



# Emerging Leaders Council Colorado Contractors Association BY-LAWS

## ARTICLE I

### NAME

Emerging Leaders Council may herein after be referred to as “ELC”.

Colorado Contractors Association may herein after be referred to as “CCA”.

## ARTICLE II

### SECTION 1. PURPOSES

This organization shall serve as a collective and collaborative Council with a mission of developing future leaders within the member companies in the CCA. This leadership development will be accomplished by the creating a forum that does the following:

- Promote positive Relationships between all parties involved in the infrastructure industry.
- Promote Leadership through advancing knowledge in both best practices and principles.
- Promote Integrity in the work place achieving higher levels of professional standards in conduct and work.
- Promote the highest quality of Safety standards
- Expose members to new Innovations through technology, materials and business methods.
- Act as good Stewards of the CCA to promote the organization. Expose tomorrow’s leaders to the industry Wisdom of today.
- Educate the members in sound Business practices that will raise the standards in the infrastructure industry.
- Prioritize and foster Workforce Development through community service and outreach.

## ARTICLE III

### SECTION 1. MEMBERSHIP LIMITS

In furtherance of the Council’s objective of improving the quality of the work, services and the professional standing of members, it follows that an CCA association member should gainfully employ every qualified member. No one respective member company may have any more than four members in the Council. Council membership shall not be capped unless voted on by the entire membership.

The Council shall strive to seek candidates for the Council membership in such a manner that closely reflects CCA membership representation, while also meeting the minimum requirements of Council membership. The Officers of the Council should lead in the effort to attain this goal and should take positive steps to promote strong and steady membership participation. Membership shall be open to all qualified persons without discrimination

because of the race, color, ethnic origin, creed or gender of its principals or employees. No limit shall be set regarding percentage of Associate vs. Contractor Members. If Associate member representation exceeds a “healthy balance” of participation, this article shall be revisited by Steering Committee of the Emerging Leaders Council.

## SECTION 2. MEMBERSHIP ENROLLMENT

An applicant shall first be nominated by his / her respective employer for membership in the Council. Each employer shall furnish satisfactory evidence that the nominated representative is a qualified candidate, possessing the necessary attributes of Skill, Integrity, Leadership, Motivation and Responsibility (as set forth by the steering Committee) and that he / she subscribes to and will support the principles and purposes of the Council. Additionally, prospective members shall complete an application form stating their own reasons for seeking membership. The Steering Committee shall review nominations and applications for candidates that meet the minimum qualifications. All applicants will be reviewed by the Steering Committee. Qualifying applicants may be asked to interview with the Steering Committee prior to being approved as members.

New member’s application/nomination forms shall be reviewed by the steering committee throughout the year, upon receipt from the potential new member. Prior members shall be eligible for reenrollment at the end of their term. The Steering Committee shall vote upon member reenrollment.

## SECTION 3. MEMBERSHIP QUALIFICATIONS

For the purposes of selecting members, each candidate must meet the following requirements. In conjunction with the stated goal of developing future industry leaders, no candidate above the age of forty (40) shall be considered. Candidates shall hold current positions of managerial leadership or satisfactorily prove that they are on the current path towards leadership postings with their current employer. Candidates must possess those qualities, which demonstrate entrepreneurial aspirations, history, or experiences. Candidates shall possess a broad working knowledge of current issues facing the construction industry. Candidates shall be required to express commitment to their community and pledge participation in community service days held by the Emerging Leaders Council. Candidates shall be of like mind in their desire to elevate the construction industry’s reputation and current perception. Any and all candidates final selection shall be based on a weighted point system reflecting the qualifications listed in this section as defined in Section 4) MEMEBERSHIP ELECTION.

## SECTION 4. ELC MEMBERSHIP REQUIREMENTS

Membership shall be defined as a three-year term. Once selected, each member is required to attend one community service event and one speaker event each year. Other professional development events and networking events are encouraged but not compulsory.

## SECTION 5. DUES

In order to be a member in good standing, all Council members’ shall pay \$500 in yearly dues payable within thirty (30) days of receiving the invoice. This amount may be amended by a quorum vote of the Steering Committee. Dues paid for the first year are nonrefundable. Extenuating circumstances shall be reviewed by the Steering Committee and shall be determined by a majority vote.

## SECTION 6. SPECIAL ASSESSMENTS

The Steering Committee, if required, shall approve special assessments. Written notice of such action shall be given to the membership thirty (30) days prior to effective date. A special assessment shall not remain applicable beyond the current fiscal year in which it is approved.

## SECTION 7. TERMINATION OR SUSPENSION OF MEMBERSHIP

(a) The membership of any member who has failed or shall hereafter fail to pay his dues or any other indebtedness to ELC on or before the date due shall be terminated or suspended as provided by such rules and regulations as may be adopted by the Steering Committee from time to time, provided, however, that no membership may be terminated or suspended under this Subsection (a) unless such dues or other indebtedness are delinquent for at least sixty (60) days nor without prior written notice of such proposed action mailed to such delinquent member at their address shown on the records of the CCA and ELC.

(b) Any member may voluntarily withdraw from membership in the Council by notifying the Council in writing. Such withdrawal shall not operate to discharge any indebtedness due the Council, which accrued prior to withdrawal.

(c) The membership of any member shall terminate if and when such member ceases to possess the qualifications necessary for any class of original membership as prescribed by this Article. The Steering Committee shall determine any question arising hereunder.

(d) Any member who may otherwise refuse or fail to comply with the By-Laws of the Association may, upon notice and hearing before the Steering Committee, or before a committee selected and designated for that purpose by said Steering Committee, be dropped or suspended by the Steering Committee from membership in the Council. Written notice of the hearing for said purpose shall be mailed to such member at his address shown on the records of the Council at least thirty (30) days prior to such hearing.

(e) The Steering Committee may, after reasonable notice and hearing, terminate the membership of any member whose conduct is in their opinion detrimental to the best interest of the Council or the construction industry in general.

(f) The vacancy created in the Council by a member voluntarily withdrawing or by having their membership terminated is the property of and immediately surrendered to the Council. The previous member's employer shall have first opportunity to fill the vacant space in the council. The previous employer will forfeit the remaining dues if they do not wish to fill the space. If the space is left unfilled that it will be turned back over to the Council's steering committee and they shall be responsible for filling the spot based on the requirements for membership listed in these by-laws.

## SECTION 8. REINSTATEMENT

When any person has ceased to be a member of the Council for any cause, the Steering Committee may reinstate such person to membership in accordance with such rules and the Steering Committee may adopt new regulations as needed from time to time.

## SECTION 9. MEMBERSHIP TRANSFER

(a) The membership of any member who becomes gainfully employed by a company other than the one for which they were approved for membership shall remain a member throughout their current term given that the following requirements are met.

(b) The new position still meets the basic requirements for membership.

(c) The new employer is willing to take up the dues payments for the duration of the current term.

(d) The new employer meets the membership requirements for an CCA membership. (e) Flex spots in the Council will be maintained for transfer members with the number of spots being decided upon by the steering committee.

(f) At the end of the current term of membership the new employer must nominate the member again for application to the Council. If the member company already has their max number of members in the Council then it will be up to the company to decide if the new employee shall take over one of the previous held spaces upon successful reapplication.

## ARTICLE IV

### MEETINGS

#### SECTION 1.

Meetings shall be held at a time and place determined by the Steering Committee. Special meetings may be called by the ELC Chairmen or by a majority of the Steering Committee or by one-half of the Council Members petitioning for such meeting. Each such call shall be in writing and shall state the time; place and purpose of such meeting, and no business shall be transacted at a Special Meeting other than as stated in the purpose of the call.

#### SECTION 2.

Half plus one is the majority of active members in good standing and entitled to vote present at the meeting or responding in writing shall constitute a quorum for the transaction of the business of the Council.

#### SECTION 3.

Robert Rules of Order shall be the guide for conducting steering committee and general council meetings where there is a vote or discussion on the general direction of the council.

## ARTICLE V

### STEERING COMMITTEE MEMBERS SECTION

#### SECTION 1.

The Steering Committee, who shall exercise all, shall manage the affairs of the Council general powers conferred by the laws of the State of Colorado upon corporations organized under the Colorado Non-Profit Corporation Act and shall have such additional powers and duties as are specifically provided by the Articles of Incorporation and by these By-Laws.

#### SECTION 2.

Officers of the Council shall be a Chairman, Co-Chairman, Past Chairman, Membership Chairman, Membership Co-Chairman, Treasurer, Marketing Chair, Community Service, Community Service Co- Chairman, and one general membership representative. Those members of the Steering Committee not including the general membership representatives shall be considered officers of ELC.

#### SECTION 3.

The officers shall be members of the Steering Committee, selected by majority vote of the previous year's officers of ELC, and shall take office at the January monthly membership meeting. Terms of Steering Committee members shall be for one year each or until successors are duly elected. Steering Committee members may be elected for consecutive terms with a term limit in any one Steering Committee role of five years. Should at any time an officer

or board member be unable to fulfill their term, a special election shall be called at the next scheduled meeting to fill the position as expeditiously as possible.

#### SECTION 4.

The Steering Committee will be constituted of ten (10) total members nominated and elected by the previous year's ELC officers. Officers for the new fiscal year selected by the previous year's ELC officers shall be automatically reinstated as members of the new Steering Committee. The remaining balance of positions on the Steering Committee shall be elected each year.

#### SECTION 5.

All nominations for positions to the Steering Committee and for Officer's shall be made to the current steering committee prior by October 1<sup>st</sup> of the calendar year. Nominees will be invited to the ELC strategic planning session, which is held in October of each calendar year. Voting shall take place by the current year's ELC Officer's after the strategic planning session. All elections shall be made with a majority vote of Officers present.

### ARTICLE VI

#### DUTIES OF OFFICERS

##### SECTION 1.

The ELC Chairman shall preside at all meetings and act as official leader of the Steering Committee and Emerging Leaders Council. The ELC Chairman or the officer requesting a committee shall appoint all committee or task force members. These committees shall be established no longer than is necessary to complete the business for which they were specifically designated to complete. The ELC Chairman and Co-Chair shall have general supervision over all activities of the Council. The Co-Chair will fill in for the ELC Chairman if and when the Chairman is not able to attend an ELC meeting or event. The Past Chairman shall be present at all steering committee meetings and council meetings and be responsible for the long term direction of the group.

##### SECTION 2.

The Membership Chair shall conduct any such meeting at which neither the Chairman nor Co-Chair are present. The Membership Chair's and Co-Chair's primary responsibility is to keep up with current membership enrollment responsibilities. These duties include but are not limited to keeping role of members at meetings, tracking membership eligibility, keeping an updated contact list of active Council members, and organizing nominations and applications for new members. The Membership Chair shall distribute new member materials during the on-boarding process of new members. Additional responsibilities may be assigned as seen fit by the Chairman and Steering Committee.

##### SECTION 3.

The Treasurer shall have custody of all funds of the Council, and he shall cause to be made a monthly statement of all monies received and paid out, and shall cause to be furnished an annual audit. He shall, at the expiration of his term of office, turn over to his successor in office all property of the Council in his possession, and a complete audit of the books of the Council, as required by these By-Laws, shall be done at the expense of the Council. Additional responsibilities may be assigned as seen fit by the Chairman and Steering Committee.

#### SECTION 4.

The Marketing Chair shall be responsible for organizing the Council's yearly agenda. The agenda as determined by the Steering Committee shall be set forth in a calendar format. The Marketing Chair will also be responsible in coordinating with the CCA staff any written publications about the Council. They will in addition be asked to keep all Council information up to date on the CCA website and actively produce documentation of Council activities to help in the solicitation of future Council members. Additional responsibilities may be assigned as seen fit by the Chairman and Steering Committee.

#### SECTION 5.

The Community Service Chair and Co-Chair are responsible for all duties surrounding the annual community service fundraisers. The Chair and Co-Chair shall have general supervision over all activities relating to the community service projects. The Co-Chair will fill in for the Chairman if and when the Chairman is not able to attend steering committee meetings or meetings leading up to the community service project. The Past Chairman will be present at all steering committee meetings and Council meetings to ensure long term direction of the community service projects. Additional responsibilities may be assigned as seen fit by the Chairman and Steering Committee.

#### SECTION 6.

The general membership officers shall attend all steering committee meetings and Council meetings. They will assist in various roles, as set forth by the Chairman and Steering Committee. Additional responsibilities may be assigned as seen fit by the Chairman and Steering Committee.

### ARTICLE VII

#### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

##### SECTION 1.

The Steering Committee may authorize any officer or agent of the Council, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

##### SECTION 2.

All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council shall be signed by such officers or agents of the Council and in such manner as shall from time to time be determined by resolution of the Steering Committee.

##### SECTION 3.

All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Steering Committee may select based on CCA practices.

##### SECTION 4.

The Steering Committee may accept on behalf of the Council any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Council.

## SECTION 5.

The Council, its Steering Committee, officers and agents, shall not do any act which shall constitute a basis for denial of tax exemption under applicable laws. In particular:

A. The Association shall not:

1. Lend any part of its income or corpus, without receipt of adequate security and a reasonable rate of interest;
2. Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
3. Make any part of its services available on a preferential basis;
4. Make any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth;
5. Sell any substantial part of its securities or other property for less than an adequate consideration in money or money's worth; or
6. Engage in any other transaction which results in a substantial diversion of its income or corpus to a person who has made a substantial contribution to the Association, a member of the family of such person, or a corporation controlled by such person.

B. The Council shall not accumulate out of income amounts which are

1. Unreasonable in amount or duration in order to carry out the purpose or function constituting the basis for tax exemption;
2. Used to a substantial degree for purposes or functions other than those constituting the basis for tax exemption; or
3. Invested in such a manner as to jeopardize the carrying out of the purpose or function constituting the basis for tax exemption.

## ARTICLE IX

### FISCAL YEAR

The fiscal year for the Council will be one calendar year from the 1<sup>st</sup> of October to the 30<sup>th</sup> of September.

## ARTICLE X

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Colorado Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or By-Laws of the Council, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

## ARTICLE XI

### INDEMNIFICATION

The Council shall indemnify every member and Officer of the Council against, and reimburse and advance to every Officer for, all liabilities, costs and expenses incurred in connection with such directorship or office and any actions taken or omitted in such capacity to the greatest extent permitted under the Colorado Non-Profit Corporation Act and all other applicable laws at the time of such indemnification, reimbursement or advance payment.

## ARTICLE XII

### AMENDMENT TO BY-LAWS

Amendments to these By-Laws may be made at any regular or special meeting of the Steering Committee by two-thirds quorum vote of the voting members in good standing present at the meeting. The amendment must go before the Council for notice at the next scheduled Council meeting. The amendment is to be read in its entirety and explained to all members present the purpose of the amendment. At which time, the Council may open a discussion or vote to reject the proposal. Proposals may only be rejected by a two-thirds quorum vote. Should discussion pass and no rejection raised the amendment shall go into effect at the close of the meeting.

#### ARTICLE XIII

##### SPECIAL AMENDMENTS TO BY-LAWS

At any time special amendments may be made to the by-laws by vote of the steering committee. Special amendments can temporally override individual sections of the by-laws as deemed necessary by the steering committee. All special amendments are time sensitive and will expire on the date listed in the amendment. No special amendment shall last more than 2 calendar years from the date it is passed by the steering committee.