

BYLAWS LAKE COUNTY CONTRACTORS ASSOCIATION

As Amended October 14, 2004

ARTICLE I

Name

The name of this Illinois not-for-profit corporation shall be the Lake County Contractors Association (referred to throughout these Bylaws as the “Association”).

ARTICLE II

Purposes and Objectives

The purposes and objectives of the Association are to serve, promote, and advance the common interests of its Members as a trade association for union construction contractors and subcontractors, as well as construction material and service suppliers and associated business entities doing business in Lake County, Illinois; and to engage in the lawful affairs of a trade association incorporated as a not-for-profit corporation under the laws of the State of Illinois including, but not limited to, promoting union construction contracting and contractors doing business in Lake County, Illinois; developing and providing informational and educational resources and programs relevant to the industry; representing the interests of the industry to legislative, administrative, regulatory, and other public and governmental bodies and to private concerns; providing forums for the expression, discussion, and interchange of information and concerns between and among Members, and between Members and the public; promoting, encouraging, and fostering the development and improvement of methods, practices, and safety programs in the construction industry; representing Members who assign such authority in writing, for collective bargaining negotiations, resolution of disputes and grievances, and communications with labor organizations; and such other affairs incident to the foregoing and authorized by the Illinois Not for Profit Corporation Act.

ARTICLE III

Offices

The Association shall maintain a registered office and a registered agent in the State of Illinois, and may have such other office or offices within or without the State as designated by the Board of Directors.

ARTICLE IV

Members and Membership

The Association shall have the following designated classes of Members, with the qualifications for voting, and other rights of, and limitations on, membership in each class as set forth in this Article and elsewhere in these Bylaws.

4.1 **CONTRACTOR MEMBER**. A sole proprietorship, partnership, or corporation that:

- (1) is engaged, or intends to engage, in the business of a construction contractor or subcontractor in Lake County, Illinois, and has been engaged in the business of a construction contractor or subcontractor for a minimum of three continuous years as of the date of application for membership (unless such “three year qualification” is waived by a three-quarters majority vote of the Board of Directors);
- (2) is a “union contractor” in that it is signatory to, or has otherwise agreed to be bound by, the current master collective bargaining agreement or agreements with a labor organization or organizations affiliated with the Building Trades Council of the AFL-CIO for all construction site labor performed by tradesmen employed by the Contractor Member at construction job sites located in Lake County, Illinois. (This “union contractor qualification” is intended to apply only to

construction site labor performed by tradesmen employed by the Contractor Member, and is not intended to apply to employees of the Contractor Member or its subcontractors who are either supervisory or work primarily off construction job sites, or who deliver materials, equipment, or personnel to construction job sites, and who are not covered by Davis-Bacon Act provisions);

- (3) for construction managers, design-builders and other contractors who employ no onsite construction jobsite tradesmen, in order to qualify as a “union contractor member,” the construction managers, design-builders, etc. must subcontract, whenever feasible, construction jobsite work to union contractors as defined in Article 4.1(2) above.
- (4) is sponsored for Membership by a current Member of the Association in good standing; and
- (5) agrees to abide to the current Bylaws of the Association.

4.2 MATERIAL SUPPLIER MEMBER. A sole proprietorship, partnership, or corporation that:

- (1) is, and has been for three years as of the date of application for membership, in the business of selling, leasing, brokering, delivering, or otherwise supplying, providing, hauling, or delivering equipment, tools, materials, goods, or services, to the construction industry (except that this “three-year qualification” may be waived by a three-quarters vote of the Board of Directors);
- (2) is sponsored for Membership by a current Member of the Association in good standing; and
- (3) agrees to abide to the current Bylaws of the Association.

4.3 ASSOCIATE MEMBER. A sole proprietorship, partnership, or corporation that:

- (1) provides, and has provided continuously for a minimum of three years as of the date of application for membership, professional services to the construction industry, or is otherwise engaged in commerce with the construction industry (except that this “three-year” qualification may be waived by a three-quarters vote of the Board of Directors);
- (2) is sponsored for Membership by a current Member of the Association in good standing; and
- (3) agrees to abide to the current Bylaws of the Association.

4.4 HONORARY MEMBERS. Honorary Membership may be bestowed by a majority vote of the Board of Directors to any person that meets the following qualifications:

- (1) was affiliated with a Member of the Association for a minimum of five years prior to the granting of an Honorary Membership or have been employed by the Association; and
- (2) is retired from active management of any firm doing business in the construction industry in Lake County, Illinois.

4.5 APPLICATION FOR MEMBERSHIP AND ELECTION OF NEW MEMBERS. All applicants for membership in the Association shall complete and submit an Application for Membership, in the form provided by the Association. Such Application for Membership shall be reviewed and considered by the Board of Governors, which may conduct further inquiry into whether the Applicant meets the qualifications for Membership set forth in these Bylaws, after which the Board of Governors may approve the Application by a majority vote of the Board of Governors. Meeting qualifications does not require that the Board of Governors approve an application for membership. In any month that the Board of Governors does not meet, prospective members may be submitted to the Board of Governors for approval by mail, email or fax.

Applications for Membership approved by the Board of Governors shall be presented to the Membership for approval by majority vote of those present and voting at the next regularly scheduled meeting of the Members. During the months of June, July, and August the Board of Governors may act for the Membership and approve the application by majority vote of the Board of Governors.

4.6 TERMINATION AND SUSPENSION OF MEMBERSHIP. The Board of Directors may, by affirmative vote of two-third of the Board, suspend or terminate the Membership of a Member, for cause, after advising the Member of such possible suspension or termination and the reason or reasons such action may be taken, and affording the Member an opportunity to be heard by the Board.

4.7 RESIGNATION. Any Member may resign from Membership in the Association by giving written notice of resignation to the Executive Vice President of the Association, such resignation to be effective upon receipt by the Executive Vice President, but such resignation shall not relieve the resigning Member from the obligation to pay all dues or other charges accrued as of the effective date of the resignation.

4.8 REINSTATEMENT OF MEMBERSHIP. Upon written request of a former Member whose Membership has been suspended or terminated, the Board of Directors may, by affirmative vote of two-thirds of the entire Board, reinstate the Membership of such former Member upon such terms and conditions as the Board of Directors deem appropriate.

4.9 NON-TRANSFERABILITY OF MEMBERSHIP. Membership in the Association is not transferable or assignable.

4.10 VOTING RIGHTS. Every Contractor Member, Material Supplier Member, and Associate Member shall be entitled to one vote on all matters submitted to a vote of the Members.

ARTICLE V **Meetings of Members**

5.1 ANNUAL MEETING. An Annual Meeting of the Members shall be held during the fourth quarter of each calendar year, at a date, time, and place to be determined by the Board of Directors, for the purpose of electing Directors and Officers for the following calendar year and the transaction of such other business as may come before the meeting.

5.2 GENERAL MEMBERSHIP MEETINGS. The Association shall hold regular General Membership Meetings at such dates, times, and places as designated by the Board of Directors. Such General Membership Meetings shall be conducted by the President or, in his absence, the Vice President, or in the event both the President and Vice President are absent, the Executive Vice President. The Association shall notify every Member in good standing of all General Membership Meetings at least one week prior to the scheduled date for such meeting, such notification to include the date, time, and place of the meeting.

5.3 SPECIAL MEETINGS. Special Meetings of Members of the Association may be called by either the President or the Board of Directors for the purpose or purposes stated in a call for, and the notice of, such meeting. The Association shall provide notice to all members of the Association in good standing of any Special Meeting at least one week prior to a Special Meeting; such notice shall include the date, time, place, and purpose or purposes of such Special Meeting.

5.4 QUORUM. The holders of one-tenth of the votes which may be cast at a meeting of the members of the Association, represented in person or by proxy, shall constitute a quorum for consideration of any matter at any meeting of Members; provided, that if less than one-tenth of the outstanding voting members are present or represented at any meeting, a majority of the voting members present or so represented may adjourn the meeting to a future date. At any resumption of an adjourned meeting at

which a quorum is present in person or by proxy, any business may be transacted which might have been transacted at the original adjourned meeting. If a quorum is present at a meeting of Members, the affirmative vote of a majority of the voting members present, or represented by proxy, at the meeting shall be the act of the Members, unless the vote of a greater number is required by the Articles of Incorporation or these Bylaws.

5.5 PROXY. Each Member entitled to vote at a meeting of Members may authorize another Member to act for him or her by written proxy, which may be specific or general, executed by the Member.

5.6 VOTING. Every Member, regardless of class, except Honorary Members shall be entitled to one vote in every matter submitted for a vote at a meeting of Members. Every Member may vote either in person or by proxy as provided in Section 5.5. Voting on any question or in any election may be by voice vote unless the Chairperson of the meeting requires voting by ballot or other form of tally.

ARTICLE VI **Board of Directors**

6.1 GENERAL POWERS. The affairs of the Association shall be managed and directed by, or under the direction of the Board of Directors.

6.2 NUMBER, TENURE, AND QUALIFICATIONS. The Board of Directors shall be comprised of all Officers of the Association as set forth in Article 7 of these Bylaws, plus five elected Directors chosen from the Members of the Association, the Association's delegate to the Mid-America Regional Bargaining Association (MARBA), the Immediate Past President of the Association, and the Executive Vice President as an ex-officio nonvoting member. Each Director shall hold office until January 1st of the following year. Directors need not be residents of Illinois, but must be an owner or employee of a Member of the Association.

6.3 BOARD OF DIRECTORS MEETINGS. The Board of Directors shall hold regular meetings at least once during every month of the calendar year unless otherwise resolved by the Board of Directors. The Board of Directors may hold additional meetings.

6.4 NOTICE. Notice of a meeting of the Board of Directors shall be delivered to every Director, by mail, facsimile transmission, electronic mail, or personally, to the business address or electronic mailbox of the Director, at least five business days prior to the date of the meeting unless at least two Directors deem that exigent circumstances are such that the Board should convene for a Special Meeting in less than five days, in which case all reasonable efforts to notify all Board Members of such Special Meeting of the Board is required. All notices of Board meetings shall set forth the date, time, and place of the meeting, and, in the case of a special meeting, the agenda of matters for which such special meeting has been called.

6.5 QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Board of Directors is present, a majority of those present may adjourn the meeting to another date, time, and place. In such event the Executive Vice President, or such other person or persons designated by the Board of Directors, shall serve notice to all members of the Board of Directors of the date, time, and place of the resumption of such adjourned meeting.

6.6 EXECUTIVE VICE PRESIDENT EX OFFICIO MEMBER OF BOARD OF DIRECTORS. The Executive Vice President shall be an ex-officio member of the Board of Directors, without vote, and whose presence at any meeting of the Board of Directors, regularly scheduled, resumed after adjournment, or special meeting, shall not be counted in determining whether a quorum is present.

6.7 RESIGNATION OR REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the Board of Directors, effective upon receipt by the Executive Vice President or President of the Association. A Director may be removed, with cause.

6.8 VACANCIES. In the event of a vacancy occurring on the Board of Directors due to resignation, removal, or termination of qualifications, the President of the Association may appoint a successor Director to the Board of Directors, with approval of a majority of the remaining Board of Directors, to fill the unexpired term of the Director whose membership on the Board of Directors has been vacated.

ARTICLE VII Officers

7.1 OFFICERS. The Officers of the Association shall consist of a President, First Vice President, Second Vice President, Treasurer, and Immediate Past President, and such other Officers as may be elected or appointed by the Board of Directors. The President, First Vice President and Second Vice President shall be associated with a contractor or material supplier member. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and duties prescribed by the Board of Directors. The same person may hold any two or more offices.

7.2 ELECTION. The Officers of the Association, except the Immediate Past President shall be elected annually by majority vote of the Members of the Association during the Annual Meeting from a ballot of candidates submitted by the Nominating Committee and Board of Directors in accordance with the provisions of Article XI of these Bylaws. Each Officer shall hold office until his or her successor shall have been duly elected, or until his or her death, incapacity, resignation, or removal as herein provided.

7.3 VACANCIES. Should any of the duly installed Officers of the Association vacate the office, by resignation, death or incapacity, or otherwise, the office may be filled by resolution of the Board of Directors at a regularly scheduled or other meeting of the Board of Directors. In such case the appointed Officer shall hold office until his or her successor shall have been duly elected, or he or she have vacated or been removed from the office.

7.4 REMOVAL. Any Officer duly elected by the Members or appointed by the Board of Directors may be removed by resolution of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

7.5 PRESIDENT. The President shall preside at all general Membership Meetings of the Association and any special meetings. He or she shall have the power to perform all duties incident to the office of President of a not-for-profit corporation and, subject to the approval of the Board of Directors, have general authority to carry out the objectives and policies of the Association. The President shall have the power to designate and appoint chairpersons and members of committees, representatives to other associations, and trustees on union benefit funds with the conference and consent of the Board of Directors.

7.6 FIRST VICE PRESIDENT. The First Vice President shall act as President in the absence or incapacity of the President.

7.7 SECOND VICE PRESIDENT. The Second Vice President shall act as the First Vice President in the absence of the First Vice President.

7.8 TREASURER. The Treasurer shall be the principal accounting and financial officer of the Association. He or she shall perform all the duties incident to the office of Treasurer of a not-for-profit corporation and such other duties as may be from time to time assigned to him or her by the President or the Board of Directors.

7.9 SECRETARY. The Executive Vice President shall be the Secretary of the Association and shall perform all duties incident to the office of the Secretary of an Illinois not-for-profit corporation.

ARTICLE VIII **Executive Vice President**

8.1 EXECUTIVE VICE PRESIDENT. The Executive Vice President of the Association shall be the Chief Executive Officer of the Association subject to the direction and supervision of the Board of Directors. The Executive Vice President shall also have the general duties and responsibilities incident to the office of the chief executive officer of a not-for-profit corporation under the laws of the State of Illinois, including but not limited to, the duties to record, maintain, and preserve all records, books and accounts, minutes of meetings of Members, the Board of Directors, and Committees and subcommittees, all correspondence to and from the Association, and to hire, discharge, supervise, direct, and otherwise manage all employees of the Association.

The Executive Vice President may be suspended, removed from office, or discharged from employment by the Board of Directors, in which case he or she shall immediately deliver all books, records, papers, and property of the Association to the President of the Association and have no further authority to act on behalf of the Association.

The Executive Vice President shall receive, maintain, monitor, and deposit all funds of the Association and shall submit to the Treasurer and the Board of Directors financial reports in a timely fashion and upon demand. He or she shall have the authority to sign all checks for indebtedness of the Association up to \$3,500.00. Any check or other payment over \$3,500.00 must be approved and countersigned by an officer of the Association.

The Executive Vice President shall be an ex-officio, nonvoting, member of the Board of Directors and all standing committees and such other committees as the Board of Directors may authorize.

The Executive Vice President shall have the power, duty, and authority to perform all acts customarily performed by a corporate secretary of an Illinois not-for-profit corporation, and may sign any and all such documents necessary to maintain corporate, tax exempt, and other legal status of the Association.

ARTICLE IX **Board of Governors**

9.1 There shall be a Board of Governors composed of the Officers, Directors, and Immediate Past President of the Association, and representatives of each membership classification appointed by the President.

9.2 The Board of Governors shall meet at such dates, times, and places as designated by the President.

ARTICLE X **Committees**

10.1 COMMITTEES. The Board of Directors may create, designate, authorize, and define the powers, purposes, duties, limitations, and all other particulars of committees, as well as terminate, redesignate, redefine their powers and purposes, and change all other particulars governing any committee, and may delegate to the President, Executive Vice President, or such other officer, the authority to appoint the chairperson and members of all committees.

10.2 STANDING COMMITTEES. The following standing committee(s) shall exist for the purpose of purposes set forth herein:

10.3 NOMINATING COMMITTEE. The Nominating Committee shall consist of five Members of the Association appointed by the President with the approval of the Board of Directors, two of whom shall be current members of the Board of Governors and three of whom shall be members of the Association in good standing. The Nominating Committee shall be appointed no later than the September meeting of the Board of Directors, and shall convene at a date, time, and place prior to the October meeting of the Board of Directors to nominate candidates for all the offices and directorships of the Association for the following calendar year. Should any vacancy occur on the Nominating Committee, the President shall appoint a successor member to the Committee subject to approval by the Board of Directors. The Nominating Committee shall meet as necessary to accomplish the purposes of the Committee as set forth in Article XI of these Bylaws.

ARTICLE XI
Nomination of Candidates and Election
of Directors and Officers

11.1 NOMINATION OF CANDIDATES. The Nominating Committee shall prepare a list of one (1) or more candidates for all elected Directors and Officers of the Association for the following calendar year (except the one Director who is the Association's delegate to the Mid-America Regional Bargaining Association and the one Director who is the Immediate Past President), and submit the nominated candidates to the Board of Directors on or before the scheduled October monthly meeting of the Board of Directors. The Board of Directors shall then review, consider, and either approve or reject, each of the candidates submitted by the Nominating Committee at its regular monthly October meeting or such other meeting or meetings as it designates. The Board of Directors may also direct the Nominating Committee to reconvene and nominate such other candidate or candidates in the event a previously nominated candidate is rejected. Upon approval by the Board of Directors of candidates submitted by the Nominating Committee, the Executive Vice President shall publish a list of approved candidates for each directorship and office, and notify the Members of the nominated candidates to be submitted for election by the Members at the November membership meeting, or such other membership meeting designated by the Board of Directors, at least two weeks prior to such membership meeting.

11.2 ELECTION. The election of all directors and officers of the Association for the following year by the voting Members shall be conducted at the annual membership meeting or such other membership meeting as designated by the Board of Directors, from the nominated candidate or candidates for each position submitted in accordance with these Bylaws. All elections shall be presided over by the presiding officer of the membership meeting, and any objection to or question regarding the conduct of any election shall be determined by the presiding officer, such determination to be final and unappealable. The candidate or candidates for each directorship or office receiving the majority of votes from those Members voting, in person or by proxy, shall be declared elected and assume office immediately. Any runoff election necessary in the event no candidate receives a majority of votes shall be conducted immediately between the two candidates receiving the highest number of votes.

ARTICLE XII
Indemnification of Officers, Directors and Other Agents and
Employees of the Association

The Board of Directors may, by resolution, direct that any Director, Officer, the Executive Vice President, agent, consultant, or employee of the Association be indemnified, in whole or in part, and on such condition(s) as set forth, for any and all expenses, including reasonable attorneys' fees, and/or liabilities, incurred or imposed as a consequence of such person's affiliation with, services to, or alleged act and omission on behalf of, the Association. The Association may also reimburse any of the foregoing for incidental expenses incurred in performing official duties or carrying out the purposes and objectives for or on behalf of the Association.

ARTICLE XIII
Books and Records

The Association shall maintain correct and complete books and records of account, and shall record and maintain minutes of the proceedings of the Board of Directors, Committees, Board of Governors, and shall maintain a list of the names and addresses of the Members of the various classes. All books and records of the Association may be inspected by any Member or his or her agent or attorney for any proper purpose at a reasonable time upon reasonable request subject to review, limitations, and conditions of the Executive Vice President or Board of Directors.

ARTICLE XIV
Contracts, Checks, Deposits, and Funds

14.1 Contracts. The Board of Directors may authorize any officer, agent or the Executive Vice President to enter into a contract in the name and on behalf of the Association, and such authorization may be general or limited.

14.2 Checks, Drafts, etc. All checks, drafts, cash disbursements and orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association may be signed or disbursed by the Executive Vice President and such officer or officers as required by these Bylaws.

14.3 Deposits. All funds of the Association shall be deposited from time to time in the name of the Association in such banks, trust companies, or other depositories as the Board of Directors may designate by resolution.

14.4 Gifts. The Board of Directors may accept on behalf of the Association, by resolution, any contribution, gift, bequest, or other devise for the general purposes of the Association or for any specific purpose set forth in such.

ARTICLE XV
Dues

15.1 ANNUAL DUES. The Board of Directors shall establish the initiation fee, if any, and annual dues required for membership or continued membership in the Association.

15.2 PAYMENT OF DUES. Members shall pay annual dues according to a schedule of dues established from time to time by the Board of Directors. The Association shall mail to every Member a

statement for dues owed for which payment is required for continued membership. If payment of dues required for continued membership is not received by the Association prior to the date designated in the Notice for which such dues are due for continued membership, the non-dues-paying members may be deemed delinquent, and the Association may mail to such delinquent Member a second statement for dues for the calendar year. If the delinquent Member shall not tender the full amount of dues owed by a date designated in the second statement, the Board of Directors may suspend or terminate the delinquent Member's membership in the Association.

15.3 PRORATION OF DUES FOR NEW MEMBERS. Dues for new members may be assessed on a pro rata basis approved by the Board of Directors by resolution.

ARTICLE XVI
Fiscal Year

The fiscal year of the Association may be declared or changed by resolution of the Board of Directors.

ARTICLE XVII
Collective Bargaining Negotiations

The Association may engage in collective bargaining negotiations with labor organizations on behalf of Members that have executed and delivered to the Association a written assignment of the requisite authority and rights in the form provided by the Association. A Member may designate in the written assignment the labor organization or organizations for whom its bargaining authority and rights are assigned to the Association.

The Association may designate a representative or representatives to bargain with a labor organization on behalf of the Members that have duly executed assignment of bargaining authority and rights to the Association; and may assign to another organization the authority and rights to bargain on behalf of the Members that have assigned to the Association the authority and rights to bargain on their behalf.

Absent written authorization, executed by an authorized representative of a Contractor Member, in the form provided by the Association, neither the Association nor any representative, delegate, or assignee of the Association, shall have any authority, power, right, or legal status to represent, negotiate for, or otherwise communicate with or provide any notice to, any labor organization on behalf of any Member. Further, the Association shall not ever purport to represent, communicate, bargain, or negotiate for any Member that has not provided duly executed written authorization.

ARTICLE XVIII
Amendments to Bylaws

The power to alter, amend, delete, add to, or repeal these Bylaws, in whole or in part, or to adopt new Bylaws, shall be vested solely in the Board of Directors. Any such action may be taken at any regular or special meeting of the Board, provided a 45-day written notice of the proposed amendment or amendments is given to all Directors prior to such meeting. Approval of any amendments to these bylaws shall require a majority of the Board of Directors.