

CONSTITUTION AND BYLAWS

of

Associated General Contractors of Washington's BUILD PAC

ARTICLE I. NAME AND LOCATION

The name of this organization shall be: Associated General Contractors of Washington's BUILD PAC (AGC's BUILD PAC). The principal office of this organization shall be located in Seattle, Washington or such other location in the State of Washington as the Senior Council may designate. The PAC officially changed its name from "Builders United in Legislative Development" to the "Associated General Contractors of Washington's BUILD PAC" to comply with the legislation adopted during the 2011 Session.

ARTICLE II. PURPOSE

AGC's BUILD PAC shall have the following purposes as they relate to the State of Washington and its political subdivisions:

- A. To raise funds from individuals, partnerships, corporations, professional and trade associations and organizations affiliated with the construction industry (Industry) and to make contributions therefrom to, or in support of, candidates for political office of the State or its political subdivisions; and to make contributions in support of, or opposition to, ballot issues consistent with the concerns and policy positions of the Industry.
- B. To promote the improvement of the government by encouraging Industry participants to take a more active, consistent and effective part in governmental affairs.
- C. To encourage those in the Industry to understand the nature and actions of their governments, important political issues and the records of office holders and candidates for elective offices.
- D. To assist Industry participants in organizing themselves for more effective political action and in carrying out their civic responsibilities.
- E. To cooperate with and make contributions to other organizations which have similar purposes.
- F. To undertake any and all things necessary or desirable for the attainment of the purposes stated above consistent and in conformance with the statutory and regulatory requirements of the United States and the State of Washington and its political subdivisions.
- G. No contributions shall be used to support or oppose candidates for federal offices.

ARTICLE III. MEMBERSHIP

AGC's BUILD PAC membership shall consist of all individuals, partnerships, corporations, associations and organizations who are a part of, or sympathetic with, the Industry and who, within a period

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of the last twelve (12) months, have made a contribution to AGC's BUILD PAC. Acceptance of contributions to AGC's BUILD PAC shall be subject to approval of its Senior Council.

ARTICLE IV. ORGANIZATION OF THE COMMITTEE

- A. Senior Council. The business and affairs of AGC's BUILD PAC shall be managed by a ten (10) member Senior Council in accordance with the provisions of these Bylaws and the Constitution and such rules or policies, not inconsistent herewith, as may from time to time be promulgated by the Senior Council.

The members of the Senior Council shall consist of: the First Vice President of AGC of Washington; the Immediate Past President of AGC of Washington; the Chairman of the AGC of Washington Government Affairs Council; AGC's BUILD PAC representative to the AGC of America PAC; and six at-large members.

Non at-large Senior Council members serve as long as they hold the named positions. At-large members of the Senior Council serve four-year terms and are eligible for reelection with the exception of two at-large members elected in October 2013 whose terms shall expire in January 2015 and two at-large members elected in October 2013 whose terms shall expire in January 2017. The at-large position 5 is reserved for an appointment by the CLC Committee and is term of 1 year up in January. In order to fill expired terms, at-large members shall be elected by a majority vote of the non-at-large Senior Council members in January of every-other odd numbered years commencing January 2015. Vacancies in the at-large positions shall be filled by a majority vote of the remaining Senior Council members. In case of a tie vote pertaining to at-large member elections, the President of AGC of Washington, otherwise a non-voting member of the Senior Council, shall cast the deciding vote.

However, at all times, members of the AGC Board of Trustees may not constitute more than 49% of the total voting members of the Senior Council. As necessary to remain in compliance with this rule, one or more at-large Senior Council members who also serve on the AGC Board of Trustees must be replaced with non-AGC Board members.

The Chair and Vice Chair of the Senior Council shall be elected by majority votes of the Senior Council in January of odd number years or as needed to fill vacancies. In case of a tie vote pertaining to the election of Chair or Vice Chair, the President of AGC of Washington, otherwise a non-voting member of the Senior Council, shall cast the deciding vote.

The Chair shall schedule and provide timely notice of Senior Council meetings, determine the format of meetings (e.g., in-person or via electronic means), preside at all Senior Council meetings, provide for the keeping and distribution of meeting minutes of the Senior Council and see to the general and active management of the business affairs of AGC's BUILD PAC. The Vice Chair shall have all the duties of the Chair in the absence or incapacity of the Chair.

The Chief Lobbyist of AGC of Washington shall serve as AGC's BUILD PAC Secretary-Treasurer in a non-voting capacity. If the position of Chief Lobbyist is vacant, the Executive

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Vice President of AGC shall serve as Secretary-Treasurer. The Secretary-Treasurer shall keep full and correct account of receipts and disbursements in the books belonging to AGC's BUILD PAC and shall deposit all moneys and other valuable effects to the credit of AGC's BUILD PAC, in such banks of deposit as may be designated by the Senior Council. The Secretary-Treasurer shall file accurate and timely contribution and expenditure reports with the appropriate state and federal governmental agencies. The Secretary-Treasurer shall render to the Chair and the Senior Council, whenever they may require it in in any event at the end of each fiscal year, an account of all financial transactions relating to and a financial statement of AGC's BUILD PAC. The Secretary-Treasurer shall have custody of and authenticate as necessary the minute books and other records pertaining to AGC's BUILD PAC's business.

The President of AGC of Washington shall be a non-voting member of the Senior Council except when casting tie breaking votes as set forth above.

The Executive Vice President and Lobbyist of AGC of Washington shall be non-voting members of the Senior Council.

The Senior Council shall appoint such additional officers, employees or committees as it may from time to time deem necessary or desirable to carry out the purposes of AGC's BUILD PAC.

A member of the Senior Council may resign without prejudice from any position occupied by giving written notice to the Chair. Any at-large member of the Senior Council may be removed from the Senior Council by a majority vote of the remaining members of the Council. Any two members of the Senior Council may call for a vote to remove an at-large member of the Senior Council. The incumbent Chair and/or Vice Chair may be removed from those positions by a majority vote of the remaining Senior Council members. Any two members of the Senior Council may call for a vote to remove the incumbent Senior Council Chair or Vice Chair from those positions.

ARTICLE V. OPERATIONS

- A. AGC's BUILD PAC will operate on a fiscal year basis Jan. 1 through Dec. 31.
- B. Copies of all reports filed pursuant to the Public Disclosure Law shall be readily available for public inspection at AGC's BUILD PAC headquarters between the hours of 2:00 p.m. and 4:00 p.m. Monday through Friday, excluding legal holidays. The books of account shall be kept current within one (1) business day.
- C. Determination of expenditures to be made and contributions to specific candidates, political committees, ballot issues or other causes shall be at the discretion of the Senior Council.
- D. Signatures of both the Senior Council Chair and Secretary-Treasurer are required to disburse funds from AGC's BUILD PAC accounts.

- E. A quorum of five Senior Council members shall be required to vote on all matters. For decisions regarding political contributions, a 60 percent majority vote shall be required. For all other matters, a simple majority vote shall be required. Telephonic, web-based, email or other electronic means of communications may be used to achieve a quorum.

ARTICLE VI. AMENDMENT OR REPEAL

The provisions hereof may be amended or repealed or a new constitution and bylaws for AGC's BUILD PAC may be adopted by agreement in writing by unanimous vote of the Senior Council at any meeting of the Senior Council of which its members have been given, or have waived, not less than ten (10) days written notice of intention to amend or repeal the provisions hereof or adopt a new constitution and bylaws at such meeting.

ARTICLE VII. DISTRIBUTIONS

- A. General Operations. All of the assets of AGC's BUILD PAC shall be devoted to its purposes. No part of the assets of AGC's BUILD PAC shall inure to the benefit of any member of the Senior Council or any of the officers or employees of AGC's BUILD PAC. There shall be no distribution of assets of AGC's BUILD PAC to any other person or party except as provided in Article II and Article IV.
- B. Dissolution. Upon the dissolution or final liquidation of AGC's BUILD PAC, its net assets remaining after payment or provision for the payment of its obligations shall be distributed in accordance with RCW 42.17.095 as then in effect.