



**CONSTITUTION
&
BY-LAWS**

OF THE

**HVACR ASSOCIATION
OF LOUISIANA**

*Formerly known as the
Louisiana Heat Pump Association*

Revised 3/6/2020

HVACR ASSOCIATION OF LOUISIANA

*Formerly known as the
Louisiana Heat Pump Association*

CONSTITUTION AND BY-LAWS

PREAMBLE

INTRODUCTION

As most people already know, the preamble is the spoken or written introduction to a law or constitution, stating its reasons and general purpose.

This Preamble existed as the spoken word for the founders of the HVACR ASSOCIATION OF LOUISIANA (*originally formed as the Louisiana Heat Pump Association*) because all the reasons and purposes for the HVACR ASSOCIATION OF LOUISIANA were discussed, in detail, during the founding stages of our Association. The founders, being human by nature, could not possibly write a perfect constitution and a set of by-laws that would satisfy every possible situation in our constantly changing world.

The following statements were the intentions of the writers of this constitution to state our objectives and purposes of promoting HVACR, HEATING, VENTILATION, AIR CONDITIONING, REFRIGERATION, *formerly heat pumps*. Also, to encourage the conservation of our nation's valuable energy resources through the widespread use to HVACR, *formerly heat pump systems*.

The intentions of these writers of the by-laws were to create a governing board of directors, (such as the U. S. Congress), with broad powers to guide and lead our association using every available source that would benefit this association. The intentions of our founding fathers were to build an association with continuous growth and constant improvement in quality for the benefit of the members.

The writers mandated stringent qualifications for board members and even more stringent qualifications for our president. These mandates were intended so our association would be enhanced by the skillful use of their combined experience in decisions made to lead our association.

It was not the intentions of these writers to limit the use of good leadership, through graphic interpretation of the by-laws. It was intended that the democratic majority of this leadership would rule, and that no special interests could benefit from any rigid interpretation of these writings.

In view of constant change, it was also the intentions of these writers to allow footnotes or written explanations to clarify the meaning or intentions of these writers without changing the constitution or by-laws' purpose and objectives.

It was also recognized by the writers that time could change our association's needs, and that the board would have the power to appoint, compensate, and mandate new rules to benefit our association through a democratic rule of skilled and experienced board members.

The writers also recognized that a change in this association's purpose and objectives would require a change in our constitution and by-laws. The changes could only be made by a democratic approval of a two-thirds majority of the membership. Also recognized, was the possibility of the detrimental loss of confidence in the state board's skill in guiding this association; if they had to ask every member for their decision on every simple change or addition of words to clarify what was meant in our constitution and by-laws, or to make new laws to fit current situations.

The writers also provided that the board has the power to accept new chapters or members, provided they meet the association's requirements. Also provided, was the power to expel non-conforming members or chapters, judged by the board to be a detriment to our association.

The above statements do not necessarily reflect all the intentions and details discussed by the writers of the constitution and by-laws of this association.

Future interpretations should be reserved for the experience and skill of the full state board.

**CONSTITUTION OF THE
HVACR ASSOCIATION OF LOUISIANA**
*Formerly known as the
LOUISIANA HEAT PUMP ASSOCIATION*

ARTICLE I
NAME

SECTION 1 - The name of this Association shall be HVACR ASSOCIATION OF LOUISIANA, *formerly the Louisiana Heat Pump Association*, hereinafter referred to as "Association."

ARTICLE II
OBJECTIVES

SECTION 1 - The objective of this Association shall be to further the public's, as well as the Association's members', understanding of HVACR systems, regarding their selection, operation, and maintenance; improve the quality of HVACR installations; and increase customer acceptance of HVACR systems overall.

SECTION 2 - The Association shall act to inform all sectors of the community of the energy efficiency potential of HVACR systems and will encourage the increased use of HVACR systems as a means of conserving this nation's scarce energy resources.

ARTICLE III
JURISDICTION

SECTION 1 - The territorial jurisdiction of this Association shall be limited to the State of Louisiana.

ARTICLE IV
LOCAL CHAPTERS

SECTION 1 - Local chapters may be formed in various geographical locations throughout the state in accordance with the requirements of this article.

SECTION 2 - Each proposed local chapter shall comply with the state by-laws and requirements of the state board of directors regarding chapter formation.

ARTICLE V
AMENDMENTS

SECTION 1 - This constitution may be altered, amended or a new constitution adopted by a vote of two-thirds (2/3) of the state board of directors, provided due notice has been given thirty (30) days in advance of the vote.

BY-LAWS OF HVACR ASSOCIATION OF LOUISIANA

*Formerly known as the
Louisiana Heat Pump Association*

ARTICLE I OBJECTIVES

- SECTION 1 - Chapters and members of this Association are obligated to further the objectives of this Association.
- SECTION 2 - The principal means towards accomplishing these objectives shall be through media advertising, the distribution of appropriate papers, pamphlets, and publications, and through the holding of meetings and lectures.
- SECTION 3 - At no time shall this Association's name be used to endorse a specific brand of equipment or product over another, or one individual member over another.
- SECTION 4 - This Association shall be nonsectarian and free from any political affiliation.
- SECTION 5 - This Association's meetings shall be devoted to the business of the Association and at all times preference shall be given to topics relating to the welfare and instruction of its members and the furtherance of its objectives.

ARTICLE II MEMBERSHIP

- SECTION 1 - Local chapters that have complied and continue to comply with the provisions of this Constitution and these by-laws shall be entitled to membership in this Association.
- SECTION 2 - Only chapters of this Association shall be privileged to vote at elections and on issues pertaining to the business of this Association.
- SECTION 3 - Contractor members may display the association's emblem and motto. All others must obtain written approval from the state board of directors prior to displaying the emblem or motto.
- SECTION 4 - All HVACR industry personnel are eligible for membership in local chapters of this association, subject to local chapter membership requirements.
- SECTION 5 - All members of local chapters must abide by the Code of Ethics of the HVACR Association of Louisiana.
- SECTION 6 - The local chapters of this Association shall be composed of four (4) classes of membership: Contractor, Educational, Honorary and Corporate.
- SECTION 7 - A Contractor member is one who is a licensed HVACR contractor with a requirement of \$300,000 minimum general liability insurance and workers compensation coverage.
- SECTION 8A - An Educational member is defined by anyone primarily engaged in education of the HVACR industry.
- SECTION 8B - An Honorary member is defined by any individual that the association deems appropriately meets their requirements; they will receive an honorary designation and no dues will be collected or paid on behalf of these individuals.
- SECTION 9 - A Corporate member is any member not actively engaged in the business of servicing, installing, and designing HVACR systems as a self-employed contractor and who is in good standing. This membership will include utilities, equipment manufacturers, distributors, and other businesses.
- SECTION 10 - A member whose membership is revoked may appeal the decision of the local Association to the state board.

SECTION 11 -A member shall remain a member as long as the individual is in good standing, or until the Association's board of directors and/or a vote of its' membership find him unworthy of holding membership in the Association. If the contractor member does not remain in good standing, the member may reapply for membership six (6) months later or until membership requirements are met. An appeal process, initiated by a member in question is available through local chapter board review.

SECTION 12 -A member whose membership is revoked may appeal the decision of the local Association to the state board. This person cannot re-apply as a contractor member status for at least twelve (12) months from the time of dismissal.

ARTICLE III

EMBLEM AND MOTTO

SECTION 1 - The emblem and motto of the Association shall be copyrighted and at all times under the control of the Association. The privilege of the emblem and motto's use shall be restricted to contractor members and may be withdrawn by the Board of Directors.

SECTION 2 - The motto of this Association shall be "*The Voice of the Louisiana HVACR Industry.*"

ARTICLE IV

ADMISSION OF NEW CHAPTER

SECTION 1 - New chapters shall be admitted to the Association upon recommendation of the Educational and Membership Committee and upon approval of the state board of Directors.

SECTION 2 - To be eligible for state board approval under Section 1 of this article, all proposed new chapters shall comply with criteria established by the Board of Directors.

ARTICLE V

TRANSFER OF MEMBERSHIP

SECTION 1 - Memberships in this Association may not be transferred for any reason.

ARTICLE VI

OFFICERS AND BOARD OF DIRECTORS ADDITIONAL QUALIFICATIONS

SECTION 1 - Officers of this Association shall consist of President, President-elect, Secretary, Treasurer, Sergeant-at-Arms, and immediate past president. Officers shall be elected by ballot at the last board meeting of the calendar year. Term of office shall coincide with the state conference.

SECTION 2 - Only contractor members who are present or previous representatives of a local chapter may be elected to hold the office of President and President-elect of this Association, provided that they have served on the state board at least one year.

SECTION 3 - There shall be a Board of Directors which shall consist of the Association's officers, one (1) representative from each local chapter, two (2) Corporate Members which are representatives from any HVACR manufacturers, suppliers, or distributor companies, the last five living and willing past presidents, which include the immediate past President, one (1) technical consultant, two (2) members-at-large.

SECTION 4 - Officers of this Association will automatically serve on the Board of Directors for a term of one (1) year concurrent with their term of office or until such time as their successors are elected and qualified. Other members of the Board will be elected as follows: Local representatives shall be the president of the local chapter or his/her appointee. After these members are seated, they shall select the two (2) Corporate

representatives as designated above. The two (2) members-at-large are elected after all other members are seated.

SECTION 4A The two (2) members-at-large are only contractor members who are present or previous representatives of a local chapter and hold no other state association position. Terms of this office will be for one (1) year to coincide with state conferences. The election for this office will be held the next scheduled State meeting after the State Conference. The officers of this association will bring a recommendation of two (2) candidates before the board to be elected. Nomination from the floor may also be accepted.

SECTION 5 - Corporate members may never constitute a majority of the Board or the voting of any board meeting. If the quorum of any meeting contains a majority of corporate members, they must select enough corporate members to relinquish their votes for that meeting only to establish a contractor member majority.

SECTION 6 - A maximum of two (2) members representing or employed by the same firm or organization may serve simultaneously as either an officer or a member of the Board. One member may serve as both an officer and an appointed board member simultaneously.

SECTION 7 - Should a vacancy occur for any reason among the officers of the Association, it shall be the duty of the President to appoint an acting officer from the remaining board members within thirty (30) days of formal notification of such vacancy. Should vacancy occur among the other board members, their replacement shall be selected in accordance with Section 4 of this Article. Persons appointed as acting officer or director will serve out the remaining term of office of whomever they are appointed to replace or until such time as elections are held and successors qualified. Acting officers or directors will assume full responsibility of the office to which they are appointed.

ARTICLE VII **DUTIES OF OFFICERS AND COMMITTEES**

SECTION 1 - The duties of officers shall be those usually appertaining to such offices in other organizations.

SECTION 2 - The duties of the Executive Committee shall be to carry out the policies and programs of the Association as approved by the Board of Directors. They will review the Association's Annual Budget prior to its presentation to the Board of Directors.

SECTION 3 - Duties of standing committees are such as defined by their titles or as defined by the Board of Directors.

SECTION 4 - The Public Relations Committee shall be responsible for public informational programs and publicity.

SECTION 5 - The Membership and Educational Committee shall be responsible for the continuing education of members and further shall work to increase the membership of the Association.

SECTION 6 - The Finance and Budget Committee shall prepare and publish financial statements and prepare budgets for review by the Executive Committee.

SECTION 7 - The Conference Committee shall plan for the LHPA Annual Conference.

SECTION 8 - The Past Presidents Committee shall perform studies and research for the betterment of the LHPA.

ARTICLE VIII
BOARD OF DIRECTORS

- SECTION 1 - The Board of Directors shall hold a minimum of two meetings during the fiscal year.
- SECTION 2 - The Board of Directors shall: supervise the affairs of the Association; transact any business of the Association between annual meetings; report at the annual meeting on any business transacted the year prior to the annual meeting.
- SECTION 3 - Special meetings of the Board of Directors may be called by the President or by one-third (1/3) of the board members.
- SECTION 4 - A majority of the board members shall constitute a quorum.
- SECTION 5 - No members shall have more than one vote and no voting by proxy shall be allowed. if a board member is unable to attend a meeting, a similar type member from the local chapter, utility company or manufacturer may represent him/her and vote in his/her place.

ARTICLE IX
COMMITTEES

- SECTION 1 - There shall be the following standing committees and such others as may be provided for from time to time:
- Executive Committee
 - Membership and Educational Committee
 - Public Relations Committee
 - Budget and Finance Committee
 - Conference Committee
 - Past Presidents Committee
- SECTION 2 - The President shall appoint chairmen of the committees.
- SECTION 3 - Committee chairmen shall elect their own committee members with approval from the President.
- SECTION 4 - The President or Board of Directors may appoint special committees at any time.
- SECTION 5 - The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer, Sergeant-at-Arms, and Past President.
- SECTION 6 - The Board of Directors may appoint consulting technical, financial, and legal counsel when deemed necessary. The term of office for such counsel and remuneration for services shall be fixed by the Board of Directors.

ARTICLE X
FISCAL YEAR

- SECTION 1 - Unless otherwise designated by Resolution approved by two-thirds (2/3) of the Board of Directors, the fiscal year of this Association shall be January 1 to December 31 of each year.
- SECTION 2 - Yearly fiscal reports or statements of the Secretary/Treasurer shall cover the fiscal year. Other reports or statements shall be issued at other periods as called for by the Board of Directors.
- SECTION 3 - The Secretary/Treasurer and all employees or other members of this Association handling Association's funds shall have bond posted and covered by the board of directors' policy or an addendum to that policy.

ARTICLE XI
ANNUAL MEETING

- SECTION 1 - The annual meeting of this Association shall be held at a time and place to be determined by the Board of Directors.
- SECTION 2 - Officers and directors shall be elected at the annual meeting.
- SECTION 3 - Reports from all committees summarizing the committee's activities for the year shall be given at the annual meeting.
- SECTION 4 - A majority of the membership shall constitute a quorum for the annual meeting.

ARTICLE XII
PARLIAMENTARY RULES

- SECTION 1 - Robert's Rules of Order shall be used to decide all questions in debates or proceedings of this Association, provided they do not conflict with the Association's Constitution and by-laws.

ARTICLE XIII
CHAPTER DUES

- SECTION 1 - Chapter dues are payable yearly in advance.
- SECTION 2 - The amount of annual dues shall be determined from time to time by the Board of Directors.
- SECTION 3 - Annual dues shall be paid in full by March 31 following the beginning of each fiscal year (*to the state association.*)
- SECTION 4 - Any chapter failing to pay its annual dues in full by April 1 shall be removed from the Association's membership roll.
- SECTION 5 - Chapters that are dropped from the Association's membership rolls may apply for reinstatement by forwarding their written request to the chairman of the Membership and Educational Committee.
- SECTION 6 - Reinstatement of chapters in this Association will be granted only upon recommendation by the Membership and Educational Committee and approval by the Board of Directors.

ARTICLE XIV
DISSOLUTION

- SECTION 1 - The Association shall use its funds only to accomplish the objectives and purposes as specified in the Constitution and by-laws. No part of the Association's funds shall be distributed among the members of the Association.
- SECTION 2 - In the event of dissolution or discontinuance of the Association, the Board of Directors is directed to transfer funds, monies, and other possessions to a similar community nonprofit organization.
- SECTION 3 - In the event that such an organization is nonexistent, the Board of Directors will then make transfer to one or more charitable, educational, or scientific organizations.

ARTICLE XV
AMENDMENTS

- SECTION 1 - By-laws may be altered, suspended, amended, or new by-laws adopted by a vote of two-thirds (2/3) of the state board of directors in attendance provided due notice has been given thirty (30) days in advance of the vote to change the by-laws.

HVACR ASSOCIATION OF LOUISIANA

Formerly the Louisiana Heat Pump Association

Recap of Constitution and By-Law Creation, Incorporation, Changes:

- Constitution & By-Laws created: August 11, 1987
- Louisiana Heat Pump Association Incorporated: August 28, 1987
- Revisions #1 - September 6, 1989
- Revisions #2 - January 24, 1990
- Revision – January 20, 1992 – Term of office coinciding with the state conference
- Revision - December 1, 1994 – *Associates can participate in the LHPA Workers Comp Insurance Program*
- Revisions – September 28, 1995 – *Review of entire constitution & by-laws with changes made to add state past president's committee and various verbiage of the constitution for clarification*
- Revision – February 24, 2000 – *addition of state board members-at-large*
- Revisions – MARCH 5, 2020 – *name change, motto change, verbiage throughout to eliminate 'heat pumps' and replace with 'HVACR' systems, definition of membership categories changed and clarified, removal of associate member as designation, clarification of two members being allowed to serve from the same organization, posting of bond for financial handling to be covered under the board of directors policy and any applicable misspelling. (All members were notified of the changes that are reflected in this document prior to being discussed and voted on by the members who chose to attend the State Annual Membership Meeting on 3/5/20 in New Orleans, LA.)*