

**BYLAWS
CONSTRUCTION & MAINTENANCE EDUCATION
FOUNDATION**

Effective 12-30-04

ARTICLE I NAME AND DEFINITION

Section 1: Name

The name of the Corporation shall be the Construction & Maintenance Education Foundation. The Corporation may also be referred to in these Bylaws as "CMEF" or the "Foundation."

Section 2: Definition

The Construction & Maintenance Education Foundation is a non-profit corporation, chartered in and by the State of Texas. It may be known, in abbreviated form, as the Foundation. The Foundation has no stock for issue and, therefore, no shareholders. The Foundation is organized as a Texas non-profit corporation without members.

Section 3: Purpose

The Construction & Maintenance Education Foundation is the educational affiliate of Associated Builders and Contractors of Greater Houston hereby referred to as the ABCGH. The Foundation shall provide craft and apprenticeship training and all other training approved by the CMEF Board of Directors. The Foundation also conducts and manages a Craft Skills Assessment process.

Section 4: Training Review

The Foundation's operations shall be reviewed by the ABC Chairman, on behalf of the Board of Directors to insure that the training and operations meet the requirements of ABCGH Department of Labor program and the sponsorship establishment by the National Center for Construction Education and Research (NCCER).

Section 5: Compliance

The Foundation's customers shall determine all safety and compliance measures required under law or appropriate or necessary to provide a safe workplace. The Foundation's customers shall not be required to follow any recommendations or practices suggested by the Foundation or any of its committees or instructors. Each customer is responsible for the safety and compliance of its own workplace. The fact that a customer has not followed the recommendations of the Foundation, its committees or instructors does not establish that the customer has failed to meet a standard of care, violated any law or failed to meet any industry standard

ARTICLE II

MEETINGS

Section 1: Annual "STATE OF THE FOUNDATION" Meeting

The Foundation shall hold an annual "State of the Foundation" meeting as determined by the Board during the first calendar quarter of the year. Notice of the annual meeting shall be given to each Director, to current customers of the Foundation, to the Houston Business Roundtable and to ABC of Greater Houston.

Section 2: Quarterly Board Meetings

Meetings of the Board of Directors shall be held at least once each quarter of the year.

Section 3: Special Meetings

- A. The Chairman may call a special meeting of the Board of Directors whenever the Chairman believes it would be in the best interest of the Foundation.
- B. Any three (3) Directors acting together may call a special meeting whenever they believe it would be in the best interests of the Foundation.
- C. Notice of a special meeting shall be sent to all then serving directors. Notice may be given by mail, hand delivery, email, fax, or other commercially reasonable means. The notice shall state the date, time and place for the special meeting, the reason for calling the special meeting and the matters to be acted upon at the special meeting. Only those matters so identified in the notice may be acted upon at a special meeting.
- D. Directors may participate in a special meeting as provided by Section 4 of this Article.

Section 4: Notice of Meetings. Conduct of Meetings.

Directors shall be notified of regular meetings or special meetings through any means reasonably calculated to provide actual notice. Notice of meetings may be given by telephone, letter, facsimile, e-mail or other forms of electronic communication.

Directors may conduct or participate in meetings by telephone conference call or video conferencing. Participating through electronic conferencing shall count towards a quorum.

Directors may transact business by voting by mail or facsimile.

ARTICLE III DIRECTORS

Section 1: Numbers

- A. The Board of Directors shall consist of 17 Directors.
- B. The Board of Directors shall consist of the following:
 - 1. CMEF Chairman
 - 2. CMEF Chairman-Elect elected by the ABCGH Board of Directors (Automatically ascends to President)
 - 3. ABC Chairman
 - 4. Industrial Director elected by the ABCGH Board of Directors.
 - 5. Industrial Director elected by the ABCGH Board of Directors.
 - 6. Industrial Director elected by the ABCGH Board of Directors.
 - 7. Commercial Apprenticeship Director elected by the ABCGH Boards of Directors.
 - 8. Commercial Apprenticeship Director elected by the ABCGH Board of Directors.
 - 9. ABC Director elected by the ABCGH Board of Directors
 - 10. CMEF Past Chairman
 - 11. Director-at-Large elected by the other Directors (2 year term)
 - 12. Director-at-Large elected by the other Directors (2 year term)
 - 13. Director-at-Large elected by the other Directors (2 year term)
 - 14. Director-at-Large elected by the other Directors (2 year term)
 - 15. Chairman of Houston Business Roundtable Contractor Workforce Development Committee or as designated by the Houston Business Roundtable Chairman.
 - 16. Houston Business Roundtable Chairman or as designated by the Houston Business Roundtable Chairman.

17. HBR Representative as designated by the Houston Business Roundtable Chairman.

The ABCGH Chairman may appoint any ABCGH Executive Committee member to serve on the Board in his or her place. The Houston Business Roundtable Chairman is to designate an owner member of the HBR to serve on the Board in the three HBR positions.

Section 2: Director Nominations

- A. Candidates for membership on the Board of Directors as an Elected Director shall be selected by the ABCGH Certification Committee appointed by the Chairman of ABCGH. The Chairman of the Foundation shall be a member of the ABCGH Certification Committee.
- B. Candidates for the Industrial Director positions should be selected from the five companies who have enrolled the largest number of students in CMEF craft training during the previous year. Candidates for the Commercial Apprenticeship Training Director positions should be selected from the four companies who have the largest number of apprentices in the CMEF program.
- C. Candidates for membership on the Board of Directors as a Director-at-Large shall be selected by a CMEF Executive Committee and confirmed by the Board of Directors.

Section 3: Qualifications

- A. Only persons employed by members of ABCGH are eligible to serve as Directors of the Foundation for the director positions identified in Article III, Section 1B (1) through (14).
- B. Only persons employed by companies that are members of the Houston Business Roundtable are eligible to serve as Directors of the Foundation for the director positions identified in Article III, Section 1(B) (15) – (17)
- C. If a Director ceases to be employed by a member of ABCGH for a period of more than 30 days, the Director shall be deemed to have resigned as a Director.
- D. No ABCGH member firm may have more than one person serving as a Director at a time. Within 30 days of any change employment, the ABCGH member firm shall designate which of its Director employees shall continue to serve as a Director.

Section 4: Term of Office

Board elections shall be conducted during the Fall meeting each year at which time the Board shall fill the positions of those whose terms are about to expire. Industrial Directors and Commercial Apprenticeship Directors shall serve one-year terms. Director-at-Large positions shall serve two-year terms with two Director-at-Large positions elected each year. Directors can be reelected to any position.

Section 5: Vacancies

If a Director position becomes vacant for any reason, a successor shall be appointed by the ABCGH Certification Committee. The successor named by the ABCGH Certification Committee shall serve for the remainder of the term for which the successor was elected, and may be elected to serve a full term following the expiration of such appointment.

Section 6: Resignation or Removal

- A. Any Director may resign by giving written notice to the Board of Directors, the Chairman, or the Secretary/Treasurer. Such resignation shall take effect at the time specified therein or, in the absence of such specification, upon its acceptance by the Board of Directors.
- B. The Board of Directors may remove any Director from office. A Special Meeting for that purpose shall be called at the request of any four currently serving Directors. The removal of a Director shall require the approval of a majority of the then serving Directors.

Section 7: Powers

The Board of Directors shall have full authority and power to manage the Foundation. In the management and control of the property and affairs of the Foundation, the Board of Directors is hereby vested with all the powers possessed by the Foundation itself so far as this delegation of authority is not inconsistent with the laws of the State of Texas, with the Articles of Incorporation, or with these Bylaws.

Section 8: Quorum

A majority of the then serving Directors shall constitute a quorum for the transaction of business. Directors participating in a meeting by telephone conference call or video conferencing shall count toward a quorum.

Section 9: Voting

Each member of the Board of Directors shall be entitled to one vote. Unless otherwise specifically provided by law or these bylaws, all actions of the Board shall require the approval of a majority of the votes cast. Directors participating by telephone conference call or video conferencing shall count toward a quorum, may address the meeting, and vote on all matters.

Upon the request of the Chairman, or of any three directors acting together a matter may be submitted to the Directors for a vote by mail, fax, or email. The request for vote shall be sent to all Directors and shall state the matter to be voted upon, the deadline for voting, and provide any instructions for voting. In such a case, Directors shall be provided not less than three business days in which to submit their vote.

Section 10: Houston Business Roundtable (HBR) Contractor Workforce Development Committee

A. Purpose

The purpose of the HBR Contractor Workforce Development Committee shall be to review and approve the programs, management and financial accountability in the conduct of cost-effective industrial construction and maintenance education.

In addition, the HBR Contractor Workforce Development Committee shall monitor and forecast industry trends to the CMEF Board of Directors.

B. Function

The function of the HBR Contractor Workforce Development Committee shall be to provide direction, resources and involvement to the CMEF Board of Directors in order to meet the local training objectives for a skilled and productive workforce.

C. Membership

The HBR Contractor Workforce Development Committee shall be open to all HBR members in good standing.

D. Responsibilities

1. The HBR Contractor Workforce Development Committee shall assign HBR Owner representatives to serve on the operating committees and subcommittees as established by the Board of Directors. HBR representatives must be employees of companies that are members of the Houston Business Roundtable.
2. These subcommittees will be comprised of plant or facility owner representatives and contractor representatives.
3. The HBR Contractor Workforce Development Committee shall select a committee chair. This committee chair shall represent the committee on the CMEF Board of Directors and Executive Committee.
4. The HBR Contractor Workforce Development Committee shall coordinate with the CMEF Board of Directors to develop strategies to increase HBR participation.
5. The HBR Contractor Workforce Development Committee shall coordinate the communication of training program initiatives to the local plant and facility owner associations.
6. The HBR Contractor Workforce Development Committee shall concur and provide direction to the CMEF Board of Directors, on industry training needs with regards to developing an annual budget.
7. The HBR Operating Committee shall review and approve the annual budget with the CMEF Board of Directors prior to its implementation.

ARTICLE IV OFFICERS

Section 1: Election and Qualifications

The officers of the Foundation shall consist of a Chairman, a Chairman-Elect, a Secretary/Treasurer, and such other offices as the Board of Directors may provide. The Chairman shall be Chairman-Elect from the preceding year.

The Chairman-Elect shall be elected by the ABCGH Board of Directors. All other officers shall be elected by the CMEF Board of Directors. Officers shall serve an elected term of 12 months. Officers may be elected for succeeding terms.

The term of office for all officers shall run from January 1 to December 31 of each year.

Section 2: Chairman

The Chairman shall be the Chief Executive of the Foundation and shall preside at all meetings of the Board of Directors and Executive Committee. The Chairman or Chairman-Elect, unless some other person is specifically authorized by vote of the Board of Directors, shall sign all written instruments of the Foundation. The Chairman will serve a 12-month term. Should the Chairman resign the Chairman-Elect will assume the office of Chairman.

Section 3: Chairman -Elect

The Chairman-Elect shall perform the duties and have the powers of the Chairman during the absence, sickness, or other disability of the Chairman. In addition, the Chairman-Elect shall perform such duties and have such other powers as the Board of Directors shall designate. The Chairman-Elect shall automatically ascend to the office of Chairman.

Section 4: Secretary/Treasurer

The Secretary/Treasurer shall keep the minutes and records of the Foundation in appropriate files, give and serve all notice to the Board of Directors, serve as official custodian of the records and seal of the Foundation, and attend to all correspondence of the Foundation. The Secretary/Treasurer shall have the care and custody of all monies belonging to the Foundation, be responsible for such monies and securities of the Foundation and be authorized to sign checks and drafts for the Foundation. The Secretary/Treasurer shall render at stated periods as the Board of Directors shall determine, a written account of the finances of the Foundation and such report shall be attached to the minutes of the Board of Directors.

Section 5:

Officers must be members of the Board of Directors.

Section 6: Resignations or Removals

Any officer of the Foundation may resign serving written notice to the Board of Directors, Foundation Chairman, Chairman-Elect or Secretary/Treasurer. Such resignations shall take effect at the time specified therein or in the absence of such specifications, upon its acceptance by the Board of Directors.

The Board of Directors may remove any officer from office. A Special Meeting for that purpose shall be called at the request of any four currently serving Directors. The removal of an officer shall require the approval of a majority of the then serving Directors.

Section 7:

No Director or Officer shall, shall by reason of that office be entitled to receive any salary or compensation. The Board shall have the authority to approve the reimbursement of reasonable and necessary expenses directly incurred by a Director or Officer as a result of services to the Foundation. All such expenses shall be approved by a vote of the Executive Committee.

ARTICLE V

STAFF

The staff required for the Construction & Maintenance Education Foundation shall be defined and approved by the Board of Directors.

Provided however, that nothing in these Bylaws shall bar the hiring of paid staff that shall be entitled to such reasonable compensation, benefits and expense reimbursements as the Board may approve.

The Board may employ a Chief Staff Officer who shall report directly to the Board. The Chief Staff Officer serves at the pleasure of the Board and may be dismissed by the Board at-will. The employment of a Chief Staff Officer on any basis other than at-will shall require the specific approval, in each instance, of the Board of Directors and the execution of a written contract by the Chairman and Secretary and which specifically refers to this Article V of the Bylaws.

The Chief Staff Officer shall be responsible for day to day management of the Foundation's business and for the management of the Foundation's staff. The Chief Staff Officer shall be responsible for the hiring, firing and management of subordinate staff. Subordinate staff shall be employed at will. The Foundation may directly employ staff or contract with ABCGH for the services of staff.

ARTICLE VI COMMITTEES

Section 1: Executive Committee

There shall be an Executive Committee consisting of the Foundation's Chairman, Chairman-Elect, Secretary/Treasurer, ABCGH Chairman, HBR Operating Committee Chair and CMEF Past Chairman. If the Board so chooses, it may elect or appoint another to serve on the Executive Committee. The Executive Committee shall meet monthly to review the Foundation's activities.

Section 2: Standing (Operating) Committee

The Foundation shall have the following standing (operating) committees: Apprenticeship and Craft Training. All other committees will be assigned as deemed necessary by the Board to carry out the operations of the Foundation. Standing committee chairs of the Foundation shall be appointed by the Foundation's Chairman with the advice and approval of the Board of Directors.

Section 3: Other Committees

The Foundation's Chairman shall have the authority to appoint such other committee as may be deemed necessary by the Board of Directors.

Section 4: Committee Operations

The Foundation's Chairman shall insure that all committees are properly constituted, with a current chair and conduct regular scheduled meetings.

ARTICLE VII FUNDING/AUDIT

All cents per man-hour funding shall be accounted for separately on the Foundation's books and subject to annual audit.

The Foundation shall have an annual audit of its finances. The Directors may cooperate with ABCGH to secure audit services.

ARTICLE VIII PROPERTIES

All property held by the Foundation shall be owned by the corporation. The purchase or sale of real property, the rent or lease of real property or the construction of any facilities shall require approval of the Board of Directors.

ARTICLE IX INDEMNIFICATION

Section 1:

- A. The Foundation shall indemnify and defend a Director, Officer, HBR Contractor Workforce Development Committee member, Operating and Subcommittee members, Employee or Agent of the Foundation who was, is, or is threatened to be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Foundation. For the purposes of this article, an agent includes one who is or was serving at the request of the Foundation as a director, officer, partner, venture, and proprietor, Director, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise. However, the Foundation shall indemnify a person only if her or she acted in good faith and reasonably believed that the conduct was in the Foundation's best interests. In a case of criminal proceedings, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful.
- B. The Foundation shall not indemnify a person who is found liable to the Foundation or is found liable to another on the basis of improperly receiving a personal benefit.
- C. A person is conclusively considered to have been found liable in relation to any claim, issue or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- D. The termination of a proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Foundation.
- E. The Foundation shall pay or reimburse expenses incurred by a director, officer, member, committee member, employee or agent of the Foundation in connection with the person's appearance as a witness on other participation in a proceeding involving or affecting the Foundation when the person is not a named defendant or respondent in the proceeding.

- F. The Foundation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of this Article, the Articles of Incorporation or the laws of the State of Texas.
- G. The Foundation shall obtain and keep in force reasonable levels of general liability insurance and directors and officer's liability insurance.

ARTICLE X AMENDMENT

Section 1:

These Bylaws may be amended, in whole or in part, by a two-thirds vote of the total Board of Directors of the Foundation, provided, however, that:

- A. The Foundation's Chairman shall appoint a duly constituted Bylaws committee to study and prepare such amendment.
- B. Such an amendment has been presented to the Board in the form of a formal resolution.
- C. The Board members have been notified at least 15 days in advance of the proposed amendment.
- D. Prior to the adoption of Bylaws or amendments thereto, copies will be forwarded to the appropriate legal counsel for study and approval.

ARTICLE XI PARLIAMENTARY AUTHORITY

Meetings shall be conducted according to general principles of parliamentary procedure. The current edition of The Standard Code of Parliamentary Procedure shall govern to the extent not inconsistent with these Bylaws and any special rules adopted by the Board of Directors.

ARTICLE XII SEAL

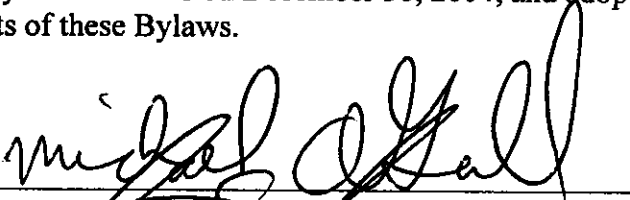
The corporate seal of the Foundation shall bear the name Construction & Maintenance Education Foundation and the word "Texas", which shall be between two circles and on the inside of the inner circle shall be the words Corporation not for profit and figures 1994. The use of a seal on corporate documents is optional, unless required by law.

*Original Incorporation Date December 20, 1989 as the "Greater Houston Merit Shop Training Trust"
Name Changed to "Construction and Maintenance Education Foundation" Effective January 7, 1994
By-Laws Revised and Approved by the Board of Directors:*

- June 1, 1995/Revised September 13, 1995
- Revised November 14, 1997, Effective January 1, 1998
- Revised January 23, 1998, Effective January 23, 1998
- Revised January 19, 2001 and March 16, 2001, Effective March 16, 2001
- Revised July 29, 2003, Effective August 15, 2003.
- Revised December 14, 2004, Effective December 30, 2004

Approved by the Directors on December 30, 2004, and adopted in compliance with the requirements of these Bylaws.

Chairman:



Secretary:

