

Wyoming Associated Builders BYLAWS

Article I

Principles of the Merit Shop

The Wyoming Associated Builders (“Association”) is the voice of the Merit Shop in the Construction Industry in Wyoming. We assume the responsibility of making that voice heard. Toward this end, we restate, herewith, the creed of the Merit Shop which we have adopted as the basis of our association’s actions:

We believe that the Merit Shop movement is a movement for the betterment of the individual...the industry...and the nation.

We believe in the system of Free Enterprise.

We believe that employees and employers should have the right to determine wages and working conditions through either individual or collective bargaining as they choose within the boundaries of the law.

We believe that the employer must have concern for the general welfare of the Employee and that there must be a fair compensation for work performed. By the same token, we believe that the employee has an obligation for satisfactory performance of assigned work.

We support sound legislation in the areas of Workmen’s Compensation, safety and unemployment compensation. We believe legislation that embraces fair play for both employers and employees is essential to the preservation of our Free Enterprise system. The law should protect the right of employees to work regardless of race, color, creed, sex, religion or membership or non-membership in a labor Association.

We oppose violence, coercion, intimidation and the denial of the rights of the free worker and free management.

We believe that work opportunities in this state and nation should be made available to all of our people, regardless of race, color, creed, sex, national origin, religion or membership or non-membership in a labor Association and we support programs toward this end.

We believe that monopolies or any kind of price or wage fixing are detrimental to our system of Free Enterprise and that businesspeople can prevent these practices by becoming active in politics and civic affairs.

We believe that the destiny of all Americans can best be served by cooperation, reconciliation and following the tenets of Free Enterprise and democratic government.

We encourage the growth and development of these tenets.

Article II

Purpose and Objectives

The primary objective of this Association is to foster and perpetuate the principles of the Merit Shop.

In addition to this primary objective, this Association shall pursue and promote the following activities:

- A. Encourage, develop and protect the building and construction industries.
- B. Promote confidence and goodwill within the building and construction industries and between these industries and the general public.
- C. Promote and make available to membership the various programs organized by the Association.
- D. Perform services for members as they may decide advantageous to their collective needs from time to time and as may be appropriate and directed by the Board of Directors.
- E. Communicate and cooperate with other groups and persons whose interests and concerns appear to coincide with members.
- F. The Association has not been formed for pecuniary profit or financial gain and no part of the assets, income, or profit of the Association is distributable to or ensures to the benefit of its members, directors, or officers except to the extent permitted under the Not-for-Profit Corporation Law. In accordance with Section 501(c)(6) of the Internal Revenue Code, or its successor, to promote the common business interest of its members, but not to engage in a regular business of kind ordinarily carried on for a profit except in an incidental manner as permitted by law.
- G. The Association does not have as a purpose the formation by contract, agreement, arrangement, combination or otherwise of a monopoly in the conduct of its business, whereby competition or the free exercise of any activity in the conduct of any business, trade or commerce or in the furnishing of any service in this state, is or may be restrained.

Article III

Membership and Dues

- A. Types of Membership shall be as follows:
1. Full Membership. A “Full member” is a Contractor, Sub-Contractor, Service or Materials provider, Life Member or Trial member that:
 - a. Supports the mission, objectives and goals of the Wyoming Associated Builders and the “Merit Shop” philosophy.
 - b. Qualifies under one or more of the “Full Member” categories.
 - c. Pays dues according to the established dues structure.
 - d. Has voting privileges and is eligible for representation on the Board of Directors.
 - e. Is eligible for all WAB benefits.
 - f. “Full Member Categories are as follows:
 - i. Contractor/Subcontractor Member Qualifications: An individual Wyoming resident or resident business entity which performs all or some aspects of construction and building projects at job sites.
 - ii. Service Member Qualifications: A person or other legal entity which provide construction related services to Contractors/Subcontractors.
 - iii. Supplier Member Qualifications: A person or business entity which provides materials and/or supplies to Contractors/Subcontractors involved in construction and building projects.
 2. Limited Membership. A “Limited member” is a Contributor, Affiliate or other member that:
 - a. Supports the mission, objectives and goals of the Wyoming Associated Builders and the “Merit Shop” philosophy.
 - b. Qualifies under one or more of the Limited Member categories.
 - c. Pays dues according to the established dues structure.
 - d. Does not have voting privileges and is not eligible for representation on the Board of Directors.
 - e. Is not eligible for WAB benefits insurance or pension benefits.
 - f. Limited Member Categories are as follows:
 - i. Contributory Member: Any group or individual makes a voluntary annual contribution of \$100 or more to help defray the costs of furthering the objectives and purposes of the Association.

- iv. Affiliate Member: Any group or individual that prescribes to the principals of this Association, and is dedicated to furthering the objectives and purposes of the Association.

B. Eligibility

1. Any person, firm or corporation, etc. which possesses the qualifications listed in the descriptions of the various memberships is eligible to become a member of this Association.
2. Acceptance of any qualified application shall be automatic with the payment of proper dues provided, however, that the Association Board of Directors may, by a two-thirds vote of a quorum at a regular meeting reject any applicant in its sole discretion. A report of such rejection shall be submitted to the Association's legal counsel. A notice of the rejection shall be forwarded to the applicant by the Association. The applicant may request an opportunity request reconsideration of its application within 30 days of the notice of rejection and upon timely request the Board of Directors shall reconsider the request at the next scheduled Board meeting.

C. Applications

1. Application for the various types of membership shall be made on a form supplied by the Association.

D. Dues

1. Dues for membership in the Association shall be set by the Board of Directors of the Association.
2. Dues are payable on the first of January in advance for the entire year. WAB Contractors/Subcontractors shall have their dues reduced by 50% for their first year WAB membership, ending December 31st of the calendar year of which they join. No business which has been a WAB member at anytime previous is eligible for discounted dues.

E. Expulsion and Removal from Membership

1. A Contractor/Subcontractor, Supplier or Association member may be expelled for just cause by a two-thirds vote of the Association Board of Directors. A report of such expulsion shall be forwarded to the Association's legal counsel.
2. Life Members and Sustaining Members may be expelled from membership in the Association at any time by a two-thirds vote of the

Association Board of Directors for just cause and for reasons that, in its discretion are inimical to and a material violation of the purposes of the Association. A report of such expulsion shall be forwarded to the Association's legal counsel.

3. A member will automatically be removed from membership and lose all rights and privileges of membership if he shall be delinquent in payment of dues for a period of sixty days after the date dues are payable. Upon payment of dues that are payable and the amount of any penalty for non-payment set by the Board, a member shall be reinstated.
4. Discipline of this Association for just cause shall be as follows:
 - a. The Board of Directors shall have the power to reprimand, suspend or expel any member of the group of members for conduct which, in the sole opinion of a two-thirds majority of the Board is improper, dishonorable or prejudicial in any way to the welfare or reputation of the Association or which materially violates the standards of the Association. The standard for expulsion of Life Members and Sustaining Members must have in addition the standards set forth above.
 - b. In the event said Board votes to reprimand, suspend or expel any member or group of members, prior to the effective date thereof said member or members shall be given the opportunity to appear before the Board of Directors, upon an appeal for reconsideration of the determination. All appeals shall be heard by the Board at a regular meeting or a special meeting called for the purpose of hearing the appeal. A decision by the Board to expel a Member may only be overturned only by a vote of two thirds of the Board. The decision of the Board upon reconsideration shall be final.
5. Any member of the Association may withdraw from membership and be relieved of the benefits and obligations thereof after delivery to the President of the Association of a written notice of the member's intention to so withdraw.

Article IV

OFFICERS AND DIRECTORS

A. Board of Directors

1. Purpose. To govern the Association subject to these Bylaws and regulations.

- a. Formulate policy for Association officers and Association staff.
 - b. Pass judgment on major Association decisions and disputes.
2. Representation. Board shall consist of directors elected from members in good standing of the Association.
 - a. Not less than eight (8) authorized representatives of the members shall make up the Association Board of Directors, including the elected officers of the Association.
 - b. The Board shall represent all classifications of members as is possible.
3. Meetings
 - a. The Association shall hold an annual meeting of members to be held no later than sixty days after the end of its fiscal year. The Association membership may hold such other meetings as may be called by the President, a majority of a quorum of the Board or by no less than twenty-five percent (25%) of the members of the Association. The Board of Directors of the Association will meet not less than quarterly or as determined by the Board of Directors. If the regular meeting is to be held on other than the regularly scheduled day, it must have the approval of two-thirds of the Board of Directors.
 - b. A special meeting of the Board of Directors may be called by the President of the Association or at the discretion of a majority of the Board of Directors.
 - c. An agenda shall be prepared by the President and the Staff for mailing as notice of any meeting.
 - d. Mailing, facsimile, transmission or electronic transmission of the agenda, along with the minutes of the previous meeting, will constitute notice of the meeting. All notices must be provided by mail or alternate notice such as by facsimile or electronic means at least ten (10) days prior to the meeting date. Attendance at any meeting shall constitute waiver of notice of any meeting.
 - e. Participation by a majority of the total membership of the association members shall constitute a quorum. Participation by a majority of the Board of Directors shall constitute a quorum.
4. Qualification of Directors

- a. A director must be an authorized representative of a member in good standing of the Association.
 - b. All directors must have the ability to participate in meetings and accept committee responsibilities.
5. Duties of Directors
- a. To regularly participate in Board meetings. Failure to participate in less than two-thirds of the scheduled meetings without adequate reason may be cause for replacement.
6. Term of Directors
- a. Directors shall be nominated prior to the annual meeting to allow for elections of board members at the annual meeting.
 - b. The terms of office of directors be three years and shall be staggered so that no more than one-third (1/3) of the directors shall be elected each year. The initial directors shall serve for a term of one, two or three years respectively, in order to initiate the staggered terms.
 - c. In the event that an officer or member of the Board of Directors is unable, for any reason, to complete his elected term of office, the remaining duly elected Board of Directors by a majority vote shall select a representative of a Member in good standing of the Association to fill out the aforementioned Director's term of office.

B. The Executive Committee

- 1. Purpose
 - a. To consult with and advise the President of the Association.
 - b. To make decisions on matters that arise when time does not permit to call a meeting of the Board; all decisions being subject to the approval of the Board. The Executive Committee can decide and act on matters of procedure, including but not limited to policy.
 - c. Recommend to the Board of Directors matters of policy.
- 2. Representation shall consist of the elected officers of the Association as listed in these Bylaws plus the Immediate Past President of the Association.

C. Elected Officers, Terms and Their Duties

The officers shall be elected by the Board of Directors. The term of office of all officers shall be for one (1) year. All officers are also voting Board members.

1. President

- a. Serve as Chairman of the Board of Directors.
 - (1) Preside over all Board meetings.
 - (2) Vote on any issues.
- b. Serve as Chairman of the Executive Committee.
 - (1) Preside over all Executive Committee meetings.
 - (2) Vote on any issues.
- c. Serve as Chief Executive of the Association.
 - (1) Appoint standing committees as follows:
 - (a) Legislative
 - (b) Finance and Budget
 - (c) Convention
 - (d) Nominations
 - (e) Membership and Growth
 - (f) Education
 - (g) Safety
 - (h) Task forces with specific duties
 - (2) May appoint, at his discretion, any additional committees necessary for the activities of the Association.
 - (3) Advise and assist all officers of the Association in their duties.
 - (4) Represent the Association at functions where necessary or appoint a designated representative when possible.

2. Vice President

- a. Serve on Board of Directors of the Association.

- b. Assume office of President in the event of his absence, resignation or removal from office.
 - c. Act as Coordinator of all Association committees. Act as committee whip to follow up with the committee chairman to see that committees are functioning and carrying out their assigned tasks.
 - d. Serve on the Executive Committee
3. Secretary/Treasurer
- a. Serve on the Board of Directors of the Association.
 - (1) Shall be responsible to edit and see that the minutes of the Association Board meetings are accurately recorded.
 - b. Assume the duties of the President in the absence of the President and Vice President.
 - c. Shall submit financial summaries to the Board of Directors at scheduled Board meetings and as requested by the Board of Directors.
 - d. Serve on the Executive Committee.
 - (1) Shall be responsible for the accurate recording of the minutes or the Executive Committee meetings.
 - e. Shall be member of Finance and Budget Committee.

D. Association Staff

- 1. Executive Director
 - a. To be hired by the Board of Directors or the Association and serve at the pleasure of the Board. The Executive Director shall be a non-voting
 - b. Board of Directors to determine job duties.
 - c. To be directly responsible to the President of the Association for all activities.
- 2. Office Secretary

- a. To be hired by the Executive Director
 - b. Duties to be performed by the Executive Director
3. Part-Time Help
- a. To be retained by the Executive Director when necessary.

E. Committees

1. All Committees, standing and temporary.
- a. Shall be responsible to the President and come under the direct supervision of the Vice President. The Vice President shall be assisted by the Association staff in aiding the committee to accomplish their tasks.
 - b. Committee Chairman
 - (1) To attend all of his committee meetings and report progress or accomplishments to the Vice President or the Board of Directors.
 - (2) To officiate at the meetings of his committee.
 - (3) To see that enough meetings are held to complete the assigned tasks.
 - c. Committee Members
 - (1) Responsible for attending all of his committee meetings
 - (2) Willing to accept responsibilities and work toward the goals and purpose of his Committee.

G. Nominations and Elections

1. The Nominating Committee shall be appointed by the President and shall consist of at least three (3) members.
2. The Nominating Committee shall submit its nominations prior to the annual meeting on the nominations of Directors. This report will be communicated to the general membership during the annual meeting and elections held at that time.

3. Additional nominees, other than those submitted by the Nominating Committee, may be including on the ballot during the vote provided that prior consent of the nominee has been obtained and provided that the nominee's name has been presented prior to the election.
4. Only members in good standing will be eligible to vote.
5. Each member will receive one (1) vote.
6. The election of officers and directors shall be conducted as follows:
 - a. The general membership shall be notified of a meeting to be held 30 days prior to the date the election is scheduled to be held.
 - b. A majority of those voting shall elect the candidate for office. In the event of a tie vote in the election of any office, the Board of Directors shall determine the winner by a majority vote.
 - c. In the event there are no opposing candidates, the slate as presented will be elected by a simple voice vote of the members in good standing attending the meeting with the Secretary casting the deciding vote.
 - d. In the event that there are opposing candidates for any office, the election will be by written ballot.

Article V

Bank Accounts

A. Savings Account

1. Savings Accounts in the name of the Association shall be opened with such financial institutions as the Board of Directors may determine from time to time.
2. Withdrawals from savings accounts shall require the signature of any officer, director or the executive director.

B. Checking Account

1. A checking account in the name of the Association shall be opened with such financial institutions as the Board of Directors may determine from time to time.

2. Checks shall require the signature of two of the following: any officer, director or the executive director.

Article VI

Amendments

- A. These Bylaws may be amended in whole or in part by a two-thirds vote of the Board of Directors provided, however, that:
 1. The President shall appoint a duly constituted Bylaws Committee to study and prepare such amendment.
 2. All amendments shall be presented to the Board of Directors in the form of a formal resolution.
 3. The members of the Board of Directors have been notified at least three weeks in advance of the proposed amendment. The notification of such a vote shall include the proposed amendment and the reasons therefore.

ARTICLE VII

Indemnification of Officers

Each and every officer and member of the Board of Directors of the Association shall be indemnified by the Association against any and all claims, liabilities, and expenses legally incurred by them in the course of normal business practices of the Association or for which they may be held liable while acting within the scope of their duties for the Association. However, in the event that any member of the Board or officer performs an act which he knew, or should have known, was a violation of the law of the State of Wyoming or regulations of the IRS pertaining to not for profit corporations, or does an intentional act for which the Association may be held liable, he may be held personally accountable for such infraction and there shall be no indemnification shall for such violation or act.

ARTICLE VIII

Dissolution of Corporation

Should dissolution of the Association become necessary, all its assets shall be liquidated with funds first to be used to satisfy all outstanding indebtedness. Proceeds then remaining shall be distributed to predetermined organizations which meet requirements set forth in Section 501(c)(6) of Internal Revenue Code, such organization(s) being duly qualified to do business within Wyoming.
f, WAB Director