

ARTICLES OF ASSOCIATION
OF
HAMPTON ROADS UTILITY AND HEAVY CONTRACTORS ASSOCIATION (HRUHCA)
POLITICAL ACTION COMMITTEE

ARTICLE I

NAME

The name of this association shall be HAMPTON ROADS UTILITY AND HEAVY CONTRACTORS ASSOCIATION (HRUHCA) POLITICAL ACTION COMMITTEE (hereinafter referred to as the "Committee").

ARTICLE II

PRINCIPAL OFFICE AND ADDRESS

The principal office shall be located at 3105 Western Branch Blvd, Unit 5C, Chesapeake, Virginia 23321.

ARTICLE III

ORGANIZATION

The Committee shall be a voluntary, independent, non-profit, unincorporated association operating as a separate, segregated fund from the Hampton Roads Utility and Heavy Contractors Association.

ARTICLE IV

PURPOSES

The purposes of the committee are:

- (1) To promote and strive for the improvement of government by encouraging and stimulating the construction industry to take a more active and effective part in governmental affairs.
- (2) To encourage and promote the preservation, protection and furtherance of the private enterprise system.
- (3) To encourage the construction industry to understand the nature and actions of government as to important political issues and as to records of officeholders and candidates for elective office.
- (4) To assist the construction industry in organizing for a more effective political action and in carrying out its civic responsibility.
- (5) To support financially only candidates in any general or special election for Governor, Lieutenant Governor, Attorney General and the General Assembly of the State of Virginia.

ARTICLE V

POWERS

The Committee, and its officers and subcommittees, shall possess and may exercise all powers and privileges set forth in these Articles or incidental thereto, together with all powers necessary or convenient to the conduct, promotion, or attainment of the purposes of the Committee or these Articles.

To further the purposes set out in these Articles, the Committee is empowered to solicit, directly or indirectly, and accept, voluntary contributions, and to make contributions and expenditures in connection with the attempt to influence the selection, nomination, or election of any individual to any State office in Virginia.

The Committee is prohibited from making any contributions or expenditures to any candidate, campaign committee or political party or organization in connection with any federal election and is prohibited from having any involvement with federal elections or any committee involved in elections on the federal level.

ARTICLE VI

CONTRIBUTIONS

Section 1. All individuals, associations, boards, partnerships, and corporations are eligible to contribute to the Committee and the Committee is authorized to solicit and accept contributions from any person from whom contributions may be lawfully solicited.

Section 2. All contributions to the Committee shall be voluntary, and no contribution to the Committee shall be solicited or secured by physical force, job discrimination, or financial reprisal, or threat thereof, or as a condition of employment.

Section 3. Basic policies with respect to the expenditure or distribution of all contributions to the Committee shall be within the sole discretion of the Trustees of the Committee.

Section 4. No Contribution shall be accepted, and no expenditure shall be made, by or on behalf of the Committee, at a time when there is vacancy in either the office of Chairman or Treasurer.

ARTICLE VII

SEPARATE SEGREGATED FUND

All contributions to the Committee shall be maintained by the Committee as a separate segregated fund in one or more designated depositories, and all expenditures by the Committee in support of any candidate or political committee shall be made from the fund and no other source.

ARTICLE VIII

TRUSTEES

Section 1. The governing body of the Committee shall be a Board of Trustees, composed of a total of seven (7) Trustees. Six (6) Trustees shall be selected by the Board of Directors of the Hampton Roads Utility and Heavy Contractors Association (HRUHCA) from individuals who work for HRUHCA member firms in good standing. The Executive Director of HRUHCA shall serve in an ex-officio capacity as the 7th Trustee and Treasurer of the Committee. The HRUHCA Executive Director shall cast a vote only in the event of a decision that results in a tie vote in order to break the tie.

Section 2. The Trustees shall serve at the pleasure of the Board of Directors of the Hampton Roads Utility and Heavy Contractors Association, and may be removed at any time by a majority vote of such Board of Directors. Trustees may serve for a maximum of five consecutive years and must step down for a minimum of one year before re-appointment to the Committee. When, for any reason, a vacancy occurs in the Board of Trustees, the Board of Directors of the Hampton Roads Utility and Heavy Contractors Association shall select the individual to fill such vacancy.

Section 3. The Chairman or any Trustee may call a meeting of the Trustees, and four (4) members of the Board of Trustees shall constitute a quorum.

Section 4. The Trustees are empowered to set basic policies with respect to expenditures to be made by the Committee, and to direct disbursements to specific candidates. The Trustees shall determine the procedures for collection and distribution of funds to the candidates and political committees that the Committee shall support and the amount of all expenditures and disbursements by the Committee.

ARTICLE IX

OFFICERS

Section 1. The officers of the Committee shall be Chairman, Vice-Chairman, Secretary, and Treasurer. The Treasurer shall be the Executive Director of HRUHCA.

Section 2. The offices of Chairman, Vice-Chairman, and Secretary shall be elected annually from among their members by the Board of Trustees. The dates of elections and the procedures governing them may be determined by the Trustees.

Section 3. Subject to the determinations of the Board of Trustees, the Chairman shall administer and have general and active management and supervision of all the affairs of the Committee. The Chairman shall preside at all Committee meetings and meetings of the Board of Trustees.

Section 4. The Vice Chairman shall preside at the meetings of the Board of Trustees and officiate for the Chairman during his absence or at his request.

Section 5. The Secretary shall record the minutes of each Committee meeting of the Board of Trustees and officiate for the Vice Chairman during his absence or at his request.

Section 6. The Treasurer shall perform such duties as are customarily performed by the Treasurer of a committee or as shall be prescribed by the Board of Trustees. The Treasurer shall be the chief financial officer of the Committee, shall keep the financial and other records of the Committee, shall comply with all applicable requirements required by law, and shall perform such other duties as may be assigned to him by the Chairman or the Board of Trustees.

ARTICLE X

CONDUCT OF BUSINESS

Section 1. Order of business may be suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in "Roberts Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

Section 2. The Committee shall meet at least quarterly (once every quarter of the calendar year) as announced via email, text message, or any suitable and usual communicative method by the Chairman of the Committee or by a Trustee appointed by the Chairman. The meetings must be announced to the Committee at least one week prior to the meeting date.

ARTICLE XI

BOOKS, RECORDS, AND FISCAL YEAR

Section 1. Books and Records. The Committee shall keep correct and complete books and records of account. The Committee's books of account shall be reviewed or audited by a Certified Public Accountant every five years (years that end in a "0" or "5") or whenever there is a change in the Treasurer. The auditor shall be named by the HRUHCA Board of Directors.

Section 2. Fiscal Year. The fiscal year of the Committee shall begin on January 1st and end December 31st of each year.s

ARTICLE XII

AMENDMENTS TO BY-LAWS

These By-Laws, with the exception of the provision in Article V prohibiting contributions, expenditures or involvement in elections at the federal level and the provisions in Article XII relating to disposition of funds in the event of dissolution, may be amended or repealed and new By-Laws may be adopted at any meeting of the Board of Trustees by affirmative vote of at least four (4) of the members of the Board of Trustees, provided that at least 30 days prior written notice of the substance of the proposed amendments, or of intent to repeal and adopt new By-Laws, shall have been given each member of the HRUHCA Board of Directors. By-Laws of the Committee shall at all times during the Committee's existence retain the present provision prohibiting federal election involvement and the provision on disposition of funds in the event of dissolution.

ARTICLE XIII

DISSOLUTION

The Committee may be dissolved at any time by the majority vote of the Trustees provided that at least 30 days prior written notice of the intent to dissolve the Committee has been given each member of the HRUHCA Board of Directors. In the event of such dissolution, all residual funds of the Committee shall be disposed of by the Committee in any manner consistent legally with the fact that such funds were drawn in part from corporate sources.