

ASSOCIATED GENERAL CONTRACTORS OF ALASKA, INC.



BYLAWS

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BYLAW OF THE ASSOCIATED GENERAL CONTRACTORS OF ALASKA

ARTICLE I - NAME

The name of this organization shall be the "Associated General Contractors of Alaska, Inc." hereinafter referred to as the "Chapter" or the "Association."

ARTICLE II - LOCATION

The principal office and headquarters of the Chapter shall be in Anchorage, Alaska. Branch offices may be established in other cities in Alaska if deemed necessary by the Board of Directors.

ARTICLE III - PURPOSES

Consistent with its Articles of Incorporation, the purpose of the Association is to advance the business interests of the construction companies and related firms that make up its membership, including their interest in public and private investment in the improvement of real property and their interest in continuous improvement in the performance of the construction industry itself. To these ends, the Association advocates public policies that will expand and enhance the construction industry, offers educational programs and materials on topics of interest to its members, and encourages dialogue not only among construction companies but also between those companies and related firms, including public and private property owners and design professionals. The Association also encourages its members to maintain their longstanding commitment to SKILL, INTEGRITY AND RESPONSIBILITY.

ARTICLE IV - SPECIAL AIMS

The Chapter shall have all general and special powers permitted to nonprofit corporations under the laws of the State of Alaska. Such powers shall include (without limitation) the power:

- (a) To acquire, own, mortgage, operate, and dispose of real and personal property and to invest the funds of the Chapter;
- (b) To do and perform any and all things necessary and proper in the opinion of the Board of Directors of the Chapter to aid in the accomplishment of the above-mentioned objectives and aims.

ARTICLE V - JURISDICTION

The Chapter shall have and exercise jurisdiction over all building, utility, heavy, highway, railroad, airport, river and harbor, and all other construction work performed in the State of Alaska.

ARTICLE VI - MEMBERSHIP

Section 1. Contractor. A Contractor is any individual, firm or corporation who, by agreement with another party, undertakes to execute work in its entirety or as a subcontractor and who executes such work in whole or in part with its own construction forces. Only contractors that have established a reputation for skill, integrity and responsibility and hold the appropriate state licenses, shall be eligible for Contractor membership. Contractor membership includes membership in the Associated General Contractors of America, Inc.

Section 2. Associate. An Associate is any individual, firm or corporation engaged in the manufacture or merchandising of materials, supplies or equipment to contractors, or in the furnishing of services to the industry, such as banking, bonds, insurance, shipping, transportation, or any other service not normally performed by a subcontractor. Any Associate member who becomes a Subcontractor or Contractor must apply for new membership in the correct classification. Failure to do so will render the Associate member subject to expulsion from the Chapter, as determined by the Board of Directors.

Section 3. Affiliate. An Affiliate is any individual sharing concern and interest in the construction industry. Affiliate members shall have a voice but not vote at any membership meeting.

Section 4. Application for Membership. Application for membership shall be made to the Membership Committee on the forms furnished for that purpose. Each application shall be accompanied by payment in an amount equal to the basic annual dues as evidence of good faith. The Membership Committee shall immediately submit to the Executive Director or designee a list of applicants approved for membership who will also notify the Board of Directors. Approved applicants shall be notified by the Executive Director.

- (a) Applicants not receiving approval from the Membership Committee may ask for consideration by the full Board of Directors in which case approval by a majority of the Board of Directors is necessary. An applicant refused by the Board of Directors cannot reapply within one year from date of such refusal.

Section 5. Name Changes. In case a member, either individual, firm or corporation, shall make a change in its business title or firm name, then such member shall at

once notify the Membership Director. If assurance satisfactory to the Executive Board be given that a material change in the management of the firm or corporation has not taken place, then the name shall be changed on the records of the Chapter without affecting the standing of the member.

Section 6. Duration of Membership and Resignation. Membership in the Association may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these bylaws. All rights, privileges and interest of a member in or to the Association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented in writing to the Membership Director on or before the close of the current year ending December 31, and shall be effective on December 31 of the calendar year during which the written resignation is received. Unless earlier terminated by resolution of the Board of Directors, dues for the remaining term shall be due and payable.

Section 7. Suspension and Expulsion. A membership may be terminated when a member is delinquent in the payment of dues, adjudicated bankrupt, or when a member is no longer affiliated with the construction industry. In addition, any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the bylaws or any lawful rule or practice duly adopted by the Association or any other conduct prejudicial to the interests of the Association. Suspension or expulsion for cause shall be by two-thirds vote of the entire membership of the Board of Directors, provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear to present any defense to such charges before action is taken thereon.

Section 8. Division of Members. Contractor members of the Association may be divided into divisions, as may be designated by the Board of Directors according to the various divisions of the industry, such as Building, Heavy-Industrial Highway-Utility, or Specialty. The Board of Directors may specify a minimum number of Directors for election in each division.

ARTICLE VII - MEETINGS

Section 1. Annual. There shall be an annual meeting of the General Membership of the Association during last quarter of the calendar year at such place as may be determined by the Board of Directors. Notice in writing shall be furnished to all members of the time and place of the meeting.

Section 2. Presiding Officer. The President, and in his/her absence then Vice President, and in his/her absence then Secretary, and in his/her absence then Treasurer shall preside at meetings of the membership, sessions of the Board of Directors and Executive Board. In the absence of the President, Vice President, Secretary and Treasurer, the board members in attendance at a Board meeting shall select a Chairman.

Section 3. Quorum. At all meetings of the membership, a quorum shall be fifteen (15) Contractor members.

Section 4. Voting. Each Contractor and Associate member who are present and in good standing are entitled to vote at all meetings of the membership. The principle of one member, one vote shall apply. Each Affiliate member present at any membership meeting shall have a voice but not a vote.

Section 5. Proxies. At all meetings of the membership, of the Board of Directors, and of all committees, votes shall be cast in person. There shall be no voting by proxy.

Section 6. Conduct of Meetings.

- (a) The order of business at all meetings, including Board of Director meetings, shall be set forth in the AGC Board Policies and Procedures.
- (b) The usual parliamentary rules as laid down in Robert's Rules of Order shall govern all deliberations when not in conflict with these bylaws.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Authority. The Board of Directors shall have supervision, control and direction of the affairs of the Association; determine its policies or changes therein within the limits of the bylaws; actively prosecute its purposes; and have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition. The Board of Directors shall consist of: twenty four (24) elected and up to six (6) appointed Contractor members; six (6) elected and up to three (3) appointed Associate members, and one (1) appointed Construction Leadership Council member. After twelve (12) years of elective or appointed service on the Board of Directors, a Contractor or an Associate representative shall become a Life Director without further action.

Section 3. Elected Contractor Directors. Contractor Directors shall be elected by secret ballot at the Annual Meeting from nominees selected by the Nominating Committee and from nominations made from the floor. Only Contractor members may vote for Contractor Directors.

Section 4. Elected Associate Directors. Irrespective of Article VII Section 4 the Associate Directors shall be elected by mail or email ballot and announced at the Annual Meeting. Nominees for Directors shall be solicited from the Associate members. Only Associate members may vote for Associate Directors.

Section 5. Appointed Directors.

- (a) The President, with the advice and consent of the Executive Board, may appoint to the Board of Directors the following: six (6) Contractor members and three (3) Associate members. The term of any appointed board member shall not exceed one (1) year and shall expire at the following Annual meeting.
- (b) A Member of the Construction Leadership Council, with the advice and consent of the Construction Leadership Council may represent them on AGC's Board of Directors. The representative will sit on the Board of Directors and participate in discussions but they are not entitled to vote.

Section 6. Life Director. A member who has served 12 years on the Board of Directors, in either an elected or appointed position, will assume the status of Life Director. Additionally, the Board of Directors may nominate and elect other individuals to the position of Life Director in recognition of their contributions to the construction industry and/or AGC of Alaska. Life Directors are encouraged to attend and participate in all meetings and are entitled to vote.

Section 7. Restriction on Number of Directors from Same Company. No corporation, company or firm shall have more than one representative nominated, appointed and/or elected to the Board of Directors at one time except that if a Life Director be from a corporation, company or firm from which another Director is nominated and/or elected, the duly elected representative may serve as an elected Board member; however, they shall jointly only have one vote on matters requiring such a vote of the Board of Directors. The matter designating who or how that vote will be cast may be determined by the parent corporation, company or firm unless circumstances preclude such action, in which case it will be determined by the President or whoever is acting as such at the time.

Section 8. Geographical Representation of Elected Officers and Directors. Geographical representation may be considered in their nomination.

Section 9. Resignation, Removal and Vacancies.

- (a) If an elected or appointed director retires from or relinquishes office or is removed from office for any reason, the vacancy so created shall be

filled immediately by the President in accordance with Section 5 of this article. The newly appointed Director will immediately assume the duties and the term of office of the replaced Director. Geographical representation may be considered when filling vacancies.

- (b) If any person elected shall be found by the Board of Directors to be ineligible to the office to which he/she is elected, or should he/she decline the election, the President shall appoint a member in accordance with Section 5 of this article.

Section 10. Term of Office. Directors may be elected for one year or two year terms in accordance with the procedures established by the Board of Directors. The term of each newly elected Director shall begin at the close of the Annual Meeting at which he/she was elected. Retiring officers shall hold over until their successors are qualified.

Section 11. Regular Board Meetings. The Board of Directors shall hold not less than three (3) scheduled meetings each year, one immediately following the Annual meeting, one during the summer season; and one prior to the Annual Meeting.

Section 12. Special Board Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any ten (10) members of the Board of Directors.

Section 13. Notice of Board Meetings. A minimum of thirty (30) days written notice shall be given for scheduled meetings, and forty-eight (48) hours written notice for special meetings. Notice of a Special Meeting shall contain a statement of the purpose(s) of such meeting and such Special Meeting shall be limited to decisions relating to these matters.

Section 14. Teleconferencing. In an emergency or in accordance with procedures established by the Board of Directors, the President may conduct a meeting of the Board of Directors by teleconference with Chapter offices throughout the State. Participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting.

Section 15. Standards of Conduct for Directors.

- (a) A director shall perform his or her duties, including the duties as a member of a committee: (1) in good faith; (2) with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Chapter.
- (b) In performing his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- i. one or more officers or employees of the Chapter whom the director reasonably believes to be reliable and competent in the matters presented;
 - ii. legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
 - iii. a committee of the Board of which the director is not a member, as to matters within its purview, if the director reasonably believes the committee merits confidence.
- (c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.

Section 16. 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) **Conflict of Interest Defined.**
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.
- (b) **Determination of Substantial and Material Conflict of Interest.**
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.

The Board shall determine if a particular Director has a substantial and material Conflict of Interest under this Section. The issue shall be voted on by the Directors who do not have a Conflict of Interest on the matter to be considered. The Director with a Conflict of Interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the meeting while the

disinterested Directors discuss and vote on the conflict. However, the Director may be counted in determining the presence of a quorum at the meeting at which the Board of Directors considers the matter giving rise to the conflict.

(c) **Disqualification of Director.**

If a majority of the voting Directors votes that a substantial and material Conflict of Interest exists, then the Director shall be disqualified from discussing or voting on the matter in which he or she has a substantial and material Conflict of Interest.

ARTICLE IX - EXECUTIVE BOARD

Section 1. Authority. The Executive Board shall conduct all normal business of the Chapter subject to the instructions of the Board of Directors and in accordance with these Bylaws. The Executive Board may not establish Chapter policy, which is reserved as a responsibility of the Board of Directors. The Executive Board may poll the Board of Directors by telecommunication devices for purposes of instruction or guidance.

Section 2. Members. The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, Contractor-at-Large Representative, and Associate Representative. National Directors will be ex officio members of the board and will have a voice but no vote.

Section 3. Election of Contractor-at-Large Representative. The Contractor-at-Large Representative on the Executive Board shall be elected by the directors each year at the Board of Directors meeting during which Chapter officers are elected. The Contractor-at-Large Representative may not serve more than two consecutive terms.

Section 4. Election of Associate Representative. The Associate Representative on the Executive Board shall be elected by and from the Associate Directors every odd year at the Board of Directors meeting during which the Chapter officers are elected. The Associate Director elected to the Executive Board may not be re-elected to the Executive Board. They may serve one 2-year term on the Executive Board and then must leave the Executive Board for 2-years.

Section 5. Meetings. The Executive Board meets at the call of the President or by two members. It may exercise the powers of the Board of Directors when the Board is not in session, reporting to the Board any action taken. Four members shall constitute a quorum. Members of the Executive Board may participate in the meetings via teleconference.

ARTICLE X - OFFICERS

Section 1. Term. Each elective officer shall take office immediately and serve for a term of one year and until a successor is duly elected and qualified.

Section 2. Vacancies. Vacancies in any office may be filled for the balance of the term thereof by the Directors at any regular or special meeting.

Section 3. President. The President shall be the principal elective officer of the organization, shall preside at meetings of the Association, the Board of Directors and the Executive Board, and shall be a member ex-officio, with right to vote, on all committees except the Nominating Committee. The President shall also, at the Annual meeting of the Association and at such other times as he/she shall deem proper, communicate to the association or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section 4. Vice President. The Vice President shall, in the absence or the inability of the President to act, perform the duties of the President. The Vice President shall assist the President in the administration of the Chapter and perform other duties as required by the Board of Directors.

Section 5. Secretary. The Secretary shall give notice of and attend all meetings of the Association, the Board of Directors and the Executive Board; keep a record of all proceedings; attest to documents and perform such other duties as are usual for such official or as may be duly assigned.

Section 6. Treasurer. The Treasurer shall keep an account of all moneys received and expended for the use of the Association, and shall make disbursements authorized by the Board and approved by the Executive Director and such other officers as the Board may prescribe. The Treasurer shall serve as Chairman of the Finance committee and shall make a report at the annual meeting or when called upon by the President. A review may be allowed upon recommendation of the Finance Committee and approval by the Executive Board, in lieu of an audit. An audit shall be performed no less than every 3 years.

Section 7. Bonding. At the direction of the Board of Directors, any officer or employee of the Association shall furnish, at the expense of the Association, a fidelity bond, in such a sum, as the Board shall prescribe.

ARTICLE XI - EXECUTIVE DIRECTOR AND STAFF

The Executive Board, with the approval of the Board of Directors, shall employ an Executive Director and authorize the employment of such other staff as needed to conduct the business of the Chapter. The Executive Director shall be responsible for the management and execution of programs, activities, and affairs of the Association as established and directed by the Board of Directors.

The Executive Board shall negotiate the salary and conditions of employment of the Executive Director. The Executive Director serves at the pleasure of and is responsible to the Board of Directors.

ARTICLE XII - COMMITTEES

Certain activities and programs of the Association shall be executed by volunteer Committee. The following are standing committees and members shall be appointed on an annual basis as are further defined in the AGC of Alaska Policies & Procedures.

- (a) External Relations Committee
- (b) Internal Affairs Committee
- (c) Finance Committee
- (d) Regulatory Committee
- (e) Political Action & Legislative Committee
- (f) Education, Training & Workforce Development Committee
- (g) Membership Committee
- (h) Events Committee

Section 1. Committee Appointments. The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special, or subcommittees as may be required by the bylaws, the Board, or as the President may find necessary.

Section 2. Authority and Responsibility of Committees. All committees may make recommendations to the Executive Board or the Board of Directors regarding policy and procedural matters within the scope of their responsibilities.

ARTICLE XIII- DUES

Section 1. Assessment. The annual dues for each classification of member to finance the Association's operations and ensure continuity of its services shall be fixed or changed by the Board of Directors. The Board shall establish procedures for the collection of dues.

Section 2. Joint Ventures. The sponsoring company of a joint venture operation will be responsible for preparing the quarterly report and making the dues payment

for the project. If a joint venture consists of an AGC Contractor and an Independent Contractor, the AGC Contractor will be responsible for the quarterly report and payment for the entire venture, regardless of sponsoring.

Section 3. Subsidiaries. If a parent company is an Association member, each of their subsidiaries shall have the option of being voting or nonvoting members. Voting privileges membership require quarterly reporting of construction revenues for work performed in Alaska for dues calculation. If subsidiary voting privileges are not desired, the parent company is responsible for preparing quarterly volume reports and will include all of their subsidiary construction work conducted in Alaska used for dues calculation. If subsidiary voting privileges are desired, each of the subsidiary companies shall be responsible for preparing quarterly volume dues reports for each of those entities' construction work conducted in Alaska.

Section 4. Audit. When deemed necessary, the Board of Directors may require an audit by a Certified or Licensed Public Accountant, of the annual records of members to ascertain total volume of work performed by such members during any calendar year. Cost of each audit will be borne by the offending contractor.

Section 5. Delinquencies. Any delinquencies in the payment of dues will be reported to the Board of Directors by the Treasurer at each meeting of the Board of Directors. When directed by the Board, all Chapter services to delinquent members will be discontinued and membership may be terminated without hearing, provided that any member may request from the Board of Directors an extension of time for payment of dues. An explanation must accompany the request. The Board may grant such extensions subject to any compelling or extenuating circumstances, which may be involved.

ARTICLE XIV - AFFILIATIONS

Upon a two-thirds vote of the full Contractor membership, the Board of Directors may cause this Chapter to withdraw its affiliation with the Associated General Contractors of America.

The Executive Board has the obligation to interface with related entities including:

- (a) Construction Industry Progress Fund (CIPF)
- (b) Alaska Construction Industry Advancement Program (ACIAP)
- (c) Fairbanks Task Force
- (d) Associates Council
- (e) Construction Leadership Council
- (f) Hard Hat Committee

ARTICLE XV - DISSOLUTION

The Chapter is one which does not contemplate pecuniary gain or profit to its members and is organized for non-profit purposes, and no part of any accumulated surplus or net earnings, if any, shall ever inure to the benefit of its members, nor shall any member, former member, suspended member or expelled member have any right to or claim upon any portion of the accumulated surplus or net earnings, if any there should be.

The balance, if any, of all money received by the Chapter from dues from its members or any other source shall be used exclusively to carry out the objectives and purposes for which this Chapter was formed and in the event of dissolution of this Chapter, the assets thereof shall be transferred to such other non-profit activity as may be selected by the Board of Directors unless otherwise provided by law, it being the intention that should there be a dissolution of this Chapter or should it cease to carry out the purposes herein set forth, the property and assets then owned by the Chapter shall never belong to or be distributed to any member, nor shall any 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 this Association to a corporation or association engaged in carrying on a like or similar non-profit purpose, unless otherwise provided by law.

ARTICLE XVI - INDEMNIFICATION

Section 1. Nonderivative Actions. Subject to the provisions of Sections 3, 5 and 6 below, the Chapter shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Chapter) by reason of or arising from the fact that he or she is or was a director or officer of the Chapter, or is or was serving at the request of the Chapter as a director, officer, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise, against costs and expenses (including reasonable attorney's fees) of said suit, action or proceeding, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if (i) he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Chapter and, with respect to any criminal action or proceeding, did not know his or her conduct was unlawful, or (ii) his or her act or omission giving rise to such action, suit or proceeding is ratified, adopted or confirmed by the Chapter or the benefit thereof received by the Chapter. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea for *nolo contendere* or its equivalent, shall not of itself create a presumption, and settlement shall not constitute any evidence that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to be in the best interests of the Chapter and, with respect to any criminal action or proceeding, did not know that his or her conduct was unlawful.

Section 2. Derivative Actions. Subject to the provisions of Section 3, 5 and 6, below, the Chapter shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Chapter to procure a judgment in its favor by reason of or arising from the fact that he or she is or was a director or officer of the Chapter, or is or was serving at the request of the Chapter as a director, officer, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise against costs and expenses (including reasonable attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if (i) he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Chapter, or (ii) his or her act or omission giving rise to such action or suit is ratified, adopted or confirmed by the Chapter or the benefit thereof received by the Chapter; provided, however, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or deliberate misconduct in the performance of his or her duty to the Chapter unless, and only to the extent that, the court in which the action or suit was brought, shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Determination of Right to Indemnification in Certain Cases. Subject to the provisions of Sections 5 and 6 below, indemnification under Sections 1 and 2 of this article automatically shall be made by the Chapter unless it is expressly determined by a majority vote of a quorum of the Board of Directors consisting of directors who were not parties to such action, suit or proceeding, or by a majority vote of the members entitled to vote of the Chapter that indemnification of the person who is or was an officer or director, is or was serving at the request of the Chapter, as an officer, director, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise, is not proper under the circumstances because he or she has not met the applicable standard of conduct set forth in Sections 1 or 2 of this article.

Section 4. Indemnification of Persons Other Than Officers or Directors. In the event of any person not included with the group of persons referred to in Sections 1 or 2 of this article was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding of a type referred to in Sections 1 or 2 of this article by reason of or arising from the fact that he or she is or was an employee or agent of the Chapter, or is or was serving at the request of the Chapter as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, the Board of Directors of the Chapter by a majority vote of a quorum of the Board of Directors (whether or not such quorum consists in whole or in part of directors who were parties to such action, suit or proceeding) or by a majority of the voting members of the Chapter may, but shall not be required to, grant such a person a right of indemnification to the extent described in Sections 1 or 2 of this article as if he or she were an officer or director referred to therein, provided that such person meets the applicable standard of conduct set forth in such sections.

Section 5. Successful Defense. Notwithstanding any other provisions of Sections 1, 2, 3 or 4 of this article, but subject to the provisions of Section 6 below, if a director, officer, employee or agent is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1, 2 or 4 of this article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including reasonable attorney's fees) actually and reasonably incurred by him or her in connection therewith.

Section 6. Condition Precedent to Indemnification Under Sections 1, 2, 4 or 5. Any person who desires to receive the benefits otherwise conferred by Sections 1, 2, 4 or 5 of this article shall notify the Chapter reasonably promptly that he or she has been named as a defendant to an action, suit or proceeding of a type referred to in Sections 1 or 2 and that he or she intends to rely upon the right of indemnification described in Sections 1, 2, 4 or 5 of this article. The notice shall be in writing and mailed via certified mail, return receipt requested, to the president of the Chapter at the executive offices of the Chapter or, in the event the notice is from the president, to the registered agent of the Chapter. Failure to give the notice required hereby shall entitle the Board of Directors of the Chapter by a majority vote of a quorum (consisting of directors who, insofar as indemnity of officers or directors is concerned, were not parties to such action, suit or proceeding, who, insofar as indemnity of employees or agents is concerned, may or may not have been parties) or the members entitled to vote by a majority vote of the voting members of the Chapter to make a determination, in their sole discretion, that such failure was prejudicial to the Chapter under the circumstances and that, therefore, the right to indemnification referred to in Sections 1, 2, 4 or 5 of this article shall be denied in its entirety or reduced in amount.

Section 7. Insurance. At the discretion of the Board of Directors, the Chapter may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability under the provisions of this article.

Section 8. Former Officers and Directors. At the discretion of the Board of Directors, the indemnification provisions of this article or each or any of said provisions individually may be extended to a person who has ceased to be a director, officer, employee or agent and may inure to the benefit of the heirs, executors and administrators of such person.

Section 9. Advance of Expenses. Expenses incurred by any person referred to in Sections 1, 2 or 4 in defending a civil or criminal action or proceeding may be paid by the Chapter in advance of the final disposition of the action or proceeding as

authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the person to repay the amount unless it is ultimately determined that he or she is entitled to be indemnified by the Chapter as authorized in this section.

Section 10. Purpose and Exclusivity. The indemnification referred to in the various sections of this article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law, or equity, agreement, vote of the members of the Board of Directors or otherwise. The purpose of this article is to augment, pursuant to AS 10.06.490(f), AS 10.20.011(14) and the other provisions of AS 10.06.490.

Section 11. Limitation of Liability. If set forth in the Articles of Incorporation, no Director of this Chapter shall have any personal liability to the Chapter for monetary damages for the breach of fiduciary duty as a Director except as provided in AS 10.20.151(d) and (e).

ARTICLE XVII - AMENDMENTS

Proposed changes to amend, alter, or repeal any Article or section of the Bylaws may be introduced at any Annual or Special meeting of the membership. A two-thirds majority of the Contractor membership is required for final approval. If a two-thirds majority of the Contractor membership is not obtained at time of introduction but is favored by a simple majority of those present, the proposal will take the following course:

If a majority of members who are present and voting are in favor of the proposed changes, the Chapter office will forward copies of the proposal to all Contractor members within ten days of the meeting. At the end of thirty days following the Annual or Special meeting, the proposed changes will be considered as adopted and approved, unless at least one-third of the Contractor membership has expressed its opposition in writing.