

# **BYLAWS**

## **Bylaw I**

### **Membership**

1. Only contractors who are actively engaged in the contracting business and who have established a reputation for skill, integrity and responsibility shall be eligible as CONTRACTOR MEMBERS
2. For purposes of membership, a contractor is defined as any individual, firm, or corporation, that contracts to perform construction work and which executes such work in whole or in part with its own construction forces. A General Contractor executes contracts directly with project Owners, and Subcontractors contract with General Contractors. Both General Contractors and Subcontractors are eligible for membership as Contractor members.
3. Application for membership shall be made to the Executive Director in the form prescribed by the Board of Directors. Each application for membership shall be accompanied by a check or cash in the amount equal to the basic annual dues of the National Association as evidence of good faith. In case the application for membership is not approved, the check or cash accompanying that application shall be promptly returned. References shall be furnished if desired by the Board of Directors.
4. The Executive Director shall submit to the Board of Directors periodically a list of applicants for membership. Approval by a majority of the Members of the Board of Directors shall be necessary to elect a contractor to membership.
5. The Executive Director shall notify applicants who have been elected. A copy of the Articles of Incorporation and Bylaws shall accompany the notice of election.
6. An applicant who has been refused admission shall not be allowed to renew the application for one year from the date of such refusal.
7. In case a Member firm should make a change in their firm name, then such Member shall at once notify the Executive Director. If assurance satisfactory to the Board of Directors is given that a material change in the membership of the firm or corporation has not taken place, then the name shall be changed on the records of the Corporation without affecting the standing of the Member.

If the Member becomes insolvent, retires from the contracting business, or generally ceases operations, the membership shall cease.

If the Member is delinquent in dues or is suspended for cause, then the membership shall cease.

8. Resignations from membership shall be presented in writing to the Executive Director on or before the close of the fiscal year and shall be accepted, provided all dues are paid for that year.
9. HONORARY MEMBERSHIP in the Corporation may be given to any individual whose service to the construction industry and the Corporation is deemed to have been unusually outstanding by a unanimous vote of the Board of Directors. Honorary Membership may be given only to an individual who has permanently retired from active participation in the construction industry.

It shall be the responsibility of the Nominating Committee to identify candidates for Honorary Member status. The Committee will periodically nominate candidates, as candidates who exemplify the spirit and integrity of the Corporation are identified.

Honorary members shall not be entitled to vote or hold office in the Corporation and are not required to pay dues.

10. ASSOCIATE MEMBERSHIP may be given to individuals, firms or corporations who supply products, equipment, professional services, or construction related services to the construction industry.
11. If a firm performs activities described by the definition of "Contractor" then such firm must be categorized as such and pay dues at the Contractor level.
12. PROVISIONAL MEMBERSHIP may be given to contracting firms that lack the necessary qualifications to be Contractor Members of the Corporation.

The purpose of Provisional Membership is to develop qualified members. A Provisional Membership may be granted to Contractors for a period not to exceed one (1) calendar year.

Such Members shall be entitled to all National Association and Corporation services, but may not vote or hold office.

Present or former regular Contractor Members and Associate Members are not eligible for this membership classification.

13. RETIRED MEMBERSHIP shall be open to individuals who have retired from the industry after five or more year's active membership. The dues for Retired Members shall be twenty-five (\$25) per year. Retired Members shall not be entitled to vote or be listed as a Member of the Associated General Contractors of America, Inc. through this affiliation. Should any such Member again become active in the construction business they must assume an active membership and pay dues according to their volume of business.

## Bylaw II

### **Board of Directors**

1. The Board of Directors of the Nebraska Chapter Associated General Contractors of America, Inc. shall conduct the affairs of this Corporation. All members of the Board shall be Members of this Corporation.
2. The Board of Directors shall consist of not less than ten, nor more than 18 elected Directors plus the three most recent Past Presidents of the Corporation and the Association's National Director(s). The terms of office for Directors shall be two years or until their successors are elected and qualified.
3. There shall be an annual election to set the number of elected Directors and to elect Directors to fill expired, vacated, and open seats on the Board of Directors. The Board of Directors shall be elected from the membership of the Corporation before the Annual Meeting. Both Contractor and Associate members may serve on the board. No member firm may have more than one individual serve on the Board at any time.
4. A majority of the Board of Directors shall constitute a quorum.

5. Vacancies occurring in the Board of Directors shall be filled by the remaining members of the Board appointing qualified persons to hold office until the next election of directors, or the position may be left open at the discretion of the Board.
6. Board seats are held by Member firms. If the Member is no longer active, ceases to exist as an operating entity, or is disciplined by the Board, then any individual representing that Member on the Board shall be immediately removed.

### Bylaw III

#### **Administration**

1. The Board of Directors at its Annual Meeting shall elect, from its own number, the following officers: a President, a President-elect, a Vice President, and a Treasurer. The term of each newly elected officer shall be one year and begin at the close of the Annual Meeting following their election. Old officers shall hold over until their successors are elected and qualified.
2. Only individuals representing Contractor Members may serve as President, Vice-President, or President-Elect of the Corporation. The Board shall further prioritize General Contractors as candidates for officer positions.
3. Newly elected Directors shall meet with the existing Board of Directors at the Annual Board Meeting immediately following their election. Successors to the Directors whose terms have expired shall be installed at this time.
4. The Board of Directors shall have full direction of all the affairs of the Corporation.
5. The Board of Directors shall hold four regular meetings each year, at times and places to be determined by the Board or the Executive Committee. The Annual Board of Directors Meeting shall be held immediately before the Annual Convention at the convention location.

Special meetings may be called at any time by the President or by any three members of the Board of Directors.

6. An Annual Convention shall be held during the first quarter of each year at a time and place to be selected by the Board of Directors or the Executive Committee.
7. The Board of Directors may create such standing committees as deemed appropriate and their duties shall be such as the Board of Directors may specify.
8. The Board of Directors shall employ an Executive Director. The Executive Director's employment, compensation, duties, and responsibilities shall be at the favor and direction of the Board of Directors.
9. The Executive Director shall manage the day-to-day operations of the Corporation's office and shall undertake such other activities as directed by the Board of Directors, the Executive Committee, and the President.

The Executive Director shall be responsible for the titles, duties, and day-to-day activities of other members of the Corporation staff. The Executive Director will recommend compensation and benefit levels for the staff to the Executive Committee for review and to the Board of Directors for approval.

10. The Executive Committee shall consist of five members from the Board of Directors. The five members from the Board of Directors shall be the President, the President-elect, the Vice President,

the Treasurer, and the Immediate Past-President. In case any of these officers are unable to serve on the Executive Committee, the President may select an alternate.

11. The Executive Committee may conduct the business of the Corporation, in the absence of the Board of Directors, in accordance with the Articles of Incorporation and Bylaws. The Executive Committee shall report its actions to the Board of Directors at the next regularly scheduled Board Meeting.

A majority of the Executive Committee shall constitute a quorum.

12. The President shall be the Executive Officer of the Corporation and shall see that the Bylaws and orders of the Board of Directors and the Members assembled in the Convention are carried out and enforced. The President shall be an ex-officio member of all committees.
13. The President, and in the President's absence the President-elect, shall preside at meetings of the Members of the Corporation, the Board of Directors, and the Executive Committees.
14. The President-elect shall, in the absence or inability of the President to act, perform the duties of the President.
15. The Treasurer shall be the custodian and disbursing officer of the funds of the Corporation. The Treasurer shall disburse funds as instructed by the Board of Directors and shall give such bonds, as it shall determine. The Treasurer's accounts shall be reviewed by a certified public accountant.
16. Each Contractor Member who is present and in good standing shall have a vote at all meetings of the Members of the Corporation. A firm or corporation shall be treated as a single Member for all Membership votes and elections.
17. A quorum at all meetings of Members of the Corporation shall be twenty-five percent of the membership.
18. Committee Minutes are to be reported to the Board of Directors at the next regularly scheduled Board Meeting. Committee Chairs are responsible to see that the Minutes are submitted, and accurately reflect the actions of the Committee.

#### Bylaw IV

#### **Elections**

1. By November 1 of each year, the President shall appoint a Nominating Committee, consisting of the five most recent Past-Presidents, who are still Contractor Members, to recommend to the Board of Directors the number of elected Directors for the forthcoming year and the candidates for election to the Board. The immediate Past-President shall be the chairman of this committee.

The Nominating Committee shall secure the acceptance of candidates before recommending their nominations to the Board. The candidates shall be declared official nominees if the Board approves the recommendation of the Nominating Committee.

If the Board does not approve the recommendation of the Nominating Committee, the Committee shall continue its work until a report is presented to and approved by the Board.

2. Before December 15, election ballots, specifying the number of Directors and listing the names of all official nominees, with space for voters to write in additional choices, shall be mailed to all Members. An envelope and instructions for voting shall accompany the ballots. The face of the envelope shall

be marked with the address of the Corporation office and with the words "BALLOT." The reverse side of this envelope shall be printed with a space for the Member to insert the company name, and the signature of the official authorized to cast the vote of the company. All ballots returned shall be enclosed in the official envelope. No ballot, which does not show on the back of the envelope, the name of the company and signature of the authorized voting official may be counted. No ballots received at the Corporation office after a fixed closing time may be counted.

The nominees or write-in candidates receiving the greater number of votes from Members, in good standing and entitled to vote, shall be declared elected as Directors of the Corporation

3. Election ballots are to be opened and counted by an Election Committee, appointed by the President.
4. Ballots shall be retained for 60 days after the election and shall then be destroyed.
5. The results of the election will be reported in writing to the Nominating Committee.
6. The Nominating Committee shall recommend to the Board of Directors, a candidate from the new Board of Directors, for each of the offices of President, President-elect, Vice President, and Treasurer, for the succeeding year.

The Nominating Committee shall secure the acceptance of these candidates before recommending them to the Board of Directors.

7. The new Board of Directors will vote at the Annual Board Meeting on the candidates for officers recommended by the Nominating Committee. Members of the Board of Directors can also make nominations at this meeting.
8. None of the elected officers shall receive any salary or compensation.
9. If any person elected to the Board of Directors shall be found by the Board of Directors to be ineligible to hold the office, or should any person elected decline the election, or should the authorized number of Directors exceed those elected by the Members, the Board of Directors shall have the power to select a Member to fill the vacated or unfilled Board seat. The Board of Directors will maintain a minimum of ten elected Directors and may not exceed the number of elected Directors determined by the annual election of the Members, which in no case shall exceed 18.
10. The Board of Directors shall have the power to suspend and expel officers and members of the Board of Directors for inattention to duties, and suspend and expel Members of the Corporation for cause. Any Member suspended or expelled shall have no right to a return of dues paid to date. Members so disciplined may appeal to the Board of Directors at the Board's subsequent meeting and the decision of the Board of Directors, at that meeting, shall be final.

Bylaw V

**Dues**

**Local**

1. Annual Local Dues for each Contractor Member shall be calculated in accordance with the Local Dues Rate Schedule shown below. Local Dues shall pertain to all contracts awarded to each Member within the State of Nebraska. Annual Local Dues will be calculated on the net volume of contracted work for the preceding calendar year. The net volume shall be calculated as the total of all Prime Contract values, minus the value of all subcontracts awarded to Members. The value of subcontracts awarded shall be included in the net calculation of total Member volume. The jurisdiction of this Corporation is the State of Nebraska and includes the construction types of highway, heavy civil, municipal, and utility. Contractor Members' reported volume shall include contracts for Federal, State, County, Municipal, and private work.

Local Dues Rate Schedule

- a. Minimum dues are one thousand five hundred dollars (\$1,500) per year.
- b. Maximum dues are twenty thousand five hundred dollars (\$22,500) per year.

Local Dues Volume Rate Schedule

- c. Dues are calculated as Net Nebraska Heavy, Highway, Utility, Municipal, and Private Civil Volume (less subcontracts to Members).

Annual Volume X .0015 = \_\_\_\_\_

Allocated to three funds:

A = .1% to General AGC Fund

B = .025% to Advocacy Fund

C = .025% to PAC Fund (Members may choose to direct this portion to the Advocacy Fund)

2. Annual Contractor Member Local Dues for the current year are assessed against work contracted for in the previous year beginning January 1 and ending December 31, less subcontracts with Members of this Corporation. The Members Volume of Work Report is due January 10<sup>th</sup> in the Corporation office in Lincoln, Nebraska.
3. Contractor Member Dues are payable as follows:
  - Minimum Dues are payable by February 1.
  - Volume dues in excess of the minimum may be paid in quarterly payments due on February 1, May 1, August 1, and November 1. A Contractor Member may elect to pay their Annual Dues in a single payment by February 1st and earn a two- percent discount on the full amount of their Annual Dues. Dues are payable at the Corporation office in Lincoln, Nebraska.
4. When any Contractor Member of the Corporation is awarded a contract for work under one or more firm styles or names, which are different from Member's firm style or name, the Member shall be assessed in accordance with the above local dues rate schedule, as though the different firm style or name were a Separate Member of this Corporation.

5. When any Member of this Corporation, either in its membership firm style or name or under a different firm style or name, or both, enters into a joint venture on any construction contracts, dues shall be assessed to the joint venture as though it is a new and separate Contractor Member.
6. Associate Member Local Dues shall be Seven-Hundred and Fifty Dollars (\$750) annually, allocated to three funds:
  - \$500 to General Fund
  - \$125 to Advocacy Fund
  - \$125 to PAC Fund (Members may choose to direct this portion to the Advocacy Fund)
7. The Dues Year is January 1 to December 31, with dues billed in December the preceding year and payable by February 1<sup>st</sup>.
8. Provisional Member local dues are Five Hundred Dollars (\$500) and shall be paid within 60 days of membership acceptance.
9. Members gaining membership status during a dues year shall have their dues prorated by the number of months remaining in that dues year.

#### Bylaw VI

#### **Delinquency**

1. A Member becomes delinquent if dues are not paid when due. If a Member is delinquent for more than 60 days, the Member shall be suspended by the Board of Directors and notified of this action.  
  
If the delinquent dues have not been paid 30 days after the notice of suspension is issued, the Member will be dropped from membership.
2. No Member while suspended shall be privileged to vote or be entitled to publications or service.
3. The board may postpone, waive, or annul any delinquency or the recording thereof.

#### Bylaw VII

#### **Amendments**

1. The Bylaws may be amended by a majority vote of Members in good standing. Amendments may be made at any Annual Convention or at any Special Meeting of Members called for that purpose or by letter ballot. When considering an amendment at a Special Meeting, Members may amend or change the amendment, as it deems advisable within the limits of the Notice.
2. Notice of proposed amendments or changes shall be mailed to the full membership at least 15 days before the opening date of the Convention or Special Meeting, or the due date for submission of letter ballots.

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