



BY-LAWS
OF THE
NATIONAL CERTIFIED PIPE WELDING BUREAU

ADOPTED SEPTEMBER, 1944

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ARTICLE I
NAME AND LOCATION OF OFFICE

There shall be established in the Mechanical Contractors Association of America, Inc., a department which shall be known as the NATIONAL CERTIFIED PIPE WELDING BUREAU (hereinafter called the "Bureau").

The principal office of the Bureau shall be at the headquarters of the Mechanical Contractors Association of America, Inc. (hereinafter called "MCAA").

ARTICLE II
PURPOSES

The purposes of the Bureau are:

1. To engage in research and educational work that will assist the contractors in furnishing safe and dependable installations through the use of qualified welding procedures and qualified welders.
2. To keep contractors informed of the latest methods, information, and data on welding, safety and health.
3. To establish and qualify uniform procedure specifications which conform with ANSI/ASME and other nationally recognized codes for various methods of welding.
4. 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.
5. To assist contractors in providing the owner with quality welding at reduced costs through use of certified welding.
6. To promote, develop the use, and maintain the quality of welding generally in the piping industry.

ARTICLE III
TERRITORY

1. The territory in which the Bureau's operations are to be conducted is the United States of America and its possessions and territories under its control, the Dominion of Canada, and other countries as may be approved by the Board of Trustees.

ARTICLE IV MEMBERSHIP

2. Welding Bureaus, having the same objectives as the Bureau, shall be eligible for affiliation as a Chapter of the Bureau when sponsored by an affiliate or by two (2) members of MCAA. To affiliate as a Chapter of the National Bureau, all members of the prospective Chapter shall be signatories to an agreement with the United Association of Journeymen & Apprentices of the Plumbing & Pipefitting Industry (herein called the "UA") and not less than two (2) members of each Chapter shall be members of the MCAA.
3. Membership in Chapters shall 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; provided, however, that these requirements shall not apply to any contractor who was a member of a Chapter or a member of the MCAA prior to April 30, 1987, and who thereafter continuously remains a member in good standing of a Chapter and/or a member of the MCAA. It shall be the responsibility of the said Chapters to evaluate the proposed members' general fitness, welding facilities and ability to perform welding in accordance with the Policy, Rules and Bylaws of the Bureau.
4. Every applicant for Chapter Charter shall present a written application on a form approved by the Board of Trustees, accepting and agreeing to comply with these Bylaws and any amendments thereto.
5. Applications for affiliation shall be acted upon by the Board of Trustees at the first meeting of said Board following their receipt, provided, that by direction of the Chairman a mail vote may be taken in the interim between meetings.
6. Each Chapter shall be entitled to be represented at all Technical Committee meetings of the Bureau by one delegate and one alternate delegate. Each delegate will be entitled to one vote which, in the delegate's absence, may be cast by his alternate.
7. Chapters when granted a charter by the Bureau will be entitled to all benefits of the Bureau, including use of the Welding Procedures. For any Chapter to enjoy the rights and privileges of the Bureau that Chapter must be in good standing.

ARTICLE V TERMINATION OF AFFILIATION

1. Any Chapter (in good standing) may resign its affiliation with the Bureau at any time. Resignations shall be presented in writing to the Board of Trustees, who shall act upon them at its first meeting following their receipt. No resignation shall be accepted if the Chapter seeking to resign is indebted to the Bureau.

2. The Board of Trustees shall have the power to suspend or revoke the Charter of any Chapter that is six (6) months in arrears for dues. Any Chapter whose Charter is so suspended or revoked may request a hearing, written or oral, by the Board of Trustees and for good cause shown the Board of Trustees may terminate any such suspension or reinstate a Chapter expelled hereunder.
3. The Board of Trustees may, by an affirmative vote of not less than seven (7) Trustees present at any regular or special meeting, suspend or revoke the Charter of any Chapter (where said Chapter or any of its members) have been found to have acted contrary to the best interests of the Bureau or at variance with its declared purposes; provided, however, that written charges shall have first been made against the Chapter. A copy of such charges together with a written notice of the time and place of the meeting of the Board of Trustees to pass on such charges, shall have been sent to such Chapter by registered mail, addressed to such Chapter at the last recorded address at least thirty (30) days before such hearing. Said Chapter must also be notified in writing that its designees have an opportunity to appear before the Board of Trustees or a Committee thereof for a hearing (the place and time of which shall be specified in the Notice, which shall be sent at least thirty (30) days prior to the hearing date specified) and that after said hearing the Board shall determine whether the charges made are sustained or not and shall make written findings thereof within thirty (30) days after the close of the hearing.

ARTICLE VI INITIATION FEE AND DUES

1. The Bureau is supported by an initiation fee imposed on each member of a Chapter at the time of affiliation and on members added subsequent to affiliation. In addition dues are imposed on the Chapters for each of its members.
2. The initiation fee and rate of dues for members shall be determined annually by the Board of Trustees and it shall be permitted to levy different dues for Chapters located outside the United States of America. The dues of Chapter members shall be payable fifty percent (50%) by January 1, and fifty percent (50%) by July 1, respectively.
3. Only one payment of the National Bureau initiation fee shall be assessed to a member contractor. If a member contractor later joins another chapter of NCPWB, a National Bureau initiation fee and annual dues shall not be charged; however, a second new-member package will not be provided. If a member who belongs to more than one chapter drops from the chapter to which it pays annual dues, its memberships with all chapters will be revoked. A new application must be submitted to the national office if the member wishes to continue its membership through another chapter. No initiation fee will be assessed for switching membership from one chapter to another.
4. If a member loses its membership due to non-dues payment and wishes to become a member within a 12 month period, the member may be reinstated without having to submit a new application, provided that all the dues are paid in advance of reinstatement.

ARTICLE VII BOARD OF TRUSTEES

1. The affairs of the Bureau shall be managed by a Board of Trustees of ten (10) members, four (4) chosen by the Board of Directors of the MCAA, four (4) chosen by the members of the Technical Committee of the Bureau, one (1) chosen by the UA General President, and one (1) chosen by the NCPWB Board of Trustees. In addition, up to two non-voting Associate members are elected by the Board of Trustees to serve in an advisory capacity. With the exception of Associate members, who cannot serve more than two one-year-terms, each member will serve a term of three (3) years, except that any member of the Board of Trustees elected by MCAA's Board of Directors may be replaced by a majority vote of MCAA's Board of Directors prior to serving the full three (3) year term. Any member of the Board of Trustees elected by the Technical Committee of the Bureau may be replaced by a two-thirds (2/3) vote of the Bureau's Technical Committee present at its annual meeting.
2. The Board of Directors of the MCAA shall choose two (2) members of the Board of Trustees each of two (2) years and one (1) member the third year. Elections of said Trustees shall take place at the time of the Annual Convention of the MCAA. Each Trustee shall serve from the time he is chosen until his successor is elected and qualified.
3. The members of the Technical Committee shall choose one (1) member of the Board of Trustees each of two (2) years and two (2) members the third year. Election of said Trustees shall take place at the time of the Annual Meeting of the Technical Committee. Each Trustee shall serve from the time he is chosen until his successor is elected and qualified.
4. The UA General President shall choose one (1) member from its membership to the Board of Trustees. The member of the Board of Trustees elected by the UA General President may be replaced by the UA General President.
5. The members of the NCPWB Board of Trustees shall elect one (1) member from MCAA affiliated association executives to the Board of Trustees every third year. The executive of the association elected by the Board of Trustees may be replaced by two-thirds (2/3) vote of the Board of Trustees prior to the end of the three-year term.
6. The members of the Board of Trustees may elect two (2) non-voting, Associate members to serve in an advisory capacity on the Board of Trustees, one Associate member per year. The Associate member is elected at the annual Technical Committee meetings for a one year term. Prior to annual meetings, the members of Board of Trustees are letter balloted on candidates and alternates eligible to serve on the Board of Trustees as an Associate member. The elected Associate member is notified in advance of the meeting of his election. If the candidate declines to serve, the alternate Associate will be contacted. The Board of Trustees may re-elect the Associate member for a second term. Any Associate member re-elected for a second term shall be notified by a letter of his/her re-election. No Associate member shall serve more than two (2) consecutive one year terms on the Board. An Associate member,

who has served the maximum allowable terms on the Board of Trustees, may be eligible to serve again one year after the termination of his/her service as an Associate member. The Associate member may be elected as voting member during his term, provided that there is a vacated seat on the Board. The re-election of an Associate member for a second term is conducted by a letter ballot after the Board of Trustees fall meetings.

7. Terms of members of the Board of Trustees shall be staggered such that a total of three (3) members are elected to the Board of Trustees annually.
8. A Chairman, a Vice Chairman and Treasurer shall be chosen from the Board of Trustees for a term of one (1) year and shall serve from the time chosen until their successors are elected and qualified.
9. The Trustees shall be the sole representatives of the Bureau and guardians of its money and property.
10. The Trustees shall have sole power to authorize contracts and purchases, shall control the appropriation of funds, and shall elect an Executive Director.
11. The Trustees shall have no power to make the Bureau liable for any debts exceeding the funds in the hands of the Treasurer and not otherwise appropriated.
12. Between meetings of the Board of Trustees any question may be submitted to the Board for ballot by mail or telegraph as occasion arises, unless otherwise provided in the Bylaws. The vote of a majority of the Board of Trustees received in like manner shall have the same effect as a vote at a meeting of the Board of Trustees.
13. Five (5) Trustees shall constitute a quorum at all meetings for the transaction of business except in carrying out the provisions of Article V, Paragraph 3, which must have the approval of at least seven (7) Trustees.

ARTICLE VIII OFFICERS

1. The Chairman of the Board of Trustees shall have general supervision over all the affairs of the Bureau, shall be the presiding officer at all meetings of the Board of Trustees, and shall appoint all committees except the Technical Committee, and shall make an annual report to the Annual Convention of the MCAA.
2. In the event of the inability of the Chairman to perform his duties, the Vice-Chairman shall assume and discharge all the duties of the Chairman.
3. The Treasurer shall be the custodian of all the funds of the Bureau. He shall be covered by an approved surety company's bond in such sum and form, as the Board of Trustees shall require, premium to be paid by the Bureau. He shall at all times have access to the books and

files of accounts be made available through the Executive Director, and shall submit an annual report to the Board of Trustees.

4. The payment of funds of the Bureau for authorized expenditures shall be made by check only, each of which must bear two signatures; at least one of these signatures must be the Executive Director, Chairman, Vice Chairman or Treasurer.
5. The Executive Director shall be reaffirmed each year by the Board of Trustees.
6. A Chairman Emeritus will serve as an advisor to the Board of Trustees. The Chairman Emeritus will attend and participate at all Board of Trustees meetings as a non-voting member. The role of the Chairman Emeritus is to provide continuity and advice to the Board of Trustees, based on his/her past experience. The individual must have served eight years as the Chairman of the Board of Trustees to be recognized as a chairman Emeritus and be elected by a unanimous vote of the Board of Trustees present at the meeting. There shall be no more than two Chairman Emeriti serving on the Board of Trustees at the same time. When a Chairman of the Board of Trustees has served his/her full term, and is appointed as a Chairman Emeritus, one of the two existing chairmen Emeritus with the longest tenure shall relinquish his/her seat.

ARTICLE IX INDEMNIFICATION

1. The Bureau shall indemnify directors, officers, employees and agents as follows:
2. The Bureau shall provide, (by Resolution of the Board of Trustees which shall continue in force and effect unless and until changed by specific subsequent Board Resolution) for indemnification by the Bureau of each and all of its existing or former trustees, officers, employees or agents or any person who is or was serving at the request of the Bureau as a trustee, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise. Said indemnification shall be against all costs and expenses including, but not by way of limitation, attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by any of the aforesaid persons in connection with the defense of any action, suit or proceeding or threatened, pending or completed action, suit or proceeding whether any of same be civil, criminal, administrative or investigative, in which said person is involved by reason of his being or having been a director, officer, employee or agent of the Bureau or of another association, corporation, partnership, joint venture, trust or other enterprises at the request of the Bureau. However, if said person shall be adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty or shall settle such action, suit or proceeding by agreement reciting an admission of liability for negligence or misconduct, he shall not be indemnified for any of his said costs or expenses.
3. The Board of Trustees shall also direct the appropriate trustees, officer or officers of the Bureau by appropriate Resolution, to provide for indemnity insurance, covering in as broad a

manner as possible the indemnification provided in subparagraph (a) of this Article immediately preceding.

4. The use of the masculine 'he' or 'him' is for grammatical construction and shall also cover the use of the feminine 'she' or 'her'.

ARTICLE X COMMITTEES

1. The Bureau shall have a Technical Committee to consist of a Chairman, appointed by the NCPWB Chairman with full ratification of the NCPWB Board of Trustees, and a member from each Chapter, selected by said Chapter in the same manner as the Chapter Officers are selected. Members of the Technical Committee shall be elected for a term of one (1) year and shall serve from the time named and until their successors are elected and qualified. When a Technical Committee Chairman announces, in advance, his desire not to be appointed for an additional term, the Chairman of the NCPWB Board of Trustees and the Technical committee will appoint a deputy Technical Chairman who will be the successor to the technical Chairman. Should said appointee be from outside of the Board of Trustees, said appointee would serve as a voting member of the Board of Trustees until a permanent seat on the Board is available. The members of the Technical Committee, selected by the Chapters, shall serve as chapter delegates for the election of Trustees to be selected from the Technical Committee to serve on the Board of Trustees of the Bureau. A technically competent consultant hired by a Chapter may serve as that chapter's technical representative. Membership on the NCPWB Board of Trustees, however, is limited to Chapter technical representatives that are mechanical contractor members of the NCPWB. The Technical Committee shall submit to the Board of Trustees for approval and adoption rules concerning training and qualification of welders, procedures for all approved methods of welding, or other matters concerned with the technique of welding. The Technical Committee shall supervise the technical activities of Chapter Members to the end that high standards of membership, of training and testing welders, and of service to the owners are maintained. The Technical Committee shall make all revisions to the Welding Procedures as required by the industry and will cooperate with the American Society of Mechanical Engineers, the American National Standards Institute, the American Welding Society, insurance companies, governmental agencies and other interested agencies and to standardize reporting forms of the various Chapters.
2. The Board of Trustees may authorize such special committees, agents or consultants as may be necessary to conduct the business of the Bureau and to accomplish its objectives.
3. All committees shall act under the general direction of the Board of Trustees and report when called upon by the Board of Trustees, but any such committee, agent or consultant may make a special report to the Board at any time on its own motion.

ARTICLE XI AMENDMENT

These bylaws may be amended by a two-thirds (2/3) vote of the Board of Trustees taken at a meeting of the Board or conducted by mail ballot. Written notice of any proposed amendment shall be sent to all members of the Board at least thirty (30) days prior to the meeting at which a

vote taken on an amendment, or at least thirty (30) days prior to the date by which mail ballots must be returned to the Bureau. The Chairman of the Board of Trustees may propose an amendment to the By-laws, as may any two (2) other members of the Board.

ARTICLE XII
QUALIFICATION OF WELDERS
CHAPTER RULES

1. Chapters shall arrange for and supervise the testing by its members of their welders in accordance with Welding Procedure Specifications adopted and issued by the Bureau. Chapter technical supervisors and employers shall be familiar with the latest revision of Section IX, Welding and Brazing Qualifications of the ASME Boiler and Pressure Vessel Code, before engaging in welder performance and qualification testing.
2. Each Chapter will be assigned a number by the National Bureau to be added to the symbol of the operator. This will identify the originating point of the tests, and it shall be the duty of each Chapter to keep a current list of Qualified Welders.