

**By Laws For
Western Colorado Contractors Association**

December 13, 2017 Revised.

ARTICLE I

The name of this Association shall be **Western Colorado Contractors Association**. The main office of the Association shall be located in Grand Junction, Colorado, and branch offices in other areas as deemed by the Board of Directors.

ARTICLE II

Purposes

The purposes of the **Western Colorado Contractors Association**, hereafter, referred to as the Association or **WCCA** shall be as follows:

- A. To maintain good standards in the contracting business, and to establish members of the Association in the public mind as contractors who fulfill obligations in good faith.
- B. To provide methods and means whereby members may avail themselves of the greater power of combined effort through the Association acting as an authoritative body in securing just and honorable dealings from the public they serve.
- C. To promote more cordial and cooperative relations between contractors and those with whom they deal or have contact in construction.
- D. To seek correction of injurious, discriminatory or unfair business methods practiced by or against contractors.
- E. To protect the legitimate market for the services of the contractors against encroachment by governmental and other agencies.
- F. To eliminate waste, reduce construction costs, and promote environmental stewardship.
- G. To promote safety and to eliminate, as far as possible, the occurrence of injury or death to construction workers through ongoing education and training.
- H. To promote uniformity of action among the members of the Association upon such principles as may be decided upon, from time to time, as being for the good of the construction industry.
- I. That individual members' labor affiliation or lack of affiliation has no bearing on membership.

ARTICLE III

Application & Admissions

Section I - Application

- A. Each application for potential membership shall be approved or rejected by the Board of Directors. If the Board has a concern relating to an applicant, then the application will be referred to the Membership Committee for further investigation, then brought back to the Board of Directors for a vote at their next regularly scheduled board meeting. Each membership application shall be accompanied by the appropriate membership dues. All applicants approved or rejected shall be duly notified. New members shall abide to the By-Laws, and a copy of the By-Laws shall be presented to each member.
- B. All members shall be persons, firms, partnerships or corporations engaged in any aspect of the construction industry.

Section II - Membership Classification

Memberships are reviewed by the WCCA Board of Directors and may be denied at any time if deemed as a conflict of interest for the association. There are four types of memberships

1. FULL MEMBERSHIP - This is a class of memberships that entitles an individual or company the full benefits that the Association has to offer. Full Members are entitled to project listing/newsletter and the use of the physical plan rooms and online plan room, at no additional charge. Participation in the social activities of the Association is encouraged. Full members can serve as officers of the Association, serve on the Board of Directors, serve on committees and have voting privileges in matters concerning the management of the Association
2. BRANCH MEMBERSHIP OR SERVICE FEE: Any company with more than one location with the same name that want to participate in the Association's services, qualify as a branch member. The Main office/member must be a Full Member in good standings. A branch fee and application must be submitted. If main office is no longer a member, then the branch member(s) are no longer a member, unless they join as a full member.

3. LIMITED MEMBERSHIP - This is a class of membership that entitles an individual or company to receive the project listing/newsletter and to participate in the social activities of the Association. Limited members cannot vote, chair committees, serve as officers, serve on the Board of Directors or otherwise participate in the management of the Association. Limited Members can view plans in the plan room by paying a daily fee. They can also check plans out for evening or weekend use by paying a double daily fee. Outside associations, organizations, and governmental entities are allowed under Limited Membership if they are not seen as a conflict of interest and are approved by the Board of Directors on an individual case basis.
4. HONORARY MEMBERSHIP - This is a class of membership for individuals who were members of the Association and who have retired from the construction industry in good standing. Honorary membership entitles the individual to receive notice and participate in the social activities of the Association by paying fees for such activities commensurate with the active members. Such activities include, but are not limited to, membership meetings, open houses and golf tournaments. This class of membership has no other membership privileges. The Honorary Member will pay a lifetime membership fee as set by the Board of Directors.
5. MEMBERSHIP DUES - Membership dues are reviewed annually by the Board of Directors for all membership classifications. Paid membership dues are non-refundable or pro-ratable.

Section III – Voting Privileges

Where voting is required or allowed by the By-Laws, it is the intent of these By-Laws, that each full member is treated as one for voting purposes, and that no full member be allowed to cast more than one (1) vote on any question or election. When requested, full member firms will appoint a representative to cast its vote for all elections.

Section IV – Changes in Membership Status

- A. Should any member change its top executive management, experience a merger, consolidation, change in the composition of its partners, be acquired by a third party, sell all its assets to a third party or change its name; then, such member shall immediately notify **WCCA** of the details thereof, and if the Board of Directors is satisfied that such change does not adversely affect membership in the Association, such member shall continue to be a member of the Association, and the fact of the foregoing change shall be appropriately reflected upon the records of the Association.
- B. Except as provided by these By-Laws, no membership in the Association shall be transferable.

Section V – Termination

- A. Any member whose dues are in arrears for more than thirty (30) days will not have access to the online or physical plan rooms and will not receive the project listings after the thirtieth (30) day of arrears. After sixty (60) days of arrears they will be terminated from membership. The Board may, however, at its discretion, reinstate such member upon payment of all arrears.
- B. Any member accused, in writing, by any other member, of improper practices or acts injurious to the interest of the Association shall have the opportunity to answer the charges, in writing, and both arguments shall be submitted to the Board of Directors for action. Two-thirds (2/3) of the whole Board shall be necessary to terminate a member from membership.

Section VI – Emblem Rights

Only members in good standing may use the Association's emblem on their place of business, vehicles and advertisements.

ARTICLE IV

Administration

Section I – Composition

- A. The officers of the Association shall be a President, Vice-President and Secretary/Treasurer. The Board shall consist of the President, Vice-President, Secretary/Treasurer and eight directors; one of which will be the Past-President for a total of (11) eleven board of directors.
- B. The affairs and management of the Association shall be conducted by a Board of Directors, hereinafter called the Board. The Board shall have the full direction of all the affairs of the Association except as they may be limited by these By-Laws. The acts of the Board shall be subject to review by the full membership, upon written request to the President, by any five (5) full members in good standing. The acts of the Board may be reviewed and/or rescinded at any General Membership Meeting by one half (50%) vote of the full members.
- C. The elected Board of Directors shall elect at the January board meeting the offices of President, Vice-President, Secretary/Treasurer for the calendar year.
- D. Executive Director – The Executive Director of the Association shall be a paid position of the Association. The Executive Director shall always have in mind the purpose, general welfare and usefulness of the Association. The Executive Director shall be responsible for overseeing day-to-day operations of the Association. The Executive Director reports to the Board of Directors, but will not have voting privileges. The Executive Director shall also participate in all standing and task force committees.

Section II – Board Meetings

- A. The President shall have the power to call meetings of the Board at such times, as he shall deem necessary, or any Two (2) members of the Board may call meetings of the Board through the President. The Board shall meet at least once each month.
- B. A quorum for the transaction of business by the Board shall be six (6) Board members.
- C. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if six (6) members of the Board in writing either (i) votes for such action or (ii) votes against such action. Action is taken only if the affirmative votes for such action equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which a quorum of the directors then in office were present and voted. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communications. All such actions shall have the same effect as action taken at a meeting.

Section III – Rules Governing the Board

- A. The Board may make such rules necessary, for its government, for its employees and for the Association, as will not conflict with the By-Laws.
- B. Any elected or appointed member of the Board may be removed at any time, with or without cause stated therefore, by one half (50%) vote of full members, or by the Board for failure to meet the Board of Directors Accountability Policy.
- C. Any interim vacancy of the Board occurring by: death, disability, resignation, disqualification or removal shall be appointed by a vote of the Board from the remaining persons on the last ballot. The full member selected shall serve for the remainder of the vacated member's term.
- D. The Board of Directors is the elected representatives of the membership. Attending the monthly Board meetings will be the directors and staff only. Upon request, a copy of the monthly minutes is available by a voting member representative. Attendance by non-Board Members at the monthly board meetings is by invitation only.
- E. No member of the Board of Directors shall receive any compensation for serving in such office, provided that the Association may reimburse any member of the Board of Directors for reasonable expenses incurred in connection with service on the board.

Section IV – Officers

- A. President shall see that the By-Laws of the Association are carried out and enforced. The President shall perform the duties incidental and usual to the office, always having in mind the purpose, general welfare and usefulness of the Association. The President may be ex-officio a member of all standing committees and task force committees at the President's discretion. The President shall establish and appoint members to each standing and task force committees as deemed necessary.
- B. The Vice-President shall, in case of absence, inability or death of the President, perform the duties incumbent upon the office of the President.
- C. The Secretary/Treasurer shall carefully account for all transactions of the Association and make a full report of the same at the regularly scheduled board meeting or at any time required by the Board. All accounts shall be reviewed annually by the board. The Secretary/Treasurer shall prepare and provide minutes of the regularly scheduled board meetings and any special meetings required by the Board. The Secretary/Treasurer shall serve without bond.
- D. Funds collected by the Association shall be deposited in a bank selected by the Board. Funds shall be withdrawn per **WCCA** fiscal management policy.

Section V – Other Administration

The Board of Directors may, from time to time, as needed acquire the services of specialists, such as: attorneys, accountants and consultants, to perform specialized tasks in order to maintain the level of service desired by the membership.

Section VI - General Membership Meetings

- A. The general membership meeting shall be held as directed by the Board of Directors. Special meetings may be called at any time by the President or by a joint request to the President by three (3) members in good standing.
- B. At any annual membership meeting, or any special meeting for members, a quorum is one half (50%) of the association's full membership. Each member present shall be entitled to one (1) vote per full membership. All votes and transaction of business at any such meeting shall be accomplished by a majority vote of those members then present, and voting, and represented in person or by a duly authorized representative.

ARTICLE V

Elections

Section I – Election of Board Members

- A. The Board shall consist of the President, Vice-President, Secretary/Treasurer and eight directors; one of which will be the Past-President for a total of (11) eleven Board of Directors. Elected members shall serve for a period of two (2) years. Nothing herein shall preclude board member(Note to fix format)rom running for additional terms.
- B. The elected board of directors shall elect at the January board meeting the offices of President, Vice-President, Secretary/Treasurer for the calendar year. The term for the aforesaid offices is one (1) year. Nothing herein written shall preclude the Vice-President from becoming a candidate for President after having served out the unfinished term of a President who may have resigned or otherwise left the office of President.
- C. The retiring President shall serve as the (11) eleventh Board member of the Board of Directors for the year. Should the retiring President resign from the Association, his vacancy shall be filled in accordance of Section II of Article V.

Section II – Nomination of Board Members

- A. The Association will advertise for nominations for the board of directors during November of each year to fill any board vacancies.
- B. Only full members are eligible for nomination to the annual election to the Board of Directors. Full Members that also have one or more branch office locations may designate the Branch location to represent the Full Member on the Board of Directors.
- C. In the event of a tie vote for Director, a run-off vote shall be taken by the current Board of Directors by a secret written ballot, between the nominees, who have received equal votes.

ARTICLE VI

Committees

Section I – Standing Committees

The Board may establish and/or disband any committees it deems fit to aid in the government of, enforcement of, or operation of the Association

- A. Each committee shall consist of at least two board members. Any chairman of a standing committee shall be a full member.
- B. Additional committee members can be comprised of any membership classification pursuant to Article III Section II and the general public as approved by the committee chair.

Section II – Task Forces

The Board may establish and/or disband any task forces committees it deems fit to satisfy a short term special needs of the Association.

- A. Each task force committee shall consist of at least two members, one of which shall be a board member. Any chairman of a task force committee shall be a full member.
- B. Additional task force members can be comprised of any membership classification pursuant to Article III Section II and the general public as approved by the task force chairman.

ARTICLE VII

Amendments

These By-Laws, or any portion of items thereof, may be amended at any time for any lawful purpose by either:

- A. The Board of Directors or
- B. The Membership of the Association, by a majority vote at any regular or special meeting, or by the membership by mail ballot.

Policies

The Board of Directors by a 2/3 (66%) vote of concurrence may establish, change, and/or remove Policies as it deems fit to define the operation, duties, and responsibilities required to operate the Association

ARTICLE VIII

Already covered in Article III Section II Paragraph 5.

ARTICLE IX

Cooperation

To promote and maintain harmony, it is desirable that members of this Association transact business, in so far as it is possible, with fellow members.

ARTICLE X

Dissolution or Liquidation

In the event of dissolution or liquidation of the Association, and after all debts and legal obligations have been paid or satisfied, the remaining assets of the Association shall be distributed in equal shares to such educational funds or activities as are then sponsored by the Association, for college or graduate level study; provided, however, that at the time of such dissolution or liquidation, that Association does not currently sponsor any such educational funds or activities, then the distribution of such remaining assets shall be distributed to any educational institution designated by the Board of Directors in its resolution of dissolution.