

**BYLAWS
OF THE
HEAVY CONSTRUCTION CONTRACTORS ASSOCIATION
A Nonprofit Corporation**

Article I

1. **Name.** The Name of the association is the Heavy Construction Contractors Association, Inc., a nonprofit corporation incorporated in the State of Virginia.

2. **Location.** The principal office of the Association shall be located in Northern Virginia at such place or places as the Board of Directors shall designate.

3. **Purposes.** The purposes of the Association include those matters set forth in the Articles of Incorporation as well as:

a. providing opportunities for dialogue, education, advancement, and improvement of all aspects of the heavy construction industry in the metropolitan Washington, DC, area through meetings, seminars, communications, publications, and other programs and activities;

b. articulating and advocating the needs and interests of the heavy construction industry before legislative, administrative, and judicial branches of local and state governments;

c. cooperating on behalf of the heavy construction industry with suppliers, distributors, dealers, insurers, and customers directly and through their associations in matters involving the business and governmental affairs of the industry; and

d. promulgating policies and conducting activities for the betterment of all those individuals and firms involved in some aspect of the heavy construction industry.

e. participating for the purpose of mutual benefit in an exchange of information and experience with State, County, Town, Government Agencies, Public Utility Corporations and other persons, firms and corporations engaged in, doing business with, or impacting on the heavy construction industry.

4. **Restrictions.** All policies and activities of the Association shall be consistent with:

a. applicable federal, state and local antitrust, trade regulation, or other legal requirements; and

b. applicable tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Article II

1. **Membership Qualifications.** Membership in the Association is available to persons or firms involved in, or associated with, the heavy construction contracting industry.

2. **Voting Membership.** Regular voting membership in the Association is limited to persons or firms engaged in the industry as either a contractor or supplier of goods and services and who pay regular dues. Regular members may serve as directors and hold office. Classes of regular voting members are defined as follows:

a. **Contractor Membership.** Contractor Membership shall be limited to individuals, firms or corporations who possess a contractor's license and whose principal business is as a contractor. Applicants for membership must have been engaged in that pursuit for at least one year prior to applying for membership in the Association and shall have established a reputation for skill, integrity and responsibility. Employees of member firms may serve on committees and such employees would be eligible for election to the Board of Directors and to office.

b. **Associate Membership.** Associate Membership shall be limited to individuals, firms and corporations involved in, or associated with, supplying goods and services to the heavy construction contracting industry. Applicants for membership must have been engaged in that pursuit for at least one year prior to applying for membership in the Association and shall have established a reputation for integrity and responsibility. Qualified employees of member firms may serve on committees and such employees would be eligible for election to the Board of Directors.

3. **Non-Voting Membership.** The following membership classifications have no vote nor are they eligible to serve as directors or hold office in the association:

a. **Honorary Membership.** Honorary Membership may be extended by the Association, upon approval of the Board of Directors to:

1). those individuals who have made outstanding contributions to the construction industry; or,

2). those individuals who have had distinguished careers in political or public service associated with or related to the construction industry. No dues will be assessed to Honorary Members and they shall be entitled to all benefits and privileges of the Association.

b. **Lifetime Membership.** Lifetime Membership may be extended to those individuals who were formerly actively engaged in the construction industry by a majority vote of the HCCA Board of Directors. Lifetime membership shall be awarded to an individual in recognition of a lifetime commitment to the heavy construction industry. No dues will be assessed to Lifetime Members. Lifetime Membership privileges shall not extend to either the honoree's prior company or to any future company that the honoree may become involved regardless of his or her affiliation or ownership position. Lifetime members shall be entitled to all benefits and privileges of the Association.

c. **Professional Membership.** Professional Membership shall be limited to individuals, firms or corporations whose principal business and/or profession is that of being a practicing lawyer, architect, engineer, surveyor, soil scientist, certified public accountant, or banker, as determined by the Board of Directors. Professional members shall be accorded all other benefits and privileges enjoyed by Voting Members. Professional members' dues shall be set at one-half the total dues levied on Voting Members. Professional Members have the option of electing to become a Voting Member, should they wish to have voting privileges and have the right to hold office. In the event they exercise this option, however, their dues status will automatically change to that of a Voting Member.

d. **Government Membership** may be extended to those individuals who are employed by a state, county or other governmental body which is actively engaged in the review, oversight, permitting or inspection of persons involved in the construction industry. No monthly dues will be assessed to governmental members and they shall be entitled to all benefits and privileges of the Association.

4. **Election.** The method of election to membership shall be as follows:

a. **Application of Membership.** Every candidate shall be proposed by a member in good standing, and shall be required to agree to abide by, and accept, the provisions of the Bylaws and any amendments thereto and a Code of Ethics adopted as a Policy Statement of the Board. Applications for membership must be accompanied by a check for the current initiation fee and include the pro-rated current annual dues as fixed by the Association. Annual dues and initiation fees shall be assessed by the Board of Directors. Immediately after receipt of any application conforming to this Section, it shall be referred to the membership committee.

b. **Application Review.** The membership committee shall investigate all applications for membership referred to it. If the applicant shall appear qualified, the membership committee shall submit its report and recommendations to the Board of Directors. The Board of Directors will elect or reject applicants. The Board shall have exclusive power by a majority vote of those present to approve membership.

5. **Resignation from Membership.** Resigning members shall not be entitled to any refund of dues paid.

6. **Censure, Suspension or Expulsion of Members.** The Board of Directors by a two-thirds vote may censure, suspend or expel any member for conduct subversive of the purposes, principles and Code of Ethics of the Association. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board. Any member proposed for expulsion for another reason is given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

7. **Reinstatement to Membership.** A vote of two-thirds of the entire Board of Directors shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this Section.

8. **Transfer of Membership Upon Death.** Upon the death of a member, such membership may be transferred for the balance of the annual period to another party designated by a personal representative of (lie deceased, subject to approval of said transfer by the Board of Directors.

Article III

1. **Dues.** Dues are established by the Board of Directors.

2. **Delinquency.** Any member of the Association who is delinquent in dues for a period of ninety (90) days is notified of the delinquency and suspended from membership. If dues are not paid within the succeeding thirty (30) days, the delinquent member forfeits all rights and privileges of membership and is expelled.

3. **Refunds.** No dues will be refunded.

Article IV

1. **Directors.** The governing body of the Association is the Board of Directors, which has authority and is responsible for the supervision, control and direction of the Association.

2. **Board Composition.** The Board of Directors consists of not more than eight board members plus the five officers of the Association for a total of 13 people.

3. **Election and Term of Office.** The Nominating Committee shall prepare a

slate of candidates for election to the Board. An election shall be held at each annual meeting of the Association is held to choose four new members of the Board of Directors. Board members serve staggered terms of two years. Term of office shall begin on January 1 and expire on December 31. No board member may serve succeeding terms, however, a person who has previously served as a board member may again be elected following one year's absence from the Board. Persons filling an unexpired board term for one year are eligible for election to the board in their own right.

4. **Vacancies.** If a vacancy occurs on the Board for any reason, the position may be filled for the unexpired portion of the term by the Board.

5. **Meetings.** The Board of Directors shall meet at least four times per year at whatever time and place it selects. The presence of any seven directors constitutes a quorum. A majority of directors where a quorum is present is necessary to make a decision except where some other number is required by law or by these Bylaws. Proxy voting is not permitted. Mail voting is permitted. Special meetings may be called by the President at any time or upon formal request by any five or more Board members.

6. **Removal.** A director may be removed for failure to fulfill his duties and responsibilities as a director or for violations of the Code of Ethics of the Association upon unanimous vote of the Board of Directors.

7. **Compensation.** Directors do not receive compensation for their services.

Article V

1. **Officers.** The officers of the Association are a President, a Vice President, a Treasurer, a Secretary who shall be elected by and from the seated board of the Association and an Immediate Past President.

2. **Duties.** The duties and responsibilities of the officers shall be as follows:

a. **President.** The President shall be the chief executive officer of the Association and who shall preside at its meetings and those of the Board of Directors. He shall be the official spokesman of the Association in matters of public policy. He shall appoint such special committees as the Board of Directors may direct, shall call meetings as provided in these Bylaws, shall be an ex-officio member of all committees and shall perform all other duties usual to such office. He shall sign checks of the Association in the absence of the Treasurer.

b. **Vice President.** The Vice President shall, in the absence of the President, or upon his direction, perform all of the duties of the President.

c. **Secretary.** The Secretary shall issue notices of all meetings and shall attend and keep the minutes of same, shall have charge of all corporate books, records and papers, shall be custodian of the corporate seal and shall perform all such duties as are incidental to this office, and that from time to time maybe assigned to him by the Board of Directors. Duties of the Secretary may be delegated to the Executive Director as hereinafter provided.

d. **Treasurer.** The Treasurer shall have custody of all money and securities and shall give bond in such sum and with such securities as the Directors may require, conditioned upon the faithful performance of the duties of his office. He shall sign all checks of the Association, shall keep regular books of account and submit them, together with all his vouchers, receipts, records and other papers to the Directors for their examination and approval as often as they may require. He shall keep a record of the dues of all members and shall perform all such duties as are incidental to his office and that from time to time may be assigned to him by the Board of Directors. Duties of the Treasurer may be delegated to the Executive Director as hereinafter provided.

e. **Immediate Past President.** The Immediate Past President shall chair the Nominating Committee of the Association.

3. **Election and Term of Office.** The Nominating Committee shall prepare a slate of candidates for the officers of the Association from the members of the seated Board. The President and Vice President must be contractors. Either contractors or associate members can be considered for Secretary and Treasurer. Election of officers shall be by the Board. Term of office shall be for two (2) years. Term of office shall begin on January 1 and expire on December 31.

4. **Vacancies.** If a vacancy occurs among the officers, for any reason, the position may be filled for the unexpired portion of the term by the Board.

5. **Removal.** An officer may be removed for failure to fulfill his duties and responsibilities as an officer or for violations of the Code of Ethics of the Association upon unanimous vote of the Board of Directors.

6. **Compensation.** Officers do not receive compensation for their services.

Article VI

1. **Annual Membership Meeting.** The Association holds; an annual meeting of the regular membership at the time and place that the Board of Directors determines. Notices of the hour and place shall be sent to all members not less than ten days prior to the meeting. At such meeting the active members shall elect the officers and directors of the Association as hereinafter provided and shall transact such other business as may properly come before the meeting.

2. **Meetings of the Membership.** General Membership Meetings shall be held on a regular basis.

3. **Special Meetings.** Special meetings may be called after seven days written notice to the voting membership at any time by the President or the Board of Directors. Special meetings of the voting membership may also be called by the President whenever formal request in writing is made by ten voting members over their own signatures. Such meetings shall be held within fifteen days after receipt of such application and after written notice to the voting membership. The notice shall state the reason for the special meeting.

4. **Voting.** A majority of the members present constitutes a quorum except where some other number is required by law or these Bylaws. Proxy voting is not permitted. Mail voting is permitted.

Article VII

1. **Committees.** The President, with the approval of the Board of Directors shall appoint standing committees from the Association membership. Such committees shall, unless otherwise specified, consist of not less than three members each, a majority of which shall constitute a quorum. The President shall designate the chairman of each committee.

a. **Executive Committee.** The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, the Immediate Past President, and the Executive Director (ex-officio) and shall constitute the body to represent the Board of Directors between Board meetings, and to serve as an advisory administrative group to the Executive Director. The Executive Committee shall hold meetings as necessary and keep full minutes of all meetings and of all actions taken and shall report to the Board on such actions as soon as practical.

b. **Nominating Committee.** The Nominating Committee shall consist of the three most current past president. It shall serve as an ad hoc committee to nominate a slate of candidates for membership on the Board of Directors and for office. In choosing candidates, the Nominating Committee shall seek those members of the association who have been active on committees and/or other activities of the association.

Article VIII

1. **Administrative Officers.** The following administrative officers may be employed by the Board of Directors at such rate of compensation, if any, as they deem fair and proper:

a. **Executive Director.** An Executive Director who shall serve as the chief administrative head of the Association. The Executive Director shall employ an

adequate staff to carry on the business of the Association as instructed by the Board of Directors. The Executive Director shall act as assistant Treasurer of the Association and shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a semi-annual statement to the Board of Directors and an annual statement to the membership. The Executive Director shall also act as assistant Secretary of the Association and shall keep a record of all official proceedings of the Association and its Board of Directors.

b. **General Counsel.** A General Counsel who shall be an attorney-at-law admitted to the practice within the territorial jurisdiction of this Association.

Article IX

1. **Voting Privileges.** The voting privileges shall be limited as follows:

a. At such meetings of the membership only members in good standing shall have the right to vote. Firms, corporations or partnerships, holding a voting membership, shall be entitled to one vote to be cast by a duly designated representative.

b. At meetings of the Board of Directors only members of the Board shall have the right to vote.

2. **Majority Vote.** A majority vote on any measure except where otherwise specifically provided herein will be determined as follows:

a. A vote of more than one-half of the voting members present at any meeting of the membership shall carry any measure provided the number of voting members in attendance at the meeting constitutes a quorum.

b. A vote of more than one-half of the Directors present at any meeting of the Board of Directors shall carry any measure other than censure provided the number of Directors in attendance at the meeting constitutes a quorum.

Article X

1. **Handling of Funds.** Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors. Payments from the funds of the Association shall be made on checks containing two authorized signatures.

2. **Budget.** The Board of Directors shall approve a budget for each calendar year, and the Association shall function within the totals of such a budget, Any expenditures in excess of such budget must be authorized by the Board of

Directors and be subject to the approval of the membership,

3. **Bonds.** The Treasurer and other officers handling the funds of the Association shall furnish a bond at the expense of the Association in such amount as the Board of Directors shall determine.

4. **Audit.** There shall be an audit of the finances of the Association by a qualified Accountant designated annually by the Board of Directors every two years; and this, together with a financial statement and report from the Treasurer, shall be submitted to the Board of Directors. In addition, there may be an audit upon transfer of charge in the Office of the Treasurer.

Article XI

1. **Fiscal Year.** The fiscal year of the Association shall be the calendar year.

Article XII

1. **Notices.** Members shall furnish the Executive Director with their official address and the mailing of any notice or notices to such address shall be deemed service of such notice or notices upon them as the date of mailing the same. When these Bylaws require notice to be given to the members, notice by regular mail, email, or telefax shall be sufficient and shall be deemed equivalent forms of notification.

Article XIII

1. **Rules of Procedure.** Robert's Rules of Order shall govern the procedure of all meetings of the Association.

Article XIV

1. **Amendments.** Amendments to these Bylaws may be made without prior notice at an annual meeting of the Association or upon ten (10) days written notice to the members before a regular monthly meeting, by a two-thirds vote of the voting members present at the meeting. Emergency amendments may be made at any time by a two-thirds vote of the Board of Directors. Emergency amendments are binding and all actions of the Board under these amendments are valid. Subsequent approval by a two-thirds vote of the majority of voting members present at the next meeting of the Association's regular membership shall be necessary to make an emergency amendment permanent.

Article XV

1. **Dissolution.** The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of these funds shall inure, or be distributed, to the members of the Association. On the dissolution of the Association, any remaining funds after all debts of the Association are paid shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization selected by the Board of Directors.

Article XVI

Indemnification: The Corporation shall indemnify all individuals made a party to any proceeding because he is or was a director or officer of the corporation against liability incurred in the proceeding if the director or officer conducted himself in good faith and believed in the case of conduct in its official capacity with the corporation, that his conduct was in its best interest and in all other cases, that its conduct was at least not opposed to the best interest of the corporation and, in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. Any determination of indemnification shall be made by the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding or, if a quorum cannot be obtained, by a majority vote of the committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding, or by special legal counsel selected by the board of directors or its committee in the manner described above.

Proposed to membership and approved at the November, 2003 annual business meeting of the HCCA with amendments to Article 2, Section 3b, Lifetime Membership as contained in this document.

Respectfully Submitted and Revised
Jim Stepahin
Executive Director
HCCA
11/26/2003