

Restated Bylaws of  
The Masonry Association  
of Georgia, Inc.

Adopted May 3, 1990

## **PREAMBLE**

### **By Laws and Constitution**

The undersigned desire to form an incorporated society for public purpose, under the authority of the State of Georgia laws and do hereby in compliance with the said provisions of law adopt the following constitution and bylaws and elect officers as hereinafter stated and authorize Dallas Garner, Larry Cooper, Robert White, Robert Loden, Tom Harpster, David Lyle, Jr., and Barney Williams to file for a Corporate Charter in accordance with the laws governing such required by the state of Georgia.

#### **ARTICLE I.        NAME**

The name of the organization shall be the "Masonry Association of Georgia, Inc."

#### **ARTICLE II.        OBJECTS AND PURPOSES**

The objects and purposes of the Association are as follows:

1. To promote and encourage greater cooperation among its members by aiding and encouraging a better relationship between the members of this organization and all associate members involved with the masonry industry.
2. To promote the general welfare of all members by the distribution of useful information affording a means for the intelligent consideration and action in matters pertaining to all concerned and to facilitate and improve the methods of handling materials necessary to our industry.
3. To promote and encourage efficiency in the art of masonry construction and to generally encourage the movement to build with masonry products.
4. To promote and encourage the principles of justice and equity in all dealings between employers and employees, contractors, architects, engineers, material dealers, and the general public.
5. To promote, encourage and advocate needed legislation for our industry for the general good of all.
6. To advise, encourage and secure honorable dealings in the performance and execution of contracts with those engaged in the erection and construction of buildings.
7. To promote and encourage the formulation, adoption and establishment of such customs of business as will be just, equitable and honorable between men.
8. To promote and encourage the establishment of a strong and sympathetic bond of fellowship among the members of the Association thereby securing unity of action and effort in the accomplishment of a common purpose.

9. To cooperate in every honorable way with associations in allied lines and with individuals, firms and corporations in different lines of business for the good of our industry.

10. To secure and aid in the correction and reformation of any wrongs affecting the general interest of the building industry.

11. To encourage the obedience of the spirit and letter of all laws and ordinances made by our Federal, State, and Municipal governments for the regulation, control and conduct of building operations, and that no action shall be taken by the Association in any form that might be construed as a participation in or encouragement of any illegal arrangements or combination for the control of labor or any arrangements for the fixing of prices or restructuring of competition.

### **ARTICLE III.      MEMBERSHIP**

No stock or negotiable certificate shall be issued by the Association. Membership in the Association shall be composed of masonry contractors and associate members having a fixed place of business in the State of Georgia, who subscribe to the objects of the Association and who are approved by the Board of Directors.

**Section 1.** A masonry contractor is any individual, firm, corporation or other organized group engaged in the masonry business as herein defined. "Masonry business" shall be construed to mean, but not limited to, that business entity (a) who for either a fixed sum, price, fee, percentage, or other compensation undertakes or submits a bid to contract to erect, construct, repair, rebuild or improve any building or other structure or improvement, or any interior or exterior part thereof, for others with the use of masonry material or any product or material which by itself or in combination with other products or materials is defined within the term "masonry work" by the trade; and (b) whose masonry work shall contribute seventy-five percent (75%) of the annual gross income of the business; and (c) whose principal(s) have engaged in masonry work for a minimum of two (2) years or whose principal(s) by reason of prior ownership, affiliation or employment, have been engaged in masonry work for other masonry contractors for a minimum of two (2) years.

Contractor members are entitled to attend all meetings of the membership and shall have one vote per firm. Acceptance of an applicant as a contractor member requires the affirmative vote of two-thirds of the Board present and voting.

**Section 2.** The Board of Directors is authorized to submit as associate members in the Association, individuals or corporations that supply materials, equipment, services and supplies of any nature in the masonry industry and are interested in the purposes of the Association.

Associate members are entitled to attend all meetings of the membership and shall have one vote per firm. A favorable vote of two-thirds of the Board of

Directors present and voting shall be required of an applicant for acceptance as an Associate member.

**Section 3.** The membership may elect Honorary members with two-thirds of its membership present and voting for approval of the individual submitted. An Honorary member is an individual no longer active in the masonry business but interested in the purposes of the Association. He will not be allowed to vote or required to pay annual dues. Honorary members shall have no liability.

**ARTICLE IV.        REPRESENTATION**

Each member shall have one vote and each member shall designate who has the authority to vote for them. No dividends or profits shall be declared by the Association and none of its organizers or subsequent members hereinafter provided for shall profit from its operation and all of the income that shall be derived from dues, gifts or contributions after the payment of the reasonable and necessary operating expenses and such debts as shall be incurred shall be applied to the Association and planning operations of improving the standards of masonry construction work in the state of Georgia.

**ARTICLE V.        CORPORATION MEMBERS**

The persons or firms who desire to form this corporation for the public purposes herein stated without monetary profit to the individual member are as follows:

Garner Brothers Masonry  
G. Larry Cooper, Inc.  
Giant Portland & Masonry Cement Co.  
Georgia Masonry  
S & M Masonry  
Pyramid Masonry Contractors, Inc.  
Humphries Concrete Block Co.  
Martin Marietta Cement Co.  
Kingery Block Co.  
Shively Concrete Block Co.  
O.R. Cunningham Maosnry  
Southeastern Masonry Co., Inc.  
P & M Masonry  
H & S Masonry  
Sutton Construction Specialties

**ARTICLE VI.        OFFICERS**

The following officers shall be elected by the membership of the Association:

1.     President
2.     Vice-President

### 3. Secretary-Treasurer

**Section 1.** The President shall preside at all meetings of the Association, appoint all committees, and attend to all matters usually incumbent upon such officer. The President shall be the Chairman of the Board of Directors as well as a member thereof. It shall take a two-thirds vote of the Directors present or a minimum of four (4) Directors' votes to pass any business before the Board.

**Section 2.** The signature of the President, Vice-President and Secretary-Treasurer shall be on record at the bank designated by the Board. Two of three signatures must appear on each check.

**Section 3.** The Vice-President shall preside at all meetings in the absence of the President. The Vice-President shall be a member of the Board.

**Section 4.** If, for any reason, a vacancy exists in the office of the President, the Vice-President shall assume the office of the President until the next Board meeting at which time a new President shall be nominated.

**Section 5.** The Secretary-Treasurer shall keep a record of all meetings of the membership and/or Board, shall conduct correspondence and shall keep the members informed of the minutes, meetings, and obligations of the membership. He shall receive all funds of the Association and shall keep them at such bank as authorized. He shall, from time to time, inform the membership of the condition of the treasury. The books and records of the Association shall be subject to inspection by members at reasonable times and under reasonable circumstances. The Secretary-Treasurer shall be a member of the Board. The Secretary-Treasurer shall act as the President if the President and Vice-President are absent. This shall be the highest office to which an Associate member may be elected.

## **ARTICLE VII. THE BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall consist of the President, Vice-President, Secretary-Treasurer (elected by the membership), three Contractor Directors, and one Associate Director appointed by the President. At any future date, the number of Directors may be increased reflective of the number of Contractor and Associate members as deemed necessary by the ratification of two-thirds vote of the membership present at the regular membership meeting with at least 30 days written notice of such change.

**Section 2.** The Directors will meet monthly, and these meetings will be open to the membership. At the first election, the membership will elect all Officers for a one year term and thereafter the immediate Past President shall serve as an exofficio member of the Board without a vote. In the event that any office becomes vacant, the unexpired term shall be filled by election by membership at

its next regular meeting. In the event that any Directorship becomes vacant, the unexpired term shall be filled by appointment by the President at the next scheduled Board meeting.

**Section 3.** The membership will meet on the first Thursday of each month with the Secretary-Treasurer giving all members at least one week's notice of such.

#### **ARTICLE VIII. ELECTIONS**

Officers will be nominated in October of each year with elections to be held in November. Because there is no formal membership meeting in the month of December, the terms of office will commence at the January meeting of the membership of the Association.

#### **ARTICLE IX. FINANCE AND DUES**

No dividends or profits shall be declared by the Association and none of its organizers or subsequent members as hereinafter provided for shall profit from its operations and all of the income that shall be derived from dues, gifts, or contributions after the payment of the reasonable and necessary operating expenses and such debts as shall be incurred shall be applied to the Association and planning operations of improving the standards of masonry construction work in the state of Georgia.

Membership dues for Contractor and Associate members of the Association shall be set as required by a vote of the Association's Directors. Such dues shall be full and payable on January 1 of each year. All dues shall be paid in advance. New members shall receive a monthly, prorated dues credit, based upon the month in which they join the Association, in the next regular billing of annual dues for the Association. No dues shall be refundable.

#### **ARTICLE X. ORDER OF BUSINESS**

The following shall be the order of business at all meetings of the membership and Board meetings:

1. Call to order
2. Invocation
3. Reading of minutes of the last meeting
4. Report of Finances
5. Report of Committees
6. Old Business
7. New Business
8. Program
9. Adjournment

**ARTICLE XI.      STANDING COMMITTEES**

The following committees shall be appointed by the President:

- Membership
- Program
- Promotion
- Finance
- Any other committees deemed necessary

**ARTICLE XII.     DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE XIII.    LIABILITY**

The maximum liability of any member of the Association shall be the dues paid in accordance with ARTICLE IX and no other liability of any form or nature shall be levied against or imposed upon any member or any person forming the Association.

**ARTICLE XIV.     AMENDMENTS**

This constitution and bylaws or any part thereof may be amended, added to, altered or repealed by the membership at any regular or special meeting provided that such action shall not be effective until a copy of the change has been submitted by the Board of Directors and the membership has adopted such change by two-thirds vote of the membership present at the regular membership meeting.

**ARTICLE XV.      DISSOLUTION**

On dissolution, the Association's Secretary-Treasurer will liquify all assets within 60 days and donate all remaining funds to a qualified non-profit organization or educational facility (i.e. Atlanta Area Technical School, Georgia State Post-Secondary Vocational Training Centers, Georgia Tech, Southern Tech) chosen by the Board of Directors.