

# NUCA of Nebraska Bylaws

## ARTICLE I

### NAME, LOCATION, PURPOSE AND RESTRICTIONS

I - 1. NAME. The name of the Association is the NATIONAL UTILITY CONTRACTORS ASSOCIATION OF NEBRASKA, INC. (the “Association”), a nonprofit corporation incorporated in Nebraska.

I - 2. LOCATION. The registered office of the Association is in the state of Nebraska.

I - 3. PURPOSES. The Association is a nonprofit corporation organized under the Nebraska Nonprofit Corporation Act for the following purposes:

- a) To define, establish, and preserve the identity and common interests of the utility contracting industry.
- b) To promote better relations between members, governmental agencies, other associations, other contractors and suppliers, manufacturers, engineers, and the public.
- c) To disseminate information relative to the industry in which Association members are engaged.
- d) To articulate and advocate the needs and interests of the utility construction industry before legislative, administrative, and judicial branches of local, state, and national governments.
- e) To support or participate in legal actions to the extent and in the manner deemed appropriate in each case, which affect the interests of the utility contracting industry in Nebraska.
- f) To promote ethical practices among members and the general public.
- g) To encourage and educate members on safety in the conduct of work.
- h) To exchange data and information with other trade associations, chambers of commerce, boards of trade, and other organizations engaged in similar activities.
- i) To encourage and provide education of the members in the economical and profitable pursuit of the utility contracting industry in accordance with sound business principles.

I - 4. RESTRICTIONS. All policies and activities of the Association shall be consistent with:

- a) applicable federal, state, and local antitrust, trade regulations and other legal requirements; and
- b) applicable tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its earnings inure to the benefit of any private individual.

I - 5. AFFILIATION. For tax exemption purposes at all times the Association shall be an affiliate, as defined by the Internal Revenue Code, of the National Utility Contractors Association (“NUCA”).

## ARTICLE II MEMBERSHIP

II – 1. MEMBERSHIP QUALIFICATIONS. Membership in the Association is available to firms, entities, or persons involved in, or associated with, the utility construction industry.

II – 2. TYPES OF MEMBERSHIP. There are ~~three~~ five categories of membership in the Association.

a) Contractor Member. A contractor member shall be any person, firm, or entity engaged in the construction and/or rehabilitation of utility systems including, but not limited to, storm sewers, sanitary sewers and drainage, water lines, cables, ducts, conduits, gas lines, tunneling, boring, trenchless construction, treatment systems, pump stations and other utility construction and appurtenances thereof. A person or firm who qualifies for this type of membership is automatically precluded from joining as any other type of member.

b) Associate Member. An associate member shall be any person, firm, or entity involved in the utility construction industry as a supplier of equipment, materials, or services to contractors.

c) Institutional Member. An institutional member shall be any school or government entity involved in the utility construction industry.

d) Specialty Contractor Member. Any person, firm, or corporation that employs labor on the job site, but does not bid or perform any utility construction or excavation work.

e) Affiliate Member. An individual who is an owner or employee of a contractor member, specialty contractor member, institutional member or associate member company whose intention is to be a member of the National Utility Contractors Association of Nebraska (NUCA of Nebraska). Affiliate members do not pay membership dues and do not have voting privileges because they are represented and receive benefits through their employer's association membership.

II – 3. ADMISSION. Membership in the Association commences upon receipt of a signed activation form and the appropriate payment of annual dues. Joint membership in NUCA and the Association is required. Association members shall also be members of NUCA.

II – 4. RIGHTS AND PRIVILEGES OF MEMBERSHIP. The privilege of membership in the Association includes the right to participate in Association activities, secure the services provided by the Association, receive the Association's publications, and publicize such membership, including the use of the Association's logo, so long as the logo is not used in any manner which would adversely reflect on the Association.

Each member (regardless of membership type) shall be entitled to vote at the Annual Membership Meeting.

Only Contractor members may serve as Officers. Contractor, Associate, and Institutional members may serve on committees and the Board of Directors.

If any company or corporate representative shall be elected as an Officer or Director of the Association, the duties of such office shall be performed by the individual so elected and may not be assumed by any other officer or employee of that member's company or corporation.

No member shall have any right or interest in any property or assessments of the Association.

II – 5. DUTIES OF MEMBERSHIP. Each member is obligated to comply with these Bylaws as

well as the policies and any other rules adopted by the Association and to meet all financial obligations to the Association.

Each member is expected to cooperate fully with appropriate officials of the Association with respect to Association matters.

II – 6. RESIGNATION. Any member may resign by filing a written resignation with the Executive Director. Resignation does not relieve a member from liability for dues or other financial obligations to the Association accrued and unpaid as of the date of resignation.

II – 7. TERMINATION OF MEMBERSHIP. Any member may be expelled for reasonable cause by a two-thirds vote of the Board of Directors in attendance at the meeting. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reasonable cause for expulsion, as does conduct which violates these Bylaws as well as the policies and any other rules adopted by the Association. Any member proposed for expulsion for any reason shall be given advance written notice at least fifteen (15) days prior to the effective date of the proposed expulsion, including the reason for the proposed expulsion, and shall have the opportunity to contest the proposed expulsion in writing or in person before the Board of Directors at least five (5) days prior to the effective date of the proposed expulsion, and final written notice of the Board's decision. Members that have been expelled may be eligible for readmission pursuant to policies adopted by the Board of Directors.

### **ARTICLE III** **DUES**

III - 1. DUES RATES. The Budget and Finance Committee shall propose dues rates, which shall be approved by the Executive Committee and submitted to the Board of Directors for ratification. The Executive Committee is authorized to establish payment procedures and penalties where needed.

Dues rates shall be ratified by a majority vote of the Board of Directors in attendance at a duly authorized meeting of the Board.

A current schedule of dues shall be maintained in the Association Policy Manual.

III - 2. BILLINGS. Dues shall be billed annually in advance of December 1 for the following year.

III - 3. MEMBERSHIP LISTS. On an annual basis the Association and NUCA shall exchange rosters of joint members and schedules of dues for all member categories. The Association and NUCA will inform each other of all additions, deletions, or changes to membership during the course of the year.

III - 4. DELINQUENCY. A member is considered delinquent if appropriate dues are not paid within sixty days after the annual dues date of January 1. No member, while delinquent, shall be privileged to vote or be entitled to receive the publications or services of the Association. The Association maintains the right to follow up directly on any dues not paid by January 31.

### **ARTICLE IV**

## **BOARD OF DIRECTORS**

IV - 1. **BOARD OF DIRECTORS.** The governing body of the Association is the Board of Directors, which has the authority and is responsible for the supervision, control, and direction of the Association.

IV - 2. **INITIAL BOARD OF DIRECTORS.** The initial Board of Directors of the Association selected by the Steering Committee of the Association will assume office at the time the Articles of Incorporation of the Association are filed with the Nebraska Secretary of State.

IV - 3. **COMPOSITION OF THE BOARD.** The Board of Directors will be comprised of at least 9 persons but not exceeding 11 persons from member companies. The Board of Directors shall consist of:

- A) The four Officers of the Association;
- B) Up to five but no fewer than three additional Contractor Member Directors;
- C) As many as two Associate/Institutional Member Directors.

IV – 4. **ELECTION AND TERM OF OFFICE.** The election of Directors shall be held at the annual meeting of the Association. Directors shall take office at that time for a term of office of two years. The terms of office of Directors shall be staggered, whereby about half (1/2) of the directors shall be elected each year. Directors may serve consecutive terms.

IV – 5. **MEETINGS.** The Board of Directors shall meet at least once each quarter at whatever time and place it selects.

Special meetings of the Board of Directors may be called by the President and by any two Directors.

IV - 6. **MEETING NOTICES, AGENDAS AND MINUTES.** Meeting notices will be issued a minimum of 10 days in advance of the meeting. A formal agenda will be prepared for each meeting and formal minutes will be prepared and kept on file in the Association's office.

IV - 7. **VOTING.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting duly called except where some other number is required by law or by these Bylaws. Directors may participate in meetings by proxy by authorizing another director to cast the vote that is directed to be cast by the written proxy with respect to particular proposals that are to be voted upon at the meeting. Between meetings of the Board of Directors, questions may be submitted to the Board by alternate means. An affirmative vote of a majority of the Board of Directors received in response to the alternate ballot from not less than one-half of the Board of Directors shall have the same effect as votes at a meeting of the Board, upon the submission of a writing executed by all Directors certifying that appropriate notice of the vote was given, and that all Directors voted, abstained, or failed to vote and no Director demanded that action not be taken without a meeting. Votes shall be counted for not more than 15 days after the vote request. At the 15-day mark, if less than one-half of the Board of Directors has responded affirmatively, the vote fails.

IV – 8. **COMPENSATION.** Directors shall receive no compensation for their services. Out-of-state travel expenses may be reimbursed for travel incurred on the specific request of the President and are reimbursable in accordance with the Policy Manual.

IV – 9. REMOVAL. A Director may be removed for reasonable cause by a two-thirds vote of the members present at a duly called meeting.

IV – 10. VACANCIES. If a vacancy occurs on the Board for any reason, the position may be filled for the unexpired portion of the term by the Board.

IV – 11. MEETINGS BY MEANS OF COMMUNICATION EQUIPMENT. Meetings of Directors may be held through any communication equipment if all persons participating can hear each other.

IV – 12. The President shall preside or arrange for other Officers to preside at each meeting in the following order: Vice President, Secretary/Treasurer, and Immediate Past President. In the absence of the Officers, a chairman chosen by a majority of the Directors shall so preside.

## **ARTICLE V** **OFFICERS**

V - 1. OFFICERS. There shall be four Officers of the Association, consisting of the President, Vice President, Secretary/Treasurer, and Immediate Past President. The Executive Director of the Association shall serve as an ex-officio member of the Board of Directors.

V - 2. QUALIFICATIONS. All officers must be current Contractor Members of the Association in good standing. No person may hold more than one office at a time. Individuals employed by the same member company may not simultaneously hold Officer positions. The President should have served as Vice President during the preceding year. Officer positions are individual positions and cannot be arbitrarily filled by other company members. Additional officer qualifications that do not conflict with these Bylaws shall be included in the Policy Manual.

V - 3. ELECTION AND TERM OF OFFICE. Officers shall be elected at the Annual Membership Meeting, and shall serve a one-year term.

V - 4. COMPENSATION. Officers shall receive no compensation for their services. Out-of-state travel expenses may be reimbursed for travel incurred on the specific request of the President and are reimbursable in accordance with expense reimbursement policies established by the Executive Committee and included in the Policy Manual.

V - 5. VACANCIES. If a vacancy occurs, the position is filled for the remainder of the term by the Board of Directors.

V - 6. REMOVAL. An Officer may be removed for reasonable cause by a two-thirds vote of the Directors present at a duly called meeting.

## **ARTICLE VI** **MEMBERSHIP MEETINGS**

VI - 1. ANNUAL MEMBERSHIP MEETING. The Association shall hold an annual membership meeting at such time and place as selected by the Board of Directors. The meeting shall not conflict with the major NUCA national meetings.

During the annual membership meeting, the regular membership shall participate in the election of Officers and Directors for the ensuing year. The outgoing President shall provide a report on the Association's activities for the previous year, which shall include any bylaws changes for approval by the membership.

VI - 2. SPECIAL MEMBERSHIP MEETINGS. A special membership meeting may be called by the Board of Directors at any time. Any section of the Bylaws applying to the annual membership meeting will also apply to special membership meetings.

VI - 3. MEETING NOTICES, AGENDAS AND MINUTES. The Board of Directors must give Association members 15 days' notice of all membership meetings. The notice must include the place, date, and time of the meeting and an agenda. Formal minutes will be prepared and kept on file in the Association's office.

VI - 4. CONDUCT OF BUSINESS AND QUORUM. All Association business shall be conducted in accordance with the procedures set forth in the most current version of Robert's Rules of Order.

A quorum at the annual membership meeting shall consist of no less than 10 percent of the regular members.

VI - 5. VOTING. Each member of the Association is entitled to cast one vote on any business conducted at the annual membership meeting.

Every member having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such member and delivered to the Secretary at the meeting. Proxies may be delivered by electronic submission.

A majority of members where a quorum is present is necessary to make a decision except where some other number is required by law or by these Bylaws.

No member owing dues or any assessment shall be entitled to vote or cast a proxy vote at the annual membership meeting.

## **ARTICLE VII** **COMMITTEES**

VII - 1. STANDING COMMITTEES. The following shall be standing committees of the Association, established at all times:

a) EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of all Officers of the Association. The President shall serve as Chairman of the Executive Committee.

The Executive Committee manages the programs and governance of the Association and acts on behalf of the Board of Directors when the Board is not in session. The Executive Committee shall conduct the business of the Association related to administrative matters, including the employment of the Executive Director. Any General Counsel shall be appointed or terminated by the Executive Committee.

b) BUDGET AND FINANCE COMMITTEE. The Executive Committee, along with two

additional presidential appointees, shall serve as the Budget and Finance Committee. The Secretary/Treasurer shall serve as Chairman of the Budget and Finance Committee.

Auditors shall be appointed or terminated by the Budget and Finance Committee.

c) **NOMINATING COMMITTEE.** The Nominating Committee shall be comprised of the Immediate Past President, President, Vice President, and two Contractor Members in good standing appointed by the Chairman. The Chairman shall be the Immediate Past President. In the Chairman's absence, the Immediate Past President once removed shall preside. The Nominating Committee shall meet annually to select the slate of Officers and Directors for ratification by the Board of Directors and election by the membership.

**VII - 2. COMMITTEES OTHER THAN STANDING COMMITTEES** may be created by the Executive Committee. Committee Chairmen, Vice Chairmen, and members shall be appointed by the Executive Committee, and the Chairs may select additional members of the committees they chair. Committees shall file reports or minutes as described in the Policy Manual.

**VII - 3. TASK FORCES.** From time to time, issues of consequence may require study and do not fall under the auspices of a committee. In this case, the President may appoint a special Task Force. The time of service for this group is for the length of time required to conduct its study and reports the findings to the Executive Committee and Board of Directors. Once the report is made, the Task Force is dissolved.

## **ARTICLE VIII**

### **AMENDMENTS, RULES, INDEMNIFICATION, FISCAL POLICIES**

**VIII - 1. AMENDMENTS.** Amendments to these Bylaws shall be made with 30 days notice, including a description of the proposed amendments, at the annual membership meeting of the Association and a two-thirds vote of the members in attendance.

**VIII - 2. POLICY MANUAL.** The Executive Committee shall establish rules and policies consistent with these Bylaws. The current version of these rules and policies shall be consolidated into a Policy Manual.

**VIII - 3. INDEMNIFICATION.** The Association shall to the full extent provided by law, indemnify each of its present or former Officers, Directors, employees, consultants, or other agents.

**VIII - 4. FISCAL POLICIES.** The fiscal year for this Association shall be January 1 through December 31.

Bylaws adopted by the NUCA of Nebraska Board of Directors, January 7, 2010.

Amended February 13, 2014.