

**SOUTHERN CALIFORNIA CHAPTER
AMERICAN CONCRETE INSTITUTE
BY-LAWS**

ARTICLE I - OBJECTIVES

Section 1. The purpose of this Chapter is to further the chartered objectives of the American Concrete Institute through exclusively education activities, including the field of engineering education concerning the design, construction, manufacturing, use and maintenance of concrete materials, products and structures.

ARTICLE II - MEMBERS

Section 1. This Chapter shall consist of Honorary Members, Organizational Members, Members (Individuals), Life Members, Affiliate Members and Student Members. These membership categories are as defined below:

- A. Honorary – A member that is designated as an Honorary member by the Institute and their permanent address of record at the Institute Headquarters is in the area described in Section 2.
- B. Organizational – An organization that assigns an individual representative and receives a dual listing in the Chapter membership roster.
- C. Member (Individual) – Is also a member in good standing of the American Concrete Institute.
- D. Affiliate – A person affiliated with the concrete industry. Does not need to be a member of the American Concrete Institute.
- E. Life – A current retired member with not less than 20 years of active membership in the Chapter who is approved by the Board.
- F. Student – A full-time student in an educational institution.

Section 2. Only those members of the Chapter whose permanent address of record at the Institute Headquarters is in the State of California, south of the north boundaries of San Luis Obispo, Ventura, Los Angeles and San Bernardino counties and north of the south boundaries of Orange and Riverside counties: and in good standing with the Institute shall be permitted to hold office in the Chapter. A member may join any number of Chapters but may vote and hold office in only one Chapter of his choice.

Student Members may neither vote nor hold office in the Chapter, but may serve on and vote in committees of the Chapter.

Except as provided in ARTICLE VI, Section 1, Affiliate Chapter Members may actively participate in local Chapter affairs, but may not hold office. They are not members of the Institute and may not vote on propositions before the Institute.

Section 3. Applications for and resignations from membership and requests for change of representatives of Organizational Members shall be presented in writing to the Secretary-Treasurer.

ARTICLE III - OFFICERS

Section 1. The Chapter officers shall be the President, Vice President, six Directors, and the Secretary-Treasurer. The President, Vice President and Directors shall be elected from the Chapter membership. The Board of Directors of the Chapter shall appoint the Secretary-Treasurer.

Section 2. The President, Vice President, most recent available Past-President and Directors shall constitute the Board of Directors of the Chapter, hereinafter referred to as the "Board".

Section 3. At least 90 days before each Annual Meeting, the Committee on Nominations shall report to the Secretary-Treasurer the candidates nominated for offices to become vacant at the next Annual Meeting and ten candidates for membership on the Committee on Nominations that is to serve in the following year. In the selection of candidates for Directors, the Committee on Nominations shall have due regard for diversity of professional and geographical representation. The report of the Committee on Nominations shall be prepared so that if the candidates the Committee nominates are elected there will not be more than one person employed by any single organization serving simultaneously as an elected Director or more than one person employed by any single organization serving simultaneously as Vice President, President, or Past President member of the Board. Each candidate for the office of President, Vice President or Director must have given his consent to his nomination before the report is published.

The Secretary-Treasurer shall cause notice of all such nominations to be transmitted to the membership of the Chapter as least 60 days prior to the next ensuing Annual Meeting. By petition to the Board signed by at least 10 members of the Chapter, within 15 days thereafter, additional nominations for officers or for membership on the Committee on Nominations may be made. The complete list of nominations shall be submitted at least 30 days before each Annual Meeting to the Chapter membership for ballot to be canvassed at the Annual Meeting and the result announced.

The candidate for any office receiving the most votes shall be declared elected, and the six candidates receiving the most votes for membership on the Committee on Nominations shall be declared elected. With these six, the most recent available past-president of the Chapter will serve, making a total membership of seven. The past-president member shall be chairman of the Committee on Nominations. Should any member of the Committee on Nominations thus chosen fail, within 15 days of formal notice from the Secretary-Treasurer, to make written acceptance of service, a vacancy shall occur, to be filled by the candidate receiving the next greatest number of votes, and so on until the six elected places on the Committee shall be filled.

Section 4. Terms of office shall be as follows: President, one year: Vice President, one year: Directors, three years, with two Directors elected each year. A year is here construed as the period between the reports of tellers on canvas of ballots for Chapter Board members at two successive Annual Meetings.

Section 5. A President, Vice President, or Director, having served a full term after having been elected to the office, shall be ineligible for reelection to the same office until the lapse of at least one year.

Section 6. The term of each officer shall begin immediately upon the announcement by the tellers of the canvas of ballots by which he is elected, and shall continue until a successor is elected.

Section 7. The Vice President shall fill a vacancy in any office of President.

Section 8. Vacancy in any office shall be filled by appointment by the Board for the unexpired term, except as provided in Section 7.

Section 9. In the event of disability for any officer of the Chapter, or neglect in the performance of the duties of the office, the Board shall declare the office vacant.

Section 10. The Board shall have general supervision of the affairs of the Chapter. It shall authorize and appoint the chairmen of such administrative and technical committees and assign to them such duties and such authority as it deems needful for them to carry on the work of the Chapter. The President shall appoint additional committee members.

Section 11. There shall be an Executive Committee of the Board, consisting of the President and three of its members, appointed by the Board.

Section 12. The Executive Committee shall manage the affairs of the Chapter during the interim between the meetings of the Board.

Section 13. The President shall perform the usual duties of the office. He shall preside at Chapter meetings and at the meetings of the Board and of the Executive Committee, and shall be the ex-officio member of all committees.

Section 14. The Vice President shall discharge the duties of the President in his absence. In the absence of the President and the Vice President, a president pro tem, appointed by the Board, shall discharge such duties.

Section 15. The Secretary-Treasurer shall perform such duties, furnish such bonds, and receive such remuneration as shall be determined by the Board.

ARTICLE IV - MEETINGS

Section 1. The Chapter shall hold an Annual Meeting each year and such other meetings as may be authorized by the Board. The Board shall fix the time and place of all meetings. Notice of this action will be sent to all members in advance of such meetings. Notice of the Annual Meeting shall be sent to all members at least 15 days in advance.

Section 2. The Board shall meet at least twice each year at the time and place fixed by the Board or on call of the President.

Section 3. The Executive Committee shall meet on call of the President or any three of its members.

Section 4. Fifteen members shall constitute a quorum for meetings of the Chapter. Four members shall constitute a quorum for meetings of the Board. Three members shall constitute a quorum for meetings of the Executive Committee.

ARTICLE V - DUES

Section 1. Chapter dues shall be payable in advance on the first day of a month determined by the Board and annually thereafter as follows: For each classification of Chapter membership, and amount determined by the Board, but not to exceed one-half (1/2) of the amount of annual dues in effect for the same classification in the Institute. Dues for Affiliate Chapter Members shall not be less than the Chapter dues for Individual Members. Dues for a portion of a year may be prorated at the discretion of the Board.

Section 2. A member in any classification whose Chapter dues remain unpaid for a period of one year shall forfeit the privileges of membership and his or her name shall be stricken from the Chapter rolls.

ARTICLE VI - INDEMNIFICATION

Section 1. The Southern California Chapter shall indemnify any present or former Director, officer, employee, agent, or "heirs and estates" who was or is a party to any threatened, pending or completed action, suit or proceeding against any expenses (including attorneys' fees), judgments, fines, and amounts reasonably incurred in good faith by such person in connection with such action, suit, or proceeding to the full extent permitted by the California Nonprofit Corporation Act. Further, the Chapter may indemnify any person in the manner and to the full extent, and shall have such other rights and powers in connection therewith, as may be permitted to the Chapter under law, including without limitation, the California Nonprofit Corporation Act.

ARTICLE VII - DISSOLUTION

Section 1. In case of dissolution of this Chapter, the Chapter Board shall authorize the payment of all debts of the Chapter, including accruals, and arrange for the distribution of remaining assets, if any, to the American Concrete Institute or to a nonprofit educational or scientific organization or organization having similar aims and objectives.

ARTICLE VIII - AMENDMENTS

Section 1. Proposed amendments to these Bylaws, signed by at least fifteen members, if presented to the Board at least 60 days before the annual meeting, shall be mailed or emailed to the membership at least 15 days before the Annual Meeting. These amendments shall be presented and may be discussed and amended at the Annual Meeting and passed to ballot by a two-thirds affirmative vote of eligible voters present and voting. A two-thirds majority of the votes cast by ballot canvassed within 60 days but not less than 30 days after mailing or emailing ballot forms shall be necessary for their adoption. Affiliate Members and Student

Members shall not be eligible to propose or vote on amendments to the Chapter Bylaws. Incorporation of adopted amendments into the Chapter Bylaws shall be contingent upon approval by the Board of Direction of the Institute.