

AGCARKANSAS

Bylaws

***The Associated General Contractors of
Arkansas***

As Last Amended January 29, 2025

TABLE OF CONTENTS

Article I:

Purposes

Article II:

Section 1: Annual Meetings

Section 2: Annual Meeting Rules

Section 3: Annual Meeting Attendance

Section 4: Voting

Section 5: Annual Meeting Authority

Section 6: Appeals to the Annual Meeting

Section 7: Emergencies

Article III: Board of Directors

Section 1: Composition

Section 2: Elected Directors

Section 3: Ex-Officio Directors

Section 4: National Governors

Section 5: Officer/Governors Vacancies

Section 6: Board Meetings

Section 7: Duties of the Board

Section 8: Quorum

Section 9: Suspension or Removal

Article IV: Authority

Section 1: Members

Section 2: Meetings

Section 3: Emergencies

Section 4: Quorum

Article V: Officers

Section 1: Definition

Section 2: Term of Office

Section 3: Selection of Officers

Article VI: Corporation Staff

Section 1: Duties and Responsibilities

Section 2: Corporation Office

Article VII: Corporation Committees

Section 1: General and Special Committees

Section 2: Authority and Responsibility of Committees

Section 3: Committee Appointments

Article VIII: Occupation Divisions

Section 1: Purposes

Section 2: Divisions Definitions

Section 3: Division Directors & Officers – Nomination and Election

Article IX: Membership

Section 1: Membership Growth – Purpose

Section 2: Membership Enrollment

Section 3: Membership Qualifications

Article X:

Dues

Article XI:

Affiliation

Article XII:

Amendments

Article XIII:

Dissolution

AGC Arkansas Bylaws

Article I **Purposes**

The Arkansas Chapter Associated General Contractors of America, Inc., is a volunteer trade corporation composed of general contracting, construction managers and associate firms dedicated to the purpose of improving the professional standards of the construction industry and the skill, integrity and responsibility of its member firms.

A primary objective of the Corporation is to promote fair and honorable dealings with the owners of construction projects, both public and private, and with all other segments of the construction industry. In addition, the Corporation seeks to educate the public and improve the image of the construction industry.

The Corporation in the public interest shall encourage methods of contracting which serve the interests of the construction user. The members of the Corporation shall work to develop good relations with their employees and shall make every effort to provide and promote a safe working environment.

The Corporation, through its Officers and Board of Directors, shall implement these general principles and objectives and it shall be the responsibility of the Board of Directors to define and specify actions and programs in the furtherance of these principles and purposes of the Corporation.

Article II **Section 1** **Annual Meetings**

The Corporation shall hold an Annual Meeting and other meetings at such time and place as the Board of Directors shall determine. The membership shall be given at least fifteen (15) days' notice by mail or electronic means, of the time and place of such meeting. The Corporation newsletter or official corporation publication may be used for that purpose.

Section 2 **Annual Meeting Rules**

All Annual Meetings shall be conducted as nearly as possible in accordance with the parliamentary procedure of Robert's Rules of Order.

Section 3 **Annual Meeting Attendance**

Every member of the Corporation shall be entitled to attend annual meetings.

Section 4
Voting

A firm or corporation shall be treated as a single member for voting purposes and shall appoint a representative to cast its vote at all meetings of the members of the corporation.

Section 5
Annual Meeting Authority

*Each Annual Meeting shall receive and consider a report of the Corporation's operations and activities. Any membership meeting has final authority to approve changes in the Corporation Bylaws, **EXCEPT** where otherwise provided.*

Section 6
Appeals to the Annual Meeting

Any action of the Board of Directors may be appealed to the Annual Meeting upon petition signed by not less than 51% of the total membership of the Corporation including at least one Director from each of the occupational divisions. Any such appeal to the Annual Meeting must be filed within sixty (60) days following the Board action. This appeal can be filed with the committee on grievance and appeals in accordance with Article III Section 7 (j).

Section 7
Emergencies

In the event of an emergency the Board of Directors may act for an Annual Meeting at times when it is not feasible to hold an annual meeting.

Article III
Board of Directors
Section 1
Composition

Except as may be noted herein, the affairs of the Corporation are to be governed by its Board of Directors, which shall consist of the Chair,, Vice-Chair/Treasurer, Assistant Treasurer, Immediate Past Chair, Elected Directors and additional Directors as provided by the Bylaws. The Chairman of each Division must be an elected member of the Board.

Section 2
Elected Directors

The Board shall be elected from the membership of the corporation at the Annual meeting. Each Director shall be elected for a term of two years. A director will be allowed to serve two consecutive terms (4 years) but shall be off the Board for a minimum of one year before being re-elected. Board service as a result of appointment to fill a vacancy will not be considered as a term.

Each occupational division shall recommend to the nominating committee annually, directors to fill vacancies on the Board in accordance with Article 8, Section 3.

Section 3
Ex-Officio Directors

Prior to each year's Annual meeting, the Vice-chair/Treasurer shall nominate an attorney, licensed in the state of Arkansas and a member in good-standing of AGC Arkansas, to a one-year term as an Ex-Officio member of the Board of Directors. The nominated attorney must receive approval from the Executive Committee prior to his or her name being submitted to a vote of the general membership at the Annual meeting. The sitting Ex-Officio Board member attorney may be re-nominated at the conclusion of his or her term. Such Ex-Officio Board member shall be entitled to the privileges of Board membership, Including voting privileges.

Section 4
National Governors

It is the intent of these Bylaws that all occupational divisions have active representation on the National AGC Board of Governors, either as an elected or lifetime governor. Recommendations for contractor members to fill available elected National Governor positions shall be made by the Board of Directors to the contractor membership. All National Governors of this Corporation shall be members of the Board of Directors provided they are active members of the division represented.

Section 5
Officer/Governor Vacancies

In the event of the death, resignation or removal of any Elected Member of the Board or National Governor, the remaining Board members shall fill the vacancy for the remaining portion of the unexpired term by the appointment of a properly qualified representative of a member firm of like occupational classification as recommended by the occupational division in which the vacancy occurs. Service performed on the board through an appointment will not be considered in meeting the two-term limitation.

In the event of the death, resignation, or removal of any elected officer, the Board shall have the following two (2) options of filling the vacancy: (a) Elevate all current officers to the next level and fill the Assistant Treasurer position or (b) Follow the procedures outlined above for filling the unexpired term of a Board Member or National Governor.

Section 6
Board Meetings

The Board shall hold a minimum of four meetings per year. The Chair shall determine the time and place of each meeting. Special meetings may be called at any time by the Chair or by a majority of the members of the Board. Every member of the corporation shall be entitled to attend Board meetings.

Section 7
Duties of the Board

The Board of Directors shall:

- (a) have full direction of all affairs of the corporation including the modification of existing dues and fees structures in accordance with The Articles of Incorporation, Bylaws and Policy Manual.
- (b) have the authority to alter or modify the dues structure for special membership campaigns and or special membership promotions and such shall be in effect for a maximum of one year.
- (c) transact necessary business in the interval between annual meetings and such business as may be referred by the membership.
- (d) approve the proposed annual budget which shall appropriate such sum or sums of money as may be deemed sufficient to defray all necessary expenses of the corporation.
- (e) consider all proposed amendments to the Bylaws and make its recommendations at the annual meeting.
- (f) consider all resolutions presented to the Corporation.
- (g) require a bond or equivalent crime/fiduciary liability coverage of any person holding Corporation funds, the premium for which shall be paid by the Corporation.
- (h) Make modifications to the policy manual
- (i) have the authority to transact business by mail or electronic. In such case a memorandum of the business to be considered shall be sent to each member of the Board. Only such replies as are received within the designated time frame as specified in the memorandum shall be considered. A majority vote of the entire Board shall decide the issue.
- (j) constitute a committee on grievance and appeals as required. It shall investigate all grievances and complaints of irregularities presented to it and shall serve as a body to which members may appeal, if necessary.
- (k) employ a Certified Public Accountant to audit the Corporation's books of account.

Section 8
Quorum

A quorum for the transaction of business at any Board meeting shall consist of a majority (51%) of the elected directors.

Section 9
Suspension or Removal

Directors shall be required to attend at least two of the four scheduled Board meetings within a 12-month period in order to remain on the Board.

Directors suspended for non-attendance may file an appeal with the Board within 30 days of notification of suspension. The appeal shall be submitted to the appropriate occupational division for a recommendation. Upon receipt of divisions recommendations, the board shall, through a simple majority vote, accept or reject the appeal. If no appeal is filed within 30 days, then the director will be removed from the Board and replacement of that member shall be in accordance with Article III, Section 5.

Article IV
Authority
Section 1
Members

The Executive Committee shall be comprised of the Corporation Chair, Vice-chair/Treasurer, Assistant Treasurer, Immediate Past Chair, President/CEO (non-voting), and the Chairman, or Appointee of any division not otherwise represented. The Executive Committee is authorized to discuss, review, study and make recommendations and to transact the normal business of the Board between its meetings and report all action to the next scheduled meeting of the Board unless otherwise instructed. The Executive Committee shall assume their duties on January 1 of each year and shall hold office for one year or until their successors are selected.

Section 2
Meetings

The Executive Committee meets at the call of the Chair or at least quarterly. Special meetings may be called by the Chair or a majority of the committee.

Section 3
Emergencies

In emergency situations, the Chair may conduct a meeting of the Executive Committee by a telephone conference or similar communications equipment whereby all members participating in the Conference can communicate with one another. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Section 4
Quorum

A quorum for the transaction of business at any Executive Committee Meeting shall consist of a majority (51%).

Article V
Officers
Section 1
Definition

The Officers of the Corporation are a Chair, Vice-Chair/Treasurer and an Assistant Treasurer.

Section 2
Term of Office

The Terms of the Officers shall begin January 1 of each year following their election at the annual meeting.

Section 3
Selection of Officers

- (a) Nomination. The Nominating Committee at the Annual Meeting of the Corporation shall nominate candidates for the offices of Chair, Vice-chair/Treasurer and Assistant Treasurer to serve for one year. No Chair shall be nominated or elected from the same division for two (2) consecutive years. No officer shall be nominated unless that person has served as Chairman of his or her division or has been an active member for a minimum of two (2) years.*
- (b) Nominating Committee. The Nominating Committee shall be composed of the three (3) most current past Corporation Chairs and the Chairman of any Division not otherwise represented, with the immediate past corporation Chair serving as Chairman of the Committee. Said Committee shall recommend to the membership, at the succeeding Annual Meeting, a candidate for each of the offices of Chair, Vice-Chair/Treasurer, Assistant Treasurer and Board vacancies for the succeeding year. Nominations for the office of Assistant Treasurer shall be submitted to the Nominating Committee from the appropriate division in line for this position. This information shall be submitted to the Chairman of the Nominating Committee no less than 15 days prior to the Annual Meeting.*
- (c) In the event of the death, resignation, or removal of the Immediate Past Chair from the Executive Committee, the next Immediate Past Chair shall serve as Chairman of the Nominating Committee.*
- (d) Additional Nomination. Additional nominations may be made from the floor, providing the member nominated has given consent to serve in the office for which he or she has been nominated.*

Article VI
Corporation Staff
Section 1
Duties and Responsibilities

Management of the Corporation and duties incident thereto, including membership expansion, development of income and attainment of the Corporation's objectives, is vested in an President/CEO appointed by the Board of Directors. The President/CEO shall report to the Board of Directors at every meeting.

The President/CEO shall act as custodian and disbursing officer of the corporation's funds; disburse same in the manner prescribed by the Board of Directors and as directed by the Executive Committee.

Section 2
Corporation Office

The Arkansas Headquarters of the Corporation herein referred to as the Corporation Office, shall be located in or near Little Rock, Arkansas.

Regional Branch offices may be located in any geographic region of the state of Arkansas as deemed appropriate by the Board of Directors.

Article VII
Corporation Committees
Section 1
General and Special Committees

- (a) *There shall be four (4) standing committees which shall look after the internal affairs of the Corporation. These are the Executive, Dues and Finance, Membership Development and Retention, and Nominating.*
- (b) *In addition, there shall be general committees in such number as may be necessary to address their efforts to general purposes and programs of the Corporation.*
- (c) *Special committees and task forces may be established as necessary. A task force is defined as a special standing committee established by the Chair for the purpose of accomplishing a definite objective and shall remain constituted until that objective is achieved.*
- (d) *Joint committees may be established with other organizations.*

Section 2
Authority and Responsibility of Committees

All recommendations from committees shall be presented to the Executive Committee for approval. Upon approval of the Executive Committee, all committee recommendations requiring Board of Director action shall be submitted to the Board for approval.

All committee recommendations rejected by the Executive Committee may be submitted directly to the Board of Directors by a 2/3 vote of said committee and notification to the Executive Committee of their intent to submit directly to the Board of Directors.

Section 3
Committee Appointments

The Chairmen of all committees except the Executive Committee, Nominating, Membership and Retention, and Dues and Finance shall be appointed by the Chair. The Chair is ex-officio member of all committees except the Nominating Committee.

Article VIII
Occupational Divisions
Section 1
Purposes

The Occupational Division is to provide a forum at meetings so that those engaged in similar types of construction may discuss common problems.

The Occupational Division also serves as a means to provide the organization of Committee and staff functions in a manner which will best provide technical services to all members.

The Occupational Divisions shall meet at various times during the year and shall make reports of such meetings and efforts to the Board of Directors for its consideration and action.

Section 2
Divisions Definitions

Occupational Divisions are “Associate Division”, “Building Division”, “Highway Division”, “Utilities Division”, and “Construction Leadership Council”.

The Associate Division serves members engaged in those businesses allied with all other occupational divisions. This division includes affiliates/industry professionals, suppliers, and specialty contractor members as further defined in Article 9, Section 3(f)(1).

The Building Division serves members engaged in the construction of buildings and related projects.

The Highway Division serves members engaged in the construction of highways and related projects.

The Utilities Division serves members engaged in the construction of utilities and related projects.

The Construction Leadership Council serves younger members engaged in all areas of construction as well as those involved in the Associate Division.

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

Section 3
Division Directors & Officers - Nomination and Election

Each Occupational Division shall have a Chairman who shall be elected annually by members of the Division.

- (a) *The Nominating Committee for each Occupational Division shall consist of the three Past Chairmen of the respective Divisions available to serve, and the most recent Past Division Chairman shall be the Nominating Committee Chairman. In the event a Past Division Chairman is unable to serve, the Division Chairman shall appoint a member of that respective division to fill the vacancy.*

Each Nominating Committee shall recommend a candidate for each of the office of Chairman of the Division, Board of Director vacancies and Executive Committee vacancy, if applicable, who shall be elected and/or nominated by members of the Division 15 days prior to the Annual Meeting.

Article IX
Membership
Section 1
Membership Growth - Purpose

In furtherance of the Corporation's objective to improve the quality of work and the professional standing of the construction industry, it follows that every qualified firm should be enrolled as a member. The Officers and Directors of the Corporation should lead in this effort and should take positive steps to promote strong and steady membership retention and growth. Membership shall be open to all qualified firms, without regard to race, color, religion, sex or national origin.

Section 2
Membership Enrollment

An applicant for membership in the Corporation shall furnish satisfactory evidence that it is an established firm possessing the necessary attributes of skill, integrity and responsibility and that it subscribes to and will support the principles and purposes of the Corporation.

Section 3
Membership Qualifications

- (a) *For the purpose of these Bylaws, a general contractor is defined as a construction firm undertaking work as a prime contractor with overall responsibility for the satisfactory completion of a project using its own forces to perform part of the work. It may be owned and operated as an individual, a partnership, a corporation or a joint venture. A public body, government corporation, organized labor or entity does not qualify for regular membership in the Corporation.*
- (a)(1) *Only General Contractors who have been engaged in the construction business for two or more years prior to application for membership and have established a reputation for Skill, Integrity and Responsibility, as herein defined, may be considered for membership in the Corporation. Exceptions to the two-year experience requirement may be granted in the case of new firms of which one or more principal officers have had at least two years experience in the management of responsible construction firms.*
- (b) *For the purposes of these bylaws, construction management means consulting services related to the process of management of construction of a project for any duration from conception to completion of the project for the purposes of controlling time, cost, quality, purchasing (bidding contracts), designing bid packages and oversight of the architectural and engineering portions of the project.*
- (b)(1) *Only Construction Managers who have been engaged in the construction management business for two or more years prior to application for membership and have established a reputation for Skill, Integrity and Responsibility, as herein defined, may be considered for membership in the Corporation. Exceptions to the two-year experience requirement may be granted in the case of new firms of which one or more principal officers have had at least two years experience in the management of responsible construction management firms.*
- (c) **Skill:** *The possession and application of the necessary technical knowledge and practical experience to execute the projects undertaken in a professional, efficient and safe manner.*
- (d) **Integrity:** *The character to comply with the spirit and letter of contracts undertaken and to handle every transaction with fairness and honor.*
- (e) **Responsibility:** *The possession and application of the necessary finances, cash or credit, together with the needed equipment and organization to fulfill all commitments promptly and completely.*
- (f) *For the purpose of these Bylaws, associate membership is defined and classified as follows:*

- (f)(1) **An Affiliate/Industry Professional Associate Member** is a member (individual, business or company) affiliated with the construction industry that does not provide labor, material or equipment on the jobsite.
- (f)(2) **A supplier Associate Member** is a member who provides materials only and does not employ labor on the jobsite.
- (f)(3) **A Specialty Contractor Associate Member** is defined by its annual volume, as an individual or entity engaged in construction that performs less than fifty percent (50%) of its work as a prime contractor, and that has established a reputation for skill, integrity and responsibility.
- (g) In the event an individual, firm or corporation or member of the corporation, shall make a change in its business title, or firm name, such member of the corporation shall at once notify the Corporation Office of the same and if assurance satisfactory to the Board be given that a material change in the firm or corporation has not taken place, then the name shall be changed on the records of the corporation without affecting the standing of the member.

Article X **Dues**

The annual dues for each classification of members to finance the Corporation's operations and ensure continuity of its services shall be ratified by a vote of the Board of Directors.

Article XI **Affiliation**

- (a) Every member of the corporation shall be a member of the Associated General Contractors of America, Inc.
- (c) No member of any occupational division shall be bound by any collective bargaining agreement negotiated by the Corporation, or any occupational division or labor committee thereof, until such member has notified the Corporation, in writing, of election to be so bound.

Article XII **Amendments**

These Bylaws may be amended by vote of the Contractor Members by mail or electronic ballot if two thirds (2/3) of those voting approve the amendment. Such ballot shall be delivered to all Contractor Members who must return the ballot to the Association office within ten calendar days after the date of the delivery of the ballot in order for the ballot to be counted.

Article XIII
Dissolution

This Association has been organized solely for non-profit purposes, and as such does not contemplate pecuniary gain or loss for the benefit of its individual members. No current member, former member, suspended member or expelled member shall have any right to, or lay claim to, any accumulated surplus or net earnings, should they exist.

The balance, if any, of all money received by AGC Arkansas from dues from its members or any other source shall be used exclusively to carry out the objectives and purposes for which AGC Arkansas was formed, and in the event of a dissolution of AGC Arkansas the assets thereof shall be transferred to a non-profit activity as may be selected by the Board of Directors unless otherwise provided by law. It is the intention that should there be a dissolution of AGC Arkansas or its ceasing to carry out the purposes herein set forth, the property and assets then owned by AGC Arkansas shall never belong to or be distributed to any member, former member, suspended member or expelled member, nor shall any member, former member, suspended member, or expelled member have any claim or interest thereto, and in the event of such dissolution the Board of Directors are authorized to convey and distribute all of the assets of AGC Arkansas to a corporation or Association engaged in carrying on a like or similar non-profit purpose, unless otherwise provided by law.