

**BY-LAWS**  
**OF THE**  
**UNITED MASONRY CONTRACTORS ASSOCIATION**

**ARTICLE I**

**NAME**

The name of this corporation is:

**UNITED MASONRY CONTRACTORS ASSOCIATION.**

**ARTICLE II**

**PURPOSES**

The purposes for which this Association is formed are the protection and advancement of the interest of those engaged in the masonry contracting industry; the advancement of social and friendly relations among those engaged in the masonry contracting industry; the adoption, promotion and the fostering of a program of continuing education so that the public may be better served; the improvement of relations between the industry and the public; and to adopt rules and regulations governing membership in such Association.

**ARTICLE III**

**OFFICES AND MEETING OF MEMBERS**

**SECTION 1.** The state offices of the corporation shall be maintained in Dallas County, Texas, at such place in said county as the Board of Directors may from time to time determine.

**SECTION 2.** Annual meetings of the membership shall be held on the 2<sup>nd</sup> Tuesday in January, if not a legal holiday, and if a legal holiday, then on the next secular date following at 7:00 P.M. at which time the members entitled to vote shall transact such business as may properly be brought before the meeting.

**SECTION 3.** The Secretary or Executive Director of the Association shall prepare and make, at least ten days before every election of directors, a complete list of the membership entitled to vote at said election, arranged in alphabetical order.

**SECTION 4.** Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed, may be called by the President, and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of at least twenty-five per cent (25%) of the voting membership. Such request shall state the purpose or purposes of the proposed meeting.

**SECTION 5.** Written notice of a special meeting of the membership, stating the time place and purpose thereof, shall be given before the date fixed for the meeting to each member entitled to vote thereat, at least five (5) days before said meeting.

**SECTION 6.** Business transactions at any special meetings of the members shall be limited to the purpose or purposes stated in the notice.

**SECTION 7.** A simple majority shall constitute a quorum at any meeting of the members of the Association; provided that if a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

**SECTION 8.** Each active member shall be entitled to one (1) vote; provided, however, that no member may be entitled to vote if at the time of voting such member is 90 days delinquent to the Association in his dues or other indebtedness.

**SECTION 9.** A member entitled to vote may vote in person or by proxy executed in writing by the member or by his duly authorized agent.

## **ARTICLE IV**

### **DIRECTORS**

#### **SECTION 1.**

a. The Directors elected from the general membership shall be elected as follows: Masonry Contractors and Suppliers will be elected each year in order to have a total of five (5) masonry contractors and five (5) suppliers on the board at all times. Directors from each group will serve three (3) year terms and elections will be held each year to maintain a total of ten (10) directors. A Director's duration shall be limited to three (3) consecutive terms. Notwithstanding the foregoing, however, any former Director shall be eligible for election to the Board of Directors after one calendar year off of the Board of Directors.

b. The President and the immediate past two Presidents will serve as the Nominating Committee to select nominations for the Board of Directors. Ballots reflecting the Nominees designated by the Nominating Committee shall be circulated by the Executive Director by mail, email or by any other means which effectively communicates the slate of Nominees to the membership. The membership body will then vote by ballot for the candidates to be elected. The newly established Board of Directors will then have an election to determine the officers for that year.

c. The President must have been Director the prior year in order to serve as President that year. The President must also be a Masonry Contractor.

d. The immediate past President will remain on the Board of Directors for one (1) year, with voting privileges.

**SECTION 2.** The entire powers, business and property of the Association shall be exercised, conducted and controlled by the Board of Directors.

**SECTION 3.** Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, no less than a quorum, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced.

**SECTION 4.** Any director who ceases to be a member of the Association, for any reason, or who is guilty of any conduct detrimental to the welfare of the Association, shall cease to be a member of the Board of Directors as soon as a majority thereof shall pass a resolution to such effect.

**SECTION 5.** As soon as practicable, after the election of directors and officers, the newly-elected board shall hold a regular meeting to be presided over by the President, to transact such business as may come before the board. In addition to the first meeting, the Board of Directors shall meet at least quarterly thereafter, at such time and place as the board may determine.

**SECTION 6.** Special meetings of the Board of Directors may be held whenever called by the President, or in his absence, the Vice President, or by a majority of the directors. Any and all business may be transacted at a special meeting.

**SECTION 7.** Notice of all meetings of the Board of Directors shall be transmitted by the Executive Director to each director by postal mail, in-hand delivery, email, facsimile or by any other means which effectively communicates such notice at least three (3) days prior to the time of each meeting. The directors may, by unanimous consent, hold a meeting for the transaction of any and all business by entering an order of the minutes to that effect, or to execute a waiver to be attached to the minutes.

**SECTION 8.** A majority of the directors shall constitute a quorum of the board in all meetings.

**SECTION 9.** Any Board Member missing three (3) consecutive Board Meetings may be dismissed from the Board of Directors.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

The Directors shall have the power:

**SECTION 1.** To conduct, manage and control the affairs and business of the Association; to make rules and regulations for the guidance of the officers and management of its affairs; and

**SECTION 2.** To appoint and remove, at pleasure, all agents and employees of the Association, prescribe their duties, fix their compensation, and require from them, if available, security for faithful service; provide, however, no relative of any officers shall be employed in any

capacity; and

**SECTION 3.** To select one or more banks to act as a depository of the funds of the Association, to determine the manner of receiving, depositing and disbursing the same; and form of checks and person or persons by whom the same shall be signed, with the power to change such banks. or the person or persons signing such checks and terms thereof, at will; and

**SECTION 4.** To select, if desired, an Executive Director to manage the affairs of the Association.

## **ARTICLE VI**

### **DUTIES OF DIRECTORS**

It shall be the duty of the Board of Directors:

**SECTION 1.** To keep a complete record of all its acts and of the proceedings of its meetings, and to present a full statement at the regular annual meetings of the members upon written request by any member in good standing, showing in detail the condition of the affairs of the Association; and

**SECTION 2.** To supervise all agents and employees and see that their duties are properly performed; and

**SECTION 3.** To establish rules and regulations with respect to applications for admissions to membership; and

**SECTION 4.** To establish and enforce a code of ethics and standards of conduct for the members; and

**SECTION 5.** To install such system of bookkeeping and auditing that each member may know and be advised, from time to time, full concerning the receipts and disbursements of the Association; and provide an accounting period on which the bookkeeping records shall be kept.

## **ARTICLE VII**

### **OFFICERS**

**SECTION 1.** The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may, in the discretion of the Board of Directors, be combined.

**SECTION 2.** The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

**SECTION 3.** Any compensation to be paid to agents or contractors for the Association shall

be fixed by the Board of Directors.

**SECTION 4.** The officers of the Association shall be elected for a term of two years, and shall hold office until their successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of the majority of the Board of Directors. Any vacancy occurring in any office of the Association shall be appointed by the Board of Directors, and such appointed officer shall serve the balance of the term of his or her predecessor in office.

**SECTION 5.** The president shall appoint, from among the members of the Board of Directors, a Nominating Committee of three Directors, at least two of whom must be Contractor Members, which committee shall certify to the Board of Directors a proposed slate of candidates for all offices which are due for election. The slate of proposed officers shall be presented to the Board of Directors for consideration at its December meeting, and the Board of Directors shall be entitled at that time to entertain additional nominations for all positions for which elections are being conducted. The Board of Directors shall elect officers from among the tendered slate of nominees and additional nominees, if any, and shall elect the officers by a majority vote.

#### **THE PRESIDENT**

**SECTION 6.** Only masonry contractor members shall be eligible to hold the office of President. The President shall be the Chief Executive Officer of the Association, shall preside at all meetings of the members and the Board of Directors, shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President's voting privileges shall be limited to deciding tie votes of the Board of Directors.

#### **THE VICE PRESIDENT**

**SECTION 7.** Only a Masonry Contractor Member will be eligible to hold the office of Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

#### **THE SECRETARY**

**SECTION 8.** The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all of the proceedings of the meetings of the Association and of the Board of Directors, in a book to be kept for that purpose; and shall perform like duties per any standing committee when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President.

## THE TREASURER

**SECTION 9.** The Treasurer shall have the custody of the funds of the Association and be responsible for all funds which the Association may hold in a fiduciary capacity, and shall deposit all monies and other valuable effects in the name of the Association in its name to its credit in such depositories as may be designated by the Board of Directors. The Treasurer may delegate the administrative aspects of his or her duties, in the exercise of reasonable discretion, to the Executive Director, but all such duties shall be and remain the obligation and responsibility of the Treasurer.

**SECTION 10.** The Secretary shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an accounting of all transactions as Treasurer, and of the financial condition of the Association.

## ARTICLE VIII

### STANDING COMMITTEES

**SECTION 1** It shall be the duty of the President, immediately after his election, to appoint from the members the following standing committees to serve for a term of one (1) year, with duties and responsibilities as set forth below. The Vice President shall oversee the progress of these committees.

- a. **Bylaws and Governance Committee**, which shall be responsible for reviewing the ongoing governance of the Association and its compliance with the Association's By-Laws and applicable law, and for recommending such actions as may be advisable for preserving the Association's stable governance and compliance with applicable laws;
- b. **Education and Scholarship Committee**, which shall be responsible for advising the Board of Directors on means and methods for carrying forward the Association's ongoing mission of promoting education and broader knowledge of the masonry trade through the investment in educational programs, the award of scholarships and dissemination and publication of masonry-related information to the construction community; and
- c. **Membership Committee**, which shall be responsible for promoting the Association to eligible companies for prospective membership, for soliciting and receiving applications for membership from eligible prospective members from within the masonry contracting industry, for presenting applications for membership to the Board of Directors for consideration, and for communicating any membership-related information to the Board of Directors.

## **ARTICLE IX**

### **MEMBERSHIP**

The membership of the Association shall consist of Active and Honorary Members.

**SECTION 1.** Active membership is defined as membership for individuals or institutions actively engaged in business with active members of the Association.

**SECTION 2.** Honorary membership is defined as membership for individuals or institutions selected by the board of directors as an Honorary member. Honorary members are privileged to attend meetings and participate in discussions. Honorary members shall pay no dues, have no voting privileges, and shall not serve on the board of directors.

**SECTION 3.** Applicants for membership shall be admitted upon approval of the Board of Directors. Such person or institution to be admitted to membership. Each member will be charged dues in such amounts and at such times as the Board of Directors may provide, which dues may vary according to reasonable standards of classification.

**SECTION 4.** The membership of any person or institution who has failed or shall hereafter fail to pay his dues or any other indebtedness to the Association on or before the date due shall be terminated or suspended as provided by the rules and regulations as may be adopted by the Board of Directors from time to time; provided however, that no membership may be terminated or suspended under this section unless such dues or other indebtedness are delinquent for at least ninety (90) days, or without prior written notice of such proposed action mailed to such delinquent member at his address shown on the records of the Association.

**SECTION 5.** Any member may voluntarily withdraw from membership of the Association by notifying the Association in writing of its desire to withdraw. Such withdrawal shall not operate to discharge any indebtedness due the Association which accrued prior to the withdrawal.

**SECTION 6.** The membership of any member shall terminate if and when such member ceases to possess the qualification necessary for membership as prescribed by this Article and any rules and regulations hereafter made by the Board of Directors.

**SECTION 7.** When a person or institution has ceased to be a member of the Association for any cause, the Board of Directors may reinstate such person or institution to membership in accordance with such rules and regulations as may be adopted by the Board of Directors from time to time.

## **ARTICLE X**

### **AMENDMENT TO THE BY-LAWS**

The by-laws may be amended in one of the following manners as shall be prescribed by the Board of Directors for a particular proposed amendment or amendments.

**SECTION 1.** Any annual meeting of the members by the favorable vote of a majority of the members present at such meeting and entitled to vote, and no notice of the proposed amendment or amendments need to be given other than a statement that amendment or amendments to the by-laws will be considered at such meeting.

**SECTION 2.** At any special meeting of the members by the favorable vote of a majority of the members present at such meeting and entitled to vote, provided that the notice of such meeting shall set out the proposed amendment or amendments, or a summary thereof.

**SECTION 3.** By the favorable vote of a majority of the written votes duly and timely cast by members entitled to vote in a ballot that is mailed to each member entitled to vote; at such member's address as shown by the books of the Association; provided that no proposed amendment may be substituted in any of such manners unless and until such proposed amendment shall have been approved by the Board of Directors.

**SECTION 4.** It shall take the affirmative vote of three-fourths (3/4) of all the members entitled to vote to change or amend any section of this Article X.