

**BYLAWS
ASSOCIATED BUILDERS AND CONTRACTORS
OF GREATER HOUSTON, INC.
A TEXAS NON-PROFIT CORPORATION**

Revised 9/14/99
Revised 7/16/02

ARTICLE I

NAME AND PRINCIPAL OFFICE

- A. The name of the association shall be Associated Builders & Contractors of Greater Houston, Inc.
- B. The principal office of the association shall be in Houston, Texas or as may designated by the Board of Directors. The association may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II

IDENTIFICATIONS AND DEFINITIONS

- A. The word "Chapter" in these Bylaws shall mean the "Associated Builders and Contractors of Greater Houston, Inc."
- B. The term "Board" in these Bylaws shall mean the "Board of Directors of Associated Builders & Contractors of Greater Houston, Inc."
- C. The term "National" in these Bylaws shall mean the "National Office of the Associated Builders and Contractors, Inc."
- D. The term "Association" in these Bylaws shall mean the "National Office and all of the Chapters of Associated Builders and Contractors, Inc."
- E. For the purpose of these Bylaws, any gender reference is meant to include both genders.
- F. "Proxy means written authorization signed by:
 - a. Member of the Board of Directors granting another person authorization to vote on that director's behalf at a specific meeting. Proxies shall be counted for purposes of determining a quorum at a meeting and shall have full authority to vote on behalf of the director. Proxies do not count for purposes of determining a director's attendance. The person voting a proxy must be an employee of a member firm of Associated Builders and Contractors, Greater Houston, and shall not be a currently serving Board member.

ARTICLE III

PRINCIPLES OF THE MERIT SHOP

A. The Associated Builders & Contractors of Greater Houston, Inc., is the voice of the MERIT SHOP in the construction industry. We assume the responsibility of making that voice heard. Toward this end, we restate, herewith the creed of the MERIT SHOP which we have adopted as the basic tenets of this chapter:

1. We believe that the MERIT SHOP movement is a movement for the betterment of the individual... the industry... the nation.
2. We believe in the system of FREE ENTERPRISE.
3. We believe that employees and employers should have the right to determine wages and working conditions, through either individual or collective bargaining as they choose, within the boundaries of the law.
4. We believe that the employer must have concern for the general welfare of the employee and that there must be a fair compensation for work performed. By the same token, we believe that the employee has an obligation for satisfactory performance of assigned work.
5. We support sound legislation in the areas of worker's compensation, safety and unemployment compensation. We believe legislation that embraces fair play for both employer and employee is essential to the preservation of our FREE ENTERPRISE system. The law should protect the right of employees to work regardless of race, color, creed, age, sex, or membership or non-membership in a labor organization.
6. We oppose violence, coercion, intimidation and the denial of the rights of workers and management.
7. We believe that economy is incumbent upon all branches of government and that government should award contracts to the lowest responsible bidder. We oppose any unjust pressure to violate these principles. We believe that work opportunities in this nation should be made available to all of our people, regardless of race, color, creed, age, sex or national origin and we support programs toward this end.
8. We believe that monopolies or any kind of price or wage fixing are detrimental to our system of FREE ENTERPRISE and that businessmen and businesswomen can prevent these practices by becoming active in politics and civic affairs.
9. We believe that the destiny of all Americans can best be served by cooperation, reconciliation and following the tenets of FREE ENTERPRISE and democratic government. We believe that men and women in business can best preserve these tenets by becoming active in politics and civic affairs.

ARTICLE IV

PURPOSES AND OBJECTIVES

- A. The primary objective of this Chapter is to foster and perpetuate the principles of the Merit Shop.
- B. In addition to this primary objective, this Chapter shall pursue and promote the following activities:
 - 1. Encourage, develop, and protect the building and construction industries.
 - 2. Promote confidence and goodwill within the building and construction industries and between these industries and the general public.
 - 3. Promote and make available to members the various programs offered by National.
 - 4. Perform services to members which are advantageous to their collective needs, from time to time, and as may be appropriate.
 - 5. Communicate and cooperate with other groups and persons whose interests and concerns appear to coincide with members.
- C. The Chapter has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Chapter is distributable to or inures to the benefit of, its members, directors, or offices except to the extent permitted under Texas non-profit statutes. In accordance with Section 501 (c)(6) of the Internal Revenue Code, as amended, to promote the common business interest of its members, but not to engage in a regular business of a kind ordinarily carried on for a profit except in an incidental manner, as permitted by law.

ARTICLE V

MEMBERSHIP AND DUES

- A. Types of Membership shall be as follows:
 - 1. Regular member, who is a person, firm, corporation, or other entity paying dues to the Greater Houston Chapter.
 - 2. Life Member, who is an individual retired from an active role in the industry and who wishes to continue to participate in furthering the objectives, purposes and programs of the Chapter. A Life Member must have contributed an outstanding service to the Chapter

and be recommended to the National Board of Directors (by the Chapter Board) for approval as a Life Member.

3. Sustaining Member, who is a Regular Member, Life Member, firm, industry, association, foundation, or any other group or individual who agrees to make a voluntary annual contribution to help defray the costs of furthering the objectives, purposes, and programs of the Chapter.
4. Service Member (Subsidiary), a Regular Member of another chapter, who becomes a member under the same name in this Chapter for the purpose of receiving some special service. Dues or fees for Service Membership shall be determined between Chapter Board and member. National services are available only to the firm in the Chapter in which it is initially enrolled.
5. Only a Regular Member or a Life Member shall be eligible to vote in Chapter elections.

B. Eligibility

1. Any person, firm or corporation, or other entity which possesses the qualifications listed in the descriptions of the various memberships is eligible to become a member of the Chapter. Provided, however, that no labor organization or any officer, agent or employee of a labor organization shall be eligible for membership. No person shall be denied membership solely because of membership in a labor organization.
2. Applicants for membership shall be accepted and admitted to this Chapter upon receipt of a properly completed membership application and payment in full for the first year's membership dues, and approval of the applicant by a majority vote of the Board present at a regularly scheduled or special meeting at which a quorum is present.

C. Applications

1. Application for the various types of membership shall be made on a proper form supplied by the Chapter.

D. Dues

1. Dues for membership in the Chapter shall be set by the Board of Directors.
2. Dues are payable on or before the thirty-first of January in advance for the entire year.
3. National and State dues will be collected by the Chapter at the time Chapter dues are collected and the appropriate portion will be forwarded to National and State on a schedule agreed to by National.

E. Expulsion and Removal from Membership

1. A Regular Member may be expelled for just cause from membership in the Chapter by a two-thirds vote of the Chapter Board of Directors. Report of such expulsion shall be forwarded immediately to the National Office of the Association for review by the Legal Counsel of the National Association, and confirmation by the National Board of Directors. The expelled member shall have the right of appeal to the Executive Committee of the National Association, such request of appeal to be filed in writing within thirty days of the expulsion. Such member shall retain the rights and privileges of membership during such appeal. The National Executive Committee shall confirm or override the expulsion. A two-thirds vote of the National Board of Directors of the Association is necessary to override the action of expulsion.
2. Life Members and Sustaining Members may be expelled from membership in the Chapter at any time by a two-thirds vote of the Chapter Board of Directors for actions it deems contrary to the best interests of the Chapter, its objectives and purposes, or the programs of the Chapter.
3. A Member may be removed from membership and lose all rights and privileges of membership if he shall be delinquent in dues. Delinquency date shall be in accordance with the National bylaws.

F. Definition of "Just Cause"

"Just cause" for expulsion, reprimand or suspension of membership shall be defined as a violation of the Bylaws or any lawful rule or practice duly adopted by the Chapter, or any conduct which, in the opinion of a two-thirds majority of the Board is improper, dishonorable or prejudicial in any way to the welfare or reputation of, or endangers the standards of the Chapter.

ARTICLE VI

MEMBERSHIP MEETINGS

A. Annual Meeting

An annual meeting of the members shall be held not later than October of each year at such time and place as designated by the Chairman. This meeting shall be held to receive annual reports and to transact such other business as may come before the membership.

B. Notice

Written or printed notice stating the place, day and hour of a meeting of the members shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman, the Secretary, the Board or persons calling the meeting, to each Regular Member. If mailed, such notice

shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the corporation, with postage prepaid.

C. Quorum Voting

Such Regular and Life Members as are actually in attendance shall constitute a quorum. The vote of a majority of the Regular and Life Members present at a meeting shall be necessary for the adoption of any matter to be voted upon by Regular and Life members unless a greater proportion is required by statute, the Article of Incorporation, or the bylaws. Written proxies signed by the representative of the member firm shall be counted for voting purposes.

ARTICLE VII

ORGANIZATION

A. Board of Directors

1. The purpose of the Board is to govern the Chapter, subject to the National Bylaws and Regulations established by the National Board of Directors and to:
 - a. Formulate policy for chapter officers and Chapter staff,
 - b. Adjudge major Chapter and committee decisions and disputes; and
 - c. Approve all budgets of the Chapter
2. The Board shall consist of directors elected from Regular or Life members in good standing of the Chapter subject to the following conditions:
 - a. The number of Directors of the Chapter Board shall consist of an optimum level of thirty (30) and in no circumstances consist of less than eight (8) members. The number of Directors may be increased or decreased by five (5) at the discretion of the Executive Committee.
 - b. The Directors shall consist of general contractors, subcontractors, associates, suppliers, developers, and life members.
 - c. Unless specifically waived by a vote of two-thirds of the Board members, there shall be no more than one representative from any member firm serving on the Board at any one time; and
 - d. Directors are expected to participate in all Chapter functions.
 - e. The Board of Directors shall include the elected Officers of the Chapter and the immediate Past Chairman and Treasurer.

3. Board meetings shall be subject to the following conditions:

- a. The board shall meet once a month or more often as determined by the Board. If the regular meeting is to be held on other than the regularly scheduled day, it must have the approval of two-thirds of the Chapter Board.
- b. A special meeting of the Chapter Board may be called by the Chairman or by a majority of the Chapter Board.
- c. No notice of regular meetings of the Board of Directors shall be required. Written notices of special meetings, together with an agenda for the meeting, shall be sent to all directors and the President no more than thirty (30) days nor less than five (5) days before the date thereof, except that by unanimous consent, notice may be waived. Notice may be given by mail, fax, electronic mail, or messenger and shall be sent to the Board member's business address.
- d. A majority of the total membership of the Chapter Board shall constitute a quorum. Proxies shall be counted for purposes of determining a quorum. Any action of the Board will require a majority vote at a meeting at which a quorum is present. However, if the Bylaws provide for a "two-thirds vote of the Board of directors", that term shall mean two-thirds of the total Board.
- e. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without notice other than by announcement at the meeting until a quorum shall attend.
- f. A Director's failure to attend three consecutive regular meetings or two-thirds of all meetings without adequate reason may be cause for removal by a two-thirds vote of the Board of Directors. Each month, the Board shall vote to remove or retain any such Director.
- g. Chapter members who are not directors are encouraged to attend Board meetings and to speak if recognized by the chair or if placed on the agenda. However, such members may not vote nor participate in parliamentary procedure. The Chairman shall reserve the right to eject any disruptive member.
- h. The usual parliamentary rules as set forth in "Robert's Rules of Order" shall govern all deliberations when not in conflict with these Bylaws.

4. Duties of Directors

- a. Directors shall represent the interests of the members.
- b. Directors shall attend the Board meetings regularly.
- c. Duties of Directors cannot be delegated or assigned, except that a Director may grant written proxies as provided by these Bylaws.

5. Terms of Directors

- a. Directors shall take office on January 1, following their election to office.
- b. The term of office of a Director shall be three years or until a successor is duly elected. Directors who change employers shall complete their term of office, provided that their new firm is also an ABC member firm, and provided that the new firm does not already hold a board seat, unless waived by the Board as provided by Section A (2)(c) of this same Article VII. The Director's member's prior employer will be afforded the opportunity for a board position for the balance of the calendar year.
- c. Directors may serve successive terms, if so elected.
- d. The terms of Directors shall be staggered in three classes, so that the term of one-third of the Board expires each year.

6. Compensation

Directors as such shall not receive any compensation for their services as Directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the association. Nothing herein shall preclude a director from serving the Chapter in any other capacity and receiving compensation for such services when previously approved and authorized by the Board.

7. Resignation or Removal

- a. Any Director or elected or appointed officer may resign at any time by submitting written notice to the Chairman. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of receipt thereof.
- b. Any Director may be removed for just cause by a two-thirds vote of the Board. Prior to such a vote the due process rights set forth in Article V, Section E shall be complied with.
- c. A Director who fails to attend Board meetings regularly may be removed by two-thirds of those directors present.

8. Vacancy

- a. Vacancies caused by death, resignation, or removal shall be filled by an appointment by the Board unless the vacancy is subject to automatic succession as set forth in Article VII B. 1 and 2 of these Bylaws. A two-thirds vote of the Board shall be required. The appointed successor shall hold office until the next regular annual election. If a vacancy is filled by election, the Director receiving the least number of votes shall fill the shortest unexpired term.

B. Elected Officers

1. The Chairman shall serve the year following election as Chairman-elect and shall:

a. Serve as Chairman of the Board.

1. Preside over all Board meetings.

2. May vote on any issue in the event of a tie.

3. Is an ex-officio member of all committees.

b. Serve as Chairman of the Executive Committee.

1. Preside over all Executive Committee meetings.

c. Serve as chief executive of the organization.

1. Act on behalf of the Board of Directors between Board meetings, consistent with the Bylaws and established Board policy.

2. Appoint all standing committees.

3. May appoint additional committees as necessary for the activities of the Chapter.

4. Advise and assist all officers of the organization in their duties.

5. Represent the Chapter Board at all appropriate National functions or appoint a designated representative when possible.

6. Appoint representative(s) to the National Board of Directors, subject to confirmation by two-thirds vote of the Chapter Board.

d. Together with the Secretary shall sign all contracts and documents relating to the affairs for the corporation.

e. Qualifications.

A candidate for Chairman shall be a member in good standing and shall have served as a Director for a period of at least two years.

2. The Chairman-elect shall automatically ascend to the office of Chairman the following year and shall:

a. Serve on the Board.

- b. Assume duties of Chairman in the event of his temporary absence, resignation, or removal from office.
- c. Act as coordinator of Chapter committees. Insure that committee chairmen and committees function effectively and fulfill their assigned responsibilities.
- d. Serve on the Executive Committee.

A candidate for Chairman-elect shall be a member in good standing, shall have served as an elected officer for a period of at least one (1) year, and shall have served as a Director for a period of at least two (2) years.

3. The Vice Chairman shall:

- a. Serve on the Board.
- b. Act as assistant coordinator of Chapter committees.
- c. Act as assistant to the Treasurer
- d. Act as Chairman of the Budget and Finance Committee
- e. Serve on the Executive Committee.

4. The Secretary shall:

- a. Make and maintain minutes of all meetings of the Board.
- b. Maintain association's records, including names and addresses, and such other data concerning admission to, maintenance and termination of membership as he may deem appropriate, or as may be required by the Board.
- c. Serve on Executive committee.

5. Qualifications for elected officers other than Chairman and Chairman-elect.

All officers shall be a Regular or Life Member in good standing and shall have served as a Director for a period of at least one (1) year.

C. Appointed Officers

1. Treasurer

- a. Be a regular or life member in good standing.
- b. Maintain all corporate financial records.

- c. Be responsible for the receipt of all moneys due the Chapter and for the deposit of the same in Chapter bank accounts or other places of deposit approved by the Board.
- d. Serve on Budget and Finance Committee.

D. Chapter President

1. The Board shall select and employ the President, provide a written job description for the position, set performance standards, and provide a formal annual performance evaluation. As chief operating officer of the Chapter, the President manages the daily operations of the chapter, employs and supervises the chapter staff, is an ex-officio member of all committees and implements policy as determined by the Board.
2. The President reports directly to the Chairman of the Board. The President serves at the pleasure of the Board and may be discharged on a two-thirds vote of the entire Board.

E. Committees

1. All committees, standing or temporary, shall be responsible to the Chairman and come under the direct supervision of the Chairman-elect. The Chairman-elect shall be assisted by the Vice Chairman and Chapter staff in aiding the committees to accomplish their tasks.
2. The Committee Chair shall:
 - a. Attend all committee meetings and report progress and accomplishments to the Board;
 - b. Officiate at the meetings of his committee; and
 - c. See that enough meetings are held to complete the assigned tasks.
3. Committee Members shall:
 - a. Be responsible for attending all committee meetings
 - b. Be willing to accept responsibilities and work toward the goals and purposes of the committee.
4. Executive Committee
 - a. The Executive Committee shall consist of the officers of the Chapter as listed in these Bylaws and the immediate Past Chairman.
 - b. Purpose
 1. To consult with and advise the Chairman of the Chapter.

2. To make decisions on matters that arise when time does not permit to call a meeting of the Chapter Board. All decisions are subject to the approval of the Chapter Board. The Executive Committee can decide and act on matters of procedure but not on policy.

3. Recommend to the Chapter Board on matters of policy.

5. Standing Committees

a. The Chairman shall insure that the following standing committees are properly constituted, with a current chairperson, and conducting regularly scheduled meetings.

1. Budget and Finance

2. Membership

3. Government Relations (legal rights and strategies)

4. Candidate Certification

6. Ad hoc committees: The Board may authorize additional committees as appropriate each year.

7. Board liaison: The Board shall appoint a liaison between the Board and each standing or ad hoc committee.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

A. Candidate Certification Committee

1. The Candidate Certification Committee shall:

a. Solicit nominations from the general membership for all Director and Officer positions;

b. Certify that candidates meet the requisite Board and/or Officer requirements which are set forth in Article VII of these Bylaws;

c. Recommend candidates for all Board and Officer positions created by vacancies; and

d. Seek out and encourage member interest in leadership positions.

2. The Candidate Certification Committee shall be appointed by the Chairman and shall serve for one (1) year.
3. The Candidate Certification Committee shall consist of at least six (6) members, at least three (3) of whom shall be Board Members and the others shall be Regular or Life Members in good standing.

B. Nominating Process

1. The Candidate Certification Committee shall notify the Board of its recommendations for Board and Officer position. Recommended candidates shall be subject to the final approval of the Board at the September Board meeting.
2. The general membership shall be notified by announcement of the candidates for Board positions.

C. Elections

1. The general membership shall be notified of the final list of candidates fifteen (15) days prior to the annual Membership meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears in the records of the Chapter, with postage prepaid.
2. The notification mailing shall be accompanied by an absentee ballot for all members. In order to be counted, the absentee ballot must be filled out and received by the Chapter office no later than the close of business of the day immediately preceding the election meeting.
3. Election ballots shall contain blank spaces for write-in candidates. Write-in candidates shall be subject to all qualifications of office.
4. In the event there are opposing candidates for any office, the elections will be by written ballot.
5. All votes shall be tabulated by the Candidate Certification Committee. The results of the election shall be determined by the Candidate Certification Committee and turned over to the Executive Committee.
6. In the event there are no opposing candidates, the slate as presented will be elected by a simple voice vote of the members in good standing attending the meeting.
7. The Board of Directors shall elect the Officers at the November Board meeting.

ARTICLE IX

TRAINING

1. ABC Greater Houston shall provide for programs of construction training and education.
2. The Board may provide such training and education by an affiliation with another entity.
3. The Board of Directors shall take steps necessary to maintain the Department of Labor's approval of the Chapter's training and education programs.
4. Any decisions affecting affiliation with a training provider or Department of Labor's approval at the chapter training and education program shall require two-thirds vote of the Board.

ARTICLE X

INDEMNIFICATION

The chapter shall, by resolution of the Board, provide for indemnification by the Chapter of any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of their service as Directors or Officers of the Chapter, except in relation to matters as to which such Director or Officer or former Director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of such duties and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct or in any action by the Chapter against such Director.

ARTICLE XI

DISSOLUTION

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chapter. On dissolution of the Chapter any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations exempt under Section 501(c) of the Internal Revenue Code to be selected by the Board.

ARTICLE XII

AMENDMENTS

- A. These Bylaws may be amended, in whole or in part, by a two-thirds vote of the Board of Directors of the Chapter, provided, however, that:
1. The Chairman shall appoint a duly constituted Bylaws Committee to study and prepare such amendment.
 2. Such an amendment has been presented to the Board in the form of a formal resolution.
 3. The members of the Board have been notified at least fifteen days in advance of the proposed amendment. The notification of such a vote shall include the proposed amendment and the reasons therefore.
 4. Prior to the adoption of Bylaws or amendments thereto, copies will be forwarded to the National Association for study and approval.

ARTICLE XIII

- A. These Bylaws when adopted supersede all past Bylaws of the Chapter.
- B. Nothing in these Bylaws shall conflict with the Bylaws of Articles of Incorporation of the National Association.
- C. These Bylaws adopted _____

Date

Secretary

Chairman

Approved by Associated Builders & Contractors, Inc.