

AMENDED AND RESTATED BYLAWS OF THE  
\_\_\_\_\_ COUNCIL OF EMPLOYERS OF  
BRICKLAYERS AND ALLIED CRAFTWORKERS

ARTICLE I. PRINCIPAL OFFICE AND REGISTERED AGENT

A. Principal Office. The principal office of the \_\_\_\_\_ Council of Employers of Bricklayers and Allied Craftworkers, a corporation incorporated under the laws of the State of \_\_\_\_\_ (hereinafter the “Council”), shall be in the City of \_\_\_\_\_, County of \_\_\_\_\_.

B. Other Offices. The Council may have such other office or offices, at such suitable place or places within or without the State of \_\_\_\_\_ as may be designated from time to time by the Board of Directors of the Council.

C. Registered Agent. The Council shall have and continuously maintain a [registered office/statutory agent] in the State of \_\_\_\_\_ (which may be identical with the principal office) and the Board of Directors of the Council shall appoint and continuously maintain in service a [registered agent/statutory agent] in the State of \_\_\_\_\_, who shall be an individual resident of the State of \_\_\_\_\_ or a corporation, whether for profit or not for profit.

ARTICLE II. PURPOSES

The objects and purposes for which the Council is organized and operated are to improve the organizational effectiveness of union contractors in the local masonry industry and the productivity, job security and quality of working life of their employees; to engage in collective bargaining and negotiation of labor agreements and improve and provide for stable labor relations in the unionized segment of the local masonry industry; when appropriate, assist in the settlement of jurisdictional disputes; assist in the development of fringe benefit, training, safety and industry service programs; help develop, sponsor and promote legislation which will be advantageous to the masonry industry; encourage and support the initiation, development and operation of similar employer associations of union masonry contractors; encourage and support research for and development of programs concerning industry standards and specifications, new technologies and improved production, occupational safety and health, and public education for the masonry industry; establish and appoint representatives to serve on the boards of trustees of any fringe benefit or industry-related funds, plans or programs established under Section 302(c) of the Labor-Management Relations Act of 1947, as amended), or the boards of directors or other representative bodies of organizations affiliated with the masonry industry as to which the Council is authorized or permitted to make such appointments; generally protect, promote and further the economic development, competitiveness and best interests of the local masonry industry; and engage in such other activities as may be necessary and proper to accomplish the foregoing objects and purposes, not without the scope of the subsequent paragraph hereof. To these ends, the corporation shall also become affiliated with the International Council of Bricklayers and Allied Craftworkers, Washington, D.C.

The Council is organized and operated exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986. No part of the net earnings of the Council shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). To further the Council objects and purposes, the Council shall have and shall exercise all the powers conferred by the provisions of the \_\_\_\_\_ Non-Profit Corporation Act not without the scope of Article Third of the Council Articles of Incorporation. Without limiting the generality of the foregoing, the Council shall have the power to sue and be sued, to own, to take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property, real, personal or mixed, wherever situated or however acquired, without limitation as to amount or value. The Council shall have authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens on the realty or personal property of the Council; to lease, build, or erect, remodel, repair, construct and/or reconstruct any and all buildings, houses, or other structures necessary, proper or incident to the carrying out of the objects and purposes stated herein. The Council shall have full powers of management, investment, reinvestment, and the collection of all rents, revenues, issues and profits arising therefrom.

### ARTICLE III. MEMBERSHIP

A. Classes. The Council shall have one class of members, namely, union contractors in the masonry and related fields which are parties to a collective bargaining agreement with the International Union of Bricklayers & Allied Craftworkers or a district council or local union affiliated therewith and who elect to become members of the Council pursuant to the terms and conditions of membership established by the Board of Directors.

B. Voting. All members all be permitted to vote on all matters other than the election of officers of the Council and the amendment of the articles of incorporation and/or the bylaws of the Council, which matters have been reserved to the Board of Directors under these Bylaws.

C. Regular Meetings. A regular meeting of the members shall be held at least once each year, at such time, day and place as shall be designated by a majority vote of the Board of Directors.

D. Special Meetings. A special meeting of the members of the Council may be called at the direction of the President of the Council or by a majority of the members, to be held at such time, day and place as shall be designated by the notice of the meeting.

E. Notice. Notice of the time, day and place of any meeting of the members shall be given at least ten days previous thereto by notice sent by mail, messenger, telegram or telephone to each member at the address as shown by the records of the Council. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by messenger or telegram, such notice shall be deemed to be delivered when the messenger or telegram is delivered to the

messenger service or telegraph company. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

F. Quorum. Fifty percent of the members shall constitute a quorum for the transaction of business at any meeting of the members, except if less than such number of voting members is present at such meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

G. Manner of Acting. The act of a majority of members present and voting at a meeting of the members shall be the act of the members. Each member shall have one vote. Meetings may be held by telephone conference or by any other means of communication by which all persons participating the meeting are able to hear one another. Voting by proxy shall be permitted.

H. Compensation. Members shall not receive compensation for their services as members.

#### ARTICLE IV. AFFILIATED ORGANIZATIONS AND DIVISIONS

The Board of Directors may provide for the affiliation with the Council of groups or associations of masonry industry suppliers, architectural firms, developers, and the like, on such basis as the Board of Directors may deem appropriate. The Board of Directors may provide for the establishment within the Council of one or more specialty divisions comprised of contractors who specialize in a particular area of the masonry industry, on such basis as the Board of Directors may deem appropriate.

#### ARTICLE V. BOARD OF DIRECTORS

A. General Authority. There shall be a Board of Directors of the Council which shall manage, supervise and control the business, property and affairs of the Council. The Board of Directors shall be vested with the powers possessed by the Council itself, including the powers to determine the policies of the Council and prosecute its purposes, to appoint and remunerate agents and employees, to establish the budget of the Council, to disburse the funds of the Council, and to adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or Bylaws of the Corporation (in their present form or as they may be amended) or to any applicable law. The Board of Directors shall elect one of its members to serve as Chairman of the Board of Directors, for such term as the Board may determine.

B. Membership. The initial Board of Directors of the Council shall be composed of the individuals named in the Articles of Incorporation of the Council and shall serve until the

first annual meeting or until the successors be elected and qualified. Thereafter, the Board of Directors of the Council shall be elected by the members and shall be composed of at least \_\_\_\_\_ individuals, each of whom shall be a member of the Council and shall not be associated with any single employer that utilizes non-union employees in the masonry industry. For these purposes, any two or more business entities performing or otherwise conducting or supervising the same or similar work, in the same or in different geographical areas, and having, directly or indirectly, substantial common ownership, common management, and/or common control, shall be deemed a single employer. Vacancies, as they occur on the Board of Directors by close of term, resignation, death, incapacity or the like of one or more of the members thereof , and additional positions on the Board of Directors, shall be filled by act of a majority of the members of the Board of Directors until the next annual election of directors by the members.

C. Term of Office. Each member of the Board of Directors of the Council shall serve for a term of three years. However, the terms of the directors of the Council shall be staggered, with the first term of approximately one-third of these individuals (to be chosen by lot) to be one year, and the first terms of another one-third of these individuals (also to be chosen by lot) to be two years. Each member of the Board of Directors of the Council shall be eligible to serve consecutive terms.

D. Resignation. Any director may resign at any time by giving written notice to the President of the Council. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Council. The successor to a resigning director shall be selected in accordance with paragraph B.

E. Removal. Any director may be removed from such office by a two-thirds vote of the directors at any regular or special meeting of the Board of Directors at which a quorum is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interest of the Council. Such removal may occur only if the director involved is first provided with (1) adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director; (2) an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days after the sending of such notice; and (3) a written explanation as to (if such is the case) why such director is being removed from such office. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interest of the Council.

F. Regular Meetings. A regular meeting of the Board of Directors of the Council shall be held each year, at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.

G. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President of the Council or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

H. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten days previous thereto by notice sent by mail, messenger, telegram or telephone to each director at his or her address as shown by the records of the Council. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by messenger or telegram, such notice shall be deemed to be delivered when the messenger or telegram is delivered to the messenger service or the telegraph company. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

I. Quorum. One-half of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if less than such number of directors is present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

J. Manner of Acting. The act of a majority of directors at a meeting of the Board of Directors shall be the act of the Board of Directors. Each director shall have one vote. Meetings may be held by telephone conference to the extent permitted by law. Voting by proxy shall not be permitted. In the absence of quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the Board of Directors.

K. Meetings Held Through Communications Equipment. Meetings of the Board of Directors, or any committee or subcommittee thereof, may be held through communications equipment if all persons participating can hear each other; and such participation shall constitute presence at such a meeting.

L. Action Without Meeting. Any action which may be taken at any meeting of the Board of Directors, or of any committee or subcommittee thereof, may be taken without such meeting by a writing or writings signed by all of the members of the Board or of such committee or subcommittee, as the case may be. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Council and inserted by the Secretary of the Council in the permanent records relating to meetings of the Board, committee or subcommittee, as the case may be.

M. Compensation. Directors shall not receive compensation for their services as members of the Board of Directors. However, the Board of Directors may authorize payment by the Council of the expenses of the directors for attendance at regular or special meetings of the Board.

## ARTICLE VI. OFFICERS

A. Officers. The officers of the Council shall consist of a President, a Vice-President, a Secretary and a Treasurer, and may include such other officers as may be deemed

necessary. One person may hold more than one office, other than the offices of President and Secretary.

B. Election of Officers. The officers of the Council shall be elected by the members of the Board of Directors of the Council. The officers of the Council may, but need not be, members of the Board at the time of their election. Such elections shall take place at the annual meeting of the Board of Directors.

C. Term of Office. The officers of the Council shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next appropriate annual meeting or until their respective successors shall be duly elected and shall become qualified.

D. Resignation. Any officer may resign at any time by giving written notice to the President of the Council. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

E. Removal. Any officer may be removed by the Board of Directors at any regular or special meeting of the Board at which a quorum is present, for engaging in conduct prejudicial to the best interests of the Council.

F. Vacancies. In the case of resignation of an officer of the Council, if for any other reason including ineligibility or removal, an officer is unable to complete his or her term, the Board of Directors shall elect a successor to complete the unexpired term.

G. President. The President of the Council shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation, including but not limited to being the chief executive officer of the Council, preparation of the agenda for the annual meeting and other regular meetings, and having general knowledge of and responsibility for supervision of the business of the Council. Notwithstanding the foregoing, the President of the Council shall have the following specific powers and duties:

1. He or she shall be a member of the Board of Directors.
2. He or she shall prepare the agenda for the meetings of the Board of Directors.
3. He or she shall annually appoint such standing or special committees, or subcommittees, as may be required by these Bylaws or as he or she may find necessary, and shall be an ex officio member with or without vote, as the appointment shall state, of all committees of the Council.
4. The President of the Council shall also perform such other duties as the Board of Directors may, from time to time, designate.

H. Vice President. The Vice-President, should such an office be designated, shall assist the President to the extent determined by the President and/or the Board of Directors, and, in the absence or incapacity of the President, shall succeed to the duties of the President.

I. Secretary. The Secretary of the Council shall have all powers and perform all duties commonly incident to and vested in the office of secretary of a corporation, including the following duties and responsibilities:

1. He or she shall attend all meetings of the Board of Directors, and of such committees or subcommittees as may be appointed, and be responsible for keeping, preserving in the books of the Council, and distributing true minutes of the proceedings of all such meetings.
2. He or she shall ensure that all notices are given in accordance with these Bylaws.
3. He or she shall perform such other duties as the President of the Council may, from time to time, designate.
4. He or she may appoint an Assistant Secretary to perform such duties as he or she may, from time to time, delegate.

J. Treasurer. The Treasurer of the Council shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities:

1. He or she shall be responsible for developing and reviewing the fiscal policies of the Council.
2. He or she shall ensure that an account is maintained of all monies received and expended for the use of the Council.
3. He or she shall ensure that all monies of the Council are deposited in a bank or banks or trust company or trust companies approved by the Board of Directors, and that authorized disbursements are made therefrom.
4. He or she shall render a report of the finances of the Council at the annual meeting of the Council or whenever requested by the President showing all receipts and expenditures for the current year.
5. He or she shall also perform such other duties as the President of the Council may, from time to time, designate.
6. He or she may appoint an Assistant Treasurer to perform such duties as he or she may, from time to time, delegate.

K. Bonding. All officers of the Council may be furnished a fidelity bond in such sum as the Board of Directors may prescribe.

## ARTICLE VII. EXECUTIVE COMMITTEE

A. Membership. There shall be an Executive Committee of the Board of Directors consisting of the President, the Vice President, the Treasurer, the Secretary and any other officer position(s) which may then be filled. Officers shall be members of the Board of Directors and shall serve on the Executive Committee as long as they remain officers of the Council.

B. Powers. Between meetings of the Board of Directors, the Executive Committee shall possess and may exercise the powers conferred upon it by this Article and all the powers of the Board of Directors, except for the power to amend or repeal these Bylaws and to merge or dissolve the Council and except as otherwise provided by statute. However, the Board of Directors may by resolution give specific directions to the Executive Committee.

C. Rules of Procedure and Quorum. The Executive Committee may fix its own rules of procedure, but the presence of not less than one-half (but in no event less than two) of the members of the Executive Committee shall be necessary and sufficient to constitute a quorum for the transaction of business.

D. Interim Appointment of Directors. In the event of a vacancy in the Board of Directors during the interval between meetings of the Board, the Executive Committee shall be empowered to fill that vacancy, but any Director so chosen shall serve as such only until the next meeting of the Board of Directors. The Executive Committee shall also be empowered to enlarge the Board of Directors at which time the Board of Directors shall consider their election as Directors for a full three-year term or for such lesser term as will maintain as nearly as practicable the staggered terms of Directors provided under Article V.C. of these Bylaws.

## ARTICLE VIII. COMMITTEES

A. Nominating Committee. There shall be a Nominating Committee, the membership of which shall be appointed by the President of the Council from among the members of the Board of Directors of the Council. The Nominating Committee will be charged with recommending to the membership and the Board of Directors of the Council candidates for election to fill vacancies in the officer positions and on the Board of Directors of the Council. At any meeting of the Nominating Committee, a majority in number of the total number of members of the Nominating Committee shall constitute a quorum for the transaction of business.

B. Other Committees. The Board of Directors of the Council may create such other committees of the Council as it deems advisable and define the duties of such committees.

## ARTICLE IX. FISCAL YEAR

The fiscal year of the Council shall commence on January 1 and terminate on December 31, except that the first fiscal year of the Council shall commence on \_\_\_\_\_, 199\_\_.



## ARTICLE X. SEAL

The Board of Directors of the Council may provide a corporation seal which shall be in the form of a circle and shall have inscribed thereon the name of the Council and the words "Corporate Seal, State of \_\_\_\_\_."

## ARTICLE XI. INDEMNIFICATION

A. The Council shall indemnify each member of the Board of Directors as described in Article V hereof, and each of its officers, as described in Article VI hereof, for the defense of civil or criminal actions or proceedings as hereinafter proved and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

B. The Council shall indemnify each of its directors and officers, as aforesaid, from and against any and judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Council and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Council shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

C. Every reference herein to a member of the Board of Directors or officer of the Council shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Council might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

## ARTICLE XII. LIMITATION ON ACTIVITIES

The Council is not organized for profit within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986. Notwithstanding any other provision herein, the Council shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(6) of such Code.

The Council shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings of the Council shall inure to the benefit of or be distributable to its directors, officers or other private individuals, or other organizations organized and operating for profit, except that the Council is authorized and empowered to pay reasonable compensation for services rendered.

### ARTICLE XIII. DISSOLUTION

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Council, distribute all the assets of the Council to one or more of the following categories of recipients as the Board of Directors of the Council shall determine:

1. An organization or organizations which may have been created to succeed the Council, as long as such organization or each of such organizations shall then qualify as an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c) of such Code; or
2. An organization or organizations having similar aims and objects as the Council and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c) of such Code.

### ARTICLE XIII. AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

A. These Bylaws or the Articles of Incorporation may be amended by a majority vote at any meeting of the Board of Directors of the Council.

B. An amendment to be proposed at a meeting shall be mailed to each member of the Board of Directors at least thirty days prior to the date of the meeting, unless such notice is waived by each such member at said meeting. An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is enacted.

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