

CAROLINAS AGC, INC. BYLAWS

ARTICLE I - BUSINESS OBJECTIVES

Section 1. Purpose of Incorporation

The purposes for which Carolinas Associated General Contractors, Inc. (CAGC) is formed are to:

- a. promote positive relationships between CAGC members and other individuals, firms, corporations, and departments of the governments of the United States and the states with which the members have business relationships;
- b. maintain high professional standards in the conduct of the work of the membership;
- c. encourage efficiency among members;
- d. encourage methods of contracting which serve the interests of the construction user;
- e. encourage sound business methods;
- f. provide methods and means whereby the members may avail themselves of the greater power of combined efforts through CAGC acting as an authoritative body, in securing just and honorable dealings with the public;

Section 2. Authority of CAGC

In furtherance of these objectives, but not in limitation thereof, CAGC has the power to:

- a. promote sound and equitable labor management policies and programs that will assure an adequate supply of skilled manpower for the construction industry in the Carolinas;
- b. further training and education of those connected with the industry;
- c. promote safe construction operations for the protection of construction workers and the general public;
- d. promote cooperative relations between general contractors and those with whom they deal or have contact in construction;
- e. acquire, own, mortgage, operate and dispose of real and personal property needed for the operations of CAGC and to invest its funds; and to
- f. perform any and all other acts reasonably necessary to accomplish its objectives and purposes as above stated.

ARTICLE II - MEMBERSHIP

Section 1. Classifications

General Contractor Membership: General contractor membership may be granted to general contractor companies licensed under the laws of North and/or South Carolina that are engaged in the business of general contracting. The Board of Directors may grant exceptions to the licensing requirement.

The term general contractor shall mean any firm, individual, association or corporation that is capable of undertaking construction work as a prime contractor for a fixed price, commission, fee or percentage with overall responsibility for completion of a project.

Applicants for general contractor membership shall designate (a) building, (b) highway-heavy or (c) utilities as their predominant type of construction activity.

Provisional GC Membership: For the purpose of developing qualified members and to provide better contact with prospective members, a provisional GC membership may be granted to the general contractors for not more than one (1) calendar year.

Non-Home Chapter GC Membership: Membership in this class shall be limited to a general contractor member firm from another AGC Chapter operating in the Carolinas. Hereafter, any reference to "general contractor member" shall be deemed to include "non-home chapter members," unless specifically provided otherwise.

Honorary Membership: Honorary membership may be conferred upon individuals at such time and under such terms as the Board of Directors shall determine.

Specialty Contractor Membership: A membership in this class shall be available to all types of subcontractors and specialty contractors.

Supplier/Service Company Membership: A membership in this class shall be available to all supplier and service companies providing support to the construction industry.

Retired Membership: Retired membership is granted to those who have retired and are not consulting to the industry and are not currently employed by a CAGC member company or a company that is eligible for membership in any category. An individual member, whose status changes is no longer eligible for this category of membership, and must notify CAGC immediately.

Section 2. Membership Applications

Membership is provisional until final approval by the Board of Directors.

Section 3. Membership Resignation, Termination, and Expulsion

Resignation: Any member may, by giving written notice, resign from membership. Dues, service fees, and all obligations incurred to the date of resignation are due immediately. All rights, privileges, and interests of a member in or to CAGC shall cease on the resignation date.

Termination and Expulsion: Any member may be expelled for cause. Sufficient cause for such expulsion of a member shall be violation of the Bylaws or any lawful rule or practice duly adopted by CAGC, or any other conduct prejudicial to the interests of CAGC. Expulsion shall be effected by a two-thirds (2/3) vote of the Board of Directors, provided that a statement of cause shall have been mailed by certified or registered mail to the last recorded address of the member at least fifteen (15) days before final action is taken. This statement shall be accompanied by a notice of the time and place of the Board of Directors

meeting at which the matter shall be considered. The member shall have the opportunity to appear in person and/or to be represented by counsel to respond before action is taken.

Code of Ethical Conduct

The Code of Ethical Conduct of Carolinas AGC shall be as set forth in the "Bylaws and Code of Ethical Conduct" of the Associated General Contractors of America, Inc.

Section 4. Membership Reinstatement

An expelled member shall not be entitled to membership unless the Board of Directors decides otherwise.

A member, terminated for failure to pay dues, may be reinstated when all delinquent dues, and any other outstanding invoices, have been paid to CAGC.

ARTICLE III - DIVISIONS AND SECTIONS

Section 1. Divisions

To provide a forum for discussing matters of common concern and to further the interests of members involved in similar types of construction activities, general contractor members will be divided into three (3) occupational divisions:

(a) Building: Includes all members engaged in the construction of projects for manufacturing, institutional, commercial and residential purposes and work pertinent to these projects except work as otherwise defined in the other divisions. Building construction shall include demolition for building construction.

(b) Highway-Heavy: Includes all members engaged in the construction of roads, streets, bridge, dams, docks, dredging, airport runways, clearing and grubbing, railroads, major excavation and all other pertinent work.

(c) Utilities: Includes all members engaged in the construction of water, sewer, and gas pipelines, water and waste treatment facilities, electrical transmission lines and related work.

Other than GC Divisions:

(a) Specialty Contractor: Includes all members engaged primarily in subcontracting or specialty contracting

(b) Supplier/Service Company: Includes all companies providing products or services to the construction industry

Section 2. Sections

To promote closer relations between general contractor members engaged in the same type of construction and federal and state awarding agencies,

(a) The Highway-Heavy Division will be divided into three (3) sections:

- (1) North Carolina Highway Section
- (2) South Carolina Highway Section
- (3) Bridge Section

(b) The Building Division will be divided into two (2) sections:

- (1) North Carolina Building Section
- (2) South Carolina Building Section

ARTICLE IV - DUES

Section 1. Dues and Assessments

Annual dues and assessments shall be determined by the Board of Directors.

Procedure shall be in accord with The Associated General Contractors of America, Inc. bylaws and may be passed on to the members upon approval by the Board of Directors.

Annual dues and assessments to CAGC and AGCA shall be determined by the CAGC Board of Directors.

Section 2. Dues Delinquency

Any CAGC member delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified of such delinquency. If payment of dues is not made within the next thirty (30) days, the delinquent member may be terminated.

ARTICLE V – MEMBERSHIP MEETINGS AND VOTING

Section 1. Annual Membership Meeting

CAGC shall hold an annual membership meeting at a time and place selected by the Board of Directors. Members shall be given at least twenty-one (21) days advance notice of an annual meeting.

Section 2. Special Membership Meeting

A special membership meeting of CAGC may be called by

- (a) majority vote of the Board
- (b) the Chair of the Board upon CAGC's receipt of a written request signed by one tenth (1/10) of the general contractor members, within thirty (30) days after the filing of such request with the President and CEO

Notice of a special meeting must be given to each general contractor member at least twenty-one (21) days prior to the date of the meeting, giving time, date, place and the specific purpose for which the meeting is called, and no other business may be considered at that time.

Section 3. Division Meetings

Occupational divisions will meet at the annual membership meeting and at least one (1) additional meeting will be held between the annual membership meeting either as a division or by sections. Any items from division meetings requiring Board action will be forwarded to the President & CEO.

Section 4. Voting

A majority of the general contractor members present shall constitute a quorum for the transaction of business at any membership meeting. Each general contractor member having a representative present is entitled to one (1) vote upon any action taken at any CAGC meeting. Unless otherwise specifically provided in the bylaws, a majority vote of the general contractor members present at any CAGC meeting shall be sufficient for the transaction of business.

Section 5. Notice

Notice may be given by personal delivery, telephone, postal mail, electronic mail, or fax.

Section 6. Action By Written Ballot

Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Vote of the members by written ballot may be by a ballot submitted by electronic transmission, including electronic mail, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.

Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast.

All solicitations for votes by written ballot shall indicate the time by which a ballot shall be received by the corporation in order to be counted.

ARTICLE VI – EXECUTIVE COMMITTEE (CAGC OFFICERS)

Section 1. Composition

The officers of CAGC comprise the Executive Committee and shall be the Chair, Chair Elect, Immediate Past Chair, Treasurer, Vice Chair, and President & CEO, ex officio, who serves as Secretary.

The Chair, Chair Elect, Immediate Past Chair, Treasurer, and Vice Chair shall represent at least two (2) of the three (3) occupational divisions.

The Chair shall not be selected from the same occupational division for three (3) consecutive years.

Section 2. Authority and Responsibility

The Executive Committee shall act in place and instead of the Board of Directors between Board meetings on all matters requiring Board action excepting those matters specifically reserved to the Board by these Bylaws. Action of the Executive Committee shall be reported to the Board for ratification by mail or at the next Board meeting after the Executive Committee minutes are approved.

Section 3. Quorum

A majority of the voting Executive Committee shall constitute a quorum.

Section 4. Duties of Chair

The Chair shall serve as Chair of the Board of Directors and Executive Committee. The Chair shall also serve as ex-officio, with right to vote, on all committees except the nominating committees and non-voting on the Foundation Board of Trustees. The Chair may make recommendations of standing and special committees, task forces, and trustees with the approval of the Board of Directors.

Section 5. Duties of Chair Elect

The Chair Elect shall perform the duties of the Chair in the event of the latter's inability to serve.

Section 6. Duties of Treasurer

The Treasurer chairs the Finance and Audit Committees.

Section 7. Duties of Vice Chair

The Vice Chair shall perform such other duties as the Chair may direct.

Section 8. Duties of President & CEO and Secretary

The President & CEO and Secretary shall be a full-time salaried employee appointed by the Board of Directors, serving at the will of the Board, and shall be responsible for administration and management of CAGC and all its subsidiaries. The duties and salary of the President & CEO and Secretary shall be determined by the Board of Directors.

The President & CEO and Secretary shall be a member ex-officio of the Executive Committee, all standing and special committees, excepting nominating committees, without vote. The President & CEO and Secretary shall keep minutes all CAGC and CAGC entities' Board meetings and submit a State of the Association report at the annual membership meeting. With procedures approved by the Executive Committee, the President & CEO and Secretary will employ, discharge and determine salaries and benefits of CAGC's and its subsidiaries staffs. The President & CEO and Secretary shall define the duties of the staff, supervise their performance, and establish their titles.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the

Executive Committee,

Chairs and Vice Chairs of the five Divisions,

Four (4) Directors At-Large, and

not more than three (3) additional Directors who are appointed by the Chair with the advice and consent of the Board

Section 2. Authority and Responsibility

The Board of Directors shall have supervisory control of the affairs of CAGC; shall determine its policies or changes therein within the limits of the Bylaws; shall actively pursue its purposes and shall have discretion in disbursement of its funds.

The Board of Directors will

- a. adopt an annual budget
- b. require an annual audit of CAGC and all subsidiaries
- c. determine the dues, fees and assessments, if any, of each member
- d. create and dissolve committees and task forces
- e. approve committee and task force appointments
- f. fill vacancies in elective and appointive offices
- g. hire and oversee the performance of the President and CEO
- h. appoint Boards of subsidiary entities per their bylaws
- i. approve proposed bylaws amendments of subsidiary entities
- j. receive Board minutes of subsidiary entities
- k. receive strategic plans of subsidiary entities
- l. determine the location of CAGC
- m. determine the time and place of the annual meeting; and
- n. any and all other duties usual and incidental to such governance and oversight.

Section 3. Board Meetings

A regular meeting of the Board of Directors shall be held no less than three times during CAGC's fiscal year. Special Board meetings may be called by the Chair or at the request of any three (3) directors, by notice. Notice may be given by personal delivery, telephone, postal mail, electronic mail, or fax.

Section 4. Voting

Voting rights of a director shall not be delegated to another nor exercised by proxy.

Section 5. Quorum

A quorum shall consist of a majority of the members of the Board.

Section 6. Compensation

Directors shall not receive any compensation for their services as directors, except the President and CEO who serves as Secretary. The Board may set policy authorizing reimbursement of expenses incurred in the performance of their duties.

Section 7. Resignation or Removal

Any director may resign at any time by giving written notice to the Chair or President and CEO, who shall notify the Board of Directors. Resignations are effective at the time specified, or, if not specified, at the time determined by the Board.

Any Board-appointed director may be removed by a two-thirds majority vote of the entire Board of Directors. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director.

Any officer or director elected by the members may be removed by the members only at a meeting called for the purpose of removing the officer or director. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the officer or director.

Any officer or director proposed for removal shall be entitled to at least ten days notice of the meeting at which such removal is to be voted upon and shall be entitled to appear and be heard at such meeting.

Section 8. Vacancies

Any vacancies that may occur in any office or on the Board of Directors by reason of death, resignation, or otherwise may be filled by appointment by a majority vote of the remaining members of the Board for the unexpired term.

Section 9. Indemnification

CAGC shall indemnify directors, officers, employees and agents to the full extent authorized by Part 5 of Article 8 of Chapter 55A of the North Carolina General Statutes or corresponding section of any amended statute.

ARTICLE VIII - ELECTION AND TERMS

Section 1. Eligibility

To serve as an officer, a candidate must be from a general contractor member firm.

To be eligible as a director, a candidate must be an owner or employee of a member firm.

There shall be no more than one director (including officers) per company on the Board of Directors at any time.

Section 2. Terms

All terms of office begin January 1.

The Chair, Chair Elect, Treasurer, Vice Chair, Immediate Past Chair, and any appointed Directors serve one year terms of office.

Four Directors-At-Large will be elected for two year terms. The terms of office of the Directors At-Large will be staggered so that two Directors-At-Large are elected annually.

Appointed Director terms are one year.

Section 3. Nominating Committees

(a) Officers and Directors At-Large

The incoming CAGC Chair shall appoint a nominating committee approved by the Board before installation, which shall consist of five regular members not holding office of whom not more than three (3) shall be past CAGC Chairs, to include the Immediate Past Chair, who shall serve as Chair. One member of the nominating committee shall have served on the nominating committee the previous year.

(b) Division Chairs

Each Division Chair will appoint a nominating committee of not less than three members of that division which shall nominate one person for the office of Chair and Vice Chair.

Section 4. Nominations and Election Process:

By September 1, the CAGC nominating committee shall name one person as a candidate for Chair, Chair Elect, Treasurer, Vice Chair and each directorship at-large. The Division Nominating Committees shall name one person as a candidate for Division Chair and Vice Chair, and the Chair Elect has the option of appointing up to three directors.

Nominations will be announced to the regular membership by email or electronic newsletter.

Regular members may propose additional CAGC Board candidates provided five members submit the name to the President and CEO by September 15. Division members may propose additional Division candidates with the same procedure. Specialty/Subcontractors and Supplier Services may do the same for Advisory Council candidates.

By October 1, ballots for contested candidates shall be sent to all general contractor members for the CAGC Board election and to each Division for the Division elections.

Section 5. Voting

Each regular member shall have the right to one vote each for Chair, Chair Elect, Treasurer, Vice Chair and Directors At-Large. Each regular company division member will have the right to one vote for a Chair and Vice Chair of their division.

Specialty Contractor and Supplier/Service Company members may only vote for the Chair and Vice Chair of the division to which they belong.

When nominees are unopposed, they will be declared elected.

ARTICLE IX - ADVISORY COUNCILS

Section 1. Specialty Contractor and Supplier/Service Company Advisory Councils

The Chair Elect of the CAGC Board in consultation with the Chairs Elect of the Specialty Contractor and Supplier/Service Company Advisory Councils will make Council appointments by November 1.

Each Advisory Council may represent as far as possible the composition of the various specialty contractor trades and supplier service companies that are member firms. The Advisory Councils will serve as the bodies to represent the needs, problems, and concerns of the members within the division to the Board of Directors.

The Specialty Contractor Advisory Council, with the approval of the Board of Directors, is authorized to subdivide the division into sections representing the major trades within the division.

ARTICLE X - COMMITTEES

Section 1. Appointment

The Chair, subject to the approval of the Board of Directors, shall annually appoint the Chairs and prescribe the duties of special, subcommittees, and task forces as may be required by the Bylaws or as necessary. The functions of all standing and special committees shall be advisory only, unless power to act for CAGC is specifically conferred by the Board.

The three standing committees are:

Finance Committee

Audit Committee

Nominations Committee

ARTICLE XI - FINANCE

Section 1. Fiscal Year

The fiscal period of CAGC shall be prescribed by the Board of Directors.

Section 2. Insurances

All officers and employees handling CAGC funds shall be covered by appropriate insurances.

Section 3. Budget

With recommendations of the Finance Committee and approval of the Executive Committee and the Board of Directors, an annual operating budget covering all activities of CAGC and its subsidiaries shall be approved.

Section 4. Audit

The accounts of CAGC and its subsidiaries shall be audited not less than annually by a certified public accounting firm specializing in non-profits and for-profits that shall be recommended by the Audit Committee and approved by the Executive Committee.

The Treasurer and Auditors will present the audit to the Board of Directors, following the end of each annual fiscal period. Members may review CAGC's annual audit in the headquarters office during normal working hours.

Section 5. Limitation of Liabilities

Nothing herein shall constitute CAGC members as partners for any purpose. No CAGC member, officer, agent or employee shall be liable for the acts or failure to act on the part of any other CAGC member, officer, agent or employee. Nor shall any CAGC member, officer, agent or employee be liable for acts or failure to act under these Bylaws, excepting only acts, or omissions to act, arising out of willful misfeasance.

Section 6. Dissolution

In the event of dissolution, the CAGC Board of Directors shall decide to which 501(c)3 CAGC's assets shall be distributed.

ARTICLE XII - AMENDMENTS

Section 1. Authority

These Bylaws may be amended or repealed by the membership or by the Board of Directors provided, however, that the Board of Directors shall not have the right to change the authorized number of officers or directors of CAGC, their method or terms of election, nor actions pertaining to the continuation of CAGC, nor the provisions of Article XII (Amendments).

Section 2. Origin of Amendments

Amendments may originate with the Board of Directors, or by petition of one tenth (1/10) of the regular members.

Section 3. Procedure

(a) **Member Voting**

The members attending a meeting may make amendments by a two thirds (2/3) majority vote of those members present.

(b) **Member Notice & Revision**

The regular membership shall consider amendments only after notice and a copy of the proposed amendments have been sent to the regular membership at least thirty (30) days prior to the date of the annual membership meeting or other membership meetings called for this purpose. Notice may be given by personal delivery, telephone, postal mail, electronic mail, or fax.

(c) **Board Voting**

The Board may make amendments, subject to the exceptions described in these Bylaws, by a two thirds (2/3) majority vote of the entire membership of the Board.

(d) **Board Notice & Revision**

The Board, except by unanimous consent, shall consider amendments only after a copy of the proposed amendments has been sent to the Board members at least ten (10) days prior to the meeting. Anytime the Board of Directors exercises its right to change the Bylaws such changes will be reported to the membership within ten (10) days.

(e) **Member Proposed Revisions**

A proposal to amend the Bylaws signed by a least one tenth (1/10) of the regular members will be considered by the Board at the next regular meeting. Such petition shall be complete and in the hands of the President and CEO at least thirty (30) days prior to such meeting of the Board, together with the proposed amendment(s), reasons for its presentation, and an explanation of its intended accomplishments.

The recommendation of the Board shall be reported to the membership for its consideration and action.

(f) **Board Proposed Revisions**

When the subject of the amendment is one in which the Board has full authority, its action shall be final.

i. Member Appeals

An appeal may be taken to the next meeting of the membership upon petition from an additional one tenth (1/10) of the regular members. The petition shall be completed and filed with the President and CEO at least thirty (30) days prior to a meeting of the membership. The entire membership shall be given at least twenty-one (21) days notice of the appeal and furnished with a copy of the proposed amendments together with a report from the Board concerning its action thereon.

January 21, 2011