

AGC of America
THE ASSOCIATED GENERAL CONTRACTORS OF AMERICA

Quality People. Quality Projects.



**ARTICLES OF
INCORPORATION
and
BYLAWS**

As of March 19, 2010

CONTENTS

FOREWORD..... 1

ARTICLES OF INCORPORATION 1

ARTICLES

Statements -- Article I 2

Conventions -- Article II 4

Board of Directors -- Article III 5

Executive Board -- Article IV..... 14

Officers -- Article V 16

Manager and Staff -- Article VI 20

National Committees -- Article VII..... 22

Occupational Divisions -- Article VIII..... 26

Membership -- Article IX 28

Service to Special Interest Needs of Members -- Article X 34

Members' Rights, Duties and Responsibilities -- Article XI 35

Membership Termination -- Article XII 40

Chapters and Branches -- Article XIII 42

Chapter Rights and Duties -- Article XIV 44

Chapter Termination -- Article XV 48

Financial Obligations -- Article XVI 49

Amendments -- Article XVII 53

FOREWORD

The Associated General Contractors of America, Inc., was founded in 1918 and was incorporated under the laws of the District of Columbia on January 17, 1921. The Articles of Incorporation have stood the test of time and continue to express the fundamental principles upon which this Association was founded and has since grown and prospered.

ARTICLES OF INCORPORATION

We, the undersigned, citizens of the United States, of full age, and a majority of whom are citizens of the District of Columbia, desiring to form a corporation, pursuant to the provisions of Sections 599 to 604 inclusive of the Code of Law for the District of Columbia, do hereby make, sign and acknowledge this certificate, as follows:

First: The name or title by which this corporation shall be known in law is THE ASSOCIATED GENERAL CONTRACTORS OF AMERICA.

Second: The term for which this corporation is organized is to be perpetual.

Third: The particular business and objectives of this corporation are to promote better relations between private owners and public bodies; their architects or engineers on the one hand, and contractors on the other; to maintain high professional standards in the conduct of work; to combat unfair practices; to support contractors and contractors' associations in efforts to rectify conditions of an unsatisfactory character; to encourage those methods of contracting for work which relieve the contractor of improper risks, and to encourage sound business methods tending to raise the standing of contractors generally in the business world.

Fourth: The number of directors of this corporation for the first year of its existence shall be twenty.

IN WITNESS WHEREOF, we have made, signed and acknowledged this Certificate of Incorporation this 17th day of January, 1921.

(signed) DANIEL A. GARBER
FRANK L. WAGNER
J.H. CRANFORD

The Associated General Contractors of America, Inc. is governed by these Articles of Incorporation and the following Bylaws.

BYLAWS OF THE ASSOCIATED GENERAL CONTRACTORS OF AMERICA, INC.

Article I STATEMENTS

Section 1 VISION STATEMENT

The Associated General Contractors will be the organization of choice for those associated with the construction industry.

Section 2 MISSION STATEMENT

The Associated General Contractors of America, the voice of the construction industry, is an organization of qualified construction contractors and industry related companies dedicated to skill, integrity and responsibility. Operating in partnership with its Chapters, the Association provides a full range of services satisfying the needs and concerns of its members, thereby improving the quality of construction and protecting the public interest.

Section 3 PURPOSES

The Associated General Contractors of America, Inc., is a voluntary trade association composed of qualified construction contractors and industry related companies dedicated to the purpose of improving the professional standards of the construction industry and the skill, integrity and responsibility of its member firms.

A primary objective of the Association is to promote fair and honorable dealings with the owners of construction projects, both public and private, and with all segments of the construction industry, including architects, engineers, specialty and subcontractors, and suppliers of materials and services, including surety firms, insurance firms and financial institutions. In addition, the Association seeks to educate the public regarding the construction industry.

The Association in the public interest shall continue to foster and promote the use of the single contract method of construction, it being the most efficient and economical system of awarding construction contracts both public and private.

The members of this Association shall work to develop good relations with employees and their lawful representatives and shall make every effort to provide safe working conditions on construction projects and to promote safe working habits by their employees.

The Association, through its Officers, Executive Board and Board of Directors, shall implement these general principles and objectives and it shall be the responsibility of the Executive Board and the Board of Directors to define and specify actions and programs in furtherance of these principles and purposes of the Association. Among other things, the Association may encourage the effective and efficient delivery of professional services and other support to its members. The Association may also publish educational materials, such as books, manuals, videotapes and computer programs. The Association may also organize and sponsor seminars, conferences and other educational programs, and facilitate electronic and other communication between and among its members and related interests.

Article II
CONVENTIONS

Section 1
ANNUAL CONVENTION

The Association shall hold a Convention annually at such time and place as the Executive Board shall determine. The membership shall be given at least thirty days notice by mail of the time and place of such Annual Convention and the Association newsletter or official magazine may be used for that purpose.

Section 2
SPECIAL CONVENTION

A Special Convention can be authorized by the Board of Directors provided the general membership has been given at least thirty days notice of the date, place and purpose of such Special Convention.

Article III
BOARD OF DIRECTORS

Section 1
BOARD OF DIRECTORS – COMPOSITION

To the extent noted herein, the affairs of the Association are to be governed by its Board of Directors, which shall consist of the President, the Senior Vice President, the Vice President, the Treasurer, the members of the Executive Board, the Elected Directors and additional Directors.

Section 2
ELECTED DIRECTORS

(a) Directors, although usually elected by a state or states and on a basis of occupational experience, should furnish the contact between the President, the Board of Directors and the Association on affairs of the entire state or states from which elected.

(b) Directors shall be nominated and elected from states on the basis of one Director for the first twenty-five regular members and additional Directors for each additional fifty regular members. Each state shall have a minimum of one Director.

(c) Directors should be representative of the Occupational Divisions and reasonably reflect Chapter and member interests.

(d) The Association shall arrange the terms of Directors so that, after the first election, states having two or more Directors will elect a proportionate number annually.

(e) The term of an Elected Director is three years from the date of installation except that when a state, due to increases in membership, is entitled to elect more than one

Director from the same occupational classification at the same election, one of such Directors shall be elected for a shorter period so as to result in staggered terms.

(f) In any instance where two or more entire states are served as one by a single Chapter, members of that Chapter shall be permitted to vote in nominations and elections of Directors for all states served by that Chapter. In these instances, directorships shall be allocated on the basis of one for the first twenty-five regular members in each state and an additional directorship for each fifty additional regular Chapter members.

(g) The Mississippi Valley Flood Control Branch shall nominate and elect one Director, providing it has at least twenty-five regular members and the territorial jurisdiction of the Chapter extends into at least five states. It shall be eligible to elect additional Directors for each additional fifty regular Chapter members. Branch members shall be permitted to vote only in nominations and elections of that Branch by virtue of membership therein.

(h) Wherever in the Bylaws the word "state" is used, it shall mean state, commonwealth, territory or the District of Columbia.

(i) Before August 1 of each year, the CEO shall determine, from the Association's membership records, the number of Directors allowable for each state, based on the number of regular members in good standing on July 1 of that year.

Section 3

ADDITIONAL DIRECTORS

The composition of the Board of Directors shall also include additional Directors consisting of the following: (1) all Past Officers; (2) the members of the Executive Board, the Chairmen of all standing and general committees and the AGC Co-Chairmen of all joint committees; (3) Life Directors; (4) Past Division Officers for a term equal to their

service as a Division Officer; (5) up to ten Directors appointed by the President for a term of one year; (6) the current and immediate past elected presidents of chapters; (7) the eight members of the Executive Committee of the Specialty Contractors Council; and (8) the eight members of the Executive Committee of the Service and Supply Council.

Section 4

LIFE DIRECTORS

Any individual who has served as a Director for a total of twelve years shall become a Life Director provided he or she is willing to serve and is qualified to represent his or her firm.

Section 5

DIRECTOR VACANCIES

In the event of the death, resignation or removal of any Elected Director, the Board of Directors shall fill the vacancy for the remaining portion of the unexpired term by the appointment of a properly qualified representative of a regular member firm of like occupational classification, unless otherwise recommended by the state in which the vacancy occurs.

Section 6

NOMINATING BALLOTS FOR DIRECTORS

Before August 1st, the CEO shall provide electronically, by regular mail or by other acceptable means, nominating ballots to the regular members of each state entitled to nominate the Director or Directors for the occupational classification or classifications for which such nominations are to be made.

Completed nominating ballots must be received by the Association, either electronically, by mail, courier, hand delivery or by fax, prior to September 15th in order to be counted. Nominations received verbally or by telephone shall not be accepted or counted

Before October 1st, the nomination ballots shall be counted by the CEO and the results published within thirty days thereafter.

Section 7 NOMINEES

(a) The two candidates receiving the greatest number of votes for each office to be filled, provided they accept the nominations, shall be declared official nominees and their names shall be submitted to their respective states for election.

(b) Where two Directors are to be nominated in the same classification in a state, the three candidates receiving the highest number of nominating votes shall be declared official nominees, provided they accept the nomination, and their names placed on the election ballot.

(c) Only those candidates receiving more than two nominating votes shall be eligible to be declared official nominees.

(d) Should a tie for first or second position occur in nominating candidates for any office, the names of all those tied who are willing to accept nomination shall be carried on the election ballot.

(e) Where no candidate receives a sufficient number of votes to qualify for nomination, or where no acceptance of nomination is received, the vacancy so developed shall be filled in accordance with the rules of the Board of Directors.

Section 8
ELECTION BALLOTS

Before December 1st, the Association shall provide, by electronic or regular mail, election ballots listing the names of all official nominees, and instructions for voting, to all Regular and Local members in those states where there is more than one official nominee for any open directorship. No paper or electronic ballot may be counted where the member firm cannot be identified either by the member firm name or the signature of the official authorized to cast the vote. Completed ballots must be submitted electronically, by mail, courier, hand delivery or fax to the Association. No ballot received after December 31st shall be counted.

Section 9
BALLOT COUNT

Before the Annual Convention, all received election ballots for Directors, as in the election of Officers, shall be reviewed and counted by the CEO in the presence of a committee of two to five tellers appointed by the President from outside the membership of the Board of Directors.

Section 10
ELECTION RESULTS

(a) The nominees receiving the greatest number of votes from members in good standing entitled to vote thereon shall be declared elected to the office for which he or she is nominated.

(b) Should a tie vote occur in any election, a selection shall be made by vote of the Board of Directors unless one of those tied is elected through the withdrawal of the others.

(c) Where there are three nominees on the ballot for two Directors in a state, for the same classification, the two nominees receiving the highest number of election ballots shall be declared elected to the positions to be filled. If the term of one Director is for three years and the other Director in the same classification is for a shorter term, the nominee receiving the higher number of election ballots shall be declared elected for the longer term.

(d) In the event no election ballots are received, the Teller Committee shall declare such nominees duly elected in those states where there was only one official nominee for each open directorship.

Section 11

REGULAR MEETINGS

The Board of Directors shall hold two Regular Meetings each year. One of these meetings shall be held immediately before or during the Annual Convention and the other meeting shall be held immediately after the induction of new Officers and the adjournment of the Convention. Both of these Regular Meetings shall be in the same location as the Annual Convention. At the second of these two meetings, the Board of Directors shall take action on the appointment of the Executive Board and such other appointments as the President may request, and the Board of Directors may also consider other matters authorized by these Bylaws.

Section 12

INTERIM MEETINGS

Interim Meetings of the Board of Directors may be called at any time by the President with the consent of the Executive Board or at the request of fifty or more Directors, including one from each of any ten states. The President shall have the discretion to

convene and conduct any Interim Meetings of the Board of Directors by telephone, video conference or any other means authorized by law.

Section 13
NOTICE OF MEETINGS

At least thirty days notice of all Board of Directors meetings shall be given to Directors. Notice of an Interim Meeting shall contain a statement of the purposes of such meeting and such Interim Meeting shall be limited to decisions relating to these matters.

Section 14
QUORUM FOR ACTION AT MEETINGS

A quorum for the transaction of business at any in-person meeting of the Board of Directors shall consist of a majority of the Directors registered for the meeting. A quorum for the transaction of business at any other meeting of the Board of Directors shall consist of fifty percent of the average number of Directors registered for the past five midyear Board of Directors meetings.

Section 15
PARTICIPATION BY CHAPTER OFFICIALS

(a) To maintain contact with the Chapters and Branches and provide for efficient cooperation between such groups and the Board of Directors, the elected vice presidents of Chapters and Branches may sit at each meeting of the Board. They cannot vote but may have the privilege of the floor.

(b) Managers of Chapters or Branches may attend the Board of Directors meetings. They cannot vote but may have the privilege of the floor as the Board may permit.

Section 16

GENERAL AUTHORITY OF THE BOARD OF DIRECTORS

The final authority of the Association is with the Board of Directors. It may make general or special delegations of this authority to the Executive Board, which in turn, may make further delegations of authority. At least annually, at a Board of Directors meeting held immediately before or during the Annual Convention, the Board of Directors shall receive and consider a report on the Association's operations and activities, and upon approval, such report shall be included in the report of the meeting.

In addition to the authority to act on any matter that the Executive Board may refer to the Board of Directors, and any other authority that may be fairly inferred from this provision, the Board of Directors shall have the authority to approve, disapprove or amend the following before they take effect:

- (a) the annual budget;
- (b) any changes in the National dues;
- (c) any changes in the powers or composition of the Board of Directors or the Executive Board; and
- (d) in accordance with Article XVII, any amendments to these Bylaws.

Section 17

APPEALS TO THE BOARD OF DIRECTORS

Any action of the Executive Board may be appealed to the Board of Directors upon petition signed by not less than twenty-five Directors including at least one Director from each of any ten states or a petition signed by three percent or more of the total Regular members of the Association, including at least one Regular member from each

of twenty-six states. Any such appeal to the Board of Directors must be filed within sixty days of the action to be appealed. The Board of Directors shall have the authority to approve, disapprove or amend any action so appealed.

Section 18
RULES OF ORDER

The basic principles of parliamentary procedure embedded in Robert's Rules of Order shall guide the conduct of all Board of Directors meetings. Except to the extent that these Bylaws expressly provide otherwise, all matters coming before the Board of Directors shall be determined by a vote of a majority of the Directors present.

Article IV
EXECUTIVE BOARD

Section 1
MEMBERS

Nine members shall be selected by the President, with the approval of the Board of Directors, at the Board of Directors meeting immediately following each Annual Convention of the Association, to serve with (1) the President, (2) the Senior Vice President, (3) the Vice President, (4) the Treasurer, (5) the Chairmen and Vice Chairmen of the Occupational Divisions, (6) the Chairmen of the Specialty Contractor and Service and Supply Councils and (7) the President of the Executive Leadership Council of the Association's Chapters as the Executive Board of the Association. Members of the Executive Board shall hold office for one year or until their successors are selected.

Section 2
MEETINGS

(a) The Executive Board shall meet in person at least four times each year at the call of the President. A quorum for the transaction of business at any Executive Board meeting shall consist of a majority of all members of the Executive Board. Except to the extent that these Bylaws expressly provide otherwise, all matters coming before the Executive Board shall be determined by a vote of a majority of the members present.

(b) The President may conduct additional meetings of the Executive Board by a telephone conference or similar communications equipment whereby all members participating in the Conference can hear one another. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Section 3

GENERAL AUTHORITY OF THE EXECUTIVE BOARD

(a) The Executive Board shall have full authority to supervise and manage the Association. The Executive Board shall receive a report on the management and operations of the Association at each meeting.

(b) The Executive Board shall also have broad express and implied authority to make rules governing its own conduct and the internal affairs of the Association, including but not limited to budget and policy development and implementation, subject only to the authority of the Board of Directors, as provided herein.

Article V
OFFICERS

Section 1
DEFINITION

The Officers of the Association are the President, the Senior Vice President, the Vice President, and the Treasurer of the Association. Within the meaning and for the purposes of these Bylaws, this term shall not mean the chief executive officer or any other member of the national staff.

Section 2
TERMS OF OFFICE

The terms of the Officers begin during the Convention following their election. Incumbent Officers hold over until their successors take office.

Section 3
NOMINATION OF OFFICERS

(a) Nominating Committee. At a Board of Directors meeting held immediately after the adjournment of the Annual Convention, and subject to the approval of the Board of Directors at such meeting, the President shall appoint a Nominating Committee consisting of the five most immediate Past Presidents available to serve, and one Director nominated by each occupational division. The Nominating Committee shall be responsible for recommending candidates for each of the offices of President, Senior Vice President, Vice President, and Treasurer for the succeeding year. The most immediate of the Past Presidents serving on such Committee shall also serve as its Chairman.

(b) The Nominating Committee shall deliver its recommendations to the President by the following September 1, and the President shall submit them to the Board of Directors for its approval by the following October 15. The President shall submit such recommendations to the Board of Directors during a properly convened Interim Meeting of such Board. If a majority of the votes cast approve of a recommended nominee, that individual shall become the official nominee. If a majority of the votes cast do not approve of a recommended nominee, the President shall promptly call another Interim Meeting of the Board of Directors for the purpose of selecting an official nominee for the office left lacking such a nominee. The President, Senior Vice President and Vice President shall have prior service as the Chairman of an Occupational Division. The Treasurer shall have prior service as the Chairman of an Occupational Division or be a Regular Member with prior service as the Chairman of the Specialty Contractors Council.

(c) Additional Nominations. Additional nominations may be made by declaration, provided such declaration is signed by at least one hundred members representing at least a majority of states, and provided that a minimum of three members from each of a majority of states shall have signed the declaration. Such declaration shall be accompanied by the written acceptance of the nominees and filed with the National Office of the Association before November 15. All nominations are to be submitted to the membership for election. Members may submit completed ballots to the Association either electronically or by mail, courier, hand delivery or fax.

Section 4

ELECTION OF OFFICERS

(a) Voting Rights. Each Regular Member in good standing may vote for President, Senior Vice President, Vice President and Treasurer.

(b) Ballot Count. Prior to the Annual Convention, election ballots shall be reviewed and counted by the CEO in the presence of a committee of two to five tellers appointed by the President.

(c) Election Results Determined. The nominee receiving the greatest number of votes from Regular Members in good standing shall be declared elected to the office for which he or she was nominated. In case of a tie vote, a selection shall be made by the Board of Directors.

Section 5

DUTIES OF OFFICERS

(a) The President, as the principal Officer of the Association, shall see that its Bylaws are observed and shall perform the duties incident and customary to such Office, having always in mind the welfare, purposes and standing of the Association. He is Chairman of the Executive Board and the Board of Directors.

(b) The Senior Vice President assists the President in the discharge of his duties as the President may request. With the concurrence of the Executive Board, the Senior Vice President shall act in the capacity of the President in the event of his absence or disability. In the event of the resignation or death of the President, the Senior Vice President shall assume the Office of the President and complete the unexpired term of the former President.

(c) The Vice President assists the President and Senior Vice President in the discharge of their duties as they may request, and shall act in the capacity of the Senior Vice President in the event of his absence, disability, resignation or death.

(d) The Treasurer will keep informed of the financial condition of the Association, including dues collection, and report thereon to the Finance Committee, the Executive Board and the Board of Directors. As the chief fiscal officer of the Association, he

serves as a member of the Finance Committee during his term of office and for one year thereafter. He assists in preparation of the budget and will periodically verify the accuracy of the Association's financial statements. The Treasurer will advise with respect to the investment of any surplus funds and will assist the President in the discharge of his duties as he may request.

Section 6
REIMBURSABLE EXPENSES

Specific policies on reimbursement of expenses for Officers and members shall be established by the Executive Board.

Article VI
MANAGER AND STAFF

Section 1
DUTIES AND RESPONSIBILITIES

The responsibility for the day-to-day management of the Association and duties incident thereto, including membership expansion, development of income and attainment of the Association's objectives, shall be vested in a chief executive officer (herein "CEO") and, at the Officers' discretion, a chief operating officer (herein "COO") appointed by the Officers with the approval of the Executive Board. The CEO and any COO shall report to the Executive Board at every meeting. The titles, duties and salaries of the CEO and any COO shall be determined by the Officers.

Section 2
STAFF APPOINTMENTS

The titles, duties, and salaries of other members of the staff shall be determined by the CEO subject to review by the Management Committee.

Section 3
MEETINGS WITH CHAPTER MANAGERS

In order to implement policies and programs of the Association, the CEO and others on the national staff shall meet periodically with the Executive Leadership Council of the Association's Chapters.

Section 4
NATIONAL OFFICE

The national headquarters of the Association, (herein the "National Office") shall be located in or near Washington, D.C.

Section 5
FIDELITY BONDS

All employees handling funds of the Association shall be bonded at the expense of the Association in such amounts as the Executive Board may determine.

Article VII
NATIONAL COMMITTEES

Section 1

CLASSIFICATIONS -- STANDING, GENERAL AND SPECIAL COMMITTEES

(a) There shall be four Standing Committees which shall look after the internal affairs of the Association. These are the Management, Finance, Membership Administrative and Rules and Ethics Committees. The members of the Management Committee shall be the President, the Senior Vice President, the Vice President, the Treasurer, the CEO and any COO. Membership on all of the other Standing Committees shall be limited to Regular Members.

(b) In addition, there shall be General Committees in such number as may be needed to address the general purposes and programs of the Association.

(c) Special Committees may be created as necessary.

(d) Joint Committees may be established with other organizations as authorized by the Executive Board.

Section 2

AUTHORITY AND RESPONSIBILITY OF COMMITTEES

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

Section 3
COMMITTEE APPOINTMENTS

Members of all Committees except the Management Committee shall be appointed by the President with the approval of the Executive Board. The Officers are ex officio members of all Committees.

Section 4
MANAGEMENT COMMITTEE

The Management Committee shall transact the affairs of the Executive Board between its meetings.

Section 5
FINANCE COMMITTEE

(a) The Finance Committee shall prepare an annual budget in collaboration with the Management Committee by September 15 of each year. The proposed budget shall be submitted to the Executive Board to review before it is submitted to the Board of Directors for final approval. The President shall submit the proposed budget to the Board of Directors during a properly convened Interim Meeting of such Board. If a majority of the votes cast approve of the proposed budget, then it shall be deemed to meet with the final approval of the Board of Directors. If a majority of the votes cast do not approve of the proposed budget, then the President shall promptly call another Interim Meeting of the Board of Directors for the purpose of preparing an annual budget that does meet with the approval of the Board of Directors.

(b) The Finance Committee shall keep posted on the financial condition and requirements of the Association and report thereon to the Executive Board. It shall have general oversight of collections and disbursements. Once a year it shall employ a public accountant to audit the accounts of the Association for the preceding year.

Section 6
MEMBERSHIP ADMINISTRATIVE COMMITTEE

(a) The Membership Administrative Committee shall have special concern for the maintenance and further development of sound membership in the Association. It shall review and make recommendations on applications for membership in the Association; applications for charters for Chapters or Branches; proposed or revised occupational classifications and territorial jurisdictions of Chapters and Branches; establish and monitor a Chapter Full Service Program of essential services that Chapters and Branches should provide to members within their jurisdictions; and correctness of the classification of memberships held by members.

(b) The Membership Administrative Committee may review and make recommendations on revised occupational classification and territorial jurisdiction of a Chapter or Chapters either upon its own initiative or upon application of one or more Chapters after an open hearing with due notice thereof. It shall be the responsibility of the Membership Administrative Committee to see that all qualified General Contractors, within the jurisdiction of the Chapter, are invited to become members on the same basis as other members of the Chapter.

Section 7
RULES AND ETHICS COMMITTEE

(a) The Rules and Ethics Committee shall review and interpret all proposals to amend the Bylaws and shall report to the Management Committee and the Executive Board for action thereon. The Rules and Ethics Committee shall be equally concerned with the maintenance of high ethical and professional standards by the members of this Association. All proposals made concerning ethics shall be submitted to the Committee.

(b) The Rules and Ethics Committee shall develop recommendations and draft amendments relating to policy or procedure for consideration by the Executive Board

and the Board of Directors. The committee shall also develop information on ethics policies and programs for the guidance of members in their business and professional relations with others. The Executive Board may also make recommendations concerning ethical conduct, and if made, such recommendations shall be promulgated by such means as the Executive Board may determine.

(c) The Rules and Ethics Committees may prepare rules and procedures to govern the ordinary business operations of the Association and to implement the general authority of the Executive Board. Any such rules and procedures shall be effective when approved by the Management Committee and the Executive Board and shall be published as separate documents supplementing the Association's Bylaws.

(d) The membership of the Rules and Ethics Committee shall include but not be limited to the Chairmen of the Occupational Divisions and the Chairmen of the Committees on Finance and Membership Administrative.

Article VIII
OCCUPATIONAL DIVISIONS

Section 1
PURPOSES

Regular members may elect to be identified with one or more of the Association's Occupational Divisions. The purpose of these Divisions is to provide a forum at National meetings so that those engaged in similar types of construction may discuss common problems.

The Occupational Division also serves as a means to provide the organization of Committee and staff functions in a manner which will best provide technical services to all members.

The Occupational Divisions shall meet during the Annual Convention and at the call of their respective Chairmen. The Occupational Divisions shall make reports on all meetings to the Executive Board for consideration and action.

Section 2
DIVISION DEFINITIONS

Occupational Divisions are "Building Division," "Federal and Heavy Construction Division," "Highway and Transportation Division," and "Municipal and Utilities Division."

The Building Division serves members engaged in the construction of buildings and process-oriented industrial projects. The Federal and Heavy Construction Division serves members engaged in the construction of projects for the federal government. The Highway and Transportation Division serves members engaged in the construction of highways and other surface transportation. The Municipal and Utilities Division serves members engaged in the construction of municipal and utilities projects.

The Board of Directors may define, alter or add Divisions as it may determine.

Section 3

DIVISION OFFICERS -- NOMINATION AND ELECTION

Each Occupational Division shall have a Chairman and Vice Chairman who shall be elected annually by members of the Division.

(a) At the Board of Directors meeting held immediately after the adjournment of the Convention, the President shall appoint a Nominating Committee for each of the Occupational Divisions consisting of each Division's three most immediate Past Chairmen available to serve. The Nominating Committees shall be responsible for recommending candidates for the offices of Chairman and Vice Chairman of their respective Divisions for the succeeding year. The Nominating Committees shall report their findings to their respective Divisions at interim Division meetings held between the dates for the Annual Convention. Such Committees shall make specific recommendations to their respective Divisions at the Division meetings held during the next Annual Convention.

(b) A vote shall be taken by each Occupational Division on the officers of that Division. Upon approval by a majority of Division members present, the nominees will be declared elected.

Article IX

MEMBERSHIP

Section 1

MEMBERSHIP GROWTH -- PURPOSE

In furtherance of the Association's objective to improve the quality of work and the professional standing of the nation's General Contractors, it follows that every qualified general contracting firm should be enrolled as a member. The Officers and Directors of the National Association and those of its Chapters should lead in this effort and should take positive steps to promote strong and steady membership growth. Membership shall be open to all qualified firms, without discrimination because of the race, color, creed or sex of its principals.

Section 2

MEMBERSHIP ENROLLMENT

An applicant for Regular Membership in the Association whether at Chapter or National level shall furnish satisfactory evidence that it is an established General Contractor possessing the necessary attributes of Skill, Integrity and Responsibility and that it subscribes to and will support the principles and purposes of the Association.

Section 3

MEMBERSHIP QUALIFICATIONS

(a) For the purposes of these Bylaws, a General Contractor is defined as a construction firm capable of undertaking work as a prime contractor with overall responsibility for the satisfactory completion of a project using its own forces to perform part of the work. It may be owned and operated as a proprietorship, a partnership, a corporation or a joint venture. A public body or government corporation or entity does not qualify for Regular Membership in this Association.

(b) Only General Contractors who have been engaged in the construction business for two or more years prior to application for membership and have established a reputation for Skill, Integrity and Responsibility, as herein defined, may be considered for Regular Membership in the Association. Exceptions to the two year experience requirement may be granted in the case of new firms of which one or more principal officers have had at least two years experience in the management of responsible construction firms.

Skill: The possession and application of the necessary technical knowledge and practical experience to execute the projects undertaken in a professional, efficient and safe manner.

Integrity: The character to comply with the spirit and letter of contracts undertaken and to handle every transaction with fairness and honor.

Responsibility: The possession and application of the necessary finances, cash or credit, together with the needed equipment and organization to fulfill all commitments promptly and completely.

Section 4

TYPES OF MEMBERSHIP

(a) **Regular Members.** A Regular Member is a General Contractor which holds a membership in the Association through a Chapter and is subject to National volume dues requirements.

(b) **Local Members.** A Local Member is a Regular Member, Specialty Contractor or Supplier/Service Provider which holds a direct membership in the Association but such membership shall be limited to firms performing work in areas where the Membership Administrative Committee has found that no Chapter exists which can provide the services that the firm requires.

(c) **Provisional Members.** For the purpose of developing qualified members and to provide better contact with prospective members, a Provisional Membership may be granted to firms otherwise qualified to become Regular Members, Specialty Contractors or Suppliers/Service Providers for not more than three years from the date of acceptance of the firm for Provisional Member status under rules prescribed by the Chapter.

This membership category does not include present or former Regular Members.

(d) **Honorary Members.** The Association may honor a person for the performance of distinguished service for the Association, the industry or the nation, by the unanimous vote of the Board of Directors. Such an Honorary Member shall be entitled to the privileges of membership as an individual, without the payment of dues.

(e) **Specialty Contractor.** A Specialty Contractor is any construction firm which holds a membership in the Association through a Chapter but is not a General Contractor and is not subject to National volume dues requirements.

Each Chapter may nominate at least one Specialty Contractor to serve on a Specialty Contractors Council intended to facilitate discussion among such members of the Association. A Chapter may nominate another Specialty Contractor to serve on such Council for every one hundred Specialty Contractors among the Chapter's members. The President shall appoint such nominees to serve on the Specialty Contractors Council.

The appointed members of the Specialty Contractors Council shall elect one member of such Council to serve as its Chairman and another to serve as its Vice Chairman. All appointments to the Specialty Contractors Council shall run for a period of one year except that the Chairman and Vice Chairman shall hold office for a period of two years and their appointments to such Council shall run for a like period. The Chairman of the Specialty Contractors Council may also nominate up to ten Specialty Contractors

among the Association's members to serve on such Council, and the President shall also appoint such nominees to serve for a period of one year.

The Specialty Contractors Council shall have an Executive Committee charged with the responsibility for overseeing its activities. The President shall appoint the Chairman of the Specialty Contractors Council, its Vice Chairman, its Immediate Past Chairman and five of its other members to serve as the Executive Committee of the Specialty Contractors Council and all such appointments shall run for a period of one year.

The Specialty Contractors Council shall report to the Board of Directors through the Executive Board. Such Council shall make recommendations to the Executive Board only upon a majority vote of the Specialty Contractors present at a Specialty Contractors Council meeting held during the Annual Convention.

With the approval of the Executive Board, the Specialty Contractors Council may establish internal committees to facilitate further discussion of matters of interest to such members. The President shall also appoint all members of such committees and all such appointments shall run for a period of one year.

(f) Supplier/Service Provider. A Supplier/Service Provider is any firm which holds a membership in the Association through a Chapter but is not a construction firm and is not subject to National volume dues requirements. Such firms shall include suppliers of materials, equipment or other products, or professional or other services, to the construction industry. Such firms shall exclude peripheral local entities, such as hotels, florists, and restaurants that affiliate with some chapters in booster capacities. Such entities are not considered integral to the construction industry and are not required to become members of the Association.

Each Chapter may nominate at least one Supplier/Service Provider to serve on a Service and Supply Council intended to facilitate discussion among such members of the Association. A Chapter may nominate another Supplier/Service Provider to serve

on such Council for every one-hundred Suppliers/Service Providers among the Chapter's members. The President shall appoint such nominees to serve on the Service and Supply Council.

The appointed members of the Service and Supply Council shall elect one member of such Council to serve as its Chairman and another to serve as its Vice Chairman. All appointments to the Service and Supply Council shall run for a period of one year except that the Chairman and Vice Chairman shall hold office for a period of two years and their appointments shall run for a like period. The Chairman of the Service and Supply Council may also nominate up to ten Suppliers/Service Providers among the Association's members to serve on such Council, and the President shall also appoint such nominees to serve for a period of one year.

The Service and Supply Council shall have an Executive Committee charged with the responsibility for overseeing its activities. The President shall appoint the Chairman of the Service and Supply Council, its Vice Chairman, its Immediate Past Chairman and five of its other members to serve as the Executive Committee of the Service and Supply Council and all such appointments shall be for a period of one year.

The Service and Supply Council shall report to the Board of Directors through the Executive Board. Such Council shall make recommendations to the Executive Board only upon a majority vote of the Suppliers/Service Providers present at a Service and Supply Council meeting held during the Annual Convention.

With the approval of the Executive Board, the Service and Supply Council may establish internal committees to facilitate further discussion of matters of interest to such members. The President shall also appoint all such committee members and all such appointments shall run for a period of one year.

(g) **Educational Associate.** An Educational Associate is an accredited educational institution which holds a membership in the Association through a Chapter. An

Educational Associate may also be a department or other unit of such an institution. To qualify for such membership, either the institution or its department or other unit must offer and support a course of instruction in building science, construction management, or civil or other engineering required of the construction industry. 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.

(h) **Young Constructor Associate.** A Young Constructor Associate holds an individual and direct membership in AGC of America. Such a member need not own or work for a Regular Member or other member firm, or have any affiliation with any Chapter, but must hold a degree from an accredited institution in building science, construction management or civil or other engineering required of the construction industry, or manage or supervise significant operations for a construction firm, or serve as a professional consultant to the construction industry. An individual may hold such a membership in the Association only during the first ten years that follow the date on which the individual receives such a degree or begins to serve the construction industry in such a capacity. An individual may hold such a membership for no more than seven of those ten years.

Article X

SERVICE TO SPECIAL INTEREST NEEDS OF MEMBERS

Special interest sections or councils may be established on a self supporting basis by the Executive Board to provide special services to the owners or management personnel of member firms, when their formation is recommended by the Management Committee. They shall be monitored by and subject to rules and regulations administered through an advisory council which shall be established by the Executive Board.

Article XI
MEMBERS' RIGHTS, DUTIES AND RESPONSIBILITIES

Section 1
GENERAL RIGHTS AND PRIVILEGES

(a) Regular Members in good standing may exercise the rights and privileges set forth in these Bylaws. Such rights shall include but not be limited to the right to be a National Officer or Director, the right to vote for National Officers and Directors in those states in which they hold Membership, the right to participate in Conventions, the right to participate in meetings of the Occupational Divisions, and the right to receive National publications issued to the general membership and to receive notice of all regular or special Conventions.

(b) A Local Member in good standing shall have the same rights as any firm which qualifies for the same category of membership in the Association through a Chapter.

(c) Provisional Members, Specialty Contractors and Suppliers/Service Providers in good standing shall have the right to receive National publications issued to the general membership, to attend Conventions, Board meetings, and Occupational Division meetings and to receive such other services as the Association and its Chapters may prescribe. Such members shall not have the right to become National Officers or to vote for National Officers or Directors. Provisional Members may not become Directors. Only the Specialty Contractors appointed to the Executive Committee of the Specialty Contractors Council may become Directors. Only the Suppliers/Service Providers appointed to the Executive Committee of the Service and Supply Council may become Directors.

(d) Educational Associates in good standing shall have the right to receive National publications issued to the general membership, to attend Conventions, Board meetings and Occupational Division meetings and to receive such other services as the

Association and its Chapters may prescribe. Such members shall not have the right to become National Officers or Directors, to vote for National Officers or Directors, or to vote on matters brought before a Convention for action.

(e) Young Constructor Associates in good standing shall have the right to receive such publications and other materials, to attend such meetings and to receive such other services as the Association may prescribe. Such members shall not have the right to become National Officers or Directors, to vote for National Officers or Directors, or to vote on matters brought before a Convention for action. Such members shall have the right to serve as non-voting members of General Committees.

Section 2

USE OF EMBLEM

(a) Regular Members (and any General Contractors among the Association's Local and Provisional Members) shall have the right to display the Association's emblem on stationery, job signs, office walls, equipment and elsewhere for the sole purpose of truthfully publicizing their membership in the Association. Such members shall not display the Association's emblem in any grotesque or facetious fashion or in any manner that detracts from the dignity or prestige of the Association or its Chapters or Branches.

(b) Specialty Contractors (and other construction firms among the Association's Local and Provisional Members, other than General Contractors) shall have the right to display a special insignia that the Executive Board has approved specifically for that category of the Association's membership on stationery, job signs, office walls, equipment and elsewhere for the sole purpose of truthfully publicizing their membership in the Association. Such members shall not display such insignia in any grotesque or facetious fashion or in any other manner that detracts from the dignity or prestige of the Association or its Chapters or Branches.

(c) Suppliers/Service Providers (and other non-construction firms among the Association's Local and Provisional Members) shall have the right to display a special insignia that the Executive Board has approved specifically for that category of the Association's membership on stationery, job signs, office walls, equipment and elsewhere for the sole purpose of truthfully publicizing their membership in the Association. Such members shall not display such insignia in any grotesque or facetious fashion or in any other manner that detracts from the dignity or prestige of the Association or its Chapters or Branches. In general, in the absence of a written agreement expressly authorizing such action, a Supplier/Service Provider may not display such insignia or any one or more of the Association's other Marks in any way that suggests or implies, in the Association's opinion, that the Association has endorsed or approved of such member's products or services. In the absence of such an agreement, a Supplier/Service Provider may not display such Marks on the Internet. In the absence of such an agreement, a Supplier/Service Provider may not include any of the Association's Marks in any business solicitation directly sent to other members of the Association, unless such business solicitation (1) is on the letterhead of the Supplier/Service Provider, or its electronic equivalent, (2) clearly identifies in a readily legible font the chapter(s) in which the firm is a member, (3) avoids any appeal to the recipient as a member of the Association and (4) fully complies with all of the other terms of this provision.

Section 3

GENERAL DUTY

(a) All members are expected to meet the standards of Skill, Integrity and Responsibility, to give aid and support to the opening statement of principles and purposes, to support the standards of ethical conduct promulgated by the Ethics Committee and the Executive Board and to meet all financial obligations to the Association.

(b) The Association may review and take corrective action with respect to membership status and compliance with these Bylaws.

Section 4

COOPERATION WITH LOCAL CHAPTERS

(a) A member should aid and support the Association's program nationally and in the local area where the firm is operating. This means that where a Chapter furnishes services for the benefit of all contractors working within its jurisdiction every member should join the local Chapter and cooperate with its programs to improve conditions in the industry to the end that construction services are performed in an economical manner at the lowest cost to the public.

(b) Further, this means that a member having collective bargaining agreements for construction operations within the territorial boundaries of a Chapter or Branch should fully cooperate with and support such Chapter in its labor relations program provided such Chapter makes available appropriate collective bargaining services.

(c) The Executive Board is directed and empowered to establish regulations and procedures to implement the provisions of this section, including the appointment of representatives to make preliminary findings and issue interpretations to the parties in cases of disputes arising under this section.

Section 5

MEMBER RESPONSE

A member shall respond promptly to the Association concerning:

(a) Official inquiry from the Association pertaining to matters which may affect its membership status.

(b) Charges made by the Association, a member, a Chapter or Branch or others, based on alleged failure to comply with the terms of the Bylaws or matters injurious to the Association, the construction industry, or the nation.

Article XII
MEMBERSHIP TERMINATION

Section 1
TERMINATION

Membership in the Association continues until terminated through resignation, expulsion or cessation of business.

Section 2
RESIGNATION

Any member may resign in good standing if in compliance with the rules of the Association on notice and the payment of dues.

Section 3
DELINQUENCY

Members become delinquent if the National dues are not paid when due.

Section 4
SUSPENSION OR REMOVAL

(a) The Executive Board, by two-thirds majority, may suspend or expel any member for unethical conduct or other action injurious to the Association and the public; and such member is likewise automatically suspended or expelled from any Chapter or Branch in which the member may be enrolled.

(b) Except where such expulsion is based on nonpayment of dues, no member may be removed until the member and the member's home Chapter or Branch have been given opportunity for a hearing before the Ethics Committee or a special committee appointed

by the President. The committee shall report its findings of fact and recommendation to the Executive Board. The action of the Executive Board shall be that of the Association, and no further appeal shall be taken therefrom, notwithstanding any other provision of these Bylaws.

(c) Chapters or Branches may remove a member for any cause which they deem sufficient, but such action need not remove the member from the Association unless the member is also removed in accordance with the procedures set forth above.

(d) A member removed under this section may not be readmitted for at least two years.

Section 5

PRIVILEGES TERMINATED

On termination of membership, the firm shall cease all use of the name of the Association, its emblem or other insignia, and shall promptly return all properties of the Association which it was permitted to retain during membership.

Article XIII
CHAPTERS AND BRANCHES

Section 1
HOW ESTABLISHED

(a) **Charters.** The Association may grant terminable charters to various groups of General Contractors with jurisdiction as to occupational classification of construction and such allocation of specific territorial areas, and such adjoining optional or provisional territory as the group organization warrants. A group so chartered shall be designated as a Chapter or Branch of the Association. Such Chapters and Branches shall comply with these Bylaws, and shall be amenable to the Association with regard to principles and objectives of the Association, but they may be otherwise autonomous in the conduct of their local affairs.

(b) **Name, Emblem and Other Marks.** Notwithstanding any other provision of these Bylaws, or any other understanding or agreement, various groups of General Contractors may accept and hold charters from the Association only on the condition and for so long as (1) such groups acknowledge that the name of the Association and its emblem, insignia and other marks, including the acronym "AGC," (herein the "Association's Marks") are and shall remain the property of the Association and (2) such groups organize and sponsor activities, and offer and provide and services, of a quality satisfactory to the Association.

(c) **New Groups.** The Association should assist in the formation and development of new groups of General Contractors into territorial, state, local and special Chapters or Branches to serve various occupational kinds of construction work.

(d) **Existing Groups.** Existing organizations of General Contractors or groups of members of the Association may be chartered as Chapters or Branches of the Association.

(e) **Limited Jurisdiction.** Chapters and Branches shall be limited in jurisdiction in the grant of charters to specific territorial boundaries, to occupational groups or to a combination of both. Those having like occupational groups should not overlap territorially except by mutual agreement between the Chapters or Branches concerned.

(f) **Chapter or Branch - Terms Defined.** The term "Chapter" or "Chapters" shall mean a "Branch" or "Branches" as well as a "Chapter" or "Chapters."

Section 2

PETITION FOR CHARTER

(a) **Who May Apply.** Twenty-five or more General Contractors located in a territory outside the jurisdiction of an existing Chapter or Branch may petition the Association for a charter for a Chapter or Branch. The Membership Administrative Committee shall have the authority to waive the twenty-five member requirement contained herein.

(b) **Data Required.** Applications for Chapter or Branch charters shall be in writing. An application by a group of General Contractors shall be signed by the person or persons authorized by the group to act for it, and shall contain such information and other documentary evidence as the Membership Administrative Committee may require. An existing organization of nonmembers shall state its age and the number of its members, and shall furnish a copy of its rules and regulations, and a copy of its membership roster indicating any others than General Contractor members.

Article XIV
CHAPTER RIGHTS AND DUTIES

Section 1
DUES AND ASSESSMENTS

Any organization holding a charter as a Chapter or Branch may levy local dues or assessments upon its members in accordance with its own regulations for operations of the class of construction and within the occupational and territorial jurisdiction of the Chapter, provided there is no unjust discrimination against any member of this Association or any applicant for membership in the Chapter.

Section 2
CHAPTER CONDUCT

(a) A Chapter or Branch shall conduct its affairs in such manner as will maintain the standards of the Association. Regulations of Chapters and Branches shall be in conformity with these Bylaws, including all provisions relating to National dues.

(b) A Chapter or Branch shall respect the occupational and territorial rights of other Chapters and Branches chartered by the Association.

(c) Chapters and Branches in their operations should seek to work harmoniously with each other. In the event that a dispute between Chapters or Branches cannot be settled by mutual agreement, it should be settled by the Association.

(d) Chapters and Branches should encourage their members to offer to affiliate with any other Chapter or Branch holding appropriate jurisdiction within whose territory such members are performing construction work. Chapters and Branches should be impartial in their advocacy of the interests of Home Chapter and visiting contractor members.

(e) Chapters and Branches may not send out questionnaires to the membership or others, without indicating clearly that such questionnaires are not issued by the National Association.

(f) Chapters and Branches shall enroll all members of all types, except peripheral, localized entities which affiliate with chapters in booster capacities, as members of the Association. In all instances where a Chapter holds a charter of one or more associations other than AGC, all members of such organizations who are eligible for membership in AGC (as defined in the AGC Bylaws) must be members of AGC.

(g) Chapters and Branches may copy, display and otherwise use the Association's Marks for the purposes and in the manner that these Bylaws expressly authorize. Chapters and Branches may not make any other use of the Association's Marks without the Association's express written permission.

Chapters and Branches may use the Association's Marks for the purpose of truthfully publicizing their affiliation with the Association. Chapters and Branches may also use the Association's Marks (1) to encourage construction and other firms and individuals to become their members, (2) to encourage either their members or others to attend and participate in their workshops, seminars, conferences, programs, conventions or other meetings or activities and (3) to enhance their advocacy of their members' interests.

An individual Chapter or Branch may display the Association's Marks only in conjunction with such other words, acronyms, pictures or symbols as are necessary to distinguish the Chapter or Branch from the Association and from all other Chapters and Branches.

The Association encourages each Chapter and Branch to take a unique name and to display the Association's Marks only in conjunction with that name. In the alternative, Chapters and Branches may display the Association's Marks in conjunction with words or pictures that identify the state or other territory that falls within their jurisdiction. In addition, Chapters and Branches may display the Association's Marks in conjunction

with words or pictures that identify the occupational classifications within their jurisdiction. Chapters and Branches may display the Association's name and the acronym "AGC" in any color or typeface that does not infringe on any proprietary right of any other Chapter or Branch.

Neither Chapters nor Branches may modify the Association's Marks. Neither Chapters nor Branches may display the Association's Marks in any way that confuses the source of any product, service or information, or the source of any endorsement or other support for any product, service or information. Neither Chapters nor Branches may display or otherwise use the Association's Marks in any grotesque or facetious fashion or in any manner that detracts from the dignity or prestige of the Association or any other Chapter or Branch.

For the purposes and in the manner that these Bylaws expressly authorize, Chapters and Branches may print and display the Association's Marks on newsletters, stationary, business cards, signs, banners, certificates, awards and the like. For the same purposes, and in the same manner, Chapters and Branches may also copy electronic files of the Association's Marks and may display such files on computers and other electronic devices, over the Internet and otherwise, provided that Chapters and Branches shall be particularly mindful of the need to identify (1) the ownership of any Internet web site and (2) the source of any product, service or information, or endorsement or other support, that any Internet web site may feature.

Chapters and Branches may sublicense unilateral and joint training and apprenticeship programs, and educational foundations, to copy, display and otherwise use the Association's Marks for the purposes and in the manner that these Bylaws expressly authorize, provided that (1) the program or foundation is affiliated with the Chapter or Branch, (2) the program or foundation is non-profit, (3) the Chapter or Branch commits the terms and conditions of the sublicense to writing, and (4) the Chapter or Branch takes such steps as are reasonably necessary to ensure that the program or foundation offers and provides products, services or information of a quality satisfactory to the

Association. Chapters and Branches may not sublicense or otherwise authorize any other party to display or make any commercial or other use of the Association's Marks without the Association's express written permission. The suspension or revocation of the charter of any Chapter or Branch shall immediately terminate any and all of its rights to copy, display or make any other use of any of the Association's Marks.

Section 3

CHAPTER AFFILIATE AND ASSOCIATE MEMBERS

(a) A Chapter or Branch, at its discretion, may provide a form of limited membership by which firms other than General Contractors may be associated with the Chapter or Branch. Only Regular Members of the Association will be recognized as Chapter or Branch officers.

(b) All Chapter and Branch affiliates and associates shall be enrolled in the Association as Specialty Contractors or Suppliers/Service Providers.

Article XV
CHAPTER TERMINATION

Section 1
SUSPENSION OR REVOCATION

The charter of any Chapter or Branch may be suspended or revoked for failure to comply with the Bylaws, or for acts injurious to the best interest of the Association and the public. Before a charter may be suspended or revoked, the Chapter or Branch concerned shall be afforded a hearing before a panel of Directors appointed by the President. If a hearing is held, the panel shall make its findings and recommendations to the Executive Board, which has the power to act on the matter subject to review by the Board of Directors.

Article XVI
FINANCIAL OBLIGATIONS

Section 1
DUES -- HOW ESTABLISHED

The annual dues for each classification of members to finance the Association's operations and insure continuity of its services shall be fixed or changed by the Board of Directors.

Section 2
ANNUAL DUES FOR CALENDAR YEAR 2008

(a) **Purpose.** The purpose of this Section 2 is to set forth the dues for each category of national membership in calendar year 2008.

(b) **Home Chapter Dues for Regular Members.** The home chapter dues for national membership shall be \$450 for any Regular Member that has less than \$2 million in annual volume of construction work, \$595 for any Regular Member that has between \$2 million and \$5 million in such volume of work, \$995 for any Regular Member that has between \$5 million and \$10 million in such volume of work, \$1,495 for any Regular Member that has between \$10 million and \$20 million in such volume of work, \$2,775 for any Regular Member that has between \$20 million and \$45 million in such volume of work and \$3,950 for any Regular Member that has more than \$45 million in such volume of work.

(c) **Non-Home Chapter Dues for Regular Members.** For all Regular Members, the non-home chapter dues for national membership shall be \$250.

(d) **National Dues for Subsidiaries of Regular Members.** For all subsidiaries of all Regular Members, the home chapter dues and the non-home chapter dues for national membership shall both be \$250.

(e) **National Dues for Local Members.** The national dues for a Local Member shall be the same as the national dues for any firm which qualifies for the same category of membership in the Association through a Chapter.

(f) **National Dues for Provisional Members.** For the General Contractors among the Association's Provisional Members, the home chapter dues and the non-home chapter dues for national membership shall both be \$200 for the first year of Provisional Membership, \$300 for the second year of such membership and \$400 for the third year of such membership.

(g) **National Dues for Specialty Contractors.** For all Specialty Contractors, the home chapter dues and the non-home chapter dues for national membership shall be equal. Such dues shall, however, depend on the number of Specialty Contractors in the chapter that is collecting such dues and remitting them to the Association. The dues for the first 250 of the Specialty Contractors among the chapter's members shall be \$150; the dues for the second 250 shall be \$125; and the dues for the third 250 shall be \$100. There shall be no dues for the national membership of any other Specialty Contractors among the relevant chapter's members.

(h) **National Dues for Suppliers/Service Providers.** For all Suppliers/Service Providers, the home chapter and non-home chapter dues for national membership shall be equal. Such dues shall, however, depend on the number of Suppliers/Service Providers in the chapter that is collecting such dues and remitting them to the Association. The dues for the first 250 of the Suppliers/Service Providers among the chapter's members shall be \$125 and the dues for the second 250 shall be \$100. There shall be no dues for the national membership of any other Suppliers/Service Providers among the relevant chapter's members.

(i) **Educational Associates.** The National dues for such membership shall be \$75.

(j) **Young Constructor Associates.** The National dues for the first two years of such membership shall be \$25 per year. The National dues for the third and fourth years of such membership shall be \$50 per year. The National dues for all subsequent years of such membership shall be \$75 per year.

(k) **General Terms and Conditions.** Notwithstanding any other provision of this Section 2, the dues for the national membership of all members of any one Chapter need not exceed \$575,000. In light of these limits, and as may be necessary to avoid any hardship, Chapters shall have the flexibility to adjust the amounts that they collect from their various members, provided that the total amount of the dues payable to the Association for the national membership of all members of a Chapter shall not change.

Section 3

ANNUAL DUES FOR CALENDAR YEAR 2009 AND THEREAFTER

(a) **Purpose.** The purposes of this Section 3 are to set forth the national dues for each category of national membership in calendar year 2009 and thereafter, and to restrict the use of the additional dues paid in accordance with the following Section 3(b).

(b) **Annual Increase for Five Years.** The dues for each category of national membership in the association, including the limit set by Section 2(k) of this Article XIV, shall increase in calendar year 2009, and in each of the next four years, through and including calendar year 2013, by one-percent (1%) over the dues for the immediately preceding year. Thereafter, the dues for each category of national membership, including the limit set by Section 2(k) this Article XVI, shall remain unchanged from the dues for calendar year 2013.

(c) **Dedicated Fund.** Additional dues paid in accordance with the preceding Section 3(b) shall be deposited into a separate AGC fund exclusively dedicated to increasing public awareness of the construction industry and advancing its critical interests.

Section 4
PROCEDURES FOR COLLECTION OF DUES

The Executive Board shall establish rules and regulations implementing the provisions of Section 2 of this Article.

Section 5
SUPPLEMENTAL INCOME -- SUSTAINING MEMBERS

Members who receive unusual services or benefits from the Association may make supplemental payments in an amount commensurate with the benefits derived from membership in this Association. The Association shall issue an appropriate citation of appreciation to any such member firm which shall be recognized for its continued support as a Sustaining Member.

Article XVII
AMENDMENTS

Section 1
CHANGES IN BYLAWS -- NOTICE

The Board of Directors may make amendments to the Bylaws by a two-thirds majority vote of the Directors present and voting thereon. The Board of Directors, except by unanimous consent, shall consider only those amendments sent to the Directors at least thirty days prior to the opening date of the meeting. When considering an amendment, after due notice, the Board of Directors may revise or change the amendment as it deems advisable within the limits of the notice.

Section 2
ORIGIN

Amendments shall originate:

- (a) in committees, in which case they shall have the prior concurrence of the Rules and Ethics Committee and the Executive Board; or

- (b) in the Board of Directors.