

# Bylaws

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Of the Alliance of Masonry Heater and Oven  
Professionals

**6/4/2008**

## **The Alliance of Masonry Heater and Oven Professionals Bylaws**

### **ARTICLE I**

#### **NAME, SEAL AND OFFICES**

Section 1. Name. The name of this corporation is the Alliance of Masonry Heater and Oven Professionals, hereinafter the “Alliance.”

Section 2. Seals, Trademarks and Other Indicia. The Alliance shall have a seal of such design as the Alliance may adopt. The Alliance shall have the sole right to control completely the use of the Seal, and such trademarks or other indicia as the Alliance may adopt, as it deems appropriate.

Section 3. Offices. The principal office of the corporation shall be at a location designated by the Board of Directors. The corporation may have such other offices as the Board of Directors may appoint from time to time.

### **ARTICLE II**

#### **AFFILIATED ASSOCIATIONS**

Section 1. Affiliated Association. Other associations maybe recognized as affiliated associations at such time as a majority of the Board of Directors of the Alliance shall determine. Upon deciding that it will recognize affiliated associations, the Board of Directors shall enact such guidelines as it deems necessary for recognizing, removing and otherwise governing its relationship with affiliated associations.

### **ARTICLE III**

#### **MEMBERSHIP**

Section 1. Categories. Membership categories shall include Voting Members, Associate Members (including Supplier, Affiliate and Honorary Members), and such other categories as the Alliance shall, from time to time, establish. An entity may join the Alliance in more than one membership category if it so qualifies. Each Voting Member and Associate Member shall appoint and certify to the Administrative Office of the Alliance a person to be its representative to act on behalf of and represent the Member in all affairs of the Alliance.

Each Voting Member and Associate Member may also appoint and certify to the Administrative Office of the Alliance an alternate representative who shall represent the Member in the event of absence or disability of the designated representative. Only owners, corporate officers, employees or family members of Voting Members or Associate Members may be designated as representatives or alternate representatives.

a. Voting Members. Any sole proprietorship, partnership, or corporation engaged in design, fabrication, construction, servicing, repairing, and/or installing masonry heaters shall be eligible for membership in the Voting Member category. An individual who has previously served as the designated representative of a Voting Member may, with the approval of the Board of Directors, retain eligibility in this category. Only this category of membership shall have voting rights in the Alliance except where provided in these bylaws.

b. Associate Members. Associate Members shall be entitled to all the privileges of this category of Alliance membership as may be determined by the Alliance, except that they shall have no vote in the deliberations of the Alliance unless otherwise provided herein. Each Associate Member shall be eligible to vote for the one Board of Directors position available to an Associate Member.

1) Supplier Members. Any sole proprietorship, partnership, or corporation which manufactures and/or supplies goods and/or services to the masonry heater industry shall be eligible for membership in the Supplier Member category.

2) Affiliate Members. Any individual or organization which is not engaged in, but has an interest in the masonry heater industry, shall be eligible for membership in the Affiliate Member category.

3) Honorary Members. Any person deemed to have rendered unusual and exceptionally worthwhile service to the industry or the Alliance may be elected, upon the majority vote of the Board of Directors, or the adoption of a resolution by the Voting Members of the Alliance, to Honorary Membership in the Alliance.

Section 2. Admission to Membership. Application for membership shall be made in writing on such forms as may be approved by the Board of Directors of the Alliance. All applications for membership may be subject to the approval of the Board of Directors.

Section 3. Member Responsibilities. A member shall agree to abide by the Articles of Incorporation, Bylaws, and Code of Ethics of the Alliance, and to pay such annual dues as are determined from time to time by the Board of Directors. After its first year of membership, each member may be required to submit, along with its annual dues, a renewal application for membership on such forms as may be approved by the Board of Directors. All renewal applications for membership may be subject to the approval of the Board of Directors.

Section 4. Resignation and Withdrawal. Any member may terminate its membership by giving notice, in writing, to the Administrative Office of the Alliance at any time. Any member who resigns or otherwise withdraws, voluntary or involuntarily, from the Alliance shall cease to have any interest in the funds, assets, or activities of the Alliance, and shall not be entitled to any refunds of any type or in any amount

Section 5. Automatic Termination of Membership. Members who fail to remit their dues within thirty (30) days from the date upon which they are payable shall be notified by the Administrative Office and, if payment is not made within the next succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the Alliance's membership. However, upon request of a member, and for good cause shown, the Board of Directors may further extend the time for payment of dues and continuation of membership privileges for a period not to exceed sixty (60) days.

## **ARTICLE IV**

### **MEETINGS OF THE MEMBERSHIP**

Section 1. Annual Meeting. There shall be an Annual Meeting of the membership, and such other special meetings of the membership as the members or Board of Directors may direct. The Annual Meeting shall be held at a place and time set by the Board of Directors.

Section 2. Notification. Members shall be officially notified in writing of meetings not less than ten (10) nor more than sixty (60) days in advance. In the event of special meetings, such notice shall include the purpose for which the meeting is being called.

Section 3. Quorum. A quorum shall be deemed present at the Annual Meeting or other special membership meetings if at least 20% (twenty percent) of the voting membership of the Alliance is present.

Section 4. Voting. All decisions of the membership shall be by majority vote, except as provided for by Robert's Rules of Order Newly Revised. All Voting Members shall be entitled to one vote. Only the Voting Member representative, or, if he/she is unavailable, the alternate representative, if designated by the procedures required under Article III, Section 1, shall be entitled to vote on behalf of the Voting Member.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

Section 1. Authority and Composition. The Board of Directors shall formulate the policies of the Alliance and shall in general oversee the affairs of the Alliance. The Board shall consist of nine (9) members. Eight (8) of these shall be voting members and one (1) shall be an associate member. The associate member who is a member of the board will have a vote in the deliberations of the board but will not be eligible to become an officer of the Alliance. In the event there are no Associate Members, the Board will be comprised only of Voting Members. Four (4) of the Directors shall also be officers. Not more than one representative of any company may serve on the Board of Directors at one time, regardless of the company's having membership in more than one membership category.

Section 2. Transitional Board of Directors.

When the Alliance is first established, the Board of Directors will be populated by the entire membership of the Alliance until membership exceeds nine (9) voting members. The provisions of this Article V, Section 2, will automatically be void upon registration of a tenth voting member to the Alliance.

Section 3. Election.

a. Election. Elections shall be held by ballot at the Annual Meeting. The Nominating Committee shall send a mailing containing the names of the nominees to the last recorded address of each Voting Member of the Alliance at least forty-five (45) days, but not more than sixty (60) days, before the Annual Meeting. Three (3) Directors shall be elected at the Annual Meeting, three (3) Directors shall be elected at the following Annual Meeting, and three (3) Directors shall be elected at the third Annual Meeting.

b. Voting. Each Voting Member of the Alliance will be allowed to cast one (1) vote for each of the Director positions nominated in a given year. In an election in which a representative of the Associate (Supplier) Member category is to be elected to a seat on the Board of Directors, that representative shall be elected only by the votes of the Associate (Supplier) Members on a ballot made specifically for that purpose. Candidates receiving a majority of the votes for each position shall be declared elected. Results of the election shall be announced immediately at the Annual Meeting of the membership.

c. Newly elected Directors shall take office at the first Board of Directors meeting held immediately after the Annual Meeting of the membership and shall serve a term of three years or until their successors are elected. The terms of officers are governed by Article VI, Section 2.

d. Directors may serve no more than three (3) consecutive full terms, but may be re-elected following the intervention of one (1) year.

Section 4. Compensation. Directors shall not receive any compensation for their service as directors , but the Board of Directors may, by resolution, authorize reimbursement of reasonable expenses incurred in the performance of their duties

. Section 5. Meetings. The President shall call meetings of the Board of Directors as needed, provided that the Board meets at least four (4) times per year. Meetings may be held by means of a telephone conference call or other communication by which all participants may immediately hear one another. The President shall be required to call a meeting of the Board of Directors within thirty (30) days if requested in writing by at least one-third of the members of the Board. Notice of meetings shall be provided to all members of the Board of Directors a minimum of ten (10) days prior to a regular meeting and five (5) days prior to a special meeting. Emergency meetings may be held on less than five (5) days notice, provided that the only items discussed are the matters for which the meeting was called and a quorum is present at such meeting.

Section 6. Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum. All decisions of the Board of Directors shall be by majority vote, except as provided by Robert's Rules of Order Newly Revised. All votes of the Board of Directors shall be by roll call and such votes shall be recorded in the Minutes.

Section 7. Chairperson. The President shall serve as Chairperson of the Board of Directors and shall preside at all meetings. In the absence of the President, the Vice President shall serve as Chairperson of the Board of Directors for such meeting. In the absence of the President and the Vice President, the Directors present at such meeting of the Board of Directors may appoint any member present to preside over said meeting by mutual consent.

Section 8. Attendance at Board Meetings. All members of the Board of Directors will be required to attend at least three (3) regularly scheduled Board of Directors meetings during each one-year period of their term. If this requirement is not met by any Director, the remaining members of the Board may, by majority vote, request the resignation of such non-complying Director. Directors shall agree to tender their resignation if requested pursuant to this Section.

Section 9. Vacancies. Any vacancy occurring on the Board of Directors, except a vacancy in one of the four (4) officer positions, may be filled via appointment by the President, subject to the approval of a majority of the remaining Directors of the Board. The temporary Director shall serve for a maximum term of one (1) year, until the conclusion of the next yearly election of Directors.

Section 10. Resignation. Any Director may resign at any time by giving written notice to the President. Such resignation shall be subject to acceptance by the Board of Directors.

Section 11. Removal. For conduct detrimental to the interest of the Alliance, any Director

may be removed from office by the affirmative vote of two-thirds of the Voting Members present at any regular meeting or special meeting called for that purpose, or at any validly convened meeting of the Board of Directors, by a vote of three-fourths of the elected Directors.

a. Removal may be initiated by any member of the Board of Directors upon presentation of a written statement bearing the name of the Director to be removed and a detailed list of charges justifying the Director's removal.

b. Removal may also be initiated by any Voting Member by presenting to the Board of Directors a petition signed by one-tenth of the Voting Members of the Alliance. Such petition shall bear the name of the Director to be removed and shall present a detailed list of the charges against the Director justifying removal, together with the name, address, and number of each Voting Member signing the petition.

c. The Board of Directors shall notify the Director proposed to be removed by registered mail of the charges against him or her at least thirty (30) days prior to the Board or membership meeting at which such removal shall be considered. The Director proposed to be removed shall be entitled to appear and be heard at such meeting.

## **ARTICLE VI**

### **OFFICERS**

Section 1. Number. The officers of the Alliance shall be President, Vice President, Secretary, and Treasurer.

Section 2. Election and Term. The Board of Directors shall elect the officers from among the members of the Board of Directors who have served as Directors for at least nine (9) months at the time of nomination. Such election shall be held annually at the Board of Directors meeting immediately preceding the Annual Meeting of the membership. At the Annual Meeting immediately following the Board of Directors meeting, the newly elected officers shall take office. Each officer shall hold office for one (1) year or until his or her successor is elected. No officer may serve more than three (3) consecutive full or partial terms in the same office, but may be re-elected to that office following the intervention of one (1) year.

Section 3. Vacancies. If the office of President is vacated, it shall be filled, for the remainder of the term, by the vice-president. Vacancies in any other officer position shall be filled, for the remainder of the term, by a member of the Board of Directors elected by a majority of the Board of Directors.

Section 4. Compensation. The President, Vice President, Secretary, and Treasurer shall not receive any compensation for their service as officers, but the Board of Directors may, by resolution, authorize reimbursement of reasonable expenses incurred in the performance of their duties.

## **ARTICLE VII**

### **DUTIES OF OFFICERS**

Section 1. President. The President of the Alliance shall preside at all meetings of the membership, the Board of Directors, and the Executive Committee, and shall be a member ex-officio, without the right to vote, of all committees except the Nominating Committee. The President shall perform such other duties as are necessarily incident to the office of president and as may be prescribed by the Board of Directors.

Section 2. Vice President. The Vice President shall assume the duties of the President in the event of the President's temporary disability or absence from meetings, and shall succeed to the presidency if that office shall become vacant prior to the expiration of the President's term of office. The Vice President shall have such other duties as the President or Board of Directors may assign.

Section 3. Secretary. The Secretary shall be responsible for the preparation and serving of all notices of meetings of the Alliance, the keeping of a record of all proceedings, and the attesting and affixing of the Alliance's seal to all documents requiring the same. The Secretary shall be responsible for the preparation of meeting notices and minutes of all meetings. The Secretary shall be responsible for the performance of such other duties as are usual for such official or as may be duly assigned. The Secretary may delegate responsibility for his or her duties in a reasonable manner.

Section 4. Treasurer. The Treasurer shall be responsible for the preparation of the Alliance's annual budget and annual financial report(s). The Treasurer shall ensure that the annual financial report(s) of the Alliance are properly prepared, as specified by the Board of Directors, and signed by a Certified Public Accountant. The annual financial report(s) and the annual budget shall thereafter be considered and approved by the Board of Directors. The annual report for each fiscal year, after being approved by the Board of Directors, shall be published in the Alliance's official publication in a timely fashion and presented for approval by the membership at the annual meeting. The Treasurer shall be responsible for ensuring that an account is kept of all moneys received and expended for the use of the Alliance. Any funds collected or disbursed by the Alliance shall be deposited in appropriate accounts administered through the Alliance's Administrative Office. The Treasurer may delegate responsibility for his or her duties in a reasonable manner.

## ARTICLE VIII

### STAFF

Section 1. Executive Director. The Alliance may employ a management firm or Executive Director who shall serve at the pleasure of the Board of Directors. Such Executive Director shall manage and direct all operations, programs, activities, and affairs of the Alliance, functioning within the framework of policy aims and programs as determined by the Board of Directors. The management firm or Executive Director shall be responsible for the employment compensation and termination of employment of members of the Alliance's staff and supporting personnel. The Executive Director shall have such other duties as may be prescribed by the Board.

## ARTICLE IX

### COMMITTEES

Section 1. Committees. There shall be seven (7) Standing Committees. The Standing Committees shall be the Executive, Nominating, Budget and Finance, Education, Marketing and Advertising, Ethics and Bylaws. The Members may also create such additional committees as may be deemed appropriate to carry on the work of the Alliance. Such committees may include Voting Members and Associate Members who shall be elected to those committees by the Voting Members. The following provisions shall apply to the Standing committees with the exception of the executive committee

a. Chairpersons. The President shall, subject to the approval of the Members, appoint the chairpersons of all committees except the nominating committee, except as provided otherwise herein.

b. Vice Chairpersons. Upon receiving a notice of appointment to chair a committee, each chairperson shall designate a vice chairperson from among the committee members. In the absence of the chairperson, all of his or her duties shall devolve upon the vice chairperson.

c. Committee Members. Committee Chairpersons shall select the members of their committee, except as otherwise provided herein.

d. Eligibility. Except where otherwise provided, any Voting Member or Associate Member of the Alliance may be a committee chairperson, vice chairperson, or a member of one or more committees. All committee members shall have full rights to vote at meetings of the committee of which they are a member.

e. Meetings. All committees shall meet at the call of the chair of the committee except as provided otherwise in these bylaws.

f. Compensation. Members of committees shall not receive any compensation for their service as committee members, but the Board of Directors may by resolution authorize reimbursement of reasonable expenses incurred in the performance of committee members' duties.

Section 2. The Executive Committee. The President, Vice President, Secretary, and Treasurer of the Alliance shall constitute the Executive Committee. The Executive Committee shall exercise the full powers of the Board of Directors between meetings of the Board of Directors, unless specifically limited by these Bylaws.

a. Meetings. Meetings of the Executive Committee shall be called by the President or by a majority of the members of the Executive Committee.

b. Quorum and Voting. A quorum consisting of three of the four members of the Executive Committee must be present to transact any business. A vote of three of the members of the Executive Committee shall govern in all matters, except as otherwise provided in these Bylaws.

Section 3. Nominating Committee. A Nominating Committee, consisting of a minimum of five (5) Voting Members, none of whom shall be Directors of the Alliance, shall be elected by the Voting and Associate Members at the Annual Meeting to select nominees for seats on the Board of Directors.

a. Chairperson. One of the members of the Nominating Committee shall be elected Chairperson by the members of the Nominating Committee.

b. Nomination. The Nominating Committee shall nominate, whenever possible, two or more candidates for each seat vacant or soon to be vacant. All candidates must be the designated representative of a Voting Member or Associate Member of the Alliance, and that candidate must have been a member company's designated representative to the Alliance for at least one year at the time of nomination. The Nominating Committee shall submit the names of their nominees to the Secretary of the Alliance not later than ninety (90) days before the Annual Meeting.

Section 4. Budget and Finance Committee. The Budget and Finance Committee shall be responsible for reviewing the annual operating budget and periodic financial reports of the Alliance, and shall present its recommendations to the Executive Committee and to the Board of Directors. The Budget and Finance Committee shall recommend policies

concerning management of the financial resources of the Alliance, systems for internal financial control, establishment of membership dues, allocation of funds, and the general dues structure, including those revisions to the structure deemed necessary to provide the required revenues.

a. Chairperson. The Treasurer of the Alliance shall serve as Chairperson of the Budget and Finance Committee.

Section 5. Education Committee. The Education Committee shall be at least three (3) members. The Education Committee shall be responsible for overseeing the current certification process including testing and portfolio examination. In addition, the Education Committee shall review certification processes and recommend additional refinements and improvements to the certification requirements of the Alliance. Finally, the Education Committee may establish an Education Subcommittee with the purpose of establishing education policies for properly training members in preparation for future certification levels as established by the Education Committee.

Section 6. Marketing and Advertising Committee. The Marketing and Advertising Committee shall be responsible for reviewing advertising and marketing efforts of the Alliance and recommending additional marketing programs, mailings, or newsletters.

Section 7. Ethics Committee. The Ethics Committee shall be at least five (5) members. The Ethics Committee shall review, update, and improve the Code of Ethics of the Alliance from time to time and shall review Ethics Violation Complaint Forms that may be received by the Alliance. The Ethics Committee shall be responsible for deciding what disciplinary action, if any, is to be taken in the event it is found that a member has violated the Code of Ethics.

Section 8. Bylaws Committee. The Bylaws Committee shall be responsible for reviewing the Alliance's Bylaws and making recommendations, from time to time, to the Members for such amendments as the Committee may conclude are in the best interest of the Alliance. When requested by the Alliance's President, this Committee shall also be responsible for rendering interpretations of the provisions of the Bylaws.

## **ARTICLE X**

### **FISCAL YEAR**

The fiscal year of the Alliance shall be as determined by the Board of Directors.

## **ARTICLE XI**

### **AMENDMENTS**

Section 1. Bylaws. These Bylaws may be amended at any Annual Meeting by a two-thirds majority of those voting provided notice of proposed changes has been provided at least 30 days prior to the Annual Meeting. Notice must include explanation of the exact amendments to be considered. Notice may be given by email or regular mail or both as needed to inform all voting members.

Section 2. Articles of Incorporation. The Alliance shall have the power to amend its Articles of Incorporation; provided, however, that the Board of Directors shall first adopt a resolution setting forth the proposed amendments(s), and directing that it be submitted to a vote at an annual or special meeting of Voting Members.

a. Written notice setting forth the proposed amendment(s) or a summary of the change(s) shall be given to each Voting Member not less than ten (10) days, nor more than fifty (50) days prior to the date of the Annual or special membership meeting at which the proposed amendments(s) is to be considered.

b. The proposed amendment(s) shall be adopted upon receiving the affirmative vote of at least two-thirds of the votes cast by Voting Members present at such meeting.

## **ARTICLE XII**

### **DISSOLUTION**

Section 1. Dissolution. The Alliance may, pursuant to a Board of Directors resolution, be dissolved by a two-thirds vote of the Voting Members present at an Annual or a special meeting of the Alliance. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Alliance, shall be given to each Voting Member not less than ten (10) nor more than fifty (50) days before the date of such meeting.

Section 2. Distribution of Assets. Upon adoption of such resolution by the Voting Members, the Alliance shall cease to conduct its affairs except insofar as may be necessary for the winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Alliance, and shall proceed to collect its assets and apply and distribute them as provided in the Alliance's Articles of Incorporation.

## **ARTICLE XIII**

### **PROCEDURAL MATTERS**

Section 1. Parliamentary Rules. The usual parliamentary rules, as set forth in Roberts Rules of Order Newly revised in its most recent edition, shall govern all deliberations and

meetings of the membership, Board of Directors, Officers and Committees of the Alliance, when not in conflict with these Bylaws.

Section 2. Notice. Unless otherwise indicated, notice under these Bylaws shall be by mail or email to the last recorded address or telephone number of the person or entity to receive notice.

Section 3. Voting. All matters voted upon at any meeting of the Alliance's membership, Board of Directors or Committees shall carry by a majority vote, except as otherwise provided in these Bylaws or Robert's Rules of Order Newly Revised.

a. Mail. The President, under the direction of three-quarters of the Board of Directors, shall submit any matter by letter ballot to the Voting Members and, in such case, the matter shall carry by a simple majority of those ballots received within thirty (30) days of mailing such letter ballot, except as otherwise provided in these Bylaws. Mail ballots shall be sent to the Secretary who shall count and record the results. Nothing herein shall prevent the solicitation of advisory opinions from Members.

b. Proxy . Proxy voting shall not be allowed at any Alliance meeting under any circumstance. Nothing in these Bylaws shall be interpreted as granting authority for a proxy vote.

## **ARTICLE XIV**

### **LIMITATION ON LIABILITY**

Nothing herein shall constitute members of the Alliance as partners for any purpose. No member, Director, officer, or employee of the Alliance shall be liable for the Alliance, nor shall any member, Director, officer, or employee be liable for his or her acts or failure to act under these Bylaws, except for any act or omission to act arising out of his or her willful malfeasance.

## **ARTICLE XV**

### **INDEMNIFICATION**

The Alliance shall provide for indemnification by the Alliance of any and all of its members, Directors, officers, agents or employees or former members, Directors, officers, or employees, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been members, Directors, officers, or employees of

the Alliance, except in relation to matters as to which such member, Director, officer, or employee or former member, Director, officer, agent or employee shall be adjudged in such action, suit or proceeding to be liable for willful malfeasance in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for willful malfeasance.