

**BYLAWS
OF
THE AGC OF WESTERN KENTUCKY, INC. (AGC)**

As Amended October, 2013

The special aims of this Chapter are:

(a) To make membership in the Association a reasonable assurance to the public of the Skill, Integrity, and Responsibility of its members, by requiring that those admitted to membership shall have established an honorable reputation on these three fundamental principles, and by making continuance in this membership depend upon fair dealings between members and between members and the public.

(b) To provide methods and means whereby members may avail them of the greater power of combined effort through the association, acting as an authoritative body, in demanding and securing just and honorable dealings from the public whom they serve.

(c) To secure uniformity of action among the individuals forming the association upon the general principles herein set forth, and upon such other principles as may be decided upon from time to time as best for the good of the industry as a whole.

(d) This corporation is affiliated as a chapter of the Associated General Contractors of America, Inc. and is subject to the Governing Rules and Code of Ethics of the national corporation.

**ARTICLE I
NAME**

The name of this association is “The Associated General Contractors of Western Kentucky, Inc.” hereinafter referred to as the Chapter; and it is incorporated to act under the Charters bestowed by the Associated General Contractors of America and the State of Kentucky, conducting its affairs strictly within the confines of the rules of the Associated General Contractors of America and the laws of the State of Kentucky.

**ARTICLE II
PURPOSES**

The objectives of the Chapter are to promote better relations between private owners and the public bodies, their architects and engineers on the one hand and contractors on the other; to maintain high professional standards in the conduct of work; to combat unfair practices; to encourage efficiency among contractors; to support contractors in efforts to rectify conditions of an unusual character; to encourage those methods of contracting work which relieve the contractor of improper risks, and to encourage sound business methods tending to raise the standing of contractors generally in the business world.

ARTICLE III ETHICAL CONDUCT

Section 1. Where there is nothing to the contrary in these Bylaws, the Rules of Ethical Conduct of the National Association shall be obligatory on the membership of this Chapter.

Section 2. Each member shall recognize that a fundamental principle of the organization must be unselfish consideration of the rights of others, be they members or non-members.

Section 3. Each member must have confidence in the real intention and meaning of the other members, both separately and collectively.

Section 4. Each member shall consider his word to the other members, separately and collective, as a bond.

ARTICLE IV TYPES OF MEMBERSHIP

Section 1 – General Contractor/Construction Manager, Residential Builder and Specialty Contractor

(a) - General Contractor/Construction Manager. Any individuals, firms, or corporations who have been engaged for at least two (2) years in the construction industry as a general contractor or construction management firm prior to applying for membership in this Chapter and who have established a reputation for Skill, Integrity and Responsibility, shall be eligible for membership provided however, that newly organized individuals, firms, or corporations may be granted membership if the executive members thereof, or such individuals, shall have been actively engaged for a period of two (2) years preceding the application, in the construction business as a general contractor or construction management firm. Individuals must be working full time as a general contractor or construction manager. Firms or corporations must have at least one full-time employee other than a secretary or bookkeeper.

(b) - Residential Builder. Any individuals, firms, or corporations who have been engaged for at least two (2) years in the construction industry as a residential builder prior to applying for membership in this Chapter and who have established a reputation for Skill, Integrity and Responsibility, shall be eligible for membership provided however, that newly organized individuals, firms, or corporations may be granted membership if the executive members thereof, or such individuals, shall have been actively engaged for a period of two (2) years preceding the application, in the construction business as a residential builder. Individuals must be working full time as a residential builder only. Residential work is defined as one single-family or one duplex dwelling on one lot. Companies must have at least one full-time employee other than a secretary or bookkeeper.

(c) – Specialty Contractor. Any individuals, firms, or corporations who have been engaged for at least two (2) years in the construction industry as a subcontractor prior to applying for membership in this Chapter and who have established a reputation for Skill,

Integrity and Responsibility, shall be eligible for membership provided however, that newly organized individuals, firms, or corporations may be granted membership if the executive members thereof, or such individuals, shall have been actively engaged for a period of two (2) years preceding the application, in the construction business as a subcontractor. Individuals must be working full time as a subcontractor. Companies must have at least one full-time employee other than a secretary or bookkeeper.

(d) Should these qualifications be reached and membership be approved by the Board, these individuals, firms, or corporations shall have the privileges of full membership which include voting (one vote per member) and holding elected office.

(e) - Provisional Member. Any individual, as defined above, firm, or corporation who has not been engaged in the construction industry as a general contractor, residential builder, specialty contractor, or construction management firm for at least two (2) years may be accepted as a provisional member. A provisional member shall have the same privileges of other members except they will not be allowed to use the AGC symbol, vote, or hold elected office. After two (2) years as a provisional member, application must be made to become a regular member of the Chapter.

Section 2 – Service Provider

Any individual, firm or corporation in the business of supplying materials, goods or services to the construction industry, may join the association as a service provider.

(a) Should these qualifications be reached and membership be approved by the Board, these individuals, firms, or corporations shall have the privileges of service provider membership, which include voting (one vote per member) and being elected to the Board of Directors.

(b) - Provisional Service Provider Member. Any individual, as defined above, firm, or corporation who has not been engaged in the construction industry as a supplier or service firm for at least two (2) years may be accepted as a provisional service provider member. They shall be subject to the same dues and privileges of other service provider members except they will not be allowed to use the AGC symbol, vote or hold elected office. After two (2) years as a provisional member, application must be made to become a regular service provider member.

Section 3. - Support Member.

A support member is any person or firm who is not actively engaged in on site construction or does not receive a substantial portion of his income from the construction industry.

Any individual or firm that wishes to support this organization in order to take advantage of the insurance programs, the educational programs, or social activities, may do so and shall be known as a support member. Support members shall not be eligible to vote, to hold office, to receive "The Blueprint", or to receive other association services, other than those specifically mentioned above.

Section 4. The final decision as to which type of membership shall be assigned to any applicant for membership in the association will be made by the membership committee and approved by the Board of Directors.

Section 5. Every member, except support members, shall be enrolled as a member of the AGC of America.

Section 6. A firm with subsidiaries and/or partnerships (including joint ventures) in which it holds any ownership shall pay membership dues, or the equivalent thereof, to the association for each of those subsidiaries/companies that are engaged in construction or construction-related business in the territorial jurisdiction of this chapter. Each subsidiary/company meeting the above requirement shall pay dues as determined by the Board of Directors.

ARTICLE V ADMINISTRATION

Section 1. The affairs of the Chapter shall be conducted by a Board of Directors (hereinafter called the Board) subject to these Bylaws. The Board shall consist of:

(a) The President, Vice President, the last past president, Treasurer, and not less than eight (8) directors. All of the positions are to be filled by members who qualify under Article IV, Section 1 (a), (b), and (c), and will be elected by members as defined in that same section.

(b) Not less than four (4) additional directors who qualify under Article IV, Section 2 (a) and will be elected by members as defined in that same section.

(c) Any Board member emeritus, who shall serve in an advisory capacity status and shall not have a vote.

Section 2. The Board shall hold meetings at times and places to be determined by it, but not less than once a quarter. Special meetings may be called at any time by the President, or by any two members of the Board.

Section 3. The Board shall employ an Executive Vice President and such assistants as are deemed necessary, who will hold office at the discretion of the Board, at such remuneration as it may determine. All disbursements to be incurred in maintaining this d

Section 4. The Board shall have full power to manage all affairs of the Chapter based on Board policy and directives as adopted by the Board subject only to the specific limitations set forth in these By-laws.

Section 5. A quorum for the transaction of business by the Chapter shall be one-third of the members in good standing at any duly called annual, special, or general meeting. A majority of the members of the Board shall constitute a quorum for the purpose of transacting business by the Board.

Section 6. The Board may create such standing and special committees as may be deemed necessary. The President in conference and consultation with the Board shall select the members of committees.

Section 7. The Board shall make such rules as may be necessary for its own Government, and for the regulations of its employees.

Section 8. The President shall be the Executive Officer of the Chapter, and he shall see that the Bylaws are carried out and enforced. He shall be an ex-officio member of all regular and special committees. The President shall have the power to appoint ex-officio members to the Board.

Section 9. The Vice President shall, in case of death, resignation, absence or inability of the President to act, perform the duties incumbent on the President.

Section 10. The Executive Vice President shall receive all dues and contributions paid to the Chapter and shall deposit them in the name of the Chapter. He shall disburse or invest monies under the general supervision of the Board. He shall carefully account for all transactions of his office and make full report of the same at any time required by the Board or the Chapter. His accounts shall be audited annually. He shall have possession of all records and archives of the Chapter.

Section 11. The Executive Vice President shall keep the minutes of all meetings of the Chapter and of the Board, and shall submit reports to the Board. He shall notify members of their delinquency in dues; he shall attend to the proper publication of all the records, the official correspondence, attest documents and perform such other duties as are usual for officials or as may be required of him by the President or the Board.

Section 12. The Board shall appoint an Executive Vice President annually, and he shall be the business manager of the Chapter and shall perform such duties as may be determined by the Board.

Section 13. All officers or employees handling money for the Chapter may be bonded in such amounts as may be determined by the Board. The expense of furnishing such bonds shall be paid by the Chapter.

Section 14. The Board shall have the authority to temporarily suspend any Bylaw for the good of the Chapter.

Section 15. The Executive Board shall consist of the President, Vice President, Treasurer, Immediate Past President and Executive Vice President(as a non-voting member) and shall meet as determined by the President. It shall be the purpose of this board to act on official matters that require attention between meetings of the Board. All such matters become official when ratified by the Board. The President may appoint one Service Provider member to serve on the Executive Board.

Section 16. The Board shall have authority to conduct a meeting pursuant to electronic mail. The procedures for a conducting a meeting through electronic mail shall be as follows:

(a) The Board must be given specific notice of the issue presented and proposed to be voted on through electronic mail.

(b) The Board shall have the ability to fully correspond with all other members of the Board with respect to the issue presented and proposed to be voted on through electronic mail.

(c) The issue presented and proposed shall be open for a period of no less than twenty-four (24) hours to permit the Board full opportunity to review and discuss the issue through electronic mail.

(d) The vote taken through electronic mail shall be tabulated by the Executive Vice President and placed in the minutes of the next regularly scheduled meeting of the Board.

(e) If any Board member objects to any issue proposed to be voted on through electronic mail, the matter shall be removed from consideration through electronic mail and no vote shall be taken on the matter pursuant to electronic mail.

(f) Matters voted on through electronic mail shall be considered adopted at a meeting of the Board if votes meet quorum requirements.

ARTICLE VI ELECTION, RESIGNATION, EXPULSION OF MEMBERS

Section 1. Application for membership shall be made in the form prescribed by the Board, and it shall be completed in its entirety.

Section 2. The Membership Committee shall submit to the Board a list of applicants for membership with a statement of their qualifications. A majority of the members of the Board shall be necessary to be elected.

Section 3. A rejected applicant may renew his application for membership at any time after the expiration of one year from date of his rejection.

Section 4. All applicants elected shall be duly notified and they shall subscribe to these Bylaws and all Board policies, including timely payment of dues as established by the Board. A copy of the Bylaws and Board policies will be made available upon request.

Section 5. In case an individual, firm, or corporation elected to membership makes a change in the business title or firm name, then such member shall at once notify the Executive Vice President, and if assurance satisfactory to the Board be given that a change in the membership of the firm has not taken place, then the name shall be changed on the records of the Chapter without affecting the standing of the member.

Section 6. If an individual, firm, or corporation retires from the construction industry, changes its line of business, or becomes insolvent, its membership shall then cease.

Section 7. Any change in the membership of a partnership or in the executive officers of a corporation may terminate such membership, but the members of such new partnership or corporation, if required to make application by the Board, may again become members of the Chapter, either as individuals or as a new partnership or corporation, and such application shall be given prompt consideration by the Board.

Section 8. If an individual member forms a partnership with any other person or firm, said membership may thereby terminate, but if the new firm desires to become a member of the Chapter, the Board shall give its application prompt consideration.

Section 9. Should any member be expelled from the Chapter, he shall not again be entitled to membership unless the Board or the Chapter decides that extenuating circumstances and the subsequent record justify re-admission.

Section 10. Members in good standing may use the Chapter name or emblem on their stationery, office doors and construction signs.

Section 11. The Board may, at its option, review the status of a member in regard to SKILL, INTEGRITY, AND RESPONSIBILITY annually.

Section 12. Any member may resign or withdraw from the Association by first giving the Chapter thirty days written notice of his intention to resign, or withdraw, if after the expiration of the thirty days, all dues are paid, which dues are to include full settlement of all work in process or construction, or contracted for up to and including the expiration of the thirty-day period. This means that a member must pay, in order to withdraw or resign, full dues on the entire amount of work contracted for while a member.

Section 13. Members shall become delinquent if dues are not paid as prescribed by Board policy. Unless said payment is made as prescribed by Board policy, the company name shall be dropped from the list of members. The Board may, however, at its discretion, reinstate such member if the Board determines that the Member has complied with all policies and procedures established by the Board and the member have paid all dues in arrears.

Section 14. The loss of membership by any means designated shall in no way relieve such member, or former member, from the obligation to pay dues up to date of his, their, or its cessation, and the collection of same either from members, or former members, may be enforced by legal or such other appropriate proceedings as the Board may determine from time to time.

ARTICLE VII JURISDICTION AND REPRESENTATION

Section 1. The jurisdiction of the Chapter shall include the area covered by the 24 counties listed below:

Ballard, Carlisle, Hickman, Fulton, McCracken, Hopkins, Graves, Livingston, Marshall, Calloway, Crittenden, Christian, Lyon, Union, Caldwell, Trigg, Webster, McLean, Muhlenberg, Todd, Logan, Ohio, Daviess, and Henderson.

ARTICLE VIII NOMINATION AND ELECTION OF OFFICERS

Section 1. Directors and other officers shall be elected as follows:

(a) A Nominating Committee shall be appointed by the President who will attempt to have the committee composed of persons representing all segments of the construction industry. No member of the committee shall be an outgoing officer or director.

(b) Any member in good standing who desires to serve the chapter shall notify the Nominating Committee of his desire. Any member firm with over two subsidiaries and/or partnerships (including joint ventures) in which it holds any ownership shall only be entitled to a maximum of two people to hold office as officer or director at the same time.

(c) The Nominating Committee shall submit ballots as detailed in Article V, Section 1, to the membership.

(d) The Nominating Committee has the authority to resolve tie votes.

Section 2. The term of office for the President, Vice President, and Treasurer shall be the calendar year with all directors serving two (2) years.

Section 3. The President shall not succeed himself.

Section 4. The Board shall have the power to make and enforce rules for suspension and expulsion of Board members.

Section 5. The Board may fill any vacancies that occur on the Board.

ARTICLE IX DUES

Section 1. Each member shall pay dues as determined annually by the Board of Directors.

(a) Members shall be classified as follows:

General Contractor/Construction Manager	Service Provider
Residential Builder	Support
Specialty Contractor	

(b) Any member who fails to pay membership dues in accordance with Board policy or has other outstanding balances shall be classified as delinquent. Such delinquency shall be reported to the Executive Board. After review, the Executive Board may recommend to the Board of Directors that action be taken according to Board policy.

(c) All general contractors/construction managers and subcontractors who actively engage in job site construction shall be required to pay contract dues on all construction work. (The member shall not be required to pay on work subcontracted to other members of this association for construction work. Material suppliers such as ready-mix concrete and lumber suppliers are not to be treated as subcontractors. Contract dues shall not be assessed on single contracts under \$5,000 each for service work. Contract dues shall not be assessed on residential construction. Note for clarification: Residential work consists of one single-family dwelling or one duplex dwelling on one lot.)

(d) Firms holding multiple memberships shall be required to pay contract dues on all subsidiaries and/or partnerships (including joint ventures) in which it holds any ownership that are involved in on-site construction in the territorial jurisdiction of this chapter.

Section 2. All members engaged in construction site work shall report as required on forms provided by the Chapter all contracts or subcontracts received by the member in the previous period. These forms shall be called contract dues reporting forms and they may be reviewed by the Board of Directors at each meeting.

Section 3. Any General Contractor/Construction Manager, Residential Contractor, or Specialty Contractor who fails to pay minimum contract dues within the policy guidelines

established by the Board shall be considered delinquent. Such delinquency shall be reported to the Executive Board. After review, the Executive Board may recommend to the Board of Directors action to be taken according to Board policies.

Section 4. Visiting contractors shall pay the same rate for contract dues, as local members of the association.

ARTICLE X MEETINGS

Section 1. If an annual meeting of the chapter membership is scheduled it shall be held at a time and place selected by the Board of Directors.

Section 2. Special meetings of the Chapter may be called by the president or any two members of the Board, or any five members of the Chapter. A call shall state the nature of the business to be presented for consideration. Such call shall be issued at least seven days before the date set for a meeting of the entire chapter.

Section 3. Meetings of the Board shall be as prescribed in Article V.

ARTICLE XI

Section 1. The Treasurer of the Chapter shall render monthly a financial statement, which shall show all monies received and distributed. The statement shall be presented at all meetings of the Board. An annual audit of the books and records of the Chapter shall be made by a public accountant.

ARTICLE XII PURCHASING AND CONTRACTING

Section 1. No member, employee, officer, director or agent of the Association shall enter into any contract, agreement, or make any purchase without adhering to the procedures and limits set forth by Board policies and procedures, without approval of the Board.

Section 2. A minimum of two (2) signatures shall be required on all checks of the association. Any elected officer and the Executive Vice President shall be authorized to sign checks.

ARTICLE XIII AMENDMENTS

Section 1. Upon written notice stating the changes proposed, these Bylaws may be amended by a majority of members voting at a meeting, by letter, or electronic ballot.

ARTICLE XIV

Section 1. Meetings of the Board and of the membership shall be conducted according to the provisions of Roberts' Rules of Order, except as otherwise provided in these Bylaws.