

MASON CONTRACTORS ASSOCIATION OF CALIFORNIA, INC.
CONSTITUTION and BY LAWS

ARTICLE I - NAME and PURPOSE

Section 1. Name. This organization shall be known as the “**MASON CONTRACTORS ASSOCIATION OF CALIFORNIA, INC.**”

Section 2. Purpose. The purpose of the Association is lawfully to do any and all of the following:

1. To encourage and promote the formation of a statewide association of mason contractors from all areas of the State of California;
2. To join all local mason contractors into a single representative group dedicated to the promotion and protection of the masonry contracting industry in California;
3. To raise the standard of ethics, maintain and enforce such lawful trade customs and usages as may be deemed advisable for the protection of the masonry contracting industry;
4. To eliminate evils, abuses, unfair trade practices, unlawful and discriminative trade methods;
5. To cooperate with City, County and State authorities to do any and all lawful things which may in any way be deemed useful or necessary to promote and protect the mason contracting industry and protect owners, general contractors and general public from unethical and non-licensed mason contractors;
6. To render assistance to mason contractors who need the cooperation of the entire industry to eliminate a local situation which could prove detrimental to the masonry contracting industry anywhere within the State of California;
7. To cooperate with local masonry industry organizations and trade associations in joint efforts to promote the masonry industry;
8. To actively participate in apprenticeship training programs and activities to help encourage an adequate supply of qualified craftsmen for the masonry industry;
9. To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, and keep in repair dwellings, apartment houses, hotels, office building, and real and personal property of every kind, nature, and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing and operations real and personal property of any and all kinds.

Section 3. Territory. The activities of the Association and its members are limited to cover only transactions and activities which are conducted and transacted wholly within the State of California and shall not apply to any transaction or activity outside of the State of California or shall not in any way limit or restrict or apply to any interstate transaction or activity. The Association is not organized for profit and does not contemplate any pecuniary gain or profit to its members or representatives thereof.

ARTICLE II - MEMBERSHIP

Section 1. Classes of Membership.

- A. **Regular Members** of the Association are single company or business owners, partnerships or corporations holding an active California State License which permits such firm to contract for masonry, stone, tile, marble, terrazzo, caulking or waterproofing. Regular Members shall be voting members limited to one (1) vote per company or business.
- B. **State Associate Members** of the Association are individual companies or firms engaged in businesses or occupations furnishing services, materials or equipment to the Regular Members of the Association regionally or statewide. State Associate Members may designate representatives to serve as information advisors to the Board of Directors at the Board's request. In addition, they may be selected to form and serve on committees. State Associate Members shall not be eligible to hold office on the Board of Directors.
- C. **Regional Associate Members** of the Association are individual companies or firms engaged in businesses or occupations furnishing services, materials or equipment to the Regular Members of the Association specializing in specific regions of the state. Regional Associate Members shall be eligible to form and serve on committees only in conjunction with and at the direction of State Associate Members. Regional Associate Members shall not be eligible to hold office on the Board of Directors.
- D. **Honorary Members** of the Association are retired or retiring members with, at least, ten (10) years membership in the Association. Application for Honorary Membership shall be made within one (1) year from the date Regular membership is terminated and shall be presented for vote at a regular meeting of the Association. Members granted Honorary Membership are eligible to receive Association correspondence, may be invited to attend regular Association meetings, shall be entitled to participate in Association insurance programs for which they qualify and shall not be required to pay dues for such membership. Honorary Members are not eligible to hold office or have voting privileges.

Section 2. Voting Rights of Membership. Regular Members in good standing shall enjoy the privileges of voting and shall be eligible to become chairs of standing committees, officers and directors of the Association. State Associate and Regional Associate Members shall not be eligible to vote or hold any office in the Association; provided, however, the Board of Directors may, in its sole discretion, from time to time ask for such members' vote on particular matters before the Association.

Notwithstanding the foregoing opportunity to vote, State Associate and Regional Associate Members shall not be voting members within the meaning of California Corporations Code Section 5056.

Section 3. Dues. The Board of Directors of the Association shall determine the dues and any other assessments. Dues may be paid to the Association or regional organization as approved by the Board of Directors. All dues shall be paid annually in advance or by installment methods as determined by the Board of Directors and shall be delinquent if not paid before the first day of the third month following the date of billing.

Section 4. New Membership Procedure. Applications for membership must be submitted to the Association office, must be accompanied by the appropriate dues, and shall be processed according to procedures established by the Board of Directors from time to time.

Section 5. Termination of Membership. If any member is delinquent in payment of dues or is no longer eligible for the membership class, such member is subject to termination of their membership in the Association. If a dispute arises between a member and the Association over the amount of dues

owed or owing the Board of Directors of the Association shall arbitrate such dispute and the decision of the Board of Directors shall be final. Additionally, if any member of the Association shall at any time act in a manner believed to be prejudicial or detrimental to the character and interest of the Association, or contrary to the Bylaws, a written complaint thereof, setting forth the particulars of the alleged act, may be submitted to the Board of Directors by any member or person affiliated with the Association. A copy of the complaint shall be served upon the member upon whom the claim is made within thirty (30) days of receipt by the Board of Directors. Such member shall have the right to submit a written defense and/or request to be heard in person within fifteen (15) days of the date the complaint is served. Resolution of the matter will be obtained by a three-fourths (3/4) vote of the entire Board of Directors, excluding any Board Member(s) who may be the subject of the complaint, and the member upon whom the complaint was served shall be notified of the Board's decision and such action shall be final.

Section 6. Membership Resignation. A member may resign, effective immediately or at a later time specified by the member, by a written or verbal notice to the principal office of the Association. However, such resignation does not relieve the member from any obligation incurred before resignation or entitle said member to a refund of dues paid for membership.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Number; Qualifications. The authorized number of directors of the Association shall be five (5) until changed by a bylaw duly adopted amending this Section. All directors of the Association shall be Regular Members and an owner, partner, officer or a managerial employee of the member firm. No two (2) individuals from any one (1) Regular Member firm may serve on the State Board of Directors during the same period. The election of officers by the Regular Members shall serve to also elect such persons as directors.

Section 2. Term. The term of office for a director shall be two (2) calendar years or until such time as successors are elected unless removed from office by action of the Board of Directors. Upon the conclusion of the President's term of office, the President shall continue to serve for a two (2) year term as an ex-officio Board member to the Association.

Section 3. Powers. Subject to the provisions of the California Nonprofit Corporation Law, the business and affairs of the Association shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 4. Vacancies. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of any of the following:

- a. The death or resignation of any director or officer who is a director;
- b. The vote of 3/4 of the directors to remove a director (excluding the vote of the director subject to removal);
- c. The declaration by resolution of the Board of Directors of a vacancy of a director who no longer meets the qualifications to be a director of the Association or who has been convicted of a felony;
or
- d. An increase in the authorized number of directors.

Section 5. Filling of Vacancies. Vacancies on the Board of Directors shall be filled by a majority of the remaining directors then in office even though less than a quorum.

ARTICLE IV - OFFICERS AND STAFF

Section 1. Officers. All officers of the Association shall be Regular Members and an owner, partner, officer, or a managerial employee of the member firm. No two (2) individuals from any one (1) Regular Member firm may serve as an officer of the Association during the same period. The officers shall consist of a President, Vice President, Secretary, Treasurer, and the Immediate Past President. All officers, except the Immediate Past President, shall be nominated and elected at the annual membership meeting held in each odd numbered year. The officers shall retain a manager, whose title shall be Executive Director.

Section 2. Term. The term of office for the officers shall be two (2) calendar years or until such time as successors are elected unless removed from office by action of the Board of Directors. Upon concluding his term of office, the President shall continue to serve for a two (2) year term as an ex-officio Board Member to the Association.

Section 3. President. The President shall call all meetings of the Association. The President shall appoint the members of all committees and the committee chairman, subject to the approval of the Board of Directors, and shall be ex-officio member of all committees, and preside over all meetings of the Association and Board of Directors, and such other duties as may be assigned by the Board of Directors.

Section 4. Vice President. The Vice President shall act in the absence of the President in the capacity of the President and perform such other duties as may be assigned by the Board of Directors.

Section 5. Secretary. The Secretary shall keep or make arrangements to keep minutes of all meetings of the Association and the Board of Directors and record all actions and transactions of the Association and such other duties as may be assigned by the Board of Directors. In the event the Secretary records the minutes, the Secretary shall furnish the Executive Director a copy of the minutes within ten (10) days following the meeting.

Section 6. Treasurer. The Treasurer shall keep or make arrangements to keep records of all financial transactions of the Association including but not limited to the filing and receiving of dues, opening a bank account in the name of the Association, making available at all meetings an account of the financial condition of the Association, and such other duties as may be assigned by the Board of Directors. All checks and withdrawals shall be in accordance with the procedure as adopted by the Board of Directors of the Association.

Section 7. Immediate Past President. The Immediate Past President is defined as that person who was President of the Association immediately prior to the existing President. The Immediate Past President is an ex-officio Member of the Board of Directors and, as such, is not elected to office but shall retain the full voting privileges assigned to Board Members of the Association.

Section 8. Executive Director. The Executive Director shall perform duties as directed by the Board of Directors or President of the Association. The Executive Director is responsible for maintaining the principal Association office, managing Association personnel, performing duties on behalf of the Secretary or Treasurer as requested, distributing notices of Association meetings, presenting to the Board of Directors and members programs for adoption by the Association, serving as legislative liaison, processing of new and renewal members and expanding Association membership.

Section 9. Vacancies. If a vacancy occurs on the Board of Directors, the remaining Board Members shall appoint a successor. The Board Member appointed shall fill the office left vacant by the previous Board Member. If approval of the remaining Board Members cannot be obtained, an election shall be held either by US Mail or electronic format ballots or at the next meeting following the date the vacancy occurs and all Regular Members shall be notified of the election and the election method at least thirty (30) days in advance of the election date.

ARTICLE V - MEETINGS

Section 1. Quorum. A quorum for transaction of business of the Association shall be ten percent (10%) of Regular Members listed in the Association's official records as of the record date selected by the Board of Directors, inclusive of the Board of Directors. Where a quorum is less than one-third (1/3) of the voting membership, notice of the general nature of the matter(s) to be voted upon must be given to the voting membership. A quorum for a meeting or conference call of the Board of Directors shall be no less than four (4) of the five (5) Board Members.

Section 2. Voting. All actions of the Association meetings shall be by two thirds (2/3) majority vote of the Regular Members present or represented at the meeting. Each voting member or assigned representative, present at the meeting, designated in advance and defined to be one (1) single vote per member company or business, has one (1) vote on each matter submitted to a vote for the members. There shall be no voting by proxy. The Board of Directors shall have full right and authority to table an issue brought to the floor for further review and investigation. Such action shall require two (2) of the five (5) Board Members present at the meeting.

Section 3. Action of the Board of Directors Without a Meeting. The Officers shall have full authority to act on behalf of the Association if said action is approved by four (4) of the five (5) Board Members. Board Members voting by electronic means such as "email" shall be acceptable.

Section 4. Frequency. There shall be an annual membership meeting of the Association at which all members are invited to attend. Special meetings of the Association may be called by the President, the Board of Directors, or by ten percent (10%) of the voting members. A request for a special meeting from voting members must be presented in writing (Writing: Shall indicate all written forms, including electronic format for all instances throughout this document). Written notice of the special meeting shall be given to all voting members not less than ten (10) nor more than ninety (90) days before the date of the meeting.

Section 5. Remote Meetings. The Board of Directors may meet by means of remote communication. It is mandatory that all Board Members be able to contemporaneously hear one another in such event.

Section 6. Order of Business. The Order of Business at all meetings shall be as follows:

- a. Call to order by the President or Vice President
- b. Roll call of Officers
- c. Roll call of all Members present at the meeting
- d. Reading or approval of the minutes of previous meeting
- e. Reports from Officers and financial report
- f. Reports from Committees and Staff
- g. Unfinished business
- h. New business
- i. Nominations and election of Officers
- j. Good of the masonry industry
- k. Adjournment

PARLIAMENTARY PROCEDURE TO BE FOLLOWED AT MEETINGS OF THE MEMBERS AND THE BOARD OF DIRECTORS FOR THE PURPOSE OF ASSURING THE VOICE OF THE MINORITY AND THE WILL OF THE MAJORITY:

1. A printed agenda shall be followed.
2. Following "Financial Report", the President shall ask any member to present any item they wish placed on the agenda.
3. No one will be allowed the floor except for the purpose of (a) To make a report; (b) To request further information on a report; (c) To present a motion, second a motion, amend a motion, or to present a substitute motion; (d) To argue for or against a motion after such motion has been regularly moved and seconded and such speaker shall declare immediately if he or she is speaking in favor or against the motion on the floor; (e) To call a Point of Order (point out a violation of these Rules); (f) To request information from the President on the question before members.
4. The President may request the maker of any motion to present such motion in writing.
5. After a motion is seconded, the President will recognize the maker first, then anyone to argue against the motion, then anyone for the motion, then against and so on until each side has had equal voice on the question, and then call for the vote on the motion. In the event there is anyone against the motion, a request for a roll call vote of the Regular Members shall be taken and the result of such vote shall be recorded in the minutes of the meeting.
6. 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 or she is the only one voicing opposition to the speaker immediately preceding his or her request for the floor.
7. The President shall rule out of order anyone who does not confine his or her debate to the question before the Regular Members and, if the meeting is behind schedule, the President may limit each speaker to three (3) minutes on each question.

8. Only three (3) questions can be before the Regular Members at any one time: (a) A motion; (b) An amendment to the motion; and (c) A substitute motion replacing the motion and the amendment. Action by the Regular Members will be taken by voting on the most recent question before the Regular Members first. If the third (3rd) motion and second (2nd) motion are defeated, the President shall call for a vote on the original motion.
9. A motion to adjourn shall not be accepted until all items placed on the agenda have been acted upon.
10. No one shall be allowed to speak when another has the floor except the President or for the following reasons: (a) Rise to a Point of Order; (b) Object to the Consideration of the Motion; (c) Move to Reconsider Previous Action (can only be made by one who voted with the majority on the previous action).
11. Any Regular Member has the right to challenge the ruling of the President and any ruling may be overruled by a two thirds (2/3) vote of Regular Members present at the meeting.

ARTICLE VI - ELECTION OF OFFICERS

Section 1. Nominations. The President shall appoint five (5) Regular Members as the Nominating Committee and this Committee shall select a slate of one (1) or more nominees for each office. A nominee for office must be from a Regular Member firm with an active masonry license. No more than 3/5 or 60% of the nominees shall be of the same union or open-shop affiliation.

Section 2. Election and Voting. Election of Officers shall be by in-person or electronic ballot each odd numbered year. Each Regular Member is entitled to one (1) vote. Each Regular Member company shall designate one (1) person who shall be its voting participant. Said participant shall not vote on behalf of more than one (1) member company.

Section 3. Ties. A nominee receiving a majority of the votes cast shall be declared elected. In the event there are more than two (2) nominees for one (1) office and none of the nominees receive a majority of the votes cast, the two (2) or more nominees receiving the highest number of votes shall be entitled to a run-off election and so on until there are only two (2) nominees and one of the nominees receives a majority of the votes cast. A nominee must receive a majority of the votes cast to be elected to office regardless of the number of nominees for such office.

ARTICLE VII - COMMITTEES

Section 1. Formation and Authority. Committees may be established by the Board of Directors to have specified authority and responsibility. The method of appointment of members and the authority and responsibility thereof shall be determined by the Board of Directors; provided however, any committee composed of persons other than directors shall not exercise the authority of the Board.

ARTICLE VIII - REGIONS

Section 1. Formation. The Board of Directors may from time to time authorize members in a given geographical area to form Regions, upon such terms and conditions as the Board may establish.

Generally, Regions will be formed for Association identification and grouping purposes only. No Region shall take a position on or speak for the Association on any issue without the prior written consent of the Board of Directors of the Association.

Section 2. Definition.

- A. Northern California Region shall include all other Counties not listed in B. or C. below.
- B. Southern California Region shall include the Counties of San Luis Obispo, Kern, Santa Barbara, Ventura, Los Angeles, San Bernardino, Orange and Riverside.
- C. San Diego Region shall include the Counties of San Diego and Imperial.

ARTICLE IX - AMENDMENTS

Section 1. Amendments. Except as otherwise provided by law or by the Articles, new Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the Board of Directors (or by the written consent thereof) or by the approval of the Regular Members. Approval of the members is required for amendments (a) changing a fixed number of directors or changing to or from a fixed and variable number, (b) increasing the length of directors' terms, (c) selecting directors by designation, (d) changing the quorum requirement for membership meetings, proxy rights or cumulative voting rights, and (e) terminating all or any class of memberships.

Section 2. Procedure for Member Approval. A repeal, amendment, alteration, change, modification, or new Constitution and Bylaws may be adopted by the Regular Members by presentation, either by US Mail or electronic format or at a meeting of the Association, of the proposed change to the Board of Directors and each Regular Member at least thirty (30) days prior to the date a vote is to be taken. Any such change shall be considered approved upon receipt of two-thirds (2/3) vote of the entitled votes.

AMENDED SEPTEMBER 28, 2023 ON THE MCAC BOARD OF DIRECTORS MEETING: Board of directors elections expanded to include by electronic means; Article VI, Election of Officers.

AMENDED APRIL 23, 2015 AT THE MCAC 155TH STATE MEETING, KOHALA COAST, HI: Officer eligibility expanded. Amendments to: Article III, Section 1; Article IV, Section 1; and Article VI, Section 1.

AMENDED NOVEMBER 1, 2011 ON CCMCA BOARD OF DIRECTORS CONFERENCE CALL: Name from Masonry Contractors Association of California, Inc. to Mason Contractors Association of California, Inc.

THESE COMPLETELY REVISED BYLAWS WERE ADOPTED SEPTEMBER 23, 2011 AT THE CCMCA 147TH STATE MEETING, NEWPORT BEACH, CA.

AMENDED MAY 31, 2003 AT THE CCMCA 129TH DELEGATES MEETING, NAPA, CA.

AMENDED AUGUST 27, 1999 AT THE CCMCA 118TH DELEGATES MEETING, LONG BEACH, CA.