

BYLAWS

LABOR RELATIONS DIVISION AGC of MICHIGAN

In accordance with Article XIX of the Bylaws of the AGC of Michigan (the "Association"), the following regulations are hereby established governing the activities of the Labor Relations Division (hereinafter "LRD"). The purpose of the LRD is to provide Labor Relations services to its members who are signatory to a Collective Bargaining Agreement(s), to promote harmony and understanding between building and heavy contractors and the labor organization representing their employees; to promote and encourage the establishment, by lawful and proper activities, of fair, reasonable, and competitive wage rates and working conditions in the building and heavy construction industries, with emphasis on fair working conditions, increased efficiency and more economical costs to owners.

The LRD may cooperate with other like organizations in carrying out their objectives, insofar as consistent with these regulations.

Article I. In order to represent those members of the Association who authorize the LRD to bargain collectively with the various unions and crafts representing their workers, the LRD shall be responsible for promulgating rules governing its members. Such rules are separate and distinct from the Bylaws of the Association and shall apply only to members of the LRD. Although created by and under the authority of the Bylaws of the Association, the Labor Relations Division shall nevertheless have complete autonomy; provided, however, the LRD shall not engage in any activities or conduct inconsistent with the purposes of the Association as established by the Association's Bylaws. The LRD shall make available to the Association any information the LRD may have to assist the Association in carrying out its purposes. The LRD shall represent only those contractors, who have executed a valid respective (Metro Detroit or Outstate) LRD Power of Attorney and who file a written application for membership therein and are accepted for membership as hereinafter provided. Any Association member who has not been approved for membership in the LRD shall be neither responsible for nor obligated by any act of the LRD.

Article II. Membership in the LRD is contingent upon the firm requesting membership, and having signatory status with a civil trades union within the geography of the Association jurisdiction. Firms filing applications for membership in the LRD, subject to the approval of their application by the Sub-Committee as hereinafter provided, agree to be obligated and bound by the provisions of the LRD regulations and such subsequent rulings as said LRD may properly make. A member of the LRD may be suspended or expelled from membership, by majority vote of the LRD Committee, for conduct prejudicial to the best interests of the LRD, upon notice and opportunity for hearing before the LRD Committee.

Article III. LRD Executive Committee. The Executive committee shall be made up of a maximum of eight (8) members elected as follows:

- Four (4) members shall be elected from the Metro Detroit Region
- Four (4) members shall be Appointed by the Outstate Michigan LRD

The duties of the LRD Executive Committee shall be to coordinate negotiations between the two regions with labor organizations and to represent the LRD.

The Chairperson of the Executive Committee shall preside at all LRD Executive meetings as well as at committee meetings and in case of absence of the Chairperson, the LRD or the committee, as the case may be, shall choose a presiding officer. The Executive Committee shall appoint persons to fill vacancies from the members of the LRD. The Chairperson of the LRD Executive committee shall be elected by the Executive Committee.

The President and Vice President of the Association shall become ex-officio a member of said Executive Committee during his/her term as President and vice president of the Association, whether or not he/she is a member of the LRD.

The Labor Relations Directors or such other employee as may be designated by the Board of Directors of the Association, shall ex officio be a member of said Executive Committee and shall also be Secretary of the LRD; and shall make and keep all appropriate records, including minutes of all meetings, of the LRD and Executive Committee, which records shall be available for inspection by all members of the LRD.

Meetings of the LRD Executive Committee may be called at any time by a majority vote of the Executive Committee, notices of such meetings and the purpose for which they are called being communicated to the members by the Secretary by either letter or electronic Mail at least ten (10) days in advance of the meeting time.

Special meetings of the Executive Committee may be held by means of telephone conference provided all members of the Committee consent thereto and all members participating in the meeting can hear each other.

A minimum of Five (5) members of the Executive Committee then in office shall constitute a quorum at any regular or special meeting of the Committee.

In Detroit Metro, the four (4) member LRD Executive Committee shall consider and pass upon all applications for membership in the Detroit LRD. The Detroit Metro LRD Executive Committee shall be the sole judge of the qualification of the applicants and in considering any application shall give due weight to the past experience and operations of the applicant in light of the purpose of the Detroit LRD. The Detroit Metro LRD Executive Committee shall also be responsible for future Detroit Trustee appointments to and removal from Detroit Taft-Hartley Trust Funds. All members of the LRD Executive Committee shall be members (all categories) of the AGC of Michigan.

Article IV. An LRD Committee, hereinafter established for both Detroit Metro and Outstate Michigan, shall be responsible for the direction of the affairs of the LRD.

The Outstate Michigan LRD Committee shall be made up of a maximum 13 members, elected from the LRD membership, each of whom shall, after the first election period, serve for three years.

The Detroit LRD Committee shall be made up of a maximum 15 members, elected from the LRD membership, each of whom shall, after the first election period, serve for three years.

The LRD Executive Chairman shall be elected at the first meeting scheduled following the 'Annual Meeting' of the membership.

The Chairperson of the LRD Committee shall preside at all LRD meetings as well as at committee meetings and in case of absence of the Chairperson, the LRD or the committee, as the case may be, shall choose a presiding officer. The LRD Committee shall appoint persons to fill vacancies from the members of the LRD.

The Chairperson of the LRD Committee shall appoint a three member Sub-Committee who shall consider and pass upon all applications for membership in the LRD. The Sub-Committee shall be the sole judge of the qualification of the applicants and in considering any application shall give due weight to the past experience and operations of the applicant in light of the purpose of the LRD. The Sub-Committee shall also be responsible for future Trustee appointments to and removal from Taft-Hartley Trust Funds. All members of this Sub-Committee and the LRD Committee shall be members (all categories) of the AGC of Michigan.

The President of the Association shall become ex-officio a member of said LRD Committee during his term as President of the Association, whether or not he is a member of the LRD.

The Labor Relations Director or such other employee as may be designated by the Board of Directors of the Association, shall ex officio be a member of said LRD Committee and shall also be Secretary of the LRD; and shall make and keep all appropriate records, including minutes of all meetings, of the LRD and the LRD Committee, which records shall be available for inspection by all members of the LRD.

Section 1. An annual meeting for the election of members to the LRD Committee and the transaction of proper business will be held the day before, or on the day of, the annual meeting of the Association.

Other meetings of the LRD may be called at any time by a majority vote of the LRD Committee, notices of such meetings and the purpose for which they are called being communicated to the members by the Secretary by either letter or telegram at least ten (10) days in advance of the meeting time.

Meetings of the LRD Committee shall be subject to call by the Chairperson or at the request of four (4) or more members of the Committee and notices of such meeting shall be sent to the committee members by the Chairperson or Secretary at least five (5) days in advance of the meeting time. Meetings of the LRD Committee may be held without prior notice if all members of the Committee consent thereto.

Special meetings of the LRD Committee may be held by means of telephone conference provided all members of the Committee consent thereto and all members participating in the meeting can hear each other.

A minimum of (6) six (in lieu of 7) members of the LRD Committee then in office shall constitute a quorum at any regular or special meeting of the Committee.

Section 2. A nominating committee of three (3) LRD members shall be appointed by the Chairperson at least sixty (60) days in advance of the annual meeting for the purpose of nominating members for election to the LRD Committee. The nominating committee shall report to the Secretary at least one (1) name for each office forty-five (45) days in advance of the annual meeting, and consent of the nominees shall be obtained and the report submitted to the LRD Committee. The notices of the nominations shall then be forwarded to each and every member of the LRD at least thirty-five (35) days in advance of the annual meeting.

Any five (5) LRD members may nominate additional candidates for the LRD Committee by sending written notice to the LRD Committee through the Secretary at least thirty (30) days before the annual meeting date.

The election of members to the LRD Committee shall be determined by a majority vote of those LRD members voting. The newly-elected members of the LRD Committee shall begin their terms immediately upon the close of the annual meeting following the election.

Section 3. At the annual meeting of the joint LRD Committees, the appropriate number of members shall be elected to the LRD Committees for a term of three (3) years. The members of the respective LRD Committees shall be representative, as much as possible, of the LRD members' geographical distribution.

Section 4. The duties of the LRD Committee shall be to coordinate negotiations with labor organizations and to represent the LRD in all dealings with the labor organizations and employee benefit and trust funds; providing, however, that no specific action of said Committee shall be binding upon any member of the LRD unless and until the same shall have been authorized by a majority of the members of the LRD in the specific applicable bargaining unit.

Article V. Each member of the LRD shall designate the labor organization(s) with respect to which said member desires the LRD to act as said member's representative in collective

bargaining and shall designate and authorize, in writing, the LRD to act as said member's exclusive representative for purposes of collective bargaining with such labor organization(s) with respect to wages, hours and working conditions for building and heavy construction work performed by said member in the specific bargaining unit in the State of Michigan, including all matters incidental to the collective bargaining agreements such as controversies relating to the interpretation or application thereof, grievances or disputes arising under or in connection therewith and the renewal or modification thereof. Any designation and authorization given by an LRD member to the LRD to act as said member's exclusive representative for purposes of collective bargaining shall remain in effect unless and until revoked by timely notice, in writing, delivered to the Secretary of the LRD and to the labor organization(s) involved. So long as an LRD member's designation and appointment to the LRD to act as said member's collective bargaining representative remains in effect, subject to the requirements of Article 4, Section 4, such member agrees to be bound and shall be bound by all lawful actions taken by the LRD on behalf of such member and further agrees to comply with all lawful requests made of the member by the LRD with respect to the LRD's representation of said member for the purpose of collective bargaining.

Article VI. The members of the Labor Relations Division shall pay such fees in the amount and on such basis as determined by the LRD Committee to support the activities of the LRD. Any member failing to pay such fees within ninety (90) days after the same shall be due and owing, shall be subject to suspension at the discretion of the LRD Committee.

The Labor Relations Division may also receive and accept from the Association financial or other assistance to carry out the activities of the LRD.

Article VII. The members of the LRD, by a majority vote of the members in good standing voting thereon, are authorized to adopt from time to time such rules and regulations as may be deemed necessary for conducting the affairs and operations of the LRD and to change, alter or to amend such rules and regulations by a like vote, provided such Bylaws, rules and regulations are not contrary to or inconsistent with the Articles of Incorporation or Bylaws of the Association, and have been approved by the Board of Directors of the AGC of Michigan.

These bylaws were amended on June 22, 1999.

These Bylaws were amended on December 5, 2003 (Section 3, second paragraph).

These bylaws were amended on December 1, 2006. (Reflects the merger of Detroit and Outstate Michigan)

3/14/2007