



# San Diego International Chapter, Inc.

american concrete institute

## BYLAWS

OF

### SAN DIEGO – INTERNATIONAL CHAPTER AMERICAN CONCRETE INSTITUTE

Adopted December 18, 1979

#### ARTICLE I

##### PURPOSE

The purpose of the San Diego – International Chapter of the American Concrete Institute (the Chapter) is to further the chartered objectives for which the American Concrete Institute (the Institute) was organized:

- i) 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 manufacture, use, maintenance of concrete products and structures; and
- ii) To pursue any and all educational and scientific activities related to the foregoing specific purpose.

#### ARTICLES II

##### MEMBERSHIP

Section 1: This corporation shall consist of Honorary Members, Chapter Members and Student Members.

Section 2: Only those members of the corporation whose permanent address of record at the National Headquarters of the AMERICAN CONCRETE INSTITUTE in Michigan is in the State of California, San Diego and Imperial Counties, or Baja California, Mexico, shall be permitted to hold office in the corporation. Student Members shall be entitled to all corporate benefits except they shall not be entitled to vote or hold office.

Section 3: Types of Memberships:

- (a) A Chapter Member shall be a person who pays dues in accordance to Article V.

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- (b) A Student member shall be a person less than 28 years of age and a registered student at a technical or engineering school.
- (c) An Honorary Member shall be a person of eminence in the field of the Chapter's interest, or one who has performed extraordinary meritorious service to the Chapter. He shall have the same rights and privileges as a Chapter Member but shall not be subject to dues.

Section 4: Resignation from membership shall be presented in writing to the Secretary.

Section 5: The Board of Trustees may provide for the issuance of a certificate evidencing membership in the Chapter, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Chapter. If any certificate shall become lost, mutilated or destroyed a new certificate may be issued therefor upon such terms and conditions as the Board of Trustee may determine.

Section 6: When a member has been granted membership and has paid any initiation fee and dues that may then be required, a certificate of membership may be issued in his name and delivered to him by the Secretary, if the Board of Trustees has provided for the issuance of certificates of membership under the provisions of Section 5 of Article II.

Section 7: No member of the Chapter now or hereafter admitted to membership shall be personally liable to its creditors for any indebtedness or liability and any and all creditors shall look only to the Chapter's assets for payment.

### ARTICLE III BOARD MEMBERS

Section 1: The Chapter officers shall be the President, Vice President, most recent available Past President and Secretary/Treasurer. The President, Vice President, and Secretary/Treasurer must be members of the Institute and of the chapter and shall be elected by members of the Chapter. The immediate past President must be a member of the Institute and of the Chapter. The President shall hold only that position.

Section 2: The Vice President, Secretary/Treasurer and 6 to 10 Trustees shall constitute the Board of Trustees of the Chapter.

Section 3: At least 75 days before each annual meeting the Committee on Nominations shall report to the Secretary/Treasurer the candidates nominated for those offices that will become vacant at the next annual meeting. The slate of nomination is subject to

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board approval. Committee on Nominations shall consist of no less than three available Past Presidents with the most recent available Past President serving as Chairman. In the selection of candidates for President, Vice President, Secretary/Treasurer and Trustees, the Committee on Nominations shall have due regard for diversity of professional and geographical representation. Each candidate for the office of President, Vice President, Secretary/Treasurer or Trustee must have given consent to his nomination before the report is published. Candidates nominated for the office of President shall have served as a Trustee for the Chapter for a minimum of two years. Candidates nominated for the office of Vice President and Secretary/Treasurer shall have served as a Trustee for the Chapter for a minimum of one year. The Secretary/Treasurer shall cause notice of all such nominations to be transmitted to the membership of the Chapter at least 60 days prior to the next ensuing annual meeting. Additional nominations for President, Vice President and Trustees may be made within 10 days thereafter by petition to the Board of Trustees of the Chapter and signed by at least ten members of the Chapter.

The complete list of nominations shall be submitted at least 30 days before each annual meeting to the Chapter membership for letter ballot to be canvassed at the annual meeting and the result announced. The candidate(s) for any office receiving the most votes shall be declared elected.

- Section 4: Terms of office shall be as follows: President – one year, Vice president – one year; Secretary/Treasurer – one year; Trustees – three years; with Trustees elected each year. A year is here construed as the period between the reports of tellers on canvass of ballots for Chapter Board members at two successive annual meetings.
- Section 5: A trustee who is elected to the Office of President before the expiration of his/her three year term shall resign the Office of Trustee.
- Section 6: The President, having served a full term after being elected to that office, shall be ineligible for re-election to the same office until the lapse of at least two years. The Vice President, having served a full term after being elected to that office, shall be ineligible for re-election to the same office until the lapse of at least one year.
- Section 7: The term of each officer shall begin immediately on the announcement at the annual meeting by the tellers of the canvass of ballots by which they are elected and shall continue until a successor is elected.
- Section 8: A vacancy in the office of President shall be filled by the Vice President.
- Section 9: Vacancy in the office of Vice President shall be filled by appointment by the Board of Trustees of the Chapter for the unexpired term.
- Section 10: In the event of disability of any officer of the Chapter, or neglect in the performance of the duties of that office or, the Board of Trustees of the Chapter may declare the office vacant, and can appoint a replacement until the next general election.
- Section 11: The Board of Trustees of the Chapter shall have general supervision of the affairs of the Chapter. It shall authorize and appoint the Chairmen of such administrative and

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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 President.

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the chapter shall be exercised by, or under the authority of, and the business and affairs of the Chapter, shall be controlled by, the Board of Trustees. Without limiting the generality of the foregoing, the Board of Trustees shall have the following powers:

- (a) To select and remove agents and employees of the Chapter, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and business of the Chapter, and to make such rules and regulations therefore not inconsistent with law, with the Articles of the Incorporation or the Bylaws, as they may deem best.
- (c) To change the principal office for the transaction of the business of the Chapter from one location to another within the same county; to fix and locate from time to time one or more subsidiary offices of the Chapter within or without the State of California; to designate any place within or without the State of California for the holding of any Trustees' or Members' meeting; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgement they may deem best, provided such seal shall at all times comply with the provisions of the law.
- (d) To borrow money and incur indebtedness for the purposes of the Chapter, and to cause to be executed and delivered therefor, in the Chapter name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's or other evidences of debt and securities therefor.

Section 12: There shall be an Executive Committee of the Board of Trustees of the Chapter consisting of the President and three Trustees appointed, at least annually, by the Board of Trustees of the Chapter.

Section 13: The Executive Committee shall manage the affairs of the Chapter during the interim between the meetings of the Board of Trustees of the Chapter.

Section 14: Subject to the control of the Board of Trustees, the President shall have general supervision, direction and control of the business and affairs of the Corporation. He shall preside at all meetings of the Members, Trustee and Executive committees, shall be an ex-officio member of all committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Trustees. The President, will only vote on motions by the Board to break a tie.

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- Section 15: The Vice President shall discharge the duties of the President in his absence. In the absence of the President and the Vice President, the Secretary/Treasurer shall discharge such duties.
- Section 16: The Past President shall be non-voting advisor to the Board of Trustee.
- Section 17: The Secretary/Treasurer shall keep a full and complete record of the proceedings of the Board of Trustees, shall keep the seal of the Chapter and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Trustees.
- The Secretary/Treasurer shall receive and safely keep all funds of the Chapter and deposit the same in such bank or banks as may be designed by the Board of Trustees. Such funds shall be paid out only on the check of the chapter having two signatures of the President, Vice President, Secretary/Treasurer or by such officers as may be designated by the Board of Trustees as authorized to sign the same. Notwithstanding, the foregoing separate accounts maybe established and maintained by subordinate committees at the discretion of the Board of Trustees. The disbursement of funds from such accounts shall require the signature of two individuals approved by the Board of Trustees. The Secretary/Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees.
- Section 18: The Officers and Trustees shall receive no compensation for their services to the Chapter as such. The Officers and Trustees may however, be reimbursed for expenses incurred on behalf of the Chapter, subject to the approval of the Board of Trustees.

#### 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 of Trustees of the Chapter. The time and place of all meetings shall be fixed by the Board of Trustees of the Chapter. Notice of this action shall be sent to all members in advance of such meetings. Notice of the annual meeting shall be sent to all members at least 30 days in advance.
- Section 2: The Board of Trustees of the Chapter shall meet at least twice each year at the time and place fixed by the Board or on call of the President.
- Special meetings of the Board of Trustees for any purpose or purposes shall be called at any time by the President or by any two Trustees.
- Written notice of the time and place of special meetings shall be delivered personally to each Trustee or sent to each Trustee by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown upon

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the records of the Chapter. Such notice shall be mailed at least seventy-two (72) hours prior to the time of the holding of the meeting.

The transactions of any meeting of the Board of Trustees, however called and noticed and wherever held, shall be as valid as though had a meeting been duly held after regular call and notice, if a quorum be present.

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

Section 4: Fifteen members shall constitute a quorum for meetings of the Chapter; five members shall constitute a quorum for meetings of the Board of Trustees of the Chapter; and three members for meetings of the Executive Committee.

In the absence of a quorum at any meeting of the Board of Trustees, the majority of the Trustees present may adjourn the meeting.

## ARTICLE V

### DUES

Section 1: Dues shall be payable in advance of the first day of enrollment as a Chapter member and annually thereafter on the anniversary date.

Membership dues in the Chapter shall be set each year by the Chapter Board of Trustees for all classes of membership.

Chapter dues shall not exceed one-half of the Institute dues for corresponding classifications of membership. The amount of dues shall be determined for each year by the Board of Trustees. Any change in the amount of the dues from the preceding year must have the approval of 2/3 of the Trustees.

Dues payable for a portion of a calendar year may be prorated at the discretion of the Board of Trustees.

Section 2: A member in any classification whose Chapter dues remain unpaid for a period of 90 days shall forfeit the privileges of membership and his/her name shall be stricken from the Chapter rolls from the anniversary date.

## ARTICLE VI

### INDEMNIFICATION

Section 1: Subject to compliance with the provisions of Section 3 of this Article VI, no Trustee shall be personally liable for the debts, liabilities or other obligations of this corporation.

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Section 2: The corporation shall have and hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a trustee, officer, employee or other agent (as defined in Section 317 of the California Corporation Code) of the corporation, to the full extent allowed under the provisions of Section 7237 of the California Nonprofit Corporation Law relating to the power of a corporation to indemnify any Such person. The amount of such indemnity shall be so much as the Board of Trustees determines and finds to be reasonable, or, if required by said Section 7237, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Section 3: Pursuant to Section 7231 of the California Nonprofit Corporation Law, a Trustee shall perform the duties of a Trustee, including duties as a member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner such Trustee believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the Trustee believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accounts or other persons as to matters which the Trustee believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the Trustee does not serve, as to matters within its designated authority, which committee the Trustee believes to merit confidence, provided, that in any such case, the Trustee acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 4: As used in this section, a "self-dealing contract" is any contract or transaction

- (i) Between this corporation and one or more of its Trustees, or between this corporation and any corporation, firm or association in which one or more of the Trustees has a material financial interest, or
- (ii) Between this corporation and a corporation, firm or association of which one or more of its directors are Trustees of this corporation.

Pursuant to Section 7233 of the California Nonprofit Corporation Law, no self-dealing contract shall be void or voidable because of such Trustee(s) or corporation, firm or association are parties or because such Trustee(s) are present at the meeting of the Board or committee which authorizes, approves or ratifies the self-dealing contract if:

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- (a) Membership Approval. All material facts are fully disclosed to or otherwise known by the members and the self-dealing contract is approved by the members in good faith (without including the vote of any membership owned by such interested Trustee(s); or
- (b) Board of Committee Approval. All material facts are fully disclosed to or otherwise known by the Board or committee and the Board or Committee authorizes, approves, or ratifies the self-dealing contract in good faith (without counting the vote of the interested Trustee(s)), and, in the case of a self-dealing contract described in (i) above, the Board or committee resolves and finds that the contract is just and reasonable at the time it is authorized, approved or ratified; or
- (c) Just and Reasonable Contract. The person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the corporation at the time it was authorized, approved or ratified.

Interested Trustee(s) may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves or ratifies a contract or transaction as provided in this Section 4.

## ARTICLE VII DISSOLUTION

In case of dissolution of this Chapter, the Chapter Board of Trustees shall authorize the payment of all debts of the Chapter, including accruals; and arrange for distribution of remaining assets, if any, to the Institute or to a nonprofit educational or scientific organization or organizations having similar aims and objectives, subject to the limitations set forth in the Chapter's Articles of Incorporation and the applicable provisions of the California Corporations Code.

## ARTICLE VIII BUSINESS OF THE CHAPTER

- Section 1: The principal office for the transaction of the business of the Chapter is hereby fixed in San Diego County located at 1310 Hidden Mountain Drive, El Cajon, California 92019. The Board of Trustees may at any time or from time to time change the location of the principal office from one location to another within the jurisdiction of the Chapter.
- Section 2: The Chapter shall have a common seal consisting of two concentric circles with the words 'SAN DIEGO-INTERNATIONAL CHAPTER AMERICAN CONCRETE INSTITUTE' together with the date of the incorporation of this Chapter.

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- Section 3: The Chapter shall keep correct and complete books and records of account, shall also keep the minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Chapter may be inspected by any member or his agent or attorney for any purpose at any reasonable time.
- Section 4: The Rules contained in Robert's Rules of Order, revised, shall govern this Chapter, the Board of Trustees and Chapter committees insofar as they are not in conflict with law or these Bylaws.
- Section 5: A member who is entitled to vote shall include: President, Vice-President, Secretary/Treasurer, Trustees and all Chapter members whose Chapter dues are paid in full as of the date of voting.

ARTICLE IX  
AMENDMENTS

Proposed amendments to these Bylaws, signed by at least 15 Members, if presented in writing to the Board of Trustees of the Chapter 60 days before the annual meeting, shall be mailed 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 shall be necessary for their adoption. Student Members shall not be eligible to propose or vote on amendments to the Chapter Bylaws. Incorporation of amendments into the Chapter Bylaws shall be contingent on approval by the Board of Trustees of the American Concrete Institute.

The letter ballot shall be post marked within 45 days of the annual meeting. Ballots shall be counted 30 days after the ballot postmark.

ARTICLE X  
MISCELLANEOUS

The President, Vice President, Secretary/Treasurer or such other officers as the Board of Trustees may select for that purpose, are authorized to vote, represent and exercise on behalf of this Chapter all rights incident to any and all voting securities of any other Chapter or Chapter standing in the name of this Chapter. The authority herein granted to said officers to vote or represent on behalf of this Chapter in any other Chapter or Chapters may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officers.

ARTICLE XI

For the purposes of these Bylaws, the term "Chapter" is synonymous with the term "Corporation" as used in the Articles of Incorporation.

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Certification of Secretary/Treasurer

I, the undersigned, do hereby certify that I am the duly appointed Secretary/Treasurer of SAN DIEGO – INTERNATIONAL CHAPTER AMERICAN CONCRETE INSTITUTE, a California nonprofit corporation, and that the foregoing Bylaws comprising of said corporation as duly adopted at a meeting of the Board of Trustees thereof duly held on \_\_\_\_\_, 1992.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the corporation this \_\_\_\_\_ day of \_\_\_\_\_, 1992.

\_\_\_\_\_  
Secretary/Treasurer

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