

# CONSTITUTION AND BY-LAWS OF NUCA OF WASHINGTON

*(formerly Utility Contractors Association of Washington)*

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## ARTICLE 1

### NAME, SEAL AND PRINCIPLE OFFICE

#### NAME

Section 101. The name of the Association shall be UTILITY CONTRACTORS ASSOCIATION OF WASHINGTON doing business as (DBA) NUCA OF WASHINGTON, a corporate of the State of Washington.

#### CORPORATE SEAL

Section 102. The corporate seal of this Association shall bear the name of Association and the words, "Incorporated, State of Washington."

#### PRINCIPAL OFFICE

Section 103. The principal office of the Association shall be established and maintained in such location or locations in the State of Washington as the Board of Directors shall from time to time determine.

## ARTICLE II

### PURPOSES

Section 201. The primary purpose of this Association is to represent the best interests of Civil Construction Contractors who are engaged in such work as the construction of utility lines – including, but not limited to, metallic and non-metallic pipe for storm and sanitary sewers and drainage, water lines, cables, duct, conduits, and all other utility work – and projects relating to drainage, sanitation, sewage and solid waste disposal, irrigation, flood control, water supply and similar utility construction work, whether such work is or is not part of, or incidental to, building construction or street and highway construction and/or improvement, and whether such work is inside or outside property lines, on public or private property, on or off streets or highways, or on or off building or other construction sites and such other purposes as are specified in the Articles of Incorporation, together with all other lawful purposes which will further the interests of the Civil Construction Industry.

To accomplish the foregoing purposes, the Association's activities are designed;

- (a) To define, establish and preserve the identify and the common interests of the Civil Construction Industry;

- (b) To promote better relations between civil construction contractors and governmental agencies, general contractors, labor, professional engineers, and the public at large;
- (c) To foster, encourage and maintain safety standards in the conduct of work;
- (d) To protect the members of the Association against unwarranted attacks which are designed to prevent them from performing work as efficiently and economically as possible;
- (e) To coordinate information relative to the business in which utility contractors are engaged;
- (f) To represent the common interests of civil construction contractors at hearings, meetings, and conferences held by legislative and other public administrative bodies on national, state and local levels. This means that the voice of the civil construction industry should be heard with respect to the promulgation of state and local codes, Federal programs, urban renewal, road and drainage programs, airports, area redevelopment plans, public works programs, the enactment and administration of prevailing wage laws and such other governmental activities as may be of significance to the utility contractor in the State of Washington;
- (g) To participate in or support legal actions to the extent and in the manner deemed appropriate in each case which affects the interests of utility contractors;
- (h) To promote and foster ethical practices among civil construction contractors and with the general public;
- (i) To engage in research to aid the civil construction industry;
- (j) To exchange data and information with trade associations, chambers of commerce, boards of trade and other organizations engaged in similar activities.

## **ARTICLE III**

### **MEMBERSHIP**

#### **TYPES OF MEMBERSHIP**

Section 301. There shall be five classes of chapter membership: (a) Contractors; (b) Association; (c) Affiliate; (d) Institution; and (e) Student. As hereinafter used, the term "firm" shall mean any individual, partnership, corporation, or association.

#### **CONTRACTOR MEMBERS**

Section 302. A contractor member shall consist of any firm which has been actively engaged as a civil construction contractor, or a contractor in a closely related field.

#### **ASSOCIATE MEMBERS**

Section 303. An associate member shall be any firm who or which is involved in the civil construction industry and desires to receive membership services and privileges.

#### **AFFILIATE MEMBERS**

Section 304. An affiliate member shall be any firm or association involved in the civil construction industry.

### **INSTITUTION MEMBERS**

Section 305. An institution member shall be any educational, non-profit, or training organization involved in the civil construction industry.

### **STUDENT MEMBERS:**

Section 306. A student member shall be any student enrolled in a higher education institution pursuing a career relating to civil construction.

### **ADMISSION**

Section 307. Membership in the Association may be obtained by majority vote of the Board of Directors on written application therefore, accompanied by the appropriate dues. The application for membership shall be executive in the form provided by the Association and shall constitute an Agreement that the applicant will abide by the Constitution and By-Laws of this Association.

### **ADDITIONAL CLASSES OF MEMBERSHIP**

Section 308. The Board of Directors may change or add classes of membership deemed to be in the best interest of the Association.

### **ADMITTANCE AND MATERIALS**

Section 309. On admittance to the Association, the new member shall be so notified, furnished access to a copy of this Constitution and By-Laws, and such other materials as the Board of Directors may prescribe for the new member's guidance and information.

### **PRIVILEGES**

Section 310. The privileges of membership in the Association include the right to participate in Association activities, to secure the services provided by the Association and to publicize such membership, including the use of the Association's emblem, so long as the said emblem is not utilized, in the opinion of the Board of Directors, in a manner that will reflect adversely upon the Association.

### **OFFICERS AND DIRECTORS SHALL BE INDIVIDUAL PERSONS**

Section 311. When an individual is selected as an officer or director of the Association, then the duties of such office shall be performed by the individual so elected and may not be assumed by any other officer or employee of that member's firm.

### **MEMBER'S OBLIBATIONS**

Section 312. Each member is obligated to comply with the Constitution and By-Laws and to meet all financial obligations to the Association within the time and manner specified. Each member is expected to cooperate fully with the appropriate officials of the Association with respect to Association matters, including official inquiries and requests concerning compliance with the terms of this Constitution and By-Laws.

## **REMOVAL OR TERMINATION**

### **RESIGNATION**

Section 313. Any member of the Association may resign by giving written notice but no dues refund will be made

### **DELINQUENT**

SECTION 314. A member becomes delinquent if dues are not paid when due, and within thirty days after notice is given. The delinquency shall terminate upon full payment of such dues. A delinquency of more than six months causes automatic termination of membership.

### **TERMINATION FOR CAUSE**

SECTION 315. On the written and signed complain of at least ten members, setting forth reasons giving rise to cause for termination of the membership of any member, the Board of Directors shall be assembled forthwith to consider such complaint. Any member against whom such a complaint has been filed may be removed by two-thirds vote of the members of the Board of Directors in attendance at the review of said complaint, provided that the member proposed to be terminated was first given an opportunity to be heard and a determination is made by the Board of Directors that the termination is in the best interest of this Association. An affected member may, upon written notice to the Board of Directors, within two week of an adverse decision, appeal the termination action to the next general membership meeting of the Association. At this meeting, the Board of Directors shall present the matter and the affected member shall again be given the opportunity to be heard. If two-thirds or more of the vote of the general membership in attendance at the meeting shall concur, the termination shall be final; otherwise, the member shall be reinstated provided all delinquent dues are paid in full. Terminated members shall not be entitled to dues refund.

### **READMISSION AFTER TERMINATION**

SECTION 316. A member who has been terminated for cause may not be readmitted unless said cause is remedied to the satisfaction of the Board. Members terminated for dues delinquency may be readmitted.

### **RETURN OF ASSOCIATION PROPERTY**

SECTION 315. On termination of membership, the member is obligated to return promptly all properties of the Association, including the plaque which he was permitted to utilize during membership, and he shall cease forthwith to identify with the Association in any manner whatsoever.

## **ARTICLE IV**

### **DUES**

#### **ANNUAL DUES**

SECTION 401. Members of the Association shall pay such annual dues as the Board of Directors shall from time to time determine.

#### **DUES TO NATIONAL UTILITY CONTRACTORS ASSOCIATION**

SECTION 402. The Association shall pay the appropriate dues to the National Utility Contractors Association.

SECTION 403. Annual dues are due and payable in accordance with the schedule set by the Board of Directors.

## **ARTICLE V**

### **MEETINGS**

SECTION 501. Meetings shall be called by the President, with the approval of the Board of Directors, and such meetings shall be held at time and place as the Board of Directors shall from time to time determine.

### **GOVERNING RULES**

SECTION 502. All meetings shall be conducted in accordance to the procedures set forth in Robert's Rule of Order.

### **QUORUM**

SECTION 503. For the transaction of business, there shall be at least a majority of members in attendance to constitute a quorum.

### **CONSTITUTION AND BY-LAWS**

### **VOTING**

SECTION 504. Every member having the right to vote shall be entitled to vote in person or by a proxy appointed by an instrument in writing subscribed by such member and delivered to the Secretary prior to the meeting. Upon demand made by a member before the voting at any election for Directors and Officers, the election shall be by written ballot. No member who owes dues or any assessment shall be entitled to vote at a meeting.

### **DELEGATION OF AUTHORITY**

SECTION 505. Board of Directors may make general or special delegations of authority to Officers, who in turn may make further delegations of authority, unless specifically prohibited

herein. Each meeting shall receive and consider a report from the Board of Directors regarding the Association's activities since the previous meeting.

#### **APPEAL TO THE MEMBERSHIP**

SECTION 506. A decision of the Board of Directors may be appealed by the membership upon petition signed by twenty percent of the contractor members of the Association. If a two-thirds vote of the voting membership in attendance at the next meeting shall decide against a decision of the Board of Directors, then the Board of Directors shall be bound by the same and shall take such steps as are necessary to abide by the decision of the membership.

#### **SPECIAL MEETING**

SECTION 507. A special meeting of the Association may be called by the President, majority of the Board of Directors, or upon petition signed by twenty percent of the contractor members of the Association.

## **ARTICLE VI**

#### **OFFICERS AND THE BOARD OF DIRECTORS**

SECTION 601. The Officers shall be President, President-Elect, Vice President, Treasurer and Secretary. The number of individuals shall be determined by vote of the Board but must include the President, President-Elect, Vice-President, Secretary, Treasurer, immediate past President and national board members.

The President, President-Elect, and Vice-President, shall be elected by the members for a term of two years by a majority vote of the members. Whenever possible, the person holding the office position of President-Elect shall move up to become the President when the President's term expires. The offices of Treasurer and Secretary are two-year terms.

The non-officer Board of Directors shall be elected by the members for a term of two years by a majority vote, on a staggered rotation basis.

SECTION 602. The elected Officers and Board of Directors shall hold office until their respective successors have been duly elected and qualified, except as hereinafter provided with respect to removal from office for cause. In case of a temporary absence or disability of any Officer, the Board of Directors may appoint a person to perform the duties of such Officer during such absence or disability. In case a vacancy shall occur for any reason whatsoever on the Board of Directors, such vacancy may be filled by the Board of Directors by a majority vote of the remaining members of the Board of Directors, and the member so elected shall hold office until the vacancy shall be filled at the next election. Effective date of taking office shall be September 1 of the applicable year and term of office shall run through August 31 of the succeeding year. If a Board member is unable to attend a meeting, he may designate a proxy to take his place.

### **OPEN BOARD MEETINGS**

SECTION 603. Meetings of the Board of Directors shall be open to active discussion, participation, and voting by any member of the association; provided, however, whenever two officers or elected Board members so move and second, voting or discussion on any given issue may be restricted to the current duly elected officers and directors.

### **ASSOCIATE BOARD MEMBERS**

SECTION 604. The Board of Directors shall determine the number, if any, of non-contractor members who shall serve on the Board. Such non-contractor members shall be elected at the same time and in the same manner as other officers and board members. Once elected to the board, non-contractor members shall have the same voting rights as a contractor member.

### **REMOVAL OF AN OFFICER**

SECTION 605. Any officer other than a Director may be removed for cause at any time by a vote of three-quarters of the Directors present at a meeting for that purpose. Said office shall become vacant. Any Officer so removed shall simultaneously also cease to hold position on the Board of Directors.

### **REMOVAL OF DIRECTOR**

SECTION 606. Any Board Directors may be removed for cause at an Annual Meeting or a Special Meeting called for the purpose of considering such action, by a vote of three-quarters of the members in attendance at the meeting.

### **PRESIDENT**

SECTION 607. The President shall be the chief executive office and at such time as the Board of Directors is not in meeting, shall be charged with the general control and management of the business of the Association and shall perform all duties incidental of his office, as well as such additional duties as the Board of Directors may direct or prescribe. He shall employ and may terminate employment of employees of the staff necessary to carry on the business of the Association and shall prescribe their duties when not otherwise prescribed. He may sign and execute all authorized bonds, contracts, checks, or other obligations in the name of the Association in accordance with procedures contained in these By-Laws or established by the Board of Directors.

He shall also keep the Board of Directors fully informed and shall freely consult with them concerning the business of the Association, and from time to time shall make such recommendations regarding the establishment and implementation of policies germane to the objectives and business of the Association as he may deem appropriate.

The President shall conduct and preside at all meetings of the Board of Directors and all Annual and Special Meetings of the Association.

This section shall not be construed, however, to prevent the President, during absences from the offices of the Association, from delegating the duties and responsibilities incident to the

day-to-day conduct of the Association's business to assistants or other subordinate members of the Association's official staff.

#### **PRESIDENT-ELECT**

SECTION 608. During the absence or disability of the President, or upon his written direction, the President-Elect shall assume all the powers and perform all the duties of that office, and shall perform all the duties authorized by the Board of Directors.

#### **VICE-PRESIDENT**

SECTION 609. During the absence or disability of the President-Elect or upon his written direction, the Vice-President shall assume all the powers and perform all the duties of that office, and shall perform all the duties authorized by the Board of Directors.

#### **TREASURER**

SECTION 610. The Treasurer shall be a representative of a CPA firm, or have a background in financial matters and shall, subject to the direction and under the supervision of the Board of Directors, have general charge of the financial affairs of the Association and the care and custody of the funds and all financial papers of the Association for a two-year term. He shall keep or cause to be kept books, in which the names of the members of the Association shall be recorded. He shall also keep or cause to be kept accurate books of account, which shall be the property of the Association, and he shall render a statement of the financial affairs of the Association to the Board of Directors quarterly or whenever they may be required, and at each Annual Meeting of the Association, submit a complete statement of his account as Treasurer, showing all receipts and expenditures of the preceding calendar year. If required by the Board of Directors, he shall give bond for the faithful performance of these duties, in such form, in such sum and with such surety or sureties as the Board of Directors shall require; the premium for such bond shall be paid by the Association.

#### **SECRETARY**

SECTION 611. The Secretary shall have a background in legal counsel and keep or cause to be kept an accurate record of the proceedings of all meetings of the members of the Association and of the Board of Directors in books belonging to the Association, which books shall be kept at the office of the Association and shall be open at all reasonable times to the inspection of any member of the Association. He shall issue or cause to be issued all notes of the meetings of the Association and of the Board of Directors; he shall cause to be published all notices, the publication of which is required. In the event of his absence from any meeting, a Secretary pro-tempore may be appointed in his place by the Chairman of the Board or the presiding officer. The Secretary shall have a two year term and be in charge of the seal of incorporation.

#### **BOARD OF DIRECTORS**

SECTION 612. Board of Director, without prejudice to the powers herein reserved to the general meetings of the Association, shall be responsible for the entire management of the Association and of the income and property thereof, including authority to issue debentures or borrow or

pledge money for corporate purposes. The Board of Directors shall have the sole and exclusive right, with the advice of the President, of constituting committees of any and every nature whatsoever and to determine and prescribe the authority and duties of such committees. From time to time as the business of the Association may require, the Board may delegate, in writing, to Officers or employees of the Association authority to countersign any and all bonds, checks, contracts, and other obligations of the Association; and such signature shall be binding on the Association.

#### **NOMINATING COMMITTEE**

SECTION 613. The Board of Directors shall appoint, at least three months before every election, a Nominating Committee of at least five in number who shall select and present to the membership at each Annual Meeting of the Association a nominee or nominees for each vacancy arising in the positions of Officer or Director or under these By-Laws. The Nominating Committee shall announce its list of nominees to the membership at least thirty days before the Annual election. At any meeting, nominees may be added to the list of nominees by being seconded by a contractor member and such nominees must be included as part of the Nominating Committee's report to the members. (Mention may be made of the procedure whereby their names were added to the list of nominees.) The format and method of balloting shall be determined by the Board of Director.

SECTION 614. Except as otherwise specifically provided for in tehse By-Laws, not less than one-half of the members or six (6) members, whichever is lesser number of the Board of Directors shall constitute a quorum.

SECTION 615. Other sections of these By-Laws contain explicit and implied powers, duties and responsibilities of the Board of Directors; and nothing in this Article shall be construed as a limitation thereon.

### **ARTICLE VII**

#### **COMMITTEES**

SECTION 701. Committees other than those which are specifically established may be established by the President or the Board of Directors.

### **ARTICLE VIII**

#### **AMENDMENTS**

The By-Laws of this Association may be amended or expanded by two-thirds vote of the membership. Vote may be taken by mail; and after 10 working days from mailing date, the majority may be determined by two-thirds of the response. Proposals to amend these By-Laws

may originate either from the Board of Directors, upon two-thirds majority of the said Board, or upon petition signed by at least 20 members.

The membership of the Association shall only consider amendments which have been proposed to the full membership at least 30 days prior to the General Membership meeting.

## **ARTICLE IX**

The Association shall, under condition, participate in any form of advertising or donations, etc. with any political organization or otherwise. However, this shall in no way preclude individual members from acting on their own behalf, or for the Association to sponsor formation of a separate political action committee as provided for in law, to support appropriate candidates for office.