

**BYLAWS**  
**OF**  
**NATIONAL HISPANIC CONSTRUCTION ASSOCIATION**

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**BYLAWS  
OF  
NATIONAL HISPANIC CONSTRUCTION ASSOCIATION**

(formed under the Delaware General Corporation Law)

ARTICLE I.  
NONDISCRIMINATION

The Corporation shall not discriminate against any individual on the basis of ethnic group, color, creed, age, national origin, sex or sexual orientation, or handicapping condition.

ARTICLE II.  
PURPOSE

Section 1. In General. The Corporation shall be a professional membership association, which advocates for the advancement of Hispanics in the building and construction industries in the United States.

The Corporation is geared toward the advancement of Hispanics in the construction, professional services, building, real estate and related industries in the United States. Through networking opportunities, political support, professional continuing education and training, legislative advocacy, lead generation, and peer support, the Corporation will be the leading advocates for Hispanics in these important segments of our local economy.

The Corporation shall promote community among Hispanics in our industries and to train, educate, certify, and network our members that is essential to the development and maintenance of a democratic way of life. This purpose shall be accomplished through research, service, education, association capacity building and developing individual leadership.

The Corporation will further the best interest of the public, the building, real estate and construction industry and the building, real estate and construction client throughout the nation by promoting excellence and high standards of skill, integrity and responsibility in the conduct of the construction industry's affairs. The Association will stimulate and maintain a free enterprise system through a competitive industry characterized by economy; efficiency; integrity; and equitable and reasonable relationships between and among the members of the construction team to include owners, architects/engineers, employees, subcontractors, vendors and others serving the industry. It will be an advocate and voice for the Hispanic general building contractor, real estate professional and building manager wherever his/her interests may appear, to include representations to public and private owners, architects/engineers, government at all levels, subcontractors, employees, and any other place where our interests and concerns may be involved.

The Corporation will render whatever assistance necessary and reasonable to all Hispanic business owners, managers, professionals, workers, laborers and students including

governmental agencies charged with the responsibility of enforcing and/or administering laws designed to protect the public interest, life, health and safety. We will provide the membership of the Corporation with management and technological tools for their members through programs and services that will help them better conduct their businesses and we will assist them in promoting the development, recruitment and retention of the highest quality people to serve the construction, real estate and building industry and the membership through educational, public relations and other initiatives.

The Corporation will strive to insure that our members will have access to programs that will assist their members to become knowledgeable, trained and experienced construction, real estate and building professional and managers. We will also promote the concept that higher quality buildings can be erected in a more timely fashion at a lower cost when directed and coordinated by an Hispanic management and workers team.

Section 2. Mission Statement. To educate support and facilitate the advancement of its members and to advocate and promote the growth, strength and partnerships of Hispanic business in the construction industry.

Section 3. Vision. The Corporation will provide a forum for the free exchange of ideas and opinions among Hispanics and Non-Hispanics and other organizations and groups to facilitate the programming of activities for the enrichment of the social, economic, cultural and educational aspects of our community and our industries. The Corporation will aggressively pursue public and private sectors contract procurement opportunities for all our members.

The Corporation will provide programs to develop and train leaders within our community and our industry and instill within our members an ethical and professional attitude. The Corporation will provide outreach for the improvement of the community as well as the promotion of better education and training for our members.

Section 4. Status. The Corporation shall observe all local, state and federal laws which apply to a non-profit organization as defined in 501(c)(6) of the Internal Revenue Code.

The Corporation may also control a non-profit corporation or corporations as defined in Section 501(c)(3) of the Internal Revenue Code or for-profit corporations as may be appropriate under relevant federal and state laws.

### ARTICLE III. OFFICES

Section 1. Location. The principal office of the Corporation shall be located within or without the State of Delaware, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall have and maintain within the State of Delaware a registered office at such place as may be designated by the Board of Directors.

ARTICLE IV.  
MEMBERS

Section 1. Members Authorized. The Corporation shall have three (3) classes of members.

- a. Regular Trade Association or Chamber Members. Regular Trade Association or Chamber Members shall be comprised of at least 60% of companies that are 51% Hispanic-owned and managed business entities. Regular Trade Association or Chamber Members shall be voting members of the Corporation.
- b. Associate Members. Associate Members shall be any other reputable organization or company not related to the building, construction or real estate industries. Associate Members shall be non-voting members of the Corporation, but shall be represented on the Board of Directors by one voting member.
- c. Corporate Members. Corporate Members shall be any corporation with a sales volume of \$5,000,000 or more not recognized as a minority- or women-owned business entity, and having an appropriate relationship to related industries associated with general construction, building, and real estate services and development. Affiliate Members shall be non-voting members of the Corporation. No more than two Corporate Members may become members of the Board of Directors.

All members shall be required to pay annual membership dues as set by the Board of Directors. Members may also be responsible for payment of an assessment, in addition to annual dues, to be levied upon recommendation of the Board and approval of at least two-thirds (2/3) vote of the members. Notice of such vote shall be given thirty days prior to conduct of the such vote. Failure to pay annual dues or assessments will result in termination of membership in the Corporation.

Section 2. Evidence of Membership. Each member shall be issued a membership certificate. Membership and membership certificates are not transferable.

Section 3. Annual Meetings. A meeting of members entitled to vote shall be held for the election of Directors and the transaction of other business annually at a date and time as determined by the Board of Directors.

Section 4. Special Meetings. Special meetings of the members may be called at any time by the Chair, the Board of Directors or ten percent (10%) of voting members.

Section 5. Action by Members Without a Meeting. Whenever under the General Corporation Law, the members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

Section 6. Place of Meetings. Meetings of members shall be held at the principal office of the Corporation or at such other place, within or without the State of Delaware, as may be fixed by the Board of Directors.

Section 7. Notice of Meetings.

- a. Written notice shall be given of each meeting of members, shall state the place, date and hour of the meeting and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called.
- b. A copy of the notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or if the member shall have filed with the Secretary/Treasurer a written request that notices to the member be mailed to some other address, then directed to the member at such other address.
- c. Any notice to members may be in the form of an electronic transmission as long as the member has consented to receiving notice in such manner. Any such consent is revocable at any time by the member by written notice to the Corporation. Such consent shall be deemed revoked if (1) the Corporation is unable to deliver by electronic transmission two (2) consecutive notices given by the Corporation in accordance with such consent; and (2) such inability becomes known to the person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. "Electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process and may include, but it not limited to, the following: facsimile telecommunication, electronic mail, or posting on an electronic network together with separate notice to the member of such posting.
- d. Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 8. Qualification of Voters.

- a. Every voting member of record in good standing of the Corporation shall be entitled at every meeting of the members to one vote. Organizations that are



admitted as voting members shall identify a single representative with one vote to act on its behalf at member meetings.

- b. The Board may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than fifty nor less than ten days before the date of the meeting.

Section 9. Quorum and Adjourned Meetings.

- a. Members entitled to cast a majority of the total number of votes entitled to be cast at a meeting of members shall constitute a quorum for the transaction of business.
- b. Despite the absence of a quorum, the members present may adjourn the meeting to another time and place and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If after the adjournment, however, the Board of Directors fixes a new record date for determining the members entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each member then entitled to notice under Section 2.07 of this Article of the By-laws.

Section 10. Organization. At every meeting of the members, the Chair, or in the absence of the Chair, the Vice Chair, or in the absence of the Vice Chair, a person selected by the meeting, shall act as chairman of the meeting. The Secretary or, in the absence of the Secretary, a person selected by the meeting shall act as secretary of the meeting.

Section 11. Voting. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation be authorized by a majority of the votes cast at such meeting.

Section 12. Proxies.

- a. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for such member by proxy.
- b. Every proxy must be signed by the member or the member's attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 13. Inspectors of Election.

- a. The Board of Directors, in advance of any meeting of members, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a meeting of members may, and on the request of any member entitled to vote thereat shall, appoint one or more inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.
- b. The inspectors shall determine the number of membership certificates outstanding and the voting power of each, the certificates represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any member entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.

Section 14. List of Members at Meeting. A list or record of members entitled to vote, certified by the Secretary shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the Corporation that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be members entitled to vote thereat may vote at such meeting.

#### ARTICLE V. AFFILIATED MEMBER ASSOCIATIONS

The Corporation's affiliated member associations shall meet the requirements of chapters as detailed in these bylaws. The Corporation's affiliated member associations shall assess the needs of its members and the building, real estate and construction community it serves and shall provide services and programs accordingly. The Corporation's affiliated member associations shall undertake such other responsibilities as are detailed in the bylaws. The minimal requirements for a chapter to be affiliated are the following:

1. The chapter must be in a state where no other chapters exist or where one is already a bona fide association and a member of the Corporation's.
2. The chapter must be a bona fide and duly registered not-for-profit (IRS 501(c)(6)) corporation.
3. The chapter must pay the annual local chapter dues.

4. The chapter must adopt and submit a constitution and bylaws that is compatible with both the National Constitution and bylaws.
5. The chapter must abide by the constitution, bylaws and rules and regulations of the association.
6. The chapter must meet at least 4 times a year and must have at least one general membership chapter meeting a year.
7. The chapter must have a minimum of 15 dues paying members.
8. The chapter must have a banner which reads “A National Hispanic Construction Association Member” in its advertising and other public relations materials.
9. The chapter must adopt the national logo on all its collaterals.
10. If the state chapter is an affiliated non-voting organization, then the affiliate may elect to include the Corporation’s logo on all its information material preceded by the statement “An affiliate member of the National Hispanic Construction Association.”

ARTICLE VI.  
BOARD OF DIRECTORS

Section 1. Power of Board and Qualification of Directors. The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. Only voting members, or representatives of voting members, may serve as Directors of the Corporation.

(i) Chair. The Chair shall preside at all meetings of the members and the Board of Directors. The Chair shall develop an annual business plan and a means for fulfilling the business plan, set an agenda for all organizational meetings and meetings of the Board of Directors, nominate Committee Chairs, and preside at all meetings, except for committee meetings. The Chair shall also develop an annual program calendar to be voted on by the Board of Directors. The Chair shall also perform such other duties as may be assigned from time to time by the Board.

(ii) Vice Chair. The Vice Chair shall fulfill all of the duties of the Chair in the event the Chair is not able to fulfill the duties of the office. The Vice Chair shall perform such other duties as may be assigned by the Chair or by the Board of Directors.

(iii) Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall also be responsible for representing the Corporation at press conferences, arranging for press releases to be timely distributed, working with the press and media, keeping the membership roll up-to-date, keeping minutes of all meetings of the Board of Directors current and accurate, providing a historic archive, and assisting in publication of a Monthly Newsletter. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board

of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

(iv) Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The Treasurer shall further assist in preparing financial reports, preparing tax filings on behalf of the Corporation, and disbursing funds. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his duties as the Board of Directors may require, for which he shall be reimbursed.

(v) Regional Vice Presidents. The Regional Vice Presidents shall help organize state chapters in their respective regions, and shall serve as liaisons between the region and the Board of Directors. The Regional Vice Presidents shall also organize periodic events in their respective regions, with the approval of the Board of Directors. The Regional Vice Presidents shall also perform such other duties as may be assigned by the Chair or by the Board of Directors.

## Section 2. Number and Term of Office.

- b. The Board of Directors shall consist of the Chair, Vice Chair, Secretary, Treasurer, twelve (12) Regional Vice Presidents, two (2) Associate Members and one (1) Corporate Member. The Regional Vice Presidents shall consist of two (2) individuals elected from six (6) regional areas (Regions I-VI) consisting of the fifty (50) states, the District of Columbia, and the commonwealth of Puerto Rico.
- c. The Chair, the Vice Chair, the Secretary and the Treasurer shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors to serve for a three (3) year term. The Regional Vice Presidents, Associate Members of the Board of Directors and Corporate Member of the Board of Directors shall be elected by members at the Annual Meeting of the members to serve for a three (3) year term.
- d. For purposes of staggering the terms, the Vice Chair, Secretary, Treasurer, Regional Vice Presidents, Associate Members of the Board of Directors and Corporate Member of the Board of Directors shall initially serve for a period of one year after being officially elected to the Board of Directors. At the end of the first year after initial establishment of the Board of Directors, one-third (1/3) of the initially elected members, as determined by the Chair, will be required to be reelected to a new three (3) year term. At the end of the second year after initial establishment of the Board of Directors, a second one-third (1/3) of the initially elected members, as determined by the Chair, will be required to be reelected to a

new three (3) year term. At the end of the third year after initial establishment of the Board of Directors, the remaining one-third (1/3) of the initially elected members will be required to be reelected to a new three (3) year term.

- e. As used in these By-laws, “entire Board of Directors” means the total number of directors entitled to vote which the Corporation would have if there were no vacancies.
- f. At all times, there must be at least a majority of directors who are not “disqualified persons,” as defined in Section 4946(a)(1) of the Internal Revenue Code, with respect to the Corporation.
- g. Each director shall have one vote. In the event of tie vote at any meeting of the Board of Directors, the Chair shall have two (2) votes.

Section 3. Vacancies. Vacancies occurring in the Board of Directors for any reason shall be filled by vote of a majority of Directors then in office, regardless of their number. Directors elected to fill vacancies shall serve until the next annual meeting at which the election of Directors is in the regular order of business, and until their successors are elected and have qualified.

Section 4. Removal of Directors. A director may be removed with cause by the members or by majority vote of the entire Board of Directors.

Section 5. Resignations. Any director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

Section 6. Quorum of Directors and Action of the Board. Unless a greater proportion is required by law or by the Certificate of Incorporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and, a majority vote of directors present at meeting shall be the act of the Board.

Section 7. Meetings of the Board. An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board of Directors, for the purpose of organization and for the transaction of such other business as may properly come before the meeting.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Chair of the Board or any two directors.

Meetings of the Board of Directors may be held at such places within or without the State of Delaware as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings.

Section 8. Informal Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any one or more members of the Board may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 9. Compensation of Directors. The Corporation may pay no compensation to directors for services rendered.

## ARTICLE VII OFFICERS, AGENTS AND EMPLOYEES

Section 1. Officers. The elected officers of the Corporation shall be the Chief Executive Officer, the Chair, the Vice Chair, the Treasurer, and the Secretary. No two (2) offices may be held by the same person.

Section 2. Qualifications, Term of Office, Vacancies and Removal. The officers must be voting members of the Corporation. The officers shall serve for a three (3) year term, except where the term of office has been staggered, as provided by the rules and regulations herein. Each officer shall hold office for the term for which he is elected or appointed and until his successor is elected or appointed and qualified or until his earlier resignation or removal. All officers shall be elected or appointed at the annual meeting of the Corporation. Vacancies resulting from any resignation or removal may be filled by the Board of Directors; provided, however, that the Vice Chair shall automatically assume the position of Chair if such position is vacant and shall serve as Chair for the remaining term and an additional full one (1) year term. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office, and until his successor is elected and qualified. Any officer may be removed by the Board with or without cause at any time.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Corporation. Unless otherwise specified in a written notice, the resignation shall be effective upon delivery to the Corporation.

Section 4. Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board and, to the extent not so provided, as generally pertain to their respective offices.

(i) Chief Executive Officer. The Chief Executive Officer shall supervise generally the management of the affairs of the Corporation subject only to the supervision of the Board. The Chief Executive Officer is appointed by a subject to the authority of the Board of Directors, and shall perform all duties in coordinating the activities of the Corporation. The Chief Executive

Officer shall also perform such other duties as may be assigned from time to time by the Board. The Chief Executive Officer shall attend regular meetings of the Board of Directors, but may be excluded for any executive session if approved by majority vote of the Board of Directors present, and shall not be entitled to vote at any meetings of the Board of Directors.

(ii) Chair. The Chair shall perform the duties of the Chief Executive Officer in the absence, inability, or refusal of the Chief Executive Officer to act upon the duties of the office, and when so acting, shall have all powers of and be subject to all restrictions placed upon the Chief Executive Officer. The Chair shall also perform such other duties as may be assigned by the Chair or by the Board of Directors.

(iii) Vice Chair. The Vice Chair shall fulfill all of the duties of the Chair in the event the Chair is not able to fulfill the duties of the office. The Vice Chair shall perform such other duties as may be assigned by the Chair or by the Board of Directors.

(iv) Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall also be responsible for representing the Corporation at press conferences, arranging for press releases to be timely distributed, working with the press and media, keeping the membership roll up-to-date, keeping minutes of all meetings of the Board of Directors current and accurate, providing a historic archive, and assisting in publication of a Monthly Newsletter. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

(v) Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The Treasurer shall further assist in preparing financial reports, preparing tax filings on behalf of the Corporation, and disbursing funds. The Treasurer shall submit a general financial statement to the Board of Directors at each Regular Meeting. The Treasurer shall have available at the Annual Meeting a report of monies received or paid during the fiscal year and of the assets and liability of the Corporation of at the the end of the preceding year. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his duties as the Board of Directors may require, for which he shall be reimbursed.

Section 5. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

## ARTICLE VIII. COMMITTEES

Section 1. General Provisions. The Board of Directors may, by resolution passed, designate one or more committees, each committee to consist of one or more directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the Board of Directors may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers that may require it; but no such Committee shall have the power or authority in reference to the following: amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending a dissolution of the Corporation or a revocation of dissolution, or adopting, amending or repealing any Bylaws of the Corporation.

Section 2. Committee Rules. Unless the Board of Director's otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article III of these Bylaws.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of proceedings of such committee.

Any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.



Section 3. Service of Committees. Each committee of the Board of Directors shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty under law to the Corporation.

Section 4. Records. Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records.

Section 5. Standing Committees. The Corporation shall have five (5) Standing Committees.

- h. Executive Committee. The Executive Committee shall consist of the Chair, the Vice Chair, the Secretary and the Treasurer. The Executive Committee shall oversee the day-to-day affairs of the Corporation, meet between meetings of the Board of Directors, as requested by the Chair, and make interim policy and business decisions as is necessary to conduct the timely affairs of the Corporation.
- i. Legislation Committee. The Legislation Committee shall consist of not more than five (5) members appointed annually by the Chair and approved by the Board of Directors. The Legislation Committee shall record its position on proposed legislation with the local and state legislatures and/or the Congress of the United States, and/or with any official of local, state, and/or federal governments, or any agency thereof. The members of the Legislation Committee shall each serve a one (1) year term.
- j. Grievance Committee. The Grievance Committee shall consist of three (3) members appointed by the Chair and approved by the Board of Directors. The Grievance Committee shall consider in the first instance all complaints referred to it by the Corporation. The members of the Grievance Committee shall each serve a one (1) year term.
- k. Finance Committee. The Finance Committee shall consist of the Treasurer, the Chief Financial Officer, and three (3) members of the Board of Directors appointed by the Chair and approved by the Board of Directors. The Finance Committee shall perform a proper audit by a Certified Public Accountant (CPA) at least once per fiscal year, in accordance with the rules and regulations stated herein. The Finance Committee shall present the results of such audit to the Board of Directors immediately following its receipt. The Finance Committee shall also prepare the budget for the calendar and fiscal year following the period of appointment. The Finance Committee shall meet at the direction of the Chair. The three (3) appointed members of the Finance Committee shall each serve a one (1) year term.
- l. Nominating Committee. The Nominating Committee shall consist of five (5) members appointed by the Chair. The Chair shall not serve on the Nominating Committee.

ARTICLE IX.  
INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification. Unless clearly prohibited by law or Section 2 of this Article, the Corporation shall indemnify any person (“Indemnified Person”) made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a Director or officer of any other Corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification. The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses. The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others. Unless clearly prohibited by law or Section 2 of this Article, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

Section 6. Binding Effect. Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance. The Corporation is not required to purchase Directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 8. Nonexclusive Rights. The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any Director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

## ARTICLE X. CONFLICTS OF INTEREST

Section 1. Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any family member (spouse, domestic partner, grandparents, parents, children, grandchildren, great grandchildren, brothers or sisters (whether whole or half blood), and spouses of these individuals); or (c) any organization in which he or a family member is a director, trustee, officer, member, partner or more than 10% of the total (combined) voting power. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest. A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form.

The Secretary of the Corporation shall distribute annually to all Directors, officers and key employees (as identified by the Corporation), a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in this policy was used. Such disclosure form may require disclosure of other relationships that may not constitute an actual conflict of interest, but which are required to be disclosed in order for the Corporation to comply with its annual reporting requirements.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

Section 4. Validity of Actions. No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a

quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

Section 5. Employee Conflicts of Interest. An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The Chair shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the Chair may consult with legal counsel.

The Chair shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Chair has approved.

## ARTICLE XI. COMPENSATION

Section 1. Reasonable Compensation. It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by officers and employees. The Directors of the Corporation shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporation purpose.

Section 2. Approval of Compensation. The Corporation may, but is not required to, pay compensation to individuals who serve as officers of the Corporation. If compensation is paid to officers, then the Board of Directors must approve in advance the amount of such compensation.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE XII.  
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 2. Corporate Seal. The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Delaware" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 3. Checks, Notes, Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 4. Books and Records. The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5. Loans to Directors and Officers. No loans other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest, either directly or indirectly, except loans made to another corporation defined as a nonstock corporation under Delaware General Corporation Law.

ARTICLE XIII.  
AMENDMENTS

Amendments to these By-laws may be proposed by the Board or by request of at least two-thirds (2/3) of the voting members of the Corporation. Proposed amendments shall be distributed to members at least thirty (30) days prior to the meeting at which a vote on the amendments will occur. Amendments must be approved by majority vote of the members.

**EXHIBIT A  
TO THE BYLAWS OF THE  
NATIONAL HISPANIC CONSTRUCTION ASSOCIATION**

REGION I

The following states shall constitute Region I:

Washington, Oregon, Idaho, Nevada, California, Alaska and Hawaii.

REGION II

The following states shall constitute Region II:

Arizona, New Mexico, Colorado, Utah, Wyoming, Montana, North Dakota, South Dakota and Nebraska.

REGION III

The following states shall constitute Region III:

Texas, Louisiana, Oklahoma, Arkansas, Kansas and Missouri.

REGION IV

The following states shall constitute Region IV:

Minnesota, Iowa, Wisconsin, Illinois, Michigan, Indiana, Ohio and Kentucky.

REGION V


The following states shall constitute Region V:

Maine, New Hampshire, Vermont, Maryland, Connecticut, Rhode Island, New York, New Jersey, Pennsylvania, Delaware, Massachusetts, and Washington, D.C.

REGION VI

The following states shall constitute Region VI:

West Virginia, Virginia Tennessee, North Carolina, South Carolina, Georgia, Alabama, Mississippi, Florida and Puerto Rico.

  
\_\_\_\_\_  
John H. Martinez-D.  
Board Chairman

  
\_\_\_\_\_  
Date