

CONSTITUTION AND BY-LAWS

MECHANICAL CONTRACTORS ASSOCIATION OF PUERTO RICO



Formerly Air Conditioning and Refrigeration Association  
Of Puerto Rico

Organized March 1, 1960  
Incorporated under the laws of the Commonwealth of Puerto Rico  
September 9, 1965

Amendments to July 2009

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## **CONSTITUTION AND BY-LAWS**

### **ARTICLE I NAME**

The name of this organization shall be the Mechanical Contractors Association of Puerto Rico of Puerto Rico, Inc., and shall be incorporated under that name as a nonprofit organization in accordance with the laws of the Commonwealth of Puerto Rico.

### **ARTICLE II AREA OF JURISDICTION**

**Sec. 1.** The jurisdiction of this Association shall be the territorial limits of the Commonwealth of Puerto Rico

**Sec. 2.** The headquarters office of this Association shall be located in the either at the Executive Director's or the Board of Director's President's office, in the Commonwealth of Puerto Rico.

### **ARTICLE III OBJECTIVES**

**Sec. 1.** The objectives of this Association shall be:

- a. To represent the mechanical contracting industry in Puerto Rico and to act as its spokesperson in dealing with the public, government, other associations in the construction industry, manufacturers, and labor interests.
- b. To provide its members all the advantages of large representation and to furnish educational facilities for improving their contracting knowledge and technical capabilities.
- c. To develop a membership dedicated to providing efficient and economical installations in a skilled and unified manner.
- d. To promote the exchange of ideas between members, especially with regard to information and professional data concerning the mechanical contracting industry.

**Sec. 2.** To accomplish its objectives, the Association shall engage in the following activities:

- a. Meet with other associations in the construction industry to attempt to resolve mutual industry problems which beset all of our members, owners, architects and engineers, and in general, the entire construction industry.
- b. Engage in legislative activities in an effort to improve the role of the Mechanical Contractor in the areas of laws and regulations.
- c. Develop educational seminars for its members to improve their capabilities in all phases of the Mechanical Contracting business.
- d. Assist in the development of materials and operation of programs to develop skills of apprentices and journeymen.
- e. Publish and distribute to its members technical information, safety bulletins, news memos and statistical information.
- f. Meet with engineering societies, government agencies, other construction contractor's associations and manufacturers associations to develop standards and practices leading to efficient, safe and economical installation.
- g. Encourage the application of the highest ethical standards among members.

**ARTICLE IV**  
**MEMBERSHIP**

**Sec. 1.** Members of this Association shall be classified as Active Members, Associate Members or Honorary Members.

**Sec. 2.** Active members of this Association are further classified as Mechanical Contractors and Specialty Contractors.

- a. Mechanical Contractors are defined as firms or corporations fully engaged in the business of furnishing and erecting, installing, repairing, servicing or maintaining mechanical systems, devices, appliances or equipment.
- b. Specialty Contractors are defined as firms or corporations fully engaged in the field of specialty contracting, directly aiding with labor or servicing the mechanical construction industry such as Sheet Metal, Insulation and Automatic Temperature Control sub-contractors, among others.

**Sec. 3.** Associate Members of this Association are defined as persons, firms or corporations whose business, or part of it, is in direct or indirect relation with the mechanical construction industry, such as suppliers, representatives, distributors or agents.

**Sec. 4.** Honorary Members are defined as individuals whose loyalty and active participation in the Association, gain a life Honorary Membership, after retiring from active work in a Member Company, no dues are set forth and their participation in Monthly Meetings is free of charge, including a companion. The nomination will be done by the Board of Directors and will be informed to the General Assembly,

**Sec. 5.** Membership shall stand in the name of the person, firm or corporation.

- a. Each Mechanical Contractor member shall have three (3) duly accredited representatives listed with the Association, one of whom shall be the Owner, partner or officer, or one who occupies a professional or executive position with the member firm. Each Mechanical Contractor Member shall be entitled to one (1) vote for each of its three accredited representatives.
- b. Each Specialty Contractor member shall have two (2) duly accredited representatives listed with the Association. Specialty Contractor Members shall be entitled to one (1) vote for each of its accredited representatives.
- c. Each Associate member shall have one (1) duly accredited representative listed with the Association. Associate members shall be entitled to one (1) vote for its accredited representative.
- d. Honorary Members shall have voice, but no vote in every deliberation.
- e. No person holding voting membership in a labor union shall be accredited to represent a member of this Association.

**Sec. 6.** A candidate for membership shall submit an application in writing and shall furnish the information requested by the Board of Directors.

- a. Prospective members shall be established and conduct business in Puerto Rico for at least five (5) years or in the alternative, said membership shall be approved by two thirds (2/3) of active members.
- b. Application for Active membership shall be approved or rejected by two thirds the Active members.
- c. Applications for Associate membership shall be approved or rejected by the Board of Directors.
- d. If an application for membership is rejected, it may be resubmitted after a period of six (6) months from the time of rejection.

- e. An application by a prospective member who qualifies his/her business either as Mechanical Contractor or a Specialty Contractor must file for Active Membership.

**Sec. 7.** A member in arrears on the books of the Association for over sixty (60) days shall not have a vote or any other privileges of membership until the account is paid in full, and if in arrears ninety (90) days, shall be dropped from the rolls without any further action by the Board of Directors, and will only be reinstated when all arrears have been paid in full.

**Sec. 8.** Any members may resign from this Association by giving thirty (30) days written notice to the Board of Directors of their intention to do so. The Board of Directors will pass judgment on all resignations. No resignation will be accepted until the member's obligations to the Association are paid in full, up to his resignation day. The Board of Directors must acknowledge the acceptance of the resignation in writing and shall convey it to the resigning member.

**Sec. 9.** Upon becoming a member, each member agrees to be bound by each and every provision of these By-Laws, as well as all resolutions passed, or agreements made by the Association, its Board of Directors, or duly authorized committees, pursuant to these By-Laws.

A written complaint, initiated by two (2) or more Active Members, shall be read at the regular meeting and presented to the President of the Association. The President shall duly notify the member against whom the complaint has been drawn, and appoint a three-member investigating committee. After a period of time, of not less than two (2) weeks but no more than four (4) weeks, the committee shall report their findings and recommendations to the Board of Directors at a regular meeting. Copy of the findings, only shall also be sent to the charged member by certified mail. The charged member shall be given the opportunity to present his rebuttal to the complaint within twenty calendar days, after certified mail receipt. If and after the charged member rebuttal, the complaining members insist on pressing the charges, the membership in question shall be put to vote in the next regular meeting.

## ARTICLE V VOTING

**Sec. 1.** Each accredited representative of an Active or Associate member is entitled to one vote on all motions put to vote. Quorum for voting shall be one more than half of the active representatives or more than half of the Active member firms.

The voting rights of absent, accredited, representative, of active members, may be exercised by present, accredited, representatives of the same member, in any meeting of the Association.

**Sec. 2.** The cumulative vote of all active members shall be equivalent to the seventy percent (70%) of the vote, while the cumulative vote of all Associate members, shall be equivalent to thirty percent (30%) of the vote.

## ARTICLE VI OFFICERS AND BOARD OF DIRECTORS

**Sec. 1.** The officers of this Association shall be a President, First Vice-President, Second Vice-President, Secretary and Treasurer.

- a. The President must be an accredited representative of a Mechanical Contractor.
- b. The First Vice President must be an accredited Representative of a Mechanical Contractor.
- c. The Second Vice-President must be an accredited representative of either Active or Associate Member.
- d. The Secretary and the Treasurer must be accredited representatives of either Active or Associate Members.
- e. An Active Member may only have one (1) accredited member, serving as an officer of the association, at any given time.

**Sec. 2.** The Board of Directors shall consist of the above noted officers, the immediate Past President, and at least two (2) Directors, who must be accredited representatives of either an Active or Associate Member.



**Sec. 3.** The Board of Directors shall serve for a period of one (1) year, or until a new Board is elected. An officer shall not be eligible for reelection to the same office for more than two (2) consecutive terms. The Directors shall serve without remuneration except for such expenses in connection with their official attendance or activities at meetings requiring such expenses, when approved by a majority vote of the Board of Directors.

**Sec. 4.** Should a member of this Association be a member of the Board of Directors of the Mechanical Contractors Association of America, Inc., he automatically forms part of the Board of Directors of this Association as an Honorary Member with full voting rights.

**Sec. 5.** Should a vacancy occur, the Board of Directors shall elect an accredited representative of a member to complete the un-expired term.

**Sec. 6.** The officers and directors shall perform the duties of their offices as follows:

a. The President shall:

- (1) Have general supervision over all the affairs of the Association.
- (2) Be the presiding and executive officer in all Board meetings, Active Member meetings, General Meetings and Assemblies.
- (3) Share the responsibility with the Treasurer to safeguard the funds of the Association and make disbursement according to authorized measure.
- (4) Speak for the mechanical contracting industry on behalf of this Association and exercise the dealership necessary to assure the proper promotion of the policies and programs of the Association, as adopted by the Board of Directors.

b. The First Vice-President shall:

- (1) Assist the President in the performance of his or her duties.
- (2) Substitute the President in case of illness absence or resignation.
- (3) Appoint all committees and shall be ex-officio member of all committees.
- (4) Act as a coordinator between the Board of Directors and all Committees of the Association.

c. The Second Vice-President shall:

- (1) Serve as liaison between Associate Members and Board of Directors.
- (2) Coordinate all committee work pertaining to the Activities of Association members.

d. The Secretary shall be a liaison between the Association and the Executive Director to:

- (1) Prepare agenda for meetings.
- (2) Prepare, read and keep minutes of the Association meetings.
- (3) Announce and inform members of the date, place and time of the Association meetings.
- (4) Notify members when they are assigned or appointed to specific positions in the Association.
- (5) Guard and protect the records and documents of the Association.
- (6) Be the Public Relations officer of the Association.

e. The Treasurer shall:

- (1) Be the custodian of all funds of the Association.
- (2) Elaborate the Association's budget.
- (3) Direct the collection, use and safe keep all funds of the Association.
- (4) Make all disbursements authorized by the Board of Directors in accordance with good accounting practice. All checks shall be signed jointly by the Treasurer and the President and/or a duly authorized member assigned by the Board of Directors.
- (5) Insure that all receipts, invoices, and other documents are properly kept in the Association's files.
- (6) Be directly responsible for the supervision of the accounting books of the Association, the posting of revenues, and the disbursement of funds.
- (7) Submit to the Board of Directors at each regular meeting a general financial statement, including the names of any member firms, which may be in arrears.
- (8) Submit an audited financial report ninety day after the end of his/her term, to be presented to the membership by the new Board of Directors.

f. The Directors shall:

- (1) Attend all meetings of the Board of Directors and contribute with suggestions and ideas for the continued progress of the Association.
- (2) Dutifully perform any special tasks assigned by the President.

## ARTICLE VII EXECUTIVE DIRECTOR

**Sec. 1.** The Board of Directors shall have the authority to employ an Executive Director who shall manage the Association's office and record and shall performs such duties as may be assigned to that position by the Board of Directors at its meeting after taking office.

He/She shall be appointed by the Board of Directors at his meeting after taking office. The Executive Director shall not be a member of the Association and shall not hold financial interest in any mechanical contracting company.

**Sec. 2.** The Executive Director shall not have any voting rights in the Association. His/Her compensation and allowances, if any, shall be determined by the Board of Directors, at its first meeting after taking office, and shall continue in force until the first meeting after the next election, provided, however, that revisions to the Executive Director's compensation and allowances may be approved at any time at the discretion of the Board of Directors.

**Sec. 3.** The Executive Director shall manage the activities of the Association under the supervision of the Board of Directors, performing, in addition to the duties hereinafter set forth, such other duties as the Board of Directors may require.

- a. Prepare transcripts of minutes of all meetings of the Association and of the Board of Directors.
- b. Cooperate with and provide assistance to all committees.
- c. Handle all correspondence.

- d. Send out notices of all meetings.
- e. Maintain the books of the Association.
- f. Be diligent in the collection of all dues and assessments, and issue receipts to members paying them, if required. He shall also report to the Treasurer any delinquencies or arrears.
- g. Keep a correct amount of all moneys coming into his possession and deposit the same in the Association's account as instructed by the Treasurer.
- h. Prepare checks in payment of all bills after they have been ordered paid by the Board of Directors.
- i. Be responsible for the routine of his/her office and the employment of such office assistance as the Board of Directors may authorize.
- j. Encourage members to make use of the various business aids and materials, which may be available from this Association, or from any other source.
- k. Promote and make effective the purpose for which this Association is formed, as set forth in these By-Laws.

## ARTICLE VIII MEETINGS

**Sec. 1.** General meetings of this Association shall be held at least once each month, the time and place of the meetings to be determined by the Board of Directors. The Association will charge a compulsory one-person fee regardless attendance of Member to Monthly Member Meeting.

**Sec. 2.** Active members meeting of this Association shall be held at least once a year, the time and place of the meeting to be determined by the President.

**Sec. 3.** Special meetings shall be called by the President at the request of a majority of the Board of Directors, or of at least three Active members in good standing.

**Sec. 4.** The Board of Directors shall meet regularly at least once a month and are subject to the call of the President for special meetings at any time. The minutes of all meetings of the Board of Directors shall be available to all members of the Association. Members will be informed at the next regular meeting of the most important items discussed at the Board of Director's Meetings.

**Sec. 5.** There shall be an annual meeting of the Association in the month of May. At this meeting the nominations Committee will present all candidates for elections to office. Nominations for the floor will also be considered. The names of all nominees for election will be circulated among all members. Elections shall be held at a General Assembly to be held in the month of June.

**Sec. 6.** After a meeting has been called and in the absence of any specific agenda for that meeting the following order of business shall be observed:

- a. Call to order
- b. Reading of Minutes - Preceding Meeting
- c. Communications
- d. Report from Officers
- e. Special Reports
  - (1) Committees
  - (2) Others
- f. New Business
- g. Remarks by Members
- h. Adjournment

**Spec. 7.** The proceedings of all meetings shall be conducted in accordance with the Rules and Regulations of Parliamentary Law as laid down in Robert's Rules.

## ARTICLE IX FEES AND DUES

**Sec. 1.** Membership dues for the Association shall be recommended by the Board of Directors and approved by the Active Members.

**Sec. 2.** An assessment for any special or emergency purpose may be levied upon the members by the Board of Directors, provided that authority for such action has been granted by a two-thirds (2/3) affirmative vote of the Active members present at a special meeting convened for that purpose.

ARTICLE X  
**DISSOLUTION**

**Sec. 1.** In case of dissolution, the assets of this Association are to be converted into cash and used as follows:

- a. To pay all indebtedness of the Association.
- b. To pay all expenses of liquidation.
- c. The remainder, to be donated to the departments of mechanical engineering of all non-profit and accredited universities within the Commonwealth of Puerto Rico, divided equally, to the percent of students enrolled in said Departments, during that current academic year.

ARTICLE XI  
**AMENDMENTS**

**Sec. 1.** These By-Laws may be revised or amended by a two-third (2/3) affirmative vote of the Active members in good standing present at a meeting designated for such action.

**Sec. 2.** No amendment shall be put to vote unless it has already been sent by mail to all active members, in good standing, fifteen (15) days before the meeting at which they are scheduled to be vote on.

ARTICLE XII  
**REFERENDUM**

**Sec. 1.** If there is no quorum at two (2) consecutive general, active or special meetings to vote on any issue, the issue may go to referendum. The sealed ballots of the voting must be opened at a general meeting immediately following the referendum.