

BY-LAWS
CONNECTICUT BUILDING CONGRESS, INC.
CONSTITUTION & BY-LAWS
JUNE 2023

Article I. NAME

The name of this organization shall be Connecticut Building Congress, Inc., a non-profit membership organization, organized under the Internal Revenue Service Code Section 501(c)(6) hereinafter referred to as CBC.

Article II. TERRITORY

The particular territory of its activities shall be all cities and towns within the State of Connecticut.

Article III. OBJECT

- A. The purpose of CBC as described in its constitution is:
1. To unite into an organization individuals, firms, associations and corporations which are engaged in, or otherwise related to, the building and construction industry, so as to promote the general welfare thereof;
 2. To continually study and appraise the needs and problems of such industry;
 3. To find and recommend ways and means of satisfying such needs;
 4. To define the respective functions and to harmonize and coordinate the respective activities of various groups engaged in, or otherwise related to, such industry through the formation of recommendations of fair practice for the industry;
 5. To compile, furnish and distribute accurate and reliable information as to legislation and economic conditions which shall affect the interest and welfare of persons engaged in, or otherwise related to such industry;
 6. To initiate, promote and conduct research projects and similar activities of educational character for the benefit of members of the industry;
 7. To initiate and conduct programs designed to achieve and improve public recognition of the industry's part in the welfare of the general public; and
 8. To perform any and all things that may be permitted by law for the promotion of the building and construction industry and the improvements of its service to the general public.
- B. CBC shall never support the particular interest of any one or more of its constituent elements to the detriment of any legitimate interest of the construction industry as a whole.

Article IV. MEMBERSHIP

- A. Classes of Members: The membership of CBC shall consist of the following classes:
1. Individual
 2. Institutions/Facility Owners
 3. Small Firm (1-9 persons)
 4. Medium Firm (10-25 persons)
 5. Large Firm (26 or more persons)
 6. Honorary
- B. Qualifications for Membership:
1. **Individual** membership is open to individuals with full-time status as a government employee, student, retiree, or in-between engagements.
 2. **Institutions/ Facility Owners** - Firm membership for institutions and organizations that own and/or rent their organization's capital assets (building, land, and infrastructure).

3. **Small Firm** (1-9 persons) any corporation, company or partnership of good reputation engaged in or connected with the building and construction industry, shall be eligible for Firm membership. Small Firm membership is open to professional and non- professional firms consisting of no more than nine (9) principals and employees in total. Though a firm may have up to nine representatives in CBC, they are only entitled to one vote.
 4. **Medium Firm** (10-25 persons) any corporation, company or partnership of good reputation engaged in or connected with the building and construction industry, shall be eligible for Firm membership. Medium Firm membership is open to professional and non-professional firms consisting of no more than twenty-five (25) principals and employees in total. Though a firm may have up to twenty-five representatives in CBC, they are only entitled to one vote.
 5. **Large Firm** (26 or more) any corporation, company or partnership of good reputation engaged in or connected with the building and construction industry, shall be eligible for Firm membership. Large Firm membership is open to professional and non- professional firms consisting of more than twenty-five (25) principals and employees in total. Though a firm may have more than twenty-five (25) representatives in CBC, they are only entitled to one vote.
 6. **Honorary.** Any individual of good reputation who through services for and on behalf of the welfare and advancement of the building and construction industry and who shall be deemed by the Board of Directors to have made a distinguished contribution in support of the aims and objects of CBC, shall be eligible for Honorary membership. Election of Honorary members shall be by unanimous vote of the members present at any duly called meeting of the Board of Directors. Honorary members shall have no vote.
- C. Election to Membership The eligibility of any applicant for membership shall be determined by the Membership Committee in accordance with the provisions of the By-Laws and when certified for approval thereby may be elected to membership by affirmative vote of two-thirds of the members present at any duly called meeting of the Board of Directors.
- D. Termination of Membership
1. The membership of any member in any class may be terminated by a two-thirds vote of the members present at any duly called meeting of the Board of Directors on recommendation of the Membership Committee when such member has failed to pay dues as defined by the By-Laws or is found to have acted in a manner at variance with the objects of CBC or in any way detrimental to the welfare of CBC or the building and construction industry. In such event and before such vote is taken such member shall be given the opportunity to appear in person before the Board of Directors in defense of the actions under consideration.
 2. Any member may resign as of the end of the fiscal year of CBC by written notice to the Secretary of such resignation, providing such notice is received by the Secretary within thirty (30) days after the end of such fiscal year. In order to resign in good standing, a member must have paid his dues in full.
 3. Upon resignation or the termination of membership, all rights and interest of a member in the property and privileges accorded by membership shall cease as of the date of the resignation or termination, except as may be required by law,

Article V. DUES

- A. It shall be the duty of the Board of Directors to review annually the Dues Structure. A two-thirds vote of the members present at any duly called meeting of the Board of Directors shall be required to raise or lower the prevailing dues and the amount of dues shall be posted on the membership application forms.
- B. Honorary members shall pay no dues.
- C. Annual dues shall become due and payable on the first day of the fiscal year. A new membership

issued after the first quarter of the fiscal year shall be assessed in advance for the remaining quarters, including the current quarter. CBC shall bill each member for the amount of the annual dues at the beginning of the fiscal year and any member who shall not have paid his dues at the end of the second month of the fiscal year shall automatically be in arrears and not in good standing. Any member who is in arrears on the last day of the fourth month of the fiscal year shall be subject to possible termination in accordance with Article IV, Section D.1. Only members in good standing may exercise the rights and privileges of membership.

Article VI. FISCAL YEAR

The fiscal year of Connecticut Building Congress, Inc. shall be from July 1 through June 30 of each succeeding year.

Article VII. OFFICERS

A. Officers

1. The Officers of CBC shall consist of a President, a President-Elect, who shall be in direct succession for the office of President, a Vice President, a Secretary and a Treasurer who shall be elected at the Annual Meeting to hold office for one year, or until their successors are elected. A simple majority of all votes cast for each office, whether by voice, electronically or in writing, shall determine the election for that office.
2. A list of nominees shall be sent to each CBC member in good standing at member's last known address at least two weeks before the Annual Meeting.
3. To become a candidate for President, the person must currently be serving or have served as an Officer or Director of CBC within the preceding three (3) years.
4. It shall be the duty of the President to preside at all meetings of CBC and Board of Directors. They shall be an ex-officio member of all standing committees.
5. In the absence of or in the event of the inability of the President to perform the duties of the office, it shall be the duty of the President-Elect and Vice-President, in order of their Board seniority, to perform the duties of the President.
6. The President shall appoint the chairperson of each standing and special committees, subject to ratification by majority vote of the Board of Directors,
7. An Officer or Director may be allowed to finish their term as a new individual membership or corporate membership in case of change of affiliation,
8. It shall be the duty of the Secretary to perform or direct the usual duties of his office, such as the keeping of minutes of the meetings of CBC and the Board of Directors and the issuing of notices of meetings. The Secretary shall fulfill the duties of the Clerk of the Corporation. CBC shall keep a roster of the membership with their classifications and addresses and shall furnish to the Treasurer a currently corrected list of the membership at least once each fiscal year.
9. It shall be the duty of the Treasurer to keep the monies and records of accounts of CBC, making a monthly financial statement to the Board of Directors and an annual financial report to CBC. The Treasurer shall furnish satisfactory bonds in an amount to be determined by the Board of Directors at the expense of CBC for the faithful performance of the duties. All disbursements of the Treasurer not in accordance with the budget must have the approval of the Board of Directors. The Treasurer shall arrange for the filing of tax documents in accordance with state and federal law.

B. Board of Directors

There shall be a Board of Directors that shall consist of the five officers (for a one-year term), nine board members (for three-year term) and the Immediate Past President (for a one-year term). In addition, there shall be a Historian (for a three-year renewable term) who shall be a non-voting member and shall be responsible for keeping the archives of the organization. The Officers and Directors shall be nominated and elected with the view of maintaining at all times a fair balance geographically and representative of the constituent elements of CBC: owners, developers,

architects, engineers, general contractors, subcontractors, material supply, investment, manufacturing and other businesses related to the construction industry.

1. The Board of Directors shall have authority over all matters of administration, matters of policy, direction, membership, and operation, including budgets and expenditures, and shall act upon such matters as may be referred to it.
2. The Board of Directors shall have the power to fill and shall fill all vacancies among the Officers and Directors of CBC by a two-thirds vote of the members present at any duly called meeting of the Board of Directors until the next annual meeting can be held, and shall make and enforce such rules and regulations for the conduct of its work and the work of the various departments of the organization which may seem proper and which do not contravene nor infringe upon any of the provisions of the Bylaws of CBC. It will closely observe and give necessary direction to the work of the Committees.
3. The Board of Directors shall hold regular meetings at a time, place and in a manner as it may determine; special meetings may be called by the President or on written request of any four Board members, at least four days' notice of such special meetings having been given in writing or electronically to each Board member. With proper written notice, special meetings may be convened by teleconference at the discretion of the President.
4. The Board of Directors shall have the authority to terminate a board officer or director that has accumulated more than (4) four absences from regular board meetings within one fiscal year period.

C. Executive Director

There shall be an Executive Director who shall be appointed by the Board of Directors, and whose duties shall be determined by the Board of Directors. The Executive Director shall be the Corporate Agent. The Executive Director shall also furnish a satisfactory bond, at the expense of CBC, for the faithful handling of CBC finances as may be entrusted to the Executive Director's care. The Board of Directors may assign such duties of the Secretary and Treasurer as set forth in Article VII A, 8 and 9 as they may determine. The Executive Director may or may not be a member of CBC. The Executive Director shall be guided by the Officers and Directors and/or the Finance Committee in all matters pertaining to the budget and handling of funds.

D. Audit

CBC shall engage a Certified Public Accountant who shall review the accounts at the end of each fiscal year and provide a certified audit when required by the directors for a specific year.

Article VIII. RECEIPTS AND EXPENDITURES

- A. Dues received by CBC shall be deposited in a timely manner and documented with normally accepted accounting industry standards. In the absence of the Treasurer, the Executive Director has the authority to sign checks.

Article IX. MEETINGS

A. Annual and Other Meetings

1. The Annual Meeting shall be held in June of each year, at which time the Officers and Directors shall be elected, and reports of the activities of CBC shall be presented to the membership. Written Notice of the Annual Meeting shall be mailed to the address listed in the Secretary's records to each member not less than ten days before the Annual Meeting. Officers and Directors shall be elected at the June meeting and shall assume office as of July 1.
2. Regular meetings of CBC shall ordinarily be held monthly and notice thereof provided in writing or electronically to each member not less than forty-eight hours before each meeting.
3. Special meetings may be called by the President or upon written request of fifteen (15) members for a special meeting. It shall be the duty of the Secretary to call such meetings within twenty (20) days of the presentation of the request by notice sent to each member

not less than ten (10) days before each meeting.

B. Quorum

1. No meeting may take official action unless there is a quorum present.
2. Fifteen percent (15%) of the members in good standing shall constitute a quorum for the transaction of business at any meeting.
3. Fifty percent (50%) of the membership of the Board of Directors shall constitute a quorum at any of their respective meetings.

Article X. COMMITTEES

A. Committee Organization and Activities

1. Except as specifically authorized by the Board of Directors, CBC shall not be obligated for any debt or contract made by Officer, Committee, Chairperson or Member; nor shall any Officer, Committee, Chairperson or Member make public any statement or report relating to the work of CBC or intending to reflect the opinion of CBC, without the approval of the Board of Directors.
2. The term of each Committee member shall expire when the successor is appointed.
3. Each Committee, through its Chairperson or Vice- Chairperson shall report regularly at the meetings of the Board of Directors.
4. Members of Standing Committees must be members in good standing with CBC.

B. Standing Committees

1. **Membership:** The Membership Committee shall develop plans and programs for attracting new members and examine and report to the Board of Directors as to the qualifications and eligibility of all candidates for membership, make recommendations as to the election of such candidates, and shall act, as provided under Article IV D, Termination of Membership, in appropriate cases.
2. **Finance:** The Finance Committee shall prepare each year for the approval of the Board of Directors a financial budget for the work of CBC and supervise the care of investment and expenditure of such of CBC's funds in accordance with the budget of CBC, as adopted. The Finance Committee shall review and accept the annual audit and implement any recommendations adopted by the Board of Directors.
3. **Nominating:** The Nominating Committee shall be five in number which may consist of the three immediate past-presidents, when available, and two additional members to be appointed by the President immediately after the annual election to serve for the ensuing year. It shall be the duty of the Nominating Committee to contact each member at least thirty (30) days prior to the June meeting, a ticket bearing one name for each office to be filled upon written petition of twenty (20) members of CBC, the Nominating Committee shall make public at least ten (10) days before the June meeting, any additional name or names of individuals suggested for Officers and Directors of CBC.
4. **Program:** The Program Committee shall be responsible for planning/providing not less than seven regular monthly meeting programs throughout the year, some of which may be special purpose meetings delegated to appointed subcommittees.
5. **Marketing:** The Marketing Committee shall be responsible for enhancing visibility, promoting the programs and increasing the level of engagement of membership.
6. **Industry Practices:** There shall be an Industry Practices Committee which shall provide a forum for discussion of industry-related issues, study means of improving conditions within the industry and recommend appropriate action. They shall keep watch on all legislative and administrative agency actions that affect the Building Industry, this organization, or its members, and will report such items to the Board of Directors.
7. **Golf Committee:** There shall be a Golf Committee that plans, prepares, and promotes the Annual Golf Outing. A portion of, or all the net, funds raised shall be contributed to the Connecticut Building Congress Scholarship fund. The Board of Directors shall

- determine the amount of donations to be made.
8. **Scholarship Committee:** The Connecticut Building Congress Scholarship Fund, Inc. is a separate charter organization with present and past members of the Connecticut Building Congress serving on the Scholarship Fund, Inc. Board. The Board is a charitable foundation that grants scholarships through donations to deserving students entering college seeking careers in architectural, engineering, interior design, and construction related degrees.
 9. **Diversity, Equity and Inclusion Committee:** There shall be a Diversity, Equity and Inclusion Committee to promote further inclusion and diversity in CBC program attendance, general membership, and involvement in the organization's leadership.
 10. **Special Committees:** The President from time to time may designate Special Committee(s) and appoint the Chairperson(s) whose functions, scope and tenure shall be subject to the determination of the President,
 11. **Standing Committee:** The Standing Committee shall be composed of all Past Presidents and shall convene upon request of the current President.

Article XI. AMENDMENTS

- A. The By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors provided the proposed amendment be submitted to the membership in writing or electronically at least thirty (30) days before the vote of the Board and provided further that within the thirty-day period objection to such amendment has not been made in writing or electronically by fifteen (15) or more members.
- B. If objection to such amendment is made by fifteen (15) or more members, the proposed amendment may be submitted to a vote of the membership by paper or electronic ballot.
- C. Amendments may also be acted on at any meeting of CBC provided notice of the proposed amendment has been sent in writing or electronically to each member at least ten (10) days prior to the meeting.
- D. For any such membership ballot under this Article, a quorum of 50% of the members in good standing shall be required and the affirmative vote of at least two-thirds (2/3) of the total votes cast shall be required to adopt the amendment.

Amended and Restated constitution and Bylaws Dated June 2023 Adopted at CBC Annual Meeting.