



By-Laws of the Virginia Masonry Association

Article I Name

Section 1. Name and location: The name of the Association shall be Virginia Masonry Association, Incorporated and the principal office or headquarters shall be in the Commonwealth of Virginia. This corporation, herein referred to as the Association, shall have the powers granted to corporations organized under the Code of Virginia, provided that it shall not have, nor exercise any powers inconsistent with the purpose for which this Association was formed, as set forth in the Articles of Incorporation and these By-Laws.

Section 2. Geographic Boundaries: The principal geographical area of operation for the Association shall be the following cities and counties of Virginia: Richmond, Petersburg, Henrico, Chesterfield, Dinwiddie, Prince George, Hanover, Caroline, Louisa, King William, King and Queen, New Kent, Charles City, Amelia, Powhatan, Goochland and such other locations within the Commonwealth of Virginia as the Board of Directors may elect.

Section 3. Financial Records: The financial records of the Association shall be kept, and annual financial statements prepared, on the basis of a fiscal year ending the last day of December. This same fiscal year shall be applied to all memberships, and the terms of office of all Directors and Officers of the Association.

Section 4. Seal: The corporate seal shall have inscribed thereon the name of the Association, the year of its organization, and the words "Corporate Seal". The Board of Directors may authorize one or more duplicate seals and provide custody thereof.

Article II Mission

The mission of the Association shall be to:

- A. Promote and encourage the use of masonry construction in all appropriate building applications.
- B. Promote the benefits of masonry construction to designers, developers, contractors, regulatory authorities and the public, at large.
- C. Recruit and train new masons and other members of the skilled masonry trades.
- D. Provide opportunity for existing masons to further their training.
- E. Facilitate cooperation among the various members of the masonry trades including skilled labor, masonry contractors, material distributors and manufacturers.
- F. Take any other action which, in the opinion of the Board of Directors, encourages, supports or promotes any of the above.

Article III Membership

Section 1. Eligibility: Any person, partnership, corporation or other organization engaged in business as a masonry contractor or installer, a manufacturer or distributor of masonry products, or any other person or organization devoted to promoting the use of masonry products may be eligible for membership. New members may be admitted after application to and approval of the Board of Directors and the payment of such dues and charges as the Board of Directors shall prescribe.

Section 2. Classes of Membership: The membership shall consist of the following classes of companies:

- (a) **MASONRY CONTRACTOR.** Those persons, or firms, engaged in the installation of masonry products in the construction industry.
- (b) **BRICK MANUFACTURER/DISTRIBUTOR.** Those persons or firms engaged in the manufacturing or distribution of clay masonry units.
- (c) **CONCRETE MASONRY UNITS PRODUCER.** Those persons or firms engaged in the manufacturing or distribution of concrete masonry units.
- (d) **CEMENT PRODUCER.** Those persons or firms engaged in the production, distribution, and sale of Portland cement or masonry cement products.
- (e) **ASSOCIATE.** Those persons, or firms, not eligible for membership in one of the other classes of membership, but who have an interest in the continued promotion and growth of the masonry industry.

All members of the Association may participate in the activities of the Association. All members in good standing shall have full voting rights and shall be entitled to one vote on all matters coming before membership meeting.

Section 3. Termination of Membership. Any member may terminate its membership upon written notice to the Board of Directors. Such member shall pay all dues and other charges accrued to the date of resignation. By a majority vote of the Board of Directors, termination of membership may be required for failure to pay dues, provided thirty (30) days notice is mailed to such member at their address on record with the Association. Termination of membership may be required for failure to conform to the By-Laws of the Association, or by reason of being engaged in any practice deemed detrimental to the interests of the masonry industry or this Association as determined by two-thirds vote of the full Board of Directors.

Section 4. Meetings of the Membership: An annual meeting of the membership shall be held prior to the end of December, at location designated by the Board of Directors. At this meeting, members will be elected to serve on the Board of Directors during the next fiscal year. The President may call special meetings of the membership at any time. Written notice of the meetings shall be given to the membership at least seven (7) days before such meetings. Each notice shall state the time and place but need not state the purpose of the meeting.

Section 5. Dues: The Board of Directors shall establish a dues schedule applicable to the members and the membership classes. Annual dues shall be due within 60 days of the invoice date. Failure to pay dues within 60 days of the due date shall result in loss of good standing within the Association. Continued failure to pay dues will result in suspension and or termination of membership.

Article IV Board of Directors

Section 1. Board of Directors: The management of the affairs of this association shall be vested in the Board of Directors. Each Director shall be employed by a member in good standing of the Association. The following classes of membership shall each have three (3) Directors: Masonry Contractors, Brick Manufacturers/Distributors, and Concrete Masonry Units/Cement Manufacturers. Additionally, three (3) at-large Directors shall be selected by the Board. These Directors may come from any membership class of the Association. Directors will serve a term of 3 years, staggered in such a way that only one Director's term per class will expire each year.

Section 2. Removal: A director may be removed from the Board by a two-thirds majority vote of the Board of Directors at any regular or special Board of Directors meeting or by two-thirds vote of the members present at any regular or special membership meeting at which a quorum is present, provided written notice of the intent to vote on the proposed removal is sent to every member at least 30 days prior to such meeting.

Section 3. Meetings: Regular meetings of the Board of Directors shall be held at least quarterly. The first meeting of the Board shall be held in January wherein an at-large Director shall be selected for any vacant at-large position on the Board.

Section 4. Quorum: A majority of the board of Directors must be present to constitute a quorum for the purpose of conducting Association business. A majority vote of the Directors present at any Board meeting is needed for the transaction of business except for those matters specifically addressed in these by-laws.

Section 5. Compensation: Directors, as such, shall not receive any compensation for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed to Directors for attendance at regular or special meeting of the Board, or any committee thereof.

Article V Executive Director

Section 1. Selection: The Board of Directors may elect to retain the services of an Executive Director to manage the affairs of the Association. The Board of Directors shall initially establish his/her duties prior to employment. Any such Executive Director serves at the discretion of the Board and may be elected or removed by the Board by majority vote at any meeting at which at quorum is present.

Section 2. Compensation: The Board of Directors shall determine compensation for the Executive Director.

Section 3. Responsibilities: The Executive Director's regular duties and responsibilities shall be determined by the Board and the Officers of the Association. The Executive Director shall report directly to the President and it shall be his/her responsibility to inform the President and the Board of his/her activities at each Board of Directors' meeting.

Article VI Officers

Section 1. Election: The Board shall elect a President, Vice-President, Secretary, and Treasurer each for a term of one year said election to take place at the first board meeting of the new year. All officers shall be members of the Board. The Past President shall call the meeting to order and chair the meeting until a President is elected. Election or removal of officers shall be by a two-thirds majority vote of the Board of Directors at any regular or special Board of Directors meeting or by two-thirds vote of the board members present at any regular or special board meeting at which a quorum is present, provided however, in the case of removal, written notice of the intent to vote on the proposed removal is sent to every Board member at least 30 days prior to such meeting.

The President shall serve no more than 2 consecutive terms unless, upon the vote of three-fourths of the full Board, the sitting President agrees to serve an additional term or terms. The same person except President and Secretary may hold any two or more offices.

Section 2. Responsibilities of Officers:

President: The President shall be the chief executive officer; he shall preside at all meetings, shall have general and active management of the affairs of the Association and shall have all powers conferred upon him by these by-laws.

Vice President: The Vice President shall, in the absence of the President, perform the duties of the President. In the event that the President resigns, or is removed from office, the Vice President shall be named President and the Board shall select a new Vice President.

Secretary: The Secretary shall perform the duties generally pertaining to that office and shall be responsible for all minutes of meetings of the Board of Directors and other papers of the Association, except for financial reports.

Treasurer: The Treasurer shall perform the duties generally pertaining to that office and shall be responsible for accounting of all Association funds and making required financial reports.

Article VII Contracts, drafts, bank accounts

The Board of Directors or any duly authorized committee of directors may authorize any officer or officers, Executive Director, agent or agents, to do any of the following on behalf of the Association: Execute contracts or other documents, apply for and receive loans, execute checks or drafts, and make deposits in appropriate accounts.

Article VIII Indemnification

Any person who at any time shall serve, or shall have served as Director or officer of the Association or of any other enterprise at the request of the Association, including any individual or corporation (and the Officers and Directors of that corporation) authorized to serve as Executive Director,

and their heirs, executors, and general representatives of such person shall be indemnified by the Association against all costs and expenses relating to his/her authorized activities on behalf of the Association.

Article IX Dissolution

This Association may be dissolved at any regular or special meeting of the Board of Directors, upon the affirmative vote to do so by three quarters of the full board. In the event of dissolution, the Treasurer shall, as soon as is practical, pay all outstanding obligations of the Association including but limited to any sums due as compensation to the Executive Director or amounts due to any member as expense reimbursement. Any property belonging to the Association shall be sold and the proceeds deposited to the Association bank account. After all obligations of the Association have been satisfied, any remaining funds shall be divided proportionally amongst the members in good standing as of the date of dissolution, based on the aggregate of each member's dues contributions for the preceding five year period.

Article IX Anti-Trust Statement

Each member, by their admission to this Association, hereby agrees to take no action or engage in any activity which may be construed as participation in, or encouragement of, any illegal or otherwise prohibited activity in violation of any State or Federal law regarding the control of labor, the setting of prices or price structures or the restraint or restriction of trade within the masonry industry.

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