

**CONSTITUTION AND BY-LAWS
OF
RHODE ISLAND INDEPENDENT CONTRACTORS AND
ASSOCIATES INC.
(PROPOSED NOVEMBER, 2008)**

**ARTICLE I
NAME**

The name of the Association shall be: RHODE ISLAND INDEPENDENT CONTRACTORS AND ASSOCIATES INC. For the purposes of these By-Laws the "Corporation" shall herein be referred to as the "Association" and "Rhode Island Independent Contractors and Associates Inc." shall herein be referred to as "RIICA".

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

1. The principal office of the Association shall be located in the State of Rhode Island, in a city or town in the State of Rhode Island as from time to time designated by the Board of Directors or members of said Association. RIICA shall maintain a post office box for all remittances and correspondence providing Executive Director and Treasurer with access.

**ARTICLE III
OBJECTIVES AND PURPOSES**

Section 1. The objects and purposes of the Association shall be: the advancement of the interests of independent contractors; the education of those engaged in such business on matters affecting safety facilities, safety devices and laws governing such operations; to affiliate with or establish reciprocal relations with any other association, commercial or industrial; to act as a medium for the expression of the views of its members; to foster and advance safety in the construction business; and do all other such things that may be proper to create and stimulate a fair and intelligent attitude on the part of the public with respect to the business of its members; to accomplish fair and intelligent legislation with respect thereto; to promote and foster the business of its members and distribute information on matters involving construction; to do everything possible to remove abuses from the business and to promote harmony among members of this association.; to protect, promote and advance the interest of the members, engaged in the construction and/or repair of sewer, drainage and water systems and other utility systems and/or building construction work incidental thereto; to promote better relations between the public bodies and agents having charge of the supervision of utility construction and building construction on the one hand and those engaged in the utility construction and building construction business on the other hand; to combat unfair practices and secure freedom from unjust exactions; to obtain and diffuse reliable information as to all matters affecting the business interest of its members; to improve relationships between contractee and contractor, to foster fair relationships between employer and employee; and in all ways to encourage efficiency and sound business practice among those engaged in the utility contracting, construction and/or small business and to preserve and protect the business interests of the members of this Association.

Section 2. The Association is not organized for pecuniary profit and shall not pay dividends to make financial distribution to its members.

ARTICLE IV ***MEMBERS***

Section 1. The Association shall consist of any reputable persons connected or engaged in any phase of the construction business and shall be eligible to apply for membership.

Section 2. The Association shall consist of any reputable corporations, firms, and companies engaged in any phase of the construction business that provide supplies or services to the construction industry and shall be eligible to apply for membership.

Section 3. Standing Committees shall be established within the association and shall be appointed by the Board of Directors as they deem appropriate and necessary.

Section 4. All applications for membership shall be decided upon by majority vote of the Board of Directors at its next scheduled meeting.

Section 5. Each member of this association shall be entitled to one vote in the affairs of this association.

Section 6. Each member shall appoint and certify to the Executive Director of the Association a representative authorized to represent, vote and act for the member firm in all affairs of the Association to the end that each member firm shall have one vote at meetings of the Association. Any firm or corporation may change its designated representative permanently or temporarily by notifying the President or Executive Director in writing, stating that the change is permanent or temporary and if temporary, the length of time said representative will serve.

Section 7. The annual dues for each membership grade shall be established as determined by a majority vote of the Board of Directors.

Section 6. Any member joining after six months of the fiscal year shall pay dues for the respective membership grade that shall be prorated for the remaining portion of the year.

Section 8. Any member whose dues are six (6) months in arrears shall be notified, in writing, by the Treasurer. Should the dues then not be immediately paid, the member, upon a resolution by the Board of Directors, unanimously acting, shall forfeit his or her membership. The Board of Directors may, at its discretion and for cause, extend the time of payment of dues.

Section 9. Any member may be suspended or expelled from the Association for conduct prejudicial to the best interests of the Association, but no such action shall be taken except upon a majority vote of the Board of Directors, and only after such member shall have been furnished, in writing, a statement of the charges against him/her and shall have provided full opportunity for a hearing thereon by the said Board of Directors. Upon resignation of said Board member, the Board of Directors may appoint another member to fill the unexpired term of office.

Section 10. The Board of Directors may consider special membership categories and assessments for that membership category and upon a majority vote of said Board; the special category and assessment shall be due and payable by the membership in the amount prescribed by the Board. Duties, rights and benefits shall be determined by majority vote of the Board of Directors.

Section 11. No member whose dues are unpaid shall be permitted to vote at the annual election of officers and directors.

ARTICLE V OFFICERS

Section 1. The officers of the Association shall be a President, a First Vice President, Second Vice President, Treasurer, and Secretary and shall be elected by its members at a general membership meeting designated and with proper notification to its members. Effective in the new election of Officers and Board of Directors in 2009-2011, elections will be made and voted on in order as First Vice President and Second Vice President.

Section 2. The officers of the Association shall serve as Directors during their term of office.

Section 3. The President shall be the executive officer of the Association and shall have general supervision of its affairs, shall act as Chairman of the Board of Directors and shall preside at all meetings of the Association.

Section 4. The President of the Association shall be its official head. The President shall preside at the Annual Meeting and at all special meetings of the Association. The President, with the consent of the Board of Directors, has the responsibility and the authority to engage or contract for services of a legal nature or any nature to protect the interest and promote the welfare of the Association. The term of office for the President shall be two (2) years or until his/her successor is elected.

Section 5. The Vice Presidents shall assist the President in carrying out his executive duties and responsibilities, and in the absence of the President or his inability to act, the powers and duties of the President shall devolve upon the First Vice President, then the Second Vice President should the First Vice President be unavailable and/or incapacitated. He/she shall be a member of the Board of Directors and shall preside over that body in the absence of the President. The term of office shall be for two (2) years or until his/her successor is elected.

Section 6. The Treasurer in cooperation with the Executive Director shall keep an account of all money received and expended for the use of the Association. He/she shall not incur indebtedness in excess of the routine expenses of the Association unless expressly authorized by the Board of Directors. He/she in cooperation with the Executive Director shall annually submit his/her accounts and figures in the form of a written financial report to the entire membership at the Annual Meeting of the Association. He/she in cooperation with the Executive Director shall also present a verbal report at general meetings if requested by the membership. He/she in cooperation with the Executive Director shall have the responsibility for collecting dues. The term of office shall be for two (2) years or until his/her successor is elected. Treasurer in cooperation with the Executive Director shall provide a monthly report on the financial status of RIICA. Treasurer in cooperation with the Executive Director shall provide a quarterly Profit and Loss Statement to the BOD. Treasurer in cooperation with the Executive Director shall provide a full annual Financial Report, including an Annual Financial Report to be reviewed by a Certified Public Accountant and an Annual Financial Report to be delivered to the BOD by the end of the first quarter or March 31st. President and Treasurer shall be signatory on operating checking account, all withdrawal accounts and funds. Treasurer in cooperation with the Executive Director shall have all proper documentation as backup, prior to any disbursements being made.

Section 7. The Secretary shall be authorized to sign any and all documents related to the corporation and sign such documents on behalf of the Association. The term of office shall be for two (2) years or until his/her successor is elected.

Section 8. The Executive Director shall be selected and appointed by the Board of Directors. He/she shall be responsible for bookkeeping. He/she may give notice of general and/or special meetings and attend all meetings of the Association and its Board of Directors. He/she shall assist the President and the Board of Directors in conducting the correspondence of the Association for presentation to all of the members at the Annual Meeting. He/she shall generally devote his/her efforts to forwarding the business of the Association. The Executive Director shall adhere to all aspects of RIICA's Constitution & By-Laws.

Executive Director shall adhere to the approved RIICA procedures and protocols. Executive Director shall receive a monthly stipend, as set annually by the Board of Directors, to be paid monthly in arrears. Executive Director shall provide in a timely manner, any and all supporting documentation, to the Finance Review Committee, as needed and upon request. Executive Director shall develop a quarterly Newsletter for printing. Monthly newsletters to be developed as deemed appropriate. The Executive Director's compensation shall be determined by vote of the Officers and Board of Directors. Performance and compensation of the Executive Director shall be reviewed annually.

Section 7B. The Financial Review Committee (FRC) is a standing committee of the RIICA. The committee shall review the By-Laws document a minimum of every (3) three years, inasmuch as it includes monetary dues that need to be updated. Their duties are to include but not limited to a monthly and/or quarterly review of the accounts receivable, accounts payable, statements, dues and accounts. The FRC shall work with the Executive Director to review the annual Financial Report and develop an Annual Budget recommendation to the Board of Directors. The FRC is to include (3) three members of the Board of Directors and approved by the Board of Directors. The FRC is to report as needed, at minimum quarterly to the Board of Directors their findings and recommendations.

Section 8. No person shall serve more than two (2) consecutive terms as an officer in any one office of the Association or until his/her successor is elected or unless otherwise agreed to by majority vote of the membership.

Section 9. In the event a vacancy should exist in any officer position of the Association, the unexpired term of the vacancy shall be filled by an individual elected by the Board of Directors by a majority vote of the Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of not more than ten (10) persons who along with the Officers shall have full power to conduct the affairs of said association. At the Annual Meeting the General Membership to be held in January at a time and place set by the Board shall consider the slate of Officers and Board of Directors submitted by a Nominating Committee appointed by the President. Counter nominations may be presented by the membership entitled to vote, if they so desire. The term of office for the Directors shall be for a period of two (2) years.

Section 2. The President shall act as Chairman of the Board of Directors and shall preside at all its meetings. The Board of Directors shall be responsible for the operation of the Association and have responsibility and authority to set the amount of the membership dues according to classification and shall have the responsibility and authority to set the amount of any special assessment.

Section 3. The Board of Directors shall act on such matters and take such action as it deems advisable for the good and welfare of the Association between Annual Meetings and shall report to the General Membership at the Annual Meetings its activities throughout the year. The Board of Directors shall adhere to all revised versions of the RIICA Constitution & By-Laws. The Board of Directors shall adhere to the approved RIICA procedures and protocols. The Board of Directors shall, from time to time throughout the year, have the responsibility and authority to meet upon call as prescribed herein to consider any problems of the Association, to formulate and draw plans of action, to work on campaigns, codes, resolutions, and to draw up such amendments to these By-Laws as it may deem advisable for submission to the General Membership for adoption or rejection.

Section 4. One half (1/2) of the membership of the Board of Directors shall constitute a quorum and a majority vote of those present shall be sufficient to pass or vote on any resolution, rule or measure properly presented before such meeting, except such action of the Board as prescribed herein.

Section 5. The Board of Directors shall consist of eight (8) members, in addition to the President, who shall be its Chairman, the other officers, the immediate past-President.

Section 6. In the event a vacancy should exist on the Board of Directors, the unexpired term of the vacancy may be filled by an individual elected by the Board of Directors by a majority vote of the Board of Directors.

Section 7. The immediate past President of the Association shall be a member of the Board of Directors for one (1) two (2) year term commencing at the time new officers are elected.

Section 8. All officers shall serve in the Board of Directors for the duration of their term in office or until their successors are duly elected.

ARTICLE VII MEETINGS

Section 1. An Annual Meeting of the members of the Association shall be held during the month of January at a time and place selected by and approved by the majority of the Board, for the transaction of such business as may properly come before said meeting.

Section 2. At the Annual Meeting the Membership shall elect the Officers and Directors of the Association and present them to the full membership of the Association. The term of office for all officers and Directors shall begin the first Association meeting following said elections, which shall take place every two (2) years.

Section 3. Notice of the Annual Meeting and its time and place shall be made in writing to the full membership at their place of business at least seven (7) days in advance.

Section 4. Special meetings of the Board of Directors or full membership may be called by the President as he deems advisable to transact such business as may lawfully come before each group. Notice of such special meetings must be in writing at least forty-eight (48) hours in advance.

Regarding items of an emergency nature: where action on behalf of the Association must be taken and in which case forty-eight (48) hours advance notice of a special meeting is not possible for business which may lawfully come before any of the aforementioned committees or groups, and where compliance with Article VII, Section 4, might, at the discretion of the President, have an adverse effect on the Association, a telephone poll, or other electronic means, of the appropriate group of committees may be made by the President, provided, however, that such action taken as a result of the telephone poll, or other electronic means, is ratified at the next meeting of the Directors, members, group or committee, whichever is appropriate.

Section 5. Special meetings of the Board of Directors and/or General Membership may be initiated by having a majority of the Officers and Directors request, in writing, to the President or the Executive Director for such a meeting. The written requests shall clearly state the business to come before the special meeting.

Section 6. Meetings of committees, sub-committees, special committees and ad hoc committees, who are part of this Association, may be called from time to time, at the discretion of the President or its appointed Chairman, to conduct such business as may lawfully come before it.

ARTICLE VIII COMMITTEES

Section 1. There shall be a standing Nominating Committee appointed by the President, as previously described.

Section 2. There shall be other standing committees, comprised of members from the Membership-at-Large, appointed by the President. These committees shall be designated as, but not limited to, the following: Financial Review, Legislative Committee, Scholarship Committee, Membership Committee and Social Committee.

Section 3. In addition to the standing committees described herein, there shall be such other committees as the President or Board of Directors may, from time to time, appoint as previously described in Article IV, Section 3.

ARTICLE IX FISCAL YEAR & FINANCES

Section 1. The fiscal year of the Association shall begin on the first day of January and end of the 31st day of December in the same year.

Section 2. RIICA shall develop and utilize an annual Budget. The Annual Budget shall be developed by the Financial Review Committee (FRC); the FRC shall collect data, with the assistance of the Officers, Board of Directors, and the Executive Director.

Section 3. Each payment or purchase with the debit card shall be accompanied with a receipt for backup. Requisition forms for supplies and incidental purchases must be filled out and approved by the President and Treasurer. Failure to follow the above noted Procedures for the debit card will result in the loss of use of the debit card by that individual. All signatories on checking accounts and funds shall be current authorized officers and members. RIICA shall require all checks to have one signature from the President and/or Treasurer.

Section 4. In the event of attendance at special meetings, conventions and conferences protocols shall adhere to the following procedures. RIICA shall pay for the approved expenses of the Executive Director to approved convention & conferences, approved expenses shall include event fees, registration, hotel, flight and transportation. The RIICA Board of Directors shall determine by majority vote who will attend any such special meetings, conventions, and/or conferences. The Board of Directors is to determine, based upon allocation of funds, the number of paid attendee's to an event and which events to attend. Reimbursement for members to an approved event shall submit a copy of the paid Registration Form, a copy of the paid Flight Itinerary, a copy of the paid Hotel Accommodation and a copy of the paid Transportation Bill. or face forfeiture of reimbursement. All reimbursements will be paid as an average of all attendee's expenses to an event.

Section 5. RIICA shall provide "Director's Liability Insurance" to all Officers, Board of Directors members, and Executive Director to protect their professional and personal liability for their actions in their respective capacities. RIICA shall also provide general liability insurance coverage to the Executive Director and/or wherever his or her office may be housed.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice whatever is required to be given by law, or under the provisions of the Certificate of Incorporation or of these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XI
BOOKS AND PAPERS

Books, papers and documents of every kind, wherever located in accordance with Article II, shall be open to the inspection of any member of the Board of Directors at any time authorized by the Board of Directors upon sufficient notice to the Executive Director to produce the same.

ARTICLE XII
AMENDMENTS

These By-Laws may be amended at any legal meeting of the Board of Directors by a majority of vote of said Board present and voting, providing notice has been given of action proposed.

ARTICLE XIII
REVISED BY-LAWS

Amendments to the Revised Constitution and By-Laws of the Association shall take effect on passage by the Board of Directors, subject to the approval of said Board at any legal meeting of the Board of Directors.