

ACPA RESEARCH & EDUCATION FOUNDATION

By-Laws

Article I – Objectives

Section 1. Associated Entity. The ACPA Research & Education Foundation (“Foundation”) is the research and educational arm of the American Concrete Pipe Association (“ACPA”).

Section 2. ACPA’s Mission. The 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 box culverts by promoting the positive qualities of precast concrete pipe and box culverts in comparison to alternate 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.

Section 3. Foundation’s Purpose. The Foundation develops and funds research that support the goals of the ACPA. The Foundation provides educational grants so that individuals may attend seminars and schools that foster knowledge of pipe. The Foundation also provides grants to entities that provide opportunities for learning about pipe and the industry in general. The Foundation’s initiatives are funded through fundraising efforts such as, but not limited to, an annual auction, industry supplier donations, and member company and individual pledges.

ARTICLE II – Name, Location and Objectives

Section 1. The name of this Foundation is the ACPA Research & Education Foundation, a corporation organized and existing under the laws of the State of Texas as a non-profit corporation. The Foundation is a registered 501(c)(3) organization.

Section 2. The Principal office of this corporation is located in the State of Texas, or in such locations as may be determined by the Board of Directors.

Section 3. The objective of this Foundation is to support by research and education the goals of the ACPA and its Strategic Plan.

ARTICLE III – Membership

Section 1. The membership will consist of all members of the ACPA.

Section 2. Every member of the Foundation is governed by the By-Laws of this

Foundation and is expected to adhere to them in all respects.

Section 3. Membership in this Foundation is terminated by death, written resignation, or by suspension or expulsion from membership in the ACPA.

ARTICLE IV – Annual Budget

Section 1. The Foundation Board of Directors will prepare and approve a budget covering the activities of the Foundation for the ensuing year, which will be submitted to the members of the Foundation at its annual meeting for ratification.

Section 2. The fiscal year will be from April 1 to March 31 of each year.

ARTICLE V – Meetings of Members

Section 1. There will be at least one annual meeting of the Foundation each year which will take place in conjunction with the ACPA Annual Meeting unless otherwise determined by the Foundation Chairman with the consent of a majority of the members of the Board of Directors. Meetings of members, whether annual or special, may be held within or without the State of Texas. The call of the meeting stating place and date thereof will be given in writing, by notice sent to members of the Foundation, not less than fifteen (15) days prior thereto. Such notice may be made electronically.

Section 2. Special meetings of the members will be called by the Foundation Chairman upon the written request of a majority of the Board of Directors, or upon request in writing of ten of the Active members of the ACPA; provided, in all such cases that the request specifies the object of such meeting. Written or printed notice of special meetings specifying the object thereof, will be issued by the Secretary 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 members of the Foundation or members of a firm or corporation that is represented in the Foundation will be admitted to any meeting of the members of the Foundation except with the (a) permission of the Chairman of such meeting, and (b) their written consent to confidentiality and submission of a Conflicts of Interest Disclosure Statement.

Section 4. At all meetings of the members, the following order of business will be substantially observed so far as may be 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 Foundation Chairman.
- Report of the Foundation Secretary.
- Report of the Foundation Treasurer.
- Report of the Foundation President.
- Installation of Foundation Officers.
- Unfinished business.
- New business.

Section 5. The order of business may be altered at any meeting by the Chairman without debate. The usual parliamentary rules as laid down in Robert's Rules of Order (Revised) will govern all debates, when not in conflict with these By-Laws.

ARTICLE VI – Voting

Section 1. At any annual or special meeting of members of the Foundation, each Active member of the ACPA within the United States, its possessions, Puerto Rico and Canada in good standing ("ACPA Active Members") will be entitled, in person or by proxy, to one vote, but no proxy will be voted or allowed for more than sixty (60) days from its date. International, Associate, Individual and Honorary members of the ACPA will have the privilege of the floor, and will be entitled to enter into discussions of any question at any annual meeting or special meeting of the Foundation, but they will not have the right to vote on Foundation matters.

Section 2. The Secretary will present at each annual or special meeting of members a list of the ACPA Active members in good standing and will certify that the members listed therein have paid all dues and assessments to the ACPA and Foundation previous to such meeting.

Section 3. At all duly called meetings of the members, a quorum will consist of one-third (1/3) of the ACPA Active members present in person or represented by written proxy, except that not less than one-fifth (1/5) of the ACPA Active Members will be represented in person.

Section 4. All voting on any question before an annual or special meeting will be by roll call, except, at the discretion of the Chairman, a voice vote may be taken and except that a roll call vote will be taken if five (5) members rise to doubt the ruling of the Chairman as to affirmative or negative majority on any question.

ARTICLE VII – Board of Directors and Officers

Section 1. Officers: The officers will be a Chairman of the Board, a Vice Chairman of the

Board, a Secretary, and a Treasurer. The officers elected to those positions within the ACPA will also hold those positions in the Foundation.

Section 2. Board of Directors: The Board of Directors of the ACPA will also serve as the Board of Directors of the Foundation.

Section 3. Meetings of the Board: Meetings of the Board of Directors may be called by the Foundation 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. 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. 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 4. Removal and Vacancies: The Foundation has no independent authority to remove directors. A director that resigns from or is removed from the ACPA Board of Directors shall be deemed to have resigned from or have been removed from the Board of Directors of the Foundation. If a vacancy occurs in any office except that of the Chairman of the Board, the ACPA 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 5. 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 ACPA 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 6. 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.

ARTICLE VIII – Duties of Officers and Board of Directors

Section 1. Foundation Chairman: The Foundation Chairman is the chief executive officer of the Foundation and presides at all meetings of the Foundation and of the Board of Directors and Executive Committee, and is a member ex-officio of all Foundation committees. He or she may also, at the annual meeting of the Foundation and such other times as he or she deems proper, communicate to the Foundation 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 Foundation and will perform such other duties as are necessarily incident to the office of the Foundation Chairman 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 duties as may be delegated to him or her by the Board of Directors.

Section 3. Foundation Secretary: It will be the duty of the Foundation Secretary to prepare the minutes of the meetings of the Foundation, and its officers, to safeguard the records of the Foundation, and to assume such other duties as will be designated to him or her by the Foundation Chairman. The Secretary may appoint an assistant to whom he or she may delegate any of his duties.

Section 4. Foundation Treasurer: The Foundation Treasurer presents an itemized report of all receipts and expenditures to the Foundation 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, with the approval of the Board of Directors, 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 Foundation, 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 Foundation Board of Directors supervises the conduct of the affairs of the Foundation, establishes such offices of the Foundation as they may deem necessary, and does everything necessary and desirable in the conduct of the Foundation, and in accordance with the By-Laws and the ACPA Strategic Plan. The Board has the power to employ and/or discharge a President and such others as they might deem necessary to properly handle the affairs and operations of the Foundation.

The outgoing Board of Directors will meet prior to the annual meeting of the Foundation, and the incoming Board of Directors will meet after the annual meeting of the Foundation. 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 IX – Executive Committee

Section 1. The Executive Committee consists of the Executive Committee of the ACPA.

Section 2. The Executive Committee has full authority and responsibility of carrying out the duties of the Board of Directors between meetings of the Board. 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 Foundation, 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 their meetings.

It will be the duty of the Executive Committee to prepare a budget for the operation of the Foundation.

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.

ARTICLE X – Committees

Section 1. All committees, standing and special will be answerable to the Board of Directors of this Foundation. There will be the following standing committees of this Foundation:

- Executive
- Research
- Audit

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 Foundation or by the Board of Directors. Committee Chairman are authorized to form temporary task groups within the committee structure.

Section 2. The Chairman of the Foundation will be a member ex-officio of all committees.

Section 3. The Research Committee Chairman and Vice Chairman are appointed annually by the Chairman of the Board. The Research Committee consists of one representative of an Active Member from each ACPA region appointed annually by the ACPA 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 4. The Audit Committee members and Chairman will be the same as the ACPA Audit Committee.

ARTICLE XI – Duties of Committees

Section 1. The activities and duties of all committees will be in accordance with the ACPA’s Strategic Plan.

Section 2. Research: The Research Committee develops, implements and maintains the Foundation’s research projects that support the ACPA Strategic Plan.

Section 3. The Audit Committee’s Duties are as follows:

- (a) Meets with ACPA management and the independent auditor to review and discuss the Foundation'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. 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 Foundation's finance and accounting functions, including its budget, organization, and personnel.

ARTICLE XII – President and Staff

Section 1. The President is appointed by the Board of Directors to serve as President of the Foundation. The President of the Foundation, if someone other than the ACPA President, reports directly to the ACPA President. It will be his or her duty to give notice through the Secretary of and attend all meetings of the Foundation and all committees without vote; to handle all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; to maintain at all times a complete list of members of the Foundation, to collect dues and subscriptions; to prepare an annual report of the transactions and conditions of the Foundation; and generally to devote his best efforts to forwarding the business and advancing the interests of the Foundation. 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 Foundation. He or she may not, however, hold the position of an elective office of the Foundation, 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 or her place to attend any committee meetings.

The employment or engagement of individuals or agents of the Foundation, and the salaries or payments to such individuals or agents will be recommended by the Foundation President to the ACPA President for his approval within the budget and other appropriate guidelines of the Foundation. The ACPA President will consult with the officers of the Foundation on major personnel actions. Major personnel actions include any actions the ACPA President deems necessary, but must include hiring new positions not previously approved by the Board.

ARTICLE XIII – Indemnification

Section 1. The Foundation will indemnify any and all of its directors, officers and staff or,

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 actually and necessarily 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 directors or a director, officer or staff of the corporation, or of such other corporation, except in relation to matters as to which any such director, officer or staff will be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as will be settled by agreement predicated on the existence of such liability. The Foundation will seek the opinion of counsel, as needed, in determining the suitability of indemnification in any given situation.

ARTICLE XIV – Finance

Section 1. The President will have the authority to execute contracts for the Foundation covering leases for office space and convention entertainment, and further, the President will have the authority upon authorization from the Board of Directors to buy, sell, transfer and do all other necessary legal acts which may be required with the investments of the Foundation.

ARTICLE XV – Mail Vote

Section 1. Whenever any question arises that, in the judgment of the Board of Directors, should be put to a vote of the Foundation Active Members, and when it deems it inexpedient to call a special meeting for such purpose, the Board of Directors may, unless otherwise required by these By-Laws, submit such matters to the membership in writing for vote and decision, and the question thus presented will be determined according to a majority of the votes received by mail or email within four (4) weeks after date of such submission to the membership; provided, that in each case votes of at least one-half of the members have been received. Any and all action taken in pursuance of a majority mail vote in each case will be binding upon the Foundation and upon each member thereof. All action approved by mail vote will be ratified by the membership at its next meeting.

ARTICLE XVI – Dissolution

Section 1. At any annual or special meeting of the Members, the Members may vote to dissolve the Foundation. In the event of a vote of dissolution, the Foundation's remaining assets will be used exclusively for educational and scientific purposes that will support the concrete pipe industry.

ARTICLE XVII – 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 Foundation; if electronically, when transmitted to such address shown for the member/director on the records of the Foundation; 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 XVIII – 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 XIX – Amendments

Section 1. The By-Laws may be amended at any meeting of the Foundation, 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 will 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 will be mailed by him or her to every Active member of the Foundation at least fifteen (15) days before the meeting at which such amendment or amendments are to be voted upon.

The By-Laws were amended March 28, 2022.