

**BY-LAWS**

**OF THE**

**NATIONAL ASSOCIATION OF MINORITY CONTRACTORS, INC.**

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BY-LAWS  
OF THE  
NATIONAL ASSOCIATION OF MINORITY CONTRACTORS, INC.

ARTICLE I  
NAME, SEAL & OFFICE

1.1 Name: The name of this corporation is National Association of Minority Contractors (NAMC). As used in these bylaws, the terms “Corporation” and “Association” refer to the NAMC.

1.2 Seal: The seal of the corporation shall be in such particular form as the Board of Directors may from time to time determine and shall set forth the corporation’s name, the date of its organization and the state of incorporation.

1.3 Principal Office: The principal office for the transaction of the business of the corporation shall be in a locality identified or named by the Board of Directors.

1.4 Headquarters Office: The headquarters office of the Association shall be in the Metropolitan Area of the District of Columbia.

1.5 Other Offices: The Association may have offices at such other places throughout the United States and abroad as the Board of Directors may from time to time determine are appropriate for the purposes of the corporation.

1.6 Regional Offices: The Association may have six Regional Offices, which shall be established in the manner described elsewhere in these bylaws. Until such time as full time staff is available, each Region shall be administered and served by a Regional Director appointed from the current roster of regular members by the President. The duties and responsibilities of that Regional Director shall be established by the Board.

ARTICLE II  
PURPOSES

2.1 Specific and Primary Purposes: The specific and primary purpose of this corporation is to initiate, encourage and assist in the formation of an educational institute for construction contractors, their staff and their craftsmen as well as to initiate and operate training programs for persons desiring employment and procurement opportunities in the building trades, in order to assure equal opportunity of employment and procurement opportunities in all areas of this industry, and to integrate the various ethnic groups, races, creeds and colors into this industry.

2.2 General Purposes: The general purposes of the corporation are:

- a. To educate and train persons interested in improving their social and economic well-being and that of their community in order to promote the civic and economic prosperity of the community through said education;
- b. To promote the general and individual welfare of minority builders, contractors, subcontractors, suppliers and manufacturers of materials and equipment used in the construction industry;
- c. To promote wide and prompt dissemination of information of value and interest to its members;
- d. To promote, foster and cultivate individual rights and freedoms of the members and of the businesses and trades to which they belong;
- e. To promote a spirit of cooperation among the various minority and majority builders, contractors, and sub-contractors;
- f. To ascertain the problems of its members relative to the building and construction trade to do all things necessary to solve such problems for its members;
- g. To be of service for the betterment and protection of its members and support its members relative to rectifying conditions of an unsatisfactory character;
- h. To create and maintain high standards in business dealings for the benefit of its members and to encourage sound business practices tending to raise the standards of its members in the business world;
- i. To encourage and promote good relations between its members and the general public;
- j. To do all things necessary to promote and maintain such relations between its members and the various federal, state, county, and city departments or agencies as will fairly and equitably benefit all of its members;

- k. To correct trade abuse;
- l. To compile and distribute information to its members for their benefit and to aid, service, and protect its members and do all things that may be necessary and proper within the scope of this corporation for the mutual benefit and welfare of its members;
- m. To do all things and exercise all power permitted to the corporation under the General Non-Profit Corporation Laws of the District of Columbia.

2.3 Dedication of Assets: This Corporation shall be one which does not contemplate pecuniary gain nor the distribution of gains, profits, or dividends to such members, and no part of the net earnings of the corporation shall inure to the benefit of any of its members or any other private individual. In the event of the dissolution of the corporation, after paying or adequately providing for its debts and obligations, the Board of Directors shall devote any remaining assets of the Association to the carrying out of one or more of the purposes of the corporation, if feasible, and if not, the Board of Directors shall dispose of such remaining assets of the Association exclusively for educational purposes in such manner as may be directed by decree of the Superior Court, District of Columbia, on petition filed for the purpose by the Board of Directors.

### ARTICLE III CHAPTERS

3.1 Designation of Chapters: The Association may designate any number of local contractor organizations as chapters of the National Association of Minority Contractors. By accepting such designation, the chapter organization affirms its adherence to and support of the purposes of the Association as specified in Article II of these bylaws and agrees to be bound by every applicable provision of these bylaws. Every chapter shall signify its acceptance of all terms and conditions of such designation by executing an affiliation agreement in a form which may be determined from time to time by the Board of Directors consistent with these bylaws.

3.2 Qualification, Application and Selection: Any organization, whether a corporation, Association, or otherwise, which exists primarily for the purpose of enhancing the status of minority individuals in the building and construction trades and which has as its regular members minority individuals, partnerships, corporation, or associations engaged in the business of construction contracting and subcontracting shall be eligible to be designated a chapter. Any organization seeking such designation may submit an application to the President **or** Secretary of the Association on a form designated for such purpose by the Board of Directors and shall accompany such application with a copy of the applicant's charter documents and bylaws together with a current membership roster showing names and addresses of all its members. Each chapter shall appoint two individuals to serve as President and Executive Vice President of the Chapter. The President must have relevant construction industry. The Chapter Board must consist of not less than 70% of individuals with relevant construction industry experience. Acceptance or rejection of the application shall be in the sole discretion of the Board of Directors of NAMC. For the purpose of passing upon an application, the Board of Directors

may request such additional information from the applicant as it deems desirable or appropriate, and may request a representative of the applicant to meet with the Board or with a committee of the Board designated for such purpose. Applicants shall be informed of their acceptance or rejection as soon as practicable following the decision of the Board. After acceptance of the application, the chapter must establish themselves as 501c3 **or** 501c6. Additionally, 501c3 and/or 501c6 status is not to be shared between chapters. Chapters that file other than a 501c3 and/or 501c6 shall not be recognized as a chapter.

3.3 Status of Previously Affiliated Organizations: Local organizations, which, by virtue of contract or agreement with the Association, were designated as chapters or local affiliates prior to the adoption of these bylaws shall retain such status without the necessity of application and acceptance. However, all such previously designated organizations shall be bound by all other applicable provisions of these bylaws.

3.4 Exclusive Geographic Representation: In passing upon an organization's application for designation as a chapter, the Board of Directors shall consider whether another local organization serving a similar constituency has previously been designated as a chapter. It shall be the general policy of the National Association to designate only one organization as the representative of a particular constituency within 50 miles of any established chapter unless otherwise approved by the board. In determining the appropriateness of designation of an additional chapter and in considering pending applications of two or more local organizations within the same geographical proximity, the Board of Directors shall consider this distance between the offices or meeting places of the competing chapter, the population density of the locality served, and the nature of their respective memberships in terms of ethnic or racial representation and area of specialization within the construction industry. In balancing these factors so as to effectuate the policy of this section, the determination of the Board of Directors may be final.

3.5 Reports to the National Association: Annual and quarterly reports shall be presented to the NAMC Board, at a time and in a manner specified by the Board of Directors, which need not be the same for every organization, each chapter shall submit to the Board of Directors a written report describing the nature and scope of the activities of the chapter during the preceding year. The report shall be sufficient to demonstrate to the Board of Directors that the chapter continues to share a commitment to the purposes of the Association as specified in Article II of these bylaws and continues to work to achieve such goals.

3.6 Termination of Chapter or Affiliate Status: If at any time it appears to the Board of Directors that any chapter has ceased to actively work to further such purposes or has materially breached any provisions of these bylaws, the Board may terminate that organization's status as a chapter at any special or regular meeting of the Board. Upon the termination of any Chapter the local Chapter is expressly forbidden from utilizing the NAMC name, logo or any other material assets of NAMC until such Chapter's good standing is restored in accordance with NAMC Bylaws.

Such recommendation shall be presented to membership of the Association for consideration. An affirmative vote of 2/3 of all the members of the organization voting in person or by proxy or by mail ballot, or e-mail at a regular or a special meeting called for such purpose shall be necessary to terminate the affiliate status of a chapter. No action with respect to the termination of the

status of a chapter shall be taken at any meeting of the membership unless the notice of such meeting contained a notice that termination of chapter status of the organization was to be voted upon at such meeting, and the notice included written specification by the Board of Directors stating its reasons for recommending termination together with a written statement by each of the Directors dissenting from such recommendation stating their reasons for such dissent. Notwithstanding any other provisions in these bylaws relating to waiver of notice, the notice required by this section may not be waived except by the chapter whose termination is at issue.

3.7 Dues of Local Chapters: Local chapters shall pay a total of Minimum of \$4,000 membership fiscal year beginning April 1 and ending March 31 of the following year. If a chapter falls delinquent in the payment of their dues to the National, then that chapter is subject to being suspended. While suspended it cannot represent any affiliation with NAMC, use the logo, or any other attribute of NAMC membership until the situation is corrected. A minimum of 10 members is required to form a chapter. For every paid member over 10, the local chapter must pay \$100.00 per member to the National Organization annually. (Additional dues to be effective beginning fiscal year 2009). The Board of Directors, at their discretion, may increase the annual dues structure of the local chapter dues at any Annual Board of Directors meeting and shall give a one year written notice to all local chapter affiliates. A written waiver may be given by the Board of Directors for any local chapter in need of relief. See policies and procedures for Waiver Request Form.

3.8 Reinstatement of a Chapter: If a chapter loses its status as an affiliate or bonafide chapter, a formal reinstatement letter from its President or Executive Director requesting reinstatement must be sent to the National office of NAMC and must be accompanied by chapter dues and a membership roster of a minimum of 10 members.

(This Article added)

3.9 Use of NAMC Logo: Each chapter shall use on its letterhead, newsletter, and other similar publications the NAMC logo and name and shall identify itself on such materials as a NAMC chapter.

Each Chapter that receives a grant or contract in the NAMC National name and information shall make provisions in the grant or contract document to compensate the National Actual Administrative Cost. NAMC National Headquarters shall receive an amount not less than 10% of the total value of the grant or contract. This is also subject to the approval of the Executive Committee of the Board for the chapter to accept the grant or contract. NAMC National shall have no legal of financial responsibility for a chapter grantor contract and shall include this provision in a contract or grant.

Any Chapter not in good standing is expressly forbidden from using the NAMC name or logo for any purpose or in any manner. Except, any chapter not in good standing may have its right to use the NAMC name and logo restored upon full payment of any and all outstanding back membership fees or dues.

Such right to use NAMC name and logo can only be restored upon the issuance of a signed certified notice by the NAMC National President and Executive Director to the local Chapter President.

3.10 Certificate of Chapter Status: The Association shall provide each chapter with a certificate evidencing its designation as a local affiliate organization. All members shall also receive an official membership plaque or certificate.

3.11 Affiliate with other National Organizations: No chapter shall join, support, or affiliate with any other organization of national scope having as one of its purposes the representation of contractors or subcontractors, except with the permission of the Board of Directors. Such permission, having been given, may be revoked by the Board at any time. The Board's determination as to whether any national organization falls within the definition of this section shall be final. Notwithstanding any other provision of these bylaws, non-compliance with any determination of the Board under this section shall automatically terminate the status of a chapter. If NAMC National affiliates with other National organizations members will be so informed and each chapter will be expected to maximize the relationship.

3.12 Participation in the Making of National Policy: Chapters shall have no direct power to affect policy of the Association. However, all formal suggestions or recommendations directed to the attention of the Board will receive the Board's prompt attention and will be responded to as is appropriate.

3.13 Withdrawal: Any local chapter may terminate its own status by submitting a notice of withdrawal to the Board of Directors.

3.14 Externally Funded Organizations: (Section deleted.)

#### ARTICLE IV MEMBERS

4.1 Classes of Membership: There shall be three classes of regular membership in the Association: Small, Intermediate and Large. These classes are divided into tier structures that represent the gross revenue of the individual corporation. Throughout these bylaws, the terms member, members, and membership refer to membership of any category, unless the context indicates otherwise. Membership of any category is open to natural person and other entities, such as, but not limited to partnerships, corporations, and associations, which are eligible for membership as hereinafter specified. No natural person or other entity shall be considered a member unless the membership dues are paid directly to NAMC or its chapters. Members affiliated with a local chapter, shall pay local chapter dues. If a company has no local affiliate or chapter, membership dues shall be paid directly to National until a local chapter is established in which that time local dues shall be paid directly to the local chapter. Persons or businesses in these categories are regular members.

Small: A company whose annual gross revenue is less than \$1,000,000 per year.

Intermediate: A company whose annual gross revenue is between \$1,000,000 and \$5,000,000 per year.

Large: A company whose annual gross revenue is \$5,000,000 and above.

4.2 Regular Membership: Regular membership shall be limited to individuals and entities actively engaged in the field of general or specialty construction contracting and who are (when required) to perform general or specialty construction contracting. An licensed individual who is not the sole proprietor of a construction contracting firm may nevertheless be eligible to join as an individual if he or she is a general partner in a partnership licensed (when required) to engage in and engaging in the business of general or specialty construction contracting, or if he or she is an officer, director, or substantial shareholder of a corporation licensed (when required) to engage in and engaging in general or specialty construction contracting, or occupies a similar position of responsibility in a business entity licensed (when required) to engage in and engaging in or specialty contracting. Individuals who are in bona-fide retirement from any such position or who has resigned because of physical or mental incapacity from any such position described above shall also be eligible for regular membership. The Board may establish separate regular membership category at a lesser fee but with all other regular member's privileges to encourage small growing contractors to join.

4.3  
4.4 4.3 Associate Membership – Eligibility: Associate members are all natural persons or any statutory business, government agencies, civic organizations, professional engineers, licensed architects, real estate brokers, or any entity that performs services of any type that is related to the construction industry, who support the goals and objectives of NAMC and who wish to demonstrate such support. Persons or entities who otherwise qualify for other membership categories may not join as associates. Associate members are non-voting and may not hold offices in NAMC. Associates may participate in all year round activities, as appropriate and may attend General Membership meetings unless meetings are closed to only members at the direction of the President. Associate members may serve on standing or other committees. Associate members should be assigned to a local Chapter.

4.5  
4.3.1-4.3.3 Have Been Deleted

4.4 Partners Program Membership – Eligibility: Partners Program membership (e.g., MCP-Major Corporate Partners, MCO – Major Corporate Owners, SIP-Surety Industry Partners, MGP - Major Government Partners) shall be made available primarily to all large general contractors or construction contractors (MCP), (MCO) or surety underwriters and surety agents (SIP), (MGP) and such membership may also be made available to all other large corporations or other business entities which complete the application form to NAMC's satisfaction, pledge a commitment to the goals and objectives of NAMC, and who pay the respective partner membership fee.

All Partners shall remit all membership fees to National. All Partner members are eligible to participate in their respective Partners Program committee and all NAMC activities. Partner members are non-voting members of NAMC. The Partner members committees shall elect their own officers and conduct business and activities consonant with the NAMC goals and objectives and shall notify the Executive Director of all activities prior to their taking place. The Partner

members and committees shall not release any public statement without approval, in writing, of the Executive Director. Each Partner Program committee shall each elect two representatives to the Board of Directors meeting and shall have one vote at the Board meeting. The two representatives shall be elected for two years and to staggered terms. All national Partner members are automatically members of all chapters without payment of additional dues unless the Partner elects to pay an amount to the local chapter. Partner members may serve on all standing committees or other committees. Partner members may attend NAMC Annual, Fall and Mid-Winter conferences and pay no registration for one attendee. These Partner members shall be carried on the national roster and they may attend and participate in all national and local activities and may serve on only local committees. Each Partner member shall designate a person as its representative to NAMC and shall so notify the Executive Director. The President will appoint one or more regular member as the Board's representative to NAMC and shall so notify the Executive Director. The President will appoint one or more regular member as the Board's representative to the respective Partners Program committee.

4.5 Application for Membership: All applications for membership, whether regular or associate, shall be in writing on a form described by the Board of Directors, signed by the applicant and stating such facts as are necessary to demonstrate the applicant's eligibility for membership in the category for which he or she applies. The application shall affirm the applicant's support of the objectives and purposes of the NAMC and state that the applicant will abide by its Articles and Bylaws if he or she is admitted to membership. The Board of Directors shall determine the manner in which application shall be reviewed. All applicants which the Board of Directors determine meet the eligibility requirements shall be accepted and no additional qualifications for membership shall be established.

4.6 Good Standing: Any member or chapter shall be deemed to be in good standing only if member's and chapter's dues, fees, and assessments are current, or a waiver has been approved and is financially current with the terms of the waiver.

4.7 Certificates of Membership: Certificates of membership in the Association, in a form approved by the Board of Directors, shall be issued to each member of the Association and the certificate of each member in good standing and shall be endorsed annually. Certificates shall be issued under the seal of the Association and shall exhibit the organization's name and be signed by the President and Executive Director of the Association.

4.8 Membership Fees, Dues and Assessments: Immediately upon notice of acceptance, any membership fees, other fees, dues, or assessments required to be paid by such members shall become due. If full payment of such amounts has not been received by the Association within 60 days of the notice of acceptance, such member's membership shall automatically be revoked and the applicant shall only be considered for membership upon reapplication. The Board of Directors shall establish dues. **(TO BE REVIEW IN SEPTEMBER 2010)**

4.9 Cancellation of Membership: The membership of any member, chapter, or partner member shall be subject to being canceled 60 days following the date on which any fees, dues or assessments become due to the Association if not paid in full. However, no membership shall be canceled until 30 days after the mailing to the member of a written notice to the effect that membership is susceptible to cancellation under this section. Reinstatement of membership shall

be automatic upon the payment of all delinquent fees, dues, and assessments, together with any applicable penalty charges, unless any such amount has been delinquent for one year or more, in which case reinstatement shall be made only upon reapplication for membership.

4.10 Resignation for Membership: Any member of the Association may resign by submitting a resignation in writing to the Secretary or National President or Executive **Director** together with payment in full of all fees, dues and assessments. Any member resigning in this manner may reapply for membership without prejudice at any subsequent time.

4.11 Remission of dues: The Board of Directors may, for any reason which it deems sufficient, including but not limited to ability to pay, remit all or part of the dues of any members for a period not to exceed one year. The Board of Directors shall determine in each case whether any member whose dues are thus remitted shall remain in good standing during the period of remission. The remitted dues shall become payable in full at the end of the period of remission. The Board of Directors shall review the dues structure annually.

4.12 Use of Association Emblem: Members in good standing may use the Association's name and logo on their stationary, card, advertising matter, office doors, sign, and similar places according to such rules as may be established from time to time by the Board of Directors.

4.13 Change of Status of Members: Every member shall notify the Secretary or the Executive Director of the Association of any change of address or business association or any other factor which might affect eligibility of membership. The Board of Directors or its delegates shall review all such notices to determine whether the member remains eligible for membership. If the member does not remain eligible, the member shall be so informed by the Board of Directors who shall request the member's resignation. Any member who does not resign after being so requested shall be eligible for expulsion as provided elsewhere in Section 4.15 of these bylaws.

#### 4.14 **Deleted**

4.14 Reinstatement of Membership: If a member loses its status a new profile application must be sent to the National office of NAMC and must be accompanied by chapter dues. Upon receipt of membership dues, a certificate of good standing will be sent out within 30 days. (This Article Has Been Added)

4.15 Liability of Members: No person who is now, or later becomes, a member of the Association shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Association shall look only to the assets of the corporation for payment.

## ARTICLE V MEETING OF MEMBERS

5.1 Place of Meetings: Established by the President.

5.2 Regular Annual Meetings: The regular annual meeting of the membership of the Association shall be held within thirty days of the last Saturday in May each year. Notice of the time, place and purpose or purposes of the annual meeting shall be served, either personally or by mail, not less than 20 nor more than 40 days before the meeting, upon each person or entity who appears in the books of the association as a member and, if mailed, such notice shall be directed to the member's address as it appears on the books of the corporation, unless the member shall have filed with the Secretary a written request that notices be mailed to some other address, in which case it shall be mailed to the address designated in such request.

5.3 Special Meeting: Special meetings of the members of the association may be called as is deemed appropriate by the Board of Directors and must be called upon the written request of not less than twenty-five percent of the regular members in good standing. Such request shall be directed to the Secretary at the headquarters office of the association by certified mail. The Secretary shall issue a call for a special meeting within five days after receipt of such request. The meeting shall be set for a date not less than 25 nor more than 45 days after receipt of the request. Notice of the special meeting stating the time, place and purposes or purposes thereof shall be served, either personally or by mail upon each regular and partner member of the association not less than 20 nor more than 40 days before such meeting and, if mailed, such notice shall be directed to each member at his address as it appears on the books of the association, unless the member shall have filed with the Secretary of the association a written request that notices be mailed to some other address, in which case, it shall be mailed to the addresses designated in such a request.

5.4 Quorum: At any regular or special meeting of the members of the association the presence of  $2/3$  of the members in good standing, in person or in proxy, shall be necessary to institute a quorum for all purposes except as otherwise provided by law and the act of a majority of the members in good standing present in person or by proxy at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise provided by law or by these bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned for any period not exceeding 30 days from time of item by a vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as original notified.

5.5 Attendance at Meeting: Any regular, associate or partner member in good standing, may attend any regular or special meeting of the association, and may participate in debate and discussion to the extent permitted by the presiding officer of the meeting.

5.6 Designation of Authorized Representative: Members of the association which are other than individuals shall attend and participate in meetings and shall vote, if eligible to vote, both in person and by mail, through their authorized representatives. Each such members shall provide the Secretary of the Association with a written designation, in a form prescribed by the Board of Directors, of the individual who is the member's authorized representative, and the most current written designation provided to the Secretary shall conclusively establish the

identity of the authorized representative.

Members may attend meetings, and regular members may vote, by proxy as provided in section 5.7 of these bylaws, but only individual members and designated authorized representatives may execute proxies. No proxy executed by person who has ceased to be a member's authorized representative shall be valid, no matter how recently executed. Members attending meetings, or voting, by authorized representative shall be deemed to be present, or to be voting, in person.

5.7 Voting: At any regular or special meeting of members only the regular members shall be entitled to vote. Each regular member shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such member or its authorized representative and which bears a date not more than 45 calendar days prior to such meeting, unless such instrument provides for a longer period. In elections for officers or directors, regular members may vote in person, by proxy in the manner described above, by mail ballot, or e-mail ballot. Mail ballots shall be mailed to each member with the notice of meeting and only those marked ballots received by the secretary before the meeting is called to order, and upon the demand of any member, the vote for any question before the meeting, shall be secret ballot. All elections shall be had and all the questions decided by a majority vote of the persons present in person or by proxy constituting a quorum. Elections of Directors which are duly noticed and shall be determined by votes duly cast even though cast by fewer than a quorum.

5.8 Waiver of Notice: Whenever under the provisions of any law or under the provisions of the Articles or Bylaws of the Association, the membership is authorized to take action after notice to the members after a lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any such period of time if at any time before or after such action be completed requirements be waived in writing by ten percent of the members entitled to such notice or entitled to participate in the action to be taken.

**(Article 5.9 & 5.10 Have Been Moved to Article VI 6.4 & 6.5)**

## ARTICLE VI DIRECTORS

6.1 Powers and Duties of Directors: The corporate powers of the Association shall be vested in, and exercised by, and the property of the corporation shall be managed and controlled by a Board of Directors which shall consist of 30 Directors, ten of whom shall be elected annually at the regular annual meeting of members. **(Two sentences deleted.)** Each Director shall hold office for a three year term until the annual meeting at which his or her respective successor, except as is herein otherwise provided for filling vacancies. All Directors shall be members of the Association and shall be chosen by secret ballot at the regular annual meeting of members by a majority of the members voting either in person, ~~or~~ by proxy, ~~or~~ by mail ballot, or e-mail ballot.

6.2 Number of Directors: The Board of Directors shall consist of 30 voting directors, ten of whom shall be elected annually at the regular annual meeting of the members plus each chapter president or their designated representative shall be non-voting directors.

6.3 Resignation of Directors: Any Director may resign at any time by giving written notice of resignation to the Board of Directors, who shall accept or reject the resignation.

6.4 Removal of Directors: Any director may be removed from office **for** cause by the affirmative vote of two-thirds of the full Board of Directors in person or by proxy at any regular or special meeting called for that purpose. The special meeting can be called via a teleconference if the Board determines that time is of the essence to move on the matter. Any officer or director proposed to be removed shall be entitled to 15 days notice in writing by mail. The director who is being recommended for removal shall be entitled to be heard and appear before the Board of Directors at such scheduled meeting. Removal of any director may only be initiated by the National President.

6.5 Failure to Attend Board Meetings – Automatic Removal: Directors and/or officers who will not be in attendance at a regular or special meeting of the Board of Directors shall, prior to the meeting, in writing, make a request to the President or Secretary to be excused from the meeting stating the reason or reasons for the absence. A majority of the Board in session by vote shall accept the request as valid and excuse the Director or officer or shall reject the validity of the request in which event the Director or Officer shall be deemed to be absent without good cause. In the event that the Director or Officer shall be automatically deemed absent without good cause from three consecutive regular or special meetings, the Board shall automatically relinquish his or her membership on the Board of Directors or his or her office. Vacancies thus created must be filled as prescribed in Section 6.6 or 7.3 of these bylaws, both entitled “Vacancies” as is applicable.

6.6 Vacancies: Any vacancy on the Board of Directors occurring during the year, including created by an increase in the number of Directors, may be filled for the unexpired portion of its term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof, or by the sole remaining Director. Any Director so elected by the Board of Directors shall hold office until the expiration of the three year term of the directorship to which he or she was appointed and until the election and qualification of his or her successor.

6.7 Regular Meetings: Regular meetings of the Board of Directors shall be held three times a year inclusive of the regular annual meeting of the membership, and at stated intervals of approximately three months thereafter. No prior notice of such regular meetings shall be required to be given. The place and time of any regular meeting of the Directors may, however, be changed or a meeting canceled entirely by written consent of all the Directors.

6.8 Special Meetings: Special meetings of the Board of Directors may be called by the President or any Vice President and must be called by either of them upon the written request of any member of the Board.

6.9 Notice of Special Meetings: Notice of all special Director’s meetings, except as herein otherwise provided shall be given by mailing the same at least five days, or by emailing the same at least three days, before the meeting to the usual business or residence address of each Director, but notice to any Director shall be present, even without any notice or waiver thereof,

any business may be transacted.

6.10 Quorum: At all meetings of the Board of Directors twenty (20) or 2/3 of the Directors then in office and in good standing shall constitute a quorum for transaction of business and the act of a majority of the Directors present at any meeting attended by a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by these bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting for any period not exceeding 30 days, from time to time without further notice to any absent Director, and may take such other and further action as is provided in Section 6.4 of these bylaws relating to the filling of vacancies.

6.11 Contracts and Services: The Directors and Officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they also may be acting as individuals, or as trustee of trust, or as agents for other matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the Directors or Officers are personally interested as stockholders directors or otherwise shall be at arm's length and not violative of the prescriptions in the Articles against the corporation's use or applications of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax-exemption status under section **501 (c) (3) or 501c6** of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with Directors and Officers to enter into and consummate any contract, transaction or other action.

6.12 Compensation: Directors shall not receive any stated salary for their services as such, but by resolution of the Board a reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Executive Committee of the Board. Prior to incurring the expense, Directors must receive approval of the Executive Committee of the Board. To receive compensation for the expense, Directors must complete an expense report found in the Policies and Procedures and submit to the Executive Committee for approval. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional service to the corporation, special compensation appropriate to the value of service as outlined in the definition sentence of this document.

6.13 Action Without Meeting: Any action upon which under any provision of the applicable state or the District of Columbia General Non-Profit Corporation Law or under the District of Columbia General Corporation Law as it relates to non-profit corporations, except approval of any agreement for merger or consolidation of the corporation with other corporations and actions with respect to the imposition of discipline upon, or expulsion of officers or members, may be taken without a meeting if authorized and in writing signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation.

6.14 Board Nomination, Election and Term of Officers: The Board of Directors consists of 30 voting Directors, ten of whom shall be elected annually at the regular annual

meeting of the members plus each chapter president or their designated representative shall be a non-voting board director. The term of office of each Director shall be three years, and Directors shall be elected each year. No Director will be eligible to serve more than three consecutive terms, except any lifetime member may be eligible to serve on the board in an Emeritus capacity. A member who has completed three consecutive terms may be a candidate for the board again after a 2 year period. At least, 2/3 of the elected Board of Directors, shall be construction contractors. No more than (3) members from the same chapter can serve on the board. Nominations of candidates for the Directorship to be filled each year shall be made in the following manner:

At the mid-winter conference and no later than the 15th day of March the President shall appoint a nominating committee chairman who will select seven regular committee members, no two of whom shall be residents of the same state, to nominate candidates for election as Directors and to coordinate the nomination procedure described herein. Immediately after the appointment of such committee, the Secretary shall mail, or e-mail a notice to each chapter for distribution to its regular members of the Association stating the names and addresses of the members of the Committee. Any regular member of the Association may cause to be nominated any eligible candidate including himself or herself by submitting to any member of the committee on or before the 30th day of April a petition bearing the signature of at least 15 members or their authorized representatives stating their support of the nomination. However, at least 8 members who are in good standing must come from the candidates' chapter and the other 7 may come from other members of the Association who are in good standing. The nomination committee shall examine the qualifications of each of the individuals so recommended for nomination and shall select from the persons so recommended those individuals who shall be nominees. If more than ten individuals have been recommend by petition, the names of those ten having the largest number of valid endorsement signatures shall be nominees. If less than ten individuals have been recommended for nomination, the nominating committee shall itself nominate other qualified members so that the total number of nominees shall be ten. The nominees added by the committee may waive the 7 local chapter signature requirements and fulfill the 15 signature requirement during the Annual Convention. Any member of a Chapter in good standing and who has been a member for a minimum of two years is eligible to serve on the Board of Directors, subject, however, to an exception where there is no Chapter. In the event there is no Chapter in the geographical area in which the Director resides, in order to qualify, the Director must be a member in good standing with National. No later than 30 days prior to the regular annual meeting the nominating committee shall submit the list of ten nominees to the Secretary of the Association who shall prepare mail ballots and proxy forms and shall assemble appropriate biographical information regarding the candidates, which shall include any short position statement requested to be included by any candidate. Ballots; proxy forms and the information so gathered shall be submitted to the members along with the notice of meeting. To be elected to the Board of Directors, each nominee must receive the favorable vote or proxy of no less than 70% of all members present and voting at the annual general membership meeting. All newly elected board members are subject to a probation period of one year. **In the election of Directors, each member in good standing shall have one vote for each candidate.**

6.15 Annual Report: The President of the Board of Directors shall make a written report to the members of the Association at each regular Annual Membership meeting, and include written summary from each standing committee and other committees.

## ARTICLE VII OFFICERS

7.1 Officers of the Association: The Officers of the Association shall be the President; Executive Vice President, Regional Vice Presidents, Secretary & Treasurer; There may be such other officers with powers and duties consistent with these bylaws as may be appointed from time to time by the Board of Directors. One person may hold two or more offices except the offices of the President and Secretary.

7.2 Election, Term of Office and Qualifications: The President shall be elected annually by the Board of Directors from among their number and shall be an individual who has served as an Board member, National officer or committee chairman for at least one year. The Executive Vice President should be selected based upon his/her qualifications and interest to become the successor President. The President will recommend for approval by the Board of Directors, up to eight Regional Vice Presidents from among the regular members. The Board shall solicit nominations in any manner it deems appropriate. Election of officers shall be held annually at the regular meeting of the Board of Directors immediately following the regular annual meeting of the membership of the Association. The President may not serve more than three terms in that office in succession. Other officers may serve up to nine years in succession.

7.3 Vacancies: In case any office of the organization becomes vacant by death, resignation, retirement, disqualification or any other cause, a majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, or the President may appoint a member as a “interim officer”; and the officer so placed shall hold office and serve until the first meeting of the Board of Directors immediately following the regular annual meeting of the membership next succeeding and until the election and qualification of his or her successor.

7.4 President: The President shall be the chief executive officer of the organization and the Chairperson of the Board of Directors. It shall be his or her duty to preside over all meetings of the membership and of the Board of Directors, to supervise all elections except those in which he or she may be a candidate, to call meetings to recommend to the Board of Directors and annual budget and to exercise in general charge and supervision of the affairs of the corporations and to perform such other duties as may be assigned to him by the Board of Directors or by the members. Upon retirement from office, after having served three (3) consecutive terms, the President shall serve as a member emeritus of the Board of Directors for life. Unless re-elected to the Board, an emeritus director shall not vote at meetings of the Board of Directors.

7.5 Vice-President: At the request of the President, or in the event of his or her absence or disability, the Executive Vice-President, in order of their title, shall perform the duties and possess and exercise powers as the Board of Directors may determine and shall perform such other duties as may be assigned to them by the Board of Directors. An Executive Vice-President shall supervise any election which the President is disqualified from supervising.

7.6 Secretary: The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine, and generally, of the corporate seal and corporate records which are to be housed in the headquarters office of the corporation. The Secretary shall attend and keep minutes of all the meetings of the Board of Directors and members of the Association. The Secretary shall keep a record containing names, alphabetically arranged, of all persons who are regular affiliate or associate members of the Association, showing their places of residence, and such books shall be open for inspection as prescribed by law or by these bylaws. The Secretary may sign with the President or Vice-Presidents, in the name and on behalf of the Association, for contracts or agreements authorized by the Board of Directors. The Secretary shall in general perform all the duties incident to the office of the Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors or as may be specified by these bylaws.

7.7 Treasurer: The Treasurer shall be responsible for the collection of dues, assessments and fees due to the Association and shall have the custody of all funds, property and securities of the Association, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of his or her duties in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse for collection on behalf of the Association checks, notes, and other obligations, and shall deposit the same to the credit of the Association at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall cause to be signed all receipts and vouchers and together with such other officer or officers, if any, as shall be designated by the Board of Directors, the Treasurer shall sign all checks of the Association, except in cases where signing and executing thereof shall be expressly designated by the Board of Directors or by these bylaws to some other officer or agent of the Association. The Treasurer shall make or cause to be made such payments as may be necessary and proper to be made on behalf of the Association, and shall, in general, perform all duties incident to the office of Treasurer subject to the control of the Board of Directors and amended budget at the time of the winter regular meeting. The Treasurer cannot also serve as the Chair of the Finance Committee.

7.8 Compensation of Officers: The Officers of the Association shall serve without compensation; provided, however, that by resolution by the Board of Directors a reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the membership or of the Board. The Board of Directors shall have the power in its discretion to contract to pay any officers rendering unusual and exceptional services to the Association special compensation appropriate to the value of such service.

7.9 Failure to Perform – Removal from Office – Officers: Officers who fail to attend meetings as prescribed in Section 5.10 of these bylaws shall, without further notice or action by the Board or membership necessary, be considered as removed from office and the vacancy thus created shall be filled as prescribed in Section 7.3 of these bylaws.

In the event that any officer fails to perform his or her duties as prescribed by these bylaws, as from time to time assigned by the Board of Directors, or , between meetings, as assigned by the Executive Committee or the President, the President shall temporarily assign the duties of that officer, as necessary for the efficient management of the corporation, to another member of the Board of Directors until the next regular or special meeting of the Board of Directors.

Removal of an officer for failure to perform shall be handled as prescribed in Section 7.10 of these bylaws. Vacancies thus created will be filled as prescribed in Section 7.3 of these bylaws.

7.10 Removal: Any officer may be removed from office by the affirmative vote of two thirds of all the Directors at any regular or special meeting called for that purpose. Any officer proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

7.11 Audits of Books and Accounts: The books and accounts of the Treasurer and Secretary may be audited as frequently and in any manner as the Board of Directors may from time to time deem appropriate.

## ARTICLE VIII COMMITTEES

8.1 Executive Committee: The Executive Committee shall consist of the President, Executive Vice-President, Secretary, Treasurer, and additional Director(s) whom are recommended by the President and approved by the Board of Directors. The Executive Committee shall act only upon the majority vote of all of its members. All actions of the Executive Committee shall be noted in minutes of its meetings which shall be kept by the Secretary and shall be regularly reported to the Board of Directors and chapter Presidents.

8.2 Standing Committees: There shall be eight (8) standing committees of the Association as follows:

1. Conventions, Meetings Awards
2. Membership & Chapter Development
3. Major Partner Groups (MCO, MCP, SIP)
4. Education & Training
5. Legal, Bylaws & BOD Nominations
6. Marketing & Communications
7. Finance
8. Industry Initiatives
  - a. Sub-Committee – Transportation & Infrastructure
  - b. Sub-Committee - Buildings

The President, immediately after election to a term of office and after soliciting expressions of interest, shall appoint from among the regular members persons to serve as Chairpersons and members for the standing committees. The President shall appoint chairpersons and committee members in such numbers as he may deem necessary to carry out the functions of the various committees who shall study and evaluate the areas of Association activity assumed within their purpose and report as they may deem appropriate to the Board of Directors or as requested by the Board. The Executive Vice President shall oversee the committee chairs. All Committee Chairs report to the Executive Vice President.

ARTICLE IX  
STAFF AND PROFESSIONAL ASSISTANCE

9.1           Executive Director:           The Executive Committee, with the approval of the Board of Directors, shall employ for a term of one or more years commencing with the appointment of the Executive Committee an Executive Director. The Executive Director shall serve as either full or part time paid employee of the Association and shall be the chief administrator of the Association. The Executive Director shall oversee the day-to-day operation of the Association and report directly to the Executive Committee.

9.2           Other Employees:           The Board of Directors shall authorize the employment by the President or the Executive Director of such other paid personnel as may be necessary for the effective operation of the Association. The Board of Directors may authorize the President or Executive Director to contract for such additional services as may be deemed necessary by the Board.

9.3           Professional Employment:       The Board of Directors may authorize the President or the Executive Director with approval of the President to employ engineers, attorneys, accountants, and such other professional expert assistance as the Board may deem necessary from time to time for the operation of the Association.

9.4           Bonding of Employees:           The Board of Directors may require any employee of, or person who contracts with, the Association to be bonded in such amount and with such sureties as the Board may determine.

ARTICLE X  
REGIONAL OFFICES

10.1          Determination:           The Executive Committee shall establish such regional offices as may be required from time to time for proper conduct of the business of the Association and to serve such regions throughout the United State as the Board of Directors may determine.

ARTICLE XI  
MISCELLANEOUS PROVISION

11.1 Agents and Representative: The Board of Directors may appoint such agents and representatives of the Association, with such powers and to perform such acts or duties on behalf of the Association, as the Board of Directors may see fit, so far as may be consistent with these bylaws and to the extent authorized or permitted by law.

11.2 Contracts: The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

11.3 Interpretation of Bylaws: The majority vote of the bylaws committee should be sent on to the executive committee for approval. Any enforcement of bylaws can only be done by approval of the executive committee and determination then rendered by the President. However, any person interested in such a dispute may appeal the decision of the executive committee to the Board of Directors to be considered at their next regular meeting or at a special meeting for such purpose duly called.

11.4 Copies of Bylaws and Articles: The Association will keep at its principal office for the transaction of business and at its headquarters office and at each regional office, the original or certified copy of these bylaws and the Articles of Incorporation as they may be amended from time to time. Said original or certified copies of such documents shall be open for inspection by all regular members during normal business hours.

11.5 Voting Upon Stock of Other Corporation: Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Association to vote either in person or by proxy at any meeting of Stockholders of such meeting, may possess and exercise all the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confirm like powers upon any other persons and may revoke any such powers as granted at its pleasure.

11.6 Amendments to Bylaws: The bylaws may be repealed, modified, or amended and new bylaws may be adopted following recommendation from the Board of Directors of the Association voting in person, by proxy, or by mail ballot, or e-mail. Action pursuant to this section may be taken at any regular or special meeting called for such purpose in writing with a minimum of 30 days notice or by written mail ballots in such manner as the Board of Directors may determine. No amendment, modification, repeal of these bylaws or the adoption of new bylaws may be voted upon unless the notice of the meeting or the mail ballots have been accompanied by a notice describing the changes, deletions, or additions proposed.

11.7 Exempt Activities: Notwithstanding any other provision of these bylaws no member, director, officer, employee, or representative of the Association shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or

carried on by an organization exempt under section 501 (c) 3 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) 2 of such code and regulations as they now exist or as they may hereafter be amended.

## **DEFINITIONS**

**Emeritus** – Any member of the National Association of Minority Contractors honorably retired from the organization after having served two to three terms. This member shall serve on the National Board to consult with and advise existing board members. No emeritus member shall have voting power, nor shall they chair committees.

**Life Time Member** – Any Board of Director that has served for a minimum of nine years or three consecutive terms. Lifetime members shall serve as on the national board, but may not have voting rights nor shall they chair committees.

**Quorum** - The number of members of a group or organization required to be present to legally transact business. At any regular or special meeting of the members of the association the presence of 20 members or 2/3 of the Board of Directors in good standing, in person or by proxy.

**Unusual or Exceptional Service** - Those services that need to be performed by an individual for the sustainability of the organization which may be such services as those performed by the Executive Director, accounting or other services recommended and approved by the NAMC Board of Directors.

**Time Limit of Unusual or Exceptional Services** - Unusual and Exceptional Services shall be performed for no more than twelve (12) consecutive months by any one individual inclusive of board members or members of the NAMC.

**Payment of Unusual or Exceptional Services** - Any individual performing “Unusual or Exceptional Services” shall be paid on an hourly basis, an amount to be set and approved by the NAMC Board of Directors. Additionally, such persons shall sign an agreement with the NAMC Board of Directors outlining the specific Unusual and Exceptional services to be performed agreeing to provide reports of services performed inclusive of hours and task to receive payment for such services rendered.