

BYLAWS

OF

ASSOCIATED BUILDERS & CONTRACTORS, INC.

WESTERN MICHIGAN CHAPTER

A Chapter of Associated Builders & Contractors, Inc.

1/2009

I N D E X

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OF
ASSOCIATED BUILDERS & CONTRACTORS, INC., WESTERN MICHIGAN CHAPTER
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ARTICLE I

NAME AND PURPOSES

Section 1: Name. This Association shall be known as the "Associated Builders & Contractors, Inc., Western Michigan Chapter."

Section 2: Purposes. The purposes for which this Association is formed and the business and objects to be carried on and promoted by it are as follows:

- A. To encourage, develop and protect the building and construction industries.
- B. To promote goodwill and confidence among the builders, contractors and suppliers and between the builders, contractors and suppliers and the general public.
- C. To promote the general welfare of the members; to encourage the highest efficiency and adherence to ethical standards in the building and construction industry.
- D. To bring into one organization the builders, general contractors, construction managers, subcontractors, suppliers and other members of the building and construction industry, as well as members of allied or related businesses or industries, so that by frequent meetings and full and frank interchanging of views, they may secure such intelligent unity and harmony in every phase of their labor as will elevate the opinion of industry in all matters to the end that the industry may receive the respect and support within its own ranks and from the community to which its honorable history and great achievements entitle it.
- E. To do all and everything necessary, suitable and proper, including to lend assistance to one another and to take joint action as an association, for the accomplishment of the purposes and objects expressed in these bylaws.

Section 3: Affiliation. In furtherance of the purposes and objects expressed in these bylaws, this Association may, by appropriate action of its membership, affiliate, on whatever basis the membership may determine, with another organization or other organizations similarly dedicated. The Association is presently and it is contemplated that it will remain a Chapter of the Associated Builders and Contractors, Inc., of Michigan and a Chapter of the Associated Builders and Contractors, Inc.

ARTICLE II

MEMBERSHIP

Section 1: Eligibility for Regular membership. Any person, firm, or corporation engaged in the construction industry as a general contractor, construction manager, subcontractor, or supplier and subscribing to the following Code of Ethics is eligible to become a Regular member of this Association:

- A. To maintain a standard of performance consistent with the owner's best interest and my obligations.
- B. To quote only realistic prices and completion dates and perform accordingly.
- C. To cooperate to the fullest extent with the Architect and/or Engineer and other agents of the owner toward fulfillment of the contract undertaken.
- D. To solicit and accept bids and/or quotations only from firms who subscribe to the principles of this Code of Ethics.
- E. To make all payments promptly within the terms of the contract.
- F. To observe and foster the highest standards of safety and working conditions for employees.
- G. To establish realistic wage schedules for employees commensurate with their ability so that they may enjoy the dignity to which they are entitled.
- H. To participate actively in the training of skilled craft persons for the purpose of having such skilled craft persons available to members of this Association.

Section 2: Eligibility for Supplier membership. Any person, firm or corporation engaged in a business related to the construction industry which furnishes material or supplies to the construction industry and which furnishes materials or supplies to the construction site but which does not place or install said materials and subscribing to the Code of Ethics of this Association may, at its option, become a Regular member or a Supplier member.

Section 3: Eligibility for Associate Membership. Any person, firm, or corporation engaged in a business or profession allied or related to the construction industry, or which provides equipment or services to a construction site which does not become a permanent part of said site, or where the person, firm or corporation is a National firm, and subscribing to the Code of Ethics of this Association shall be eligible to become an Associate member.

Section 4: Eligibility for Sustaining Membership. Any person, firm, or corporation engaged in a business that is indirectly related to the construction industry or that is related by membership to an existing member firm, and subscribes to the Code of Ethics of this Association may become a Sustaining Member. A Sustaining member will be eligible for such or programs and services as the Board of Directors shall approve, but will be ineligible to vote or hold an elective office. The dues charged for this category of membership will be established by the Board of Directors annually.

Section 5: Application. Application for Regular, Supplier, Associate, or Sustaining membership in this Association shall be directed in writing to the Secretary upon a form approved by the Board of Directors. Upon approval of such application by the Board of Directors, the applicant shall be deemed elected to the membership for which application was made.

Section 6: Membership in Other Associations. Any member of this Association may at any time also become a member of any other association similarly dedicated. The Association may require as a condition of membership that its members become members of any organization or organizations with which this Association might become affiliated, pursuant to Article 1, Section 3.

Section 7: Termination. Membership in this Association shall terminate:

- A. By resignation in writing to the Secretary-Treasurer, who shall present such notice to the Board of Directors at the next meeting held following the Secretary-Treasurer's receipt of said resignation.
- B. Through non-payment of dues or other charges assessed to the membership. In any case where a member's dues or assessments are not paid within thirty (30) days after they are payable, the Secretary-Treasurer may, if directed by the Board of Directors, give any delinquent member written notice of such delinquency. If any delinquent payment is not received within thirty (30) days after said notice is given, the Board of Directors shall order the Secretary-Treasurer to notify such delinquent member that it has been dropped from the roster of members of the Association.

- C. By suspension or expulsion for violation of these Bylaws of the Association or of any agreement, rule or practice properly adopted by the membership or by the Board of Directors. A written statement of the charges giving rise to consideration of suspension or expulsion of a member shall be mailed by certified mail, by the Secretary-Treasurer, to the member at least thirty (30) days before any action may be taken. Suspension or expulsion shall require a two-thirds (2/3) vote of the entire membership of the Board of Directors.
- D. By dissolution of this Association. The right of a member to vote and all other rights and privileges, including all property rights, shall cease upon termination of the membership.

Section 8: Reinstatement. Any member may be reinstated by the Board of Directors under such conditions as the Board may determine.

ARTICLE III

VOTING BY MEMBERSHIP

Section 1: Voting Rights. At all meetings of the members of this Association, each Regular, Supplier, or Associate member shall be entitled to one (1) vote in person or by proxy. A Sustaining member shall not be entitled to vote.

Section 2: Eligibility List. At each meeting of the members of the Association, the Secretary-Treasurer shall present a list of all members and shall certify that the members who are on this Eligibility List may cast their votes at such meeting.

Section 3: Quorum. Ten percent (10%) of the members entitled to vote at such meeting, present in person, in the person of a designated representative, or by proxy, shall constitute a quorum at any meeting of this Association.

Section 4: Proxy. A member entitled to vote at a meeting of members of the Association may authorize any person, including an officer of the Association, to act for the member by proxy. No proxy shall be deemed operative unless and until signed by the member or its authorized agent or representative.

Section 5: Method of Voting. All voting on any question before a meeting of the members shall be by roll call of members present in person or by proxy, except that at the discretion of the Chair of the Meeting, a voice vote may be taken, provided, however, a roll call vote shall be taken if any member rises to doubt the ruling of the Chair as to affirmative or negative majority on any question.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1: Annual Meeting. The Annual Meeting of the members of this Association shall be held at such time and place as shall be designated by the Board, one of the purposes of which shall be the election of Directors.

Section 2: Notice of Annual Meeting. At least ten (10) days prior to the date of the Annual Meeting, written notice of the time and place of such meeting shall be mailed by the Secretary-Treasurer to all members of the Association.

Section 3: Regular Meetings. The Board of Directors shall establish a schedule of regular meetings of the membership, to be held at a uniform time and on a consistent day.

Section 4: Special Meetings. A special meeting of the members may be called by the Board Chair, at his/her discretion, and shall be called by the Board Chair upon the written request of a majority of the Board of Directors or upon the written request of five (5) or more members; provided however, that in all such cases, the request must specify the object of such meeting. Notice of a special meeting shall be mailed by the Secretary-Treasurer to each member at least five (5) business days prior to the date of such meeting.

Section 5: Right to Attend. No person other than a member shall be admitted to any meeting of the members of the Association, except with the permission of the presiding officer of such meeting.

Section 6: Order of Business and Parliamentary Procedure. At all meetings of the membership, the order of business and all parliamentary procedure shall be determined by Roberts' Rules of Order. Such order of business may be altered or suspended by the presiding officer of the meeting, after debate and vote on a motion to alter or suspend.

ARTICLE V
BOARD OF DIRECTORS

Section 1: Number and Terms of Directors.

- (a) The Board of Directors of the Association shall be composed of at least twelve (12) members, who shall be elected by the members of the Association.
- (b) To insure geographical representation:
- (1) One (1) member of the Board of Directors must have his/her main office located in Kent County;
 - (2) One (1) member of the Board of Directors must have his/her main office located in one (1) of the following counties: Ionia, Mecosta, Montcalm, Muskegon, Newaygo, Oceana, or Ottawa; and
 - (3) One (1) member of the Board of Directors must have his/her main office located in one (1) of the following counties: Allegan, Barry, Berrien, Calhoun, Cass, St. Joseph, Kalamazoo, or Van Buren.
 - (4) One (1) member of the Board of Directors must have his/her main office located in one (1) of the counties covered by the designation Northern Michigan Region.
- (c) At the first meeting of the Board of Directors held after the adoption of this amendment which increases the number of Directors from nine (9) to twelve (12), the three Directorships described in Section I (b) above shall be filled by the affirmative vote of a majority of the present Directors for a term of office continuing until the next election of Directors by the members.
- (d) At the next Annual Meeting of the members held after the four Directorships described in Section I(b) above are filled by appointment, the Directors for those four Directorships shall be elected for the following initial terms:
- (1) The Director designated for Kent County shall be elected for an initial one (1) year term;

- (2) The Director designated for Ionia, Mecosta, Montcalm, Muskegon, Newaygo, Oceana and Ottawa Counties shall be elected for an initial two (2) year term; and
- (3) The Director designated for Allegan, Barry, Berrien, Calhoun, Cass, St. Joseph, Kalamazoo, and Van Buren Counties shall be elected for an initial three (3) year term.
- (4) The Director designated for the area called the Northern Michigan Region shall be elected also for an initial three (3) year term.
- (e) All members of the Board of Directors shall serve for a term of three (3) years or until their successors are elected and qualified, except for the initial terms specified for the four Directorships in Section I (d) above.
- (f) The Immediate Past President is a member of the Board without a vote, unless still completing a term on the Board of Directors.

Section 2: Regular Meetings. The Board of Directors shall establish a schedule of regular meetings to be held during each year. It shall also meet at such other times as a meeting may be called by the Board Chair or upon written request made by any member of the Board to the Chair.

Section 3: Quorum. At any meeting of the Board of Directors, a quorum shall consist of the majority of the members of the Board.

Section 4: Duties. The Board of Directors shall have supervision of the conduct of the affairs of the Association, including but not limited to, the authority to establish the locations of offices for the Association as it deems necessary; to engage a President; to approve and provide funds for such staff positions as the Board feels are necessary and desirable; to retain an Auditor and professional counsel in various fields; to establish reasonable compensation for the President and staff personnel for services to the Association; to adopt, and modify from time to time, a policy for reimbursement of expenses of directors, officers and staff and to do everything necessary and desirable in the conduct of the affairs of the Association and in accordance with these Bylaws. Any member of the Board of Directors who is absent from three (3) consecutive meetings or from a total of five (5) meetings within a twelve month period shall be considered as having vacated his/her office. Reinstatement of the offending Director

requires a two-thirds (2/3) vote of the Board. In the event that the office is vacated or the offending Director is not reinstated, the Board Chair shall appoint from the membership a Director to fill the balance of the unexpired term.

Section 5: Vacancy of Directorship. If a vacancy occurs in an elected Directorship, such vacancy shall be filled by the remaining members of the Board of Directors at a meeting of the Board called for such purposes.

Section 6: Compensation and Expenses of Directors. Directors shall not be compensated for services to the Association. Directors shall be reimbursed for any expenses incurred in connection with their duties as Directors and activities on behalf of the Association in accordance with a policy to be adopted from time to time by the Board of Directors.

ARTICLE VI

OFFICERS

Section 1: Officers. The Officers of the Association shall consist of the Board Chair and Chair-elect and shall be elected from among the members of the Board of Directors. The election of officers shall be held by the Board at its first meeting following the Annual Meeting of the members. Each officer shall serve for a term of one (1) year, or until a successor is qualified and elected.

Section 2: Board Chair. The Board Chair of the Association shall be the chief elected officer of the Association, shall preside at all meetings of the Association and shall serve as Chair of the Board of Directors. He/She shall have authority to appoint the members of each Standing Committee set up by the Board of Directors and either he/she, or the Chair-elect may serve as a member, ex officio, of all such committees without power to vote. At all meetings of the Association and at such other times as the Board Chair may deem appropriate, he/she shall communicate to the Board of Directors or to the members such matters or suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the Association. He/She shall perform such other duties as are incidental to the office of the Board Chair of the Association or as may be delegated to him/her by these Bylaws or by the Board of Directors.

Section 3: Chair-Elect. The Chair-elect of the Association shall perform all the duties of the Board Chair in his/her absence and, in case the office of the Board Chair shall become vacant, he/she shall succeed to that office until such time as a successor to the Board Chair shall have been duly qualified and elected. He/She may serve in place of the Board Chair as a member, ex-officio, of such Standing Committees as he/she shall be appointed to by the Board Chair without power to vote. The Chair-elect shall also carry out such duties as may be delegated to him/her by these Bylaws or by the Board of Directors.

Section 4: Secretary-Treasurer. The Secretary-Treasurer of the Association shall record and prepare the minutes for all meetings of the Association and the Board of Directors, provide for the safeguarding of the records of the Association, have charge of all receipts and disbursements and make an itemized financial report at each Annual Meeting of the members of the Association and at such other times as the Board Chair may direct and assume such other duties as may be delegated to the Secretary-Treasurer by these Bylaws, by the Board Chair, or by the Board of Directors. The Secretary-Treasurer shall be an appointed officer of the Association and shall be appointed by the Board Chair and confirmed by a vote of two-thirds of the Board of Directors.

Section 5: Vacancies in Office. If a vacancy occurs in any office, the Board of Directors shall have full power to fill such vacancy at a meeting of the Board called for such purpose.

Section 6: Compensation and Expenses of Officers. Officers shall not be compensated for their services to the Association. Officers shall be reimbursed for any expenses incurred in connection with their activities as officers and activities on behalf of the Association in accordance with a policy to be adopted from time to time by the Board of Directors.

ARTICLE VII

NOMINATIONS

Section 1: Nominating Committee. At the August meeting of the Board of Directors, the Board Chair shall recommend to the Board seven (7) members of the Association, at least three (3) of whom are not members of the Board, to serve as the Nominating Committee. The Board shall at that August meeting select a Nominating Committee, so constituted, which may, or may not, be composed of the members recommended by the Board Chair. The Nominating Committee shall proceed to prepare a Slate of Directors for term expiring at the next Annual Meeting. Such slate shall be submitted in writing, by the Committee, to the Board, no later than the September Board meeting of each year, whereupon the powers of the Nominating Committee shall cease. The Secretary-Treasurer, at least fifteen (15) days prior to the Annual Meeting, shall submit the Slate of Directors in writing to the members.

Section 2: Nominations by Members. Any group of five (5) or more members may nominate a candidate or candidates for Director, if the nomination is submitted to the Board of Directors prior to the September Board meeting of each year.

Section 3: Elections. The election of directors shall be held by written ballot of members present in person or by proxy at the Annual Meeting of the Association, which shall be held during the month of October. In the event of a tie vote, balloting shall continue until the tie is broken.

Section 4: Consecutive Terms of Office. No member of the Board of Directors may serve more than two (2) consecutive terms on the Board. Completing an unexpired term of prior director shall not constitute a term, unless the unexpired period is greater than two (2) years.

ARTICLE VIII

COMMITTEES

Section 1: Standing Committees. The Board of Directors may designate Standing Committees which may include, but shall not be limited to: Workforce Development, Budget and Finance, Legislative and Political Action, Membership Development, Safety, Legal Rights and Strategy, Chapter Meetings, Business Development and Public Relations. The members of the Committees designated by the Board shall be appointed by the Board Chair.

Section 2: Special Committees. The Board Chair may appoint such Special Committees as in his/her discretion are necessary to the interest of the Association and its members.

ARTICLE IX

AUDITOR AND COUNSEL

Section 1: Auditor. The Board of Directors shall select and retain an Auditor, who shall be a Certified Public Accountant, whose regular duties shall be to prepare an annual statement for presentation to the Board of Directors, and to prepare all tax returns required to be filed by the Association upon request of the Secretary-Treasurer, after prior approval by the Board of Directors, the Auditor shall perform special duties such as, but not limited to, assisting in the revision of bookkeeping and accounting systems and procedures of the Association and special audits.

Section 2: Counsel. The Board of Directors may engage professional counsel in various fields; e.g., law, personnel, labor relations, for such services as are requested by the Board Chair, the Board of Directors or by the President. Such counsel shall present a report of their activities to the Board, upon request of the Board, upon thirty (30) days notice in writing.

ARTICLE X

PRESIDENT AND ASSOCIATION STAFF

Section 1: President. The Board of Directors shall engage the services of a President (and Chief Executive Officer) who shall perform such administrative duties of the Association as are designated by the Board, and who may perform similar duties for another organization or organizations so long as they do not conflict in purpose or time-allotment with the duties for this Association.

Section 2: Staff Personnel. Staff positions of the Association shall be determined by the Board of Directors. The President shall have the authority and responsibility to hire and terminate staff personnel.

Section 3: Compensation of President and Association Staff. The Board of Directors shall establish reasonable compensation of the President and staff personnel for services to the Association. The President and staff personnel shall be reimbursed for their expenses in connection with their activities on behalf of the Association in accordance with a policy to be adopted from time to time by the Board of Directors.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS,

OFFICERS, STAFF PERSONNEL AND AGENTS

Section 1: Indemnification: Third Party Actions. Subject to the limitation provided in Section

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of Article XI, this Association shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a director, officer, employee or agent of this Association, or is or was serving at the request of this Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of this Association or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of "nolo contendere" or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of this Association or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2: Indemnification: Mandatory and Permissive Payments.

- (a) To the extent that a director, officer, employee or agent of this Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article XI, or in defense of any claim, issue or matter therein, he/she shall be indemnified, subject to the limitation provided in Section 4 of this Article XI, against expenses (including attorneys' fees) actually and reasonably

incurred by him/her in connection therewith.

(b) An indemnification under Section 1 of this Article XI shall be made by this Association only as authorized in a specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct as set forth in either Section 1 or Section 2. Such determination shall be made in any of the following ways:

- (1) By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.
- (2) If such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- (3) By the members.

Section 3: Indemnification: Expense Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 of this Article XI may be paid by this Association, subject to the limitation provided in Section 4 of this Article XI, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by this Association and upon authorization in any of the following ways:

- (1) By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.
- (2) If such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- (3) By the members.

Section 4: Indemnification: Insurance. Indemnification of a director, officer, employee or agent of this Association under Sections 1, 2 and 3 of this Article XI shall be limited to the extent that such indemnification can be covered by insurance to be purchased by the Association, unless the Board of Directors decides that the Association will provide indemnification over and above the insured amounts.

ARTICLE XII

FINANCES

Section 1: Dues. It shall be the duty of the Board of Directors to provide adequate funds for the operation of the Association by means consonant with the tax-exempt status of the Association.

Section 2: Expenses. All proper expenses of the Association are subject to approval of the Board of Directors.

Section 3: Budget. A budget of income and expenses shall be prepared annually by the Budget and Finance Committee, within forty-five (45) days after the Annual Meeting, which budget shall be submitted to the Board of Directors for its approval. The Budget shall constitute the general controls for income and expenses of the Association. The budget may be changed by the Board of Directors at any meeting to accommodate unforeseen conditions.

Section 4: Books and Records. Books and records of the Association shall be set up in a manner which shall conform to the budget, produce proper records for reports to the government, to the Board of Directors, and to the members of the Association, and enable an accurate audit of the finances of the Association.

Section 5: Fiscal Year. The Fiscal year of the Association shall be set by the Board of Directors.

ARTICLE XIII

AMENDMENTS

Section 1: Amendments to Bylaws. These Bylaws may be amended at any meeting of the Association by a vote of two-thirds (2/3) of the members entitled to vote who are present in person, in the person of a designated representative, or by proxy. Notice of any proposal amendment must be furnished to the Secretary-Treasurer in writing, endorsed by not less than five (5) members at least thirty (30) days before and not more than forty (40) days before the meeting at which such amendment is to be voted upon. A copy of any proposed amendment submitted to the Secretary-Treasurer must be mailed to each member of the Association at least fifteen (15) days before the meeting at which the amendment is to be voted upon.

ARTICLE XIV

DISSOLUTION

Section 1: Distribution of Assets Upon Dissolution. Upon dissolution of this Association, its assets and any funds remaining in its Treasury shall be disbursed to any such trade associations, charitable, educational, or religious organizations as are described in Sections 501 (c) (6) or 501 (c) (3) of the Internal Revenue Code as the Board of Directors shall determine by a 2/3 vote of the Board.

ARTICLE XV
CERTIFICATION

I, Stanley J. Sterk, Secretary-Treasurer of the ASSOCIATED BUILDERS AND CONTRACTORS, INC., WESTERN MICHIGAN CHAPTER certify that this is a copy of bylaws submitted to and approved by the Board of Directors of this Association at a meeting held on January, 2009 and by vote of the membership of this Association during on January, 2009.

Secretary-Treasurer

Date

M E M O

TO: ABC/WMC Board of Directors
ABC/WMC Staff

FROM: John Doherty
Executive Vice President

DATE: April 3, 2017

RE: Compliance with Sarbanes-Oxley Law

In order to comply with accounting requirements for nonprofits contained in the recently enacted Sarbanes-Oxley Act, the ABC/WMC Board of Directors will consider two policies at the next meeting. The first prohibits retaliation against "whistleblowers" and the second prohibits the destruction of documents. Both policies were drafted by Maury Baskin of ABC's general counsel firm Venable, LLP.

In order for our chapter and any nonprofit trusts to comply with this law, our Board must adopt similar policies at its earliest convenience.

The policies to be adopted by the ABC/WMC Board of Directors read as follows:

"No officer, director, employee or agent of ABC/WMC shall take any harmful action with the intent to retaliate against any person, including interference with employment or livelihood, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any offense. Nor will any officer, director, employee or agent of ABC/WMC take any harmful action with intent to retaliate against any employee or member of the Association for reporting to an appropriate senior management or elected official of ABC/WMC the suspected misuse, misallocation or theft of any association resources."

"No officer, director, employee or agent of ABC/WMC shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter or case."

Adopted by the Board of Directors May 16, 2005