

## **Policy Manual Table of Contents**

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It is the policy of NUCA of Texas Inc. -North Texas Chapter, the “Association” to be in strict compliance with all Federal and State Antitrust laws, rules and regulations. To assist in that compliance, it is the Association's policy that a copy of this Policy Manual be given to each officer, director, and committee chair annually, and be available to all Association members’ employees through display on the webpage.

Approved: November 4, 2015

### Revisions:

Policy: Dues Rates #02	August 10, 2016
Policy: Duties: Officers, Board, and Members #02	February 10, 2017
Policy: Endorsements #01	April 14, 2017
Policy: Dues Rate #03	
Policy: Dues Rate #04	June 27, 2018
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Policy: Dues Rate #06	January 22, 2021
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**Policy Manual**  
**Anti-Trust**  
**Version #01**  
**Approved: November 4, 2015**

In accordance with Anti-trust laws the following topics are not to be discussed at any chapter sanctioned meetings attended by representatives of the Association:

1. A company's current pricing, projected pricing, discounts, margins or cost.
2. Actual or projected changes in output, capacity or inventories.
3. Matters relating to bids, intentions to bid, or specific contractual arrangements.
4. Plans concerning R&D, production, distribution, marketing territories or customers.
5. Matters relating might influence (favorably or unfavorably) the business conduct of firms towards other businesses, including but not limited to blacklisting or nepotism.
6. Confidential or otherwise sensitive business plans or strategy.
7. Any agreement not to compete.

If a discussion, in a chapter sanctioned meeting, borders on an area of antitrust sensitivity, any Association's representative present must request the discussion stop. If discussion continues, any Association's representative must excuse himself and request minutes show the reason for his departure.

**Policy Manual**  
**Conflict of Interest**  
**Version #01**  
**Approved: November 4, 2015**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall:

1. Fully disclose the nature of the interest and
2. Withdraw from discussion, lobbying, and voting on the matter.

In these instance the board shall:

1. Approve any vote involving a potential conflict of interest only when a majority of disinterested directors determine it is in the best interest of the corporation to do so.
2. Record disclosure, abstentions, and rationale for approval in the minutes of meetings at which such a vote is taken.

**Policy Manual**  
**Document Retention**  
**Version #01**  
**Approved: November 4, 2015**

Permanent Records shall be maintained of:

- All Financial Transactions (Stored in QuickBooks).
- Year-End Reports
- Tax Filings and IRS correspondence
- Board Meeting Minutes
- All ratified iterations of the Bylaws and Policy Manual

All formal correspondence, committee minutes, and support documentation shall be maintained a minimum of two years.

When credit card information can be entered directly into a credit card portal, it should be so entered. If for any reason it is written down, it should be shredded as soon as it is used as directed by the owner.

**Policy Manual**  
**Dues Rates**  
**Version #08**  
**Approved: Jan. 18, 2023**

<b>2023 NUCA MEMBERSHIP DUES BREAKDOWN</b>					
<b>CATEGORY</b>	<b>ANNUAL REVENUE</b>	<b>NUCA NATIONAL</b>	<b>NUCA TEXAS</b>	<b>NUCA TX CHAPTER</b>	<b>TOTAL</b>
Utility Contractor/ Excavation Contractor	<\$2M	\$ 975	\$ 385	\$ 180	\$ 1,540
	\$2M-\$5M	\$ 1,675	\$ 495	\$ 570	\$ 2,740
	\$5M-\$10M	\$ 2,025	\$ 605	\$ 790	\$ 3,420
	\$10M-\$25M	\$ 2,360	\$ 715	\$ 875	\$ 3,950
	>\$25M	\$ 2,360	\$ 935	\$ 1,725	\$ 5,020
Specialty Contractor	<\$2M	\$ 630	\$ 385	\$ 505	\$ 1,520
	\$2M-\$5M	\$ 630	\$ 495	\$ 1,555	\$ 2,680
	\$5M-\$10M	\$ 630	\$ 605	\$ 2,105	\$ 3,340
	\$10M-\$25M	\$ 630	\$ 715	\$ 2,505	\$ 3,850
	>\$25M	\$ 630	\$ 935	\$ 3,355	\$ 4,920
Associate/Supplier	<\$2M	\$ 325	\$ 385	\$ 820	\$ 1,530
	\$2M-\$5M	\$ 325	\$ 605	\$ 1,245	\$ 2,175
	\$5M-\$10M	\$ 325	\$ 605	\$ 1,245	\$ 2,175
	\$10M-\$25M	\$ 325	\$ 715	\$ 1,445	\$ 2,485
	>\$25M	\$ 325	\$ 935	\$ 1,445	\$ 2,705
Institutional/ Municipality/ Engineer	<\$2M	\$ 325	\$ 385	\$ 220	\$ 930
	\$2M-\$5M	\$ 325	\$ 385	\$ 220	\$ 930
	\$5M-\$10M	\$ 325	\$ 385	\$ 220	\$ 930
	\$10M-\$25M	\$ 325	\$ 385	\$ 220	\$ 930
	>\$25M	\$ 325	\$ 385	\$ 220	\$ 930
Multi Location	all levels	\$ 125	<i>category/revenue dues incorporated from above</i>		

**Policy Manual**  
**Duties: Officers, Board, and Members**  
**Version #02**  
**Approved: February 10, 2017**

The President will:

1. Set the vision and strategic plans for the Association.
2. Facilitate approval of an annual calendar.
3. Approve the agenda, chair, and verify the minutes for each board meeting.
4. Attend at least two of the four National Association events.
5. Call and preside over additional Executive Committee, Nominating Committee or Strategic Planning meetings as required.

Secretary/Treasurer will:

1. Review Balance Sheet and Profit and Loss Statement prior to each board meeting.
2. Review annual budget plan prior to its presentation to the board.
3. Periodically monitor bank accounts and serve as each account's primary owner.
4. Chair the Budget and Finance Committee.

All Board Members will:

1. Attend the annual meeting and at least four of the six board meetings per year.
2. Besides board meetings, attend at least 4 chapter wide social events each year.
3. Attend one National Event per 2 year term.
4. Serve as a Board Liaison to an Operating Committee or short-term task force. As a board liaison the member will:
  - a. Reflect the wishes of the board to the committee or task force chair,
  - b. Communicate the board or task force activity back to the board,
  - c. Take an active role in committee business.
5. Review and vote on all matters before the board including: annual budget, authorization of any financial commitments beyond the budget's scope, and policy decisions.
6. Involve at least one other employee from within their company on a NUCA Committee.
7. Actively endorse and promote NUCA outside of NUCA events. Report to the board the active roll you're taking in recruiting at least two potential member companies per year. Be an ambassador of the board of directors at NUCA Events by engaging a wide range of current and potential members.

All Members will:

1. Pay annual membership dues and any other costs they incur in a timely manner.
2. Behave in an ethical manner at all NUCA sponsored events.
3. Support the organization by sharing ideas and expressing concerns to appropriate NUCA leadership.

**Policy Manual**  
**Endorsements**  
**Version #01**  
**Approved April 14, 2017**

Endorsements and or sponsorship of a product, service, event or legislation generally must be approved at the state level. Exceptions will be made only for endorsements impacting, and expected to be visible, within a narrowly defined geography inside a regional chapter's boundaries. Such a regional endorsement must be clearly identified as relating only to that specific region's chapter.

All endorsements, sponsorships and similar relationships must be approved by a two-thirds vote of the board of directors and meet the following criteria:

1. The product, service, event or legislation shall
  - a. provide a benefit to contractor members in the conduct of their business, or
  - b. be in support of a non-profit charity.
  
2. Any monetary benefit must be disclosed to the membership, and be reviewed by legal counsel to ensure that the arrangement does not expose NUCA to liability, endanger the tax-exempt status or result in any other unintended consequences.
  
3. All advertising and promotional use of the NUCA Texas name or logo shall be defined prior to approval.

In those cases where an endorsement is anticipated to impact and/or be publicized on a national scale NUCA National's CEO must be notified and given an opportunity to disallow the endorsement. The right to disallow would be open for 30 days after notification unless written approval or denial is received prior to the end of that period.

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**Policy Manual**  
**Ethics**  
**Version #01**  
**Approved: November 4, 2015**

By joining, principal contacts of member companies are committing to:

1. Hold paramount the safety, health, and welfare of their employees and the public.
2. Perform services only in areas of competence, honestly representing experience and capacity.
3. Act for each employer or client as faithful agents or trustees.
4. Comply with all the laws and regulations, especially those related to safety, that govern utility and excavation contracting in your jobsites' jurisdictions.
5. Engage in business practices that put safety, workmanship and clients' requirements first.
6. Use methods which take into account responsibility for the environment
7. Conduct themselves honorably, responsibly, ethically, and lawfully so as to enhance the honor, reputation, and usefulness of the profession in general and our Association in particular.

**Policy Manual**  
**Expulsion for Cause**  
**Version #01**  
**Approved: November 4, 2015**

Termination procedures can be started for failure to comply with the requirements of the Policy Manual or bylaws. Such action can be against either a member company, to expulse them from the Association, or an individual serving as an Association Representative, to expulse them from their position. To be initiated, termination procedures require concurrence of three of five members of the Executive Committee, or a majority of the entire board. Members companies, or individuals proposed for expulsion, will:

1. Be provided written notice of the reason for that expulsion.
2. Have ten days from the receipt of written notice to respond electronically or by mail to the President of the Association.
3. Have any such response reviewed.
  - a. If a cause remains, have their expulsion voted on by the full board.
  - b. If cause does not remain, be issued a written notice of the cessation of termination procedures.
4. Be considered, if they do not reply, to have concurred with the reasons for expulsion, and have expulsion voted on by the full board.
5. Receive a written notice of the board decision to expulse or retain their standing.

In cases of expulsion involving an individual, the president will provide assurances to the individual's Company of their valued status within the Association.

**Policy Manual**  
**Financial Procedures**  
**Revision #01**  
**Approved: November 4, 2015**

The Secretary/Treasurer, working under the president and with the direction of the entire board, shall maintain the Association's financial procedures, and will:

1. Chair the Budget/Finance Committee.
2. Provide, or cause to be provided, financial reports to the board at least quarterly.
3. Set monetary balance parameters for checking and other easily accessible accounts with the concurrence of the Executive Council.
4. The Secretary/Treasurer and the President shall have access to all QuickBooks' records.
5. If an approved signatory, other than the Secretary/Treasurer or President, signs checks; the Secretary/Treasurer and President will both be notified.
6. Expenditures, more than 5% beyond the scope of the approved budget, must be either funded prior to the commitment of the expense, or approved by the Operating Committee Chair and the Executive Committee.
7. Review prior year finances prior to submittal to the accountant for preparing tax returns.
8. Travel funding will be in accord with the Travel Reimbursement Policy with any per diem expenses allowed therein reviewed by the Secretary/Treasurer.

**Policy Manual**  
**Operating Committees and Task Forces**  
**Revision #01**  
**Approved: November 4, 2015**

Committees to enact various ongoing long-term objectives of the board will be established by the board with a Committee Chair, and auxiliary Chair (Vice/Co), and Board Liaison. If such leadership is not established, the board will either take over the responsibilities of that committee until leadership is identified or disband the committee. Committee leadership will:

1. Commit to a minimum of one year, or the remainder of an existing term.
2. Actively seek to implement board policy relative to their committee's activity.
3. Set and attend a minimum of four committee meetings or teleconferences per year.
4. Keep minutes of committee meetings.
5. Attend at least 75% of any committee events.
6. Actively endorse and promote NUCA involvement inside and outside of NUCA events.
7. Board Liaison will report to the Board of Directors on committee activity.

A Task Force is a short-term committee with a finite objective and at least one board member reporting to the Board of Directors.

**Policy Manual**  
**Manual Approval and Revision**  
**Revision #01**  
**Approved: November 4, 2015**

A majority of the entire board needs to approve the initial copy of the Policy Manual. Subsequent changes may be implemented by agreement by at least four of the five Executive Committee members and will stand until ratified or denied at the next regularly scheduled board meeting.

**Policy Manual**  
**Travel – Reimbursement**  
**Version#02, May 10, 2019**

In as much as an attendee and their company are donating the person's time to attend National or State NUCA events, the following costs will be covered wholly by the Chapter:

1. Registration to the event at pricing available 30 days in advance.
2. Airfare booked 30 days in advance or equivalent pricing.
3. Hotel costs to include the evening prior to the event, as long as the event begins before noon on the following day, and for the duration of the event. Hotel costs will not be covered for the last day of the event unless there are no flights available to get out after the conclusion of the event. The maximum hotel costs reimbursed will be the lesser of National negotiated rates with the preferred hotel or actuals.
4. Executive Director attending events is required to complete purchases 30 days in advance to avoid incurring additional expenses.

The Attendee will be responsible for the following:

1. Transportation to and from the hotel from the destination airport.
2. Meals and entertainment not included in the registration cost for the event.
3. Executive Director reasonable expenses for ground transport and meals will be reimbursed up to \$100 per day.

The preference for board members to receive travel benefits shall occur in the following order 45 days prior to the event.

1. Contractor member on the executive committee
2. Contractor director
3. Associate on the executive committee
4. Associate director

The number of board attendees participating cannot exceed the budgeted number without requiring a specific vote. The Executive Director shall attend National's: Convention, Summit, and Leadership Conference; and may be assigned additional State events requiring travel.

If the allocated budget is not exhausted and the spouse of a Board Member would like to attend, they will be reimbursed at the same level as the Board Member.

**NUCA North Texas**  
**Policy Manual**  
**Whistle Blower**  
**Revision #01**  
**Approved: November 4, 2015**

It is the responsibility of all Association representatives and members to report questionable or improper matters and suspected violations of the Association policies or bylaws. If such a report is thereby required, the representative or member will convey such concerns to the Association President or other board member if the allegation concerns the Executive Committee. The President or notified board member, once apprised of such concerns, will:

1. Initiate an investigation by the Executive Committee, or an independent task force if the Executive Committee is inappropriate for the nature of the concern
2. Convey to the Board of Directors any complaint found to have merit with appropriate recommendations.

Whistleblowers who, in good faith, report a Concern shall not be subject to retaliation or adverse conditions. Anyone who retaliates against someone who has reported a Concern in good faith may be subject to termination of membership, following termination procedures.