



# Masonry Association of Florida, Inc.

AMENDED AND RESTATED BYLAWS

APPROVED MAY 9, 2018

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# AMENDED AND RESTATED BYLAWS

December 2017 | Masonry Association of Florida, Inc. (a Florida not-for-profit corporation)

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## ARTICLE I OFFICES

### SECTION 1. REGISTERED OFFICE.

The registered office of the Masonry Association of Florida, Inc., a Florida not-for-profit corporation (the "Corporation"), shall be located in State of Florida as designated by the Board of Trustees.

### SECTION 2. OTHER OFFICES.

The Corporation may also have offices at such other places, either within or without the State of Florida, as the Board of Trustees of the Corporation may from time to time determine or as the business of the Corporation may require.

## ARTICLE II MEMBERSHIP

### SECTION 1. CATEGORIES OF MEMBERSHIP.

There shall be the following categories of membership of the Corporation:

1. **General Members.** All active members of the Local Chapters (as hereinafter defined) who are in good standing with their respective Local Chapters shall be general Members of the Corporation and, subject to being in good standing with the Corporation, shall have such voting rights as are hereinafter described.
2. **Categories of Members.** There shall be four (4) categories of Members as follows:
  - a. **Local Chapter Members** shall be all active members of the Local Chapters who are in good standing with their respective Local Chapters and who are members in good standing of the Corporation; and
  - b. **Block Manufacturer Members** shall mean Members who are in the business of manufacturing masonry blocks; and
  - c. **Associate Members** shall mean Members who are in any business or profession affiliated with the masonry business who are not mason contractors or block manufactures; and
  - d. **Emeritus Members** shall mean prior Members or Board members who have rendered service to the Corporation for a period of time as defined by the state Board of Directors and are elected by each local chapter board as Emeritus Members in accordance with these Bylaws. Emeritus members who have been elected by their local chapters must be submitted in writing to the MAF State Board for approval prior to the MAF Annual meeting.
3. **Local Chapters** are regional chapters that have the same purposes and goals as the Corporation, which have at least ten (10) active members, have officers and directors, hold regular meetings and have been so designated by the Board of Trustees as a Local Chapter and, once designated, is current on all dues to the Corporation. Currently, there are eight (8) Local Chapters designated in the State of Florida:
  - a. TC - Treasure Coast Chapter
  - b. NW - Panhandle Chapter
  - c. NC - Gainesville/Lake City Chapter
  - d. SE - West Palm Beach/Broward/Miami Chapter
  - e. NE - Jacksonville Chapter
  - f. SW - Naples Chapter

- g. TB - MCAF Tampa Bay Chapter
- h. CF - Orlando Chapter

## SECTION 2. DUES.

Local Chapter Members, Block Manufacturer Members and Associate Members shall be liable to pay such dues as may be assessed by the Board of Trustees quarterly or annually. Emeritus Members shall not be assessed any dues.

## SECTION 3. VOTING.

All active Members (other than Emeritus Members) shall be entitled to one (1) vote on all matters to which the Members are entitled to vote on as set forth in these Bylaws. Members may vote in person or by proxy (which proxy is only valid for the eleven (11) months following the date of execution).

1. Local Chapter Members. The Members of each Local Chapter voting separately as a group shall have the right to elect one (1) member from among its local contractor members to the Board of Trustees. For example, each of the Local Chapters identified above have the right to elect one (1) member to the Board of Trustees (who is a local contractor in good standing with the Local Chapter), which currently gives them the right to elect nine (9) members to the Board of Trustees (the "Local Chapter Board Members"). In no event shall there be more than twelve (12) Local Chapters. The eight (8) Local Chapter Members to the Board shall serve terms of two (2) years, but staggered so that approximately half are elected in one year and half are elected the following year. Upon election, such Local Chapter Board Members shall commence serving as Trustees on January 1<sup>st</sup> of the year after their election.
2. Block Manufacturer Members. The Block Manufacturer Members in good standing, either voting separately or as a group shall have the right to elect five (5) members to the Board of Trustees (the "Block Manufacturer Board Members"), which Board members shall serve a three-year term. Upon election, such Block Manufacturer Board Members shall commence serving as Trustees on January 1<sup>st</sup> of the year after their election.
3. Associate Members. Associate Members shall have all rights and voting privileges as established by their respective Local Chapters under which they have membership but will not have the right, as a category, to elect individuals to the Board of Trustees of the Corporation.
4. Emeritus Members. Emeritus Members shall have voting privileges as established by their respective Local Chapters under which they have membership but will not have the right, as a category, to elect individuals to or serve on the State Board of Trustees of the Corporation and shall not be required to pay any dues or assessments.
5. "Member in Good Standing". Member in good standing is the status assigned to a member of the association when he or she has remained current on organization dues and payments. (See also Section 5. Suspension of voting privileges.)

## SECTION 4. ELECTION PROCEDURES.

1. Local Chapter Board Members. Each Local Chapter following its own procedures shall elect its representative to the Board of Trustees every other year, such that the Local Chapter Board Members

shall serve two-year terms as provided in this Article II, Section 3(a). Chapter elections would be scheduled as follows:

- a. Even Year Chapters: TB – MCAF Tampa Bay Region Chapter; TC – Treasure Coast Chapter; CF – Central Chapter & NW – Panhandle Chapter
- b. Odd Year Chapters: NE – Jacksonville Chapter; SE – W. Palm Beach/Miami Chapter; SW – Naples Chapter

This election shall take place no later than November 15<sup>th</sup> and the Local Chapter shall advise the Corporation of the name of such person no later than December 15<sup>th</sup>.

2. Block Manufacturer Board Members. Nominations for the Block Manufacturer Board seats may be made by any Block Manufacturer Member in good standing. Prior to expiration of the then current term of the Block Manufacturer Board members, the Block Manufacturer Members shall meet and elect their designees to the Board of Trustees. Each Block Manufacturer Member entitled to vote may vote affirmatively for as many nominees as he or she chooses; and the five (5) nominees receiving the highest number of votes shall be deemed elected as the Block Manufacturer Board Members.
3. Officers. Notwithstanding the foregoing provisions of this Section 4, any individual who is serving as the Chair/President, First Vice Chair or Second Vice Chair shall continue to serve as a Trustee and shall not be up for election pursuant to this Section 4(a) or (b) for the balance of his tenure as an officer under Article IV unless removed in accordance with Article IV, Section 4. That is, if the Second Vice Chair were otherwise up for re-election, he would retain his Board seat during his tenure as First Vice Chair, Chair/President and Immediate Past Chair.

#### SECTION 5. SUSPENSION OF VOTING PRIVILEGES.

In the event that any Members who are not in good standing with their respective Local Chapters (as determined by the Local Chapters) shall automatically be deemed not in good standing as Members of the Corporation. The Local Chapters shall periodically advise the Secretary of the Corporation of their members who are not in good standing and the Secretary shall maintain a written list thereof which is open for inspection by all Members. For purposes of being in good standing as a Member of the Corporation, all dues and other assessments shall be paid on a quarterly or annual basis. In the event that any Member is not in good standing, its voting privileges shall automatically be suspended. If such delinquent Member is not in good standing within three (3) months from such suspension, then the Corporation shall withdraw such person's Membership with the Corporation.

#### SECTION 6. TERMINATION OF MEMBERSHIP.

Membership shall terminate upon death or resignation of a Member or as provided in Section 5 above. Any Member may resign at any time by filing a written notice to such effect with the Secretary of the Corporation.

#### SECTION 7. PROPERTY RIGHTS.

No Member shall have any right, title, interest or privilege of, in or to any of the property or assets, including any earnings or investment income of the Corporation, nor shall any of such assets or property be distributed to any member on the dissolution or winding up thereof.



## SECTION 8. LIABILITY OF MEMBERS.

No Member of the Corporation shall be personally liable for any of its debts, liabilities or obligations. The corporation shall maintain Directors & Officers Insurance.

## SECTION 9. ANNUAL MEETINGS.

The annual meeting of the Members of the Corporation (the "Annual Meeting") for such business as may properly come before the meeting shall be held simultaneously with the State Convention, at such time and place fixed, from time to time, by or on behalf of the Board of Trustees. The Annual Meeting agenda shall include:

1. Recognition of the Board of Trustees;
2. Recognition of the immediate Past Chair; and
3. Recognition of the new Chair/President, First Vice Chair and Second Vice Chair and officers.

Failure to hold an Annual Meeting does not cause a forfeiture or give cause for dissolution of the Corporation, nor does such failure affect otherwise valid corporate acts.

## SECTION 10. REGULAR MEETINGS.

Regular meetings of the Members of the Corporation shall be held at such time and place fixed, from time to time, by or on behalf of the Board of Trustees.

## SECTION 11. SPECIAL MEETINGS.

Special meetings of the Members may be called by the Chair/President, the Board of Trustees or by not less than ten percent (10%) of the voting Members of the Corporation in good standing. Special meetings of Members may be held at such time and date, and at such place, within the State of Florida, as shall be designated by the Board of Trustees and set forth in the notice of meeting provided pursuant to Section 12 of this Article II. A meeting properly requested by Members shall be called for a date not less than ten (10) nor more than sixty (60) days after the request is properly made. The call for the meeting shall be issued by the Secretary, unless the Board of Trustees, the Chair/President or the Members requesting the calling of the meeting, designate another person to do so. Only business within the purpose or purposes described in the notice provided pursuant to Section 12 of this Article may be conducted at a special meeting of members.

## SECTION 12. NOTICE.

A written or electronic notice of each special meeting of Members or any regular meeting shall be given to each Member entitled to vote at the meeting at the address as it appears on the membership records of the Corporation, by mail not less than five (5) days, or if by hand delivery or telecopy not less than three (3) days, before the date of the meeting, by or at the direction of the Chair/President, the Secretary or the officer or persons calling the meeting. Any notice to Members of any special or regular meeting shall state the date, time and place of the meeting and, in the case of a special Members' meeting, the purpose or purposes for which the meeting is called. If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the Member books of the Corporation, with postage

thereon prepaid. Notice may also be given by facsimile or email and shall be deemed delivered the date sent if a business day or, if not, on the next succeeding business day. If a Members' meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before an adjournment is taken.

#### SECTION 13. WAIVER OF NOTICE.

Members may waive notice of any meeting before or after the date and time specified in the notice of meeting. Any such waiver of notice must be in writing, be signed by the member entitled to the notice and be delivered to the Corporation for inclusion in the appropriate corporate records. Neither the business to be transacted at, nor the purpose of, any Members' meeting need be specified in any written waiver of notice. Attendance of a person at a Members' meeting shall constitute a waiver of notice of such meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

#### SECTION 14. RECORD DATE.

The record date for the purpose of determining Members entitled to notice of or to vote at a Members' meeting, to demand a special meeting, to act by written consent or to take any other action, shall be determined by the Board of Trustees.

#### SECTION 15. QUORUM.

A simple majority of the Members entitled to vote shall constitute a quorum for action on that matter at a meeting of members. If a quorum is not present at a meeting of members, the majority of the Members present, and who would be entitled to vote at a meeting if a quorum were present, may adjourn the meeting from time to time.

#### SECTION 16. VOTING.

If a quorum is present, the affirmative vote of a simple majority of the Members present at the meeting and entitled to vote on the subject matter shall be the act of the Members unless otherwise provided by law. Each voting member shall be entitled to one vote. However, the Chairman shall not vote on motions unless a tie occurs. The Chairman's vote is the tie breaker.

#### SECTION 17. MEMBER ACTION WITHOUT A MEETING.

Any action required or permitted to be taken at any Member's meeting may be taken without a meeting, without prior notice and without a vote if the action is taken by a simple majority of the Members. In order to be effective, the action must be evidenced by one or more written consents describing the action to be taken, dated and signed by approving majority of the Members of the Corporation, and delivered to the Secretary or other officer or agent of the Corporation having custody of the book in which proceedings of meetings of the Corporation are recorded. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Members who have not consented in writing or who are not entitled to vote on the action, which notice shall comply with the provisions of Florida law.

## SECTION 18. CONDUCT OF MEETINGS.

The Chair/President shall be the presiding officer at all meetings. All meetings shall be conducted under The ABA Modern Rules of Order. All Members, whether voting or nonvoting, may attend any meeting and shall be accorded the opportunity, within reasonable limits, to participate in discussion of all matters coming before the meeting.

## SECTION 19. EVIDENCE OF MEMBERSHIP.

A certificate of membership, signed by the Chair/President and with the seal of the Corporation affixed, may be issued to each Member. Said certificate, if any, shall be surrendered upon a Member no longer being a Member of the Corporation.

## SECTION 20. MEMBERSHIP COMMITTEES.

1. **General.** The Board of Trustees, by resolution, may designate from among the general membership one or more committees each of which must have at least two (2) Members. The Chair/President shall appoint all committee chairmen and members of the committee's subject to the approval of the Board of Trustees. Committee Chairs, as requested by the Board of Trustees, will attend meetings of the Board of Trustees in a nonvoting capacity if not Trustees. The Chair/President may also designate one or more Members as alternate members of any such committee, who may act in the place and stead of any absent member(s) at any such meeting of such committee. Each committee shall be available to provide written and oral reports to, and to respond fully to all inquiries from, the Board of Trustees as requested. The Board of Trustees shall review the actions, recommendations, proposals, and problems identified by each committee, shall monitor ongoing activities of the committees and to the extent deemed necessary, advisable or desirable shall institute parameters upon the advisory authority of the committees. All minutes of each of the committees and written consents to action by such committee shall be included in the minutes of the Corporation. A simple majority of the members present at a meeting of a committee shall be required to attain quorum, and a simple majority of the members at a meeting at which a quorum is present shall be required to pass a resolution of the committee. The Chair/President and the Executive Director of the Corporation (with the Executive Director on a nonvoting basis) shall be ex-officio members of all committees. Meetings of a committee shall be called by its chairman or by any two members thereof upon one (1) days notice by mail, telephone, email or facsimile. All committee meetings shall be open to all Members- The chairman of each committee shall submit their annual reports before the annual meeting of the Members and shall make a summary report of the committee's activities during the past year at such meeting or any other meeting of the membership, as requested. There shall be the following general membership committees, which shall not have the authority of the Board of Trustees, but which shall make recommendations to the Board of Trustees.
2. **Nominating/Governance Committee.** The Nominating/Governance Committee shall be comprised of such Members as are elected by the Board of Trustees annually and shall be responsible for proposing dues, assessments and other qualifications for Members and Local Chapters and for supervising elections. This Committee shall also be responsible for proposing changes to the Articles of Incorporation and these Bylaws.

3. **Apprenticeship Committee.** The Apprenticeship Committee shall be comprised of such Members as are elected by the Board of Trustees annually and shall be responsible for reviewing the apprenticeship and educational programs of the Corporation and for making recommendations with respect thereto to the Board of Trustees.
4. **ProMasonry Committee.** The ProMasonry Committee shall be comprised of such Members as are elected by the Board of Trustees and shall be responsible for reviewing the promotional efforts and educational marketing programs of the Corporation in terms of promoting the use of masonry products and for making recommendations with respect thereto to the Board of Trustees.
5. **Awards Committee.** The Awards Committee shall be comprised of such Members as are elected annually by the Board of Trustees and shall be responsible for nominating Members and organizations that support the purposes of the Corporation for awards at the Corporation's annual Masonry Excellence Awards Ceremony.
6. **Safety and Codes Committee.** The Safety and Code Committee shall be comprised of such Members as are elected annually by the Board of Trustees and shall be responsible for oversight of applicable codes, proposed changes to codes and for making recommendations to the Board of Trustees.

## ARTICLE III BOARD OF TRUSTEES

### SECTION 1. POWERS.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Trustees, which constitutes the board of directors of the Corporation. Board of Trustees members must be natural persons who are at least 21 years of age but need not be residents of Florida, and who have been Members for not less than three (3) consecutive years (other than the initial Block Manufacturer Board members) and currently are Members in good standing under Article II. No corporation, limited liability company, partnership (limited, general or limited liability) or other organization may have more than two (2) of its employees as members of the Board of Trustees at any one time.

### SECTION 2. COMPENSATION.

The Board of Trustees members shall serve in such capacity without compensation.

### SECTION 3. NUMBER, COMPOSITION AND TERMS OF BOARD OF TRUSTEES.

1. The Board of Trustees shall consist of the following:
2. Eight (8) Members elected by the Local Chapters as provided in Article II, Sections 3(a) and 4 hereof;
3. Five (5) Members elected by the Block Manufacturer Members as provided in Article II, Sections 3(b) and 4 hereof; and
4. Five (5) At-Large Members elected as provided in Section 4 below.
5. The Executive Director shall serve as an ex-officio, nonvoting member of the Board of Trustees.

### SECTION 4. ELECTION OF AT-LARGE MEMBERS.

1. The At-Large Members to the Board of Trustees shall be elected annually by the majority vote of the Board of Trustees.
2. The Board At-Large Members of the Board of Trustees shall be nominated and elected as follows:
  - a. Not later than immediately before each Annual Meeting, members of the Board of Trustees shall each have the right to nominate candidates for the At-Large positions by providing their name(s) and reasons for the nomination to the Secretary. to be eligible for nomination, such Member must be in good standing. The Secretary shall compile a written list of all of the nominees and their qualifications and provide the list to all members of the Board of Trustees and the nominees (the "At-Large Nomination Notices"), which notice shall request the nominees to indicate by circling "Yes" or "No" whether or not such Member is willing to serve, if elected, as an At-Large Member of the Board of Trustees. The At-Large Nomination Notice shall also designate the scheduled date for the election. Any nominee who completes the At-Large Nomination Notice in the affirmative and submits such notice to the Secretary by the deadline specified on the At-Large Nomination Notice shall be entitled to have his or her name listed on the ballot to be sent to the members of the Board of Trustees.
  - b. At the election meeting, each member of the Board of Trustees shall be required to vote for five (5) nominees, and the individuals receiving the highest number of votes will be elected as the new Board At-Large Members, provided that, in the event of a tie, a runoff shall be conducted between or among those members subject to the tie.

#### SECTION 5. VACANCIES.

Any vacancy in the At-Large Board members shall remain unfilled until the next Annual Meeting.

#### SECTION 6. REMOVAL OF BOARD OF TRUSTEES MEMBERS.

The Board of Trustees may remove one or more Board of Trustees members with or without cause by a simple majority vote of the entire Board. In the event that such Trustee is a Local Chapter Board member or Block Manufacturer Board member, then any replacement shall be elected by the Members who elected the removed Trustee in accordance with Article II, Sections 3 and 4, as the case may be. The Local Chapter Board members may be removed by the Local Chapter Members and replaced at any time effective upon written notice and compliance with Article II, Sections 3(a) and 4. The Block Manufacturer Board members may be removed by the Block Manufacturer Members and replaced at any time effective upon written notice and compliance with Article II, Sections 3(b) and 4 hereof.

#### SECTION 7. QUORUM AND VOTING.

A majority of the number of members of the Board of Trustees fixed by or in accordance with these Bylaws shall constitute a quorum for the transaction of business at any meeting of Board of Trustees members. If a quorum is present when a vote is taken, then the affirmative vote of a simple majority of the Board of Trustees members present shall be the act of the Board of Trustees.

Notwithstanding the foregoing, any amendments to the Articles of Incorporation or these Bylaws shall require an affirmative majority vote of the entire Board of Trustees.

#### SECTION 8. DEEMED ASSENT.

A Board of Trustees member who is present at a meeting of the Board of Trustees or a committee of the Board of Trustees when corporate action is taken is deemed to have assented to the action taken unless (i) the Board of Trustees member objects at the beginning of the meeting (or promptly upon his or her arrival) to the holding of the meeting or transacting specified business at the meeting, or (ii) the Board of Trustees member votes against or abstains from the action taken.

## SECTION 9. COMMITTEES.

1. **General.** The Board of Trustees, by resolution, may designate from among its members an executive committee and one or more other committees each of which must have at least two members. Except when the power to act is specifically granted to a committee by resolution of the Board of Trustees, the actions of any committee (with the exception of the Executive Committee) shall be subject to review and approval by the Board of Trustees at its next regular meeting. Each committee shall ensure that written minutes are kept and shall maintain such minutes of all committee meetings and provide such records to the Board of Trustees, and be available to provide written and oral reports to, and to respond fully to all inquiries from, the Board of Trustees as requested. The Board of Trustees shall review the actions, recommendations, proposals, and problems identified by each committee, shall monitor ongoing activities of the committees and to the extent deemed necessary, advisable or desirable shall institute parameters upon the authority of the committees. All minutes of each of the committees and written consents to action by such committee shall be included in the minutes of the Corporation. A majority of the members present at a meeting of a committee shall be required to attain quorum, and a majority of the members at a meeting at which a quorum is present shall be required to pass a resolution of the committee. The Chair/President and the Executive Director (with the Executive Director on a nonvoting basis) shall be ex-officio members of all committees. Meetings of a committee shall be called by its chairman or by any two (2) members thereof upon two (2) days notice by mail, telephone or facsimile. All committee members who are members of the Board of Trustees, shall be entitled to vote on matters before the committee. All committee meetings shall be open to all members. At the annual or any other meeting of the membership, the chairman of each committee may make a summary report of the committee's activities during the past year. Each committee chairman shall file with the Chair/President a written report of such activities before the Annual Meeting.
2. **Executive Committee.** There is hereby constituted an Executive Committee of the Board of Trustees, which shall be comprised of the individuals holding the offices of Chair/President, Immediate Past Chair, First Vice Chair, Second Vice Chair, Secretary, Treasurer and ProMasonry Chairperson. Additional members can be added, with committee approval, to the Executive committee as needed. In the event of an emergency such that a quorum of the members of the Board of Trustees cannot be readily assembled because of some catastrophic event, act of war, insurrection, natural disaster or other force majeure event (singularly or collectively, the "Force Majeure Event"), the Executive Committee shall have and may exercise all powers and authority of the Board of Trustees during the continuance of such Force Majeure Event, except as otherwise prohibited by law. Any action taken by the Executive Committee in good faith during the pendency of a Force Majeure Event may not be used to impose liability on any officer, member of the Board of Trustees, member, employee or agent acting in reliance on such directives of the Executive Committee.

## SECTION 10. MEETINGS.

Regular and special meetings of the Board of Trustees shall be held at the principal place of business of the Corporation or at any other place, within or without the State of Florida, designated by the person or persons entitled to give notice of or otherwise call the meeting. Special meetings of the Board of Trustees may be called by the Chair/President or any three (3) members thereof. A majority of the Board of Trustees members present,

whether or not a quorum exists, may adjourn any meeting of the Board of Trustees to another time and place. Notice of an adjourned meeting shall be given to the

Board of Trustees members who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the Board of Trustees members who were present. Members of the Board of Trustees (and any committee of the Board of Trustees) may participate in a meeting of the Board of Trustees (or any committee of the Board of Trustees) by means of a telephone conference or similar communications equipment through which all persons participating may simultaneously hear each other during the meeting; participation by these means constitutes presence in person at the meeting.

#### SECTION 11. NOTICE OF MEETINGS.

Regular meetings of the Board of Trustees may be held without notice of the date, time, place or purpose of the meeting, so long as the date, time and place of such meetings are fixed generally by the Board of Trustees. Special meetings of the Board of Trustees must be preceded by at least two (2) days written notice of the date, time and place of the meeting. The notice need not describe either the business to be transacted at or the purpose of the special meeting. Notwithstanding the foregoing, before any vote may be taken at any regular or special meeting of the Board of Trustees to amend the Articles of Incorporation or these Bylaws of the Corporation, a minimum of ten (10) days written notice that proposed amendments to these Bylaws or Articles of Incorporation are intended to be presented at the meeting shall have been given to the members of the Board of Trustees, together with a written statement of the proposed amendments.

#### SECTION 12. WAIVER OF NOTICE.

Notice of a meeting of the Board of Trustees need not be given to any member of the Board of Trustees who signs a waiver of notice either before or after the meeting. Attendance of a member of the Board of Trustees at a meeting shall constitute a waiver of notice of that meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except when a member of the Board of Trustees states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The waiver of notice need not describe either the business to be transacted at or the purpose of the special meeting.

#### SECTION 13. BOARD OF TRUSTEES ACTION WITHOUT A MEETING.

Any action required or permitted to be taken at a meeting of the Board of Trustees (or a committee of the Board of Trustees) may be taken without a meeting if the action is taken by the written consent of all members of the Board of Trustees (or of the committee of the Board of Trustees). The action must be evidenced by one or more written consents describing the action to be taken and signed by each member (or committee member), which consent(s) shall be filed in the minutes of the proceedings of the Board of Trustees. The action taken shall be deemed effective when the last member signs the consent, unless the consent specifies otherwise.

#### SECTION 14. CONDUCT OF MEETINGS.

The Chair/President shall be the presiding officer at all meetings. All meetings shall be conducted in accordance with The ABA Modern Rules of Order.

#### SECTION 15. TERM OF OFFICE.

Each member of the Board of Trustees shall serve until his or her successor is duly elected.

## SECTION 16. RESIGNATION.

Any member of the Board of Trustees may resign by filing written notice thereof with the Secretary.

## ARTICLE IV OFFICERS

### SECTION 1. OFFICERS.

The Corporation shall have a Immediate Past Chair, Chair/President, First Vice Chair, Second Vice Chair, Secretary and Treasurer, each of whom shall be appointed and/or elected as provided in this Article IV. No individual shall hold more than one office at the same time. Officers shall hold office for a two-year period. The installation of officers shall take place at the members Annual Meeting at which the Second Vice Chair and members of the Board of Trustees are elected.

**SECTION 2. DUTIES.** The officers of the Corporation shall have the following duties:

1. The **Immediate Past Chair** shall perform such duties as are reasonably assigned to him by the Chair/President.
2. The **Chair/President** shall perform all duties commonly incident to the office of the Chairman of the Board and president, shall preside at all meetings of the Board of Trustees and members and shall perform such other duties as the Board of Trustees shall from time to time designate. The Chair/President shall also act on behalf of the Corporation to the extent permitted by applicable law, except when specifically limited in his/her powers by the Board of Trustees. The Chair/President shall execute all instruments for the purchase, sale or encumbrance of real property and all other contracts of the Corporation. The Chair/President may also designate another officer to sign any contract.
3. The **First Vice Chair** shall automatically become Chair/President and shall assume office upon the Annual Meeting. If the Chair/President is absent or is unable to act because of illness or other cause, the First Vice Chair shall act in the stead of the Chair/President and shall have all powers and duties of the Chair/President. Such inability to act shall be determined by the Board of Trustees. The First Vice Chair shall have such additional powers and duties as are delegated or assigned by the Chair/President.
4. The **Second Vice Chair** shall have such powers and duties as are delegated or assigned by the Chair/President.
5. The **Secretary** shall have custody of and shall maintain all of the corporate records (except the financial records), shall record the minutes of all meetings of the Members and the Board of Trustees, shall authenticate records of the Corporation, shall send all notices of meetings and shall perform such other duties as are reasonably prescribed by the Board of Trustees or the Chair/President.
6. The **Treasurer** shall have custody of all corporate funds, securities and financial records, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Trustees. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such



disbursements, and shall render an account of all his or her transactions as treasurer and of the financial condition of the Corporation at regular meetings of the Board of Trustees or when the Board of Trustees so requests. The Treasurer shall also perform such other duties as are prescribed by the Board of Trustees or the Chair/President.

7. The **ProMasonry Chairperson**, shall be responsible for the direction of the masonry promotional and education efforts of the association. The ProMasonry chairperson shall have such powers and duties as are delegated or assigned by the Board of Directors.

### SECTION 3. RESIGNATION OF OFFICER.

An officer may resign at any time by delivering written notice to the Corporation. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Corporation accepts the future effective date, the pending vacancy may be filled before the effective date pursuant to this Article IV, Section 6, provided the successor officer does not take office until the future effective date.

### SECTION 4. REMOVAL OF OFFICER.

The Board of Trustees may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may be removed by the appointing officer.

### SECTION 5. ELECTION.

1. **Immediate Past Chair**. Upon conclusion of his term in office, the Chair/President shall automatically become the Immediate Past Chair at the Annual Meeting.
2. **Chair/President**. Upon conclusion of his term in office, the First Vice Chair shall automatically become the Chair/President at the Annual Meeting.
3. **First Vice Chair**. Upon conclusion of his term in office, the Second Vice Chair shall automatically become the First Vice Chair at the Annual Meeting.
4. **Second Vice Chair**. The members of the Board of Trustees shall, prior to each Annual Meeting, nominate at least two (2) individuals from the general Membership for the position of Second Vice Chair. All such nominees shall be placed on a ballot, and the individual receiving the highest number of votes shall be the Second Vice Chair, serving until the next Annual Meeting, provided that, if the person receiving the highest number of votes does not receive a majority of the votes cast, then there shall be a run off of the two individuals receiving the highest number of votes (or, if there is a tie for the first or second position, all nominees so tied shall be placed on the run off ballot) until one individual has received a majority of the votes cast.
5. **Secretary**. Promptly following each Annual Meeting, the Board of Trustees shall elect the Secretary, who shall serve a one-year term until his or her successor is duly elected.
6. **Treasurer**. Promptly following each Annual Meeting, the Board of Trustees shall elect the Treasurer, who shall serve a one-year term. The Treasurer shall make a full report of the financial condition of the Corporation to the general membership within three (3) months after the end of each fiscal year.

## SECTION 6. VACANCIES.

1. If a vacancy in an office occurs (other than a vacancy in the position of Immediate Past Chair), then such position shall be filled by the individual holding the position immediately below such vacancy position under this Article IV, Section 5, clauses (b) through (d), with the position of Second Vice Chair remaining vacant until the next Annual Meeting. For example, if the First Vice Chair were to resign, the position of Chair/President would remain unchanged; the position of First Vice Chair would be filled by the individual holding the position of Second Vice Chair and the position of Second Vice Chair would remain unfilled. If the position of Immediate Past Chair becomes vacant, then the Board of Trustees may elect another past Chair to serve out the remaining term.
2. If a vacancy occurs due to the fact that an officer is not in good standing with its Local Chapter, then the procedures set forth in this Section 6(1) shall be followed.

## ARTICLE V MANAGEMENT AND STAFF MEMBERS

### SECTION 1. EXECUTIVE DIRECTOR.

The Corporation shall employ an Executive Director who may, but need not be, a Member of the Corporation. The Executive Director shall be selected and removed by the Board of Trustees. The Executive Director shall be subject to the supervision of the Board of Trustees and Chair/President and shall attend all Board of Trustees and general membership meetings to report on the business and operations of the Corporation and otherwise to answer questions relating thereto.

### SECTION 2. OTHER MANAGEMENT AND STAFF MEMBERS.

The Corporation may employ such other management and staff members as determined by the Board of Trustees who shall be selected, supervised and removed by the Executive Director unless otherwise designated by the Board of Trustees.

## ARTICLE VI MEMBER CERTIFICATES

### SECTION 1. ISSUANCE.

Certificates representing membership in the Corporation may be issued.

### SECTION 2. FORM.

In the event membership certificates are issued, such certificates shall be signed by the Chair/President, any Vice Chair and the Secretary or Assistant Secretary of the Corporation, and may be sealed with the seal of this Corporation or a facsimile thereof.

## ARTICLE VII CORPORATE RECORDS AND MEMBER INSPECTION RIGHTS

### SECTION 1. CORPORATE RECORDS.

1. The Corporation shall keep as permanent records written minutes of all meetings of its Members, Board of Trustees and committees having any authority of the Board of Trustees, written consents of all actions taken by the members or Board of Trustees without a meeting, and written minutes of all actions taken by a committee of the Board of Trustees in place of the Board of Trustees on behalf of the Corporation.

2. The Corporation shall maintain at its registered office in this state a copy of the articles of incorporation and its Bylaws, as amended, accurate accounting records and a list of the names and addresses of all members in alphabetical order.

#### SECTION 2. INSPECTION RIGHTS.

The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time and may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

#### SECTION 3. CORPORATE INFORMATION AVAILABLE TO THE PUBLIC.

The Corporation shall maintain a registered agent and registered office in accordance with Florida law, and current information regarding the Corporation shall be readily available to the public. At a minimum, such information must include the text of the charter or articles of incorporation and all amendments thereto, the name of the Corporation, the date of incorporation, the street address of the principal office of the Corporation, the Corporation's federal employer identification number, the name and business street address of each member of the Board of Trustees, the name of its registered agent, and the street address of its registered office and such other information required by law.

### ARTICLE VIII INDEMNIFICATION

#### SECTION 1. RIGHT TO INDEMNIFICATION.

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (1) who is or was a member of the Board of Trustees or officer, (2) who is or was a member or an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (3) who is or was serving at the request of the Corporation as its representative in the position of Trustee, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or her or incurred by him or her in his or her capacity as such member of the Board of Trustees, Trustee, officer, trustee, member, partner, agent, employee or representative, or arising out of his or her status as such member of the Board of Trustees, Trustee, officer, trustee, member, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.

#### SECTION 2. ADVANCES.

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of members of the Board of Trustees and officers of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the

person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Trustees or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

### SECTION 3. SAVINGS CLAUSE.

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each member of the Board of Trustees of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

## ARTICLE IX MISCELLANEOUS

### SECTION 1. CORPORATE SEAL.

The corporate seal of the Corporation shall be circular in form and shall include the name of the Corporation, the year incorporated, and the words "Florida," "Corporate Seal" and "not-for-profit" embossed thereon.

### SECTION 2. FISCAL YEAR.

The fiscal year of the Corporation shall end on December 31<sup>st</sup> of each calendar year, unless otherwise fixed by resolution of the Board of Trustees.

### SECTION 3. CHECKS.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation and shall be authorized by the Chairman and Treasurer for checks over \$5,000 and in accordance with procedures approved by the Board of Trustees. The list of signatories shall consist of the Chair/President, Treasurer, and such other officers or employees of the Corporation as shall be determined from time-to-time by resolution of the Board of Trustees. All checks greater than \$25,000.00 require that one of the signers to be the Chair/President or Treasurer. Chairman up to \$5,000.00 over \$5,000.00 up to \$25,000.00 requires approval of Board of Trustees. Over \$25,000.00 requires full vote of the majority of Board of Trustees.

## ARTICLE X AMENDMENT

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the affirmative vote of a majority of the entire Board of Trustees.

**I HEREBY CERTIFY** that the foregoing Amended and Restated Bylaws were duly adopted by the membership of the Corporation.

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Secretary

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Date

