

**ARTICLES OF ASSOCIATION**

**OF**

**SOUTHERN CALIFORNIA PAINTERS & ALLIED TRADES EMPLOYERS  
GROUP**

**NAME/PURPOSE**

**1. NAME.** The name of this Association is: Southern California  
Painters & Allied Trades Employers Group

**2. ADDRESS.** The Association is located at:

2333 N. Lake Ave., Unit J  
Altadena, CA 91001  
PHONE: 626.844.1040  
FAX: 626.844.1044

**3. AFFILIATED GROUPS.** None

**4. PURPOSE.** The Association has been formed for the following purposes:

- a. To promote the highest professional standards in the performance of Painting & Allied Trades work.
- b. To encourage and facilitate the highest standards of business practice and fiscal management among Association members.
- b. To promote the safety and health of employees of members of The Association.
- d. To initiate, plan and sponsor group insurance programs to advance the interests of Association members.

## **MEMBERS**

**5. MEMBERSHIP.** Regular membership shall be open to any business that maintains a current Collective Bargaining Agreement, Project Stabilization Agreement, or Project Labor Agreement with Southern California Painters & Allied Trades District Council 36.

**6. REJECTION OF MEMBER AND REMOVAL OF MEMBERS.** The President or Board of Directors may reject an application for membership or remove a member from membership when that applicant or member does not meet the criteria contained in Paragraph 5 above, the loss control criteria of the Association, or the underwriting standards established by the Association and/or the participating insurance carriers for participation in the Association's group workers' compensation insurance program.

**7. MEMBER DUES.** Dues may be levied from time to time by the Board of Directors or at the annual meeting. Effective January 1, 2009, there are no direct dues, but payment of ADR fees by Association members may be due at any time if carrier-paid ADR fees are inadequate to cover the program's costs. Failure to pay dues or ADR fees within the time prescribed by the Board of Directors shall result in termination of membership.

## **MEETINGS OF MEMBERS**

**8. ANNUAL MEETING.** The Association may hold an annual meeting, or may meet more frequently if desired by the Board of Directors.

**9. SPECIAL MEETING.** The Board of Directors, the President or ten percent (10%) of the members may call special meetings of members at any time.

**10. TIME AND PLACE.** Meetings of members shall be held at the time and place specified in the Notice of Meeting.

**11. REQUIRED VOTE.** A majority vote of the members present shall carry a motion/vote.

**12. VOTING.** Each member shall be entitled to one vote.

## **BOARD OF DIRECTORS**

**13. NUMBER.** The number of directors of this Association shall be a minimum of four (4). The Board of Directors of the Association shall be comprised of four or more Management Trustees of the Southern California Painters & Decorators and Drywall Finishers Labor Management Cooperation Committees, and/or representatives from the other Allied Crafts including the glazing, floor covering, and tradeshow/sign craft industries.

**14. POWERS.** The business and affairs of the Association shall be managed and all powers shall be exercised by or under the ultimate direction of the Board of Directors.

**15. MEETINGS.** Meetings of the Board of Directors, whether regular or special, may be called by the Chairman of the Board, the President, the Secretary, any Vice President or any two directors and shall be held at such time and place as is specified in the Notice of Meeting.

## **OFFICERS.**

**16. TITLES AND RELATION TO BOARD OF DIRECTORS.** The officers of the Association shall include a Chairman of the Board, a President, a Secretary and a Chief Financial Officer. The Board of Directors may also choose one or more Vice Presidents or other officers. Any number of offices may be held by the same person and, unless otherwise determined by the Board, the Chairman of the Board and President shall be the same person. All officers shall perform their duties and exercise their powers subject to the direction of the Board of Directors.

**17. ELECTION, TERM OF OFFICE AND VACANCIES.** The Board of Directors shall choose the officers of the Association. The officers shall hold office until their successors are chosen, except that the Board of Directors may remove any officer at any time. If an office becomes vacant for any reason, the Board shall fill the vacancy.

**18. RESIGNATION.** Any officer may resign at any time upon written notice to the Association. Such resignation shall be effective when given unless the notice specifies a later time. The resignation shall be effective regardless of whether the Association accepts it.

19. **PRESIDENT.** Unless otherwise determined by the Board of Directors, the President shall be the general manager and chief executive officer of the Association, shall preside at all meetings of members and shall exercise such other powers and perform such other duties as the Board of Directors shall prescribe.

20. **SECRETARY.** The Secretary shall attend all meetings of the Board of Directors and its committees and of members and shall record all votes and the minutes of such meetings. The Secretary shall exercise such other powers and perform such other duties as the Board of Directors or President shall prescribe.

21. **CHIEF FINANCIAL OFFICER.** Unless otherwise determined by the Board of Directors, the Chief Financial officer shall have custody of the corporate funds and securities and shall keep adequate and correct accounts of the Association's properties and business transactions.

22. **OTHER OFFICERS.** The other officers of the Association, if any, shall perform such duties and the Board of Directors or President shall prescribe.

#### AMENDMENT OF ARTICLES OF ASSOCIATION

23. **AMENDMENTS.** These Articles of Association may be adopted, amended or repealed by the affirmative vote of a majority of the Board of Directors.

This is to certify that the foregoing is a true and correct copy of the Articles of Association of the Association named in the title of these Articles and that the Board of Directors of such Association duly adopted such Articles.

Signed:   
President

Date: 1/16/09