

# American Concrete Pipe Association Bylaws

DISCUSSION DRAFT - VER. 2.2 – February 5, 2025

## 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 products that compete with precast concrete pipe and precast concrete box culverts. 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 ACPA is organized into five regions - Canadian, Central, Northeastern, Southeastern and Western. The geographical boundaries of each of the regions shall be determined by the ACPA Board of Directors. Each region is governed by a Regional Board of at least one representative appointed by each Producing Member company in the region. 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, one person to serve on the SREL Committee, and one person to serve on the Technical Committee. Also, each Regional Board elects one Alternate Director to attend the ACPA Board of Directors’ meetings in the event of the absence of its Regional Director.

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

**Section 3.** No Producing 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 Members of the ACPA 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 (ACPA), 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 the ACPA 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 the ACPA is divided into five classes as follows: Producing, Associate, International, Individual and Honorary, collectively the Members.

**Section 2.** Producing Membership: Producing Membership is available to any business entity actively engaged in the production of precast concrete pipe, precast concrete 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 Producing Membership, if that entity, its subsidiary or parent company, manufactures, promotes or sells products that compete with precast concrete pipe and precast concrete box culverts as defined by ASTM C-13 and the Board of Directors in its sole opinion deems that entity’s Membership may compromise or impede the goals and objectives of the ACPA as described in Article I. In the event a Member sells, transfers, or trades its company or all or a significant portion 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 a sale or transfer 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 Producing 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 a Producing Member before they may be eligible to 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 products that compete with precast concrete pipe and precast concrete box culverts as defined by ASTM C-13 and the Board of Directors in its sole opinion deems that entity’s Membership may compromise or impede the goals and objectives of the ACPA as described in Article I. In the event a Member sells, transfers, or trades its company or all or a significant portion 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 a sale or transfer 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 ACPA, 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 a Producing 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 a Producing or Associate member meeting the aforementioned criteria and in addition is supportive of the goals and objectives of the ACPA. 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 the ACPA. If a Producing or Associate member company is terminated or expelled under the provisions of Article IV, Sections 9, 10 ,

11 or 12, the Individual Memberships held by employees or affiliates of the effected company will be terminated.

**Section 7.** Applications for Producing, Associate and International Membership in the ACPA 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 of all voting members of the Board of Directors and is effective only when the applicant makes payment to the ACPA 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 the ACPA is governed by the Bylaws of this Association and is expected to adhere to them in all respects.

**Section 9.** Membership in the ACPA may terminate or be terminated by death, resignation, nonpayment of dues, or by 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 a 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 ACPA 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 ninety (90) 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 thirty (30) days thereafter it will be terminated as an ACPA Member.

**Section 11.** The Board of Directors has the authority to expel from Membership any business entity that otherwise qualifies for Membership in accordance with this Article IV, if that entity, its subsidiary or parent company, manufactures, promotes or sells products that compete with precast concrete pipe and precast concrete box culverts as defined by ASTM C-13 or publishes plans to take the aforementioned actions, and the Board of Directors in its sole opinion deems that entity's continued Membership may compromise or impede the goals and objectives of the ACPA, as described in Article I. The Board of Directors shall first determine if there may be sufficient cause for expulsion. If the Board of Directors determines there may be sufficient cause, the Board of Directors shall mail by certified mail a statement of the allegations 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 allegations will be considered. Expulsion requires a two-thirds vote of the voting members of the Board of Directors, whether present or not. Before a vote, the Member in question may appear in person by its designated representative and present any defense to such allegations as it may deem fit before action is taken thereon. The Member may not be represented by legal counsel. The Board of Directors may consider all actions taken by the Member to ensure that ACPA's confidential information is not disclosed or otherwise used to the detriment of ACPA or its Members prior to the Board's vote on the Member's Producing Membership. The Board of Directors may also consider any actions the Member will take to ensure its business plan does not compromise or impede the goals and objectives of the American Concrete Pipe Association, as described in Article I.

**Section 12.** For causes other than described in the preceding Section 11, any Member may be expelled from Membership for the violation of these ACPA Bylaws or any rule or policy properly adopted by the ACPA or its Board of Directors. The Board of Directors shall first determine if there may be sufficient cause for expulsion. If the Board of Directors determines there may be sufficient cause, the Board of Directors shall mail by certified mail a statement of the allegations 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 allegations will be considered. Such Expulsion requires a two-thirds vote of the voting members of the Board of Directors, whether present or not. Before a vote, the Member in question may appear in person by its designated representative and present any defense to such allegations as it may deem fit before action is taken thereon. The Member may not be represented by legal counsel.

**Section 13.** 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 ACPA, as determined by the Board of Directors.

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

**Section 1.** The annual dues schedule for Producing, Associate and International Membership for each fiscal year will be determined by the Board of Directors and presented to the ACPA Membership at the Annual Meeting of Members for ratification. Annual dues for Producing, Associate and International 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 significant portion of a Member's assets used to produce precast concrete pipe or precast concrete box culverts be sold, transferred, traded, or discontinued, the Member's obligation to pay the full year's 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 or merge 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 Producing Member within the United States, its possessions, Puerto Rico and Canada must file with the President, by February 1st 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. Any Producing Member who does not respond with a Statement of Tonnage by February 15th of the reporting year is subject to an automatic 20% increase in annual dues assessment over the prior year's dues. When calculating the 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 15th of each year.

Any Associate Member not responding with a True Statement of Dollar Sales by February 15th of the reporting year is subject to an automatic 20% increase in annual dues assessment over the prior year's dues. All such individual reports will be kept confidential by the President.

**Section 3.** The Board of Directors will prepare and approve a budget and dues schedule covering the activities of the ACPA for the ensuing year, which will be submitted to the ACPA at its Annual Meeting of Members for ratification.

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

#### **ARTICLE VI – Meeting of Members**

**Section 1.** There must be at least one annual meeting of the ACPA Members (Annual Meeting of 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 ACPA, not less than fifteen (15) days prior thereto.

**Section 2.** A Special Meeting of 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 Producing 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/her delegee and sent to each Producing Member and Associate Member at least thirty (30) days prior to the date of such Special meeting.

**Section 3.** No person other than representatives of Members of the ACPA may be admitted to any Meeting of 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 of Members, the participants are to comply with the ACPA Conflict-of-Interest Policy and Confidentiality Policy.

**Section 5.** At all Meetings of Members, the following order of business will be substantially observed so far as it 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
- Approval of the ACPA Budget, Dues Schedule and any Bylaws amendments
- Report of the President
- Announcement of nominated Officers
- Unfinished business
- New business

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

**Section 7.** Whenever in the judgement of the Board of Directors an in-person Annual Meeting of Members 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 Producing Member within the United States, its possessions, Puerto Rico, and Canada in good standing is entitled to one vote by its representative 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 Producing Members in good standing and certify that the Members listed have paid all dues and assessments which were payable previously to such meeting.

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

**Section 4.** All voting on any question before an Annual Meeting of Members 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) Producing Members rise to doubt the ruling of the Chairman as to affirmative or negative majority on any question. All questions before the Producing Members shall be decided by a majority vote, a quorum being present.

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

**Section 1. Organization:** The size of the Board of Directors is thirteen (13) individuals. Other than the Associate Member representatives as provided below, these Directors must be at all times employees or affiliates of, and endorsed by, Producing Member companies and working in the concrete pipe industry. The Board of Directors may request a description of the affiliation from the Producing Member company Bylaws and reserves the right to approve or disapprove the representative’s membership on the Board of Directors.

Each Region Board as defined in Article II elects one of its members to serve on the ACPA Board and an Alternate Board Representative at least sixty (60) days prior to the Annual Meeting of Members, 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. However, if the longer tenured member is absent the Associate Board Member voting rights may be delegated to the lesser tenured Associate Board Member.

The Individual Member Board of Director’s representative will be elected in accordance with Section 3 below and will have one (1) vote.

**Section 2. Terms and Limitations:** Other than Associate Board Members, 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 ACPA are members ex-officio of the Board of Directors but do not have the right to vote.

**Section 3.** Following the Annual Meeting of Members and prior to the incoming Board Meeting, the Individual Members will meet to elect the Individual Members Representative to the ACPA Board. No quorum is required at this meeting. The incoming 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. All candidates must be employed by a Producing Member or be affiliated and endorsed by a Producing Member and be supportive of the goals and objectives of the ACPA. The Board of Directors may request a description of the affiliation from the Producing Member company and reserves the right to approve or disapprove the representative’s membership on the Board of Directors. The candidate receiving the most votes will be the Individual Member representative to the Board for a 2-year term with the right to vote. No Individual Member representative may serve more than four (4) consecutive 2-year terms. No proxies may be presented and voted at this meeting. By a 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, Vice Chairman, Secretary, and Treasurer, who are elected, other than the Chairman, by and from the new Board of Directors at the Annual Meeting of Members of the ACPA. The Chairman holds office for a term of one year only. Upon the expiration of such one-year term the Vice Chairman automatically assumes the office of Chairman. Associate Board Member Representatives

are not eligible to serve as officers. The Nominating Committee in accordance with Article XII, section 2 of the Bylaws is responsible to develop a slate of officers other than Chairman to be presented to the new Board of Directors to be elected.

**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 eligible to vote. 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. With the exception of expulsion and election to membership in accordance with Article IV or as otherwise required by applicable law, all other questions before the Board shall be decided by majority vote of the voting members with a quorum being present. In the event of a tie vote, the vote of the Chairman shall cast the deciding vote.

Proxy voting by Regional Directors is not permitted, but voting rights may be delegated to Alternate Directors. 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/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 Director's meeting of the Individual Member Representative, the Alternate Board Representative representing the Individual Members may attend the Board meeting. He/she may vote on any issue before that Board meeting unless such a vote would constitute a second vote from the same Member company.

Board meetings are open to Board members, Advisory Directors, Committee Chairmen 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 officers and directors of the ACPA Board 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 Meeting of Members.

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, the Nominating Committee must nominate a replacement, which will be voted upon by the Directors eligible to cast votes at a regular or special meeting of the Board. If, because of resignation or for any other reason, the office of Chairman becomes vacant, the Vice Chairman will fulfill the duties of the Chairman of the Board and the Board of Directors will, in turn, appoint another Vice Chairman 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 ACPA 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 Producing Member companies and working in the concrete pipe industry.

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

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

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

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

**Section 4.** Treasurer: The Treasurer presents an itemized report of all receipts and expenditures to the ACPA assembled at its Annual Meeting of Members or at such times as the Chairman 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/she may delegate any of his/her duties. The Treasurer or his/her delegee may open such bank accounts, make investments, borrow money, or enter contracts on behalf of the ACPA only as he/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 ACPA, establishes such offices of the ACPA as it may deem necessary, and does everything necessary and desirable in the conduct of the ACPA business, and in accordance with the Bylaws and the Board approved Strategic Plan. The Board has the power to employ and/or discharge a President and such others as it deems necessary to properly administer the affairs and operations of the ACPA.

The Board of Directors will present at the Annual Meeting of Members for approval a budget and dues schedule for the ensuing year as well as Bylaws amendments, if any. The outgoing Board of Directors will meet prior to the ACPA Annual Meeting of Members, and the incoming Board of Directors will meet after the ACPA Annual Meeting of Members. 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 authorized to vote.

## **ARTICLE X – Executive Committee**

**Section 1.** The Executive Committee consists of the Chairman, the Vice Chairman, the Treasurer, the Secretary and the immediate Past Chairman, who remains on the Board for a one-year term immediately following his/her 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.** Except as otherwise prohibited by applicable law, 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 ACPA, 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 shall prepare a budget and schedule of dues for the operation of the ACPA for the ensuing year and present them to the outgoing Board of Directors for approval.

## **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
- Sustainability Resilience and Environmental Leadership (SREL)
- 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 Board of Directors. Committee Chairmen 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 Producing 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 and endorsed by Producing Member companies and working in the concrete pipe industry. The Government Relations Committee consists of one representative of a Producing 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 ACPA Executive Committee Members are automatically members of this committee. Additional committee members may be appointed annually from Producing 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 Producing Member companies and working in the concrete pipe industry. The Quality Committee consists of one representative of a Producing 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 Producing 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 Producing Member companies and working in the concrete pipe industry. The Safety Committee consists of one representative of a Producing 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 Producing 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 Producing Member companies and working in the concrete pipe industry. The Marketing Committee consists of one representative of a Producing 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 Producing 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 Producing Member companies and working in the concrete pipe industry. The Infrastructure Committee consists of one representative of an Producing 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 Producing 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 Producing Member companies and working in the concrete pipe industry. The Technical Committee consists of one representative of a Producing 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 Producing 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 Producing Member companies and working in the concrete pipe industry. The Education Committee consists of one representative of a Producing 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 Producing 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, Vice Chairman and one additional member, all of which must be members of the ACPA Board of Directors, are appointed annually by the Chairman of the Board. Other Members shall be the ACPA Treasurer and PAC Chairman.

**Section 11.** Associates Committee: The Associates Committee consists of the principal representative of each Associate Member company, or his/her designated alternate. The Chairman of the Associates 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.** Sustainability, Resilience and Environmental Leadership (SREL) Committee: The SREL Committee Chairman and Vice Chairman are appointed annually by the Chairman of the Board and must be at all times employees or affiliates of Producing Member companies and working in the concrete pipe industry. The SREL Committee consists of one representative of a Producing 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 Producing 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 13.** The Chairman of the Board is 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 ACPA Bylaws and 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 other than Chairman 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 ACPA’s federal and state political activities.

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

**Section 5.** Infrastructure Committee: The Infrastructure Committee develops, implements, and maintains the

ACPA's focus on technical marketing to improve pro-concrete specifications for concrete pipe and box, and defends against alternate competitive products.

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

**Section 7.** Quality Committee: The Quality Committee develops, implements, and maintains the ACPA'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 ACPA's safety programs.

**Section 9.** Technical Committee: The Technical Committee develops, implements, and maintains the ACPA'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 ACPA'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 the ACPA management and the independent auditor to review and discuss the ACPA'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 the ACPA management and the independent auditor if they arise
- c) Reviews with ACPA management the ACPA's finance and accounting functions

**Section 12.** SREL Committee: The Sustainability, Resilience and Environmental Leadership (SREL) Committee develops, implements, and maintains ACPA's environmental programs.

### **ARTICLE XIII – Affiliated Regional Associations (ARA)**

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

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

- a) All Affiliated Regional Associations must be first established as independent organizations with Articles of Incorporation, a Federal Tax Identification Number, and appropriate state or multi-state business licensing to be managed by the Regional Association
- b) All Affiliated Regional Association Producing Members must be ACPA Producing Members
- c) The Affiliated Regional Association (ARA) shall agree to comply and conform to the ACPA Bylaws, Policies and Procedures
- d) The Affiliated Regional Association (ARA) membership must include only ACPA Producing Members in the Affiliated Regional Association Territory
- e) The Affiliated Regional Association (ARA) must have and maintain a minimum of two (2) ACPA Producing Members in the Affiliated Regional Association Territory
- f) The ARA shall pay the ACPA in advance for the cost of all requested administrative, accounting, financial and other support provided by the ACPA as mutually agreed and outlined in the ARA

#### Agreement

- g) If the ARA wants the support of a Regional Association Director and desires the ACPA to employ the Director, the Affiliated Regional Association and the ACPA will outline the terms in the ARA Agreement

#### Bylaws

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

The President is employed by the Board of Directors to serve at the pleasure of the Board. He/she must give notice through the Secretary of and attend all meetings of the ACPA and all committees without vote; oversee 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/she has the power to employ and/or discharge employees or agents of the ACPA, to keep records of such employees and agents of the ACPA, 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 ACPA; and generally to devote his/her best efforts to forwarding the business and advancing the interests of the ACPA. 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 ACPA. He/she may not, however, hold the position of an elective office of the ACPA, nor may he/she be actively engaged in the manufacture or sale of concrete pipe during his/her tenure of office. The President may appoint an assistant in his/her place to attend any committee meetings.

The salaries of the employees and/or agents of the ACPA are determined by the President, within the budget and other appropriate guidelines of the ACPA. He/she must consult with the Executive Committee of the ACPA 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**

To the extent permitted by applicable law, the ACPA 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 ACPA, unless he/she is found liable for gross negligence or willful misconduct in the performance of duty or such matters are settled by agreement predicated on the likelihood of such liability. The ACPA 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 ACPA 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 ACPA.

##### **ARTICLE XVII – Mail or Electronic Ballot Vote**

Whenever, in the judgment of the Board of Directors, a question arises which should be put to a vote of the Producing Members, the Board of Directors may submit such matters to the Membership in writing for vote and decision with such ballots being in writing and sent by USPS or by electronic mail to each Producing Member in good standing and eligible to vote, and the balloted question thus presented is determined according to a majority of the votes received by mail or e-mail within thirty (30) days 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 or electronic vote in each case is binding on the ACPA.

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

**Section 1.** With the exception of the specific notice requirements in Article IV, sections 11 and 12, 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 ACPA; if electronically, when transmitted to such address shown for the member/director on the records of the ACPA; 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 a meeting, except when 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 ACPA Annual or Special Meeting of Members by a vote of two-thirds of the Producing Members present or represented by proxy and entitled to vote where a quorum is present. Notice of any proposed amendment must be furnished to the Secretary in writing, endorsed by not less than three (3) Producing 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/her to every Producing Member of the ACPA 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 but not limited to Annual or Special Meeting of Members, 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 ACPA 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. Furthermore, the ACPA's Confidentiality Policy shall be distributed at all association meetings and participants shall be reminded that their participation in the meeting signifies their agreement to be bound by the policy.

The Bylaws were amended March 25, 2025.