

Southeastern Arizona Contractors' Association, Incorporated

BYLAWS

(Updated November 19, 2014)

ARTICLE I NAME AND PURPOSE

The name of this Association shall be SOUTHEASTERN ARIZONA CONTRACTORS' ASSOCIATION INC., herein referred to as the "Corporation."

This Corporation is a non-profit Corporation and no part of the income of the Corporation shall inure to the benefit of any individual officer or member. In no event shall the assets of the Corporation or the income of the Corporation be distributed to its members and in the event of dissolution, the assets shall be distributed to another non-profit association or corporation or foundation which will, as near as practicable, use the same for the purposes for which the Corporation was formed.

There is strength in unity. The purpose of the Corporation is to represent and serve its membership. Its goal is to accomplish the following objectives:

- Promote safe work practices through education and training
- Promote quality in workmanship and ethical conduct in business
- Support our members' interests
- Promote prosperity and job growth for our members by operating a plans service
- Promote cooperation among members
- Support local charities
- Promote the local construction industry

ARTICLE II PRINCIPAL OFFICE

The principal physical and administrative office of the Corporation shall be designated from time to time by resolution of the Board of Directors.

ARTICLE III MEMBERSHIP

Membership in the Corporation shall consist of three classes, TO WIT: Licensed Contractor, Associate, and Honorary.

Licensed Contractor: Any licensed contractor, whether corporate, a partnership, or a sole proprietorship. A corporation which holds several contractors' licenses can have only one membership under its corporate name. An individual or partnership which holds several licenses can have only one membership.

To be a member, the contractor must be in good standing with the Arizona Registrar of Contractors.

Associate Membership: Any person in any way interested in the activities of the Corporation may be granted an associate membership under such terms and with such privileges the Board of Directors may provide.

Honorary Membership: The Board of Directors, at a duly organized meeting, may elect honorary members by unanimous vote of the members present. Honorary members shall be exempt from membership dues and shall be entitled to all of the privileges of an Associate Member.

Resignation: Any member may withdraw from the Corporation after fulfilling all membership obligations and by giving written notice of such intention to the Secretary of the Board of Directors, who then shall present said written notice to the Board of Directors at the first meeting of the Board of Directors convened after receipt of the notice.

Suspension and Expulsion: If, in a written and signed communication addressed to the Board of Directors, any member of the Corporation is charged with conduct detrimental to the objectives or interests of the Corporation, or is in violation of the Corporation's articles, bylaws, rules and regulations, or whose license(s) have been revoked by the Registrar of Contractors of the State of Arizona for any reason, the Board of Directors shall consider the matter, and if the Board decides to take further action, the Secretary shall send a copy of the charges to the accused member, who shall be given fifteen (15) days to reply, whereupon the Board of Directors shall take such further action as it deems proper. If a hearing by the Board of Directors is to be held, notice of such hearing shall be given to the accused member by registered or certified mail delivered to his/her last known address at least ten (10) days before the hearing. After a fair and impartial hearing, if a majority of the members of the Board of Directors is satisfied with the truth of the charges, the Board of Directors may request the offending member's resignation, or may suspend or expel the member. Should the offending member decline the Board's request to resign, the Board may direct that the offending member be removed from the Corporation's membership rolls.

ARTICLE IV DUES

Amount of Dues: Upon determination of the Board of Directors, a dues schedule will be established for the Corporation. There shall be no dues for honorary members.

ARTICLE V MEETINGS

Monthly Meetings: There shall be monthly meetings of the Corporation to be held generally on the *third Wednesday* of each month, unless otherwise specified. Monthly meeting may be opened with the Pledge of Allegiance to the United States of America. A general financial report may be given by the Treasurer. A guest speaker may present an informative program. Members of the Corporation may be given the opportunity at the meeting to offer and discuss issues pertinent to the Corporation. Monthly meetings are to be chaired by the President or Vice President of the Corporation. Normally no monthly meeting is held during the month of the Corporation's Annual Meeting.

Annual Meeting: There shall be an Annual Meeting of the Corporation on a date designated by the Board of Directors. At said meeting the members of the Board of Directors shall be elected, reports received and the transaction of all other pertinent business of the Corporation. The Annual Meeting shall be open to all members. Notice of such meeting shall be issued by the Secretary and shall be electronically mailed or physically mailed to the last recorded address of each member at least twenty (20) days prior to the date and time appointed for the meeting.

Quorum: A quorum for the transaction of business at the Monthly and Annual Meetings shall consist of those members present and eligible to vote.

Order of Business: The order of business may be altered or suspended at any meeting by a majority vote of the members present. Roberts' Rules of Parliamentary Procedure shall be the governing rules when not in conflict with these Bylaws.

Special Meetings: Special meetings of the Corporation may be called at any time by the President and in the President's absence by the Vice President or Secretary. A special meeting must be called if requested by a majority of the members of the Board of Directors or by the written request of not less than 25% of the Corporation's members and delivered to the Corporate Secretary.

Voting: Any one member of a member firm or *representative* of a member corporation may represent the

member firm or corporation at any meeting. Any member firm or corporation may be represented at any meeting by any member of its staff delegated by it for that purpose, but each member firm or corporation shall be entitled to only one vote. If the manner of deciding a question has not been prescribed otherwise, the question shall be decided by majority vote of the members in person or by proxy.

Proxies: Each active member of the Corporation entitled to vote at any meeting may vote by proxy. A proxy must be in writing and revocable upon request of the member executing it.

ARTICLE VI OFFICERS

Elected Officers: The elected officers of the corporation shall be at least three (3) and not more than five (5) of the total members of the Board of Directors. The officers of the Board of Directors shall consist of President, Vice President, Secretary and Treasurer.

Election and Terms: The officers of the Corporation shall take office immediately upon election by the Board of Directors and shall serve for a term of two (2) years or until their successors are duly elected. Officers are eligible for re-election for up to three (3) terms, sequentially. However the office of President and/or Vice President shall be for a term of two (2) years only unless by majority vote of the Board of Directors that extends the terms of office for a subsequent two (2) year term. Term extensions for the President and/or Vice President shall be for a maximum of two (2) additional terms from the initial term, or a maximum of six (6) years.

Vacancies in any office except the Presidency shall be filled for the remaining term by the Board of Directors or by appointment made by the Board of Directors from the general membership of the Corporation. If a vacancy occurs in the office of the President, it shall be filled by the Vice President.

President: The President shall be the chief officer of the Corporation and should be present at all meetings of the Corporation and of the Board of Directors. The President shall communicate to the Corporation such matters and make such suggestions as may tend to promote the welfare and accomplish the purpose of the Corporation and as may be necessary to carry out directions of the Board of Directors. The President shall perform all other duties incident to the office. At all meetings of the Board of Directors, the President will act as Chairperson of the Board and shall preside at all meetings of the Board of Directors. Unless otherwise approved by unanimous vote of the Board of Directors, the President shall be at all times an Arizona licensed contractor, builder, or developer and in good standing with the Arizona Registrar of Contractors.

Vice President: The Vice President shall perform all of the duties of the President during the absence of the President. The Vice President shall be a member *ex officio* of all committees. The Vice President, unless otherwise approved by unanimous vote of the Board of Directors, shall be at all times an Arizona licensed contractor, builder, or developer and in good standing with the Arizona Registrar of Contractors.

Secretary: Administrative and management duties of the Corporation shall be vested in the Secretary. Some duties of the Secretary, under the approval of the Board of Directors, may be delegated to an Assistant Secretary or Executive Director. The Secretary shall direct the administrative activities of the Corporation and perform such other duties as may be defined by the Board of Directors. It shall be the duty of the Secretary to cause:

1. Notice to be given of and to attend all meetings of the Corporation and all committees, and to make provisions for the keeping of the records of the proceedings.
2. Correspondence to be conducted and all orders, votes and resolutions to be executed.
3. A current list of members of the Corporation to be kept in the Corporation's office.
4. The collection of dues and their timely payment to the Treasurer.

5. Records to be kept as to the agents retained by the Corporation and to take charge and supervise their performance and duties.

6. An annual report of the transactions and conditions of the Corporation to be prepared in coordination with the Treasurer.

Treasurer: The Treasurer shall keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements authorized by the Board of Directors. All sums received shall be deposited in the bank or banks approved by the Board of Directors. The Treasurer shall make a financial report at the Board of Directors and Annual Meetings, or as requested by the President. Checking account funds may be drawn only with the signature of two (2) Board members. Some duties of the Treasurer, under the approval of the Board of Directors, may be delegated to an Assistant Treasurer or Executive Director. The funds, books and vouchers of the Corporation, with the exception of confidential reports submitted by members, at all times shall be subject to verification and inspection by an appointed committee or audit committee of the Corporation. At the expiration of the Treasurer's term of office, the Treasurer shall deliver to the incoming Treasurer all books, moneys and other property of the Corporation.

ARTICLE VII ELECTIONS

Election of the Board of Directors: The election of Board members takes place at the Annual Meeting. *The majority of the elected Board shall be contractor members.* Generally a transitional meeting of the current and new Board members is held at the first regular Board meeting following the Annual Meeting of the Corporation. The installation of the new Board members will occur after the opening of the meeting by the current Board.

Election of Officers: The election of officers of the Corporation shall take place at the installation meeting of the new Board of Directors. Officers are to be elected from members of the Board of Directors. The candidates for each office receiving a majority of the votes of the members of the Board of Directors shall be elected.

ARTICLE VIII COMMITTEES

Standing Committees: This Corporation may have standing committees. Chairpersons of the committees shall be appointed by the Board of Directors. The Chairpersons will be responsible for directing and coordinating the affairs of their respective committees. Vacancies that occur shall be filled by appointment by the Board of Directors. The committee Chairperson and members shall be from the current membership of the Corporation. Following are standing committees:

- Safety Committee
- Home Show Committee
- Annual Meeting Committee
- Building Code Technical Committee

Additional Committees: Additional committees may be established from time to time by majority vote of the Board of Directors. *Committees that are inactive for a calendar year are disbanded and must be re-established, if needed, by the Board.*

ARTICLE IX AMENDMENT

These Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the members at any *general* meeting called for that purpose. Notice of a Bylaws change must be given, in writing, at least thirty (30) days before said meeting.

ARTICLE X LIABILITIES

No member, officer, agent or employee shall be liable for the acts or failure to act of any other member, officer, agent or employee of the Corporation. Nor shall any member, officer, agent or employee be liable for his or her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his or her willful misconduct.

ARTICLE XI BOARD OF DIRECTORS

The Board of Directors shall be composed of at least seven (7), but not greater than nineteen (19) members, a majority of the Board being licensed contractors, builders, or developers. Each Director shall serve for a term of two (2) years, or until successors are duly elected. Their terms shall be staggered with a majority of members being elected in even years and the remainder members being elected in odd years. Board members are eligible for re-election. Vacancies of the Board shall be filled by the Board of Directors from the membership of the Corporation. For the current number of Directors holding Board seats, there shall be 50% plus one member that shall constitute a quorum for the transaction of the business of the Board. There is no restriction as to the number of terms a Director may be re-elected to serve.

The President of the Corporation will act as presiding officer at all Board meetings. Regular meetings of the Board of Directors normally shall be held on the second Wednesday of each month. Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any five (5) members of the Board. A quorum must be present to conduct any business of the Board.

It shall be the duty of the Board of Directors to cause to be kept a complete record of all proceedings held by the Board and to make such records available for the corporate members.

Whenever a vacancy occurs on the Board of Directors during a term, for any reason whatsoever, except on the expiration of the Director's term of office, the remaining Directors, though less than a quorum, shall fill the vacancy by appointment from the general membership. The remainder Board shall proceed to select a replacement Board member following these procedures:

- a) SACA Board solicits member applications to fill the vacant Board seat(s) for the remainder of the term outstanding. Interested SACA members are to submit a letter of interest and a resume to complete their application process. Any member applying for the appointment must be in good member status with SACA.
- b) SACA Board forms a 3-4 man Review Committee.
 - 1) Committee shall review all applications received and requests any additional information (if needed).
 - 2) The Committee shall interview all member candidates who have applied.
 - 3) The Committee shall select the best candidate and make a recommendation to the SACA Board.
 - 4) For the candidate recommended, a majority vote by the then SACA Board is required to approve the candidate as an appointment to the Board.

Such appointee is to serve out the remaining term of the vacating Director.

The Board of Directors shall have the power to act on behalf of the Corporation, by written resolution signed by the Secretary or the Secretary's designated representative. Action by resolution, in proper form, shall be deemed to be action by the Board to extent therein expressed and with such force and effect as if the same had been duly passed by a general vote of the active members at a duly convened meeting.

**ARTICLE XII
INSIGNIA**

The Board of Directors may adopt insignia, colors, badges and flags for the Corporation as it deems desirable.

**ARTICLE XIII
INDEMNIFICATION**

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action brought by or in the interest of the Corporation, by reason of the fact that he/she is or was a Director, officer, employee or agent of the Corporation, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees and against judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted reasonably and was believed to be acting in (or not opposed to) the best interests of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

**ARTICLE XIV
DISSOLUTION**

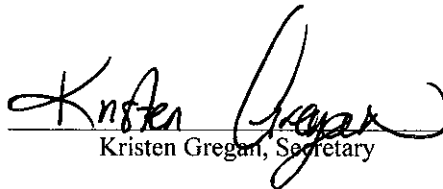
The Corporation may be dissolved at any time by a vote of two-thirds (2/3) of its members. All other laws of the State of Arizona concerning dissolution of corporations must then be followed. Upon dissolution of the Corporation, assets of the Corporation will be distributed only to another non-profit Corporation or Association which has a charitable purpose.

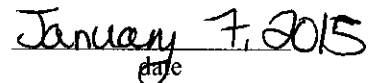
**ARTICLE XV
EMPLOYEES**

The Board of Directors may, upon duly executed Board resolution, create and fill or eliminate such paid positions as it deems necessary and prudent. The Board of Directors shall also determine the position descriptions, duties, hours and compensation to be paid by the Corporation.

Certified to be true and current Bylaws of the Southeastern Arizona Contractors Association, Inc., as approved by vote of the corporation on November 19, 2014.

Submitted By:


Kristen Grogan, Secretary


date