing shall constitute a quorum at any meeting of the association.
3. All voting on matters of business at any Regular or Special meeting of the association shall be done by two-thirds majority of the Association Members in attendance.
4. Robert's Rules of Order shall prevail at all Regular and Special Membership meetings.

B. MEMBERSHIP MEETINGS (SPECIAL)

Special Meetings may be called by the President or a majority of the Board of Directors at any time or place, provided written notice thereof is given to all Members at least fifteen (15) days in advance.

C. CONDUCT AT MEETINGS

All Sioux Falls HVAC members present during any of the aforesaid

described meetings shall be expected to conduct themselves in a gentlemanly manner. In the event that any report of vandalism, disorderly conduct, display of alcoholic beverages outside of private rooms or social functions or other conduct tending to reflect unfavorably upon the reputation of the Sioux Falls HVAC Association is reported to or by any member of the Board of Directors, the President shall appoint two (2) members of said committee to investigate the incident. This investigation and report, together with statements from the persons allegedly involved, shall be received at a Regular or Special Meeting of the Board or Directors, at which meeting the persons involved may be present. Upon completion of the hearing, the Board of Directors shall have the power, by a majority vote, to impose one or more of the following Individual

- a. Letter of censure
- b. Loss of voting privileges
- c. Rights to receive awards, prizes for any events revoked for up to thirteen (13) months.

SECTION 15 – FINANCING

- A. At the Board of Directors Meeting of the fiscal year, the Finance Committee shall present to the Board of Directors a proposed budget of the association for the fiscal year. The proposed budget may be approved, modified, or amended by a majority vote of those present at said Board of Directors Meeting. Approval thereof shall be deemed authority for the officers to expend the budgeted funds.
 1. For budget proposals, gross membership receipts will be based on 10% growth for the year.
- B. All accounts payable, upon being approved by the President, shall be paid by a check of the association upon the signature thereon of the Treasurer or by the President. No member of this association shall contract or cause to be made in the name of this corporation any debt of any nature whatsoever, without first receiving proper authority from the Board of Directors.
 1. Officer or member expenses shall be the last expense paid at each monthly meeting.
- C. All receipts, disbursements, and accounting of all Southeast Technical Institute Student HVAC Association projects must be centralized. All receipts should be deposited into the Southeast Technical Institute Student HVAC Association accounts and all disbursements made from said accounts by the main chapter treasurer (Sioux Falls HVAC Association).
- D. The fiscal year of this association shall begin the day following the October general membership meeting and end following the October general membership meeting of the following year.

- E. The Board of Directors may enact a membership dues adjustment. Any adjustment shall be attached to and payable with membership dues as specified by these Bylaws. Any adjustment shall be in effect for one year. Any adjustment must have specific determination for the expenditure of the funds raised.

SECTION 16 – HEADQUARTERS AND EMPLOYEES

- A. The Board Secretary shall, with the assistance of the President and Vice-President, conduct official correspondence, preserve records, documents and communications, prepare records of all Board meetings. The Board Treasurer shall receive monies paid to the association and maintain a record of such deposits and issue and sign all checks in payments of all expenses as said expenses have been approved for payments by the Board of Directors.

SECTION 17 – DUES

- A. All membership renewals or new member additions shall be on a cash or check basis. No credit cards will be accepted. Any accounts receivable greater than sixty days delinquent shall be on a cash basis only. Any membership dues not renewed and paid by the last day of November each year will be considered a dropped membership. All membership privileges for that business will be revoked at that time. The business may renew its membership at any time and retake full advantage of membership privileges. The Board Treasure and Board Secretary are responsible to work together to maintain a current membership list. They will be responsible for adding new members and renewals and dropping members who fail to renew.
- B. If a business joins the Association in the months of October through April, full membership dues will be charged. If a business joins the Association in the months of May through September, half of the total dues amount will be charged.
- C. Membership credit will not be extended. Membership dues may not be traded for products or services.
- D. Membership dues shall be \$50.00 per year. If the Board of Directors deem it necessary to increase the dues, the increase must be presented to the general membership for discussion and then put to a vote for approval and approved by two-thirds majority vote of the association members in attendance. Dues increase would take effect at the beginning of the New Year.

SECTION 18 – AMENDMENTS

- A. By Board of Directors: These By-Laws, or any part thereof, may be amended, altered, changed, supplemented or repealed at any meeting of the Board of Directors by a vote of two-thirds of the membership of said Board, provided that any such action shall be submitted to the next meeting of the Association for approval by a vote of two-thirds.

Certified that the above and foregoing Bylaws as amended were duly adopted by the Board of Directors and members of the Association in a meeting held September 7, 2006.

Dale Schempp, Chairman of the Board
Mike McDonnel, President