

BYLAWS of CALIFORNIA METALS COALITION  
(a non-profit organization)

---

ARTICLE I; OFFICE

Section 1.

The organization's principal office will be ~~1011 St Andrews Drive, Suite 1~~, 2971 Warren Lane, El Dorado Hills<sup>1</sup>, CA 95762. The Board of Directors may periodically change the location of the office.

ARTICLE II; MEMBERSHIP

Section 1.

Any person, firm or Corporation having an established place of business in the state of California, engaged in the manufacture of metal products or components, shall be admitted to membership upon payment of membership dues as hereinafter provided.

Section 2.

Any person, firm or Corporation not eligible for membership under Section I may be admitted to membership provided that person, firm, or corporation, fulfills one of the following requirements:

- A. Is engaged in the manufacture or sale of supplies or services to the California Metalworking Industry and is the owner, chief operating officer, general manager, or chief managing officer located in California of any firm or corporation engaged in such business, or
- B. Is engaged in the manufacture of metal products or components castings having an established place of business outside of the state of California.

Section 3.

Membership shall commence on the payment of such dues and upon approval of the board, and shall automatically terminate at the close of the period for which dues have been paid.

Section 4.

Membership is not transferable.

Section 5.

No profits, dividends or distributions of the Corporation shall inure to the benefit of a member. In the event it becomes necessary or desirable to dissolve this Corporation or to dispose of all of the property of this Corporation, the assets of this Corporation shall be granted to charitable public benefit organization designated by the Board of Directors.

---

<sup>1</sup> Amended September 1, 2007

Section 6.

Any member may be suspended or expelled for due cause by a majority vote of the Board of Directors, provided, however, that the member is notified in writing thirty (30) days in advance of any Board meeting at which suspension or expulsion is to be considered.

ARTICLE III; MEMEBERSHIP MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the members of the Corporation shall be held some time during April, May or June each year at a time and place determined and fixed by the Board of Directors prior to February 1<sup>st</sup> of each year. Notice of the Annual Meeting shall be given to the members of the Corporation at last 30 days prior to the meeting date.

Section 2. Special Meetings

Special meetings of the membership may be called at the principal office of the Corporation or at any other place within or without the State of California at any time by the President or the Board of Directors, or any number of members holding not less than one-fifth of the voting power of the Corporation. Written notice of all special meetings shall be given to each member either personally or by mail, not less than ten (10) nor more than sixty (60) days prior to the meeting.

Section 3. Adjourned Meetings

Any membership, meeting, annual or special, whether or not a quorum is present may be adjourned from time to time by a vote of the majority of the members either present in person or represented by proxy, but in the absence of a quorum no other business may be transacted at any such meeting.

Section 4. Quorum

The presence in person of one-third of the members at any meeting shall constitute a quorum for the transaction of business, including the election of directors.

ARTICLE IV; DUES

Section 1.

Membership dues shall be payable according to terms of the "Membership Application for Participation in the California Metals Coalition," attached as Exhibit "A". Dues structure and schedules may be changed upon approval of the Board of Directors.

ARTICLE V; VOTING POWERS

Section 1.

Each member admitted under Article II, shall be entitled to cast one vote.

Section 2.

The Executive Director shall have available at each membership meeting an official membership roster containing the number of votes allowed based on the membership. The Executive Director shall certify the accuracy of the roster and make its inspection available to any member upon request.

## ARTICLE VI; BOARD OF DIRECTORS

### Section 1.

The general management and control of the affairs and property of the Corporation in the intervals between meetings of members shall be vested in a Board of Directors.

### Section 2.

The Board of Directors shall consist of not less than five (5) nor more than twenty-one (21) ~~eleven (11)~~<sup>2</sup> directors elected by the membership from the membership for the term of up to three years. The exact number of directors shall be fixed from time to time, within the limits specified in this Section 2, by the Board of Directors. Terms shall be staggered so that no more than ~~three~~ five directors are elected at each annual meeting<sup>3</sup>. Terms of directors shall commence immediately upon election and acceptance.

### Section 3.

Vacancies on the Board of Directors shall be filled by the other director or directors in office, and such person or persons so elected shall hold office until the expiration of the term to which that person or persons is appointed.

### Section 4.

Regular meetings of the Board of Directors shall be called and held as ordered by said Board. Special meetings of the Board of Directors may be called by the President, or any five (5) directors. Notice of all special meetings of the Board of Directors shall be given in writing either personally or by mail at least seven (7) days in advance of the date of such meeting. No notice of any meeting of the Board of Directors shall be given to any director who shall waive in writing the giving of notice to himself. All meetings of the Board of Directors shall be presided over by the President or in his absence, by the Vice President. The presence in person of at least one-half of the authorized number of directors at any meeting of the board shall constitute a quorum.

### Section 5.

There shall be an Executive Committee of the Board of Directors consisting of the President, who shall act as Chairman of the Committee, the Secretary, and the Treasurer. The Executive Committee may exercise the power of the Board of Directors in the intervals between meetings of the Board, provided, however, that the actions of the Committee shall be reported to the Board of Directors at its first meeting following such actions.

---

<sup>2</sup> Amended September 22, 2004

<sup>3</sup> Amended March 21, 2007

The members of the Executive Committee shall meet for action whenever possible at the call of the President, but said Committee shall be deemed to be in continuous session and when a formal meeting is inconvenient may take action by the concurrence of a majority of its members, expressed by telephone, in writing, e-mail, or otherwise. A record shall be kept of all actions of the Executive Committee whether taken in formal meeting, or otherwise.

Section 6.

The Board of Directors may appoint such other committees as it may deem best to serve the interest of the members, may define the powers and duties of such committees and may dissolve such committees. The composition, membership, and tenure of such committees shall be determined by the Board.

Section 7.

Any Director or Officer who fails to attend at least two-thirds of the board meetings, including at least one in-person meeting, within a calendar year shall be automatically removed.<sup>4</sup>

Section 8.

Any Past President who maintains membership in the organization may hold a voting seat on the Board. This seat shall not have a term limit but is subject to the attendance requirements in Article VI, Section 7.<sup>5</sup>

ARTICLE VII; OFFICERS

Section 1.

The officers of the Corporation shall be a President, a Secretary, and a Treasurer. A Vice-President may be appointed by the Board of Directors. All officers shall serve for a term ~~of one (1) or two (2)~~ up to three (3) years<sup>6</sup>.

Section 2.

Within thirty-days of the adjournment of the Annual Meeting, the Board shall meet and elect the officers for the ensuing year. Officers need not be elected members of the Board.

Section 3.

The power and duties of the President shall be:

- First: To preside at all meetings of the membership and of the Board of Directors;
- Second: To call special meetings of the membership and also of the Board of Directors at such times as he or she shall deem proper; and
- Third: To affix the signature and seal of the Corporation to all deeds, conveyances, mortgages, leases, promissory notes, contract obligations, certificates and

---

<sup>4</sup> Amended November 8, 2018

<sup>5</sup> Amended November 8, 2018

<sup>6</sup> Amended March 31, 2010

other papers and instruments in writing that may require the same, and to supervise and control subject to the direction of the Board of Directors, all the officers, agents, and employees of the Corporation and the affairs thereof. The signature and/or seal of the Corporation may also be affixed by any person other than the President who may be authorized by the Board of Directors.

Section 4. Vice-President

The powers and duties of the Vice President shall be:

- First: In case of the absence or failure for any cause of the President to act, the Vice President shall perform the duties of the President; and
- Second: The Vice President shall have such other powers and perform such other duties as may from time to time be required by the Board of Directors.

Section 5. Treasurer

The powers and duties of the Treasurer shall be:

- First: To supervise audits of all books, records and financial transactions and certify the completion of that audit to the Board of Directors;
- Second: To prepare an Annual Financial Report for distribution to the members at the close of each fiscal year; and
- Third: Generally to perform all other duties as may be required by the Board of Directors.

Section 6. Secretary

The powers and duties of the Secretary shall be:

- First: To keep, or cause to be kept, minutes of all of the board of directors' and members' meetings;
- Second: To give, or cause to be given, notice of all members' and board of directors' meetings for which notice is required by statute or the bylaws. If the secretary fails to act, notice of any meeting may be given by any other officer of the corporation.
- Third: Generally to perform all other duties as may be required by the Board of Directors.

ARTICLE IX; AMENDMENT

Section 1.

~~New bylaws of the corporation may be adopted or these bylaws may be amended or repealed by a majority vote of the voting members of the corporation or by the written consent of a majority of such voting members, and subject to the right of the voting members as provided, new bylaws may be adopted or these bylaws may be amended or repealed by the Board of Directors.~~

New bylaws of the corporation may be adopted or these bylaws may be amended or repealed by a two-thirds vote of the Board of Directors, or by a two-thirds vote of the voting members of the corporation.<sup>7</sup>

#### ARTICLE X; RULES OF ORDER

##### Section 1.

Roberts' Parliamentary Rules of Order shall be recognized as authority by this organization and shall govern the deliberations in all cases not covered by these bylaws.

#### ARTICLE XI; RESERVE FUND

##### Section 1.<sup>8</sup>

The organization shall establish a Reserve Fund. The purpose of the Reserve Fund is to have monies saved and available for unexpected regulatory or legislative challenges. The goal is to maintain a Reserve Fund balance equal to or greater than one-year of annual budgeted revenue.

At the conclusion of each fiscal year, the Treasurer shall transfer annual net profits from the General Fund to the Reserve Fund. The amount transferred shall not reduce the general fund below ten percent of the annual budgeted revenue.

Withdrawing money from the Reserve Fund requires a two-thirds vote of the Board. Unless the Board declares a fiscal emergency, no more than twenty-five percent of the Reserve Fund can be withdrawn for General Fund expenses.

---

<sup>7</sup> Amended November 8, 2018

<sup>8</sup> Amended November 8, 2018

**EXHIBIT A:**

Example Membership Application for Participation in the California Metals Coalition

# 2019 CMC Membership Form

Name \_\_\_\_\_ Date: \_\_\_\_\_

Company \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Phone \_\_\_\_\_ Fax \_\_\_\_\_

Website \_\_\_\_\_

Email \_\_\_\_\_

Type of Business (Circle One):

Consultant, Die Caster, Extruder, Equipment Vendor, Fabricator, Forger, Foundry,  
Heat Treater, Machine Shop, Metal Former, Recycler, Stamper, Other: \_\_\_\_\_

**Please Choose One:**

- Tier A: Annual sales over \$15M = \$850/month or \$9,850/year
- Tier B: Annual sales \$5M to \$15M = \$565/month or \$6,500/year
- Tier C: Annual sales \$3M to \$5M = \$415/month or \$4,800/year
- Tier D: Annual sales \$1M to \$3M = \$235/month or \$2,575/year
- Associate: Annual sales up to \$1M = \$140/month or \$1,550/year

**Credit Card Payment:** Utilize our secure on-line system for Visa, MC or American Express: <http://www.metalscoalition.com/join.html>

**Check Payment:** Send this form and check to: California Metals Coalition, 2971 Warren Lane, El Dorado Hills, CA 95762



[www.metalscoalition.com](http://www.metalscoalition.com)

CMC is a 501(c)(6) non-profit California corporation (Tax ID#95-4609615)

Questions: 916-933-3075

