

RECORD OF PROCEEDINGS

BY-LAWS

OF

EL PASO COUNTY CONTRACTORS ASSOCIATION, INC.

ARTICLE I

(Name and Location)

Section 1. The name of the corporation shall be the El Paso County Contractors Association.

Section 2. The principal office of this Association shall be located at the Secretary's address, or such other place as the Executive Committee may from time to time designate.

ARTICLE II

(Territorial Jurisdiction)

Section 1. This Association shall operate for the benefit of contractors, builders, and those engaged in allied industries in the County of El Paso, of the State of Colorado.

ARTICLE III

(Objectives)

Section 1. This Association shall operate without profit to:

(a) Associate contractors and builders within the above described jurisdiction for the purpose of mutual advantage and cooperation.

(b) Cooperate with all branches of the building industry, including manufacturers, dealers, and financial institutions within said jurisdiction, for the purpose of mutual advantage and for the benefit of the industry as a whole.

(c) Maintain high professional standards and sound business methods among its members through the enforcement of its code of ethics.

(d) Secure cooperative action in advancing the common purposes of its members; uniformity and equity in business usages and laws; and proper consideration of opinion upon questions affecting the building industry within the jurisdiction of this Association.

(e) Assist in the accomplishment of the mutual objectives of its members and the industry as a whole, and operate for the public good.

(f) Assist the officers, Board of Directors, and the Membership Committee of the organization in qualifying members operating within the above described territorial jurisdiction.

(g) Participate for the purpose of mutual benefit in an interchange of information and experience with all other local associations of like character.

ARTICLE IV

(Code of Ethics)

Section I. All members of this Association shall agree to observe and be bound by the following Code of Ethics:

(a) MEMBERS shall constantly seek to provide better values, so that an ever-greater share of our people may enjoy the benefits of sound construction.

(b) MEMBERS shall strive to develop the efficiency of the building industry to the end that labor may receive its just and proper reward.

(c) MEMBERS shall at all times contribute their knowledge in building to the best interest of those they serve.

(d) MEMBERS shall not knowingly enter into any contract, the terms of which are designed to imperil the rights of any contractor, labor, or the suppliers of materials, to receive a fair return for services or goods furnished.

(e) MEMBERS shall not obtain any business by means of fraudulent statements or by use of implications unwarranted by fact or reasonable probability.

(f) MEMBERS shall comply both in spirit and letter with rules and regulations prescribed by law and government agencies for health, safety, and progress of the community.

(g) MEMBERS shall be alert to examine proposed or enacted State and Local legislation regarding to social, economic, and political items.

(h) MEMBERS shall not perform, or cause to be performed, any act which would tend to reflect on, or bring into disrepute, any part of the building industry and/or El Paso County Contractors.

ARTICLE V

(Membership)

Section 1. Qualifications for membership in this Association shall be as follows:

(a) Membership shall be open to any person, firm, or corporation whose principal business is construction or who is engaged in any allied trade, industry, or profession within the territorial jurisdiction of this Association, who shall agree to abide by the provisions of the By-Laws (and any amendments thereof), shall subscribe to the foregoing Code of Ethics, and who shall meet with the approval of the Board of Directors.

Section 2. Applications for membership in this Association shall be made to the Board of Directors and shall be processed in the following manner:

(a) Candidate shall submit his application in writing on a form supplied by this Association containing an agreement to abide by the By-Laws and observe the Code of Ethics of this Association.

(b) Application shall be endorsed by at least one member in good standing and shall be accompanied by a payment in the amount sufficient to the current year's dues in advance. All payments to be made shall be returned in full if membership is not approved.

Section 3. Suspension, termination, reinstatement and transfer of membership in this Association shall be accomplished in the following manner:

(a) Any member whose dues are not paid in full within 4-5 months after they become due and payable may be dropped by a majority vote of the Board of Directors.

(b) Any member may be censured, suspended, or expelled from the Association if, in the opinion of the Board of Directors, as evidenced by a majority vote of such members of the Board as are present at any meeting that may vote upon the matter, it shall be considered desirable or for the best interests of the Association or its members that the said member be censured, suspended, or expelled.

(c) A vote of two-thirds (2/3) of the entire Board of Directors shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this Section.

Section 4. Meetings of the membership shall be held as follows:

(a) Regular meetings of the membership of this Association shall be held the first Tuesday of each month; with the exception of June, July, and August.

(b) Special meetings of the membership of this Association may be called at any time by the Board of Directors.

(c) Notice shall be given of the date, hour, and place of all meetings in writing to each member two days in advance.

ARTICLE VI

(Fiscal Year)

Section 1. The Fiscal Year of this Association shall be the calendar year.

ARTICLE VII

(Dues)

Section 1. The dues or membership fee of the Association shall be payable annually in advance on the first day of January at the rate of \$400.00 per year.

Section 2. If a member joins in the middle of a Fiscal Year they will be credited toward next year's dues @a rate of \$30.00/month.

ARTICLE VIII

(Board of Directors)

Section 1. Board Members at large, not to exceed three in number, shall be elected from and by the active membership at the November meeting, which shall be the governing body of this Association.

Section 2. Directors shall be elected for a term of three years and shall hold office until their successors are elected and qualified; except that in the first election under these By-Laws, one Director shall be elected for a term of one (1) year, and one for two (2) years, and one for three (3) years.

Section 3. The President, Vice President, Secretary and Treasurer, shall be elected for a term of three years- - 1st year: V-Pres., 2nd year: Pres., 3rd year: Past Pres.

Section 4. Upon the Board approval a stipend may be offered for the secretary and treasurer positions.

Section 5. To fill a vacancy occasioned by death or resignation of a Director, the Board shall elect by a two-thirds (2/3) vote of the members present a successor to finish out the terms of the resigning or deceased Director.

Section 6. Meetings of the Board of Directors shall be held as follows:

(a) Regular meetings of the Board of Directors shall be held on the first Tuesday of each month immediately preceding the meeting of the membership, or such other time as the Board may direct.

(b) Special meetings of the Board of Directors may be called by the Board of Directors.

(c) Notice of the date, hour, and place of all meetings must be given to the Directors at least two (2) days in advance.

ARTICLE IX

(Officers)

Section 1. The following officers shall be elected from and by the active membership at their annual meeting and shall hold office for a term of one (1) year from the date of election or until their successors are elected and duly qualified:

(a) A President, who shall be the Chief Officer of this Association and shall preside at its meetings and those of the Board of Directors. He shall be the official spokesman of this Association in matters of public policy, which shall have been determined by the Board of Directors.

(b) A Vice President, who shall, in the absence of the President, or upon his direction, perform all the duties of the President. He shall also serve on the Board of Directors.

(c) A Treasurer, who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a monthly statement to the Board of Directors. He shall also serve on the Board of Directors.

Section 2. The following administrative officers and staff may be employed by the Board of Directors at such rate of compensation as they deem fair and proper:

(a) Secretary who shall serve as the Chief Administrative head of this Association.

Duties: It shall be the duty of the Secretary to supervise the entire staff and perform such other duties as may be delegated to him by the Board of Directors, or the President, and all other duties usual to such office. The Secretary shall be empowered to employ an adequate staff to carry on the business of this Association as instructed by the Board of Directors, at such rates of compensation as the Board of Directors may deem fair and proper, within the limitations of the annual budget.

ARTICLE X

(Voting)

Section 1. The voting privilege shall be limited as follows:

(a) At meetings of the membership only members in good standing shall have the right to vote. Firms, corporations, or partnerships holding more than one vote shall be entitled to as many votes to be cast by as many memberships as they have.

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

Section 2. Votes may be cast by proxy at a meeting of the membership in the following manner: Any member entitled to vote may, by an instrument in writing bearing a date not more than thirty (30) days in advance of the meeting, designate another member to vote for him in his place and stead at any meeting of the membership.

Section 3. A vote of the majority of those present at any meeting of membership or Directors, at which a quorum is present, shall determine any measure unless otherwise provided herein.

Section 4. A quorum present at any meeting shall be determined as follows:

(a) A quorum of the membership shall consist of not less than 25% of the members in good standing of this Association.

(b) A quorum of the Board of Directors shall consist of not less than 50% of its members.

ARTICLE XI

(ELECTIONS)

Section I. The Board of Directors shall:

(a) Solicit and consider the recommendations of the membership, as to candidates for each office and directorship to be filled.

(b) Prepare a list of the candidates proposed for each office and directorship to be filled.

(c) Make substitute nominations where any candidate declines the nomination and present their final report on nominations at the annual meeting of the membership.

Section 2. Additional nominations may be from the floor.

Section 3. Whenever there shall be only one nomination for an elective officer or a post on the Directorate, election shall be by voice vote.

Section 4. Whenever there shall be more than one nomination for Board of Director or a post on the Directorate, vote shall be taken by voice vote.

Section 5. In the event that more than two candidates are named, a majority of those voting shall be necessary to elect. In the event such a majority is not obtained, then a second vote shall be taken upon the two leading candidates.

ARTICLE XII

(Finance)

Section 1. Dues and other monies collected by this Association shall be placed in a depository selected by the Board of Directors, and payments from the funds of this Association shall be made on the signature of the Treasurer, and the President or the Vice President. He shall also serve on the Board of Directors.

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

Section 3. The treasurer, and other officers and members of the staff handling the funds of this Association, shall furnish a bond at the expense of the Association in such amount as the Board of Directors shall determine, except that same can be waived by majority vote of the Board of Directors in any regularly scheduled meeting.

Section 4. There may be, if ordered by the Board of Directors, an annual audit of the finances of this Association by an independent Certified Public Accountant, and this, together with a report from the Treasurer, shall be submitted to the Board of Directors. An Auditing Committee may be appointed by the President in lieu of the foregoing if voted by the membership in a regular meeting.

ARTICLE XIII

(Notices)

Section I. Members shall furnish the Secretary with their official address, and the mailing of any notice or notices to such address shall be deemed service of such notice or notices upon them, as of the date of mailing of the same. Electronic correspondence is accepted as an official mode of communication.

ARTICLE XIV

(Rules of Procedures)

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

ARTICLE XV

(Amendments)

Section 1. These By-Laws may be adopted or amended by a vote of two thirds (2/3) of the Board of Directors present at any board meeting, provided the number of board members in attendance at such meeting constitutes a quorum.