

CONSTITUTION AND BYLAWS

West Texas Chapter of The ASSOCIATED GENERAL CONTRACTORS OF AMERICA, INC.



AGC
WEST TEXAS CHAPTER
THE CONSTRUCTION ASSOCIATION

Skill · Responsibility · Integrity
August 1, 2023

Constitution

ARTICLE I NAME

The name of this organization shall be the West Texas Chapter of the Associated General Contractors of America, Inc.

ARTICLE II TERRITORY

The territory of this Chapter as designated by, the Associated General Contractors of America, Inc., Arlington, VA, shall comprise all of the territory encompassed within the bounds of the following counties in the State of Texas beginning at the Northwest corner and reading clockwise: Cochran, Hockley, Lubbock, Crosby, Dickens, King, Knox, Foard, Hardeman, Wilbarger, Wichita, Clay, Archer, Young, Stephens, Eastland, Comanche, Mills, Terrell, Pecos, Reeves, Loving, Winkler, Andrews, Gaines and Yoakum, which joins Cochran, and includes all of the following Counties: Baylor, Borden, Brown, Callahan, Coke, Coleman, Concho, Crane, Crockett, Dawson, Ector, Fisher, Garza, Gillespie, Glasscock, Haskell, Howard, Irion, Jones, Kent, Kimble, Lynn, McCulloch, Martin, Mason, Menard, Midland, Mitchell, Nolan, Reagan, Runnels, Schleicher, Scurry, Shackelford, Sterling, Stonewall, Sutton, Taylor, Terry, Throckmorton, Tom Green, Upton, and Ward, a total of 69 counties.

ARTICLE III PURPOSE

The purpose of the Chapter since establishment, is an organization of qualified construction contractors, sub-contractors, and industry related companies committed to providing leadership and professionally recognized standards in the commercial construction industry and to promote a collaborative networking organization with all entities in the building industry as an educational and trade association. To organize and unite all members within the Chapter territory in order to promote better relations and partnerships between private owners and public entities, architects and engineers and other industry related companies. Developing and providing association programs that include information on projects, government issues, professional benefits and safety services that uphold the industry's highest standards allowing members to remain at the forefront of the competitive construction market. To maintain high professional standards in the conduct of work; to combat unfair practices; to encourage efficiency among contractors; to rectify conditions of an unsatisfactory character; to encourage those methods of contracting work which relieve the contractors of improper risks; to encourage sound business methods tending to raise the standards of contractors generally in the business world and to maintain an affiliation with the Associated General Contractors of America, Inc.

It shall likewise be the purpose of this organization to unite with subcontractors, suppliers and professional service companies that can qualify as Associate Members for purposes corresponding to those set forth above.

ARTICLE IV MEMBERSHIP

Section 1-A. **GENERAL CONTRACTOR ACTIVE MEMBERSHIP**. General Contractor membership shall be limited to general contractors whose principal line of work is building construction and who have been engaged in the business of general contracting for two or more years (or such shorter time as may be approved by the Board of Directors), prior to application for membership and who have established a reputation for skill, integrity and responsibility. A contractor is defined as an individual, firm or corporation who contracts to perform construction work in its entirety and who executes such work, in whole or in part, with his/her own constructing forces and equipment and/or in combination with the use of sub-contractors.

Section 1-B. **EMERITUS MEMBERSHIP**. Emeritus Membership shall be limited to General Contractors or Associate members who have been active members of this chapter for a period of at least ten (10) years prior to application for Emeritus Membership and who are no longer active in the construction industry. An inactive general contractor or associate member may apply or be nominated to become an Emeritus Member. Upon determining that such applicant meets the requirements for emeritus membership shall, at a regular meeting of the Board of Directors, submit such application for vote. A majority vote of the Board of Directors present and voting at such meeting shall be required to approve Emeritus Membership. Emeritus membership does not include plan room services.

Section 1-C. **GENERAL CONTRACTOR AFFILIATE MEMBERSHIP**. Affiliate membership shall be general contractors as defined in Section 1 of this article whose primary office is in another chapter territory and that the individual or firm is a member in good standing of another chapter of AGC. The company performing work within the jurisdiction of this Chapter who desires to be a member of this Chapter shall apply for Affiliate General Contractor Membership and may be approved as an Affiliate General Contractor Member upon a majority vote of the Board of Directors. An Affiliate Member shall not have a vote or be a representative on the Board. The Affiliate Member shall be entitled to all services provided by the Chapter.

Section 2. **ASSOCIATE MEMBERSHIP**. Associate membership shall be limited to persons, firms or corporations engaged in the capacity of a subcontractor, or manufacturer, or in the furnishing of material, supplies, insurance, bonds, services or equipment for the construction or maintenance of building, either public, private, residential or industrial; or any person, firm or corporation rendering a service or deriving benefit therefrom. Associate members shall automatically be enrolled as National Associate Members in accordance with the policy of the Associated General Contractors of America Inc. and this chapter. Minimum eligibility rules for the West Texas Chapter are established by policy of the Board.

Section 2a. Categories of Associate Membership are as follows:

- **Specialty Contractor** A trades subcontractor to a General Contractor who specializes in one or more types of construction specialties.
- **Supplier Manufacturer**, Supplier, or Distributor of materials or equipment.

- Professional Service Member Services related to the construction industry which may include insurance, bonds, architects, engineers, consulting firms, legal and accounting services, technology and communications services, etc.

Section 2b. Limited Access Architectural and Engineering firms who provide services to West Texas AGC may advertise on the chapter directory for an annual fee as determined by the Board without requiring an AGC or West Texas AGC chapter membership. AGC and chapter benefits and services are not provided for “Limited Access” service.

Section 2c. Requirements for Change in Membership Category:

Associate members, who are found to be conducting business in a category other than the one in which their membership exists, *i.e.*, bidding or performing work as a general contractor, shall be asked to revise their membership status accordingly. Failure to make an application and request revision to the membership status within thirty days of receiving notice of such request may result in immediate termination of membership in the chapter. The Executive Director shall bring to the Board of Directors any such matter for review and appropriated action.

Section 3. **APPLICATION AND APPROVAL**. All applicants for membership with the Chapter shall complete the appropriate application form along with any requested supporting documentation. Applications are to be submitted to the Executive Director who will evaluate the information and collect data necessary for processing the application and then make recommendations regarding the applicant and/or submit the information to the Board for review and consideration to approve.

Section 3a. **General Contractor & Affiliate General Contractor**: All applicants for membership as a General Contractor or Affiliate General Contractor shall be reviewed by the Board of Directors. Approval by a majority of the Board is required to be elected as a General Contractor or Affiliate General Contractor member. Minimum eligibility rules and process for review are established by policy of the Board. Elections may be held at a regular meeting of the Board of Directors or by electronic vote in accordance with Article III, Section 2.

Section 3b. **Associate Membership**: Applicants for membership as Associate members are reviewed and evaluated by the Executive Director.

Section 4. **RESIGNATIONS**. Resignation of a member shall not be accepted until such member has fully satisfied all financial obligations to the Chapter. The member shall be designated “Not in Good Standing” and shall not be entitled to vote or to the other benefits of membership until all past due fees are paid. Any General Contractor Member who resigns may be reinstated upon a favorable vote of the Board of Directors and upon payment of a reinstatement fee of \$50 unless the reinstatement fee is waived by vote of the Board of Directors of the Chapter.

Section 5. **DESIGNATION OF MEMBER REPRESENTATIVE**. In the case of a firm or corporation membership, one individual shall be designated to represent each firm or corporation and this representative may be changed at any time by the firm or corporation member, without charge, by notifying the Executive Director in writing of such change in designation. Only the designated individual representative of a firm or corporation shall be eligible to cast a vote for such member firm or corporation. Corporation or firm

members may designate one or more alternates or proxy representatives in addition to the designated representative by filing with the Executive Director the names of such alternates. Such designated alternates may serve at any meeting in lieu of the regularly designated representative in the absence of the latter.

Section 6. **REMOVAL OF A MEMBER.** A member may be removed from membership upon a vote of a seventy-five (75%) percent majority vote of the Board of Directors, at any meeting of the Board of Directors in which a quorum is present.

Recommendation for removal may be a result of any of the following:

6a. A Member who has failed to pay their annual dues by April 15th of the year invoiced on January 1st will be terminated from membership. The Executive Director may reinstate the Member or Associate Member upon payment of all past due accounts. Subsequent occurrences will result in a reinstatement penalty of 10%.

6b. A Member firm that ceases to operate because of retirement of its principals, or if a member or the firm changes the type of business and no longer is representative of the line of work as indicated by their membership with the Chapter, may be terminated.

6c. A General Contractor Member terminated from the Chapter will not again be entitled for re-instatement until a member's subsequent record favors application for readmission.

6d. An Associate Member who is terminated for failure to pay dues three or more times may not be reinstated without review and approval by a majority of the Board of Directors.

Section 7. **FEES.** Dues for memberships and services for all members including General Contractor Members, Affiliate General Contractors, Associate Members and Professional Service members shall be evaluated and established by the Board of Directors on an as needed basis.

7a. General Contractors and Affiliate Contractors are invoiced based on the Volume Dues Report for work the previous year, annually January 1st with payments due January 30th. A new General Contractor or Affiliate General Contractor member joining the Chapter after January 1 shall be prorated on an annual basis. Thereafter the annual fee shall be due and payable on or before January 30th of each year.

7b. Affiliate members from Chapters with reciprocal split fee agreements will be billed service fees in accordance with these individual chapter agreements and will receive West Texas Chapter services in accordance with those individual chapter agreements. Affiliate members from Chapters without reciprocal fee agreements with this chapter shall pay this chapters' annual fees for General Contractors.

7c. Emeritus members shall be exempt from annual fees.

7d. Associate members shall submit the application, and upon approval for

membership, shall pay a minimum of one quarter's dues or may pay the annual fee. A new Associate Member who chooses to pay quarterly and join in the middle of a quarter shall have the following quarter pro-rated with all future fees payable on a quarterly basis, payable annually, or such other manner prescribed by the Board of Directors. Members from other Chapters working in the jurisdiction of the West Texas Chapter shall comply with the West Texas AGC Chapter Fee Schedule.

Section 8. **VOLUME DUES REPORTS.** General Contractor and Affiliate General Contractor Members shall make quarterly volume reports to the Executive Director on forms to be supplied by the Chapter not later than fifteen (15) days after the close of each quarterly reporting period if requested, or at minimum an annual report in the 4th quarter of each year.

Bylaws

ARTICLE I MEETINGS

Section 1. **BOARD OF DIRECTOR MEETINGS**. Regular meetings of the Board of Directors shall be held at a time, date and place as determined by the Board of Directors.

Section 2. **EXECUTIVE COMMITTEE MEETINGS**. Regular meetings of the Executive Committee shall be held at a time, date and place as determined by the President.

Section 3. **COMBINED MEMBERSHIP MEETINGS**. The regular meetings of the Active membership and the Board of Directors shall be held at a time, date and place as determined by the Board of Directors.

Section 4. **SPECIAL MEETINGS**. The Board of Directors or President may call special meetings of the Board of Directors. Active members, combined membership or committee meetings as required & Committee Chairmen may call meetings of their respective committees as required.

Section 5. **QUORUM**. Five Active members in good standing shall constitute a quorum of the Board of Directors for the transaction of the business of the Chapter.

Section 6. **PROCEDURE**. "Roberts Rules of Order" shall govern the conduct of meetings.

ARTICLE II OFFICERS

Section 1. **OFFICERS**. The officers of this Chapter shall be a President, Vice-Presidents, a Secretary/Treasurer, State Representative to TBB, two Area Representatives and an Executive Director.

Section 2. **ELECTION AND TERM OF OFFICERS**. The officers, except the Executive Director, shall be elected by a majority vote of the Board of Directors at an election to be held no later than a 4th Quarter meeting of Board of Directors, and shall take office on the succeeding year. Terms of office for the President, Vice-President, and Secretary/Treasurer, and two Area Representatives shall be for one year. Each officer may be nominated and elected to serve one additional year for a maximum of two consecutive years. Officers shall be on the Board of Directors. The office of President, Vice-President, Secretary/Treasurer and State Representative to TBB shall be held by a General Contractor member. The offices of Area Representatives may be held by a General Contractor or Associate member serving on the Board.

Section 3. **PRESIDENT**. The President shall preside at all meetings and act as Chairman of the Board of Directors and shall be ex-officio member of all committees. All committees shall be appointed by the President with the approval of the Board of Directors. The President shall have the power to call meetings of the Board of Directors, the Executive Committee, meetings of the Active members, and meetings of the Associate members. The President shall be authorized to sign checks in the absence of the Secretary/Treasurer.

Section 4. **VICE-PRESIDENT**. A Vice-President shall, during the absence of the President perform the duties of the President.

Section 5. **SECRETARY/TREASURER**. The Secretary/Treasurer, shall review monthly reports and bring to the attention of the Board recommendations for financial investments as Chairman of the Investment Committee; at the discretion of the Board of Directors, shall, turn over to his successor in office all property of the Chapter in his possession together with a proper accounting for monies received and expended during his tenure in office.

Section 6. **STATE DIRECTOR/REPRESENTATIVE TO TBB**. The State Director(s) shall be elected annually at the 4th Quarter meeting of Board of Directors meeting by a majority vote of the Board of Directors. Election may be held with the regular election of officers or special called meeting. This position should be filled by a member of long standing and knowledge of the chapter's history. In the event the representative from the West Texas Chapter is elected to serve as Vice-president and subsequently President of TBB, the Chapter may elect a long standing committed General Contractor member to serve as the chapter voting representative during this tenure.

Section 7. **EXECUTIVE DIRECTOR**. The Executive Director, who shall be employed by the Board of Directors, shall have authority to make decisions for the routine Chapter administration and operations activities and to hire or dismiss all staff employees. Oversight includes keeping correct and complete financial records, member's database and records including collection of dues, minutes of and records of meetings and all pertinent business records. Financial records prepared by the Executive Director shall be submitted monthly to the Treasurer and reviewed by the Board of Directors at each Board meeting. All property as well as the records are the ownership of the Chapter and shall be open for review and inspection by any officer of the elected Board of Directors. Financial institutions will be determined by the elected officers of the Board and funds in excess of \$1,500.00 are to be withdrawn or require two signatures; being both the Executive Director and the Treasurer and either the President or Vice-President.

ARTICLE III DIRECTORS

Section 1. **BOARD OF DIRECTORS**. The affairs and management of the Chapter shall be conducted by a Board of Directors (herein referred to as the "Board"), subject to these Bylaws. The acts of the Board shall be subject to review by the Active membership, upon written request to the Secretary/Treasurer, by any five Active members in good standing, and at the first regular meeting thereafter such action may be rescinded by a two-thirds vote of the total Active membership.

Section 1a. The Board of Directors will be comprised of eleven, (11) elected active members; nine, (9) General Contractors and two, (2) Associate Members. The chapter shall endeavor to elect a Board of Directors, in balanced proportion, from the following areas: Abilene, Lubbock, Midland/Odessa, Wichita Falls, and/or one of the areas with significant member representation.

Section 2. **BOARD ACTION WITHOUT MEETING.** The Board of Directors is authorized to consider and vote on specific actions by mail, phone conference or electronically. The Board must be informed of the proposed action and the necessity of such action before it may take action electronically. All members of the Board shall be entitled to participate in matters under consideration. The electronic copy, signed consent, or a signed copy shall be placed in the Minutes Records of the Chapter.

Section 3. **NATIONAL DIRECTOR.** A National Director(s) can be nominated by a majority vote of the Board of Directors at a regular or special called meeting, this position will be filled by a member of long standing who has dedicated service to the construction industry and the AGC and must have indicated a willingness to serve, to ensure that the West Texas Chapter is represented at National and mid-year Board meetings.

Section 4. **STATE DIRECTOR/REPRESENTATIVE TO TBB.** The State Director(s) shall be elected annually at the 4th Quarter meeting by a majority vote of the Board of Directors at a regular or specially called meeting. This position will be filled by a General Contractor member of long standing who has dedicated service to the construction industry and the AGC and must have indicated a willingness to serve, to ensure that the West Texas Chapter is represented at the Texas Building Branch, AGC Board meetings.

Section 5. **ALTERNATE STATE DIRECTOR.** The Chapter President or the designated representative by the Chapter's officers, will act as the alternate to the State Director and will attend Texas Building Branch, AGC Board Meetings as may be required.

ARTICLE IV ELECTIONS

Section 1. **BOARD OF DIRECTORS NOMINATIONS & ELECTIONS.** The Board is comprised of 11 members. The selection of Board of Directors is conducted by the General Contractor Membership by majority vote as follows:

- 1a. Nine (9) General Contractor members and two (2) Associate members
Section 2.1 (a). The Board of Directors shall be elected by the active General Contractors membership and serve rotating two year terms. For the initial election when the bylaws are enacted with this change:
 - i. Five (5) General Contractors shall be elected to two year terms and four (4) General Contractors shall be elected to a one year term by all General Contractor voting members within the West Texas Chapter. There after those being elected will serve two year terms.
 - ii. One (1) Associate member shall be elected to a two year term and one (1) Associate member shall be elected to a one year term.

1b. **NOMINATIONS** Annually, for an October election, notices are provided to all current Board members and General Contractor members requesting nominations for the positions available for the Board of Directors.

1c. **ELECTIONS** for Board of Directors are presented to all current Board of Directors and General Contractor members for voting and election of the new board by majority vote at an October membership meeting. Additional nominations for a Board of Directors position may be submitted by a General Contractor member or Board member from the floor.

Section 2. **RESIGNATION AND REPLACEMENT OF A BOARD OF DIRECTOR**

A Board of Director who is no longer with a member company or notifies the chapter they have elected to resign and can no longer serve, shall have the position left vacant until the next annual election.

2a. If the number of Board of Directors falls to less than nine (9) members, an election will be processed through a call meeting of the Board of Directors to fulfill the term of the open positions. Nominations are to be presented from the current Board members and elected by a majority vote of the current Board. Newly elected Board members will fulfil expired terms of the previously resigned Board member(s) through the end of the current term(s).

Section 3. **OFFICER NOMINATIONS AND ELECTIONS.** The President and Immediate Past President shall serve as the nominating committee for officers and provide for consideration at a 4th Quarter meeting of the Board of Directors, one or more nominations for all officers. Additional nominations for any officer may be submitted by a current Board Member from the floor for the respective offices.

ARTICLE V COMMITTEES

The President shall be empowered, with advice and consent of the Board, to create such additional standing or temporary committees as may be required to carry on the work of the Chapter, and he shall appoint the membership to such committees.

Section 1. **EXECUTIVE COMMITTEE.** The Board of Directors shall appoint an Executive Committee consisting of six members, with the Executive Director, serving as an ex officio committee member. The Executive Committee shall be comprised of the elected officers of the Board, being the President, Vice-President, Secretary/Treasurer, and State Director and two additional members. The Board shall endeavor to appoint a Committee Member from each of the following areas who may not be represented through one of the elected officer positions: Abilene, Lubbock, Midland/Odessa, Wichita Falls or one of the areas with significant member representation.

Section 1a. **EXECUTIVE COMMITTEE DUTIES.** The Executive Committee shall conduct the routine affairs of the Chapter and shall develop a policy that is to be submitted to the Board of Directors for approval. The Executive Committee shall handle matters not required to be handled by the Board of Directors. The

Executive Committee shall be composed of the President, Vice President, Secretary/Treasurer, State Representative to TBB, and the Area Representatives. The Executive Director shall prepare for and attend executive Committee meetings but shall have no voting rights. The Executive Director shall bring items before the Executive Committee prior to consideration by the Board of Directors. The Executive Committee shall be responsible for determining the ways and means for obtaining funds to defray the expenses of the Chapter. It shall perform the duties of an auditing committee and shall cause to be made, the annual audit of the accounts and books of the Chapter and shall make an annual report to the Chapter. The Committee shall review and recommend to the Board the annual budget and all other matters pertaining to finance.

Section 2. **INVESTMENT COMMITTEE**. The President shall appoint a member knowledgeable in investments to serve as chairman of the Investment Committee and appoint two to four members to serve. 50% of the committee members may be from the Professional Service and/or Associate Member categories.

Section 2a. **INVESTMENT COMMITTEE DUTIES**. The Investment Committee shall recommend to the Executive Committee Investment Objectives and Authorized Investments or methods to achieve or manage the investments of the chapter. The Investment Committee shall meet a minimum of twice per year for review of the Financial Statement after the annual Federal Tax 990 is filed and at other times to be determined by the chairman.

ARTICLE VI INDEMNIFICATION

Section 1. **RIGHT TO INDEMNIFICATION**. Any Director or Officer of the Chapter is entitled to a defense and indemnification from the Chapter to the full extent of Section 8.101 of the Texas Business Organizations Code, in connection with a proceeding, or threatened proceeding, in which such person is a respondent because the person is, or was, a Director or Officer of the Chapter.

Section 2. **WRITTEN DEMAND FOR INDEMNIFICATION**. Any Director or Officer who is entitled to defense and indemnification from the Chapter may make a written demand on the Board of Directors by serving the written demand on the President or the Secretary/Treasurer (unless the President and Secretary/Treasurer are both making the demand, in which case service may be made on any other officer of the Chapter). If the Board of Directors does not, within ten (10) days after service of the written demand, determine that the Director or Officer is entitled to defense and indemnification, the Director or Officer may, within ten (10) days following the date of service of the demand, apply to a court of general jurisdiction in the county where the Chapter maintains its principal office, to determine by Declaratory Judgment whether or not the Director or Officer has met the standards set forth in Section 8.101 of the Texas Business Organizations Code. If the court determines that the conduct of the Director or Officer was such as to meet those standards, the court may, in its discretion, order the Chapter to defend and indemnify the Director or Officer to the same extent as if the Board of Directors had originally made the determination.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 1. **RESOLUTIONS**. Any resolution as Chapter policy passed by the Board of Directors shall be binding on all categories and types of membership referenced in Article IV of these by-laws.

Section 2. **AMENDMENT**. The Constitution and Bylaws may each be amended by any regular or special meeting of the Active members of the Chapter. Voting by letter or by written proxy shall be permitted. But no amendment may be voted upon either at a meeting or by letter unless ten days advance notice of intention to submit such amendment to the Constitution and Bylaws has been sent by mail or electronically to each Active member of the Chapter in good standing.

Approved by Board of Directors July 10, 2023 / Effective Date August 1, 2023