

BYLAWS
GEORGIA UTILITY CONTRACTORS ASSOCIATION, INC.

ARTICLE I

NAME, SEAL, PRINCIPAL OFFICE, JURISDICTION

Section 101. Name

The name of this Association shall be the Georgia Utility Contractors Association, Inc.; a corporation under the laws of the Georgia Non-profit Corporation Code.

Section 102. Seal

The corporate seal of the Association shall bear the name of the Association and the word "Georgia."

Section 103. Principal Office

The principal office of the Association has been established and shall be maintained in the State of Georgia or such other location the Board of Directors may elect.

Section 104. Jurisdiction

The Association shall exercise jurisdiction throughout the State of Georgia.

ARTICLE II

PURPOSES, POWERS, AND AUTHORITY

Section 201. Purpose

The primary purpose of this Association is to include the promotion and strengthening of mutual understanding between individuals and companies as Utility Contractors and General Contractors in construction of public utilities such as communication systems, gas systems, sewer systems, including storm water, water systems, reservoirs and filtration plants, sewage treatment plants, water treatment plants and leachate systems; the promotion of greater uniformity in the preparation of plans, specifications and contracts for public utilities projects; the promotion and encouragement of competitive bidding on all public utilities work, and better and fairer bidding conditions; the encouragement of responsibility, economy, and integrity in industry on the part of the contractors, engineers, and owners alike; provide representation with other individuals and organizations in this field of industry; and provide training, education, and safety awareness for general/utility contractors.

Section 202. Powers

This Association shall have the power to sue and be sued, to complain and defend in any court of law or equity; to collect dues and fees from members; to invest and disburse the funds for the Association; to make borrowings and execute notes; to acquire by purchase, gift, bequest, devise or otherwise hold, incumber, mortgage, lease, sale, transfer, convey and otherwise dispose of such real and personal property as may be proper, convenient, necessary, or appropriate for its corporate purposes and the conduct of its affairs and to do all acts and things necessary or incidental thereto, and shall have all other powers authorized by law, including, but not by way of limitation, the power to adopt, promulgate and enforce in accordance with its Bylaws such rules and regulations and such code of ethics for the regulation of the business conduct of its members as it deems necessary and advisable.

Section 203. Governing Authority

The operations and property of the Association shall be governed and controlled by a Board of Directors as provided herein. Their election, duration of service and other powers shall be set forth in these Bylaws. The association shall not be responsible or liable for the individual acts of its members or their representatives, nor for any of their acts as representatives of the association except such as shall be within the copies of the authority expressly delegated to them.

ARTICLE III

MEMBERSHIP

Section 301. Types

Membership in the Association shall be of two types, (a) Contractor and (b) Associate.

Section 302. Contractor

- a. Utility Contractor-A company that practices utility contracting as their primary means of business as defined by the Georgia Utility Contractors Licensing Law.
- b. Contractor-A company that performs contracting services that supports the underground utility construction industry.

Section 303. Associate

- a. Affiliate-Any supplier, attorney, accountant, equipment dealer, etc., that supports and services the utility construction industry.
- b. Institutional-Any engineer, city/county or municipal government or educational institution

Section 304. Admission

Membership in this Association may be obtained only by majority affirmative action of the Board of Directors on written application, accompanied by the appropriate dues payment.

Section 305. Company Representative

If a firm is admitted to membership, any member of such firm may represent the firm at any meeting of the members. It shall not be necessary that the same member of such firm represent the said firm at all meetings. If the firm is a corporation, then such representation may be made by an officer or duly authorized representative of the corporation.

Section 306. New Members to Receive

On admittance to the Association the new member shall be notified and furnished with a copy of these Bylaws, and such other materials as the Board of Directors may prescribe for the new member's guidance and information. Moreover, the new member shall be furnished a membership certificate to be retained during membership but returned to the Association upon termination of said membership.

Section 307. Re-application

An applicant who is rejected for membership may not re-apply for membership for at least six months.

Section 308. Privileges

Contractor members shall enjoy all the privileges of membership and shall be entitled to vote or hold office.

Section 309. Activities/Emblem

The privileges of membership in this Association include the right to participate in Association activities, to secure the services provided by the Association and publicize such membership including the use of the Association's emblem, so long as the said emblem is not utilized, in the opinion of the Board of

Directors, in a manner that will reflect adversely upon the Association.

Section 310. Company Representative as Officer

If any company or corporate representatives shall be elected as an officer, or director of this Association, the duties of such office shall be performed by the individual so elected and may not be assumed by any other officer or employee of that member's company or corporation.

Section 311. Cooperation of Members

Each member is expected to cooperate fully with appropriate officials of the Association with respect to the Association's matters, including official inquires and requests concerning compliance with terms of these Bylaws or agreements of the Association.

Section 312. Resignation

Any member of the Association may resign by giving written notice to the Board of Directors. Said notice to be effective on receipt.

Section 313. Delinquency

A member becomes delinquent if appropriate dues are not paid when due, provided failure to pay such dues continues after thirty days. The said delinquency is terminated upon full payment of such dues. No member while delinquent shall be privileged to vote or be entitled to services of this Association. A delinquency of more than six months is automatic termination of membership.

Section 314. Removal

On the written and signed complaint of five (5) members setting forth good cause for the termination of the membership of any active, or associate member, the Board of Directors shall be assembled to consider such complaint. Any member against whom a complaint has been so filed may be removed by 3/4 vote of the members of the Board of Directors, provided that the member was given an opportunity to be heard and provided that such action is in the best interest of this Association. An affected member may, upon written notice of the Board of Directors, appeal a termination action to the next meeting of the general membership. Pursuant to Section 506.

Section 315. Re-admission

A member who has been expelled may not be readmitted for at least three years and then only upon proof that they are eligible for membership.

Section 316. Return of Property

On termination of membership, the member is obligated to return promptly all properties of the Association, including the emblem which he is permitted to utilize during membership, and shall cease forthwith to use the name of the Association in any manner whatsoever.

ARTICLE IV

ANNUAL DUES

Section 401. Contractor Dues Schedule

The Board of Directors shall set the dues schedule annually, on or before May 1st preceding the Association Annual Meeting. The membership shall be promptly notified. This proposed dues schedule shall be approved or disapproved by the membership at the Annual Meeting. The dues schedule, if approved by the membership, shall be in effect the following calendar year. In the event the proposed schedule is not approved by the membership, the dues schedule in effect shall continue.

The Board of Directors shall consider sales volume of member firms, as well as the good of Association and Industry.

Section 402. Associate Dues Schedule

The Board of Directors shall follow a similar method in establishing the dues schedule for Associate Members.

Section 403. Terms of Payment

Dues shall be billed and are due on the first day of the calendar year. Members can receive a five percent (5%) discount if dues are paid by January 1. A member is delinquent after January 1 if dues are not paid. Dues payment received after March 31 will be assessed a five percent (5%) penalty.

Section 404. Obligations

Membership will be terminated if delinquency falls beyond June 30. No dues will be refunded. A member terminated shall be obligated to the Association for dues, assessments, and other accrued indebtedness to the date of termination.

ARTICLE V

MEETINGS

Section 501. Schedule

A minimum of four (4) general membership meetings per year shall be called by the President with approval of the Board of Directors. Special meetings may be held on the call of the President with a minimum of five (5) days notice. Of these, one (1) shall be designated as the Annual Meeting.

Section 502. Governing Rules

All meetings shall be conducted in accordance with the procedure set forth in Robert's Rules of Order.

Section 503. Quorum

For the transaction of business, a quorum is present if ten percent (10%) of the voting members are present or represented at the meeting.

Section 504. Voting

Every member having the right to vote shall be entitled to vote in person or by a written proxy delivered to the Secretary prior to the meeting. Upon demand made by a member at any election for Directors and Officers, before the voting begins, the election shall be by a ballot. Members who have delinquent dues shall not be entitled to vote at a meeting.

Section 505. Delegating Authority

Board of Directors may make general or special delegations of authority to the officers who in turn may make further delegation of authority unless specifically prohibited herein. Each meeting shall receive and consider a report from the Board of Directors regarding the Association activities since the previous meeting.

Section 506. Appeal to the Membership

A decision of the Board of Directors may be appealed to the membership upon petition signed by twenty percent (20%) of the members of the Association. Vote of 3/4 of the members in attendance shall be required to overturn any decision of the Board of Directors.

ARTICLE VI

OFFICERS AND BOARD OF DIRECTORS

Section 601. Terms of Office

Directors terms will be staggered. The Board shall consist of ten (10) contractors of which five (5) directors will rotate with alternating two (2) year terms; and two (2) associates for a (1) one year term; the Ex-Officio and the current Officers of the Association will serve as members of the Board of Directors during their elected tenure.

Section 602. Officers

The officers of the Association shall be a utility contractor member and consist of the President, 1st Vice President, 2nd Vice President, Secretary and Treasurer and shall be elected for a term of one year at the annual meeting by the majority of members present or represented. The Treasurer shall have an automatic renewal of one year based on majority vote of the Board.

Section 603. Directors

The Directors shall be elected by the members in good standing, and shall be chosen by plurality vote of the members at the Annual Meeting as provided in the Bylaws.

Section 604. Hold Office

The elected Officers and Directors of the Association shall hold office until their respective successors have been duly elected and qualified, except as herein after provided with respect to removal from office for cause (Sections 605 & 606). In case of the vacancy of an officer or director, the Board of Directors shall appoint a person to fulfill the unexpired term.

Section 605. Board Removal

Any Officer or Director of the Association may be removed for cause at any time by a quorum vote where 3/4 of the Board of Directors are present at a meeting duly called.

Section 606. Called or Special Board Meeting

All Board of Directors shall be notified by certified mail within ten (10) days of any specially called meeting. The notice shall include time, place, and purpose of called meeting.

Section 607. President Duties

The President shall be the chief executive officer of the Association and serve as Chairman of the Board of Directors. At such time as the Board of Directors is not meeting he shall be charged with the general control and management of the business of the Association and shall perform all duties incidental to this office, as well as such additional duties as the Board of Directors may direct or prescribe. The President shall employ and may terminate employment of employees of the staff necessary to carry on the business of the Association and shall prescribe their duties when not otherwise prescribed. The President shall sign and execute all authorized bonds, contracts, and obligations in the name of the Association in or established by the Board of Directors not in consistent therewith. The President shall also keep the Board of Directors fully informed and shall freely consult with them concerning the business of the Association and from time to time shall make recommendations regarding the establishment and implementation of policies germane to the objectives and business of the Association as deemed appropriate. The President shall conduct and preside at all Annual and Special Meetings of the Association. This section shall not be construed, however, to prevent the President, during absences from the offices of the Association from delegating the duties and responsibilities incident to the day-to-day conduct of the Association's business to assistants or to other subordinate members of the Association's official staff.

Section 608. Vice President Duties

During the absence or disability of the President, or upon his written direction, the 1st Vice President

shall assume all the powers and perform all the duties of that office, and shall perform all other acts authorized by the Board of Directors. In the event of the absence or disabilities of the President and the 1st Vice President, at the same time, the duties and obligations of the office of President shall be delegated to the 2nd Vice President.

Section 609. Secretary/Treasurer Duties

Duties of the Treasurer shall, subject to the direction and under the supervision of the Board of Directors, have general charge of the financial affairs of the Association and the care and custody of the funds and all valuable papers of the Association, except his/her own bond, which shall be in the custody of the President. He/she shall sign checks against the deposits of the Association; shall collect all monies from time to time due and owing the Association, including membership dues and assessments; shall deposit and disperse the same pursuant to the instructions of the Board of Directors; shall keep or cause to be kept books, in which the name of the Association members shall be recorded; shall keep or cause to be kept, an accurate books of accounts which shall be the property of the Association; shall render a statement of the financial affairs, of the Association to the Board of Directors, whenever they may be required; shall at each Annual Meeting of the Association, submit a complete statement of account as Treasurer, showing all receipts and expenditures for the preceding calendar year; and, if required by the Board of Directors, shall give bond for the faithful performance of duties, in such form, in such sum, and with such surety or sureties as the Board of Directors shall require; the premium for such bond to be paid by the Association.

Duties of the Secretary shall keep or cause to keep an accurate record of the proceedings of all meetings of the members of the Association and of the Board of Directors in books belonging to the Association which books shall be kept at the office of the Association and shall be open at all reasonable times to the inspection of any member of the Association; shall issue or cause to be issued all notices of the meetings of the Association and of the Board of Directors; shall cause to be published all notices, the publication of which is required. In the event of absence from any meeting a Secretary Pro-tempore may be appointed by the Chairman of the Board or the presiding officer.

The office of the Treasurer and Secretary may be combined.

Section 610. Director Duties

The Board of Directors shall be responsible for the entire management of the Association and of the income and property thereof, including authority to borrow money for corporate purposes. The Board of Directors shall have the sole and exclusive right, with the advice of the President, of constituting committees of any and every nature whatsoever, and to determine and prescribe the authority and duties of such committees. From time to time as the business of the Association may require, the Board may delegate to officers or employees of the Association authority to countersign any and all bonds, checks, contracts, and other obligations of the Association.

Section 611. Directors Powers

The Board of Directors shall, subject to the provisions of these Bylaws, also determine the requirements for eligibility, expel, or discipline members for improper conduct, violation of rules, or non-payment of dues or indebtedness; and in general exercise all powers and rights necessary or appertaining to the proper administration of the Association, its affairs and its property, except as such powers are reserved as herein stated. The Board of Directors shall have the power to set dues for all classifications of membership. The Board shall be governed by the financial conditions of the Association at any certain time. It shall review the finances of the Branch each year and increase or decrease dues paid in accordance with the requirements essential to the best interest of the members. The Board may adopt such reasonable regulations regarding the payment of dues as it deems appropriate.

Section 612. Directors Conduct Business

The Board of Directors shall establish all rules and regulations necessary to the conduct of its business

and may change, alter, and amend the same from time to time.

Section 613. Board Quorum

Except as otherwise specifically provided for in these Bylaws, not less than one-half (1/2) of the members of the Board of Directors shall constitute a quorum.

Section 614. Meetings of Board

The Board of Directors shall hold at least six monthly meetings annually called by the President for the purpose of attending to the discharge of the duties of their offices of which the officers and directors are required to attend two thirds of these called meetings. Failure to meet the minimum attendance requirements may constitute grounds for consideration of removal by the Board.

Section 615. Limitations

Other Sections of these Bylaws contain explicit or implied powers, duties, and responsibilities of the Board of Directors and nothing in this Article shall be construed as limitation thereon.

ARTICLE VII

COMMITTEES

Section 701. Creation

All Committees other than standing shall be appointed by the President, with the approval of the Board of Directors. The President may designate the chairman, and may serve on any committee as a voting member.

Section 702. Standing Committees

There shall be established at all times the following standing committees:

a. Membership Committee

This committee, composed of no less than three members, shall have jurisdiction over the development of membership in the Association and accordingly shall review and make recommendations with respect to all matters relating to membership in the Association, such as, the appropriateness of classifications held by members and all other matters relating to the acquisition and retention of membership in this Association.

The Board of Directors, may, as its desecration, delegate to such committee the power to receive and pass on all applications for membership, to make rules governing applications for membership, and to change, alter or amend such rules from time to time as the business of the Association may require.

b. Finance Committee

The Treasurer and Secretary shall automatically be members of the committee along with four contractor members and one associate member of which two (2) contractors and one (1) associate will rotate with alternating two-year terms. The President shall appoint a minimum of two (2) contractor members and one (1) associate to replace those leaving their two-year term. The Treasurer of the Board of Directors shall serve as chairman of the committee. The committee shall have jurisdiction over the financial condition and requirements of the Association and shall keep the Board of Directors posted thereon, shall have review jurisdiction over the collection and disbursements of funds, and in collaboration with the Treasurer, shall prepare an annual budget for the Association. It is within the jurisdiction of the committee to retain a Certified Public Accountant to audit the accounts of the Association for each year.

c. Nominating Committee

The President shall appoint, at least three months before the Annual Meeting a Nominating Committee

of at least five (5) in number, who shall select and present to the membership at each Annual Meeting of the Association a nominee or nominees for each vacancy arising in the position of Officers and Directors under these Bylaws. The Committee should interview at least two (2) members for each position to be filled and make their recommendations based on the willingness of those individuals that will participate and perform the duties of the office. If a current officer or director has displayed a willingness and has put forth superior effort that renewal of that office is acceptable. The Nominating Committee shall announce its list of nominees to the membership at least thirty days before the Annual Meeting. At any time up to twenty-four hours before the business meeting for the election of officers and directors, nominees may be added to the list of nominees at the written request of at least twenty percent of the Association's membership, and such nominees must be included as part of the Nominating Committee's report to the members orally or otherwise, although mention may be made of the procedure whereby their names were added to the list of nominees.

d. Policy and Planning Committee

This committee, composed of no less than five members, shall have jurisdiction over the continuing function of reviewing various proposals concerning the Associations activities which promote the general purposes, as herein with set forth, and for making recommendations to the President concerning Association action with respect to matters affecting the welfare of the industry.

Section 703. Committees Other Than Standing

May be appointed by the President with chairmen appointed by the President. Each committee should submit a report to the Association during each Quarterly and Annual Meeting. For the purpose of fulfilling Article II, Section 201, the Association should have the following committees each year:

- Legislative Committee
- Scholarship Committee
- Safety Committee
- Annual Meeting Committee
- Industry Relations Committee

Section 704. Ad Hoc Committees

From time to time, issues of consequence may require study and do not fall under the auspices of a particular committee. In this case, the President may appoint a special ad hoc Task Force. The time of service for this group is for the length of time required to conduct its study and reports the findings to the Board of Directors. Once the report is made, the Task Force can be dissolved.

ARTICLE VIII

STAFF AND RESPONSIBILITIES

To manage the business affairs of the Association, an Executive Director shall be employed at a salary and upon the terms and conditions as the Board of Directors may direct, and shall serve at the pleasure of the Board. Other assistants whose services are required may be employed by the Board of Directors to work under the direction of the Executive Director

Section 801. Executive Director

The Executive Director shall manage the business affairs of the Association and perform the duties incident and usual to this office and perform the routine work of the officers, including that of the Secretary/Treasurer. With the approval of the Board, may delegate any duties to an assistant or assistants. The Executive Director may be required to give a fidelity bond in favor of the Association in any sum deemed appropriate by the Board of Directors, with the premium being paid by the Association.

The Executive Director shall receive all dues, fees, contributions and other receipts paid to the

Association and shall deposit them in the name of the Association at a bank, or banks, approved by the Board.

Funds of the Association may be withdrawn with the signature of the Executive Director, Treasurer, or President.

The Executive Director shall receive instruction from the President of the Association or from a quorum of the Board of Directors and shall have the authority to purchase necessary office supplies and equipment; to hire or dismiss any staff and shall be in charge of all employees of the Association and shall be responsible therefore to the President and the Board; and, shall have authority in emergencies where no definite instructions have been given, to act, or speak for the Association and Directors.

The Executive Director shall be present at all meetings of the Association and of the Board, and at all standing or special committee meetings deemed necessary and shall keep a record of all proceedings, reporting the same to the Association either verbally or in writing at the direction of the Board; and keep minutes of all meetings.

The Executive Director shall not perform, or be expected to perform, any preferential services or treatment for a member not available to all.

ARTICLE IX

INDEMNIFICATION

To the fullest extent permitted and in in the manner and within the terms and conditions provided by law pursuant to the Georgia Nonprofit Corporation Code, Sections 14-3-850 through 856 or any superseding law, the Association shall indemnify and hold harmless and advance funds to pay for and reimburse the directors, officers, employees or agents of the Association for personal costs, expenses, losses or damages incurred for acts or omissions done or not done on behalf of the Association as provided below:

Section 901. Indemnification

Any individual who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the name of the Association) by reason of the fact that (1) he or she is or was an officer, director, employee or agent of the Association or (2), while a director, officer, employee, or agent of the Association, serves or served at the Association's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity, shall be indemnified by the Association against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him in connection with such action, suit or proceeding, provided that such individual acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. However, any duty of the Association to indemnify hereunder shall be limited to the greater of (1) the coverage limits of any insurance procured by the Association pursuant to Section c, below, and (2) the amount the financial assets and holdings of the Association which shall not be considered an obligation of any of its Members individually, jointly or severally.

Section 902. Advancement or Reimbursement

Expenses (including reasonable attorneys' fees) incurred by a director, officer or employee of the Association who is a party to a claim, action, suit or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the name of the Association) in defending or responding to claims arising out of and because of (1) service to the Association in the capacity of director, officer or employee of the Association or (2), while a such a director, officer, employee, or agent, service and at the Association's request,

in the capacity of as director, officer, partner, trustee, employee, or agent of another domestic or foreign business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity, may be paid by the Association to reimburse or advance such expenses incurred or anticipated in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case in which it reasonably appears at the time requested that indemnification under Section a, above, is warranted. Such payment or advancement, however, shall only be, upon (1) the written affirmation by the individual of the individual's good faith belief that he or she has met the standard of care specified required for indemnification under Section a, above, and (2) receipt of an undertaking, in writing and executed personally, by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that the representative is entitled to be indemnified by the Association as authorized in this Article.

Section 903. Exceptions to Indemnification

The Association shall not indemnify an individual where:

- (a) It is in connection with a proceeding by or in the right of the Association, except for reasonable expenses incurred in connection therewith if it is determined that the individual has met meet the relevant standards of conduct required for indemnification under Section a, above, or if the individual was successful on the merits or otherwise in the defense of such claims;
- (b) It is in connection with any other proceeding in which the person was adjudged liable on the basis that the person improperly received personal benefit whether or not involving action in the Director's or Officers official capacity; or
- (c) Where such indemnification is otherwise precluded by applicable law, including the Georgia Nonprofit Corporation Code.

Section 904. Indemnification Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law, provision or certificate of incorporation, bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in the representative's official capacity and action as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where such other provision provides broader rights of indemnification than these Bylaws, said other provision shall control.

Section 905. Insurance

Upon authorization of the Board of Directors, the Association shall purchase and maintain insurance on behalf of an individual who is a director, officer, employee, or agent of the Association or who, while a director, officer, employee, or agent of the Association, serves at the Association's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted against or incurred by the individual, including the costs and expenses (including reasonable attorneys' fees) of the defense of such liability, in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the Association would have authority, power or publication to indemnify or advance expenses to the individual against the same liability under this Article.

ARTICLE X

AMENDMENTS

The Bylaws of the Association may be amended or expanded by 3/4 vote of the registered and present

membership at the Annual or Specially called meeting of the Association. Proposals to amend these Bylaws may originate either from the Board of Directors, upon 3/4 majority vote of the said Board, or upon petition signed by at least 20% of the membership.

The membership of the Annual or Specially called meeting may revise or change the amendment as it deems advisable within the reasonable limits of the notice.

ARTICLE XI

DISSOLUTION

If the corporation shall be dissolved, no member will receive any portion of its remaining assets or property. Upon dissolution, the balance of any assets or property of the corporation which remains after all debts or obligations are paid will be distributed to any other nonprofit corporation, named by the Board, which has been determined by the Internal Revenue Service to be exempt from federal income taxes.

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