

BYLAWS
NUCA OF GREATER KANSAS CITY REGION

Adopted November 2016

Revised December 2024

BYLAWS

NUCA of Greater Kansas City Region Chapter

These Bylaws (referred to as the "Bylaws") govern the affairs of **NUCA OF GREATER KANSAS CITY REGION** (referred to as "Chapter"), an affiliated regional component of the NATIONAL UTILITY CONTRACTORS, mc. (referred to as the "Association"), a nonprofit corporation incorporated in the District of Columbia, United States of America, and organized under the *District of Columbia Nonprofit Corporation Act*.

ARTICLE I

NAME, LOCATION, PURPOSE AND RESTRICTIONS

I — 1. NAME. The name of the Chapter is NUCA of Greater Kansas City Region.

I — 2. PURPOSES. The purposes and basic policies of the Chapter shall in every case be aligned with the purposes and basic policies of the Association, organized, operated and exempt for the purpose of performing one or more activities within the meaning of Section 501 of the Internal Revenue Code as amended (hereinafter the "Code").

Specifically, the purposes of the Greater Kansas City Region Chapter are as follows:

- a) To define, establish, and preserve the identity and common interests of the utility construction and excavation industry throughout the greater Kansas City region on both sides of the Missouri/Kansas border.
- 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 Chapter members are engaged.
- d) To articulate and advocate the needs and interests of the utility construction and excavation 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 construction and excavation industry.
- 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 construction and excavation industry in accordance with sound business principles.
- j) To promote the practical application of scientific and technical knowledge for the benefit of public health, safety and comfort.
- k) To do anything necessary and proper for the accomplishment of the objectives herein set forth or which shall be recognized as proper and lawful objectives of associations, all of which shall be consistent with the public interest, as well as in the interest of this industry and trade.

I — 3. RESTRICTIONS. All policies and activities of the Chapter 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 Chapter and Association not be organized for profit and that no part of its earnings inure to the benefit of any private individual.

I — 4. AFFILIATION. This Chapter shall, for tax-exempt purposes, at all times be an affiliate of the Association, and the purposes, policies and activities of the Chapter shall not be in conflict with those of the Association. The operational and governance relationship between this Chapter and the Association is a partnership that is further defined in these Bylaws and in the written affiliation agreement with the Association.

ARTICLE II **MEMBERSHIP**

II — 1. MEMBERSHIP QUALIFICATIONS. Membership in the Chapter and Association is available to corporations, firms, entities, or persons involved in, or associated with, the utility construction and excavation industry.

II — 2. TYPES OF MEMBERSHIP. There are 4 categories of membership (with corresponding dues rates) in the Chapter and Association:

- a) Utility Contractor/Excavator Member. Any person, firm, or corporation engaged in the excavation, site preparation, earth moving or the construction and/or rehabilitation of utility systems including, but not limited to, storm sewers, sanitary sewers and drainage systems, 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. Any person, firm, or corporation that employs labor on the jobsite, but does not bid or perform any utility construction or excavation work.
- c) Associate Member. Any person, firm, corporation, nonprofit organization, association or other non-governmental entity involved in the utility construction or excavation industry as a supplier of equipment, materials, or services to contractors.
- d) Institutional Member. Any school or governmental entity involved in the utility construction/excavation industry.

II — 3. ADMISSION. Membership commences upon receipt of a signed activation form and the appropriate payment of annual Association and Chapter dues by membership category. Joint membership in the Association and the Chapter is required. Chapter members shall also be members of the Association.

II — 4. RIGHTS AND PRIVILEGES OF MEMBERSHIP. The privilege of membership in the Chapter includes the right to participate in Chapter activities, receive the Chapter's publications, and publicize such

membership, including the use of the Chapter's logo, so long as the logo is not used in any manner which would adversely reflect on the Association. All rights, privileges, and interest of a member in or to the Chapter and Association shall cease immediately on the termination of membership.

Each member (regardless of membership type) may serve on Chapter committees.

Utility Contractor/Excavator, Specialty Contractor and Associate member companies in good standing constitute the Chapter's regular membership. Each regular member shall be entitled to one vote at the Chapter's Annual Membership Meeting.

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

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

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

II — 6. RESIGNATION. Any member may resign by following the procedures outlined in NUCA National's Bylaws.

II — 7. TERMINATION OF MEMBERSHIP. Any member may be expelled for reasonable cause, per the NUCA National Bylaws.

ARTICLE III **DUES**

III — 1. DUES RATES. The Chapter's Treasurer shall propose Chapter dues rates, which shall be approved by the Chapter Executive Committee and submitted to the Chapter Board of Directors for ratification. Chapter dues rates shall be ratified by a majority vote of the Chapter Board of Directors in attendance at a duly authorized meeting of the Chapter Board.

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

III — 2. BILLINGS. Dues renewal invoices shall be distributed annually (per the schedule outlined in NUCA National's Bylaws) for the following year.

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

III — 4. DELINQUENCY. A member is considered delinquent if appropriate dues are not paid within 90 days after the annual dues date of January 31. No member, while delinquent, shall be privileged to vote or be entitled to receive the publications or services of the Chapter and Association. Member companies renewing their dues are required to pay their annual dues in full at the beginning of the fiscal year to

remain in "good standing." Late payments of dues renewals throughout the year are accepted and will help bring a delinquent member company into "good standing."

ARTICLE IV
BOARD OF DIRECTORS

IV — 1. CHAPTER BOARD OF DIRECTORS. The governing body of the Chapter is the Chapter Board of Directors, which has the responsibility for leading the direction of the Chapter's activities and programs, including setting the Chapter's policies, determining how the Chapter's budget is developed and spent, and coordinating with the Association on Chapter partnership programs and administrative functions.

IV — 2. INITIAL CHAPTER BOARD OF DIRECTORS. The initial Board of Directors of the Chapter assumed its authority on November 9, 2016, upon completion of elections conducted by the NUCA of Greater Kansas City Region Steering Committee.

IV — 3. ELIGIBILITY. Eligibility for Board and Officer positions is determined by a company's membership category and payment of corresponding NUCA dues. Only Utility Contractor/Excavator members in good standing may serve as Chapter President, Vice President Contractor, Immediate Past President, and Treasurer. Only Utility Contractor/Excavator, Specialty Contractor and Associate members in good standing may serve as Secretary and Board Director. Board of Director positions can only be filled by members in good standing who have been a member for more than one year.

IV — 4. SIZE & COMPOSITION OF THE BOARD. The Chapter Board of Directors consists of at least 5 but not exceeding 15 Officer/Director seats with voting authority: The individuals who hold these Board seats are comprised of individuals employed by Chapter member companies. Any Ex-Officio non-voting Directors are considered part of the board roster but do not count toward the maximum 15 Officer/Director seats. At all times the composition of the Board must be such that a majority of Board seats with voting authority are held by Utility Contractor/Excavator company reps.

Specifically, the Chapter Board of Directors shall consist of:

- a) The 5 standing Officers of the Chapter, plus any optional Officer positions that may be created in any election season, as long as the total number of Board seats with voting authority does not exceed 15;
- b) Up to 9 Directors but no fewer than 1 Director, as long as the total number of Board seats with voting authority does not exceed 15;
- c) Any former Immediate Past Presidents who opt to continue to serve on the Board as Ex-Officio non-voting Directors will be considered Director Emeritus

Representatives employed by the same member company can only hold 1 voting seat of the Board of Directors.

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

IV — 5. ELECTION AND TERM OF OFFICE. The election of Chapter Directors with voting authority shall be held at the annual meeting of the Chapter. Chapter Directors shall take office at that time for a term of office of two years. The terms of office of Chapter Directors shall be staggered, whereby one-third of the Chapter Directors shall be elected each year. Directors may serve consecutive terms.

IV — 6. MEETINGS. The Board of Directors shall aim to meet at least twice each year at whatever time and place it selects.

IV — 7 SPECIAL MEETINGS of the Board of Directors may be called by the President and by any two Officers/Directors using the meeting notices, agendas and minutes provision in these bylaws.

IV — 8. MEETING NOTICES, AGENDAS AND MINUTES. Written meeting notices will be issued 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.

IV — 9. VOTING. A majority, defined as 50 percent plus 1, of the members of the Chapter Board of Directors in office before a meeting begins shall constitute a quorum for the transaction of business at any meeting duly called 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 Chapter 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 — 10. COMPENSATION. Chapter Directors shall receive no compensation for their services.

IV — 11. REMOVAL. A Chapter Director may be removed for reasonable cause by a two-thirds vote of the Chapter Board members present at a duly called meeting.

IV — 12. VACANCIES. If a vacancy occurs on the Board for any reason, the remaining members of the Board may fill the position by appointment made by the Chapter President with consent by the Executive Committee for the unexpired portion of the term.

IV — 13. 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 — 14. 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.

ARTICLE V
OFFICERS

V — 1. OFFICERS, ELECTION, AND TERM OF OFFICE.

The Chapter's 5 standing Officer positions are: Immediate Past President, President, Vice President, Secretary and Treasurer. Up to 2 additional optional Officer positions with voting authority may be proposed and created by the Nominating Committee for any election cycle, as long as the total number of Board seats with voting authority does not exceed 15. All Officer positions will be for 2-year terms. The terms of office of Chapter Officers shall be staggered whereby 1/3 of the Officers shall be elected each year. Nothing shall preclude any Chapter Officer from serving consecutive and/or multiple terms in the same office.

At each Annual Chapter Membership Meeting the former Chapter President shall assume the office of Immediate Past President, the former Chapter Vice President shall assume the office of Chapter President and there shall be the Vice President, Secretary and Treasurer, all of whom shall each hold office as Chapter Officers until the next Annual Chapter Membership Meeting in compliance with their elected term.

If any Chapter President desires to continue as President for a consecutive term and is selected by the Nominating Committee to do so, then until the next Annual Chapter Membership Meeting: (a) the office of Immediate Past President shall remain unchanged, (b) the Chapter Vice President may continue in that capacity for a consecutive term if selected by the Nominating Committee to do so, therefore not requiring re-election.

V - 2. QUALIFICATIONS. Only Utility Contractor/Excavator members in good standing may serve as Chapter President, Vice President, Immediate Past President, and Treasurer. In addition, all individuals serving as Chapter Officers must have previously held the position of Chapter Director. No person may hold more than one office at a time.

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

The Chapter President shall serve as Chairman of the Chapter Board of Directors and the Chapter Executive Committee and shall be responsible for the governance of the Chapter. The Chapter Treasurer shall be responsible for the financial affairs of the Chapter and the Chapter Secretary shall be assigned the duties of a secretary.

The Chapter Vice President shall act on behalf of the Chapter President, when Chapter President is unavailable. In addition, the Chapter Treasurer shall act on behalf of the Chapter Vice President, when the Chapter Vice President is unavailable.

V - 4. COMPENSATION. Chapter Officers shall receive no compensation for their services.

V - 5. VACANCIES. If a vacancy occurs on the Chapter Executive Committee for any reason, the Chapter Board of Directors may fill the position by appointment by the President or Vice-President if the vacated office is President for the unexpired portion of the term.

V - 6. REMOVAL. An Officer may be removed for reasonable cause by a two-thirds vote of the Chapter Directors present at a duly called meeting.

ARTICLE VI
MEMBERSHIP MEETINGS

VI - 1. ANNUAL MEMBERSHIP MEETING. The Chapter shall hold 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 Chapter's Annual Membership Meeting, the regular membership shall participate in the election of Officers and Directors for the ensuing year. The current Chapter President shall provide a report on the Chapter's activities for the previous year, which shall include any policy and procedural changes for ratification by the regular membership.

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

VI - 3. MEETING NOTICES, AGENDAS AND MINUTES. The Chapter Board of Directors must give Chapter members 15 days written notice of all membership meetings. The notice must include the place, date, and time of the meeting and an agenda.

The Secretary will ensure that formal minutes of all membership and board meetings are accurately prepared and finalized.

The Professionals Association Management Team will be responsible for digitally storing the minutes, distributing them to all members via email or another designated digital platform, and maintaining a secure digital archive for future reference.

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 Chapter's Annual Membership Meeting shall consist of no less than 25 percent of the regular members.

VI - 5. VOTING. Each regular member company of the Chapter is entitled to cast one vote on any business conducted (including elections) at the Chapter's Annual Membership Meeting or special called meeting

Every member company 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 with respect to particular proposals that are to be voted upon 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 Chapter's Annual Membership Meeting or special called meeting

ARTICLE VII **COMMITTEES**

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

- a) CHAPTER EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of all Officers of the Chapter. The Chapter President shall serve as Chairman of the Executive Committee.

The Chapter Executive Committee manages the governance of the Chapter and acts on behalf of the Chapter Board of Directors when the Board is not in session. The Chapter Executive Committee also works in partnership with the Association to coordinate Chapter partnership activities, administrative functions, staffing and operations.

- b) CHAPTER NOMINATING COMMITTEE. The Nominating Committee Chairman shall be the Immediate Past President. In the Chairman's absence, the Chapter's Immediate Past President once removed shall preside or as a last resort the Chapter President or Chapter Vice President shall preside.

The Chapter Nominating Committee shall meet annually to select the slate of Chapter Officers and Chapter Directors (accounting for any vacancies and those whose terms are set to expire) for ratification by the Chapter Board of Directors and election by the Chapter membership at the Annual Chapter Membership Meeting.

A person who meets any qualification requirements to be a Chapter Director/Officer and is nominated for an office shall be presented to the Chapter Nominating Committee or its designee, unless otherwise determined by the Chapter Board. The Nominating Committee will prepare a slate of all individuals nominated for election. If the number of nominees is greater than the number of directors to be elected for the ensuing year, a ballot listing all nominees for election will be prepared for a vote by the members at the annual meeting of the members. When the number of nominees is greater than the number of Directors/Officers to be elected, those candidates who receive the most member votes (a plurality) during election will be elected to fill the positions up for election. If the number of nominees is less than or equal to the number of directors to be elected, the Chapter Nominating Committee will prepare or cause to be prepared a slate of the nominees for approval by the Chapter Board of Directors and ratification by the members at the annual meeting of the members.

VII - 2. COMMITTEES OTHER THAN STANDNG COMMITTEES may be created by the Chapter Executive Committee. Committee Chairmen, Vice Chairmen, and members shall be appointed by the Chapter President and by consent of 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 Chapter Policy Manual.

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

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

VIII - 1. AMENDMENTS. To ensure uniformity of the nonprofit purposes of this Chapter and the Association (and not as a means of control otherwise of this Chapter by the Association), any proposed amendments to Article I, Article II, and Article III, among other articles, shall be subject to joint coordination between Chapter and Association, plus approval by the Association through its designated representative or body before adoption of such amendments.

The Chapter Board of Directors may make amendments to these Bylaws pertaining to the administrative functions of the Chapter Board of Directors and the Chapter, without the approval of the Chapter membership. All other amendments to these Bylaws, once coordinated with and approved by the Association, shall be made with 15 days written notice, including a description of the proposed amendments, at the Annual Membership Meeting of the Chapter and a two-thirds vote of the Chapter members in attendance. If the Chapter members reject a Board-adopted temporary bylaw amendment, any prior Board action made pursuant to the temporary Bylaw amendment shall not be affected, void or voidable solely because of the members' rejection of the temporary bylaw amendment.

VIII 2. POLICY MANUAL. The Chapter Board of Directors shall establish and policies consistent with these Bylaws. The current version of these rules and policies shall be consolidated into a Chapter Policy Manual.

ARTICLE IX **ANTI-TRUST COMPLIANCE**

IX- 1. It is the undeviating policy of the Chapter to comply strictly with the letter and spirit of all federal, state, district, municipal and applicable international trade regulations and antitrust laws. Any activities of the Chapter or related actions of its staff, officers, Directors or members, which violate these regulations and laws are detrimental to the interests of the Association and are unequivocally contrary to Association policy.

IX - 2. Implementation of the anti-trust compliance policy of the Association shall include, but shall not be limited to the following:

- a) Chapter Board of Directors, Chapter Executive Committee and other Chapter Committee meetings shall be conducted pursuant to agendas distributed in advance to attendees; discussions shall be limited to agenda items; there shall be no substantive discussions of

- Association matters other than at official meetings; minutes shall be distributed to attendees promptly.
- b) All Chapter activities or discussions shall be avoided which might be construed as tending to: raise, lower or stabilize prices; regulate production; allocate markets; encourage boycotts; foster unfair trade practices; assist in monopolization; or in any way violate federal, state or applicable international trade regulations and antitrust laws.
 - c) Members, Officers, Directors or employees who participate in conduct which the Chapter Board of Directors by a two-thirds majority vote determines to be contrary to the Association antitrust compliance policy shall be subject to disciplinary measures up to and including membership termination.

ARTICLE X
INDEMNIFICATION

X - 1. The Association shall indemnify a Chapter Director, Chapter Officer, Chapter committee member, employee, or agent of the Chapter who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Chapter, and such indemnification shall be to the maximum extent allowed by the Act or other applicable law. The Association may purchase and maintain at its expense, insurance on behalf of such persons to the fullest extent permitted by applicable law.

ARTICLE XI
MISCELLANEOUS

XI- 1. DISSOLUTION. The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure or be distributed to the members of the Chapter. Upon dissolution, all Chapter assets shall be distributed to such other organization qualified as exempt from taxes under Section 501 of the Internal Revenue Code that serves similar purposes as the Chapter.

XI- 2. LIMITATION ON LIABILITIES. Nothing herein shall constitute members of the Chapter as partners for any purpose. No member, officer, agent or employee of this Chapter shall be liable for the acts or failure to act of any other member, officer, agent or employee of the Chapter. Nor shall any member, officer, agent or employee be liable for his or her acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of his or her willful misfeasance.

Approved: December 2, 2024

President

Secretary/Treasurer