MONTANA CONTRACTORS ASSOC.
THE CONSTRUCTION ASSOCIATION

To all members of the Montana Contractors Association:

The MCA Board has reviewed the bylaws of the association and is recommending some changes. Proposed changes also reflect the growing importance of the Education Foundation, by adding the president as a full voting member of the MCA board. The Construction Leadership Committee chair would also become a voting member, reflecting the importance the MCA board places on future leadership.

Other items of importance that are amended:

- Nominating Committee and process
- Board member responsibilities
- Disclosure of COI
- Frequency of Board meetings
- Fiscal year
- Conduct of meetings (Roberts Rules/Parliamentary Procedure)
- Finance Committee
- Failure to attend
- Change of board member employment
- Claim on assets/Dissolution

Members are hereby notified that the proposed changes will be voted on at the MCA Annual Membership Meeting on January 21, 2027. Each GC and Specialty member is allowed one vote.

Constitution and Bylaws
of the
Montana Contractors' Association

A Chapter of the Associated General Contractors of America Inc.

~~(Amended January 12, 1996)~~
~~(Amended December 7, 2000)~~
~~(Amended January 24, 2001)~~
~~(Amended January 10, 2002)~~
~~(Amended January 9, 2003)~~
~~(Amended January 7, 2004)~~
~~(Amended January 11, 2012)~~

ARTICLE ONE
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this association shall be: Montana Contractors' Association Inc. It is a chapter of and affiliated with the Associated General Contractors of America Inc. Its principal place of business shall be ~~at~~ in Helena, Lewis and Clark County, Montana.

ARTICLE TWO
OBJECTS AND PURPOSES

The objects and purposes for which this association is formed are:

To furnish the information and provide all necessary facilities and means for improving and maintaining at a high standard the methods, conduct, and operations of the contracting business in which the members of the association are engaged.

To establish right principles and ethical procedures in the conduct of the contracting business.

To disseminate information for the purpose of carrying on the business of the members of the association in a more efficient and expeditious manner and to encourage sound business regulations among the members.

To aid in developing the industrial and producing interests of the state and to combat unfair practices and to provide funds by assessments or otherwise to advance, protect and further the interests of the members and of the contracting business.

To do all things necessary or proper for the general advancement of the contracting business which may in any manner affect the industry or the members of the association.

ARTICLE THREE
BOARD OF DIRECTORS

Section 1. The business of this association shall be conducted by a board of ~~ten~~ 12 voting directors ~~and one ex-officio director~~. The board of directors shall have general power of the affairs of the Association, with power to hire agents and employees and fix their compensation.

~~At least one~~ One shall be elected from the Concrete Division and ~~at least~~ one shall be elected from the Municipal-Utility Division. ~~At least two~~ Two shall be elected from the Building Division and three from the Highway Division. These seven members are eligible to serve as officers of the association.

The eighth director shall be an Associate member elected by the Associate membership. (The ninth director shall be elected from the Specialty Contractor Division.) The ~~tenth~~ 10th director, ~~serving a one-year term,~~ shall be a past president of the Association nominated by the past presidents. The 11th director shall be the president of the MCA Education Foundation. The ~~eleventh~~ 12th~~, ex-officio~~ director, shall be a representative from the Construction Leadership Council

Section 2. The directors shall be elected for two-year terms. The associate member shall be elected to the board of directors at the regular annual meeting and shall hold office for a one-year term.

The initial directors of the chapter shall be the following ~~names~~ named persons and shall hold office for the term specified after their respective names:

W. P. Roscoe	To hold until the next annual meeting
J. C Maguire	To hold until the next annual meeting
C. J. Bjerkness	To hold until the next annual meeting
H.S. Lease	To hold until the second annual meeting
R.E. Malsor	To hold until the second annual meeting
Chas. Shannon	To hold until the second annual meeting
H.J. Sawtell	To hold until the second annual meeting

Section 3. The board of directors shall meet no less than four times per year ~~at least once each year~~ at the time and place to be fixed by the president ~~thereof~~. Notice of the time and place of such meeting shall be given by the Secretary of the board to each member of the board in writing or by email at least ten days prior to such meetings. Special meetings of the Board of Directors shall be called by the president or upon request of any three members of the board at any time on ~~twenty-four~~ 24 hours' notice of the time and place of such meetings.

Section 4. At all meetings of the directors, a quorum for transaction of business consists of those directors present, either in person or electronically.

Section 5. The President of the Board shall appoint a Nominating Committee chaired by the Vice President. This committee shall select candidates for the offices of President, Vice President, Secretary/Treasurer, and for annual vacancies to be filled on the Board of Directors. The list of candidates so selected shall be presented to the membership at least one month prior to its presentation at the Annual Meeting of the Association.

Section 6. Election at the Annual Meeting shall be by voice vote, with each Contractor entitled to one vote for each vacancy to be filled. Additional nominations may be made from the

floor at this meeting. Secret ballots shall be cast for any office for which there is a contest. Candidates receiving a majority of the votes cast shall be declared elected.

Section 7. The order of business at all meetings, including Board of Director meetings, shall be set forth in the usual parliamentary rules as laid down in Robert's Rules of Order, which shall govern all deliberations when not in conflict with these bylaws. The president only votes in the event of a tie.

ARTICLE FOUR
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have the power to establish policy and represent the association in all matters pertaining to the construction industry.

Section 2. An Executive Committee, consisting of the President, Vice President, Treasurer, and the past president's representative, shall have the power to act on behalf of the Board of Directors when matters of an urgent nature demand immediate resolution, or as authorized by the Board of Directors. Decisions or Actions of the Executive Committee shall be reported promptly to the Board of Directors.

Section 3. It shall be the duty of the executive director, operating at the direction of the Board of Directors, to compute the expense of the administration of the association from time to time, and to keep such books of account as may be necessary to determine the assessment, or membership fee, to be levied against the members for the purpose of operating the association. The Board of Directors shall annually review and establish the fees and/or dues for membership in the Association.

Section 4. The Board of Directors shall appoint such standing and special committees and employ legal counsel from time to time and for such purposes as in their judgment may be necessary for the best interests of the association.

Section 5. Members of the Board of Directors will serve either as a Chair or as a member of Board committees and task forces including but not limited to the following areas of association leadership: Membership, Advocacy, Strategic Planning, Governance, and Financial Management.

Section 6. Any member of the Board of Directors, who fails to attend three consecutive meetings of the Board of Directors, or four such meetings in any calendar year, without good and sufficient reason recorded, accepted and approved by the Board of Directors, shall be considered as having vacated their office.

Section 7. The President shall appoint a Finance Committee which shall be chaired by the Secretary/Treasurer and include the Vice Chair of the Board. Three additional members may be appointed by the Chair of the Board and may include a non-Board member. This committee shall prepare an annual budget for submission to the Board of Directors in December for action. Any and all requisitions for monies not provided for in the annual budget shall be submitted to the Board of

Directors for action. The Finance Committee shall employ a certified public accountant to audit or review the books of the Association annually at the close of each fiscal year. Such audit or review will be reported to the Board of Directors. The Finance Committee shall examine the accounts and books of the Association and make interim reports to the Board of Directors. Funds received by the Association shall be deposited in a bank, and shall be withdrawn over the signature of any of the following: the President, Vice President, Secretary/Treasurer and Executive Director. The finance committee will review monthly check registers.

Section 8. Conflicts of Interest. A director shall disclose all conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest. The Director shall disclose any conflict of interest at each Board of Directors meeting. A director shall be considered to have a conflict of interest if he or she or a member of his or her immediate family: i. has an economic interest in a transaction which is the subject of proposed action by the Chapter and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the Chapter; ii. is a member or holds a significant interest in another entity that is the subject of the proposed action by the Chapter; iii. is a member of the Board of Directors (or other governing body), or an officer or manager of another entity that is the subject of the proposed action by the Chapter; or, iv. is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the Chapter. When a Director has a potential Conflict of Interest, the Director shall notify the Board of Directors before the Board considers the matter with respect to which the actual or potential conflict exists, of all material facts concerning the nature of the Conflict of Interest. The existence of a Conflict of Interest shall be recorded in the minutes of the meeting of the Board of Directors.

ARTICLE FIVE
OFFICERS

Section 1. The officers of the association shall be chosen annually by and from the Board of Directors, ~~immediately following~~ prior to the annual meeting and each shall serve in office for a period of one year or until ~~his~~ their successor shall have been chosen and qualified. Officer terms shall begin at the Annual Meeting. ~~; provided, however, that the Associate member of the Board of Directors as provided for in Article 3, Section 1 or specialty contractor shall not be eligible to serve as an officer.~~

Section 2. The officers shall be a president, a vice president, a secretary/treasurer and an executive director with duties hereinafter provided.

Section 3. The president shall preside at all meetings of the directors, shall be the chief executive officer of the association and, subject to the control of the Board of Directors, shall be in general charge of the affairs of the association. The president shall be an ex-officio ~~a~~ member of all committees.

Section 4. The vice president shall at all times act as presiding officer during the absence of the president.

Section 5. The executive director or ~~someone selected by the executive director~~ their proxy shall act as secretary at any and all meetings of the members, the meetings of the Board of Directors and the meetings of the committees, and shall have such other duties as may be allocated by the Board of Directors. The executive director may be employed as such by the Board of Directors, and need not be chosen from among the directors.

Section 6. The treasurer shall have charge of and be responsible for the funds of the association and shall disburse the same on the order of the Board of Directors.

ARTICLE SIX
VACANCIES

In the event of vacancies occurring in an office by death, resignation or otherwise the remaining Board of Directors shall fill such vacancies by appointment from active members, to hold office until the next annual meeting.

Section 1. Change of Board Member's Employment: A member of the Board of Directors who leaves the employ of an Association Member shall cease to be a Board member 60 days thereafter unless, within such period, the Board member is employed by another Member in the same Membership and occupational classification as the former employer. The Board may make an exception to the foregoing provisions of this Bylaw by vote of two-thirds of the quorum present at a regular meeting held before the expiration of such 60-day period.

ARTICLE SEVEN
MEMBERSHIP

Section 1. Any ~~person,~~ firm or corporation engaged principally in the construction business by directly employing labor at construction jobsites shall be eligible for regular membership in this association upon approval by the board of directors and acceptance of this Constitution and bylaws and upon payment of the membership fees and dues fixed by the Board of Directors.

Section 2. If a firm is admitted to membership as above provided, then any member of such firm may represent the firm and may vote in the name of the firm at any meeting of members, and it shall not be necessary that the same member of such firm represent the said firm at all meetings. A corporation admitted to membership as above provided may be represented at meetings of members by any duly authorized representative of the said corporation.

Section 3. If any firm, representative or corporate representative referred to above shall be elected as an officer or director of this association, then the duties of such officer shall be performed by the individual so elected and may not be assumed by any other member or representative of the firm or corporation.

Section 4. Membership in the association does not automatically assure acceptance into, nor participation in, the MCA Health Care and Retirement Trusts, the Montana Contractor Compensation Fund (MCCF), or other similar programs, services or trusts sponsored by the MCA.

Membership and participation in such organizations are subject to the requirements, bylaws and decisions of those entities and their Boards.

Section 5. By accepting membership in this association, each member consents to allow the Board of Directors, or their representative, to audit, insure, or document compliance with dues requirements. Any such requests will be made in a respectful and reasonable manner and only on an as-needed basis.

Section 6.

(a). There shall be four classes of membership in this association, to wit: ~~Regular~~ (General Contractor~~)~~ Member, Visiting Contractor Member, Specialty Contractor Member~~s~~, and Associate Member.

~~Regular~~ General Contractor ~~(Contractor)~~ membership in the association shall be open to all ~~persons~~, firms, or corporations ~~who~~ which meet one of the following criteria:

(1) Those ~~who~~ which make more than fifty percent (50%) of their annual income by directly employing labor at construction job sites; or,

(2) Those engaged principally in the production of ready mix concrete and related raw materials;

(3) Companies which are a majority-owned subsidiary of an MCA regular member company or companies which are majority-owned by the majority owner(s) of an MCA regular member company and which are in a construction-related business, provided that at least 90% of the combined revenues of the parent or principal company and the subsidiary/related company or companies are made by directly employing labor at construction job sites. The board will exercise discretion in accepting new members under these criteria.

Visiting Contractor membership shall be open to contractor members of other AGC chapters, who are engaged in the construction business in the State of Montana, but ~~who~~ which do not ordinarily maintain an office in the State.

Specialty Contractor membership shall be open to all ~~persons,~~ firms, or corporations that make more than fifty percent (50%) of their annual income by directly employing labor at construction job sites in specialty trades.

Associate membership shall be open to all persons, firms, or the corporations ~~who~~ which supply products, equipment or services to the construction industry.

(a). ~~Regular~~ General and specialty contractor members must hold a valid State of Montana Contractor's Registration. A public body or government corporation or entity does not qualify for Regular membership.

(b). Honorary Members: The association may honor a person for the performance of distinguished service for the Association, the industry or the nation, by the unanimous vote of the Board of the Association. Such Honorary Member shall be entitled to the privileges of membership as an individual, without the payment of dues.

(c). Acceptance of members shall be subject to the approval of the Board of Directors.

Section 7. The right to vote in this association shall be vested in ~~Regular~~ General Contractor and Visiting Contractor Members only, each being entitled to one vote.

Section 8.

(a). Members may elect to be identified with one or more of the Association's Occupational Divisions. The purpose of these divisions is to provide a forum so those engaged in similar types of construction may discuss common problems.

(b). Occupational Divisions are "Building Division," "Heavy-Industrial Division," "Highway Division," "Municipal-Utilities Division," Concrete Division", and "Specialty Contractors Council". The Building Division serves members engaged in the construction of buildings. The Heavy-Industrial Division serves members engaged in the construction of heavy construction projects and process-oriented industrial projects. The Municipal-Utilities Division serves members engaged in the construction of municipal-utilities projects. The Concrete Division serves members engaged in the production of ready mix concrete and related raw materials. The Specialty Contractors Council serves members engaged in specialized construction trades.

The Board may define, alter or add Divisions as it may determine.

(c). Each Occupational Division may have a working committee and a Chairman and Vice Chairman who shall be elected annually by members of that Division or appointed by the President.

Section 9. All members of the Association are automatically enrolled as members of The Associated General Contractors of America in accordance with the Annual Chapter Charter Fee requirement as stated in the bylaws of the Associated General Contractors of America.

ARTICLE EIGHT
MEMBERSHIP DUES AND ASSESSMENTS

Section 1. Annual dues for all classes of members shall be fixed annually by the Board of Directors.

Section 2. Annual dues for each calendar year shall be due and payable as determined by the Board of Directors. All members of the Association are automatically enrolled as members of The Associated General Contractors of America in accordance with the Annual Chapter Charter Fee requirement as stated in the bylaws of the Associated General Contractors of America.

Section 3. Any member may be removed by the Board of Directors of this association whenever in the opinion of said Board such action is ~~to~~ in the best interest of this association. Subject to the Association's policy on Antitrust ~~S~~such action by the Board shall require the affirmative vote of seven directors present at a meeting called for the purpose of voting upon such a removal. Failure of any member to pay annual dues within ninety (90) days after such assessments become due and payable will automatically and without action of the Board of Directors constitute removal of a member. In the event that a membership is terminated as above provided, all dues and assessments collected from such member prior to such removal shall be retained by the association and said member shall surrender all right thereto. Upon removal of any member, ~~he~~ they will not be reinstated until all delinquent annual dues and volume assessments have been paid to the association in full.

Section 4. The fiscal year for the association shall begin on January 1 and end on December 31 of each year.

Section 5. Funds received by the Association shall be deposited in a bank, and shall be withdrawn over the signature of any of the following: the President, the Vice President, the Secretary/ Treasurer or the Executive Director.

ARTICLE NINE
MEETING OF MEMBERS

Section 1. The annual meeting of this association shall be held during the month of January of each year at a time and place as determined by the Board of Directors.

Section 2. Special meetings of the association may be held at the call of the Board of Directors or on petition of ~~ten~~ 10 percent of the regular members in good standing, at any place in the State of Montana to be designated by the Board of Directors.

Section 3. Not less than five days' notice of said annual or special meetings shall be given by mail or e-mail, addressed to each regular member at ~~his~~ their postal or email address, as it appears on the records of the association.

Section 4. Any number of qualified members present at any regularly called annual or special meeting will constitute a quorum, and all matters will be decided by the majority of those present, except as hereinafter stated in reference to the amendment of this constitution and bylaws.

ARTICLE TEN
LIMITATIONS

Nothing in this constitution and bylaws of the association shall be construed to permit the association to engage in the contracting business, or in any other business of any kind or character. This association shall not operate at any profit, and nothing herein shall be constructed as conferring upon the directors or any of the members the right to inspect or direct the business affairs of any of the other members. No employee of any of the members shall be construed to be an employee of the association on account of his employment by such member, nor shall any employee of the association be construed to be an employee of any member. No member of this association nor any officer or director thereof shall be personally liable for any debts or obligations of this association, beyond the limits of such members' annual dues and percentage assessments.

ARTICLE ELEVEN
AMENDMENTS

This constitution and bylaws may be amended at the regular annual meeting or any special meeting of the association called for that purpose by a three-fourths vote of said members present

and voting. Any intended amendment in contemplation for submission to any meeting of the association shall be communicated by mail or email to each regular member of this association by the executive director, at least five days before said meeting.

ARTICLE TWELVE
DISSOLUTION

In case of dissolution of the Association and liquidation of its affairs, any money or other assets remaining after the payment of all obligations shall be distributed for such charitable or educational purposes as the Board of Directors may determine and direct, and in every case the decision and determination of the Board shall be final and conclusive upon all persons in any way interested.

ARTICLE ~~TWELVE~~ THIRTEEN
~~WHEN BECOMES~~ EFFECTIVE DATE

This constitution and bylaws shall become effective and in full force upon the signing thereof by the persons whose names appear on this instrument and shall become effective and binding upon all members thereafter taking out membership in said association.

IN WITNESS WHEREOF the undersigned have hereunto set their names this 26th day of August, 1937.

W.P. Roscoe	R.E. Malsor
J.C. Maguire	Chas. Shannon
C.J. Bjerkness	H.J. Sawtell
H.S. Lease	

~~(Amended at the Annual Meeting of the association January 12, 1996, at Great Falls, Montana)~~
~~(Amended at the Annual Meeting of the association December 7, 2000, at Billings, Montana)~~
~~(Amended at the MCA Board of Directors meeting January 24, 2001, at Helena, Montana)~~
~~(Amended at the Annual Meeting of the association January 10, 2002, at Butte, Montana)~~
~~(Amended at the Annual Meeting of the association, January 9, 2003, at Bozeman, Montana)~~
~~(Amended at the Annual Meeting of the association, January 7, 2004, at Great Falls, Montana)~~
Amended January 21, 2027



MONTANA CONTRACTORS ASSOC.
THE CONSTRUCTION ASSOCIATION