

**BYLAWS OF
CENTRAL TEXAS MASONRY CONTRACTORS ASSOCIATION**

ARTICLE I

SECTION 1

The Name of the Corporation shall be Central Texas Masonry Contractors Association.

SECTION 2

The PRINCIPAL OFFICE of the Corporation in the State of Texas shall be located in the vicinity of or within the City of Austin, Texas, County of Travis. The Corporation may have such other offices, either within or without the State of Texas, As the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

SECTION 3

The Corporation shall have and continuously maintain in the State of Texas a REGISTERED OFFICE, and a REGISTERED AGENT whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

THE PURPOSES for which this Corporation exists shall be to organize the proprietors and owners of masonry contracting business and those firms engaged in the support of those businesses in the Central Texas area into an association to acquire, preserve, and disseminate valuable business information with respect to the masonry contracting industry; to provide and maintain suitable rooms for the conduct of the business of the Association; to assist in training and educational programs for masonry workers; and generally to promote the interest of trade and increase the facilities of commercial transactions related to the masonry contracting industry, within the purview of Section 53, Article 1202, Revised Civil Statutes of Texas, all activities and functions of the Corporation being at all times conducted on a non-profit basis.

ARTICLE III

SECTION I

CONTRACTOR MEMBERS: Any person engaged in the business of masonry contracting in the Central Texas vicinity as an individual or as an officer of any firm or Corporation engaged in such business shall be eligible for membership in this Association. A contractor member shall have voting privileges and may serve as President, Vice-President, Secretary, Treasurer, Director, or Committeeman.

SECTION 2

ASSOCIATE MEMBERS: Any individual, firm, or corporation regularly engaged in and primarily interested in the promotion of the masonry contracting industry shall be eligible for membership in the Association as an associate member. An associate member may serve as President, Vice-President, Secretary, Treasurer, or Director. Associate members have full voting privileges.

SECTION 3

APPLICATION FOR MEMBERSHIP shall be made to the Central Texas Masonry Contractors Association in writing on a supplied form with a check in the amount of the appropriate dues payable to the Associates. Each application accompanied by a check shall be referred to the membership committee for investigation. Said committee shall investigate such application and report its findings at a regular meeting of the Association no later than three (3) regular meetings after such application was first submitted to the Central Texas Masonry Contractors Association. Each application for membership shall be voted upon by the voting members of the Association present at such meeting and the applicant shall be voted to membership by a majority vote of the voting members present at such meeting. Upon approval of said application, the applicant will then become a member of the Central Texas Masonry Contractors Association. No check received with an application for membership shall be deposited until such application has been approved and accepted.

SECTION 4

All members of this Association shall pay regular DUES as determined by a majority vote from a quorum of the voting members. Dues set forth by membership shall be for a period of one (1) year and will be pro-rated for any membership applications received during the calendar year. Dues will be invoiced in the month of December to be paid no later than the following January 31st.

SECTION 5

Any member who shall become sixty (60) days in ARREARS of his dues shall be automatically suspended from membership and may be reinstated upon payment of all dues in arrears at any time until his membership is terminated. Any member of this Association who becomes ninety (90) days in arrears of this dues shall be automatically terminated from membership.

SECTION 6

Any member of this Association may RESIGN from the Association at any time by presenting his written resignation and paying all indebtedness to the Association. There shall be no refunds paid on membership.

SECTION 7

As of June 1, 1997 all members of CTMCA shall be required to be members of the Associated Masonry Contractors of Texas as voted on by majority of the voting membership on April 10, 1997 and shall remain members of AMCT so long as a majority of CTMCA voting members agree. Said membership will be pursuant to Article III, Section 5.

SECTION 8

All members of CTMCA agree to indemnify and hold harmless the directors, officers, agents and employees of CTMCA from and against all liabilities, demands, claims, damages, suites or judgements, including attorneys fees and other costs and expenses incident there to because of harm (including but not limited to harm arising from libel and slander) to persons arising out of negligence of the directors, officers, agents or employees, while such person is acting within the scope of his duties.

ARTICLE IV

SECTION 1

PROPERTY AND AFFAIRS of the Association shall be managed by a Board of Directors composed of five (5) persons who shall be members of the Association. Three (3) director positions shall be filled by contractor members, and one (1) shall be filled by and associate member. One (1) director position may be filled by either a contractor member or an associate member. Each director shall serve for one (1) year and until his successor is elected.

SECTION 2

At each regular election of officers, the newly elected President, Vice-President, Secretary, and Treasurer shall be automatically APPOINTED as Directors of the Association. A director's term shall be concurrent with the one (1) year officer's term.

SECTION 3

Any director may be REMOVED from office by a majority vote of the voting membership present at three (3) successive regular meetings of the membership.

SECTION 4

A VACANCY in the Board of Directors shall be filled by election from the voting membership at the first meeting following the occurrence of the vacancy, after such meeting has been designated by the Secretary by written notice of such meeting sent to the voting membership. Any director elected to fill a vacancy in such manner shall serve for the un-expired term of the director who created the vacancy.

ARTICLE V

SECTION 1

The OFFICERS of this Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

SECTION 2

The PRESIDENT shall be chief executive officer of the Corporation and shall be a contractor member or an associate member. He shall have authority to appoint all standing committees and shall be an ex-office member of all standing committees. The President shall sign all checks and order for payment of monies.

SECTION 3

In the absence of the President, the VICE-PRESIDENT shall preside and assume all duties of the President. He shall be a contractor member or an associate member. At the end of this term as Vice-President, he shall have the option of serving as President the succeeding one (1) year term.

SECTION 4

The SECRETARY shall attend all meetings of the Board of Directors and of members and shall preserve true and correct minutes of the proceedings of all such meeting in books of the Association. He shall give all notices required by the bylaws or by resolution and shall perform such other duties as the Board or membership at its regular meeting shall delegate to him. The Secretary may be a contractor member or an associate member.

SECTION 5

The TREASURER shall have custody of all Association funds and shall keep books belonging to the Corporation showing full and accurate amounts of all receipts and disbursements. He shall deposit all monies and other valuable effects of the corporation in a depository in the vicinity of or within the City of Austin, Texas, approved by the Board of Directors. He shall render an account of the deposits and disbursements and financial condition of the Corporation at any time when requested of him by the President, by the Board of Directors, or upon resolution adopted by the membership at any regular meeting. He shall co-sign checks or orders for payments of money. The Treasurer may be a contractor or an associate member.

SECTION 6

Any of the above officers may be BONDED when required by the Board of Directors, said bond to be conditioned for faithful performance of duties to the Association and the premium for such bond paid for the Association.

SECTION 7

The officers above named shall be ELECTED by the voting membership at the first regular meeting of the Association in the month of July each year and shall serve from the succeeding September 1 to August 31. The Vice-President shall inform the Board and membership at or before the first regular meeting of the Association in the month of June whether he or she shall serve as President for the following year.

ARTICLE VI

SECTION 1

There shall be a REGULAR MEETING of this Association as determined by the Board for the purpose of transacting such business as may come before the meeting, and the Association hereby waives the call and notice of the time, place and agenda of said meetings. The place of each succeeding regular meeting will be announced at the prior meeting. Special meetings may be called at the discretion of the officers.

SECTION 2

Presence in person of at least five (5) of the voting membership shall constitute a QUORUM at any regular meeting, provided at least two (2) of the elected officers of the Association are present.

SECTION 3

Each contractor member in good standing and any associate member serving as an officer and in good standing in this Association shall at every meeting of the members of the Association be entitled to one (1) vote upon each subject properly submitted to the membership for vote when said member attends such meeting in person. Each person may submit an alternate in writing to the Association so in his absence he may be represented when a vote is taken. This alternate must be from the same firm of the member that he is representing. There shall be no vote by proxy.

SECTION 4

The question called for a vote shall be affirmed or denied when the MAJORITY of the votes present in a quorum meeting are in favor or in objection. The presiding contractor member officer shall vote in case of a tie vote.

ARTICLE VII

SECTION 1

Members shall STUDY the installation of masonry in order to acquaint themselves with new methods and educate their employees in the proper use and installation of masonry with the view of decreasing construction costs and improving the permanence and integrity of their work.

SECTION 2

Members shall foster a program of continuing EDUCATION, including the recruiting and training of new brick masons through the initiation and administration of a Bricklayers Apprenticeship Program for the Central Texas Masonry Contractors Association.

ARTICLE VIII

Any member of this Association shall have the power to originate and suggest alternation, amendments, or additions to these BYLAWS, provided that any proposed alteration, amendment, or addition be submitted in writing and read to the membership at two (2) successive regular meeting before being voted upon. After such proposed revision shall have been read at the second successive meeting, it shall be accepted or rejected by a majority vote of the members present at such meeting, provided there be a quorum present.

ARTICLE IX

Upon DISSOLUTION of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions in effect at such time), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.