

**BYLAWS OF
THE ASSOCIATED GENERAL CONTRACTORS OF WASHINGTON**

ARTICLE 1--NAME

1.1 The name of this corporation is: The Associated General Contractors of Washington. The corporation is authorized to conduct business as AGC of Washington.

1.2 The term "Chapter" may be used to designate this corporation either in these Bylaws or in the conduct of its routine affairs.

1.3 The use of the Chapter name and emblem on stationery, office doors, construction signs, equipment, and advertising is limited solely to members of the Chapter who are and remain in good standing.

ARTICLE 2--PURPOSE

2.1 Business and Objects

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 business.

The Associated General Contractors of Washington is the premier professional association of contractors in the State of Washington, committed to enhancing the performance of our members, representing their interests, and building a better climate for construction.

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

2.2 Powers of the Chapter

The Chapter shall have all general and special powers permitted to non-profit corporations under the laws of the State of Washington including without limitation the power:

(a) to acquire, own, mortgage, operate, and dispose of all real and personal property and to invest the funds of the Chapter;

(b) to do and perform any and all things necessary and proper in the opinion of the trustees of the corporation in aid of the accomplishment of the above-mentioned objects and aims.

ARTICLE 3--MEMBERSHIP

3.1 Application of Membership

(a) Application for membership shall be made on forms provided by the Chapter for that purpose and signed by an authorized individual.

(b) Applicants must indicate on the application form that they have read and understand the Chapter Bylaws and agree to be bound by these conditions.

3.2 Selection for Membership

1/29/18

(a) Only firms that have established a reputation for skill, integrity, and responsibility and who have been duly elected shall be eligible for membership.

(b) The Board of Trustees shall determine that each applicant to be considered has been screened and meets the proper membership classification requirements.

(c) An applicant will be accepted to membership upon vote of approval by the Board of Trustees.

(d) Membership in this association together with the rights incident to the appropriate class of membership shall be open on equal terms to all qualified applicants without discrimination based upon race, color, sex, marital status, sexual orientation, disability, age, religion, national origin, or ancestry of individual owners, officers, or employees of such applicants.

3.3 All members agree that immediately upon acceptance to membership they are bound by all requirements of membership.

3.4 Classes of Membership

There shall be eleven classes of membership in the Chapter as follows:

(a) A General Contractor Member is any individual, firm, or corporation, who, by agreement with another party, undertakes to execute part or all of a construction project and who executes such work in whole or in part with his/her own construction forces. Only contractors who have been engaged in general contracting for at least two years prior to applying for membership in this Chapter shall be eligible for General Contractor Membership. A contractor firm established by individuals who had managerial responsibilities or ownership in previous member firms may be considered for membership without two years prior experience described above.

Only General Contractor Members shall have the right to vote and hold office in the Chapter, except as otherwise specifically provided in these Bylaws.

(b) An Introductory Contractor Member may be an individual, firm, or corporation engaged in the construction business as a general contractor or specialty contractor who is not, nor has been, during the previous three years, a member of this Chapter, and who is not currently a member of any other AGC Chapter, or who has made application.

Introductory Contractor Members shall transfer to General Contractor Membership or Specialty Contractor Membership when qualified through meeting the requirements as outlined in 3.4(a) or 3.4(d).

(c) A Constructor Member may be an individual, firm, or corporation engaged in the construction business as a general contractor, but who is a branch or subsidiary of a holding company, corporation or amalgamation where the parent company is a General Contractor Member.

(d) An AGC Specialty Contractor Member is an individual, firm, or corporation which, by agreement with another party, undertakes to execute work on some portion of a construction contract and who executes such work in whole or in part with its own construction forces; who has been established in business regularly.

(e) An AGC Associate Member shall be an individual, firm, or corporation which cannot qualify for membership under the above classifications, but who has trade, fiduciary, or other professional relations and a business within the scope of the general contracting business regularly.

1/29/18

(f) An Introductory Associate Member may be an individual, firm, or corporation which cannot qualify for membership under the above classifications, but who has trade, fiduciary, or other professional relations and a business within the scope of the general contracting business regularly, who is not, nor has been, during the previous three years, a member of this Chapter, and who is not currently a member of any other AGC Chapter, or who has made application.

Introductory Associate Members shall transfer to Associate Membership when qualified through meeting the requirements as outlined in 3.4(e).

(g) Honorary Members shall be retired representatives of a Chapter member who have executed some unusual and exceptional construction work or have performed distinguished service for the construction industry. Any member may propose an individual to Honorary Membership who then must be elected to such membership by two-thirds of the members voting at a Board of Trustees or Chapter meeting.

(h) Retired Members shall be individuals who are retired and formerly affiliated as a Chapter member.

(i) A Retro Member is any General Contractor, Specialty Contractor, or Associate that is a member in good standing of Inland Northwest AGC that qualifies for and elects to participate in the AGC Group Retro Program.

Once an applicant qualifies for the program, the firm must take out a Retro membership. Only Retro participation and related services will be available under this class of membership.

(j) Young Constructor Members shall be individuals who are entering or developing careers in construction management with non-member firms. An individual may hold such a membership in the Chapter only during the first fifteen years that follow the date on which the individual begins to serve the construction industry in such capacity. Young Constructor Members shall be allowed to participate in the Construction Leadership Council (CLC) as well as other AGC of Washington events and committees; however, the member shall not be allowed to chair an AGC of Washington committee, task force, or serve as a CLC representative [Art. 5.2(g)] on the AGC Board of Trustees.

(k) Educational Associate. An Educational Associate is an accredited or state-approved or state-funded educational institution, which offers and supports a course of instruction related to the construction industry. An Educational Associate may also be a department or other unit of such an institution. The institution, department or other unit may hold such a membership in the Association only for so long as it offers and supports such a course of instruction.

3.5 Joint Ventures--Any joint venture firm may make application for the appropriate class of membership.

Any member of the Chapter who is a member of a joint venture shall pay dues on his/her interest within the joint venture.

Any joint venture which affiliates with the Chapter will be liable only for national AGC dues; providing, however, that all participants of the joint venture are individual members of the Chapter.

3.6 In the event of a dissolution of this corporation for any reason whatsoever, the assets thereof, after provision for payment of lawful debts and obligations of the Chapter, shall be transferred to any non-profit, tax-exempt organization charged with the duty of carrying out any of the purposes for which this corporation was formed as may be selected by the trustees; provided that if a majority of the trustees cannot agree upon a transfer of such assets, an action shall be filed under RCW 24.03.265; and further provided, however, that the property and assets

1/29/18

then owned by the corporation shall never belong to or be distributed to any member, suspended member, or expelled member, nor shall any such person have any claim or interest thereto.

No member or past member of the Chapter shall have any interest in past, present, or future assets of the Chapter.

3.7 Resignation and Expulsion of Members

(a) The Board of Trustees may at any time review the status of a member in regard to skill, integrity, and responsibility and upon receipt of written charges of one member against another, shall, after not less than three days' written notice to the charged and charging parties, consider charges at an early date and take such action as the facts warrant, up to and including expulsion from the Chapter. The charged party shall be given an opportunity to be heard in full, and both sides shall be permitted to introduce all available witnesses and testimony. It shall require a two-thirds vote of trustees present at a Board of Trustees meeting to expel a member from the Chapter. Other disciplines including fines and suspension may be levied by a majority vote. Decision of the Board of Trustees shall be final.

(b) Any member expelled from the Chapter shall not again be eligible for membership unless the Board of Trustees shall decide that extenuating circumstances exist, or a subsequent good record and reputation entitle such contractor to renew his/her application for membership.

(c) Any former member of the Chapter who has resigned and withdrawn from membership while in good standing may be reinstated upon formal application accompanied by the proper entrance fee.

(d) Any member expelled or resigning from the Chapter shall nevertheless be responsible for and liable to the Chapter for all dues on work in progress or awarded to him/her which are payable as of the date of his/her expulsion or resignation.

(e) National and local AGC annual dues billing shall be in accordance with Article 13. National and local dues are delinquent if not paid by January 15. If dues are not paid within 90 days after invoice due date, such member will be considered no longer in good standing, all voting rights and AGC services will terminate, and expulsion will be considered by the Board. Expulsion for non-payment of dues may be postponed based on the circumstances and appropriate assurances of payment, at the option of the Executive Vice President, who shall timely report the terms of any postponement to the Officers without disclosing the identity of the member.

(f) A member in good standing may withdraw from the Chapter by submitting a written resignation accompanied by a remittance in full of all dues payable to date, and such resignation shall be of no effect without such remittance. Such resigning member shall be responsible and liable for all dues and other monies owed the Chapter. The effective date of a resignation shall be established by the Action of the trustees. A member who is a participant in a Retro program may not withdraw or resign membership before the end of the last Retro Plan Year in which the member is a participant.

(g) Membership in the Chapter shall not be assignable.

3.8 Only a representative of General Contractor Members in good standing shall be qualified to hold office as an officer and to vote at Chapter meetings (except as otherwise provided herein).

ARTICLE 4--JURISDICTION

The Chapter shall exercise jurisdiction over building, heavy, municipal and utility, railroad and highway construction in that portion of the State of Washington west of the 120th Meridian, except the five-and-one-half counties of southwest Washington, namely, Klickitat, Skamania, Clark, Cowlitz, and Wahkiakum and the portion

1/29/18

of Pacific County south of a straight line made by extending the north boundary line of Wahkiakum County west to the Pacific Ocean.

ARTICLE 5--ADMINISTRATION AND ORGANIZATION

5.1 Conduct of Chapter Business

(a) The majority of General Contractor Members entitled to vote and who are present or represented by proxy at a Chapter meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members of the Chapter except as otherwise specifically provided herein. Anyone holding and voting a proxy must be a General Contractor Member. Proxy voting shall be limited to the conduct of business at a Chapter meeting only.

(b) The Chapter, when meeting, is the final authority for all affairs of the Chapter.

(c) As it is not intended that the Chapter shall meet regularly, a Board of Trustees is hereby created to carry out the purpose of these Bylaws through the duly elected officers of the Chapter.

(d) The number of members necessary to constitute a quorum shall be as provided in Article 8.4 and 8.5 of these Bylaws.

5.2 Board of Trustees

The affairs of the Chapter shall be conducted regularly by a Board of Trustees herein sometimes referred to as the trustees. The trustees shall have full authority to act on all matters of business except as described in Article 7, but they shall not have the authority to revise these Bylaws, that being the responsibility of the General Contractor Members. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Unless otherwise stated in these Bylaws, trustees shall be elected for not more than three consecutive one-year terms.

The Board of Trustees shall be composed of:

(a) the Chapter officers

(b) the immediate past president

(c) one representative designated by each of the Chapter's districts. A minimum of two of these representatives shall be General Contractor members.

(d) four general contractor members

(e) two specialty contractor members

(f) two associate members

(g) One representative appointed by the Construction Leadership Council (CLC) Steering Committee, who is actively participating in CLC meetings/events, is less than 36 years of age, and is employed by a member company

(h) one non-member appointed by the president

5.3 The duly elected officers of the Chapter shall have the specific authority and responsibility to:

(a) review and report to the trustees on the status of income and expenses versus the budget;

1/29/18

(b) employ an Executive Vice President and authorize the employment of such other staff as needed to conduct the business of the Chapter, fixing the salary and conditions of employment. The Executive Vice President serves at the pleasure of and is responsible to the Chapter officers;

(c) the officers of the Chapter shall have the power to act for the Board of Trustees and for the Chapter during the intermediate time between meetings of the Board of Trustees and the Chapter. The act of the majority of the officers present at a meeting shall constitute a quorum. All actions of the officers may be subject to review by the Board of Trustees for approval or rejection.

5.4 The business of the Chapter shall be conducted through offices to be located in Seattle, Tacoma, Olympia, Bellingham and Yakima and such other areas determined by the trustees from time to time.

5.5 The Property Committee is appointed annually by the president as prescribed in Article 12. The Property Committee has the following specific authority and responsibility:

(a) prepare a budget annually for Chapter property projecting income and expenses for review and approval by the trustees;

(b) review and report to the trustees the status of the annual budget on a semi-annual basis;

(c) approve major building improvements, maintenance and purchases as budgeted;

(d) prepare and maintain a five-year cash flow projection subject to annual review by the trustees.

5.6 The Seattle, Southern, Northern and Central Washington Districts are hereby constituted to promulgate the special needs and interests of AGC in those areas of the Chapter's jurisdiction.

The district leadership shall be selected from members in good standing within the districts and shall include the vice presidents and assistant vice presidents of each district.

There may be formed in these districts, Area Councils in the major cities when membership numbers warrant the action.

ARTICLE 6--ELECTIONS

6.1 The president shall appoint a Nominating Committee in January of each year:

- composed of eleven (11) members,
- the committee will be chaired by the most recent past president available,
- five (5) of the committee members shall be past presidents,
- and the five (5) remaining members will be drawn from the pool of members in good standing.

6.2 The Nominating Committee shall nominate one General Contractor Member for each of the following officer positions: President, First Vice-President, Second Vice-President. They shall nominate one General Contractor or Specialty Contractor Member for the officer position of Secretary/Treasurer. They shall also nominate one General Contractor, Specialty Contractor or Associate Member for each elected trustee position as provided in Article 5.2, except for District representatives who are selected by the District. They shall attempt to nominate to trustee positions, members from the geographical diversity of the Chapter to insure a balanced Board and to achieve the mandated balance of general and specialty contractor trustees.

6.3 The list of nominees shall be mailed to each General Contractor Member by December 15th.

1/29/18

6.4 Additional names may be placed in nomination by petition signed by a minimum of ten General Contractor Members eligible to vote and delivered to the Nominating Committee by December 24th. Additional nominations must be designated as in lieu of a specific nomination of the Nominating Committee.

6.5 The election shall take place as follows:

(a) if no additional nominations are made, the election shall take place by voice vote during the annual meeting;

(b) if additional nominations are made, ballots will be mailed to each General Contractor Member by January 1 and shall be returned to the president and secretary by January 8. Each General Contractor Member will have one vote for each officer and Board of Trustee position to be elected. The results of the election shall be announced at the annual meeting.

6.6 During the annual meeting, the Nominating Committee shall conduct an installation of officers to serve until the following annual meeting.

6.7 If at any time an elected position shall become vacant, the president shall appoint a successor subject to confirmation by the Board of Trustees. The individual so appointed shall serve until the next annual Chapter meeting.

ARTICLE 7--LABOR RELATIONS OF MEMBERS

7.1 The Chapter may be authorized to represent individually, as agent, single employers in the negotiation of such collective bargaining agreements with the organizations legally entitled to represent the employees of individual members performing the following types of construction work. Each individual member so acting has the right to accept or reject any proposed agreement.

- (a) Carpenter
- (b) Laborer
- (c) Cement Mason
- (d) Operating Engineer
- (e) Teamster

7.2 A member firm may voluntarily designate the Chapter as its agent in a single employer bargaining unit to bargain for the employment of one or more of the construction trades as described in Article 7.1. Each individual member so acting has the right to accept or reject any proposed agreement.

ARTICLE 8--MEETINGS--VOTING OF MEMBERS

8.1 The annual meeting of the Chapter shall be held in January of each year for the purposes of election and installation of officers and trustees and the conduct of other appropriate business. Notice of such meeting shall be sent to all members not less than 20 days nor more than 50 days before the date of the meeting. Special meetings of the Chapter may be called by the Board of Trustees and shall be called by the president on request of ten General Contractor Members.

8.2 The Board of Trustees shall meet six times annually. Notices for all Board of Trustees meetings may be sent electronically. Special meetings of the Board of Trustees may be called from time to time on request of five trustees or by any of the officers. Notice of such meetings shall be sent to all members at least ten days prior to the meeting. At the discretion of the President set forth in the meeting notice, voting may be electronic for a special meeting of the Board.

Any subject initially moved and seconded at a Board of Trustees meeting may be tabled until a following meeting by the presiding officer.

No subject may be tabled more than once unless by a majority vote of the trustees present.

8.3 The officers shall meet from time to time as their responsibilities may dictate. Notice of such meetings shall be sent seven calendar days prior to the meeting.

8.4 The attendance present at any regular or special meeting of the Chapter or Board of Trustees (where proper notice has been sent) shall constitute a quorum.

8.5 The president may call an emergency meeting of any of the following groups giving less than a ten-day notice in which case the following conditions will apply in order to conduct business:

- | | |
|-------------------|---|
| Chapter meeting | Quorum is 50% of the General Contractor Members |
| Board of Trustees | Quorum is 50% of the trustees |

8.6 Except as otherwise provided in these Bylaws, where a notice is required within these Bylaws, such notice shall be mailed to the members, postage prepaid for ordinary mail, at addresses designated by them for such purpose.

All members may attend the Board of Trustees meetings and contribute to all discussions, but only the trustees may vote.

8.7 At all meetings questions of parliamentary procedure shall be governed first by these Bylaws. If these Bylaws do not resolve the question, "Robert's Rules of Order" shall be used as a reference.

ARTICLE 9--BONDS AND INDEMNITY

9.1 Any officer, employee, or agent of the Chapter may be required to give such bond for the faithful performance of his/her duties as the trustees shall direct. The Chapter shall pay the premium of such bond.

9.2 The Chapter will indemnify any present or past officer, trustee, or agent for the Chapter against expenses including judgments and attorney fees, actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding to which he/she is a party by reason of being or having been such officer, trustee, or agent to the fullest extent permitted by law.

ARTICLE 10--BUDGET AND EXPENDITURES

10.1 The Finance Committee shall prepare an operating budget for the Chapter for the subsequent year.

10.2 The budget shall be prepared in such detail as the trustees direct and presented for approval or revision by the trustees in December of each year.

10.3 The secretary/treasurer shall supervise and approve the routine Chapter expenses as budgeted and report to the trustees from time to time on the status of expenditures versus budget.

10.4 Unexpected expenses or expenditures not originally budgeted shall be reviewed by the trustees for their concurrence and revision of the budget.

10.5 The property budget shall be prepared by the Property Committee annually as required in Article 5.

ARTICLE 11--OFFICERS OF THE CHAPTER

11.1 There shall be the following officers of the Chapter:

1/29/18

- (a) President
- (b) First Vice-President
- (c) Second Vice-President
- (d) Secretary/Treasurer

11.2 Duties of Officers

(a) The president shall preside at all meetings of the Chapter and the Board of Trustees; he/she shall appoint all standing committees, all special committees and the non-member representative of the Board of Trustees; and he/she shall be ex-officio member of all committees with power to vote. The president may delegate his/her ex-officio role to another officer when deemed appropriate. He/She, together with the secretary/treasurer, shall sign all deeds, mortgages, notes, and other papers on behalf of the corporation. He/She shall have general supervision over the officers and employees of the corporation and shall perform such other duties as usually devolve upon the president.

(b) The first vice-president shall assist the president in the discharge of his/her duties and shall perform duties of the president in his/her absence or when it is inconvenient for him/her to act.

(c) The second vice-president shall perform the duties of the first vice-president as herein defined during his/her absence.

(d) The secretary/treasurer shall have charge of the official seal of the corporation and shall affix the same to all instruments requiring it. He/She, together with the president, shall sign all deeds, mortgages, notes, and other papers of the corporation and shall perform such other duties as usually devolve upon the secretary/treasurer.

(e) The secretary/treasurer shall have charge of all monies, securities, and other assets of the corporation and shall deposit all monies coming into his/her hands in the name of the Chapter in one or more banks. All withdrawals and disbursements of Chapter funds in excess of an amount authorized by the Board of Trustees shall be accomplished by a joint signature of either:

- (1) any two officers of the Chapter, or
- (2) one officer and the Executive Vice President of the Chapter, or
- (3) one officer and an individual authorized by the president.

Money shall be paid only on vouchers or on direct instructions from the Finance Committee or on direct instructions from the Board of Trustees. The secretary/treasurer shall keep a full record of all monies passing through his/her hands and shall render a complete statement of his/her accounts whenever required by the Board of Trustees and shall perform such other duties as usually devolve upon the secretary/treasurer.

11.3 Officers and trustees shall receive no salary for the performance of their duties to the Chapter, but they and other Chapter members may receive reimbursement for expenses in carrying out Chapter business when approved by the Board of Trustees.

ARTICLE 12--COMMITTEES

12.1 The president shall appoint all Chapter committee, task force and work group chairs and co-chairs unless directed otherwise by the trustees.

12.2 The function of all committees shall be advisory only unless authority to act for the Chapter is specifically conferred by these Bylaws or under special circumstances by the Board of Trustees.

12.3 Each committee shall report to the president and to the Board of Trustees when requested.

1/29/18

12.4 The following committees are considered standing committees and shall be appointed each year following the election of officers:

- (a) Finance
- (b) Nominating
- (c) Property

ARTICLE 13--DUES

13.1 Annual dues are payable to the AGC of America by virtue of membership in this Chapter as required by Article 14.

13.2 General Contractor and Specialty Contractor Members shall pay dues to the Chapter on a volume basis to be established from time to time by the membership. Dues shall be payable to the Chapter in an amount on gross business on all work performed within the Chapter's jurisdiction as outlined in Article 4 based on payments received during the previous calendar year and upon completion of construction, based on cost of construction, where the member is also the owner. Those General Contractor Members who subcontract part of their work to other Chapter General Contractor Members can deduct that volume of business from their gross business before calculating dues.

13.3 The Chapter dues for Constructor Members, Introductory Contractor Members, Associate Members, Retro Members, Young Constructor Members, and Educational Associate Members shall be fixed from time to time by the Board of Trustees.

13.4 Honorary Members and Retired Members shall not pay dues.

13.5 National and local AGC dues billing for all membership classifications shall be mailed or electronically mailed no later than November 15 and are due by January 15.

National and local dues not paid by January 15 are considered delinquent. Dues not paid within 90 days of invoice due date will be cause for such member to be expelled from AGC membership in accordance with Article 3.7(e).

ARTICLE 14--AGC OF AMERICA

14.1 The Chapter shall enforce and respect the governing provisions and rules for ethical conduct of the Associated General Contractors of America, Inc., and shall pay dues to such organization as may be required.

14.2 The use of the national Chapter association's name and emblem on stationery, office doors, construction signs, equipment, and advertising is limited solely to members of the Chapter who are and remain in good standing.

14.3 The Chapter shall collect national dues from each General Contractor Member, Introductory Contractor Member, Specialty Contractor Member, and Associate Member and forward to the national Chapter in accordance with the governing provision of the national AGC.

ARTICLE 15--AMENDMENT OF BYLAWS

15.1 These Bylaws may be amended only by a two-thirds vote of the General Contractor Members at a Chapter meeting.

1/29/18

15.2 Notice of a Chapter meeting to consider an amendment to these Bylaws must be sent at least ten days prior to the date of the meeting along with the revision proposed, which may then be modified and/or approved in accordance with the appropriate parliamentary procedure.

ARTICLE 16--AFFILIATED ASSOCIATIONS

The Chapter may sponsor and organize such organizations as it may desire and may join with other organizations on a local or regional basis to further the purpose of the Chapter.