

**PLAN OF MERGER
OF
ASSOCIATED BUILDERS AND CONTRACTORS OF
SOUTHERN NEVADA, INC.
INTO
ASSOCIATED BUILDERS AND CONTRACTORS OF
SIERRA NEVADA CHAPTER**

- I. Associated Builders and Contractors of Southern Nevada, Inc., a Nevada non-profit corporation (“ABC South”) shall be merged into Associated Builders and Contractors of Sierra Nevada Chapter, a Nevada non-profit corporation (“ABC Sierra”), in accordance with the provisions of Chapter 92A of the Nevada Revised Statutes.
- II. At meetings or by written consent of the Board of Directors and Members of ABC South and ABC Sierra, there shall be submitted for approval and recommendation to the Directors and Members the following:
 - a. This Plan of Merger
 - b. Articles of Merger
 - c. Authorization for officers to execute and file all required documents to effectuate the merger.
- III. The merger shall be effective as of January 1, 2010 (“Effective Date”).
- IV. ABC Sierra’s name shall be changed with the Nevada Secretary of State and Internal Revenue Services to Associated Builders and Contractors Nevada Chapter.
- V. The principal place of business of the surviving entity shall be 240 South Rock Blvd., Suite 121, Reno, Nevada 89502.
- VI. The Articles of Incorporation of ABC Sierra shall be amended to reflect the change in the name of the entity, as of the Effective Date of the mergers, to Associated Builders and Contractors Nevada Chapter.
- VII. The Bylaws of ABC Sierra shall be amended and restated to the form of Amended and Restated Bylaws, as attached at Exhibit A, as of the Effective Date of the merger.
- VIII. The Board of Directors of Associated Builders and Contractors Nevada Chapter after the merger shall be:
 - a. Jack Breslin
 - b. Tom Burns
 - c. Victor Fuchs
 - d. Marcos Garcia
 - e. Mason Gorda
 - f. Sherrie Hermann

- g. Dave Rocchio
 - h. Kevin Spilsbury
 - i. Jeffrey Vilkin
 - j. Bryce Wisan
 - k. Susan Banks
 - l. Mike Cate
 - m. Frank Lepori
 - n. Justin Ivory
 - o. Dale Lowery
 - p. John Martin
 - q. Tom Mourning
 - r. Mike Sheppard
 - s. Cliff Springmeyer
 - t. Craig Willcut
- IX. The Officers of Associated Builders and Contractors Nevada Chapter after the merger shall be:
- a. President – Justin Ivory
 - b. Vice-President – Mike Cate
 - c. Secretary – Frank Lepori
 - d. Treasurer – Frank Lepori
- X. Upon the Effective Date of the merger, all of the assets of ABC South shall be transferred to Associated Builders and Contractors Nevada Chapter
- XI. Upon the Effective Date of the merger, all of the liabilities and obligations of ABC South shall be expressly assumed by Associated Builders and Contractors Nevada Chapter.
- XII. Associated Builders and Contractors Nevada Chapter shall maintain its tax exempt status with the Internal Revenue Service and shall notify the Internal Revenue Service of the name change as soon as reasonably possible.
- XIII. The aforesaid merger shall not, in any manner, impair the claims of any creditors of ABC South.
- XIV. This Plan of Merger may be terminated and the proposed merger may be abandoned at any time before the Effective Date if the Boards of Directors of ABC South and ABC Sierra each duly adopt a resolution abandoning this Plan of Merger.
- XV. This Plan of Merger shall be construed in accordance with, and governed by, the laws of the State of Nevada.

EXHIBIT A
BYLAWS

**ASSOCIATED BUILDERS AND CONTRACTORS
NEVADA CHAPTER**

AMENDED & RESTATED BYLAWS

**ARTICLE I
PRINCIPLES**

- A. The Associated Builders and Contractors, Inc. is the voice of the merit shop in the construction industry. We assume the responsibility of making that voice heard. Toward this end, we restate, herewith, the creed of the merit shop, which we have adopted as the basis of our Chapter's actions.

"We believe that the merit shop movement is for the betterment of the individual . . . the industry . . . the nation.

We believe in the system of free enterprise and open competition.

We believe that the employees and employers should have the right to determine wages and working conditions, through either individual or collective bargaining as they choose, within the boundaries of the law.

We believe that the employer must have concern for the general welfare of the employee and that there must be fair compensation for work performed. By the same token, we believe that the employee has an obligation for satisfactory performance of assigned work.

We support sound legislation in the areas of workers' compensation, safety and unemployment compensation.

We believe legislation that embraces fair play for both employer and employee is essential to the preservation of our free enterprise system. The law should protect the right of employees to work regardless of race, color, creed, age, sex, national origin, membership or non-membership in a labor organization or other protected class.

We oppose violence, coercion, intimidation and the denial of the rights of both employees and management.

We believe that economy is incumbent upon all branches of government and that government should award contracts to the lowest responsible bidder only. We oppose any unjust pressure to violate these principles.

We believe that work opportunities in this nation should be made available to all of our people, regardless of race, color, creed, age, sex, national origin, religion, membership or non-membership in a labor organization or other protected class, and we support programs towards this end.

We believe that monopolies or any kind of price or wage fixing in either the public or private sector are detrimental to our system of free enterprise.

We believe that the destiny of all Americans can best be served by cooperation, following the tenets of free enterprise and democratic government. We believe business leaders can best preserve these tenets by becoming active in politics and civic affairs.”

ARTICLE II IDENTIFICATION

- A. Name
1. The name of this association is “Associated Builders and Contractors Nevada Chapter“ or, in short form, “ABC”.
 2. The word “Chapter” when used in these Bylaws, shall mean the “Associated Builders and Contractors Nevada Chapter.
 3. The term “Board” in these Bylaws shall mean the Board of Directors of the Chapter.
 4. Whenever a two-thirds (2/3) vote of the Board is required, it shall mean two-thirds (2/3) of the Board present and voting but in no case less than one-half of the total Board.
- B. Non Profit Status: The Chapter is a nonprofit corporation organized under Chapter 82 of the Nevada Revised Statutes. Unless otherwise provided in the Articles of Incorporation or in the Bylaws, the Corporation may exercise any power or authority conferred on nonprofit public benefit corporations by law.

ARTICLE III PURPOSES AND OBJECTIVES

- A. The primary objective of this Chapter is to foster and perpetuate the principles of the merit shop, where union employing and non-union employing firms may work together on the same job without hindrance or ill-will.
- B. In addition to this primary objective, this Chapter shall pursue and promote the following activities:
1. Encourage, develop and protect the building and construction industries.

2. Promote confidence and goodwill within the building and construction industries and between these industries and the general public.
3. Organize general and specialty contractors, subcontractors, construction management companies, suppliers, professionals and other businesses that hold a special interest in the construction industry, who wish to help the Chapter accomplish its primary objectives.
4. Organize and promote meetings, seminars and conferences of all kinds in order to maintain a well-informed industry and general public.
5. Organize, promote and make available to as many as possible apprenticeships and management and craft education training programs that serve the particular needs of the Chapter's members.
6. Promote qualified benefits programs for the general welfare of employees and employers of merit shop business industry.
7. Promote a "Code of Ethics" for the construction industry.
8. Promote such other activities or services as may benefit the membership, further the objectives and promote the principles of the Chapter.

ARTICLE IV
MEMBERSHIP CLASSIFICATION, ELIGIBILITY, DUES AND EXCLUSION

- A. Membership shall be divided into the following classes:
1. Full Member: A business, which remits ABC National and Chapter dues.

Full members include Contractors and Industry Professionals.

Contractors: Firms holding a current Nevada Contractor's License.

Industry Professionals: Firms providing services and supplies to the industry.
 2. Life Member: An individual representing a member company who played an active role in the industry and who wishes to continue to participate in furthering the objectives, purposes and programs of the Chapter. Candidates for life membership must have contributed significantly to the Chapter and be recommended to the

National Board of Directors for approval as a life member by the Board.

3. Sustaining Member: An Association, Foundation or other non-profit group or individual representing a member company who agrees to make a voluntary annual contribution to help defray the cost of furthering the objectives, purposes and programs of the Chapter.
4. Multiple Chapter Member: Full member of another ABC Chapter who becomes a member under the same name in this Chapter where it remits only the Chapter portion of the business's total dues obligation within the proper dues category. Chapter-only dues for contractors and construction management businesses shall be based upon the gross annual dollar amount of construction the business performs and/or coordinates within the Chapter boundaries. ABC National services will be available to the business through those Chapters to which the member remits ABC National dues.

B. Eligibility

1. Any company, properly organized and in good standing which possesses the qualifications listed in Article I, II, and III of these bylaws is eligible to apply for membership in this Chapter, except that no labor organization or any Officer, employee or agent thereof shall be eligible for membership in the Chapter provided, however, that no one shall be excluded from eligibility solely because of membership in a labor organization.
2. Membership shall be contingent upon the receipt by the Chapter of a qualified and completed membership application form, the payment of the proper dues, and approval by a majority of the Board at the next regularly scheduled Board meeting, or by electronic method, or by telephone.

C. Applications

1. Application for various types of membership shall be made on a proper form supplied by the Chapter.
2. Qualified applications shall be filled out completely, accurately, and signed.

D. Dues

1. Dues for membership in the Chapter shall be set by the Board.
2. Annual dues are payable on the first day of January in advance for the entire year. A member is automatically declared delinquent if

dues are not paid by April thirtieth (30th) of the year in which they are due.

3. The dues of new members may be pro-rated by the Board.
4. National dues will be collected by the Chapter at the time Chapter dues are collected, and the National portion will be forwarded by the fifteenth (15th) of the month after received.

E. Expulsion and Removal from Membership

1. A member may be expelled for just cause from membership in the Chapter by a two-thirds (2/3) vote of the Board; but in no case, less than one-half of the total Board. Report of such expulsion shall be forwarded within five (5) days to the National Office of the Association for review by the legal counsel of the National Association and confirmation by the National Board of Directors.
2. The Regular Member subject to expulsion must be provided the following dues process rights at least thirty (30) days prior to the vote of the Board on the proposed expulsion. If the Regular Members appeals an expulsion to the National Executive committee, the National Executive committee shall make a recommendation to the National Board of Directors to uphold or override the expulsion. The rights shall be as follows:
 - a) Written notification sent to the member's address on file with the Chapter of the reason(s) for the proposed expulsion as well as the place, time and date of the hearing.
 - b) An unbiased hearing before Chapter Board.
 - c) The right and opportunity to see and examine all evidence as well as cross-examine witnesses.
 - d) The right to answer and refute all charges either in writing or orally not less than five (5) days before the expulsion.
 - e) The notification in writing of the right to appeal to the National Executive committee.
3. The expelled member shall have the right to appeal to the National Association in writing within thirty (30) days of the expulsion. Such member shall retain the rights and privileges of membership during such appeal.
4. The National Executive committee shall make a recommendation to the National Board of Directors to uphold or override the expulsion. A two-thirds (2/3) vote of the National Board of Directors of the Chapter is necessary to override the action of expulsion.

5. A member will be removed from membership by the Board and lose all rights and privileges of membership if the company is delinquent paying its dues.
- F. Discipline by this Chapter for just cause shall be as follows:
1. The Board shall have the power to reprimand any member or group of members for conduct which, in the opinion of a two-thirds (2/3) majority of the Board voting at a regularly scheduled or special meeting is improper, dishonorable, or prejudicial in any way to the welfare or reputation of, or endangers the standards of the Chapter.
 2. In the event said Board votes to reprimand any member or group of members prior to the effective date thereof, said member or members shall be given the opportunity to appear before the Board within forty-five (45) calendar days upon an appeal for reconsideration of the determination.
 3. The Board shall have the power to execute and apply expulsion and removal from membership following the procedure defined under the Expulsion and Removal from Membership section of the Bylaws.

ARTICLE V
GENERAL, MEMBERSHIP, MEETINGS, QUORUMS, AND VOTING

- A. Annual Meetings
1. Time: The Annual meeting of the members of the Chapter shall be held no later than December 15 of every year.
 2. Place: The place of the meeting shall be determined each year by the Board of Directors who shall instruct the President to include mail and electronic notices of the annual meeting to each member.
 3. Notice: Notice of Annual Meetings shall be by mail or by electronic and distributed not less than ten (10) days and not to exceed sixty (60) days prior to each annual meeting so called.
- B. Special Meeting
1. Time: Special meetings of the members may be called from time to time by vote of not less than five percent (5%) of the members demanding such meeting. The demand of such meeting must be signed dated and delivered to the

President, Chair of the Board, or Treasurer of the Chapter.

2. Place: Special meetings shall be held at such places as may be determined by a majority of the quorum of the Board of Directors.
3. Notice: Notice of Special Meetings shall be by mail or by electronic and distributed not less than ten (10) days and not to exceed sixty (60) days prior to each special meeting so called.

C. Quorums and Voting

1. Voting Qualifications: Each member in good standing who is listed on the record of the Chapter as a bona fide member in good standing at the time any notice of an annual, special, Board, or general membership meeting is noticed shall be entitled to vote.
2. Quorums for Voting: Attendance in person or by telephone by not less than ten percent (10%) of the total number of members shall constitute a quorum for any meeting. Any resolution or act adopted or taken by a majority of members present and voting, shall bind all of the members of the Chapter except for amendment of these Bylaws, subject to majority approval of the Board.
3. Proxy: Voting may only be by members attending meetings in person. No proxies will be recognized or accepted.
4. Nothing in the written agenda shall prevent the membership from considering any item of business presented by any member.

**ARTICLE VI
OFFICERS AND DIRECTORS**

A. Board of Directors

1. Purpose: To govern the Chapter in accordance with the Chapter and National Bylaws and those policies established by current and previous Chapter and National Boards of Directors. The Board shall:
 - a) Formulate all polices of the Chapter,
 - b) Appoint Trustees to administer the apprenticeship program in accordance with the Apprenticeship Training Trust,
 - c) Approve Chapter budget

- d) Settle all disputes within the Chapter
2. Board Composition: The Board shall consist of Directors elected from among the members in good standing of the Chapter.
- a) Membership on the Board shall include:
 - i. All Elected Officers
 - ii. Immediate Past Chair
 - iii. Current Trust Chair South
 - iv. Current Trust Chair North
 - v. Plus at least four other directors elected by the membership in accordance with these Bylaws.
 - b) There shall be no fewer than 10, but not more than 20, members serving on the Board with equal representation from both Northern and Southern Nevada.
 - c) There shall be only one representative from a member company who is allowed to serve on the Board.
 - d) Nothing in these Bylaws shall prevent the Chapter from selecting any member in good standing as its representative to the Board, provided that the composition maintains a two-thirds (2/3) of members of the Board classified as Contractors.
3. Meetings: To be held once a month or as determined by the Board.
- a) If a Board meeting is to be held on a day other than when regularly scheduled, the schedule change must be approved by the majority of the Board.
 - b) A special meeting of the Board may be called by the Chair of the Chapter or at the discretion of a majority of the Board.
 - c) The agenda is to be prepared by the Chair and President.
 - d) Distribution of the agenda, along with the minutes of the previous meeting and the purpose, time and place for the meeting signed by the Chair or President, not less than ten (10) days and not to exceed sixty (60) days will constitute notice of the meeting.

- e) Attendance by more than fifty percent (50%) of the total members of the Board shall constitute a quorum.
4. Qualifications of Directors
- a) Member in good standing of the Chapter.
 - b) Ability to attend meetings and accept committee responsibilities.
5. Duties of a Director
- a) To attend Board meetings regularly. Failure to attend three (3) Board meetings during the calendar year or two (2) consecutive regularly scheduled Board meetings without adequate reason shall be cause for replacement.
 - b) To fulfill the obligations inherent in Articles I and III of these Bylaws.
6. Terms of Directors
- a) Shall be elected at the Annual Meeting of each year to take office on the following January 1st.
 - b) The terms of office of Directors shall be staggered, whereby one-third (1/3) of the Directors shall be elected each year. The terms of any Director shall be three (3) years.
 - c) In the event a Director is unable to complete the elected term, the Directors shall be replaced by a representative from among members in good standing of the Chapter as selected by a majority of the remaining Directors. The Directors shall be selected to fill the unexpired term of such person's successor.
 - d) Any Officer vacancies will be filled from the current Board of Directors by a vote of the majority of Directors at a regular or special meeting. The Officer elected to fill the vacancy shall be elected for the unexpired term of such person's predecessor in office and shall hold such office until such person's successor is duly elected.
7. Removal of any member of the Board may be removed by the affirmative vote of two-third (2/3) of the members in good standing whenever in their judgment such removal would serve the best interest Chapter.

B. The Executive Committee

1. Purpose:

- a. To make decisions on matters regarding the transaction of business for the Chapter. The Executive committee can decide and act on matters of procedure, but not policy.
- b. To recommend policy to the Chapter Board of Directors.
- c. To review the Chapter budget and perform an annual performance and compensation review of the president.
- d. The Executive committee will report all actions and decisions to the Board.

2. Composition: The Executive committee shall consist of the Elected Officers of the Chapter as listed in these Bylaws, with equal representation from Northern and Southern Nevada. The President shall attend all meetings of the Executive committee.

a. Membership on the Executive Committee shall include:

- i) Current Chair
- ii) Current Vice Chair
- iii) Current Secretary/Treasurer
- iv) Current Trust Chair – North
- v) Current Trust Chair - South
- vi) Immediate Past Chair
- vii) Plus two additional members who may be appointed by the Chair, each representing Northern and Southern Nevada.

3. Duties: The Executive committee shall perform the following functions and duties:

- a. Assist the Chair in decisions of a current or urgent nature not requiring action of the Board.
- b. Assist in the preparation of agenda for the Board meeting.
- c. Assist the Chair in carrying out mandates of the Board.

- d. Act as a Ways and Means committee for the Chapter.
 - e. Appoint the Nominating committee.
4. Meetings: To be held once a month, as determined by the Executive committee.
 - a. If an Executive committee meeting is to be held on a day other than when regularly scheduled, the schedule change must be approved by the majority of the Executive committee.
 - b. A special meeting of the Executive committee may be called by the Chair of the Chapter, or at the discretion of a majority of the Executive committee.
 - c. Distribution of the agenda, along with the minutes of the previous meeting and the time, place and purpose of the meeting signed by the Chair or President, not less than ten (10) days and not to exceed sixty (60) days will constitute notice of the meeting.
 5. The agenda is to be prepared by the Chair and the President.
 6. Attendance by more than fifty percent (50%) of the total membership of the Executive committee, in person, or by telephone, shall constitute a quorum.
 7. No member of the Executive committee may vote any matter with which the member may have a conflict of interest.
 8. Minutes shall be kept of all meetings of the Executive committee and distributed to the Board at their next regularly scheduled meeting.
 9. Nothing in these Bylaws shall prevent the Chair, with the consent of the Executive committee with respect to cost, from engaging advisors or consultants to assist in special matters.
 10. Removal of any Officer may be removed by the affirmative vote of two-thirds (2/3) of the Directors currently in office whenever in their judgment such removal would serve the best interest of the Chapter.

C. Elected Officers and Their Duties

1. Chair

- a. Serves as Chair of the Board.
 - i) Presides over all Board meetings.
 - i) Votes on any issue and has the authority to break a vote in the case of a tie vote by the Board of Directors.
- b. Serves as Chair of the Executive committee.
 - i) Presides over all Executive committee meetings.
 - i) Votes on any issue.
- b. Serves as Chief Executive of the organization.
 - i) Appoints standing and special committees as required by the ABC National Bylaws and others at the discretion of the Chair and recommended for approval by the Executive committee to the Board.
 - ii) May appoint any additional committees necessary for the activities of the Chapter.
 - iii) Advises and assists all Officers of the Chapter in their duties.
 - iv) Represents the Chapter at all National functions where necessary, or appoints a designated representative when possible.

2. Vice-Chair

- a. Serves on the Board.
- b. Assumes the office of Chair in the event of the Chair absence, resignation or removal from office.
- c. Serves as a member of the Executive Committee.

3. Secretary/Treasurer

- a. Serves on the Board.
 - b. Assumes the duties of the Chair in the absence of the Chair and Vice-Chair.
 - c. Serves as a member of the Executive committee.
 - d. The Secretary/Treasurer shall be responsible for the recording and safekeeping of all Board and Executive committee meeting minutes.
 - e. When specifically requested by the Chair, the Secretary/Treasurer shall also record minutes of meetings of the general membership and other special meetings.
 - f. The Secretary/Treasurer shall perform all duties assigned by the Chair, duties named in these Bylaws and duties directed by the Board.
 - g. Serves as Chair of the Finance committee.
 - h. Shall submit, in writing, financial reports of the organization to the Executive committee on a monthly basis and to the Board on at least a quarterly basis.
 - i. Advises the Executive committee on fiscal matters of the Chapter.
4. Removal of any Officer may be removed by the affirmative vote of two-thirds (2/3) of the Directors currently in office whenever in their judgment such removal would serve the best interest of the Chapter.

D. Chapter Staff

1. President:
 - a) Shall serve as the President of the Chapter.
 - b) Shall be responsible for implementing Board policies.
 - c) Shall be the liaison between the ABC National staff and the Chapter.
 - d) To be hired by the Executive committee with approval of the Board.
 - e) Job description and performance as approved by the Board will be annually reviewed.

- f) To be directly responsible to the Chair and the Board for all Chapter activities.
- g) Act as Coordinator for all Chapter committees. Act as committee whip to follow up with committee Chair to see that the committees are functioning and carrying out their assigned tasks.
- h) The President is responsible for the management of Chapter staff and shall have the authority to operate the organization including the ability to hire and/or terminate any staff person as deemed necessary in accordance with all policies and laws.

E. Committees

1. All Committees Standing and Temporary:

- a) Shall be responsible to the Chair and come under the direct supervision of the President. The President shall be assisted by the Chapter staff in aiding the committees to accomplish their tasks.
 - b) The Committee Chair:
 - i. Attend all committee meetings and reports progress or accomplishments to the committee Chair and Board of Directors.
 - ii. Presides at committee meetings.
 - iii. Directs committee goal-setting and ensures that assigned tasks are completed.
 - c) Committee Members
 - i. Shall be responsible for attending all committee meetings.
 - ii. Shall work to accomplish the goals and purposes of the committee.
2. The Chair of the Chapter shall be a member, ex-officio, of all standing and special committees. He shall have the power to remove committee members for cause and to appoint replacement in the event of vacancies.
3. The President, in consultation with the Chair, may assign a staff member to work with each committee and shall be responsible for

maintaining records of the committee, preparing agendas, and assisting the committee.

4. Committees are established by a majority vote of the Directors.

F. Nomination & Election for the Board of Directors and Officers

1. The Officer and Director nominees are selected by the nominating committee which is established by the Executive committee.
2. The Nominating committee shall submit its report on nominations for President Chair, Vice-President Chair, Secretary/Treasurer, and Board of Directors at least three (3) weeks in advance of the Annual Meeting. This report will then be communicated to the general membership at least three weeks in advance of the Annual Meeting.
3. Additional nominees, other than those submitted by the Nominating committee, may be included in the ballot, provided that prior consent of the nominee has been obtained, and provided that the nominee's name has been presented in writing prior to the Annual Meeting and sponsored by five (5) members, in writing, and in good standing of the Chapter.
4. All elected Officers will serve one year. Directors shall be elected for a term of three years. Said terms are to begin in January 1st following the election.

G. Elections Procedures for Directors

1. The general membership shall be notified in accordance with these Bylaws of a meeting to be held no later than December 15th, at which time the election for the Directors shall be held.
2. A majority of those voting shall elect. In the event of a tie vote in the election of any office, the Board shall determine the winner by a majority vote.

H. Elections Procedures for Officers

1. The Board shall be notified in accordance with these Bylaws of a meeting to be held no later than December 15th, at which time the election for the Officers shall be held.
2. A majority of those voting shall elect. In the event of a tie vote in the election of any office, the Chair shall determine the winner.

I. Finances

1. It shall be the duty of the Directors to insure adequate funds for the operation of the Chapter. No fundraising activities shall be conducted that would violate the tax-exempt status of the Chapter.
2. The Board of Directors shall require the preparation of an annual budget for the operation of the Chapter.

ARTICLE VI CHAPTER ACCOUNTS

A. Accounts

1. The Board will determine the proper accounts into which Chapter funds should be deposited.
2. Withdrawals and Disbursements from accounts shall require Board of Directors approval.
3. There shall be at least two signatures required on any Chapter account --checking, savings and investments. Two of any of the following may be signatories: Chair, Vice-chair, Secretary/Treasurer or President.

B. General Checking Account

1. A general checking account in the name of the Chapter shall be opened with such financial institutions in Nevada as, from time to time, shall be determined by the Board of Directors.
2. Checks shall require the signature of two (2) authorized members per Article VI A(3).

C. Controls

1. The annual budget of the Chapter shall be prepared by the President in conjunction with the Finance committee and adjusted semi-annually or as directed by the Executive Committee. It shall be presented to the Executive committee in the Fourth Quarter for the fiscal year commencing the next January.
2. The budget shall be acted upon by the Board at its meeting in the Fourth Quarter of the fiscal year.
3. The budget may be revised upon the recommendations of the Finance committee and the approval of the Board.

4. The fiscal year of the Chapter and all units of the Chapter shall run from January 1st to December 31st.
 5. An annual financial statement of the fiscal affairs of the Chapter shall be conducted by the Finance committee in order to provide the Executive committee and the Board with the completed financial report no more than sixty (60) days after the end of the Chapter's fiscal year.
- D. Accounting
1. All income of the Chapter shall be entered in the books under its proper account and shall become part of the general fund, unless otherwise specified, as of the Chapter. The Board may direct certain income to be set aside for a special purpose or fund. Separate records will be kept on such special funds, and a note of such special funds will be made on all financial statement so of the Chapter.
 2. Books for the Chapter shall be set up in a style to conform to the budget to produce proper records for government reports in accordance with Generally Accepted Accounting Principles.
 3. The Chapter financial report shall be submitted to the Executive committee monthly and to the Board at least quarterly. The reports shall include budgeted items with expense or income charged against them for the year to date and the anticipated expense or income anticipated for each in the remainder of the year.

ARTICLE VII AMENDMENTS

- A. These Bylaws may be amended in whole or in part, in conformance with the Articles of Incorporation, provided, however, that:
1. The Board shall appoint a duly constituted Bylaws committee to study and prepare such amendment as needed. The Bylaws committee shall submit such amendment to the Board for review and approval prior to submission to the membership.
 2. Such an amendment has been presented to the Board in the form of a formal resolution.
 3. The members of the Board have been notified at least three (3) weeks in advance of the vote on the proposed amendment.

4. Prior to the adoption of the Bylaws or amendments thereto, copies will be forwarded by the Secretary of the National Association for study and approval of the legal counsel of the National Association.
5. Following completion of the foregoing procedures, the proposed amendment or amendments shall be present for vote thereon to the membership at the Annual Meeting.

ARTICLE VIII POLICIES

- A. The Board may approve and maintain a Policy Manual coordinated with the Bylaws and properly indexed.
- B. Proposed additions, deletions, and changes to such policy shall be made by two-thirds (2/3) vote of the Board provided that a formal resolution has been prepared and submitted to the Board. The resolution shall contain the proposed policy and reasons for it.
- C. The resolution passed by the Board shall become part of the Policies upon the date of approval.
- D. No Officer, Director, Employee or Agent of the Chapter 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, Employee or Agent of the Chapter take any harmful action with intent to retaliate against any employee or members of the Chapter for reporting to an appropriate senior management or elected official of the Chapter the suspected misuse, misallocation or theft of any Chapter resources.
- E. No Officer, Director, Employee or Agent of the Chapter 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.

ARTICLE IX ANTITRUST POLICY

- A. From the inception of the association, one of the major tenets of Associated Builders and Contractors Inc. Sierra Nevada Chapter has been opposition to monopolies. A natural corollary of that policy view is favor for antitrust laws.
- B. Since violations of antitrust laws have arisen recently, the association deems it advisable to reiterate our long-standing position on the subject.
- C. Federal laws and many state laws prohibit contracts, combinations or conspiracies in restraint of trade and unfair competition.
- D. We are conscious of the existence and potential effect of these laws upon our organization at the national, state and local levels. We are likewise cognizant of the importance of these laws in our member-to-member relationships, as well as in dealing with non-member firms.
- E. As an association, we will not, by any means, enter into any arrangements or understandings that restrain trade or competition, by any collusive acts that can be interpreted as seeking such ends.
- F. We strongly urge all members to be aware of the hazards of any such activities that might violate such laws.
- G. We specifically call attention of our association officers, staff and members to such unlawful practices as the following:
 - 1. Boycotting of firms or products through management agreements.
 - 2. "Courtesy" bidding -- agreeing to price bid to the advantage of any individual firm.
 - 3. Agreements to fix wages or prices.
 - 4. Promotion of bid depositories with penalties for violations.
 - 5. Agreement upon so-called bid preparation fees to be shared among competitive bidders.
 - 6. Agreements to use exclusively any materials, supplies or services.
 - 7. Limitation of markets -- to type, geography, size or similar carve-outs.
 - 8. Any agreements to prevent access to markets or supplies.
- H. 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 entail upon conviction of violating heavy criminal and civil penalties.

**ARTICLE X
ASSOCIATION JOINT VENTURE POLICY**

- A. In compliance with Internal Revenue Service guidelines for approval and management of Association joint ventures, the following policy will apply to all Associated Builders and Contractors Inc. Sierra Nevada Chapter joint ventures:
- B. 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.
- C. 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.
- D. 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.

**ARTICLE XI
CEO/KEY EMPLOYEE COMPENSATION REVIEW**

- A. The compensation of the President 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:
 - 1. Review data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.

2. Make contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

ARTICLE XII CONFLICT OF INTEREST

- A. **Duty to Disclose:** Each Officer and Director shall comply with the procedures of the Chapters' conflict of interest policy with respect to any transaction in which an economic benefit is provided by the Chapter to a Director or Officer:
 - a) In exchange for services rendered,
 - b) In connection with the purchase or sale of one or more assets or services, or,
 - c) In connection with any partnership, joint venture or revenue sharing arrangement (an Applicable Transaction).
- B. The Board may provide parameters from time to time defining transactions that are not subject to this policy to the extent that the authorized Officers of the Chapter comply with the parameters set forth in such policy, in which case such transaction will not be considered an Applicable Transaction.
- C. **Approval of Applicable Transactions:** Except as otherwise provided pursuant to the Chapter's policy, all Applicable Transactions must be approved by the affirmative vote of a majority of a quorum of the Board in advance in accordance with the following procedures:
 - a) **Disinterested Board.** Any Officer or Director that will benefit, directly or indirectly from such Applicable Transaction, shall not participate in any discussions with respect to the Applicable Transaction, except to the extent of the disclosure required hereunder and in the conflicts of interest policy and in response to inquiries of the disinterested members of the Board, and shall leave the room before the Board votes to approve or disapprove the Applicable Transaction.
 - b) **Acquisition of Relevant Data.** The Board shall determine and obtain sufficient comparable data, including, but not limited to asset or business valuation appraisals, compensation surveys, copies of third-party bids or offers, and such other data necessary for the Board to determine, in good faith, that the value of the economic benefits provided to the Officer or Director are fair in comparison to the assets, services or other consideration to be provided by the Officer or Director to the Chapter.

- c) Records of Proceedings. The Board shall document, before the implementation of the Applicable Transaction:
 - i. The name of the Officer or Director, the nature of the Applicable Transaction, a summary of the comparable data reviewed, a summary of any other action taken to determine the economic fairness of the Applicable Transaction to the Chapter, and the Board's decision as to whether such Applicable Transaction is approved; and
 - ii. The names of the persons who were present for discussions and votes relating to the Applicable Transaction, the content of the discussion, and a record of any votes taken in connection therewith.

**ARTICLE XIII
DESTRUCTION OF DOCUMENTS PROHIBITION**

- A. No officer, director, employee or agent of Associated Builders and Contractors Inc. Sierra Nevada Chapter 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.

**ARTICLE XIII
WHISTLEBLOWER RETALIATION PROHIBITION**

- A. No officer, director, employee or agent of Associated Builders and Contractors Inc. Sierra Nevada Chapter 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, employee or agent of the Association take any harmful action with intent to retaliate against any employee 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.

**ARTICLE XV
INDEMNIFICATION**

- B. The Board shall determine the policies regarding the indemnification of persons acting in behalf of the Chapter and shall purchase and maintain the insurance necessary to cover such indemnification.
- C. In no event shall this Article permit payment of any amount which would give rise to any liability for taxes or penalties under Chapter 42 of the Internal Revenue Code of 1986, as amended, if the Corporation is at such time a private foundation.

**ARTICLE XVI
PARLIAMENTARY PROCEDURES**

- A. Robert's Rules of Order shall govern all regular membership meetings and meetings of the Board of Directors except where overruled by the Chapter By-laws or by a two-thirds (2/3) vote of the member firms present at said meeting.

**ARTICLE XVII
DISSOLUTION**

Section I. The Chapter shall use its funds only according to its Bylaws and no part of said funds shall inure, or be distributed to the members of the Chapter. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board.

**ARTICLE XVIII
SUPERSESSION AND EFFECTIVE DATES**

- A. These Bylaws, when adopted, supersede all past Bylaws of the Chapter.
- B. These Bylaws were revised and adopted on December 12, 2009 and are effective as of that date.
- C. Nothing in these Bylaws shall conflict with the Bylaws or Articles of Incorporation of the National Association.

Secretary/Treasurer

Chair

STATE OF NEVADA)
)ss.
COUNTY OF WASHOE)

STATE OF NEVADA)
)ss.
COUNTY OF WASHOE)

Signed and sworn to before me on this

_____ day of _____, _____

Signed and sworn to before me this

_____ day of _____, _____

Notary Public

Notary Public