

**BY-LAWS OF THE CALIFORNIA SIGN ASSOCIATION**

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## **BY-LAWS OF THE CALIFORNIA SIGN ASSOCIATION**

**CHARTER:** The Association is a non-profit corporation formed under the law of the State of California.

The name of the Association shall be the **CALIFORNIA SIGN ASSOCIATION**, and the acronym **CSA** may serve in lieu of the full name.

**PURPOSE:** CSA is an association of qualified persons and entities representing manufacturers, suppliers, consumers and users of signage and visual communications media. CSA serves the on premise sign industry by striving to improve government relations, enhancing the professionalism of its members, creating networking opportunities, and promoting the economic vitality, public safety and harmony between its members and its customers within the communities its members and clients serve.

### **ARTICLE 1: MEMBERS**

A regular member shall be any qualified firm, whether an individual, partnership, limited liability company or corporation and shall be eligible for membership in the Association in one or more of the following categories:

- 1. Electric Sign Company** – any individual, partnership, limited liability company or corporation properly licensed for electrical signs engaged in the retail sale, lease, design, manufacture, production installation or maintenance of commercial or electrical signage, and whose business is primarily electrical signs.
- 2. Sign Installation/Service Company** – any individual, limited liability company, partnership or corporation properly licensed to engage in the exclusive installation and/or maintenance of signs, both commercial and electrical.
- 3. Commercial Sign Company** - any individual, partnership, limited liability company or corporation properly licensed to engage in the retail sale, lease, design, manufacture, production installation or maintenance of non-electric signage, and whose business is primarily non-electric signage.
- 4. Wholesale Manufacturer** – any individual, partnership, corporation or limited liability company engaged in the design, manufacture and/or production of signs solely on a wholesale basis to other organizations within the sign industry.
- 5. Product Manufacturer** – any individual, partnership, limited liability company or corporation engaged in the manufacturing of a material, product or products used in the design, manufacture, production and/or installation of signs.
- 6. Wholesale Distributor** – any individual, partnership or corporation engaged in the warehousing, sale or distribution of a range of products to the sign industry.
- 7. Manufacturer's Representative** – any individual, partnership, limited liability company or corporation representing one or more product manufacturers and

whose interest is in promoting the sale of products made by those manufacturers to the sign industry.

8. **Professional Member** – any individual or group supporting the aims of the association or otherwise interacting with the sign industry, including trade associations or professionals such as permit services, designers, insurance agents and engineering consultants.
9. **Honorary Member** – any individual that is recognized by the Board of Directors for service to the Board or to the Association Including Directors Emeritus.
10. **Employee** – any employee of a regular member of CSA
11. A special category of members who are users of on premise Signs shall be designated within the Association as “**The Sign Users’ Council of California**.” This council functions as an ad hoc liaison between sign users and members of CSA in order to proactively obtain their ongoing input relating to industry or user needs.

1.1 Application for Membership: Application for membership in the Association shall be submitted by a qualified candidate on a form provided by CSA to cover all the pertinent required information relative to the applicant. Approval of the Board is required.

1.2 Annual Meeting of Members: A meeting of all members shall be held annually for the election of Directors and the transaction of other association business at such a date and time as shall be determined by the Board of Directors and set forth in a notice of such meeting.

1.3 Special Meetings of Members: Special meetings of members may be called at any time by written request from a member company or a Director, and the business transacted shall be confined to the purpose set forth. Such request shall be in writing and requires approval of a majority of the Executive Committee .

1.4 Notice of Meetings of Members

1.4.1 The purpose for which the meeting is called shall be spelled out in the notice of the meeting.

1.4.2 Written notice of meeting shall name the time and date and purpose and place of the meeting and shall be mailed at least 30 days prior. Notice by USPS or E-mail shall be permitted.

1.5 List of Members A listing of the current members in good standing shall be prepared from the Association records in order to determine the members entitled

to receive notice and vote, and such record date shall not be more than 60 days nor less than 20 days before the date of such meeting. Such list shall be produced and kept at the time and place of the meeting, and may be inspected by any member who is present.

1.6 Quorum of Members: At any regularly noticed meetings of members a majority of the voting members in attendance shall constitute a quorum for the transaction of business of the Association provided that at least 30% of the total membership are present.

1.7 Organization: At any meeting of members, the President shall act as chairperson. In the absence of the President, the First Vice President shall act as chairman of the meeting, then the Second Vice President.

1.8 Order of Business: The order of business shall be determined by the chairperson of the meeting, and the meeting shall be conducted in accordance with the New Roberts Revised Rules of Order.

## **ARTICLE 2: BOARD OF DIRECTORS**

2.1 Board of Directors: The Board of Directors shall have supervision, control and direction of the affairs of the Association and of the objectives and programs of the membership, shall determine its policies or changes therein within the limits of these by-laws and all applicable laws, shall actively promote its goals and purposes and shall have discretion and control in the/of the Association's funds, and in their use and disbursement.

2.2 Number and term of Directors: A total of no fewer than 11 nor more than 30 Directors shall be elected annually to serve for the year following, consisting of the following:

- 1 Not more than five (5) members from Region 1: 4 electric sign companies and one commercial sign company
- 2 Not more than five (5) members from Region 2: 4 electric sign companies and one commercial sign company
- 3 Not more than five (5) members from Region 3: 4 electric sign companies and one commercial sign company
- 4 Four (4) members "at large" chosen from any category of member
- 5 Not more than seven (7) Suppliers, Product Manufacturers, Trade Shops, Wholesale Distributors, Manufacturer's Representatives
- 6 Not more than two (2) Sign User Council members
- 7 Not more than two (2) Professional Members

2.3 Special Category: A special category is created entitled "Director at Large Emeritus" to be appointed by the Board to serve for life. In order to be eligible for this category, he/she must

have served on or with the Association Board of Directors for at least 20 years whether consecutively or at separate times and be elected by the Board of Directors.

2.4 Removal/Resignation: Any Director may resign at any time by giving written notice to the Board, and such resignation shall take effect at the time of acceptance thereof by the Board.

Any Director may be removed by a two-third (2/3) vote of the Directors at any meeting at which a quorum is present.

2.5 Vacancies and Illnesses: the President with the approval of the Board of Directors shall fill any vacancies that may occur by reason of removal, resignation or incapacity.

In all cases, it is the **individual** who is elected, by the membership, to the Board, not the company that he/she may be employed with. As long as the **individual** meets the requirements for his/her board position, he/she may remain on the Board at the discretion of the Board.

## 2.6 Elections to the Board

2.6.1 All members in good standing will be notified by written or E-mail notice at least three (3) months prior to the election to determine interest in serving on the board.

2.6.2 The Nominating Committee Chair shall be the immediate Past President, and he/she shall select six other members of the Board to serve: one from each Region, the first vice-president, one Past President, and one other member of the Board.

2.6.3 The Nominating Committee shall receive nominations, deliberate and recommend its slate to the members at the Annual Membership Meeting. The Board may review the slate and make suggestions prior to the Annual Membership Meeting.

2.6.4 Nominations from the floor by any member in good standing shall be accepted on behalf of any member who is present and who is able to accept the nomination.

2.6.5 Proxy nominations are prohibited.

2.7 Regular Meetings: The Board of Directors shall meet at least three (3) times a year except that a meeting of the Board may be called at any time upon the written request of a majority of its members and/or a majority of the Executive Committee.

2.8 Quorum: At any regular meeting of the Board of Directors a majority of the voting members of the Board shall constitute a quorum for the transaction of the business of the Association (excluding Directors Emeriti). Any such business thus transacted shall be valid providing that it is affirmatively passed by a majority of those present.

2.9 Meeting Participation by Electronic Means: Any one or more members of the Board or any Association committee may participate in a meeting by means of a conference telephone or video or similar communications equipment allowing all persons participating to hear each other and respond in kind.

### **ARTICLE 3: EXECUTIVE COMMITTEE**

3.1 How Constituted: The Executive Committee shall consist of the President, the first Vice-President, the second Vice-President, the Treasurer/Secretary, the immediate Past President, and the Executive Director as an ex-officio member.

3.2 Powers: The Executive Committee shall have the powers and duties granted it by the Board of Directors:

3.2.1 It shall be responsible for the day-to-day operation of the Association

3.2.2 It shall make decisions involving the Association between Board meetings

3.2.3 It shall be responsible for Association personnel: Executive Director, staff, consultants, attorneys and other support persons

3.2.4 It shall furnish full reports to the Board at its regular meeting.

Additionally, the Executive Committee shall have the power to financially obligate the Association to the budget extent granted by the Board.

3.3 Quorum: At any meeting of the Executive Committee a majority of the ExCom members shall constitute a quorum for the transaction of any business.

### **ARTICLE 4: OFFICERS**

4.1 Generally: The officers of the Association shall be a President, two Vice Presidents, a Treasurer/Secretary and such other officers as the Board may deem necessary. The Board shall elect the officers from the elected directors at the annual meeting.

4.2 President: The President shall be the titular head and principal elected officer of the Association, shall preside at meetings of the Association and of the Board of Directors and of the Executive Committee, shall be member ex-officio, with the right to vote, on all committees and shall appoint chairs of all standing committees. The President shall have the power to sign all contracts and other instruments of the Association based on approval from the Board.

4.3 Vice Presidents: The First and Second Vice Presidents shall have such duties as the president assigns and shall succeed to the duties of the president in the event of an absence or temporary disability of the president.

4.4 Treasurer/Secretary: The Treasurer/Secretary shall oversee the Association's funds and records, the collection of members' dues or assignments, the establishment of proper accounting procedures for the handling of the Association's funds; the performance of an audit by a CPA, and, further, shall furnish timely financial statements to the Board and to members if requested.

4.5 Other Officers: The Board of Directors may elect as it deems needed such other officers including additional vice presidents, assistant treasurers and/or secretaries.

4.6 Vacancies/Resignation/Removal: An officer who does not timely perform assigned responsibilities may be removed from office by a 2/3 vote of the Board. If any office becomes vacant for any reason the Board may elect a successor who shall hold office for the unexpired term.

## **ARTICLE 5: INDEMNIFICATION AND HOLD HARMLESS**

5.1 Indemnification of Officers or Directors: The Association shall indemnify any person who is threatened to be made a party to any potential, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer against expenses, judgements, fines and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding.

5.2 Reimbursement of Expenses: Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action upon receipt of an agreement from such officer or director to repay such advance amount if it is ultimately determined that he/she is not entitled to be indemnified by the Association.

5.3 Insurance: The Association shall have the power to purchase and maintain insurance to indemnify against any liability incurred in the execution of his/her actions on behalf of the Association.

## **ARTICLE 6: GENERAL**

6.1 Organization Structure The organization of the Association shall be as follows [in order of importance]:

- Members
- Board of Directors
- Executive Committee
- Association Staff

6.2 Voting: In the affairs of the Association each member firm in good standing shall be entitled to one membership vote. No member company shall have more than one vote.

6.3 Fiscal Year: The fiscal year shall be from 1 October through 30 September unless otherwise designated by the Board.

6.4 Seal: The Board of Directors shall provide an appropriate seal, insignia, or other emblem, containing the name of the California Sign Association, and symbolizing its purposes.

6.5 Books and Records: The books and records of the Association shall be maintained and kept at the Association main office in California at a location designated by the Board of Directors and shall be available for inspection by any member in good standing.

6.6 Audit: An outside CPA shall audit the financial records of the association firm as deemed necessary by the Executive Committee.

#### **ARTICLE 7: DUES**

7.1 The Board of Directors shall determine the monthly dues for each membership category at the annual meeting, subject to approval by the membership. Any recommended increase shall not exceed 5% annually.

7.2 Members that fail to pay their monthly dues or assessments within 60 days shall be subject to a finance charge to be fixed by the Board of Directors at the commencement of each fiscal year.

7.3 At its discretion, the Executive Committee may grant special dispensation to suspend temporarily or eliminate dues or assessments to provide equitable relief.

#### **ARTICLE 8: AMENDMENTS OF BY-LAWS**

8.1 Amendment: Amendments to the By-Laws of the Association may be proposed either by resolution of the Board or by a written proposal from any member spelling out the exact language to be submitted to the membership. All amendments must be ratified by a 2/3 vote of those members voting on the amendment.

8.2 Notice of Amendment: Written notice of any proposed change in the By-laws must be furnished to all voting members of the association at least 45 days prior to the date for voting on such proposed change. This vote shall be held at the Annual General Session or at a meeting called specifically to vote on such By-laws change. Such amendments must receive a two-thirds vote. Such vote may be in person or by absentee vote subject to receipt at the CSA office no less than 10 days prior to the meeting.

**ARTICLE 9: DISSOLUTION OF ASSETS**

9.1 On liquidation or dissolution of the association, all properties and assets and obligations shall be paid and distributed over to any existing nonprofit subsidiary of this Corporation or, in the absence of such an entity, to an organization dedicated to charitable purposes approved by the then seated Board of Directors.