



BYLAWS OF THE ROCKY MOUNTAIN CHAPTER AMERICAN CONCRETE INSTITUTE

ARTICLE I

Section 1. The corporation may maintain a principal office, provided however that such office shall be located in the State of Colorado in the geographical region designated by the American Concrete Institute for the Rocky Mountain Chapter.

Section 2. The corporation may change its registered office, its registered agent, or both upon filing in the office of the secretary of state of Colorado a statement setting forth the information as required by the Colorado Nonprofit Corporation Act.

ARTICLE II

Members

Section 1. The classes of members have been set forth in the articles of incorporation which are Honorary Members, Contributing Members and Regular Members.

Section 2. Applications for membership, resignation from membership, and requests for change of representatives of Contributing Members shall be presented in writing to the Secretary-Treasurer.

ARTICLE III

Directors - Officers

Section 1. The affairs of the corporation shall be managed by a Board of Directors. The directors must meet the geographical requirements of the American Concrete Institute for the Rocky Mountain Chapter for voting eligibility and they must also be from one of the following classes of members: Honorary, Contributing or Regular Members.

Section 2. The number of directors of the corporation shall be nine, provided however the number of directors may be increased or decreased from time to time by amendment to the Bylaws. The number of directors of the corporation shall not be less than one.

Section 3. Since each of the three elected officers of the corporation: President, VicePresident and Secretary Treasurer shall also be directors of the corporation, the ballots shall soindicate. Five directors shall be elected who are not officers simultaneously.

Terms of office shall be as follows: President and director, one year; Vice President and director, one year; Secretary-Treasurer and director, one year; directors who are not officers or most recent available Past President, three years with one or two directors, as required by the expiration of the terms, elected each year; the most recent available Past President, one year. Any adjustments in terms of office to facilitate the smooth transition from pre-corporate status to corporate status shall be allowed. A year for this purpose shall be the period between the reports of the tellers on canvas of ballots at two successive annual meetings. The term of each officer and/or director shall begin immediately upon the announcement at the annual meeting by the tellers of the canvas of ballots by which he or she is elected and shall continue until a successor is elected. 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 or directorship until the lapse of at least one year. At the discretion of the Board of Directors, an Executive Secretary may be appointed. The person shall have a voice on the Board of Directors, but shall not have a vote. The Board of Directors will set the term of office.

Section 4. A vacancy in the office of President shall be filled by the Vice President. A vacancy in the office of Vice President, in the office of Secretary-Treasurer, or on the Board of Directors may be filled by an affirmative vote of a majority of the directors as the case may be. Any officer or director elected to fill a vacancy shall be elected for the unexpired terms of his predecessor in office.

Section 5. When the notice indicates the purpose, directors may be removed at any meeting of members, in the manner provided in this section. The entire Board of Directors or any lesser number may be removed, with or without cause, by a vote of a majority of the members then entitled to vote at the election of directors.

Section 6. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer when in their judgement the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officers so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 7. A majority of the number of directors fixed by the Bylaws shall constitute a quorum for the transaction of business, unless a greater number is required by the Nonprofit Corporation Act.

Section 8. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors shall authorize to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 9. The Vice-President shall perform such duties as may be delegated to him by the President or assigned to him by the Board of Directors.

Section 10. Secretary-Treasurer shall: keep the minutes of the members meetings and of the Board of Directors meetings; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation under its seal is duly unauthORIZED; keep a register of the post office address of each members which shall be furnished to the Secretary Treasurer by such member; keep correct and complete records of accounts, showing accurately at all times the financial condition of the of the corporation; have charge and custody of and be responsible for all funds and securities of the corporation in such banks, trust companies or their depositories as shall be selected in accordance with the provisions of these By Laws; submit a written Secretary-Treasurer Annual Report at the annual meeting prior to Installation of the newly-elected Secretary-Treasurer and such other duties as from the Board of Directors.



Section 11. Executive Secretary shall have his or her duties set by the Board of Directors and may be changed at any time. Compensation for the duties of the Executive Secretary, if any, will be set by the Board of Directors and may be changed at any time.

ARTICLE IV
Books and Records

The corporation shall keep correct and complete books and records of accounts; shall keep minutes of the proceedings of its meetings, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep, at its registered office or a principal office in this state, a record of the names and addresses of its members entitled to vote.

ARTICLE V
Committees

The Board of Directors by resolution adopted by a majority of the directors in office may designate and appoint one or more committees each of which shall consist of two or more members, which committees, to the extent provided in the resolution, in the articles of incorporation, or in the Bylaws of the corporation, shall have all the authority of the Board of Directors to perform the specific committee duties, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing or removing any member of any such committee or any officer or director of the corporation; amending the articles of incorporation; restating the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore adopting a plan for the distribution of the assets of the corporation, or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon him by law.

The Executive Committee shall consist of the President, Vice President and Secretary/Treasurer. The Executive Committee shall manage the affairs of the corporation during the interim between meetings of the Board of Directors of the corporation.

The Program Committee shall be responsible for the content of all meetings and functions.

The Arrangements Committee shall be responsible for physical arrangements for all meetings and functions.

The Awards Committee shall be responsible for the annual awards program.

The Publicity Committee shall be responsible for publicity material and media contacts.

The Educational Committee shall be responsible for educational endeavors.

The Nominating Committee shall prepare a list of nominations for officers, Directors, and members to serve on the Nominating Committee the following year. At least 45 days before each annual meeting, the Nominating Committee shall report to the Secretary-Treasurer the candidates nominated for offices to become vacant at the



next annual meeting and six candidates for membership on the Nominating Committee which is to serve in the following year. In the selection of candidates for directors, the Nominating Committee shall have due regard for diversity of professional and geographical representation. Each candidate for the office of President, Vice President, Secretary-Treasurer or Director must have given consent to his or her nomination before the report is published.

The Secretary-Treasurer shall cause notice of all such nominations to be transmitted to the membership at least 35 days prior to the next ensuing annual meeting. By petition to the Board of Directors signed by at least ten members within 15 days thereafter, additional nominations for offices or for membership on the Nominating Committee may be made. The complete list of nominations shall be submitted at least 15 days before each annual meeting to the membership for letter 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 three candidates receiving the most votes for membership on the Nominating Committee shall be declared elected members of the Committee. One of the members serving on this committee shall be the most recent available Past President; he or she shall be chairman of the committee. Should any member of the Nominating Committee thus chosen fail, within fifteen days of formal notice from the Secretary-Treasurer, 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 three elected places on the committee shall be filled.

ARTICLE VI *Meetings*

Meetings of the Board of Directors, regular or special, may be held either within or without this state, and notice may be by telephone or by written notice. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need to be specified in the notice of waiver of such meeting. The Board of Directors shall meet at least twice each year at the time and place fixed by the Board or on call of the President.

Meetings of members may be held at such time and at such place, either within or without this state, as may be selected by the Board of Directors upon recommendation of the Arrangements Committee. An annual meeting of members shall be held on the regularly scheduled November Meeting. If for some insurmountable reason the annual meeting cannot be held on the regularly scheduled November meeting, the Board of Directors shall select an alternate date. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation. Special meetings of the members may be called by the President, the Board of Directors, or by members having one-tenth of the votes entitled to be cast at such meetings. If time allows, a written notice shall be sent at least 15 days before the date of the meeting; if there is not sufficient time for postal delivery, telephone calls may be made. It shall not be mandatory for written special meetings to state the purpose for which the meeting is being called. It shall not be mandatory for written notices of special meetings to state the purpose for which the meeting is being called. Fifteen members shall constitute a quorum for meetings of members.

When any notice is required to be given to any member or director of this corporation is under the provisions of the Colorado Nonprofit Corporation Act or under the provisions of the articles of incorporation or By-Laws of



this corporation, a waiver thereof in writing signed by the person entitled to that notice, whether before or after the time and stated therein, shall be equivalent to the giving of such notice.

Any action required by the Colorado Nonprofit Corporation Act to be taken at a meeting of the members or the directors of this corporation or any action which may be taken at a meeting of the members or the directors may be taken without a meeting if a consent in writing, setting forth the action so taken at a meeting of the members or the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members or of the directors entitled to vote with respect to the subject matter thereof, as the case may be. This consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or document filed with the Secretary of State under said article.

ARTICLE VII

Voting

Voting by mail by members shall be allowed for the following: election of directors, election of members of the Nominating Committee, changes in the Bylaws, amendment of the articles of incorporation, merger or consolidation, and dissolution. In the case of the election of directors by mail, at least a majority of the votes which members are entitled to cast in the election shall be required. Any amendment to the articles of incorporation or a proposed merger or consolidation, or dissolution, shall require the affirmative vote of at least two-thirds of the votes which members are entitled to cast on that question.

ARTICLE VIII

Dues

Section 1. Dues shall be payable in advance of the first day of the month of enrollment as a member and annually thereafter on January 1. New members enrolled during the last quarter of the year will be credited with dues paid for the succeeding year. The annual dues for other classes of members shall be established each year by the Board of Directors.

Section 2. 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 the rolls.

ARTICLE IX

Amendments

The power to alter, amend, or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors through June 30, 1983. Beginning on July 1, 1983 and thereafter, proposed amendments to the Bylaws, signed by at least fifteen members, if presented in writing to the Board of Directors 60 days before the annual meeting, shall be mailed to the membership at least 14 days prior to the annual meeting. The amendments may be discussed and amended at the annual meeting and be passed to letter ballot by a two-thirds vote of those present. Two thirds of the votes cast by letter ballot canvassed within 60 days after mailing ballot forms shall be necessary for the adoption of the amendments.

We the undersigned hereby certify that the foregoing are the amended By-Laws of said corporation as approved by the Board of Directors and adopted by letter ballot by the membership.

DATE: December 31, 2004