

**BYLAWS
OF
GEORGIA CHAPTER of AMERICAN CONCRETE INSTITUTE, INC.
dba: GEORGIA CHAPTER, ACI, INC.**

ARTICLE I – PURPOSE

Section 1. The purpose of this Chapter is to further the chartered objectives for which the American Concrete Institute 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. This Chapter is accordingly organized and shall be operated exclusively for educational and scientific purposes. In conducting the aforementioned affairs of this Chapter, the Chapter shall pay due attention to all trade regulations and shall not in any manner violate federal or state trade regulations.

ARTICLE II – MEMBERS

Section 1. The Chapter shall consist of Honorary Members, Distinguished Chapter Members, Contributing Members, Organizational Members, Senior Members, Young Professional Members, and Student Members

Section 2. Chapter membership in any classification except Distinguished Chapter Members and Senior Members shall be of the same classification as its Institute membership.

Honorary Members of the American Concrete Institute shall be Honorary Members of the Chapter if their permanent address of record at Institute Headquarters is in the area describe in Section 3.

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, not current officers, who have made exceptional contributions in connection with the objectives of the Chapter and the American Concrete Institute. The Board of Direction of the Chapter shall select Distinguished Chapter Members. Distinguished Chapter Members shall be exempt from Chapter dues but shall not be exempt from ACI dues.

Senior Members shall be those Chapter Members who have reached 65 years of age and have been a member of the Chapter for 25 years.

Section 3. Only those members of the Chapter whose permanent address of record at Institute Headquarters is in the State of Georgia, USA, or who have specifically requested this Chapter for their official affiliation, shall be permitted to vote or hold office in the Chapter. An ACI member can belong to any number of Chapters but can specify only one official Chapter for voting and holding office, and need only specify it if his official affiliation is other than the Chapter in his residence area.

Young Professional Members and Student Members shall neither vote nor hold office in the Chapter.

Section 4. 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.

ARTICLE III – OFFICERS

Section 1. The Chapter officers shall be President, Vice-President, Secretary, Treasurer, and six Directors. Officers and Directors of the Chapter shall be members of the American Concrete Institute and of the Chapter and shall be elected by members of the Chapter.

Section 2. Officers, Directors and most recent available Past President shall constitute the Board of Direction of the Chapter.

Section 3: Before the October Chapter meeting, the Committee of Nominations, which consist of the three most recent available Past Presidents, shall report to the Chapter Secretary the slate of candidates nominated for office to become vacant in the next calendar year. The immediate Past President shall be Chair of the Committee.

Suggestions for candidates will be accepted from any Chapter member. Suggestions should be forwarded to the Chapter's Secretary by the September meeting. The Secretary will promptly forward them to the Chair of the Committee of Nominations.

In selection of candidates for Directors, the Committee of Nominations shall have due regard for diversity of professional and geographical representation. Each candidate must have given consent to his nomination before the report is published. The Secretary shall cause the report of candidates nominated to be transmitted to the Board of Directors for approval. If the Board of Director does not approve the slate of candidates, it shall negotiate with the Committee of Nominations to obtain an approved slate of candidates within 30 days.

The Secretary shall cause the approved slate of candidates for office to be submitted to the Chapter membership no later than November 1 for letter ballot to be canvassed in 30 days. Accommodation for write-in candidates shall be provided in the letter ballot. 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. With these five, the most recent available Past President shall serve, making a total membership of six. The Past President member shall be chair of the Committee.

Should any member of the Committee on Nominations thus chosen fail, within 15 days of formal notice from the Secretary, to agree to serve, a vacancy shall occur to be filled by the candidate receiving the next greatest number of votes and so on until the five elected places on the Committee shall be filled.

Section 4. Terms of office shall be as follows: President, Vice-President, Secretary, and Treasurer, one year; Directors, three years; with two Directors elected each year. A year is here defined as the period between two successive December 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 one year.

Section 6. The term of each officer shall begin at the end of the December meeting and shall continue until the end of the next December meeting.

Section 7. The Vice-President shall fill a vacancy in the office of President.

Section 8. A vacancy in any office shall be filled by appointment by the Board of Direction of the Chapter for the unexpired term, except as provided in Article III, Section 7.

Section 9. In the event of disability of any officer of the Chapter, or neglect in the performance of duties of the office, the Board of Direction shall declare the office vacant, and appoint a replacement for the remaining term of office, except as provided in Article III, Section 7.

Section 10. The Board of Direction of the Chapter shall have general supervision of the affairs of the Chapter. It shall 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. The committee chair shall appoint additional committee members.

Section 11. There shall be an Executive Committee of the Board of Direction of the Chapter consisting of the President, most recent available Past President, Vice-President, Treasurer, Secretary and a Board Member appointed by the Board of Direction.

Section 12. The Executive Committee shall manage the affairs of the Chapter during the interim between meetings of the Board of Direction of the Chapter.

Section 13. The President shall perform the usual duties of the office. He shall preside at Chapter meetings and at meetings of the Board of Direction of the Chapter and of the Executive Committee, and shall be ex officio member of all committees.

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 of Direction of the Chapter, shall discharge such duties.

Section 14. The Secretary and Treasurer shall perform such duties, furnish such bond, and receive such remuneration as shall be determined by the Board of Direction of the Chapter.

Section 15. In the event of any conflict in the interpretation and meaning of these bylaws, the conflict shall be resolved by a majority vote of the Board of Direction of the Chapter following a recommendation of the Chapter Executive Committee.

ARTICLE IV – MEETINGS

Section 1. The Chapter shall hold a meeting annually in December and the Board of Direction of the Chapter may authorize such other meetings it deems necessary. Notice of this action shall be sent to all members in advance of such meetings.

Section 2. The Board of Direction 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. The Executive Committee shall meet on call of the President or of any three of its members.

Section 4. Fifteen members shall constitute a quorum for meetings of the Chapter. Voting on issues before the Chapter shall be conducted by letter or electronic ballot. Proxies shall not count in establishing a quorum.

Section 5. Six members shall constitute a quorum for meetings of the Board of Direction of the Chapter, and three members shall constitute a

quorum for meetings of the Executive Committee. Proxies shall not count in establishing quorums.

Section 6. Proxies may be exercised for meetings of the Board of Direction of the Chapter under rules established by the Board of Direction of the Chapter. Proxies shall not be exercised for meetings of the Executive Committee or for general membership meetings. A proxy shall be exercised for one meeting only, and may be limited by the giver to one or more issues. The proxy holder shall be a current Officer or current member of the Board of Direction of the Chapter, and a proxy holder shall only hold one proxy per meeting. A form approved by the Board of Direction of the Chapter and signed by the giver shall be submitted to the Secretary before the start of the meeting, and shall be announced by the Secretary after the call to order as to the proxy giver and whether the proxy is limited or covers all votes on all issues.

ARTICLE V – DUES

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

The Board of Direction of the Chapter shall set membership dues for all classes of membership in the Chapter.

Chapter dues shall not exceed one-half of the Institute dues for corresponding classifications of membership.

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

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

ARTICLE VI – INDEMNIFICATION¹

Section 1. To the fullest extent permitted by law, The Georgia Chapter, ACI, Inc. shall indemnify any present and/or former Director or officer or “heirs and estates” who was or is party to any threatened, pending or completed action, suit or proceeding against any expenses (including attorney’s fees), judgments, fines, and amounts assumed in good faith by such person in connection with such action, suit, or proceeding.

Section 2. To the fullest extent permitted by law, The Georgia Chapter, ACI shall indemnify any present or former employee or agent, who was or is party to any threatened, pending or completed action, suit or proceeding, against any

expenses (including attorney's fees), judgments, fines, and amounts assumed in good faith such person in connection with such action, suit or proceeding.

Section 3. To the full extent permitted by the State of Georgia Nonprofit Corporation Act. Further, the Chapter may indemnify any person in the manner and to the full extent, and shall have such other rights and powers in connection therewith, as may be permitted to the Chapter under the law, including without limitation, the State of Georgia Nonprofit Corporation Act. The Georgia Chapter, ACI, Inc. shall not indemnify any member for criminal acts.

ARTICLE VII – DISSOLUTION

Section 1. In case of dissolution of this Chapter, the Chapter Board of Direction 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 nonprofit educational or scientific organization or organizations having similar aims and objectives.

ARTICLE VIII – AMENDMENTS

Section 1. Proposed amendments to these Bylaws, signed by at least 15 Members, if presented in writing to the Board of Direction of the Chapter, shall be distributed to the membership for letter ballot. A two-thirds majority of the votes cast by letter ballot canvassed within 60 days, but not less than 30 days, after distributing ballot forms shall be necessary for their adoption. Young Professional Members, and Student Members shall not be eligible to propose or vote on amendments to the Chapter Bylaws. Incorporation of adopted amendments into the Chapter Bylaws shall be contingent on approval by the Board of Direction of the Institute.