

**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.

**1.4. Code of Conduct.** All Officers, Directors and Members agree to comply with the NAMC-WA Code of Conduct, attached here to as Exhibit A.

**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;
- J. To help correct trade abuse;

### **SECTION 3. MEMBERSHIP**

**3.1 Membership Categories.** An individual, for-profit or nonprofit 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/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 70% 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 70% 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 70% 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.

**3.2. 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 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/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.

**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 one-twentieth 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.

Members of the organization 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 Governing Board.

**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.** The corporation shall notify its members of the place, date, and time of each annual and special meeting of members no fewer than ten (10) days before the meeting. 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.

**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 (60<sup>th</sup>) 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 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.

**4.9.2. Quorum.** Members holding one-tenth 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.

The Officers/Directors as presented by the Board shall be ratified and elected, and motions shall be passed, by a majority of the members eligible to vote, who are present when the vote is taken.

**4.9.3. Proxies.** Members may participate in a meeting by written proxy duly executed and filed with the Secretary seven (7) days prior to the scheduled meeting.

**4.9.4. 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. Directors shall be elected by the members. 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. Qualifications.** All Officers and Directors must be individuals who are 18 years of age or older. Officers/Directors need not be residents or citizens of Washington or of the United States of America. Board members must be in good financial standing with the Chapter; be a member for at least two consecutive years within one year; and present one letter of recommendation of character and business acumen at the time of nomination.

Further, the Board shall consist of 70% of individuals 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 consecutive years on the Board within the last two years; have previous leadership experience in the Chapter, Committee, or other organization; and present two letters of recommendation of character and business acumen at the time of nomination.

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

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

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

**5.5. Term.** Once in office, Officers/Directors serve for a term of two (2) years and may be elected for successive terms. Terms of Officers/Directors shall be staggered so that no more than three (3) of the Officers and two (2) of the Directors shall be newly elected in any given year.

No Officer/Director may serve more than three (3) terms, except that an Officer/Director who has served for three (3) consecutive terms may, with the approval of the Governing Board, serve on the Board in an Emeritus capacity.

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

**5.6. Compensation.** Officers/Directors are not entitled to compensation but may be reimbursed for reasonable expenses incurred in service to the corporation.

**5.7. Conflicts of Interest.** Pursuant to the fiduciary duty called the duty of loyalty, Officers/Directors of a nonprofit corporation are required to put the interests of the corporation before personal interests. The Board of Directors 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, attached hereto as Exhibit B.

**5.8. Vacancies.** In the event a vacancy of any Officer seat arises, the Board shall nominate one or more Directors to serve in the vacant seat who meets the Officer qualifications and call for a special meeting of the Board members to vote on the nominated candidate(s) even though less than a quorum is present. The Director 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.

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.

**5.9. Resignation.** Officers/Directors may resign at any time by delivering written notice of at least thirty (30) calendar days to the President or Secretary.

**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 Governing Board at any regular or special meeting called for the purpose. Any Officer proposed to be removed shall be entitled to at least ten (10) days notice in writing 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.

**5.10.2. Directors.** Any Directors elected by members may be removed, with or without cause, by two-thirds 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.

## **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’/Directors’ meeting are regularly scheduled by the Board, the meeting is a Regular Meeting.

**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/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/Directors participating may simultaneously hear each other during the meeting. An Officer/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.

Special meetings of the Board must be preceded by at least two (2) calendar days notice, if delivered by first class mail, or 24 hours notice, if delivered personally or given by telephone or email, to each Officer/Director of the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The President or 20% of the



Officers/Directors then in office may call and give notice of a special meeting of the Board.

**6.5. Waiver of Notice.** An Officer/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/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/Director's attendance at or participation in a meeting waives any required notice to the Officer/Director of the meeting unless the Officer/Director, at the beginning of the meeting or promptly on the Officer/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/Directors. An Officer/Director is considered present regardless of whether the Officer/Director votes or abstains from voting.

**6.7. Failure to Attend Meetings.** Officers/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/Director or shall reject the validity of the request in which event the Officer/Director shall be deemed to be absent without good cause. In the event the Officer/Director shall be deemed absent without good cause from three consecutive regular or special meetings, the Officer/Director shall automatically relinquish his/her membership on the Board of his/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 the corporation consist of President, Vice-President, Secretary and Treasurer. Officers are elected or appointed annually by the Governing Board. 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. No person may hold two or more offices.

### **6.2. President.**

**6.2.1. Qualifications.** As required by National NAMC bylaws, the President must meet relevant construction industry experience. The President, or Executive Director, and Vice President shall attend NAMC National Mid-Winter Meeting & Annual Conference.

**6.2.2. 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,
- h. exercising such other powers and duties that may be prescribed by the Governing Board or these bylaws.

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

**6.5. 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;
- 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, 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.

**6.6. 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; 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 7. COMMITTEES**

**7.1. Standing Committees.** The Governing Board may establish committees to address standing or one-time issues, such as the following topics:

- a. Membership and Chapter Development
- b. Education and Training
- c. Legal, By-laws and Nominations
- d. Marketing and Communications
- e. Finance
- f. Industry Initiatives
- g. Events
- h. Other such topics as may be deemed necessary and proper

If Committees are established, the President shall appoint persons to serve as Chairpersons and members for the Committees. The Committees shall study and evaluate the areas of the Corporation's activity assumed within their purpose. The Committee Chairs shall report to the 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 8. GENERAL PROVISIONS**

**8.1. 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 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.

**8.2. 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.

**8.3. Checks, Drafts, etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences 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.

**8.4. 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.

**8.5. 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.

**8.6. 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.

**8.7. 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.

**8.8. 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.

**8.9. 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.

**8.10. 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.

James Faison

James Faison, President

Vicky Schiantarelli

Vicky Schiantarelli, Secretary

## Exhibit A - Code of Conduct

NAMC-Washington members will adhere to the following Code of Conduct:

1. Members will treat people, in words and actions, with respect and dignity, regardless of race, immigrant status, religious affiliation, gender identity, sexual orientation, or physical ability.
2. All Members are responsible for, and will be held accountable for, ensuring an organizational culture that is professional, productive and safe.
3. Members will not engage in behavior that would cause a member or guest to be humiliated, intimidated or otherwise treated in an inappropriate, discriminatory or differential manner. The standard is whether a reasonable person should have known that his/her behavior would cause another member or guest to feel humiliated or intimidated or would perceive the behavior as inappropriate, discriminatory or differential.
4. Members will not engage in behavior that is, or gives the appearance of, sexual harassment; that is, behavior, by voice or action, that draws uninvited attention to another person's sexual identity. The standard is whether a reasonable person should have known his/her behavior is drawing attention to a person's sexual identity.
5. In the event a member believes he/she has been the victim of offensive behavior, the following process shall be used to address the alleged offense:
  - a. A confidential complaint shall be made to either the Chapter President or Chapter Advisor, identifying with particularity, the circumstances of the offensive behavior. Preferably, the complaint should be made directly by the person to whom the behavior was directed ("Complainant"), but in the event the he/she is not comfortable doing this, he/she make bring the complaint to the Chapter President/Advisor through a 3<sup>rd</sup> party.
  - b. The Chapter President/Advisor shall appoint an Independent Review Committee ("IRC"), consisting of no more than three persons, which shall review the circumstance set forth in the complaint, and any other information the Committee deems important to understanding the matter, and report to the Governing Board.
  - c. Following review of the IRC, the Governing Board will confer and may ask for additional information or take a vote, by simple majority, on what action, if any, shall be taken. Actions could include:
    - i. Notifying the Complainant that there will be no further action;
    - ii. Requiring the offending party to offer an apology to the Complainant; and/or
    - iii. Requiring the offending party to resign as a member.