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(Amended March 23, 1976)
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(Amended May 16, 1995)
(Amended January 11, 2020)

**National Capital Chapter
American Concrete Institute
BY-LAWS**

ARTICLE I - Name and Purpose

Section 1. The name of the corporation is National Capital Chapter herein referred to in these Bylaws as “Chapter”.

Section 2. The purpose of this Chapter is to further the chartered objectives for which the American Concrete Institute, a Michigan nonprofit corporation (“ACI”), was organized; to further engineering and technical education, and 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 and restoration of concrete and related materials. The Chapter is accordingly organized and shall be operated primarily 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 to Washington, DC; Alexandria, VA; Montgomery and Prince George’s Counties in Maryland; or Arlington, Fairfax, Loudoun and Prince William Counties in Virginia (“Chapter Area”).

ARTICLE II - Officers and Directors

Section 1. The Chapter officers shall be the President, Vice-President, Secretary, Treasurer and six Directors.

Section 2. The President, Vice-President, Secretary, Treasurer, three most recent available Past Presidents, and the six Directors shall constitute the Board of Directors of the Chapter.

Section 3. At least 40 days before each annual meeting the Committee on Nominations shall report to the Secretary and/or Executive Director the candidates nominated for offices to become vacant at the next annual meeting and candidates for membership of the Committee on Nominations which 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. Each candidate for the office of President, Vice-President, Secretary, Treasurer and Director must have given consent to his/her nomination before the report is published. The Secretary and/or Executive Director shall cause notice of all such nominations to be transmitted to the membership of the Chapter at least 30 days prior to the next ensuing annual meeting. Additional nominations for offices or for membership on the Committee on Nominations may be made within 15 days thereafter by petition to the Board of Directors of the Chapter and signed by at least ten members of the Chapter.

At least 15 days before the Annual Meeting, the complete list of nominations shall be submitted 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. The five candidates receiving the most votes for membership on the Committee on Nominations shall be declared elected members of the committee. The immediate Past President shall serve as chair of the Committee on Nominations.

Should any member of the Committee on Nominations thus chosen fail to make written acceptance of service within 15 days of formal notice from the Secretary and/or Executive Director, the candidate(s) receiving the next greatest number of votes shall be declared elected. If necessary, the process is repeated until five elected members agree to serve on the Committee on Nominations.

Section 4. Terms of office shall be as follows: President, 2 years; Vice President, 2 years; Secretary, 2 years; Treasurer, 2 years; Directors, 3 years, with two Directors 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 President, Vice-President or Director having served a full term after having been elected to that office, shall be ineligible for re-election to the same office until the lapse of at least 2 years.

Section 6. The term of each officer begins at the Annual Meeting after the announcement of ballot results.

Section 7. A vacancy in the office of President shall be filled by the Vice-President.

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

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

Section 10. 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 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 President.

Section 11. The President shall perform the usual duties of the office. He/She shall preside at chapter meetings and at the meetings of the Board of Directors of the Chapter. The President shall be an ex-officio member of all committees.

Section 12. The Vice-President shall discharge the duties of the President in the absence of the President. In the absence of the President and the Vice-President, a President Pro Tem, appointed by the Board of Directors of the Chapter, shall discharge such duties.

Section 13. The Secretary shall see that notices are sent at least fifteen days in advance of all meetings of the Board of Directors, keep accurate minutes thereof and distribute them in a timely manner. The Secretary shall maintain a file of all correspondence. The Secretary shall perform other duties as assigned by the Board of Directors of the Chapter.

Section 14. The Treasurer shall collect, and receipt for monies and securities; deposit funds and disburse and dispose of the same subject to the direction of the Board of Directors of the Chapter; keep accurate books of account; and submit a report at meetings of Board of Directors of the Chapter. The Treasurer shall perform other duties as assigned by the Board of Directors of the Chapter.

Section 15. With the exception of extenuating circumstances as determined by the Board, attendance to at least 75% of the Board of Directors meetings and teleconferences is required to maintain the position designated to the individual. In the case of absenteeism from more than 25% of the meetings held by the Board of Directors, under reasonable discretion of the Board, the position is hereby forfeited to vacancy to be filled by choice of the President, except as provided in Section 7, to fulfill the remainder of the term length.

ARTICLE III - Members

Section 1. This Chapter shall consist of Honorary Members, Distinguished Chapter Members, Contributing Members, Organizational Members, Individual Members, and Student/Faculty Members.

Section 2. Honorary Chapter Member:

An Honorary Chapter 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. Except as otherwise set forth in these Bylaws, an Honorary Chapter Member shall have the same rights and privileges as an Individual Member but shall not be subject to Chapter dues. Honorary Members of the ACI shall be Honorary Chapter Members if their permanent address of record at ACI is within the Territory. Except as set forth in the preceding sentence, an Honorary Chapter Member shall be elected by a majority vote of the Board. The total number of Honorary Chapter Members and the maximum number to be elected in any one year shall be at the discretion of the Board.

Section 3. 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 the 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.

Section 4. Contributing or Organizational Member:

A Contributing or Organizational Member shall be a person, firm, corporation, society, agency of the government, or other organization electing to give greater support to the Chapter through the payment of larger dues. A Contributing or Organizational Member, other than a person, may name a representative who shall enjoy all rights and privileges of a Member of the Chapter.

Section 5. Student / Faculty Member:

A Student Member shall be a person less than 28 years of age and a full-time registered student at an educational institution within the area of the Chapter. Faculty Members shall be a full-time faculty member at an educational institution within the area of the Chapter. Student/Faculty Members shall have all rights and privileges of a Member except that he/she cannot hold office nor vote on amendments to the Bylaws.

Section 6. Individual Member

An Individual Member shall be a person whose application has been approved by the Board. He/She shall have all the rights, privileges, and obligations set forth in the Chapter Bylaws.

Section 7. To hold office in the chapter, an individual must be a Member of the Chapter, thus granting him/her Local Chapter benefits with the American Concrete Institute.

Section 8. Members of the Chapter whose permanent address or industry related business is in the Chapter Area may hold office in the Chapter.

Section 9. Applications for and resignations from membership and requests for change of representatives of Contributing or Organizational Members shall be presented in writing to the Secretary and/or Executive Director.

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 Directors of the Chapter. The time and place of all meetings shall be fixed by the Board of Directors 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 15 days in advance.

Section 2. The Board of Directors 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.

Section 3. Fifteen members shall constitute a quorum for meetings of the Chapter; five Directors shall constitute a quorum for meetings of the Board of Directors of the Chapter; and three 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. Annual Chapter dues shall be as set by the Board of Directors of the Chapter. Dues must be paid at the time of enrollment of a new member and annually thereafter on January 1. Dues payable for a portion of a calendar year may be prorated at the discretion of the Board of Directors of the Chapter.

Section 2. A Member in any classification whose Chapter dues remain unpaid for a period of 1 year shall forfeit the privileges of membership and the name shall be stricken from the Chapter rolls.

ARTICLE VI - Bylaws Amendments

Section 1. In accordance with applicable law, these bylaws may be altered or amended by the Board only by the affirmative vote of at least seventy-five percent (75%) of the Directors.

Section 2. Proposed amendments to these Bylaws, approved by at least 10 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/Faculty Members shall not be eligible to propose or vote on amendments to the Chapter Bylaws.

Section 3. Any amendment to these Bylaws (regardless of whether such amendment was made by action of the Board or by the Members) shall be in conformity with the Chapter's and ACI's aims and objectives.

ARTICLE VII - Dissolution

Section 1. In case of dissolution of this Chapter, the Board of Directors of the Chapter 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 organizations having similar aims and objectives.

ARTICLE VIII – Indemnification

Section 1. Any person made a party to any action, suit, or proceeding, civil or criminal, by reason of the fact that such person, his/her 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 he/she 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 him/her 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 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 IX - Trade Regulation Policy

Section 1. It shall be the policy of the Chapter to observe strictly, in letter and in spirit, the trade regulation laws of the United States and of the several states, including the body of laws customarily referred to as the Antitrust Laws of the United States. In pursuance of this policy, the Board shall, as appropriate, (i) adopt and publish an Antitrust Policy Statement, (ii) amend the statement from time to time and (iii) take periodic reports from the President of the Chapter as to compliance by the Chapter with such policy.

ARTICLE X - Conflicts of Interest Policy

Section 1. The Board may approve a Conflicts of Interest Policy that establishes policies and procedures for determining when a Director, Officer or other person involved with the Chapter has a conflict of interest and which specifies procedures for reviewing, voting upon and performing any contract or transaction with such an interested person or with an entity in which such person has an interest. The policies and procedures approved by the Board may be stricter than those set forth under applicable law or in these Bylaws.

