

ASA of Oklahoma
Chapter Bylaws
Amended April 2009

Article I. Name and Principal Office

The name of the association shall be American Subcontractors Association of Oklahoma (ASA of Oklahoma) hereinafter referred to as "Association" and the principal office shall be in Oklahoma City, Ok.

This Association is a chartered chapter of the American Subcontractors Association, Inc. (ASA) hereinafter referred to as "ASA" and shall adhere to the terms and conditions of the current bylaws of ASA and Chapter Charter Agreement, which are incorporated by reference herein.

Notice "in writing" is meant to include regular mail delivery, fax, any electronic or e-commerce transaction, or any other verifiable means of delivery.

Article II. Jurisdiction

The area to be served by this Association shall included the state of Oklahoma hereinafter referred to as "Association's Jurisdiction".

Article III. Purposes and Objectives

The purposes for which the Association is formed are:

(A) To promote and develop the fair representation of subcontractors and suppliers, through advocacy and education. To encourage and promote ethical and responsible behavior within the Association and throughout the construction industry.

(B) To act as a trade association for its members and, as such, to perform for its members those services which can better be performed as a group than separately.

(C) To cooperate with general contractors, architects and other segments of the construction industry and their associations, with existing associations of subcontractors, and with organizations representing the construction trade and all lawful matters of interest to the construction industry.

(D) To do any and all lawful acts and things to help the construction industry serve the public; to promote any legitimate common interest of its members.

(E) The Association is organized as a not-for-profit chapter of the American Subcontractors Association, Inc. and no part of income or assets of the Association will be distributed or allowed to inure to the benefit of any individual for any purpose other than those for which this Association is formed.

Article IV. Membership

Section 1. Definitions. When used in these bylaws, the term “subcontractor” shall mean any person, partnership or corporation engaged in construction and who, subcontracts or sub-subcontracts, customarily furnishes labor, or labor and materials, for construction projects. The term “labor” shall include shop labor for the manufacture or fabrication of specified materials to be installed in a particular construction project.

Section 2. Qualifications. Any subcontractor or sub-subcontractor which is actively engaged in the construction industry; and any person, partnership, corporation or recognized business entity that services or furnishes materials to the same in the Association’s Jurisdiction shall be eligible for membership in the Association subject to the terms and conditions of membership as herein provided. General contractors, architects, engineers and construction managers are not eligible for membership. If the qualifications above do not clearly define an applicant’s eligibility to become a member, then the Association’s Board of Directors shall have the sole authority to determine whether or not an applicant is eligible for membership.

Section 3. Membership in the American Subcontractors Association (ASA). All regular members of the Association must also belong and pay membership dues to ASA, in accordance with procedures established by ASA and the Association. Such dues will be collected by the Association and forwarded to ASA National.

Section 4. Dues. Membership dues and assessment(s) and provisions for payment thereof shall be fixed and determined annually by the Board of Directors. Payment of dues shall be a prerequisite to attaining membership status and dues shall be paid at the time application for membership is filed. Payment of annual dues thereafter shall be a prerequisite to continuing membership. Dues shall be collected and payable in advance at commencement of signed membership application and each year thereafter due on July 1st. Once collected from members, this association shall forward such dues to the national office no later than the fifteenth (15th) day of the month after the month of collection from the member. Any such dues collected shall, from the time of collection until the time of forwarding to ASA, be held by this association in trust for the sole and exclusive benefit of ASA and shall not be used for any other purpose than satisfying the payment obligation set forth above, except as may be further agreed in writing between the Association and ASA upon approval or ratification of the ASA Board of Directors.

Section 5. Application for Membership. Applications for membership in this Association shall be made in writing on forms provided by the Association. Acceptance into membership shall be only after final approval of the Board of Directors.

Section 6. Voting. Each member in good standing shall be entitled to cast one vote and each vote shall be cast by a duly authorized representative from the member company. No proxies are allowed, except as may be allowed elsewhere in the Bylaws. Honorary members, ex-officio and sustaining members have no voting rights.

Section 7. Delinquency. When any member shall be delinquent in the payment of dues or any other amount due, for a period of 60 days from which such amounts become payable, services may be suspended immediately under procedures established by the Board of Directors. Should such delinquency not be cured within 90 days of the due date, membership may be terminated immediately by the Board of Directors in the manner provided by Article IV of these Bylaws.

Section 8. Termination. The Board of Directors, except as otherwise provided in Article IV, Section 7, may, by a majority vote, terminate the membership of any member who becomes ineligible for membership, who fails to comply with the spirit of the Bylaws of the Association, or for any other reason deemed appropriate by the Board. Membership shall also be terminated upon the termination of membership of such member by ASA for failure of payment to ASA of the full annual dues on behalf of such member. Upon any termination, all membership rights, privileges and interest of such member shall cease, provided that such member shall remain liable for any amount due the Association. A member may resign at any time upon giving written notice to the Board of Directors or Executive Director, but such resignation will not discharge any obligations of such member to the Association. Membership dues are not refundable.

Section 9. Reinstatement of a Terminated Member. Upon written request by a former member to the Board of Directors, a former member may be reinstated upon payment of any dues, assessments or other charges owed to the Association and upon such other terms as the Board of Directors may deem appropriate.

Article V. Board of Directors

Section 1. Designation and Function. There shall be a Board of Directors consisting of the President, Vice President, Treasurer, Secretary, Immediate Past President of the Association, and up to nine at-large Directors elected from the Association's membership. The Association's members are permitted to attend and have voice but no vote at meetings of the Board. However, the Board is permitted to move into Executive Session, where only Board members are present. It shall be the responsibility of the Board of Directors to determine the programs and policies of the Association.

The Board of Directors shall in its sole discretion determine all matters with respect to dues, such as amount, waiver, classification, delinquency and reimbursement shall be responsible for collection and forwarding of the ASA dues to ASA, except as specifically set forth and required by these bylaws.

The President, Vice President, Treasurer, Secretary and Immediate Past President of the Association shall have a term of one year and shall hold office for the term to which elected or appointed until a successor shall have been elected or appointed and qualified, or until an earlier resignation, removal from office or death. The at-large Directors shall have a term of two years and shall hold office for the term to which elected or appointed and qualified, or until an earlier resignation, removal from office or death. Approximately one half of the at-large Directors shall be elected at the Annual Meeting each year so as to stagger the turnover. A director cannot be elected for more than three (3) consecutive terms unless elected as an officer.

Section 2. Meetings. The Board of Directors shall meet as necessary at such time and place as it may determine, to conduct the business and affairs of the Association. Any such meeting may be held at the request of the President or any three Directors.

Section 3. Notice. At least five days prior to any meeting of the Board of Directors, notice “in writing” of such meeting stating the time, place and purposes of the meeting shall be given by the Secretary or his designee to each Director.

Section 4. Quorum. At any meeting of the Board of Directors, at least 51% of the total members of the Board of Directors shall constitute a quorum for the purpose of acting on the business of the Association.

Section 5. Vacancies. Should a vacancy occur because of resignation, removal or death of a Director, the vacancy shall be filled by appointment by the President of the Association.

Section 6. Removal. If in the judgment of two-thirds of a Quorum of the Board of Directors in a properly held meeting, due cause is found for the removal of a Director, such Director shall be immediately removed, and then advised of the basis for such decision in writing by the President. The removed Director shall have the right of appeal to the full Board. The removed Director must give written notice to the President within seven (7) days of the receipt of the President’s letter, that the removal will be appealed. The removed Director then must gather at his/her own expense, signed letters from more than one third of the total number of Board members. These letters must state a reason for disagreement with the removal, and must be presented at the next Board meeting. If the removed Board member successfully produces the proper letters, then reinstatement to the Board will have deemed to have occurred. Any appointment made to fill the formerly vacant Board position shall be terminated without appeal.

Section 7. Attendance. Absence at any regular Board meeting by a Director must be preceded by notice to the Secretary of the Association or the Executive Director stating reason(s) for such absence. Such notice is to be reviewed by the Board of Directors. Any Director who fails to attend two consecutive regular Board meetings without Board approval, may be removed from the Board.

Section 8. Voting. Each member of the Board of Directors shall be entitled to one vote on any matter lawfully and properly brought before the Board of Directors. Votes must be cast in person. Proxies are not permitted. The President shall vote only to break a tie. A simple majority is needed for passage of any matter, except where stated otherwise in the Bylaws.

Section 9. Indemnification. Each person who has been, now is, or hereafter shall be a member of the Board of Directors shall be indemnified by the Association to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred by him in connection with any action, suit, proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting therein from which he may become involved by reason of any action taken or omitted by him, provided that such action was taken or omitted in good faith. The Association shall procure and maintain appropriate liability insurance to satisfy this paragraph and the obligations contained herein, but such insurance shall in no way limit the Association’s obligations herein.

Section 10. Voting by Special Ballot. When specific action by the Board of Directors is needed between regular meetings and the President determines it is unnecessary to call a special meeting, a special ballot may be used. The President, the Secretary or the Executive Director shall notify all members of the Board of Directors “in writing”; thoroughly explain the issue; and record the responses. The issue and vote shall be recorded at the next meeting of the Board.

Article VI. Officers

Section 1. Number of Officers. The officers of the Association shall consist of a President, Vice President, Treasurer, Secretary and Immediate Past President. The officers serve as the Executive Committee and shall be elected at the annual meeting of the Association. The Executive Committee shall be responsible for the coordination and management of the affairs of the Association between meetings of the Board of Directors. The Actions of the Executive Committee shall at all times be consistent with the budget, programs, and policies of the Association and are subject to review and approval by the Board.

Section 2. President. The President shall preside at all meetings of the Association and at all meetings of the Board of Directors. He/she shall, whenever it is deemed necessary, call meetings of the Association or the Board of Directors. The President shall perform and discharge the duties usually pertaining to such office and such other powers and duties as the Board of Directors from time to time may prescribe.

Section 3. Vice President. The Vice President shall perform the duties of the office of the President in the absence of the President and shall have, perform and discharge all of the powers and duties as the Board of Directors from time to time may prescribe.

Section 4. Treasurer. The Treasurer shall keep all moneys of the Association, collect all dues and assessments, and shall have the custody and control of the funds of the Association, subject to the direction and control of the Board of Directors. The Treasurer shall keep a correct and accurate account of all moneys received and disbursed and of the financial condition of the Association, and shall perform and discharge the duties as the Board of Directors from time to time may prescribe.

Section 5. Secretary. The Secretary shall keep a complete roll of the names and addresses of the Board of Directors and members of the Association. He/she shall take and keep minutes, accurately reflecting the proceedings of all meetings of the Association, and shall perform and discharge the duties usually pertaining to such office and such other powers and duties as the Board of Directors from time to time may prescribe.

Section 6. Vacancies. Should a vacancy occur because of resignation, removal or death, the vacancy shall be filled by the Board of Directors.

Article VII. Association Meetings

Section 1. Annual Meeting. The annual meeting of the Association shall be held at least 30 days prior to start of the Association's fiscal year (July 1 – June 30) at such place and time as the Board of Directors may designate. The Board of Directors will have sole determination on the content and format of the Association's Annual Meeting.

Section 2. Membership Meetings. The meetings of the Association shall be at such time and place as may be designated by the Board of Directors or Executive Director as needed. The Secretary or Executive Director shall give at least five days notice "in writing" to the membership of all meetings of the Association.

Article VIII. Elections

Section 1. Nominating Committee. There shall be a nominating committee appointed by the President and composed of three (3) members of the Association, excluding any of its current officers. The Immediate Past President shall serve as chairman. The Nominating Committee shall nominate one person each for President, Vice President, Treasurer, Secretary, and persons for the vacant Directorships on the Board of Directors. The Nominating Committee shall prepare their slate of nominees and present them to the Secretary or Executive Director approximately forty days prior to June 1.

Section 2. Elections. Approximately thirty days prior to June 1, the Secretary or Executive Director shall give notice in writing to, all members in good standing the slate of officers and Directors nominated by the Nominating Committee. Additional nominations will be accepted and must be received fourteen days prior to June 1, at which time nominations shall be closed. Any member in good standing may be nominated by another member provided the nominee has consented to serve in such capacity. Any nominee receiving a majority of the votes cast shall be deemed elected. Elections may be held electronically and votes will be counted on or about June 1.

Section 3. Eligibility. No officer or at-large director shall be eligible for reelection in the same capacity or office for more than three successive terms.

Section 4. Upon his/her election, the in-coming President becomes the President-Elect and as President-Elect has the authority to appoint committee chairmen and committee members whose term of office shall begin the start of the fiscal year (July 1).

Article IX. Miscellaneous Provisions

Section 1. Standing Committees. The President appoints the standing committees. The Association's standing committees are: Nominating Committee and Membership Committee.

Section 2. Special Committees / Task Forces. In addition to Standing Committees, the President may establish and appoint individuals to special committees, sub-committees or task forces to address special issues or projects. The President may create and dissolve such committees from time to time as he/she may deem necessary and desirable.

Article X. Finances.

Section 1. Fiscal Year. The fiscal period of the Association shall be July 1 through June 30.

Section 2. Budget. The Board of Directors shall adopt annual operating and capital budgets prior to the next fiscal period.

Section 3. Financial Review. The financial documents of the Association shall be reviewed at least annually by a method to be determined at the discretion of the Board of Directors.

Article XI. Staff.

Section 1. Executive Director. The Executive Committee may retain or employ an executive director whose terms and conditions of retainer or employment shall be specified by the Executive Committee.

Section 2. Responsibilities. The Executive Director shall perform and discharge all duties prescribed by the Board of Directors. The Executive Director shall employ all staff members and direct the activities of such staff. The Executive Director shall be responsible to the Board of Directors.

Article XII. Amendments

Amendments to these Articles may be proposed at any meeting of the Board of Directors of the Association. Notice in writing of such proposed amendments shall be sent by the Secretary to the members of the Association at least seven days in advance of the membership meeting at which the amendment is to be voted upon. To be adopted, amendments must receive at least a two-thirds vote of the members of the Association present, in person, or represented by written proxy, voting on such amendment.

Article XIII. Dissolution

By a two-thirds vote of all members of the Association, the Association may be dissolved. In such event, the assets of the Association shall be applied by the Board of Directors, or if not by the Board of Directors, by an order of the proper court, to the American Subcontractors Association, Inc. or to purposes as near as possible to the purposes of this Association as stated in these bylaws, and in no event shall the assets of the corporation be distributed to or inured to the benefit of any individual member of the Association.