



BYLAWS

ARTICLE I NAME

Section 1 The name of the chapter shall be “Maintenance Superintendents Association, San Francisco Bay Area Chapter.” The chapter shall be operated under the authority of the MSA Constitution.

Section 2 The organizational boundaries and area of operation for local matters shall consist of the following counties in the State of California:

Alameda	Monterey	San Mateo
Contra Costa	San Benito	Santa Clara
San Francisco	Santa Cruz	

ARTICLE II PURPOSES

Section 1 The purposes of this chapter shall be: To engage in any activity or function, within the practical limits of the chapter, 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 employees of firms, partnerships, and corporations which have interests in the field of public works.

Section 2 The chapter is not organized for profit, and no part of the earnings shall inure to the benefit of any member or officer except as compensation for necessary expenses actually incurred and authorized.

Section 3 In pursuance of the chapter purposes, all activities shall be consistent with high standards of ethics and shall not include any items of a political character.

ARTICLE III MEMBERSHIP

Section 1 Regular Member: An officer or employee serving in a leadership role for a governmental agency, engaged in the maintenance and operation of public works facilities.

Section 2 Associate Member: An officer or employee serving in a leadership role or public relations capacity for a public utility company.

Section 3 Vendor Member: 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.

Section 4 Honorary Member: An individual who has performed an outstanding public service, or an outstanding contribution that furthers the purposes of the chapter, and who is so designated to receive this honor by the Executive Committee.

Section 5 Life Member: 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 designated to receive this membership by the Executive Committee.

Section 6 Privileges:

A) Each Regular Members, Associate Member, Vendor Member, and Life Member shall have all the rights and privileges in the Chapter with the exception that only one Vendor Member may hold the office of President, Vice-President, Secretary, or Treasurer-Bookkeeper at any time.

B) The privilege of voting shall be limited to Regular, Associate, and Life Members, except that one Vendor Director shall have the right to vote on the Executive Committee.

C) Honorary and Life Members shall be exempt from payment of annual dues.

D) Honorary and Life Members may be granted a price reduction when they or their spouse or significant other participate in a monthly meeting or other events designated by the Executive committee.

Section 7 A member who has become separated from public works maintenance activity, or has retired, or is not actively engaged in public works activity

for a reason satisfactory to the Executive Committee, may by resolution of the Executive Committee be retained in his or her status provided he or she continues his or her membership in good standing.

Section 8 The Executive Committee upon the written request of three Regular or Associate members or upon its own initiative, may by a two-thirds vote of the Executive Committee present, expel any member for cause. The cause consisting of action or behavior detrimental to the chapter, its purposes, or to the reputation or standing of its membership. Such action shall be taken only after a hearing at which the member shall be given the opportunity to appear in his or her own defense, or to reply in writing to the charges.

ARTICLE IV EXECUTIVE COMMITTEE

Section 1 The governing body of this chapter shall be the Executive Committee, sixteen (16) in number and made up as follows:

- A) President - who shall serve as Chair
- B) Vice President
- C) Most recent, living, Past President
- D) Secretary
- E) Treasurer-Bookkeeper
- F) Two (2) Directors from the Regular and Associate Membership
- G) Membership Chair
- H) Two (2) Directors from the Vendor Membership; one of whom shall have the right to vote.
- I) Two (2) Directors from the Life and Honorary Membership
- J) Two (2) Chapter Delegates to the MSA Board of Directors
- K) Two (2) Director Emeritus (Lifetime position)

Section 2 The selection of the Executive Committee shall be chosen as follows:

- A) Officers and Directors shall be elected for one (1) year terms at the annual election of officers, or they may be re-elected at the discretion of the voting membership.
- B) Vendor Directors shall be elected by the Vendor Membership to overlapping two year terms at the time of the annual election of officers.
- C) Directors (Life and Honorary) and Membership Chair shall be appointed by the President.
- D) Association Delegates shall be appointed by the President and approved by the Executive Committee. Their terms of office

shall be four (4) years, with such extensions as may be approved by the Executive Committee.

E) One of the Directors may be appointed as Sergeant at Arms by the President.

F) Directors Emeritus shall be appointed as life time position by resolution of the Executive Committee (see Exhibits A & E)

Section 3 The Executive Committee shall be responsible to the membership for the management of the affairs of the chapter and for the promotion of the chapter's purposes. It shall have the power to propose by majority vote, such By-Laws as are necessary for the government of the chapter.

Section 4 Any vacancy occurring on the Committee by reason of resignation, illness, or death, shall be filled by the appointment of a member to the unexpired term. Such appointment shall be made by the President and approved by the Executive Committee.

Section 5 The Executive Committee shall meet monthly at a site to be selected by the President.

ARTICLE V OFFICERS

Section 1 The officers of the chapter shall be Regular, Associate, Vendor, or Life members elected as provided in Article X, or appointed by the Executive Committee as provided herein, and shall consist of:

A) President

B) Vice President

C) Secretary

D) Treasurer-Bookkeeper

Section 2 In the event of a vacancy occurring in the office of the President, the unexpired term shall be filled by the Vice President.

ARTICLE VI DUTIES OF OFFICERS AND DIRECTORS

Section 1 The **President** shall participate in discussions and vote on motions in the Executive Committee; shall act as Chair of the Executive Committee and shall preside at meetings of the members, except as otherwise ordered by the committee. He or she shall appoint such standing or special committees as he or she shall consider necessary or as instructed by the Executive Committee, and shall be, ex-officio, a member of such committees. He or she shall be responsible to the Executive Committee for the functioning of

those committees. He or she shall sign on behalf of the chapter all deeds, contracts and other formal instruments and shall perform other duties as may from time to time be assigned to him or her by the Executive Committee.

Section 2 The **Vice President** shall participate in discussions and vote on motions in the Executive Committee; shall have and exercise all of the powers of the President in the event of his or her absence or inability to act. The Vice President shall oversee the physical and financial arrangements for the monthly meetings and will coordinate the Workshop topics with the meeting host; and perform other duties, from time to time, as assigned by the President.

Section 3 The **Secretary** shall participate in discussions and vote on motions in the Executive Committee; shall conduct its correspondence; shall give notice of and keep minutes of all meetings; shall be responsible for all records; shall be responsible for the corporate seal, and shall attest all instruments; and perform other duties, from time to time, as assigned by the President.

Section 4 The **Treasurer-Bookkeeper** shall participate in discussions and vote on motions in the Executive Committee; shall exercise authority in all financial matters in accordance with the By-Laws and resolutions as may be adopted by the Executive Committee; shall furnish such periodical financial statements as may be required by the Executive Committee; shall have custody of all funds, bonds, stocks, deeds, and other documents of the chapter and to that end may determine the method of depositing and safe keeping of the funds and securities and the system of financial records. The Treasurer-Bookkeeper shall assist the President and Vice President with the preparation and implementation of the draft and final annual budget. The Treasurer shall be responsible for preparing and submitting the annual financial report in a timely manner to MSA Executive Board; and perform other duties, from time to time, as assigned by the President.

Section 5 The two (2) **Regular and/or Associate Directors** shall participate in discussions and vote on motions in the Executive Committee; chair or serve on committees as requested by the President; serve as Chapter Historian or Sergeant at Arms; coordinate door prize drawings; be responsible for the maintenance and transportation of the chapter banners, flag, and portable public address system and help with registration at membership meetings; and perform other duties, from time to time, as assigned by the President.

Section 6 The two (2) **Vendor Directors** shall participate in discussions in the Executive Committee with one (1) Vendor Director having the right to vote; provide information and insights to the Executive Committee from the

- perspective of the Vendor Members; and participate on committees as assigned by the President.
- Section 7 The two (2) **Life Directors** shall participate in discussions and vote on motions in the Executive Committee; provide information and insights to the Executive Committee from the perspective of the Life members; and participate on committees as assigned by the President.
- Section 8 The two (2) **Executive Board Representatives** shall participate in discussions and vote on motions in the Executive Committee; represent the interests of the Chapter at MSA Executive Board meetings; coordinate exchange of complete and accurate information from Executive Board meetings, discussions, and decisions, to the Chapter Executive Committee and the general membership; may serve as Executive Board Officers and on its committees; and perform such other duties as assigned by the Chapter President.
- Section 9 The two (2) **Director Emeritus** shall participate in discussions and vote on motions in the Executive Committee; provide continuity of direction, advice, and counsel to the Executive Committee based on past practice and experience; and perform such other duties as assigned by the President.
- Section 10 The **Membership Chair** shall participate in discussions and vote on motions in the Executive Committee; coordinate membership recruitment efforts and member processing; shall keep the roster; prepares and mails the annual dues invoices; coordinates preparation, printing, and distribution of the annual Chapter Roster and Buyer's Guide; presents reports on the status of membership at Executive Committee and General Membership meetings; and performs such other duties as assigned by the President.
- Section 11 The most recent, living **Past President** shall participate in discussions and vote on motions in the Executive Committee; provides continuity and advice to the Executive Committee; plans, coordinates, and presides at the annual Past Presidents' Council; and performs such other duties as assigned by the President.
- Section 12 All records, documents and other items shall be transferred to the incoming officers within fifteen (15) days after installation.

ARTICLE VII MEETINGS

- Section 1 Meetings shall be held monthly unless otherwise directed by the Executive Committee. The location of the meetings shall be rotated throughout the Chapter area. A public agency or vendor organization, represented by a member, shall host the meeting.

Section 2 The minutes of the prior meeting and the notice of the subsequent meeting shall be prepared by the Secretary for distribution to the membership at least seven (7) days prior to the scheduled meeting.

ARTICLE VIII QUORUM

Section 1 A majority of the Executive Committee shall constitute a Quorum thereof. For a regular meeting, twenty five (25) or more Regular, Associate, Vendor and Life members shall constitute a Quorum.

ARTICLE IX SERVICE FEES

Section 1 The annual service fees for active membership dues is from July 1 through June 30 on a yearly basis as per Chapter Membership Policy Number 2010.

ARTICLE X ELECTION OF OFFICERS

Section 1 Nominating Committee: The President, with the approval of the Executive Committee, shall each year appoint, not less than thirty (30) days prior to the date fixed by the Executive Committee for its report, a nominating committee of three (3) Regular, Associate, or Life members who shall report the names of the candidate for each position to be voted upon at the annual election of the officers.

Section 2 Names of the candidates selected by the Nominating Committee shall be presented to the membership at least ten (10) days prior to the election.

Section 3 Election of Officers. Officers shall be elected by the membership during the regular November meeting for a term of one (1) year; the term shall begin January 1 and expire December 31 of each year (See Exhibit B). Nominations from the floor, at the election meeting, shall be accepted.

ARTICLE XI SEAL

Section 1 The chapter shall have a seal that shall bear the legend "Maintenance Superintendents Association and the year of conception. A designee shall be responsible for the seal.

ARTICLE XII AMENDMENTS

Section 1 Amendments to these By-Laws may be proposed either by initiatory petition submitted to the Executive Committee in writing and signed by not less than 25% of the voting members, or by resolution of the Executive Committee. The proposed amendment shall be submitted to a vote of the membership. An affirmative vote of 2/3 of the membership voting shall be necessary for adoption of the proposed amendment.

Shawn Nesgís

President, San Francisco Bay Area Chapter

October 4, 2016

Date

Ray Fitch

Secretary, San Francisco Bay Area Chapter

October 4, 2016

Date

Exhibit A

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
SAN FRANCISCO BAY AREA CHAPTER
OF THE MAINTENANCE SUPERINTENDENTS ASSOCIATION APPOINTING
JERRY D. SCOTT
DIRECTOR EMERITUS

WHEREAS, Jerry D. Scott has been an active member of the San Francisco Bay Area Chapter of the Maintenance Superintendents Association since 1965; and

WHEREAS, Jerry D. Scott has personally been instrumental in developing the Association from a network of a few Bay Area maintenance superintendents to an organization of more than 1700 members in California, Nevada, Oregon and Arizona; and

WHEREAS, Jerry D. Scott's leadership, counsel and tireless efforts have resulted in development of ongoing educational and training opportunities for members of the Association; together with an organizational structure that enhances communication and sharing of knowledge between Bay Area maintenance organizations and their suppliers, as well as recognition of outstanding superintendents via the annual Peter Walsh Award and the Jerry D. Scott Superintendent of the Year Award; and

WHEREAS, the San Francisco Bay Area Chapter of the Maintenance Superintendents Association wishes to ensure that **Jerry D. Scott** continues to share his insight and expertise with the organization; and

WHEREAS, Jerry D. Scott is retiring from his long and distinguished career in public service; NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the San Francisco Bay Area Chapter of the Maintenance Superintendents Association does hereby appoint Jerry D. Scott to a

lifetime position as Director Emeritus on said Board, together with all rights and privileges associated herewith.

**Moved by President Leon Gervin, seconded by Director Larry Beaver, and adopted this 4th day of February, 1997
by the following vote:**

FOR: President Gervin, Vice President Chamberlain, Secretary Kelley, Treasurer Friedenbach, Directors, Beaver, Borman, Beltramo, Chiurato, Hemphill, Murdock, Penoyer, Smith and White

AGAINST: None

ABSENT: None

ABSTAIN: None

Exhibit B

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
SAN FRANCISCO BAY AREA CHAPTER OF
THE MAINTENANCE SUPERINTENDENTS ASSOCIATION

APPROVING A ONE TIME EIGHTEEN (18) MONTH TERM FOR EXECUTIVE
COMMITTEE OFFICERS ELECTED AT THE JUNE 2008 ELECTIONS AND OTHER
CLEAN UP LANGUAGE IN THE EXISTING BY-LAWS

WHEREAS, The San Francisco Bay Area Chapter of the Maintenance
Superintendents Association will be changing to a calendar year reporting
process starting with calendar year 2009 for the purposes of filing yearly
Internal Revenue Services (IRS) tax forms; and

WHEREAS, The Chapter will also be changing to a calendar year budgeting
process which will require that the Chapter Officers elected at the current
June 2008 elections serve a one time eighteen (18) month term of office to
accomplish this change; and

WHEREAS, A by-laws amendment will be required to approve the above
changes and other clean up language within the existing by-laws.

NOW THEREFORE BE IT RESOLVED THAT: The Board of Directors of the
San Francisco Bay Area Chapter of the Maintenance Superintendents
Association proposes to submit a by-laws amendment to the chapter's
membership.

Moved by Jerry Scott, seconded by Ken Haukom

and adopted this 5th day of March, 2008 by the following vote:

**FOR: John Iaquinto, Steve Tyler, Pete Cortopossi, Frank Palmeri,
Roger Lee, Robert Newman, Rick Best, Jerry Scott, Frank
McCauley, Ken Haukom, and Michael LaRocca**

AGAINST: None

ABSENT: Mike McElligott, Brian McCarthy, and Lynn Penoyer

ABSTAIN: None

Exhibit C

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
SAN FRANCISCO BAY AREA CHAPTER OF
THE MAINTENANCE SUPERINTENDENTS ASSOCIATION

APPROVING VENDOR MEMBERS MAY HOLD THE OFFICE OF PRESIDENT, VICE-PRESIDENT, SECRETARY, OR TREASURER-BOOKKEEPER AND OTHER CLEAN UP LANGUAGE IN THE EXISTING BY-LAWS

WHEREAS, The Executive Board of the Maintenance Superintendents Association approved a constitutional amendment on May 4, 2012 allowing one Vendor Representatives at the local chapter level shall have the right to hold all offices as long as only one office at any time is held by a vendor; and

WHEREAS, The Chapter will also be changing our by-laws to accomplish this change; and

WHEREAS, A by-laws amendment will be required to approve the above changes and other clean up language within the existing by-laws.

NOW THEREFORE BE IT RESOLVED THAT: The Board of Directors of the San Francisco Bay Area Chapter of the Maintenance Superintendents Association proposes to submit a by-laws amendment to the chapter's membership.

Moved by Tsutomu Imamura, seconded by Pete Cortopassi and adopted this 18th day of June, 2012 by the following vote:

FOR: Tsutomu Imamura, Pete Cortopassi, Dewayne Johnson, Amy Cardoway, Mike Giles, Victor Nunnemaker, Shawn Nesgis, Roger Lee, Jerry Scott, Pat Scott, Tom Borman, Mike Peterson, and Michael LaRocca

AGAINST: None

ABSENT: None

ABSTAIN: Lynn Penoyer

Exhibit D

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
SAN FRANCISCO BAY AREA CHAPTER OF
THE MAINTENANCE SUPERINTENDENTS ASSOCIATION

APPROVING THE ELIMINATION OF 3rd YEAR DIRECTOR'S POSITION AND REORGANIZING 1st, 2nd, AND 3rd YEAR DIRECTORS'S POSITIONS INTO 1st AND 2nd YEAR POSITIONS AND OTHER CLEAN UP LANGUAGE IN THE EXISTING BYLAWS

WHEREAS, A bylaws amendment will be required to approve the above changes and other clean up language within the existing bylaws.

NOW THEREFORE BE IT RESOLVED THAT: The Board of Directors of the San Francisco Bay Area Chapter of the Maintenance Superintendents Association proposes to submit a bylaws amendment to the chapter's membership.

Moved by Mike Giles, seconded by Tsutomu Imamura, and adopted this 4th day of October, 2016 by the following vote:

FOR: Shawn Negis, Mike Giles, Jerry Scott, Dewayne Johnson, Tsutomu Imamura, Bill Copeland, Peter Gollinger, Steve Martin, Jon Hamilton, Brenda Santos, and Michael LaRocca

AGAINST: None

ABSENT: Ray Fitch, Tom Borman, and Carl Valdez

ABSTAIN: None

Exhibit E

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
SAN FRANCISCO BAY AREA CHAPTER
OF THE MAINTENANCE SUPERINTENDENTS ASSOCIATION APPOINTING
BILL COPELAND
DIRECTOR EMERITUS

WHEREAS, Bill Copeland has been an active member of the San Francisco Bay Area Chapter of the Maintenance Superintendents Association since 1975; and

WHEREAS, Bill Copeland along with his wife Beverley Copeland established “The Maintainer Magazine” as publishers and editors for the Maintenance Superintendents Association in 1994 from which he has retired; and

WHEREAS, Bill Copeland's leadership, counsel and tireless efforts have resulted in development of ongoing educational and training opportunities for members of the Association; together with an organizational structure that enhances communication and sharing of knowledge between Bay Area maintenance organizations and their suppliers, as well as all Maintenance Superintendents Chapters; and

WHEREAS, the San Francisco Bay Area Chapter of the Maintenance Superintendents Association wishes to ensure that **Bill Copeland** continues to share his insight and expertise with the organization; and

WHEREAS, Bill Copeland retired from his long and distinguished career in public service and to the Maintenance Superintendents Association;
NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the San Francisco Bay Area Chapter of the Maintenance Superintendents Association does hereby appoint Bill Copeland to a lifetime position as

Director Emeritus on said Board, together with all rights and privileges associated herewith.

Moved by Mike Giles, seconded by Tsutomu Imamura, and adopted this 4th day of October, 2016 by the following vote:

FOR: Shawn Negis, Mike Giles, Jerry Scott, Dewayne Johnson, Tsutomu Imamura, Bill Copeland, Peter Gollinger, Steven Martin, Jon Hamilton, Brenda Santos, and Michael LaRocca

AGAINST: None

ABSENT: Ray Fitch, Tom Borman, and Carl Valdez

ABSTAIN: None