

# American Concrete Pipe Association Bylaws

## ARTICLE I – Mission

**Section 1.** The American Concrete Pipe Association (ACPA) is the spokesperson for the concrete pipe industry in all matters affecting the industry’s welfare, focusing on increasing the market share of precast concrete pipe and precast concrete box culverts by promoting the positive qualities of precast concrete pipe and precast concrete box culverts in comparison to alternative products. It serves and works with its Members in the areas of research, product specifications, technical services, promotion and advertising, education, safety, improving quality, government and legislative relations, and the publication of technical and industry information, in accordance with its Strategic Plan.

The proven way to attain strength and image as an association lies in cooperative undertakings whereby all Members participate and share the costs as well as results of endeavors. This is the role of the American Concrete Pipe Association - to do collectively that which its Members have neither the funds nor facilities to do as individual companies.

## ARTICLE II - Regional Structure

**Section 1.** To ensure proportional representation throughout the United States and Canada, membership of the Association is organized into five regions - Canadian, Central, Northeastern, Southeastern, and Western. Active Member Companies within each region appoint members to serve on its Regional Board. Each Regional Board elects one Regional Director to serve on the ACPA Board of Directors, as well as one person to serve on the Infrastructure Committee, one person to serve on the Education Committee, one person to serve on the Quality Committee, one person to serve on the Safety Committee, one person to serve on the Government Relations Committee, one person to serve on the Marketing Committee and one person to serve on the Technical Committee. Also, each Regional Board elects one Alternate Director to attend ACPA Board of Directors’ meetings in the event of the absence of its Regional Director.

**Section 2.** Each Active Member company within a region must appoint one representative to serve on its Regional Board. An Active Member company may appoint one additional representative to its Regional Board if the Active Member company has plants in two (2) or more state(s) or province(s) within one region.

**Section 3.** No Active Member company is allowed more than two (2) members on one Regional Board.

**Section 4.** Every Regional Board must meet via conference call or email vote at least sixty (60) days prior to the annual meeting of the Association to elect its region’s representatives to the ACPA Board of Directors and its committees.

## ARTICLE III – Name, Location and Objectives

**Section 1.** The name of this Association is the AMERICAN CONCRETE PIPE ASSOCIATION, a corporation organized and existing under the laws of the State of Illinois as a non-profit organization.

**Section 2.** The Principal office is located in the State of Texas and/or in such locations as may be determined by the Board of Directors.

**Section 3.** The objectives of this Association are to engage in lawful activities in accordance with the Mission of the ACPA and the Strategic Plan as approved by the Board of Directors. The Strategic Plan may be amended at any time by the Board of Directors.

#### **ARTICLE IV – Membership**

**Section 1.** The Membership of this Association is divided into five classes as follows: Active, Associate, International, Individual and Honorary, collectively the Members.

**Section 2.** Active Membership: Active Membership is available to any business entity actively engaged in the production of concrete pipe, box culverts and/or such other products manufactured to specifications developed by ASTM Committee C-13 on Concrete Pipe or as may be specified by the Board of Directors, and located in the United States, its possessions, Puerto Rico and Canada. The Board of Directors has the authority to deny Membership to any business entity that otherwise qualifies for Active Membership, if that entity, its subsidiary or parent company, manufactures, promotes or sells alternative products to those developed by ASTM C-13 and the Board of Directors in its sole opinion deems that Membership may compromise or impede the goals and objectives of the American Concrete Pipe Association. If an existing Member's Membership is at risk due to its affiliation with alternative products as described in the preceding sentence, that Member will be afforded an opportunity to address the Board of Directors regarding all actions taken by the Member to ensure that the Association's confidential information is not disclosed or otherwise used to the detriment of the Association or its Members prior to the Board's vote on the Member's active Membership. In the event a Member sells or trades its company or all or any of its assets used to produce precast concrete pipe or precast concrete box culverts to a nonmember, such Member agrees to provide the ACPA President written notice of such transaction within seven (7) days of the closing of the transaction. The Member agrees as a condition of such sale to require the purchaser to provide the Board of Directors information and documentation as requested to confirm continued eligibility for Membership.

**Section 3.** Associate Membership: An Associate Membership is available to any individual, partnership, corporation or association providing products and/or services to Active Member companies and/or the concrete pipe industry, provided, however, that any such individual, partnership, corporation or association, or the individual Members of such association that are actively engaged in concrete pipe manufacture or sale must be an Active Member before they may become an Associate Member. The Board of Directors has the authority to deny Membership to any business entity that otherwise qualifies for Associate Membership, if that entity, its subsidiary or parent company, manufactures or sells alternative products to those developed by ASTM C-13 and the Board of Directors in its sole opinion deems that Membership may compromise or impede the goals and objectives of the American Concrete Pipe Association. If an existing Member's Membership is at risk due to its affiliation with alternative products as described in the preceding sentence, that Member will be afforded an opportunity to address the Board of Directors regarding all actions taken by the Member to ensure that the Association's confidential information is not disclosed or otherwise used to the detriment of the Association or its Members prior to the Board's vote on the Member's active Membership. In the event a Member sells or trades its company or all or any of its assets to a nonmember, such Member agrees to provide the ACPA President written notice of such transaction within seven (7) days of the closing of the transaction. The Member agrees as a condition of such sale to require the purchaser to provide the Board of Directors information and documentation as requested to confirm continued eligibility for Membership.

**Section 4. International Membership:** International Membership is limited to any individual, partnership or corporation which is actively engaged in the production of concrete pipe and concrete products and is located outside the United States, its possessions, Puerto Rico and Canada.

**Section 5. Honorary Membership:** Honorary Membership may be conferred by the Association, upon recommendation of the Board of Directors, at any annual meeting, to anyone contributing professionally to the welfare of the industry but who is not actively engaged in the manufacture or sale of concrete pipe.

**Section 6. Individual Membership:** Individual Membership is available to any individual who is employed by an Active Member meeting the criteria of Article IV, section 2; or is employed by an Associate Member meeting the criteria of Article IV, Section 3; or is affiliated and endorsed either by an Active or Associate member meeting the aforementioned criteria and in addition is supportive of the goals and objectives of the Association. If an Active or Associate member company is terminated, suspended or expelled under the provisions of Article IV, Sections 9, 10 or 11, the Individual Memberships held by employees or affiliates of the effected company will be terminated.

**Section 7. Applications for Active, Associate and International Membership in the Association** must be directed in writing to the Secretary, upon a form approved by the Board of Directors. Election to Membership requires approval by two-thirds vote of all members of the Board of Directors, and is effective only when the applicant makes payment to the Association of the required dues. Individual Membership is not subject to approval by the Board of Directors, but must be affirmed annually by each Individual Member.

**Section 8.** Every Member of this Association is governed by the bylaws of this Association and is expected to adhere to them in all respects.

**Section 9.** Membership in this Association may terminate or be terminated by death, resignation, nonpayment of dues, or by suspension or expulsion. The right of a Member to vote, and all other rights and privileges, including property rights, ceases upon termination of Membership. Any Member may, by giving written notice of such intention, withdraw from Membership. Such notice will be presented to the Board of Directors at the next succeeding meeting. Withdrawals are effective only upon fulfillment of all obligations as of the date of withdrawal including the payment of dues for the entire fiscal year.

**Section 10.** Whenever any Member becomes delinquent in the payment of annual dues or the charges assessed to its class of Membership, the Secretary must within one hundred twenty (120) days after such dues or charges are payable, give such Member notice in writing that it is delinquent and if payment is not made within sixty (60) days thereafter it will be terminated as an Association Member. The matter of terminating any Member from the Association is the responsibility of the Board of Directors.

**Section 11.** Any Member may be suspended or expelled from Membership for the violation of the bylaws of this Association or any rule or policy properly adopted by the Association or its Board of Directors. Such suspension or expulsion requires a two-thirds vote of the entire Membership of the Board of Directors, provided that a statement of the charges has been mailed by certified mail to the last recorded address of the Member at least thirty (30) days before final action is taken thereon and notice of the time and place of the meeting of the Board of Directors at which such vote will be taken and at which the charges will be considered. The Member in question may appear in person or by its representative and present any defense to such charges as it may deem fit before action is taken thereon. The Board of Directors may terminate Individual Membership if in the sole opinion of the Board of Directors the Individual Member is not supportive of the goals and objectives of this Association. Furthermore, The Board of Directors has the authority to suspend or expel from Membership any business entity that otherwise qualifies for Membership, if that entity, its subsidiary or parent company, manufactures,

promotes or sells alternative products to those developed by ASTM C-13, and the Board of Directors in its sole opinion deems that continued Membership may compromise or impede the goals and objectives of the American Concrete Pipe Association, in accordance with Article I.

**Section 12.** No application for reinstatement of Membership may be approved unless the application is accompanied by payment in full of all previous dues, assessments, or other charges on account of which the applicant may be in arrears to the Association, as determined by the Board of Directors.

## **ARTICLE V – Dues and Annual Budget**

**Section 1.** The annual dues for Active and Associate Membership for each fiscal year will be determined by the Board of Directors and presented to the Association Membership at the Annual Meeting of the association for ratification. Annual dues for Active and Associate Members shall be assessed on or about April 1<sup>st</sup> of the new fiscal year and shall be paid in full within 30 days of invoice. At the Member's request the dues may be invoiced in quarterly installments, payable within 30 days of invoice, but does not negate the obligation to pay the full annual dues assessment. Should all or a portion of a Member's assets used to produce precast concrete pipe or precast concrete box culverts be sold, traded, or discontinued, the Member's obligation to pay the full years dues assessment remains in effect. A Member may, subject to the provisions of Article IV, Section 2 or 3, transfer its dues obligations to the acquiring entity.

Members agree to notify the ACPA President within five (5) business days of an oral or written agreement to sell its company or trade all or any portion of its assets used to produce precast concrete pipe or precast concrete box culverts to a Member or Non-Member company; or to purchase all or any portion of the assets of either a Member or Non-Member Company used to produce precast concrete pipe or precast concrete box culverts.

The ACPA President shall keep such disclosure confidential until a public announcement is made.

No dues are required from Individual Members.

**Section 2.** Each Active Member within the United States, its possessions, Puerto Rico and Canada must file with the President, by February 15 of each year, a Statement of Tonnage of Products produced during the period from January 1 through December 31 of the preceding year, at all plants under common control or ownership within the above-named geographical regions. Active Members not responding with a Statement of Tonnage by February 28th of the reporting year are subject to an automatic 20% increase in annual dues assessment over the prior year's dues. When calculating annual Statement of Tonnage, the term Products is defined as the following, regardless of shape or application: reinforced concrete pipe; non-reinforced concrete pipe; monolithic concrete box culverts; low head pressure pipe; jacking pipe; and specials or appurtenances, including but not limited to elbows, bends, reducers, and fittings. Each Associate Member must file with the President a true statement of dollar sales from January 1 through December 31 of the preceding year, from all locations under common control or ownership within the above-named geographical regions, by February 15 of each year. Associate Members not responding with a True Statement of Dollar Sales by February 28th of the reporting year are subject to an automatic 20% increase in annual dues assessment over the prior year's dues. All such statements must be verified by a certified public accountant or in sworn affidavit form. All such individual reports will be kept confidential by the President.

**Section 3.** The Board of Directors will prepare and approve a budget covering the activities of the Association for the ensuing year, which will be submitted to the Association at its annual meeting for ratification.

**Section 4.** The fiscal year is from April 1 to March 31.

## **ARTICLE VI – Meetings of Members**

**Section 1.** There must be at least one annual meeting of the Association Members each year, the date and place of which will be fixed by the Board of Directors or by the Chairman of the Board with the consent of a majority of the Members of the Board of Directors. Notice of the meeting must be given in writing, by notice sent to Members of the Association, not less than fifteen (15) days prior thereto.

**Section 2.** Special meetings of the Members will be called by the Chairman of the Board upon the written request of a majority of the Board of Directors, or ten of the Active Members; in all such cases the request must specify the reason for the meeting. Written or printed notice of special meetings must be issued by the Secretary or his delegee and sent to each Active Member and Associate Member at least thirty (30) days prior to the date of such meeting.

**Section 3.** No person other than representatives of Members of the Association may be admitted to any meeting of the Members except with (a) the permission of the Chairman, and (b) their written consent to confidentiality and submission of a Conflicts of Interest Disclosure Statement.

**Section 4.** At all meetings the participants are to comply with the ACPA Conflict of Interest Policy and maintain the confidentiality of the proceedings.

**Section 5.** At all meetings, the following order of business will be substantially observed so far as is consistent with the purpose of the meeting.

- Roll call, a quorum being present.
- Reading of the Antitrust Statement
- Distribution and(or) notification of the Conflict of Interest Policy and Confidentiality Policy.
- Reading of the minutes and action thereon.
- Report of the Chairman of the Board.
- Report of the Secretary.
- Report of the Treasurer.
- Report of the President.
- Installation of Officers.
- Unfinished business.
- New business.

**Section 6.** The order of business may be altered at any meeting by the Chairman without debate.

**Section 7.** Whenever in the judgement of the Board of Directors an in person annual meeting is not advisable, a virtual meeting shall be conducted via telephone, internet or by other remote meeting technologies provided that all participants may hear one another.

## **ARTICLE VII – Voting at Meetings of Members**

**Section 1.** Each Active Member within the United States, its possessions, Puerto Rico and Canada in good standing is entitled, to one vote in person or by proxy, but no proxy is valid for more than sixty (60) days. Representatives of International, Associate, Individual and Honorary Members may speak and enter into discussions but do not have the right to vote.

**Section 2.** The Secretary will present a list of the Active Members in good standing and certify that the Members listed have paid all dues and assessments which were payable previous to such meeting.

**Section 3.** At all duly called meetings of the Members, a quorum consists of representatives of one-third (1/3) of the Active Members present or represented by written proxy. At least one-fifth (1/5) of the total Active Membership must be represented in person.

**Section 4.** All voting on any question before an annual or special meeting must be by roll call, except, at the discretion of the Chairman, a voice vote may be taken unless representatives of five (5) Members rise to doubt the ruling of the Chairman as to affirmative or negative majority on any question. All questions before the Active Members shall be decided by a majority vote, a quorum being present.

## **ARTICLE VIII –Board of Directors and Officers**

**Section 1.** Organization: As of March 29, 2022, the size of the Board of Directors shall be reduced from fifteen (15) to thirteen (13) individuals. However, any individual serving on the Board at the time of the reduction in size shall be eligible to complete his or her term provided he or she remains eligible to serve. Other than the Associate Member Representatives as provided for below, these Directors must be at all times employees or affiliates of Active Member companies and working in the concrete pipe industry. For the purpose of governing the Association, the United States, its possessions, Puerto Rico and Canada are divided into five (5) regions, the geographical boundaries of which are determined by the Board of Directors. Each region is governed by a Regional Board of at least one representative appointed by each Active Member company in the region, in accordance with the Regional Regulations contained within these bylaws.

Each Region elects one Board member and an Alternate Board Representative at least sixty (60) days prior to the annual meeting, to serve a 2-year term. Each year the Nominating Committee must choose as many at-large directors to serve 2-year terms as are necessary to maintain five (5) at-large Directors on the Board.

The Associate Members appoint two (2) representatives to the Board for 2-year terms. No Associate Member Representative may serve more than two (2) consecutive 2-year terms. Only the longer tenured Associate Board member is permitted to vote.

**Section 2.** Terms and Limitations: No Director may serve more than four (4) consecutive 2-year terms on the Board except those serving on the Executive Committee may continue to serve on the Board of Directors in those instances when their term on the Board would have otherwise expired.

No Member company may be represented on the Board of Directors by more than two (2) Directors. If a Member company has two (2) Directors, only one is permitted to vote. There may be no more than four (4) Directors from any one region.

The Chairmen of each of the committees listed in Article XI who are not serving as regular Directors of the Association are members ex-officio of the Board of Directors.

Proxy voting is not permitted. However, Associate Member Director voting rights may be delegated to the lesser tenured Associate Board Member.

**Section 3.** Election of Individual Member’s Representative to the ACPA Board: During the annual meeting of the association of the ACPA but before the new ACPA Board meeting the Individual Members will meet to choose its Individual Member Representative to the ACPA Board. No quorum is required at this meeting. The ACPA Chairman will preside over this meeting, at which the Nominating Committee will announce its recommended board candidate for consideration, and nominations from the floor will be entertained. The candidate receiving the most votes will be the Individual Member

Representative to the Board for a 2-year term. No Individual Member Representative may serve more than two (2) consecutive 2-year terms. No proxies may be presented and voted at this meeting. By similar process the Individual Members will select an Alternate Board Representative. Neither the Individual Member Representative nor the Alternate Board Representative may be employed by the same company as an existing Board Member.

**Section 4. Officers:** The officers are Chairman of the Board, a Vice Chairman of the Board, a Secretary, and a Treasurer, who are elected by and from the new Board of Directors at the annual meeting of the Association. The Chairman of the Board holds office for a term of one year only. The Vice Chairman of the Board is automatically elected the next Chairman of the Board.

**Section 5. Meetings of The Board:** Meetings of the Board of Directors may be called by the Chairman or upon the written request of at least one-third (1/3) of the current Board members. At the discretion of the Chairman, a virtual meeting may be conducted via telephone, internet or by other remote meeting technologies provided that all participants may hear one another. If two Board Members from a Member company are present, the voting Board Member shall be declared at the beginning of the meeting. A quorum consists of at least sixty (60) percent of the current voting Board members. All questions before the Board shall be decided by majority vote with a quorum being present. In the event of a tie vote, the vote of the Chairman shall prevail.

Proxy voting by Regional Directors is not permitted, but voting rights may be delegated to Alternate Directors. Each region elects one Alternate Director. In the event of the absence from a Board of Directors' meeting of any Regional Director, the Alternate Director representing the absent Regional Director's region may attend the Board meeting. He or she may vote on any issue before that Board meeting unless such vote would constitute a second vote from the same Member company. Proxy voting by At-Large Directors is not permitted. In the event of the absence from a Board of Directors' meeting of the Individual Member Representative, the Alternate Board Representative representing the Individual Members may attend the Board meeting. He or she may vote on any issue before that Board meeting unless such vote would constitute a second vote from the same Member company.

Board meetings are open to Board members and those specifically invited by the Chairman of the Board only. However, any Member company may request the right to address the Board of Directors at a regularly scheduled meeting.

**Section 6. Conflict of Interest Disclosure Statement:** All Board of Directors and other meeting participants are required to sign a Conflict of Interest Disclosure Statement at or before the first meeting of the new board following the Annual Business Meeting. At subsequent board meetings all participants are to have a Conflict of Interest Disclosure Statement on file or must execute one.

**Section 7. Officer Vacancies:** If a vacancy occurs in any office except that of the Chairman of the Board, the Nominating Committee must nominate a replacement, which will be voted upon by the Directors at a regular or special meeting. If, because of resignation or for any other reason, the office of Chairman of the Board becomes vacant, the Vice Chairman of the Board will fulfill the duties of the Chairman of the Board and the Board of Directors will, in turn, appoint another Vice Chairman of the Board to fill the attendant vacancy, upon nomination of that Vice Chairman by the Nominating Committee.

**Section 8. Director Vacancies:** A vacancy in an at-large board position will be filled by the Nominating Committee. A regionally-appointed director vacancy will be filled by the affected Regional Board. A vacancy in the Individual Member board position will be filled by the Alternate Board Representative who will serve for the duration of the unexpired term.

**Section 9. Advisory Directors:** All individuals who have served one or more terms as Chairman of the Board and who are not serving as a regular Director of the Association are considered Advisory Directors. An Advisory Director is given proper notice of all meetings of the Board of Directors, has the privilege and right to attend all meetings of the Board, to act in an advisory capacity to said Board and have all of the rights and privileges of a regular Director except the right to vote, provided that these individuals must be at all times employees of, or affiliated with Active Member companies and working in the concrete pipe industry.

## **ARTICLE IX – Duties of Officers and Board of Directors**

**Section 1. Chairman of The Board:** The Chairman of the Board is the chief executive officer of the Association and presides at all meetings of the Association and of the Board of Directors and Executive Committee, and is a member ex-officio of all committees. He or she may also, at the annual meeting of the Association and such other times as he or she deems proper, communicate to the Association or to the Board of Directors such matters and make suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Association and perform such other duties as are necessarily incident to the office of the Chairman of the Board of the Association or as may be prescribed by the Board of Directors.

**Section 2. Vice Chairman of The Board:** The Vice Chairman of the Board performs all duties of the Chairman of the Board in his absence, and, in case the office of Chairman of the Board becomes vacant, the Vice Chairman of the Board succeeds to that office. The Vice Chairman of the Board also carries out such other duties as may be delegated to him by the Board of Directors.

**Section 3. Secretary:** The Secretary prepares the minutes of the meetings of the Association, Board of Directors, and Executive Committee, safeguards the records of the Association, and assumes such other duties as designated to him by the Chairman of the Board or the Board of Directors. The Secretary may appoint an assistant to whom he or she may delegate any of his duties.

**Section 4. Treasurer:** The Treasurer presents an itemized report of all receipts and expenditures to the Association assembled at its annual meeting or at such times as the Chairman of the Board or the Board of Directors may direct and assists in financial decisions as the Board directs. The Treasurer may appoint an assistant to whom he or she may delegate any of his duties. The Treasurer or his delegee may open such bank accounts, make investments, borrow money, or enter contracts on behalf of the Association only as he or she may be so directed by resolution of the Board of Directors approved by a two-thirds vote.

**Section 5. Board of Directors:** The Board of Directors supervises the conduct of the affairs of the Association, establishes such offices of the Association as it may deem necessary, and does everything necessary and desirable in the conduct of the Association, and in accordance with the bylaws and the Strategic Plan. The Board has the power to employ and/or discharge a President and such others as it deems necessary to properly handle the affairs and operations of the Association.

The Board of Directors will present to the annual meeting of the Association for approval of the Members a schedule of classes and rates on which dues will be assessed, which list when approved will determine the dues for the ensuing year. The outgoing Board of Directors will meet prior to the annual meeting of the Association, and the incoming Board of Directors will meet after the annual meeting of the Association. The Board of Directors will meet at such other times as may be called by the Chairman of the Board or upon written request of any five of its members.

## **ARTICLE X – Executive Committee**



**Section 1.** The Executive Committee consists of the Chairman of the Board, the Vice Chairman of the Board, the Treasurer, the Secretary and the immediate Past Chairman, who remains on the Board for a one-year term immediately following his term as Chairman provided the individual meets the requirements of ARTICLE VIII, Section 1. If a vacancy occurs in the Past Chairman's position on the Executive Committee, the Executive Committee may at its discretion direct the Nominating Committee to choose a replacement from among other Past Chairman provided they are serving on the Board of Directors. No Member company may have more than one representative on the Executive Committee.

**Section 2.** The Executive Committee has full authority and responsibility for carrying out the duties of the Board of Directors between meetings of the Board. Meetings may be called by the Chairman or by three (3) Executive Committee Members. At the discretion of the Chairman, a virtual meeting may be conducted via telephone, internet or by other remote meeting technologies provided that all participants may hear one another. Four (4) members constitute a quorum. All questions before the Executive Committee shall be decided by majority vote with a quorum being present. In the event of a tie vote, the vote of the Chairman shall prevail.

The Executive Committee will have the Treasurer's account audited at least once a year by a Certified Public Accountant and will report thereon to the Board of Directors. The Executive Committee may direct the Secretary, Treasurer, President, or any other employee entrusted with the handling of funds or property to furnish a fidelity bond, at the expense of the Association, approved by the Board, and in such sum as the Committee prescribes. The Executive Committee does not have the authority to reverse any decision of the Board of Directors, or the authority to divest the Board of Directors of any of its powers. It must report in writing within thirty (30) days to the Board of Directors any action taken at its meetings.

The Executive Committee must prepare a budget and rate of dues for the operation of the Association, and, in joint action with representatives of other organizations that contribute to the compensation or other benefit programs for the employees of this Association, to recommend to the Board of Directors all proposed changes in employees' salary schedule, pension, and other benefit programs.

## **ARTICLE XI – Committees**

**Section 1.** All committees, standing and special are answerable to the Board of Directors. The following are the standing committees:

- Executive
- Nominating
- Government Relations
- Quality
- Safety
- Marketing
- Infrastructure
- Technical
- Education
- Audit
- Associates

Special committees and(or) temporary task groups may be appointed by the Chairman of the Board or may be authorized at any regular or special meeting of the Association or by the Board of Directors. Committee Chairman are authorized to form temporary task groups within the committee structure. The number of temporary task groups and the number of members in a temporary task group shall be at the discretion of the Committee Chairman. Task group members can be employees of Active and (or) Associate Member companies.

**Section 2. Nominating Committee:** The Nominating Committee is composed of the four most immediate past Chairmen of the Board who meet the requirements of ARTICLE VIII, Section 9, Advisory Directors. The most immediate past Chairman of the Board serves as Chairman of the Committee.

**Section 3. Government Relations Committee:** The Government Relations Committee Chairman and Vice Chairman are appointed annually by the Chairman of the Board and must be at all times employees or affiliates of Active Member companies and working in the concrete pipe industry. The Government Relations Committee consists of one representative of an Active Member from each region appointed annually by the Region Board of each region and one member-at-large appointed by the Vice Chairman of the Board each year to serve for a term of three (3) years. ACPA Executive Committee Members are automatically members of this committee. Additional committee members may be appointed annually from Active and Associate Members by the chairman of the committee, provided that no more than eight (8) votes may be cast by any one Member company. No more than three (3) committee members may come from Associate Member companies.

**Section 4. Quality Committee:** The Quality Committee Chairman and Vice Chairman are appointed annually by the Chairman of the Board and must be at all times employees or affiliates of Active Member companies and working in the concrete pipe industry. The Quality Committee consists of one representative of an Active Member from each region appointed annually by the Regional Board of each region and one member-at-large appointed by the Vice Chairman of the Board each year to serve for a term of three (3) years. At the discretion and approval of the ACPA Board, two representatives of Q-Cast User State DOTs may be appointed to serve a two-year term and one representative of the Third-party Auditing Agency may be appointed to serve for a one-year term. The two representatives of the Q-Cast User State DOTs will be nominated by the Quality Committee and the Third-party Auditing Agency will nominate its representative. The ACPA Board, at its discretion, may eliminate or change the representatives from outside agencies serving on the committee. Additional committee members may be appointed annually from Active and Associate Members by the chairman of the committee, provided that no more than eight (8) votes may be cast by any one Member company. No more than three (3) committee members may come from Associate Member companies.

**Section 5. Safety Committee:** The Safety Committee Chairman and Vice Chairman are appointed annually by the Chairman of the Board and must be at all times employees or affiliates of Active Member companies and working in the concrete pipe industry. The Safety Committee consists of one representative of an Active Member from each region appointed annually by the Regional Board of each region and one member-at-large appointed by the Vice Chairman of the Board each year to serve for a term of three (3) years. Additional committee members may be appointed annually from Active and Associate Members by the chairman of the committee, provided that no more than eight (8) votes may be cast by any one Member company. No more than three (3) committee members may come from Associate Member companies.

**Section 6. Marketing Committee:** The Marketing Chairman and Vice Chairman are appointed annually by the Chairman of the Board and must be at all times employees or affiliates of Active Member companies and working in the concrete pipe industry. The Marketing Committee consists of one

representative of an Active Member from each region appointed annually by the Region Board of each region and one member-at-large appointed by the Vice Chairman of the Board each year to serve for a term of three (3) years. The chairman of the committee shall appoint one member from each of the following committees: Government Relations, Infrastructure, Technical, Education, and Safety. Additional committee members may be appointed annually from Active and Associate Members by the chairman of the committee, provided that no more than eight (8) votes may be cast by any one Member company. No more than three (3) committee members may come from Associate Member companies.

**Section 7. Infrastructure Committee:** The Infrastructure Committee Chairman and Vice Chairman are appointed annually by the Chairman of the Board and must be at all times employees or affiliates of Active Member companies and working in the concrete pipe industry. The Infrastructure Committee consists of one representative of an Active Member from each region appointed annually by the Region Board of each region and one member-at-large appointed by the Vice Chairman of the Board each year to serve for a term of three (3) years. Additional committee members may be appointed annually from Active and Associate Members by the chairman of the committee, provided that no more than eight (8) votes may be cast by any one Member company. No more than three (3) committee members may come from Associate Member companies.

**Section 8. Technical Committee:** The Technical Committee Chairman and Vice Chairman are appointed annually by the Chairman of the Board and must be at all times employees or affiliates of Active Member companies and working in the concrete pipe industry. The Technical Committee consists of one representative of an Active Member from each region appointed annually by the Region Board of each region and one member-at-large appointed by the Vice Chairman of the Board each year to serve for a term of three (3) years. Additional committee members may be appointed annually from Active and Associate Members by the chairman of the committee, provided that no more than eight (8) votes may be cast by any one Member company. No more than three (3) committee members may come from Associate Member companies.

**Section 9. Education Committee:** The Education Committee Chairman and Vice Chairman are appointed annually by the Chairman of the Board and must be at all times employees or affiliates of Active Member companies and working in the concrete pipe industry. The Education Committee consists of one representative of an Active Member from each region appointed annually by the Regional Board of each region and one member-at-large appointed by the Vice Chairman of the Board each year to serve for a term of three (3) years. Additional committee members may be appointed annually from Active and Associate Members by the chairman of the committee, provided that no more than eight (8) votes may be cast by any one Member company. No more than three (3) committee members may come from Associate Member companies.

**Section 10. Audit Committee:** The Audit Committee Chairman and Vice Chairman are appointed annually by the Board of Directors. Members shall be the ACPA Chairman, ACPA Treasurer, PAC Chairman and one other ACPA Board Member appointed by the ACPA Board of Directors.

**Section 11. Associates' Committee:** The Associates' Committee consists of the principal representative of each associate Member company, or his designated alternate. The Chairman of the Associate Members' Committee is elected to serve for a one-year period by the members of the Committee following procedures approved by the Committee, although an effort should be made to ensure that the chairmanship is rotated among the various interests represented.

**Section 12.** The Chairman of the Board is a member ex-officio of all committees.

## **ARTICLE XII – Duties of Committees**

**Section 1.** The activities and duties of all committees must be in accordance with the Strategic Plan, and all committee members must agree to adhere to the ACPA’s conflict of interest and confidentiality policies.

**Section 2.** Nominating Committee: The Nominating Committee chooses those At-Large Directors who will be named to the Board of Directors each year and fills At-Large Director vacancies. The Committee will develop a slate of officers to be presented to the new Board of Directors to be elected in accordance with Article VIII, Section 4 and will nominate replacements other than Chairman should a vacancy occur. If a vacancy occurs in the Past Chairman’s position on the Executive Committee, and if directed by the Executive Committee, the Nominating Committee shall choose a replacement from among other Past Chairman provided they are serving on the Board of Directors.

**Section 3.** Government Relations Committee: The Government Relations Committee develops, implements and maintains the Association’s federal and state political activities.

**Section 4.** Marketing Committee: The Marketing Committee develops, implements and maintains the Association’s marketing programs.

**Section 5.** Infrastructure Committee: The Infrastructure Committee develops, implements and maintains the Association’s focus on technical marketing to improve pro-concrete specifications for concrete pipe and box, and defend against alternate competitive products.

**Section 6.** Associates’ Committee: The Associates’ Committee suggests programs and activities that will enhance the operations of the Association.

**Section 7.** Quality Committee: The Quality Committee develops, implements and maintains the Association’s Quality School and Plant Certification Program, including adjudication of disputes arising therefrom.

**Section 8.** Safety Committee: The Safety Committee develops, implements and maintains the Association’s safety and environmental programs.

**Section 9.** Technical Committee: The Technical Committee develops, implements and maintains the Association’s technical resources that support ACPA’s Strategic Plan and related activities of other committees.

**Section 10.** Education Committee: The Education Committee develops, implements and maintains the Association’s educational programs such as the Annual Pipe School and Pipe Show.

**Section 11.** The Audit Committee’s Duties are as follows:

- (a) Meets with ACPA management and the independent auditor to review and discuss the association’s annual financial statements as well as all internal control reports.
- (b) Reviews the performance and independence of the independent auditor. The independent auditor will report directly to the audit committee and the audit committee will oversee the resolution of disagreements between ACPA management and the independent auditor if they arise
- (c) Reviews with ACPA management the association’s finance and accounting functions.

### **ARTICLE XIII – Chapters**

ACPA recognizes that from time to time the needs and interests of ACPA local Active Members may be best served by an ACPA Chapter organized on a state or regional basis. ACPA shall grant a Chapter Affiliation upon the execution of a Chapter Affiliation Agreement (CAA) between ACPA and ACPA Active Members in a defined geographic Territory. ACPA will only support and recognize state and Regional organizations of ACPA Active Members who enter into a Chapter Affiliation Agreement with ACPA.

Minimum requirements for Chapter Affiliation include but are not limited to the following:

- All Chapter Active Members must be ACPA Active Members.
- The Chapter shall agree to comply and conform to ACPA Bylaws, Policies and Procedures.
- The Chapter membership must include a majority of the ACPA Active Members in the Territory.
- The Chapter must have and maintain a minimum of two (2) ACPA Active Members in the Chapter Territory.
- The Chapter shall develop and operate in accord with Chapter Bylaws that closely comply with the Sample Chapter Bylaws provided by ACPA.
- The Chapter shall pay the ACPA for the cost of administrative, accounting, financial and other support provided by ACPA as mutually agreed and outlined in the CAA.
- If the Chapter wants to have a Director and desires ACPA to employ the Director, the Chapter and ACPA will outline the terms in the CAA.

Existing state or multi-state organizations who desire to continue to receive support from the ACPA will have 6 months from (date these bylaws amended) to negotiate and execute a CAA with ACPA.

### **ARTICLE XIV – President and Staff**

The President is employed by the Board of Directors to serve at the pleasure of the Board. He or she must give notice through the Secretary of and attend all meetings of the Association and all committees without vote; handle all correspondence and carry into execution all orders, votes and resolutions not otherwise committed; maintain at all times a complete list of Members, collect dues and subscriptions; he or she has the power to employ and/or discharge employees or agents of the Association, to keep records of such employees and agents of the Association, their salaries and terms of employment, and to take charge of and supervise the performance by them of their respective duties; prepare an annual report of the transactions and conditions of the Association; and generally to devote his best efforts to forwarding the business and advancing the interests of the Association. The President may, by action of the Board of Directors, be specifically appointed as assistant to one or more of the elective officers, for the purpose of assisting them in carrying out their duties as officers of the Association. He or she may not, however, hold the position of an elective office of the Association, nor may he or she be actively engaged in the manufacture or sale of concrete pipe during his tenure of office. The President may appoint an assistant in his place to attend any committee meetings.

The salaries of the employees and/or agents of the Association are determined by the President, within the budget and other appropriate guidelines of the Association. He or she must consult with the officers of the Association on major personnel actions. Major personnel actions include any actions the President deems necessary, but must include hiring new positions not previously approved by the Board.

## **ARTICLE XV – Indemnification**

The Association will indemnify any and all of its directors, officers and staff and former directors, officers and staff or any person who may have served at its request or by its election as a director, officer or staff of another corporation against expenses reasonably incurred by them in connection with the defense or settlement of any action, suit or proceedings in which they, or any of them, are made parties, or a party, by reason of being or having been a director, officer or staff of the Association, unless he or she is found liable for willful misconduct in the performance of duty or such matters are settled by agreement predicated on the likelihood of such liability. The Association may seek the opinion of counsel, as needed, in determining the suitability of indemnification in any given situation.

## **ARTICLE XVI – Finance**

The President and/or Treasurer has the authority to execute contracts for the Association covering leases for office space and convention entertainment, and the President and the Treasurer jointly have authority upon authorization from the Board of Directors to buy, sell, transfer and do all other necessary legal acts that may be required with the investments of the Association.

## **ARTICLE XVII – Mail Vote**

Whenever, in the judgment of the Board of Directors, a question arises which should be put to a vote of the active Members, the Board of Directors may submit such matters to the Membership in writing for vote and decision, and the question thus presented is determined according to a majority of the votes received by mail or email within four weeks after date of such submission to the Membership, if at least one-half (1/2) of the Members' votes have been received. Any and all action taken pursuant to a majority mail vote in each case is binding on the Association.

## **ARTICLE XVIII – Notice and Waiver**

**Section 1.** Any notice required to be given by statute, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the member/director on the records of the Association; if electronically, when transmitted to such address shown for the member/director on the records of the Association; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account.

**Section 2.** A written waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

## **ARTICLE XIX – Writing**

Actions required to be “written” or “in writing,” or to have written consent or written approval of members, directors, or committee members shall include any communication transmitted or received by electronic means or by any other technology permitted by law and not prohibited in the Articles of Incorporation or by policy or procedure of the Board of Directors. A requirement for a signature shall be

satisfied by any means recognized by law, e.g., electronic signature, unless prohibited by policy or procedure of the Board of Directors.

#### **ARTICLE XX – Amendments**

These bylaws may be amended at any meeting of the Association, annual or special, by a vote of two-thirds of the Active Members present or represented by proxy and entitled to vote. Notice of any proposed amendment must be furnished to the Secretary in writing, endorsed by not less than three (3) Active Members, at least thirty (30) days and not more than forty (40) days before the meeting at which such amendments are to be voted upon, and copies thereof sent by him to every Active Member of the Association at least fifteen (15) days before the meeting at which such amendment or amendments are to be voted upon.

#### **ARTICLE XXI – Procedure**

All Association meetings including Board Meetings, Committee meetings, task group meetings, and Pipe School shall begin with a reading of the ACPA Antitrust Statement, and participants shall be reminded that their participation in the meeting signifies their agreement to be bound by the policy. All meetings of the Association shall be governed by parliamentary law as set forth in the most recent edition of Robert's Rules of Order when not inconsistent with the law or these Bylaws.

The bylaws were amended April 04, 2023.