



Associated Subcontractors of Massachusetts, Inc.

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BYLAWS

Associated Subcontractors of Massachusetts, Inc.

Article I - Name

The name of this organization shall be "Associated Subcontractors of Massachusetts, Inc.", hereinafter referred to as the "Association", a non-profit corporation.

Article II - Jurisdiction

The area to be served by the Association shall be all cities and towns within the Commonwealth of Massachusetts and elsewhere in the United States as may appear desirable.

Article III - Office

The office of the Association shall be located in the metropolitan area of the City of Boston, Massachusetts.

Article IV - Purposes

The purpose of the Association shall be to promote and protect the interests and concerns of subcontractors, specialty contractors and their suppliers, hereinafter referred to as "subcontractors", in the building and construction industry by:

- A. Creating a joint assembly to speak for subcontractors as a whole.
- B. Promoting improved standards of performance and high standards of business by subcontractors.
- C. Solving common problems by cooperative effort.
- D. Disseminating accurate and reliable information to subcontractors and to others working with subcontractors in the construction industry.
- E. Promoting and maintaining harmonious relationships of subcontractors with all branches of the construction industry and with labor.
- F. Sponsoring legislative measures to provide fair treatment for subcontractors and opposing legislative measures inimical to subcontractors.
- G. Promoting the welfare of the building and construction industry and enhancing its service to the public by united cooperative activity and effort.
- H. Offering programs, services and benefits to improve business operations and performance for subcontractors

Article V - Membership

Section 1 - Eligibility. Any person, firm, partnership or corporation lawfully, substantially and primarily engaged in the business of subcontracting or specialty contracting by both furnishing labor and installing materials or furnishing labor and equipment for installing materials for construction contract work may apply for Membership. All applications for Membership shall be subject to the review and recommendation of the Membership Committee, and final consideration and approval or rejection by the Board of Directors.

Any person, firm, partnership or corporation lawfully and substantially engaged in the business of providing to subcontractors or specialty contractors supplies or services, including but not limited to construction materials, tools or equipment, bonding or insurance, safety or risk management services, financial or banking services, marketing or communication services or payroll or human resource services, may apply for Associate Membership. All applications for Associate Membership shall be subject to the review and recommendation of the Membership Committee and final consideration and approval or rejection by the Board of Directors. Associate Members will pay dues established by the Board, will receive copies of publications, may attend general membership meetings, may serve on committees, and otherwise participate fully in the activities and services of the Association.

In addition to the foregoing, any application for membership shall be approved only if the applicant is deemed a person who, or firm, partnership or corporation which, shall serve to advance the purposes of the Association. Approval of any application for membership is within the discretion of the Board of Directors and any such application may be denied for any lawful reason.

Section 2 - Dues. Membership dues shall be for the current calendar year and shall become due and payable as of the date of election to membership and thereafter on January 1 of each calendar year. The amount of dues shall be determined by the Executive Committee and approved by the Board of Directors.

Section 3 - Termination of Membership. Membership may be terminated by a two-thirds vote of the Board of Directors present at a meeting if such member is found to have acted in a manner at variance with the purposes of the Association or in any way detrimental to the welfare of the Association or the building and construction industry; provided that, except in the case of failure to pay membership dues, and before action is taken, such member shall be given the opportunity to appear in person, or by duly appointed and authorized representative before the Board of Directors, in defense of the actions under consideration. In the case of failure to pay membership dues when payable, membership shall automatically terminate without action of the Board of Directors.

Upon resignation or termination of membership, all rights or interest of a member in the property and privileges accorded by membership shall cease.

Article VI - Board of Directors.

Section 1 - Designation. The Board of Directors shall consist of the President, President-Elect, Two Vice Presidents, one of whom shall also be Assistant Treasurer, Treasurer, Past Presidents of the Association for the last two terms and no less than ten nor more than nineteen At-Large Directors elected from the membership. The Board of Directors shall determine the overall programs and policies of the Association but Officers except for the Clerk must be officers or employees of members substantially engaged in both furnishing labor and installing materials for construction contract work and no more than four At-Large Directors may be officers or employees of members not substantially engaged in both furnishing labor and installing materials for construction contract work.

Section 2 - Election and Term. The Board of Directors shall be elected at the Biennial Meeting and shall have a term of twenty-four months. The term may be extended by the Executive Committee for good cause by no more than six months. All Directors shall hold the office to which elected or appointed and qualified for their term or until earlier resignation, removal from office or death, or until their successors are elected or appointed.

No Director shall serve as an At-Large Director for more than four consecutive terms. A Director who has served four consecutive terms as an At-Large Director may be re-elected or appointed to an At-Large Director

position if at least one term has passed since he/she last served as an At-Large Director. All At-Large Directors re-elected at the 2013 Biennial Meeting shall be deemed as having previously served one term, regardless of the number of actual terms previously served.

No Director shall serve as an Officer for more than four consecutive terms. A Director who has served four consecutive terms as an Officer may be re-elected or appointed to an Officer position or elected or appointed to an At Large Director position if at least one term has passed since he/she last served as an Officer. Provided, however, that a Director holding the position of Treasurer for four consecutive terms may be subsequently elected or appointed to the position of Vice President or President Elect without waiting for one term to pass. All Officers re-elected at the 2013 Biennial Meeting shall be deemed as having previously served one term, regardless of the number of actual terms previously served.

Section 3 – Meetings. The Board of Directors shall meet once each month or at such time as it may determine, to act on matters of concern to the Association. It may hold such additional and special meetings as the President, a majority of the Executive Committee, or any five Directors may request.

Section 4 – Notice. At least five days prior to any special meeting of the Board of Directors, written notice of such meeting stating the time, place and purpose of the meeting shall be mailed by the Clerk or his designee to each Director.

Section 5 – Quorum. At any meeting of the Board of Directors, at least ten Directors, one of whom must be the President, President-Elect or a Vice President, shall constitute a quorum for purposes of acting on business of the Association.

Section 6 – Vacancies. Should a vacancy occur because of resignation, removal or death of a Director, the vacancy shall be filled by appointment by the Executive Committee and approved by the Board of Directors.

Section 7 – Attendance. The absence at any regular board meeting by a Director must be preceded by notice to the Clerk stating the reason for such absence. Such notice shall be reviewed by the Board of Directors. Any Director who fails to attend consecutive regular board meetings without Board approval may be removed from the Board.

Section 8 – Voting. Each member of the Board of Directors shall be entitled to one vote on any matter lawfully and properly brought before the Board of Directors except that past Presidents may not vote if they are no longer active in business as a subcontractor. Votes must be cast in person, or electronically if a special online or telephonic meeting is called by a majority of the Executive Committee to address an urgent matter which requires attention or action prior to the next regularly scheduled meeting of the Board of Directors. Proxies shall not be permitted.

Section 9 – Removal from Office. A Director may be removed from office by two-thirds vote of the Board of Directors present at a meeting if such Director is found to have acted in a manner at variance with the purposes of the Association or in any way detrimental to the welfare of the Association or the building and construction industry, or if such Director is no longer lawfully, substantially and primarily engaged in the business of subcontracting or specialty contracting, or lawfully and substantially engaged in the business of providing supplies or services to subcontractors or specialty contractors; provided that the Board of Directors may in its discretion give such Director the opportunity to appear in person, or by duly appointed and authorized representative, before the Board of Directors, in defense of the actions under consideration.

Section 10 – Insurance and Indemnity. The Association shall purchase Directors’ and Officers’ Liability Insurance with minimum coverages of: Directors, Officers and Entity Liability - \$1,000,000 aggregate limit of liability; Employment Practices Liability - \$1,000,000 aggregate limit of liability; and Fiduciary Liability - \$100,000 Defense Costs. Except as set forth herein, and to the fullest extent permitted by law, the Association shall indemnify all prior and current At-Large Directors, Officers and Past Presidents against all claims and liabilities, including reasonable attorneys’ fees, arising out of such person’s service as an At-Large Director or Officer. This indemnity shall be limited to the extent the claim or liability is covered and paid by Directors’ and Officers’ Liability Insurance purchased by the Association. This indemnity shall not include or cover claims or liabilities arising out of: (i) breach of the At-Large Director’s or Officer’s fiduciary duty or duty of loyalty to the Association or its members; (ii) acts or omissions not in good faith or which involve intentional misconduct; (iii) a knowing violation of law; or (iv) any transaction from which the At-Large Director or Officer derived an improper personal benefit.

Article VII – Officers

Section 1 – Designation. The Officers shall consist of a President, President Elect, two Vice Presidents, one of whom shall also be Assistant Treasurer, Treasurer, and a Clerk.

Section 2 – Term. The President, President Elect, two Vice Presidents and the Treasurer shall be elected at the biennial meeting, and shall hold the office to which elected or appointed and qualified, for their term or until earlier resignation, removal from office or death, or until their successors are elected or appointed. The Assistant Treasurer shall be appointed by the Executive Committee from among the two Vice Presidents and serve until the end of his/her elected term or until the appointment of a successor. The Clerk shall be appointed by the Executive Committee and shall hold office until the appointment of a successor.

Section 3 - Compensation. All of the Officers shall serve without compensation except the Executive Secretary, who shall be paid a salary determined by the Executive Committee and within the limits of funds available for such purposes and the Clerk who shall be paid only as Executive Director.

Section 4 - President. The President shall preside at all meetings of the Association, all meetings of the Board of Directors, and all meetings of the Executive Committee. The President shall be an ex-officio member of all standing committees and special committees. The President shall appoint or approve the members of all standing committees and special committees. The President shall have the power to remove any member from a standing committee or special committee. The President shall have such other powers and duties as the Board of Directors may prescribe.

Section 5 – President Elect. The President Elect shall perform the duties of the President in the absence of or in the event of the inability of the President to perform his duties. The President Elect shall have such other powers and duties as the Board of Directors may prescribe.

Section 6 - Vice Presidents. The Vice Presidents shall serve on the Committees to which they are appointed by the President. The Vice Presidents shall have such other powers and duties as the Board of Directors may prescribe. Absent unforeseen circumstances or a failure to be re-nominated or re-elected, an Officer who holds the position as Vice President shall subsequently hold the position of President Elect and then President.

Section 7 - Treasurer. The Treasurer shall review the monies and records reported by the accountant of the Association, and advise the Executive Committee of the financial status of the Association. The Treasurer shall furnish satisfactory bond if deemed advisable by the Executive Committee, in an amount to be determined by the Executive Committee at the expense of the Association for the faithful performance of his duties. All disbursements made in the regular course of business shall be made by check with signature of any two of the

following officers: the President, the Treasurer, the Assistant Treasurer, any Vice President or Director designated by the Executive Committee to sign checks, provided that a check for any single disbursement for \$2,000 or less for an expenditure in the regular course of business of the Association may be signed by the Executive Director only, when the Executive Director also holds the office of Clerk of the Association. Extraordinary expenses not in the regular course of business shall be approved by the Board of Directors before payment by check signed as provided herein. The Treasurer shall have such other powers and duties as the Board of Directors may prescribe.

Section 8 - Clerk. The Clerk shall be responsible for the records of official actions of the Association, including records and minutes of all actions taken by the Board of Directors, Officers and the Executive Committee, at official meetings, and all votes. The Clerk shall also be responsible for giving and publishing all notices of meetings as required by the By-laws. The Clerk shall keep a roster of the membership with their classifications and addresses, and shall furnish to the Treasurer a currently corrected list of the membership. The Clerk shall have such other powers and duties as the Board of Directors may prescribe.

Section 9 - Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer and in the absence or incapacity of the Treasurer shall perform the duties of the Treasurer. The Assistant Treasurer shall furnish satisfactory bond if deemed advisable by the Executive Committee in an amount to be determined by the Executive Committee at the expense of the Association for the faithful performance of his duties. The Assistant Treasurer shall have such other powers and duties as the Board of Directors may prescribe.

Section 10 - Vacancies. Should a vacancy occur because of resignation, removal or death of an Officer, the vacancy shall be filled by appointment by the Executive Committee and approved by the Board of Directors.

Article VIII - Executive Committee

Section 1 - Designation. The Executive Committee shall consist of the President, the President Elect, the two Vice Presidents, the Treasurer, one Past President from either of the last two terms, and one At-Large Director appointed by the President to serve on the Executive Committee.

Section 2 - Duties. The Executive Committee shall have authority over all matters of administration and operation, including budgets and expenditures, shall appoint the Assistant Treasurer, Executive Secretary, Counsel, Executive Director and any other necessary personnel and consultants. The Executive Committee shall act upon such matters as may be referred to it by the Board of Directors. The Executive Committee may authorize any two of four of its members to approve expenditures in the regular course of business. The Executive Committee shall act by majority vote and a majority of the Executive Committee shall constitute a quorum.

Section 3 - Executive Secretary. The Executive Secretary, who may also be Counsel, shall act under the supervision and direction of the Executive Committee to insure that the policies of the Association are carried out. The Executive Secretary shall be paid such compensation as may be approved by the Executive Committee.

Section 4 - Executive Director. The Executive Director, who may also be known as the Chief Executive Officer (CEO), shall be the full time employee to carry out the activities of the Association under the supervision and direction of the Executive Committee, and shall have general supervision of other employees and consultants employed by the Association. The Executive Director shall be paid such compensation as may be approved by the Executive Committee.

Article IX - Legal Counsel

Legal Counsel shall have the primary responsibility of reviewing all activities of the Association and its Board of Directors, Officers, Executive Committee, members and staff to insure compliance with the provisions of these By-laws and all existing applicable legislation and regulations. The Legal Counsel shall attend all meetings of the Executive Committee and the Board of Directors and work closely with the Board of Directors, Officers and Executive Committee to assist them in the performance of their duties and to provide counsel to them. The Legal Counsel shall be an ex-officio, non-voting member of all committees.

Article X - Meetings

Section 1 - Biennial Meeting. The Biennial Meeting shall be held every two years , at a time and place established by the Executive Committee, provided that the Executive Committee for good reason may vote to postpone the meeting by no more than six months. . At the Biennial Meeting, the election of Officers and At-Large Directors shall take place and reports of the activities of the Association shall be presented to the membership. Notice of the Biennial Meeting shall be sent to each member not less than ten days before the meeting.

Section 2 - Membership Meetings. Membership Meetings shall be held during the year at times and places established by the President or by a majority of the Executive Committee. Notice of each Membership Meeting shall be sent to each member not less than ten days before the meeting.

Section 3 - Special Meetings. An Annual Meeting or a Special Meeting may be called by the President or a majority of the Executive Committee, or upon written request of thirty members. The Clerk shall send notice of such meeting within twenty days of the call by notice sent to each member not less than ten days before the meeting.

Section 4 - Voting. Each member in good standing shall be entitled to one vote through its authorized representative or by proxy. A proxy shall be in writing and shall be revocable at the pleasure of the member executing it and, unless the duration of the proxy is specified, it shall be valid only for one month from the date of its execution.

Section 5 - Quorum. Ten percent of the membership entitled to vote shall constitute a quorum for the transaction of business at any Biennial, Membership or Special Meeting.

Article XI - Committees

Section 1 - Membership Committee. The Membership Committee shall consist of members appointed or approved by the President. The Membership Committee shall examine and approve the qualifications, desirability and eligibility of all candidates for membership who are substantially engaged in supplying materials, bonds or insurance to subcontractors and specialty contractors who are substantially engaged in the business of subcontracting or specialty contracting by both furnishing labor and materials for construction contract work, and also make recommendations, in appropriate cases, as to termination of membership.

Section 2 - Nominating Committee. The Nominating Committee shall consist of the President, the President Elect, the Vice President who is Assistant Treasurer, the immediate Past President and two additional members appointed or approved by the President who are substantially engaged in the business of subcontracting or specialty contracting by both furnishing labor and materials for construction contract work. The Nominating Committee shall nominate one person for each elected position and shall prepare its slate of nominees and present them to the Clerk at least forty days prior to the Biennial Meeting. The Nominating Committee shall also present to the Clerk the names of any additional nominees listed in a petition signed by at least forty members in good standing and delivered to the Nominating Committee before the Biennial Meeting.

Section 3 - Legislative Committee. The Legislative Committee shall consist of the President, the President Elect and members appointed or approved by the President. The Legislative Committee shall act for the best interests of the Association before the General Court and alert the membership and all concerned with legislation, beneficial or detrimental, to the Association, the public and labor and shall discuss policy matters and problems with public and private agencies and associations.

Section 4 - Special Committees. The President may from time to time appoint Special Committees, whose functions, scope and tenure shall be subject to the determination of the Board of Directors, and whose members shall be appointed or approved, and subject to approval by the President.

Article XII - Fiscal Year

The fiscal year shall be from January 1 through December 31.

Article XIII - Amendments

The By-laws may be amended by a two-thirds vote of the Board of the Directors, provided the proposed amendment is submitted to the members in writing at least thirty days prior to action by the Board and provided further that, within such thirty days, objection in writing to such amendment has not been made by at least one-third of the members in good standing. If objection to such amendment is made by at least one-third of the members, the Executive Committee shall call a vote of the members which may be conducted by regular mail or in person at a Special Meeting called for such purpose, as the Executive Committee may elect, provided the members have received at least 10 days notice of the vote. The proposed amendment may then be adopted only by an affirmative vote of the majority of those members voting. Notice of any amendment to the By-laws shall be provided to the members within ten days of the vote by the Board of Directors or the members.

Article XIV - Dissolution

Unless otherwise provided in the Articles of Organization, the Association may be dissolved in accordance with the provisions of Massachusetts General Laws c. 180, §11 or such other statute as provides for the dissolution of non-profit corporations.

Article XV – Notice

Any notice required by these Bylaws may be provided by electronic means.