

**BYLAWS**  
**METROPOLITAN WASHINGTON CHAPTER,**  
**ASSOCIATED BUILDERS AND CONTRACTORS, INC.**

Article One  
**THE CORPORATION**

Section 1.1. The Corporation is a non-profit membership corporation organized under the laws of the state of Maryland under the name of Metropolitan Washington Chapter, Associated Builders and Contractors, Inc., also known as "Metro Washington ABC."

Section 1.2. Definitions.

(a) As used herein "Corporation" shall mean "Metropolitan Washington Chapter, Associated Builders and Contractors, Inc."

(b) As used herein "National Association" shall mean "Associated Builders and Contractors, Inc."

(c) As used herein "member" shall mean active and associate members of the corporation as provided in Article Seven of the Articles of Incorporation.

(d) As used herein "he", "himself", "him", "his" shall mean a person of either gender.

Section 1.3. Principal Office. The principal office of the corporation shall be located at 4061 Powder Mill Road, Suite 120, Calverton, Maryland 20705, or at such other place or places as the Board of Directors of the corporation, shall, in their sole discretion, determine.

Article Two  
**PURPOSE**

Section 2.1. Principal Purpose. The corporation is a chapter of the National Association, organized to further the principles and purposes of the National Association as set forth in its Bylaws, which are hereby adopted as the principles and purposes of the corporation, and incorporated herein by reference, and set forth as addendum No. 1 and 2 to these Bylaws.

Article Three  
**MEMBERSHIP**

Section 3.1. Members. The classes of members, qualifications of members and methods of attaining membership are set forth in Article Seven of the Articles of Incorporation. Active members and Associate members shall be considered equal for all purposes under these Bylaws and the term "Member" or "Members" shall mean both Associate and Active members.

Section 3.2. Applications.

(a) Applications for membership as Regular Member shall be made on forms supplied by the corporation.

(b) Any person, firm or corporation, etc., which possesses the qualifications listed in Article 3.1 of these Bylaws is eligible to become a member of this Association, except that no labor organization or any officer, employee or agent thereof shall be eligible for membership in the Association. No one shall be excluded from eligibility solely because of his membership in a labor organization.

(c) Acceptance of any qualified application shall be automatic with payment of the proper dues and fees, provided, however, that the Chapter Board of Directors, by a two-thirds vote of a quorum at a regular meeting, may reject such applicant for just cause. Just cause for rejection shall include but not be limited to a good faith belief that the applicant will not support the objectives, purposes and/or programs of the Association or will not act in the best interest of the Association. A report of such rejection shall be submitted to the National Office of the Association for review by the legal counsel of the Association.

Section 3.3. Payment of Dues.

(a) Regular Members. Each Regular Member shall pay annual dues to the corporation consisting of membership dues in the National Association as may be fixed from time to time by the National Association, and Chapter dues which shall be determined by the Board of Directors of the corporation. The dues are payable on the first day of January in each year for the entire year, and if not paid on or before April 30 of that year, the member's membership in the corporation shall be revoked.

(b) Initial Year Dues. The dues of a person becoming a member after January 31 of any year shall be pro-rated at the discretion of the Board of Directors, in accordance with the schedule promulgated by the National Association for dues payable to the National Association.

(c) Honorary Members. The corporation may from time to time elect Honorary Members. Honorary Member is also a member of the National Association; the Honorary Member shall pay to the corporation the amount of dues assessed by the National Association for the particular type of membership maintained by the Honorary Member.

Section 3.4. Disciplinary Action. The Board of Directors of the Association may take disciplinary action against a member and suspend a member's membership, or revoke the membership at any time for action by the member which it deems inimical to the objectives, purposes, programs and welfare of the corporation, or the National Association; provided, however, that the following procedures shall be followed in connection with any disciplinary action:

(a) Disciplinary action shall be initiated against any Member by any other Member by a written claim of violation which shall be transmitted to the Chairman of the Board of the corporation, and to the Member claimed to be in violation (charged member).

(b) Within ten (10) days after receipt of the written claim of violation, the Chairman of the Board shall appoint a committee of five (5) members to investigate the alleged violation, and within 10 days of notice the charged member shall answer the charge in writing, a copy of which shall be transmitted to the Chairman of the Board, and a copy to the charging member.

(c) Within ten (10) days after appointment, the committee shall notify the charged member of a date for a hearing, and shall also notify all other interested Members, who shall be permitted to appear and participate in the hearing. The committee shall hear all pertinent evidence in the matter and shall submit a written report to the Board of Directors of the corporation.

(d) The Board of Directors of the corporation, within ten (10) days after receipt of the report from the committee, shall hold a special meeting, which all interested parties shall again be permitted to attend, and present a summary of their respective positions, before the Board.

(e) The Board of Directors, by a two-thirds vote of the full Board of Directors, may take such disciplinary action, as it may determine appropriate under the circumstances, including suspension or revocation of the member's membership.

(f) The Board of Directors of the corporation shall immediately forward a report of any disciplinary action to the national office of the National Association for review by its legal counsel and confirmation by its Board of Directors.

(g) A member whose membership is suspended or revoked may appeal the suspension or revocation to the Executive Committee of the National Association by filing a written statement with respect thereto in the national office of the National Association within thirty (30) days following the disciplinary action by the corporation's Board of Directors.

(h) The Executive Committee of the National Association, after receiving the said report and written statement of appeal shall make recommendations to the National Association's Board of Directors to confirm or overrule the expulsion. A two-thirds vote of the Board of Directors of the National Association is necessary to overrule the expulsion. An expelled member shall retain all rights and privileges of membership until the expulsion is so confirmed.

### Section 3.5. Meetings

(a) Annual Meetings. The annual meeting of the membership shall be determined by the Board of Directors. The order of business at the annual meetings shall be as follows:

1. Report of the Chairman of the Board
2. Report of the Treasurer
3. Reports of Committees (verbal or written)
4. Election of the Officers and Board of Directors
5. Transaction of Other Business
6. Adjournment.

(b) Special Meetings. Special Meetings of the Members may be held at the call of the Chairman of the Board or of a majority of the Board of Directors, or of any six Regular Members.

(c) Notice. At least ten, but not more than thirty, days' notice in writing of each annual or special meeting shall be mailed to each Regular Member of the corporation at its address set forth on the corporation's records.

(d) Quorum. The Members represented at the meeting for which notice has been duly given shall constitute a quorum for the transaction of business.

(e) Voting. Every Regular Member, acting through its primary representative, or if its primary representative is not present, through some other designated representative or holder of its written proxy, shall be entitled to one vote upon every proposal properly submitted to a vote at any meeting of the members of the corporation. Voting may be conducted by voice vote or by written ballot, as the officer presiding at the meeting shall elect.

(f) Representative. Each Member, whether proprietorship, partnership, firm, corporation or other business entity shall certify in writing unto the Secretary of the corporation the name of its primary representative and the name or names of its alternative representatives. Its primary representative, if present at any meeting of the members, shall act for and cast votes in behalf of the Regular Member. If a Member's primary representative is not present, the Member's alternative representative shall be entitled to act for and cast votes in behalf of such member, provided, however, that if more than one such alternative representative is present at any meeting the alternative representative first listed on the certification shall be empowered to represent the Regular Member.

#### Article Four **BOARD OF DIRECTORS**

Section 4.1. The Board of Directors shall consist of not less than eight (8) members including the elected officers of the corporation.

Section 4.2. To serve on the Board of Directors, an individual shall be employed by a member in good standing. Upon termination of a Director's employment with a member in good standing, the Director shall have 90 days in which to affiliate with a member in order to retain his seat on the Board. Requests for extensions beyond 90 days shall be brought before the Board of Directors for review and decision.

Section 4.3. Board members shall first be elected for a one-year term. As a Director's term expires, an election shall be held for such directorship for a two year term. The terms of the members of the Board of Directors shall be staggered in order to ensure continuity of experienced membership of the Board.

Section 4.4 Term Limits. Directors shall be limited to serving a maximum of three consecutive terms (five years), except by waiver granted by the Executive Committee. If a waiver is granted, the Director must re-apply to the Nominations Committee for consideration to serve on the Board of Directors.

Section 4.5. Duties. The Board of Directors shall be the governing body of the corporation. It shall determine the policies, fiscal matters, employment of the President and other personnel policies and in general assume responsibility for the guidance of the affairs of this corporation. Except as herein otherwise specifically provided, the decision of the Board on corporation matters shall be final, subject only to an appeal to the Regular Members. Any decision appealed from shall be reversed only by a majority vote of the members present at a special meeting called for the purpose of voting on such appeal.

Section 4.6. Quorum. A quorum of the Board of Directors shall be a majority of the total membership of the Board. The act of a majority of Directors present at a meeting shall be the act of the Board of Directors.

Section 4.7. Meetings. The Board of Directors of the corporation shall meet at least once per month. The meeting day, time, and place shall be established by the Board of Directors. If a regular meeting is to be held on other than the regularly scheduled day at the regularly scheduled time and place, it must have the approval of a majority of the Board of Directors and the notice thereof must specify the date, time and place. Special meetings of the Board may be called by the Chairman of the Board or any two members of the Board of Directors. Directors may waive notice of any meeting by signing a waiver of notice thereof before, at or after the meeting. A written agenda shall be prepared for all meetings of the Board. The agendas of regular meetings of the Board shall include the following items:

1. Roll call or written attendance;
2. Reading of the Minutes of the previous meeting;
3. Financial Report;
4. Other business, including communications from the National office of the National Association.

Section 4.8. Vacancies. The authority to fill a vacancy is vested in the Board of Directors. Each person elected to fill a vacancy shall serve as a Director for the unexpired portion of the term of office of his predecessor in office.

Section 4.9. President, Staff and Legal Counsel. The Board of Directors shall appoint a full time President. Such President shall appoint such other staff employees as necessary to carry out the day to day operations, and be directly responsible to the Chairman of the Board of the corporation for all of his activities and shall serve at the discretion of the Board of Directors. The Board of Directors may employ legal counsel for the corporation.

Section 4.10. Removal of Directors.

Any Director may be removed from office with good cause by majority vote of the members at a special meeting called for that purpose. Good cause shall mean action inimical to the objectives, purposes, programs and welfare of the corporation, or the National Association.

## Article Five **OFFICERS**

Section 5.1. Officers. The Officers of the Corporation shall consist of a Chairman of the Board, a Chairman-elect, a Vice Chairman, a Secretary and a Treasurer. Each officer shall be elected at the annual meeting of the Members. Elected officers shall serve as ex-officio members of the Board of Directors. No person shall hold two offices simultaneously. Any officer may succeed himself at the discretion of the members for one additional term. With the exception of the Treasurer, officers shall hold office for a term of one year. The Treasurer shall serve a three-year

term with eligibility to serve a second three-year term upon application to the Nominations Committee. Consideration for additional terms may be granted by a term-limit waiver from the Executive Committee. The Treasurer shall not progress through the officers' positions.

Section 5.2. Vacancies. Except as provided in Section 5.3 hereof, if any office shall become vacant, the vacancy shall be filled by the Board of Directors.

Section 5.3. Duties of Officers.

(a) The Chairman of the Board shall serve as Chairman of the Board of Directors of the corporation, Chairman of the Executive Committee, and shall be the presiding officer at all meetings held for the general membership. He shall carry out policies as approved by the Board of Directors of the corporation. He shall have a vote on any issue where a tie vote occurs.

(b) The Chairman-elect shall succeed to the office of the Chairman of the Board in the event that office becomes vacant. He shall assume the duties of the Chairman of the Board in the absence of the Chairman of the Board, by these Bylaws or at the direction of the Board of Directors of the corporation.

(c) The Vice Chairman shall succeed to the office of the Chairman-elect in the event that office becomes vacant. He shall perform the duties of the Chairman of the Board in the absence of the Chairman of the Board and Chairman-elect. He shall perform such other duties as are assigned to him by the Chairman of the Board, by these Bylaws or at the direction of the Board of Directors of the corporation.

(d) The Secretary shall be responsible for the recording and safekeeping of all minutes of all Board of Director, Executive Committee and membership meetings of the corporation. He shall perform the duties of the Chairman of the Board in the absence of the Chairman of the Board, Chairman-elect and Vice Chairman. He shall perform all those duties assigned to him by the Chairman of the Board, by these Bylaws or at the direction of the Board of Directors of the corporation.

(e) The Treasurer shall be the chief fiscal officer of the corporation. He shall be responsible for the proper keeping of the fiscal records of the corporation and make a report of the financial condition of the corporation at all regular meetings of the Board of Directors. He shall advise the Chairman of the Board, the Board of Directors and the various committees on financial matters when requested. He shall perform such additional duties as are assigned to him by the Chairman of the Board, these Bylaws or at the direction of the Board of Directors of the corporation.

Section 5.4. The Executive Committee.

(a) The Executive Committee shall consist of the elected officers of the corporation as listed in Section 5.3 of these Bylaws, plus the Immediate Past Chairman of the corporation and the President, who shall serve as chief executive officer of the corporation.

(b) The Executive Committee shall meet at the direction of the Chairman of the Board and shall perform the following functions and duties:

- (i) act as an advisory group to the Chairman of the Board;
- (ii) assist the Chairman of the Board in decisions of a current or urgent nature not requiring action of the Board of Directors of the corporation;

(iii) assist the Chairman of the Board in carrying out the mandates of the Board of Directors and the membership of the corporation; and

(iv) act as a Budget and Finance Committee for the corporation.

(c) Minutes shall be kept of all meetings of the Executive Committee.

(d) Nothing in these Bylaws shall prevent the Chairman of the Board, with the advice and consent of the Executive Committee as to the expense thereof, from engaging additional advisors or consultants to advise him on special matters.

#### Section 5.5. Committees.

(a) Standing committees.

(i) The Chairman of the Board may appoint standing committees corresponding to those appointed on the national level as set forth in Article VI.D.1.a of the Bylaws of the National Association. The Chairman of the Board at his discretion may appoint any additional committees necessary for the activities of the corporation.

(b) Special committees.

(i) Prior to each annual meeting of the members of the corporation, the Chairman of the Board shall appoint a Nominations Committee which shall consist of five members of the corporation. At least one general contractor, one subcontractor and at least one other category member shall be represented. The Immediate Past Chairman, one other Past Chairman, a Board of Directors' member chosen by a majority vote of the Board and two members of the corporation who are not elected officials will be chosen to serve. The Chairman of the Board shall designate the Immediate Past Chairman as Chairman of the Committee. The Nominations Committee shall submit to the membership a slate of candidates for the offices listed in Section 5.3 of these bylaws and for positions on the Board of Directors. At the discretion of the Committee, more than one nominee for any office or position may be submitted.

(ii) The Chairman of the Board of the corporation may appoint any additional committees he deems advisable for the purpose of carrying out the objectives of the corporation.

(iii) The Board of Directors of the corporation may direct the Chairman of the Board to appoint additional committees for the purpose of carrying out specific duties.

(c) The Chairman of the Board of the corporation shall be a member ex officio of all standing and special committees, and shall have the power to remove committee members for cause and to appoint replacements in the event of vacancies.

(d) The President shall assign an association staff member to serve as staff liaison with each committee. Each staff member so assigned shall be responsible for maintaining records of the committee, preparing agendas and assisting the committee as needed.

## Article Six **NATIONAL DIRECTOR**

Section 6.1. Election. The Board of Directors of the corporation shall elect one or more persons to serve as a Director of the National Association for a one year term, commencing on the following January 1st.

The Director(s) shall report to and act at the discretion of the Board of Directors at all chapter Board meetings.

Membership representation is determined by the total number of Chapter members as outlined by the National Association Bylaws.

Section 6.2. Alternate. If the person elected as such National Director is unable to attend any meeting of the National Association's Board of Directors, another Member of the Chapter may be designated a proxy by the Chapter Chairman to serve, by presenting a letter of authority signed by the Chapter Chairman, which shall constitute formal notice to the National Secretary that the Member is authorized to serve.

## Article Seven **FISCAL MATTERS**

Section 7.1. Source of Income. It shall be the duty of the Board of Directors to insure adequate funds for the operation of the corporation. The corporation's sources of funds shall be fees, dues, and contributions from members, donations, funds received from fund raising activities, and income derived from the investment of its funds pending the use thereof for advancement of the objects and purposes of the corporation. No fund raising activity shall be carried out that would jeopardize the tax exempt status of the corporation or the National Association.

Section 7.2. Property and Funds. The property of the corporation shall be maintained, administered, used and transferred as directed by the Board of Directors. The funds of the corporation not otherwise employed shall be deposited from time to time to the order of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by an officer of the corporation to whom such power may be from time to time delegated by the Board of Directors, provided such deposits are made consistent with the corporation's investment policy. All checks, drafts, and other orders for the payment of money out of the funds of the corporation and all notes or other financial obligations of the corporation shall be signed on behalf of the corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.3. Expenditures. The corporation shall expend its funds only in furtherance of the objects and purposes of the corporation.

Section 7.4. Fiscal Year. The corporation's fiscal year shall commence on January 1 and end on December 31 of each calendar year.

Section 7.5. Accounting.

(a) All income of the corporation shall be entered on the books under its proper account and shall become part of the general fund of the corporation. All proper expenditures, as designated by the Board of Directors of the corporation, shall be paid from the general funds of the corporation.

(b) Books of the corporation shall be set up in a style to conform with the method of accounting employed by the National Association.

(c) An income and expenditures statement shall be submitted to the Executive Committee and the Board of Directors monthly or at each meeting. Such reports shall include the budget for each budget item, income applied to and expenditures charged against such budgeted items for the year to date, and the anticipated income and expenditures referable to each budgeted item for the remainder of the year.

(d) A complete audit of the income, expenditures, assets, and liabilities of the corporation shall be made at the end of the fiscal year. This audit shall be made by an independent certified public accountant and a report of such audit shall be submitted to the Executive Committee and the Board of Directors of the corporation within one hundred twenty (120) days following the end of the fiscal year.

#### Article Eight **REPORTS**

The corporation shall prepare and file with the National Association such reports as the National Association shall from time to time require. It is the duty of the Chairman of the Board to insure the proper preparation and submission of such reports.

#### Article Nine **PROCEDURE**

The parliamentary procedures to be used in the activities of the corporation shall be in accordance with Robert's Rules of Order, newly revised, except where modified by these Bylaws.

#### Article Ten **AMENDMENTS**

The initial Bylaws of the corporation shall be adopted by the Board of Directors named in the Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, modified or repealed, and new bylaws may be adopted, by vote of a majority of the Regular Members of the corporation who are represented at a meeting for which notice, setting forth the proposed amendment, shall have been given by mail at least ten, but not more than thirty, days prior thereto. The by-laws will be reviewed at a minimum of every five years.

#### Article Eleven **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 11.1. Indemnification. The corporation shall, to the fullest extent permitted by law, indemnify any Director or Officer who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding. The corporation may advance to such a Director or Officer the expenses incurred in defending any proceeding prior to the final disposition of such proceeding upon receipt of an undertaking by the Director or Officer to repay such amount unless it shall be determined ultimately that the Director or Officer is entitled to be indemnified as authorized by this section.

Section 11.2. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any Director or Officer against any liability asserted against or incurred by the Director or Officer in such capacity or arising out of the Director's or Officer's status as such, whether or not the corporation would have the power to indemnify the Director or Officer against such liability under the provisions of this article.

Section 11.3. Definitions. For the purposes of this article, "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; "expenses" include without limitation attorneys' fees and any expenses of establishing a right to indemnification.

Article Twelve  
**SUPERSESSON AND EFFECTIVE DATES**

Section 12.1. These Bylaws, when adopted, supersede all past Bylaws of the Association

Section 12.2. These Bylaws were revised and adopted on November 7, 2007 and are effective as of that date.