



BYLAWS OF
CENTER FOR JOB ORDER CONTRACTING EXCELLENCE, INC.

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**BYLAWS OF
CENTER FOR JOB ORDER CONTRACTING EXCELLENCE, INC.**

(formed under the Delaware General Corporation Law as a Nonprofit)

**ARTICLE I
NONDISCRIMINATION**

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

**ARTICLE II
OFFICES**

Section 2.01 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 or without the State of Delaware a registered office or agent office at such place as may be designated by the Board of Directors or the Industry Chair.

**ARTICLE III
MEMBERS**

Section 3.01 Members Authorized. The Corporation shall have two (2) classes of members.

1. Voting Class.

Sustaining National Members. Sustaining National Members shall consist of any entity joining as a national entity that serves or participates in any or all of the public, private, and commercial markets in the use of JOC or those interested in using JOC services. Sustaining National Members also provide, or are interested in, providing labor, materials, services, consulting, training, cooperative contracting, education, cost data or supplies to the national community and/or directly to public owners on a national basis. Sustaining National Members shall be voting members of the Corporation.

Regional Members. Regional Members shall be firms, corporations, public entities and others (i) who provide or are interested in providing job order contracting ("JOC") services in one regional area; or (ii) who provide or are interested in providing labor, materials, services, consulting, cooperative contracting, training or supplies to contractors or owners that implement or provide JOC services and/or directly to public owners in one regional area. Regional members shall be voting members of the Corporation.

Public Entity / Owner Members. Public Entity / Owner Members shall be public entities or owners that use JOC services or have interest in using JOC services. These members can include but are not limited to administration, facility, public works, and procurement personnel directly employed by the public entity. Public Entity / Owner Members shall be voting members of the Corporation.

2. Non-Voting Class.

(a) Individual Members. Individual Members shall consist of individuals who have or may have an interest in the Corporation or have a connection with JOC services. Individual Members shall be non-voting members of the Corporation.

(b) Emeritus Members. The Board of Directors may confer emeritus membership on an individual of superior professional qualifications. Emeritus Members are not voting members of the corporation but shall be entitled to serve as a voting member of any committee or taskforce.

(c) Student Members. Student Members shall consist of individuals who have or may have an interest in the Corporation or JOC services and (i) are matriculated at least part-time in a program leading to a degree; or (ii) enrolled in a higher education program in a technical school, college, or university. Student Members shall be non-voting members of the Corporation.

Section 3.02 Member Dues. 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 three fourths (3/4) vote of the members. Failure to pay annual dues or assessments will result in termination of membership in the Corporation.

The terminology of “a member in good standing” means a member who has paid their dues and is up-to-date and current on membership dues and assessments. With regard to voting rights, it is especially important that only voting members in good standing are eligible to cast their vote for election of officers for the Corporation at the annual meeting. Determination for this purpose shall mean that the member’s dues must be paid for the current year by the day and time the election vote is taken at the annual meeting. Any voting activities in the corporation or any chapter shall be limited to voting members in good standing.

Section 3.03 Evidence of Membership. Each member shall be issued a membership certificate and/or membership card. Membership and membership certificates and/or cards are not transferable.

Section 3.04 Annual Meetings. A meeting of voting members 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 3.05 Special Meetings. Special meetings of the members may be called at any time by the Industry Chair, the Board of Directors, or ten percent (10%) of voting members.

Section 3.06 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 3.07 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 or the Industry Chair.

Section 3.08 Notice of Meetings.

(a) **Written Notice.** 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.

A copy of the notice of any meeting shall be given not less than ten (10) nor more than sixty (60) 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 or Treasurer a written request that notices to the member be mailed to some other address, then directed to the member at such other address.

Any notice to members may be in the form of an electronic transmission. Consent for electronic transmission 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.

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 3.09 Qualification of Voters. Every voting member of record in good standing of the Corporation shall be entitled at every meeting of the members to one (1) vote. Organizations that are admitted as voting members shall identify a single representative with one (1) vote to act on its behalf at member meetings.

(a) 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 thirty (30) nor less than five (5) days before the date of the meeting.

Section 3.10 Quorum and Adjourned Meetings.

A majority of the number of eligible votes entitled to be cast at a meeting of members, or at minimum one-half (1/2) of the Entire Board of Directors shall constitute a quorum for the transaction of business.

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 3.08 of this Article of the Bylaws.

Section 3.11 Organization. At every meeting of the members, the Industry Chair, or in the absence of the Industry Chair, the Industry Chair-Elect, or in the absence of the Industry Chair-Elect, the Immediate Past Industry Chair, or in the absence of the Immediate Past Industry 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 3.12 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 3.13 Proxy. 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.

(a) 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 (11) 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 3.14 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 3.15 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 (10) 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 IV BOARD OF DIRECTORS

Section 4.01 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.

Section 4.02 Number and Term of Office.

(a) The Board of Directors shall consist of the Industry Chair, Industry Chair-Elect, Immediate Past Industry Chair, Secretary, Treasurer and three (3) Members at Large. The Members-at-Large shall be elected by members at the annual meeting of the members to serve for a three (3) year term. For purposes of staggering the terms of

Members at Large, one (1) Member at Large shall be elected at each annual meeting. The Board of Directors has the option to make the decision to place/elect a Member at Large, for any of the three (3) Member at Large corporate board positions, the highest ranking member of any Regional Chapter. Special care must be taken that when choosing a Member at Large Board Member that it is important to not select an individual working for a company that already has an employee on the board. No individual company can have more than one (1) Board Member of the Corporation at any given time.

(b) As used in these Bylaws, "entire Board of Directors" means the total number of directors entitled to vote which the Corporation would have if there were no vacancies.

(c) At all times, there must be one-half (1/2) of the Board of Directors present who are not "disqualified persons," as defined in Section 4946(a)(1) of the Internal Revenue Code, with respect to conducting business on behalf of the Corporation.

(d) Each director shall have one (1) vote. In the event of tie vote at any meeting of the Board of Directors, the Industry Chair shall have two (2) votes.

Section 4.03 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 4.04 Removal of Directors. A director may be removed with cause by the members or by majority vote of the entire Board of Directors.

Section 4.05 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 4.06 Quorum of Directors and Action of the Board. Unless a greater proportion is required by law or by the Certificate of Incorporation, one-half (1/2) of the entire Board of Directors shall constitute a quorum for the transaction of business.

Section 4.07 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. Additionally, the Board of Directors shall meet in-person (when possible) on a quarterly basis unless the Board votes to waive one or more of these quarterly meetings.

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 Industry Chair of the Board or any two (2) 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. These meetings can also be held via conference calls.

Section 4.08 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 (1) 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 4.09 Compensation of Directors. The Corporation may pay no compensation to directors for services rendered.

Section 4.10 Special Powers. In the event the Board of Directors determines that (i) the Corporation experiences low to no new member growth, (ii) the Corporation becomes irrelevant to the members or industry, (iii) the long-term viability of the Corporation is in question, or (iv) the Corporation no longer brings value to the members or the industry, the Industry Chair or a Director may request that the Board of Directors vote to use Special Powers. If a majority of the Board of Directors votes to use Special Powers, the Industry Chair or Board of Directors may exercise those Special Powers authorized by a majority of the Board of Directors. In the event of tie vote at any meeting of the Board of Directors, the Industry Chair shall have two (2) votes.

Those “Special Powers” may include:

- (a) **Reorganization of the Board.** All members of the Board of Directors and the Industry Chair may resign or be removed and a new election to seat a newly constituted Board of Directors may be called as provided in these Bylaws;
- (b) **Merge, Reorganize, or Dissolve the Corporation.** The Board of Directors may authorize the Industry Chair to take any action determined necessary to improve the viability of the Corporation and allow the Corporation’s mission to go forward. These actions include: (i) merging with another organization; (ii) reformatting the Corporation’s mission and purpose, (iii) dissolution and wind up of the Corporation; and (iv) any other course of action authorized by a majority vote of the Board of Directors.

The powers outlined in this section are seen as temporary in nature. They will remain in place for 12 months, and maybe left in place for an additional 12 months at the approval of the Board.

ARTICLE V
OFFICERS, AGENTS AND EMPLOYEES

Section 5.01 Officers. The elected officers of the Corporation shall be Industry Chair, Industry Chair-Elect, Immediate Past Industry Chair, Secretary, and Treasurer. No two (2) offices may be held by the same person.

Section 5.02 Qualifications, Term of Office, Vacancies, and Removal. 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 Industry Chair-Elect shall automatically assume the position of Industry Chair if such position is vacant and shall serve as Industry 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 of Directors with or without cause at any time.

Section 5.03 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 5.04 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.

- (a) **Industry Chair.** The Industry Chair shall preside at all meetings of the members and the Board of Directors. The Industry Chair shall act as the chief executive officer of the Corporation and shall supervise generally the management of the affairs of the Corporation subject only to the supervision of the Board of Directors. The Industry Chair shall also perform such other duties as may be assigned from time to time by the Board of Directors.
- (b) **Industry Chair-Elect.** In the absence of the Industry Chair, the Industry Chair-Elect shall preside at all meetings of the members and the Board of Directors. The Industry Chair-Elect shall perform such other duties as may be assigned by the Industry Chair or by the Board of Directors.
- (c) **Immediate Past Industry Chair.** In the absence of the Industry Chair and Industry Chair-Elect, the Immediate Past Industry Chair shall preside at all meetings of the members and the Board of Directors. The Immediate Past Industry Chair shall perform such other duties as may be assigned by the Industry Chair or by the Board of Directors.

- (d) **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 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.
- (e) **Treasurer.** The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He or she 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. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at 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 maintain payments for the corporation's certificate in good standing and be the point of contact for the tax documents. 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 5.05 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 VI COMMITTEES

Section 6.01 General Provisions. The Board of Directors may, by resolution passed, designate one (1) or more committees, each committee to consist of one (1) or more directors of the Corporation. The Board may designate one (1) 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 6.02 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 6.03 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 6.04 Owners' Advisory Council. The Owners' Advisory Council (OAC) is a special committee of owners that is governed by the Owners' Advisory Council Charter document approved by the Board of Directors. The committee is by appointment only and shall adhere to the guidelines set forth in the Charter and by the Board of Directors. The OAC shall be composed of owners only as identified in the Charter.

Section 6.05 Records. Minutes shall be kept of each meeting of each committee and submitted to the Secretary to incorporate into the records. Copies of the minutes of each official meeting shall be filed with the corporate records.

ARTICLE VII INDEMNIFICATION AND INSURANCE

Section 7.01 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, (i) is or was a Director or officer of the Corporation, or (ii) 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 7.02 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 7.03 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 7.04 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 7.05 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 Bylaws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 7.02 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 Bylaws.

Section 7.06 Binding Effect. Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification, which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7.07 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 7.08 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, consultant, 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 VIII CONFLICTS OF INTEREST

Section 8.01 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: (i) the individual; (ii) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (iii) any organization in which he or an immediate family member is a Director, trustee, officer, member, partner or more than ten percent (10%) shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

Section 8.02 Disclosure of Conflicts of Interest. A Director or officer shall disclose a conflict of interest: (i) 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; (ii) prior to entering into any contract or transaction involving the conflict; (iii) as soon as possible after the Director or officer learns of the conflict; and (iv) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all Directors and officers, 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 Section 3 of this Article was used.

Section 8.03 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 actual or 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 8.04 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 8.05 Employee Conflicts of Interest. An employee or consultant 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 or consultant 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 Board of Directors 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 Industry Chair may consult with legal counsel.

The Industry 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 Industry Chair has approved.

ARTICLE IX COMPENSATION

Section 9.01 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 9.02 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 X MISCELLANEOUS

Section 10.01 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 10.02 Corporate Seal. The corporate seal if any 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 10.03 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 10.04 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 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 10.05 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 nonstick corporation under Delaware General Corporation Law.

ARTICLE XI REGIONAL CHAPTERS

The Board of Directors and the members have determined that Regional Chapters are important to the ongoing growth and viability of the Corporation and the industry. The following rules and actions apply to all Regional Chapters, both new Regional Chapters and existing Regional Chapters.

Section 11.01 Purpose of a Regional Chapter. A Regional Chapter shall be representative of all the professional interests of JOC professionals within the state, region or territory. Its objectives shall fall within the scope of those specified in mission of the Corporation and within these Bylaws, and its membership shall not be restricted on any basis other than JOC interests and qualifications or place of residence or work. The term Regional Chapter, as used in these Bylaws, shall mean a State, Region, and Territorial Chapter affiliated with the Corporation as determined by the Board of Directors.

Section 11.02 Standards of Uniform Practice. In matters of mutual concern to the Regional Chapter and the Corporation, it shall be the Corporation's responsibility to encourage and assist the Regional Chapters in taking responsible action and, when advisable, to formulate standards of uniform practice that will guide the Regional Chapters. It shall be the responsibility of each Regional Chapter to keep the Corporation and other Regional Chapters adequately informed of actions affecting the welfare of the Job Order Contracting Industry beyond its own State, Region, or Territorial boundaries.

Section 11.03 Liability and Indemnification. The Corporation shall not be responsible for the acts or omissions of the Regional Chapters, except as specifically authorized by these Bylaws or other duly promulgated rule of the Board of Directors.

Section 11.04 Regional Chapter Structure. The organizational structure of each Regional Chapter shall be as established by the Corporation's Board of Directors and may be changed at any time solely by an act of the Corporation's Board of Directors. Structure should include Chapter President and Chapter Vice-President. In any event, the Regional Chapter shall elect a Secretary/Treasurer to manage records and financial transactions for the Chapter. The Chapter Secretary/Treasurer shall interface directly with the Treasurer and the Secretary of the Corporation to account for all funds and records in accordance with the by-laws of the Corporation and any applicable laws governing the Corporation.

Section 11.05 Qualifications, Term of Office, Vacancies, and Removal. The chapter officers must be voting members of the Corporation. The officers shall be elected by the voting members. The office of Chapter President shall be filled by the Chapter Vice President for the previous term and the office of Immediate Past President, if the position is utilized, shall be filled by the Chapter President for the previous term. Upon approval of the corporation's Board of Directors, each chapter may have up to two members at large to serve as members of the chapter officers. Each member at large shall serve a term as approved by the Board of Directors but not to exceed three (3) year terms. The term of office shall comply with the Chapter Officer terms as set forth in the Chapter Charter and approved by the Corporation's Board of Directors.

Chapter Officers may vote to fill vacancies upon approval of the Board of Directors. Any vacancy filled will have a term until the next annual Chapter meeting, when the office shall be filled by vote of the membership. Any officer may be removed with or without cause. Chapter officers shall adhere to the corporation's standards and guidelines to prevent any conflict of interest.

Section 11.06 Quarterly Updates. Each Regional Chapter must provide a quarterly update to the Corporation’s Board of Directors within thirty (30) days of the close of each calendar quarter. The content of the quarterly report shall be as established by the Corporation’s Board of Directors.

Section 11.07 Regional Chapter Bank Accounts. No Regional Chapter may maintain separate or standalone bank accounts. All funds, including dues, fundraising efforts, and sponsorships, shall be provided to the Corporation’s Treasurer for deposit into the Corporation’s bank account. The Corporation’s Treasurer shall maintain records accounting for the funds received from and distributed to each Regional Chapter.

ARTICLE XII AMENDMENTS

Amendments to these Bylaws may be proposed by the Board of Directors. Proposed amendments shall be distributed 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 Board of Directors.

