 BYLAWS OF THE ARIZONA CHAPTER AMERICAN CONCRETE INSTITUTE

**ARTICLE I – NAME AND PURPOSE**

**Section 1**: Name

The name of the corporation is Arizona 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 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 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 Arizona. (the territory).

**ARTICLE II – CLASSIFICATION OF MEMBERS AND VOTING**

**Section 1:**  This Chapter shall consist of the following members: Individual members, ACI Certified Technicians, Students, Honorary, Corporate Members (10 Individual Members paid by the same company at the Corporate rate), and any other types of member as determined by the Board of Directors or the general membership. Membership is open to any interested party subject to approval by the Board of Directors.

**Section 2:** Honorary Members of ACI National shall be Honorary Members of the Chapter if their permanent address of record at National Headquarters is in the State of Arizona. Honorary Members from this Chapter shall be elected by the Board of Directors.

**Section 3:** Applications for and resignations from membership and requests for change of the representative of Corporate Members shall be presented in writing to the Secretary-Treasurer or Executive Director. Membership of a Member shall be terminated by the death, resignation or removal or a Member.

**Section 4:** Voting rights are available to each type of member except for ACI Certified Technicians and Students.

**ARTICLE III – OFFFICERS AND BOARD**

**Section 1:** The Chapter Officers shall be the past President, President, President Elect (VP) and Secretary-Treasurer. The Officers and Directors shall be elected by members of the Chapter. Proposed officers shall have served as a director for a minimum of one year.

**Section 2:** The Past President, President, President Elect (VP), Secretary-Treasurer and Severn Directors shall constitute the Board of Directors of the Chapter.

**Section 3:** Before each annual meeting, the Committee on Nominations, chaired by the Past President, shall report to the Board of Directors the candidates nominated for offices to become vacant at the next annual meeting, and three candidates for membership of the Committee on Nominations which is to serve in the following year. In the selection of candidates, the Committee on Nominations shall have due regard for diversity of professionalism, company representation (with intent of one person per company) and geographical representation of the following professional classifications: Producer (P), User (U), and General Interest (GI). Producers are defined as manufacturers, suppliers, and producers of concrete materials. Users are defined as contractors, architects, owners, and engineers who use or specify concrete products. General Interest groups are defined as test labs or consultants who are not retained by one specific producer or user. Additionally, so to maintain the purpose of this Chapter as found herein, the Board members Producer classification shall at no time have more than six members. Each Candidate shall be presented to the Board of Directors by the Nominating Committee on an election slate of officers and directors for approval. One write in candidate shall be provided. Each candidate must have given consent to his nomination before the election slate of officers and directors is published. The Board approved Slate of Officers and Directors shall be submitted at least 15 days before each annual meeting to the Chapter membership for online ballot which is to be tabulated prior to the annual meeting and the result announced at the Annual Meeting.

**Section 4:** Terms of office shall be as follows: Past President, President, President Elect (VP) and Secretary-Treasurer to be two years. Directors shall be three, with one-third of the directors being elected each year. A year is here construed as the period between the elections at two successive annual meetings. The term of each officer shall begin immediately upon the announcement of election results and shall continue until a successor is elected.

**Section 5:** A vacancy in the office of President shall be filled by the President Elect (VP). Vacancy in any other office shall be filled by appointment by the Board of Directors of the Chapter for the unexpired term.

**Section 6:** A vacancy for a Director shall be filled by a two-thirds majority vote by the Board of Directors. If the person(s) being considered for a vacancy by the Board is from the same geographical area and/or professional classification which already has majority representation, the Board shall give due regard to a person from a different geographical area, company representation (with intent of one person per company) and professional classification.

**Section 7**: In the event of disability of any director or officer of the Chapter, or neglect in the performance of the duties of the office, the Board of Directors of the chapter may declare the office vacant and provide a replacement. Also, a director or officer may be removed from office upon the vote of two-thirds of the general membership at any meeting**.**

**Section 8:** The Board of Directors of the Chapter shall have general supervision of the affairs of the Chapter. It shall authorize and appoint the chairmen of committees and assign to them such duties and such authority as it deems necessary to carry on the work of the Chapter. Additional committee members shall be appointed by the President or his designee.

**Section 9:** There shall be an Executive Committee of the Board of Directors of the Chapter consisting of the President and two of its members appointed by the Board. The Executive Committee shall manage the affairs of the Chapter during the interim between meetings of the Board of Directors.

**Section 10:** The President shall perform the usual duties of the office. He shall preside at Chapter meetings, at the meetings of the Board of Directors of the Chapter, and at meetings of the Executive Committee. He shall be an ex-officio member of all committees except the Committee on Nominations. The President Elect (VP) shall discharge the duties of the President in his absence. In the absence of the President and the President Elect, a President Pro Tem, appointed by the Board of Directors of the Chapter, shall discharge such duties.

**Section 11:** The Board of Directors may employ and Executive Director for the Chapter to perform such duties and receive such renumeration as it shall determine.

**Section 12:** The Chapter shall indemnify any and all of its directors, officers and staff or former directors officers and staff against expenses incurred by them including legal fees, or judgements or penalties rendered or levied against such person in a legal action brought against any such person for actions or omissions alleged to have been committed by any person while acting within the scope of his employment as a director, officer or staff member of the Chapter, provided that the Board of Directors shall determine in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action. Such rights or indemnification and reimbursement shall not be deemed exclusive o any other rights to which such director or officer may be entitled under any Bylaws, agreement, vote or otherwise.

**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 I 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 applicated law, any actions of the Members require or permitted to be taken at an annual or other meeting of the Members, including the election of Directors, 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 (2) vote on each matter submitted to a vote of the Board or a committee thereof, as applicable. A vote my be cast orally, in writing, or by electronic transmission.

**Section 3:** Executive Committee Meetings.

The Executive Committee shall meet on call of the president or any three of its members.

**Section 4:** Quorum and Voting.

Fifteen (15) Members who are eligible to vote shall constitute a quorum for meetings of the Members; six directors shall constitute a quorum for meetings of the Board; and two Executive Committee members shall constitute a quorum for meetings of the Executive Committee. Except as otherwise required by applicable law, the Articles or these Bylaws, any action by the Members, Directors, Executive Committee 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:** Dues shall be payable in advance upon enrollment as a Chapter member and annually renewed on the calendar date of joining. Reduced rates may be considered by the Board of Directors for Students and ACI Certified Technicians so to maintain the educational and technical purposes of this Chapter. Any Honorary Member shall not be required to pay dues.

**Section 2:** A member in any classification whose Chapter dues remain unpaid for a period of two months, shall forfeit the privileges of membership and his name shall be stricken from the Chapter rolls.

**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 – AMENDMENTS**

**Section 1:** Amendments by Board

The entire Board of Directors by majority vote shall have the power to alter, amend or repeal these bylaws or adopt new bylaws, subject to repeal or change by the voting members.