

ASSOCIATED GENERAL CONTRACTORS OF CALIFORNIA, INC.

# **BYLAWS**

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## ARTICLE I - MEMBERSHIP

### Section 1. Classifications.

The classes of membership in the Associated General Contractors of California, Inc., from now on called "Association," will be (A) Contractor, (B) Specialty Contractor, (C) Emerging Contractor, (D) Associate, (E) Honorary, (F) Past President (G) Student Chapter, and (H) Young Constructor (I) Public Agency.

**A. Contractor Members.**

Membership in this class will consist of construction firms capable of undertaking work as a prime contractor with overall responsibility for the satisfactory completion of a project using its own forces to perform or supervise part of the work.

**B. Specialty Contractor Members.**

Membership in this class will consist of contractors primarily performing work (at least 80 percent of their gross annual volume) under licenses other than the following classifications: A, B, C-8, C-12, C21, C-34 and C-42.

**C. Small Business Contractor Members.**

Membership in this class will consist of contractors holding a valid California Contractor's License for not more than seven years and has not previously been a member of the Association. Contractors remain in this classification for a maximum of three years or until reaching an annual construction volume of more than \$5,000,000, after which the member will be assessed the standard membership dues.

**D. Associate Members.**

Membership in this class will include only those firms of approved standing and responsibility actively engaged in the construction industry but not eligible for Contractor or Specialty Contractor membership.

**E. Honorary Members.**

Membership in this class will include those individuals who are no longer actively employed in the construction industry, have honorably retired from assigned duties of the Association, and individuals and entities not eligible for membership who are invited to join without financial obligation because of their standing and contributions to the construction industry. Honorary Members will be entitled to only the social privileges of the Association and will have no vote or hold office.

**F. Past President Members.**

The past president membership is available to a past president of the Associated General Contractors of California, Inc., upon retirement from business. A Past President member will pay dues as determined by the State Board of Directors, will be entitled to regular mailings and publication of the Association and all social privileges. Past president members will have no vote nor hold office.

**G. Student Chapter Members.**

Membership in this class will consist of all college students participating in an official or chartered AGC Student Chapter active on their college/university. A Student Chapter member will pay dues to their student chapter/university (not to the Association) in accordance with their chapter bylaws. The student chapter member will be entitled to the regular mailings and publications of the Association, will be entitled to attend social activities (including CLC events) sponsored by the Association, and will have no vote nor hold office.

**H. Young Constructor Members.**

Membership in this class will consist of past Student Chapter members who have earned a degree and been hired by a non-member firm. An individual may hold membership under this classification for up to 10 years or until hired by a member firm. The Young Constructor will pay dues as determined by the State Board of Directors. Young Constructor members will be entitled to the regular mailings and publications of the Association, will be entitled to attend social activities sponsored by the Association, and will have no vote nor hold office.

**I. Public Agency Member.**

Membership in this class shall only include public agencies. A public agency member includes any Federal or State agency, board or commission and any local or regional agency.

**Section 2. Application and Admission.**

**A. Application.**

Application for membership must be complete with all required information, and membership fees as determined by the State Board of Directors. It must be signed by the firm and will contain a promise and agreement that the firm will conform to all the provisions of the Bylaws and all other regulations and requirements regarding membership, including the prompt payment of dues and assessments.

**B. Admission.**

Applications for membership must be submitted to the membership department of the Association with final approval for membership by the State Board of Directors. A rejected firm may not reapply within one year of its date of rejection. All firms accepted to membership will be duly notified and furnished with an Association welcome packet. Membership in the Association, by itself, creates no attorney-client or other privileged relationship. Information provided by employees of the Association holding professional credentials is general in nature and is not intended as specific professional advice or as a substitute for independent professional advice.

**Section 3. Resignation and Suspension.**

**A. Resignation.**

Any member in good standing, with dues fully paid to the Association, may withdraw from the Association by submitting to the membership department his or her written resignation; provided, however, no such resignation tendered by a Contractor member will be effective if given during the time when any of the labor agreements to which such member is bound through Power of Attorney held by the Association is subject to reopening for negotiations, modifications, extension, renewal or renegotiation, nor until the date when any such negotiations, extension, renewal or renegotiations have been concluded and a new agreement consummated, except that the State Board of Directors may, for good cause shown, deem any such resignation effective on an earlier date.

**B. Suspension and Expulsion.**

A member may be suspended or expelled by the State Board of Directors for any of the following causes:

1. For failure to pay dues to the Association for a period of ninety (90) days after the same are due and payable
2. Conviction of any crime involving moral turpitude
3. For any improper practices or improper acts injurious to the interests of the Association
4. Material and serious breach or violation of the Bylaws of the Association

No member will be suspended, expelled or otherwise disciplined for a violation of these Bylaws or for the violation of the provisions of Article 1, Section 3, B 2, 3 or 4 unless and until the following procedure has been followed:

(i) The member has been accused in writing by three (3) or more Contractor members of a violation and has been given an opportunity to answer the charges made and to have such charges heard before the State Board of Directors. The accused member will be entitled to due notice of the charges against him or her and to a hearing. Notice of such charges and the date of any such hearing will be sent to the accused member by registered mail, return receipt requested, addressed

to him or her at the address appearing on the records of the Association.

(ii) The hearing shall be conducted at a regular or specially called meeting of the State Board of Directors. Upon the vote of a majority of the members of the State Board of Directors present, such member may be suspended or expelled from membership, or other discipline may be imposed within the absolute discretion of the members of the State Board of Directors so voting.

**C. Reinstatement.**

A member who has been suspended or expelled for failure to pay dues may be reinstated when all delinquent dues have been paid to the Association.

A member who has been expelled from the Association for causes other than failure to pay dues will not again be entitled to membership unless the State Board of Directors decide that extenuating circumstances exist.

**Section 4. Change of Membership Status.**

**A. Change of Name or Management.**

Should any member change its top executive management, or experience a merger or consolidation, or a change in the composition of its partners, or be acquired by a third party, or sell all of its assets to a third party, then such member must immediately notify the membership department and through State Board approval, such member may continue to be a member of the Association and the fact of the foregoing change will be appropriately reflected upon the records of the Association.

**B. Change of Operation.**

Should any member of the Association change operation to the extent that its membership classification eligibility is affected, such member must immediately notify the membership department and the State Board of directors may change the membership classification of said member.

**C. Transfers.**

Except as provided in these Bylaws, no membership in the Association will be transferable.

**Section 5. Emblem Rights.**

Members in good standing may display the Association name and emblem and/or the emblem of the Associated General Contractors of America on their stationery, email signature block, advertising matter, office doors, construction signs, and equipment.

Should a member of any category terminate membership, it will cease using the Association name and emblem in all aspects. A reasonable time, not to exceed six (6) months, will be allowed to meet the requirements of this sub-section.

**ARTICLE II - DUES**

The amounts and time of payments of the annual dues to be paid by each member of the Association shall be determined by the State Board of Directors. The regulations governing dues payments shall be in printed form and made available to all members.

**ARTICLE III - OFFICERS**

**Section 1. Composition.**

The officers of the Association will be: (A) President, (B) Senior Vice President, (C) Vice President, (D) Treasurer, (E) Immediate Past President, and (F) CEO.

## **Section 2. Selection Procedure.**

At the Fall Board meeting of the State Board of Directors the Board will elect from its membership the President, the Senior Vice President, the Vice President, and the Treasurer for the coming year.

Nominees for offices to be filled pursuant to this Section will be determined by the Nominating Committee as set forth in Article VIII, Section 1 of these Bylaws. Nominations may also be made from the floor of the State Board of Directors.

## **Section 3. Terms.**

The terms of office of the President, the Senior Vice President, the Vice President, the Treasurer, and the Immediate Past President will be one (1) year beginning January 1 of each year.

## **Section 4. Duties.**

### **A. President.**

The President will preside at all general meetings of the members and of the State Board of Directors, will be a member and Chair of the Executive Committee, and will perform the usual duties incidental to this office.

### **B. Senior Vice President.**

The Senior Vice President will assist the President in the discharge of his or her duties, and in his or her absence, will perform the duties of President. He or she will be a member of the Executive Committee.

### **C. Vice President.**

The Vice President will assist the President and the Senior Vice President in the discharge of their duties and will be a member of the Executive Committee.

### **D. Treasurer.**

The Treasurer will be custodian of all funds of the Association. He or she will be responsible for the disbursement of funds, will account for such disbursements at each meeting of the State Board of Directors, and will be responsible for causing an annual audit of all of the accounts of the Association to be performed by a certified public accounting firm, a copy of which will be made available to each member of the State Board; provided, however, the Treasurer may delegate these responsibilities to the CEO. The Treasurer will be a member of the Executive Committee.

### **E. Immediate Past President.**

The Immediate Past President will advise the other officers in the conduct of their duties. During his or her term of office and shall be a member of the Executive Committee.

### **F. CEO.**

The CEO will be a full-time salaried employee of the Association and will be selected, employed and supervised by the Executive Committee. He or she will be charged with the administration of the affairs of the Association and the activities of its employees, which will be in conformity with the policies and authorizations of the State Board of Directors and, to the extent applicable, with the policies and authorizations of the Boards of Directors of the Divisions. He or she will have the power to hire and discharge the employees of the Association and will have the duty to recommend to the Executive Committee the levels of salaries and other benefits for such employees. He or she will be a non-voting member of the Executive Committee.

The CEO will also serve as the Secretary of the Association. As Secretary he or she will keep a permanent record of the minutes of all meetings of the State Board of Directors and will have charge of the books, records, and correspondence of the Association. He or she will have authority to affix the seal of the Association to any papers or documents.

## **Section 5. Eligibility.**

Nominees for the offices of President, Senior Vice President, Vice President and Treasurer must be a Contractor or Specialty Contractor Member of the association. No two (2) Specialty Contractor Members may serve as officers simultaneously. Nominees must also meet at least one of the following criteria:

- A. Served as a State Board Director
- B. Served at least one year as Chair of a Division, District, or a Standing State Committee.

## **ARTICLE IV - EXECUTIVE COMMITTEE**

### **Section 1. Composition.**

The Executive Committee of the Association will include the President, the Senior Vice President, the Vice President, the Treasurer, the Immediate Past President, the two Occupational Division Chairs and Vice Chairs, the Chair of the Specialty Contractors Council, Chair of the Associates Council, and the Construction Leadership Council Chair. Prior to taking office the President-elect will also select one (1) additional member to serve during his or her presidency.

### **Section 2. Duties.**

Except as hereinafter provided or specifically authorized by the State Board of Directors, the Executive Committee will not make policy for the Association. In the event that a policy determination on behalf of the Association is required during the interim between meetings of the State Board of Directors, the Executive Committee will be authorized to establish such policy. Any policy so determined by the Executive Committee will subsequently be submitted to the State Board at its next scheduled meeting for review and concurrence, or modification.

The Executive Committee will review and report on all matters pertaining to finances, will fix all staff salaries and benefits, will establish the title for the CEO position referenced herein, will have supervision of collections and disbursements pursuant to authorization by the State Board of Directors, and will annually audit the accounts of the Association and report the same to the State Board of Directors.

The Executive Committee will be responsible for creating a rolling strategic plan for the Association. Strategic Planning sessions are to be attended by all Ex-Officio members of the State Board set forth in Article V, Section 1, B.

## **ARTICLE V - STATE BOARD OF DIRECTORS**

### **Section 1. Composition.**

#### **A. Contractor and Specialty Member Directors.**

The State Board of Directors will be composed of Contractor and Specialty Contractor members (hereinafter call State Directors) from each of the Districts within the Association.

The maximum numerical representation from each District to the State Board of Directors will be as follows: Each District is authorized a maximum of two (2) State Directors. Directors should be elected representative of the Occupational Divisions with at least one (1) representative from the Building Division and (1) representative from the Engineering Division. The District will not elect more than one (1) Specialty Member to represent the district on the State Board of Directors. In selecting its Directors, the District should take into consideration its demographics and reasonably reflect the District's and its members' interests.

#### **B. Ex-Officio Directors.**

The State Board will include the following ex-officio members as voting members of the board:

**1. Executive Committee.**

The State Board of Directors will include the members of the Executive Committee.

**2. Standing State Committees & Councils.**

The State Board of Directors will include the Chairs of the Standing State Committees and Councils. If a member presides as Chair of two Standing State Committee or Councils he or she may choose to elect one of their vice-chairs to represent one of their respective Committees or Councils.

**3. Construction Education Foundation.**

The State Board of Directors will include the Chair of the Construction Education Foundation.

**Section 2. Eligibility.**

No two (2) individuals from any one (1) Contractor or Specialty Contractor Member Firm may serve on the State Board of Directors during the same period.

No individual may serve as a State Director unless he or she has previously served on the Board of Directors of a District. Each State Director will represent a single Industry Division, and a single District. If, during a year, a member wishes to change its Division or District designation, it must notify the Association prior to August 1 of that year.

**Section 3. Selection Procedure.**

**A. Nominations.**

Each District Chair will select a nominating committee of not less than four (4) individuals from among the membership of the District. Each such nominating committee will select from among the membership of its District a list of eligible candidates for vacancies which will exist in the following calendar year on the State Board of Directors, Division Board of Directors, or District Board of Directors. Said list of candidates must be selected and submitted to the CEO of the Association prior to September 1 of each year.

**B. Election.**

Each Contractor and Specialty Contractor member will vote only on the candidates nominated from within his or her District. No later than October 1 of each year, the CEO will email one (1) electronic ballot to the principal address of each Contractor and Specialty Contractor member as such email address appears on the records of the Association.

The ballot will list the vacant positions occurring on the respective Boards of Directors. The ballot must be completed by the Contractor or Specialty Contractor member and submitted via electronic survey no later than November 1 of the year in which it is sent. The balloting will be anonymous and sent only to those members entitled to vote. All ballots received by the CEO within the time above specified will be counted, and the nominee receiving the highest number of votes for each vacancy on the respective Boards of Directors will be declared elected. In the event of a tie vote for any of the vacancies, the successful nominee will be determined by a run-off election. A candidate elected to the State Board of Directors will be deemed elected to his or her respective Division Board of Directors and District Boards of Directors, as the case may be. A candidate elected to a Division Board of Directors will be deemed elected to his or her respective District Board of Directors. All newly elected Directors will take office on January 1 following their election.

**Section 4. Terms.**

**A. Contractor and Specialty Member Directors.**

Each elected State Director will be elected to serve a term of three (3) years, and cannot serve multiple terms consecutively.

**B. Ex-Officio Directors.**

Each Ex-Officio member will serve as a State Director so long as he or she holds such office set forth in Article V, Section 1.

One member cannot serve on the State Board in two capacities. If an elected State Board Director, at any point during the course of their three year term, is elected to any Ex-Officio Director position he or she will no longer primarily represent the District from which elected, and will serve in the capacity of an Ex-Officio for as long as he or she holds such office, thus creating a vacancy in their district. Said Director will be eligible to be re-elected as a State Board Director once their duty as an Ex-Officio Director ends.

**Section 5. Vacancies.**

Vacancies on the State Board of Directors will be filled by action of the Board of Directors of the District from which the vacancy occurs. Any State Director so selected will serve for the unexpired term of his or her predecessor; provided, however, that any such successor shall be from the same industry Division. The successor who fills a vacant term will be eligible for an additional three (3) year term, subject to the selection procedures (Section 3).

A vacancy will be deemed to exist in the event of elections to the Executive Committee, or as Chair of a Standing State Committee, Council, or Construction Education Foundation, death, resignation, or removal of any Director. If an individual who has ceased to be a Director pursuant to a change of employment becomes an employee of another member firm prior to the time that the appropriate Division, Committee or Council, Foundation or District Board of Directors acts to fill such vacancy, he or she shall be eligible for election to the vacancy if the individual has the same industry Division and District designation.

**Section 6. Duties and Powers.**

**A. Duties.**

The State Board of Directors will determine the initial number and boundaries of Districts and make changes therein in the best interests of the Association; direct the affairs of the Association; adopt an annual budget; determine the dues, fees and assessments, if any, of each member; pass upon applications, changes of standing, and resignations of members; conduct hearings when charges are preferred against members; fill vacancies in elective and appointive offices vacated during the fiscal year; decide and fix the location of the offices of the Association; and any and all other duties usual and incident to such executive administration.

**B. Powers.**

The State Board of Directors will have authority to create and appoint committees; make and adopt rules for guidance and best operation of the Association; suspend, expel, discipline or reinstate members; and engage independent and professional consultants and advisers.

The State Board of Directors may remove from office any State Director who fails to attend two (2) consecutive meetings of the Board without designating a proxy from his or her respective District and/or Division or cause deemed suitable by the Board.

A designated proxy may carry only one (1) proxy vote for purposes of voting. The State Board of Directors may, by two-thirds (2/3) vote of the entire Board, remove from office and replace any officer of the Association. The State Board of Directors will be the final policy making body of the Association and may modify any action taken by a Division Board of Directors or District Board of Directors. All fiscal affairs of the Association, except those vested in the Executive Committee, will be under the exclusive direction and control of the State Board of Directors and all money, assets or other property of the Association shall be administered by it.

**Section 7. Meetings.**

The State Board of Directors will meet at least three (3) times a year. The time and place of such meetings will be established by the Executive Committee; provided, however, that the first meeting of the State Board of Directors will be held during the first two (2) months of each year. Special meetings of the

State Board of Directors may be called by the President or upon request signed by at least three (3) members of the State Board.

### **Section 8. Quorum and Voting.**

A majority of the State Board of Directors or their proxy holders will constitute a quorum for the transaction of business and, unless otherwise herein provided, a majority vote of the Directors present will be necessary and sufficient to pass any motion, order, resolution, or action. In the event that any motion, order, resolution, or action required by the State Board of Directors is requested between meetings, the Association may proceed with electronic voting of the State Board of Directors. If electronic voting becomes necessary, a quorum and majority vote of the State Board of Directors will be sufficient for the transaction of business.

### **Section 9. Indemnification of Directors, Officers, Executive Committee Members, and Employees.**

In as much as each Director serves voluntarily and without compensation in that capacity by virtue of membership in the Association, no Director (including the Directors referred to in Articles VI and VII), either individually or collectively with any other Director or agent of the Association will, except for willful misconduct or gross negligence, incur any liability in conducting or acting upon the business, activities or affairs of the Association. The Board of Directors may delegate any of their ministerial powers or duties to any of the agents or employees of the Association. No Director will be liable for the act or omission of any other Director, or of any of the agents or employees of the Association. The Association will save harmless, exonerate and reimburse each Director with respect to any and all liability and reasonable legal and other expense arising out of his or her office as Director, except for any such liability or expense arising out of such Director's willful misconduct or gross negligence. No expense will be deemed reasonable under this section unless and until it has been approved by the State Board of Directors of the Association. Indemnification of directors or officers shall be pursuant to the California Corporations Code.

In addition to members of the State Board of Directors, the Association will, except in cases of willful misconduct or gross negligence, indemnify, defend and save harmless members of the Division Boards of Directors, Executive Committee, Officers and employees of the Association from any and all claims, demands, liabilities, judgments, costs and expenses (including attorneys' fees) arising directly or indirectly from acts or omissions, whether active or passive, within the course and scope of their activities for or employment with the Association.

## **ARTICLE VI - DIVISION BOARDS OF DIRECTORS**

Contractor and Specialty Contractor Members will be divided into two (2) industry Divisions, the Building Division, and the Joint Engineering Division.

### **Section 1. Composition.**

#### **A. Contractor and Specialty Member Directors.**

Each Division Board of Directors of the two (2) Industry Divisions will be composed of Contractor and Specialty Contractor members (hereinafter call Division Directors) from each of the Districts within the Association.

The maximum numerical representation from each District to the Division Board of Directors will be as follows: Each District is authorized a maximum of four (4) Division Directors. Directors should be elected representative of the Occupations Divisions with at least (2) representatives from the Building Division and two (2) representative from the Engineering Division. The District will not elect more than two (2) Specialty Member to represent the district on the two (2) Industry Divisions. In selecting its Directors, the District should take into consideration its demographics and reasonably reflect the District's and its members' interests.

#### **B. Associate Member Directors.**

Each Division Board of Directors will include two (2) Directors from the Associate member

classification to be submitted by the Associates Council with approval by the Division Board of Directors at its last meeting of each year to serve during the forthcoming year.

**C. Ex-Officio Directors.**

Each Ex-Officio member will serve as a Division Director so long as he or she holds such office set forth in Article V, Section 1. The Division Boards will include the following ex-officio members:

**1. Executive Committee.**

An Executive Committee member of the Association will serve as a Director in their respective industry Divisions.

**Section 2. Eligibility.**

No two (2) individuals from any one (1) Contractor, or Specialty Contractor, or Associate Member Firm may serve on the Division Board of Directors during the same period.

**Section 3. Selection Procedure.**

Directors on the Division Boards of Directors shall be elected as provided in Article V, Section 3.

**Section 4. Terms.**

**A. Contractor and Specialty Member Directors.**

Each Division Director will be elected to serve a term of two (2) years, and cannot serve multiple terms consecutively. The term of any Division Director who is also serving on the State Board of Directors will automatically be extended through the term of the State Directorship.

**B. Associate Member Directors.**

Each Associate member Director selected pursuant to the provisions of Section 1 shall serve a term of one (1) year but will be eligible to serve two (2) consecutive terms.

**C. Ex-Officio Directors.**

**1. Executive Committee.**

An Executive Committee member of the Association will serve as a Division Director for as long as he or she holds office.

**Section 5. Chairs.**

At the Fall Board meeting, the Building and Jt. Engineering Division Board of Directors will elect a Chair and a Vice Chair to preside at meetings of that Board for the coming year. The Chairs and Vice Chairs will be members of the Executive Committee of the Association, as provided in Article IV. Division Chairs and Vice Chairs shall during their term of office also serve as members of the State Board of Directors. Associate Members are not eligible to be Chair or Vice Chair of a Division.

Nominees for Division Chair and Vice Chair will be determined by the Nominating Committee, as set forth in Article VIII, Section 2 of these Bylaws. Nominations may also be made from the floor at each Division Board of Directors.

**Section 6. Vacancies.**

Vacancies on a Division Board of Directors will be filled by action of the Board of Directors of the District from which the vacancy occurs. Any Division Director so selected will serve for the unexpired term of his or her predecessor and shall otherwise meet the requirements for election as a Division Director. The successor who fills a vacant term will be eligible for an additional two (2) year term, subject to the selection procedures provided in Article V, Section 3.

### **Section 7. Duties and Powers.**

Each Division Board of Directors will set policy for and govern the affairs of its Division as well as make recommendations on Association policy to the State Board of Directors concerning the interests of the members within its Division. Each Division Board of Directors will establish such subdivisions, committees, meetings or other activities within its Division as will best promote the interests of its members; provided, however, a Division Board of Directors will not establish liaison with any governmental body or agency whose operations affect members in other Divisions without the prior approval of the State Board of Directors.

### **Section 8. Meetings.**

Each Division Board of Directors will meet at least three (3) times a year in conjunction with meetings of the State Board of Directors as provided in Article V, Section 7. Additional meetings of each Division Board of Directors may be held at such time and place as may be established by the Division Board.

### **Section 8. Quorum and Voting.**

A majority of each Division Board of Directors shall constitute a quorum for the transaction of business and the majority vote of the Directors present will be necessary and sufficient to pass any motion, order, resolution, or action.

## **ARTICLE VII - DISTRICT BOARDS OF DIRECTORS**

### **Section 1. Composition.**

#### **A. Contractor and Specialty Contractor Members.**

Each District Board of Directors will be composed of two (2) groups of Contractor and Specialty Contractor members (hereinafter) referred to as District Directors. Each of these two (2) groups of District Directors shall represent one (1) of the industry Divisions set forth in Article VI.

The maximum numerical representation will be as follows: Each District is authorized a maximum of thirty (30) Directors. Directors should be elected representative of the Occupations Divisions with representatives from the Building Division and the Engineering Division. In selecting its Directors, the District should take into consideration its demographics and reasonably reflect the District's and its members' interests.

#### **B. Associate Member Directors.**

The Board of Directors of each District will set its own policy concerning Associate member Directors, except that not less than 70% of the Directors on a District Board of Directors will be composed of Contractor and Specialty Contractor members.

#### **C. Ex-Officio Directors.**

The District Boards will include the following ex-officio members:

1. Executive Committee.

An Executive Committee member of the Association will serve as a Director in their respective Districts.

### **Section 2. Eligibility.**

No two (2) individuals from one (1) Contractor, Specialty Contractor or Associate Member Firm may serve on the same District Board of Directors during the same period.

### **Section 3. Selection Procedure.**

Directors on the District Boards of Directors shall be elected as provided in Article V, Section 3.

### **Section 4. Terms.**

Each District Director will be elected to serve a term of one (1) year but shall be eligible for re-election with no limit on the number of consecutive terms. However, any District Director serving on a Division Board of Directors, or on the State Board of Directors, or both, will continue to serve as a District Director until he or she completes his or her elected term or terms on the other Board or Boards.

### **Section 5. Vacancies.**

Vacancies on a District Board of Directors may be filled by action of a majority of the remaining Directors. Each Director so selected will serve for the remainder of the unexpired term of his or her predecessor and will otherwise meet the requirements for election to that Board of Directors.

### **Section 6. Chairs.**

At the first meeting of the year, the District Board of Directors will elect a Chair and a Vice Chair to preside at meetings of that Board for the coming year. The Chair and Vice Chair will be eligible to serve in their respective posts for two (2) consecutive terms.

### **Section 7. Duties and Powers.**

Each District Board of Directors will direct the activities of the Association within its District while assuring that such activities are in accordance with the provisions of these Bylaws, the policies of the State Board of Directors and the policies of the Division Boards of Directors. The District Board of Directors will promote closer relations among the members of the Association and between such members and governmental officers and agencies, and with the public generally, as well as to provide for Association activities at a local level. The District Boards of Directors shall have authority to create and appoint committees within the District, as well as to initiate meetings or such other activities as will best promote the interests of the members and the Association.

No District Board of Directors shall initiate liaison with any governmental body or agency whose activities affect members in other Districts without prior approval of the State Board of Directors.

### **Section 8. Meetings.**

The Board of Directors of each District will sets its own policy regarding meetings of the Board, except that each District Board of Directors will meet a minimum of four (4) times each year.

### **Section 9. Quorum and Voting.**

A majority of each District Board of Directors will constitute a quorum for the transaction of business and the majority vote of the Directors present will be necessary and sufficient to pass any motion, order, resolution, or action.

## **ARTICLE VIII - STATE COUNCILS AND COMMITTEES**

### **Section 1. Standing and Special Councils and Committees**

There may be six (6) Standing Council and six (6) Standing Committees which look after the internal affairs of the Association. There are the Associates, Construction Leadership, Open Shop, Safety and Health, Specialty Contractors and Union Contractors Councils. There are the Awards, Legal Advisory, Legislative, Membership Development, National Affairs Committees and Nominating Committee. Other Standing State Committees and Councils may be created, changed or existing retired as deemed necessary and by approval of the State Board of Directors.

## **Section 2. Responsibility and Description**

### **A. Associates Council.**

The Council is made of Associate members and is structured to provide support to the association and its Contractors and Specialty Contractor Members.

### **B. Construction Leadership Council.**

The Council works to cultivate the next generation of leaders in the construction industry as well as the Association. The Council is to act as a conduit for participants to network, exchange ideas about work and the industry, and gain continuing education which includes both professional development and leadership skills.

### **C. Open Shop Council.**

The Council is responsible for considering issues of specific interest to open shop contractors. The council may review such issues as prevailing wage, training opportunities, and ongoing member education.

### **D. Safety and Health Council.**

The Council provides representation on regulatory issues, develop and sponsor safety and health resources and sponsor the annual Safety Awards of Excellence.

### **E. Specialty Contractors Council.**

The Council is composed of Specialty members and is structured to allow AGC to represent a larger voice within the construction industry. The council will provide its members an opportunity to exchange ideas and review industry trends.

### **F. Union Contractors Council.**

The Council will, subject to the authorization and policies of the State Board of Directors, review and direct all labor relations activities of the Association, as well as make recommendations to the State Board of Directors concerning the policy of the Association on labor matters.

### **G. Awards Committee.**

The Committee provides planning, judging, coordination and public relations for the Achievement, Constructor and the Excellence in Partnering Awards. The Committee will be composed of an appointed representative from the Specialty Contractors Council, CLC Steering Committee, each division and each AGC District. The overall composition of the Committee should maintain 50% or more representation from Contractor members.

### **H. Legal Advisory Committee.**

The Committee serves as an educational forum on construction law for construction attorneys. The committee reviews new cases of interest, proposed legislation, requests for litigation and amicus support, and regulations and government practices affecting the construction industry. The committee is composed of member of the California Bar and by special appointment of the committee chair.

### **I. Legislative Committee.**

This Committee will, subject to the authorization and policies of the State Board of Directors, be responsible for all matters pertaining to laws, ordinances, act, regulation, executive orders and codes affecting the interests of the membership; will take steps to initiate desirable and defeat harmful legislation, and appoint sub-committees to give special attention to various areas of legislative activities within the state of California.

### **J. Membership Development Committee.**

The committee will direct the planning, promotion, recruitment, and retention of members and help in the growth of the Association.

### **K. National Affairs Committee.**

The committee will meet on an annual basis to discuss Association business on a National scale. The committee is composed entirely of the elected AGC of America Directors from California.

**L. Nominating Committee.**

This committee will select nominees each year for the offices of President, Senior Vice President, Vice President, Treasurer, Division Chairs, and Division Vice Chairs. The committee will be composed of the President, the Immediate Past President, the two other most recent past presidents, the most senior of whom shall serve as chair, and the chairs of the two Division Boards of Directors.

**Section 3. Appointments.**

Unless otherwise specified in the responsibility and description (Article VIII, Section 2) of said Committee or Council; members shall be appointed by the Chair and Vice Chair of the respective Committee or Council; Chairs and Vice Chairs will be appointed by the members of said committee on a basis as determined by the Committee or Council.

**Section 4. Authority.**

All Committees and Councils may be authorized to make recommendations to the State Board of Directors regarding policy and procedural matters within the scope of their responsibilities.

**Section 5. Special Committee.**

In addition to the specific committees listed, there may be Special Committees in such numbers as may be needed to address the general.

**ARTICLE IX - MEETINGS**

**Section 1. Annual Meeting.**

The annual meeting of the Association shall be held each year at a time and place selected by the Executive Committee. Not less than thirty (30) days written notice thereof shall be given to the members of the Association.

**Section 2. Regular Meetings.**

Regular meetings of the Association shall be held at such times and places as the State Board of Directors may designate.

**Section 3. Special Meetings.**

Special meetings of the Association may be called by the President or by five (5) members of the State Board of Directors, or upon written request of twenty-five (25) or more Contractor and Specialty Contractor members in good standing. Notice of a special meeting must be mailed to each Contractor and Specialty Contractor member at least three (3) days prior to the date of the meeting, giving date, time, place and a specific purpose for which the meeting is called.

**Section 4. Quorum and Voting.**

Ten percent (10%) of the Contractor and Specialty Contractor members shall constitute a quorum for the transaction of business at any general membership meeting of the Association. Each Contractor and Specialty Contractor member who is in good standing and whose Association dues are paid to date shall be entitled to one (1) vote upon any action taken at any Association meeting. Unless otherwise specifically provided in the Bylaws of the Association, a majority vote of the authorized members voting at any meeting of the Association shall be sufficient for the transaction of business.

**ARTICLE X - RELATION TO LABOR AGREEMENTS**

**Section 1. Authorization**

- A.** With regard to the respective labor organizations listed in Section 2 of this Article X and subject to the provisions of Sub-section B of this Section 1, the State Board of Directors will have the following powers: (a) to represent the Association and its members in the matter of labor disputes and other phases of management-labor relations, and to use its best efforts in the just and equitable settlement of such disputes; (b) to negotiate collective bargaining agreements with any or all of said labor organizations for and on behalf of its members; and (c) to conduct such other management-labor relations activities as may, in the judgment of the Board, be in the interest of the Association and its said members, or some group of its members. In executing and carrying on the functions referred to in this section, the State Board of Directors may by resolution authorize any committee or representative appointed by the Board to execute and carry on such functions. The resolution appointing any such committee or representative may specify the policy, plan and method to be pursued by such committee or representative.
- B.** The authorization and power of the State Board of Directors to negotiate collective bargaining agreements on behalf of any member with any or all of the labor organizations listed in Section 2 of this Article X will be limited to collective bargaining only with those of said labor organizations designated in writing by each such member and will be limited to the geographic area or areas of collective bargaining agreement coverage designated in writing by such member.

Any member may revoke the written authorization referred to above with respect to one or more of the labor organizations set forth in Section 2. Such revocations will not be effective if received by the CEO after the commencement of negotiations leading to a renewal or modification or extension of any collective bargaining agreement to which such authorization is applicable. The Association will notify each member at least thirty (30) days prior to the commencement of such negotiations. Any member revoking an authorization to the Association for collective bargaining representation will be prohibited from reinstating such authorization for a period of time as may be determined by the State Board of Directors.

## **Section 2. Agreements.**

In the event a member will have authorized the State Board of Directors to represent said member in collective bargaining with any of the unions set forth below, such authorization will constitute a promise by each such member to every other such member, and to the Association, that he or she and they will jointly and severally abide by and be bound to all the terms and conditions of each and every labor agreement covering jobsite construction operations to which such member becomes bound pursuant to such authorization which may be from time to time negotiated, modified, extended, renewed or renegotiated by the authorized agents or representatives of the Association with the following union or their affiliates, or any or all of them:

1. United Brotherhood of Carpenters and Joiners of America;
2. Operative Plasters and Cement Masons International Association of the United State and Canada;
3. International Brotherhood of Teamsters, Chauffeurs, Warehousemen and helpers of America;
4. International Association of Bridge, Structural and Ornamental Ironworkers;
5. International Union of Operating Engineers;
6. Laborers' International Union of North America;
7. United Association of Plumbing & Pipefitting Union of America;

as the coverage and application of said agreements may appear by their terms; provided, however, that the above provisions will have no effect until such negotiations modifications, extensions, renewals or renegotiations shall have been approved or ratified and adopted by majority vote of the eligible members present at a meeting convened pursuant to the provisions of Article IX. Such meeting will not be governed by the quorum provisions set forth in Article IX.

Except as may be otherwise authorized by the State Board of Directors, no member will bargain independently, or attempt to agree to bargain independently on matters concerning jobsite construction with any labor organizations concerning which such member has designated the State Board of Directors as its bargaining representative. Violation of this provision will constitute grounds for expulsion from the Association or for injunctive or other appropriate relief in court, or both.

### **Section 3. Existing Boundaries.**

The Association will continue to observe and maintain the geographic areas of coverage of the various collective bargaining agreements as they existed in 1971, i.e., the distinction between Northern California and Southern California. Within such geographic areas, however, the State Board of Directors may negotiate collective bargaining agreements, the geographic coverage of which is less than those larger areas described above.

### **Section 4. Other Labor Agreements.**

- A. The Association may negotiate and administer collective bargaining agreements on behalf of its members with other labor organizations or in fields other than those set forth in Section 2 of this Article. Such agreements will be binding upon and subject to ratification or adoption only by the members on whose behalf such agreements are negotiated. Members will execute written authorization empowering the Association to act in their behalf as may be appropriate under such circumstances.
- B. The State Board of Directors may by resolution authorize any committee or representative to execute and carry on such negotiations and administrative functions with respect to the labor agreements referred to in this section.

## **ARTICLE XI – AMENDMENTS**

### **Section 1. Changes in Bylaws – Notice.**

The State Board of Directors may make amendments to the Bylaws by a majority vote of the State Board of Directors. Any proposed changes will be considered by the Board of Directors only when at least 30 days notice for review has been provided prior to any formal vote is taken. Any action by the State Board of Directors pursuant to this section may be taken either at a meeting of the members or by electronic ballot.

### **Section 2. Origin.**

Amendments shall originate:

- A. In committees, in which case they will require prior concurrence and recommendation from the Executive Committee; or
- B. The State Board of Directors.