

**Associated General Contractors of Ohio
CONSTITUTION and BY-LAWS**

**ARTICLE I
NAME**

The name of this association shall be the Associated General Contractors of Ohio (AGC of Ohio), herein referred to as the "Association"

**ARTICLE II
GEOGRAPHIC JURISDICTION**

The geographical jurisdiction of the Association shall be the entire State of Ohio and Kenton, Campbell and Boone Counties in the State of Kentucky and Mercer and Lawrence Counties in the State of Pennsylvania.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of this Association shall be located in Franklin County, Ohio.

**ARTICLE IV
AIMS AND PURPOSES**

SECTION 1. The aims and purposes of this Association shall be as follows:

- a. **Reliability** - To make membership in the Association a reasonable assurance to the public of the Skill, Integrity and Responsibility of its members, and to ensure compliance with established standards of performance and ethics.
- b. **High Standards** – To maintain the highest standards of business conduct in the contracting business and to establish members of the Association in the public mind as contractors who fulfill their obligations in good faith.
- c. **Honorable Dealings** – To provide methods and means whereby members may avail themselves of the greater power of combined effort through the Association, acting as the spokesman for its members, in securing just and honorable dealings with the public which they serve.
- d. **Fair Practices** – To seek correction of injurious, discriminatory or unfair business methods practiced by or against contractors and to protect markets by promoting fair and equitable competition.
- e. **Efficiency and Research** – To encourage economy and efficiency in construction, thereby eliminating waste and reducing construction costs through research and

- through cooperation with other groups carrying on research in construction methods and materials.
- f. **Risk Parity** – To place the business risks assumed by contractors as nearly as possible on a parity with the risks assumed by firms in other production industries.
 - g. **Cooperative Relations** – To promote cordial and cooperative relations between contractors and other groups within the construction industry.
 - h. **Labor Relations** – To foster and promote just and equitable labor relations.
 - i. **Promote Safety** – To promote safe construction operations for the protection of construction workers and the general public by means of education, accident prevention measures and cooperation with insurance companies and government agencies concerned with construction safety.
 - j. **Standard Contract Provisions** – To develop and advocate for fair contract forms and documents so that the respective interests of owners, architects, contractors, other segments of the industry, and the public may be properly protected.
 - k. **Information Exchange**– To provide for the exchange of information on regulations at the federal, state and local levels and for the accumulation and distribution of statistics on such matters as volume of construction, labor supply, wage rates, etc.
 - l. **Education** - To promote educational initiatives that advance the knowledge and skills of construction professionals.
 - m. **Legislative Activity** – To advocate, foster and promote constructive legislation which shall favor the highest aims and purposes of contractors and which shall be in the public interest, and to keep members informed on legislation of interest to the construction industry.
 - n. **Market Development and Public Relations** – To conduct a sound public relations program stressing the role of efficient and economical construction by responsible contractors in the national, state and local economies. This includes promoting the industry's reputation and expanding market opportunities for contractors.
 - o. **Protection and Development of the Industry** To promote and protect the common good of the Construction Industry, including through workforce development activities designed to expand the construction workforce.

SECTION 2. The Association shall be empowered to do all things necessary and incidental to the foregoing specific purposes.

ARTICLE V MEMBERSHIP

SECTION 1. Membership in the Association shall be two classes: (1) General and (2) Affiliate. The qualifications for each class of membership shall be as provided in this Article.

SECTION 2. **General Members.** A General Member is (i) a general contractor, construction manager, design-builder, or functionally equivalent company that regularly assumes the overall risk and responsibility for the construction of an entire project under a prime contract with a project owner, tenant, or similar person, firm, government agency or other entity, or (ii) a

Specialty Contractor hereby defined as a company that regularly assumes the risk and responsibility for the construction of part but not all of a project, typically, but not necessarily under a subcontract with a prime contractor. General Members shall be either individuals, firms or corporations, who have successfully engaged in construction for at least two (2) years prior to applying for membership in the Association (or if a firm or corporation organized within that period, whose executive managers have had at least two (2) years' experience in construction prior to entering such firm or corporation) and who have established a reputation for "Skill, Integrity and Responsibility." Every General member of the Association shall also be a member of the Associated General Contractors of America, Inc.

SECTION 3. Affiliate Members. Only those individuals, firms or corporations of approved standing and responsibility engaged principally in the manufacture and/or sale of materials and/or equipment and/or services used by General Members or otherwise relating to construction, shall be eligible for Affiliate membership. Affiliate members shall be privileged to participate in all discussions and activities of the Association.

SECTION 4. General Members in good standing will have one (1) vote on those matters relating only to the Association. Affiliate Members shall not be entitled to vote.

At any meeting of the members of the Association, each member entitled to vote may vote either in person or by proxy appointed by an instrument in writing subscribed by such member and having a date not more than one (1) year prior to the meeting at which such proxy is used. Proxies shall be filed with the Secretary immediately after such meeting is called to order.

SECTION 5. Any member may invite individuals, firms or corporations having the necessary qualifications for membership to become members of the Association and shall receive and consider all applications for membership. The election to membership of any applicant shall be considered by the Board of Directors and shall require a two-thirds (2/3) favorable vote. A rejected applicant may not renew an application for membership within one (1) year from the date of rejection.

Applications for membership shall be in writing, signed by the applicant, shall contain a description of the applicant's business, and shall declare the applicant's sympathy with the aims and objectives of the Association and by the applicant's agreement to abide by and be bound by the By-Laws of the Association.

Before an application is presented to the Board of Directors, the CEO of the Association shall conduct appropriate due diligence on each application and make a recommendation to the Board of Directors regarding the applicant's suitability for membership. New applicants will be presented to the Board of Directors by an electronic vote that includes the recommendation of the CEO. Any Director may table an applicant for further discussion and a vote by the entire Board at the next Board Meeting. If no Board Member tables the application, then a Membership application will be approved if two-thirds of votes are cast are in favor of the

applicant, provided that at least a quorum of eligible Board Members participate. For the purposes of this section, a quorum is defined as 50% of eligible voting Board Members. Upon approval by the Board of Directors, the applicant shall be notified of their election to membership. The Association shall provide the new member with access to the Association's By-Laws.

Upon notice of election, each applicant shall pay the required dues as assigned by the Board of Directors, pro-rated for the remaining portion of the year, beginning with the next full month after the new member is admitted to the Association. If the applicant fails to pay such dues within a period of thirty (30) days after notice of election, the membership of the applicant may be suspended until payment is received and may, at the option of the Board of Directors, be cancelled, as directed by Board Policy.

SECTION 6. Membership dues of the Association shall be in such amount and paid in such manner as established by the Board of Directors.

SECTION 7. **Suspension and Termination of Membership.** In addition to the foregoing, membership may be suspended or terminated as follows:

a. Resignation of Membership. Any member of the Association may resign at any time for any reason by submitting a written resignation to the Association. Resignation shall be effective upon receipt; however, the member's financial obligations, including any unpaid dues and fees, shall remain in force until settled in full. The Association retains the right to pursue collection of outstanding dues and fees as necessary.

b. Board-Initiated Suspension or Expulsion: The Board of Directors may suspend or expel any member for conduct deemed injurious to the Association, including but not limited to:

1. Non-Payment of Dues
2. Felony Conviction
3. Violation of Association By-Laws or Rules
4. Acts Detrimental to the Association's Reputation or Interests

The integrity of the Association and its members is paramount. Members should report any matter that could reflect negatively on the Association to the CEO and President so that the Board can be notified and give such matter proper consideration.

Removal or Suspension of a membership shall be initiated upon receipt of a written complaint by any Member of the Board of Directors. The accused member shall be given notice of the charges and an opportunity to respond at a hearing before a quorum of the Board of Directors consisting of at least half of the Board of Directors. Notification shall be sent by a

means calculated to provide a return receipt at least fifteen (15) days before the meeting of the Board of Directors. If no return receipt can be obtained, regular U.S. Mail to the member's last known address shall be sufficient notice to the member of removal or suspension proceedings. A two-thirds (2/3) majority vote of the Board members present is required to suspend or expel a member provided that at least a quorum of eligible Board Members participate. For the purposes of this section, a quorum is defined as 50% of eligible voting Board Members.

c. Continuous Financial Obligations. Regardless of membership status, any unpaid dues, fees, or other financial obligations to the Association shall remain enforceable and subject to collection until satisfied in full.

SECTION 9 A General Member of a Division must be a member of the Association. Each General Member must be a member of a Division, except:

- a. If the General Member's work is performed exclusively inside a Division's jurisdictional area which is not being actively serviced by that Division, the General Member may apply to the Association for direct membership: or
- b. If the General Member's work is performed exclusively inside a Division's jurisdictional area and that Division's by-laws preclude such contractor's membership in the Division because of mandatory assignment of bargaining rights or similar labor related matters, the contractor may apply to the Association for direct membership. If the General Member performs work within one or more Division where the General Member is eligible for membership, the General Member must join at least one Division.
- c. Applicants seeking membership under parts (a) or (b) must meet the requirements of Section 2 of this article.

SECTION 11. A member of the Association having labor agreements and having construction operations within the jurisdictional boundaries of a Division other than his home division, should cooperate with and support of such Division in its labor relations program.

ARTICLE VI DISSOLUTION

SECTION 1. Dissolution of the Association may be initiated with the approval of three-fourths (3/4) of the voting members of the Board of Directors. Upon such approval, the question of dissolution, along with any recommendations from the Board, shall be submitted to a vote of the eligible voting members of the Association.

The dissolution proposal shall be distributed to eligible voting members through certified mail, and email, or other reliable electronic means that provide a verifiable record of distribution and

receipt. Voting members must submit their response within fourteen (14) days of receiving the proposal.

The results of the vote shall be tabulated and verified within twenty-one (21) days after the proposal has been distributed to the membership. Verification of the vote shall be conducted by a committee appointed by the Board of Directors.

The proposal for dissolution shall be considered approved if it is supported by a majority of votes cast, provided that at least a quorum of eligible members participate. For the purposes of this section, a quorum is defined as 50% of eligible voting members."

SECTION 2. Upon dissolution of the Association, and after paying or making provisions for the payment of all liabilities, the Board of Directors shall distribute all remaining assets exclusively for the purposes consistent with the mission and objectives of the Association. The assets shall be distributed to one or more organizations that are organized and operated for purposes similar to those of the Association and that qualify as tax-exempt under the applicable provisions of the Internal Revenue Code, such as Section 501(c)(3), Section 501(c)(6), or any corresponding section of future federal tax code.

If no such organization(s) exist or if the applicable tax laws change, the Board of Directors shall have the authority to select a successor organization or organizations that most closely align with the Association's purposes and that qualify as tax-exempt under the then-applicable federal tax law.

In the event that no appropriate organization(s) can be identified by the Board of Directors, or if a court of competent jurisdiction determines that no such organization(s) exist, the remaining assets shall be distributed as determined by the Court of Common Pleas of the county in which the principal office of the Association is located, exclusively for purposes that align with the mission and objectives of the Association.

ARTICLE VII ASSOCIATION EMBLEM

Members in good standing may use the Association emblem, name and address on their stationary, cards, advertising matter, office doors, construction signs and equipment.

ARTICLE VIII MEETING OF MEMBERS

SECTION 1. All meetings of members shall be held at the principal office of the Association, or at other places as shall be fixed by the Board of Directors. Any member meeting may, at the discretion of the CEO for good cause, be held virtually through video conferencing technology.

SECTION 2. The Annual Convention shall be held during the first quarter of each year or at such time and such place as shall be fixed by the President or Board of Directors. Notice of such Annual Convention shall be announced through the Association's website, or by e-mail or such other means as provides reasonable assurance of delivery.

SECTION 3. Special meetings of the members may be called by the Board of Directors, a majority concurring, and must be called by the Board of Directors, upon the written request of not less than one tenth (1/10) of all members authorized by the Articles of Incorporation to vote, which request shall be directed to the Association at its principal office by registered mail, return receipt requested or by package delivery carrier (such as FEDEX or UPS) with return receipt requested. The Board of Directors shall issue a call for a special meeting requested by members as herein provided within seventy-two hours after notification of such request. Notice of time, place and purpose of any special meeting shall be posted on the Association website and sent by e-mail to each member at the address appearing on the records of the Association, at least ten (10) days prior to the date fixed for such meeting.

SECTION 4. The transactions of any meeting of members, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after the regular call and notice if a quorum be present either in person or by proxy and if, whether before or after the meeting, each of the members entitled to vote, not present in person or by proxy, signs a written notice of waiver or consent to the holding of such meeting or an approval of the minutes thereof.

SECTION 5. Except as otherwise provided herein, for the transaction of business at any Membership meeting of the Association, a representative of 50 percent of all General Members in good standing shall be necessary to be present to constitute a quorum. Each General Member shall have a single vote in voting matters before the Membership.

SECTION 6. The Board of Directors may call social meetings of the Association for the discussion of matters of general interest only, which meetings may be followed by a dinner or such entertainment as the Board shall arrange. Due notice of social meetings shall be posted on the Association website, e-mailed or otherwise given by the Secretary, to each member at his address appearing on the records of the Association.

ARTICLE IX DIVISIONS OF THE ASSOCIATION

SECTION 1. The geographic areas represented by Association Building Chapters in effect at the date of the filing of Articles of Incorporation of this Association shall be established as Divisions of this Association. From time to time thereafter and with the approval of any affected Division, the Board of Directors of the Association may create additional geographic Divisions or reduce the number of Divisions within the State of Ohio. The purpose of these Divisions shall be to promote closer and better relations among the members of the Association and between such members and governmental officers, agencies and bodies within their

respective geographical areas. Those General Members by virtue of Section 10. Article V, who are not eligible to become members in a Geographic Division may join the Association directly if approved by the Board. A direct member may remain a direct member without any Divisional affiliation for so long the member does not work within the geographic territory of any Division in which the member is eligible to join.

SECTION 2. Divisions shall be amenable to the Association with regard to the principles and purposes of the Association, but autonomous in the conduct of their Division or local affairs. Divisions and their members shall not represent positions that are inconsistent with those of the Association under the Association Emblem. All Divisions shall comply with these By-Laws.

a. Suspension and Revocation. The Board of Directors may suspend or revoke a Division's status for failure to comply with the By-Laws of the Association, or for any other acts or omissions that the Board of Directors believes to be injurious to the Association or the public. Before the Board of Directors suspends or revokes a Division's status the Division shall be provided the charges in writing, given the opportunity to answer the charges made and to have such charges heard before the Board of Directors. Such Division shall be entitled to due notice of the hearing, which shall be provided in writing. The hearing must be before a quorum of the Board of Directors, consisting of at least fifty percent of the eligible voting Board Members. Upon the vote of two thirds (2/3) or more of the members of the Board of Directors present, such Division may be suspended or revoked from the Association.

b. Effect on Members. If the Association suspends or revokes a Division's status under this Article, then any Member enrolled in the Association exclusively through such Division shall have the opportunity to become a direct member of the Association under and in accordance with these By-Laws.

SECTION 3. The Constitution, By-Laws, Articles and/or Code of Regulations of Chapters which are in effect at the date of the filing of these Articles, shall continue in effect in as far as is appropriate for the conduct of the affairs of the Division. Each Division may from time to time, through the action of its members, adopt a constitution and by-laws and may from time to time, through the action of its' members amend such constitution and by-laws in accordance therewith. Division constitution and by-laws shall in no way conflict with the Constitution and By-Laws of the Association.

ARTICLE X BOARD OF DIRECTORS

SECTION 1. The corporate powers of the Association shall be vested in and executed by a Board of Directors. Directors shall be principal managerial employees of member firms.

The Board of Directors shall be composed as follows:

a. Two (2) Directors from each Division who shall be General Members elected or appointed by the members of such Division. When a Division has fifteen or more General Members that Division will be entitled to one (1) additional Director. Divisions shall stagger the terms of their Directors, with each term being set for two (2) years, beginning with the installation of officers. Any Director selected by the members of each Division shall be elected or appointed at least thirty (30) days before the next meeting at which the Director shall participate. Notification of the persons who are selected as Directors by the members of each Division shall be given in a form of written notice to the Secretary of the Association.

b. The President of the Association may, with the approval of the Board, make two (2) At-Large appointments to the Board. The At-Large Directors shall be recommended by their respective local division. The At-Large Directors shall serve concurrently with the term of the President.

c. Any individual who is employed by a member of the Association and who is a current National Director (Board of Governors) of the AGC of America, Inc.; Any person who is a Director by virtue of this provision is entitled to vote on motions coming before the Board.

d. All Past Presidents of the Association who maintain an active affiliation with the Association shall be an Ex-Officio member of the Board of Directors. Past Presidents shall only be eligible to vote if they have attended at least one regular Board Meeting within the prior 12 months of the date of the action on which a vote is taken.

e. The Board may extend to any current or former Director "Emeritus" status, permitting the Director to attend Board Meetings. Emeritus Directors shall not have voting rights.

f. A Director shall be eligible for re-election or re-appointment, except that a Director who misses three regular meetings during his/her 2-year term shall not be eligible for re-appointment by the Director's Division except where the Division presents adequate justification for the Director's failure to attend meetings, and the Board of Directors approves the re-appointment. For purposes of this paragraph, the Annual Convention is not considered a regular meeting.

g. Notwithstanding any other provision of this Article, each geographic Division that has a member serving the Association as President, 1st Vice President or 2nd Vice President shall be entitled to elect an additional voting member of the Board of Directors, whose term as a Director will be concurrent with each such officer. The President, 1st Vice President and 2nd Vice President shall be Directors at

large. After the election of Association officers, as provided in Article XI, and at least thirty (30) days before the next Board Meeting, any affected Division shall notify the Secretary of the Association of the name and address of the Director selected in accordance with this section.

SECTION 2. a. The two (2) original Directors from any newly formed Division shall serve for terms of one (1) and two (2) years respectively. Thereafter, a Director shall be elected or appointed (in accordance with the Division's constitution and by-laws) each year by each Division to serve for a term of two (2) years.

b. A voting member of the Board of Directors is expected to attend duly called meetings of the Board of Directors, in person. If a Director cannot attend in person, the Director should request excuse as much in advance of the scheduled Board meeting as possible, stating the reason for such request. Excusal requests should be limited to exigent circumstances beyond the Director's reasonable control. In exigent circumstances, the Director may be permitted to attend the Board meeting virtually in the discretion of the Executive Committee.

SECTION 3. The Board of Directors may remove any Director, including any Officer, from the Board of Directors for failure to comply with the By-Laws of the Association, or for any other acts or omissions that the Board of Directors believes to be injurious to the Association or the public.

Before the Board of Directors removes a person from a Board of Directors, the person shall be provided the charges in writing, given the opportunity to answer the charges made and to have such charges heard before the Board of Directors. Such person shall be entitled to due notice of the hearing, which shall be provided in writing at least fifteen days before the Board Meeting considering the Director's removal. The hearing must be before a quorum of the Board of Directors. Upon the vote of two thirds (2/3) or more of the Directors present, such person may be removed from future Board of Director's meetings and shall not be eligible for reappointment by any Division, except with the approval of two thirds (2/3) of the Board of Directors.

SECTION 4.

a. There shall be at least four (4) regular Board Meetings annually of the Board of Directors at the principal office of the Association or at such other place as shall be fixed by the Board of Directors. Notice of such regular meetings shall be posted on the Association website, e-mailed or otherwise given by the Secretary to each member of the Board of Directors at his/her address appearing on the books of the Association, at least five (5) days prior to any such meeting.

b. Special meetings of the Board of Directors may be called at any time by the President of the Association or by any four (4) members of the Board. Notice of special meetings shall be posted on the Association website, e-mailed or otherwise

given by the Secretary to each member of the Board at his/her address appearing on the books of the Association at least five (5) days prior to any such meeting. Whenever possible, special meetings will permit virtual attendance by video conference.

c. The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though had a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meetings, or an approval of the minutes thereof. All such waiver, consents or approvals shall be filed with the corporate records and made part of the minutes.

d. For the transaction of business by the Board of Directors, at least fifty percent (50%) of the Directors eligible to vote (not including Past Presidents) shall be necessary to be present to constitute a quorum.

SECTION 5. a. A vacancy shall be deemed to exist in the Board of Directors in the event of the death, resignation or removal of any appointed Director, or if the Board of Directors creates additional Divisions within the state of Ohio.

b. A vacancy shall also be deemed in the event an appointed Director ceases to be a member of the Association or a principal officer of the corporate member or principal managerial employee of the member firm with which he was affiliated at the time of his/her election to the Board of Directors. If a person who has ceased to be a Director pursuant to this subsection becomes a principal officer or principal managerial employee of another corporate member or member firm in the same Division of the Association prior to the time that the Board of Directors acts to fill such vacancy, s/he shall be eligible for election to the vacancy.

c. Vacancies in the Board of Directors shall be filled by selection of the members of the Division of this Association which had previously selected the Director as to which vacancy exists. Each Director so selected shall serve for the remainder of the unexpired term of his predecessor.

d. Notification of the person elected to fill any vacancy shall be given by e-mail or other form of written notice signed by the Secretary or similar official of the Division and delivered to the Secretary of this Association.

e. If the members of a Division do not, within sixty (60) days after receiving written request from this Association, select a person as a Director of this Association, the remaining members of the Board of Directors may fill such vacancy for such term upon conditions, consistent with the Articles of Incorporation and these Regulations, as said Board, at its discretion, deems advisable. During any period that a vacancy exists on the Board of

Directors of this Association, the remaining Directors shall continue to act with the power and authority of the full board.

f. No reduction in the number of Divisions of this Association shall have the effect of removing a Director prior to the expiration of his/her term of office.

SECTION 6. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing or writings signed by a majority of the Directors. The writing or writings evidencing any such action taken without a meeting shall be filed forthwith with the Secretary who shall insert them into the Association's permanent records or minutes relating to the meetings of the Board of Directors.

SECTION 7. The Board of Directors shall review and approve the annual budget of the Association no later than the end of the first quarter of the fiscal year. The fiscal year of the Association is January 1 through December 31.

ARTICLE XI OFFICERS

SECTION 1. At least sixty (60) days prior to the Annual Convention the current Officers and the most recent Past President shall form a Nominating Committee, with the most recent Past President serving as Chairman. At least thirty (30) days prior to the Annual Convention, the Committee will notify the Secretary in writing of its nomination for the Association Officers enumerated in Section 2 of this article. On receipt of the Committee's list of nominations, it shall be posted on the Association website or e-mailed to each Director and Director elect.

SECTION 2. At the Annual Convention, the Directors shall hold a meeting for the purpose of electing Officers, namely: a President, a 1st Vice President, a 2nd Vice President, a Treasurer, who should be from separate geographical Divisions whenever possible, and a Secretary. To assure a quorum for the election of Officers, proxy voting is permitted under these By-Laws and electronic voting (by e-mail or by other means) may also be permitted through such means as the Secretary reasonably determines. The election of any Officer shall require a plurality of eligible votes cast in the election of Officers.

SECTION 3. The Board of Directors shall have the power to remove any Officer in accordance with Article X and to fill vacancy thereby made.

SECTION 4. The Board of Directors shall employ a Chief Executive Officer (CEO) who bears the responsibility for the day-to-day administration of the Association. The CEO shall be under the immediate direction of the President, and on a regular basis, the CEO shall report directly to the President and the Board of Directors and, as requested, to the Executive Committee.

SECTION 5. The Officers and the most recent Past President shall constitute the Executive Committee of the Association. The Executive Committee shall have the power to act on behalf

of the entire Board whenever, in the Executive Committee's discretion, it is necessary or advisable for it to act without the participation of the entire Board. Such action shall be timely reported to the entire Board.

ARTICLE XII OFFICERS' DUTIES

SECTION 1. a. The Officers of the Association shall have general and active management of the business and affairs of the Association and shall perform such other acts as shall be required by the Board of Directors.

b. The Officers of the Association and the most recent and active president shall be the Executive Committee and shall have full power to act for the Association during interim between meetings of the Board of Directors. The Executive Committee shall meet at the call of the President and shall be subject to instructions of the Board, to which it shall report its actions. The President may conduct a meeting of the Executive Committee by video or telephone conference or similar communications whereby all members participating can hear one another. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

SECTION 2. The President shall preside at all meetings of the members, the Board of Directors and the Executive Committee thereof. The President shall appoint Board Members to the Board's committees and shall be an ex-officio member of all committees.

SECTION 3. The 1st Vice President shall assist the President in the discharge of his duties and shall perform other functions as may be assigned him/her by the President, Executive Committee or the Board of Directors. In the case of absence or indisposition of the President, the 1st Vice President shall perform the duties of the President. If the 1st Vice President so acts, he/she shall have the powers and be subject to all restrictions upon the President.

SECTION 4. The 2nd Vice President shall assist the President and 1st Vice President in the discharge of their duties and shall perform other functions as may be assigned him/her by the President, 1st Vice President, Executive Committee, or Board of Directors. In the case of absence or indisposition of the 1st Vice President, the 2nd Vice President shall perform the duties of the 1st Vice President. If the 2nd Vice President so acts, he shall have the power and be subject to all of the restrictions put upon the 1st Vice President.

SECTION 5. The Treasurer shall be responsible for funds and finances of the Association, including the receipt of all proper dues. The Treasurer shall be responsible for reporting on the financial condition of the Association at all regular Board Meetings. The Treasurer shall assure that all government-required reports are timely filed. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Regulations, or which may be assigned to the Treasurer

from time to time by the Board. All of part of the Treasurer's duties may be delegated to the Chief Executive Officer.

SECTION 6. The Chief Executive Officer ("CEO") shall be the Secretary of the Association and shall be employed by the Board of Directors. As Secretary, the CEO shall give due notice of all meetings of the members of the Board of Directors, take, or cause to be taken, minutes of all such meetings, and make due record of the same. The CEO shall serve at the pleasure of the Board and shall have authority to enter into all contracts, and sign all certificates, deeds, mortgages, bonds, agreements, notes and other instruments to be executed by the Association; hire, fire, promote and manage the performance and compensation of any and all Association employees; and perform such other duties as are determined by the Board. The CEO's compensation will be determined by the Executive Committee. The CEO shall be an appointed, non-elected, officer of the Association. The CEO shall serve on the Board in an ex officio capacity but shall not be counted as part of the specified number of required Board members for quorum or allowed to vote.

ARTICLE XIII ANNUAL REPORTS

The Board of Directors shall make such reports as prescribed by the Board of Directors annually to the Association at the annual meeting.

ARTICLE XIV SPECIAL COMMITTEES

The Board of Directors may create such standing and special committees as are necessary.

ARTICLE XV BONDED EMPLOYEES

All officers and employees handling money on account of the Association shall be bonded in such amount as may be determined by the Board, at the expense of the Association.

ARTICLE XVI LABOR RELATIONS

SECTION 1. There is hereby created a Labor Relations Division (LRD), the purpose of which is to administer and negotiate collective bargaining agreements with labor organizations on behalf of those Members and others who have assigned their bargaining rights to the LRD, designating specific trades for which those rights are assigned.

SECTION 2. Divisions shall retain the right to engage in collective bargaining with labor organizations but may assign such rights to the LRD for the purpose of achieving area wide agreements.

SECTION 3. The LRD, in keeping with the framework established in Sections 1 and 2 of this Article, shall establish by-laws, rules and regulations for its operation and governance. Said by-laws, rules and regulations shall not conflict with the provisions in these AGC of Ohio By-Laws and shall not affect anyone but a member of the LRD.

SECTION 4. The CEO of the Association shall serve as Secretary of the LRD and he/she shall have the authority to assign other employees of the Association to perform tasks to assist the LRD in carrying out its duties.

SECTION 5. The Association shall disseminate to all LRD members and Divisions information regarding labor negotiations and other labor related matters. The LRD's by-laws, rules and regulations shall be reviewed by the Board of Directors upon creation and following any subsequent amendment or modification thereof. Upon request, any Director shall be presented with an updated list of the LRD members designated by specific trades.

SECTION 6. The goals of the LRD shall include but not be limited to the following: To promote unity and stability in the construction industry; To promote economy and efficiency in the use of construction labor and materials; To promote cooperation and communication between bargaining divisions.

ARTICLE XVII AMENDMENT OF BY-LAWS

These By-Laws may be altered, repealed or amended or new By-Laws may be adopted by a majority of the voting members of the Association or by two-thirds (2/3) of the members of the Board of Directors of the Association. Any action by the members of the Association pursuant to this section may be taken either at a meeting of the members or by written ballots obtained through the mail in such manner as the Board of Directors may direct. However, no amendment may deprive a geographic division of its right to bargain with a labor organization without the consent of the division.

ARTICLE XVIII INDEMNIFICATION

To the fullest extent permitted by law, the Association shall indemnify and hold harmless the Association's Directors, Officers and employees (herein the AGC Leadership) against any and all liabilities, costs and expenses (*including attorney's fees and expenses*) that any of the same reasonably incurs (*or that others reasonably incur on their behalf*) in connection with any actual or threatened civil action or proceeding to which he or she becomes or may become a party by reason of any action that he or she actually or allegedly took or omitted in such capacity. The Association shall maintain insurance in such amounts as required by law for the indemnity specified above.

ARTICLE XIX

AUDIT OF ACCOUNTS

The accounts of the Treasurer shall be approved at the regular meetings of the Board of Directors. Independently audited financial statements will be available to the Board of Directors.

ARTICLE XX NOTICE

To the extent not already stated in these By-Laws, any notification required in writing or by mail referenced throughout this document, other than notice by certified mail, may be given via electronic mail (e-mail) to the last known e-mail address provided to the Association by those to whom notice is being served.