

THE MASONRY SOCIETY

BYLAWS

SEPTEMBER 28, 2015

ARTICLE I PURPOSE

The Masonry Society is an educational, scientific, and technical society dedicated to the advancement of scientific, engineering, architectural, and construction knowledge of masonry. The Society shall organize the efforts of its members for a nonprofit public service in gathering, correlating, and disseminating information for the improvement of the design, construction, manufacture, use, and maintenance of masonry products and structures. The Society shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal tax under IRC Section 501(c)(3), or (ii) by a corporation contributions to which are deductible under IRC Section 170(c)(2). The advancement of the Society's purpose shall be realized through the pursuit of the following objectives:

SECTION 1. Publications.

Publication of a journal and other documents to provide a forum for communication, and discussion of research and other developments in masonry materials, design, and construction.

SECTION 2. Research.

Review and evaluation of research and participation in or sponsorship of research.

SECTION 3. Education.

Advancement of knowledge and education in masonry materials, design, and construction.

SECTION 4. Technical Standards.

Development of design, construction, testing, and inspection standards through consensus procedures. Review and evaluation of masonry codes and standards, design methods, materials, test procedures, inspection, and construction practices.

ARTICLE II OFFICES

SECTION 1. Business Offices.

The principal office of The Masonry Society shall be located in the city designated by the Board of Directors. The Masonry Society may have such other offices as the Board of Directors may determine or as the affairs of The Masonry Society may require from time to time.

SECTION 2. Registered Office.

The Masonry Society shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III MEMBERSHIP

SECTION 1. Eligibility.

Membership in The Masonry Society is open to all individuals and organizations subscribing to the purpose of the Society as set forth herein and conforming to the membership classifications as set forth below.

SECTION 2. Classifications.

Membership in The Masonry Society shall be divided into classifications as follows:

a) Member.

Any individual who by education, training, or occupation is involved in the technical, scientific, design, construction, or manufacturing aspects of masonry.

b) Affiliate and Sustaining Member.

Any organization or individual that has an interest in masonry construction and that makes a financial contribution to the Society of or over amounts set by the Board of Directors.

c) Fellow Member.

Any individual who has been a member of the Society for a minimum of ten consecutive years and who has provided outstanding contributions to masonry. Any member may nominate an individual to this classification and, if approved by the Awards Committee, the nomination shall be recommended to the Board of Directors where it shall be approved with no more than two dissenting votes. Members who are made Fellows shall retain their voting rights.

d) Student Member (Nonvoting).

Any individual 28 years of age or younger who is enrolled full time in any recognized school studying for an engineering, architectural, or construction technology degree.

e) Junior Member.

Any individual 28 years of age or younger who by education, training, or occupation is involved in the technical, scientific, design, construction, or manufacturing aspects of masonry. Junior membership is limited to a two-year duration.

f) Honorary Member (Nonvoting).

Any individual who has attained acknowledged eminence related to masonry research, design, or construction. Any member may nominate an individual to this classification and, if approved by the Honorary Membership Committee (consisting of the President, immediate Past President, and the Executive Director), the nomination shall be submitted to the Board of Directors where it shall require unanimous approval. Honorary members can retain voting privileges provided they maintain Member dues.

SECTION 3. Voting Privileges.

Each member, except Student Members and Honorary Members, shall have one vote for each office and for the Director

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representing their classification and designated zone, and on each matter submitted to a vote of the members.

SECTION 4. Application.

Any individual or organization desiring to become a member of The Masonry Society shall make application for membership in writing, addressed to the Board of Directors, setting forth the qualifications of the applicant for membership in The Masonry Society, the geographic zone in accordance with Section 8, signed by the individual applicant or an executive officer of the organization, so applying and agreeing on the part of the applicant that as a condition to becoming a member of The Masonry Society, the applicant will be bound by these bylaws and all rules and regulations adopted by the Board of Directors. Upon receipt of a signed membership application and payment of dues, an applicant for membership shall become a member of The Masonry Society upon the review and approval of the Secretary-Treasurer.

SECTION 5. Certificate of Membership.

A certificate of membership in such form as designated by the Board of Directors shall be delivered to each member of The Masonry Society.

SECTION 6. Founding and Charter Members.

Any individual who held membership in The Masonry Society prior to the first annual meeting of The Masonry Society shall be a founding member. Any individual who gained membership after the first annual meeting and prior to the completion of the "First North American Masonry Conference" shall be a charter member of The Masonry Society. Both shall be so recognized on their certificate of membership.

SECTION 7. Designated Representative.

Each affiliate member of The Masonry Society shall designate an official representative who shall vote and act for said member in all affairs of The Masonry Society and notice in writing thereof shall be delivered to the Executive Director of The Masonry Society.

SECTION 8. Geographic Zones.

The geographic zones of The Masonry Society shall be as follows:

Zone 1. Alaska, Arizona, California, Hawaii, Nevada, Oregon, and Washington.

Zone 2. Colorado, Idaho, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, Utah, and Wyoming.

Zone 3. Connecticut, Delaware, District of Columbia, Illinois, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia and Wisconsin.

Zone 4. Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee.

Zone 5. US territories and all countries other than the United States.

SECTION 9. Resignation.

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so

resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION 10. Transfer of Membership.

Membership in this corporation is not transferable or assignable.

ARTICLE IV OFFICERS AND DIRECTORS

SECTION 1. Officers.

The officers of The Masonry Society shall be a President, a President-Elect or Immediate Past-President (in alternating years), a Vice President, and a Secretary-Treasurer, at least two of whom shall be registered engineers, registered architects or full-time members of a faculty at an accredited institute of higher education. The term of office shall commence at the end of the Board of Directors' meeting held with the Annual Meeting of the membership. Each of the officers shall automatically be a member of the Board of Directors. The officers shall be elected by the members entitled to vote. The President, Vice President, and Secretary-Treasurer shall serve for terms of two years. The President-Elect and Immediate Past-President shall serve alternating one year terms.

SECTION 2. Board of Directors.

The Board of Directors shall consist of the President, President-Elect or Immediate Past-President in alternating years, Vice President, Secretary-Treasurer, two Member Directors from each of the geographical zones, five at-large Member Directors coming from any zone, and three at-large Directors who are Affiliate or Sustaining Members, with no more than two from either classification. The non-officer Directors from geographical zones and Directors representing Affiliate or Sustaining Members shall represent their membership classification and shall be elected by the voting members of that designated zone or classification. The five at-large Member Directors shall be elected by voting members of the Society and shall represent the membership of the Society.

A majority of the board members shall be registered engineers, registered architects or full-time members of a faculty at an accredited institute of higher education and at least one director from each zone shall be so designated. At least three directors on the Board shall be affiliated with the masonry industry.

The term of non-officer Directors shall be two years. Terms of non-officer Directors shall alternate so that one representative from each geographical zone, at least two at-large Member Representatives, and at least 1 Affiliate or Sustaining Member are elected each year.

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Directors shall be eligible for reelection for not more than three successive terms. The term of office shall commence at the end of the Board of Directors' meeting held with the Annual Meeting of the membership.

Non-voting members of the Board of Directors shall be the Executive Director the Chairman of the Technical Activities Committee, and the Chairman of the Administrative Committee Team.

SECTION 3. Nominating Committee.

The President, not later than 90 days prior to the annual meeting of The Masonry Society, shall appoint, with the approval of the Board of Directors, a Nominating Committee to consist of the most recent former president as Chairman and two other voting members. The Nominating Committee shall request the advice and recommendations of the Board of Directors, Past Presidents, and the Executive Director. The Nominating Committee shall then prepare a report of nominees for each elective office and directorship to be voted upon at the next annual meeting, and shall, not later than 45 days prior to the annual meeting, file a copy of the report with the Executive Director, who shall send a copy of the report of the Nominating Committee, in ballot form, to all voting members not later than 30 days prior to the annual meeting.

The ballot shall provide for write-in candidates for each elective office and directorship. Ballots shall then be returned to the Executive Director not later than 10 days prior to the date of the annual meeting. The ballots will be counted by judges of election appointed by the President at the annual meeting. A simple majority vote of those casting ballots is needed to elect Officers and Board Members.

SECTION 4. Vacancies.

In case of a vacancy occurring in any office or directorship for any cause, such vacancy shall be filled by the Board of Directors for the unexpired term.

ARTICLE V DUTIES OF OFFICERS AND DIRECTORS

SECTION 1. President.

The President shall preside at all meetings of the directors and members and be the Chief Executive Officer of The Masonry Society.

SECTION 2. President-Elect

The President-Elect shall perform the duties of the President whenever the President is absent or unable to act. At the end of his or her term, the President-Elect becomes President without election. The President-Elect shall oversee activities that the President shall so designate.

SECTION 3. Immediate Past President.

The Immediate Past President shall oversee activities that the President shall so designate.

SECTION 4. Vice President.

The Vice President shall perform the duties of the President whenever the President or President-Elect are absent or unable to act. The Vice President-Elect shall oversee activities of those committees that the President shall so designate.

SECTION 5. Secretary-Treasurer.

The Secretary-Treasurer shall keep a record of the meetings of the directors and members and have supervision of the financial affairs of The Masonry Society.

SECTION 6. Executive Director.

The Executive Director shall be selected by the Board of Directors and devote time and services to The Masonry Society activities and shall supervise the office of The Masonry Society and its activities and its employees, discharging such duties as are delegated by the officers and directors. The Executive Director is the chief administrative officer of the Society. The Executive Director shall report to the President of the Society

SECTION 7. Board of Directors.

The Board of Directors, in addition to performing such duties and exercising such powers as are delegated them in these bylaws, shall manage, conduct and control all the business of the Society and adopt and amend such rules and regulations, including voluntary consensus procedures, and take such action not inconsistent with law or with these bylaws for the governing of The Masonry Society and its members as the Board may deem proper. The Board of Directors will at all times keep in mind the educational and scientific purpose of The Masonry Society and will develop programs and products to meet that purpose. The Board of Directors shall designate the officers or individuals who are authorized to execute such instruments as may be required to conduct the business of The Masonry Society.

SECTION 8. Compensation of the Executive Director.

The Executive Director of The Masonry Society shall receive such compensation for services as may from time to time be prescribed by the members of the Board of Directors.

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ARTICLE VI INDEMNIFICATION

SECTION 1. Standard of Conduct.

The Masonry Society shall indemnify any individual who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including an action by or in the right of The Masonry Society) by reason of the fact that the individual is or was a director, officer, employee, or agent of The Masonry Society, or is or was serving at the request of The Masonry Society as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid or necessarily incurred, in settlement or otherwise, by the individual in connection with such action, suit, or proceeding, except in relation to matters as to which any such director, officer, agent, employee, or individual serving at the request of The Masonry Society, shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability, unless, and only to the extent that the court in which such action or suit was brought shall determine upon applicable that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper; but such indemnification shall not be deemed exclusive or any other rights to which the director, officer, agent, employee, or other individual serving at The Masonry Society's request is entitled to under any agreement, or otherwise.

SECTION 2. Determination.

Any indemnification under this Section 1 of this Article VI (unless ordered by a court) shall be made by The Masonry Society only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, agent, or individual serving at The Masonry Society's request is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 of this Article VI. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or, (b) if such a quorum is not obtainable, or even if obtainable, a quorum of the disinterested Directors so directs, by independent legal counsel in a written opinion; or, (c) by the affirmative vote of the majority of the members entitled to vote and be represented at a meeting called for such purpose; provided, however, that if a director, officer, employee, or agent of The Masonry Society, or individual serving at the corporation's request has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 of this Article VI or in defense of any claim, issue or matter therein, the person shall automatically be indemnified against expenses (including attorneys' fees) actually and necessarily incurred by the person in connection therewith without the necessity of any such determination that the individual has met the applicable standard of conduct set forth in Section 1 of this Article VI.

SECTION 3. Payment in Advance.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by The Masonry Society in advance of the

final disposition of such action, suit, or proceeding as authorized by the Board of Directors as provided in Section 2 of this Article VI upon receipt of an undertaking by or on behalf of the director, officer, employee, agent, or individual serving at The Masonry Society's request to repay such amount if and when it should ultimately be determined that the person is not entitled to be indemnified by The Masonry Society as authorized in this Article VI.

SECTION 4. Insurance.

The Board of Directors may exercise The Masonry Society's power to purchase and maintain insurance on behalf of any individual who is or was a director, officer, employee, or agent of The Masonry Society, or is or was serving at the request of The Masonry Society as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the individual and incurred in any such capacity, or arising out of the individual's status as such, whether or not The Masonry Society would have the power to indemnify said individual against such liability hereunder or otherwise.

SECTION 5. Other Coverage.

The indemnification provided by this Article VI shall not be deemed exclusive or any other rights to which those seeking indemnification may be entitled under the articles of incorporation, these bylaws, agreement, vote of members, or disinterested Directors, the Colorado Nonprofit Corporation Act, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to an individual who has ceased to be a director, officer, employee, agent, or one serving at The Masonry Society's request and shall inure to the benefit of the heirs and personal representatives of such an individual.

ARTICLE VII COMMITTEES

SECTION 1. Appointment of Committees.

Except as specified in these bylaws, the President, with the advice and consent of the Board of Directors, shall establish and appoint the membership and chairman of such committees as may be necessary to carry out the purposes and objectives of The Masonry Society. Members of committees directly responsible to the Board of Directors shall be appointed by the President. Members of any subcommittee of a committee may be appointed by the committee chairman.

SECTION 2. Executive Committee.

An Executive Committee of the Board of Directors, consisting of the President as Chairman, the President-Elect or Immediate Past President in alternating years, the Vice President, the Secretary-Treasurer, the Executive Director, the Chairman of the Technical Activities Committee, and the Chairman of the Administrative Committee Team shall be established to direct and give guidance in matters of long range planning, budget, and policy. The Executive Director, Chairman of the Technical Activities Committee, and Chairman of the Administrative Committee Team shall serve as nonvoting members.

SECTION 3. Technical Activities Committee.

The Technical Activities Committee shall direct, coordinate and review the activities of all technical committees. The Technical

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Activities Committee shall be composed of the chairman and eight members selected for their expertise in the various aspects of design, construction, research, and materials of masonry. The Technical Activities Committee Chairman will be appointed by the Executive Committee. Technical Activities Committee Members will be selected by the Executive Committee such that balance of interest and expertise is maintained. As much as possible, every effort will be made to appoint members to the Technical Activities Committee that represent the various geographical regions of North America.

The Technical Activities Committee shall identify the need for the formation of technical committees to the President and Board of Directors and shall make a report to the Board of Directors at the annual meeting on the activities of the technical committees.

The Technical Activities Committee shall review and approve technical reports by a vote of two-thirds of the Technical Activities Committee members before submission to the Board of Directors.

SECTION 4. Technical Committees.

Technical Committee Chairmen will be appointed by the Technical Activities Committee. Members of Technical Committees will be appointed by the Chairman of the affected Technical Committee.

Technical committees shall be governed by the Voluntary Consensus Standards as adopted and amended by the Board of Directors in accordance with the following principles:

- a) Timely and adequate notice of a proposed standard undertaking to all individuals known to The Masonry Society likely to be materially affected by it.
- b) Opportunity for all affected interests to participate in the deliberations, discussions, and decisions concerned both with procedural and substantive matters affecting the proposed standard.
- c) Maintenance of adequate records of discussions, decisions, and technical data accumulated in standards development.
- d) Timely publication and distribution of minutes of meetings of main and subcommittees.
- e) Adequate notice of proposed actions.
- f) Distribution of ballots to those eligible to vote.
- g) Careful attention to minority opinions throughout the process.
- h) Maintenance of records of drafts of a proposed standard, proposed amendments, action on amendments, and final promulgation of the standard.
- i) Technical Committees shall submit any proposed report, monograph, or other proposed Society publication to the Technical Activities Committee and to the Publications Committee for appropriate approvals. The rules for the consensus balloting process shall be established by the Technical Activities Committee and such rules shall be approved by the Board of Directors.

SECTION 5. Administrative Committee Team

The Administrative Committee Team shall direct, coordinate and review the activities of all Administrative Committees. The Administrative Committee Team shall be composed of the chairman and at least 4, but not more than 8 members selected for

their expertise in various administrative aspects. The Chairman and members will be appointed by the Executive Committee such that balance of interest and expertise is maintained.

SECTION 6. Administrative Committees.

Administrative Committee Chairmen will be appointed by the Administrative Committee Team. Members of Administrative Committees will be appointed by the Chairman of the affected Administrative Committee.

Administrative Committees shall be governed by the Society's Committee Policy in accordance with the following principles:

- a) Opportunity for all affected interests to participate in the deliberations, discussions, and decisions.
- b) Maintenance of adequate records of discussions, and decisions.
- c) Timely publication and distribution of minutes of Administrative Committee meetings.
- d) Adequate notice of proposed actions.

SECTION 7 Journal.

The President, with the advice of the Board, shall appoint the Editor of the Journal who in turn shall appoint the editorial review committee and other committees necessary to the Journal. The Editor shall periodically report to the Board of Directors on the status of Journal activities.

SECTION 8. Standing Committees.

The Board of Directors shall establish the following standing committees: Membership Committee, and any other committees it may deem necessary in the conduct of the affairs of The Masonry Society.

SECTION 9. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 10. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

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ARTICLE VIII MEETINGS

SECTION 1. Annual Meeting.

The annual meeting of the members of The Masonry Society shall be held once each calendar year at such place and time as the Board of Directors may designate.

a) Special Meetings.

Special meetings of the members may be called at any time or place by the Board of Directors, the President, the Executive Committee, or by written petition of at least twenty percent (20%) of the voting members of The Masonry Society.

b) Notice.

Not less than twenty days nor more than forty days notice of the time, place, and purpose of any annual or special meeting of the members shall be sent to each member.

c) Voting

At all meetings of the members, each voting member in good standing in The Masonry Society shall be entitled to vote, which may be exercised in person or by proxy, executed in writing by the member or a duly authorized attorney-in-fact. No such proxy shall be voted or acted upon after eleven months from its date, unless the proxy specifically provides for a longer period.

d) Quorum.

The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 2. Board of Directors Meetings.

The Board of Directors shall meet immediately following the conclusion of the annual meeting of the members of The Masonry Society. Special meetings of the Board of Directors may be held at the call of the President or one-third of the Directors. Twenty days notice of the time and place of all regular or special meetings of the Board of Directors shall be sent to all Directors. Notices may be waived by unanimous consent or by attendance at the meeting. A majority of the Board shall be necessary to constitute a quorum. The meetings of the Board of Directors shall be open to all members in good standing.

SECTION 3. Committee Meetings.

Voting of the committees shall be in accordance with each committee's procedures as approved by the Technical Activities Committee and the Board of Directors. In the absence of such committee rules, Section 4 of this Article shall apply. The consensus voting procedures shall apply to standards documents in accordance with Article VII, Section 4, Subparagraph (I). A quorum shall be one half of the members of the committee.

SECTION 4. Procedure.

Robert's Rules of Order will govern the conduct of all meetings.

ARTICLE IX DUES AND ASSESSMENTS

SECTION 1. Fiscal Year.

The fiscal year shall be determined by the Board of Directors.

SECTION 2. Annual Dues.

The annual dues of each class of member shall be established from time to time by the Board of Directors. Each member shall pay dues as the Board of Directors may specify.

SECTION 3. Payment of Dues.

Dues shall be payable in advance on, or before, the first day of January in each calendar fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of The Masonry Society.

SECTION 4. Default and Termination of Membership.

When any member of any classification shall be in default in the payment of dues for a period of six months from the beginning of the fiscal year or period for which such dues became payable, membership shall thereupon be terminated in the manner provided in Article X of these bylaws.

ARTICLE X TERMINATION OF MEMBERSHIP

SECTION 1. Resignation.

Any member desiring to terminate membership in The Masonry Society shall make such resignation in writing and forward it to the Executive Director at the office of The Masonry Society, and the Executive Director shall present the resignation to the Board of Directors at its next meeting. The Board of Directors shall accept the resignation if all obligations owing The Masonry Society have been paid at the time such resignation is submitted to the Board of Directors.

SECTION 2. Nonpayment of Dues.

A member who fails to pay dues within four months of the due date shall be considered delinquent and shall be so notified. Membership shall be terminated if dues are not paid within six months of the due date and the member shall be so notified. A member terminated for nonpayment of dues may be reinstated to membership upon payment of one year's back dues without reapplication.

SECTION 3. Suspension.

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

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ARTICLE XI AMENDMENTS

Changes to these bylaws must be accepted by two-thirds vote of the Board of Directors before being submitted to the membership for approval. These bylaws may be amended, altered, or repealed by two-thirds of the votes cast by the members voting by ballot. For the bylaws to be amended, a ballot shall be sent to each member in good standing and entitled to a vote. At least twenty-five percent of those members must cast votes.