

BYLAWS OF THE INLAND NORTHWEST AGC

ARTICLE I - NAME

- 1.1 The name of this corporation is: Inland Northwest AGC. The corporation is authorized to conduct business as Inland Northwest AGC.
- 1.2 The Inland Northwest AGC is a chapter of the Associated General Contractors of America with all the rights, privileges and obligations as stated by the Associated General Contractors of America.
- 1.3 The term "Chapter" may be used to designate this corporation either in these Bylaws or in the conduct of its routine affairs.
- 1.4 The term "Board" may be used to designate the Chapter's Board of Directors.

ARTICLE II - PURPOSE

2.1 The chapter is formed for the general purposes of a trade association of contractors engaged in the building, heavy, municipal and utility, railroad and highway construction businesses.

The business and objectives of the Chapter include: promoting better relations between all public and private bodies requiring construction services, their architects and engineers on the one part, and the contractors on the other; maintaining high professional standards in the conduct of construction work; fostering and promoting constructive legislation, practices and dealings in the construction industry; combating unfair practices; encouraging efficiency; encouraging safe work practices; offering a constructive education program to assist in providing a skilled work force for the members of the Chapter and the public at large; and promoting sound business practices among contractors.

2.2 The Chapter will act when so designated as a bargaining agent on behalf of member firms in negotiating with labor unions on agreement for wages, hours and working conditions.

ARTICLE III - POWERS

3.1 The Chapter shall have the following powers: to sue and be sued; to complain and defend in any legal proceeding; to collect dues and fees from members; to invest and disburse the funds for the Chapter; to make borrowings and execute notes; to acquire property by purchase, gift, bequest, devise or otherwise hold, encumber, mortgage, lease, sell, transfer, convey and otherwise dispose of property and to do all acts necessary or incidental to accomplish its purpose.

ARTICLE IV - MEMBERSHIP

4.1 TYPES OF MEMBERSHIP;

Membership in the Chapter shall be -six (6) general types:

- (A) General Contractor
- (B) General Contractor-Joint Venture
- (C) Visiting Contractor
- (D) Construction Employer
- (E) Associate
- (F) Honorary

4.1.A. A General Contractor is defined as any individual or business entity that contracts to perform construction work in its entirety and which executes such work in whole or in part with its own construction forces. Each General Contractor member shall have one vote on each item of Chapter business brought before the membership for a vote.

4.1.B General Contractor-Joint Venture firms are defined as two or more dues paying individuals or business entities holding current individual General Contractor memberships in the Chapter who have formed a joint venture for a specific project. Joint Venture members are not entitled to representation on the Board and no Joint Venture member shall be entitled to the voting privileges which are accorded to General Contractor members. Nothing in this paragraph is meant to remove any of the rights and privileges accorded, under paragraph 4.1.A above, to each individual or business entity making up the Joint Venture.

4.1.C. A Visiting Contractor may be an individual or business entity engaged in the construction business, which is a member in good standing of another AGC Chapter and which desires the services of the Inland Northwest Chapter. Such Visiting Contractor member shall report to the Inland Northwest Chapter and pay the appropriate dues as hereinafter set forth. Visiting Contractor

members are not entitled to representation on the Board and no Visiting Contractor member shall be entitled to the voting privileges which are accorded to General Contractor members.

4.1.D. A Construction Employer is an individual or business entity acting as a specialty contractor or subcontractor with a primary business volume of less than 25% general contracting and which does employ on-site labor. Construction Employer members are entitled to representation on the Board and those Construction Employer members elected to the Board shall have a vote in the affairs of the Board only and no Construction Employer member shall be entitled to the voting privileges which are accorded to General Contractor members, except Construction Employer members shall be accorded the right to vote on the ratification of any agreement negotiated with any craft for which that member has assigned bargaining rights to the Chapter.

4.1.E. An Associate member shall be an individual or business entity other than a General Contractor or Construction Employer engaged in, or rendering service to, or deriving benefit from the construction industry but which does not employ on-site labor. Associate members are entitled to representation on the Board and those Associate members elected to the Board shall have a vote in the affairs of the Board only and no Associate member shall be entitled to the voting privileges accorded to General Contractor members.

4.1.F. An Honorary member is an individual or business entity honored for the performance of distinguished service for the Chapter, the industry or the nation, by the approval of the Board. Honorary members are not entitled to representation on the Board and no Honorary member shall be entitled to the voting privileges.

4.2 Membership in the Chapter may be obtained only by approval of the Board upon written application accompanied by the minimum service fees for the current year. The application shall be in such form as will constitute an agreement that the applicant will abide by the Bylaws of the Chapter.

4.3 After Board approval of membership and upon admittance to the Chapter, each new member shall be notified and furnished with a copy of the Bylaws and such other informative material as may be prescribed.

4.4 Each member shall be enrolled in the most applicable type of membership. Members may request a change in type of membership. Any change in membership type shall be in effect upon Board approval.

4.5 The Board may review the eligibility of members for the type of membership held. After giving notice to the member, and after providing an opportunity for the member to be heard, the Board may re-classify any member to the type of membership for which it is found most applicable.

4.6 No member shall acquire any vested right or any severable interest in any property owned by the Chapter.

4.7 The Chapter dues for all types of membership shall be recommended by the Board and approved by the voting membership in accordance with Paragraph 9.2. In addition, the Chapter shall collect and remit all National dues as established by the AGC of America, Inc.

4.8 No member, while recorded as delinquent in payments of dues, shall be privileged to vote or entitled to services of the Chapter. A member is delinquent when its dues are not paid on time. After thirty (30) days notice and failure to comply therewith the member may be recorded as delinquent.

4.9 After giving notice to the member and after providing an opportunity for the member to be heard, the Board may terminate the membership of any member that is six (6) months delinquent in payment of dues.

ARTICLE V - BOARD OF DIRECTORS

5.1 The Board shall conduct the affairs of the Chapter.

The Board shall be composed of:

- A) Chapter Officers
- B) The five (5) immediate past presidents
- C) Six (6) General Contractor members
- D) Two (2) Construction Employer members
- E) Two (2) Associate members
- F) National Elected Director (s)
- G) Up to Two (2) At Large Individuals (This category of Board membership shall expire on 1/10/2005 unless renewed by a two-thirds majority vote of the voting membership in attendance at a Chapter Meeting.)

5.2 The term of office for General Contractor members shall be three (3) consecutive years. The term of office for the Construction Employer member and Associate member shall be two (2) consecutive years.

5.3 The Board shall hold regular meetings. The meetings shall be held at the Chapter headquarters or at a place announced in the call for a meeting.

5.4 Special meetings of the Board may be called at any time either by the President on his own initiative or at the request of at least two (2) Board members.

5.5 At least five (5) days notice of all regular meetings shall be given to Board members; with respect to special meetings, five (5) days notice shall be given unless such period is waived by approval of a majority of the Board members.

5.6 A Quorum of the Board shall consist of seven (7) members, at least four (4) of whom must be current officers or currently elected board members. Past presidents, national directors, and At Large Individuals are not currently elected members.

5.7 All Board meetings shall be conducted in accordance with the parliamentary procedure of Roberts Rules of Order.

5.8 In the event of the death, resignation or termination of membership of any Board member, the Board shall fill the vacancy for the remaining portion of the unexpired term by appointing a member from the same classification created by the vacancy.

5.9 The Board has the power to form committees and name the committee chairperson to carry out functions of the Chapter as it deems necessary.

5.10 Retiring members of the Board shall not be eligible for re-election to the Board for a period of one (1) year.

5.11 No employee of the Chapter may be a member of the Board.

5.12 Election of Board Members: A nominating committee of five (5) past presidents shall be appointed by the President at least 30 days prior to the Chapter's Annual Meeting. The immediate

past president shall serve as chairman. In the event that five (5) past presidents are not available, the President shall appoint a sufficient number of members to fill the vacancies. The nominating committee shall place in nomination the names in sufficient number, to fill the vacancies of the Board. This committee shall report to the President at least two weeks prior to the Chapter's Annual Meeting. The list of nominees made by the committee shall be presented to the entire membership at the Chapter's Annual Meeting.

5.13 The Board members will be deemed elected upon receiving a majority of votes cast at the Chapter's Annual Meeting.

5.14 The At Large Individuals shall be nominated to the Board by the President and approved by a two-thirds majority vote of the Board. The At Large Individuals shall serve for the term of the President unless removed by a two-thirds majority vote of the Board. The At Large Individuals shall have a vote in the affairs of the Board only.

ARTICLE VI - OFFICERS

6.1 The Officers of the Chapter shall be composed of:

- A) President
- B) Senior Vice President
- C) Vice President
- D) Treasurer

6.2 The term of the office for all Officers shall be one year. To be eligible for an office the person must be a principal or an authorized employee of an active Chapter member. The offices of President, Senior Vice President, and Vice President shall only be filled by representatives of General Contractor members. The term of office for all Officers shall begin at the close of the Chapter's Annual Meeting at which they are elected.

6.3 The Officers of the Chapter shall comprise the Executive Committee; the purpose of which is to perform Board functions between scheduled Board meetings.

6.4 No employee of the Chapter may be an officer.

6.5 Election of Officers. The same nominating committee which nominates candidates to fill Board vacancies at the Chapter's Annual Meeting, shall in the same manner, place in nomination the

names in sufficient number, to fill the vacancies of the offices subject to Article 6.6. The Officers will be deemed elected upon receiving a majority of votes cast at the Chapter's Annual Meeting.

6.6 Upon completion of the terms the Senior Vice President shall automatically become the President of the Chapter and the Vice President shall automatically become the Senior Vice President of the Chapter.

6.7 PRESIDENT: The President shall perform the duties incidental and customary to such office, having always in mind the welfare and purpose of the Chapter. The President is the presiding Officer at all Chapter and Board meetings, and an ex-officio member of all committees.

6.8 SENIOR VICE PRESIDENT: The Senior Vice President shall act in the capacity of the President in the event of the President's absence, disability, termination of membership, or death, and perform such duties as may be assigned by the President or the Board.

6.9 VICE PRESIDENT: The Vice President shall act in the capacity of Senior Vice President in the event of the absence, disability, termination of membership, or death of the Senior Vice President and shall act in the capacity of the President in the event of the absence, disability, termination of membership, or death of both the Senior Vice President and the President. The Vice President shall perform such duties as may be assigned by the President, Senior Vice President, or Board.

6.10 TREASURER: The Treasurer shall account for all transactions of the Chapter and make a full report thereof at the Annual Meeting of the Chapter and at such other times as the Board may direct. The Treasurer shall perform such other duties as are incidental and customary to such office. With Board approval certain duties may be delegated.

6.11 Should a vacancy occur for any reason in the office of Vice President or Treasurer, the Board shall appoint a successor who shall fill the unexpired term.

ARTICLE VII - MANAGEMENT

7.1 The Board may employ an Executive Director to manage the business affairs of the Chapter. The Executive Director shall be at a salary and upon the terms and conditions as the Board may direct. The Executive Director shall serve at the pleasure of the Board. Other assistants whose services are required may be employed by the Board to work under the direction of the Executive

Director. The Executive Director shall be present at all Board and Chapter meetings unless excused from such attendance by the Board or by the voting members. The Executive Director is not a Board member or an officer of the Chapter.

ARTICLE VIII - CHAPTER MEETINGS

8.1 The Chapter shall hold an Annual Meeting at a time and place designated by the Board. It shall be no later than 150 days after close of the fiscal year of the Chapter.

8.2 Interim Chapter meetings may be called by the President with the approval of the Board or shall be called by the President upon petition of at least ten (10) voting members of the Chapter.

8.3 Each voting member shall be notified at least ten (10) days prior to each Chapter meeting. The notice shall state any special business which will be transacted.

8.4 Fifteen (15) voting members will constitute a quorum for transaction of business.

8.5 All Chapter meetings shall be conducted in accordance with the parliamentary procedure of Roberts Rules of Order.

8.6 Any action or decision of the Board may be appealed to the voting members at a Chapter Meeting upon a petition signed by at least three (3) Board members or by at least ten per-cent (10%) of the voting members.

ARTICLE IX - AMENDMENTS

9.1 These Bylaws may be amended, revised or expanded only at a Chapter Meeting. Proposals for Bylaw changes may originate at a Chapter Meeting, by Board action, or by petition from the voting members.

9.2 Bylaw changes and dues changes must be approved by a two-thirds majority vote of the voting members in attendance at a Chapter Meeting. No amendment need to be considered by a Chapter Meeting unless notice thereof and a copy of the amendments proposed have been mailed to the voting membership at least thirty (30) days prior to the date of the Chapter Meeting.

ARTICLE X - INDEMNIFICATION

10.1 To the full extent permitted by the laws of the State of Washington, the Chapter shall indemnify and defend all Board members, officers, trustees, and employees from any and all claims, demands, damages, expenses, losses, fines, penalties, judgments, or liabilities, arising from the performance of the duties associated with the Board, office or trustee duties or from Chapter employment. The Board may at any time, approve indemnification of any other person that the Chapter has the power to indemnify under the law of the State of Washington.

10.2 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract or by vote of the Board. The Chapter may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

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