



## CONSTITUTION OF THE MAINTENANCE SUPERINTENDENTS ASSOCIATION

Incorporated February 18, 1966, under the name of "Street Superintendents and Maintenance Association of California."

### ARTICLE I - NAME, ADDRESS, AND LOGO

**SECTION 1. NAME.** The name of this organization is "Maintenance Superintendents Association," incorporated in accordance with the laws of the State of California as an educational, non-profit organization, hereinafter referred to as "Association."

**SECTION 2. ADDRESS.** The principal place of business of this Association is: 4863 Primrose Lane, Livermore, CA. 94551.

**SECTION 3. LOGO.** The logo as it appears at the top of Page 1 of this Constitution is the approved logo for all Chapters of this Association, and shall be used by all Chapters on correspondence, The Maintainer, and other documents related to Association business. No Chapter shall substitute a logo of a different design for the approved logo.

### ARTICLE II - PURPOSE

The purposes of this Association shall be: To engage in any activity or function, within the practical limits of the Association, which will serve to foster and develop improved operating principles and standards for the efficient and economical maintenance and operation of public works facilities and services, and the administration of all related work; to disseminate practical and technical knowledge related thereto through the interchange of information, experience, and opinion; to aid in developing professionalism through educational opportunities which are designed to improve the technical skills in the management of public employees, and in the maintenance and operation of public works facilities and services; and, to foster understanding and cooperation between public employees and officers or employees of public utilities, and officers or employees of firms, partnerships, and corporations which have interest in the field of public works.

## **ARTICLE III - MEMBERSHIP**

**SECTION 1. CLASSIFICATIONS.** Membership in the Association shall be limited to members in good standing of the Chapters of the Association. Membership in each Chapter shall be limited to individuals who have demonstrated an interest in the purposes of the Association and who qualify in one or more of the following categories:

- a. **REGULAR MEMBER.** A Regular Member shall be an officer or employee serving in a leadership role for a governmental agency, engaged in the maintenance and operation of public works facilities.
- b. **ASSOCIATE MEMBER.** An Associate Member shall be an officer or employee serving in a leadership role or public relations capacity for a public utility company.
- c. **VENDOR MEMBER.** A Vendor Member shall be a firm, partnership, or corporation which is engaged in the manufacture or sale of materials, equipment, services, or supplies utilized by governmental agencies in connection with public works facilities, and is represented by an officer or employee serving in a supervisory capacity, or serving as a sales representative.
- d. **HONORARY MEMBER.** An Honorary Member shall be an individual who has performed an outstanding public service, or an outstanding contribution which furthers the purposes of the Association, and who is so designated to receive this honor by either the Executive Board, or the Executive Committee of any Chapter.
- e. **LIFE MEMBER.** A Life Member shall be an individual who has been a Regular, Associate, or Vendor Member for a period of at least five years, but who is no longer actively engaged in such service, and who is so designated to receive this membership by the Executive Committee of any Chapter.

**SECTION 2. PRIVILEGES.** Each Regular Member, Life Member and/or Associate Member shall be entitled to one vote in the affairs of the Association. Vendor Members and Honorary Members shall have all the rights and privileges in the Association except the right to vote or hold office. With the exception that one Vendor Representative on each Chapter Executive Committee shall have the right to vote. Vendor Representatives at the local level shall have the right to hold all offices as long as only one office at any time is held by a vendor.

## ARTICLE IV - EXECUTIVE BOARD

**SECTION 1. ORGANIZATION.** The governing board of the Association shall be the Executive Board, consisting of two delegates from each Chapter. Delegates shall be Regular, Life and/or Associate Members of the respective Chapters. Additionally the Executive Board will consist of three Vendor Members.

**SECTION 2. RESPONSIBILITY AND POWER.** The Executive Board shall be responsible to the membership for the management of the affairs of the Association and for the promotion of the Association's purposes. It shall have the power to determine policy, to adopt resolutions, and to enact such rules as it deems necessary for the administration of the Association.

**SECTION 3. REPRESENTATION.** Prior to the January meeting of the Executive Board, each Chapter shall appoint, or reappoint, two Regular, Life and/or Associate Members to serve as Executive Board Delegates, so as to provide a total continuing representation of two such members from each Chapter. Each Chapter may designate a Regular, Life and/or Associate Member to serve temporarily as an alternate in the absence of one or more Delegates. Each Chapter shall promptly notify the Secretary, in writing, as to any new appointments or temporary replacement to the Executive Board.

During the Annual Conference and Equipment Show, Vendors shall caucus and select a Vendor Representative from the North, Central and South Districts and Alternates to serve on the Executive Board. The results of the election will be reported to the Executive Board at the Conference meeting. Three Vendor Representatives or their Alternates shall have the right to vote on issues coming before the Executive Board but may not hold office on this Board.

**SECTION 4. TERMS OF OFFICE.** The term of office for each member of the Executive Board shall be four years and shall begin at the conclusion of the January meeting of the Executive Board. The terms shall be staggered every two years. Delegates may be reappointed.

**SECTION 5. VACANCY.** In the event of a vacancy occurring on the Executive Board, the Chapter from which the vacancy arose shall designate a Regular, Life and/or Associate Member thereof to fill the unexpired term. If the vacancy remains unfilled, prior to the next scheduled Executive Board meeting, the President may have the option to appoint a Regular, Life and/or Associate Member from the same Chapter as a successor to fill the unexpired term.

## **ARTICLE V - OFFICERS**

**SECTION 1. NAMES.** The Officers of the Association shall be:

- (1) President
- (2) Vice President
- (3) Secretary
- (4) Treasurer

**SECTION 2. ELECTIONS.** The Officers shall be members of the Executive Board who are elected by a majority of those Directors present at the January meeting of the Board.

**SECTION 3. TERMS OF OFFICE.** The term of office for said officers shall be a period of one year, which shall begin at the conclusion of the January meeting of the Executive Board. No elected officer shall be permitted to succeed him/herself in office, but any officer shall be eligible for any other office. An appointed Officer may succeed him/herself.

**SECTION 4. VACANCY.** In the event of a vacancy occurring in the office of President, Vice president, Secretary or Treasurer, a majority of the Executive Board shall elect one of the Board members to fill the unexpired term. Such election may be conducted by letter ballot. No two Board members from the same Chapter shall hold the office of President, Vice President, Secretary, or Treasurer simultaneously.

## **ARTICLE VI - DUTIES OF OFFICERS**

**SECTION 1. PRESIDENT.** The President shall act as Chair of the Executive Board and shall preside at all Board meetings and annual meetings of the members, except as otherwise ordered by the Board. He/She shall appoint such standing or special committees as he/she shall consider necessary, or as instructed by the Executive Board, and shall be ex-officio, member of such committees. He/She shall sign on behalf of the Association all deeds, contracts and other formal instruments and shall perform such other duties as may be assigned to him/her from time to time by the Executive Board.

**SECTION 2. VICE PRESIDENT.** The Vice President shall have and shall exercise all of the powers and duties of the President in the event of his/her absence or inability to act. He/She shall serve as the Association representative to establish new chapters, and as the Association Historian.

**SECTION 3. SECRETARY.** The Secretary shall perform or be responsible for the Association correspondence and shall give notice and keep minutes of all meetings. He/She shall have custody of all records, the corporate seal, and shall attest all instruments. He/She shall maintain a current record as to the names, addresses, and terms of office of all members of the Executive Board and Officers thereof, and of all Chapter Executive Committee Members and Officers thereof. He/She shall also maintain record of the names, addresses, and classification of membership of all Association members as reported each January by the Chapter Treasurers.

**SECTION 4. TREASURER.** The Treasurer shall exercise authority in all financial matters in accordance with such policy, resolutions, and rules as may be adopted by the Executive Board, and he/she shall furnish such periodic financial statements as may be required by the Executive Board. He/She shall have custody of all funds of the Executive Board, and is responsible for the safekeeping thereof. He/She shall keep a complete record of all receipts and expenditures, which shall be reviewed annually by a committee appointed by the Executive Board President prior to the January meeting. This report shall be submitted to the Executive Board. The Treasurer will serve as the chairman of the annual budget committee and prepare and recommend an annual operating budget to the Executive Board at the May meeting.

## **ARTICLE VII - DIRECTORS MEETINGS**

**SECTION 1. EXECUTIVE BOARD.** An annual meeting of the Executive Board shall be held during the month of January of each calendar year. Regular meetings and regular adjourned meetings of the Executive Board shall be held at such time and place to be determined by the President, subject to the approval of the Executive Board. Special meetings of the Executive Board shall be held on the call of the President, or upon request, in writing, of any three members of the Board. Such special meetings shall be held within thirty (30) days of the receipt of request.

**SECTION 2. MEETING NOTICES.** The Association Secretary shall give a minimum of ten-days notice to each Chapter President and to all members of the Executive Board as to the time, place, and purpose of all meetings of the Executive Board. Such notice may be given by mail, e-mail or facsimile to the last known address, or personally.

**SECTION 3. QUORUM.** A majority of the members of the Executive Board shall constitute a quorum thereof.

## ARTICLE VIII - GENERAL MEMBERSHIP MEETINGS

**SECTION 1. MEMBERS.** An annual meeting of the members of the Association may only be held at the annual Conference & Equipment Show at a time and place to be determined by the Executive Board. Special meetings of the members shall be held within sixty (60) days of the receipt of request.

**SECTION 2. MEETING NOTICES.** A minimum thirty-day (30) notice shall be given by the Association Secretary to each Chapter's delegates, who will give notice to his/her Chapter members as to the time, place and purpose of all meetings of the members. Such notice shall be given by mail according to the most current roster of delegates on file with the Association Secretary.

## ARTICLE IX - DUES

**SECTION 1. ANNUAL DUES.** The annual dues for the Regular, Associate and Vendor Members of the Association shall be set by a two-thirds (2/3) majority of the Executive Board. Life members and Honorary members shall be exempt from the payment of dues.

**SECTION 2. PAYMENT.** The collection of dues shall be the responsibility of each Chapter Treasurer, who shall pay the entire amount due to the Association Treasurer. All such dues shall be paid annually during the month of January, and shall be based upon the Chapter membership as of the first day of said month of January. A complete and current roster of membership, which shall include the names and addresses of all members and their respective classification of membership, shall accompany the dues payment. A complete and current copy of the By-Laws shall also accompany the dues payment together with a special annotation as to any amendments to said By-Laws which have been enacted during the previous calendar year.

**SECTION 3. DELINQUENT DUES.** Any Chapter which has dues accruing to the Association which are over sixty (60) days past due, shall be considered delinquent and subject to a penalty assessment of ten percent of the total amount of said dues for each month of delinquency. Any continuance of the delinquency of the full payment of dues together with any penalty assessment shall be considered sufficient reason to suspend the Charter of the Chapter in question and all members thereof. The decision of the Executive Board in such matters is considered final.

**SECTION 4. SPECIAL ASSESSMENTS.** The Executive Board may levy special assessments from time to time in amounts it deems necessary to manage the affairs of the Association. Any such assessments shall be imposed upon the Regular, Associate, and Vendor Members of the Association, and shall be subject to the same non-payment penalties as that for delinquent dues. The collection of special assessments shall be the responsibility of the local Chapter treasurer, who shall pay the entire amount due to the Association Treasurer.

## ARTICLE X - CHAPTERS

**SECTION 1. APPLICATION.** The Association shall actively solicit the establishment of local Chapters in any locality where members may conveniently meet. The application for the establishment of a new Chapter may be made by any group of ten or more persons who individually qualify to be Regular Members, and who have demonstrated an interest in the proposes of the Association. The application shall be submitted to the Executive Board and shall include a list of names of the petitioning persons, together with their respective business addresses and occupations. The application shall also include the name of the organizing chair, the proposed Chapter boundaries, and a copy of the proposed Chapter By-Laws.

**SECTION 2. ISSUANCE.** The Executive Board may issue a new Charter to any such group of persons upon:

- a. The presentation of a suitable application.
- b. The Payment of membership fees in accordance with Article IX of this constitution.
- c. The concurrence of the Executive Committee of any Chapter whose boundaries are modified by the proposed Chapter.

**SECTION 3. ORGANIZATION.** The governing body of each Chapter within this Association shall be the Executive Committee, consisting of a minimum number of five (5) committee members.

**SECTION 4. RESPONSIBILITY.** Each Chapter is individually responsible, through its Executive Committee, to abide by the Articles of Incorporation, the Association Constitution, the Chapter By-Laws, and all policies, resolutions, rules and regulations adopted by the Executive Board.

**SECTION 5. REVOCATION.** Failure to cause prompt and complete compliance to all Chapter responsibilities after good and sufficient notice in writing by the Executive Board of any non-compliance, shall be grounds for the revocation of the Charter in question. A two-thirds majority vote of the members of the Executive Board present at any meeting of the Executive Board shall be required to revoke any Charter.

## ARTICLE XI - AMENDMENTS TO CONSTITUTION

**SECTION 1. PROPOSED AMENDMENTS.** Amendments to this Constitution may be proposed either by Resolution of the Executive Board, or by initiatory petition submitted to the Executive Board in writing and signed by not less than twenty-five (25) Regular Members.

**SECTION 2. VOTING.** The proposed amendment shall be submitted to vote in the following manner:

(1) The proposed amendment shall be distributed by the Association Secretary, in writing, to the members of the Executive Board at least thirty days in advance of the meeting at which the proposed amendment will be submitted to vote. A majority vote of the members of the Executive Board present is required for passage.

(2) The proposed amendment, if approved by the Executive Board, shall be submitted to each Chapter through their Board Representatives, who in turn will present the Amendment at the next available Regular Chapter meeting, with a vote to be taken at the following meeting. The outcome of this vote shall be presented in writing to the Board President at the next Executive Board meeting. A majority vote at the Chapter and Executive Board level will constitute approval or disapproval.

The foregoing Constitution was approved by the Board of Directors on January 12, 1980.

- Amendments to Article I pertaining to the Association name and logo were adopted by the Chapters, and confirmed by the Board of Directors on January 21, 1984.
- Amendment to Article X pertaining to issuance of new Charters was adopted by the Chapters, and confirmed by the Board of Directors on May 11, 1990.
- Amendments to the Constitution providing minor language changes, and changes to Article III-Membership, Section 2. Privileges pertaining to granting full rights and privileges to Life Members and the right to vote to one Vendor Representative on their respective local Chapter's Executive Committees, as well as allowing Vendor Members to hold the office of Secretary or Treasurer, at the local Chapter level only (with prior approval of the Executive Board) and Article IV-Executive Board, Section 3. Representation pertaining to Life Members being allowed to be Delegates to the Board and the right to vote to one North Vendor Representative (or alternate) and one South Vendor Representative (or alternate) was adopted by the Chapters, and confirmed by the Board of Directors on May 14, 1999.
- Amended to Article IV, Section 3, language adding 3<sup>rd</sup> Vendor delegate and other language changes with-in the Constitution. Adopted by the Chapters, and confirmed by the Board of Directors on January 16, 2004.
- Amended Article III, Section 2, changing language to allow vendors to serve thru all the chairs. Voted on by the Chapters and passed, and confirmed by the Board of Directors on May 4, 2012. Chapters that wish to adopt it will incorporate it into their By-Laws.