

Amended and Restated Bylaws of the Virginia Masonry Association, Inc.

The following bylaws amend and restate the bylaws of Virginia Masonry Association, Inc., a Virginia non-stock corporation, in their entirety, as of the date noted below:

ARTICLE I - NAME

Section 1. Name

The name of this organization shall be the Virginia Masonry Association, Inc., a Virginia non-stock corporation (the "Association").

Section 2. Principal Office.

The principal office of the Association shall be located in central Virginia or such other location within the Commonwealth of Virginia as the Board of Directors may select.

ARTICLE II - PURPOSES

The purposes of the Association are:

1. To promote and encourage efficiency in the art of masonry construction, the education of apprentices in the industry, the movement to build with masonry products and complimentary materials.
2. To promote the general welfare of its members by the collection and distribution of reliable and useful information to its members, thus affording and providing means for the intelligent consideration and action in matters pertaining to their employees.
3. To facilitate and improve the method of the handling of materials necessary in our industry and to provide the best and most satisfactory methods for the submission of bids and the execution of building contracts so that our industry will be surrounded with proper safeguards for the protection of life, limb, and property.
4. To promote and encourage greater cooperation between employers and employees, undertaking to foster the human connection between employers and employees that should properly exist.
5. To promote and encourage the principles of justice and equity in all dealings between employers and employees, general contractors, architects, engineers, material dealers, the general public and all others.
6. To promote, encourage, and advocate needed and helpful legislation for our industry and for the general good of all.
7. To counsel, advise, encourage, and secure honorable dealings in the performance and execution of contracts.
8. To promote and encourage the formulation, adoption, and establishment of such customs of business as will be just, equitable and honorable.
9. To in every way, manner and form promote and encourage the best interests of this Association, and the establishment of a strong and sympathetic bond of friendship among the members thereof, thereby securing unity of action and effort in the accomplishment of a common purpose.
10. To assist in the improvement and elevation of the standards of our trade, and to promote a better standard of life and living for our members and employees.
11. To cooperate in every honorable and legal way with allied organizations and associations and individuals, firms, and corporations in different lines of our business for the general good of our industry.
12. To secure aid in the correction and reformation of any wrongs affecting the general interest of the masonry industry.
13. To encourage the following of the spirit and the letter of all laws and ordinances made by our federal, state and municipal government for the regulation, control and conduct of building operations.

14. No action will be taken by this Association or the members hereof which in any form or manner would or might be construed as a participation in or encouragement of any illegal arrangements or combination for the control of labor, or the restriction thereof, or any arrangements or combination for the fixing of prices or the restriction of competition.
15. No action will be taken by this Association or between members for any reason on any projects or their employed personnel unless the parties come to an agreement.

ARTICLE III - MEMBERSHIP

Section 1. Classes of Membership. The Association currently has three regional chapters: the Central Virginia Chapter, the Tidewater Chapter and the Blue Ridge Chapter (the "Regional Chapters"). The Association's Board may authorize the formation of additional regional chapters in the future. Eligibility for membership in the Regional Chapters shall be determined by the governing body of each Regional Chapter, consistent with the purposes of the Association, as set forth in Article II, above.

(a) General Members: All members of the Regional Chapters of the Association shall automatically be deemed members of the Association and be known as General Members.

(b) Statewide Members: In addition to General Members, the Association may ~~elect~~ **APPROVE** Concrete producers and other statewide suppliers approved by the Board. Statewide members shall be deemed to be members of all regional chapters of the Association.

Section 2. Authority

The Board of Directors may establish policies to further clarify eligibility for membership.

Section 3. Right and Privileges of Membership

The right to vote on Association matters is limited to the designated representatives of each Regional Chapter, as further set forth in Section 4 of this Article.

Section 4. Chapter Membership

(a) Eligibility for membership of each Regional Chapter shall be set by that Regional Chapter's bylaws, consistent with the Association's purposes, provided, however, all members (except State Members) of this Association shall pay the dues established by their respective Regional Chapters. State Members shall pay dues directly to the Association in the amounts established by the Association's Board of Directors.

(b) Each Regional Chapter shall have two (2) representatives on this Association's Board of Directors as voting delegates, at least one (1) of which must be a Masonry Contractor. State Members shall have the right to serve on the Board of Directors only if selected as one of the two representatives of a given regional chapter. In no event shall a State Member have more than one seat on the Board of Directors.

Section 5. Removal

Members may be expelled for non-payment of dues or violation of these By-laws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Removal for cause shall occur only after the member complained against has been advised in writing of the complaint lodged against him or her and has been given a reasonable opportunity for defense. If the member is removed, he or she may appeal the decision of the Board of Directors at the next Annual Meeting providing that notice of intent to appeal is provided to the President at least (10) ten days in advance of said meeting.

ARTICLE IV - FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and end on December 31.

ARTICLE V - DUES

Section 1. Amount of Dues

The Association's annual dues shall be determined by the Board of Directors at least thirty (30) days prior to the beginning of each fiscal year; notice to the members shall be given no later than fourteen (14) days thereafter. Annual dues are payable on or before March 31st of each year.

Section 2. Dues Distribution

One payment in the amount set by the Board of Directors will be sent to the Association by each local chapter.

ARTICLE VI - MEETINGS

Section 1. Annual Meeting

The Annual Business Meeting of the Association shall occur at least once per year, at such time as determined by a majority of the Board of Directors.

Section 2. Special Meetings

Special Association meetings may be called by the President or the Board of Directors. Notice of the special meeting shall be sent to each Board of Directors member at least (5) five days in advance with a statement of time and place and information as to the subject or subjects to be considered.

Section 3. Quorum

A majority of the Board members present at a meeting will constitute a quorum.

Section 4. Order of Business for the Annual Meeting

The order of business shall be:

1. Call to order
2. Anti-Trust Statement
3. Reading of the minutes
4. Reports of Chapter representatives
5. Reports of Standing Committees
6. Reports of other Committees
7. Report of the Treasurer
8. Old Business
9. New Business
10. Good of the Association
11. Election of Association officers
12. Adjournment

Section 5. Parliamentary Authority

Roberts Rules of Order, latest edition, shall govern deliberations of the Association on all points not provided for in the Bylaws.

ARTICLE VII - ANNUAL ELECTION

At the annual meeting, the Board of Directors will elect a President, Secretary and Treasurer. The term of all officers shall be two (2) years. These officers may be selected from any member of the Association. The Board of Directors, in its discretion, may establish longer or shorter terms at the time of the initial selection of such officers in order to stagger the expiration

of the terms of officers.

ARTICLE VIII - EXECUTIVE DIRECTOR

The Board of Directors may employ staff or may contract with an association management firm to provide assistance. The chief staff officer shall be known as the Executive Director. The Executive Director cannot be a member of the Association or its Board of Directors. The Executive Director will work closely with the President to ensure that programs and projects started during his or her tenure and approved by the Board are implemented in a timely manner. He or she will assist the President and the Board in all areas, especially in the areas of communications with the various chapters and their elected officers. He or she will also serve as the liaison for better relations and communications with other masonry-related associations, both in the state and nationally.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the President, Secretary, Treasurer, and two (2) members designated by each Regional Chapter.

Section 2. Voting

All members of the Board of Directors present and constituting a quorum will have the right to vote on all matters, provided they otherwise meet the quorum requirements herein. A majority vote of the directors voting at a meeting at which a quorum exists shall be controlling, unless otherwise directed by law or these Bylaws.

Section 3. Authority

The Board of Directors shall supervise, control, and direct the affairs of the Association, shall determine its policies or changes therein within the limits of these Bylaws, shall actively pursue its purposes and shall, at its discretion, determine the disbursement of its funds. It may adopt rules and regulations for the conduct of its business and may, in the execution of the powers granted, appoint such agents or employees as it may consider necessary.

Section 4. Quorum

A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Any fewer members may recess until a quorum is present.

Section 5. Vacancies

The Board will fill all vacancies in the Association's officers, to fill unexpired terms.

ARTICLE X - DUTIES OF OFFICERS

Section 1. President

The President shall preside at all regular, special, and annual meetings of the Association and at all meetings of the Board of Directors and shall always direct the affairs of the Association. The President shall perform other such duties as are incident to the office of the President or as may be prescribed by the Board of Directors.

Section 2. Secretary

The Secretary shall oversee the proper recording of the proceedings and the minutes of the Board of Directors to ensure that accurate records are kept of all members.

Section 3. Treasurer

(a) The Treasurer shall oversee the Association's funds and financial records; the status of membership dues payments and/or assessments. It will be his/her responsibility to

assist executive staff in establishing the proper accounting procedures for the handling of the Association's funds. He or she shall report on the financial condition of the Association at all meetings of the Board of Directors, at annual meetings and whenever requested by the President or the Board.

(b) The Treasurer will also be responsible for all checks issued by the Association. The Association bank account will have three (3) signors on the account – the Treasurer and two other persons designated by the Board. The Board will determine an amount over which checks need to be signed by two or more of the signors. Except for the Treasurer, the Board may vote to change the authorized signors on the bank account at any time.

(c) The Board of Directors may in the future delegate to the Executive Director the authority to sign checks for the Association so long as such checks are also countersigned by the Treasurer. Such delegated authority to the Executive Director shall not include checks and other payments to the Executive Director, his/her family and relatives, and affiliates.

ARTICLE XI - COMMITTEES

The President may appoint Committees that he or she deems necessary to conduct the business and fulfill the purposes of the Association.

ARTICLE XII - AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part by two-thirds votes of those present at any duly organized meeting of the Association, provided that a copy of any amendment proposed for consideration shall have been mailed to the last recorded address of each member at least (30) thirty days prior to the date of the meeting.

ARTICLE XIII - DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure to the benefit of or be distributed to the members of the Association. On dissolution of the Association, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations selected by the Board of Directors.

Date: 11/29/2023

Michael Lewis
Secretary

**Approved by the VMA Board coinciding with adoption of 2024 Bylaws by the
Virginia Masonry Association, Inc.**

CONSISTENT WITH ARTICLES VII AND X OF THE BYLAWS ADOPTED FOR 2024:

The initial officer terms have been determined to be four (4) years for the President, three (3) years for the Secretary, and two (2) years for the Treasurer.

The initial President will be Mike Chaney appointed by VMA-Central Virginia.

The initial Secretary will be Mike Anderson appointed by VMA-Tidewater.

The initial Treasurer will be Neal Ragsdale appointed by the Blue Ridge Masonry Association.

The Association bank account will have three (3) signors on the account. Initially, the signors will be the Treasurer, the Secretary, and Randy Daniel (the 2023 Treasurer of VMA, Inc.).

ARTICLE XIII – ADDITIONAL DISSOLUTION REQUIREMENTS

If dissolution occurs, the Federal EIN and the Virginia Department of Labor number for VMA, Inc. will be assigned to VMA-Central Virginia, the predecessor organization from which they originated.

Date: 11/29/2023

Secretary: *Michael Lewis*