

**ARTICLE I – IDENTIFICATION**

- Section 1. The name of this organization shall be the AMERICAN SHOTCRETE ASSOCIATION. It shall be a non-profit corporation, incorporated in the State of Virginia.
- Section 2. The principal office of the Association shall be in the State of Michigan.

**ARTICLE II – PURPOSE**

The purpose of this Association shall be to:

- Educate the construction community as to the benefits of the use of Shotcrete
- Encourage and promote the use of Shotcrete by providing useful and accurate information to the concrete specifying and purchasing communities
- Support and promote the education and training of those in the Shotcrete industry in the proper methods, materials, and techniques to obtain high quality Shotcrete
- Support the ACI Nozzleman Certification program
- Strive to maintain the highest standards of ethics and conduct for the members of the association

**ARTICLE III – MEMBERSHIP**

- Section 1. Membership: Any company, agency, or individual with an interest in the purpose and activities of the Association shall be eligible to become a member of the Association. Each company or agency shall appoint a person to be its representative who shall represent, vote, and act for the member in all the affairs of the Association.
- Section 2. Student Membership: A person who is enrolled in a college or university shall be eligible to become a student member of the Association, subject to such limitations as may be prescribed by the Board of Directors. Student members shall not be eligible to vote.
- Section 3. Life and Honorary Membership: At such times as the Board of Directors may determine, Life or Honorary Memberships may be bestowed to individuals. These classes of membership shall carry all the benefits of regular membership, but without the requirement of payment of dues.
- Section 4. Voting: Each voting member in good standing shall be entitled to one vote in Association matters. Proxy voting shall be permitted at general membership meetings, with the Secretary’s certification that such proxy votes from members in good standing, are in proper order, and are in accordance with any rules regarding proxy voting which may have been passed by resolution of the Board of Directors.
- Section 5. Resignation: Any member may resign by filing a written resignation with the President, but such resignation shall not relieve the member of the obligation to pay any accrued dues or other charges.
- Section 6. Removal: Members of any classification may be removed for cause by a two-thirds affirmative vote of the Board of Directors present at any meeting. For any cause other than non-payment of dues, the member shall be advised of the complaint at least twenty (20) days before the action is scheduled to be voted upon. The member shall have the opportunity to present a defense prior to the vote for removal, and may appeal the decision of the Board of Directors at the next general membership meeting, provided that notice of intent to appeal is provided to the President at least ten (10) days in advance of the meeting. A majority vote of

members present in person at the meeting, at which the appeal is heard, providing a quorum is present, may reverse the decision of the Board. Proxy voting will not be allowed for this purpose.

Section 7. Non-discrimination: No person shall be denied membership or any of the benefits of the Association because of gender, race, age, or religion. For clarity and convenience, individuals are referenced in these bylaws in the masculine; the feminine shall be substituted whenever circumstances deem it appropriate.

#### **ARTICLE IV – DUES**

Section 1. The annual dues for each member, of all classes of membership in the Association, shall be established by the Board of Directors.

Section 2. Members who fail to pay their dues within thirty (30) days from the time the same become due shall be notified by the Executive Director and, if payment is not made within the succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may at its discretion prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member showing good cause.

#### **ARTICLE V – OFFICERS AND DIRECTORS**

Section 1. The elected officers of this Association shall be a President, Vice-President, Secretary, and Treasurer. The President and Vice President shall be elected and serve one-year terms or until their successors are elected. The Secretary and Treasurer shall serve terms of one year or until their successors are elected. These officers shall be elected at the Annual Meetings of the Association. The Secretary and Treasurer may be reelected at the discretion of the membership. The President and Vice-President shall not be eligible for re-election to the same office for a period of one year.

Section 2. Nine (9) Elected Directors shall be elected from the regular membership for a term of office of three (3) years or until their successors are elected, and an Elected Director may not serve as such for more than two (2) consecutive terms.

Section 3. Newly elected Officers, Directors and the Nominations Committee shall begin their terms upon public announcement of the canvass of ballots at the annual business membership meeting.

#### **ARTICLE VI – BOARD OF DIRECTORS**

Section 1. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, shall determine its policies within the limits of these bylaws, shall actively pursue its purpose and shall oversee the disbursement of its funds. It may adopt rules and regulations for the conduct of its business, as it deems advisable and may appoint such agents, as it may consider necessary.

- Section 2. The Board of Directors shall be composed of the President, Vice-President, Secretary, Treasurer, Immediate Past President, and all Elected Directors. The Executive Director of the Association shall be an ex-officio member of the Board of Directors without vote.
- Section 3. The Board of Directors shall meet at least two times each year, at such times and locations as agreed upon by the members of the Board of Directors. Special meetings shall be held at the call of the President or six (6) Board members. At least fifteen (15) days notice of all regular or special meetings of the Board of Directors shall be mailed to all Board members, which notice shall include the agenda items for the meeting.
- Section 4. The President shall preside at all meetings of the Board of Directors. In his absence or incapacity, the Vice-President, Secretary, Treasurer, or Immediate Past President shall preside, in that order of precedence.
- Section 5. Providing proper notice has been given as prescribed in Section 3 of this Article, a quorum of the Board of Directors shall consist of the Board members present. However, no authorization for the expenditure of funds of the Association may be made, nor may new policies be enacted which have not been previously listed on the agenda, at any Board meeting with less than one-third (1/3) of the voting members present.
- Section 6. An Executive Committee, consisting of the elected officers, the Immediate Past President, and the Executive Director (without vote), shall act for the Board of Directors in any matters requiring attention between regular meetings. The Executive Committee shall also approve an annual budget as prepared by the Treasurer, for approval by the Board of Directors.
- Section 7. The Board of Directors shall employ an association management firm to manage the day-to-day business of the association. An employee of this firm shall be named Executive Director who shall be the chief operating officer of the association, subject to the approval of the Board of Directors. He shall be a member of the Executive Committee and shall be responsible to the association for the management and direction of the activities of the Association as prescribed by the Board of Directors. The Board shall delegate to the Executive Director the authority to manage the Association and he shall serve as Assistant to the Treasurer.
- Section 8. Voting rights of a Director shall not be delegated to another or exercised by proxy. However, (unanimous) action taken by a mail or electronic ballot of all members of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular Board meeting. In addition, any or all directors may participate in a Board of Directors meeting through the use of any means of communication such as teleconference, by which all directors may simultaneously hear each other during the meeting; a director participating in a meeting by this means shall be deemed to be present at the meeting.
- Section 9. Officers and directors who fail to attend two consecutive Board of Directors meetings without due cause, evidenced by notification in advance to the President, Secretary, or Executive Director of the Association, shall automatically relinquish their office and their positions shall be filled in accordance with the provisions of these bylaws.
- Section 10. Officers and directors may be removed only for cause by a two-thirds (2/3) vote of the entire Board of Directors.
- Section 11. Any officer or elected director who ceases to be a Voting Member of the Association shall automatically cease to be an officer or elected director.

- Section 12. Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board of Directors upon recommendation of the Nominating Committee. An officer or director so elected to fill a vacancy shall serve the unexpired term of his predecessor.
- Section 13. Voting directors and elected officers shall not receive compensation for their services.

#### **ARTICLE VII – DUTIES OF OFFICERS**

- Section 1. President: The President shall be the principal elective officer of the organization, shall preside at all meetings of the membership, the Board of Directors, and the Executive Committee, and shall perform other duties as are normally incident to the office or as may be prescribed by the Board of Directors. He shall be an ex-officio member, with voting privilege of all committees. He shall make an annual report to the membership, and shall communicate to the association or to the Board of Directors such matters as may in his opinion promote the welfare and increase the usefulness of the Association.
- Section 2. Vice President: The Vice President shall report to the President on all other activities of the Association, such as technical committees and educational programs.
- Section 3. Secretary: The Secretary shall give notice of and attend all meetings of the Association and the Board of Directors, shall keep a record of all proceedings, shall attest documents, and shall perform other duties as may be assigned or are usual and normal for such office.
- Section 4. Treasurer: The Treasurer shall keep an account of all monies received and expended for the use by the Association, and shall make disbursements as authorized by the Board of Directors. He shall also prepare an annual budget for submission to the Executive Committee for their consideration prior to approval by the Board of Directors.

#### **ARTICLE VIII – MEMBERSHIP MEETINGS**

- Section 1. The annual business meeting of the membership of the Association shall be held during the World of Concrete or at such time and place as the Board of Directors may designate.
- Section 2. Special meetings of the membership may be called by the Board of Directors or the President, and shall be called by the President within thirty (30) days of receipt of a written request of twenty percent (20%) of the voting members in good standing.
- Section 3. Regional meetings of the Association may be held at such time and place as may be approved by the Board of Directors.
- Section 4. At any annual or special meeting of the membership, a quorum shall consist of no less than five percent (5%) of the Voting Members. All actions taken by said members shall be implemented by the Board of Directors.
- Section 5. Written notice of any meeting of the Association at which official business is to be transacted shall be mailed to the last known address of each member not less than ten (10) nor more than forty (40) days before the date of the meeting.

**ARTICLE IX – COMMITTEES**

Section 1. The President, subject to the approval of the Board of Directors, shall annually appoint each standing, special or subcommittees as may be required by the bylaws or as he may find necessary.

Section 2. The Nominating Committee shall consist of three (3) voting members. The committee shall be composed of the current President and the two most immediate Past Presidents. The committee shall be chaired by the most immediate Past President.

The Nominating Committee shall report to the Executive Director of the Association, on or before a date selected by the Executive Director, the candidates nominated for offices to become vacant at the next annual membership business meeting.

No member of the Nominations Committee shall be named a candidate for elective office in the report of the Nominations Committee. The Nominations Committee shall have due regard for diversity of professional and geographical representation in their selection of candidates. The report of the Nominations Committee 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 Officer, or more than two persons employed by any single organization serving as elected Directors. No two persons employed by the same organization shall serve simultaneously on the Nominations Committee.

Each candidate for Officer, Board membership and Nominations Committee membership must accept nomination before the report is published. Additional nominations for Officers, Board of Directors and Nominations Committee may be made by the Board of Directors. Each proposed nomination must be approved by a majority vote by the Board of Directors.

The complete list of nominations shall be communicated at least 60 days before the next annual business meeting to the Association membership for letter ballot to be canvassed at least 30 days before the annual business meeting. The candidate for any office receiving the most votes shall be declared elected.

Should any elected member of the Nominations Committee be unable to fulfill his/her term, a vacancy shall occur to be filled by the most immediate past president available to serve.

Section 3. The President may create standing committees at his/her discretion and is authorized to appoint Chairman of all standing committees. Chairman will serve one-year terms.

Each committee shall monitor the activities of the Association in its respective field, and propose changes and new programs to the Board of Directors for approval. Committees may be disbanded by a majority vote of the Board of Directors.

**ARTICLE X – FINANCE**

- Section 1. The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to members of the Association.
  
- Section 2. The fiscal year shall be prescribed by the Executive Committee with the approval of the Board of Directors.
  
- Section 3. With recommendations of the Executive Committee, the Board shall adopt an annual operating budget covering all activities of the Association. Within sixty (60) days following the close of the fiscal year, the Treasurer shall furnish the membership with a financial report for the fiscal year just concluded.

**ARTICLE XI – DISSOLUTION**

On dissolution of the Association, any funds remaining after payment of all debts shall be distributed to one or more regularly organized and qualified non-profit organizations selected by the Board of Directors whose purposes are in furtherance of those tax-exempt non-profit purposes of the Association.

**ARTICLE XII – RULES OF ORDER**

The rules contained in the current version of “Robert’s Rules of Order” shall govern the conduct of meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

**ARTICLE XIII – AMENDMENTS**

- Section 1. Methods: One of the methods named in the following sections of this article shall be used to change the Bylaws of the Corporation. The method to be used in each situation shall be determined by a majority vote of the Board of Directors.
  
- Section 2. General Meeting:
  - A. These Bylaws may be amended by a two thirds (2/3) vote of the voting members present at a general meeting provided such proposed amendment is circulated in writing at least ten (10) days prior to such meeting of the members.
  
  - B. Unless otherwise specified, all such amendments shall become effective on the date of the vote.
  
- Section 3. Board Meeting:
  - A. The Bylaws may be amended by a two-thirds (2/3) vote of the Directors present at a meeting of the Board of Directors, provided such amendment is circulated in writing at least ten (10) days prior to such meeting of the Board.
  
  - B. Unless otherwise specified, all such amendments shall become effective on the date of the vote.