

Constitution & Bylaws of the National Utility Contractors Association of Iowa

ARTICLE I

NAME, SEAL AND PRINCIPAL OFFICE

Section 101. The name of the association shall be National Utility Contractors Association (NUCA) of Iowa, a non- profit corporation of the State of Iowa.

Section 102. The corporate seal of this association shall bear the name of the association and the words "Incorporated, State of Iowa."

Section 103. The principal office of the association shall be established and maintained in such location or locations in the State of Iowa as the board of directors shall from time to time determine.

ARTICLE II

PURPOSES

Section 201. The primary purpose of this association is to represent the best interests of Utility Contractors who are engaged in such work as the construction of utility lines-including, but not limited to, metallic and non-metallic pipe for storm and sanitary sewers and drainage , water lines, cables, duct , conduits, and all other utility work-and projects relating to drainage, sanitation, sewage and solid waste disposal , not part of, or incidental to, building construction or street and highway construction and/or improvement, and whether such work is inside or outside of property lines, on public or private property , on or off streets or highways, or on or off building or other construction sites and such other purposes as are specified in the Articles of Incorporation, together with all other lawful purposes which will further the interests of the utility construction industry.

To accomplish the foregoing purposes, the association's activities are designed; To define, establish and preserve the identity and the common interests of the utility contracting industry; To promote better relations between utility contractors and governmental agencies, general contractors, labor, professional engineers and the public at large; To foster, encourage and maintain safety standards in the conduct of work;

To protect the members of the association, through resort to available legal remedies and to informational media, against unwarranted attacks which are designed to prevent them from performing work as efficiently and economically as possible. To coordinate information relative to the business in which utility contractors are engaged; To represent the common interests of utility contractors at hearings, meetings, conferences held by legislative and other public administrative bodies on national, state and local levels. This means that the voice of the utility contracting industry should be heard with respect to the promulgation of state and local codes, federal programs, urban renewal, road and drainage programs, airports, area redevelopment plans, public works programs, the enactment and administration of prevailing wage laws and such other governmental activities as may be of significance or interest to the utility contractors in the State of Iowa;

To participate in or support legal actions to the extent and in the manner deemed appropriate in

each case, which affects the interests of utility contractors. To promote and foster ethical practices among utility contractors and with the general public; To engage in research to aid the utility contracting industry; (j) To exchange data and information with trade associations, chamber of commerce, board of trade and other organizations engaged in similar activities.

ARTICLE III MEMBERSHIP

Section 301. Types of Membership. There shall be four classes of chapter membership: (a) Contractor; (b) National Associate; (c) Associate; and (d) Sustaining.

Section 302. Contractor Members. A contractor member shall consist of any person, firm or company, or corporation engaged in utility construction.

Section 303. Associate Members. An associate member shall be any person, firm or corporation who or which is directly involved in the utility contracting industry as a subcontractor or a supplier of equipment, materials or surety, or any other person, firm or corporation directly or indirectly involved in the industry which desires to receive membership services and privileges.

Section 304. National Associate Members. Any person, firm or corporation involved in the utility construction industry as a manufacturer, supplier of equipment, materials, or services, and whose operations service three or more of NUCA Chapter areas.

Section 305. Sustaining Members. Any person, firm or corporation employed in a governmental or educational capacity.

Section 306. Construction work and references. An applicant shall provide a listing of his/her recent construction work and the names of three reputable persons or corporations with whom the applicant has had recent business dealings. This provision may be waived by a majority vote of the board of directors.

Section 307. Representation. If a partnership or joint venture is admitted to membership, any one partner of such partnership or joint venture may represent the partnership or joint venture at any meeting of the association. It shall not be necessary that the same partner of such partnership or joint venture be the representative at all meetings. If the member is a corporation, then such representation may be by any officer or duly authorized representative of the corporation.

Section 308. Admittance and materials. On admittance to the association, the new member shall be so notified, furnished a copy of this constitution and bylaws, and such other materials as the board of directors may prescribe for the new member's guidance and information.

Section 309. Reapplication on rejection. An applicant who is rejected for admission may not reapply for at least one year following such rejection.

Section 310. Members' rights. Contractor, Associate and National Associate members shall enjoy the rights and privileges of membership and shall be entitled to vote and hold office.

Sustaining members shall enjoy all the privileges of membership but shall not be entitled to vote or hold office.

Section 311. Privileges. The privileges of membership in this association include the right to participate in association activities, to secure the services provided by the association and to publicize such membership, including the use of the association's emblem, so long as the said emblem is not utilized, in the opinion of the board of directors, in a manner that will reflect adversely upon the association.

Section 312. Officers and Directors may not delegate. If any company or corporate representative shall be elected as an officer or director of this association, then the duties of such office shall be performed by the individual so elected and may not be assumed by any other officer or employee of the member's company or corporation. If a partner or member of a joint venture shall be elected as an officer or director of the association, then the duties of such officer or director shall be performed by the individual so elected and may not be assumed by any other partner or member of the partnership or joint venture.

Section 313. Only one vote will be allocated per member. However, each member may designate in writing up to four persons to act for the member. The persons designated shall be listed in order of preference so that in the absence of one representative, the next represent alive listed shall have the right to act for a member company or corporation in association affairs.

Section 314. Member's obligations. Each member is obligated to comply with this constitution and bylaws, and to meet all financial obligations to the association within the time and manner specified. Each member is expected to cooperate fully with the appropriate officials of the association with respect to association matters, including official inquiries and requests concerning compliance with the terms of this constitution and bylaws.

REMOVAL OR TERMINATION

Section 315. Resignation. Any member of the association may resign by giving sixty (60) days' notice and paying one-half year's dues, if the resignation is effective before June 1st; or a whole year's dues if the resignation is effective after June 1st. If such dues are not paid, the resigning member will be recorded as delinquent-terminated and may not be readmitted until his indebtedness to the association is paid in full.

Section 316. Delinquent. A member becomes delinquent if dues are not paid when due, and within thirty days after notice is given. The delinquency shall be terminated upon full payment of such dues. No member, while delinquent, shall be permitted to participate, vote or be entitled to receive the publications, services and benefits, if any, of this association. A delinquency of more than six (6) months constitutes cause for termination of membership.

Section 317. Termination for cause. On the written and signed complaint of at least ten (10) members, setting forth reasons giving rise to cause for termination of the membership of any Contractor, Associate, National Associate, or sustaining member, the board of directors shall be assembled forthwith to consider such complaint. Any member against whom such a complaint has been filed may be removed by 2/3rds vote of the members of the board of directors in attendance at the review of said complaint, provided that the member proposed to be terminated

was first given an opportunity to be heard and a determination is made by the board of directors that the termination is in the best interest of this association. An affected member may, upon written notice to the board of directors, within two weeks of an adverse decision, appeal the termination action at the next general membership meeting of the association. At this meeting, the board of directors shall present the matter and the affected member shall again be given the opportunity to be heard. If 2/3rds or more of the vote of the general membership in attendance at the meeting shall concur, the termination shall be final; otherwise, the member shall be reinstated provided all delinquent dues are paid currently and in full within five (5) days after said vote.

Section 318. Readmission after termination. A member who has been terminated may not be readmitted or at least three (3) years, and then only upon proof that he/she is eligible for membership as a new member. The application shall then be treated in the same manner as that of a new member.

Section 319. Return of association property. On termination of membership, the member is obligated to turn promptly all properties of the association, including the emblem which he/she was permitted to utilize during membership, and he/she shall cease forthwith to use the name of the association in any manner whatsoever.

ARTICLE IV DUES

Section 401. Contractor Member Dues. Contractor members of the association shall pay such annual dues as the Board of Directors shall from time to time determine.

Section 402. Associate, National Associate and Sustaining Member Dues. Associate, National Associate and Sustaining members of the association shall pay such annual dues as the board of directors shall from time to time determine.

Section 403. Dues to National Utility Contractors Association. All NUCA of Iowa members shall pay, as a condition of membership, an annual dues to the National Utility Contractors Association (NUCA).

Section 404. Annual dues are due and payable in advance to the association.

ARTICLE V MEETINGS

Section 501. Meetings shall be called by the President, with the approval of the board of directors, and such meetings shall be held at such time and place as the board of directors shall from time to time determine.

Section 502. Governing rules. All meetings shall be conducted in accordance with the procedures set forth in Robert's Rules of Order.

Section 503. Quorum. For the transaction of business, there shall be at least 25 of the membership of the association in attendance to constitute a quorum.

Section 504. Constitution and bylaws. Every member having the right to vote shall be entitled to vote in person or by a proxy appointed by an instrument in writing subscribed by such members and delivered to the Secretary-Treasurer prior to the meeting. Upon demand made by a member before the voting at any election for Directors and Officers, the election shall be by written ballot. No member who owes dues or any assessment shall be entitled to vote at a meeting.

Section 505. Delegation of authority. Board of Directors may make general or special delegations of authority to Officers, who in turn may make further delegations of authority, unless specifically prohibited herein.

Each meeting shall receive and consider a report from the Board of Directors regarding the association's activities since the previous meeting.

Section 506. Appeal to the membership. A decision of the Board of Directors (other than as set forth in Section 318) may be appealed to the membership upon petition signed by twenty percent of the active members of the association. If a 2/3rds vote of the general membership in attendance at the next meeting shall decide against a decision of the Board of Directors, then the Board of Directors shall be bound by the same and shall take such steps as are necessary to abide by the decision of the membership.

Section 507. Special meeting. A special meeting of the association may be called by the President, majority of the Board of Directors, or upon petition signed by twenty percent of the active members of the association.

ARTICLE VI

OFFICERS AND DIRECTORS

Section 601. Officers. The officers shall be a President, the Immediate Past-President, Vice-President, and a Secretary-Treasurer. The Immediate Past-President shall serve as an Officer for one year following his or her presidency.

Section 602. Board of Directors. The Board of Directors shall consist of 1) all NUCA of Iowa officers elected and serving such terms as provided in these bylaws, 2) Directors elected and serving such terms as provided in these Bylaws, and 3) NUCA of Iowa members who are official NUCA of Iowa representatives to, or officers of, the National Utility Contractors Association (NUCA). The authorized number of members on the Board of Directors shall be not less than seven (7). In the event of any tie votes due to an even number of seats on the Board of Directors, the vote of the President shall prevail.

Section 603. Election and Terms of Officers and Directors. The Directors shall be elected by the members for a term of three years by a majority vote of the members at the annual meeting of the members as provided in these bylaws. However, in 1998 only, in order to establish a staggering of Director Terms, one Director shall be elected to serve a three year term, one Director shall be elected to serve a two year term, and two Directors shall be elected to serve one year terms. The President, Vice-president and Secretary-Treasurer shall be elected by the members for a term of one year by a majority vote of the members at the annual meeting of the members as provided in these bylaws.

Section 604. The elected Officers and Directors shall hold office until their respective successors have been duly elected and qualified, except as hereinafter provided with respect to removal from office for cause (Sections 605 and 606). In case of a temporary absence or disability of any Officer, the Board of Directors may appoint a person to perform the duties of such Officer during such absence or disability. In case a vacancy shall occur for any reason whatsoever on the Board of Directors, such vacancy may be filled by the Board of Directors by a majority y vote of the remaining members of the Board of Directors, and the member so elected shall hold office until the vacancy shall be filled at an election of the members at the next annual meeting, or a special meeting, called for the purpose. Elected Officers' effective date of taking office shall be at the Annual Meeting.

Section 605. Removal of officer. Any Officer other than a Director may be removed for cause at any time by a vote of 3/4ths of the Directors present at a meeting for that purpose and any Officer so removed holding in addition to the office of Director and Officer, shall simultaneously cease to hold office as Director and said office shall become vacant.

Section 606. Removal of Director. Any Director may be removed for cause at an annual meeting or a special meeting called for the purpose of considering such action, by a vote of 3/4ths of the members in attendance at the meeting.

Section 607. President. The President shall be the chief executive officer and at such time as the Board of Directors is not in meeting, shall be charged with the general control and management of the business of the association and shall perform all duties incidental to this office, as well as such additional duties as the Board of Directors may direct or prescribe. He/She shall employ and may terminate employment of employees of the staff as necessary to carry on the business of the association and shall prescribe their duties when not otherwise prescribed. He/She may sign and execute all authorized bonds, contracts, checks or other obligations in the name of the association in accordance with procedures contained in these bylaws or established by the Board of Directors not inconsistent therewith.

He/She shall also keep the Board of Directors fully informed and shall freely consult with them concerning the business of the association, and from time to time shall make such recommendations regarding the establishment and implementation of policies germane to the objectives and business of the association as he/she may deem appropriate. The President shall conduct and preside at all meetings of the Board of Directors and all annual and special meetings of the association. This section shall not be construed, however, to prevent the President, during absences from the offices of the association, from delegating the duties and responsibilities incident to the day-to-day conduct of the association's business to assistants or other subordinate members of the association's office staff.

Section 608. Vice President. During the absence or disability of the President or upon his written direction, the Vice-president shall assume all the powers and perform all the duties of that office, and he shall perform all the duties authorized by the Board of Directors.

Section 609. Secretary-Treasurer. The Secretary-Treasurer shall, subject to the direction and under the supervision of the Board of Directors, have general charge of the financial affairs of

the association. He/She shall be responsible for the collection of all monies from time to time due and owing the association, including membership dues and assessments and shall deposit and disburse the same pursuant to the instructions of the Board of Directors. He/She shall keep or cause to be kept books, in which the names of the members of the association shall be recorded. He/She shall also keep or cause to be kept accurate books of account, which shall be the property of the association, and he/she shall render a statement of the financial affairs of the association to the Board of Directors, quarterly or whenever they may be required, and at each annual meeting of the association, submit a complete statement of his/her account as treasurer, showing all receipts and expenditures of the preceding calendar year. If required by the Board of Directors, he/she shall give bond for the faithful performance of these duties, in such form, in such sum and with such surety or sureties as the Board of Directors shall require; the premium for such bond shall be paid by the association. The Secretary- Treasurer shall keep or cause to be kept an accurate record of the proceedings of all meetings of the members of the association and of the Board of Directors in books belonging to the association which books shall be kept at all reasonable times to the inspection of any members of the association. He/She shall issue or cause to be issued all notices of the meetings of the association and of the Board of Directors; he/she shall cause to be published all notices, the publication of which is required. In the event of his/her absence from any meeting, a Secretary- Treasurer pro- tempore may be appointed in his/her place by the Chairman of the Board or the Presiding Officer. The Secretary-Treasurer shall have charge of the seal of incorporation.

Section 610. Board of Directors. Subject to the provisions of Section 608 and without prejudice to the powers herein reserved to the general meetings of the association, the Board of Directors shall be responsible for the entire management of the association and of the income and property thereof, including authority to issue debenture or borrow or pledge money for corporate purposes. The Board of Directors shall have the sole and exclusive right, with the advice of the President, of constituting committees of any and every nature, whatsoever and to determine and prescribe the authority and duties of such committees. From time to time as the business of the association may require, the Board may delegate, in writing, to Officers or employees of the association authority to countersign any and all bonds, checks, contracts and other obligations of the association and such signatures shall be binding on the association. The Board of Directors may appoint an Executive Director whose compensation shall be fixed by the Board. It shall be the Executive Director's duty to perform all tasks and duties as required by the Board of Directors.

Section 611. Nominating committee. The Board of Directors shall appoint, at least three months before every annual meeting, a nominating committee of at least five in number, who shall select and present to the membership at each annual meeting of the association, a nominee or nominees for each vacancy arising in the positions of Officer or Director under these bylaws. The nominating committee shall announce its list of nominees to the membership at least thirty (30) days before the annual meeting. At that meeting, nominees may be added to the list of nominees by being seconded by an active member and such nominees must be included as part of the nominating committee's report to the members. (Mention may be made of the procedure whereby their names were added to the list of nominees.) Ballots shall be mailed to the members at least thirty (30) days prior to the annual election meeting and they shall be returned no later

than the time of the actual voting. The format and method of balloting by mail shall be determined by the Board of Directors.

ARTICLE VII COMMITTEES

Section 701. Committees other than those which are specifically established by the President with the approval of a majority of the members of the Board of Directors and the President may delegate to such committee such of his/her powers as he/she may deem necessary.

The membership of all committees shall be appointed by the President with the approval of a majority of the members of the Board of Directors.

Section 702. There shall be established at all times, the following standing committees:
Membership committee. This committee composed of no less than three members, shall have jurisdiction over the development of membership and accordingly, it shall review and make recommendations with respect to all matters relating to membership in the association (such as, the appropriateness of classifications held by members and all other matters relating to the acquisition and retention of membership) .

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

Finance committee. This committee, composed of no less than three members, shall have jurisdiction over the financial condition and requirements of the association and shall keep the board of directors posted thereon, shall have jurisdiction over the collection and disbursement of funds, and in collaboration with the Secretary-Treasurer, shall prepare an annual budget for the association. It is within the jurisdiction of this committee to retain a Certified Public Accountant to audit the accounts of the association for each year.

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

Executive committee. This committee shall conduct the business of the association and shall take action on any matter which could be taken by the board of directors but for the fact that the board shall not have met. The executive committee shall consist of at least two Officers/Directors and three Directors who shall be nominated by the Board of Directors. At least four members must be present to constitute a quorum at any meeting.

Minutes shall be kept of any meeting of the executive committee and decisions of the executive committee shall be presented for review and ratification at the next meeting of the Board of Directors.

ARTICLE VIII
AMENDMENTS

The bylaws of this association may be amended or expanded by $\frac{3}{4}$ vote of the registered membership present at the annual or specially-called meeting of the association. Proposals to amend these bylaws may originate either from the Board of Directors, upon a $\frac{2}{3}$ majority vote of the said Board, or upon petition signed by at least 20 percent of the membership.

The membership at the annual or specially-called meeting of the association shall only consider amendments which have been proposed to the full membership at least thirty (30) days prior to the date of the annual or specially-called meeting. In considering the amendment, the annual or specially-called meeting may revise or change the amendment as it deems advisable within the reasonable limits of the notice.

ARTICLE X

The Board shall have the authority to limit attendance at any meeting to active members of the association.

ARTICLE XI

The order of business for all meetings shall be determined by the agenda prepared by the President. In the absence of specific instructions, all meetings shall follow Robert's Rules of Order.