

**BYLAWS
OF
WEST SUBURBAN ASSOCIATION OF PLUMBING CONTRACTORS**

Article 1

Name and Purposes

Section 1. Name

The Corporation shall be known as the West Suburban Association of Plumbing Contractors (hereinafter the "Corporation").

Section 2. Purposes

The purposes for which this Corporation is organized are to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (26 U.S.C. § 1, et seq.) (the "Code"), as amended, and to pursue all lawful purposes to the extent provided by law for corporations which are organized under the Illinois Not for Profit Corporation Act of 1986 (805 ILCS 105/101.01 et seq.) (the "Act"), as amended, including the following:

- a) to promote the training and continued education of those working in the field of plumbing;
- b) to advance the field of plumbing by providing information to legislative, administrative and regulatory bodies;
- c) to promote the highest standards and ethics of both employers and employees in all business aspects of plumbing;
- d) to facilitate productive and cooperative relations between employers and labor unions;
- e) to assist in the making of trade agreements respecting employment of labor by its members generally;
- f) to conduct collective bargaining with employees and labor groups; and
- g) to promote the settlement of labor disputes and the prevention of strikes and lockouts.

Section 3. Limitations

Notwithstanding the foregoing or any other provision of these Articles of Incorporation:

- a) The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code, or the corresponding provision of any future United States internal revenue statute;

- b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- c) In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation (except any assets held by the Corporation upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) or 501(c)(3) of the Code as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- d) The Corporation shall not discriminate on the basis of race, nationality, ethnic origin, or any other basis forbidden by law.

Article II

Offices

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or outside the State of Illinois as the Board of Directors may from time to time determine.

Article III

Membership

Section 1. Membership

Membership is open to any plumbing contracting firm that submits an application for approval by the Board of Directors, agrees to comply with the By-Laws of the West Suburban Association of Plumbing Contractors, is current with the dues and assessments established by the Board of Directors, employs licensed individuals with City of Chicago or State of Illinois plumbing licenses, and is a signatory to a collective bargaining agreement with Chicago Journeyman Plumbers' Local 130 U.A.

Section 2. Voting Rights of Members

All Members who are current in the payment of dues and assessments as established by the Board of Directors shall have the right to vote on issues presented to the Membership by the Board of Directors.

Section 3. Meetings of Members

An Annual Meeting of the Members of the Corporation shall be held during the month of May in each year at such time and place as shall be designated by the Board of Directors. Meetings other than the annual meeting may be called by the Board of Directors.

Section 4. Notice

The Board of Directors shall provide written notice of the Annual Meeting to Members by delivering the written notice to the Members in person, by U.S. Mail, posting, electronic mail, or facsimile not less than five days nor more than sixty days before the date of the meeting. Notice of such other meetings shall be given in the same manner as notice of Annual Meeting, except as otherwise provided. In the case of all special meetings, the purpose or purposes for which the meeting is called shall be included in the notice. In the case of a special meeting called to consider removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, notice must be provided to the Members not less than twenty nor more than sixty days before the date of the meeting. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Termination of Membership

a. Any Member of the Corporation may voluntarily terminate their membership at any time by making a written request to the Corporation's Secretary that their name be removed from the membership roll. Fees and dues already paid shall not be refunded.

b. Any Member, who is not a Director, may be involuntarily removed from membership by a majority vote of the Board of Directors present at any meeting called for such purpose. Any such involuntary removal shall be based on conduct deemed by the Board of Directors to be prejudicial to the Corporation. Fees and dues already paid shall be refunded on a prorated basis.

Article IV

Board of Directors

Section 1. Authority and Responsibility

The governing body of the Corporation shall be the Board of Directors. The Board shall supervise, control and direct the business and affairs of the Corporation, actively promote its

purposes, supervise the disbursement of its funds, and exercise those powers listed in section 103.10 of the Act.

Section 2. Composition, Appointment, Tenure and Qualifications

The Board of Directors shall consist initially of those Directors named in the Articles of Incorporation, who shall serve until the election of their successors by the Board of Directors at the May meeting immediately following incorporation. At the May meeting immediately following incorporation, those Directors named in the Articles of Incorporation shall elect up to four (4) Directors for terms of one year and up to four (4) Directors for terms of two years. Thereafter, the number of Directors shall be eight (8), and the Board of Directors shall elect up to four (4) Directors at each May meeting to replace the Directors whose terms are expiring, and those Directors shall serve terms of two (2) years.

All Directors shall serve until their successors have been duly elected and qualified. Newly elected Directors shall take office upon the adjournment of the meeting at which they are elected. Directors shall reside inside or outside Illinois. Directors may be elected for one or more terms, which terms may be consecutive.

Section 3. Regular Meetings

Regular meetings of the Board of Directors generally shall be held on the third Wednesday of each Month, or on such other days as the Board of Directors shall set. The Board of Directors may provide for the time and place, either within or without the State of Illinois, for the holding of regular meetings.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons calling any special meeting of the Board of Directors may fix any place as the place for holding such special meetings.

Section 5. Notice

Notice of any meeting of the Board of Directors shall be provided by delivering the written notice to the Directors in person, by posting of a yearly schedule, U.S. Mail, electronic mail, or facsimile. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purposes of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise specified by these Bylaws.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board.

Section 7. Manner of Acting

The act of a majority of the Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. No Director may act by proxy on any matter.

Section 8. Vacancies

When a vacancy occurs as a result of the resignation, removal, or death of any member of the Board of Directors, the President shall recommend candidates to fill the vacancy to the remaining Directors, shall be filled by an affirmative vote of a majority of the remaining Directors present and voting at a special meeting of the Board of Directors at which a quorum of the remaining Directors is present. The notice for a special meeting called to fill a vacancy shall indicate the purpose for the special meeting. The filling of such vacancies shall be undertaken as soon as practicable. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and until his or her successor shall have been elected and qualified.

Section 9. Removal

Directors may be removed with or without cause at any time upon an affirmative vote of a majority of the Directors present and voting at a special meeting of the Board of Directors called for the purpose of removing one or more Directors at which a quorum is present. Written notice stating the place, date, hour, and purpose of any special meeting called for the purpose of removing one or more Directors must be delivered to all Directors at least twenty (20) days prior to such meeting.

Section 10. Compensation

Directors shall not receive any remuneration for their services as Directors. The Board of Directors, by the affirmative vote of the majority of the Directors then in office and irrespective of any personal interest of any of its members, may authorize the reimbursement of reasonable expenses incurred in the performance of activities directed and approved by the Board. This section shall not be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for such service.

Section 11. Action by Unanimous Written Consent

Any action which is required by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by each of the Directors entitled to vote with respect to the subject matter thereof. A consent in writing may be executed in multiple counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same consent in writing. Any such consent signed by all of the Directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors.

Section 12. Meeting by Communications Equipment

Any action which is required by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall be equivalent to attendance and presence in person at the meeting of the persons so participating.

Article V

Officers

Section 1. Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be appointed by the Board of Directors. Any two (2) or more offices, except those of President and Vice President, may be held by the same person.

Section 2. Election and Tenure

Only those serving on the Board of Directors may be elected officers of the Corporation. The initial officers of the Corporation shall be elected by the Board of Directors at its first organizational meeting, and shall serve until the election of their successors at the regular meeting of the Board of Directors occurring in the month of May. Thereafter, officers shall serve two (2) year terms, unless the Board establishes a different term. If the election of officers shall not be held at the May meeting of the Board of Directors, such election shall be held as soon thereafter as practicable. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided.

Section 3. Removal

Any officer elected by the Board of Directors may be removed from office with or without cause upon an affirmative vote of a majority of the Board. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create any contract rights.

Section 4. Vacancies

A vacancy in any office occurring as a result of resignation, removal, or death shall be filled in the same manner as the original election to that office. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

Section 5. President

The President shall be the Chairperson of the Board of Directors and the principal executive officer of the Corporation. The President shall in general supervise and direct all of the affairs of the Corporation, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the Corporation. The President shall, in general, perform all duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Vice-President

The Vice-President shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the President.

Section 7. Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors and the meetings of the Membership in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall be custodian of the corporate records and of the seal of the Corporation; shall keep a record of the mailing address of each Director and officer of the Corporation, which addresses shall be furnished to the Secretary by the Directors and officers; and in general shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 8. Treasurer

The Treasurer shall be the principal accounting and financial officer of the Corporation and shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; shall supervise custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and

with such surety as the Board of Directors shall determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Corporation.

Article VI

Committees and Advisory Groups

Section 1. Establishment and Composition

Committees and advisory groups may be established by the President. Each committee shall have two or more Directors, a majority of its membership shall be Directors, and all committee members shall serve at the pleasure of the Board. Each advisory group may or may not have Directors as members. Advisory groups may not act on behalf of the Corporation or bind it to any action. However, advisory groups may make recommendations to the Board or to the officers.

The composition, size, purposes and powers of a committee or advisory group shall be as provided by the President when creating the committee or advisory group. The President shall appoint the members of each committee or advisory group. Any member of any committee or advisory group may be removed with or without cause by the President.

Section 2. Term of Office

Each member of a committee or advisory group shall continue as such until the next annual meeting of the Board of Directors and until his/her successor is appointed or until such member's death, resignation or removal, or until the committee shall be terminated.

Section 3. Chairperson

One member of each committee or advisory group shall be appointed Chairperson of the committee or advisory group by the President.

Section 4. Vacancies

Vacancies in the membership of any committee or advisory group shall be filled by appointments made in the same manner as the original appointments to that committee or advisory group. A committee or advisory group member appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor, and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

Section 5. Quorum and Manner of Acting

Unless otherwise provided by the Board of Directors in establishing a committee or advisory group, a majority of the whole committee or advisory group shall constitute a quorum and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee or advisory group. Committees and advisory groups may act by unanimous written consent and act through meetings conducted with communications equipment in the same manner as the Board of Directors.

Article VII

Contracts and Finance

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such two (2) officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 4. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors.

Section 5. Fiscal Year

The fiscal year of the Corporation shall be the twelve month period starting the first day of January and ending the last day of December in each year or such other period as may be established from time to time by the Board of Directors.

Article VIII

Corporate Seal

The Board of Directors may provide for a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

Article IX

Waiver of Notice

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article X

Indemnification of Directors and Officers

Section 1. Direct Indemnification

To the full extent specifically authorized by, and in accordance with the procedure prescribed in, Section 108.75 of the General Not For Profit Corporation Act of Illinois (or the corresponding provisions of any future statute applicable to corporations organized under that Act), the Corporation shall indemnify any and all of its directors, officers, committee and advisory group members and employees, if any, for legal fees, expenses and other amounts paid in connection with legal proceedings (whether threatened, pending or completed) in which any such persons become involved by reason of their serving in any such capacity for the Corporation or serving in certain other capacities at the request of the Corporation.

Section 2. Insurance

Upon specific authorization by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any and all directors, officers, committee members, employees, agents or other authorized representatives of the Corporation against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of Section 108.75 of the General Not For Profit Corporation Act of Illinois (or the corresponding provisions of any future statute applicable to corporations organized under that Act).

Article XI

Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation (except any assets held by the Corporation upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) or 501(c)(3) of the Code as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which

the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XII

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of a majority of the Directors present and voting at any meeting of the Board of Directors at which a quorum is present.

ADOPTED: _____