

DESIGN-BUILD INSTITUTE OF AMERICA – WESTERN PACIFIC REGION
First Amended and Restated Bylaws
dated _____, 2021

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.THE REGION MAY SOLICIT THE VOTE, APPROVAL, OR CONSENT OF THE REGIONAL MEMBERS THROUGH DISTRIBUTION BY ELECTRONIC MAIL (AND NOT BY TEXT, OR BY MEANS OF “SOCIAL MEDIA” SUCH AS FACEBOOK, SNAPCHAT, INSTAGRAM, REDDIT, TWITTER, TUMBLR OR THE LIKE) OF A WRITTEN BALLOT (“ELECTRONIC BALLOT”) TO EVERY REGIONAL MEMBER ENTITLED TO VOTE ON THE MATTER. THE ELECTRONIC BALLOT MUST (A) SET FORTH THE PROPOSED ACTION; (B)

PROVIDE ALL MATERIAL RELEVANT TO THE PROPOSED ACTION; (C) PROVIDE FOR THE OPPORTUNITY TO VOTE OR TAKE OTHER ACTION ON THE PROPOSED ACTION; (D) PROVIDE A REASONABLE TIME WITHIN WHICH TO RETURN THE BALLOT TO THE REGION; (E) SET FORTH THE NUMBER OF RESPONSES REQUIRED TO MEET THE QUORUM; AND (E) SET FORTH THE PERCENTAGE OF APPROVAL RESPONSES REQUIRED ADOPT THE PROPOSED ACTION. A VOTE MAY BE RETURNED IN ANY MANNER REASONABLY DETERMINED BY THE BOARD (INCLUDING, BUT NOT LIMITED TO, A SCANNED DOCUMENT ATTACHED TO A RETURN E-MAIL FROM A MEMBER, OR USE OF “YES” OR “NO” VOTING BUTTON TECHNOLOGY IN THE BODY OF THE E-MAIL SOLICITATION) SO LONG AS SUCH ELECTRONIC METHOD IS THE SAME FOR EVERY MEMBER IN A PARTICULAR SOLICITATION OR SERIES OR RELATED SOLICITATIONS; AND GENERATES A WRITTEN RECORD OF THE VOTE THAT IS PERMANENT, UNALTERABLE, AND READILY COMPILED AND AVAILABLE FOR INSPECTION BY ANY PERSON LEGALLY ENTITLED TO INSPECT THE BOOKS AND RECORDS OF THE REGION. THE NUMBER OF APPROVALS RETURNED BY ELECTRONIC BALLOT SHALL BE MET IF THE NUMBER OF APPROVALS RETURNED BY ELECTRONIC BALLOT EQUALS OR EXCEEDS THE NUMBER REQUIRED FOR A MEETING IN PERSON AND/OR BY ELECTRONIC COMMUNICATION. THE REGION MAY UTILIZE THE ELECTRONIC BALLOT PROCEDURES OF THIS SECTION 8 (X) ALONE, OR (Y) IN CONJUNCTION WITH A MEETING CONDUCTED IN PERSON AND/OR BY ELECTRONIC COMMUNICATION IN ACCORDANCE WITH SECTION 7 ABOVE SUCH THAT ANY VOTES CAST IN PERSON, BY ELECTRONIC COMMUNICATION, OR BY ELECTRONIC BALLOT SHALL BE CONSIDERED VOTES FOR THE PURPOSES OF QUORUM AND APPROVAL REQUIREMENTS. PROVIDED, THAT IF A MEMBER IS PRESENT AT A MEETING AS DESCRIBED IN SECTION 7 4

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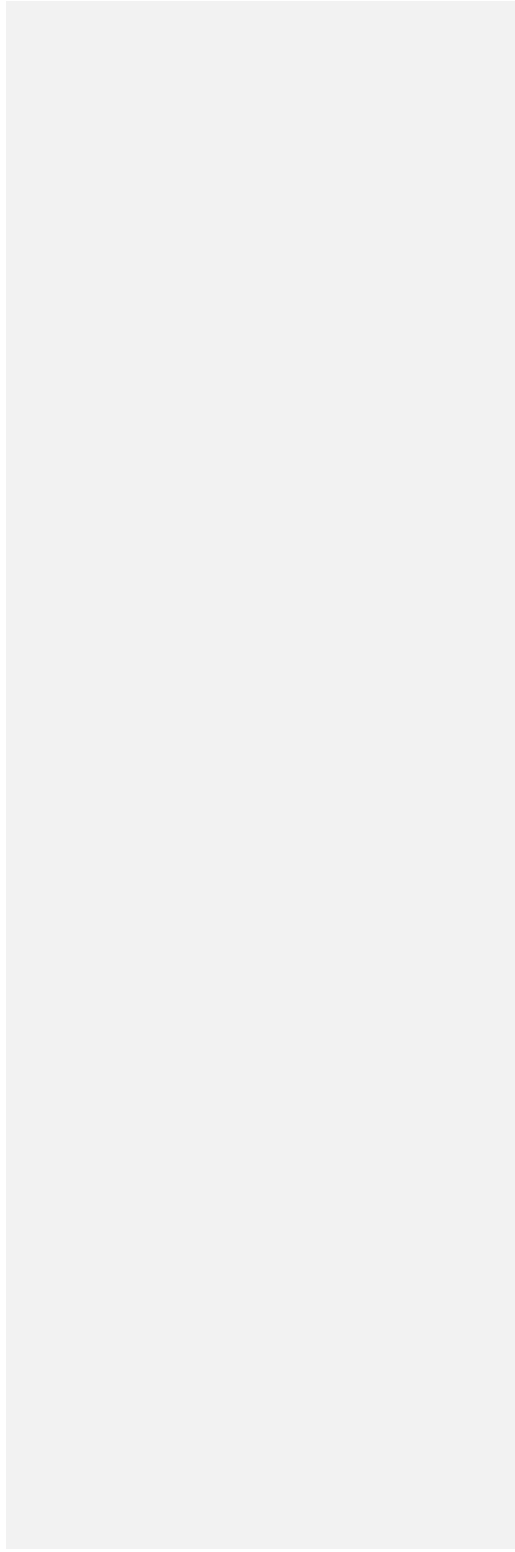
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Design-Build Institute of America

DBIA



DESIGN-BUILD INSTITUTE OF AMERICA –WESTERN PACIFIC REGION

First Amended and Restated Bylaws

dated _____, 2021

*Capitalized terms not otherwise defined in these First Amended and Restated Bylaws have the meanings set forth in **Appendix "A"** attached.*

Article I. Name, Charter, Service Area, and Other General Matters

Section 1. Name. These First Amended and Restated Bylaws (as the same may be further amended and/or restated from time to time, these "Bylaws") govern the internal business and affairs of the Design-Build Institute of America – Western Pacific Region, a California nonprofit mutual benefit corporation, formerly known as the Design-Build Institute of America – Western Pacific Chapter (the "Region"). These Bylaws amend and restate *in toto*, and supersede, any prior bylaws of the Region, as the same may have been amended and supplemented from time to time.

Section 2. Relationship with DBIA. The Region was formed and operates as authorized by and under the auspices of the Design-Build Institute of America, Inc., a nonstock corporation formed under and governed by the Virginia Nonstock Corporation Act (the "DBIA" or "DBIA National") pursuant to that certain Region Charter Agreement dated _____ by and between DBIA National and the Region (as the same may be amended and/or restated from time to time, the "Charter"). The Charter may be renewed annually or for longer periods as approved by the DBIA National Board of Directors, subject to the Region meeting all of the conditions for DBIA affiliation as required by the Charter. The DBIA promotes and encourages the growth of the design-build project delivery process and seeks improvement of the industry through the utilization of fully-integrated services in the designing, building, financing, and operating of constructed projects. The DBIA supports the development of affiliated regions such as the Region, and chapters within such regions, to broaden its impact and increase opportunities for member participation. The business and affairs of the DBIA and its respective regions and chapters are governed by those certain Bylaws dated October 14, 1993 (as the same may be amended and/or restated from time to time, the "DBIA National Bylaws").

Section 3. Articles; Tax Exemption. The Region was formed by the filing of those certain Articles of Incorporation with the California Secretary of State on July 31, 2000, Corporation Number 2053015 (as the same may be amended and/or restated from time to time, the Region's "Articles"). The Region is tax-exempt as a trade organization under Code section 501(c)(6) pursuant to a group exemption obtained and maintained by the DBIA (the "DBIA Group Exemption"). The Region and its respective Chapters shall operate under the Charter (which was granted by the DBIA Board of Directors at its sole discretion), and in a manner consistent with the DBIA National Bylaws and the policies of the DBIA. The Charter may be renewed annually or for longer periods as approved by the DBIA Board of Directors, subject to the Region's meeting all of the conditions for DBIA affiliation as required by the DBIA National Bylaws and the DBIA Group Exemption.



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Section 4. Service Area. The Region operates in a "Service Area" as defined in the Charter by the DBIA Board of Directors and which in general includes California, Arizona, Nevada, and Hawaii.

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Article II. Purpose and Objectives

Section 1. Purpose. The purpose of the Region, and each of its respective Chapters, is to promote and support the mission and objectives of DBIA National and to extend the benefits of DBIA membership within the Service Area.

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Section 2. Objectives. The objectives of the Region, and each of its respective Chapters, include:

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- (a) Providing educational and networking opportunities for design and construction industry practitioners in the design-build method of project delivery;
- (b) Providing educational and networking opportunities for public agencies and private industry owners ("Owners") who have an interest in the design-build method of project delivery;
- (c) Improving communications, understanding, and relations among all industry participants in the design-build project delivery process;
- (d) Supporting, in the public interest, the design-build method of project delivery and integrated services through publications, public forums, government relations, and legislative efforts;
- (e) Promoting and growing DBIA membership by obtaining new members, who exercise membership through support of the Region as well as DBIA National activities and initiatives;
- (f) Encouraging and overseeing the formation of Chapters within the Service Area to provide local opportunities for member contact and involvement; and
- (g) Promoting interests and philosophies of DBIA National in the Service Area through participation in public forums, Regional programs, government relations, and activities of educational institutions.

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Article III. Membership Qualifications

Section 1. DBIA National Members. Designated representatives of DBIA National Industry Partner members and individual DBIA National Members in good standing, within the Service Area, are eligible for membership in the Region.

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Section 2. Regional Membership Dues. In addition to the membership dues assessed by the DBIA, the Region may assess Regional membership dues from persons eligible for Regional membership under Section 1, above as a condition to Regional Membership. Individual Regional dues, and the amounts thereof and collection procedures therefor, are subject to approval, as required, by the DBIA Board of Directors.

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Section 3. Regional Membership Status. A Regional Member shall be deemed to be "in good standing" if he or she meets the qualifications as either a main, alternate, or additional contact of a DBIA Industry Partner member or a DBIA Member and has paid Regional dues, if any, as required. The Region shall maintain membership classifications of the Region's national members consistent with the classifications designated by DBIA National.

Section 4. Limitations. No Regional Member shall receive any pecuniary gain or profit, incidental or otherwise, from Regional activities, except that the Region shall, with specific written approval of the President and Treasurer, be authorized to pay reasonable compensation for specific services rendered in furtherance of the programs and objectives of the Region and approved in advance.

Article IV. Membership Meetings and Voting

Section 1. Annual Meeting. The Region shall hold an annual meeting ("Annual Meeting") of the Regional Membership to conduct elections and other official business of the Region. The Region shall schedule such Annual Meeting before the end of its Fiscal Year. The Annual Meeting may, upon proper notice, be held in conjunction with the annual meeting of DBIA National.

Section 2. Regular Meetings. The Region shall hold at least four regular meetings ("Regular Meetings") per Fiscal Year, not less than one every three months, in order to among other things, provide educational, and networking opportunities for all Regional Members. The Annual Meeting may be held in conjunction with any such Regular Meeting.

Section 3. Quorum. Ten percent (10%) of the Regional Members, present as described in Article V. Section 7 below at a meeting of the Regional Members and/or having returned Electronic Ballots as described in Article V. Section 8 below, shall constitute a quorum, subject to additional restrictions set forth in California Corporations Code section 7512. If the quorum has been met, but less than one-third (1/3) of the voting power of the Region is present at the meeting, the Members may only vote upon matters for which notice was provided subject to California Corporations Code section 7511.

Article V. Meeting Notice and Procedures

Section 1. Vote. Each Regional Member shall have one vote.

Section 2. Notice of Meetings. Notice of the Annual Meeting or Regular Meetings shall be sent to all Regional Members at least 30 days prior to the meeting date.

Section 3. Records of Meetings. Minutes of all Annual Meetings and Regular Meetings shall be prepared by the Secretary or his or her designee and maintained for the administrative record and for preparing annual reports to the DBIA.

Section 4. Proxies. Regional Members may vote either in person or appoint a proxy to vote or otherwise act for the Regional Member by signing a proxy form. When voting by proxy, such proxy must be in writing and signed and dated by the Regional Member or be an electronic transmission of the appointment. Proxies shall be delivered to and shall be retained by the Secretary before or at the time of the meeting. No proxy shall remain valid for more than eleven months from the date of execution. A proxy may be revoked at any time by the Regional Member executing written notice to the Secretary. Questions concerning the validity of a proxy will be determined solely by the Board, whose decision shall be final.

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~~Deleted: <#>No Proxy. Voting rights of a Regional member shall not be delegated to another person nor may any Regional member exercise such rights by proxy. .~~

Section 5. Rules. All Annual Meetings and Regular Meetings of the Regional Membership shall be conducted in accordance with the parliamentary procedure of Robert's Rules of Order (Revised).

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Section 6. Attendees. Attendees at the Annual Meeting and at Regular Meetings shall be Regional Members in good standing and invited guests such as local and state government officials. Persons who are prospective DBIA Members and Regional Members may be invited at the discretion of the President.

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Section 7. Presence. Meetings of the Regional Members may be held, in whole or in part, in person; via remote or other electronic transmission or communication mediums such as video- or teleconference communications ("Electronic Communication"); or a combination of the foregoing. Electronic Communication mediums may not utilize or incorporate "social media" including without limitation to Facebook, Snapchat, Instagram, Reddit, Twitter, Tumblr or the like. Electronic Communications must provide for the Members or their proxies, where applicable, (a) the reasonable opportunity to participate in the meeting, including the ability to hear the proceedings and voice opinions, objections, or questions, in substantially similar form to non-electronic communications, and (b) the ability to vote or take other actions. The Region shall verify that all persons participating via Electronic Communication are Members or their proxies, where applicable, and further shall ensure that all votes or other actions made via Electronic Communication are maintained and recorded by the Region. A Regional Member may be deemed present "in person" (x) via attendance at the physical location of the meeting either in-person or by proxy, or (y) via Electronic Communication that complies with this Section 7.

Section 8. Electronic Ballot. The Region may solicit the vote, approval, or consent of the Regional Members through distribution by electronic mail (and not by text, or by means of "social media" such as Facebook, Snapchat, Instagram, Reddit, Twitter, Tumblr or the like) of a written ballot ("Electronic Ballot") to every Regional Member entitled to vote on the matter. The Electronic Ballot must (a) set forth the proposed action; (b) provide all material relevant to the proposed action; (c) provide for the opportunity to vote or take other action on the proposed action; (d) provide a reasonable time within which to return the ballot to the Region; (e) set forth the number of responses required to meet the quorum; and (e) set forth the percentage of approval responses required adopt the proposed action. A vote may be returned in any manner reasonably determined by the Board (including, but not limited to, a scanned document attached to a return e-mail from a Member, or use of "yes" or "no" voting button technology in the body of the e-mail solicitation) so long as such electronic method is the same for every Member in a particular solicitation or series or related solicitations; and generates a written record of the vote that is permanent, unalterable, and readily compiled and available for inspection by any person legally entitled to inspect the books and records of the Region. The number of approvals returned by Electronic Ballot shall be met if the number of approvals returned by Electronic Ballot equals or exceeds the number required for a meeting in person and/or by Electronic Communication. The Region may utilize the Electronic Ballot procedures of this Section 8 (x) alone, or (y) in conjunction with a meeting conducted in person and/or by Electronic Communication in accordance with Section 7 above such that any votes cast in person, by Electronic Communication, or by Electronic Ballot shall be considered votes for the purposes of quorum and approval requirements. provided, that if a Member is present at a meeting as described in Section 7 above then such Member may only vote at such meeting and not by Electronic Ballot.

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Article VI. Board of Directors

Section 1. Membership and Election. The governing body of the Region shall be its Board of Directors (the "Board") which shall consist of up to 25 voting Board Members elected by the Regional Membership for a term of either one or three years.

(a) The Nominating Committee shall provide a list of qualified candidates, including recommendations regarding Officers, to the Board for consideration. In identifying candidates to serve for a three-year term, the Nominating Committee shall take into account the succession plan for Officers, including succession of the Vice President to President and President to immediate Past President. Following review of the list provided by the Nominating Committee, the Board shall identify a slate of qualified nominees, including Officers, to be presented to the Regional Membership for election. The Executive Director and each Past President not elected as a voting Board Member shall serve as *ex officio* non-voting members of the Board.

(b) At least nine of the voting Board Members shall be employed by Industry Partners.

(c) The Board shall also include non-voting Advisory Board Members whose primary responsibility shall be mentoring the Board and new Chapter Chairs. The Advisory Board shall consist of past Presidents, past voting Board Members, and current or proposed Chapter Chairs, and shall be nominated by the Nominating Committee and approved by the Board. Advisory Board Members shall serve in the same manner as voting Board Members, with the exception of voting rights.

(d) Board Members (both voting and advisory) shall be elected to represent a cross section of DBIA membership consistent with the DBIA's objective of "promoting good relations with owners of construction projects, both public and private, and with all disciplines and sectors within the construction industry." The Board Development Committee and Nominating Committee shall choose candidates based on 1) their qualifications, experience, and knowledge in executing design-build project delivery and 2) their professional capabilities to contribute to the DBIA's objectives set out in Article I. Section 2. In identifying candidates, the Board Development Committee and Nominating Committee shall also consider the goal of achieving diversity on the Board, including with respect to diverse segments of the industry, different firms, diverse geographic areas of the Region, race, color, sex, age, educational background or any other demographic that the Board deems would promote diversity.

(e) In any given year, no more than one voting Board Member shall be employed by or otherwise affiliated with a single firm or family of companies, unless a majority of the Board approves an exception. If the Nominating Committee nominates multiple Board Members from a single firm, the Nominating Committee shall either request Board approval to include more than one such member on the ballot or shall identify one or more of those individuals as a candidate to serve as a non-voting Advisory Board member, subject to approval by a majority vote of the Board. The Advisory Board may not include more than two individuals employed by or otherwise affiliated with a single firm or family of companies.

Section 2. Authority. The Board is the governing body of the Region. The Board has the authority to make rules or formulate policy for the Region and manage the affairs of the Region.

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The Board shall carry out the objectives and purposes of the Region and to this end may exercise all powers of the Region. The actions of the Board shall be published and made available to the Membership. The Board, through the President, shall provide an annual report at each Annual Meeting of the Membership. The Board shall be subject to the restrictions and obligations set forth in the California Corporations Code, the Articles, and these Bylaws.

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Section 3. Duties. In addition to providing the leadership and support to encourage development and prosperity of the Region and Chapters within its Service Area, duties of the Board include:

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- (a) Review and approve a strategic plan for the Region and its revisions (as the same may be updated and/or revised from time to time, the "Strategic Plan").
- (b) Review and approve the Annual Budget, Committee Budgets, and comparable budgets for the Chapters as proposed by the Executive Committee.
- (c) Review and approve proposed changes and additions to these Regional Bylaws, as may be proposed by the Executive Committee.
- (d) Monitor the general scope and progress of the Region's activities for general conformance with the Charter and these Bylaws, and the best interests of the DBIA.

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Position

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Section 4. Term of Office. Each elected Board Member shall hold office until the end of the calendar year designated as the end of his/her term, and until his/her successor has been duly elected and has assumed office, unless earlier removed or terminated as set forth in these Bylaws. A maximum of 15 voting Board Members shall serve for a three-year term, except as prescribed by the Board from time to time. Subject to the transition provisions in Article XIII. Section 4:

- (a) A maximum of ten voting Board Members shall serve for a one-year term.
- (b) Each voting Board Member shall serve no more than ten consecutive years. Terms shall be staggered to ensure that approximately two-thirds of the Board Members continue service in the succeeding year, unless the Board approves an exception.

The term of office for Officers shall correspond to the Region's Fiscal Year and shall continue until a successor is duly elected by the Regional Membership and takes office.

Advisory Board Members may serve in that capacity for no more than 10 consecutive years, except that Past Presidents on the Advisory Board are not subject to term limits.

Section 5. Eligibility. To be eligible for nomination, election, or service as a Board Member, an individual must be both a DBIA Member and a Regional Member in good standing. Each voting Board Member is strongly encouraged to be DBIA certified.

Section 6. Vacancies. A vacancy in the office of the President as the result of resignation, ineligibility, or incapacity to serve shall be filled automatically by the Vice President. If a vacancy occurs in the office of Vice President, Secretary, or Treasurer, the Board shall select an existing Board Member to fill such vacancy, after consulting with the Board Development Committee and Nominating Committee. A person appointed to fill a vacancy shall serve until the end of the Fiscal

Year in which the appointment takes place. The Executive Committee shall fill any vacancy in the Chair of any Committee or Chapter.

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Section 7. Public Sector Employees/Government Officials. Certain public sector employees may be subject to limitations affecting their service as a Board Member for an organization such as DBIA. Service on the Board by government employees is an individual function and does not create any responsibility for the employing public entity. Participation by and opinions expressed by government employees serving on the Board will not be construed as the official position of the particular public entity. The selection of Board Members employed by the public sector shall be in accordance with Section 1 of this Article VI.

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Section 8. Removal from Office

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Section 8.1. Failure to Attend Meetings of the Board. Any Board Member who fails to attend at least 50 percent of the Board meetings during any period of twelve consecutive months shall be subject to removal from the Board and shall not be eligible for consideration for re-election, unless excused for special circumstances by the Executive Committee. The Executive Committee will review Board Members' activity periodically, at least once per year, and determine whether to remove particular Board Members who have become inactive or are otherwise not fulfilling their obligations and expectations as Board Members.

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Section 8.2. Removal for Cause. An Officer, Committee Chair, Chapter Chair, or other Board Member may be removed for cause with the unanimous consent of the remaining Board Members, following official notification to such individual and 30 days during which such individual, at a meeting of the Board, shall be given the opportunity to demonstrate as to why he or she should not be removed. For the purposes of this Section 8.2, "cause" shall include the following causes for removal set forth below (which include causes for removal specified in the California Corporations Code):

- (a) conviction of, or pleading guilty or nolo contendere to (and whether or not in connection with DBIA), (i) any felony or (ii) any misdemeanor involving financial irregularities or moral turpitude;
- (b) any act or omission in connection with DBIA or the conduct of its affairs that constitutes fraud, malfeasance, gross negligence, or breach of fiduciary duty;
- (c) failure to attend to his or her duties for or on behalf of DBIA without excuse; or
- (d) engagement in a pattern of conduct that constitutes harassment or that brings DBIA into disrepute.

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After the individual has presented his or her reasoning for not being removed, the Board shall issue a written decision to the individual within ten days.

Section 9. Meetings of the Board. The Board shall hold at least four regular meetings each Fiscal Year at a time and place approved by the Executive Committee. All meetings shall allow for remote participation. Electronic notice of each meeting shall be provided at least seven days prior to the meeting. One of the regular meetings shall be held during the Annual Meeting at the designated meeting location. Board meetings may be scheduled to coordinate with meetings of the Executive Committee. A majority of the voting Board Members constitutes a quorum for

conducting Board business. Each voting Board Member shall have one vote and decisions shall be made by simple majority of the voting members of the Board present. If the vote is tied, the President shall decide the issue.

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Section 9.1. Special Meetings. Special Meetings of the Board may be called by the President, and the President shall call a Special Meeting if requested by a majority of the Board Members. The President may fix any place, either within or without the Region, as the place for holding any special meeting of the Board called by the person or persons authorized to call them. All meetings shall allow for remote participation. It shall be the duty of the President to notify, by written or oral notice, the Board Members of any Special Meeting of the Board. The notice shall be delivered at least seven days prior to the Special Meeting with the date, time and location as well as the nature of the business to be conducted, and may be transmitted by electronic mail. Any Board Member may waive notice of any meeting before, at or after such meeting.

Section 9.2. Other Meeting Procedures. Article V. Section 3, **Error! Reference source not found.**, and Article V. Section 5 of these Bylaws applicable to Regional Member meetings shall likewise apply to meetings of the Board.

Section 9.3. Action without a Meeting. Unless otherwise restricted by the Articles or these Bylaws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if all voting Board Members consent thereto in writing, and such writing or writings are filed with the minutes of proceedings of the Board. Electronic signatures may be used.

Section 9.4. Remote Participation. Any Board Member may participate in a Board meeting by, or the meeting may be conducted through, the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting including by telephone and/or videoconference. A Board Member participating in a meeting by this means is deemed to be present in person at the meeting and shall be entitled to vote on all matters brought before the Board.

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Section 9.5. No Proxy. Voting rights of a Board Member shall not be delegated to another person nor may any Board Member exercise such rights by proxy.

Article VII. Committees

Section 1. Executive Committee. The operating body of the Region shall be an executive committee (the "Executive Committee"). Commencing January 1, 2024, the Executive Committee shall consist of seven voting members and one or more non-voting members. Refer to Article XIII. Section 4 for provisions regarding membership and term limits for Executive Committee members during the Transition Period.

Section 1.1. Membership. Commencing January 1, 2024, the voting members are the President, Vice President, Treasurer, Secretary, immediate Past President, Owners' Committee Chair and one member-at-large selected from among the elected Board Members by a majority of the voting Board Members. The at-large member shall meet all requirements applicable to voting Board Members. The Executive Director shall be a non-voting member. Additional non-voting members of the Executive Committee may be selected by the Executive Committee and approved by the Board as deemed necessary to carry out the business, activities, and programs of the Region. No individual shall serve more than six consecutive years as a member of the Executive Committee.

Section 1.2. Authority. Executive Committee shall possess and may exercise all the powers of the Board between Board meetings, except those powers specifically reserved by the Board and/or not permitted to be delegated by the Board to a committee under the Act. In general, the Executive Committee is responsible for the coordination, management, and administration of the affairs of the Region. The Executive Committee may conduct meetings and take actions without participation from or delegation by the Board for issues that involve sensitive or restricted communications, including but not limited to discussion and/or action(s) to take regarding an individual Board Member, fiscal malfeasance, or a claim regarding confidential issue(s) such as harassment. The actions of the Executive Committee shall at all times be consistent with the budget, programs and policies of the Board. The actions of the Executive Committee shall be submitted to the Board for ratification at its next meeting.

Section 1.2. Conduct of Meetings. The Executive Committee shall meet at least six times per year, but preferably monthly, as determined by the President. A majority of the voting Executive Committee Members constitutes a quorum for conducting Regional business. Unless otherwise provided for in these Bylaws, an action by the Executive Committee shall be valid if such action is affirmatively passed by a majority of those Executive Committee Members present and voting. It is the intent of the Region to conduct Board meetings for most action items but the Executive Committee can also meet separately to address issues that arise and need resolution before the next scheduled Board meeting.

Section 1.3. Notice of Meetings. Notice of all Executive Committee meetings shall be given no less than seven days prior to the date a meeting is held unless such notice is waived by vote of those members participating at the meeting.

Section 1.4. Meeting Procedures. Article V. Section 3, Error! Reference source not found, and Article V. Section 5, of these Bylaws applicable to Regional Member meetings shall likewise apply to meetings of the Executive Committee, Article VI. Section 9.3 and Article VI. Section 9.4, of these Bylaws applicable to Board meetings shall likewise apply to meetings of the Executive Committee.

Section 2. Standing Committees and Other Committees. The Board shall establish Standing Committees and any other committees (collectively, "Committees"), as appropriate or necessary from time to time to pursue objectives of the Region. The Standing Committees shall include Board Development, Membership, Education, Programs, and Owners Committees. Additional Committees may include Legislative, Public Relations/Newsletter, and Design Professional Committees. The Board may establish such other Standing Committees or temporary committees, including but not limited to an audit committee, as it deems necessary. Each Committee shall have a Committee Chair who shall be accountable to the Board.

Section 3. Appointment and Term of Office. The Board shall appoint the Committee members and designate the Chairs. The term of office for Committee members shall correspond to the Region's Fiscal Year.

Section 4. Committee Membership; Limitations.

Section 4.1. General. No Regional Member shall serve on more than two Committees at any time. The Committee Chair shall determine the maximum number of members on each corresponding Committee.

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Section 4.2. Board Development Committee. The Board Development Committee shall consist of Region Members and include at least one Past President. The Board is encouraged to designate a Committee Chair of the Board Development Committee who has previously been a member of the Board Development Committee. The chair is not required to be a Board Member. Members of the Board Development Committee are limited to three one-year terms.

Section 4.3. Nominating Committee. The Nominating Committee shall consist of the current President, immediate Past President, Vice President, a Board Member whose term does not expire during the coming year, and a non-Board Member selected from the Regional Membership. The immediate Past President shall chair the Committee. The Committee shall confer sufficiently in advance of the Annual Meeting to recommend to the Board a slate of Board Member candidates to be presented to the Membership for election, as well as recommending Officers for Board consideration. The Committee Chair of the Board Development Committee shall be a member of the Nominating Committee.

Section 4.4. Owners' Committee. Membership on the Owners' Committee shall be recommended by the current Owners' Committee members, subject to approval of the Board.

Section 5. Policies and Procedures. Committees will plan and conduct their activities in accordance with the policies and procedures of the DBIA, and within the Charter and these Bylaws.

Section 6. Related DBIA National Committees. Each Committee Chair will be responsible for obtaining information regarding actions of the DBIA National Committee, that is most related to the function of the respective Regional Committee, and will become associated with that DBIA National Committee to represent Regional interests and leverage the National Committee resources to assist the Region.

Section 7. Planning. Each year, Committees will develop their plan of activities and make an associated budget request (with respect to each Committee, the "Committee Budget"). Upon review and approval of the Executive Committee and final approval of the Board, Committees will implement their activities within the approved Committee Budget amounts. Adjustments to Committee Budgets, which may in no event cause the corresponding Region Annual Budget to be exceeded, may be approved by the Executive Committee. The Executive Committee will notify the Board of such adjustments.

Section 8. Reports. Each Committee Chair will prepare and present a quarterly and annual report to the Board indicating progress made in implementing the Committee plan of activities. Oral reports shall be given at each Board meeting with handouts provided.

Section 9. Programs Committee. The primary duties of the Program Committee are as follows:

- (a) Plan and deliver programs that include topics of interest to the Region, provide frequent networking opportunities for the Regional Members, and further the interests of DBIA National.
- (b) Manage programs within the applicable Committee Budget.
- (c) Provide an adequate number of events to keep the Regional Membership engaged and interested in Regional activities.

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- (d) Provide programs throughout the Region in order to adequately support all areas within the Region.

Section 10. Membership Committee. The primary duties of the Membership Committee are as follows:

- (a) Support the Regional efforts to recruit persons as new Regional Members and retain existing Regional Members.
- (b) Regularly contact Regional Members to learn how the DBIA can better support them.
- (c) Review the membership retention reports from the DBIA and encourage DBIA Members who have dropped their membership to renew, especially Industry Partner companies.
- (d) Prepare lists of non-member companies and recruit them to become members of the DBIA.
- (e) Contact the DBIA individual members of potential Industry Partner companies and encourage them to upgrade their membership to Industry Partner status.

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Section 11. Board Development Committee. The primary duties of the Board Development Committee are as follows:

- (a) Identify individuals for membership of the Board based on the qualifying criteria and goals in Article VI. Section 1.
- (b) Recommend to the Nominating Committee prospective nominees for Board Members and officers.

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Section 12. Nominating Committee. The primary duties of the Nominating Committee are as follows:

- (a) Recruit Regional Members who may be good candidates for the Board, including candidates for Officers, Committee Chairs, and Chapter Chairs, considering the qualifying criteria and goals in Article VI. Section 1.
- (b) Recommend to the Board a slate of new Officers and Board Members in sufficient time for the Board to consider the nominees and present the slate to the Regional Membership.
- (c) Recommend persons as Committee Chairs and Chapter Chairs to the Board.

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Section 13. Education Committee. The primary duties of the Education Committee are as follows:

- (a) Act as the primary liaison between colleges and universities within the Region's Service Area.

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DESIGN-BUILD INSTITUTE OF AMERICA – WESTERN PACIFIC REGION
FIRST AMENDED AND RESTATED BYLAWS

- (b) Support the formation of student chapters at all major educational facilities within the Region's Service Area.
- (c) Present topics of interest to the student chapters.
- (d) Encourage student participation at Regional and DBIA National events.
- (e) Hold student design-build competitions to inform and encourage design-build education.
- (f) Support the addition of design-build curriculum at colleges and universities within the Region's Service Area.
- (g) Encourage and support faculty education in the use of design-build, including Regional support of attendance at annual design-build faculty meetings.

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Section 14. Owners Committee. The primary duties of the Owners Committee are as follows:

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- (a) Provide a forum where Owners can meet with other Owners to share design-build experiences and best practices.
- (b) Conduct periodic meetings of the Owners to present topics of interest and provide networking opportunities.
- (c) Encourage the use of design-build through presentations at Owner conferences and through personal contact.
- (d) Encourage Owner membership in the DBIA.

Article VIII. Officers.

Section 1. In General. The Region shall have persons serving in the officer positions set forth in Section 2 below and may have persons serving in the additional officer positions set forth in Section 3 below. Persons serving in such officer positions from time to time are hereby referred to as "Officers."

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Section 2. Required Officers. The Region shall have the following Officers:

- (a) An Executive Director;
- (b) A President;
- (c) A Vice President;
- (d) A Secretary; and
- (e) A Treasurer.

Deleted: **Terms of Office.** The term of office for Officers shall be one year from January through December by election, or until a successor shall be duly elected and takes office. The normal succession of officer positions is for the Treasurer and the Secretary to remain in office for up to term limits to maintain continuity; and the Vice Chairman to succeed the Chairman. The term for Committee Chairpersons and Chapter Chairpersons shall be from January through December. Chairman/President may serve no more than two (2) consecutive terms in one position assuming a replacement can be found. No Officer shall serve more than six (6) consecutive terms as an elected member of the Executive Committee. [13]

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Section 3. Additional Officers. The Region may have Officers, in addition to those specified in Section 2 above, as appointed by the Board from time to time and with such titles and duties and responsibilities as the Board may determine.

Section 4. Election; Eligibility; Terms of Office; Removal. The Executive Director shall be appointed and serve, and may be removed, according to the terms and conditions of Section 5 below. The President, Vice President, Secretary, and Treasurer shall be elected, serve and may be removed, according to the terms and conditions of Article VI, and this Article VIII. Officers shall be elected by the membership in accordance with Article VI, Section 1. Officers described in Section 3 above shall serve according to such terms and conditions as the Board may determine. Any Officer may be removed from office at any time by the affirmative vote of a majority of the Board Members in office whenever in their judgment the best interests of the Region would be served thereby.

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Section 5. Executive Director

Section 5.1. In General. The principal responsibility of the Executive Director is to administer the affairs and resources of the Region in the best interest of the Regional Membership and in accordance with the stated policies and directives of DBIA National. The Executive Director shall be selected by the Executive Committee and confirmed by the Board, and shall serve for such term and otherwise according to such terms and conditions as shall be set forth in a contract between the Executive Director and the Region as is negotiated by the Executive Committee and confirmed and ratified by the Board. The Executive Director reports to the President and to the Executive Committee. The Executive Director's duties may include, but are not limited to the items in Section 5.2 through Section 5.7 inclusive below, or as identified and spelled out in the Executive Director's contract with the Region. In case of conflict with the duties identified below, the Executive Director's contract with the Region shall govern.

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Section 5.2. Regional Governance. The Executive Director shall:

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- (a) Advise and assist the Board and Executive Committee in discharging their respective duties.
- (b) Keep the Executive Committee and Board, and Chapter Chairs, informed of developments, issues, and events affecting the interests of the Region, including policy, programs, budget, and office operations.
- (c) Attend and coordinate meetings of the Board and Executive Committee, including preparation of agendas and related information, minutes, and follow-up.
- (d) Provide resources, information and assistance to the Board, Executive Committee, Committees, Chapters, and other Regional volunteers or groups as needed in compliance with such priorities, budgets and policy guidelines as the Board may establish from time to time.
- (e) Perform other duties that may be assigned by the Board or Executive Committee.

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Section 5.3. Administrative Management. The Executive Director shall:

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- (a) Maintain organizational records in compliance with legal, regulatory, and Regional policies and guidelines.

- (b) Periodically evaluate procedures and equipment and report to the Board and Executive Committee in order to maintain an efficient, cost effective level of administrative service.
- (c) Maintain and distribute DBIA National's monthly membership information to the Board.
- (d) Support the Secretary with meeting minutes from meetings and other items of support as needed.
- (e) Support the President to provide quarterly and annual reports to DBIA National on Regional activities.
- (f) Formulate and issue notices, announcements, general news, and the like to the Regional Membership at the direction of the Executive Committee and Committees.

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Section 5.4. Financial Management and Budget. The Executive Director shall:

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- (a) Support the Treasurer in the fiscal and budgetary affairs of the Region in an accurate and efficient manner, including budget preparation, accounting, financial reporting, audit, and tax returns.
- (b) Support development of the Annual Budget in accordance with established policies and timeframes, and administer Regional resources according to the foregoing.

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Section 5.5. Membership Relations. The Executive Director shall:

- (a) Support the timely processing and maintenance of accurate membership records including interface with DBIA National staff and web site management.
- (b) Support the Membership Committee Chair to implement efforts to maximize membership recruitment and retention, and submit regular progress reports to the Executive Committee.
- (c) Respond promptly and courteously to Regional Member and DBIA Member requests for information.

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Section 5.6. Communications. The Executive Director shall:

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- (a) Manage and edit all general membership news publications including the newsletter, web site, and electronic bulletins within established scheduling, content, and design guidelines.
- (b) Maintain communications and promote positive relationships with the Regional Membership, associated professional and community organizations, DBIA National staff, the media, and individuals in order to accomplish such objectives as the Board may establish from time to time.

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- (c) Serve as spokesperson for the Region when the President or Vice President is unavailable, or when requested by the President.

Section 5.7. Programs and Services. The Executive Director shall:

- (a) Assist the Programs Committee with the development, implementation, and evaluation of programs and services to the Executive Committee and volunteer leadership.
- (b) Actively seek sponsors for programs and services.
- (c) Review and approve all forms and flyers sent out within the Region to ensure content accuracy.
- (d) Ensure that an event checklist with attachments is completed with every event within the Region's Service Area.
- (e) Perform advertising and registration services for Regional programs.

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Section 6. Primary Duties of Other Officers and Immediate Past President.

Section 6.1. President. In addition to serving as the Board President under Article VI. Section 1 above and serving on the Executive Committee under Article VII. Section 1, above, the President shall have the following duties:

- (a) Serve as the primary liaison between the Regional and Chapter leadership and the DBIA National office.
- (b) Represent the Region at DBIA National meetings and workshops, and present Regional issues in DBIA National forums.
- (c) Monitor and ensure the Region's adherence to DBIA National policies, the Charter and these Bylaws, and good administrative practices.
- (d) Schedule and preside over all Region meetings and events.
- (e) Be responsible for the financial and membership accounting of the Region to the DBIA.
- (f) Ensure that all Regional programs and activities are consistent with DBIA policies, goals, and objectives.
- (g) Adopt measures to ensure the proper and lawful use of the DBIA name, logo, copyrights and other registered marks in accordance with established procedures.
- (h) Provide the annual report to the DBIA of Regional activities.
- (i) Coordinate with other chairs of DBIA-sanctioned regions to make recommendations for consideration by the DBIA and/or evaluate actions being considered by the DBIA for adoption by such regions.

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Section 6.2, Vice President. In addition to service as described under Article VI. Section 1 above and serving on the Executive Committee under Article VII. Section 1 above, the Vice President shall have the following duties:

- (a) Perform the duties of the President in the absence or incapacity of such person.
- (b) Act as liaison between the Region and local and state officials.
- (c) Act as primary liaison to the Chapters within the Region.
- (d) Recruit new members to the DBIA and the Region.
- (e) Develop and manage the standing and *ad hoc* Committees; review their charges and scope of activities; oversee development of the Committee activities, objectives, strategic plans, and budgets; and monitor general progress of their activities.

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Section 6.3, Secretary. In addition to serving on the Board under Article VI. Section 1, the Secretary shall have the following duties to be undertaken in coordination with the Executive Director:

- (a) Maintain these Bylaws and all approved changes thereto, and participate in Executive Committee consideration of proposed Bylaw changes.
- (b) Create and maintain records of Regional meetings and correspondence in coordination with the Executive Director.
- (c) Maintain the Region's formal documentation such as the Articles, the Charter, DBIA authorizations of the Region, these Bylaws, Committee charges, Board and Committee Reports, national DBIA reports, and the like.
- (d) Prepare and issue minutes and maintain documentation of Board meetings, Executive Committee meetings, Regional Membership meetings, and other events that need to be documented including approved decisions and actions in coordination with the Executive Director.
- (e) Formulate and issue notices, announcements, general news, and the like to the Regional Membership.
- (f) Submit the Charter for renewal by the DBIA Board of Directors.
- (g) Maintain the historical record of the Region, including copies of media articles, public releases, and the like.
- (h) Coordinate with the DBIA on administrative matters affecting the Region.

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Section 6.4, Treasurer. In addition to serving on the Board under Article VI, Section 1 above and serving on the Executive Committee under Article VII, Section 1 above, the Treasurer shall have the following duties:

- (a) Assess authorized Regional dues and manage the receipt of DBIA dues rebates and revenue disbursements to the Region.
- (b) Authorize and sign all disbursements of Regional funds, and obtain prior approval of the President or, in his or her absence, the Vice President for disbursements over a specified delegated amount or of certain types as established by the Executive Committee.
- (c) Support all Chapters within the Region with regard to their financial affairs, and not discriminate between the Chapters and/or the Region in doing so.
- (d) Approve all budgets for authorized events and review the status of events periodically to ensure the events stay on budget, and support authorized events with funding as required.
- (e) Monitor revenue and expenses, and maintain Regional financial records.
- (f) Maintain Regional bank and investment accounts.
- (g) Prepare Annual Regional budget proposals, with input from Officers, Committee Chairs, Chapter Chairs, the Executive Director, and others as may be required, and present such proposal to the Executive Committee for approval and the Board for concurrence.
- (h) Prepare required DBIA financial reports as required by DBIA National.
- (i) Report Regional financial status to the Executive Committee and the Board.
- (j) Obtain and maintain such insurance as may be required by these Bylaws and/or Executive Committee decisions.
- (k) Prepare; or causes to be prepared, and submit all corporate, tax and financial reports, including payment of fees, as required by state and federal agencies.
- (l) Obtain Regional financial audits as required by DBIA National, and provide a copy of such audits to DBIA National and the Board.
- (m) Coordinate with DBIA National on Regional financial matters.

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Section 6.5, Immediate Past President. In addition to serving on the Board under Article VI, Section 1 above, the immediate Past President shall have the following duties:

- (a) With input from Officers, Board Members, Committee Chairs, and other Members, develop or update the Regional Strategic Plan, and present the Strategic Plan for approval by the Executive Committee and to the Board for their review, approval and support.
- (b) Assist the President, as requested, to lead special task forces and/or provide leadership and support special issues with DBIA National.
- (c) Chair the Nominating Committee, with other Regional Members selected by the Nominating Committee Chair, to develop slates of candidates for election or appointment to Officer, Board, and Committee Chair positions.

Article IX. Chapters within the Region

Section 1. Definition of Chapter. A "Chapter" shall be any population center and geographic area within the Region's Service Area as approved by the Executive Committee and ratified by the Board. The boundaries of Chapters may be modified periodically to meet the needs of the Regional Membership and the Region.

Section 2. Chapter Chair. The Board shall be responsible for appointing Chapter Chairs, as nominated by the area of the Chapter when new and as recommended by the Nominating Committee going forward.

Section 3. Chapter Chair Primary Duties. Each Chapter Chair, in addition to serving on the Board under Article VI, Section 1, above, shall have the following duties and responsibilities in coordination with the Executive Committee:

- (a) Serve as the primary liaison between the Regional leadership and the Regional Members in the applicable Chapter.
- (b) Develop a strategic plan for the applicable Chapter to further develop and promote design-build and membership in the DBIA.
- (c) Develop a steering committee to help organize and execute activities within the applicable Chapter.
- (d) Promote membership growth and development within the applicable Chapter, and within the Region and the DBIA in general.
- (e) Keep abreast of governmental and legislative issues affecting design-build in the applicable Chapter.
- (f) Conduct events and programs within the applicable Chapter with assistance from the Program Committee.
- (g) Support DBIA national education programs.
- (h) Develop, nourish, and support Regional activities in the applicable Chapter through encouraging new membership, and assisting various Committee activities including programs, educational liaisons, legislative activities, Owner programs and the like.

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- (i) Coordinate with existing members in the applicable Chapter to receive their input and encourage member participation in Regional activities.
- (j) Develop and oversee Regional activities within the defined Chapter.
- (k) Report to the Executive Committee for budget, policy and administrative purposes.
- (l) Assist and support Committee activities in the applicable Chapter where such Chair can provide support, and keep the Executive Committee, Board, and Committees informed of related activities in the specific geographic that are of interest to those Committees.

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Section 4. Chapter Steering Committee. Each Chapter Chair will be encouraged to develop a local steering committee of interested and supportive Regional Members in the applicable Chapter to assist such Chair in developing and carrying out Regional activities, (a "Steering Committee"). The Chapter Chair will be encouraged to have certain Steering Committee members designated as part of Committee(s) so that initiatives and activities of the Chapters and Committees can be mutually leveraged and enhanced. Each Chapter Chair, and his or her Steering Committee shall develop and lead Regional activities in the applicable Chapter geographic area where there is sufficient interest and support.

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Section 5. Policies and Procedures. In carrying out their responsibilities, Chapter Chairs will acquaint themselves with DBIA National and regional policies and procedures, make Steering Committee members aware of such policies and procedures, and always act in accordance with such policies and procedures in representing the DBIA and the Region.

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Article X. Finance

Section 1. Fiscal Year. The fiscal year of the Region shall be January 1 through December 31, (the "Fiscal Year").

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Section 2. Financial Procedures. The Region will conduct its financial operations and maintain its financial records in accordance with generally accepted accounting standards and principles. The Region may use its funds to employ part time or full time financial services necessary to meet this requirement. All disbursements by the Region must be signed by the Treasurer or, in his or her absence, by the President or Vice President. Disbursements above a certain amount and/or of a certain type, as established by the Executive Committee, must have prior approval of the President or, in his or her absence, the Vice President, and follow the financial procedures established by the Executive Committee.

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Section 3. Tax Exempt Status. The tax-exempt status of the Region has been established and is maintained by the DBIA Group Exemption. The Region shall not engage in activities that violate the provisions of Code section 501(c)(6) pertaining to business leagues, comparable state or local tax laws, or the DBIA Group Exemption.

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Section 4. Corporate Filings. The Treasurer shall file all corporate and tax reports and pay fees required by federal and applicable state agencies. The Region is required to provide all requested financial records to the DBIA in accordance with established guidelines and schedules.

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Section 5. Budget. The annual budget of the Region for a Fiscal Year ("Annual Budget") shall be developed by the Treasurer, with input from the Officers, Committee Chairs, Chapter

Chairs, and others. The Treasurer shall present the proposed Budget to the Executive Committee for its review and approval and, subsequently, to the Board for its final approval. The Annual Budget for a Fiscal Year shall be approved by the Board no later than December 31st of the Region's immediately-prior Fiscal Year. During the Fiscal Year to which an Annual Budget pertains, and as may be required, amendments to such Annual Budget may be proposed by the Executive Committee and submitted to the Board for its consideration and approval.

Section 6. Audits. The Treasurer shall cooperate with the DBIA to obtain independent audits of the Region's financial records, when required by the DBIA. A copy of the auditor's financial report shall be provided to the Board and the DBIA National Board of Directors.

Section 7. Beneficiary of Assets. Should the Region be dissolved for any reason, the assets of the Region shall, after payment of all just debts, be transferred, without restriction, to DBIA National.

Article XI. Indemnification.

Section 1. Indemnified Persons. For purposes of these Bylaws, "Indemnified Persons" include and are limited to the following persons, without duplication: Board Members; Executive Committee Members; the Executive Director, and other Officers; Committee Chairs; Chapter Chairs; members of Committees; employees of the Region; and other persons who may from time to time be designated by the Executive Committee to perform official duties on behalf of the Region.

Section 2. Indemnification. An Indemnified Person shall be indemnified by the Region against all reasonable expenses and liabilities, including attorney fees, reasonably incurred or imposed upon such Indemnified Person, in connection with any proceeding to which such Indemnified Person may be made a party, or in which such Indemnified Person may become involved, by reason of serving or having served in one or more capacities set forth in Section 1, above, except in such cases wherein such Indemnified Person is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Indemnified Person may be entitled.

Section 3. Insurance. The Region shall purchase liability insurance to cover Board members and Officers carrying out the business of the Region, unless voted otherwise by the Board, on an annual basis. Such insurance may be purchased for the Region by DBIA National. The Region shall also purchase comprehensive general liability insurance in order to protect the Region from general liability.

Article XII. Dissolution

The Region may be dissolved by revocation of, or failure to renew, the Charter by the DBIA National Board of Directors, or upon request of the Board with the approval of the DBIA National Board of Directors.

Article XIII. Amendments

Section 1. By the Board. Subject to the limitations in Section 7150 of the California Corporations Code, the Board may adopt, amend or repeal these Bylaws by two-thirds approval by all the Board Members present at a meeting where a quorum has been established. The Board Member proposing the amendment shall provide written notice of the proposed amendment at least fifteen days prior to said meeting.

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Section 2. By the Regional Membership. Amendments to these Bylaws, in conformity with these Bylaws and policies of the DBIA, may be proposed to the Board by any voting Member in good standing, at least 60 days prior to any Annual or Regular Meeting at which the proposal is to be considered by the Regional Membership. Amendments so proposed must be submitted to and approved by a majority vote of the Board at a meeting where a quorum has been established. The notice shall include the proposed amendment and reasons for the recommended change.

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Section 3. By DBIA National. Amendments to these Bylaws applicable to all chartered DBIA regions may be proposed by a majority vote of the DBIA National Board of Directors, subject to approval by the Board and a determination that the proposed amendments are consistent with applicable law.

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Section 4. Transition Period. During a Transition Period from January 1, 2022 to December 31, 2024, the provisions of this Article XII. Section 4 shall apply in lieu of any provisions to the contrary in Article VI. Section 1, Article VI. Section 4 and Article VII. Section 1. During the Transition Period:

- (a) Five Board Members will be elected to one-year terms each year, so as to allow for staggered three-year terms once the Transition Period has ended. All other Board Members shall serve one-year terms.
- (b) The President shall be subject to a 10-year term limit as an Officer, other Officers shall be subject to a seven-year term limit, and the Officers shall not be subject to the term limits applicable to Board Members.
- (c) The succession plan in Article VI. Section 1 shall be modified as follows with respect to the 2021 Officers. In 2022, the Vice President so designated by the Nominating Committee shall become the President, and the remaining two Vice Presidents shall continue to serve in the office of Vice President. In 2023, the Vice President so designated by the Nominating Committee shall become the President, and the other Vice President shall continue to serve in the office of Vice President. In 2024, the remaining Vice President shall become the President. During the Transition Period, each individual serving in the office of the Vice President shall be a member of the Executive Committee.

Appendix A

“Advisory Board” is as defined in Article VI. Section 1 of the Bylaws.

“Annual Budget” is as defined in Article X. Section 5 of the Bylaws.

“Annual Meeting” of the Regional Members is as defined in Article IV. Section 1 of the Bylaws.

“Articles” is as defined in Article I. Section 3 of the Bylaws.

“Board” is as defined in Article VI. Section 1 of the Bylaws.

“Board Members” means persons who are members of the Board.

“Bylaws” are as defined in Article I. Section 1 of the Bylaws.

“Chapter” is as defined in Article IX. Section 1 of the Bylaws.

“Chapter Chair” is as defined in Article IX. Section 2 of the Bylaws.

“Charter” is as defined in Article I. Section 2 of the Bylaws.

“Code” means the Internal Revenue Code of 1986.

“Committees” is as defined in Article VII. of the Bylaws. For avoidance of doubt, the Executive Committee shall not be considered a “Committee” for purposes of the Bylaws.

“Committee Budget” is as defined in Article VII. Section 7 of the Bylaws.

“Committee Chair” is as described in Article VI. Section 1 and Article VII. of the Bylaws.

“DBIA” or “DBIA National” is as defined in Article I. Section 2 of the Bylaws.

“DBIA Board of Directors” or “DBIA National Board of Directors” means the board of directors of DBIA National (as distinguished from the regional Board).

“DBIA Group Exemption” is as defined in Article I. Section 3 of the Bylaws.

“DBIA Members” or “DBIA National Members” means persons who are members in the DBIA under the DBIA National Bylaws and the DBIA’s other policies and procedures (as distinguished from Regional members).

“DBIA National Bylaws” are as defined in Article I. Section 2 of the Bylaws (as distinguished from these Bylaws).

“Electronic Ballot” is as defined in Article V. Section 8 of the Bylaws.

“Education Committee” is as defined in Article I. Section 1 and Article VII. Section 13 of the Bylaws.

“Electronic Communication” is as defined in Article V. Section 7 of the Bylaws.

“Executive Committee” is as defined in Article VII. Section 1 of the Bylaws.

“Executive Committee Member” means a member of the Executive Committee.

“Executive Director” is as defined in Article VIII. Section 5 of the Bylaws.

“Fiscal Year” is as defined in Article X. Section 1 of the Bylaws.

“Indemnified Persons” is as defined in Article XI. Section 1 of the Bylaws.

“Industry Partner” means a company that has an organizational membership in DBIA.

“Membership Committee” is as defined in Article VII. Section 10 of the Bylaws

“Nominating Committee” is as defined in Article VII. Section 12 of the Bylaws.

“Officers” is as defined in Article VIII. of the Bylaws.

“Owner” is as defined in Article II. Section 2(b) of the Bylaws.

“Owners Committee” is as defined in Article VII. Section 14 of the Bylaws

“President” is as defined in Article VIII. Section 6.1 of the Bylaws.

“Programs Committee” is as defined in Article VII. Section 9 of the Bylaws.

“Region” is as defined in Article I. Section 1 of the Bylaws.

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DESIGN-BUILD INSTITUTE OF AMERICA – WESTERN PACIFIC REGION
FIRST AMENDED AND RESTATED BYLAWS

“Region Members” or “Regional Membership” means persons who are members in the Region under these Bylaws and the Region’s other policies and procedures (as distinguished from DBIA Members).

“Regional” (whether capitalized or lower cased) means of, regarding, or in connection with the Region.

“Past President” means each person who was formerly the President of the Region.

“Regular Meetings” of the Regional Membership is as defined in Article IV. Section 2 of the Bylaws.

“Secretary” is as defined in Article VIII. Section 6.3 of the Bylaws.

“Service Area” is as defined in Article I. Section 4 of the Bylaws.

“Special Meeting” is as defined in Article VI. Section 9.1 of the Bylaws.

“Standing Committees” is as defined in Article I. Section 1 of the Bylaws. For avoidance of doubt, the Executive Committee shall not be considered a “Standing Committee” for purposes of the Bylaws.

“Steering Committee” with respect to a Chapter is as defined in Article IX. Section 4 of the Bylaws.

“Strategic Plan” is as defined in Paragraph “aError! Reference source not found.” of Article VI. Section 3 of the Bylaws.

“Transition Period” is as defined in Article XIII. Section 4 of the Bylaws.

“Treasurer” is as defined in Article VIII. Section 6.4 of the Bylaws.

“Vice President” is as defined in Article VIII. Section 6.2 of the Bylaws.

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CERTIFICATION

I hereby certify that I am the President of Design-Build Institute of America—Western Pacific Region (the "Corporation") and that the foregoing First Amended and Restated Bylaws are the Bylaws as approved by a majority vote of the Board of Directors of the Corporation and the National Board of Directors of the Design-Build Institute of America, and duly approved by the Corporation's membership at a meeting duly held and conducted, and that these Bylaws have not been amended or modified since that date.

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Date: _____, 202_____

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_____, President

, membership-based organization, promotes and encourages the growth of the design-build project delivery process, and seeks improvement of the industry through the utilization of fully integrated services in the designing, building, financing and operating of constructed projects. DBIA supports the development of affiliated Regions and Chapters to broaden its impact and increase opportunities for member participation.

Name. The name of this organization shall be the

." Governing Authority. The Region, including its respective Chapters, is incorporated

Notice of Meetings. Notice of the Annual meetings shall be sent to all Regional members at least thirty (30) days prior to the meeting date.

Regional Meetings.

Section 1.

Board of Directors

Governance of Board of Directors.

events shall be prepared by the Regional Secretary or his or her designee and maintained for the administrative record and for preparing annual reports to DBIA.

No Proxy. Voting rights

Rules. All meetings of the Board, Executive Committee and Region shall be conducted in accordance with the parliamentary procedure of Robert's Rules of Order (Revised).

Action without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or the Executive Committee may be taken without a meeting, if all members of the Board or Executive Committee, as the case may be, consent thereto in writing, and such writing or writings are filed with the minutes of proceedings of the Board or Executive Committee. Members of the Board or Executive Committee shall be permitted to consent to such actions by e-mail provided the email indicates that an original signature has been mailed for inclusion with the records of the Board or Executive Committee.

Participation in Meetings of the Board by Telephone. Any member of the Board may participate in a meeting of such body by, or the meeting may be conducted through, the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member of the Board participating in a meeting by this means is deemed to be present in person at the meeting and shall be entitled to vote on all matters brought before such body.

Governance of the Executive Committee. The Operating body of the Region shall be the Regional Executive Committee consisting of the six (6) Regional Officers: the President, Senior Vice President, Vice President, Secretary, and Treasurer, and Owners Committee Director – all voting members.

The immediate Past President shall serve as ex officio, voting members of the Executive Committee, and the Executive Director shall serve as ex officio non-voting members of the Executive Committee. Additional non-voting members of the Executive Committee may be selected by the Executive Committee and approved by the Board as deemed necessary to carry out the business, activities, and programs of the Region.

Governance of

Section 2.

Reports. Committee Chairpersons will prepare and present a quarterly and annual report to the Regional Board of Directors, which indicates their progress in implementing the Committee plan of activities. Verbal reports with handouts shall be given at each Board Meeting.

Executive Committee Meetings. Meetings of the Executive Committee shall be held at least bi-monthly, but preferably monthly, at the call of the President. A majority of the voting members of the Executive Committee constitutes a quorum for conducting Regional business. Unless otherwise provided for in these Bylaws, an action by the Executive Committee shall be valid if such action is affirmatively passed by a majority of those members of the Executive Committee present and voting. It is the intent of the Region to conduct Board meetings for most action items but the Executive Committee can also meet separately to address issues which arise and need resolution before the next scheduled Board meeting.

Notice of Meetings. Notice of all Executive Committee meetings shall be given no less than seven (7) days prior to the date a meeting is held unless such notice is waived by vote of those members participating at the meeting.

Records of All Meetings. Minutes of all Board, Executive Committee and Regional meetings and events shall be prepared by the Regional Secretary or his or her designee and maintained for the administrative record and for preparing annual reports to DBIA.

No Proxy. Voting rights of a member of the Board, Executive Committee and/or Region shall not be delegated to another person nor may any member of the Board, Executive Committee or Region exercise such rights by proxy.

Rules. All meetings of the Board, Executive Committee and Region shall be conducted in accordance with the parliamentary procedure of Robert's Rules of Order (Revised).

Action without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or the Executive Committee may be taken without a meeting, if all members of the Board or Executive Committee, as the case may be, consent thereto in writing, and such writing or writings are filed with the minutes of proceedings of the Board or Executive Committee. Members of the Board or

WESTERN PACIFIC BYLAWS – FOR NATIONAL APPROVAL 07/11/07

Executive Committee shall be permitted to consent to such actions by e-mail provided by e-mail provided the email indicates that an original signature has been mailed for inclusion with the records of the Board or Executive Committee.

Participation in Executive Committee Meetings by Telephone

Section 3.

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member of the Board or Executive Committee may participate in a meeting of such body by, or the meeting may be conducted through, the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member of the Board or Executive Committee participating in a meeting by this means is deemed to be present in person at the meeting and shall be entitled to vote on all matters brought before such body.

Primary Duties of the Committees Committee

Section 4.

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use of design-build.

Actively monitor new legislation within the Region that may limit or erode the use of design-build, and organize efforts to oppose this legislation.

Be a liaison with owner and industry groups to inform them of design-build legislation within their state and local governments, and garner support for such legislation.

Select a point person in each state within the Region that can support legislative efforts in cooperation with the Regional Legislative

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Chairpersons for appointment to the Regional Board.

Conduct the actual election activity and publish results

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Public Relations/Newsletter Committee.

Coordinate with newspapers and publications within the Region to place advertisements for programs and articles of interest to design-build practitioners.

Prepare a newsletter for the Region to keep the membership informed of news and events.

Provide press releases to local newspapers and publications for major activities within the Region.

Owners Committee.

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Terms of Office. The term of office for Officers shall be one year from January through December by election, or until a successor shall be duly elected and takes office. The

normal succession of officer positions is for the Treasurer and the Secretary to remain in office for up to term limits to maintain continuity; and the Vice Chairman to succeed the Chairman. The term for Committee Chairpersons and Chapter Chairpersons shall be from January through December. Chairman/President may serve no more than two (2) consecutive terms in one position assuming a replacement can be found. No Officer shall serve more than six (6) consecutive terms as an elected member of the Executive Committee.

Eligibility. To be eligible for nomination, election, or service as an Officer, the individual must be a member in good standing of DBIA and the Region.

Nominations and Elections. The succession plan is based upon the Vice Chairman being the Chairman Elect. The Chairman, Vice-Chairman, Secretary, and Treasurer shall be elected to the Board by the Regional membership. The Regional Chairman, Vice-Chairman, Secretary, and Treasurer shall be the four (4) Regional Officers serving as President, Vice-President, Secretary, and Treasurer of the Regional Executive Committee respectively. The Committee Chairpersons and Chapter Chairpersons shall be appointed to the Board by the Regional Executive Committee (the "Executive Committee").

Position Vacancies. The Executive Committee may declare a vacancy in any Board seat or elected office other than the office of Chairman/President, as the result of a resignation, ineligibility or incapacity to serve. The President shall fill such vacancy by appointment until the next Annual Meeting of the Region, with the majority consent of the remaining elected members of the Executive Committee. A vacancy in the office of the Chairman/President as the result of resignation, ineligibility or incapacity to serve shall be filled automatically in succession by the Vice Chairman/Vice President, Secretary or Treasurer, in that order. The Treasurer-Elect shall assume the responsibilities of the Treasurer. The Executive Committee shall fill any vacancy in the Chairperson of any Committee.

Removal from Office.

Failure to Attend Meetings of the Board. Any Member of the Board who misses three (3) Board meetings during a twelve (12) month period (attending by phone is acceptable) shall be removed from the Board, unless excused for special circumstances by the Executive Committee. Each year the Executive Committee will review Board Members activity prior to the annual meeting and present either acceptance of performance or flag for discussion particular board members who have become inactive or are otherwise not fulfilling their obligations and expectations as a board member.

Removal for Cause. An Officer, Committee Chairperson, or Chapter Chairperson may be removed for cause with the unanimous consent of the remaining Members of the Board, following official notification to such individual and thirty (30) days during which such individual, at a meeting of the Board, shall be given the opportunity to demonstrate as to why he or she should not be removed. After the individual has presented their reasoning for not being removed, the Board shall issue a written decision to the individual within 10 days.

Primary Duties of the Regional

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of the Regional Executive Committee.
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Serves as Vice Chairman of the Board of Directors and Vice-President of the Regional Executive Committee.

Acts

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Serves as Vice Chairman of the Board of Directors and Vice-President of the Regional Executive Committee.

Acts

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Serves as Secretary of the Board of Directors and the Regional Executive Committee.
Maintains the current Regional

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Serves as Secretary of the Board of Directors and the Regional Executive Committee.
Maintains the current Regional

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Serves as Secretary of the Board of Directors and the Regional Executive Committee.
Maintains the current Regional

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submits all corporate, tax and financial reports, including payment of fees, as required by state and federal agencies.

Obtains Regional financial audits as required by DBIA National, and provides a copy of such audits to DBIA National and the Regional Board.

Coordinates with DBIA National on Regional financial matters.

The Regional Treasurer (Treasurer of the Board):

Serves as Treasurer of the Board of Directors and the Regional Executive Committee.

Assesses authorized Regional dues and manages the receipt of DBIA dues rebates and revenue disbursements to the Region.

Authorizes and signs all disbursements of Regional funds, and obtains prior approval of the President or, in his absence, the Vice-President for disbursements over a specified delegated amount or of certain types as established by the Executive Committee.

The Treasurer supports all Chapters within the Region and does not discriminate between the Chapters and or The Region.

Approves all budgets for authorized events and reviews the status of events periodically to ensure the events stay on budget. Supports authorized events with funding as required.

Monitors revenue and expenses, and maintains Regional financial records.

Maintains Regional bank and investment accounts.

Prepares Annual Regional budget proposals, with input from Officers, Committee Chairpersons, Chapter Chairpersons, Executive Director, and others as may be required, and presents such proposal to the Executive Committee for approval and the Regional Board for concurrence.

Prepares required DBIA financial reports as required by DBIA National.

Reports Regional financial status to the Executive Committee and the Board of Directors.

Obtains and maintains insurances required by the Regional Bylaws and Executive Committee decisions.

Prepares; or causes to be prepared, and submits

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Chapter Chairperson.

In coordination with the Executive Committee, each Chapter Chairperson shall:

Be the primary liaison between the Regional leadership and the DBIA members in their Chapter.

Develop a strategic plan for their Chapter to further develop and promote design-build and membership in DBIA.

Develop a steering committee to help organize and execute activities within their Chapter.

Promote membership growth and development within their Chapter and in DBIA in general.

Keep abreast of governmental and legislative issues affecting design-build in their Chapter.

Conduct events and programs within their Chapter with assistance from the Regional Region Committees.

Support DBIA National Education Programs

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Adopted this _____ day of _____, 20__.

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