

# BY-LAWS FOR MARIN BUILDERS ASSOCIATION

June 21, 2011

## ARTICLE I

### **Name, Principal Office, Purpose and Restrictions**

**1.01 Name.** The name of the corporation is Marin Builders Association, a California nonprofit mutual benefit corporation (“Association”).

**1.02 Principal Office.** The Board of Directors (“Board”) shall determine the location of the principal office of the Association.

**1.03 Purpose.** The specific purpose of the Association is to promote and advance the building industry in Marin County.

**1.04 Restrictions.** All policies and activities of the Association shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Association is organized and operated, and applicable tax-exemption requirements.

## ARTICLE II

### **Membership Classification**

**2.01 Membership Qualifications.** Membership in the Association is extended to persons or firms involved in, or associated with, the building industry.

**2.02 General Membership.** General membership in the Association is extended to contractors licensed by the California Contractors State License Board.

**2.03 Associate Membership.** Associate membership is extended to those businesses or professional firms providing products and services to the construction industry.

**2.04 Organizational Membership.** Organizational membership is extended to construction industry-related groups and associations who maintain an office in Marin County.

**2.05 Honorary Membership.** Honorary membership shall be a principal of a firm, which has been a member in good standing for a minimum period of 10 years and shall be approved by action of the Membership Committee. An Honorary Member shall not be eligible for membership under any other classification.

**2.06 General and Associate members are voting members and eligible to serve on the Board.**

**2.07 Member in Good Standing.** A member in good standing is one who has paid current dues and assessments.

**2.08 Member Obligation to Follow Association Rules.** Each member of this Association agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board or voting members of the Association.

**2.09 Termination.** A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to the Association; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (c) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board; and (d) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

**2.10 Discipline.** A member may be publicly reprimanded, fined, suspended or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise. The discipline shall occur only after the member has been given a (15) fifteen-day prior written notice of the proposed discipline and the reasons therefore. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

**2.11 Member Liability.** No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

### **ARTICLE III**

#### **Dues**

**3.01 Dues and Fees.** The Board shall set dues and fees, make assessments and set the terms of payment.

**3.02 Delinquency.** Any member of the Association who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.

**3.03 Refunds.** No dues, fees or assessments will be refunded.

### **ARTICLE IV**

#### **Membership Meetings**

**4.01 Annual Membership Meeting.** The Association shall hold an annual meeting of the membership at the place and on the date that the Board determines. At the annual meeting, Directors shall be elected, the Board shall report the activities of the Association to the members, and other business shall be transacted as may be properly brought before the meeting.

**4.02 Special Meetings.** The President, the Board or five percent or more of the members may call special meetings of the membership.

**4.03 Notice.** The Board must give Association members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 10 days (but not more than 90 days) before the meeting.

**4.04 Quorum.** Fifty percent (50%) of the voting membership present at any annual or special meeting constitutes a quorum. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision. Proxy voting which conforms to the California Nonprofit Corporation Law is permitted at any meeting.

**4.05 Action Without a Meeting: Written Ballot.** Any action, which may be taken at a regular meeting of the members, may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

### **ARTICLE V**

#### **Board of Directors**

**5.01 Board of Directors.** The Board is the governing body of the Association and has authority and is responsible for the supervision, control, and direction of the Association.

**5.02 Number of Directors.** The Board shall consist of at least 11, but no more than 21, Directors, the exact number to be fixed by the Board, five of whom will be officers and the majority from General membership class.

**5.03 Election and Term of Office.** Directors serve staggered terms of three years, beginning the fiscal year commencing the first day of the month of the fiscal year succeeding the election of the Director. No Director may serve more than (3) three successive terms in the same position. A Director appointed to fill an unexpired term, will be ineligible to serve a successive term, if the period of the Director's appointment exceeds two-thirds of the elected term.

The Directors shall be elected at the annual meeting of the members to be held in the last month of the fiscal quarter of each year.

**5.04 Vacancies.** If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term.

**5.05 Meetings.** The President or any three Directors may call meetings of the Board. The Board shall hold its annual meeting at the time and place it selects and shall hold other meetings each year at the time and place it selects.

**5.06 Notice.** The Board may hold regular meetings without notice if the Board fixes the time and place of such meetings. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by telephone, telegraph or facsimile, provided that a Director may waive such notice in the manner provided by law.

**5.07 Quorum.** A quorum of the Board shall be a majority of the number of Directors elected and serving in the current year.

**5.08 Board Action.** Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations, which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors and Officers.

**5.09 Meeting by Conference or Other Electronic Means.** Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; and (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

**5.10 Absence.** Any Director who has an unexcused absence from three consecutive meetings in one 12-month period shall be subject to disciplinary action from the Executive Committee.

**5.11 Rules Of Order.** All meetings shall be conducted according to Rosenberg's Rules of Order Simple Parliamentary Procedures for the 21<sup>st</sup> Century.

## **ARTICLE VI – OFFICERS**

### **ARTICLE VI Officers**

**6.01 Officers.** The officers of the Association are President, Vice President, Secretary, Treasurer and Immediate Past President.

**6.02 Qualifications.** An Officer must be a voting member of the Association and shall have served a minimum of one year as a member of the Board. No person may hold more than one office at the same time. An Officer may serve consecutive terms.

**6.03 Election and Term of Office.** The Board of Directors shall elect the Officers. Each Officer shall hold office for a term of one year.

**6.04 Duties.** The Officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each Officer as adopted by the Board from time to time. In addition, the President acts, as Chairman of the Board; the Vice President acts in place of the President when the President is not available; and the Treasurer is the Chief Financial Officer.

**6.05 Vacancies.** If a vacancy occurs among the Offices, other than the President, for any reason, the Board may fill the unexpired portion of the term.

## **ARTICLE VII EXECUTIVE DIRECTOR**

**7.01 Executive Director.** The Board shall employ an Executive Director to perform such duties as are specified by the Board by way of position description, goals and objectives and a written employment agreement setting forth the terms and conditions of employment.

## **ARTICLE VIII Committees**

**8.01 Committees and Trusts.** The Board may create committees and trusts to which it may delegate various governance functions; the Board shall provide each such committee a specific mission statement with a definition of the committee's authority.

**8.02 Executive Committee.** The Executive Committee shall act in place and stead of the Board between Board meetings on all matters specifically authorized by the Board through Board adopted policies and the California Nonprofit Corporation Law. The Executive Committee shall report its actions to the Board by mail or at the next Board meeting. The Executive Committee shall consist of the five officers.

**8.03 Nominating Committee.** The Nominating Committee shall be responsible for making nominations to fill Director and Officer positions. The Committee shall submit its nominations to the Board and to the membership in accordance with Board adopted policies.

## **ARTICLE IX Indemnification and Insurance**

**9.01 Indemnification.** To the fullest extent permitted by the law, the Association shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Association's behalf. "Agent" for this purpose shall include Directors, Officers and employees.

**9.02 Insurance.** The Association may purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

## **ARTICLE X Dissolution**

**10.01 Dissolution.** The Association may wind up and dissolve pursuant to the California Nonprofit Corporation Law.

## **ARTICLE XI Interpretation**

**11.01 Interpretation.** These Bylaws constitute a written agreement between the Association and its members, Directors and Officers. The Bylaws should be interpreted in connection with the California Nonprofit Corporation Law, which supplements and controls these Bylaws.

I certify that the foregoing amended By-Laws were duly adopted at the Marin Builders Association Board of Directors meeting dated \_\_\_\_\_ 2011.

\_\_\_\_\_  
Dave Trahan, President

\_\_\_\_\_  
Date

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Jim Schalich, Secretary

\_\_\_\_\_  
Date