



ACI Southern California Chapter Bylaws

ARTICLE I – NAME AND PURPOSE

Section 1: Name.

The name of the corporation is Southern California Chapter American Concrete Institute, herein referred to in these Bylaws as “Chapter”.

Section 2: Purpose.

The purpose of the Chapter is to further the chartered objectives for which American Concrete Institute, a Michigan nonprofit corporation (“ACI”), was organized; to further education and technical practice, scientific investigation, and research by organizing the efforts of its Members for a nonprofit, public service in gathering, correlating, and disseminating information for the improvement of the design, construction, inspection, manufacture, use, and maintenance of concrete products and structures. The Chapter is accordingly organized and shall be operated exclusively for educational and scientific purposes. In conducting the aforementioned affairs of the Chapter, the Chapter shall pay due attention to all trade regulations and shall not in any manner violate federal, state, or provincial trade regulations. The Chapter’s activities shall extend through the California counties of San Luis Obispo, Kern, San Bernardino, Santa Barbara, Ventura, Los Angeles, Orange, and Riverside (the “Territory”).

ARTICLE II – OFFICERS AND DIRECTORS

Section 1: Board and Officers Defined.

(a) Board of Direction

The Board of Direction or (“Board”) shall consist of nine (9) voting members including six (6) Directors, the President, Vice President, Treasurer (who is one of the 6 Directors), and most recent available past President who continues to be a Member. The Board shall be elected by the Members. All members of the Board must be members of ACI and the Chapter.

(b) Officers.

The Officers of the Chapter shall be a President, Vice President, and Treasurer. The President and Vice President shall be elected by the Members of the Chapter. The Treasurer shall be elected by the Board.

(c) Terms of Office and Term Limits.

Terms of office shall be as follows: Officers, 1 year; Directors, 3 years, with one-third of the total number of Directors elected each year. A 1 year term is construed as the period between two successive annual meetings.

The term of each Officer and Director position shall begin upon the date of the annual meeting of Members following the election of Officers and Directors and shall continue until a successor is elected, or until their earlier resignation or removal.

Section 2: Powers of the Board.

Except as specifically provided in the Chapter's Articles of Incorporation ("Articles") or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Chapter's property, activities and affairs are vested in the Board and the Board shall have general supervision of the affairs of the Chapter. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles, the Board may take any lawful action on behalf of the Chapter which is not by law or by the Articles or these Bylaws required to be taken by some other party.

Unless otherwise directed by the Board, all conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board and shall be executed on behalf of the Chapter by such Officers or agents as may be specifically authorized by the Board. Unless otherwise designated by the Board, all Chapter instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by the President or by such other Officers of the Chapter as from time to time are designated by resolution of the Board.

To the extent authorized or permitted by law, and so far as is consistent with the Articles and these Bylaws, the Board may appoint agents and representatives of the Chapter with such powers and duties as the Board may see fit. An Officer, Director, or Member shall not speak on behalf of the Chapter without authorization by the Board to do so.

In addition to those committees specified in these Bylaws, the Board may authorize and appoint the chairs of such administrative and technical committees and assign to them such duties and such authority as it deems needful to carry on the work of the Chapter. Additional committee members shall be appointed by the Board. Only Chapter Members in good standing shall be eligible to be a chair or member of committees.

Section 3: Powers and Duties of Officers.

(a) President

The President shall perform the usual duties of the office. They shall preside at Chapter meetings and at the meetings of the Board, and shall be an ex officio member of all committees.

(b) Vice President

The Vice President shall discharge the duties of the President in their absence. In the absence of the President and the Vice President, a President Pro Tem, appointed by the Board, shall discharge such duties.

(c) Treasurer

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

Section 4: Nominations for Elected Director and Officer Positions; Committee on Nominations

(a) Nominations

There shall be a Committee on Nominations consisting of 5 Chapter members in good standing and the most recent past President that is a member of the Chapter. At least 40 days before each annual Member meeting, the Committee on Nominations shall report to the Treasurer the candidates nominated for Officer and Director positions to become vacant at the next annual Member meeting and 10 candidates for membership on the Committee on Nominations, which is to serve in the following year. In the selection of candidates for Director, the Committee on Nominations shall have due regard for diversity of professional and geographical representation. Each candidate for a Director or Officer position must be a Chapter member in good standing and must have accepted the nomination before the report is published. No member of the Committee on Nominations shall be named a candidate for an Officer or Director position in the report of the Committee on Nominations.

(b) Notice of Nomination; Petitions for Nomination

The Treasurer shall cause notice of all such nominations to be transmitted to the Members and the Board at least 30 days prior to the next ensuing annual Member meeting. Additional nominations for Directors or Officers or for membership on the Committee on Nominations may be made within 15 days thereafter by petition to the Board signed by at least 15 Members of the Chapter.

(c) Elections; Composition of Committee on Nomination

The complete list of nominations shall be submitted at least 15 days before each annual Member meeting to the Members for ballot via mail or other electronic means to be canvassed at the annual Member meeting and the result announced. The candidate for

any office receiving the most votes shall be declared elected.

The five candidates receiving the most votes for membership on the Committee on Nominations shall be declared elected members of the Committee on Nominations. With these five, the most recent available past President who continues to be a Member shall serve, making a total membership of six. The past President member of the Committee on Nominations shall be the committee chairperson. The Committee on Nominations shall meet at the annual Member meeting, and at other times and places on call of the chairperson.

(d) Meetings; Attendance

Should any member of the Committee on Nominations thus chosen fail, within 15 days of notice from the Treasurer of the Chapter, to make 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 on Nominations shall be filled. A Committee on Nominations vacancy caused by the absence of a past President Member shall be filled by appointment by the President.

Section 5: Vacatur and Replacement of Director and Officer Positions

(a) Replacement of Vacancies

A vacancy in the office of President shall be filled by the Vice President. A vacancy in any other Officer or Director position shall be filled by appointment by the Board for the unexpired term.

(b) Vacatur of Position

In the event that any Officer or Director of the Chapter is unable to discharge the duties of their position or has neglected to perform the duties of their position, each as determined by the Board in its reasonable discretion, the Board shall declare the position vacant and elect a replacement for the remaining term of office.

ARTICLE III – MEMBERS

Section 1: Classes; Rights; Removal; Reinstatement.

The Chapter shall consist of the following classes of Members: (i) Distinguished Members, (ii) Affiliate Members, (iii) Individual Members, (iv) Organizational Members, (v) Young Professional Members, and (vi) Student Members. A person or entity who wishes to become a Member must submit a completed application form to the Treasurer of the Chapter, containing such information as the Board of Directors of the Chapter (the “Board”) requires, and pay such annual membership dues as established by the Board. Qualifications for becoming a Member of each class of Members are set forth in these Bylaws and are as determined from time to time by the Board, and the Board will determine whether any person or entity wishing to become a Member satisfies such

qualifications and becomes a Member. Memberships are not transferable. All Members in each class shall have all rights and privileges of membership as determined by the Board and as provided by these Bylaws. Applications for and resignations from membership and requests for change of representatives must be presented in writing via mail or other electronic means to the Treasurer of the Chapter.

Membership of a Member shall be terminated by the death, resignation, or removal of a Member. If a Member does not comply with any of the conditions and requirements for remaining as a Member as established by these Bylaws or as determined by the Board, the Board may, in its reasonable discretion, terminate such Member's membership and remove such Member from membership in the Chapter. A Member removed from membership in the Chapter may thereafter again become a Member as permitted by the Board pursuant to these Bylaws.

Chapter membership in any classification except Distinguished Chapter Members and Affiliate Chapter Members shall be of the same classification as ACI membership.

Section 2: Member Class Definitions

(i) Individual Members

An Individual Member shall be a person who is a member of ACI and whose application has been approved by the Board.

(ii) Distinguished Chapter Member

The Chapter may recognize and honor eminent Chapter Members by conferring upon them membership in the special individual category of Distinguished Chapter Members. Distinguished Chapter Members shall be individuals, and not current Officers, who have made exceptional contributions in connection with the objectives of the Chapter and ACI. Except as otherwise set forth in these Bylaws, a Distinguished Chapter Member shall have the same rights and privileges as an Individual Member, but shall not be subject to Chapter dues. A Distinguished Chapter Member shall be elected by a majority vote of the Board. The total number of Distinguished Chapter Members and the maximum number to be elected in any one year shall be at the discretion of the Board.

(iii) Affiliate Chapter Members

An Affiliate Chapter Member is a member of the Chapter only who is not a member of ACI in any classification. Affiliate Chapter Members may actively participate in Chapter affairs but they may not hold office within ACI or vote on propositions before ACI. Except as otherwise set forth in these Bylaws, an Affiliate Chapter Member shall have the same rights and privileges as an Individual Member. An Affiliate Chapter Member shall be a person who is a member of the Chapter and whose application has been approved by the Board.

(iv) Organizational Member

An Organizational Member shall be a firm, corporation, society, agency of government, or other organization or entity. An Organizational Member, other than a person, may name a personal representative who shall enjoy all the same membership rights and privileges as an Individual Member.

(v) Young Professional Members

A Young Professional Member shall be a person less than 28 years of age. The status of a Young Professional Member shall be changed to that of an Individual Member on the first membership anniversary after reaching 28 years of age.

(vi) Student Members

A Student Member shall be a person 28 years of age or less and a registered full-time student at an educational institution. Full-time students over 28 years of age may be granted Student membership on an annual basis when the request for such classification is endorsed by the student's faculty advisor. A Student Member shall have no voting rights and shall not be an Officer or Director. The status of a Student Member shall change automatically to that of an Individual Member or Affiliate Chapter Member upon completion of their educational program. No additional membership dues are required until the member's following membership anniversary.

Section 3: Member Voting Rights.

Notwithstanding anything to the contrary in these Bylaws, only those Members of the Chapter whose permanent address of record at ACI is in the Territory or who have specifically requested the Chapter for their official affiliation, shall be permitted to vote or hold office in the Chapter. An ACI member may belong to multiple local chapters but can only specify one local chapter for voting and holding office, and need only specify it if their official affiliation is other than the local chapter in their residence area. Student Members do not have voting rights.

ARTICLE IV – MEETINGS

Section 1: Annual Meeting of the Members

The Chapter shall hold annual meetings of the Members and such other meetings as may be authorized by the Board. The time and place of all Member meetings shall be fixed by the Board. Notice of any Member meeting shall be sent to all Members in accordance with applicable law. Except as otherwise set forth in the Articles or these Bylaws, each Member with voting rights is entitled to one (1) vote on each matter submitted to a vote of the Members. A vote may be cast orally, in writing, or by electronic transmission. Except as otherwise required by applicable law or these Bylaws, the Members entitled to vote shall vote as a single class.

As permitted by applicable law, any action of the Members required or permitted to be taken at an annual or other meeting of the Members, including the election of Directors and Officers, may be taken without a meeting and by written consent of the Members.

Section 2: Board Meetings.

The Board shall meet at least twice each year at the time and place fixed by the Board or on call of the President. As permitted by applicable law, any action of the Board required or permitted to be taken at a meeting of the Board or a committee thereof may be taken without a meeting and by written consent of the members of the Board or of the committee. Except as otherwise set forth in these Bylaws, each member of the Board or a committee thereof with voting rights is entitled to one (1) vote on each matter submitted to a vote of the Board or a committee thereof, as applicable. A vote may be cast orally, in writing, or by electronic transmission.

Section 3: Quorum and Voting.

Fifteen (15) Members who are eligible to vote shall constitute a quorum for meetings of the Members; five Directors shall constitute a quorum for meetings of the Board. Except as otherwise required by applicable law, the Articles, or these Bylaws, any action by the Members, Directors, or other committee of the Chapter shall be authorized by a majority of the votes cast by those entitled to vote on the action.

ARTICLE V – DUES

Section 1: Membership Dues.

Dues shall be payable on the first day of enrollment as a Member and annually thereafter on the anniversary of the membership. Membership dues in the Chapter shall be set by the Board for all classes of membership. Chapter dues for Affiliate Chapter Members will not be less than those levied on Individual Members who are members of ACI.

Section 2: Membership Benefits

A Member shall be entitled to receive such benefits during the period of membership as may be determined by the Board.

Section 3: Failure to Pay Dues

A Member in any classification whose dues remain unpaid for a period of one year shall forfeit the privileges of membership, and their name shall be stricken from Chapter rolls. Unless advised otherwise, Members may be reinstated upon resumption of payment of dues and payment of all indebtedness to the Chapter other than back dues.

ARTICLE VI - RULES AND REGULATIONS

The Board may from time to time adopt such rules and regulations as it deems advisable to carry out the business of the Chapter. In the event of any conflict between these Bylaws and such rules and regulations, these Bylaws shall control.

ARTICLE VII – BYLAWS AMENDMENTS

Section 1: Amendments by Board

These bylaws may only be amended by the Members, as specified in Section 2 of this Article.

Section 2: Amendments by Members

Proposed amendments to these Bylaws, signed by at least 15 Members, if presented in writing to the Board of Directors of the Chapter 60 days before the annual meeting, shall be distributed by mail or other electronic means to the membership at least 15 days prior to the annual meeting. These amendments shall be presented at the annual meeting and may be discussed and amended and be passed to letter ballot by a two-thirds affirmative vote of eligible voters present and voting. A two-thirds majority of the votes cast by letter ballot canvassed within 60 days, but not less than 30 days, after mailing ballot forms shall be necessary for their adoption. Student Members shall not be eligible to propose or vote on amendments to the Chapter Bylaws.

ARTICLE VIII – DISSOLUTION

In case of dissolution of this Chapter, and in accordance with applicable law, the Board shall authorize the payment of all debts of the Chapter, including accruals, and arrange for the distribution of remaining assets, if any, to ACI or a nonprofit educational or scientific organization or organizations having similar aims and objectives and operating within the Territory of the Chapter.

ARTICLE IX – INDEMNIFICATION

Any person made a party to any action, suit, or proceeding, civil or criminal, by reason of the fact that such person, their testator or intestate, is or was a member of the Board of Directors or committee of the Board of Directors of the Chapter, or an officer or employee of the Chapter, or a director, officer or employee of any corporation in which they served as such at the request of the Chapter, shall be indemnified by the Chapter against the reasonable expenses, (including amounts paid by way of judgment and settlement and including attorney's fees), actually and necessarily incurred by them in connection with defense of such action, suit, or proceeding, whether or not such defense shall be successful in whole or in part, or in connection with any appeal therein or any settlement thereof, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such person is liable for negligence or misconduct in the performance of such duties. Such indemnification, if afforded, shall not be deemed exclusive of any other

rights to which such persons may be entitled apart from this section. This section shall not be deemed to limit any power or exclude any right of the Chapter to provide any additional or other indemnity or right for any Board of Director member, officer, employee, or other person. If this section should be invalid or ineffective in any respect, the validity and effect of the section in any other respect shall not be affected.

ARTICLE X – ACI

Section 1: Conformance with ACI objectives-

The Chapter shall use its best efforts to advance the interests of ACI and to further ACI's objectives in its specified geographical area.

Section 2: Chapter Duties.

The Chapter shall only carry on its activities in the Territory.

The Chapter shall only conduct such activities as shall conform to and be in accordance with the chartered aims and objectives of the Chapter and ACI.

Section 3: Chapter Restrictions.

Neither the Chapter nor any of its Officers, Directors, employees or agents shall (i) speak or attempt to speak for ACI in any matter, unless authorized in writing by ACI, or (ii) incur or attempt to incur financial or other obligations of any kind binding upon ACI.

ARTICLE XI - TRADE REGULATION POLICY

The purpose of the Chapter is to explore avenues of mutual interest and cooperation in and to promote awareness of the contributions and commitments that the concrete manufacturing, producing, marketing and related industries make to the private and public sectors of our society. It is important to recognize that these activities are subject to certain legal limits imposed by state and federal antitrust laws. One central concern of these laws is with combinations or agreements in restraint of trade whereby competition is reduced by design. Business people generally are cognizant of the restrictions on price fixing imposed by the law. In addition, there are many other areas in which legal implications are raised. For example, agreements to reduce prices, standardize discounts, divide territorial markets or customers, or to promote group boycotts are illegal. Consequently, in the course of all trade association activities, discussions among members involving pricing, sale terms, territories, production, or other aspects of competition, must be avoided. In the event any member ever feels that the course of association activities or statements or actions in association meetings is headed into such an area, members should raise the issue immediately so that further discussion of such matters can be suspended pending receipt of advice satisfactory to the members that the topics addressed do not give rise to antitrust problems.

ARTICLE XII - CONFLICTS OF INTEREST POLICY

No board member or board committee member, or any member of their family should accept any gift, entertainment, service, loan, or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such board or committee member's connection with the Chapter, unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the Board. Board and committee members are expected to work out for themselves the most gracious method of declining gifts, entertainment, and benefits that do not meet this standard. No Board or committee members should perform, for any personal gain, services to any Chapter supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good faith, and the board or committee authorizes such a transaction. Similar association by a family member of the Board or committee member or by any other close relative may be inappropriate. No Board or committee member or any member of their family should have any beneficial interest in, or substantial obligation to any Chapter supplier of goods or services or any other organization that is engaged in doing business with or serving the Chapter unless it has been determined by the board, on the basis of full disclosure of facts, that such interest does not give rise to a conflict of interest. This policy statement is not intended to apply to gifts and/or similar entertainment of nominal value that clearly are in keeping with good business ethics and do not obligate the recipient. Any matter of question or interpretation that arises relating to this policy should be referred to the President for decision and/or for referral to the Board of directors for decision, where appropriate.

ARTICLE XIII – ANTI-HARRASSMENT POLICY

It is the policy of the Chapter that all participants in the Chapter and its subsidiaries' activities and events will enjoy an environment free from all forms of harassment and retaliation. Harassment, sexual or otherwise, is a form of misconduct that undermines the integrity of Chapter activities and events and violators of this policy will be subject to discipline. Definition of Sexual Harassment: Sexual harassment refers to unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature. Behavior and language that are welcome/acceptable to one person may be unwelcome/offensive to another. Consequently, individuals must use discretion to ensure that their words and actions communicate respect for others. This is especially important for those in positions of authority since individuals with lower rank or status may be reluctant to express their objections or discomfort regarding unwelcome behavior. Sexual harassment does not refer to occasional compliments of a socially acceptable nature. It refers to behavior that is not welcome, is personally offensive, debilitates morale, and therefore, interferes with work effectiveness. The following are examples of behavior that, when unwelcome, may constitute sexual harassment: sexual flirtations, advances, or propositions; verbal comments or physical actions of a sexual nature; sexually degrading words used to describe an individual; a display of sexually suggestive objects or pictures; sexually explicit jokes; unnecessary touching. Definition of Other Harassment: Harassment

on the basis of any other protected characteristic is also strictly prohibited. This conduct includes, but is not limited to the following: epithets, slurs, or negative stereotyping; threatening, intimidating, or hostile acts; denigrating jokes and display or circulation of written or graphic material that denigrates or shows hostility or aversion toward an individual or group. Definition of Retaliation: Retaliation refers to taking some action to negatively impact another based on them reporting an alleged act of discrimination or harassment. Scope of Policy: This policy applies to all attendees at Chapter activities and events, including members, students, guests, staff, contractors, and exhibitors, participating in sessions, tours, and social events of any Chapter or subsidiary meeting or other activity. Reporting and Investigating an Incident: Any individual covered by this policy who believes that they have been subjected to harassment should report the incident to any Chapter Board member.

Disciplinary Action: Individuals engaging in behavior prohibited by this policy as well as those making allegations of harassment in bad faith will be subject to disciplinary action. Disciplinary action may include but is not limited to a verbal warning, ejection from the meeting or activity in question without refund of registration fees, reporting of their behavior to their employer, reporting of their behavior to their local chapter, and/or being banned from participating in future Chapter meetings or other activities. The Board is granted the right in its Bylaws to terminate the membership of any member. Appeal & Questions: In the event the individual is dissatisfied with the results of the investigation, they may appeal to the Vice President of the Chapter.

ARTICLE XIV – NONDISCRIMINATION POLICY

The Chapter does not and shall not discriminate on the basis of race, color, gender, age, national origin (ancestry), religion, creed, disability, marital status, military status, sexual orientation, gender identity, or gender expression in any of its activities or operations. These activities include, but are not limited to, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of the Chapter, volunteers, subcontractors, and vendors.