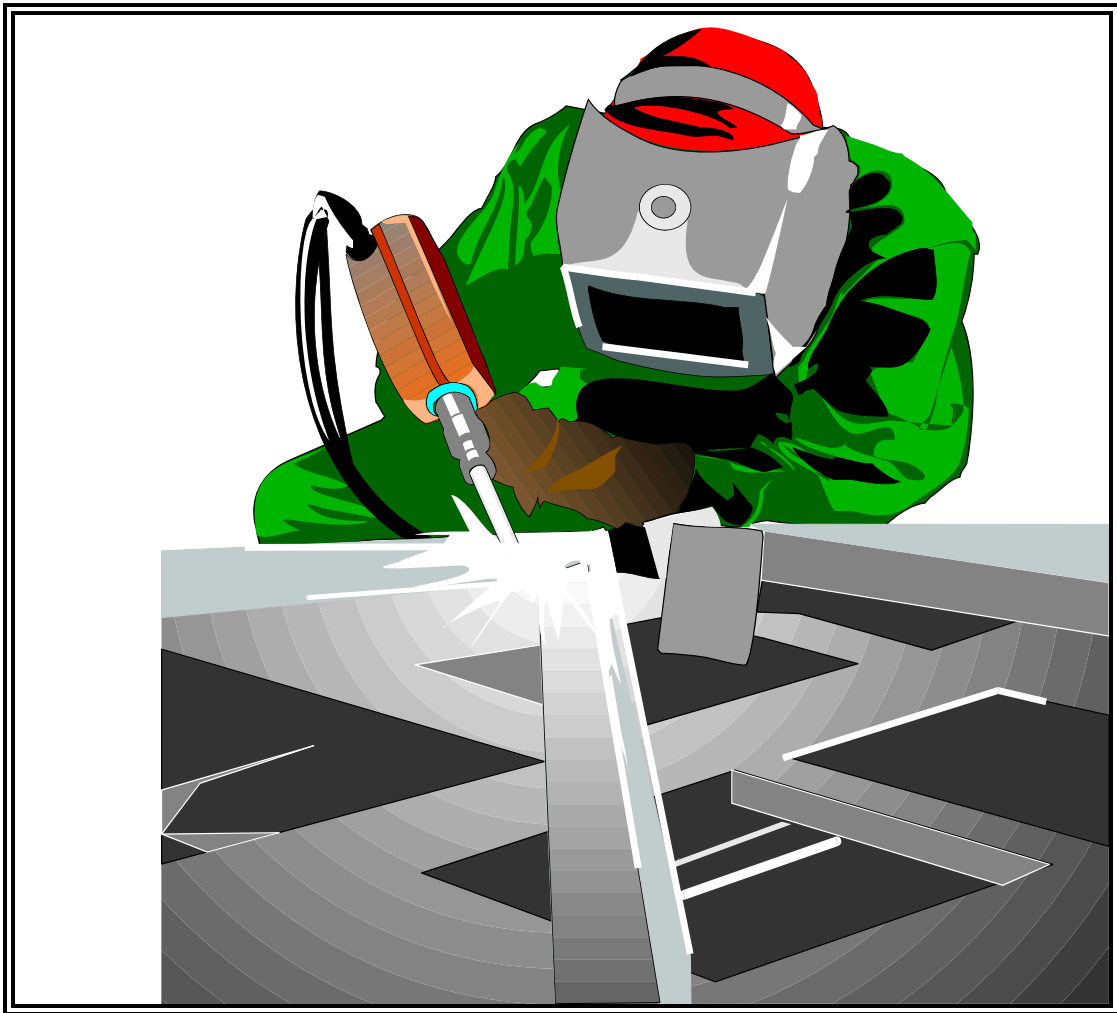


BYLAWS

GREATER MICHIGAN CHAPTER NATIONAL CERTIFIED PIPE WELDING BUREAU



**58 Parkland Plaza
Suite 600
Ann Arbor, MI 48103**

ARTICLE I

Name

The name of this organization shall be Greater Michigan Chapter National Certified Pipe Welding Bureau (hereinafter referred to as "The Chapter"), which shall be a local chapter of the National Certified Pipe Welding Bureau (NCPWB).

Its principal office shall be located at 58 Parkland Plaza, Suite 600, Ann Arbor, MI 48103

ARTICLE II

Purposes

The purposes of this chapter shall be the following:

To engage in research educational work that will assist the contractors in furnishing safe and dependable installations through the use of qualified welding procedures and qualified welders.

To keep contractors informed of the latest methods, information and data on welding, safety and health.

To establish and qualify uniform procedure specifications which conform with ASME, ANSI and other nationally recognized codes for various methods of welding.

To create a force of welders uniformly trained and qualified under these procedures thereby permitting the interchange of such welders between members without unnecessary individual duplication of such qualification tests.

To assist contractors in providing the owner with quality welding at reduced costs through use of certified welding.

To promote, develop the use, and maintain the quality of welding generally in the piping industry.

ARTICLE III

Territory

The geographical boundaries of this Chapter shall be as follows: Livingston, Washtenaw, Monroe, Jackson, Genesee and Shiawasee Counties.

ARTICLE IV

Charter Membership with the NCPWB

It is understood that this Chapter must have not less than two (2) members of each local, state or regional Chapter who are members of the Mechanical Contractors Association of America, Inc. in order to retain its charter with the National Certified Pipe Welding Bureau and for its members to be entitled to all the benefits of the Bureau, including use of the Welding Bureau Procedures.

To affiliate as a Chapter of the National Bureau, all members of the prospective chapter shall be signatory to an agreement with the United Association of Journeymen & Apprentices of the Plumbing & Pipefitting Industry (hereinafter referred to as "UA"). The Chapter must be in good standing to enjoy the rights and privileges of the NCPWB.

ARTICLE V

Chapter Membership

Membership in this Chapter is to be open to any mechanical contractor who is regularly engaged in the fabrication or erecting of piping systems and who is signatory to a labor agreement with the UA.

Membership shall be vested in the firm or corporation as such or in the individual doing business in his individual capacity. If the member is a firm or the corporation, any members of the firm or any officer or designated representative of the corporation shall be entitled to hold office in this Chapter, to vote and to exercise all the duties of membership; provided that not more than one (1) officer or designated representative of any corporation shall vote on any motion, at any election, or hold office either as an officer or director. Each member shall be entitled to one (1) seat in all meetings and to one (1) vote on any question.

The rights and privileges of membership in this Chapter are not assignable or transferable and may not be subject to levy, lien or attachment. A member of this Chapter must be in good standing to enjoy the rights and privileges of the NCPWB.

ARTICLE VI

Election to Membership

Application for membership in this Chapter shall be made on a form provided by the NCPWB, properly filled out and signed by the applicant. Such application shall be made to the Board of Directors in writing and shall contain an agreement to abide by this Constitution and Bylaws and an agreement to pay such dues and assessments as are prescribed by this Chapter. Each application shall be accompanied by a check in the amount of the (nonrefundable) initiation fee as set by the Board of Directors.

The Board of Directors shall determine the eligibility of the applicant's ability, equipment, general fitness, etc., and satisfy itself that the proposed member is qualified to operate under the Welding Procedure Specifications of the NCPWB and, if approved by the Board of Directors, it shall declare him elected to membership. If not so approved, the applicant shall be so notified within thirty (30) days to the Board of Directors of his eligibility.

No duly qualified applicant for membership in this Chapter shall be denied membership because of race, color, religion, national origin, sex or ethnic background.

ARTICLE VII

Fees and Dues

There shall be charged against and collected from each applicant for regular membership, as an initiation fee, the sum of \$100.00 which shall be paid at such time as may be determined from time to time by the Board of Directors. The dues of this Chapter shall be based upon the schedule of dues to be set by the Board of Directors. All dues shall be paid in advance on an annual basis and from these member dues the Chapter will pay its dues to the NCPWB.

The Board of Directors shall have the power to suspend or expel any member who is in arrears for dues. The Board of Directors shall notify, in writing, any member so suspended or expelled, and said member may request, in writing, that the Board reconsider its action. For good cause shown, the Board may reinstate the member expelled hereunder; however, as a condition of such reinstatement, said member must first pay all dues owed to the Chapter by him at the time of his suspension or expulsion.

No part of the net earnings of the organization shall inure to the benefit of or be distributable to its members, officers or directors or any other private person or persons, except that the organization 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 in Article II. Dues and fees shall not be used as a means of unfairly excluding otherwise eligible members.

The method of financing the Chapter shall be subject to review and audit of the NCPWB.

ARTICLE VIII

Termination of Membership

Any member may resign at any time upon submitting such resignation, in writing, to the Board of Directors, which shall act upon said resignation at its first meeting following the receipt of same. Such resignation shall not relieve the resigning member from the payment of dues, assessments or other charges accrued and unpaid as of the effective date of resignation or give any right to said resigning member to any rebate of dues, assessments or other charges previously paid to the Chapter or give any right to said resigning member to a pro-rata or other share of the assets of the Chapter.

Should any member cease to be regularly engaged in the industry as defined in Article V, remove his place of business from the territory of this Chapter, go into the hands of a receiver, be the subject of a voluntary or involuntary petition in bankruptcy, fail, or become insolvent, then and in any such event, the Directors may, at any regular or special meeting of the Board, terminate the membership of such member by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors present at such meeting; provided, however, that at least thirty (30) days prior to such action, postpaid notice shall be mailed, certified mail, to each of the Directors and to such member at his address last given to the Chapter, setting forth the time and place of the Directors meeting, and stating that the question of the termination of his membership will then and there be considered and acted upon. Said member shall be given the opportunity to be heard, orally or in writing, at such meeting and to appear in person or by counsel.

The Board of Directors may, by an affirmative vote of two-thirds (2/3) of the members present at any regular or special meeting, censure, suspend or expel any member found guilty of acts inimical to the best interests of the Chapter or at variance with its declared objectives; provided; however, that written charges shall have first been made against him by two (2) members in good standing of the Chapter, and that a copy of such charges, together with a written notice of the time and place of the meeting of the Board of Directors to pass on such charges, shall have been sent to each of the Directors and to the charged member by certified mail, postage prepaid, addressed to such member at his address last given to the Chapter, at least thirty (30) days before such hearing; provided, also, that said member be given an opportunity to appear before the Board of Directors at said hearing in person or by

counsel and present such evidence, orally or in writing, as he desires to submit; and provided further, that after the hearing the Board shall, within fifteen (15) days, notify said member in writing as to its findings on the charges against him.

The suspension of a member shall have the same effect as termination of membership for the period of such suspension. All right, title and interest in and to the property and privileges of this Chapter shall cease upon the termination of membership, and the member must return the NCPWB Welding Procedure Specifications in his possession and shall have no further right to use same.

ARTICLE IX

Board of Directors

The business and affairs of this Chapter shall be managed by a Board of Directors, consisting of three Directors, who shall be elected in the following manner:

- One Director - To be elected and serve a one year beginning term
- One Director - To be elected and serve a two year beginning term
- One Director - To be elected and serve a three year beginning term

Officers will be elected on an annual basis at the Annual Meeting of the Bureau in June of each year for a one-year period.

The Board of Directors shall have and exercise general supervision and control over the business, property and affairs of this Chapter and shall have full power and authority to act or represent this Chapter in all matters pertaining to it.

Regular Meetings of the Board of Directors shall be held at least two (2) times annually, at a time and place to be designated by the President and set forth in a notice which shall be forwarded to each member of the Board of Directors at least seven (7) days prior to each meeting.

Special Meetings of the Board of directors may be called by the President or any two voting Directors upon seven (7) days written notice; such meetings to be held at the time and place and for the stated purpose specified by the persons calling for the meeting.

The Board of Directors shall serve without compensation, but may be reimbursed for ordinary and reasonable expenses incurred in the performance of their duties as authorized and approved by the Board.

Vacancies on the Board of Directors shall be filled by appointment of the President. In the case of a vacancy in the Presidency the vacancy will be filled by a unanimous vote of the remaining directors.

ARTICLE X

Officers

The officers of the Chapter shall be President, Treasurer, and Secretary. Any vacancy occurring in any office shall be filled by the affirmative vote of the Board of Directors. An officer chosen to fill a vacancy shall serve for the unexpired term of his predecessor in office.

President: The President shall have general supervision over all of the affairs of the Chapter, shall be the presiding and executive officer of all meetings, and shall be Chairman of the Board of Directors. He shall appoint all committees and by ex-officio a member thereof.

Secretary-Treasurer: The Secretary-Treasurer shall keep the minutes of the proceedings of the Chapter and of the Board of Directors in one or more books provided for that purpose. It shall be his duty to keep a current list of Qualified Welders and to send copies of test record sheets, with names and designating numbers to the Executive Secretary of the National Certified Pipe Welding Bureau upon completion of the tests. The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and assets of the Chapter and shall see that payment of funds of the Chapter for authorized expenditures shall be made in accordance with resolutions of the Board of Directors.

He shall, in general, perform all of the duties incidental to the office of Secretary-Treasurer and such other duties as, from time to time, may be assigned to him by the President or by the Board of Directors.

The officers of this Chapter shall be elected by the Board of Directors from among themselves immediately following the Annual Meeting of the Chapter.

In addition to the four Directors as hereinbefore described in the preceding Article, the board of Directors, at its first meeting after the Annual Meeting of this Chapter, shall appoint a Chapter Technical Committee Chairman from the membership of the Board.

This Chapter Technical Committee Chairman shall be the Chapter's representative to the NCPWB. He shall keep the NCPWB advised of the Chapter's educational programs and other activities, problems and solutions to problems and shall attend the Annual Meeting of the NCPWB and shall report to the Chapter on the Annual Technical Committee meeting of the NCPWB.

ARTICLE XI

Meetings

Meetings of this Chapter shall be held as provided in the Bylaws, at least semi-annually, with the last meeting of the calendar year to be the Annual Meeting. Notice of such meetings shall be mailed to each member at least thirty (30) days prior to the meeting.

Special Meetings of the membership may be called by the president or Board of Directors at such times and places as are designated in the notice of the meeting. Written notice of Special Meetings shall be mailed to the members not less than seven (7) days prior to the meeting.

The majority of the members of this Chapter constitutes a quorum for all meetings.

The meetings of this Chapter shall be guided by the Rules and Regulations of Parliamentary Law as set forth in Roberts Rules of Order, Revised.

ARTICLES XII

Standing Committees

The Board of Directors shall establish a Technical Committee chaired by the Technical Committee Chairman; it shall be responsible to NCPWB for the following:

- (a) To evaluate the qualifications of a firm making application for membership.
- (b) To establish liaison with outside organizations to promote the objectives of NCPWB.
- (c) To assist the membership on Technical matters.
- (d) Oversee the arrangements for the testing of welders to assure that such tests are in accordance with Article XII "Qualifications of Welders" of the "Bylaws of the National Certified Pipe Welding Bureau".

The Board of Directors shall establish such other standing committees as necessary to fulfill the duties of the Chapter.

ARTICLE XIII

Restrictions

No member of this Chapter shall have any cause of action in his or its own right, or on behalf of other members against this Chapter or the NCPWB or any officer or director thereof for any action of commission or omission, and no former member of this Chapter shall have any cause of action arising out of the termination of membership against this Chapter or the NCPWB or any officer or director thereof.

ARTICLE XIV

Liquidation

In the event of liquidation, dissolution or winding up of the affairs of the organization, whether voluntary or involuntary or by operation of law, and after paying or making provisions for the payment of all of the liabilities of the organization, the property or other assets of the organization, and any proceeds thereof, insofar as permitted by law, shall be distributed to such non-profit corporations, associations, or other organizations having purposes similar to this organization, which shall have received notice of exemption and be exempt from federal income taxes under Section 501(c) (3) of the Internal Revenue Code of 1954 or such corresponding section or sections as may from time to time be in force, as the Board of Directors of the organization shall determine.

ARTICLE XV

Fiscal Year

The fiscal year of this Chapter shall begin on the first day of June and end on the last day of May in each year.

ARTICLE XVI

Amendments

These Bylaws may be amended by a two-thirds vote of the members at a Regular or Special meeting. Meeting held at least thirty (30) days after presentation of the amendment to the membership.

Amendments are subject to review by the NCPWB and must be approved by the Board of Trustees prior to any said amendments becoming effective.