

BY-LAWS OF SITE IMPROVEMENT ASSOCIATION

Article I Location of Office

Section 1. The principal office of SITE Improvement Association shall be located in the metropolitan area of St. Louis, Missouri.

Section 2. The Association may have offices at such other place or places, either within or outside the State of Missouri, as the Board of Directors may designate from time to time.

Section 3. The Association shall have and continuously maintain in the State of Missouri a registered office and a registered agent at such office, as the Board of Directors may designate from time to time.

Article II Membership

Section 1. There shall be two (2) classes of membership:

- (a) Contractor
- (b) Associate

Section 2. There shall be seven (7) Divisions of Contractor membership:

Concrete Division
Earthmoving Division
Landscaping Division
Asphalt Paving Division
Sewer/Utility Division
Highway/Bridge Division
Specialty Division

(a) The Concrete Division shall consist of those contractors who primarily perform concrete construction such as flatwork, foundation, sidewalks, curbs and gutters, cast-in-place retaining walls, box culverts, etc. for the construction industry.

(b) The Earthmoving Division shall consist of those contractors who primarily perform earthmoving, grading, digging of basements, backfilling, etc. for residential, commercial, and heavy and highway construction.

(c) The Landscaping Division shall consist of those contractors who primarily perform landscaping work such as seeding, sodding, tree planting, construction of modular block walls, installation of irrigation systems and the maintenance of grass, trees and shrubs.

(d) The Asphalt Paving Division shall consist of those contractors who primarily perform asphalt construction, such as parking lots, driveways, tennis courts, pedestrian and bicycling paths or tracks, municipal street overlay, etc.

(e) The Sewer/Utility Division shall consist of those contractors who primarily perform the installation and repairs of sanitary and storm water lines, water mains and water service lines and the maintenance of such lines.

(f) The Highway/Bridge Division shall consist of those contractors who primarily perform actual highway, street and road construction including slab tear out and replacement work, and/or bridge construction including structural and box.

(g) The Specialty Division shall consist of those contractors who primarily perform work not described in Article 2, Section (a-f) and are primarily hired to perform a specialized task for general or subcontractors.

Section 3. A member of the Association may be a voting member of only one Division. Any contractor performing work characteristic of more than one of the Divisions must designate the Division in which the contractor performs the majority of work. Such designation shall be chosen at the time annual dues are paid.

Section 4. The Associate membership in SITE Improvement Association shall be available to companies not performing work as a contractor member as the Board of Directors shall determine.

Section 5. Procedures for admission of a member:

- (a) A candidate for membership must be nominated by a member in good standing.
- (b) A candidate for membership must complete and submit a membership application along with payment of appropriate membership dues.
- (c) A candidate for membership may be approved or denied by the Board of Directors, with or without reason or conditions.

Section 6. Expulsion or Suspension of Membership shall be upon the following conditions:

- (a) Not less than fifteen (15) days prior written notice of the expulsion or suspension and the reasons therefore;
- (b) An opportunity for the member to be heard, orally or in writing (to be determined by the Board of Directors) not less than five (5) days before the effective date of the expulsion or suspension by the Board of Directors;
- (c) The Board of Directors shall consider all the relevant facts and circumstances;
- (d) Written notice must be given by first class or certified mail sent to the last address of the member as shown on SITE's records; and
- (e) Any proceeding challenging the expulsion or suspension including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion or the suspension.

Article III

Meeting of Members

Section 1. Regular meetings of the members of SITE Improvement Association shall be held on the second Wednesday of each month unless cancelled or changed by the Board of Directors, for

the purpose of transacting such business as may come before the meeting. The Board shall designate one of the regular meetings to serve as the Annual Meeting, as required by RSMo. 355.231. The Annual Meeting shall be conducted by the President or by the Vice-President in the President's absence.

Section 2. Special meetings may be called at any time by the President or in the absence or disability of the President by the Vice-President or a majority of the Board of Directors. Each call for a special meeting shall state the time, day, place and purpose of such meeting. Each member shall be given no fewer than ten days notice of special meeting, or if notice is mailed by other than first-class, registered or electronic mail thirty days notice. Such notice shall not be given more than sixty days before meeting date. No business shall be transacted at any special meeting other than that included in the purpose stated in the call.

Section 3. At any meeting of the general membership of SITE Improvement Association, twenty percent (20%) of the members being present in person shall constitute a quorum for the purpose of conducting business. At any meeting of the membership of a Division, a majority of the voting members of such Division shall constitute a quorum for the purpose of conducting business.

Section 4. Whenever all persons entitled to vote at any meeting of the membership of the Association or any Division thereof, and not by proxy, consent either by writing on the records of the meeting, or filed with the Secretary/Treasurer, or by presence at such meeting together with oral consent entered on the minutes, or by taking part in the deliberations at such meeting without objection, the doings of such meeting shall be as valid as if it had at a meeting regularly called and noticed, and at such meeting any business may be transacted which is not excepted from a written consent or to the consideration of which no objection for want of notice is made at the time. If any meeting of the membership or any Division thereof be irregular for want of notice, or of such consent, provided a quorum was present at such meeting,

the proceedings of said meeting may be ratified and approved and rendered valid, and the irregularity or defect therein waived, by a writing signed by a two-thirds majority of persons having a right to vote at such meeting.

Section 5. Organization

The President or in his absence, the Vice-President, or in the absence of both, a Chairman chosen by the members present, shall preside at each meeting of the general membership and shall act as Chairman thereof. The Secretary/Treasurer, or in his absence, an individual member appointed by the President, shall act as Secretary/Treasurer at all such meetings.

Section 6. Adjournment

If at any meeting of the members a quorum shall fail to attend at the time and place for which said meeting was called or if the business of such meeting shall not be completed, the members present in person may adjourn the meeting from day to day or from time to time until a quorum shall attend or the business thereof shall be completed. Notice as to date, time and location of new meeting shall be announced at time of Adjournment.

Article IV Directors

Section 1. Powers

The corporate powers, business and property of SITE Improvement Association shall be exercised, conducted and controlled by the Board of Directors. However, the Associate Directors shall not vote on labor contracts, issues pertaining to labor relations, or the election of Taft-Hartley Trustees or Trust Fund matters.

Section 2. Election and Term of Office

(a) The Board of Directors shall consist of sixteen (16) directors of which fourteen (14) shall be Contractor Members and two (2) shall be Associate Members.

(b) Each Contractor Director shall hold office for a term of two (2) years. The fourteen Contractor Directors shall consist of two (2) contractors from each Division, whose terms shall be staggered so that each year the term of office of one member from each of the Division shall expire. During the month of September a letter shall be sent to each contractor having paid full annual dues within each Division seeking nominees for the Board of Directors. Within fifteen days following such letter a ballot listing such nominees shall be mailed to each contractor having paid full annual dues within such Division. Voting shall be completed within fifteen (15) days after ballot has been mailed. If a tie exists, another ballot shall be mailed. Such ballot shall only list the nominees that have tied receiving the highest votes. If a tie exists after the second ballot, the Board of Directors shall break the tie. Each Contractor Director who has served three consecutive terms (six years) shall be ineligible to run for the Board the following year.

(c) Each Associate Director shall be elected for a two (2) year term. One Associate Director shall be elected annually. During the month of September a Nominating Committee consisting of the associate member on the Board whose term is not expiring, plus the current President and Immediate past President, shall meet and compile a ballot of associate nominees to be presented for a vote. Within fifteen days following selection of nominees a ballot listing such nominees shall be mailed to each associate having paid full annual dues. Voting shall be completed within fifteen (15) days after ballot has been mailed. If a tie exists, another ballot shall be mailed. Such ballot shall only list the nominees that have tied receiving the highest votes. If a tie exists after the second ballot, the Board of Directors shall break the tie. Each Associate Director who has served two consecutive terms (four years) shall be ineligible to run for the Board the following year. The Associate Director shall not hold the office of President, Vice-President or Secretary/Treasurer.

(d) Any Director missing two regular Board of Directors' meetings, without a valid excuse as defined below, per calendar year, excluding the Fall Board of Directors' meeting shall be contacted by the remaining Director from within that Division regarding his/her absences.

Furthermore, if three of the regular Board meetings per calendar year are missed by any Director without a valid excuse as defined below, such position shall be considered open. Such position shall be filled by a member from within such Division where the vacancy has occurred; selected in accordance with Article IV Section 3 and such individual will serve the remainder of such term. A valid excuse shall be limited to the following: weather; accident; illness or death in the immediate family; or SITE Improvement Association related business.

(e) The terms of office for the newly elected Director shall commence on the January 1st in the year following the election. T directors shall receive no compensation for their services.

(f) If a contractor has principal ownership in two or more companies who are members of the association, only one individual among such companies shall, at the same time, serve on the Board of Directors.

Section 3. Vacancies

In case of vacancy, the remaining Director of the Division or the Associate Membership, as the case may be; together with the President, Vice President, Secretary/Treasurer shall nominate a Director to be approved by a majority of the Board of Directors, who shall serve the remaining term.

Section 4. Place of Meetings

Meetings of the Board of Directors of SITE Improvement Association shall be held at such place as may be indicated by notice issued by the Executive Director.

Section 5. Special Meetings

Special meetings of the Board of Directors of SITE Improvement Association for any purpose or purposes shall be called by the President or by written request to the President of majority of the Directors. Such request shall state the purpose or purposes of the proposed meeting.

Section 6. Notice of Special Meetings

The Secretary/Treasurer of the Association shall give notice of all special and regular meetings of the Directors by delivering to each Director a written or printed notice of such meetings, by mail, with postage prepaid; by telegraph; by telephone; by any wire or wireless communication such as electronic mail; or by messenger delivery to each Director so that in the ordinary course of the methods of delivery it would reach the Director on the day prior to the meeting. The business transacted at all special meetings shall be confined to the subjects stated in the notice and matters germane thereto. Business transacted at regular meeting shall be transacted on such subjects as may be the pleasure of the Board of Directors.

Section 7. Meetings Held by Consent

Whenever the Directors consent, either by a writing on the records of the meeting or filed with the Secretary/Treasurer or by presence at such meeting together with an oral consent entered on the minutes, or by taking part in the deliberations of said meeting without objection, the doings at such meeting shall be as valid as if held at a regularly called and noticed meeting and at such meeting any business may be transacted which is not excepted from the written consent or to the consideration of which no objection or want of notice is made at the time. If any meetings of the Directors be irregular for want of notice or for such consent, provided a quorum was present at said meeting, the proceedings of said meeting may be ratified and approved and rendered valid and the irregularity or defect therein waived, by a writing signed by all persons having the right to vote at such meeting. Whenever any notice is required to be given to any Director under any provisions of the Bylaws, a waiver thereof in writing, signed by the person entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 8. Quorum/Voting at Board of Directors Meetings

A majority of the Contractor Members of the Board of Directors, providing at least five of the Contractor Divisions are represented, at a meeting duly assembled, shall necessarily constitute a quorum for the transaction of business, and the act of the majority of all Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each director is entitled to one vote.

Section 9. Annual Meeting

There shall be an annual meeting of the Board of Directors in December of each year. The meeting shall include the current Board of Directors and the newly elected Board of Directors. At the December meeting the newly elected Board of Directors shall elect a President, Vice-President and Secretary/Treasurer (no two of whom may be from the same Division) at the annual meeting. The voting procedure for election of officers shall be as follows: Each Board member who will be serving on the Board in the following year shall be entitled to one (1) vote. The first officer to be elected shall be the President. Nominations of officers shall be made in writing (by email; fax or letter); by at least two of the current members of the Board of Directors; and submitted to the Board of Directors in care of the corporate offices no less than five days prior to the Annual meeting. Only current Board members may nominate. If there are no nominations, the current Executive Committee will select a candidate to fill the position. If there is nominated only one candidate, the vote may be by acclamation. Voting shall be by secret written ballot, with the name of his/her choice for the office of President. An impartial observer will tabulate and announce the results of the ballot. If no one individual receives a simple majority of the votes cast, the top two individuals receiving the highest number of votes shall have a run off. If a tie occurs between the two individuals, balloting will continue until one candidate receives a simple majority. The offices of Vice-President and Secretary/Treasurer shall be filled in the same manner and in that order. Only those Directors present at the Annual Meeting shall be permitted to vote. The terms of all officers shall be one year.

The President may not serve for more than three consecutive years.

Section 10. Adjournment

If at any meeting of the Board a quorum shall fail to attend, the majority of the Directors present at that time and place appointed for such meeting may adjourn the meeting from time to time.

Section 11. Organization

The President, or in his absence the Vice-President, or in the absence of both, a Chairman pro tem, chosen by the Directors, shall preside at such a meeting of Directors and shall act as Chairman thereof. The Secretary/Treasurer, or in his absence the Assistant Secretary/Treasurer, or in the absence of both, a Secretary pro tem chosen by the Directors, shall act as Secretary of all the meetings of the Directors.

Section 12. Rules and Regulations

The Board of Directors of SITE Improvement Association shall supervise all officers, agents and factors and see that their duties are properly performed. The Board may adopt such rules and regulations for the conduct of their meetings, the guidance of officers and the management of the affairs of the Association as they deem proper, not inconsistent with law or the by-laws of the Association and may from time to time determine the order of business of their meetings.

Section 13. Minutes and Statements

The Board of Directors shall cause to be kept a complete record of their meetings and of the acts and the proceedings of the members.

Section 14. Powers of the Board

In addition to the power and authority conferred upon them by law, the Board of Directors of SITE Improvement Association may exercise all such powers of the Association and of any trust or organization connected with said Association and do all such lawful acts and things as are not prohibited or limited by these bylaws, and which are not required or directed to be exercised or done by the membership and by

their consent and authority first specifically given in evidence in writing. By way of illustration and not limitation, the Board shall have the powers:

- To adopt programs for the benefit of the industry, including, but not limited to, those pertaining to employment relations, industrial practices, public relations, and legislation.
- To retain personnel to assist the Board in fulfilling its functions and obtain necessary facilities and accommodations.
- To negotiate contracts with labor unions on behalf of any contractor, whether or not a member of the Association, who shall assign his bargaining rights to SITE Improvement Association.
- To delegate any powers of the Board to the decision of the majority of the officers as per Article V.

Article V Officers

Section 1. Executive Officers

Executive officers of this organization shall be a President, Vice-President, and Secretary/Treasurer, all of whom shall be chosen by the Board of Directors. The President, Vice-President and Secretary/Treasurer shall be chosen from among the Directors. The Executive Officers shall serve to form an Executive Committee, upon which a majority shall act. The Executive Committee shall consist of the President, Vice-President, Secretary/Treasurer and immediate past-president. The Executive Committee shall meet as necessary. The purpose and authority of the Executive Committee shall be to advise and direct the SITE Improvement staff as to issues arising between Board Meetings; the approval of expenditures within the budgetary guidelines established by the board; however the Executive Committee shall not have the authority to change, amend or adopt rules; regulations or policy (including personnel issues), all of which shall be reserved powers of the Board of Directors. The immediate past President shall serve as an ex-officio member, but shall receive no vote in Executive Committee actions.

Section 2. Subordinate Officers and Employees

The Board of Directors of SITE Improvement Association may appoint such other officers, agents and factors as it may deem necessary, who shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

Section 3. The President

The President shall preside at all meetings of the membership and at all meetings of the Directors at which he is present. He shall see that all orders and resolutions of the members and of the Board of Directors are carried into effect, subject, however, to the right of the Board, by resolution, to delegate, any specific powers other than those which may be by statute conferred exclusively upon the President to any other office, Director or agent of the Association. He, or the Vice-President, shall, on behalf of the Association and is authorized by the Board, to execute all deeds, notes, bonds, mortgages, contracts and other instruments in writing and with a Secretary/Treasurer or Assistant Secretary/Treasurer, he or the Vice-President shall sign and issue any documents as may be necessary by the Association. The President has the authority to appoint the chairman or co-chairman of the various committees of SITE Improvement Association. Such appointment(s) shall be approved by a simple majority vote at a meeting of the Directors in which a quorum is present

Section 4. Vice-President

The Vice-President shall, during the absence of the President to any meeting in which he customarily maintains chairmanship or in the case of inability of the President to act, be vested with the powers and shall perform the duties of President. The Vice-President shall also perform such other duties and exercise such other powers as may from time to time be imposed upon or vested in him by resolution of the Board of Directors.

Section 5. Secretary/Treasurer

The Secretary/Treasurer shall attend all meetings of the membership and of the Board of Directors and standing committees. He shall act as

the Clerk or Secretary thereof and shall keep a record of all proceedings at such meetings in minute books kept for that purpose. He shall keep in a safe place the corporate seal and is authorized to affix same of all instruments requiring the corporate seal. He shall have charge of the corporate records. He shall give or cause to be given proper notice of all meetings. He shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation in the manner and for the purpose ordered by the Board of directors, taking proper vouchers for all such disbursement, and shall render to the Board of Directors, whenever they require, and account of all his transactions as Secretary/Treasurer and the financial condition of the corporation.

Section 6. Delegation of Powers

In case of the continued absence or inability to act of any officer of SITE Improvement Association during his term of office, or for any other reason which the Board may deem sufficient, the Board may delegate all or any part of the powers or duties of any such officer to any other officer or to any Director or agent of the Association for the time being.

Article VI Agents and Attorneys

The Board of Directors may appoint such agents, attorneys, attorneys-in-fact of the Association, as it may deem proper. The Board may authorize such agents, attorneys or attorneys-in-fact to represent it for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Association is authorized to transact.

Article VII Seal

The Association shall have a corporate seal, a facsimile of which is affixed hereto and made part of this document.

Article VIII Equality Clause

It is the Association's policy that it shall not restrict or limit any principal or employee of a site contractor or associate member from participating in the activities of the Association because of that individual's race, color, gender, religion, national origin, age, or handicap. The Association does not discriminate, nor does it condone, any discrimination in the workplace, on the job site, in management, or otherwise, in any Association sponsored activity. Any reference within these by-laws to male gender shall be understood to include female gender.

Article IX Indemnification of Directors, Officers & Employees

Every person who is or who has been a Director, Officer or Employee of SITE Improvement Association shall be indemnified by the Association against all expenses reasonably incurred by him in connection with any action, suit or proceeding in which he is made a party, or with which he may be threatened, by reason of or growing out of or in relation to his being or having been a Director, Officer or Employee of this Association. The term "expenses" includes amounts paid in satisfaction of judgment or in settlement, other than amounts to be paid by the Association itself. The Association shall not, however, indemnify any Director, Officer or Employee in relation to matters as to which he shall be adjudged liable for negligence or misconduct in the performance of his duties as such Director, Officer or Employee. The Association shall not indemnify any Director, Officer or Employee in case of settlement unless such settlement shall be approved by a majority of Directors of the Association then in office

other than those involved in the disputed matter (regardless of whether or not such majority constitutes a quorum), or if there are not at least two Directors then in office other than those involved, by a majority of a committee (selected by the Board of Directors) of two or more members of the Association who are not Directors or Officers involved, as being the interests of the Association that such settlements be made. The foregoing right of indemnification shall not be exclusive but shall be in addition to any other rights and remedies to which such Directors, Officers or Employees shall be entitled as a matter of law. The indemnification provided herein shall not be considered exclusive of any other right to which those seeking indemnification may be entitled under Section 355.476, RSMo.

Article X

Membership Dues

The Membership Dues in SITE Improvement Association shall be established by the Board of Directors.

Article XI

Amendments

The Members may repeal or amend these by-laws or any part thereof or adopt new or additional by-laws by two-thirds of the votes cast or a majority of the voting power, whichever is less.