



# **EASTERN CONTRACTORS ASSOCIATION, INC.**

## **BY-LAWS**

Revised April 23, 1998

Revised April 20, 2006

Revised April 13, 2010

Revised March 11, 2013

### **ARTICLE I: NAME**

This Association shall be known as Eastern Contractors Association, Inc. hereinafter referred to as the Association.

### **ARTICLE II: OBJECTS AND PURPOSES**

1. To promote a spirit of cooperation among all elements of the building industry.
2. To foster ethical practices with a strong sense of fairness to these elements and the public.
3. To provide the means for conducting joint activities beneficial to the construction industry.
4. To provide management labor relations assistance, service, and coordination to signatory members of the Association or to any construction industry employer group in such manner and to such extent as the Association may from time to time determine.

### **ARTICLE III: MEMBERSHIP**

#### **Section I:**

Eligible for membership are companies, corporations, partnerships, individuals, etc. engaged in the construction industry as contractors, subcontractors, suppliers and manufacturers of building materials or those rendering a service thereto in the following categories:

- A. GENERAL CONTRACTORS – Members of the General Contractors Association of Eastern New York.
- B. MECHANICAL TRADES CONTRACTORS – (Electrical, Plumbing, Sprinkler, Heating and Ventilating).
- C. SPECIALTY CONTRACTORS/SUBCONTRACTORS – Members who are engaged in on-site construction in specialties recognized by the Association as an important segment of the construction industry.
- D. SUPPLIER – Members who supply building materials, equipment, and specialties to the construction industry, not engaged in on-site construction.
- E. ASSOCIATION – An association of general contractors, mechanical contractors, subcontractors or suppliers may apply for membership as an "ASSOCIATION" and would be entitled to the same rights and privileges as an individual member if approved by the Board. In the event that an agreement between ECA and a particular association is consummated, membership services and representation on the Board outline in that agreement shall prevail. Membership dues may be paid by the association on behalf of its members.
- F. SERVICE – Members whose field of operations is materials testing, financial institutions, insurance companies, etc. not engaged in on-site construction.
- G. QUALIFICATIONS – No company, corporation, individual, partnership, etc. will be considered for membership in the Association unless it has demonstrated its performance in its classification for a minimum of two years. (This provision may be waived by a majority vote of the Board of Directors). Such application for membership shall also include a reference from an owner, architect, member or other for whom such applicant has performed satisfactory services.
- H. No member shall acquire any interest in the assets of the Association nor shall any membership be transferable.
- I. Any applicant applying for membership in categories A, B, or C in Section I of this Article must be party to one or more collective bargaining agreements within the geographical region served by the Association or one of its Association members.

#### **Section II:**

APPLICANTS – Upon signing an application containing covenants of membership and upon payment of prescribed fees shall automatically become members upon approval of the Board of Directors.

#### **Section III:**

CHANGES – If a member shall materially change its scope of operations or name within the construction industry, it shall so advise the Board of Directors who shall review such changes to determine whether its membership shall be continued or changed. The Board of Directors, by majority vote, shall have authority to suspend and/or terminate the membership of any member found not to be in compliance with the membership By-Laws.

#### **Section IV:**

HONORARIES – The Board of Directors may confer honorary membership in the Association to an individual as recognition for outstanding service to the construction industry. Such honorary member shall be entitled to the privileges of membership as an individual, without the payment of dues; however, shall not be entitled to hold office or have any voice or vote in the affairs of the Association. Such membership shall be rescinded for those who re-enter the construction industry.

#### **Section V:**

##### **TERMINATIONS-SUSPENSIONS-REPRIMANDS**

The Board of Directors shall have the power to reprimand, suspend, or expel any member for conduct which, in the opinion of the Board, is improper or inconsistent with the purposes of the Association, or which the Board otherwise deems injurious to the best interest of the Association. A two-thirds (2/3) vote of the Board of Directors shall be necessary for such action.

#### **Section VI:**

##### **RESIGNATIONS**

A. Any member may resign by filing a written resignation subject to acceptance of the Board of Directors and shall become effective immediately. There shall be no refund of prepaid membership dues of the year the resignation is approved. The resigning member shall be obliged to pay all obligations and other charges accrued up to the effective date. Collective bargaining rights assigned to the Association must be withdrawn prior to December 31 in the year preceding a collective bargaining year if so desired.

B. During periods of labor disputes or negotiations involving the Association, members employing affected trades will be bound by all rules, regulations and obligations of membership and may not resign without Board of Directors approval.

C. Upon the acceptance of a resignation, termination or expulsion of a member, all interest in the assets of the Association of the member resigning or in any manner ceasing to be a member shall be vested in the Association absolutely.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **Section I:**

#### **COMPOSITION –**

The Board of Directors shall be broadly representative of the membership. It shall include representatives of the following general categories: general contractors; specialty contractors/subcontractors; mechanical and electrical contractors; heavy-highway; suppliers; service providers; construction users and other members; organizations representing contractors; and Directors-at-Large. There will normally be no more than two Board members from the same construction group, except for those serving by virtue of their elected office and otherwise as described below, and those who represent categories who have a significant number of members in that group. All officers and directors must be members in good standing of the Association.

Directors-at-large represent the members whose principal places of business are located within the Association's area but outside of the Capital District.

### **Section II:**

The election of members of the Board of Directors shall be in accordance with rules adopted by the Board.

### **Section III:**

**TERM –** Each director shall serve a three-year term. No person shall serve as director for more than two consecutive terms after which service one year or more must pass before such person may again serve as director. As nearly as possible, one-third of the directors shall be designated or appointed annually. If a category of Board membership has more than one director, no more than one-half of that group's directors may change in any one year.

Any director being absent from three consecutive meetings without reasonable cause shall be expelled from the Board of Directors. Such director shall be given an opportunity to appeal their removal from the Board at the next Board meeting.

### **Section IV:**

**VOTING –** The Board of Directors shall consist of directors who represent CIAP contributing employers, who shall vote on all matters, and directors who represent non-CIAP Contributing employers, who shall vote on all matters except those affecting labor relations of CIAP contributors. All matters relating to labor relations of CIAP contributors shall appear on a separate agenda and the quorum for such matters shall be determined solely by a count and a majority of the directors who represent CIAP contributing employers.

### **Section V:**

**VACANCIES –** in case of a vacancy among the elected officers, such vacancy shall be filled for the unexpired term by a majority vote of the Board of Directors.

The Board of Directors shall have the authority to declare vacant the position of any officers or Board member if the individual is not employed by or has retired from an Association member or has been convicted of a felony.

### **Section VI:**

**RESPONSIBILITIES –** The Board of Directors shall have entire jurisdiction over the affairs, property and assets of the Association, and shall have complete charge of its business, and shall be responsible for carrying out the objects and purposes thereof.

### **Section VII:**

**LIMITATIONS –** No officer, committee or member shall contract, incur or render the Association liable in any way unless so authorized by the Board of Directors.

## **ARTICLE V: NOMINATIONS**

### **Section I:**

A Nominating Committee shall be appointed by the Chairman consisting of three members at the January meeting. At the March meeting of the Board of Directors, this Committee shall offer a slate of officers to be voted upon.

## **ARTICLE VI: OFFICERS**

### **Section I:**

**OFFICERS –** The officers of the Association shall be as follows:

- |                  |              |
|------------------|--------------|
| 1. Chairman      | 4. Secretary |
| 2. Vice-Chairman | 5. President |
| 3. Treasurer     |              |

These officers, except for President, shall be elected at the March meeting of the Board of Directors and shall hold office for a period of one year.

The President shall be appointed by the Executive Committee, who shall fix his salary and expenses.

## **ARTICLE VII: DUTIES OF OFFICERS**

### **Section I:**

**CHAIRMAN –** This officer shall have general charge of the affairs of the Association and shall preside at all meetings of the membership, the Board of Directors and the Executive Committee. He shall appoint representatives from the Association membership to committees, trusteeships, advisory councils, boards of other associations, government bodies and labor organizations. He shall perform and discharge the duties usually pertaining to such office and have such other powers and duties as the Board of Directors may prescribe. He shall be ex officio member of all committees, except the nominating committee, with voting rights.

### **Section II:**

**VICE-CHAIRMAN –** This officer shall assist the Chairman in the discharge of his duties and in his absence shall perform those duties.

### **Section III:**

**TREASURER** – This officer shall be responsible for the following: all fees, dues, assessments, all other monies as may be due the Association, and the payment of all obligations. He, together with the Chairman, shall sign all deeds, mortgages, notes, leases and all other financial instruments. He shall submit monthly financial statements of income and expenditures and an annual certified audit to the Board of Directors.

### **Section IV:**

**SECRETARY** – This officer shall attend all meetings of the Board of Directors and the Executive Committee, and be responsible for the records, minutes, votes, official membership lists and all other information which should be officially recorded.

### **Section V:**

**PRESIDENT** – This executive shall have primary responsibility for the implementation of policy established by the Board of Directors and the Executive Committee. He shall be responsible for the day-to-day operation of the Association office, hiring, firing and supervision of all staff in the performance of their duties. He shall work closely with the officers, directors and committees to assist them in the performance of their duties and to provide staff service to them. He shall attend all meetings of the Board of Directors, committees, and any other meetings deemed necessary and desirable. He shall perform all other duties as may be assigned or delegated by the Board of Directors, Executive Committee, or committees. Upon employment, the President shall become an officer of the Association, and a non-voting member of the Board, and shall be an ex-officio member of all committees without a vote.

He shall employ such staff as may be required for the proper performance of his duties with the approval of the Executive Committee and the Board of Directors. He shall be accountable to the Executive Committee and the Board of Directors.

## **ARTICLE VIII: COMMITTEES**

### **Section I:**

**EXECUTIVE COMMITTEE** – This Committee shall consist of the Chairman, Vice-Chairman, Secretary, Treasurer, Immediate Past Chairman and the President and shall have general charge of the affairs and operations of the Association and shall submit recommendations to the Board of Directors on all major business for approval or rejection within the policy thereof.

### **Section II:**

**APPOINTMENTS** – The Chairman shall appoint the Chairman and all members of the following Standing Committees:

- |                       |               |                |                |
|-----------------------|---------------|----------------|----------------|
| 1. Ethics             | 3. Labor      | 5. Negotiating | 7. Legislative |
| 2. Industry Relations | 4. Membership | 6. Programs    |                |

The Chairman may appoint committees from time to time when deemed necessary for the good of the Association.

### **Section III:**

The Ethics Committee shall administer a Code of Ethical Conduct applicable to members of the Association, and shall receive all charges of violations of any kind preferred against any member, and submit these to the Board of Directors for action, with recommendations thereon.

### **Section IV:**

The Industry Relations Committee shall be concerned with problems confronting the construction industry, make analysis and find remedies for the problems thus revealed. They shall seek to improve relations between architects, engineers, contractors, owners, government, labor and the public. They shall submit such recommendations to the Board of Directors as deemed necessary and proper.

### **Section V:**

The Labor Committee shall be composed of the Executive Committee and Chairmen of the Negotiating Committees. They shall establish policy, and coordinate collective bargaining. They shall gather and disseminate information on all labor matters as they affect the construction industry.

### **Section VI:**

The Membership Committee shall receive and investigate all applications for membership and pass upon eligibility. The Committee shall develop contests, promotional programs and engage in other endeavors to encourage membership in the Association.

### **Section VII:**

The Negotiating Committees shall negotiate on-site collective bargaining agreements with those construction trades in contractual relations with the Association. They shall represent the Association in grievances, arbitrations and interpretations of these agreements. The appointment of the chairmen and members of these committees shall be made after consultation with the affiliated trade groups affected. Members of these committees must be in good standing and have assigned bargaining rights to the Association.

### **Section VIII:**

The Programs Committee shall develop programs to foster better relations between all elements of the industry through business meetings and social affairs. They shall encourage active participation of the membership in all Association functions.

### **Section IX:**

The Legislative Committee shall be concerned with legislative matters affecting the construction industry and advancing contractor issues, particularly those effecting signatory contractors.

## **ARTICLE IX: FINANCES – DUES – DELINQUENTS**

### **Section I:**

**DUES** – Membership dues are payable on or before January 31<sup>st</sup> of each year in an amount to be determined by the Board of Directors after receipt of the Executive Committee's budget for the ensuing year, and may vary amongst the different categories of members. Any dues increase shall require a two-thirds (2/3) majority vote of those directors in attendance after proper notice. Any discounts to the annual dues, whether by virtue of subsidiary companies, corporations, partnerships, firms, etc., status, early payment, or any other reasons shall be determined by the Board of Directors.

### **Section II:**

**ASSESSMENTS** – Special assessments for emergency situations may be levied by the Board of Directors upon proper notification of meeting for such purpose.

### **Section III:**

Industry Advancement Funds, as contained in collective bargaining agreements with those trade unions with whom the Association negotiates, shall be collected and disbursed within the restrictions set forth in such collective bargaining agreements. These amounts shall be established by the Executive Committee as determined by the financial need of the construction industry programs.

### **Section IV:**

**BUDGET** – To provide for necessary estimates of expenditures in carrying out the activities of the Association, a yearly budget shall be prepared by the Executive Committee and approved by the Board of Directors. The fiscal year shall be the calendar year, but may be changed by the Board on notice to the membership.

Any appropriation not provided for in the regular budget may be acted upon by the Board of Directors.

### **Section V:**

**DELINQUENTS** – A member of the Association whose dues and obligations are not paid in full by March 31<sup>st</sup> of each year shall be deemed delinquent and shall not be entitled to vote in any of the proceedings or deliberations of the Association or attend meetings until such dues and obligations are paid in full.

Further, any member within the terms of this section shall no longer be entitled to services, benefits, or publications of the Association.

Delinquent members shall be notified in writing that unless its obligations are paid within 30 days of such notice, they will be expelled. After such expulsion, the Association may then take proper steps to collect all delinquent dues and obligations to the date of expulsion. Any delinquent or expelled member may re-establish itself by paying all delinquent dues, obligations, and collection costs, if any, subject to approval of the Board of Directors.

The Board shall have the authority to fix and charge as appropriate fees, interest and/or costs on unpaid amounts due the Association.

## **ARTICLE X: MEETINGS**

### **Section I:**

**BOARD MEETINGS** – Meetings of the Board of Directors shall be held in January, March, June, September and November, at the Board's discretion, and at such times and places as may be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman when, in his opinion, an emergency demands, or upon written request to the Chairman or President by five members of the Board of Directors. A majority of the Board of Directors present, including officers, after proper notice, shall constitute a quorum.

A simple majority vote shall carry except as provided in Article III, Section V Termination, Suspension and Reprimands; Article IX, Section I, Dues; and Article XII, Amendments. Each of these Articles requires a two-thirds (2/3) majority vote of those attending.

### **Section II:**

**EXECUTIVE COMMITTEE MEETINGS** – This Committee shall meet monthly or upon call of the Chairman. After proper notice, a majority present shall constitute a quorum.

### **Section III:**

**ANNUAL MEETING** – The Annual Meeting of the Board of Directors and the membership on a date fixed by the Board of Directors, but not later than the sixth month following the close of the fiscal year. Additional general membership meetings may be held at the call of the Chairman or the Board of Directors. After proper notice, those attending, in person or by proxy, shall constitute a quorum.

### **Section IV:**

**NOTICE OF MEETINGS** – Proper notice wherever used shall mean not less than 14 calendar days nor more than 30 calendar days.

### **Section V:**

**RULES** – "Roberts Rules of Order" shall govern the parliamentary procedure of all meetings, except where they are in conflict with these By-Laws.

## **ARTICLE XI: INDEMNIFICATION OF OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS AND INSURANCE**

### **Section I.**

To the fullest extent authorized or permitted by law, the Association shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that he or she or that person's estate is or was a member of the Board of Directors or officers of the Association, or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Association against judgments, fines, amounts paid in settlement and reasonable costs and expenses, including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein. This provision shall be in addition to, and not in limitation of, any provision in the Certificate of Incorporation or any agreement or resolution providing for indemnification and permitted by law as provided in Section II below.

### **Section II.**

To the fullest extent permitted by law and authorized or permitted by any provision of (i) the Certificate of Incorporation of these By-Laws, or (ii) a resolution of the members, or (iii) a resolution of the Board of Directors, or (iv) an agreement providing for such indemnification, the Association shall indemnify (including advancement of expenses) any person made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he or she or that person's estate is or was a member of the Board of Directors or officer of the Association or serves or served in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Association. The members and/or the Board of Directors are hereby authorized to adopt resolutions regarding such indemnity and expenses, and the Association is hereby authorized to enter into agreements regarding such indemnity and expenses.

### **Section III.**

The Board of Directors may, in its sole discretion, purchase liability insurance to indemnify the members of its Board of Directors, Officers or employees pursuant to the provisions of Section I and II or as otherwise permitted by law.

## **ARTICLE XII: AMENDMENTS**

Proposed amendments to these By-laws shall be forwarded to the President of the Association and by him referred to a Special Committee on By-laws, who shall be appointed by the Chairman, for consideration. Amendments so referred shall be considered by the Committee. They shall then be submitted to the Executive Committee and Board of Directors, after proper notice, together with the approval or disapproval of the Special Committee. If two-thirds (2/3) of the members of the Board of Directors present at such meeting approve an amendment, it shall be submitted to the members at the annual meeting or at a special meeting after proper notice. A majority vote of the members attending, in person or by proxy, the annual or special meeting shall be required to amend these By-laws.

## **ARTICLE XIII: DISSOLUTION**

In the event of dissolution, no assets of the Association shall inure to the benefit of any member, but shall be contributed to other legally established not-for-profit corporations, foundations or charities.

## **ARTICLE XIV: DEFINITIONS AND INTERPRETATIONS**

For the purposes of these By-Laws, unless the context otherwise requires:

- A. Words incorporating the singular shall include the plural and vice versa
- B. Words importing a gender shall include every gender