

**BY-LAWS OF
SAN ANTONIO MASONRY CONTRACTORS ASSOCIATION
SAN ANTONIO, TEXAS**

ARTICLE I

The name of the Corporation shall be SAN ANTONIO MASONRY CONTRACTORS ASSOCIATION.

Section 1

The principal office of the Corporation in the State of Texas shall be located in the vicinity or within the City of San Antonio, County of Bexar, Texas. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2

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 PURPOSE of which this Corporation exists shall be to organize the proprietors and owners of masonry contracting businesses and those firms engaged in the support of those businesses in the San Antonio, 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 1

CONTRACTOR MEMBERS: Any business engaged in the business of masonry, for a period of one year in the San Antonio vicinity and who maintains a permanent place of business in the San Antonio, Texas vicinity, as an individual or as an officer of any firm or corporation engaged in such business, may be eligible for membership in this Association. A contractor member shall have voting privileges and can serve as President, Vice-President, Secretary, Director or Committeeperson.

Section 2

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

Section 3

APPLICATION FOR MEMBERSHIP shall be made to the San Antonio Masonry Contractors Association, in writing, and shall be referred to the membership committee for investigation. Said committee shall investigate such application and report their findings at the Board of Directors meeting for a majority vote. Upon approval by the Board, the application for membership shall be presented to the members of the Association present at the next regular meeting for a majority vote. Should said application be rejected by the Board of Directors, or the members present at the general meeting, the applying party will not be eligible for membership in the organization, and will not be able to reapply for membership for 12 months. Approval or declination of an application must occur no later than three (3) regular meetings after such application was first submitted to the Association. At no time will any representatives of the applicant be present at the general meeting during voting.

Section 4

ALL MEMBERS of this Association shall pay regular dues as determined by a majority vote from a quorum of the voting members, said dues to be in effect for at least one (1) year.

Section 5

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

Section 6

ANY MEMBER of this Association may resign from the Association at any time by presenting their written resignation and paying all indebtedness to this Association.

ARTICLE IV

Section 1

PROPERTY AND AFFAIRS of this Association shall be managed by a Board of Directors composed of a Maximum of twelve (12) persons and a minimum of three (3) persons who shall be members of the Association and who shall be residents of San Antonio, Texas or vicinity. A majority of Director positions shall be filled by contractor members, and the remaining Director positions may be filled by associate members. Each Director shall hold position for one (2) years or until their successor is elected.

Section 2

AT EACH REGULAR ELECTION OF OFFICERS the newly elected President, Vice-President, and Treasurer shall be automatically appointed as Directors of the Association. Their term shall be concurrent with the one (1) year officer's term.

Section 3

ANY DIRECTOR or MEMBER may be removed from office as recommended by the Board of Directors by a majority vote of the voting membership present at the next regular meeting of the membership following the Board of Directors recommendations.

Section 4

VACANCIES in the Board of Directors shall be filled by election from the voting membership at the first regular meeting following the occurrence of a vacancy, after such meeting has been designated by the secretary, in a written notice of such meeting sent to the voting membership. Any Director elected to fill a vacancy in such a manner, shall serve for the unexpired 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. The president shall have authority to appoint all standing committees and shall be an ex-office member of all standing committees. The President or Treasurer shall sign all checks and orders for payment of monies. The year following the President's term of office, the President shall be appointed to the Board of Directors for a term of one year.

Section 3

IN THE ABSENCE of the President, the Vice-President and Treasurer shall preside and assume all duties of the President.

Section 4

THE SECRETARY shall attend all meetings of members and of the Board of Directors, and shall preserve true minutes of the proceedings of all such meetings in books of the Association. He shall give all notices required by the By-Laws 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/She shall deposit all monies and other valuable effects of the Corporation in a depository in San Antonio, Texas approved by the Board of Directors. He/She shall render an account of the deposits and disbursements and financial condition of the Corporation at any time when requested of them by the President, by the Board of Directors, or upon resolution adopted by the membership at any regular meeting. They shall co-sign checks or payment of money. The Treasurer may be a contractor member or an associate member.

Section 6

ANY of the above named 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 by 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 November each year, and shall serve from the succeeding January 1 to December 31.

ARTICLE VI

Section 1

THERE MAY BE A REGULAR MEETING of this Association as deemed necessary by the Board of Directors for the purpose of transacting such business as may come before the 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 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. 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

THE ASSOCIATION AND ALL OF ITS MEMBERS shall be bound by the Code of Ethics adopted by this Association.

ARTICLE VIII

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 San Antonio Masonry Contractors Association.

ARTICLE IX

ANY MEMBER of this Association shall have the power to originate and suggest alteration, amendments, or additions to these By-Laws, provided that any proposed alteration, amendment, or addition be submitted in writing and distributed by the Association's administrator to the membership, by email, at least 14 days before being voted upon. After the 14 day period that such proposed revision was distributed, it shall be read and accepted or rejected by a majority vote of the members present at the next meeting, provided there are sufficient members present to constitute a quorum.

ARTICLE X

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such 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 in 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.