

**CENTER FOR JOB ORDER CONTRACTING EXCELLENCE**  
**ALLIANCE FOR CONSTRUCTION EXCELLENCE**  
**Quarterly Business Meeting**  
**November 8, 2007**  
**Arizona State University**

**Member Attendees:**

- |                                    |                                      |
|------------------------------------|--------------------------------------|
| 1. Gary Aller, ASU-ACE             | 7. Rick Reigel, CCE, Inc.            |
| 2. Charlie Bowers, Parsons-3DI     | 8. Lisa Bentley, CCE, Inc.           |
| 3. Clint Owings, The Gordian Group | 9. Kini Knudsen, City of Phoenix     |
| 4. Carol Duval Greb, TCPN          | 10. Barbara Hummell, City of Phoenix |
| 5. Ron Ecker, Parsons - 3DI        | 11. Bob Gair, RS Means – Via         |
| 6. David Carrithers, CCE, Inc.     | Telephone                            |

The following Directors of the stand alone CJE were in attendance: Ron Ecker, Clint Owings, David Carrithers, via phone Bob Gair. The following board member not in attendance was Mike Ladino.

**Meeting Minutes:**

1. The meeting was called to order and all attendees to welcomed to Arizona State University by Gary Aller at 8:00 a.m.
2. Attendees introduced themselves and attendance was verified.
3. Ron Ecker, Industry Chair, welcomed everyone to the Quarterly Business Meeting and presented a slide show reviewing the years of CJE. He, David Carrithers and Clint Owings, on behalf of CJE, thanked Gary Aller for all of the years that he has given to the organization and thanked him and ASU for housing them for over 10 years. Gary was presented with a clock from the group as a token of their thanks. Jacki Houchens was then thanked by the group for her administrative assistance for the past 5 years. She was presented with gift cards as a token of their thanks.
4. **Minutes** – The minutes from the October 10, 2007 Steering Committee Conference Call were reviewed by the attendees. **A motion to approve the October Steering Committee Conference call minutes, as presented, was made by David Carrithers. Seconded by Bob Gair. No Opposition. The motion to approve the minutes passed. Jacki will send a PDF copy to David Carrithers for posting to the CJE Website.**

5. **Committee Reports**

**CJE Financials – Gary Aller** – Gary reported that all funds had been dispersed by the ASU Foundation to all CJE members except for AIM, Centennial Contractors, KBR, Parsons-3DI, Pinnacle One, Sanders Engineering, SDB and Gordian Group, which are being worked on. The process has a been long, but the end is in sight. The monies that were put into the Scholarship Account will be reimbursed to Centennial Contractors and Gordian Group, but a tax may be owed by them. They will need to review with their accountants. Gary stated that his hope is that the ASU Foundation would have the disbursements complete by the end of November, but an update from Clyde Steinhilber on December 3, stated that the ASU Foundation is still working on those payments that were recorded as gifts. David Carrithers and Charlie Bowers stated that there needs to be follow up with members to keep them informed of the status of the organization and 2008 membership information.

**Education - Bob Gair** – Bob reported that there are three key organizations that should be targeted for JOC Presentations and Trade Booths, NASFA, Jackson Hole, WY (June 8 – 11, 2008), APPA, San Antonio, TX (July 9 -11, 2008) and IFMA, Dallas, TX (October 15 – 17, 2008). Other possibilities are SAME, AASBO, NASBO, NIGP, CEFPI and AAEE. Please send any and all organizations to Bob and he will compile a list and coordinate CJE meetings to align with the events.

**Membership – David Carrithers** – David did not have new information to report due to the transition of the CJE organization. More membership information will be discussed during the Strategic Planning Session later today.

**Elections – Clint Owings** – He will connect with Ken Jayne, Charlie Bowers and Ron Ecker within the next few weeks. More election information will be discussed during the Strategic Planning Session later today.

**Legal/Legislation – Mike Ladino** – Not on the call.

**Texas** – There was a HB that was passed, constraints were imposed. There is a meeting on Tuesday, November 13 in TX for further discussion. David Carrithers will attend the meeting and update the group.

**Washington State** – Legislation has been approved. Much of the verbiage is from the AZ statutes.

## 6. Old Business

**Transition & Transformation** – The new CJE Organization has filed as a corporation in the state of Delaware and has also filed as a 501(C)6 organization with the IRS. Nixon Peabody was hired to oversee the paperwork. The documents were signed by the Past, Present and Future Industry Chairs (Clint Owings, Ron Ecker and David Carrithers) and this comprises the make up of the new board of directors for the stand alone CJE. A virtual office has been created with a P.O. Box and Voice Mail. The physical location includes conference rooms when needed. The address is 1425 K Street NW, #350, Washington DC 20005. The phone number is on the website, [jocexcellence.org](http://jocexcellence.org).

Key items to look at will be increasing communications, expressing the value of membership in CJE rolling responsibilities into the new positions.

The Board will need to look at setting up an administrative assistant. David is looking into obtaining a proposal for these duties.

The existing trade show booth will be housed at Parsons-3DI.

**JOC Survey Publication** – Gary reported that Greg Ohrn has completed the survey and is should be published in the first quarter 2008 in the ASCE Magazine.

A commentary on Contracting Methods by Mark Bailey, referencing the study, will be published in the November 12, 2007 issue of ENR. Other publications need to be targeted to get the word out about CJE and JOC as well.

**2008 Training Conference** – Nothing has been scheduled as it was discussed in prior meetings that attending more than one event in various areas of the country would be more beneficial. A prime event needs to be chosen and add a day before that conference for the CJE Annual Conference. This is targeted for 2009.

## 7. New Business

**Winter 2007 Newsletter** – The newsletter will include Letter from Current Industry Chair, Success in the Redwoods (NASFA Conference update), CJE Transition, JOC Project Profiles (please forward to David by early December), CJE Member Profile (possibly two, City of Phoenix and RS Means were suggested), and Calendar of Events. Carol Greb and Andy Hicks are working with David Carrithers.

**Actions and Activities For Stand Alone CJE: “Topics/Motions/Votes” for re-organized CJE Organization.** Attached are copies of: 1. Certificate of Incorporation. 2. Approved By-laws of CJE, 3. Written Consent of the Board

The initial “Board” will consist of the Past Industry Chair, Industry Chair and Future Industry Chair, Secretary and Treasurer. Clint Owings, Ron Ecker, David Carrithers, Mike Ladino and Bob Gair will assume these positions. Mike Ladino was not present at the November 8 meeting as noted in the list of attendees. On January 1, 2008, David Carrithers will become the Industry Chair and Ron Ecker will become the Past Industry Chair. Clint Owings will remain a board member until the new industry Chair-elect is voted on and appointed at the annual meeting. **David Carrithers made a motion to recognize this initial board and approach. Clint Owings seconded the motion. No discussion. No opposition. The motion was approved.**

**David Carrithers made a motion to recognize the approval to date of incorporation in the State of Delaware, the new by-laws of CJE and the Written Consent of The Board.** The written consent of the initial Board of Directors, signed in October 2007, was provided to the Board members earlier regarding the status and steps taken so far in connection with the formation of CJE as a separate, stand-alone organization. **Clint Owings seconded the motion. No discussion. No opposition. The motion was approved.**

**David Carrithers made a motion to continue to retain Nixon Peabody to help with the legal aspects of establishing the CJE. Ron Ecker seconded the motion. No discussion. No opposition. The motion was approved.**

**David Carrithers made a motion to apply for exemption status, 501(C)6 with the IRS, CJE. Clint Owings seconded the motion. No discussion. No Opposition. The motion was approved.**

**David Carrithers made a motion to continue to utilize the virtual office established at 1425 K Street NW, #350, Washington DC 20005 in the coming year of 2008. Clint Owings seconded the motion. No discussion. No Opposition. The motion was approved.**

**David Carrithers made a motion to continue utilizing the website providers and continue the website in 2008. Clint Owings seconded the motion.** Minor discussion to work towards the ability in the future for updating to the website though approved CJE members, along with the ability to have a secured area just for members as well. Carrithers stated that this is the long term goal but will take time and effort. That there is a need to make sure there are checks and reviews on content being added or taken off. **No opposition. The motion was approved.**

**Bob Gair** has contacted three CPA firms to oversee the accounting issues with CJE, two of the three will submit proposals. **David Carrithers made a motion to agree to and assign a CPA firm after reviewing the submitted proposals.** David also requested that Bob develop an “Audit Committee Charter” to be brought forward to the board for review and approval before the end of the year. **Clint Owings seconded the motion. No discussion. No opposition. The motion was approved.**

**David Carrithers made a motion to set up a CJE bank account at Bank of America, and that Bob Gair and he would do this. Clint Owings seconded the motion. No discussion. No opposition. The motion was approved.**

**David Carrithers made a motion to set up conference call provider for the monthly calls and interactions over the phone. Clint Owings seconded the motion. No discussion. No opposition. The motion was approved.**

**David Carrithers made a motion to find a “virtual assistant” to replace the help that ACE and Jackie H have provided, in addition to the existing option with the new virtual office provider. Clint Owings seconded the motion. No discussion. No opposition. The motion was approved.**

**Clint Owings made a motion to create an “Inspector of Elections” who will officially tabulate election results and the “Inspector” will consist of the past three Industry Chairs, unless one is nominated for a position. David Carrithers seconded the motion.** Discussion: “should an “Inspector” be a voting member?” The Election Process will be discussed by the Past Industry Chairs, including Clint Owings, Charlie Bowers and Ken Jayne via teleconference. Jacki will forward the election information to them for review. The motion was restated by Clint after discussion; “Inspectors of Elections” are to be non-voting members, in attendance, chosen by the current “Board” prior to the election. David Carrithers request that the election committee bring forward a “nomination and elections charter” to be approved by the CJE board before the end of 2008. **No further discussion. No Opposition. The motion was approved.**

**David Carrithers made the motion to hold elections at the first annual meeting, to be held on February 21, 2008 in Austin Texas. Ron Ecker seconded the motion.** The group agreed to work with Carol Greb a member on a potential location in Austin Texas, including possibly an educational center. **No Further Discussion. No Opposition. The motion was approved.**

**David Carrithers made a motion to approve policies which have been shared earlier with the board including;** a. Whistleblower Policy & Code of Conduct; b. Record Retention Policy; c. Policy on External Communications, Political Activities and Government Relations; d. Telecommunications Policy; e. Employee use of Corporate Credit Cards. Also discussed was that appropriate officers of the Corporation are authorized to take such actions as deemed necessary or appropriate to implement these policies. **Clint Owings seconded the motion.** Discussion – Bob Gair felt that a credit card was a good idea. **No Opposition. The motion was approved.**

**David Carrithers made the motion to approve that the appropriate officers of the Corporation are authorized to take such actions as they deem necessary or appropriate to implement the above approved policies of the corporation. Clint Owings seconded the motion. No Discussion. No Opposition. The motion was approved.**

**David Carrithers made a motion to discuss establishing membership application and administration process and to discuss how current members of the unincorporated association with CJE at ASU will be converted into members of the new CJE Corporation. Ron Ecker seconded the motion. No discussion. No opposition. The motion was approved.**

**David Carrithers made a motion to setting agendas and dates for member meetings. Clint Owings seconded the motion. The dates were discussed and reviewed. They are list below. No opposition. The motion was approved.**

**Approved meeting dates are:**

**2007 Conference Call** – December 10, 11:00 a.m. Arizona Time, ACE to facilitate, David Carrithers will supply teleconference information to Jacki for distribution.

#### **The 2008 CJE Meeting Schedule**

**Member Conference Calls:** January 14, March 24, April 21, May 19, July 21, September 22, November 10 and December 15. All call will commence at 11:00 a.m. Arizona Time.

**Quarterly Member & Board Meetings:** June 10 – Jackson Hole, WY, August 20, CJE Office, Washington DC, and October 16, Dallas, TX

**Annual Member & Board Meeting:** February 21, Austin, TX

**David Carrithers made a motion that all meeting dates will be included meeting minutes and distributed to members by the Secretary of the Corporation. Bob Gair seconded the motion. No discussion. No opposition. The motion was approved.**

**Clint Owings made a motion that the term and definition in the bylaws toady called “customer members” be renamed and called “owner / user members.” Ron Ecker seconded the motion. There was open discussion between all that the current terminology was confusing and also made the organization seem like a contractor organization seeking customers to sell to. No opposition. The motion was approved.**

**David Carrithers made a motion that Mike Ladino will be the Secretary for the new CJE and Bob Gair will be the Treasurer. Also that the existing board members will stay in place until the February 21, 2008 annual meeting and election of the new Chair-Elect. Ron Ecker seconded the motion. No discussion. No opposition. The motion was approved.**

**David Carrithers made a motion to charge dues for the membership in CJE and they will remain the same as currently charged. These dues are as follows: Provider Members yearly dues will be \$1,750; Owner Members (originally called Customer Members) \$575; Affiliate Members \$275 and Educational Members \$75. No discussion. No opposition. The motion was approved.**

**David Carrithers made the motion that the Secretary of the Corporation shall be responsible for distributing proper notice to the members of record as required under the Corporation’s By-laws and applicable law. No discussion. No opposition. The motion was approved.**

**David Carrithers made the motion that the Secretary of the Corporation shall be responsible for distributing the minutes of the official meetings. Also these minutes will be posted to the web site. Discussion on eth fact that Mike Ladino was not in attendance of this meeting and that Jackie Houchens of ACE and David Carrithers will help finalize the notes and Jackie will distribute on our behalf. No further discussion. No opposition. The motion was approved.**


Prior to the adjournment of the meeting, Ron Ecker asked all those in attendance to voice what they would like to see come out of the “new” CJE?

- Clint felt that the new organization was coming together smoothly and a key item for the “new” CJE will be increasing membership, initiating regional chapters, meetings will need to be meaningful and members will need to be kept abreast of information (become a resource).
- Barb asked that the “new” CJE define the owner’s role and the benefit of CJE membership.
- Gary would like to see CJE maintain their linkage with education and research and remain an academic partner with ACE.
- Jacki will enjoy watching the “new” CJE grow and gel.
- David C. would like to see the “new” CJE at a national level, but have a local feel and remain involved in local legislative efforts.

- Bob G. expressed the need for expansion into the owner market and regional entities will be vital to growth.
- Carol G. would like to see the continued involvement with legislation and keeping industry abreast of what is happening in the marketplace.
- Charlie B. agreed with Carol, but emphasized that each state's legislation needs to be understood and if JOC is "legal or not". Education is key to the growth of the "new" CJE.
- Rick R. feels that owners need to be more engaged and is worried about losing the adhesiveness of ACE.
- Kini stated that APDM is written with flexibility and room to grow, but JOC needs to be grown the "right" way (integrity) and from an owner's standpoint JOC needs to have structure and be "usable" for city projects.
- Ron E. closed the session by stating that a lot of groundwork has been set and there is a path forward. A strong relationship with ACE/ASU is important and needs to be maintained. The membership sees CJE as a business, the customer sees CJE as a need and education needs to be promoted to the next generation.

The meeting was adjourned at 11:00 a.m.

Respectfully submitted,

  
David Carrithers/ on behalf of the secretary

**Center For Job Order Contracting Excellence  
Strategic Planning Session  
November 8, 2007 1:00 PM to 3:30 PM - ASU Campus**

**In Attendance:**

- Clint Owings
- Ron Ecker
- Charlie Bowers
- Lisa Bentley
- Carol Greb
- Dave Carrithers
- Bob Gair via Phone

**Meeting Goal:** To continue the strategic development and thinking on CJE both short and long term. Develop a list of activities and actions supporting the long term growth of CJE.

**2008 Targeted Goals For CJE:**

- A. 2 to 3 Regional Chapters Established
- B. 50% Membership Increase
- C. 3 Conferences where JOC Is On The Agenda
- D. 2 Articles Placed Mentioning CJE and JOC

<b>ACTION ITEMS</b>	<b>Responsible</b>	<b>Timing</b>
1. Establishing CJE Bank Account	Dave C/ Bob G	11-16-07
2. Budget (2 year) – Income/expense	Dave C/ Bob G	11-27-07
3. 2008 Membership Invoices Issues Clint O		11-30-07
4. Fundraising Ideas & Campaigns	Dave C	3-24-08
5. New Member Drive <i>2 providers, 2 owners, 2 consultants</i>	ALL	12-31-07
6. Member Email <i>Status, 3 questions</i>	Ron E/ Dave C	11-24-07
7. Monthly Email To Members <i>Newsletter Format With Style</i>	Dave C/ Ron E	On-Going
8. JOC certificate At ACE/ASU	Charlie B / Dave C	Ongoing
<ul style="list-style-type: none"> <li>• Endorse – Marketing</li> <li>• For CJE – Bridge To CJE website</li> <li>• ACE – Link to website</li> <li>• Students enrolled as Education Members of CJE as part of class</li> <li>• JOC Certificate for subs?</li> <li>• Potential CJE members from ACE training seminars</li> </ul>		

<b>ACTION ITEMS</b>	<b>Responsible</b>	<b>Timing</b>
9. Plan For State/Regional Chapters <ul style="list-style-type: none"> <li>• Plan to be developed</li> <li>• Launch 2 in 2008</li> <li>• Targets – AZ/TX/Capital/ WA/FL</li> <li>• Educational component to meetings via national</li> </ul>	Dave C/ Carol G/ Lisa B/ Charlie B	2-21-08
10. Role Responsibilities	Dave C/ Carol G	12-10-07
11. Election Email	Clint O	12-11-07
12. Charitable Organization To Support	Lisa B/ Dave C	3-24-08
13. 15-30 Second Elevator Speech CJE	Clint	2-21-08

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CENTER FOR JOB ORDER CONTRACTING EXCELLENCE, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF OCTOBER, A.D. 2007, AT 2:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4437988 8100

071101942



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6067755

DATE: 10-11-07

CERTIFICATE OF INCORPORATION  
OF  
CENTER FOR JOB ORDER CONTRACTING EXCELLENCE, INC

THE UNDERSIGNED, for the purpose of forming a nonstock corporation pursuant to Section 101 of the General Corporation Law of the State of Delaware hereby certifies:

FIRST: The name of the Corporation is Center for Job Order Contracting Excellence, Inc

SECOND: The address of the registered office of the Company in the State of Delaware is 3500 South Dupont Highway, Dover, Delaware 19901 The name of the registered agent of the Corporation at such address is Incorporating Services, Ltd., County of Kent

THIRD: The Corporation shall be a nonprofit business association qualifying under Section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The purposes for which the Corporation is formed are to promote the business interest of its members through public relations activity, coalition formation and lobbying, intended to grow the U S market for job order contracting

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Sections 121 and 122 of the Delaware General Corporation Law as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes; provided however, that any such powers are not inconsistent with any Code provision applicable to organizations described in Section 501(c)(6) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual

FOURTH: The Corporation shall not have authority to issue capital stock.

FIFTH: The name and mailing address of the incorporator whose powers will terminate upon the filing of the Certificate of Incorporation is

<i>Name</i>	<i>Address</i>
Anita L Pelletier, Esq	Nixon Peabody LLP 1100 Clinton Square Rochester, NY 14604

The names and addresses of the initial directors who will serve until the first annual meeting of the Board of Directors and will continue until their successors are elected and qualified are:

<i>Name</i>	<i>Address</i>
Ron Ecker	2111 East Highland Avenue, Suite 402B Phoenix, AZ 85016
Clint Owings	140 Bridges Road, Suite E Greenville, SC 29662
David Carrithers	8500 Lessburg Pike, Suite 500 Vienna, VA 22182

SIXTH: Except as otherwise provided by law, or in any By-law of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by the Board of Directors of the Corporation

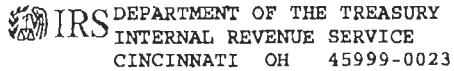
SEVENTH: The duration of the existence of the Corporation is perpetual

EIGHTH: In the event of the dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed in accordance with the Plan of Dissolution adopted by the directors provided, however, such Plan is not inconsistent with any provision of the Delaware General Corporation Law or any Code provision applicable to corporations described in Section 501(c)(6) of the Code

NINTH: To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(6) of the Code

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 10<sup>th</sup> day of October, 2007.

/s/ Anita L. Pelletier  
Anita L. Pelletier, Incorporator



DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE  
CINCINNATI OH 45999-0023

Date of this notice: 10-15-2007

Employer Identification Number:  
26-1237664

Form: SS-4

Number of this notice: CP 575 E

CENTER FOR JOB ORDER CONTRACTING  
EXCELLENCE INC  
1425 K ST NW STE 350  
WASHINGTON, DC 20005

For assistance you may call us at:  
1-800-829-4933

IF YOU WRITE, ATTACH THE  
STUB AT THE END OF THIS NOTICE.

#### WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 26-1237664. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, please use the label we provided. If this isn't possible, it is very important that you use your EIN and complete name and address exactly as shown above on all federal tax forms, payments and related correspondence. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If this information isn't correct as shown above, please correct it using the tear off stub from this notice and return it to us so we can correct your account.

To receive a ruling or a determination letter recognizing your organization as tax exempt, you should complete Form 1023, Application for Recognition of Exemption, and send it to:

Internal Revenue Service  
PO Box 192  
Covington, KY 41012-0192

Publication 557, Tax-Exempt Status for Your Organization, is available at most IRS offices or you can download this publication from our website at [www.irs.gov](http://www.irs.gov). This publication has details on how you can apply.

#### IMPORTANT REMINDERS:

- \* Keep a copy of this notice in your permanent records.
- \* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- \* Refer to this EIN on your tax related correspondence and documents.

If you have questions, you can call or write to us at the phone number or address at the top of this notice. If you write, please tear off the stub at the end of this notice and send it along with your letter. Thank you for your cooperation.



**WRITTEN CONSENT  
OF THE  
INITIAL BOARD OF DIRECTORS  
OF  
CENTER FOR JOB ORDER CONTRACTING EXCELLENCE, INC.**

The undersigned, being the Directors of Center for Excellence in Job Order Contracting, Inc., a Delaware nonstock corporation (the "Corporation"), hereby consent to the adoption of the following resolutions by written consent in lieu of a meeting pursuant to Section 141(f) of the Delaware General Corporation Law, and directs that this Consent be filed with the minutes of the Corporation.

Ratification of Action Taken by the Incorporator.

RESOLVED: That the Statement of Organization of the Sole Incorporator of the Corporation, dated as of October 10, 2007, attached to this Consent is in all respects approved and the actions therein recited or thereby taken, including the filing of the Certificate of Incorporation, the filing of Application of Authority to conduct business in the District of Columbia, the adoption of By-Laws, and the election of the initial directors of the Corporation, are hereby approved, ratified and confirmed.

Election of Officers

RESOLVED: That the following are duly nominated and elected as officers of the Corporation to serve until their successors are elected and have been qualified:

Ron Ecker	Industry Chair
David Carrithers	Industry Chair-Elect
Clint Owings	Immediate Past Industry Chair
Mike Ladino	Secretary
Bob Gair	Treasurer

Application for Tax-Exempt Status

RESOLVED: That the Corporation shall apply for recognition of tax-exempt status as a trade association under Section 501(c)(6) of the Internal Revenue Code and under applicable provisions of the laws of states in which it conducts business; and further

RESOLVED: That the appropriate officers of the Corporation are authorized to take such actions and execute such documents as they deem necessary or appropriate to carry out this resolution.

Contracts.

RESOLVED: That unless otherwise specifically provided for by the Board of Directors, contracts and other instruments signed in the name of the Corporation by any authorized officer may be accepted as binding upon the Corporation, whether or not the seal is affixed.

Bank Accounts.

RESOLVED: That the Industry Chair and the Treasurer are each authorized to open and maintain bank accounts in any bank or banks he or she may select for the deposit of the funds of the Corporation by its officers, agents and employees, and to designate those officers and other employees of the Corporation who may sign checks, drafts and other instruments having to do with the receipt, deposit and disbursement of such funds in connection with each of said bank accounts; and any bank shall be authorized to honor such checks, drafts and other instruments; and further

RESOLVED: That this Board adopts the form of any banking resolution required by any Bank in which the Industry Chair or the Treasurer determines to open an account if (1) in the opinion of a proper officer of the Corporation, the adoption of such a resolution is necessary or desirable; and (2) the Secretary of the Corporation evidences such adoption by attaching to this consent copies of such resolutions, which will be deemed to have been adopted by this Board with the same force and effect as if originally attached to this consent.

Brokerage Accounts.

RESOLVED: That the Industry Chair and the Treasurer are each authorized to open and maintain brokerage accounts with any brokerage firm or firms he or she may select for the investment of the funds of the Corporation by its officers, agents and employees, and to designate those officers and other employees of the Corporation who may sign any instruments having to do with the investment, receipt, deposit and disbursement of such funds in connection with each of said brokerage accounts; and any brokerage firm shall be authorized to honor such instruments; and further

RESOLVED: That this Board adopts the form of any investment resolution required by any brokerage firm in which the Industry Chair or the Treasurer determines to open an account if (1) in the opinion of a proper officer of the Corporation, the adoption of such a resolution is necessary or desirable; and (2) the Secretary of the Corporation evidences such adoption by attaching to this consent copies of such resolutions, which will be deemed to have been adopted by this Board with the same force and effect as if originally attached to this consent.

Commencement of Business.

RESOLVED: That the Corporation proceed to carry on the business for which it was incorporated.

IN WITNESS WHEREOF, we have signed this instrument and direct that it be filed with the minutes of the proceedings of the Board of Directors.

Dated: October 23, 2007



\_\_\_\_\_  
Ron Ecker

Dated: \_\_\_\_\_, 2007

\_\_\_\_\_  
Clint Owings

Dated: \_\_\_\_\_, 2007

\_\_\_\_\_  
David Carrithers

Commencement of Business.

RESOLVED: That the Corporation proceed to carry on the business for which it was incorporated.

IN WITNESS WHEREOF, we have signed this instrument and direct that it be filed with the minutes of the proceedings of the Board of Directors.

Dated: \_\_\_\_\_, 2007

Dated: Oct. 24, 2007

Dated: \_\_\_\_\_, 2007

\_\_\_\_\_  
Ron Ecker

Clint B. Owings  
Clint Owings

\_\_\_\_\_  
David Carrithers

Commencement of Business.

RESOLVED: That the Corporation proceed to carry on the business for which it was incorporated.

IN WITNESS WHEREOF, we have signed this instrument and direct that it be filed with the minutes of the proceedings of the Board of Directors.

Dated: \_\_\_\_\_, 2007

\_\_\_\_\_  
Ron Ecker

Dated: \_\_\_\_\_, 2007

\_\_\_\_\_  
Clint Owings

Dated: Oct 19, 2007

\_\_\_\_\_  
*David Carrithers*  
David Carrithers

BYLAWS  
OF  
CENTER FOR JOB ORDER CONTRACTING EXCELLENCE, INC.

Adopted: October 24, 2007

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**BYLAWS  
OF  
CENTER FOR JOB ORDER CONTRACTING EXCELLENCE, INC.**

(formed under the Delaware General Corporation Law)

**ARTICLE I  
NONDISCRIMINATION**

The Corporation shall not discriminate against any individual on the basis of ethnic group, color, creed, age, national origin, sex or sexual orientation, or handicapping condition.

**ARTICLE II  
OFFICES**

**Section 2.01 Location.** The principal office of the Corporation shall be located within or without the State of Delaware, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall have and maintain within the State of Delaware a registered office at such place as may be designated by the Board of Directors.

**ARTICLE III  
MEMBERS**

**Section 3.01 Members Authorized.** The Corporation shall have four (4) classes of members.

(a) Provider Members. Provider Members shall be firms, associations, individuals and others (i) who provide or are interested in providing job order contracting ("JOC") services; or (ii) who provide or are interested in providing labor, materials, services or supplies to contractors that provide JOC services. Provider members shall be voting members of the Corporation.

(b) Customer Members. Customer Members shall consist of firms, associations, individuals and others who use JOC or are interested in using JOC services. Customer Members shall be voting members of the Corporation.

(c) Affiliate Members. Affiliate Members shall consist of firms, associations, individuals and others who have or may have an interest in the Corporation or have a connection with JOC services. Affiliate Members shall be non-voting members of the Corporation.

(d) Education Members. Education Members shall consist of individuals who have or may have an interest in the Corporation or to JOC services and (i) are matriculated at least part-time in a program leading to a degree; or (ii) serve as faculty at a college or university. Education Members shall be non-voting members of the Corporation.

All members shall be required to pay annual membership dues as set by the Board of Directors. Members may also be responsible for payment of an assessment, in addition to annual dues, to be levied upon recommendation of the Board and approval of at least three-fourths (3/4) vote of the members. Failure to pay annual dues or assessments will result in termination of membership in the Corporation.

**Section 3.02 Evidence of Membership.** Each member shall be issued a membership certificate. Membership and membership certificates are not transferable.

**Section 3.03 Annual Meetings.** A meeting of members entitled to vote shall be held for the election of Directors and the transaction of other business annually at a date and time as determined by the Board of Directors.

**Section 3.04 Special Meetings.** Special meetings of the members may be called at any time by the Industry Chair, the Board of Directors or ten percent (10%) of voting members.

**Section 3.05 Action by Members Without a Meeting.** Whenever under the General Corporation Law, the members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

**Section 3.06 Place of Meetings.** Meetings of members shall be held at the principal office of the Corporation or at such other place, within or without the State of Delaware, as may be fixed by the Board of Directors.

**Section 3.07 Notice of Meetings.**

(a) Written notice shall be given of each meeting of members, shall state the place, date and hour of the meeting and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called.

(b) A copy of the notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or if the member shall have filed with the Secretary/Treasurer a written request that notices to the member be mailed to some other address, then directed to the member at such other address.

(c) Any notice to members may be in the form of an electronic transmission as long as the member has consented to receiving notice in such manner. Any such consent is revocable at any time by the member by written notice to the Corporation. Such consent shall be deemed revoked if (1) the Corporation is unable to deliver by electronic transmission two (2) consecutive notices given by the Corporation in accordance with such consent; and (2) such inability becomes known to the person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. "Electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed

by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process and may include, but it not limited to, the following: facsimile telecommunication, electronic mail, or posting on an electronic network together with separate notice to the member of such posting.

(d) Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

### **Section 3.08 Qualification of Voters.**

(a) Every voting member of record in good standing of the Corporation shall be entitled at every meeting of the members to one vote. Organizations that are admitted as voting members shall identify a single representative with one vote to act on its behalf at member meetings.

(b) The Board may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than fifty nor less than ten days before the date of the meeting.

### **Section 3.09 Quorum and Adjourned Meetings.**

(a) Members entitled to cast a majority of the total number of votes entitled to be cast at a meeting of members shall constitute a quorum for the transaction of business.

(b) Despite the absence of a quorum, the members present may adjourn the meeting to another time and place and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If after the adjournment, however, the Board of Directors fixes a new record date for determining the members entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each member then entitled to notice under Section 2.07 of this Article of the By-laws.

**Section 3.10 Organization.** At every meeting of the members, the Industry Chair, or in the absence of the Industry Chair, the Industry Chair-Elect, or in the absence of the Industry Chair-Elect, the Immediate Past Industry Chair, or in the absence of the Immediate Past Industry Chair, a person selected by the meeting, shall act as chairman of the meeting. The Secretary or, in the absence of the Secretary, a person selected by the meeting shall act as secretary of the meeting.

**Section 3.11 Voting.** Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation be authorized by a majority of the votes cast at such meeting.

### **Section 3.12 Proxies.**

(a) Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for such member by proxy.

(b) Every proxy must be signed by the member or the member's attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

### **Section 3.13 Inspectors of Election.**

(a) The Board of Directors, in advance of any meeting of members, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a meeting of members may, and on the request of any member entitled to vote thereat shall, appoint one or more inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

(b) The inspectors shall determine the number of membership certificates outstanding and the voting power of each, the certificates represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any member entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.

**Section 3.14 List of Members at Meeting.** A list or record of members entitled to vote, certified by the Secretary shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the Corporation that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be members entitled to vote thereat may vote at such meeting.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 4.01 Power of Board and Qualification of Directors.** The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. Only voting members, or representatives of voting members, may serve as Directors of the Corporation.

**Section 4.02 Number and Term of Office.**

(a) The Board of Directors shall consist of the Industry Chair, Industry Chair-Elect, Immediate Past Industry Chair, Secretary, Treasurer and three (3) Members at Large. The Members-at-Large shall be elected by members at the annual meeting of the members to serve for a three (3) year term. For purposes of staggering the terms of Members at Large, one (1) Member at Large shall be elected at each annual meeting.

(b) As used in these By-laws, "entire Board of Directors" means the total number of directors entitled to vote which the Corporation would have if there were no vacancies.

(c) At all times, there must be at least a majority of directors who are not "disqualified persons," as defined in Section 4946(a)(1) of the Internal Revenue Code, with respect to the Corporation.

(d) Each director shall have one vote. In the event of tie vote at any meeting of the Board of Directors, the Industry Chair shall have two (2) votes.

**Section 4.03 Vacancies.** Vacancies occurring in the Board of Directors for any reason shall be filled by vote of a majority of Directors then in office, regardless of their number. Directors elected to fill vacancies shall serve until the next annual meeting at which the election of Directors is in the regular order of business, and until their successors are elected and have qualified.

**Section 4.04 Removal of Directors.** A director may be removed with cause by the members or by majority vote of the entire Board of Directors.

**Section 4.05 Resignations.** Any director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

**Section 4.06 Quorum of Directors and Action of the Board.** Unless a greater proportion is required by law or by the Certificate of Incorporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and, a majority vote of directors present at meeting shall be the act of the Board.

**Section 4.07 Meetings of the Board.** An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board of Directors, for the purpose of organization and for the transaction of such other business as may properly come before the meeting.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Industry Chair of the Board or any two directors.

Meetings of the Board of Directors may be held at such places within or without the State of Delaware as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings.

**Section 4.08 Informal Action by Directors; Meetings by Conference Telephone.**

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any one or more members of the Board may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

**Section 4.09 Compensation of Directors.** The Corporation may pay no compensation to directors for services rendered.

**ARTICLE V  
OFFICERS, AGENTS AND EMPLOYEES**

**Section 5.01 Officers.** The elected officers of the Corporation shall be Industry Chair, Industry Chair-Elect, Immediate Past Industry Chair, Secretary and Treasurer. No two (2) offices may be held by the same person.

**Section 5.02 Qualifications, Term of Office, Vacancies and Removal**The officers must be voting members of the Corporation. The officers, except the Industry Chair and the Immediate Past Industry Chair, shall be elected annually by the members. The office of Industry Chair shall be filled by the Industry Chair-Elect for the previous term and the office of Immediate Past Industry Chair shall be filled by the Industry Chair for the previous term. The Industry Chair-Elect shall serve one (1) year as Industry Chair-Elect, the succeeding year as Industry Chair and the next year as Immediate Past Industry Chair. If the Industry Chair-Elect was not elected by the members, he shall succeed to the office of Industry Chair to fill a vacancy only until the next annual meeting, when the office of Industry Chair shall be filled by vote of the membership.

Each officer shall hold office for the term for which he is elected or appointed and until his successor is elected or appointed and qualified or until his earlier resignation or removal. All officers shall be elected or appointed at the annual meeting of the Corporation. Vacancies resulting from any resignation or removal may be filled by the Board of Directors; provided, however, that the Industry Chair-Elect shall automatically assume the position of Industry Chair if such position is vacant and shall serve as Industry Chair for the remaining term and an additional full one (1) year term. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office, and until his successor is elected and qualified. Any officer may be removed by the Board with or without cause at any time.

**Section 5.03 Resignation.** Any officer may resign at any time by giving written notice to the Corporation. Unless otherwise specified in a written notice, the resignation shall be effective upon delivery to the Corporation.

**Section 5.04 Powers and Duties of Officers.** Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board and, to the extent not so provided, as generally pertain to their respective offices.

*A. Industry Chair.* The Industry Chair shall preside at all meetings of the members and the Board of Directors. The Industry Chair shall act as the chief executive officer of the Corporation and shall supervise generally the management of the affairs of the Corporation subject only to the supervision of the Board. The Industry Chair shall also perform such other duties as may be assigned from time to time by the Board.

*B. Industry Chair-Elect.* The Industry Chair-Elect shall preside at all meetings of the members and the Board of Directors, in the absence of the Industry Chair. The Industry Chair-Elect shall perform such other duties as may be assigned by the Industry Chair or by the Board of Directors.

*C. Immediate Past Industry Chair.* The Immediate Past Industry Chair shall preside at all meetings of the members and the Board of Directors, in the absence of the Industry Chair and Industry Chair-Elect. The Immediate Past Industry Chair shall perform such other duties as may be assigned by the Industry Chair or by the Board of Directors.

*D. Secretary.* The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

*E. Treasurer.* The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his duties as the Board of Directors may require, for which he shall be reimbursed.

**Section 5.05 Agents and Employees.** The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

## **ARTICLE VI COMMITTEES**

**Section 6.01 General Provisions.** The Board of Directors may, by resolution passed, designate one or more committees, each committee to consist of one or more directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the Board of Directors may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers that may require it; but no such Committee shall have the power or authority in reference to the following: amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending a dissolution of the Corporation or a revocation of dissolution, or adopting, amending or repealing any Bylaws of the Corporation.

**Section 6.02 Committee Rules.** Unless the Board of Director's otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article III of these Bylaws.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of proceedings of such committee.

Any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

**Section 6.03 Service of Committees.** Each committee of the Board of Directors shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty under law to the Corporation.

**Section 6.04 Records.** Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records.

## ARTICLE VII INDEMNIFICATION AND INSURANCE

**Section 7.01 Authorized Indemnification.** Unless clearly prohibited by law or Section 2 of this Article, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a Director or officer of any other Corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

**Section 7.02 Prohibited Indemnification.** The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

**Section 7.03 Advancement of Expenses.** The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

**Section 7.04 Indemnification of Others.** Unless clearly prohibited by law or Section 2 of this Article, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article, to a

person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

**Section 7.05 Determination of Indemnification.** Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

**Section 7.06 Binding Effect.** Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

**Section 7.07 Insurance.** The Corporation is not required to purchase Directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

**Section 7.08 Nonexclusive Rights.** The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any Director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

## ARTICLE VIII CONFLICTS OF INTEREST

**Section 8.01 Definition of Conflicts of Interest.** A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any

member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a Director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

**Section 8.02 Disclosure of Conflicts of Interest.** A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all Directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 3 of this Article was used.

**Section 8.03 Approval of Contracts and Transactions Involving Potential Conflicts of Interest.** A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

**Section 8.04 Validity of Actions.** No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common Directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining

the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

**Section 8.05 Employee Conflicts of Interest.** An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The Industry Chair shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the Industry Chair may consult with legal counsel.

The Industry Chair shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Industry Chair has approved.

## **ARTICLE IX COMPENSATION**

**Section 9.01 Reasonable Compensation.** It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by officers and employees. The Directors of the Corporation shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporation purpose.

**Section 9.02 Approval of Compensation.** The Corporation may, but is not required to, pay compensation to individuals who serve as officers of the Corporation. If compensation is paid to officers, then the Board of Directors must approve in advance the amount of such compensation.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the

evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

## **ARTICLE X MISCELLANEOUS**

**Section 10.01 Fiscal Year.** The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

**Section 10.02 Corporate Seal.** The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Delaware" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

**Section 10.03 Checks, Notes, Contracts.** The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

**Section 10.04 Books and Records.** The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

**Section 10.05 Loans to Directors and Officers.** No loans other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest, either directly or indirectly, except loans made to another corporation defined as a nonstock corporation under Delaware General Corporation Law.

## **ARTICLE XI AMENDMENTS**

Amendments to these By-laws may be proposed by the Board or by request of at least ten (10) voting members of the Corporation. Proposed amendments shall be distributed to members at least thirty (30) days prior to the meeting at which a vote on the amendments will occur. Amendments must be approved by majority vote of the members.

## CENTER FOR JOB ORDER CONTRACTING EXCELLENCE, INC.

### Board of Directors Code of Conduct

The Corporation was formed to promote the business interest of its members through public relations activity, coalition formation and lobbying, intended to grow the U.S. market for job order contracting.

In order to effectively carry out its mission, the Corporation requires the members of its Board of Directors to conduct themselves and carry out their duties in good faith and with honesty, integrity, due diligence and reasonable competence. Board members agree to abide, in all respects, with this Code of Conduct and all other documents, rules and regulations that govern the Corporation including but not limited to the Corporation's Certificate of Incorporation and By-laws as well as all applicable federal, state and local laws and regulations.

Board members must act at all times in the best interests of the Corporation and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members will comply with the Corporation's Conflict of Interest Policy. While the receipt of incidental personal or third-party benefit may necessarily flow from certain activities of the Corporation, such benefit must be merely incidental to the primary benefit to the Corporation and its purpose.

Board members also agree:

- That they will use their best efforts to regularly participate in professional development activities and will perform their assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
- That they will provide goods or services to the Corporation as a paid vendor only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.
- That they will exercise proper authority and good judgment in their dealings with the Corporation's staff, suppliers and the general public.
- That they will not abuse their position by improperly using it or the Corporation's staff, services, equipment, resources, or property for their personal or third-party gain or pleasure and shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends.
- That they will not engage in any outside business, professional or other activities that would materially adversely affect the Corporation.

- That they will not engage in or facilitate any discriminatory or harassing behavior directed toward the Corporation's staff, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors or others in the context of activities relating to the Corporation.
- That they will not solicit or accept gifts, gratuities, free trips, honoraria, personal property or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Corporation.
- That they will not participate or intervene (including publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office on behalf of the Corporation or when acting in their official Board capacity including using their affiliation with the Corporation in such a way as to suggest or imply that the Corporation supports a particular candidate or party.
- That they will not speak on behalf of the Corporation or its Board unless specifically authorized by the Board or the Corporation's By-laws.
- That they will not, except as the Board of Directors may otherwise require or as otherwise required by law, share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Corporation.
- That they will not use any information provided by the Corporation or acquired as a consequence of the Director's service to the Corporation in any manner other than in furtherance of his or her Board duties.
- That they will not misuse the Corporation property or resources and will at all times keep the Corporation's property secure and not allow any person not authorized by the Board of Directors to have or use such property.
- That they will not persuade or attempt to persuade any employee of the Corporation to leave the employment of the Corporation or to become employed by any person or entity other than the Corporation. Furthermore, no member of the Board of Directors shall persuade or attempt to persuade any advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Corporation to terminate, curtail or not enter into its relationship to or with the Corporation, or to in any way reduce the monetary or other benefits to the Corporation of such relationship.

## CENTER FOR JOB ORDER CONTRACTING EXCELLENCE, INC.

### POLICY ON EXTERNAL COMMUNICATIONS, POLITICAL ACTIVITIES AND GOVERNMENT RELATIONS

The Corporation is a Delaware nonstock corporation organized and operated exclusively for the purposes of operating a trade association. The Corporation has applied for exemption from federal income taxation under Internal Revenue Code (“Code”) Section 501(c)(6). To enhance the Corporation’s activities and preserve its tax-exempt status, the Board of Directors has adopted the following policies:

1. **Communications with the Media.** All persons affiliated with the Corporation, including but not limited to members of the Board of Directors, staff and any Corporation committees, will refrain from commenting to the media regarding the Corporation, its members, activities or plans except for announcements approved by the Industry Chair of the Corporation or his or her designee. Questions from the media shall be referred to the Industry Chair of the Corporation or his or her designee.

2. **Communications with the Public.** All persons affiliated with the Corporation, including members of the Board of Directors, staff and any Corporation committees, should remember that they may be perceived by the public as representing the Corporation and the views of any of those affiliated with the Corporation and should consider any comments about the Corporation in that light and in furtherance of the best interests of the Corporation.

3. **Communications with Governmental Officials or Agencies, Community Groups.** The Corporation expects to be able to engage various governmental and quasi-governmental entities and community groups on issues of concern to the Corporation. In order to present a consistent message from the Corporation and to enhance its ability to successfully express its positions, only those individuals expressly designated by the Board of Directors, or in its discretion, the Industry Chair or his or her designee may communicate on behalf of or concerning the Corporation. The Industry Chair and his or her designees shall submit all communications, proposals, responses to request for proposals, grant requests and government contracts, reports, press releases or other documents on behalf of the Corporation to any governmental and quasi-governmental entities or community groups.

4. **Lobbying.** The Corporation anticipates receiving a determination letter that it is a tax-exempt organization as described in Code Section 501(c)(6). Part of the activities of the Corporation will consist of carrying on propaganda, or otherwise attempting to influence legislation. The Industry Chair and his or her designees shall direct all activities which may be deemed to fall within this section.

5. **Disclosure Requirements.** As a tax-exempt organization, the Corporation is subject to ongoing disclosure requirements to the IRS, state regulatory agencies and the general public. The Industry Chair, or his/her designee, shall be responsible for responding to all requests for disclosure of information to ensure compliance with applicable disclosure requirements as failure to comply may result in revocation of the Corporation’s tax-exempt status..

- Disclosure of any changes in sources of support, purposes, character, or method of operation, including, but not limited to amendments to the Corporation’s Certificate of Incorporation or By-Laws, to the IRS.