

BYLAWS
MASONRY INSTITUTE OF IOWA
(As amended at the March 24th, 2010 Annual Meeting)

ARTICLE 1 ORGANIZATION, COMPOSITION AND GENERAL POWERS

1. Name

***This Institute. The name of this organization is the Masonry Institute of Iowa, to be referred to as the Institute hereinafter.**

2. Objects and Powers

A. Objects.

To bring together all facets of the masonry industry – contractors, masons, manufacturers, distributors, and suppliers – for the purpose of promoting excellence in unit masonry construction.

B. Powers.

1. The Institute shall have all the powers and authority which may be conferred upon nonprofit corporations under provisions of the laws of the State of Iowa, and may engage in any legal activity which is incidental to its objective.

2. The Institute may levy and collect annual dues from it's members and associates.

3. Organization

The Institute is a nonprofit membership corporation duly incorporated on the 27th day of February, 1978, under the Iowa Non-Profit Corporation Act, Chapter 504A, of the Code of Iowa.

ARTICLE II Membership

1. Members: General provisions

A. Classes of Membership.

The Institute shall have two classes of membership, Active Members and Associate Members. The term “member”, if not otherwise qualified, shall refer to all classes of membership in the Institute.

B. Enrollment of Members.

Every member admitted by the Institute shall be duly notified to that effect by the Institute and shall be enrolled by the Executive Director of the Institute and such membership shall be announced at the next regular meeting of the Institute and in its next official publication.

C. Annual Dues and Assessments.

Every member of the Institute shall pay the fixed annual dues of the Institute as determined in Article VII.

2. Active Members

A. Qualifications.

Active members shall include any Masonry Contractors, Brick Manufacturers, Brick Distributors, Block Manufacturers, Stone Manufacturers, or Mortar material suppliers performing Business or trade under division four in the state of Iowa.

B. Rights and privileges

1. May serve as a voting member of the Institute’s Board of Directors.

2. May Speak and vote at membership meetings on business matters and in elections on all issues.

3. May be appointed as committee chairmen and as members of Institute Committees.

4. Shall be eligible to participate in all Institute group insurance and other benefit programs.

3. Associate Members

A. Qualifications.

Associate members shall be any other person, firm, corporation, trust, or association having an interest in the purpose and objectives of the Institute.

B. Rights and Privileges

- 1. May serve as a voting member of the Institute's Board of Directors, providing that associate members may hold no more than one seat on such Board of Directors.**
- 2. May Speak and vote at membership meetings on business matters and in elections on all issues except dues for active members.**
- 3. May be appointed as committee chairmen and as members of Institute Committees.**
- 4. Shall be eligible to participate in all Institute group insurance and other benefit programs.**

ARTICLE III MEETINGS

1. Membership Meetings

A. Annual Meeting.

The Institute shall hold an annual meeting between the dates of February 1 and March 31 for the purposes of nominating and electing the officers and directors to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and for the transaction of such other business as may be appropriate.

B. Special Meetings.

A special meeting of the Institute may be called by the Board of Directors or by a written petition to the Board of Directors signed by not less than 10% of the total number of active members, provided that the purpose of such meeting is set forth in the meeting notice.

2. Notice, Quorum, Minutes

A. Notices and Calls of Meetings.

A notice of each meeting of the Institute, stating the time and place thereof, shall be served by the Executive Director on every member, by mailing it to the address of such member on file at the Institute Office. The notice of each regular meeting, and the call and notice of each special meeting, shall be served at least ten calendar days before the date fixed for the meeting, and the time of serving shall be deemed to be the date on which the notice or the call and notice was mailed prior to the meeting.

B. Quorums and Meetings.

A quorum shall be necessary for the transaction of any business at a meeting of the Institute. Unless otherwise required by law, a quorum shall be 25% of the total number of the active members of the Institute.

C. Minutes of Meetings.

Written minutes of every meeting of the Institute, recording the matters before the meeting and every action taken thereat, shall be recorded by the Secretary and kept in the book of minutes at the Institute. The minutes of each meeting shall be approved at a subsequent meeting.

3. Decisions at Meetings Eligibility for Voting

A. Majority Vote.

Every decision at a meeting shall be by a majority vote of those present and eligible to vote, unless otherwise required by these bylaws.

B. Proxies.

There shall be no voting proxy at a meeting of the Institute.

C. Limitations of Voting Eligibility.

Only members may vote on the following matters:

- 1. Amendments to these bylaws.**
- 2. Matters so designated elsewhere in these bylaws.**
- 3. Elections of Institute officers and directors.**

4. Institute dues and assessments of members, except that voting on dues and assessments for active members shall be limited to active members.

5. Other matters relating to the government, meetings, affiliations, budget and finance of the Institute.

4. Election of Officers and Directors

A. Nominating Committee

The Nominating Committee shall be appointed by the president.

B. First Nominating Committee Report

1. Report.

The Nominating Committee shall annually make one or more nominations for each of the Board of Directors seats which are about to expire. The terms will be staggered to provide that six are elected each year. The nominating committee report will only include names of candidates who have agreed to serve if elected. The notice for the Annual Meeting shall include the report of the Nominating Committee.

2. Composition.

At any time the composition of the Board of Directors will include the following:

- 2 mason contractor members**
- 2 block manufacturer members**
- 2 brick manufacturer members**
- 2 stone manufacturer members**
- 1 brick distributor member**
- 1 mortar industry member**
- 2 at-large members**

3. Slate of Candidates.

The Nominating Committee shall present its report to the Annual Meeting, after which the presiding officer shall entertain nominations from the floor.

D. Voting

1. Tellers.

Balloting shall be the charge of three tellers appointed by the President, who shall be assigned members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the secretary thereof.

2. Results.

The President shall announce to the meeting the results of all balloting and shall declare all elections.

3. Election.

The nominee for a Board of Directors post who receives a plurality of the ballots cast for the office or directorship shall be elected thereto.

D. Election of Officers

After the election the newly elected and incumbent directors shall immediately meet and elect from the Board of Directors a President, Vice-President, Secretary, and Treasurer. The elected President shall announce the names of the elected officers prior to the adjournment of the meeting.

ARTICLE IV THE BOARD OF DIRECTORS

1. Membership of the Board of Directors.

A. The Board of Directors shall consist of the officers, eight directors, 3 voting advisors, and the immediate past president who shall be an ex-officio voting member. If the immediate past president cannot or does not want to hold this office, the Board of Directors may appoint a past president to hold the ex-officio position.

2. Authority of the Board of Directors

A. Powers.

The management, direction, control, and administration of the property, affairs, and business of the Institute shall be vested in the Board of Directors, which shall exercise all authority, rights, and powers granted to it by the laws of the State of Iowa and by these bylaws.

B. Custodianship.

The Board of Directors shall be and act as the custodian of the properties and interests of the Institute except those specifically placed by these bylaws in the

custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these bylaws to forward the objectives of the Institute.

3. Terms of Office of Officers and Directors

A. Term.

The term of office of each officer shall be two years.

B. Date.

The term of office shall begin immediately following the election at the Annual Meeting.

C. Vacancies.

If a vacancy occurs in the membership of the Board of Directors (or an officer of the board) other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office.

D. Attendance

During their term, if any Director misses two (2) meetings during any calendar year, unexcused, the Board will ask said Director to resign and recommend a replacement to fill the opening and participate in the Board activities.

4. Meetings of the Board of Directors

A. Regular Meeting of the Board of Directors.

The Board of Directors shall hold a regular meeting no less than 4 times per year.

B. Special Meetings.

A special meeting of the Board of Directors shall be held if requested by a majority of its members or at the call of the President.

5. Notices and Call of Meetings

A. Notice required.

Every written notice of a regular or special meeting of the Board of Directors shall be served not less than seven days before the date fixed for the meeting.

B. Waiver of Notice.

Either the call and notice of any limitations as to the business to be transacted or both may be waived by the consent of every member of the Board of Directors.

6. Quorum at Meetings; Decisions; Minutes

A. Quorum.

Eight members of the Board of Directors shall constitute a quorum, necessary for the transaction of business. Attendance can be telephonic presence, as long as the member on the conference call can hear the dialogue at the meeting and in turn, can be heard.

B. Decisions of the Board of Directors.

Every decision of the Board of Directors shall be by a concurring majority vote unless otherwise required by these bylaws or by law.

C. Minutes.

Written minutes of every minutes of the Board of Directors, recording the members in attendance, the matters before the meeting, and every action taken thereat, shall be kept by the Secretary in the Book Minutes of the Institute.

ARTICLE V OFFICERS

1. Officers.

The officers of the Institute shall include a President, a Vice President, a Secretary, and a Treasurer.

2. The President

A. Duties.

The President shall exercise general supervision over the affairs of the Institute, except such thereof as are placed by these bylaws or by the Board of Directors under the administration and supervision of the Secretary or the Treasurer, and shall preside at meetings of the Institute and of the Board of Directors, shall sign all contracts and agreements to which Institute is a party; have charge of the exercise general supervision over the offices and employees of the Institute; and shall perform all other duties usual and incidental to the office.

B. Authority.

The President shall act as spokesperson of the Institute and as it's representative at

meetings with other organizations and committees unless otherwise delegated by the Board of Directors. The President shall not obligate or commit the Institute unless the obligation or commitment has been specifically authorized by the Board of Directors.

3. The Vice President

A. Duties.

The Vice President shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act, and shall perform such other duties as are properly assigned by the Board of Directors or the President.

4. The Secretary

A. Duties.

The Secretary shall act as the recording and corresponding secretary and as secretary of meetings of the Institute and of the Board of Directors have custody of and shall safeguard and keep in good order all property of the Institute, except property that is placed under charge of the Treasurer; issue all notices of the Institute; keep its membership roll; sign all instruments and matters that require the attestation or approval of the Institute, except as otherwise provided in these bylaws; prepare the reports of the Board of Directors and the Institute; in collaboration with the President, have charge of all matters in pertaining to the meetings of the Institute; and shall perform all other duties usual and incidental to the office.

B. Delegation of Authority.

The Board of Directors may delegate to the Executive Director employed by the Institute the actual performance of any or all duties As Secretary.

5. The Treasurer

A. Duties.

The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of the Institute, prepare the budgets, collect amounts due the Institute, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial

commitments; conduct the correspondence relating to the office; and shall perform all duties usual and incidental to the office.

B. Reports.

The Treasurer shall make a written report to each annual meeting of the Institute and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of the Institute, and its income and expenditures for the period of the report, and the Treasurer's recommendations on matters relating to the finances and general welfare of the Institute.

C. Delegation of Authority.

The Treasurer shall not authorize any person to sign any order, statement, agreement, check, or other financial instrument of the Institute that requires the signature of the Treasurer, unless such delegation is expressly permitted by these bylaws. The Board of Directors may delegate to the Executive Director employed by the Institute the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of the Institute, or the signing of any document requiring the signature of the Treasurer.

D. Succession.

When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement, all records, all monies, securities, and other valuable items and papers belonging to the Institute that are in the Treasurer's custody and possession.

E. Liability.

The Treasurer shall not be personally liable for any loss of money or funds of the Institute or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

ARTICLE VI ADVISORS

- 1. Advisors shall consist of 3 representatives, one each from the following Labor organizations:**
 - Iowa Bricklayers Union**
 - Quad Cities Bricklayers Union**
 - Iowa Laborers**

A. Advisors shall be designated by their respective Unions.

B. Advisors shall sit on the Board of Directors and have full voting privileges.

C. Attendance

During their term, if any advisor misses two (2) meetings during the calendar year, unexcused, the Board will ask said advisor to resign and recommend a replacement to fill the opening and participate in the Board Activities.

ARTICLE VII DUES, FEES, ASSESSMENTS, AND FINANCES

1. Annual Dues

A. Amount of Annual Dues.

The Institute, by a vote of its members, at a regular or special membership meeting, may from time to time fix, before the end of any fiscal year, a schedule of annual dues to be paid by each category of member for the immediately succeeding fiscal year. However, the contribution portion of Active members dues can be added/modified/adjusted by a majority vote of the Board, provided such adjustments are fully disclosed to the membership at the subsequent Annual Meeting.

B. Notice.

A notice stating the proposed modified dues schedule shall be sent to every member eligible to vote on the dues, not less than thirty days prior to the date of the meeting which the proposed dues schedule is to be considered.

C. Voting.

The proposal shall require a vote of not less than two-thirds of the members who are present at the meeting.

D. Period of Annual Dues.

Dues shall be due and payable to the Institute on January 1st of each year.

E. Individual Remission of Annual Dues.

The Board of Directors, by the concurring vote of all but one of its members may, in exceptional circumstances and for what it deems adequate cause, remit the annual dues of any member in whole or in part for any year, and such remission may be made retroactive.

2. Default of Annual Dues

A. Due Date for Annual Dues.

Every member who has not paid the entire amount of the required annual dues for the then current fiscal year by April 1st shall be in default for the unpaid amount.

B. Notice of Default to Member.

Members who fall 90 days or more past due will receive a reminder letter, followed by a phone call, followed by a personal visit.

3. Termination for Default of Dues

When a member has defaulted on dues by more than 90 days and has received a reminder letter, phone call, and personal visit with no results, the member shall be dropped from the membership roster.

4. Finances

A. Budgets and Appropriations.

Prior to the beginning of every fiscal year the Finance Committee shall recommend an annual budget for adoption by vote of the Board of Directors. Said adopted budget shall detail the anticipated income and expenditures of the Institute for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget.

B. Changes within budget.

The Board of Directors may, during the fiscal year, make minor changes in the detail of actual income and expenditures after adoption of the annual budget, provided that the total income and expenditures are not altered.

C. Changes beyond budget.

The Board of Directors may make substantial changes in the annual budget under certain conditions as set forth herein. In the event of emergency expenditures or expenditures for unforeseen circumstances, the Board of Directors may authorize such expenditures as deemed necessary, in an amount up to ten percent of the annual budget, provided that a full explanation and justification of such action is presented to the regularly scheduled meeting of the Board of Directors. In addition, the Treasurer or Executive Director shall present at the meeting a means of

adjusting the annual budget to balance income and expenditures reflecting the emergency expenditure, or otherwise account for a responsible source of funding such expenditure.

D. Capital Expenditures.

The Board of Directors may elect to make capital expenditures from time to time as deemed necessary, with the source of funding being outside the annual budget, or from accrued savings.

E. Audits.

Whenever the Board of Directors shall appropriate the necessary funds, the books of the Treasurer and the rolls of the Institute shall be audited by a certified public accountant employed by the Board of Directors.

ARTICLE VIII PROPERTY, RIGHTS AND PRIVILAGES

A. Acquisition of Property. Authority.

In order to carry on its affairs and exercise its powers, the Institute may acquire real and personal property for its own use.

B. Dividends Prohibited.

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of the Institute.

ARTICLE IX COMMITTEES

A. Composition.

The committees, their membership, terms of office and duties shall be as determined by the Board of Directors. The membership, terms of office and duties of each committee shall be prescribed by the body that established it, but the Board of Directors may assign additional duties to any committee at any time.

B. Committee Members.

The chair of every committee shall be appointed by the President or Executive Director and approved by the Board of Directors.

C. Reports.

Every committee shall make an annual report to the Board of Directors at the close of its work and at such other times as the Board of Directors directs.

ARTICLE X AFFILIATIONS AND ENDORSEMENTS

A. Affiliations with Other Organizations.

The Institute shall not form nor enter into any affiliations with any individual, but it may affiliate with any local organization of the construction industry operating within the territory of the Institute that is not used or maintained for financial gain, price-fixing or political purposes, if and while the objects of the Institute will be promoted by such affiliation.

B. Agreements of Affiliation.

Every affiliation must be authorized by the Board of Directors and shall be evidenced by a letter of understanding prepared by the Executive Director, setting out the conditions of the affiliation.

ARTICLE XI EXECUTIVE DIRECTOR

A. Executive Director.

The day to day affairs of the Institute shall be administered by an Executive Director who is responsible to the Board of Directors and serves at its direction.

B. Duties and Responsibilities.

The duties and responsibilities of the Executive Director shall be set out in a separate agreement between the Board of Directors and the Executive Director.

ARTICLE XII INDEMNIFICATION AND INSURANCE

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including, but not limited to, an action, suit or proceeding brought by or in the right of the corporation), whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, member of a committee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee member of a committee, or agent of another corporation, partnership, joint venture, trust or enterprise, against expenses (including attorney's fees); judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and

in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. There shall be a rebuttable presumption that a person involved in such an action, suit or proceeding has acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful, which presumption can be overturned only by clear and convincing evidence. The termination of any action, suit, or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, constitute clear and convincing evidence that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

B. To the extent that a director, officer, employee, member of a committee or agent of the corporation has been successful on the merits or otherwise in defenses of any action, suit, or proceeding referred to in Section A, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith; provided, however, nothing contained in this subparagraph shall limit the ability of the corporation to provide indemnity including costs of counsel as provided elsewhere in the Article.

C. Any other indemnification under Section A (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that the indemnification of the director, officer, employee, member of a committee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section A. Such determination shall be made (1) 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 (2) if such a quorum is not obtainable, then by a majority vote of a committee of the Board of Directors, duly designed to act in the matter by a majority vote of the full board of directors (in which designation members of the Board of Directors who are parties to such proceeding may participate), consisting solely of two or more members of the Board of Directors not at the time parties to such proceeding, or (3) if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (4) by the members of the corporation.

D. Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section C upon receipt of an undertaking by or on behalf of the director, officer, employee, member of a committee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

E. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members (whether interested or disinterested), or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, committee member, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The indemnification provided by this article shall for all purposes be deemed a contract between each person indemnified hereunder and the corporation while said person serves the corporation. Subsequent repeal or modification of this Article shall not diminish the rights of indemnification accruing hereunder of actions or omissions of said person occurring prior to such repeal or modification.

F. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, committee member, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status of such whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XIII AMENDMENTS

A. Amendments at Meetings of the Institute

1. Notice of Proposed Amendments.

These bylaws may be amended at any membership meeting of the Institute, provided that a copy of the proposed amendment and a notice stating the

purpose is sent to every member eligible to vote on the amendment not less than thirty days prior to the date of the meeting.

2. Bylaws Relating to Members.

It shall require a vote of not less than two-thirds of the members of the Institute who are present at the meeting to amend the by-laws.

3. Delegation of Authority.

The Board of Directors shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this chapter eligible to vote thereon.

SCHEDULE OF DUES

ACTIVE MEMBERS

\$100 a year plus contributions as outlined in the following schedule:

Masonry Contractors (Matching funds for Bricklayers and Laborers)	\$.05/manhour worked
Block Producers	\$2.00 per 1,000 block* sold (* - 8" equivalents)
Brick Manufacturers/Distributors	\$1.00 per 1,000 brick*sold

(*-modular brick equivalents)

Stone Manufacturers

\$.05 per cubic foot sold

Note: All rates are based on work performed and sold in the State of Iowa only.

ASSOCIATE MEMBERS - \$150/YEAR

\$250 a year plus any additional contribution that any Associate Member may choose to make to further the work of the Institute.