

MATERIALS & METHODS STANDARDS ASSOCIATION

TO PROMOTE, ENCOURAGE, AND ADVANCE
THE USES OF PRODUCTS OF THE CERAMIC TILE INDUSTRY

BYLAWS of

MATERIALS & METHODS STANDARDS ASSOCIATION
(Revised October 2019)

ARTICLE I
NAME & LOCATION

Section 1. NAME: - The name of this Association shall be the MATERIALS & METHODS STANDARDS ASSOCIATION.

Section 2. LOCATION: - The principal office and place of business of the Association shall be as designated by the Board of Directors.

Section 3. ASSOCIATION LOGO: - All members in good standing may display the logo of the Association on their stationery, product containers, buildings, signs, equipment and elsewhere which shall be as follows:

Section 4. ASSOCIATION SEAL: - The great seal of the Association, which shall be applied to all official documents issued by the Association, shall be as imprinted here:

ARTICLE II
PURPOSE AND OBJECT

The Association is voluntary, has no capital stock, and shall not operate for profit. Its purpose and object is to establish standards of quality and performance of materials, and methods for their installation and use, by the Ceramic Tile and Dimensional Stone Industries: The products of the Ceramic Tile Industry are defined as Ceramic Tile, Organic and Inorganic Mortars, Adhesives, Grouts, Sealants, and other related items as now or hereafter used in or by the Ceramic Tile, Glass Tile, Stone Tile, Mortar, Masonry, and Plastering industries. The Association will represent all of its members equally, seeking to better the professional installation of Ceramic Tile and Dimensional Stone.

ARTICLE III

MEMBERSHIP

Section 1. MEMBERSHIP CLASSIFICATION: - Membership in the Association shall be limited to individuals, firms and corporations engaged in the manufacture and sales of

the Ceramic Tile Industry and Allied Products. The membership shall be divided into two (2) classes, which shall be known as Regular and Associate Members.

Section 2. REGULAR MEMBERS: - Regular members shall consist of any individual, firm or corporation engaged in BOTH the manufacturing and sale of products of the industry and said membership shall have benefit of vote, may serve on committees or hold office in the Association.

Section 3. ASSOCIATE MEMBERS: - Associate Members shall consist of any individual, firm or corporation engaged in the sale of products and services to the industry. Associate Members shall have the privilege of the floor without vote and may not hold office or sit on the Board of Directors.

ARTICLE IV

MEMBERSHIP QUALIFICATION AND PROCEDURES—

Section 1. APPLICATION AND REINSTATEMENT: Application for all classes of membership and/or reinstatement shall be made in a manner prescribed by the Board of Directors. Admission and/or reinstatement to membership shall be by the majority vote of the Board of Directors.

Section 2. QUALIFICATION: - All applicants shall show a reasonable proof of good business reputation and financial responsibility.

Section 3. EXPULSION: - Any member may for cause be expelled by a two-thirds vote of the entire Board of Directors. Dismissal must be for good cause, such as, failure to comply with lawful membership rules. In addition, the member proposed to be dismissed must be given adequate notice and an opportunity to be heard and confront his or her accusers prior to the dismissal vote.

Section 4. TERMINATION AND TRANSFER: - If a member becomes delinquent in payment of dues; liquidates, merges or ceases to be actively engaged in this business, the membership shall terminate. Membership shall not be transferable in any circumstances without the prior written consent of the Board of Directors.

Section 5. RESIGNATION: - Resignation from membership shall be presented in writing to the Board of Directors through the President; but shall not relieve any member from liability for any dues accrued and unpaid at the time such resignation is filed.

ARTICLE V

MANAGEMENT

Section 1. BOARD OF DIRECTORS: - The management and control of the Association and its affairs shall be vested in a Board of Directors composed of as many directors as there are regular members of the Association, and each regular member of the Association shall be entitled to one representative on the Board. Unless included as a member representative of the Board, a retiring president of the Association shall continue

to serve on the Board for the ensuing year in an advisory capacity and without voting rights.

Section 2. ELIGIBILITY: - No person shall be eligible as a director unless that person is an individual regular member or is an officer of or representative accredited by and actively connected with the business of a regular member and duly authorized to act for such regular member. If any director shall cease, during the term of his office, to be eligible as a member of the Board, as herein provided, he shall thereupon cease to be a director.

Section 3. POWERS AND DUTIES: - The Board of Directors shall have power to make rules and provision for the carrying on of the work and the activities of the Association not inconsistent with these Bylaws; to elect from the individuals who are directors, the officers of the Association to be elected from the Board of Directors and to fill vacancies which may occur in any office; to engage and discharge all employees and agents of the Association and to fix their compensation; to approve annual budgets of expenditures and amendments thereto; to admit and dismiss members as aforesaid; to have charge of all property of the Association, and to do all other acts necessary or proper to carry on the work of the Association.

Section 4. QUORUM: A majority of the voting members of the Board shall constitute a quorum. Any number less than a quorum may adjourn the meeting.

Section 5. VOTING: - Each member firm in good standing shall have one vote. The member, for voting purposes, shall be its designated individual of record, or his designated alternate. Additional individuals from a member firm may be present on the floor of the meeting and may be heard but shall have no vote. Proxy voting is not permitted. When deemed necessary or expedient, the President may conduct a ballot by mail or electronic ballot.

Section 6. LIMITATION ON DIRECTORSHIPS: - No regular member shall have more than one person on the Board of Directors provided, however, that a past president of the Association serving on the Board as an ex-officio member without voting rights shall not operate to deprive such a member from having a voting director as its regular representative on the Board.

Section 7. ELECTION: The first Board of Directors composed of one director designated by each member shall be elected by a majority vote of the members present at all the meetings of the Association at which these Bylaws are adopted and shall serve until the next annual meeting of the Association, or until their successors are duly elected and qualified. Thereafter, the Board of Directors composed as aforesaid shall be elected each year to serve for one year or until their successors are duly elected and qualified. Vacancies occurring on the Board between annual meetings of members shall be filled for the unexpired term of the vacated Directorship by a majority vote of the Board of Directors in accordance with the designation of the member to be represented by the new director. The provision for the election of the Board of Directors by the members and the

filling of vacancies on such Board by vote of the Board of Directors is not intended to provide for an election in the popular sense, but rather to afford a method of passing upon and establishing the eligibility of the Board representatives submitted by the respective member firms.

Section 8. REGULAR MEETINGS: A regular meeting of the Board shall be held at least annually at the discretion of the President and Board of Directors.

Section 9. SPECIAL MEETINGS: - Special meetings of the Board may be called at any time by the President, or upon written request of any three members of the Board. Unless otherwise determined by the Board, all meetings of the Board of Directors shall be open to other representatives of the regular members and to representatives of associate members who may attend and participate in discussions, provided that only directors may vote. Action may be taken by the Board of Directors by mail vote of the directors on any matter arising between meetings of the Board on seven (7) days' notice in writing

Section 10. NOTICE: Notice of the regular meetings of the Board of Directors shall be given by the President of the Association at least fifteen (15) days before the meeting. Notice of special meetings shall be given by the President by "Special Delivery" mailing at least seven (7) days before the meeting. Each such notice shall specify the matters which it is then known will be brought before the meeting. All such notices of the meetings shall be sent to regular and associate members.

ARTICLE VI OFFICERS

Section 1. OFFICERS AND ELECTION: - The officers of the Association shall be a President, First Vice-President, Second Vice-President, Third Vice-President, and Secretary-Treasurer. The President, First Vice-President, Second Vice-President, Third Vice-President and Secretary Treasurer shall be elected from among the members of the Board of Directors. The officers shall be nominated, elected, and installed at the annual meeting of the Board of Directors by a majority vote of the entire membership thereof. Each such officer shall hold office for three years, or until his successor is duly elected and qualified at the next annual meeting. A quorum defined as 75% of the MMSA members is required for an election.

Section 2. REMUNERATION: The President, the Vice-President. And the Secretary/Treasurer shall receive no remuneration for acting as such, except for expenses incurred for the Association.

Section 3. DUTIES OF THE PRESIDENT: The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association and of its Board of Directors. He shall direct and administer the active management of the Association. He shall keep and maintain a careful record of all business and financial transactions, including minutes of meetings, committees, and of the Board of Directors. He shall conduct correspondence and perform the day-to-day activities reasonable and

necessary for the continued business operation and affairs of the Association, together with such other duties as may be assigned by the Board of Directors. The President shall submit to the Board of Directors, at the Annual Meeting, a complete financial report of the affairs of the Association.

Section 4. DUTIES OF THE VICE-PRESIDENTS: - The Vice-Presidents of the Association shall in numerical sequence act on behalf of the President in the President's absence and shall perform such other duties as may from time to time be delegated to him by the President or by the Board of Directors. In the absence of the Secretary-Treasurer, Vice-Presidents may co-sign checks with the President.

Section 5. DUTIES OF THE SECRETARY-TREASURER: - The Secretary-Treasurer shall record and draft the minutes of the Annual and Special Meetings of the Association. At the discretion of the President, he shall keep the accounts, have care and custody of the funds, and handle the correspondence of the Association. He shall co-sign all checks with the President. The Secretary-Treasurer has a spending limit of \$2500 to pay for MMSA expenses. A majority vote of the MMSA officers can spend up to \$5000 for MMSA expenses. Any higher expenses must be authorized by a simple majority of a quorum of the full voting membership of the MMSA either in person, by mail, or by electronic vote.

Section 6. SUCCESSION OF OFFICERS: If the President, First Vice-President or Second Vice-President of the Association can not complete the term of the elected office, the next officer in succession shall assume the vacated position until the next annual meeting where a special election will be held. If the office of the Third Vice-President is vacated, the office shall remain unfilled until the next annual meeting where a special election will be held. If the Secretary-Treasurer can not complete the term of the elected office, the Third Vice-President shall assume the duties of the Secretary Treasurer until the next annual meeting where a special election will be held.

ARTICLE VII COMMITTEES

Section 1. SPECIAL COMMITTEES: - The Board of Directors may from time to time appoint or authorize the appointment of special committees from among its own members or otherwise and may define the powers and duties of such committees. The members of such committees shall be appointed by the President, with the advice of the Board of Directors, as in the judgment of the President and the Board fairly represent the membership of the Association and those best qualified to serve on such committees, but the personnel of committees need not be limited to the membership. The President, in appointing such committees, shall designate one of the members of the committee to be chairman and may designate another to be vice-chairman. The President shall appoint one of the elected Officers to work with the committee chairman in overseeing the committee.

ARTICLE VIII LEGAL COUNSEL

At the discretion of the President and Board of Directors, Legal Counsel for the Association shall be selected and retained by the Board of Directors at a meeting where due notice has been given for this purpose. Legal Counsel shall attend such meetings of the Association as requested by the Board of Directors and shall be kept fully advised of and consulted with respect to all Association and committee activities.

ARTICLE IX FINANCES

Section 1. ANNUAL DUES: Dues to defray the cost of the operation and administration of the Association shall be determined by the Board of Directors and equitably assessed to the membership. Dues shall be payable in advance on an annual basis, as directed by the Board of Directors.

Section 2. SPECIAL ASSESSMENTS: Special assessments may be levied by the affirmative vote of a majority of the votes entitled to be cast by the regular membership.

Section 3. ANNUAL BUDGET: An annual budget covering the affairs of the Association shall be prepared by or at the direction of the Board of Directors.

Section 4. DEPOSITS AND DISBURSEMENTS: The funds of the Association shall be deposited with a bank, trust company, or savings and loan association approved by the Board of Directors. Funds shall be disbursed as prescribed by the Board of Directors. At least two signatures are required for each check written. The President, all three Vice-Presidents, and the Secretary-Treasurer are authorized to sign Association checks.

Section 5. FISCAL YEAR: - The fiscal year of the Association shall be January 1 to December 31.

ARTICLE X AMENDMENTS

Amendments to these Bylaws may be made by a two-thirds (2/3) vote of the members present at any meeting of the membership provided, however, that (a) the substance of such amendment shall have been considered at a previous meeting of the membership, or (b) notice containing the substance of such proposed amendment shall have been sent by the President in writing to each member at least fifteen (15) days in advance of the meeting at which the amendment is to be voted upon.

ARTICLE XI COMPENSATION AND INDEMNIFICATION

Section 1. COMPENSATION: The Association shall be strictly a nonprofit and nonstock organization and no part of the income or assets of the Association shall inure to any

members. Upon the dissolution of the Association the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively in fulfillment of the purpose for which the Association was formed; including at the discretion of the Board of Directors, conveyance of assets to such associations or organizations as shall at the time Qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. INDEMNIFICATION: - Every person who is or shall be or shall have been an officer, director, employee or agent of this Association and his personal representatives shall be indemnified by this Association against all costs and expenses reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding to which he may be made a party by reason of his being or having been an officer, director, employee or agent of this Association, while engaged in the affairs of this Association; except in relationship to such matters as to which he shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith or to have been liable by reason of willful misconduct in the performance of his duty as such officer, director, employee or agent. "Costs and Expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlement.

ARTICLE XII COMPLIANCE WITH ANTITRUST COMPLIANCE

It is the policy of the Materials and Methods Standards Association to comply fully and in good faith with the letter and spirit of all antitrust laws and all other laws regulating conduct and trade in the United States. In that regard, members shall not discuss or agree upon prices, pricing policies, bids, freight charges, discounts, surcharges, allowances or other terms and conditions of sale; nor shall they discuss or agree upon supply restrictions, the allocation of customers or markets, group boycotts, or any other activities which have the purpose or effect of lessening competition. These restrictions apply to all meetings and other forms of communication among members, whether formal or informal.