

# **NUCA of Colorado Bylaws**

## **ARTICLE I**

### **NAME, LOCATION, PURPOSE AND RESTRICTIONS**

I - 1. **NAME.** The name of the Association is the NATIONAL UTILITY CONTRACTORS ASSOCIATION OF COLORADO, INC. (the “Association”), a nonprofit corporation incorporated in Colorado.

I - 2. **LOCATION.** The registered office of the Association is in the state of Colorado.

I - 3. **PURPOSES.** The Association is a non-profit corporation organized under the *Colorado Revised Nonprofit Corporation Act* for the following purposes:

- a) To define, establish, and preserve the identity and common interests of the utility and excavation contracting industry.
- b) To promote better relations between members, governmental agencies, other associations, other contractors and suppliers, manufacturers, engineers, and the public.
- c) To disseminate information relative to the industry in which Association members are engaged.
- d) To articulate and advocate the needs and interests of the utility and excavation contracting industry before legislative, administrative, and judicial branches of local, state, and national governments.
- e) To support or participate in legal actions to the extent and in the manner deemed appropriate in each case, which affect the interests of the utility and excavation contracting industry in Colorado.
- f) To promote ethical practices among members and the general public.
- g) To encourage and educate members on safety in the conduct of work.
- h) To exchange data and information with other trade associations, chambers of commerce, boards of trade, and other organizations engaged in similar activities.
- i) To encourage and provide education of the members in the economical and profitable pursuit of the utility and excavation contracting industry in accordance with sound business principles.

I - 4. **RESTRICTIONS.** All policies and activities of the Association shall be consistent with:

- a) applicable federal, state, and local antitrust, trade regulations and other legal requirements; and
- b) applicable tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its earnings inure to the benefit of any private individual.

## **ARTICLE II** **MEMBERSHIP**

II – 1. **MEMBERSHIP QUALIFICATIONS.** Membership in the Association is available to firms or persons involved in, or associated with, the utility and excavation contracting industry.

II – 2. **TYPES OF MEMBERSHIP.** There are four categories of membership in the Association.

- a) Contractor Member. A contractor member is any person, firm, or corporation engaged in the construction and/or rehabilitation of utility systems including, but not limited to, storm sewers, sanitary sewers and drainage, water lines, cables, ducts, conduits, gas lines, tunneling, boring, trenchless construction, treatment systems, pump stations and other utility construction and appurtenances thereof. A person or firm who qualifies for this type of membership is automatically precluded from joining as any other type of member.
- b) Specialty Contractor Member –A specialty contractor member shall be any person, firm or corporation that employs labor on the job site, but does not bid or perform any utility construction or excavation work.
- c) Associate Member. An associate member shall be any person, firm, or corporation involved in the utility construction industry as a supplier of equipment, materials, or services to contractors.
- d) Institutional Member. An institutional member shall be any school or government entity involved in the utility construction industry.

II – 3. **ADMISSION**. Membership in the Association commences upon receipt of a signed activation form and the appropriate payment of annual dues. Joint membership in NUCA and NUCA of Colorado is required. NUCA of Colorado members shall also be members of NUCA.

II – 4. **RIGHTS AND PRIVILEGES OF MEMBERSHIP**. The privilege of membership in this Association includes the right to participate in Association activities, secure the services provided by the Association, receive the Association’s publications, and publicize such membership, including the use of the Association’s logo, so long as the logo is not used in any manner which would adversely reflect on the Association.

Each member (regardless of membership type) shall be entitled to vote at the Annual Membership Meeting.

Contractor, Associate, Specialty Contractor and Institutional members may serve on committees and the Board of Directors and serve as Officers.

If any company or corporate representative shall be elected as an Officer or Director of this Association, the duties of such office shall be performed by the individual so elected and may not be assumed by any other officer or employee of that member’s company or corporation.

No member shall have any right or interest in any property or assessments.

II – 5. **DUTIES OF MEMBERSHIP**. Each member is obligated to comply with these Bylaws as well as the policies and any other rules adopted by the Association and to meet all financial obligations to the Association.

Each member is expected to cooperate fully with appropriate officials of the Association with respect to Association matters.

II – 6. **RESIGNATION**. Any member may resign by filing a written resignation with the Executive Director. Resignation does not relieve a member from liability for accrued dues or other unpaid financial obligations to the Association accrued and unpaid as of the date of resignation.

II – 7. **TERMINATION OF MEMBERSHIP**. Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors in attendance at the meeting. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion, as does

conduct which violates these Bylaws as well as the policies and any other rules adopted by the Association. Any member proposed for expulsion for any reason is given advance written notice at least fifteen (15) days prior to the effective date of the proposed expulsion, including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors at least five (5) days prior to the effective date of the proposed expulsion, and final written notice of the Board's decision. Members that have been expelled may be eligible for readmission pursuant to policies adopted by the Board of Directors.

### **ARTICLE III** **DUES**

III - 1. DUES RATES. The Budget and Finance Committee shall propose dues rates, which shall be approved by the Executive Committee and submitted to the Board of Directors for ratification. The Executive Committee is authorized to establish payment procedures and penalties where needed.

Dues rates shall be ratified by a majority vote of the Board of Directors in attendance at a duly authorized meeting of the Board.

A current schedule of dues shall be maintained in the NUCA of Colorado Policy Manual.

III - 2. BILLINGS. Dues are billed annually in advance of December 1 for the following year.

III - 3. MEMBERSHIP LISTS. On an annual basis NUCA of Colorado and NUCA shall exchange rosters of joint members and schedules of dues for all member categories. NUCA of Colorado and NUCA will inform each other of all additions, deletions, or changes to membership during the course of the year.

III - 4. DELINQUENCY. A member is considered delinquent if appropriate dues are not paid within sixty days after the annual dues date of January 1. No member, while delinquent, shall be privileged to vote or be entitled to receive the publications or services of this Association. The Association maintains the right to follow up directly on any dues not paid by January 31.

### **ARTICLE IV** **BOARD OF DIRECTORS**

IV - 1. BOARD OF DIRECTORS. The governing body of the Association is the Board of Directors, which has the authority and is responsible for the supervision, control, and direction of the Association.

IV - 2. COMPOSITION OF THE BOARD. Commencing from the first membership meeting of the Association, the Board of Directors will be comprised of at least 9 persons from member companies but not exceeding 14 persons from member companies:

- A) The five Officers of the Association;
- B) Up to six but no fewer than three additional Contractor/Specialty Contractor Member Directors;
- C) As many as three Associate/Institutional Member Directors.

IV - 3. ELECTION AND TERM OF OFFICE. The election of Directors is held at the annual meeting of the Association. Directors take office at that time for a term of office of two years. Notwithstanding, amongst the initial Board of Directors, two (2) Contractor Member Directors and one (1) Associate/Institutional Member Director shall serve a one-year term. The terms of office of Directors shall be staggered, whereby about half (1/2) of the directors shall be elected each year. Directors may serve 2 consecutive terms.

IV - 4. MEETINGS AND QUORUM. The Board of Directors shall meet at least once each quarter at whatever time and place it selects. A majority of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting duly called and held.

Special meetings of the Board of Directors may be called by the President and by any two Directors.

IV - 5. MEETING NOTICES, AGENDAS AND MINUTES. Meeting notices will be issued a minimum of 10 days in advance of the meeting. A formal agenda will be prepared for each meeting and formal minutes will be prepared and kept on file in the headquarters office.

IV - 6. VOTING. A majority of directors where a quorum is present is necessary to make a decision except where some other number is required by law or by these Bylaws. Directors may participate in meetings by proxy by authorizing another director to cast the vote that is directed to be cast by the written proxy with respect to particular proposals that are to be voted upon at the meeting. Between meetings of the Board of Directors, questions may be submitted to the Board by alternate means. An affirmative vote of a majority of the Board of Directors received in response to the alternate ballot from not less than one-half of the Board of Directors shall have the same effect as votes at a meeting of the Board, upon the submission of a writing executed by all Directors certifying that appropriate notice of the vote was given, and that all Directors voted, abstained, or failed to vote and no Director demanded that action not be taken without a meeting. Votes shall be counted for not more than 15 days after the vote request. At the 15-day mark, if less than one-half of the Board of Directors has responded affirmatively, the vote fails.

IV – 7. COMPENSATION. Directors shall receive no compensation for their services. Out-of-state travel expenses may be reimbursed for travel incurred on the specific request of the President and are reimbursable in accordance with the Policy Manual.

IV – 8. REMOVAL. A Director may be removed for adequate cause by a two-thirds vote of the members present at a duly called meeting.

IV – 9. VACANCIES. If a vacancy occurs on the Board for any reason, the position may be filled for the unexpired portion of the term by the Board.

IV – 10. MEETINGS BY MEANS OF COMMUNICATION EQUIPMENT. Meetings of Directors may be held through any communication equipment if all persons participating can hear each other.

IV – 11. The President shall preside or arrange for other Officers to preside at each meeting in the following order: President-Elect, Vice President, Secretary/Treasurer, and Immediate Past President, Associate Vice President. In the absence of the Officers, a chairman chosen by a majority of the Directors shall so preside.

**ARTICLE V**  
**OFFICERS**

V - 1. OFFICERS. For the Association's initial two-year period, there shall be four Officers of the Association, consisting of the President, President-Elect, Vice President, and Secretary/Treasurer.

Commencing with the third year after the annual membership meeting, there shall be four Officers of the Association, consisting of the President, Vice President, Secretary/Treasurer, Associate Vice President and Immediate Past President.

The Executive Director of the Association may serve as an officer in the capacity of Assistant Secretary.

V - 2. QUALIFICATIONS. All officers must be current Members of the Association in good standing, except for the Executive Director and the Associate Vice President. No person may hold more than one office at a time. Individuals employed by the same member company may not simultaneously hold Officer Positions.

The President should have served as President-Elect or Vice President during the preceding year.

Officer positions are individual positions and cannot be arbitrarily filled by other company members.

Additional officer qualifications that do not conflict with these Bylaws shall be included in the Policy Manual.

V - 3. ELECTION AND TERM OF OFFICE. Officers are elected at the Annual Membership Meeting, with the exception of the Executive Director and the Immediate Past President. During the Association's initial two-year period, each Officer shall serve a two-year term. Commencing with the third year after the annual membership meeting, the Officer positions shall be **two-year** terms.

V - 4. DUTIES. The Officers shall perform those duties that are usual to their positions assigned to them by the Board of Directors, or described in the Policy Manual.

The President serves as Chairman of the Board of Directors and the Executive Committee.

During the Association's initial two-year period, the President-Elect acts on behalf of the President, when the President is unavailable. In addition, the Vice President acts on behalf of the President-Elect, when the President-Elect is unavailable.

Commencing with the third year after the annual membership meeting, the Vice President acts on behalf of the President, when President is unavailable. In addition, the Secretary/Treasurer acts on behalf of the Vice President, when the Vice President is unavailable.

V - 5. COMPENSATION. Officers shall receive no compensation for their services, with the exception of the Executive Director. Out-of-state travel expenses may be reimbursed for travel incurred on the specific request of the President of the Association and are reimbursable in accordance with expense reimbursement policies established by the Board of Directors and

included in the Policy Manual.

V - 6. VACANCIES. If a vacancy occurs, the position may be filled for the remainder of the term by the Board.

V - 7. REMOVAL. An Officer may be removed for adequate cause by a two-thirds vote of the Directors present at a duly called meeting.

**ARTICLE VI**  
**MEMBERSHIP MEETINGS**

VI - 1. ANNUAL MEMBERSHIP MEETING. The Association holds an annual membership meeting at such time and place as selected by the Board of Directors. The meeting shall not conflict with the major NUCA national meetings.

During the annual membership meeting, the regular membership shall participate in an election of Officers and Directors for the ensuing year. The outgoing President shall provide a report on the Association's activities for the previous year, which shall include any policy and procedural changes for ratification by the membership.

VI - 2. SPECIAL MEMBERSHIP MEETINGS. A special membership meeting may be called by the Board of Directors at any time. Any section of the Bylaws applying to the annual membership meeting will also apply to special membership meetings.

VI - 3. MEETING NOTICES, AGENDAS AND MINUTES. The Board of Directors must give Association members 15 days notice of all membership meetings. The notice must include the place, date, and time of the meeting and an agenda. Formal minutes will be prepared and kept on file in the headquarters office.

VI - 4. CONDUCT OF BUSINESS AND QUORUM. All Association business shall be conducted in accordance with the procedures set forth in the most current version of Robert's Rules of Order.

A quorum at the annual membership meeting shall consist of no less than 10 percent of the regular members.

VI - 5. VOTING. Each member of the Association is entitled to cast one vote on any business conducted at the annual membership meeting.

Every member having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such member and delivered to the Secretary at the meeting. Proxies may be delivered by electronic submission.

A majority of members where a quorum is present is necessary to make a decision except where some other number is required by law or by these Bylaws.

No member owing dues or any assessment shall be entitled to vote or cast a proxy vote at the annual membership meeting.

**ARTICLE VII**  
**COMMITTEES**

VII - 1. STANDING COMMITTEES. The following shall be standing committees, established at all times:

a) EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of all Officers of the Association. The President serves as Chairman of the Executive Committee.

The Executive Committee manages the programs and governance of the Association and acts on behalf of the Board of Directors when the Board is not in session. The Executive Committee shall conduct the business of the Association related to Administrative matters, including the employment of the Executive Director. A General Counsel is appointed or terminated by the Executive Committee.

b) BUDGET AND FINANCE COMMITTEE. The Executive Committee, along with two additional presidential appointees, serves as the Budget and Finance Committee. The Secretary/Treasurer serves as Chairman of the Budget and Finance Committee.

Auditors are appointed or terminated by the Budget and Finance Committee.

c) NOMINATING COMMITTEE. The Nominating Committee shall be comprised of the Immediate Past President, President, President-Elect, Vice President, and two Contractor Members in good standing appointed by the Chairman. The Chairman shall be the Immediate Past President. In the Chairman's absence, the Immediate Past President once removed shall so preside. During the Association's initial two-year period, the President serves as Chairman of the Nominating Committee.

The Nominating Committee shall meet annually to select the slate of Officers and Directors for ratification by the Board of Directors and election by the membership.

VII - 2. COMMITTEES OTHER THAN STANDING COMMITTEES may be created by the Executive Committee. Committee Chairs, Vice Chairs, and members shall be appointed by the Executive Committee, and the Chairs may select additional members of the committees they chair. Committees shall file reports or minutes as described in the Policy Manual.

VII - 3. TASK FORCES. From time to time, issues of consequence may require study and do not fall under the auspices of a committee. In this case, the President may appoint a special Task Force. The time of service for this group is for the length of time required to conduct its study and reports the findings to the Executive Committee and Board of Directors. Once the report is made, the Task Force is dissolved.

**ARTICLE VIII**  
**AMENDMENTS, RULES, INDEMNIFICATION, FISCAL POLICIES**

VIII - 1. AMENDMENTS. Amendments to these Bylaws may be made with 30 days notice, including a description of the proposed amendments, at the annual membership meeting of the Association by a two-thirds vote of the members in attendance. Temporary amendments may be made at any time by a two-thirds vote of the Board of Directors. Temporary amendments are subject to approval at the next annual membership meeting.

VIII - 2. POLICY MANUAL. The Executive Committee shall establish rules and policies consistent with these Bylaws. The current version of these rules and policies shall be consolidated into an official Policy Manual.

VIII - 3. INDEMNIFICATION. The Association shall to the full extent provided by law, indemnify each of its present or former Officers, Directors, employees, consultants, or other agents.

VIII - 4. FISCAL POLICIES. The fiscal year for this Association shall be January 1 through December 31. An annual review must be performed by Certified Public Accountant who is, in no other way, employed by the Association. Such audit must be completed no later than 180 days following the end of the fiscal year.

Monthly financial statements must be produced at the close of each quarter and kept on file at the Association's offices. The Association's financial reports, tax filings, and related records shall be retained by the Association consistent with generally accepted records retention schedules.

*These bylaws were originally developed by the NUCA of Colorado Steering Committee, which finalized them on Feb. 25, 2009. Bylaws effective Feb. 27, 2009, when incorporation documents were filed with Colorado Secretary of State.*

*Bylaws updated November 16, 2012*

*Bylaws update March 14, 2014*

*Bylaws updated October 25, 2017*

*Bylaws updated December 9, 2018*

**OFFICERS:**

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**President, Harper Daniell**

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**Immediate Past President, Dan Ross**

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**Vice President, Andrew Bock**

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**Secretary/Treasurer, Gary Silbernagel**