

BY-LAWS
OF
TEXAS BUILDING BRANCH – AGC

ARTICLE 1
NAME AND PURPOSE

1.1 Name. The name of the corporation is AGC Texas Building Branch.

1.2 Purpose. The purposes for which this corporation is organized are:

(a) The AGC Texas Building Branch primary objective will be to allow Texas AGC building contractors to speak with one voice in the construction industry in Texas with the expressed purpose of legislative involvement. The activity will extend to involvement in the legislative sessions and coordination with the state agencies important to the building construction industry.

(b) The AGC Texas Building Branch will act as a conduit for the chapter members to share resources in the accomplishment of the delivery of quality and uniform services.

(c) To coordinate the efforts of Texas AGC chapters with the National AGC.

(d) To facilitate any other endeavor as directed by the Board.

The AGC Texas Building Branch is specifically prohibited by its charter and by-laws from engaging in bargaining, or becoming a statewide bargaining unit with respect to labor relations.

ARTICLE 2
MEMBERS

2.1 Members. Membership in the corporation shall be open to each building chapter of the Associated General Contractors of America located in the State of Texas. Each member shall be represented in the various activities of the corporation by the person or persons designated by it.

2.2 Voting Rights. Each member who is not delinquent in paying dues shall be entitled to cast one vote, except for where two or more chapters have merged after January 1, 2000. In that event the members shall be entitled to cast one vote for each area previously represented by a chapter, on every matter submitted to a vote of the members. Each member shall cast its vote or votes through a director as described in Article 3 of these bylaws.

2.3 Annual Meeting. An annual meeting of the members shall be held each year at a time and place designated by the board of directors. The order of business shall be (a) a complete report by the treasurer of the financial condition of the corporation including a

summary of the receipts and disbursements for the current year to the end of the month prior to which the meeting is held, (b) a review by the chairman of the activities of the board of directors and officers for the same period, (c) such other new and old business as may properly come before the meeting.

2.4 Special Meetings. Special meetings of the members for any purpose or purposes may be called at any time by the chairman or secretary/treasurer, or by a majority of the board of directors.

2.5 Notice of Meetings. Except as provided in section 6.1, electronic, written or printed notice, including a call of a special meeting, shall state the time and place of the holding thereof and shall be delivered to each director entitled to vote at such meeting at least ten days before the date of the meeting. Such notice shall be by or at the direction of the chairman or the secretary/treasurer or by the persons calling the meeting. If mailed, the notice shall be deemed to be delivered the day after it is deposited in the United States mail addressed to the member at its address appearing on the corporation's records, with postage thereon fully paid.

2.6 Notice. It shall be the duty of each director of the corporation to give the secretary/treasurer, in writing, its correct address and any changes thereof to be recorded in the secretary's list. Any notice required by these by-laws, or any amendment thereof, to be given to a director shall be sufficient if sent to such director at the address so furnished.

2.7 Reading of Minutes. At each regular meeting and special meeting of the members, the minutes of their last meeting shall be read unless dispensed with by a majority vote of all directors present.

2.8 Recommendations to Directors. At any meeting of the members, they may make recommendations to the board of directors by a majority of those present entitled to vote. The directors shall not be bound by such recommendations, but shall give them careful and unbiased consideration, and shall report to the membership at the next meeting what action, if any, was taken.

2.9 Quorum. A quorum at a meeting of the members shall consist of a majority of the directors entitled to vote. If a quorum is not present at a meeting, a majority of the directors entitled to vote who are present may adjourn the meeting from time to time without further notice.

2.10 Presiding Officer. If the chairman, vice chairman and secretary/treasurer are all absent from a meeting, a presiding officer shall be selected by the members of the board of directors then present from their number.

2.11 Dues. Dues will be paid to the AGC Texas Building Branch by each member chapter. Dues for all members shall be established by the board of directors. Such dues shall be payable in the manner and at such times as shall be established by the board of directors. Dues not paid within thirty days after the date set by the board of directors for the payment thereof shall be delinquent.

ARTICLE 3
BOARD OF DIRECTORS

3.1 Number, Appointment and Vacancies. The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board") which shall consist initially of 12 persons.

The directors constituting the initial Board shall be those persons named as directors in the Articles of Incorporation and such directors shall hold office until the organizational meeting of the Board and until their successors shall be appointed and qualified as hereinafter provided.

Each member shall be entitled to appoint one person to serve as a member of the Board for a term to be determined by the individual members except for where two or more chapters have merged after January 1, 2000. In that event the member shall be entitled to appoint one person to represent the area of each previously represented by a chapter. Any director whose term of office shall have expired may be appointed to succeed himself.

Each director shall serve for his term of office and until his successor is duly appointed and qualifies. A vacancy shall be declared in any seat on the Board upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering himself permanently incapable of participating in the management and affairs of the corporation. Upon the creation of such vacancy, a successor director shall be appointed by the appropriate member to serve the unexpired term for which the former occupant thereof was elected.

Each member is encouraged to appoint one person to serve as an alternate director of the Board for a term to be determined by the individual members except for where two or more chapters have merged after January 1, 2000. In that event the member shall be entitled to appoint one person to represent each area previously represented by a chapter. An alternate director may attend and participate in all board meetings, but he shall have no voting rights unless the director for whom he is the alternate is absent. In the absence of a director, the alternate director will serve as the director. In the absence of the director and alternate director, a member may designate another voting representative.

3.2 Annual Meetings. The annual meeting of the Board shall be held on or before December 15 of each year for the transaction of such business as may lawfully come before the meeting. At least ten days notice of such meeting shall be given to each director.

3.3 Regular Meetings. Regular meetings of the Board shall be held at least quarterly at such time and at such place as shall be from time to time determined by the Board. Notice of each regular meeting of the Board shall be given to each director at least ten days before the date of the meeting.

3.4 Special Meetings. Special meeting of the Board may be called by the president or vice president of the corporation and shall be called by the secretary/treasurer on the written request of any 3 directors. Notice of each special meeting of the Board shall be given to each director at least five days before the date of the meeting. A Special Called Board Meeting may be conducted by way of a conference call.

3.5 Meeting Places. Meetings of the Board, annual, regular or special, may be held either within or without the State of Texas.

3.6 Attendance at Meetings. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully convened. Except as may be otherwise provided by law or by the Articles of Incorporation or by the by-laws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting.

3.7 Quorum for Meetings. At all meetings of the Board, a majority of the directors, alternate directors or voting representatives present shall constitute a quorum for the transaction of business and the act of a majority, not less than five present at any meeting at which there is a quorum shall be the act of the Board, unless otherwise specifically provided by law, the Articles of Incorporation or by the by-laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

3.8 Action by Consent. Any action required or permitted to be taken at a meeting of the Board or any committee appointed by the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the Board or committee, as the case may be, entitled to vote on the proposed action. Electronic communications shall satisfy this requirement.

3.9 Change in Number of Directors. Each member shall be entitled to appoint one person to serve as a director of the corporation except for where two or more chapters have merged after January 1, 2000. In that event, the member shall be entitled to appoint one person to represent each area previously represented by a chapter.

3.10 Removal of Directors. Any director may be removed either for or without cause by the member that appointed him. Such member shall then appoint a successor director to serve the unexpired term of any director so removed.

3.11 Proxies. At any meeting of the Board, a director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by the law.

3.12 Director's Expenses. The Board at the time of adoption of the annual budget by resolution shall approve the expenses to be paid for the officers and directors of the Board in the performance of their duties.

3.13 Notices. Any notice to directors shall be sufficient if in writing and sent electronically or mailed to the directors at their respective addresses appearing on the books of the corporation. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid. Notice to directors may also be given by telegram.

3.14 Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes or of the Articles of Incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice.

3.15 Ex-Officio Members. Texas building contractors who are current directors of the Associated General Contractors of America shall serve as ex-officio members of the board of directors but shall have no voting rights. Past presidents of the Texas Building Branch shall serve as ex-officio members of the board of directors but shall have no voting rights.

ARTICLE 4 OFFICERS AND EXECUTIVE COMMITTEE

4.1 Officers, Nomination and Election. The officers of the corporation shall be nominated by a nominating committee of three directors appointed by the chairman from the board of directors and shall be elected for terms not exceeding three years by the members of the board of directors. The officers of the corporation shall consist of a chairman, a vice chairman, and a secretary/treasurer. Two or more offices may be held by the same person, except that the offices of chairman and secretary/treasurer may not be held by the same person. Any officer whose term of office has expired may be elected to succeed himself. Officers may progress to the next higher office following nomination and election by the board of directors. Only those individuals who have served as a director or an officer of the corporation at any time during the previous five years are eligible to serve as an officer of this corporation.

4.2 Termination of Service. The officers of the corporation shall hold office until their successors are elected and qualify, or until their death, resignation or removal from office. Any officer elected by the directors may be removed at any time by the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer shall not of itself create contract rights. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise shall be filled by the Board.

4.3 Duties. The primary duties of the officers shall be as follows:

(a) Chairman. The chairman shall preside at all meetings of the Board. He shall be the chief executive officer of the corporation and subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the corporation. He shall see that all orders and resolutions of the Board are carried into effect. He shall sign and execute all legal documents and instruments in the name of the corporation. He shall submit to the Board plans and suggestions for the work of the corporation, shall direct its general correspondence and shall present his recommendations in each case to the Board for decision. He shall also submit a report of the activities and business affairs of the corporation at each annual meeting of the Board and at other times when called upon so to do by the Board.

(b) Vice Chairman. The vice chairman, unless otherwise determined by the Board, shall in the absence or disability of the chairman, perform the duties and have the authority and exercise the powers of the chairman. He shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the chairman may from time to time delegate.

(c) Secretary/Treasurer. The secretary/treasurer shall attend all meetings of the Board

and record or cause to be recorded all of the proceedings of the meeting of the Board in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of special meetings of the Board, and shall perform other such duties as may be prescribed by the Board or chairman, under whose supervision he shall be. He shall oversee custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts and records of receipts, disbursements and other transactions in books belonging to the corporation, and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board. If required by the Board, he shall give the corporation a bond of such type, character and amount as the Board may require.

(d) President. The President shall serve as the manager and chief operating officer of the Corporation. He shall be an at-will employee and shall serve at the direction of the Executive Committee and the Board of Directors. He shall also have the power to appoint and remove subordinate employees. He shall submit to the Board plans and suggestions for the work of the corporation, shall direct its general correspondence. He shall supervise, direct, and manage the business affairs of the corporation, and shall have other powers and duties as may be prescribed by the Executive Officers and the Board of Directors.

4.4 Executive Committee. The Chairman, Vice Chairman, Secretary/Treasurer, Immediate Past Chairman and Legislative Chairman shall constitute the Executive Committee. The Houston and Quoin Chapters of the Corporation are entitled to designate an individual to serve on the Executive Committee if they would not otherwise have representation on the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Corporation in between regular meetings of the Board of Directors. The Board of Directors must validate the actions of the Executive Committee at its next regular or special called meeting. Any such action not so validated will not be legally binding on the Corporation. The Chairman shall act as the chair of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all actions shall be by a majority vote of those present. The Executive Committee is authorized to consider and vote on specific actions by mail, phone conference or electronically. The Executive Committee must be informed of the proposed action and the necessity of such action before it may take action electronically. All members of the Executive Committee shall be entitled to participate in matters under consideration by the Board of Directors, with the exception of voting unless they are the director/representative for their chapter.

ARTICLE 5 COMMITTEES

5.1 Committees. Committees not having and exercising the authority of the Board in the management of the corporation may be designated and appointed either by the chairman of the corporation or by a resolution adopted by a majority of the directors. Membership on such committees may, but need not be, limited to directors. Subject to the foregoing, any such committee shall have and may exercise such powers as may be specified by the chairman, in the case of committees designated by the chairman, or may be specified in the respective resolutions appointing them in the case of committees appointed by the Board. A majority of all members of any such committee may determine its action and fix the time and place of its meetings, unless the chairman or the Board shall otherwise provide. The chairman shall have power at any time to change the number and members of any such committee appointed by him. The Board shall

have the power at any time to change the number and members of any such committee, by whosoever appointed, and to fill vacancies and to discharge any such committee.

ARTICLE 6 AMENDMENTS

6.1 After fifty days written notice to the members, the Articles of Incorporation or by-laws may be altered, amended or repealed or new by-laws may be adopted at any duly constituted meeting of the directors by the affirmative vote of the majority of the directors present thereat.

ARTICLE 7 GENERAL PROVISIONS

7.1 Checks. All checks or demands for money and notes of the corporation shall be signed by such officers or such other person as the Board may from time to time designate.

7.2 Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the Board.

7.3 Seal. The corporate seal shall be in such form as may be prescribed by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

7.4 Books and Records. The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board and committees having any authority of the Board.

7.5 Dividends. The corporation is a nonprofit corporation organized solely for the purposes specified in section 1.2 hereof. No dividends shall be paid and no part of the corporation's property, whether income or principal, shall ever inure to the benefit of any director, officer, or employee of the corporation, nor shall any director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operation of the corporation except a reasonable allowance for salaries or other compensation for personal service actually rendered in carrying out one or more of its stated purposes.

7.6 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to its directors or officers.

7.7 Relationship to National AGC. The corporation will not in any way preempt the rights of the member chapters or individual contractor members to deal directly with the National Association on any matter they wish. There will be no duplication of National dues. National dues will be paid by individual members only through the chapters and be paid only one time.

7.8 Merger of Chapters. It is recognized that under present conditions there are advantages in certain consolidations of chapters and/or services, and the Texas Building Branch – AGC, when requested, will advise and assist in these matters.

7.9 Autonomy of Local Chapters. The AGC Texas Building Branch must be the servant of the chapters and the individual contractor members. Autonomy and local character of the various member chapters is encouraged.

ARTICLE 8 INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.1 The corporation shall indemnify any director or officer or former director or officer of the corporation, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation shall also reimburse any such director or officer or former director or officer for the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found a majority of the directors not involved in the matter in controversy, though less than a quorum, that it was in the best interests of the corporation that such settlement be made, and that such director or officer or former director or officer was not guilty of negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer or former director or officer may be entitled, under any by-law, agreement, insurance policy or otherwise.

ARTICLE 9 DISSOLUTION OF THE CORPORATION

9.1 Disposition of Assets upon Dissolution. Upon liquidation, dissolution winding-up, or abandonment of this corporation, all of the property and assets of this corporation shall be transferred to the member chapters of the corporation in a manner that is proportionate to the dues paid by the member chapters. Any such transfer or conveyance shall be executed in accordance with the laws of the State of Texas relating to the liquidation, dissolution, winding-up or abandonment of non-profit organizations. In no event shall any properties or assets of this corporation be conveyed or transferred to any individual upon the liquidation, dissolution, winding-up, or abandonment of this corporation.

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