



# NATIONAL POLICY & PROCEDURES MANUAL

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Revised November 2023

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## **POLICIES, RESOLUTIONS & ADMINISTRATIVE PROCEDURES OF THE ASSOCIATION**

References to the male gender in this manual shall also be representative of the female gender.

Capitalized terms herein shall have the same meaning ascribed to them in the Bylaws.

Items cited as "APPROVED" followed by the date shall indicate a policy, procedure, or resolution being approved by the Board of Directors.

Items cited as "AMENDED" followed by the date shall indicate a policy, procedure, or resolution being amended Board of Directors.

Items cited as "REAFFIRMED" followed by the date shall indicate either an amendment to or motion to strike a policy, procedure, or resolution being considered, but not being approved, by the Board of Directors.

### **Merit Shop Definition**

Merit Shop is a way of doing business in which companies reward employees based on performance and encourage them to reach their highest level of achievement, and in which contracts are awarded based on safety, quality and value, regardless of labor affiliation.

APPROVED BY THE BOARD OF DIRECTORS

NOVEMBER 9, 2010

Bylaws Reference: Article I

### **Antitrust Policy Statement**

Federal laws and many state laws prohibit contracts, combinations, or conspiracies in restraint of trade and unfair competition.

ABC will not condone, by any means, the entering into or the suggestion of entering into any arrangements or understandings that restrain trade or competition, or by any collusive acts that can be interpreted as seeking such ends.

We strongly urge all members to be aware that any such activities violate these laws. We specifically call attention to unlawful practices such as the following:

- A. Boycotting of firms or products through management agreements.
- B. "Courtesy" bidding -- agreeing to price bid to the advantage of any individual firm.
- C. Agreements to fix wages or prices.
- D. Promotion of bid depositories with penalties for violations.
- E. Agreement upon so-called bid preparation fees to be shared among competitive bidders.

- F. Agreements to use exclusively any materials, supplies, or services.
- G. Limitation of markets -- to type, geography, size, or similar carve-outs.
- H. Any agreements to prevent access to markets or supplies.

As an association, we condemn such actions and urge our members to be aware that such violations not only contravene the basic principles of the Merit Shop espoused by our Association, but can entail heavy criminal and civil penalties.

APPROVED BY THE BOARD OF DIRECTORS  
OCTOBER 17, 1984  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 11, 2008  
Bylaws Reference: Article I, Article III

### **Code of Ethics**

Members of Associated Builders and Contractors will strive to observe the following principles in the conduct of their businesses:

- A. Maintain a standard of performance that meets the owner's expectations and fulfills the contractor's obligations.
- B. Quote only realistic prices and completion dates and perform accordingly.
- C. Cooperate to the fullest extent with the architect and/or engineer, and other agents of the owner toward fulfillment of a common goal.
- D. Solicit quotations only from firms with whom they are willing to do business.
- E. Make all payments promptly within the terms of the contract.
- F. Observe and foster the highest standards of safety and working conditions.
- G. Establish realistic wage schedules for employees commensurate with their ability and their industry so that they may enjoy the dignity to which they are entitled.
- H. Actively participate in the training of skilled craft professionals for the future welfare of the Merit Shop industry.

APPROVED BY THE BOARD OF DIRECTORS  
SEPTEMBER 24, 1971  
REAFFIRMED BY THE BOARD OF DIRECTORS  
JUNE 5, 2006  
REAFFIRMED BY THE BOARD OF DIRECTORS  
MARCH 16, 2022  
Bylaws Reference: Article I, Article III

## **Equal Employment Opportunity**

Discrimination based on race, color, religion, sex, age, or national origin is contrary to the law and the spirit of American democracy. Associated Builders and Contractors is open to all firms qualified under the Charter. The Association is opposed to discrimination that sets one individual above another. Further, Associated Builders and Contractors believes that discriminatory practices which deny any individual the opportunity of work or learning skills in the construction industry are legally, economically and morally harmful to our country. The Board of Directors of Associated Builders and Contractors urges all members to take affirmative action to implement these principles of equal employment opportunity which are now embodied in national, state and local laws. Such action includes seeking out, hiring, training, promoting and recognizing all employees on the basis of equality and merit.

The Board of Associated Builders and Contractors supports voluntary affirmative action efforts, as well as effective enforcement of existing equal employment laws. The Association opposes strict hiring quotas that require employers to meet specific percentages of workers from designated trades in their work forces. As such, these percentages ignore the availability of workers skilled in particular trades when, in fact, enough qualified workers from a designated trade do not exist in the construction market. Such quotas present contractors with extraordinary administrative costs and the threat of debarment despite good faith efforts to comply with quota regulations. While the record shows that our members have long been leaders in the employment of minorities and women, it is also clear that much remains to be achieved in hiring, training and upgrading skills as a means of affirmative action.

As a champion of the merit shop philosophy, the Association is committed to promoting a workplace free of sexual harassment, as well as harassment, discrimination, or retaliation based on any basis protected by federal, state, or local laws. The Association stands in opposition to such conduct even if such conduct does not rise to the level of harassment, discrimination, or retaliation as defined by law. To that end, the Association supports the handling of issues of workplace harassment, discrimination, and retaliation consistent with applicable law and without retaliation against any employee who, in good faith, files such a complaint, or participates in a workplace investigation.

APPROVED BY THE BOARD OF DIRECTORS  
APRIL 19, 1986  
AMENDED BY THE BYLAWS & POLICY COMMITTEE  
JUNE 20, 2017  
Bylaws Reference: Article I, Article III

## **Trademarks**

There is a need to ensure that certain trademarks/service marks owned by the Association may be registered, and remain registered, in the United States Patent and Trademark Office, and



that the Marks continue to indicate that the Association and authorized users are sources of high-quality goods and services.

There is a need to ensure that the Association may effectively police against attempts of third parties to use the same or confusingly similar marks in competition with the Association or its authorized users.

Use of the Marks must be properly controlled, to preserve their value, and the Association is the party that is responsible to set quality standards for authorized users and apply them through legitimate control.

Chapters, members, affiliates, and other authorized users should help facilitate the quality control obligations of the Association associated with the Marks. They should supply the Association with specimens of all uses of the Marks, upon request by the Association. Chapters, members, affiliates, and other authorized users should not use the Marks in a way that might tarnish or disparage the positive image of the Association. They should use the Marks in the form and manner prescribed by the Association and must obtain prior written approval from the Association for any alterations of the Marks as prescribed by the Bylaws.

Chapters, members, affiliates and other authorized users should support ownership of the Marks and corresponding registrations/applications in the name of the Association, and do nothing inconsistent with that ownership. They should provide such documentation as might be required to support ownership in the name of the Association. They should not apply to register any of the Marks in their own name, or use confusingly similar or unapproved marks. If such applications become filed, they should be immediately assigned to the Association. Chapters should notify the Association in writing of any unauthorized use of the Marks by third parties of which they become aware. The Association shall have the sole right and discretion to act against potential infringements.

APPROVED BY THE BOARD OF DIRECTORS  
FEBRUARY 27, 2002  
Bylaws Reference: Article II

### **Conflict of Interest**

Associated Builders and Contractors, by virtue of its Bylaws, is committed to “promote confidence and goodwill within the building and construction industry and between this industry and the general public.” As part of this commitment, it is incumbent on the leaders of the Association to be transparent in their dealings with service providers, vendors, competitors, and other leaders of the Association when such dealings may conflict with their role as leaders.

For purposes of this policy, a conflict of interest is defined as any transaction or relationship that presents a conflict between an individual’s obligations to ABC and the individual’s personal,

business, or other interests. This policy applies to the Board, ABC committee members, the ABC President & CEO, and staff.

Those who are covered by this policy shall not act in their leadership capacity in ways that cause them to benefit financially from a decision they make in a leadership capacity, including indirect benefits such as to family members or businesses with which they are closely associated, or otherwise raise questions about their loyalty to ABC. In any matters where there might be a conflict between the interests of the leader and of ABC, the leader should disclose this possible conflict to the group on which he serves and recuse himself from voting on such matters. Furthermore, should any person, volunteer or staff, serving on such a group be aware of a potential conflict of interest that a leader fails to disclose, he must raise the issue to the attention of the entire group.

Staff will make reasonable efforts to obtain information, on an annual basis, from those who are covered as may be necessary to enforce this policy.

APPROVED BY THE BOARD OF DIRECTORS  
MARCH 21, 2007  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 11, 2008  
Bylaws Reference: Article III

## **Financial Policy**

**PURPOSE** - It shall be the purpose of this policy to outline the practices which will govern the financial operation of the Association. This policy has been approved by the Budget & Finance Committee. It shall serve as a guide to the day-to-day operation of the Association. Nothing in this policy shall conflict with the Association's Bylaws.

**ENFORCEMENT** - It shall be the duty and responsibility of the President & CEO to execute the policies under the guidance and direction of the Budget & Finance Committee.

**INSURANCE** - All individuals who are responsible for the intake and expenditure of funds shall be properly insured.

**FUNCTION OF THE BUDGET & FINANCE COMMITTEE** - The function of the Budget & Finance Committee shall be to oversee and advise on all financial matters of the Association, including assistance to the local chapters. In the absence of the Chairman, the Assistant Treasurer should be Vice Chairman of the Committee.

**RESERVE FUND** - Any expenditures from the Reserve Fund shall be approved by the Board of Directors.

**ACCOUNTING PROCEDURAL OUTLINE** - The following accounting procedures and internal controls shall be incorporated into accounting routines and procedures.

A. Budget Control

1. The Treasurer shall periodically, a minimum of six (6) times a year, compare actual budgeted receipts and expenditures and take immediate appropriate action to avoid a year-end deficit.

B. Investments

1. The Budget & Finance Committee shall select an investment manager to advise on investing surplus general funds, as well as segregated designated or restricted funds of the Association. The Executive Committee shall approve the selection of the investment manager and shall approve the investment policy of the Association.
2. Any excess monies from the General Fund and all monies in segregated designated or restricted funds shall be invested in accordance with the Association's investment policy as approved by the Board of Directors.

C. Loans

1. The Association is authorized to borrow monies for operations when required. Any formal borrowing from a financial institution that exceeds \$200,000 but is less than \$500,000 in the aggregate per fiscal year, requires Executive Committee approval. Any formal borrowing from a financial institution that exceeds \$500,000 requires Board approval. However, the Association can borrow money using a margin loan not to exceed 50 percent of the market value of its brokerage investment accounts with the approval and monitoring of the Budget & Finance Committee.

D. Loans to chapters

1. The Association shall make loans to Chapters as follows:
  - a. All requests must be in writing to the Treasurer and be signed by the Chapter Chairman and indicate approval for such request by the Chapter Board.
  - b. A loan application must be completed, showing evidence of attempts to raise funds from other sources, including institutional loans. The Chapter may be subject to an operation and financial review by Executive Committee representatives, including meetings with Chapter officers and Board prior to granting a loan.

- c. All loans shall be assessed an interest rate, to be established at prime, and interest paid shall be returned to the Chapter upon faithful repayment of the loan. If a loan of a Chapter becomes ninety (90) days delinquent, its members will be notified that the loan delinquency will be brought to the attention of the Board at its next regularly scheduled meeting.

E. Accounting Procedures

1. The Association shall operate and maintain its books and ledgers in accordance with Generally Accepted Accounting Principles. The President & CEO and the Treasurer shall ensure that sound internal control procedures are in place, that the Association's assets are adequately protected and that all federal, state, and local reporting and payment requirements are met.

F. Bank Accounts

1. All Association cash shall be maintained in federally insured institutions. Signatories on Association bank accounts shall include the President & CEO or other Staff as the President & CEO may authorize. All checks shall require two (2) signatures.

G. Dues Report

1. Dues reports which are not accompanied by full payment for the members reported cannot be accepted for processing.
2. National dues category will be based on volume of the member firm for the immediate past fiscal year end as reported to the Internal Revenue Service. Each Chapter shall report to the Association the dues category of each member listing the firm's name and volume by category. It is recommended by the Association that the Chapter's dues volume schedule be the same as the Association's since it would greatly facilitate bookkeeping. At a minimum, Chapters will follow the Association's dues categories and membership types outlined in the Bylaws and Policies of the Association.

H. Committee and Board Travel

1. Board transportation and lodging expenses will be reimbursed for the second and third Board meetings of the year. Committee and Board travel expenses will not be reimbursed for meetings held in conjunction with the

first Board meeting of the calendar year. The typical budget contemplates reimbursing National committee members for two meetings per calendar year. Committees are encouraged to hold any additional meetings via commonly used electronic methods.

2. Upon request, Committee and Directors shall be reimbursed for travel at the cost of one round-trip coach or lowest possible airfare. In lieu of airfare, expense reimbursement is available for such alternative transportation costs as rental car and gas, mileage on a personal vehicle or railway ticket which aggregate expense does not exceed the cost of one round-trip airfare. Miscellaneous expenses like food, baggage fees, airport or hotel parking or taxi service are not eligible for reimbursement. Members may also request reimbursement for the cost of a single room for one night not to exceed the rate negotiated by the Association with the event hotel. Under certain circumstances, including but not limited to long distance travel or if a member is required to attend multiple meetings on different days, up to two nights will be reimbursed.
3. All requests for reimbursement must be submitted by completing and signing the appropriate form and sent together with appropriate copies of original receipts within ninety (90) days of the appropriate meeting to be honored.
4. All Directors who attend both the first Board meeting of the calendar year and the subsequent conference will receive a discount on their conference registration fee. The amount of the fee will be determined by Staff.
5. Upon request, the Executive Committee shall be reimbursed air, hotel, registration, and taxi/parking for all meetings the Executive Committee is obligated to attend.

I. Audit Committee

1. The Treasurer and a minimum of three Directors, appointed by the Chairman, shall serve as the Audit Committee.

APPROVED BY THE BOARD OF DIRECTORS  
OCTOBER 17, 1984  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 9, 2010  
AMENDED BY THE BOARD OF DIRECTORS  
March 3, 2015  
AMENDED BY THE BOARD OF DIRECTORS  
JUNE 24, 2015  
AMENDED BY THE BOARD OF DIRECTORS  
JUNE 26, 2018  
Bylaws Reference: Article III

### **National Meetings**

The Association shall hold national meetings annually to provide for the education of the membership in areas of management expertise directed toward improving industry efficiency and the quality of construction and for the better operation of their business and to benefit the public. At the same time, it is recognized that these meetings offer the opportunity to develop leaders within ABC and advance the aims of the Association and the principles of the Merit Shop. In addition to providing education and development opportunities, national meetings will serve to inform federal elected, appointed and regulatory officials, as well as the general public, of the policies, programs and activities of the Association.

APPROVED BY THE BOARD OF DIRECTORS  
JUNE 14, 2011  
Bylaws Reference: Article III.B.4

### **Leadership Institute**

The Association shall hold an Institute each year for the purpose of developing leaders within the Association. Participants will include but not be limited to in-coming Chapter Chairman and Chairman-elect and such other elected officers and Board members, and others identified as potential leaders of the Association.

APPROVED BY THE BOARD OF DIRECTORS  
SEPTEMBER 24, 1971  
AMENDED BY THE BOARD OF DIRECTORS  
JUNE 5, 2006  
REAFFIRMED BY THE BOARD OF DIRECTORS  
JUNE 26, 2018  
Bylaws Reference: Article III.B.4.

## **Records Retention and Destruction of Documents Policy**

No officer, director, employee, or agent of ABC shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter or case. All Staff, volunteers, Board members and outsiders responsible for maintaining ABC records shall comply with record retention guidelines established by the President & CEO (or his designee) for the maintenance, storage and destruction of the Association's documents and records in accordance with applicable law.

APPROVED BY THE BOARD OF DIRECTORS  
FEBRUARY 19, 2005  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 11, 2008  
Bylaws Reference: Article III.B.8

## **Whistleblower Retaliation Prohibition**

No Officer, Director, Staff, or agent of ABC shall take any harmful action with the intent to retaliate against any person, including interference with employment or livelihood, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any offense. Nor will any Officer, Director, Staff, or agent of the Association take any harmful action with intent to retaliate against any Staff or member of the Association for reporting to an appropriate senior management or elected official the suspected misuse, misallocation, or theft of any Association resources.

Consistent with this policy, Staff and volunteers are encouraged to come forward with credible information on illegal practices or violations of adopted policies of ABC by providing such information to the Chairman, the President & CEO, or their designees.

APPROVED BY THE BOARD OF DIRECTORS  
FEBRUARY 19, 2005  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 11, 2008  
Bylaws Reference: Article III.B.8

## **Merit Shop Resources**

The Association shall maintain resources for its members containing facts and aids in the operation of individual businesses consistent with the principles of the "Merit Shop." The President & CEO and Association legal counsel shall update and make available these resources periodically.

APPROVED BY THE BOARD OF DIRECTORS  
MARCH 11, 1992  
AMENDED BY THE BOARD OF DIRECTORS  
OCTOBER 11, 2011  
Bylaws Reference: Article III.B.9

## **Regionalization Plan**

Chapters are grouped into regions based on geography for the purposes of bringing members from various Chapters together to discuss common issues and providing a means for the Executive Committee to represent the interests of the entire Board. The regions are comprised as follows:

### Mid-America Region:

Central Ohio Chapter, Greater Michigan Chapter, Indiana/Kentucky Chapter, Northern Ohio Chapter, Ohio Valley Chapter, Southeastern Michigan Chapter, Western Michigan Chapter

### Mid-Atlantic Region:

Chesapeake Shores Chapter, Cumberland Valley Chapter, Delaware Chapter, Greater Baltimore Chapter, Metro Washington Chapter, Virginia Chapter, West Virginia Chapter

### Midwest Region:

Heart of America Chapter, Illinois Chapter, Iowa Chapter, Minnesota/North Dakota Chapter, Nebraska/South Dakota Chapter, Wisconsin Chapter

### Mountain West Region:

Arizona Builders Alliance, Nevada Chapter, New Mexico Chapter, Rocky Mountain Chapter, Utah Chapter

### Northeast Region:

Connecticut Chapter, Eastern Pennsylvania Chapter, Empire State Chapter, Keystone Chapter, Maine Chapter, Massachusetts Chapter, New Jersey Chapter, New Hampshire/Vermont Chapter, Rhode Island Chapter, Western Pennsylvania Chapter

### Pacific Region:

Alaska Chapter, Central California Chapter, Hawaii Chapter, Inland Pacific Chapter, Northern California Chapter, Pacific Northwest Chapter, San Diego Chapter, Southern California Chapter, Western Washington Chapter



South Central Region:

Arkansas Chapter, Central Texas Chapter, Greater Houston Chapter, New Orleans/Bayou Chapter, Oklahoma Chapter, Pelican Chapter, South Texas Chapter, Southeast Texas Chapter, Texas Coastal Bend Chapter, Texas Gulf Coast Chapter, Texas Mid-Coast Chapter, TEXO Chapter

Southeast Region:

Alabama Chapter, Carolinas Chapter, Central Florida Chapter, Florida East Coast Chapter, Florida First Coast Chapter, Florida Gulf Coast Chapter, Georgia Chapter, Greater Tennessee Chapter, Mississippi Chapter, North Alabama Chapter, North Florida Chapter, West Tennessee Chapter

APPROVED BY THE BOARD OF DIRECTORS

APRIL 21, 1986

AMENDED BY THE BOARD OF DIRECTORS

JUNE 8, 1998

AMENDED BY THE BOARD OF DIRECTORS

NOVEMBER 10, 2006

AMENDED BY THE BOARD OF DIRECTORS

NOVEMBER 13, 2012

AMENDED BY THE BOARD OF DIRECTORS

NOVEMBER 7, 2017

AMENDED BY THE BOARD OF DIRECTORS

NOVEMBER 13, 2018

AMENDED BY THE BOARD OF DIRECTORS

MARCH 16 and JUNE 14, 2022

Bylaws Reference: Article IV.B

## **Affiliates**

Affiliation may be established with independent groups at the discretion of the Board. Where particular Chapter interests are involved, the Chapters concerned shall be consulted prior to any approval of an affiliate agreement.

An affiliate of ABC, through its properly constituted governing body, shall agree to do the following:

- A. Subscribe to the basic principles of the Association as set forth in Article I of the Bylaws.
- B. Agree to work for a legislative program on a state and national basis as expressed in these principles, with special emphasis on the following:
  1. Support of Section 14(b) of the Taft-Hartley Act, as well as promotion and defense of right-to-work laws in several states.

2. Opposition to so-called common situs picketing bills and promotion of strengthening the secondary boycott clauses of the National Labor Relations Act.
  3. Support of legislation designed to bring unions under antitrust laws or legislation with similar anti-monopoly objectives.
  4. Improving administration of the National Labor Relations Act on a more equitable basis, as well as improvement of state labor laws and their administration in fairness to all parties concerned.
  5. Promoting repeal and, short of repeal, more equitable administration of the Davis-Bacon Act and other wage-fixing laws.
- C. It is understood that support of the above-mentioned legislative program will include, where possible, participating in direct legislative testimony, publishing and distributing informative bulletins and using other publicity media, workshops and other public relations techniques. Where available, the affiliate's various advisers and counsel shall assist in promoting the objectives of the Association.
- D. The affiliate will permit the Association to speak for it and its members in the national and state legislative fields in keeping with the declared principles of affiliation only.
- E. The affiliate and the Association shall agree to exchange information through publications, visits, and other means and to consult periodically in areas of mutual interest.
- F. The affiliate shall abstain from using the name of Associated Builders and Contractors, its seal, logo, or abbreviation ABC in any way that implies the Association is responsible for the acts of the affiliate.
- G. The affiliate shall encourage membership at large and regular membership in the Association.
- H. Where practicable in the judgment of the Board, the affiliate may make application to become a bona fide chapter of ABC.
- I. The Association will authorize the affiliate to use its seal with the designation "Affiliate" and agree to consult frequently with a view to promotion of the Merit Shop nationally.

APPROVED BY THE BOARD OF DIRECTORS  
 SEPTEMBER 24, 1971  
 Bylaws Reference: Article IV.B, Article V.A.5

## **Finances – Chapters**

As it is the duty of the Chapter Board to provide sufficient financing to fund properly the Chapter programs, it is also incumbent upon Chapter Chairmen and especially Chapter Treasurers to assume their corporate responsibility for the care of all monies contributed by the members in dues and in other ways. This includes seeing to proper accounting and financial reporting to the Chapter Board in accordance with the Association policy and in compliance with all relevant federal, state or local regulations. It is to be emphasized particularly that accounting controls preclude mismanagement of funds or fraud. An annual audit or review by an independent certified public accountant is required.

APPROVED BY THE BOARD OF DIRECTORS  
DECEMBER 3, 1971

AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 10, 2006

AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 11, 2008

Bylaws Reference: Article V

## **Multiple Memberships or Chapter Only Members**

Before a Chapter offers a multiple membership, also known as a “Chapter only” membership, it must verify a National membership for the company using the same name and membership type. “DBAs” require a separate membership. If a company is a supplier member in one Chapter and a contractor member in another, it must pay national dues as a contractor member. Contractors must pay national dues at their primary chapter and total revenue volume.

A member of the Association may belong to any Chapter it chooses. A multiple-member or Chapter-only member of a Chapter is defined as a Regular Member of the Association who may become a member under the same name in another Chapter to receive services from that Chapter. Any dues or fees for multiple or Chapter-only memberships shall be established between the Chapter and the member.

Neither the Chapter nor the member are required to provide the multiple membership if it is not desired. In the dues renewal process, if the Chapter has a Chapter-only member, the Chapter is required to work with National to verify that National dues are being paid.

Notice is required to be given to the National office if a transfer is made from one Chapter to another. Notice of such change shall accompany the dues report of the receiving Chapter for the month the transfer is made. The National membership must be for the total volume of the company’s business within the United States.

APPROVED BY THE BOARD OF DIRECTORS  
MAY 12, 1972

AMENDED BY THE BOARD OF DIRECTORS  
JUNE 26, 2018  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 14, 2023  
Bylaws Reference: Article V

### **New Member**

A new Member is a firm that has never been a Member of the Association or a former Member that was not dropped in the calendar year that they desire to join.

APPROVED BY THE BOARD OF DIRECTORS  
MARCH 20, 2018  
Bylaws Reference: Article V, Article VIII

### **Reinstatement**

After the drop date of the Association, if the member has not paid their dues, they may pay dues at any time during the calendar year and their membership will be reinstated.

APPROVED BY THE BOARD OF DIRECTORS  
November 14, 2023  
Bylaws Reference: Article V, Article VIII

### **Dues - Proration**

Each New Member must pay the entire annual dues with application for membership, and credit shall be allowed for the next year based on the exact number of months that member received no service during the year of entry, each month being equivalent to one-twelfth of that member's total annual dues, excluding all payments other than Chapter, State and National dues.

APPROVED BY THE BOARD OF DIRECTORS  
MAY 28, 1978  
REAFFIRMED BY THE BOARD OF DIRECTORS  
MARCH 21, 2007  
Bylaws Reference: Article V, Article VIII

### **Dues – Membership Guidance**

The Membership Development Committee shall be responsible for providing guidance to chapters with respect to the details of membership categories and type descriptions so that uniform implementation occurs across the Association and that all members are treated equally. Such guidance may be amended from time to time and will be provided to the Chapters on a regular basis and be available on ABC's website for staff and leaders.

APPROVED BY THE BOARD OF DIRECTORS  
NOVEMBER 14, 2023  
Bylaws Reference: Article V, Article VIII

## Dues - Schedule

The dues of the Association are as follows:

<u>Dues Category</u>		<u>Dues 2022</u>	<u>Dues 2023</u>	<u>Dues 2024</u>
<b>Non-Contractor Members</b>				
1	Associate	\$364	\$382	\$390
2	Supplier	\$364	\$382	\$390
<b>Contractor Members</b>				
4	Under \$500,000	\$312	\$328	\$334
6	\$500,000 to \$1 million	\$458	\$481	\$491
7	>\$1 million to \$3 million	\$697	\$732	\$747
8	>\$3 million to \$6 million	\$1,002	\$1,052	\$1,073
9	>\$6 million to \$10 million	\$1,254	\$1,317	\$1,343
10	>\$10 million to \$20 million	\$1,483	\$1,557	\$1,588
11	>\$20 million to \$50 million	\$1,712	\$1,798	\$1834
12	>\$50 million to \$100 million	\$2,289	\$2,403	\$2,451
13	>\$100 million to \$250 million	\$2,809	\$2,949	\$3,008
14	Over \$250 million	\$3,381	\$3,550	\$3,621
25	Start-up Contractor	\$208	\$218	\$222
90	Member-At-Large	\$364	\$382	\$390

The above is the amount of dues actually remitted to the Association per member. Each Chapter shall collect additional dues for the purpose of paying for its own activities.

Proper billing and collection of dues is the responsibility and duty of each Chapter. Chapters should take the necessary steps and implement an effective system of dues collection to assure that all members pay in accordance with the above schedule.

At the first Board Meeting of the year the Board will consider a two percent dues increase for the following year to allow for incremental adjustments that will keep dues rates current with inflation and standard business operating expense increases. The Board vote on the dues increase each year shall be as outlined in the Bylaws Article V.

APPROVED BY THE BOARD OF DIRECTORS  
JUNE 11, 2013  
AMENDED BY THE BOARD OF DIRECTORS  
FEBRUARY 28, 2017  
AMENDED BY THE BOARD OF DIRECTORS  
MARCH 20, 2018  
REAFFIRMED BY THE BOARD OF DIRECTORS  
MARCH 27, 2019  
REAFFIRMED BY THE BOARD OF DIRECTORS  
JUNE 16, 2020  
REAFFIRMED BY THE BOARD OF DIRECTORS  
MARCH 9, 2021  
AMENDED BY THE BOARD OF DIRECTORS  
MARCH 16, 2022  
AMENDED BY THE BOARD OF DIRECTORS  
MARCH 16, 2023  
Bylaws Reference: Article V, Article VIII

### **Dues - Timely Payment**

Renewal and New Member dues collected by the Chapters shall be received by the National office on or before the 20th of the following month after receipt by the Chapter. Such submissions shall include the required membership dues report. Those Chapters that do not comply with the monthly reporting process for payments will be ineligible for any Chapter recognition, incentives, revenue shares, or awards offered to Chapters from the Association.

Dues payment activities have been found to be an indicator of financial condition. Should monthly dues reported by a Chapter fall more than twenty-five (25) percent below the median derived from reports of all Chapters that Chapter will be considered to be in critical financial condition and shall be subject to an auditing process which may include:

- A. Direct contact with the Chapter's elected leadership by the National elected leadership.

- B. Requirement to provide documentation including bank statements, financial records, dues invoicing documentation, accounting software reports, chapter board meeting minutes and any other relevant records that are requested, within 10 business days.
- C. An audit of the Chapter's membership may be conducted to determine renewal status, when members made payment to the Chapter (or will be paid) or the members' reasons for not renewing.
- D. A Chapter review conducted by the Chapter Development Committee, within 30 days.

Chapters that are determined to be in critical financial condition will be subject to policy provisions requiring monitoring by the Chapter Development Committee and/or subject to the re-chartering process.

APPROVED BY THE BOARD OF DIRECTORS  
 OCTOBER 24, 1998  
 AMENDED BY THE BOARD OF DIRECTORS  
 MARCH 21, 2007  
 AMENDED BY THE BOARD OF DIRECTORS  
 NOVEMBER 11, 2008  
 AMENDED BY THE BOARD OF DIRECTORS  
 OCTOBER 20, 2009  
 AMENDED BY THE BOARD OF DIRECTORS  
 JUNE 26, 2018  
 Bylaws Reference: Article V, Article VIII

**Dues - Policy for Automatic Clearinghouse (ACH)**

Chapters utilizing ACH services to submit monthly dues shall establish financial policies regarding this practice to ensure proper internal financial controls.

APPROVED BY THE BOARD OF DIRECTORS  
 MARCH 20, 2018  
 Bylaws Reference: Article V, Article VIII

**Dues - Construction Legal Rights Foundation and Free Enterprise Alliance**

The funding level for CLRF shall be set at eight percent of dues collected and be reviewed by the Board in the event of a change in National dues.

Beginning in 2020, Funding for the CLRF and FEA shall occur in the normal course of strategic planning and annual budgeting process as described within the Bylaws and Policies of the Association. The annual funding amount will be 6% of National dues for CLRF and 6% for matching funds to FEA.

APPROVED BY THE BOARD OF DIRECTORS  
FEBRUARY 25, 2004  
AMENDED BY THE BOARD OF DIRECTORS  
JUNE 28, 2018  
Bylaws Reference: Article V

### **Dues - Member Dues Invoice Check-off for the Support of the Trimmer Construction Education Fund**

It shall be the policy of the Association that Chapters provide a dues check-off on all member renewal invoices to provide members with an opportunity to donate funds in support of the Trimmer Construction Education Fund.

- A. Chapters will include a check-off box on all Chapter renewal invoices for member dues to allow members to elect to contribute \$100 or more to the Trimmer Construction Education Fund in addition to their dues payment. Such contributions will be treated as dues.
- B. Chapters will submit Trimmer contributions at the time they submit their regular monthly dues. The contribution should be made as a separate check indicating the amount collected for this purpose and made out to the Trimmer Construction Education Fund.
- C. Descriptions on Chapter renewal invoices shall read:  
Additional dues contribution in sponsorship of ABC Chapter's support of the Trimmer Construction Education Fund: \$100

APPROVED BY THE BOARD OF DIRECTORS  
MARCH 3, 2015  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 7, 2017  
Bylaws Reference: Article V

### **Life Member**

A Life Member is an individual retired from an active role in the industry who has contributed outstanding service to the Association. His nomination shall be recommended by his Chapter Board if a Regular Member or by the Executive Committee if a Member-at-Large. Life Member status shall be voted on by the Board.

A Life Member shall have all rights and privileges of a Regular Member, except that he may not hold elected office or serve as a representative on the Board. At the discretion of the Chairman, a Life Member may be appointed to serve on a National Committee in a consultative capacity and be eligible for reimbursement in accordance with current Association policy.



A suitable certificate or plaque shall be prepared and presented to each Life Member, and if practicable, such presentation shall be made at a meeting of the Board or other suitable meeting.

APPROVED BY THE BOARD OF DIRECTORS  
SEPTEMBER 24, 1971  
AMENDED BY THE BOARD OF DIRECTORS  
JUNE 5, 2006  
Bylaws Reference: Article V.A.4

### **Collection of Safety Data**

Collection of safety data from contractor members is an important component of the Association's strategic plan. Therefore, it is the objective of ABC to collect safety data from all contractor members annually. Chapters are encouraged to promote to members the Safety Training Evaluation Process (STEP) and other safety initiatives to provide safety data.

APPROVED BY THE BOARD OF DIRECTORS  
JUNE 10, 2014  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 13, 2018  
Bylaws Reference: Article V.B

### **Magazine**

Each member of the Association is entitled to a fully paid subscription to Construction Executive magazine, published by the Association's wholly-owned subsidiary, ABC Services Corp.

APPROVED BY THE BOARD OF DIRECTORS  
JUNE 8, 1998  
AMENDED BY THE BOARD OF DIRECTORS  
JUNE 5, 2006  
Bylaws Reference: Article V.D

### **Board Responsibilities**

Directors shall:

- A. Attend, at a minimum, two (2) National Board meetings per calendar year.
- B. Report National actions, priorities, and initiatives to the general membership of the Directors' home Chapters and Chapter Boards.
- C. Debate issues before the Board in an open and fair manner while respecting the opinions of other Directors.
- D. Act in the best interest of the Association after the consideration of positions raised during Board debate.

- E. Grow membership.
- F. Participate, to the greatest extent possible, in Association programs, meetings and conferences.
- G. Serve the designated term.

APPROVED BY THE BOARD OF DIRECTORS  
JUNE 14, 2011  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 10, 2015  
Bylaws Reference: VI.A

### **Board Agenda**

To ensure the orderly management of all meetings of the Board a written agenda shall be prepared. The agenda for all regular meetings of the Board shall include the following items:

- A. Prayer or meditation.
- B. Pledge of Allegiance to the Flag.
- C. Reading of the minutes of the previous regular meeting and any special meetings that might have been held since the last regular meeting.
- D. Financial report of the Association and related entities.
- E. Items to be acted on at the meeting as prepared by the Executive Committee.
- F. Other items of business and reports as presented.

Nothing in the written agenda shall prevent the Board from considering any item of business presented by any Director, provided that any proposal requiring a Board vote shall be acted on in accordance with the Bylaws.

APPROVED BY THE BOARD OF DIRECTORS  
OCTOBER 17, 1984  
AMENDED BY THE BOARD OF DIRECTORS  
JUNE 5, 2006  
Bylaws Reference: Article VI.A.4.b

### **Executive Committee Responsibilities**

The Executive Committee shall perform the following functions and duties:

- A. Act as an advisory group to the Chairman.

- B. Implement the strategic plan of the Association.
- C. Assist the Chairman in decisions of an urgent nature requiring action of the Board. The Board shall be immediately notified of said action, and the Board will ratify the acts at the next Board meeting.
- D. Assist the Chairman in decisions of a current or urgent nature not requiring action of the Board, but reporting back to the Board, on these actions.
- E. Assist in the preparation of agendas for meetings of the Board, soliciting input from the Board, providing an open microphone with sufficient time for discussion, encouraging Board participation and use of the open microphone, and ensuring that substantive matters of concern/interest to the Board and the industry come before the Board in a timely fashion.
- F. Assist the Chairman in carrying out the mandates of the Board and ensure that the Association is run in accordance with the Bylaws and approved policies of the Association.
- G. Preserve and protect the principles of the Merit Shop.
- H. Approve the employment of the President & CEO and provide general oversight on operations of the Association.
- I. Approve the budget prior to presentation to the Board.
- J. Review, monthly, a budget with monthly budget compared to actual income and expenses.
- K. Approve budget amendments within Board established limits.
- L. Advise and consent to the appointment of the Treasurer of the Association.
- M. Advise the Chairman in selection of standing and special committee members and respective chairmen of the standing and special committees.
- N. Ensure minutes shall be kept of all meetings of the Executive Committee. Copies of the minutes, excepting executive sessions, will be distributed to the Board with an outline of discussion topics, any recommendations, plans of action with responsible parties, within twenty-five (25) calendar days of the Executive Committee meetings.
- O. Make recommendations to the Board on approval/revocation of Chapter charters.

- P. Review the income, expenses and reserves of the Construction Legal Rights Fund and make recommendations to the Board for future action, as needed.
- Q. Oversee the Strategic Initiatives Fund for the purpose of advancing actions to achieve the goals and objectives within the strategic plan.
- R. Shall serve as liaison to committees as appointed by the Chairman.

APPROVED BY THE BOARD OF DIRECTORS  
JUNE 14, 2011  
AMENDED BY THE BYLAWS & POLICY COMMITTEE  
FEBRUARY 27, 2017  
Bylaws Reference: Article VI.B.2

### **Committee Appointments**

Each year the Chairman shall appoint representative(s) from Members and Chapter staff to the committees of the Association; provided, however, only Members shall be voting members of the committees, unless otherwise noted in the Bylaws.

APPROVED BY THE BOARD OF DIRECTORS  
JUNE 28, 2018  
Bylaws Reference: Article VI.D.

### **Councils**

ABC strives to continuously provide services to its expanding and diverse membership and seeks to promote problem-solving mechanisms among those members with common special trade interests. To assist members working in such trades, the Board hereby directs the Chairman, with the consent of the Executive Committee, to establish Councils as necessary. These Councils shall function as National Committees. They are subject to the same Bylaws and Policies, and they report to the Executive Committee and Board.

A Council's purpose is to serve its industry sector better through the development of services and programs designed to meet the needs of contractors in their field. At no time, however, shall a Council pursue interests on behalf of its sector inconsistent with those of the Association.

General areas of involvement shall be:

- A. Training and education
- B. Program and publication development and review
- C. Regulation, licensing, code and specifications

- D. Convention and exposition programs
- E. Chapter-Councils may be developed at the option of a Chapter. Councils shall support such entities and will lend assistance as needed.

APPROVED BY THE BOARD OF DIRECTORS  
OCTOBER 17, 1984  
AMENDED BY THE BOARD OF DIRECTORS  
MARCH 21, 2007  
Bylaws Reference: Article VI.D.2

### **Pension – Staff**

The Board establishes the ABC Retirement and Savings Plan [401(k)] as the Association's defined contribution plan for Staff and Chapter Staff in participating Chapters.

Governance Structure-Plan Organization:

- A. The Board has established the Retirement Plan Executive Committee (RPEC) whose members are appointed by the Chairman and approved to act on behalf of the Board for the management and oversight of the Plan. Members of the RPEC shall include the following positions:
  - 1. Past National Chair.
  - 2. ABC CEO.
  - 3. ABC CFO.
  - 4. A chapter services representative.
  - 5. A member of the Board's Executive Committee.
  - 6. A minimum of two chapter presidents.
- B. The primary responsibilities of the RPEC include, but are not limited to, the following:
  - 1. Plan sponsor/Settlor decisions and responsibilities.
  - 2. Approve at least one person to be named as a plan trustee.
  - 3. Approve authorized signers for the plan.
  - 4. Define goals & objectives for the plan.
  - 5. Determine appropriate plan provisions.
  - 6. Participate in regular committee meetings with Fiduciary Consulting Group, Inc. (FCG) (who has been appointed as the ERISA 3(16) Plan

Administrator and ERISA 402(a) Named Fiduciary with Discretionary Trustee Responsibilities), ERISA counsel, and the plan's service providers, as prudent and appropriate.

7. Establish and oversee the Retirement Plan Administrative Committee (RPAC).
8. Review activity reports and minutes from the RPAC.
9. Consider and vote on recommendations from FCG, ERISA counsel, or the RPAC.
10. Designate a plan/cyber security officer (SO).
11. Support the marketing efforts of the plan to chapters and association members.

C. The Chairman, in consultation with the RPEC, shall establish and appoint members to the Retirement Plan Advisory Committee (RPAC) which shall include the following positions:

1. A minimum of two members of the RPEC.
2. ABC HR Manager.
3. A chapter services representative.
4. A minimum of two association member representatives.
5. A minimum of two chapter presidents.

D. The primary responsibilities of the RPAC include the following:

1. Support FCG in their plan management and oversight activities.
2. Participate in regular committee meetings with FCG, ERISA counsel, and the plan's service providers, as prudent and appropriate.
3. Provide insight on association member applicants that wish to join the plan.
4. Participate in chapter training and association member meetings conducted by FCG, ERISA counsel, and the plan's service providers.
5. Identify any plan improvement opportunities.
6. Provide committee activities, reports, and minutes to RPEC.
7. Assist in the development and support of the marketing efforts of the plan and its benefits to chapters and association members.

8. Engage with chapters and participating employers as needed by FCG, ERISA counsel, or the plan's service providers.
  9. Serve with absolute loyalty to the plan and participants.
  10. Any other responsibilities assigned by the RPEC and/or FCG, as they deem prudent and appropriate.
- E. The RPEC shall designate a plan/cyber security officer (SO).
- F. The designated plan/cyber security officer (SO) is appointed with the following responsibilities:
1. The SO's primary responsibility will involve oversight of the service providers' compliance with their services agreements as they specifically relate to commercially reasonable cybersecurity standards for handling Confidential Information (CI). Specifically, on an annual basis, the SO will seek to verify that the service providers have:
    - a. Submitted proof of cyber liability insurance coverage.
    - b. Submitted notice of any material changes in their information privacy and security policies, procedures, practices, or staff and/or certified that they have maintained the status quo for the previous twelve (12) months.
    - c. Certified that all their staff, and/or subcontractors with access to Confidential Information, have participated in information privacy and security training in the previous twelve (12) months.
    - d. Submitted a report declaring the number, if any, of security incidents that occurred and are reportable by law over the previous twelve (12) months.
  2. Additionally, the SO must request the following information and any commitments from the service providers that they have:
    - a. Created a Written Security Incident Response Plan ("SIRP") that outlines the roles and responsibilities of all the stakeholders who are involved in incident declaration and response.
    - b. Tested the SIRP on an annual basis.
    - c. Tested their staff after taking the annual information privacy and security training.
  3. Review and Annual Report on the State of Plan Security
    - a. In coordination with the RPAC, the Security Officer will prepare

and present an annual report on the state of plan security to the RPEC.

APPROVED BY THE BOARD OF DIRECTORS  
OCTOBER 17, 1984  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 10, 2006  
AMENDED BY THE BOARD OF DIRECTORS  
JUNE 13, 2023  
Bylaws Reference: Article VII.C

## **Investment Policy**

This Investment Policy Statement outlines the objectives, goals, and guidelines for the investment portfolio of the Association. The objective of the investment program is to enhance the portfolio of the fund through total return (capital appreciation and income) to meet the spending objective of the fund over its time horizon. ABC's primary objective in fund management is long-term real growth of funds after a small contribution from earnings to operations.

### **Roles and Responsibilities:**

A. ABC Budget & Finance Committee

The Budget & Finance Committee (Committee) oversees investments for the benefit of ABC based on a Board-approved Investment Policy Statement (IPS). Subject to the approval of the Committee, an outside Investment Advisor, Investment Manager and Custodian may be engaged to manage funds within the guidelines specified in the IPS.

B. Investment Advisor

The Investment Advisor will provide advice on investment allocation, portfolio risk management and Investment Manager selection. The Investment Advisor may also be called upon to provide feedback to the Committee on the IPS, asset allocation, objectives, guidelines, and constraints.

The Investment Advisor will provide reports, on a monthly basis, that the Committee can review at its determined appropriate interval, including reports showing fund performance net of fees compared to key market indices. Online access to account values and asset holdings will be available.



C. Investment Manager

The Investment Manager has the responsibility of selecting investments within the asset class or category prescribed by the Investment Advisor. The Investment Manager will have full discretion to make all investment decisions for the assets placed under its management, while observing and operating within all policies, guidelines, constraints and philosophies as outlined in this statement and as defined in a prospectus or any other document governing their management of investments.

The Investment Manager must abide by the IPS as provided to them by the Committee and or Investment Advisor Custodian.

D. Custodian

The Custodian will physically (or through agreement with the sub-custodian) maintain possession of securities, owned by the fund, collect dividend and interest payments, redeem maturing securities and effect receipt and delivery following purchases and sales. The Custodian may also perform regular accounting of all assets owned, purchased or sold, as well as movement of assets into and out of fund accounts.

The duties of the Investment Advisor, Investment Manager and Custodian may be performed by the same entity – at the discretion of the Committee. The Committee should monitor that fees charged are consistent with the markets, and all fees reported are transparent and all-inclusive.

Investment Guidelines:

- A. Investment Time Horizon: The time horizon for the fund is long term in nature, and long-term real growth (defined as appreciation in excess of expected inflation) with a small contribution from earnings to ABC operations is of primary consideration.
- B. Risk: The portfolio will utilize a diversified approach to investing with a risk profile that is consistent with the stated purpose and time horizon of the portfolio. Any short-term cash provided by ABC or expected to be drawn upon by ABC will be invested in Treasury securities or similar short-term investments such as money market instruments.
- C. Spending Policy: The ABC portfolio may be used for operating cash consistent with Board-directed budgets. The use of margin borrowing from the investment account is acceptable as permitted in other financial policies approved by the Board.

- D. **Investment Allocation:** The allocation of the fund assets will diversify among different types of investments, geographies, and styles to attain ABC's objectives. The investment allocation parameters are outlined in the Long-Term Strategic Asset Allocation Targets Table below. These parameters are based on the definitions below.
1. **Return-Seeking Assets:** This asset category will be comprised of assets that are expected to generate more growth but also more volatility than cash or bonds. This category may include, but not be limited to, exposure to U.S.: developed international: emerging markets and frontier markets' stocks; large-cap, mid-cap and small-cap stocks and high-yield bonds (U.S., non-U.S., corporate, Treasury and sovereign).
  2. **Risk-Mitigating Assets:** This asset category will be comprised of assets that are expected to provide stability and income, serving to counterbalance the higher volatility of return-seeking assets. This category may include, but not be limited to, exposure to high credit quality, short and intermediate duration bonds (U.S., non-U.S., corporate, Treasury, sovereign and inflation-protected).
  3. **Diversifying Assets:** This asset category will be comprised of assets that are expected to provide diversification against both return-seeking and risk-mitigating assets. This category may include, but not be limited to, exposure to Real Assets (real estate investment trusts, commodity futures and stocks of commodity-producing companies) and diversified hedge funds, including funds of funds.
- E. **Rebalancing:** Inevitably, the investment portfolio will drift from the long-term strategic targets through the normal and imperfectly correlated returns of the various asset categories and classes. This will be remedied in accordance with the internal rebalancing rules of the selected Investment Advisor, which may result in portfolio exposure to an asset category that may be above or below the above stated maximum/minimum target range. Furthermore, cash-flows (contributions, withdrawals) generally should be used to revert toward the target asset allocation, whenever possible. Exceptions to periodic rebalancing may be appropriate or necessary for assets that either are intended to be held as part of a buy-and-hold strategy or are otherwise subject to structural constraints on liquidity, e.g., annual withdrawal or redemption rights, etc.
- F. **Commingled Vehicle Guidelines:** Investments in mutual funds, hedge funds, and other alternative investments and other commingled investment vehicles are permitted, although it is understood that assets invested in such commingled vehicles will be managed solely in accordance with the investment policies,

procedures and guidelines set forth in the prospectus or other relevant document for such commingled vehicle, notwithstanding anything to the contrary set forth in this Statement of Investment Policy.

- G. **Overlay Portfolios:** Within the investments described in the Long-Term Strategic Asset Allocation Targets Table, investments are permitted on an account-by-account basis in funds designed to manage the overall portfolio’s short-term risk and mitigate the effect of extreme outcomes. The Investment Manager will provide the offering document(s) for any such portfolios and other related disclosures before purchasing such investments.

In extreme cases, the investments in such portfolios may cause the fund’s overall exposure to return-seeking, risk-mitigating, and diversifying asset categories and classes to vary from the target allocations specified by the Long-Term Strategic Asset Allocation Targets Table.

Long-Term Strategic Asset Allocation Targets Table:

<u>Asset Category</u>	<u>Target Asset Allocation Exposure*</u>	<u>Allowable Range</u>
Return-Seeking Assets	55%	40% – 70%
Risk-Mitigating Assets	35%	20% – 50%
Diversifying Assets	10%	0% – 20%
Total	100%	

\*Includes use of Dynamic Asset Allocation

APPROVED BY THE BOARD OF DIRECTORS  
 JULY 16, 1994  
 AMENDED BY THE BOARD OF DIRECTORS  
 NOVEMBER 8, 1997  
 AMENDED BY THE BOARD OF DIRECTORS  
 NOVEMBER 11, 2008  
 AMENDED BY THE BOARD OF DIRECTORS  
 JUNE 22, 2016  
 Bylaw Reference: Article VIII

**Reserve Fund**

The Board establishes a Reserve Fund with an annual contribution of \$5 per member to be expended at the discretion of the Board. The amount of the sum to be set aside may be changed from time to time by the Board.

APPROVED BY THE BOARD OF DIRECTORS  
 MARCH 1988  
 AMENDED BY THE BOARD OF DIRECTORS  
 NOVEMBER 10, 2006  
 Bylaw Reference: Article VIII.A.1.d(1)

## **Indemnification of Association**

To protect the Association and its members from undue exposure to liability, and in exchange for the use of the Association name and/or any other Association services by Association affiliates and/or related insurance trusts providing group accident, health or life insurance or other similar programs offered to members, the Association shall take appropriate steps to obtain indemnification from any such affiliate and/or related trust with regard to claims arising out of such programs, to the fullest extent permitted by applicable law.

APPROVED BY THE BOARD OF DIRECTORS

JUNE 22, 1987

AMENDED BY THE BOARD OF DIRECTORS

NOVEMBER 10, 2006

Bylaws Reference: Article IX

## **State Organizations**

National officers and the Board should encourage the formation of state or regional organizations for coordinating state or regional legislative activities and any other reasonable activities which promote the Merit Shop Principles which are judged by the Chapters within the state or region as being better served at a state or regional level. (A "region" as defined herein would be comprised of two or more contiguous entire states.)

When two-thirds of the Chapters within a state or region agree to form such an organization, they shall request a charter from the Board. As new Chapters are chartered within the area, they may become members of the organization.

Such state or regional organizations shall submit a set of bylaws for approval by the Association. The bylaws shall include but not be limited to provisions for:

- A. Representation of each Chapter that is a member of the state or regional organization.
- B. Consent on all matters and activities to be undertaken.
- C. A viable means of financing activities and programs.
- D. A reasonable organizational structure of officers, directors and staff (if deemed advisable) to achieve programs, indicating minimal schedule of meetings anticipated to conduct the business of the state or regional organization.

State organizations shall adhere to the Bylaws and Policies and provide reports as requested by the Executive Committee.

APPROVED BY THE BOARD OF DIRECTORS  
JANUARY 21, 1980  
AMENDED BY THE BOARD OF DIRECTORS  
JUNE 26, 2018  
Bylaws Reference: Article XI

## **Chapters - Establishment & Governance**

### A. Chapters-In-formation

Per Article XII, Sections A and B of the Bylaws, the Executive Committee may designate a group of Members-at-Large, part of an existing Chapter(s), or an existing organization as a Chapter-in- Formation. The Chapter Development Committee shall encourage the establishment of Chapters-in- Formation and see to their proper formation and presentation for chartering. To be considered as a Chapter-in-Formation, the group shall engage in the following procedure:

1. Create a steering committee of the Chapter-in-Formation to see to its proper formation and presentation for chartering.
2. Prior to seeking Chapter-in- Formation status, the steering committee shall, at least thirty (30) days before a meeting of the Chapter Development Committee, submit a document in evidence of sufficient financial, leadership and operational stability. The steering committee will have representatives at the next scheduled Chapter Development Committee meeting to support its request for designation as a Chapter-in-Formation. There shall be no reimbursement for their expenses.
3. In the interim, Staff shall have prepared and distributed to the Chapter Development Committee a detailed recommendation at least ten (10) days prior to the meeting.
4. At the meeting, the Chapter Development Committee shall review the information provided. If the Committee agrees Chapter-in- Formation status should be granted, the Committee will present a written report to the Executive Committee certifying that the group has met the criteria for Chapter-in- Formation status. The Executive Committee will then vote on granting Chapter-in- Formation status. The criteria which must be met are:
  - a. The organization shall submit the following documents as evidence of sufficient financial stability:
    1. A proposed balanced budget.

2. A dues schedule.
  3. A complete list of dues paid members, of which at least 35 must be contractor members.
  4. A market feasibility study including:
    - I. Population of jurisdiction.
    - II. Number of contractors by trade (if possible).
    - III. A statement of growth potential.
    - IV. Major industry(ies).
  5. Documentation that the proper registration has been filed with the state(s) within its boundaries.
- b. The organization shall submit the following documents as evidence of sufficient leadership stability:
1. Evidence of a functioning Chapter Executive Committee to include a Chapter Chairman, Chapter Vice Chairman, Chapter Secretary and Chapter Treasurer and other equivalent titles.
  2. Evidence of at least the following committees: Nominating, Audit, Membership, Legislative, and Budget & Finance.
  3. Documentation of the appointment of a Chapter labor attorney.
  4. A plan of action setting forth goals and a timetable to become a Chapter within two years and six months of designation as a Chapter-in-Formation.
- c. The organization shall submit the following documents as evidence of sufficient operational stability:
1. Bylaws for review by the legal counsel of the Association.
  2. A proposed membership application.
  3. A proposed service area.

4. A plan to achieve the Chapter membership requirements.
5. An existing organization, not subservient to any other group, may be likewise designated as a Chapter-in-Formation, provided it meets the foregoing criteria with approval of the Executive Committee.
6. The Chapter-in-Formation shall collect dues from its membership and remit dues to the Association in accordance with Article V.D.I of the Bylaws.
7. The Chapter-in-Formation shall also be required to submit periodic reports to the Association as set forth in this policy statement.
8. A Chapter-in-Formation may exist up to three years. Within two years and six months of designation it shall do one of the following:
  - a. Petition the Chapter Development Committee for a charter as a Chapter, or
  - b. Notify the Executive Committee it wishes to return to its former status, or
  - c. Request, with cause, one additional year of in-formation status. Executive Committee action regarding the request shall be final.

In the absence of notification as stated in (b) or (c) above, in-formation status will be discontinued and members with dues paid will revert to Member-at-Large status or be incorporated into an existing Chapter.

#### B. Chartering of Chapters

When a Chapter-in-Formation has reached the proper stage for chartering as a Chapter, it shall petition the Chapter Development Committee for such designation as outlined in Article XII of the Bylaws.

The Chapter Development Committee will review the materials the Chapter-in-Formation provides to demonstrate that it has met the criteria for chartering. Upon successful demonstration of meeting such criteria, the Chapter Development Committee will recommend to the Executive Committee that they recommend the group for chartering. Per the Bylaws, following a recommendation from the Executive Committee, the Board may by a two-thirds vote grant a Chapter Charter to a Chapter-in-Formation or other group desiring Chapter status. The criteria for achieving Chapter status are:

1. Finance & Management

- a. Maintain a 12-month balanced combined budget of no less than \$350,000 in gross revenue, including National dues, for Chapter and affiliated benefit and educational entities with detail by activity, including staffing and operating expenses based on the full accrual accounting method.
- b. Have a minimum of 100 members, 80 of which must be National and 60 of which must be contractors. Chapter should be able to provide the following information for all members:
  1. Company name.
  2. Company address, telephone and fax numbers, email addresses and website information.
  3. Volume, category, and trade classification.
- c. Use a dues schedule consistent with Association policies as outlined in the Dues Schedule Policy. Revenue-based dues categories will be determined by the gross revenue for the immediate past fiscal year. As outlined in the Financial Policy section of this manual, the National dues category will be based on volume of the National member firm for the immediate past fiscal year end as reported to the Internal Revenue Service.
- d. Maintain a fidelity bond or honesty policy of at least \$25,000; Association Professional Liability Insurance of at least \$500,000; and general liability coverage of at least \$100,000.
- e. Maintain a minimum \$35,000 in unrestricted net assets (total assets minus total liabilities).
- f. Provide updated market feasibility study as described in accordance with Chapters-in-Formation Section 4.A.iv.
- g. Provide quarterly and annual balance sheet and statements of income and expenses.
- h. The Chapter Board has the duty to assure adequate funds for the operation of the chapter. No fund-raising activities shall be carried out that could tend to violate the overall tax-exempt status of the Association.



- i. The Chapter Board is responsible for requiring the preparation of an annual budget for the operation of the Chapter.
- j. Demonstrate that the Chapter elected officers assume their corporate responsibilities for the care of all monies contributed by the members in dues and in other ways.
- k. Ensure elected officers, especially the Chapter Treasurer, follow proper accounting and financial reporting to the Chapter Board in accordance with Association Policy and in compliance with all relevant federal, state, or local regulations. Accounting controls shall be such as to preclude mismanagement of funds or fraud.
- l. Perform an annual audit or review by an independent certified public accountant as required by Association policy. The annual audit or review must be completed by September 30th of the following year and submitted with the third quarter Quarterly Report.
- m. Chapters must operate and maintain their finances in accordance with Generally Accepted Accounting Principles.
- n. Following the departure of a Chapter President and CEO it is encouraged that the Chapter perform a full financial audit for that calendar year. Such audit will require the review of internal controls and provide for testing of financial processes. Should a Chapter demonstrate that they are unable to afford such audit, the Association will provide a grant to the Chapter for this purpose.
- o. Chapters shall adopt policies addressing Whistleblower, Document Retention, Sexual Harassment, Antitrust, Non-Discrimination, Conflict of Interest, Invoicing and Receivables, Reserves, Investments, and Internal Financial Controls.

2. Governance—Chapter Board

- a. The Chapter Board serves as the governing body of the Chapter.
- b. The Chapter Board shall consist of not less than eight (8) members including the elected officers of the Chapter.
- c. The Chapter Board shall meet regularly, at least six times per year, a minimum of once per quarter.

- d. A quorum shall be defined as a majority of the Chapter Board.
- e. The Chapter Chairman must have the ability to call a special meeting of the Chapter Board at the discretion of a majority of the Chapter Board.
- f. Any member in good standing shall be eligible to serve on the Chapter Board. The entire membership for the Chapter shall be eligible to vote in the election for the Chapter Board.
- g. The Chapter bylaws shall require staggered terms of the members of the Chapter Board to ensure continuity of experienced membership of the Chapter Board.
- h. Chapter Board members may be removed by a two-thirds vote of the Chapter Board.
- i. A written agenda shall be prepared for all meetings of the Chapter Board. The agendas of regular meetings of the Chapter Board shall include at a minimum the following items:
  - 1. Approval of the minutes from the previous meeting.
  - 2. Financial report of the Chapter.
  - 3. Communications from the Association.
  - 4. Reports on actions of the Chapter Executive Committee and Chapter Board.

3. Governance—Elected Officers

- a. The elected officers of each Chapter are defined as Chapter Chairman, Chapter Vice Chairman, Chapter Secretary, Chapter Treasurer, and such additional officers desired by the Chapter.
- b. Election of officers, including the ability of an officer to serve successive terms, shall be determined by the Chapter bylaws.
- c. To maintain his position of counsel to the Chapter, neither the Chapter attorney or Chapter labor attorney, nor anyone from their firms, may serve as an elected officer, of the Chapter, or any Chapter-affiliated organization.

- d. Persons, or members of their firm, responsible for maintaining financial records and the bookkeeping of the Chapter finances may not serve on the Chapter Board.
- e. Neither the Chapter Treasurer, nor members of his firm, shall provide bookkeeping services to the Chapter.
- f. The Chapter Chairman shall appoint the following standing committees: Nominating, Audit, Membership, Legislative, and Budget & Finance. These shall be required committees. The Chapter Chairman at his discretion may appoint additional committees necessary for the activities of the Chapter.

4. Operational Stability

- a. The Chapter Board shall employ a President and CEO competent to carry out the day-to-day activities of the Chapter, as well as capable of providing the leadership necessary to fulfill the strategic vision, mission and goals of the Chapter and the Association.
  - 1. The Chapter President & CEO shall participate in the orientation and training program provided by the Association.
  - 2. The Chapter Boards of Directors are requested to budget necessary funds for their Chapter President & CEO to participate in the annual Presidents' Management Conference.
  - 3. The Chapter President & CEO shall have a written job description, including management responsibilities, operation of the Chapter within the approved budget, compensation, and benefits. The Chapter Executive Committee will perform an initial written evaluation of any new Chapter President & CEO at 90 days from date of employment and annually thereafter.

Chapters shall:

- a. Engage legal counsel and a Certified Public Accountant with non-profit experience.

- b. Ensure that actions taken or documents to be utilized by the Chapter do not conflict with or are in any way inconsistent with the Bylaws and Policies of the Association or its tax-exempt status. No amendment shall be made to the Chapter Bylaws without prior written consent of the Association.
- c. Have the Chapter's National Board representatives, or their proxies, attend all National Board meetings.
  - 1. At the Chairman's discretion, absence of the Chapter's National Board representative(s), or their proxies, may be excused.
- d. Submit annually an updated strategic plan in alignment with the Association strategic plan.
- e. Submit Chapter bylaws and Articles of Incorporation to Association Legal Counsel for approval. All amendments must be approved in the same manner. Chapter bylaws must be reviewed on a regular basis, at least in conjunction with Chapter accreditation.
- f. Provide membership application and samples of trademark use.
- g. Adhere to the defined chartered service area.
- h. Not subservient to any other group or entity and its staff shall not be subservient to any other group or entity.
- i. Not enter into agreements with other organizations which will diminish the position of ABC or otherwise change the purpose to advocate and deliver services on behalf of the Merit Shop construction industry.
- j. Submit monthly dues statements to the Association in accordance with Association Policy.
- k. During the first 12 months, submit monthly Chapter Board minutes, monthly income statements and balance sheets to National no later than 10 days following the Chapter Board meeting. Chapter Board materials and financial statements must be maintained at the Chapter and may be requested per Association Policy.

- I. Comply with requests for reports as outlined in the Association Policies and providing in a reasonable and timely manner.
- m. Comply with the trademark requirements and the National Graphics Standards Manual.

C. Chartered Chapters

Chartered Chapters of the Association will continue to meet all criteria outlined above in the Chartering of Chapters section of this policy. Chapters in violation of the Bylaws and Policies of the Association may be ineligible for recognition, awards, incentives, or revenue shares if voted so by the Executive Committee.

APPROVED BY THE BOARD OF DIRECTORS  
AUGUST 4, 1983

AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 11, 2008

AMENDED BY THE BOARD OF DIRECTORS  
JUNE 14, 2011

AMENDED BY THE BOARD OF DIRECTORS  
JULY 9, 2012

AMENDED BY THE BOARD OF DIRECTORS  
JUNE 10, 2014

AMENDED BY THE BOARD OF DIRECTORS  
JUNE 26, 2018

AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 13, 2018

AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 10, 2020

Bylaws Reference: Article XII

### **Chapter Accreditation**

The Chapter Accreditation program sets benchmarks for exemplary Chapter management practices and provides Chapters with an evaluation process to provide guidance in improving performance. These benchmarking and evaluation processes provide a road map to assist Chapters in becoming superior full-service Chapters.

The Chapter Accreditation program is overseen by the Chapter Development Committee and measures chapter management, financial management, leadership development, chapter structure, membership activity, programs & services, and National meeting attendance.

- A. Chapters receive one of four designations dependent on the number of points accumulated in the scoring process. The designations are:
  - 1. High Performing Level Chapter Accreditation—valid for four years.

2. Accredited Level Chapter Accreditation—valid for three years.
3. Merit Level Chapter Accreditation—valid for two years.
4. Chapter Level Accreditation—valid for one year.

Chapters that do not meet any of these four levels will be referred to the Chapter Development Committee. The Chapter Development Committee will then work with the Chapter to become accredited or recommend to the Executive Committee that the Chapter be considered for being placed in-trust. Chapters are required to complete their accreditation process by December 31 of the year it is required. Accreditation awards will be presented at an awards program in conjunction with a National conference.

APPROVED BY THE BOARD OF DIRECTORS  
NOVEMBER 14, 1992  
REAFFIRMED BY THE BOARD OF DIRECTORS  
NOVEMBER 11, 2008  
AMENDED BY THE BOARD OF DIRECTORS  
JUNE 10, 2014  
Bylaws Reference: Article XII

### **Chapter-In-Trust**

The Board has adopted Policies to promote and is a champion for delivering a high member value through its Chapter organization.

- A. The Association through its policies and procedures shall ensure that all Chapters shall be solvent and organizationally secure.
- B. The Association has the necessary latitude to ensure that local responsibilities are met.
  1. In its relationship with the Chapters the Association will act only in an advisory capacity approved by the local Chapter Board and assumes no responsibility for Chapter debts or contractual obligations per the Bylaws Article XII Section C.
  2. To assure the strength and continuity of a Chapter, the Executive Committee may by a two-thirds vote declare a Chapter-In-Trust and may rescind the designation upon finding a Chapter in conformity with the Bylaws and Policies of the Association.

## Placing Chapters-In-Trust:

Failure by the Chapter to maintain certain standards adopted by the Board will result in an effort to correct deficiencies through progressive action, or failing that, separating the Association from the corporate entity of the Chapter.

- A. Prior to an In-Trust vote by the Executive Committee, a Chapter should go through a formal Chapter review. After a Chapter review, all Chapters will have a cure period to show progress that is agreed upon by a review team and the Chapter. If warranted, the Executive Committee, upon the recommendation of the Chapter Development Committee, may place a Chapter “at risk” for a period of time to determine if the Chapter can correct deficiencies. Failure to make progress or to reach an agreement would lead to a recommendation from the Chapter Development Committee to the Executive Committee to place the Chapter In-Trust. The Executive Committee may at any time place a Chapter In-Trust immediately if a Chapter refuses a review or acts in a way to discredit or harm the Association. At any time, the Executive Committee may take whatever action it desires with respect to the Chapter’s status.
  
- B. The Executive Committee by two-thirds vote may deem a Chapter In-Trust when one or more of the following conditions exist affecting the viability of a chapter. Such conditions shall include:
  - 1. Being 60 days delinquent in the payment of Association dues.
  - 2. Expenditure of prorated dues credits.
  - 3. Membership falling below 100 members, 80 national members or fewer than 60 contractor members.
  - 4. More than two executives leave employment of the chapter in a two-year period.
  - 5. Failure to adhere to the Association Bylaws and/or Policies of the Board.
  - 6. Cumulative loss of membership in excess of 40 percent within 5 years.
  - 7. Failure to send the full complement of designated Chapter member representatives to two of the three Board meetings in a calendar year.
  - 8. Lack of proper financial stability and accounting procedures.
  - 9. Receiving a loan from the Association.

10. Failure to attain at least the minimum level in the Chapter Accreditation program.
  11. Become subservient to or enter into agreements with other organizations or entities which diminish the position of ABC.
- C. Following designation of Chapter-In-Trust status, the Chapter Development Committee shall work with the Chapter to develop a plan to resolve the deficiencies. This plan should include the establishment of a mentoring/peer-to-peer relationship with the Regional Vice-Chairman for the Chapter's region.
- The first meeting with the representatives of the Chapter Development Committee must take place within 30 days of notification and a plan must be submitted within 60 days of notification. If the Chapter refuses to meet with the Committee the process for revoking a charter is required to begin.
- D. A Chapter shall remain a Chapter-In-Trust for a period of no more than 18 months. During this time the Chapter Development Committee will recommend to the Executive Committee to remove the Chapter-In-Trust status or to recommend to the Board to revoke the charter based upon the Chapter's active engagement in working to address the deficiencies and to come into compliance with Association Bylaws and Policies.
- E. The process for re-chartering a Chapter requires that a Chapter comply with the requirements set forth in the Bylaws and Policies of this Association for the Establishment and Governance of Chapters. Chapters in the re-chartering process have 18 months to comply with the requirements or shall have their charter revoked.
- F. Territory previously held by the charter of the revoked Chapter will be considered At-Large. The territory may remain At-Large or may be chartered to a new Chapter-In-Formation or another existing Chapter.
- G. Members in good standing of the Chapter-In-Trust shall maintain all rights and privileges as Association members so long as its charter is valid. Should its charter be revoked, they will automatically become Members-At-Large. Members may also join any other existing Chapter or participate in establishing a new Chapter-In-Formation for this territory.
- H. The Chapter-In-Trust will continue to be responsible for all obligations and financial commitments of a Chapter.
- I. The Association assumes no agency role and accepts no liability for Chapter debts or contractual obligations.



APPROVED BY THE BOARD OF DIRECTORS  
 AUGUST 4, 1983  
 AMENDED BY THE BOARD OF DIRECTORS  
 NOVEMBER 11, 2008  
 AMENDED BY THE BOARD OF DIRECTORS  
 JULY 9, 2012  
 AMENDED BY THE BOARD OF DIRECTORS  
 JUNE 10, 2014  
 Bylaws Reference: Article XII

**Policies, Resolutions & Administrative Procedures**

- A. Policy Statement:  
 A policy statement has as its sole purpose the clarification, explanation or delineation of a specific Bylaw or Bylaws.
  
- B. Resolution:  
 A resolution is an expression of the majority sentiment of the Board on a matter of interest to the Association but not addressed in a Bylaw.
  
- C. Administrative Procedure:  
 An administrative procedure is a statement of procedure relating to the administration of the day-to-day operations of the Association.

APPROVED BY THE BOARD OF DIRECTORS  
 AUGUST 7, 1986  
 Bylaws Reference: Article XIII

**Chapter – Reports**

Reports to be submitted to the Association by Chapters and Chapters-In-Formation:

<u>REPORT</u>	<u>WHEN DUE</u>
Chapter Budget	First quarterly report of the year
Monthly Dues Report	15th of the following month
Chapter Financial Statement	Quarterly
Reports of Labor Incidents	Immediately
A reviewed or certified audit by a recognized independent audit firm	Within 60 days of completion as outlined in association policy
Accreditation	As scheduled by the Chapter Development Committee
Chapter Charter Summary	At time of Accreditation or as requested by the Chapter Development Committee

The Executive Committee may request additional reports from time to time to expedite the activities of the Association.

APPROVED BY THE BOARD OF DIRECTORS  
MARCH 11, 1992  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 11, 2008  
AMENDED BY THE EXECUTIVE COMMITTEE  
SEPTEMBER 19, 2016  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 10, 2020  
Bylaws Reference: Article XIV

## **Parliamentarian**

The Parliamentarian of the Association shall be the Chairman of the Bylaws & Policies Committee, or a member appointed by the Chairman. The Chairman may consult the Parliamentarian for advice as to the appropriateness of a ruling made, or to be made, by the Chairman concerning a motion, point of order, or any other matter arising in the course of a meeting. The Parliamentarian has no authority to make a ruling and the Chairman may accept or reject the advice of the Parliamentarian in this regard.

APPROVED BY THE BOARD OF DIRECTORS  
FEBRUARY 12, 1986  
AMENDED BY THE BOARD OF DIRECTORS  
JUNE 5, 2006  
Bylaws Reference: Article XV

## **Resolutions**

### **Apprenticeship**

WHEREAS, manpower needs of the construction industry continue to increase rapidly without compensating training of apprentices and managerial personnel;

WHEREAS, there needs to be a constant review of the methods of recruitment and training of certified apprentices to meet the challenge of modern conditions in the construction industry;

WHEREAS, the construction industry suffers at present from restrictions on the training of apprentices through the denial of opportunity to individuals and the restriction of numbers in particular trades;

WHEREAS, training needs to become flexible in a greater degree, arming the construction worker with greater skills to utilize the latest in tools, equipment and materials;

THEREFORE, the Board calls upon all members to assist in promoting enrollment and training of apprentices on a continuing broader scale; it pledges itself through the Association to encourage the creation of guidelines, techniques and guidance so that the training of the Merit Shop worker may be according to nationally acceptable standards.\*

APPROVED BY THE BOARD OF DIRECTORS  
NOVEMBER 11, 1972

### **Attacks on Association Leaders**

In certain areas of operations of ABC, there have been threats and, in some cases, actual incidents of vandalism, arson, personal assaults and actions to harm economically leaders of the Association. The Board herewith affirms the intent of the Association to assist local, state and national leaders of the Association subject to threats or actions inimical to their welfare.

The Association will support, to the fullest extent necessary, its leaders who contribute generously for the benefit of their fellow members.

APPROVED BY THE BOARD OF DIRECTORS  
SEPTEMBER 24, 1971  
AMENDED BY THE BOARD OF DIRECTORS  
JUNE 5, 2006

### **Chapter Insurance Plans**

Mindful of the general welfare and unity of the Association and to provide the continuity required to maintain portability, employee identification with Merit Shop fringe benefits and to further promote Merit Shop employment advantages, ABC has developed, maintained and promoted a plan of life, disability, and medical insurance. This plan shall be supervised by a board of trustees for the general welfare of members and their employees, recognizing inherent risks generated by such a plan are best spread over large numbers throughout the Association, and recognizing the special expertise required to administer and monitor such programs. Therefore, the Board resolves:

- A. ABC shall maintain and promote a plan of life, disability, and medical insurance; and chapters or other subdivisions are not prohibited from offering similar or parallel types of programs. Chapters and other subdivisions are, however, prohibited from marketing and promoting a Chapter plan as the ABC Insurance Trust or its brand name ABC Merit Choice.
- B. Members of ABC retain the right of choosing the Association-sponsored or their own individual plans to provide such benefits for their employees.

APPROVED BY THE BOARD OF DIRECTORS  
MAY 18, 1978  
AMENDED BY THE BOARD OF DIRECTORS  
NOVEMBER 10, 2006

## **Davis-Bacon**

ABC supports full repeal of the Davis-Bacon Act.

APPROVED BY THE BOARD OF DIRECTORS  
APRIL 19, 1986  
AMENDED BY THE BOARD OF DIRECTORS  
February 22, 2011

## **Expansion of the ABC Retirement and Savings Plan**

Whereas ABC, as stated in its Bylaws Purpose and Objectives as well as in its Policy Manual Code of Ethics, is committed to attracting and retaining top talent in the construction industry, providing for the general welfare of the employees of the merit shop industry and believes that employers and employees have the right to determine wages and working conditions, the ABC National Board of Directors wishes to offer the following to the eligible ABC Membership and their employees:

BE IT RESOLVED, that Associated Builders and Contractors, Inc. is the Plan Sponsor of the Associated Builders and Contractors, Inc. Retirement and Savings Plan (“Plan”), a multiple employer plan, that is available to the ABC, its chapters, and chapter affiliated entities (“Participating Employers”) in accordance with the plan document and its Participating Employer and Multiple Employer Provisions. Effective January 1, 2022, participation in the Plan is being extended to eligible association members in good standing with ABC; and

FURTHER RESOLVED, association members may become Participating Employers in the Plan, provided they are in good standing with ABC and remain as such, by executing a Participation Agreement; and

FURTHER RESOLVED, that any Participating Employer may terminate its participation in the Plan by voluntary termination or by involuntary termination by ABC or the Plan Administrator in accordance with the plan documents, Participation Agreements, or operations policies of the Plan.

APPROVED BY THE BOARD OF DIRECTORS  
MARCH 16, 2022

## **Legal Consultation**

ABC, an exempt 501(c)(6) organization under the Internal Revenue Code, has no authority to give legal advice to members through its staff or volunteer members serving the Association.

Under the Association's general policy, every member is entitled to an initial consultation without charge on any labor-related problem that arises in the course of its business.

This will be provided by the Chapter President & CEO working through local counsel, if necessary, or by the National Office if the member involved is a member-at-large. The response in the consultation is limited to an explanation to the member and suggestion on how to keep the job progressing.

Neither Chapter members nor Members-At-Large shall directly consult any Association legal counsel unless they decide to enter directly into a client relationship with such legal counsel. The Association can assume no responsibility for any charges resulting from such consultation. Legal advice cannot be given by staff on the course to be pursued. For this, the member must rely on either suggested legal counsel or its own legal counsel or on its own judgment, as it deems best. Any legal fees incurred are the responsibility of the member.

Neither the staff nor volunteer members may review labor relations or other legal documents with a view to giving advice on them to particular members.

Members, Chapters, or staff acting for the Association, may not engage, at any time, in collective bargaining or administration of any collective bargaining agreement.

In the event of illegal conduct on the part of unions or others which may affect members generally, the Association offers to assist legal counsel. It is understood that where illegal conduct of unions or others affects the welfare of the Merit Shop, staff, legal counsel, and appropriate committees will consult and determine what protective legal steps are to be taken.

APPROVED BY THE BOARD OF DIRECTORS  
OCTOBER 17, 1984  
REAFFIRMED BY THE BOARD OF DIRECTORS  
MARCH 21, 2007

### **Minority Set-Asides**

WHEREAS federal, state, and local governments have adopted programs to increase employment and business opportunities for minorities and women, and

WHEREAS, as part of this effort, federal, state, and local governments have adopted laws and regulations which require that certain quotas be met without due regard to the viability or legality of such quotas, and

WHEREAS, public policy should create harmony and unity among segments of our people rather than division, and

WHEREAS, the Association finds such quotas to be contrary to the principles of the Merit Shop, the free enterprise system and violates the constitutional guarantees of life, liberty, and property, and

WHEREAS, experience has shown that a giveaway pattern in the long run works to the detriment of recipients, for upon the cessation of such grants or advantages, recipients find themselves bewildered and lacking in the rugged skills needed to meet the challenge of the marketplace, which is the focal point of business viability, and

WHEREAS, the Association believes that public work should be done by the lowest responsible bidder, now,

THEREFORE, be it resolved that ABC herewith publicly expresses its willingness to assist to the maximum degree possible minorities and women who are seeking employment in the construction industry, as well as those minority firms seeking to benefit from business advice and guidance, but we urge the governments to reexamine the current trend toward rigid allocable programs.

APPROVED BY THE BOARD OF DIRECTORS  
OCTOBER 22, 1977

## **Rewards**

WHEREAS, the wanton violence and malicious destruction of property by bombing, arson and a host of destructive and criminal conduct is a national problem;

WHEREAS, such criminal violence has at times been used to intimidate and victimize employers who are having labor disputes;

WHEREAS, the members of Associated Builders and Contractors, are seriously affected by this situation and believe that all reasonable means should be adopted to bring an end to such heinous criminal activity;

THEREFORE, be it resolved by the Board of Directors of Associated Builders and Contractors, that:

The Association shall establish a fund for the payment of rewards for information leading to the arrest and conviction of the offenders of those cases of criminal violence which the Executive Committee decides are sufficiently serious that such a reward should be offered.

The fund shall be set up from voluntary contributions or from sums allocated from the general funds of the Association after vote of approval by the Board or by a combination of the two. It shall be kept separate and distinct from other Association funds and accounts and may be invested in savings accounts or otherwise as determined by the Executive Committee.

The Chairman and President & CEO, following consultation with legal counsel, shall decide if a reward is to be offered. They shall be able to allot a maximum of only those monies in the fund. Additional funds must be approved by the Executive Committee.

In the event that more than one individual claims such a reward, the Executive Committee shall have authority to determine to whom it shall be paid or how it shall be divided among the claimants.

Wording of the reward should be approved by ABC counsel before publicized. Language that can be used and revised with permission of ABC legal counsel is:

A reward of \$ \_\_\_\_\_ will be paid by Associated Builders and Contractors for information leading to the arrest and conviction of anyone who sets fire to or destroys equipment or other property of any of its members in the \_\_\_\_\_ metropolitan area.

Associated Builders and Contractors is the sole judge of any dispute arising over the reward and of the person or persons, if any, entitled to share therein, and its decision on any point connected with the reward will be final and conclusive.

APPROVED BY THE BOARD OF DIRECTORS  
OCTOBER 17, 1984

### **Safety – Occupational Safety & Health Administration**

WHEREAS, the construction industry has one of the highest accident rates in both frequency and severity in the nation today;

WHEREAS, even under the best conditions, construction is an inherently dangerous occupation;

WHEREAS, a poor safety record is a symptom of an inefficient construction operation;

WHEREAS, the pain and suffering associated with accidents reduce the quality of life of those injured;

WHEREAS, the federal and state guidelines and agencies, as well as good business practices, mandate that employers provide a safe and healthful workplace for all employees;

WHEREAS, accidents and their direct and indirect associated expenses add significantly to the cost of construction;

WHEREAS, safety is considered one of the purest forms of management;

WHEREAS, Associated Builders and Contractors has undertaken a broad educational campaign to assist its members in establishing and maintaining effective loss control, cost containment programs;

THEREFORE, the Board of Directors of Associated Builders and Contractors calls upon all contractors, enforcement agencies, and users of construction to take positive and progressive steps in an effort to reduce job site safety hazards; improve productivity and efficiency; control direct and indirect costs; increase workmanship quality; and reduce/control insurance, compensation, and liability expenses.

The Association calls upon all enforcement agencies to provide further assistance in education and emphasize enforcement through consultation and awareness training, rather than excessive regulations and punitive fines and actions.

The Association calls on the construction users to support ABC and its contractors in their efforts to provide a safe and healthful work environment for its employees.

The Association will aggressively and actively assist its Chapters and members in developing and implementing comprehensive and effective loss control and cost containment programs by providing necessary resources on a continual basis.

APPROVED BY THE BOARD OF DIRECTORS  
AUGUST 7, 1986

### **Student Chapters**

WHEREAS, Associated Builders and Contractors recognizes the need for strong construction management in the Merit Shop segment of the industry;

WHEREAS, the Association is committed to the creation and maintenance of student chapters in American colleges and universities;

THEREFORE, be it resolved by the Board of Directors of Associated Builders and Contractors that the following areas of responsibility be recognized:

- A. Joint Responsibility
  - 1. The promotion, chartering and maintenance of student chapters is a shared responsibility between the National Office and Chapters. Direction should come from National in the following manner:



- a. Develop a standard set of bylaws for distribution.
  - b. Establish criteria for granting charters recognizing the importance of local Chapter involvement.
  - c. Establish policy for operations in concert with faculty advisor.
- B. Responsibility of the Association
- 1. General promotion and assistance to Chapters.
  - 2. Provide subscriptions to Newline and Construction Executive for student distribution.
  - 3. Encourage student chapter presidents and advisors to attend the Annual Convention through contest incentives or reduced registration fees.
  - 4. Make speakers available to student chapters.
- C. Responsibility of Chapters
- 1. Encourage interaction of members and students.
    - a. Low rate or complimentary admission to general membership meetings and seminars.
    - b. Summer employment.
    - c. Job site visits.
    - d. Complimentary mailings of newsletter to students.
    - e. Assignment of local Chapter liaison to develop and assist new program areas.

APPROVED BY THE BOARD OF DIRECTORS  
OCTOBER 17, 1984

## **Administrative Procedures**

### **Association Joint Venture Procedure**

In compliance with Internal Revenue Service guidelines for approval and management of Association joint ventures, the following policy will apply to all ABC joint ventures:

Activities Subject to this Policy (defined as a “Joint Activity(ies)”): Joint Activities are defined as any arrangement, including contractual or more formal arrangements undertaken through an LLC, partnership, or other entity, in which the Association and another organization or business jointly undertake an activity or business, or otherwise agree to joint ownership of property. This could include both tax-exempt activities such as joint conferences and publications (excluding activities where 95% or more of the income generated is exempt from unrelated business income tax), as well as property transactions and investments.

Approval and Management of Joint Activities: When reviewing potential participation in a Joint Activity, the Association will negotiate contractual and other terms of participation which safeguard the Association’s tax-exempt status, such as mechanisms to control the Joint Venture through 51% or greater voting rights, requiring that the Joint Venture give priority to exempt purposes, and ensuring that the Joint Activity will not engage in activities that would jeopardize the Association’s tax-exempt status.

Where there is a question as to whether a particular Joint Activity might jeopardize the Association’s tax-exemption, a decision will be made in consultation with legal counsel.

APPROVED BY THE BOARD OF DIRECTORS  
NOVEMBER 11, 2008

### **Chapter and Association Policy Conflicts**

This is a standard for resolving potential conflicts in the understanding of ABC core values between volunteer and staff leaders that the National and Chapter levels. This process will provide the knowledge necessary to determine the best course of action to ensure that ABC’s core values are satisfied when creating policy positions.

If a potential conflict arises, and no resolution can be reached through direct and open dialogue between the appropriate ABC leaders (Chapter, National), the issue will be referred to the ABC National Executive Committee for its consideration. Potential Executive Committee actions may include, but are not limited to directing there be further discussions between ABC (Chapter, National) leadership or creating a task force appointed by the ABC National Chairman to review the situation and determine a recommended course of action.

If the Executive Committee chooses to appoint a task force to address the conflict, the task force's purpose will be to compile the facts, determine a recommended course of action(s) and report its recommendation to the Executive Committee.

- A. If the issue originates from a Chapter, a Regional Vice-Chairman from an unaffected region will be appointed Chairman of the task force. The Regional Vice-Chairman of the affected region will serve on the task force.
- B. If the issue originates from an ABC National action, then at least two members of the Executive Committee will serve on the task force.
- C. At least two-thirds of the task force will be made up of volunteer leaders.
- D. If the issue originates from a Chapter, at least half of the volunteer leaders should be from outside the affected region. The remaining one-third of the task force can be made-up of staff. At least one Chapter president and the ABC National President & CEO will serve on the task force.
- E. The Executive Committee will review the task force findings and proposed recommendations and choose an appropriate action authorized by the ABC National Bylaws.

APPROVED BY THE BOARD OF DIRECTORS  
JULY 9, 2012

### **Chief Executive Officer/Key Employee Compensation Review**

The compensation of the President & CEO and any key employees as defined by applicable IRS regulations shall be annually reviewed by the Executive Committee and/or a Compensation Committee appointed by the Executive Committee, consisting of Executive Committee members who have no conflict of interest with respect to the compensation under review in accordance with applicable IRS regulations. In conducting such review, the Committee shall:

- A. Review data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.
- B. Make contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

APPROVED BY THE BOARD OF DIRECTORS  
NOVEMBER 11, 2008

## **Directory – Membership**

The Association shall maintain a current, electronic directory of members, which shall be available on the Association's official web site as a reference and business development tool for fellow members, owners, and other interested publics. A member company may request, through its local Chapter or through the National office if a member-at-large, that company information not be made available on the Association's web site.

APPROVED BY THE BOARD OF DIRECTORS

OCTOBER 17, 1984

AMENDED BY THE BOARD OF DIRECTORS

JUNE 5, 2006

