

NEW ENGLAND CONCRETE MASONRY ASSOCIATION

BYLAWS

Approved: December 13, 2016

ARTICLE I NAME AND SEAL

This corporation shall be known as New England Concrete Masonry Association. It may have a corporate seal bearing the name of the corporation and the year of its incorporation, which seal may be altered or changed at the pleasure of the members. The Corporation is also known as NECMA and the New England Concrete Manufacturers Association

ARTICLE II MEMBERSHIP

Producer Membership: Any persons, firms, partnership, association, or corporation engaged in the manufacture, of machine made, dry-cast concrete may become a regular Producer Member by majority vote of the Board of Directors.

Associate Membership: Any persons, firms, partnership, corporation, or association supplying products and services to the Hardscape and Concrete Masonry industry, and interested in its welfare may become an Associate Member by majority vote of the Board of Directors.

Contractor Membership: Any persons, firms, partnership, corporation, or association involved in the installation of Hardscape and Concrete Masonry Products, and others as determined by the Board of Directors, and interested in the Industries' welfare, may become a Contractor Member by majority vote of the Board of Directors.

Dealer Membership: Any persons, firms, partnership, corporation, or association engaged in purchase and resale of products manufactured by concrete products manufacturers including, but not limited to, CMUs, SRW blocks, and pavers, and interested in the Industries' welfare, may become a Dealer Member by majority vote of the Board of Directors.

Affiliate Membership: Any persons, firms, partnership, corporation, or association with an interest in the concrete masonry and hardscape industries yet do not qualify for any other existing membership category, including architects, engineers, consultants, building owners and developers, building officials, government officials, academia, and others as determined by the Board of Directors, and interested in the Industries' welfare, may become an Affiliate Member by majority vote of the Board of Directors.

Honorary Membership: Individuals who have served in a noteworthy role to the industry may be accorded an honorary membership by a majority vote of the Board of Directors.

Each Member shall be entitled to one vote only at the Annual or Special meeting of the corporation, and that vote shall be cast by the person designated by the Member for that purpose.

Each Producer Member shall be entitled to one Director Seat on the Board of Directors.

The Member classification of any membership applicant shall be at the sole discretion of the Board of Directors.

ARTICLE III **OFFICERS**

The officers of this corporation shall be a President, a Vice-President, a Secretary-Clerk, a Treasurer and a board of not less than three nor more than fifteen Directors who shall hold office for one year or until others are chosen and qualified in their stead, and such other officers and agents as the Members may from time to time in their discretion appoint. The officers shall be Members of the Board of Directors.

The Non-Producer Directors and other officers shall be chosen by ballot at the Annual Meeting of the Members or at any meeting held in lieu of such annual meeting.

ARTICLE IV **BOARD OF DIRECTOR**

The Board of Directors shall be the governing board of this corporation and shall perform such duties as are provided for by the laws of the State of New Hampshire or are authorized by vote of the members, or by these by-laws. The Board of Directors shall exercise general supervision of the property and affairs of the corporation.

Any meeting of the Board of Directors at which all of the Directors are present or of which the absent Directors shall waive notice shall be a legal meeting.

A majority of the Board of Directors shall constitute a quorum for the transaction of business. Any business may be transacted at any meeting of the Board of Directors although the character of such business is not specified in the call for such meeting.

ARTICLE V **PRESIDENT**

The President shall, when present, preside at all meetings of the Members. He shall perform such duties and sign such instruments as the Members or the Board of Directors shall authorize. He shall appoint all committees unless otherwise directed by the members.

He shall call meetings of the corporation when he deems it necessary or advisable or upon the written request of at least one-fifth of the Members.

ARTICLE VI **VICE PRESIDENT**

The Vice-President shall perform all such duties and sign such instruments as the members or the Board of Directors shall authorize.

In the absence or disability of the President he shall have all the powers and prerogatives of the President.

In the absence of the President and Vice-President at any meeting of the members, a Chairman Pro Tempore shall be chosen to preside.

ARTICLE VII
SECRETARY-CLERK

The Secretary-Clerk shall attend all meetings of the Board of Directors and of the Members and keep accurate records thereof and perform all other duties incident to this office.

In the absence of the Secretary-Clerk at any meeting, a Secretary-Clerk Pro Tempore shall be chosen. The Secretary-Clerk shall conduct all correspondence relating to the corporation, shall issue all notices of meetings and shall perform all other duties incident to this office.

ARTICLE VIII
TREASURER

The Treasurer shall receive and keep an account of all moneys of the corporation, endorse all commercial papers, and disburse the money in accordance with the directions of the members. He shall have custody of all money, books of account, securities, deeds, contracts, and other business corporation, except the records of the Secretary-Clerk.

Under the direction of the Members and/or the Board of Directors he shall sign, seal and deliver in the name of the corporation all deeds of real estate, such instruments of transfer as may be required for the transfer of securities, and other instruments conveying property, or other contracts, agreements obligations of the corporation.

Pursuant and subject to such votes as may be passed from time to time by the Board of Directors, he may borrow money for the legitimate purposes of the corporation and sign the note of the corporation therefor.

ARTICLE IX
COMMITTEES

There shall be four standing committees of the corporation:

- a) Program Committee to make all plans and arrangements for such advertising, exhibits and other promotional work as the Members may vote.
- b) Membership Committee is responsible for membership development, engagement and assessment of member satisfaction.
- c) Nominating Committee to prepare a slate of officers and directors for succeeding year.
- d) Dues and Bylaws Committee continuously reviews the Association's Bylaws, policies and procedures to ensure that they are designed to assist in operations and the attainment of NECMA goals.

ARTICLE X
MEETINGS

Meetings of the corporation may be held in any of the New England States or elsewhere.

The Annual Meeting of the corporation shall be held in the last quarter of each year in any of the New England States, the date and place to be selected by the President.

Special meetings may be called by the Secretary at the request of the President, the Board of Directors, or five (5) Members of this corporation.

Written notices of Annual or Special Meetings shall be mailed or emailed to the Members at least Thirty (30) days prior to the meeting.

ARTICLE XI **QUORUM**

A representation of one third (1/3) of the Members of this corporation shall constitute a quorum for the transaction of business at the Annual Meeting, or any Special Meeting.

ARTICLE XII **AMENDMENTS**

These by-laws may be amended, altered or repealed at any legal meeting of the Members by a two-third (2/3) vote of the Members present, provided notice of proposed amendments are given in the call for such meeting.

ARTICLE XIII **DUES**

The Board of Directors shall have the right and the obligation to establish and maintain a dues rate structure for each Member Classification. The appropriate dues amount set forth in this rate structure shall be charged against and payable by Members of this corporation.

ARTICLE XIV **ANNUAL FINANCIAL STATEMENTS**

The books and accounts of the corporation shall be compiled and presented at least annually by a certified public accountant and reviewed by the Board of Directors.

ARTICLE XV **STAFF**

The Board of Directors shall employ a salaried Executive Director who shall be responsible for the day-to-day operations and management of the corporation, in accordance with the policies of the Board. He shall have the title of Executive Director, or such other title as the Board from time to time shall deem desirable. He shall be responsible to the Secretary-Clerk for keeping minutes and records of the Corporation, and to the Treasurer for quarterly statements of financial condition.