

# ASSOCIATED SUBCONTRACTORS ALLIANCE

## BYLAWS

### ARTICLE I: PRINCIPAL OFFICE

**Section 1. San Diego County.** The principal office of the Chapter shall be in the County of San Diego, California.

### ARTICLE II: PURPOSES

**Section 1. Purposes.** The purposes for which the Chapter exists are to educate, inform and work with Members and specifically:

- a. To deal with trade and promotional problems of specialty contractors and subcontractors in the building construction industry.
- b. To act as a trade association for its Members and, as such, to perform for its Members those services which can better be performed as a group than separately.
- c. To cooperate with owners, general contractors, architects, engineers and other segments of the building construction industry and their associations, with existing associations of subcontractors, and with organizations representing the building trades in all lawful matters of interest to the building construction industry.
- d. To do any and all lawful acts and things to help the building construction industry better serve the public and to promote any legitimate common interest of its Members.

**Section 2. Affiliation.** The Chapter is organized as a nonprofit corporation, and shall not be operated for pecuniary gain or profit, nor shall any part of the income or assets of the Chapter be distributed or allowed to inure to the benefit of any individual or any purpose other than those for which this Chapter is formed.

### ARTICLE III: MEMBERSHIP

**Section 1. Definitions.** When used in these Bylaws:

- a. The terms “specialty contractor” and “subcontractor” shall mean any person, partnership, corporation or other business entity engaged in building construction who, pursuant to subcontracts or material supply agreements, customarily furnishes labor and/or materials for building construction projects.

- b. The term “labor” shall include, but not be limited to, shop labor for the manufacture or fabrication of specified materials to be installed in a particular construction project.
- c. Sustaining Member. Any person, firm, or corporation that voluntarily contributes funds to the association shall be considered a Sustaining Member. Sustaining Members shall be renewed annually.
- d. Industry Partner – Any person, partnership or corporation or other business entity which involves construction and cannot qualify as a Regular Member or Affiliate Member. Industry Partners have no membership rights, no voting rights, and are not members.
- e. Emerging Business – Any person, firm, corporation or other business, which may be a regular, affiliate or industry partner member, which has total sales under \$500,000. A member may only remain as an Emerging Business for a two (2) year period.

**Section 2. Revenues.** At least seventy-five percent of a Regular Member’s sales revenue must be for work performed in the capacity of a subcontractor, specialty contractor or material supplier.

**Section 3. Qualifications.** There shall be two classes of membership:

- a. Regular Members. Any licensed subcontractor, licensed specialty contractor or material supplier which is actively engaged in the building construction industry in the San Diego County area shall be eligible for membership as a Regular Member of the Chapter subject to such terms and conditions of membership as the Board of Directors may from time to time decide.
- b. Affiliate Members. Any person, partnership or corporation or other business entity which supplies services or furnishes materials to specialty contractors or subcontractors shall be eligible for membership as an Associate Member of the Chapter.
  - i. Affiliate Members are entitled to all the rights and privileges of Regular Members.

**Section 4. Dues.** Membership dues and assessments and provisions for payment thereof shall be as determined by the Board.

**Section 5. Application for Membership.** Application for membership shall be made in writing on forms provided by the Chapter. Acceptance into membership shall be only after final approval of the Board or pursuant to other procedures approved by the Board.

**Section 6. Voting.** Each Member in good standing shall be entitled to cast one vote and each vote shall be cast by a duly authorized representative in person or by written proxy.

**Section 7. Termination/Suspension.**

- a. Any Member of the Chapter or any Officer or Director on the Board of Directors may be terminated from such membership or position due to ineligibility, cessation of business, resignation, failure to pay dues, or other reasonable cause. Upon termination, all membership rights, privileges and interests of such Member shall cease, provided that such Member shall remain liable for any outstanding financial obligations to the Chapter.
- b. In lieu of termination, such membership or position may be suspended for a period of time and on such terms and conditions as the Board may deem reasonable.
- c. Termination or suspension shall be by three-fourths vote of the Board of Directors or by the remaining Directors if the vote relates to an Officer or Director.

**ARTICLE IV: BOARD OF DIRECTORS**

**Section 1. Designation and Function.** There shall be a Board of Directors consisting of a President, Vice President, Secretary, Treasurer, Governor, and six at-large Directors elected from the Chapter's Members in good standing. It shall be the responsibility of the Board to determine the program and policies of the Chapter. (Amended 01/11/95 to increase the Board from four to six members.)

**Section 2. Term of Office.**

- a. The President, Vice President, Secretary, Treasurer, and Governor shall have a term of two years and shall hold office for the term to which elected or appointed and until a successor has been elected or appointed, or until earlier resignation, removal from office or death.
  - i. The Directors will be elected each year at the annual meeting of the Chapter.
- b. The six at-large Directors shall each have a term of two years and shall hold office for the term to which elected or appointed and until a successor has been elected or appointed, or until earlier resignation, removal from office or death. (Amended 01/18/95 to increase the Board from four to six members.)
  - i. Terms of these Directors shall be staggered so two of the at-large Directors are elected each year at the annual meeting of the Chapter.

- c. All Directors shall take office on the first day of July immediately following their election.

**Section 3. Meetings.**

- a. Regular meetings of the Board shall be conducted monthly at such times and places as the Board may designate.
  - i. No notice shall be required for Regular meetings.
- b. Special Meetings of the Board shall be conducted at such times and places as the Board may designate.
  - i. Unless waived in writing, written notice of the time, place and purpose of any such Special Meeting shall be given at least five days prior to the meeting.

**Section 4. Quorum.** At any meeting of the Board 50% present shall constitute a quorum for purposes of conducting Chapter business.

**Section 5. Vacancies.** Should a vacancy occur on the Board, the vacancy shall be filled by appointment by the President subject to ratification by the Board.

**Section 6. Voting.** Each Director shall be entitled to one vote, in person or by written proxy, on any matter properly brought before the Board. A majority of a quorum shall be required to pass any motion or resolution of the Board except a vote dealing with a lawsuit, political position paper and/or any other legal issues. Any matter properly brought before the Board concerning a lawsuit, political position paper and/or any other legal issues shall require every Board member to vote, either by attendance, email, phone or proxy. A vote on all lawsuits, political position papers and any other legal issues must receive a 2/3 majority of the Board to pass.

**Section 8. Indemnification.** Each Director shall be indemnified, defended and held harmless by the Chapter to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred in connection with any action, suit, proceeding or claim or the settlement or compromise thereof, or payment of any judgment or fine resulting therefrom in which the Director may become involved by reason of any action taken or omitted in good faith pursuance of the Purposes of the Chapter.

## **ARTICLE V: OFFICERS**

**Section 1. Number of Officers.** The officers of the Chapter shall consist of a President, Vice President, Secretary, Treasurer and Governor. Officers will be selected by a Nominating Committee established each year for that purpose and are approved by the Board of Directors.

**Section 2. President.** The President shall preside at all meetings of the Chapter and the Board shall have, perform and discharge the powers and duties usually pertaining to

such office and such other powers and duties as the Board from time to time may prescribe.

- a. As a condition of election to the office of the President, a nominee shall have served at least one year on the Board of Directors in the year immediately preceding the date on which the nominee would take office as President.  
[Added by Board 12/05/91]

**Section 3. Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall have, perform and discharge the powers and duties usually pertaining to such office and such other powers and duties as the Board from time to time may prescribe.

**Section 4. Secretary.** The Secretary shall keep a complete roll of the names and addresses of the Members of the Chapter, shall take and keep minutes accurately reflecting the proceedings of all meetings of the Board and all actions taken by the Chapter, and shall have, perform and discharge the powers and duties usually pertaining to such office and such other powers and duties as the Board from time to time may prescribe.

**Section 5. Treasurer.** The Treasurer shall collect all duties and assessments and have custody and control of the funds of the Chapter, subject to direction and control of the Board. The Treasurer shall keep an accurate account of all moneys received and disbursed and of the financial condition of the Chapter and shall have, perform, and discharge the powers and duties usually pertaining to such office and such other powers and duties as the Board from time to time may prescribe.

- a. Two signatures shall be required on any check in excess of five thousand dollars (\$5,000.00). At least one of the signatures must be an officer.  
(Amended 11/20/13 to increase the amount from \$1,000.00 to \$5,000.00).

**Section 6. Governor.** The Governor shall be appointed by the other directors. The Governor will serve as a senior advisor to the Board who has served at least one term on the Board. Generally this portion will not be responsible for specific committees or have other line responsibility. The term of the Governor will be one year.

**Section 7. Vacancies.** Should a vacancy occur in any office, the vacancy shall be filled by appointment of the Board.

## **ARTICLE VI: CHAPTER MEETINGS**

**Section 1. Annual Meeting.** The annual meeting of the Chapter shall be held at such place and time as the Board may designate, which may be a Regular meeting.

**Section 2. Regular Meetings.** Regular meetings of the Chapter shall be conducted at such times and places as the Board may designate.

**Section 3. Special Meetings.** Special Meetings of the Chapter shall be conducted at such times and places as the Board may designate.

- a. Unless waived in writing, written notice of the time, place and purpose of any such Special Meeting shall be given at least five days prior to the meeting.

**Section 4. Quorum.** At any meeting of the Chapter fifteen percent of the Members in good standing, present in person or by written proxy, shall constitute a quorum for purposes of conducting Chapter Business.

**Section 5. Voting.** Each Member shall be entitled to one vote, either by attendance, email, or written proxy, on any matter properly brought before the Chapter. A majority vote of a quorum shall be required to pass any motion or resolution of the Chapter.

## **ARTICLE VII: ELECTIONS**

**Section 1. Nominating Committee.** The Board shall annually appoint a Nominating Committee composed of 5 Members including the President and the Governor. The Nominating Committee shall:

- a. Nominate at least one person for each position to be filled.
- b. Prepare a Slate of Nominees and present it to the Secretary at the May meeting of the Board.

**Section 2. Elections.** The Secretary shall mail or deliver the Slate of Nominees to all Members in good standing prior to the annual meeting of the Chapter.

- a. At the annual meeting any Member in good standing may be nominated from the floor for any director position.
- b. Votes will be tabulated by the Secretary and the nominee receiving a majority of the votes of the Members present and voting shall be deemed elected.

## **ARTICLE VIII: COMMITTEES**

**Section 1. Committees.** The Board may create and dissolve such Committees from time to time as the Board deems necessary.

## **ARTICLE IX: AMENDMENTS**

**Section 1. Chapter.** New Bylaws may be adopted or these Bylaws may be repealed or amended by the Members at any Regular Meeting or at any Special Meeting of the Chapter called for that purpose.

**Section 2. Board.** Subject to the right of the Members to adopt, amend or repeal Bylaws as provided in Section 1 of this Article, new Bylaws may be adopted or these Bylaws may be repealed or amended by the Board of Directors at any Regular Meeting or

at any Special Meeting of the Board called for that purpose, except that the Board shall not have the authority to change the authorized number of Directors.

## **ARTICLE X: DISSOLUTION**

**Section 1.** **Vote.** By a two-thirds vote of all Members of the Chapter, the Chapter may be dissolved.

**Section 2.** **Assets.** In the event of dissolution, the assets of the Chapter shall be applied by the Board or, if not by the Board by Court order, to purposes as near as possible to the purposes of this Chapter as stated in these Bylaws and in no event shall the assets of the chapter be distributed to or inure to the benefit of any Member of the Chapter.