

CONSTITUTION AND BYLAWS
OF THE
ALLIED STONE INDUSTRIES
October 2005

ARTICLE I: NAME AND LOCATION

- Section 1. The Association shall be known as the Allied Stone Industries.
- Section 2. The address of the Allied Stone Industries shall be the office address of its secretary.
- Section 3. The Allied Stone Industries shall exist as a non-profit corporation of the State of Missouri.

ARTICLE II: OBJECTIVES

- Section 1. The objectives of the Association shall be:
- a) To encourage and foster friendly relations among its members and to provide greater opportunity for service to the building stone industry and society in general.
 - b) To promote and encourage the use of natural stone.
 - c) To promote the discussion and advancement of modern methods of sales, fabrication, and quarrying of stone and to encourage the development of machinery, tools, and equipment beneficial to the stone industry.

ARTICLE III: MEMBERSHIP

- Section 1. Membership in this Association shall be by invitation only and candidates must attend a meeting as a guest before applying for membership.
- Section 2. It shall be required that the proposed new members be endorsed by three (3) members in good standing of the Allied Stone Industries. A majority vote by the Board of Directors of the Allied Stone Industries is required for membership approval. Membership confirmation shall be via

Certified mail by the Secretary. Application for membership must be approved thirty (30) days prior to the next regular meeting. The acceptance of the membership by the new member shall be in the form of a letter, accompanied by a remittance of \$500.00 for dues for the calendar year.

Section 3. Membership shall be any persons, partnerships or corporations engaged principally in the quarrying, fabrication, or sale of natural stone; the manufacture of stone working machinery, tools and equipment; or the providing of service or supplies used by the natural stone industry, who have established place of business and are known to adhere to the highest standard of ethics of the industry.

Section 4. The annual dues for members shall be five hundred dollars (\$500.00) per year.

Section 5. A member firm that is dropped for non-payment of dues, failure to attend meetings and/or resigns may rejoin the following year or later with approval of two-thirds (2/3) of the membership. One current year's dues and a reinstatement fee equal to one immediate previous year's dues will be assessed.

The amount of the reinstatement fee may be changed by a majority vote of the members present and voting at the first meeting of the year.

Section 6. The membership is to be closed at seventy-five (75) firms. Future membership may be expanded by vote, written ballot at any regular meeting, or by polling of the membership in letter form, with no less than two-thirds (2/3) of the member firms to approve increasing the membership quota.

ARTICLE IV: RESIGNATIONS

No member of this Association shall have the right to resign unless all accrued and contingent liabilities to the Allied Stone Industries shall have been fully covered to the satisfaction of the Board of Directors.

ARTICLE V: DISCIPLINARY POWERS

Members of this Association may be expelled or otherwise disciplined by the Executive Committee for non-payment of dues, failure to attend meetings, or for any other good and sufficient cause upon complaint duly filed and after an opportunity has been given to the member to file an answer to the complaint and present evidence in support thereof.

ARTICLE VI: GOVERNING BODY

Section 1. The officers of this association shall consist of a President, Vice-President, Secretary, and Treasurer. A Board of Directors of not less than three (3) nor more than nine (9) members, shall include the President, the Vice-President, Secretary, and Treasurer.

Section 2. Officers shall be elected for a period of two (2) years or until their successor has been elected and duly qualified. Directors shall be elected for a period of three (3) years. The original board shall be elected for a staggering period of one for one (1) year only, one for two (2) years only, and one for (3) years. Subsequent members shall be elected for a period of three (3) years.

Section 3. The principal duties of the President shall be to preside at all meetings of the members and meetings of the Board of Directors, and to have general supervision of the affairs of the corporation.

The principal duties of the Vice-President shall be to discharge the duties of the President in the event of the President's disability, for any cause whatever.

The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto, and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, membership meetings, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof.

The Treasurer shall keep and account for all monies, credits and property, of any and every nature, of the corporation, which shall come into the Treasurer's hands, and keep an accurate account of all monies received and disbursed, and proper vouchers for all statements and inventories for monies received and disbursed, and of money and property on hand, and generally of

all matters pertaining of the office, as shall be required by the Board of Directors.

The Board of Directors shall conduct the general affairs of the Allied Stone Industries. Whenever the Board of Directors may so order any two (2) offices, the duties of which do not conflict may be held by one person. The said officers shall perform such additional of different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the By-Laws.

Section 4. In the event of a vacancy occurring in the office of Vice-President, Secretary, Treasurer, or Board of Directors, the President shall appoint, subject to the approval of the Board of Directors, a member to the vacant office. The term is to extend to the end of the term of the vacated office.

Section 5. All officers and directors shall serve without compensation except for the Secretary and Treasurer whose dues will be waived while in office. All costs of official meetings shall be borne by the Allied Stone Industries with the exception of travel and subsistence, the cost of which shall be assumed by each individual member.

Section 6. The President shall appoint a nominating committee of three (3) members who shall present a slate of one (1) candidate for each office. Further candidates may be nominated from the floor.

All officers and directors shall be elected by secret ballot, by majority vote. Each officer and director shall be elected separately and further nominations be asked from the floor before each balloting. In case a majority is not obtained on the first ballot, the candidate receiving the least votes shall be dropped from the slate.

ARTICLE VII: MEETINGS

Section 1. There shall be a minimum of (1) general meeting of the Allied Stone Industries per year, the time and place of each successive meeting to be determined by a vote of the members at each meeting.

Section 2. Notice of each general meeting shall be mailed to the Membership by the Secretary not less than thirty (30) days prior to the meeting date.

Section 3. Election of Officers and Board of Directors shall be by the members at each meeting in each calendar year.

Section 4. Special meetings shall be called by the President on written request of a majority of the Board of Directors or on written request of twenty-five percent (25%) of the membership, which request shall state the object for which the meeting is being called. Written notice of special meetings shall be mailed to each member five (5) days prior to the meeting and shall state the purpose of the meeting.

ARTICLE VIII: AMENDMENTS

Section 1. The Constitution and By-laws may be amended at any regular meeting of the Association by a two-thirds (2/3) vote of those present and qualified to vote, provided that notice of the proposed amendments shall have been mailed to all members at least thirty (30) days prior to the general meeting at which proposed amendment is to be considered. Notices shall be by regular mail and shall be issued by the Secretary.

Revised 12/04/08