



ACI Chapter Model Bylaws
(Revised May 2016)

ARTICLE I – NAME AND PURPOSE

Section 1: Name.

The name of the corporation is **ACI Central & Southern Ecuador Chapter** 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, 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 Central and South part of Ecuador, which include the following provinces: El Oro, Loja, Zamora Chinchipe, Azuay, Morona Santiago, Cañar, Guayas, Chimborazo, Bolívar, Los Ríos, Santa Elena, Pastaza and Manabí.

ARTICLE II – OFFICERS AND DIRECTORS

Section 1: Board and Officers Defined.

(a) Board of Direction

The Board of Direction or (“Board”) shall consist of at least six (6) voting Directors. The Directors shall be elected by the Members, except that the President, Vice President and most recent available past President who continues to be a Member shall automatically be Directors of the Board without election by, or approval from, the Members. All Directors of the Board must be members of ACI and the Chapter.

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(b) Officers.

The Officers of the Chapter shall be at least a President, Vice President, Treasurer and Secretary. The President and Vice President must be members of ACI and the Chapter and shall be elected by the Members of the Chapter. The Secretary and Treasurer (which may be the same individual) shall be elected by the Board and must be Members of the Chapter.

(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 year is here construed as the period between the reports of tellers on canvass of ballots for Board members at two successive annual meetings.

The term of each Officer and Director position shall begin immediately upon the announcement of the canvass of ballots by which the Officer or Director is elected and shall continue until a successor is elected, or until his or her earlier resignation or removal

A President, Vice President, or Director, having served a full term after being elected to that office, shall be ineligible for reelection to the same office until the lapse of at least 1 year.

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

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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 President. Affiliate Chapter Members 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. He shall preside at Chapter meetings and at the meetings of the Board and of the Executive Committee, and shall be an ex officio member of all committees.

(b) Vice President

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

(c) Secretary and Treasurer

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

Section 4: Executive Committee.

(a) Composition

There shall be an Executive Committee of the Board consisting of the President and three other Members appointed by the Board.

(b) Powers and Duties of Executive Committee

The Executive Committee, as permitted by applicable law, shall manage the affairs of the Chapter during the interim between the meetings of the Board. It shall report such actions to the Board. It shall also recommend to the Board action on such matters as it may choose.

Section 5: Nominations for Elected Director and Officer Positions; Committee on Nominations

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(a) Nominations

There shall be a Committee on Nominations. At least 40 days before each annual Member meeting, the Committee on Nominations shall report to the Secretary and 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 member of ACI 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 Secretary and 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 offices or for membership on the Committee on Nominations may be made within 15 days thereafter by petition to the Board signed by at least 10 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

Each designated member of the Committee on Nominations is required to be in attendance at any such meeting. If an elected member of the Committee on Nominations is unable to attend the meeting, the position will be declared vacant and the available person on the list of committee candidates with the next highest number of votes will serve instead. If a past President member of the Committee on Nominations is unable to attend the meeting, the President shall appoint an alternate from among available past Presidents

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who continue to be a Member.

Should any member of the Committee on Nominations thus chosen fail, within 15 days of formal notice from the Secretary or Treasurer of the Chapter, to make written 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 6: 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 his or her position or has neglected to perform the duties of his or her 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) Honorary Members, (ii) Distinguished Members, (iii) Affiliate Members, (iv) Individual Members, (v) Organizational Members, (vi) Sustaining Members, (vii) Young Professional Members and (viii) Student Members. A person or entity who wishes to become a Member must submit a completed application form to the Secretary or 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 Secretary and Treasurer of the Chapter.

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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

(a) Individual Members

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

(b) 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 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.

(c) 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.

(d) Affiliate Chapter Members

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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 elected by a majority vote of the Board. The total number of Affiliate Chapter Members of the Chapter and the maximum number to be elected in any one year shall be at the discretion of the Board.

(e) 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.

(f) Sustaining Members

A Sustaining Member shall be a person, firm, corporation, society, agency of government, or other organization or entity electing to provide additional support for the activities and welfare of the Chapter by payment of greater dues. A Sustaining Member, other than a person, may name a personal representative who shall enjoy the same membership rights and privileges as an Individual Member.

(g) 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.

(h) 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 a Young Professional Member or Individual Member, depending on age, on the first anniversary of membership after ceasing to be a registered student.

Section 3: Member Voting Rights.

Notwithstanding anything to the contrary in these Bylaws, only those Members of the

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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.

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, 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: Executive Committee Meetings.

The Executive Committee shall meet on call of the President or of 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; five Directors shall constitute a quorum for meetings of the Board; and three Executive Committee members shall constitute a quorum for meetings of the Executive

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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: Membership Dues.

Dues shall be payable in advance on the first day of enrollment as a Member and annually thereafter on January 1st. 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. Dues payable for a portion of a calendar year may be prorated at the discretion of the Board.

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 his or her 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

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: Amendments by Members

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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. Affiliate Chapter Members, Junior Members, and Student Members shall not be eligible to propose or vote on amendments to the Chapter Bylaws.

Section 3: ACI Approval of Bylaw Amendments

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, and incorporation of an adopted amendment into these Bylaws shall be contingent upon written approval by ACI.

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.

ARTICLE VII – INDEMNIFICATION

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 XI – ACI**Section 1:** ACI Approval of Bylaws.

These Bylaws are effective only if approved by ACI, and the Chapter is subject to the applicable rules and regulations set forth by ACI from time to time and meant to govern the Chapter. 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. ACI may from time to time in its sole discretion change the Territory upon notice to the Chapter.

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.

The Members of the Chapter shall amend these Bylaws as directed from time to time by ACI in its sole discretion.

As directed by ACI in its sole discretion, the Chapter shall dissolve and terminate.

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 XII - TRADE REGULATION POLICY

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 XIII - CONFLICTS OF INTEREST POLICY

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.