

BYLAWS
SAN ANTONIO AIR CONDITIONING CONTRACTORS
ASSOCIATION

ARTICLE I - NAME

- 1.1 The name of the association shall be the San Antonio Air Conditioning Contractors Association Inc.
- 1.2 The association shall do business as (dba) ACCA - San Antonio.

ARTICLE II - LOCATION

- 2.1 The location of the principal office of ACCA - San Antonio shall be in the metropolitan area of San Antonio, Texas.

ARTICLE III - MISSION AND OBJECTIVES

- 3.1 The business mission and objectives of ACCA - San Antonio shall be as follows:
To assist and enable ACCA - San Antonio members to acquire, serve and satisfy their customers
By providing the highest quality technical and management information and services,
By promoting good business ethics and sound business practices,
By being the standard of excellence by which others are measured,
By influencing public policy to improve the business climate,
By enhancing the image of contractor professionalism to government, industry, and the public, and
By maintaining and expanding ACCA - San Antonio's' membership base and sphere of influence.

ARTICLE IV - RESTRICTIONS

- 4.1 ACCA - San Antonio will not at any time take any action which shall violate in spirit or substance the provisions of the common law or of any present or future statute, Federal or State, dealing with monopolies, restraint of trade, fixing of prices, distribution of products of the industry, restrictions of output, or other related subjects.
 - 4.1.1 The ACCA - San Antonio Anti-Trust Compliance document shall govern our restricted actions.

ARTICLE V - MEMBERSHIP

- 5.1 Membership in ACCA - San Antonio is open to any person, firm or corporation engaged principally in the heating, ventilation, air conditioning and/or refrigeration business as a dealer-contractor and is properly licensed and insured to perform such work by the appropriate government entities.
- 5.2 Associate membership in ACCA - San Antonio is open to persons, firms or corporations engaged in manufacturing, wholesaling, jobbing and/or selling allied products or equipment, fuels, energies and/or other services pertaining to the industry.
- 5.3 It is declared that membership in ACCA - San Antonio is a privilege and not an irrevocable right and that the condition for revocation shall be hereinafter provided for.
- 5.4 Application for membership in ACCA - San Antonio must be in writing on an ACCA - San Antonio Membership Application. The application shall be accompanied by payment of the appropriate membership dues.
- 5.5 Application for membership in ACCA - San Antonio shall be presented at a Board of Directors meeting and voted on at that meeting. The applicant must be recommended for membership by a member of ACCA - San Antonio or the President & CEO.
- 5.6 Each member shall read, sign and agree to abide by the ACCA - San Antonio Code of Ethics.

- 5.7 All ACCA - San Antonio members shall be entitled to one vote per company at General Membership meetings.
- 5.8 All regularly scheduled Board of Directors meetings are open to all ACCA - San Antonio members.
- 5.9 Any ACCA - San Antonio member who has qualified for membership at the beginning of the year and has fully paid ACCA - San Antonio dues for the current year, may continue to hold membership for the remainder of the calendar year, even though said member has ceased its air conditioning business to otherwise qualify for membership. This rule shall also apply to each member serving on the Board of Directors.
- 5.10 Any ACCA - San Antonio member who has had at least ten (10) years experience in the air conditioning business, and who retires from such business, may continue to be a dues paying ACCA - San Antonio member.

ARTICLE VI - FINANCE

- 6.1 Membership dues shall be established by the Board of Directors.
- 6.2 Special assessments, which may be necessary from time to time, shall be determined by the Board of Directors.
- 6.3 The President & CEO shall be responsible for preparing and filing all financial reports, forms and payments on a timely basis to the proper governmental agencies.

ARTICLE VII - TERMINATION OF MEMBERSHIP

- 7.1 Membership may be terminated by resignation, by failure to pay financial obligations as required by the Bylaws or by expulsion from the organization for specific reason(s).
- 7.2 Voluntary resignation shall be made in writing to the President & CEO and shall become effective when accepted by a majority vote of the Board of Directors. Resignation does not excuse indebtedness to ACCA - San Antonio for any outstanding financial obligations.
- 7.3 Involuntary loss of membership may result from the following and in the manner provided:
 - 7.3.1 **Failure to Pay Yearly Dues or Other Financial Obligations:**

The President & CEO shall notify each member in arrears by written notice. If, within 30 days after mailing said notice to the address furnished the organization by said member via U S First Class mail postage prepaid, the member fails to pay the appropriate dues or other financial obligations, the member shall be considered to be in violation of this Article, and thus, subject to loss of membership by a majority vote of the Board of Directors.
 - 7.3.2 **Unethical Business Practices:**

In the event any member shall conduct business and/or advertising thereof, in a manner which is unethical or illegal, or advertising in a false or misleading manner, or in contravention of the purposes of the association, the President & CEO as instructed by the Board of Directors, shall notify the member as to the concerns of the Board of Directors. In the event the member does not respond to the notification within 10 days, the Board of Directors may divest such member from membership. Notice thereof shall be via U S First Class mail postage prepaid, as specified in the Article VII, paragraph 7.3.1.
 - 7.3.3 Should any member receive notification that membership is being considered for expulsion for any reason, the member may, within 10 days from the date of said notice, inform the President & CEO of intent to come before the Board of Directors for the purpose of defending said actions. The Board of Directors shall, within 15 days, give such member a hearing, at which time the member shall be given ample opportunity to defend actions prior to the Board of Directors making a decision. In any event, the decision of the Board of Directors is final.

- 7.3.4 Expulsion of a member from ACCA - San Antonio will be reported to the State (TACCA) and National (ACCA) Associations.

ARTICLE VIII - MEETINGS

- 8.1 The Annual General Membership Meeting shall be held during the regular December General Membership Meeting each year. The President & CEO shall mail to every member in good standing, to the address as it appears on the membership roll, a notice of the time and place of such Annual General Membership Meeting.
- 8.2 The Board of Directors for the ensuing year shall be elected and/or installed during the December Annual General Membership Meeting.
- 8.3 Regular meetings of ACCA - San Antonio shall be held at such times and places as determined by the President & CEO and approved by the Board of Directors.
- 8.4 The presence of 40% or more of the membership shall constitute a quorum at a General Membership Meeting, and shall be necessary to conduct ACCA - San Antonio business.
- 8.5 The Chairman shall call a Special General Membership Meeting upon written request of any three (3) members of the Board of Directors or upon written request of 40% of the general membership entitled to vote.
- 8.6 All ACCA - San Antonio meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE IX - OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

- 9.1 The Board of Directors, duly elected by the membership at a General Membership Meeting on a date to be set by the Chairman, and prior to the first of the year, shall consist of twelve members, with at least eight (8) being contractor members.
- 9.2 The Board of Directors shall elect the following officers: Chairman, Vice Chairman and Treasurer from within the members of the Board of Directors. Officers must be contractors and members in good standing.
- 9.2.1 Under normal circumstances, the outgoing Vice Chairman should be willing to serve as Chairman, if so elected.
- 9.3 All directors and officers shall serve a term of one year, beginning the first day of the New Year and terminating on the last day of the year.
- 9.3.1 All members of the Board of Directors shall read, sign and abide by the Board of Directors Code of Ethics.
- 9.4 All Officers and Directors must be current in their dues and other financial obligations to the association. A Director delinquent in dues or other financial obligations to the association shall be suspended from the Board of Directors until such time as the delinquency has been removed.
- 9.5 The Chairman shall chair all General Membership, Executive Committee and Board of Directors meetings. In the absence of the Chairman, the Vice Chairman shall serve as Chair. In the absence of the Chairman and Vice Chairman, the Treasurer shall chair the meeting.
- 9.6 The Chairman is accountable to the Board of Directors for all actions taken in behalf of ACCA - San Antonio and shall not commit the organization to any financial commitment without Board of Directors approval.
- 9.7 The Chairman and Vice Chairman shall be ex-officio members of all committees.
- 9.8 The President & CEO shall handle all funds of ACCA - San Antonio, prepare monthly financial statements, sign all checks drawn on ACCA - San Antonio funds, make all deposits, and keep records of all income and disbursements. If the President & CEO is unavailable, the Chairman, Vice Chairman or Treasurer may perform these duties.

- 9.8.1 The President & CEO shall provide the Treasurer with all financial records of the association on a monthly basis, so that the Treasurer may verify all transactions and account balances, and report such to the Board of Directors.
- 9.8.2 The Executive Committee, consisting of the Chairman, Vice Chairman Treasurer and President & CEO shall meet at least quarterly to review the financial status of the association, and shall report to the Board of Directors its findings and recommendations.
- 9.9 The Board of Directors shall meet regularly preceding the General Membership Meeting. A simple majority of the currently elected members of the Board of Directors are required to be present at a Board of Directors Meeting to constitute a quorum, to conduct business of and for the association and for the meeting to be an official meeting of the Board of Directors.
- 9.10 The President & CEO is a non-voting member of the Board of Directors. The President & CEO's compensation and duties shall be set by the Board of Directors. The President & CEO's tenure of office shall be set by the Board of Directors. The President & CEO shall keep and maintain an up-to-date record of all members company name, representative, business address and telephone number. The President & CEO shall maintain correspondence with other organizations for the best intentions of this organization. In effect, the President & CEO shall manage the affairs of ACCA - San Antonio and be directly responsible to the Chairman and Board of Directors.
- 9.10.1 The President & CEO shall have the sole responsibility to hire, supervise, review performance and terminate all other employees of the association for positions that are approved by the Board of Directors.
- 9.11 A vacancy in office shall be filled as set out below.
 - 9.11.1 A vacancy in the position of Chairman shall be filled by the Vice Chairman.
 - 9.11.2 If the Vice Chairman does not assume the position of Chairman, the Vice Chairman shall be removed as Vice Chairman.
 - 9.11.2.1The Board of Directors shall call a special election at the next regular General Membership Meeting to bring the membership of the Board of Directors to twelve (12) members.
 - 9.11.3 A vacancy in Vice Chairman or Treasurer shall be filled by the Board of Directors from among its members.
 - 9.11.3.1If no member of the Board of Directors will fill an Officer vacancy, then the Board of Directors shall call a special election at the next regular General Membership meeting to fill the vacancy on the Board of Directors and the Officer position that is to be filled.
 - 9.11.4 Any vacancy on the Board of Directors may be filled by a special election, at a General Membership Meeting, the election having been called by the Board of Directors.

ARTICLE X - COMMITTEES

- 10.1 It shall be within the power and shall be the duty of the Chairman of the organization to establish and create departments, standing and special committees for such uses and purposes as the Board of Directors may deem advisable. Departments within the organization shall provide structure and professionalism for the association.
- 10.2 Among the standing committees shall be the following: Membership, Nominating, Program, Special Events and Education & Training. Additional committees or task teams may be established or abolished as necessary, by the Chairman, to carry out the mission of the association. All Committees shall be chaired by members in good standing of the association.
 - 10.2.1 Membership Committee:

Shall actively pursue qualified prospective members to submit their application for membership in the organization. To that end, the committee may request that the

President & CEO prepare literature that will be helpful in recruiting new members. The committee shall investigate and report the qualifications for membership of any applicant to the Board of Directors. In so doing, the members of the board shall be bound by and shall keep in mind the Mission and Objectives and the ACCA - San Antonio Code Of Ethics Statement And Requirements Of All Members of this organization, and the qualifications for membership, as prescribed in these Bylaws. The Membership Committee is further empowered to make recommendations for termination of membership of any member to the members of this organization. The committee shall also investigate and report causes of any member's voluntary resignation to the Board of Directors.

10.2.2 The Nominating Committee shall, upon the direction of the Chairman, or upon notice being given of a forthcoming election, prepare and submit to the membership, names of persons who they feel are specially qualified to serve on the Board of Directors. It is understood that the nominating function is advisory and does not preclude other active members of ACCA - San Antonio from making nominations to serve on the Board of Directors in addition to names furnished by this committee.

10.2.3 Program Committee:

Shall select and prepare suitable programs for regular meetings of ACCA - San Antonio, including the selection of program leaders, speakers and "Spotlite Suppliers".

10.2.4 Special Events Committee:

Shall assist the Chairman and President & CEO in the planning and coordinating of ACCA - San Antonio special events.

10.2.5 Education & Training Committee:

Shall provide educational materials and information to membership that will enhance the knowledge of the membership in regards to the HVAC industry.

ARTICLE XI - NOMINATIONS AND ELECTIONS

11.1 The Nominating Committee, shall consist of the Committee Chair, a Contractor Member, an Associate Member, the current Chairman, Vice Chairman and President & CEO. The committee shall elect it's Chairman from the members of the committee..

11.2 The Committee shall select candidates for the Board of Directors from the eligible voting members and shall obtain confirmation that each candidate will stand for election.

11.3 At the November General Membership Meeting, the Committee Chairperson will present the names of the nominees to the general membership.

11.4 At this same meeting (November General Membership Meeting), prior to the closing of nominations, additional nominations of members in good standing may be made from the floor. Candidates nominated from the floor will have ten (10) days to accept the nomination. This will close the nomination process.

11.5 If there are no nominations from the floor, the slate of nominations as presented by the Nominating Committee shall be declared as being elected to the Board of Directors.

11.6 If there are nominations from the floor, and within the ten day time limit, those nominated have accepted the nomination, there will be an election at the December regularly scheduled Annual Business Meeting. If those nominated from the floor have not accepted the nomination, the slate of nominations presented by the nominating committee shall be declared as being elected to the Board of Directors.

11.7 If some nominations from the floor are accepted and some are not accepted, there will be an election at the December regularly scheduled Annual Business Meeting to individually elect members of the Board of Directors by ballot vote of the members present at the meeting.

ARTICLE XII - INDEMNIFICATION

- 12.1 Each Director of the Association, elected or continuing to serve after the adoption of this Bylaw, and the President & CEO of the association, shall be indemnified and held harmless by the Association against all liabilities, costs and expenses reasonably incurred by him/her or on his/her behalf in connection with any civil action or proceeding to which he/she may be a party by reason of his/her being or having been a Director or President & CEO of the Association or by reason of any action alleged to have been taken or omitted by him/her in such capacity, except in relation to matters as to which final judgement shall be recovered against him/her based upon his/her 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 Director or President & CEO seeking such indemnity was not guilty of bad faith, dereliction of duty or negligence in connection therewith, and provided, further, that in any such situation involving a settlement such indemnity shall include the amount paid in such settlement, but only up to and not in excess of the amount which counsel shall have advised the Association in writing represents the estimated costs and expenses which might reasonably be incurred by such Director or President & CEO in defending such action or proceeding to a final conclusion. Such indemnity shall be effective only in the event that the interested Director or President & CEO shall, within a reasonable time after the institution of such action or proceeding, give the Board of Directors of the Association written notice thereof continue to be a Director or President & CEO of the Association at the time of the liabilities, costs or expenses in respect of which the indemnity is claimed or incurred; such indemnity shall inure to the benefit of their heirs, executors or administrators of each Director or President & CEO; such indemnity shall not be exclusive of any other right of any Director or President & CEO; and notwithstanding the amendment or repeal of the 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 to and including the date of such amendment or repeal.

ARTICLE XIII - DISSOLUTION OF ASSOCIATION

- 13.1 In the event it becomes necessary to cause a dissolution of ACCA - San Antonio, the Chairman shall appoint a Dissolution Committee of three (3) members to propose to the Board of Directors a plan for orderly dissolution of ACCA - San Antonio. Said Dissolution Committee shall make its report and recommendations to the Board of Directors within thirty (30) days from its appointment. If the Board of Directors decides that dissolution is in order, the Chairman shall call a meeting in accordance with Article VIII of these Bylaws, for the purpose of taking action on the proposed Dissolution of the Association.
- 13.2 The proposed Dissolution of ACCA - San Antonio shall be voted upon at the next regular General Membership Meeting of ACCA - San Antonio following the Board of Directors Meeting at which the Board of Directors decided that dissolution should take place, and shall be approved if two-thirds (2/3) of the voting members present vote favorably.

ARTICLE XIV - LIMITATIONS

- 14.1 ACCA - San Antonio shall not act for other affiliations of the ACCA Federation or subject other affiliates of the ACCA Federation to any financial or other obligations, except those which ACCA or TACCA may, by resolution assume.
- 14.2 ACCA - San Antonio shall give no recommendations, endorsements, or approvals of scientific, literary, mechanical or engineering products for the promotion of private enterprise.

ARTICLE XV- AMENDMENTS

- 15.1 Amendments to these Bylaws may be initiated by a proposal in writing to the Board of Directors by not less than five (5) ACCA - San Antonio members entitled to vote. If such proposal is approved by the Board of Directors, the Bylaws Committee will prepare the

changes to the Bylaws. Copies of the proposed amendments shall then be distributed to all members, together with the reasons for the proposed amendments at least fifteen (15) days before the next General Membership Meeting.

- 15.2 The proposed amendments shall be voted upon at the next regular General Membership Meeting of ACCA - San Antonio following the meeting at which the amendments were proposed, and shall be approved if two-thirds (2/3) of the voting members present vote favorably.

ARTICLE XVI CERTIFICATION OF BYLAWS

- 16.1 These Bylaws will be the official Bylaws of ACCA - San Antonio only after the following steps have been taken:

- 16.1.1 The proposed ACCA - San Antonio Bylaws were presented at a regular General Membership Meeting and certified by the President & CEO that they were approved by two-thirds (2/3) vote of the members present at a regular General Membership meeting of ACCA - San Antonio.

Original Bylaws Adopted:	April 30, 1963
Amendments #1 Adopted:	July 21, 1982
Amendments #2 Adopted:	November 19, 1986
Amendments #3 Adopted:	May 21, 1992
Amendments #4 Adopted:	December 18, 1996
Amendments #5 Adopted:	July 15, 1998
Amendments #6 Adopted:	October 16, 2002

This is to certify that the above bylaws of ACCA - San Antonio as amended were provided to all members thirty days prior to October 16, 2002, and that the amendments were approved by a vote of the membership present at the October 16, 2002 ACCA - San Antonio Membership Meeting.

Ronnie Fuller
Chairman
Date

John L. Lappeus
President & CEO
Date

ACCA – San Antonio CODE OF ETHICS STATEMENT AND REQUIREMENT
OF ALL MEMBERS

This Code of Standards of Conduct for members of the San Antonio Air Conditioning Contractors Association (ACCA – San Antonio), has been created to promote and maintain the highest standards of association service and personal conduct among its members. Adherence to these standards is required for membership in the association and serves to assure public confidence in the integrity and service of our member companies.

1. To the best of my ability, I will provide clients with products and services as represented in my company's agreements, proposals and advertisements. This includes monitoring the actions of my employees to see that they adhere to these representations.
2. Adhere to the rules and regulations set forth in the Texas Contractor's Licensing Law and to all City, State and Federal laws and regulations governing our industry and to the best of my ability, monitor my employees to see that they are made aware of all such rules and regulations and that they actively endeavor to follow them.
3. Assist in notifying the proper authorities to support the Texas Air Conditioning Contractor's License Law.
4. Provide my clients written information concerning all warranties and guarantees for the products and services that my company provides and any manufacturer's warranties.
5. Take appropriate action on all equipment and product factory recalls that I have been notified of by the manufacturer.
6. Employ those sales practices which will provide my clients with a true picture of their options.
7. Abide by and support the Bylaws of ACCA - San Antonio.
8. To continually strive to gain respect for the industry, both in the local community and national levels.
9. To make the largest contribution possible to the health, safety and welfare of the public in the installation, maintenance and operation of HVACR equipment.
10. To advertise and sell the merits of my products and refrain from attacking

competitors or reflecting unfairly on their products, services or methods of doing business.

11. To reveal all material facts, to avoid concealment of information and refrain from the use of innuendos in advertising and selling that might cause customers to be misled, so that the truth about services or products may be fully understood by the trusting, as well as the analytical.
12. To design or build in a manner compatible in every respect with public health and safety and to comply with all applicable laws, ordinances or regulations.
13. To fulfill all contractual obligations, to offer a reasonable warranty of products and services and to perform on such warranty, either written or implied, where justifiable claims are in order and to do this without hesitation.

Signed: _____

Company: _____

Date: _____