

**UTILITY CONTRACTORS ASSOCIATION
OF ANNE ARUNDEL COUNTY, INC.,
A NON-STOCK CORPORATION**

**BY-LAWS
AS AMENDED JUNE 18, 2007**

ARTICLE I – OFFICES

The principal office of the Corporation shall be located as designated by the Board of Directors.

ARTICLE II – MEMBERS

Section 1 Classes of Membership There shall be three (3) classes of membership. Dues paying members shall be classified as General Members and Associate Members. From time to time, the Association may deem appropriate, to grant Honorary Life Membership to an individual or firm for outstanding contributions to the Association or industry.

Section 2 Eligibility for Membership Membership shall be limited to those persons, Corporations or business firms actively engaged in utility construction or utility maintenance or associated suppliers to the industry in Anne Arundel County. The number of Associate Members shall be limited to not more than 50% of the number of General Members. Any individual, Corporation or firm interested in becoming a member of the Corporation shall submit a written request to the Secretary of the Corporation. Each application shall be considered by the Board of Directors and presented to the General Members for Approval at its next regular or special meeting. Applicants whose requests are approved shall become members of the Corporation upon payment of the required fees and dues.

Section 3 Voting Rights Voting rights on issues will be as follows:

1. Amendments to by-laws: One vote per General Member firm, quorum required.
2. Election of officers: One vote per member firm: majority of General Member firms must be present or represented.
3. Business involving expenditure of \$200.00 or more, one vote per General Member firm in attendance.
4. Other Business: One vote per General Member attendee in good standing.

Section 4 Resignations Any member may resign from the Corporation at any time provided that written resignation is filed with the Secretary. Such resignation shall not relieve the resigning party of any obligations to pay dues or other charges assessed and accrued and unpaid.

Section 5 Reinstatement On written request by a former member filed with the Secretary, the Board, by an affirmative majority vote of the members, may reinstate such former member on such terms as deemed appropriate.

Section 6 Membership Year The membership year shall be the calendar year.

ARTICLE III – MEMBERSHIP MEETINGS

Section 1 General Meetings On a monthly basis, the Association may have general meetings, for the purpose of conducting business that the Association deems appropriate.

Section 2 Annual Meetings An annual meeting of the members shall be held in Anne Arundel County at a time and place designated by the Board for the purpose of electing directors and transacting such other business as may be at hand.

Section 3 Special Meetings Special meetings may be called by the President, the Board or by petition submitted to the Secretary containing the signatures of at least one-third (1/3) of the members. Unless otherwise designated, the place of meeting shall be the principal office of the Corporation.

Section 4 Notice of Meetings Written notice of time and place of any meeting of members shall be mailed to each member entitled to vote at such meeting, not less than ten (10) days before each meeting.

Section 5 Informal Action Any action required to be taken at a meeting of the members by law, or which may be taken at such meetings, may be taken without a meeting, provided written consent setting forth the action so taken is signed by all members entitled to vote on the subject matter thereof.

Section 6 Quorum A quorum when required shall be two-thirds (2/3) of the General Members in good standing. If notice of a vote requiring a quorum is properly given and a quorum is not present when vote is called, notice shall be given for the subsequent meeting. If at the subsequent meeting a quorum is not present, those General Member firms in attendance shall constitute a quorum.

Section 7 Proxies Any member entitled to vote at a meeting may vote by proxy executed in writing. No proxy shall be valid for more than one (1) year, unless otherwise provided in the proxy.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 General Powers The affairs of the Corporation shall be managed by the Board of Directors. Directors must be **General** Members of the Corporation.

Section 2 Number and Tenure The Directors will be the four (4) elected officers and the immediate past president. The term of office shall be until the next annual meeting of the members or until the election and qualification of his successor.

Section 3 Regular Meetings The Board shall hold regular meetings in Anne Arundel County at the time and place and intervals designated by the Board by resolution.

Section 4 Special Meetings Special meetings may be called by the President or any two Directors and shall be held in Anne Arundel County at the time and place designated.

Section 5 Notice Notice of any special meeting of the Board shall be given at least three (3) days in advance in writing delivered either personally or by mail or telegram to each Director at his record address. If mailed, notice is deemed to be delivered when deposited in the United States Mailbox, properly addressed and postage prepaid. If notice by telegram, then it is deemed delivered when telegram is delivered to the telegraph company. Any Director may waive notice of a meeting. Attendance at a meeting shall be deemed waiver of notice, unless Director is present for the express purpose of objecting to the transacting of business because the meeting was not lawfully convened. Unless otherwise required by law, notice need not contain the purpose of said special meeting.

Section 6 Quorum A majority of the Board members shall constitute a quorum for transaction of business at any meeting.

Section 7 Board Decisions The act of a majority of Directors present at any meeting at which a quorum is present shall be the act of the Board unless otherwise required by law or these by-laws.

Section 8 Vacancies Any vacancy occurring on the Board shall be filled by the Board for the unexpired term of the vacancy being filled.

Section 9 Compensation Directors shall not receive any stated salary for their service as Directors. Nothing herein however, shall be construed to preclude the Board from compensating any Director for special expenses connected with his Board duties.

ARTICLE V – OFFICERS

Section 1 Officers The officers of the Corporation, comprised “Only” of General Members, shall be a President, Vice-President, Secretary and Treasurer. The Board may elect or appoint such other officers from time to time as it deems necessary or desirable. The officers of the Corporation are to be elected by the membership. All officers shall hold office for a period of one calendar year and shall be elected at the last meeting of the calendar year. Vacancies shall be filled by the Board for the period of the unexpired term of any officer, who shall have died, resigned, been removed, or otherwise vacated the office.

Section 2 Removal The Board shall have the right to remove any officer during the period of his tenure whenever in its judgement; the best interests of the Corporation would be served.

Section 3 Powers and Duties Each officer shall have such power and duties as may from time to time be specified in resolutions or other directives of the Board. In the absence of such specifications, each officer shall perform all duties incident to his respective office according to the normal practice of non-profit Corporations of similar character. In addition, each officer shall have the following specific powers and duties:

PRESIDENT: The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the members, and of the Board. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, certificates of membership in the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

VICE-PRESIDENT: In the absence of the President or in the event of his death, or inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

SECRETARY: He shall record all votes at meetings of members and of Directors in a book or books to be kept and retained for that purpose. He shall see that all notices are duly given in accordance with these By-Laws and as provided by law, he shall be custodian of all corporate records and the seal and shall see that said seal is affixed to all documents upon which the seal of said Corporation may be required, shall keep a register of the addresses of all members, he shall sign all certificates of membership of the Corporation which may be issued.

TREASURER: He shall have charge and custody of and be responsible for all funds of the Corporation; he shall receive and give receipts for all monies due and payable to the Corporation and shall deposit all such monies in the name of the Corporation in such bank or depositaries as may be selected by the Board.

ARTICLE VI – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 Contracts The Board may authorize any office, officers, agent or agents of the Corporation to enter into any contract or execute any instrument in the name of and in behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 Loans No loans shall be contracted on behalf of the Corporation, nor shall any evidence of indebtedness be issued in its name, unless authorized by resolution of the membership. Such authority may be general or confined to specific instances.

Section 3 Checks All checks, drafts or other orders for the payment of money shall be signed by an officer of the Corporation unless the Board shall otherwise determine by resolution.

Section 4 Deposits All funds from the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or depositaries as the Board shall select.

ARTICLE VII – CERTIFICATES OF MEMBERSHIP

Section 1 Certificates of Membership The Board shall provide for the issuance of certificates evidencing membership in the Corporation. Such certificates shall be signed by the President and by the Secretary and be sealed with the corporate seal.

Section 2 Issuance of Certificates When each member has been elected and has paid the designated fees and dues, a certificate of membership shall be issued in his name delivered to him by the Secretary. In the event any certificate is lost, mutilated or destroyed, a new certificate may be issued therefor on such terms and conditions as may be deemed advisable.

ARTICLE VIII – BOOKS AND RECORDS

The Corporation shall keep complete books of records and accounts and also keep minutes of the proceedings of its membership, Board and Committee meetings. It shall also keep a record of a reasonably current list of names and addresses of the members entitled to vote. All books may be inspected by any member, his agent or attorney for any purpose at any reasonable time.

ARTICLE IX – FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE X – DUES

Section 1 Annual Dues The membership shall determine from time to time the amount of any and all fees and/or annual dues payable to the Corporation by the General Members and Associate Members. Honorary Life Members will not be assessed fees or dues and may attend all meetings and functions without charge.

Section 2 Payment of Dues Fees and dues shall be payable in advance of each fiscal year.

ARTICLE XI – SEAL

The Board shall provide a corporate seal on which shall be inscribed the name of the Corporation.

ARTICLE XII – AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a quorum of members at any regular or special meeting. A quorum shall be constituted by having two-thirds (2/3) of the members present.