

BY-LAWS OF MASONRY CONTRACTORS ASSOCIATION OF SAN DIEGO & IMPERIAL COUNTIES

ARTICLE I: MEETINGS

- Section 1. Regular Meetings
- Section 2. Special Meetings
- Section 3. Board of Directors Meetings

ARTICLE II: MEMBERS

- Section 1. Membership Meetings
- Section 2. Board of Directors Meeting

ARTICLE III: MEMBERS

- Section 1. Active Members
- Section 2. Inactive Member
- Section 3. Associate Member
- Section 4. Resignation
- Section 5. Expulsion
- Section 6. Qualifications
- Section 7. Application for Membership
- Section 8. Acceptance

ARTICLE IV: FORFEITURE AND TERMINATION OF MEMBERSHIP

- Section 1. Failure to Pay Dues

ARTICLE V: OFFICERS

- Section 1. Officers
- Section 2. The President
- Section 3. The Vice President
- Section 4. The Secretary
- Section 5. The Treasurer
- Section 6. Staff

ARTICLE VI: THE BOARD OF DIRECTORS

- Section 1. Board of Directors
- Section 2. Power and Authority
- Section 3. Vacancy

ARTICLE VII: ELECTION OF OFFICERS

- Section 1. Nominations
- Section 2. Elections
- Section 3. Restrictions on Voting

ARTICLE VII: COMMITTEES

Section 1. Membership
Section 2. Auditing
Section 3. Programs
Section 4. Nominating
Section 5. Other

ARTICLE IX: FUNDS

Section 1. Annual Dues
Section 2. Assessments
Section 3. Other Funds

ARTICLE X: AMENDMENT

Section 1. Amendments

ARTICLE XI: CORPORATE PROPERTY

Section 1. Interest in Corporate Property

ARTICLE XII: ORDER OF BUSINESS

Section 1. Conduct of Meetings
Section 2. Rules

ARTICLE 1: MEETINGS

Section 1. Regular Meetings. Regular meetings of this Association shall be held on at least one day each month, the day, hour, and place to be designated by the President or by the Program Committee.

Section 2. Special Meetings. Special meetings may be called at any time by order of the President, or by the Board of Directors, or upon written or oral request agreed to by five active members and presented to the Secretary or Business Manager. The Secretary or Business Manager shall mail, fax, or by other means of communications, send to all members notice of such special meetings, stating the business to be transacted and the time and place of the meeting.

Section 3. Board of Directors Meetings. Regular meetings of the Board of Directors shall be held per the requirements of Article 1, Section 1, immediately prior to the regular meetings of the entire membership of this Association. Any member of the Association may attend the meetings of the Board of Directors. Special Board of Directors meetings may be held on call of the President, Secretary, Business Manager, or upon the request of any three members of the Board. Any regular meeting of the Board of Directors may be suspended or omitted at the discretion of the Board of Directors.

ARTICLE II: QUORUM

Section 1. Membership Meetings. At all membership meetings, nine (9) active members in good standing or one-half of the total number active members in good standing, whichever is lesser, shall constitute a quorum for the transaction of business. A majority of those present shall decide all questions presented except otherwise provided herein.

Section 2. Board of Directors Meeting. Four members, including the presiding officer, shall constitute a quorum of the Board of Directors for the transaction of business. A majority of those present shall decide all questions presented.

ARTICLE III: MEMBERS

Section 1. Active Members. Active members shall be any individual or firm licensed by the State of California as a masonry contractor and actively engaged in that business within the Counties of San Diego or Imperial, California; and who are duly accepted into membership by this Association.

Section 2. Inactive Member. Any member who has been allowed to continue membership after ceasing masonry business operations.

Section 3. Associate Member. A firm or individual who is directly or indirectly engaged in the masonry industry or service to the mason contractors and who has been accepted as a member of this Association with limited voice and vote as specified.

Section 4. Resignation. Any active member may resign from the Association by filing a written resignation with the Secretary or Business Manager, to be read before the Association at its first subsequent meeting; provided said active member shall have paid his dues and assessments in full. No active member so resigning shall be eligible to re-apply for membership within the period of one year.

Section 5. Expulsion. A member may be subject to expulsion should he conduct his business in a manner considered to be contrary to the Code of Ethics adopted by this Association.

Section 6. Qualifications. This Association shall be the sole judge of the qualifications for admission.

Section 7. Application for Membership. Every applicant of active membership must be recommended by an active member or associate member in good standing, who shall vouch for the applicant's moral character and professional standing. Said applicant must file with the Secretary or Business Manager, a written application, setting forth name, business address, nature of business organization, name of owners or officers, name of person or persons in firm who are licensed, license classification and State license number.

Each application for membership must be accompanied by whatever amount of money in the form of a bond, initiation fees, and/or dues as may be at that time required, and these fees shall be prescribed from time to time by the Board of Directors and concurred in by the membership.

All Applicants for membership shall be submitted to the membership committee. This committee shall investigate the qualifications of all applicants and shall submit its findings and recommendations to the Board of Directors, which shall thereupon submit a recommendation for acceptance or rejection of the applicant for presentation to the Association for election to membership.

Members of both active and associate members shall become more effective on the date of election by the membership.

Section 8. Acceptance. Acceptance of membership shall be deemed a pledge to abide by these By-Laws, the principals of this Association, or any association of which this Association may be a part.

ARTICLE IV: FORFEITURE AND TERMINATION OF MEMBERSHIP

Section 1. Failure to Pay Dues. Any Active member delinquent for a period of two months in the payment of any dues or assessments shall be notified of such delinquency in writing by the Secretary, Treasurer or Business Manager by registered mail, and in the event said delinquency is not paid in full within a period of thirty (30) days after such written notification, including a penalty of ten percent (10%) of the amount owing which is also due after the 60th day of delinquency, said member shall forfeit his membership in this Association, and thereafter must be reinstated as a new member. The Board of Directors reserves the right to waive the penalty fee. A member may be dropped from membership should two (2) months in dues become in arrears. Dues become due the first day of the month of the first month of the quarter and are in arrears the first day of the third month quarter.

ARTICLE V: OFFICERS

Section 1. Officers. The officers for this Association shall be President, a Vice-President, a Secretary, and a Treasurer. All officers shall serve for a period of two (2) years and shall not be eligible to succeed themselves in office for more than one additional two (2) year term.

Section 2. The President. The President shall preside at all meetings of the Association and the Board of Directors, and shall perform such duties as custom and parliamentary usage require. He shall, as its executive officer, carry out the will of the Association in all matters not in conflict with the provisions of the By-Laws of the Association, and see to it that the By-Laws are regularly enforced. The President shall be a member of the Board of Directors.

Section 3. The Vice-President. The vice President shall be a member of the Board of Directors, and in the absence of the President, shall perform the duties and exercise the powers vested in the President.

Section 4. The Secretary. It shall be the duty of the Secretary to keep an exact record of all proceedings of the Board of Directors and of the Association; to receive and attend to all official correspondence; to maintain an accurate roll call; to forward all notices of meetings; and to receive and keep on file all official correspondence and papers of record. The Secretary shall be a member of the Board of Directors. The Secretary may designate the Business Manager to handle these functions.

Section 5. The Treasurer. It shall be the duty of the Treasurer to receive all moneys due the Association, together with all bequests and donations. He shall collect the annual dues a special assessments, and disburse the same in accordance with the action taken by the Board of Directors or the Association. It shall be the duty of the Treasurer to make a complete report at the regular February meeting of the Association, accurately accounting for all moneys collected by him, and presenting receipts for all disbursements made by him. Within seven days prior to the

regular February, and at any other time he is ordered so to do by action of the Board of Directors or Association, the Treasurer shall submit all books, receipts and papers for inspection by an auditing committee to be appointed by the President. The Treasurer shall be a member of the Board of Directors. The Treasurer or Business Manager shall, at the boards discretion, furnish a fidelity bond to the Association, as required by the Board of Directors, but in no event less than \$2000.00, the premium of which shall be paid by the Association.

The Treasurer shall a membership book containing the name and address of each new member, and shall record therein the termination of any membership, together the date on which the termination ceased and the reason therefore. The Treasurer may designate the Business Manager to handle these functions.

Section 6. Staff. The Secretary or Treasurer may nominate and appoint an Association Management Service providing a Business Manager and any other clerical and/or employee assistance, subject to the approval of the Board of Directors, to which or whom may be delegated the duties set forth in Article V, Sections 4 and 5.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the President, The Vice- President, The secretary, the Treasurer, and five Directors-at-Large, to be elected from the Association. In addition, the immediate past-president of the Association shall be a member of the Board of Directors.

Section 2. Subject to the provision of these By-Laws, the Board of Directors shall be vested with full and complete power and authority to manage, control, use invest, re-invest, lease, make contracts in respect of and concerning, convey, give, grant, transfer, mortgage, convey in trust, sell or otherwise dispose of all property of any kind or nature owned by the Association and also shall be vested with full and complete authority to do and perform all acts and to conduct, manage, control and transact all affairs and business of and for and on behalf of the Association and to manage and conduct all work and activities of the Association in fulfilling the purpose thereof, provides that any single expenditure of over \$2,000.00 and/or any contract or agreement involving a some in excess of \$2,000.00 must be presented by the Board of Directors before a regular meeting or special meeting of the active members, and must be approved by an affirmative vote of three-fourths of the active members present and voting at such meeting before made or entered into by the Board of Directors.

Section 3. Upon the death, resignation or disability of any member of the Board of Directors, or by termination of office by Chairman of the Board of any member who misses a minimum of two (2) consecutive meetings, the vacancy shall be filled by a majority vote of the remaining members thereof, and the new member sp chosen shall fill the unexpired term of the member he replaces.

ARTICLE VII: ELECTION OF OFFICERS

Section 1. The President shall, at the first meeting called in November of each year, instruct the Nomination Committee to nominate (1) or more candidates for each office. The nominees must be regular members of the Association. These nominations shall be announced, by the Nominating Committee, at the regular December meeting of the Association.

Section 2. Election of Officers shall be held at the December meeting. The candidates nominated by the Nominating Committee shall be announced by the Chairman of the Committee, and then the President shall call for further nominations, at which time any regular member may nominate any eligible member to any office of the Association. After all nominations, the election shall be held by secret ballot or, if there are no dissenting votes, an open voice vote.

Nominees of the Nominating Committee for the Directors-at-Large shall then be placed in nomination and then nominations of additional candidates for Directors-at-Large by the membership-at-large shall be received. Upon voting by the active membership, the five candidates for Directors-at-Large receiving the largest number of votes shall be deemed elected. In the event of a tie for any office or director-at-large position, there shall be a run-off election between the candidates so tied.

Only active members in good standing may vote. All voting for election of officers or directors shall be by secret ballot or by voice vote. The Secretary or Business Manager shall count the votes and make a report to the Association.

Section 3. Restrictions on voting. Neither cumulative, nor voting by proxy shall be allowed.

ARTICLE VIII: COMMITTEES

Section 1. Membership Committee. This committee shall consist of three active members who shall be appointed by the President.

The committee shall receive from the secretary or Business Manager of the Association the qualifications of all applicants, and report to the Board of Directors the results of its investigation with such recommendation as it may deem fit.

Section 2. Auditing Committee. This committee shall consist of two members who shall be appointed by the President at the January meeting of the Association. The President shall designate the chairman of the committee.

It shall be the duty of the committee to audit the books and records of the Secretary-Treasurer for the current year and present the results of their audit to the Board of Directors at its regularly scheduled February meeting.

Section 3. Program Committee. This committee shall consist of a minimum of three members who shall be appointed by the President for a term of one year.

It shall be the duty of this committee to arrange for programs of the general meetings of the Association.

Section 4. Nominating Committee. This committee shall consist of active members in good standing who are past presidents of this Association. This committee shall perform the functions for it in Section 1, Article VII hereof.

The nominating committee shall additionally known as the Presidential Advisory Committee and shall the additional function, upon request of the present President of studying and advising the President and the Board of Directors on matters presented to them.

Section 5. Other Committees. Other committees may be formed as from time to time may be needed in the judgment of the Board of Directors or the President.

ARTICLE IX: FUNDS

Section 1. Annual Dues. The annual dues of each class of membership shall be established from time to time by the Board of Directors, subject to approval of the membership by an affirmative vote of three-fourths of the active members present and voting. The manner of payment of dues of each class of the membership shall be established by the Board of Directors.

Section 2. Assessments. The board of Directors of the Association may, from time to time, recommend that assessments be collected from the active members. All such recommended assessments shall be subject to the approval of the membership by an affirmative vote of 70% of the active members present and voting at any meeting of the Association. Said assessments shall be payable on or before the next regular meeting of the Association following their approval.

Section 3. Other Funds. Funds may also be raised by voluntary contribution and in any other way adopted by the Board of Directors and approved by an affirmative vote of 70% of the active members present and voting at any meeting of the Association.

ARTICLE X: AMENDMENT

Section 1. These By-Laws may be amended in the following manner. Amendments may be proposed by any active member in good standing by submitting a copy in writing to the Secretary or Business Manager. At the next regular meeting, said assessment shall be considered by the entire membership and voted upon by secret ballot, or if there are no dissenting votes, an open voice vote. The amendment shall be considered adopted when it receives an affirmative vote of 70% of the active members present and voting.

ARTICLE XI: CORPORATE PROPERTY

Section 1. Interest in Corporate Property. No person other than an active member in good standing shall have interest in property of this Association, and the interest of any active member therein shall cease when he ceases to be a member of the Association for any reason. If any active member shall resign or otherwise cease to be an active member of the Association, all of his interest in all property of the Association shall cease and such cessation of membership shall operate as a release and assignment to the Association of all the rights, title and interest of such member in and to all property of the Association.

ARTICLE XII: ORDER OF BUSINESS

Section 1. Conduct of Meetings. All meetings shall be conducted with parliamentary procedure employing the following agenda:

- A. Roll call of Officers.

- B. Reading of minutes of the last meeting and vote on approval.
- C. Reports of Officers, Committees, and Delegates.
- D. Communications, Bills and actions thereon.
- E. Election of Officers (December meeting of each year)
- F. Old Business
- G. New Business
- H. Good of the Industry or Association.
- I. Adjournment

Section 2. Rules. No one will be allowed the floor except under the following conditions and raising for the purpose:

- A. To make a committee report
- B. To request further information on a Committee report
- C. To present a motion
- D. To second a motion
- E. To amend a motion
- F. To present a substitute motion
- G. To amend a substitute motion
- H. To argue for or against any motion or amendment after such motion or amendment has been regularly moved and seconded.
- I. To call a Point of Order (point out a violation of the rules).
- J. To request information from the President on the question before the body or for Question of Privilege.
- K. Or under the Good of the Association for any reason.

The President may request the maker of any motion or amendment to present it in writing.

After a question is seconded, the President will recognize the maker first, then anyone to argue against the question, then anyone for the question, then against, and so on until each side has had equal voice on the question, then call for the vote on the question.

Anyone who has already had the floor will not be allowed to speak the second time on the same question if others are requesting the floor unless he is the only one voicing opposition to the immediate preceding speaker.

The president will rule out of order anyone who does not confine his debate to the question before the body.

- a. A motion
- b. An amendment to the motion
- c. A substitute motion replacing the motion and amendment
- d. An amendment to the substitute motion

Action by the body will be taken by voting on the most recent question before the body first.

A motion to adjourn shall not be passed until the Good of the Association is satisfied, unless by two-thirds majority.

Any member has the right to require a call on any question before the body or approval by the members of a ruling by the President.