

NATIONAL UTILITY CONTRACTORS OF FLORIDA, INC.

BYLAWS

ARTICLE I

NAME, CORPORATION SEAL, RELATIONSHIP TO PARTICIPATING CHAPTERS AND NATIONAL UTILITY CONTRACTORS ASSOCIATION (NUCA), PRINCIPAL OFFICE

SECTION I. NAME

The name of the association shall be the National Utility Contractors Association of Florida, Inc., a corporation of the State of Florida.

SECTION 2. CORPORATE SEAL

The corporate seal of this association shall bear the name of the association and the words Incorporated, State of Florida.

SECTION 3. RELATIONSHIP TO PARTICIPATING CHAPTERS

This corporation is a statewide association consisting of individual chartered chapters of the National Utility Contractors Association (NUCA). The association shall at no time take action inconsistent with the provisions of the chapter or policies and regulations of chapters in the State of Florida.

SECTION 4. PRINCIPAL OFFICE

The Principal Office of the association shall be established and maintained in such location or locations in the State of Florida as determined by the Board of Directors.

ARTICLE II

PURPOSE

SECTION I. PURPOSE

- A. The state association shall support and defend the principles as set forth in the charter of the National Utility Contractors Association (NUCA) and the local participating chapters within the State of Florida affiliated with the state association.
- B. The state association shall serve as the state legislative body supporting or opposing legislation that will have an effect on the Utility Construction Industry in the State of Florida.
- C. The state association shall develop and promote programs that will benefit the participating chapters and/or independent members through one of the districts created by the state association within the State of Florida (ie. State Convention,

Insurance Programs, etc.).

- D. The state association shall represent the common interest of the utility construction industry at state meetings, hearings, and conferences held by legislative and other public administrative bodies.

### ARTICLE III

#### MEMBERSHIP AND DUES

##### SECTION I. MEMBERSHIP

Any person, firm, or corporation who is a member in good standing of a participating chapter of NUCA of Florida or who has been approved as an independent member through one of the districts created by the state association shall be a member of the state association.

##### SECTION 2. DUES

- A. Dues for membership in the state association shall be set by the Board of Directors.
- B. Annual dues renewals for state dues are to be forwarded to the state association by March 15<sup>th</sup>. Dues for new members shall be collected by the 15<sup>th</sup> of the month following the month the dues were collected in the participating local chapter.
- C. The Board may determine annually by affirmative vote whether to pro-rate new member dues effective either July ((half-price) or October (fifteen months membership for the price of 12 months).

### ARTICLE IV

#### BOARD OF DIRECTORS

##### SECTION 1. BOARD OF DIRECTORS – RESPONSIBILITIES

- A. The Board of Directors shall serve as the governing body of the association and approve all policies and actions of the state association.

##### SECTION 2. MEMBERSHIP OF THE BOARD OF DIRECTORS

###### A. Officers

- (1) The officers shall consist of the President, President Elect, Vice Presidents, Vice President Convention, Secretary, Treasurer and Immediate Past President, elected from the membership of the Board of Directors. The number of vice presidents shall vary such that each participating member chapter has representation on the Executive Committee. All officers must have served at least one current full term as

a board member except for representatives of a new or reinstating chapter(s). The president and president elect shall be a contractor member of the board.

B. Directors

- (1) Membership on the Board of Directors shall consist of the President and three members from each participating chapter within the State of Florida.
- (2) The board may appoint up to two independent members per district area that are not a participating chapter of the association to serve on the Board of Directors. The independent members must be members of the state association in good standing.
- (3) The Sunshine State One Call of Florida, Inc. (SSOCOF) Executive Director or its designated appointee shall be a member of the state association Board or Directors. If the individual is a designated appointee of the SSOCOF Executive Director, then this individual must be an employee of SSOCOF.
- (4) Past Presidents of the state association who are employed by a company that pays dues to the state association, either directly or through a participating chapter, shall be ex officio members of the Board of Directors.
- (5) Ex officio members of the Board of Directors shall be able to vote on all association matters at the Board of Director's meetings.
- (6) The Immediate Past President shall not be considered an ex officio, shall be one of the three representatives of the participating chapters and shall be a voting member of the board.

SECTION 3. ELECTION OF OFFICERS AND SELECTION OF DIRECTORS

- A. Each participating chapter shall select its state board members for the following year, 30 days prior to the State Board of Director's meeting which takes place at the annual convention.
- B. Officers shall be elected by the Board of Directors at the State Board of Director's meeting which takes place at the annual convention for the following year.
- C. Officers shall be installed at the annual convention. President and President-Elect may elect to serve two consecutive terms. All officers and State board members take office at that time for a term of office of one year or from annual convention to annual convention.
- D. Officer vacancies occurring during the term of office shall be filled by the state Board of Directors.

- E. State board member vacancies occurring during the term of office shall be filled by the appropriate participating chapter.

#### SECTION 4. ELIGIBILITY

Any member in good standing in any participating chapter and/or as an independent member through one of the districts created by the state association shall be eligible to serve on the Board of Directors. The participating chapter shall consider as qualification for membership on the state Board those participating chapter members that have the ability to relate to other participating chapters and to state functions, particularly the legislative process.

#### SECTION 5. BOARD MEETINGS

- A. The Board of Directors shall meet a minimum of four times per annum.
- B. Due notice of Board meetings shall be given at least 14 days in advance of the meeting unless the President, or a minimum of one half (50%) of the Board of Directors call an emergency meeting. A minimum of three days' notice shall be given for emergency meetings.
- C. Roberts Rules of Order shall prevail at all Board meetings.
- D. All Board meetings shall have a written agenda submitted to all State Board members at least 14 days prior to said Board meeting, except in case of an emergency meeting.
- E. At any meeting a quorum of the Board of Directors shall be 50% plus one of the total Board of Directors. A majority vote of the attending directors shall be the act of the Board of Directors.
- F. A board member may be represented by a Proxy upon written notice so authorizing, filed with the Secretary at the Board meeting. No voting board member shall hold the Proxy of more than one other board member.
- G. All Board meetings shall be presided over by the following officers in order of seniority: the President, President-Elect, Vice President(s). If none of the foregoing is present at the meeting, there shall be a chairman selected by a majority of the members in attendance.
- H. A written copy of the minutes of all Board meetings shall be forwarded to all board members.

## SECTION 6. BOARD OF DIRECTORS ABSENTEEISM

- A. Officers and directors are required to attend all scheduled Board of Director's meetings. Only those elected to the Board may count towards the quorum. Any board member who misses two consecutive meetings or three meetings within their one -year term without providing an Alternate may be dismissed from the board by a majority vote of the Executive Committee.
- B. If a board member misses three consecutive meetings, the board member may not be reappointed to the Board the following year.
- C. A board member may attend one meeting per year via teleconference or electronic means if such service is made available for the Board meeting.

## ARTICLE V

### FINANCE

#### SECTION I. BUDGET

- A. A proposed budget of anticipated income and expenses approved by the Executive Committee shall be presented to the Board of Directors 30 days prior to the fourth quarter Board meeting for their review and approval at the fourth quarter Board meeting for the fiscal year beginning January 1<sup>st</sup>.
- B. The budget may be revised with approval of two-thirds (2/3) of the Board of Directors at a meeting at which such action is taken.

#### SECTION 2. ACCOUNTING

- A. All income and expenses shall be entered in accounting books under its proper account and maintained for review by the Treasurer and Board of Directors.
- B. A financial statement shall be submitted to the Board of Directors at scheduled Board meetings. Such reports shall include the budget for each item, and income or expenditures for such budget item for the year to date.
- C. A review or audit of the income, expenditures, assets, and liabilities of the association may be made at the end of the fiscal year upon board approval each year.

## ARTICLE VI

### COMMITTEES

## SECTION 1. LEGISLATIVE COMMITTEE

The Legislative Committee will be made of at least one member from each participating chapter within the State of Florida. The Legislative Committee will monitor and review proposed and existing legislation that affects the underground utility industry. The Legislative Committee will recommend to the Board of Directors legislation that should be sponsored by the state association for the betterment of the underground utility industry. The Legislative Committee will meet as directed by the President and/or committee chairman. The Legislative Committee chairman will be appointed by the President.

## SECTION 2. CONVENTION COMMITTEE

The Convention Committee will be made up at least one representative from each participating chapter within the State of Florida. The Convention Committee will organize, recommend the location and coordinate the annual NUCA of Florida Convention. The Convention Committee will meet as directed by the President and/or committee chairman. The Convention Committee Chairperson shall be appointed by the President.

## SECTION 3. EXECUTIVE COMMITTEE

The Executive Committee will be made up of all officers plus three individuals elected by the Board of Directors at large. The Executive Committee will serve as an advisory body to the President and the Board of Directors. The Executive Committee will meet at the call of the President- Elect of 2/3 of the Executive Committee members. The President- Elect will serve as Executive Committee Chairman. The Executive Committee has the authority to run the everyday administrative affairs of the association within the limits of the budget. The Convention Committee shall serve on the Executive Committee as the Vice President Convention and shall have full voting rights. The Convention Committee Chairperson does not have to be one of the three representatives selected by the participating chapters.

## SECTION 4. OTHER COMMITTEES

Other committees may be organized on an as needed basis as determined by the Board of Directors or President, with at least one member from each participating chapter on each committee.

## ARTICLE VII

### POLICY

#### SECTION I. POLICY AND PROCEDURES

The Board of Directors shall establish and maintain written Policy and Procedures for the daily everyday administrative affairs of the association.

#### SECTION 2. AMENDMENTS OR REPEAL

The Policy and Procedures may be amended or repealed by a simple majority vote of the Board of Directors of the association provided that such changes do not conflict with the Bylaws of the association.

## ARTICLE VIII

### AMENDMENTS

#### SECTION 1. AMENDMENTS OR REPEAL

- A. These Bylaws may be amended or repealed by three-fourth (3/4) vote of the Board of Directors of the association provided that such changes do not conflict with the National Utility Contractors Association (NUCA) charter and /or Bylaws.
- B. Proposed Bylaw revisions must be submitted to the Board of Directors not less than thirty (30) days prior to the Board meeting at which action will be taken.

## ARTICLE IX

### LEGAL DEFENSE FUND

#### SECTION 1. PARAMETERS FOR DISTRIBUTION OF FUNDS

- A. Upon becoming aware of a situation that is, or could be, directly detrimental to the interests of the underground utility industry, and which warrants the involvement of legal counsel on behalf of NUCA of Florida, the Executive Committee shall meet and prepare a recommendation to the NUCA of Florida Board of Directors regarding how the Executive Committee believes the situation should be addressed by NUCA of Florida. The Executive Committee recommendation should state whether the Executive Committee recommends that legal counsel be hired to represent NUCA of Florida and identify an amount to be authorized from the NUCA of Florida Legal Defense Fund reasonably believed to be necessary to cover legal expenses estimated for the foreseeable future. The meeting of the Executive Committee to consider the hiring of legal counsel and expenditures of funds from the NUCA of Florida Legal Defense Fund may be in person or via a telephone conference call.
- B. The Executive Committee's recommendation shall be presented to the NUCA of Florida Board of Directors at the next meeting of the board. In the event of an emergency, or other situation where Board action is required prior to the next scheduled Board meeting, a special meeting of the NUCA of Florida Board of Directors may be called for the purpose of considering the Executive Committee's recommendation. A special meeting of the board may be conducted via teleconference or facsimile and the Executive Committee's recommendation shall be distributed to the NUCA of Florida board via facsimile, or electronic mail for the Board's immediate consideration and vote.

- C. No funds shall be expended from the NUCA of Florida Legal Defense Fund for any reason absent a majority vote of the NUCA of Florida Board of Directors.
- D. Sources of funding of the NUCA of Florida Legal Defense Fund shall be determined by the NUCA of Florida Board of Directors and approved by a majority vote of the board.

ARTICLE X

DISSOLUTION

SECTION 1. DISSOLUTION

If it becomes necessary to dissolve the association, any funds remaining shall be distributed at the discretion of the Board of Directors.

Agreed, signed and witnessed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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NUCA of Florida President

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NUCA of Florida Vice President