



ASSOCIATION BY-LAWS

As Amended, August 22, 2020

PURPOSE

The employees of various public entities have associated themselves together for the benefit of their employers and themselves, to provide for the dissemination of information and the collection of pertinent data to better serve their employers and the public.

The name of said association shall be "MUNICIPAL EQUIPMENT MAINTENANCE ASSOCIATION, INC."

By-Laws of the MUNICIPAL EQUIPMENT MAINTENANCE CORPORATION

Article I

Unless otherwise indicated, the term " Corporation " as used in these By-Laws shall mean Municipal Equipment Maintenance Association, Inc.

Article II

The principal office of the transaction of business of the Corporation is the business address of the current Treasurer of the Corporation.

Article III

Section 1. Membership

There shall be five (5) classes of membership in the Association: (1) Active membership, (2) Honorary membership, (3) Associate membership, (4) National Associate membership and (5) Virtual membership.

Section 2. Active Membership

All fleet maintenance / management personnel employed by a government entity shall be eligible for membership in the Association, and each agency represented shall be entitled to one (1) vote.

Section 3. Honorary Membership

All eligible, voting members of the Corporation shall automatically become honorary members for life upon retirement from service with their organization. Honorary members shall be entitled to all of the privileges of the Corporation including holding

office for the remainder of their term and for successive terms. Honorary members shall be exempt from any dues or assessments levied.

Section 4. Associate Membership

Vendors or other private firms or individuals may be members of the Corporation, and shall be entitled to all of the privileges of the Corporation. Associate members may hold office but are limited to filling one position on the board, excluding the positions of President and Vice President. Associate members (Board members or not), are not entitled to vote.

Section 5. National Associate Membership

The National Associate Membership entitles the Associate Member to partake in any number of regional chapters at all levels of the chapter organization pursuant to the rules governing Associate members.

The National Associate Member shall operate their business on a national, North American basis and be a company that services multiple regions or states across the United States of America.

Section 6. Virtual Membership

Virtual Membership entitles the member to partake in use of the MEMA website, all forms of information sharing, and occasional attendance at regional chapter meetings pursuant to the rules governing Active Members except for voting privileges.

The intent of Virtual Membership is to provide MEMA benefits to different regional areas of North America where no chapters currently exist and to provide the benefits and information to a member within the municipal maintenance sector of a municipality, county or state. The Virtual Member shall be entitled to all membership communications, website access, email distribution and all other forms of information dissemination. Virtual Members may attend regional chapter meetings should they be in the area at the time of such meeting(s) providing they possess a current dues membership card, and a MEMA badge.

The Virtual Membership is not intended to serve a localized regional area where a MEMA chapter exists. If a MEMA chapter exists or comes to exist, the member is not eligible to join as a Virtual Member and must join the chapter closest to the regional area from where the member's employer is located. The chapter's regional area is defined as within 75 miles of the local MEMA Chapter Chair's work address.

Section 7. Withdrawal of Membership

Any member wishing to resign may do so verbally or in writing to the President or the Vice President of the Corporation.

Article IV

Section 1. Active Membership Dues

There shall be dues of \$275.00 per agency, annually, effective January 1, 2014.

Section 2. Associate Membership Dues

There shall be dues of \$495.00 per agency, annually, effective January 1, 2014.

Section 3. National Associate Membership Dues

There shall be dues of \$750 per-company/agency, annually (to MEMA SoCal), effective January 1, 2016. Distribution of dues shall be determined by MEMA Southern California Board.

Section 4. Virtual Membership Dues.

There shall be dues of \$175 per individual, annually (to MEMA SoCal), effective January 1, 2016.

Section 5. Assessments

No assessment shall be levied for any purpose unless approved by a two-thirds (2/3) vote of the members present at the meeting.

Article V

Section 1. Officers

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, Sergeant at Arms, and Membership and Corporation Coordinator.

Section 2. Election of Officers

The President shall be elected by a simple majority of the members present at the first meeting of each calendar year and shall serve for one (1) year.

The Vice President, Secretary, Treasurer and Sergeant-at-Arms shall be elected by a simple majority of the members present at the first meeting of each calendar year and shall serve for one (1) year.

Section 3. Recall of Officers

The officers of this Corporation are hereby declared subject to recall. At any meeting a motion may be made to recall the President. If the motion is approved by fifty-one percent (51%) of the members present, the motion shall be tabled to the next regular meeting of the Corporation. A vote shall be taken at this meeting as the first order of business. Of the members present, fifty-one percent (51%) shall be sufficient to recall the President. If the recall is successful, the Vice President shall become the President until the office is filled.

Section 4. Term of Office

The President of the Corporation shall hold office for one (1) year or until a successor is duly elected and installed in office. The Vice President, Secretary, Treasurer, Sergeant at Arms, and Membership and Corporation Coordinator shall hold office for one (1) year or until their successors are duly installed and elected in office.

Section 5. Vacancy in Office

Vice President, Secretary, Treasurer, Sergeant-at-Arms, or Membership and Association Coordinator. In case of death, resignation, recall, or inability to serve, the President shall conduct an election to determine a successor to serve the remainder of the term.

Article VI

Section 1. Time and Place of Meetings

Meetings of this Corporation shall be held quarterly. The host member(s) shall arrange for facilities, entertainment, etc.

Section 2. Procedure at Meetings

Unless provided elsewhere in these By-Laws, all motions shall be approved or disapproved by a majority vote of the membership present.

Article VII

Section 1. Duties and Powers of the President

The President shall preside at all meetings of the Corporation, enforce proper decorum and obedience to the rules of the Corporation. The President may appoint committees and remove same. The President shall be an ex-officio member of all committees.

Section 2. Duties and Powers of the Vice President

The Vice President shall preside at meetings as directed by the President. In the absence of the President, the Vice President shall have all duties and powers as described in Section 1, Article VII. The Vice President shall be responsible for coordinating programs offered by the Corporation.

Section 3. Duties of the Secretary

The Secretary shall be the custodian of the Corporation records and membership lists and shall be in constant contact with the President, Vice President, Treasurer and Sergeant at Arms. The Secretary shall record all meeting activities and prepare minutes for mailing to members. The Secretary shall maintain all correspondence as requested by the President and Vice President.

Section 4. Duties of the Treasurer

The Treasurer shall collect all dues and assessments and shall be custodian of the funds of the Corporation. All expenditures of over \$1,000.00 shall be authorized by a two-thirds (2/3) majority of the members present at a meeting at which the Treasurer's report is given. The Treasurer shall keep the funds of the Corporation in a bank approved by the general membership. The Treasurer shall keep a true and correct record of the Corporations assets and liabilities and be prepared to present the information for an audit. The Treasurer shall have available membership applications, expense forms, and lunch receipts.

Section 5. Duties of the Sergeant at Arms

The Sergeant at Arms shall maintain member badges and have them available at each meeting. The Sergeant of Arms shall have members and guests sign a register at each

meeting, and at the end of the meeting shall give the register to the Secretary. The Sergeant at Arms shall display Corporation pictures and other data pertaining to Corporation or members. The Sergeant of Arms will maintain control of the entry way, and admit only personnel having business with the Corporation and its members

Section 6. Duties of the Membership and Association Coordinator

The Membership and Corporation Coordinator is responsible for the dissemination of all membership information. The Membership and Corporation Coordinator shall assist the members in all matters of membership inquires, meeting notices, meeting planning and organization, including coordinating activities with the Secretary. The Membership and Corporation Coordinator shall be the liaison to Associate Members for the purpose of membership inquiries, regional coordination of information and provide Members and Associate Members with e-communication information. The Membership and Corporation Coordinator shall coordinate all information with the Webmaster.

Article VIII

Section 1. Regional Chapters

In the event that a group of Corporation members in good standing request to establish a Regional Chapter of the Corporation having the same goals and purpose of this Corporation and, if in the judgment of the Officers of the Corporation, proposed group may, upon approval and subject to the control and authority of the Officers of the Corporation, become a Regional Chapter of the Corporation.

The Officers of the Corporation shall establish the operational rules and regulations by which the Regional Chapter may function and shall have the authority if it deems it in the best interest of the Corporation, to alter or terminate the relationship of a Regional Chapter within the Corporation.

A Regional Chapter may establish Officers within the confines of the Regional Chapter origination to guide chapter operations, under approval and subject to the control and authority of the Officers of the Corporation

Membership dues collected by a Regional Chapter shall be retained by said chapter excluding an amount of collection to be determined by the Officers of the Corporation which will then be obligated to the Corporation for support provided

The Corporation shall require quarterly reports from the Regional Chapter on membership growth, activities, regional chapter programs and the names of all entities joined in the regional chapter

The Corporation will have control of any/all Regional Chapters insofar as to ensure the Regional Chapter is functioning within the by-laws of the Corporation. The Corporation will have final judgment for all Regional Chapter program changes, additions, deletions, or changes in operational structure and dues establishment.

Article IX

Section 1. Amendments to By-Laws

Amendments to the By-Laws may be proposed by any member of the Corporation at any regular meeting. Amendments so proposed shall be submitted to the membership at the next regular meeting of the Corporation.

Section 2. Adoption of Amendments

Amendments to these By-Laws shall become effective when read and approved by two-thirds (2/3) majority of the members present at the prescribed meeting.

Article X

Section 1. Politics

At no time shall this Corporation be used for any political or religious purpose or to create any dissension among the membership.

Section 2. Rules of Order

Rules of decorum not covered in these By-Laws shall be those as prescribed by the membership and/or President or the Vice President.

Section 3. Activities

This Corporation shall not, except to an insubstantial degree, engage in any activities that are not in furtherance of the primary purpose of the Corporation.

THIS IS TO CERTIFY, that I am the duly elected, qualified and acting Secretary of the Municipal Equipment Maintenance Association (MEMA), a California non-profit corporation, and that the above and foregoing Bylaws were adopted as the Bylaws of the Corporation as of September 25, 2020 by the Directors of this Corporation after voting by the Active Membership.

IN WITNESS WHEREOF, I have executed this Certificate as of September 28, 2020.

A handwritten signature in black ink, appearing to read 'Ivan Ortega', is written over a horizontal line. The signature is cursive and includes a large loop at the end.

Ivan Ortega, Secretary

Municipal Equipment Maintenance Association, a California non-profit corporation