

**BYLAWS
OF
NATIONAL ASSOCIATION OF MINORITY CONTRACTORS of WASHINGTON
(NAMC-WA)**

SECTION 1. NAME, SEAL, OFFICE & CODE OF CONDUCT

1.1. Name. The name of the 501(c)(6) not-for-profit corporation (“the Corporation”) is National Association of Minority Contractors of Washington or NAMC-WA, which may also be referred to as NAMC-WA.

1.2. Corporate Seal. The Corporation may adopt a corporate seal, but the affixing of the seal on any agreement, instrument, or other document shall not be required to make the agreement, instrument, or other document binding and effective.

1.3. Office. The Corporation, may, but is not required to, obtain a brick-and-mortar office. The registered office of the Corporation shall be in Washington State.

SECTION 2. PURPOSES

The general purposes of the Corporation are:

- A. To support the education and training of persons interested in improving their social and economic well-being and that of their community to promote civic and economic prosperity;
- B. To promote the welfare of minority builders, contractors, subcontractors, suppliers and manufacturers of materials and equipment used in the construction industry;
- C. To disseminate information of value and interest to its members;
- D. To cultivate rights and freedoms of members and the businesses/trades to which they belong;
- E. To promote a spirit of cooperation with majority builders, contractors, and sub-contractors;
- F. To help address the problems of its members relative to the construction trade;
- G. To create and encourage high standards and sound business practices;
- H. To encourage and promote good relations between its members and the general public;
- I. To promote fair and equitable relations between its members and government agencies; and
- J. To help correct trade abuse;

SECTION 3. MEMBERSHIP

3.1 Membership Categories. An individual, for-profit, or non-profit corporation, a general or limited partnership, an association or other entity may be a member of NAMC-WA.

3.1.1. General Members. General Members are businesses, formed as any legal entity, which are construction contractors or otherwise engaged in the construction industry and either (a) certified by the WA Office of Minority Women Business Enterprises (“OMWBE”) as a Minority- or Woman-owned Business Enterprise; (b) certified by OMWBE as a Disadvantaged Business Enterprise; or (c) self-certified as a minority- or woman-owned business. Any General Member in good standing may vote on NAMC matters and may serve as Officers and Directors.

3.1.2. Associate Members. Associate Members are individuals or businesses formed as any legal entity, which (a) are construction contractors or otherwise engaged in the construction industry; (b) do not qualify as General Members; and (c) earn less than \$5 million in gross revenue annually.

Associate Members may serve as Director provided seventy (70) percent of the other members of the Governing Board are qualified General Members within the construction industry in good standing as defined by NAMC National bylaws and current executed Chapter Affiliate Agreement.

3.1.3. Corporate Members. Corporate Members are businesses formed as any legal entity, which (a) are engaged in the construction industry and (b) do not qualify as General or Associate Members.

Corporate Members may serve as Director provided seventy (70) percent of the other members of the Governing Board are qualified General Members within the construction industry in good standing as defined by NAMC National bylaws and current executed Chapter Affiliate Agreement.

3.1.4. Agency Members. Agency Members are governmental agencies and non-profit organizations, which are interested in enhancing and promoting Minority Business Enterprises in the construction industry.

Agency Members may serve as Director provided seventy (70) percent of the other members of the Governing Board are qualified General Members within the construction industry in good standing as defined by NAMC National By-laws and current executed Chapter Affiliate Agreement.

3.2. Membership Application. Entities seeking membership shall submit a membership application to the Secretary, who shall review the application and after consultation with the Board, accept the application with assessed dues. Once accepted, the applicant becomes a member upon payment of the assessed dues. A Membership Committee may be formed to review applications and make recommendations for membership to the Governing Board.

Once a member joins, that member may send unlimited representatives to NAMC-WA regular meetings. Members who fail to pay renewal dues at the time of the Annual Meeting shall not be considered members in good standing for election of Directors.

3.3. Dues. The Governing Board shall determine dues for each category of membership. The Governing Board may adjust dues annually and notify members in writing of the adjustment thirty (30) days before invoices are sent to members. The Governing Board has the right to adjust dues in special circumstances provided no individual member or applicant member receives benefit. No refunds of dues are allowed. Invoices for the annual renewal dues will be sent out in the month of December of the ending fiscal year.

3.4. Transfers. Memberships are nontransferable and shall terminate on the death, resignation, suspension, or removal of the member.

3.5. Resignation. A member may resign at any time by delivering written notice to the President or the Secretary.

3.6. Termination, Expulsion, or Suspension. Members failing to pay dues shall be subject to removal of the NAMC-WA list and website in accordance with NAMC-WA Membership Dues and Benefits Policy.

The Governing Board may suspend or terminate membership by majority vote of the Board after giving the member (a) not less than fifteen (15) days prior written notice of the proposed suspension or termination and the reasons therefore and (b) not less than five (5) days before the effective date of the expulsion, suspension, or termination, an opportunity to be heard, orally or in writing.

SECTION 4. MEMBERSHIP MEETINGS

4.1. Annual Meetings. The Governing Board shall call for an Annual Meeting. The failure to hold an annual meeting on the stated date shall not affect the validity of any corporate action. At the annual meeting, the President or his or her designee shall report on the activities and financial condition of the corporation and the members shall consider and act on other matters that may be raised consistent with the notice requirements, including elections of Directors. Elections of Directors cannot be conducted by mail or electronic transmission without the Governing Board's resolution.

The regular Annual Meeting shall be held during December of each year. Notice of the time, place and purpose(s) of the annual meeting shall be served, whether personally or by mail, not less than twenty (20) nor more than forty (40) days before the meeting, upon each person or entity who appears in the NAMC-WA books as a member and, if mailed, such notice shall be directed to the member's address as it appears on the NAMC-WA books, unless the member shall have filed with the Secretary a written request that notices be mailed to some other address, in which case it shall be mailed to the address designated in such request.

4.2. Regular Meetings. Meetings of members shall be held the first Thursday of each month at 6:00 p.m., unless a different date or time is fixed by the Governing Board and stated in the notice of the meeting.

4.3. Special Meetings. A special meeting of members shall be held (a) on the call of the Governing Board or (b) may be called by members having twenty-five (25) percent of the votes entitled to be cast at such meeting. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members. Such request shall be directed to the Secretary by certified mail. The Secretary shall issue a call for a special meeting within five (5) days after receipt of such request. The meeting shall be set for a date not less than twenty-five (25) nor more than forty-five (45) days receipt of the request. Notice of the special meeting stating the time, place and purpose or purposes thereof shall be served, either personally or by mail upon each Member not less than twenty (20) nor more than forty (40) days before such meeting and, if mailed, such notice shall be directed to each Member at his address as it appears on the NAMC-WA books, unless the member shall have filed with the Secretary a written request that notices be mailed some other address, in which case, it shall be mailed to addresses designated in such a request.

Members may take any action that may be taken at a meeting of the members without a meeting if a consent, setting forth the action so taken, is executed by all of the members entitled to vote with respect to the subject matter thereof. This unanimous consent may be carried out using mail, fax, or electronic mail. The written resolution with the signatures of the members or return email consents is filed with the corporate minutes.

4.4. Place of Meetings. Meetings of the members shall be held at any place in or out of Washington designated by the President.

4.5. Telephonic Meetings. The members may permit any or all members to participate in an annual meeting or a special meeting, or to conduct the meeting, by using any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in the meeting by this means is deemed to be present in person at the meeting.

4.6. Notice of Meetings. NAMC-WA shall notify its members of the place, date, and time of each annual and special meeting of members in accordance with this Section of the Bylaws. Notice shall be sent to each member entitled to vote at the meeting at the member's last email address as set forth in the corporate records. Electronic communication may not be used to give notices, consents, or waivers to a member unless the organization has received consent from the member.

4.6.1. Annual Meeting. Notice of an annual meeting shall describe any matter or matters that must be approved by members.

4.6.2. Regular Meeting. Notice of regular meetings other than the annual meeting need only be made by providing each member with the adopted schedule of regular meetings for the coming year at any time after the annual meeting and ten (10) days

prior to the next succeeding regular meeting and at any time when requested by a member.

4.6.3. Special Meeting. Notice of a special meeting shall describe the purpose(s) for which the meeting is called.

4.7. Waiver of Notice. A member may, at any time, waive any notice required by these bylaws. Except as provided in this section, any waiver must be in writing, be signed by the member entitled to the notice, specify the meeting for which the notice is waived, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at or participation in a meeting, either in person or by proxy, waives any required notice to the member of the meeting unless the member, at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Whenever under the provisions of any law or under the provisions of the Articles or Bylaws, the membership is authorized to take action after notice to the members after a lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any such period of time if at any time before or after such action be completed requirements be waived in writing by ten (10) percent of the members entitled to such notice or entitled to participate in the action to be taken.

4.8. Record Date. The record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote, or to take any other lawful action shall be as follows:

- a. The record date to determine the members entitled to a notice of a members' meeting shall be thirty (30) days before the day that notice is first mailed or otherwise transmitted to members or, if notice is waived, then ten (10) days before the day on which the meeting is held;
- b. The record date to determine the members entitled to demand a special meeting shall be the date the first member signs the demand;
- c. The record date to determine the members entitled to act without a meeting shall be the date the first member signs the consent to the action;
- d. The record date to determine the members entitled to vote at a members' meeting shall be thirty (30) days before the date of the meeting;
- e. The record date to determine the members entitled to exercise any rights in respect of any other lawful action shall be the day on which the Governing Board adopts the resolution relating thereto or the sixtieth (60th) day before the date of such other action, whichever is later.

4.9. Quorum and Voting –Members

4.9.1. Voting. Any Member in good standing may vote on NAMC-WA matters. Each member has one (1) vote on each matter submitted to members for a vote. Members must vote in person, or with duly executed proxy except where provided in this section.

Mail ballots shall be mailed to each member with the notice of meeting and only those marked ballots received by the Secretary before the meeting is called to order, and upon the demand of any member, the vote for any question before the meeting, shall be secret ballot. All elections shall be had, and all the questions decided by a majority vote of the persons present in person or by proxy constituting a quorum. Elections of Directors which are duly noticed and shall be determined by votes duly cast even though cast by less than a quorum.

4.9.2. Attendance at Meeting. Any General, Associate, Corporate, or Agency Member in good standing, may attend any NAMC-WA regular or special meeting, and may participate in debate and discussion to the extent permitted by the presiding officer of the meeting.

4.9.3. Quorum. Members holding one-tenth (10%) of the votes entitled to be cast represented in person shall constitute a quorum. A vote of the majority of the votes entitled to be cast by members present at a meeting at which a quorum is present, is necessary for any matter voted upon by the members to be legally adopted except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of members.

In the absence of a quorum or when a quorum is present, a meeting may be adjourned for any period not exceeding thirty (30) days from the time of the item by a vote of a majority of the members present, in person or by proxy without notice other than by announcement at a meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally notified.

4.9.4. Proxies. General Members may participate in a meeting by written proxy duly executed which bears a date not more than forty-five (45) calendar days prior to such meeting and filed with the Secretary seven (7) days prior to the scheduled meeting unless such instrument provides for a longer period in elections for officers or directors.

4.9.5. Action by Written Ballot. Any action that may be taken at members meeting may be taken without a meeting if an Officer or Director of the corporation delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when (a) the number of votes cast by ballot equals or exceeds a quorum of the members and (b) the

number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter, and (c) specify a reasonable time by which a ballot must be received by originating Officer or Director in order to be counted. Once delivered, a written ballot may not be revoked. Written ballots may be distributed, and votes collected, electronically.

SECTION 5. GOVERNING BOARD

5.1. Powers. The affairs of the Corporation shall be managed by the Governing Board, consisting of Officers and Directors. While the Governing Board has the power and authority to manage the affairs of the corporation, this power and authority is conferred by the members. Further, the Governing Board serves in a fiduciary capacity to serve in the best interests of the members.

5.2. Number on the Governing Board. The Governing Board shall consist of a minimum of five (5) members and a maximum of nine (9) members.

5.3. Qualifications. All Officers and Directors must be individuals who are eighteen (18) years of age or older. Officers and Directors need not be residents or citizens of Washington or of the United States of America.

Directors must be in good financial standing with the Chapter; be a member for at least two (2) consecutive years within the past year; and present one (1) letter of recommendation of character and business acumen at the time of nomination.

Further, the Board shall consist of seventy (70) percent of general members with relevant construction industry experience as defined by NAMC National bylaws and the current executed Chapter Affiliate Agreement.

Officers must be in good financial standing with the Chapter; serve two (2) consecutive years on the Board within the last two (2) years; have previous leadership experience in the Chapter, Committee, or other organization; and present two (2) letters of recommendation of character and business acumen at the time of nomination.

Each newly elected Director and Officer shall attend a Board Orientation and Leadership Training within thirty (30) days of the election.

All Directors and Officers shall sign a Code of Conduct Pledge established by the Governing Board upon election.

5.4. Nominations and Elections. Nominations of candidates and elections of Officers and Directors for the Governing Board to be filled each year shall be made in

accordance with the NAMC-WA Nomination and Election Policy, which must comply with NAMC National bylaws and the current executed Chapter Affiliate Agreement.

All Directors shall be NAMC-WA members and shall be chosen by secret ballot at the annual meeting of members by a majority of the members voting either in-person, by proxy, by mail ballot, or e-mail ballot.

Nominations of candidates for the Directorship to be filled each year shall be made in following manner:

1. The President shall appoint the nomination committee chairperson during the March Board Meeting. The nomination committee chair will solicit seven (7) volunteers to assist with the nomination and election process at the next scheduled regular meeting. Of the seven (7) committee members, no two (2) of whom shall be representatives of the same firm or entity, to nominate candidates for election as Directors and to coordinate the nomination procedure described herein.
2. Once the nomination committee is established, the committee will notify the members and announce the date that the nomination process will open. The nomination process should open by September of the current year.
3. Nominations Committee shall provide written procedures for the nominations and elections process to the members at least thirty (30) days prior to elections. All interested candidates shall provide a written Statement of Interest or declaration.
4. Upon announcement to the members, each nominee for Board of Director must present a declaration. The declaration must be on the firm or entity's letterhead signed by the owner, President and Secretary, or entity head.
5. Nominees will be encouraged to attend the October Board meeting.
6. Nominees will be required to attend the October general meeting to campaign and complete their petition by obtaining signatures in support of their nomination. The petition shall contain a minimum of thirty (30) percent of the general members in good standing, not to exceed ten (10) general member signatures; but no more than two (2) signatures shall be from the same firm.
7. The nominee must have attended at least one NAMC-WA general membership event or meeting prior to the elections in December at the general membership annual meeting.
8. To be elected to the Governing Board, (a) if there is a slate of fewer nominees than vacancies, each nominee will be elected by acclamation; (b) if there is a slate of more nominees than vacancies, the top nominees receiving the most popular votes, while complying with the seventy (70) percent Board composition requirement, will be elected to the Governing Board until all vacancies are filled.

No later than thirty (30) days prior to the December general membership annual meeting, the nominating committee shall submit the list of nominees to the Secretary who shall prepare mail ballots and proxy forms and shall assemble appropriate biographical information regarding the candidates, which shall include any short position statement

requested to be included by any candidate. Ballots; proxy forms, and the information so gathered shall be submitted to the members along with the notice of meeting.

All newly elected Directors are subject to a probation period of one year. In the election of Directors, each member in good standing shall have one (1) vote for each candidate.

Election results shall be reported in writing by the President and Secretary to NAMC National within two (2) weeks including contact information and member profile information.

5.5. Term. The term of office of each Director shall be two (2) years, and Directors shall be elected each year by the General Membership. Each Director shall serve staggered terms to maintain consistency and continuity of succession.

No Director will be eligible to serve more than three (3) consecutive terms, except any lifetime member may be eligible to serve on the board in an Emeritus capacity with the approval of the Governing Board.

A member who has completed three (3) consecutive terms may be a candidate again after a two (2) year period.

Each Officer shall be elected annually by the Governing Board after the election of Directors for that year. Each Officer shall serve a period of two (2) years to promote continuity.

5.6. Compensation. Directors and Officers are not entitled to and shall not receive compensation for their services except for approved reasonable travel or organization expense reimbursement. The Governing Board shall develop a policy for reimbursements.

5.7. Conflicts of Interest. Pursuant to the fiduciary duty called the duty of loyalty, Officers and Directors of a nonprofit corporation are required to put the interests of the corporation before personal interests. The Governing Board shall adopt and individually sign the NAMC-WA Conflict of Interest Policy, which serves to put in place procedures that will prevent a Director with a conflict of interest from personally benefiting from a decision that he or she would make or participate in making in accordance with NAMC National requirements contained in the current executed Chapter Affiliates Agreement. All Officers and Directors agree to sign and comply with the NAMC-WA Conflict of Interest Policy.

5.8. Vacancies.

5.8.1. Officers. In the event a vacancy of any Officer seat arises, a majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, or the President may appoint a member an "interim officer"; and the officer so placed shall hold office and serve until the first meeting of the Governing Board

immediately following the regular annual meeting of the membership next succeeding and until the election and qualification of his or her successor.

5.8.2. Directors. Any vacancy on the Governing Board occurring during the year, including created by an increase in the number of Directors, may be filled for the unexpired portion of its term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof, or by the sole remaining Director.

In the event a vacancy of any Director seat arises, the Board shall nominate one or more persons to serve in the vacant seat who meets the Director qualifications and call for a special meeting of the members to vote on the nominated candidate(s) even though less than a quorum is present. The person receiving a simple majority vote shall be sworn in and shall serve in the vacant seat until the next regular election of the subject seat. Any Director elected by the Governing Board shall hold office until the expiration of the two (2) year term of the directorship to which he or she was appointed and until the election and qualification of his or her successor.

5.9. Resignation. Any Director may resign at any time by giving written notice of resignation to the Governing Board, who shall accept or reject the resignation.

5.10. Removal.

5.10.1. Officers. Any officer may be removed from the office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for the purpose. Any officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting of the Governing Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Governing Board at such meeting.

In the event that any officer fails to perform his or her duties as prescribed by these Bylaws, as from time to time as assigned by the Governing Board, or, between meetings, as assigned by the Executive Committee or the President, the President shall temporarily assign the duties of the officer, as necessary for the efficient management of the corporation, to another member of the Governing Board until the next regular or special meeting of the Governing Board. Removal of an officer for failure to perform shall be handled as prescribed in this Section of these Bylaws. Vacancies thus created will be filled as prescribed in Section 5.8. of these Bylaws.

5.10.2. Directors. Any Directors elected by members may be removed, with or without cause, by two-thirds (66.7%) of the votes cast by members having voting rights with regard to the election of any Director, represented in person at a meeting of members at which a quorum is present.

Any director may be removed from office for cause by the affirmative vote of two-thirds of the full Governing Board in person or by proxy at any regular or special meeting called for that purpose. The special meeting can be called via a teleconference if the Board determines that time is of the essence to move on the

matter. Any officer or director proposed to be removed shall be entitled to fifteen (15) days' notice in writing by mail. The director who is being recommended for removal shall be entitled to be heard and appear before the Governing Board at such scheduled meeting.

5.11. Failure to Attend Board Meetings – Automatic Removal

5.11.1. Officers. Officers who fail to attend meetings as prescribed in Section 6.7. of these Bylaws shall, without further notice or action by the Board or membership necessary, be considered as removed from office and the vacancy thus created shall be filled as prescribed in Section 5.8. of these Bylaws.

5.11.2. Directors. In the event that the Director shall be automatically deemed absent without good cause from three consecutive regular or special meetings, the Director shall automatically relinquish his or her membership on the Governing Board. Vacancies thus created must be filled as prescribed in Section 5.8. of these Bylaws as is applicable.

SECTION 6. MEETINGS OF THE GOVERNING BOARD

6.1. Meetings.

6.1.1. Annual Meeting. An Annual Meeting of the Governing Board (“Board”) may be held immediately after, and at the same place as, the annual meeting of members.

6.1.2. Regular Meetings. If the time and place of any other Officers and Directors' meeting are regularly scheduled by the Board, the meeting is a Regular Meeting. Regular meetings of the Governing Board shall be held three (3) times a year inclusive of the regular annual meeting of the membership, and at stated intervals of approximately three months thereafter. No prior notice of such regular meetings shall be required to be given. The place and time of any regular meeting of the Directors may; however, be changed or a meeting canceled entirely by written consent of all Directors.

6.1.3. Special Meetings. All other meetings are Special Meetings.

6.2. Telephonic Participation. The Board may permit any or all of the Officers and Directors to participate in a Regular or Special meeting by, or to conduct the meeting, by using any means of communication by which all Officers and Directors participating may simultaneously hear each other during the meeting. An Officer and Director participating in a meeting by this means is deemed to be present in person at the meeting.

6.3. Action Without Meeting. Directors may act without a meeting if a consent, setting forth the action so taken, is executed by all of the Directors. This unanimous consent may be carried out using mail, fax, or electronic mail. The written resolution with the signatures of the Directors or return email consents is filed with the corporate minutes.

6.4. Call and Notice of Meetings. Regular meetings of the Board may be held without additional notice of the date, time, place, or purpose of the meeting. Electronic communication may not be used to give notices, consents, or waivers to a Director unless the organization has received consent from the Director.

Notice of all special Director's meetings, except as herein otherwise provided shall be given by mailing the same at least five (5) days, or by emailing the same at least three (3) days, before the meeting to the usual business or residence address of each Director, but notice to any Director shall be present, even without any notice or waiver thereof, and business may be transacted. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. Special meetings of the Board of Directors may be called by the President or any Vice President and must be called by either of them upon the writing request of any member of the Board. Applicable law allows twenty (20) percent of the Officers and Directors then in office may call and give notice of a special meeting of the Board.

6.5. Waiver of Notice. An Officer or Director may at any time waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the Officer or Director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. An Officer or Director's attendance at or participation in a meeting waives any required notice to the Officer or Director of the meeting unless the Officer or Director, at the beginning of the meeting or promptly on the Officer or Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

6.6. Quorum and Voting – Governing Board. A majority of Directors constitutes a quorum. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the board except to the extent that the Articles of Incorporation, these bylaws, or applicable law requires the vote of a greater number of Officers and Directors. An Officer or Director is considered present regardless of whether the Officer or Director votes or abstains from voting.

6.7. Failure to Attend Meetings. Officers and Directors who will not be in attendance at a regular or special meeting of the Governing Board shall, prior to the meeting, in writing, make a request to the President or Secretary to be excused from the meeting stating the reason(s) from the absence. A majority of the Board in session by vote shall accept the request as valid and excuse the Officer or Director or shall reject the validity of the request in which event the Officer or Director shall be deemed to be absent without good cause. In the event the Officer or Director shall be automatically deemed absent without good cause from three (3) consecutive regular or special meetings, the Officer or Director shall automatically relinquish his or her membership on the Board of his or her office. Vacancies thus created must be filled as prescribed in these by-laws.

SECTION 7. OFFICERS AND DIRECTORS

7.1. Designation of Officers. The Officers of NAMC-WA consist of a Chairperson or President, Vice President, Secretary or Treasurer. Officers are elected or appointed annually by the Governing Board after the election of the Governing Board for that year. Any Officer elected or appointed may be removed by the persons authorized to elect or appoint such Officer whenever in their judgment the best interests of the corporation will be served thereby. One person may hold two or more offices except the offices of the President and Secretary.

The President, or Executive Director, and Vice President shall attend NAMC National Mid-Winter Meeting & Annual Conference.

7.2. President.

7.2.1. Qualifications. As required by National NAMC By-laws, the President must meet relevant construction industry experience. Directors who wish to be considered for the office of the President must be a majority owner construction contractor, construction subcontractor, or construction specialty trades contractor.

Upon retirement from office, after having served three (3) consecutive terms, the President shall serve as a member emeritus of the Governing Board for life. Unless re-elected to the Board, an emeritus director shall not vote at meetings of the Governing Board.

7.2.2. Duties of the President. The President shall be the Chairperson of the Governing Board and the Chief Executive Officer of the organization, with the general powers and duties of management usually vested in a chief executive Officer. These include, but are not limited to:

- a. presiding over all meetings of the membership and the Governing Board,
- b. supervising all elections, except those in which he/she may be a candidate,
- c. calling meetings,
- d. recommending to the Governing Board an annual budget,
- e. exercising in general charge and supervision of the affairs of the Corporation,
- f. assuring that the Governing Board is advised on all significant matters of the corporation's business,
- g. acting as a principal spokesperson and representative of the corporation, and
- h. exercising such other powers and duties that may be prescribed by the Governing Board or these bylaws.

7.3. Vice President.

7.3.1 Qualifications. Board members who wish to be considered for the office of the Vice President must be a majority owner construction contractor, construction subcontractor, or construction specialty trades contractor.

7.3.2. Duties. The Vice President shall preside at meetings of the Governing Board at which the President is absent and, in the absence of the President, shall have the other powers and perform the other duties of the President. The Vice President also

shall have other powers and perform such other duties that may be prescribed by the Governing Board. The Vice President shall serve as the Executive Vice President, an office mandated by the National NAMC By-laws.

7.4. Secretary. The Secretary have the following duties:

- a. has charge of such books, documents, and papers as the Governing Board may determine, and generally, of the corporate seal and corporate records;
- b. prepares minutes of meetings of the Governing Board and General Membership;
- c. authenticates records of the corporation;
- d. keeps or cause to be kept at the principal office or such other place as the Governing Board may order, a book of minutes of all meetings of the Governing Board;
- e. keeps a record containing names, alphabetically arranged, of association members and the books shall be open for inspection;
- f. sign in the name and on behalf of the association with the President or Vice President, for contracts or agreements authorized by the Governing Board; and
- g. other powers and perform other duties that may be prescribed by the Governing Board or these bylaws.

7.5. Treasurer. The Treasurer shall have the following duties:

- a. serves as the chief financial Officer of the Corporation;
- b. keeps and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation;
- c. has custody of all funds, property, and securities of the Corporation, subject to law, regulation or as may be imposed by the Governing Board;
- d. collects dues, assessments, and fees due the Corporation;
- e. endorses for collection, on behalf of the Corporation, checks, notes, and other obligations;
- f. deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with those depositories that may be designated by the Governing Board;
- g. caused to be signed all receipts and vouchers;
- h. shall make, or cause to be made, payments as may be necessary and proper to be made on behalf of the Corporation;
- i. disburses, or cause to be, disbursed funds of the Corporation as may be ordered by the Governing Board,
- j. together, with such other Officer(s), if any, as shall be designated by the Governing Board, sign all checks of the Corporation except in cases where signing and executing thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Association; and
- k. performs all duties incident to the office of Treasurer subject to the control of the Governing Board and amended budget at the time of the winter regular meeting.

If required by the Governing Board, the Treasurer shall give the corporation a bond in an amount and with the surety specified by the Governing Board for the faithful

performance of the duties of the Treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office.

SECTION 8. COMMITTEES

Section 8.1 - Executive Committee. The Executive Committee shall consist of the President, Vice-President(s), Secretary, Treasurer, and additional Director(s) who are recommended by the President and approved by the Governing Board. The Executive Committee shall act only upon the majority vote of all of its members. All actions of the Executive Committee shall be noted in minutes of its meetings which shall be kept by the Secretary and shall be regularly reported to the Governing Board.

Section 8.2 - Standing Committee. There shall be eight (8) standing committees of NAMC-WA as follows:

1. Conventions, Meetings, and Awards
2. Membership & Chapter Development
3. Major Partner Groups (Corporate Members, Surety Industry Partners, Agency & NGO Members)
4. Education & Training
5. Legal, Bylaws & Board of Directors Nominations
6. Marketing & Communications
7. Finance
8. Industry Initiatives
 - a. Sub-Committee – Transportation & Infrastructure
 - b. Sub-Committee – Buildings

The President, immediately after election to a term of office and after soliciting expressions of interest, shall appoint from among the general members and volunteers, persons to serve as Chairpersons and members for the standing committees. The President shall appoint chairpersons and committee members in such numbers as he may deem necessary to carry out the functions of the various committees who shall study and evaluate the areas of NAMC-WA activity assumed within their purpose and report as they may deem appropriate to the Governing Board or as requested by the Board. The Executive Vice President shall oversee the Committee Chairs. All Committee Chairs report to the Executive Vice President.

The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Governing Board shall apply to committees and their members as well. These committees shall have no power to act on behalf of, or to exercise the authority of, the Governing Board, but may make recommendations to the Governing Board.

SECTION 9. GENERAL PROVISIONS

9.1. Amendment of Bylaws. The Board may amend these bylaws or adopt new bylaws by majority vote. Whenever the bylaws are amended, the fact of the amendment shall be stated in the minutes and the bylaws shall be amended to reflect the change.

The Bylaws may be repealed, modified, or amended and new Bylaws may be adopted following recommendation from the NAMC-WA Governing Board voting in person, by proxy, or by mail ballot, or e-mail. Action pursuant to this section may be taken at any regular or special meeting called for such purpose in writing with a minimum of thirty (30) days' notice or by written mail ballots in such manner as the Governing Board may determine. No amendment, modification, or repeal of these Bylaws, or the adoption of new Bylaws may be voted upon unless the notice of the meeting or the mail ballots have been accompanied by the notice describing the changes, deletions, or additions proposed.

The amended bylaws shall be submitted for approval to NAMC National within thirty (30) days of submittal of the annual Affiliate Agreement and payment for Chapter membership.

9.2. Inspection of Books and Records. All books and records of the corporation shall be open to inspection by any Officer, Directors or any member in the manner required by law.

9.3. Checks, Drafts, etc. All checks, drafts, and other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by the person or persons and in the manner that shall be determined from time to time by resolution of the Board.

9.4. Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the Board or Officers designated by the Governing Board select or be invested as authorized by the Board.

9.5. Loans or Guarantees. The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board. This authority may be general or confined to specific instances. No loans shall be made by the corporation to its Directors or Officers. The Directors of a corporation who vote for or assent to the making of a loan to a Director or Officer of the corporation, and any Officer or Officers participating in the making of such loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

9.6. Execution of Documents. The Board may authorize any Officer/Director or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer/Director or agent shall have any power or authority to bind the corporation by any contract, or to pledge its credit, or to render it liable for any purpose or for any amount.

9.7. Insurance. The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was an Officer, Director, employee, or agent of the corporation, or who, while an Officer,

Director, employee, or agent of the corporation, is or was serving at the request of the corporation as an Officer, Director, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the corporation may not purchase or maintain such insurance to indemnify any Director, Officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the Director, Officer, or agent in which the Director, Officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the Officer, Director, or agent.

9.8. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

9.9. Affiliations with other National Organizations. Per National NAMC National bylaws, the Corporation shall not join, support, affiliate with any other organization of national scope having as one of its purposes the representation of contractors or subcontractors, except with the permission of the National NAMC Board of Directors.

9.10. Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

The foregoing bylaws were duly adopted by the Members NAMC of Washington on April 2, 2020, amended on November 6, 2020, and amended on March 25, 2021.

James Faison
James Faison, President

Vicky Schiantarelli
Vicky Schiantarelli, Secretary