

ASSOCIATED GENERAL CONTRACTORS OF ALASKA, INC.



Policies and Procedures

The following Policies and Procedures supplement the Bylaws in providing for the management of the Association.

ASSOCIATED GENERAL CONTRACTORS OF ALASKA

AGC Board Policies & Procedures
Revised: July 31, 2018

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ASSOCIATED GENERAL CONTRACTORS OF ALASKA

BOARD POLICIES AND PROCEDURES

PREFACE

1. **BOARD AUTHORITY.** The Board of Directors (Board) has broad expressed and implied authority to make policies and procedures governing its own conduct and the internal affairs of the Association. These policies and procedures may be modified by the Board of the Directors and any changes will be distributed to all Board members.
2. **EXECUTIVE BOARD.** The Executive Board (E-Board) shall conduct all normal business of the Chapter in accordance with the Bylaws.
3. **DIVISION OF CONTRACTOR MEMBERS.**
 - (a) Each Contractor member who is a member of Associated General Contractors of America, Inc., will be classified by the membership committee into Building, Heavy-Industrial, Highway-Utility, Specialty, or Associates category for purposes of establishing eligibility to serve as such a representative on the Board of Directors and also for nomination to appropriate National Committee membership. Any Contractor member may request a change in his classification[s] by submitting written justification to the membership committee at least thirty (30) days prior to the date set for the annual meeting. The membership committee will report its decision at the annual meeting.
 - (b) The membership categories and their function are:
 1. Building Division -- Serving members engaged in the construction of buildings.
 2. Heavy-Industrial Division -- Serving members engaged in the construction of heavy construction projects and process-oriented industrial projects.
 3. Highway-Utility Division -- Serving members engaged in the construction of highway and utility projects.
 4. Specialty Division -- Serving members engaged in a particular trade and doing less than 20 percent of their work as a prime contractor.
 5. Associates -- Serving members are supplying and/or providing services to the construction industry who do not perform on-site construction work.

4. ORDER OF BUSINESS.

- (a) The agenda of all meetings, including Board of Director meetings, shall include the following in no particular order: (1) Call to Order; (2) Roll Call; (3) Special or Guest Speakers; (4) Reading of Minutes; (5) Communications; (6) Reports of (a) Officers, (b) Executive Director, (c) Standing Committees, (d) Special Committees; (7) Unfinished Business; (8) New Business (including annual election of directors); (9) Remarks of members or guests; (10) Adjournment.
- (b) The order of business may be altered or suspended at any meeting by a majority vote of the members present.

5. ELECTION OF CONTRACTOR DIRECTORS BY DIVISION, ASSOCIATE DIRECTORS, AND APPOINTED CONSTRUCTION LEADERSHIP COUNCIL REPRESENTATIVE.

- (a) The Board of Directors shall consist of: Twenty Four (24) elected and up to six (6) appointed Contractor members; six (6) elected and up to (3) appointed Associate members, and one (1) appointed Construction Leadership Council member. This body should be comprised of three (3) members representing the Highway-Utility Division; three (3) members representing the Building Division; three (3) members representing the Heavy-Industrial Division; three (3) members representing the Specialty Division; and finally twelve (12) members representing the Membership-at-Large. After twelve (12) years of elective or appointed service on the Board of Directors, a Contractor or an Associate representative shall become Life Director without further action.
 - (1) In the event any division has less than twelve (12) Contractor members that division will have only two (2) representatives on the Board of Directors and the remainder of the Board will be nominated from the Membership-at-Large in order to reach the number of twenty-four (24). In the event any Division Membership has less than nine (9) Contractor members, that division will have only one (1) representative on the Board of Directors, serving a one-year term, and the remainder of the Board will be nominated from the Membership-at-Large in order to reach the number of twenty-four (24).
 - (2) In preparing its list of nominees, the Nominating Committee will prepare separate lists for the purpose of creating and maintaining the required balance on the Board of (a) Building Contractors, (b) Highway-Utility Contractors, (c) Heavy Industrial Contractors, and (d) Specialty Contractors.

- (3) To assure an equal balance is maintained on the Board of Directors, the President may decide, as the presiding officer, to conduct four (4) separate elections, one in each of the above classifications, or in lieu thereof, those receiving the highest number of votes in each of the four classifications shall be considered elected as Directors.

- (b) Five (5) Associate members will be elected to the Board of Directors serving one (1) year terms. Every odd year six (6) Associate Members will be elected to the Board of Directors. Those six (6) Associate Directors will elect one of themselves to serve a two (2) year term on the E-Board. The other five (5) Associate Director Members will serve a one year term on the Board of Directors. Associate Directors shall be elected by the Associate Members by mail and/or email ballot and will be announced at the Annual Meeting. Associate Directors shall be elected by the Associate members by mail and/or email ballot and announced at the Annual Meeting. In case of a tie, the winner shall be selected by a member of the current Executive Board flipping a coin. Staff shall witness the coin toss.

- (c) The President may appoint one (1) member of the Construction Leadership Council to represent them on the Board of Directors. The Construction Leadership Council representative will serve a one (1) year term. The Construction Leadership Council representative shall have a voice but no vote.

- (d) Procedures for Electing Directors
 - (1) Adjourn the Board Meeting and call the General Membership Meeting to order.
 - (a) The President shall turn the meeting over to the Internal Affairs Chair to conduct the elections.
 - (2) The Associate Board Members were previously elected by mailed ballot. The Internal Affairs Chair will announce the results.
 - (3) Conduct the Election of Contractor Board Members. Associate members do not vote for Contractor Board Members. The Internal Affairs Chair will appoint associate members present and staff to assist in conducting the elections. The individual with the most votes is elected for a two year term. All other elected board members will serve a one year term. In case of a tie a runoff election will be held. In case of a second tie the run off will be determined by coin toss.

- (a) Open nominations from the floor for the Building Division Directors. Close the nominations and vote for the Building Division Directors. Announce the results to the audience.
 - (b) Open nominations from the floor for the Highway/Utilities Division Directors. Close the nominations and vote for the Highway/Utilities Division Directors. Announce the results to the audience.
 - (c) Open nominations from the floor for the Heavy Industrial Division Directors. Close the nominations and vote for the Heavy Industrial Division Directors. Announce the results to the audience.
 - (d) Open nominations from the floor for the Specialty Division Directors. Close the nominations and vote for the Specialty Division Directors. Announce the results to the audience.
 - (e) All nominees not elected are automatically nominated for the Member-at-Large Director category. There are no nominations from the floor for Member-at-Large Director category. Vote for the Member-at-Large Director category from the list of previously proposed directors. Announce the results to the audience.
- (4) Adjourn the General Membership meeting and open the Board Meeting.
- (5) Officers are elected by the newly elected Board of Directors.
- (a) Open nominations from the floor for the office of President. Close nominations and vote for the President. Announce the results to the audience. The new President will take over the board meeting and conduct the remainder of the elections and board meeting.
 - (b) Open nominations from the floor for the office of Vice President. Close nominations and vote for the Vice President. Announce the results to the audience.
 - (c) Open nominations from the floor for the office of Secretary. Close nominations and vote for the Secretary. Announce the results to the audience.
 - (d) Open nominations from the floor for the office of Treasurer. Close nominations and vote for the Treasurer. Announce the results to the audience.

(e) Open nominations from the floor for the Contractor-at-Large. Close the nominations and vote for the Contractor-at-Large represented on the Executive Board. Announce the results to the audience

(f) The Associate Representative on the Executive Board shall be elected by and from the Associate Directors every other year at the Board of Directors meeting during which Chapter officers are elected. Announce the results to the audience.

(6) Adjourn the meeting.

6. **COMMITTEES.** The Board of Directors establishes the following committees and subcommittees with the following functions. The committee chairperson serves at the pleasure of the Chapter President for one year. The Chair of a standing subcommittee serves at the pleasure of the Chair of the Committee.

(a) **EXTERNAL RELATIONS COMMITTEE:** which may have the following subcommittees:

(1) **Labor Subcommittee:** (Including Open Shop) The Labor Subcommittee shall inform members of union trust activities and trust financial situations, investigate manpower shortage, investigate AGC hiring/registration hall and inform members of other chapter's open shop activities. The Labor Subcommittee shall also be responsible for the holding of conferences, hearings, arbitration, and administration of Labor-Management relations for those Contractor and Subcontractor members requesting such services. The Subcommittee shall report its results or findings directly to the Board of Directors for approval.

(b) **INTERNAL AFFAIRS COMMITTEE:** which may have the following subcommittees:

(1) **Policy Council:** This Council consists of former Chapter Presidents. Utilizing the expertise, knowledge and experience, this group provides council and opinions on policy matters to the Board of Directors and the Executive Board.

(c) **FINANCE COMMITTEE:** The Board of Directors, the Executive Board and officers of the AGC of Alaska have a fiduciary responsibility to ensure the Association's funds are spent wisely and are well managed. The Finance Committee will be appointed to oversee the Association's financial activities. This committee will meet quarterly to review the financial records, work with the accounting staff and outside accountant, and provide reports to the Executive Board and the Board of Directors of the Association's finances. The Committee will have up to four (4) members; two (2) of those members will be members of the Executive Board, one being the

seated Treasurer. Two (2) of those members will be appointed by the Executive Board. Finance Committee members serve for 3 years with a rotating retirement schedule.

- (d) **REGULATORY & LEGISLATIVE COMMITTEE**: The responsibilities of this committee include both the discussion of contract issues and bidding procedures with any or all of the governmental construction agencies, including Federal, State and Municipal and; shall study legislative matters introduced by Federal, State and local governments; and advice and counsel the Legislative Representative of the Chapter on proposed legislative matters of interest to the construction industry. The Committee will report to the Board of Directors and will from time to time, when circumstances warrant, inform the membership of legislative matters which affect the industry.
- (e) **POLITICAL ACTION COMMITTEE**. This Committee provides individuals with the opportunity to contribute to the support of worthy candidates for Alaska elective offices and is empowered to solicit and accept voluntary person contributions.
- (f) **EDUCATION, TRAINING & WORKFORCE DEVELOPMENT COMMITTEE** This committee focuses on enhancing the image of and promote interest in the construction industry as a career path, improving and/or documenting the skills of those individuals who are already in the construction industry.
 - (1) **Safety Subcommittee**. This subcommittee provides the means for AGC members to obtain knowledge on upcoming safety issues affecting the industry.
 - (2) **Technology Subcommittee**. This subcommittee guides the AGC and its members in finding and utilizing the latest in technologies.
- (g) **MEMBERSHIP COMMITTEE**: This committee shall review all membership applications and notify the Executive Director of the applicants approved for membership. The committee will review, at least annually, the roster of current membership to determine whether each member is categorized in the correct class of membership. Any recommended changes will be reported to the Board of Directors. The committee will report at each Annual Meeting the total membership of the Chapter, along with any changes from the previous year.
 - (1) **Nomination Subcommittee**: Works to maintain membership on the Board of Directors and recruit potential nominees for open seats. The subcommittee assists with the annual elections and prepares the ballot for distribution.

(h) **EVENTS COMMITTEE**: This committee shall produce activities, events, and networking opportunities for the membership. A variety of subcommittees and task forces will be established for current Chapter activities.

(1) **Convention**: Works to develop and produce the local annual conference.

7. **COUNCILS**. The Board establishes the following councils with the following functions:

(a) **ASSOCIATE COUNCIL**: This Council consists of AGC chapter associate members whose mission is to bring added value to the AGC of Alaska membership by increasing opportunities for the associates to meet with other AGC members, and to share and learn from their fellow associate members.

(b) **CONSTRUCTION LEADERSHIP COUNCIL**: The mission of the Construction Leadership Council is to cultivate the future leaders of Alaska's construction industry through the development of strong professional relationships and providing relevant networking and professional development opportunities to young professionals.

8. **DUES**.

(a) **DUES STRUCTURE**. The Board of Directors establishes the dues structure.

(b) **SUBSIDIARIES**.

(1) Contractor Subsidiaries.

(A) Subsidiaries are listed under the parent company with no voting privileges. Only the parent company has a vote. Subsidiary dues are equal to the full Associate rate in place at the time.

(B) Parent companies will include within their volume dues all their subsidiaries' construction work conducted in Alaska. If the subsidiary is not a contractor, no volume dues will be accessed.

(2) Associate Subsidiaries: Subsidiaries will be listed under the parent company with no voting privileges. Subsidiary dues are equal to the full Associate rate in place at the time. Only the parent company has a vote.

(3) If a contractor subsidiary company wishes to be identified under their own company name, they will pay full contractor dues plus volume dues for contractors. Voting privileges will be given to subsidiary contractors paying full dues.

- (4) If an associate subsidiary company wishes to be identified under their own company name, they will pay the full associate dues. Voting privileges will be given to subsidiary associates paying full dues.
- (c) **DEFINITION AND REPORT OF VOLUME.** Volume for purposes of payment of Contractor dues is defined as all construction work in the current calendar year performed in the State of Alaska.
- (d) **NATIONAL AGC DUES.**
 - (1) The annual dues for each Building, Heavy-Industrial, and Highway-Utility classification of contractor members to finance the Associated General Contractors of America, Inc. (National Dues) and insure continuity of its services shall be as fixed or changed by the National AGC of America, Inc. Board of Directors and approved, promulgated and published by an assembled convention in the Bylaws of the Associated General Contractors of America, Inc., or changes, modifications thereto or rules and regulations implementing such provisions. They shall be paid by each Contractor member to the Chapter office, which they designate as their home chapter.
- (e) **PAYMENT OF DUES.**
 - (1) Contractor minimum dues will be paid by the beginning of each calendar year. Volume dues shall be paid at the end of each calendar quarter and reports submitted on forms furnished by the Chapter. Reports and payments shall be made to the Chapter office within twenty(20) days following the end of each quarterly period.
 - (2) Associate Dues shall be paid by the beginning of each calendar year.
- 9. **ONLINE PLANS.** Contractor Members have full use of AGC's Online Plans as a benefit of membership. Associate Members may elect to pay additional fee for Online Plans services.
- 10. **FINANCES.**
 - (a) **Accounts Receivable/Billing.** Management of Accounts Receivable is necessary to appropriately manage the cash flows of the organization. The Executive Director and staff will create a policy to establish how accounts receivable are recognized and the process by which receivables are collected. The Finance Committee is responsible for seeing the policy is developed, distributed and followed. If money owed the Association become delinquent the Executive Director and/or Treasurer

shall bring this matter before the Executive Board in a timely manner.

- (c) **Accounts Payable/Invoices.** The timely payment of invoices is a cornerstone of maintaining the Associations' reputation. The Executive Director is responsible to see that:
- (1) Only authorized employees are allowed to place order for supplies and materials;
 - (2) Blank check stock is to be kept in a safe manner and audited by the Finance Committee twice per year;
 - (3) All checks or authorizations for direct deposits over \$4,000 shall be authorized and signed by two authorized signers. An individual shall not sign nor authorize a check made out to his/herself. The Executive Board shall annually designate who the authorized signers are for the Association;
 - (4) On a quarterly basis the following items are to be made available to the Finance Committee for their review: bank statements, check registers, credit account statements, investment statements, internal financial statements, profit & loss statements, outstanding accounts receivable, outstanding accounts payable and budget to actual reports;
 - (6) Bank statements received by the Association shall be opened and reviewed by a member of the Finance Committee or other authorized designee. Steps providing for a similar review shall be incorporated if the statements are received electronically.
 - (7) The Association is authorized to maintain two petty cash boxes, one in Anchorage and one in Fairbanks, containing not more than \$1,000 each. The Finance Committee shall audit the petty cash boxes annually and report their findings to the Executive Board.
- (c) **Expense Reports.** The Executive Director's expenses will be reviewed and approved by a member of the Executive Board and the Chairman of the Finance Committee prior to reimbursement payment being made.
- (d) **Payroll and Related Matters.** All employees will prepare and submit to their supervisor for review and approval a bi-weekly time sheet detailing hours worked on a daily basis and any vacation, holiday or personal leave taken. The Executive Director's time sheet will be reviewed and approved monthly by the Executive Board President or his/her designee.

- (e) **Financial Reports.** All financial reports provided to the Board of Directors and Executive Board shall be generated by the accounting software utilized by the Association.
- (f) **Reserve Account.** It is the Goal of the Chapter to maintain the balance of the Reserve Account in the range of \$1,250,000 to \$1,500,000. The balance of the Reserve Account and the change since last reporting shall be included in the Financial Reports presented at each Executive Board Meeting. Funds may be added or withdrawn from the Reserve Account **only** by action of the Executive Board. Annually, or more frequently if needed, the Finance Committee shall review the holdings in the Reserve Account and recommended changes if needed to the Executive Board.

11. **Travel.** All travel will be reimbursed for coach class or current IRS rate cents per mile unless approved otherwise by the Executive Director. All travel will be reimbursed at a rate not greater than the distance from the member's residence to the meeting location. All reimbursements require written request for reimbursement and appropriate documentation. Travel will be reimbursed at coach fare.

(a) **State Board Meetings**

- (1) **Chapter President.** The Chapter President is reimbursed travel costs and reasonable expenses for attending all Board meetings.
- (2) **Executive Board Members.** Executive Board members will be reimbursed for transportation expenses only.
- (3) **Staff.** The Executive Director and any necessary personnel will attend all Board meetings with travel and reasonable expenses paid for by the Chapter.

(b) **National Meetings** (Annual Meetings, Board and National Committee Meetings)

- (1) **Chapter President.** The President and spouse receive transportation and reasonable expenses for attending the Annual National Meeting.
- (2) **Chapter Vice President.** The Vice President receives transportation and reasonable expenses for attending the Annual National Meeting.
- (3) **Staff.** The Executive Director will attend at least one of the national meetings with travel and reasonable expenses paid for by the Chapter.

(c) **Special and Other Meetings**

- (1) **Chapter President.** The President receives travel costs and reasonable expenses to attend the Western Chapter's Annual Meeting.
 - (2) **Chapter Vice President.** The Vice President receives travel costs and reasonable expense to attend the Western Chapter's Annual Meeting.
 - (3) **Staff.** The Executive Director may attend the National Chapter Managers Meeting and travel costs and reasonable expenses paid for by the Chapter. Additionally, the Executive Director may elect to have another staff member attend these meetings or attend in lieu of the Executive Director with travel costs and reasonable expenses paid for by the Chapter.
- (d) **National Leadership Conference.** The President and Vice President shall attend the annual meeting and will receive travels costs and reasonable expenses.
- (e) **Executive Board Meeting.** Members of the Executive Board are reimbursed transportation costs only for attending scheduled Executive Board meetings.
- (f) **National Executive Committee Meeting.** If a member of the Chapter is selected to serve on the National Executive Committee, all transportation and reasonable expenses shall be reimbursed to the member. An additional day of expense reimbursement will be allowed for travel.
- (g) **National Directors Meeting.** National Directors will be reimbursed for actual registrations fees, \$1,000 toward airfare or ground transportation and \$500 for room and board when representing the chapter at these meetings. To be reimbursed, the member must submit copies of supporting expenses and file a report on the sessions of the meeting they attend.

**AGC Of Alaska
Travel & Expense Policy Matrix**

Event	President	Vice President	E-Board Member	National Directors	Executive Director****	Staff
E-Board Meetings	Yes***	Yes***	Yes***		Yes	Yes
State Board Meetings	Yes	Yes***	Yes***		Yes	Yes
Annual National Meeting	Yes*	Yes			Yes	
Legislative Fly-In	Yes	Yes			Yes	
National Directors Meeting	Yes**	Yes		Yes**		
National Executive Committee Meeting						
National Leadership Conference	Yes	Yes			Yes	
Chapter Managers Meeting					Yes	Yes
Western Chapters Meeting	Yes	Yes			Yes	Yes

- * Include Spouse
- ** \$1,000 Maximum Reimbursement
- *** Travel Only
- **** Incl spouse one mtg per year

Related Exhibits:

- (A) Investment Policy
- (B) Insurance Policy
- (C) Credit Card Policy