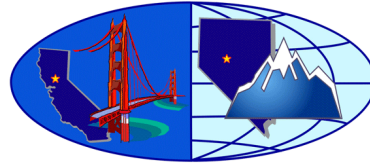


BY-LAWS

NORTHERN CALIFORNIA AND WESTERN NEVADA CHAPTER AMERICAN CONCRETE INSTITUTE

(A Non-Profit California Corporation)

AMERICAN CONCRETE INSTITUTE



**NORTHERN CALIFORNIA AND
WESTERN NEVADA CHAPTER
CHARTERED 1958**

ARTICLE I - PURPOSE

SECTION 1. The purpose of this Chapter is to further the chartered objectives for which the American Concrete Institute was organized; to further education and technical practice, scientific investigation, and research by organizing the efforts of its members for a nonprofit, public service in gathering, correlating, and disseminating information for the improvement of the design, construction, manufacture, use, and maintenance of concrete products and structures. This Chapter is accordingly organized and shall be operated exclusively for educational and scientific purposes. In conducting the aforementioned affairs of this Chapter, the Chapter shall pay due attention to all trade regulations and shall not in any manner violate federal or state trade regulations.

ARTICLE II - MEMBERS

SECTION 1. This Chapter shall consist of Members, Affiliate Chapter Members, Organizational Members, Honorary Members, Lifetime Members, Retired Chapter Members, and Student Members.

SECTION 2. Members shall be members of International ACI. Affiliate Chapter Members are those who are not members of the American Concrete Institute. Other classes of membership may or may not be members of the American Concrete Institute. Organizational Members shall have an individual designated as their Chapter representative. Honorary Members are those who are Honorary Members of the American Concrete Institute. Lifetime Members are designated by the Board of Directors in recognition of significant contributions to the Chapter. Retired Chapter members are retired and not gainfully employed. Student Members are active students.

SECTION 3. Chapter boundaries are the Northern half of California including Monterey, Madera, Fresno and Mono Counties and all Counties North of these and the area of Western Nevada which includes Washoe, Storey, Lyon and Douglas Counties and the City of Carson City.

SECTION 4. Those who reside in the Chapter area and are members of the American Concrete Institute may hold office. All members except Student Members may vote. Those who reside outside our Chapter area but who have business affiliations in our Chapter area may vote but may not hold office.

SECTION 5. Applications for and resignations from membership and requests for change of representatives of Organizational Members shall be presented in writing to the Secretary-Treasurer.

ARTICLE III - OFFICERS

SECTION 1. The Chapter Officers shall be President, Vice President, Directors, and the Secretary-Treasurer. The President, Vice President, and Directors shall be members of the American Concrete Institute and of the Chapter and shall be elected by members of the Chapter who are eligible to vote. The Secretary-Treasurer shall be appointed by the Board of Direction of the Chapter.

SECTION 2. The President, Vice President, most recent available Past President, and Directors shall constitute the Board of Direction of the Chapter.

SECTION 3. At least 40 days before each annual meeting the Committee on nominations shall report to the Secretary-Treasurer the candidates nominated for offices to become vacant at the next annual meeting and ten candidates for membership on the Committee on Nominations which is to serve in the following year. Members of the Committee on Nominations shall not be nominated to be Chapter Officers or the Committee on Nominations for the following year. In the selection of candidates for Directors, the Committee on Nominations shall have due regard for diversity of professional and geographical representation. Each candidate for the office of President, Vice President, or Director must have given consent to nomination before the report is published, and must be a member of the American Concrete Institute if elected. The Secretary-Treasurer shall cause notice of all such nominations to be transmitted to the membership of the Chapter at least 30 days prior to the next ensuing annual meeting. Additional nominations for offices or for membership on the Committee on Nominations may be made within 10 days thereafter by petition to the Board of Direction of the Chapter and signed by at least ten members of the Chapter.

The complete list of nominations shall be submitted at least 15 days before each annual meeting to the chapter membership for ballot via e-mail or other electronic means to be

canvassed at or prior to the annual meeting and the result announced. Signature or other identification of the voting member shall not be required on the ballot. At least two tellers, not Chapter Officers, shall be appointed by the President to canvass the ballots. Tellers shall resolve tie votes by lot. The candidate for any office receiving the most votes shall be declared elected. The five candidates receiving the most votes for membership on the Committee on Nominations shall be declared elected members of the committee. With these five, the two most recent available Past Presidents shall serve, making a total membership of seven. The most recent available Past President member shall be chairman of the committee.

Should any member of the committee on Nominations thus chosen fail, within 15 days of formal notice from the Secretary-Treasurer, to communicate acceptance of service, a vacancy shall be filled by the candidate receiving the next greatest number of votes and so on until the five elected places on the committee shall be filled.

Terms of office shall be as follows:

President 1 year;

Vice President 1 year;

Directors 3 years;

with two Directors elected each year.

A year is here construed as the period between the reports of tellers on canvass of ballots for Chapter Board members at two successive annual meetings.

SECTION 5. A President, Vice President, or Director having served a full term after having been elected to that office, shall be ineligible for re-election to the same office until the lapse of at least 2 years.

SECTION 6. The term of each officer shall begin immediately on the announcement of the annual meeting by the tellers of the canvass of ballots by which the officer is elected and shall continue until a successor is elected.

SECTION 7. A vacancy in the office of President shall be filled by the Vice President.

SECTION 8. Vacancy in any office shall be filled by appointment by the Board of Direction of the Chapter for the unexpired term, except as provided in Section 9.

SECTION 9. In the event of disability of any officer of the Chapter, or neglect in the performance of the duties of the office, the Board of Direction of the Chapter shall declare the office vacant, and appoint a replacement for the remaining term of office.

SECTION 10. The Board of the Chapter shall have general supervision of the affairs of the Chapter. It shall authorize and appoint the chairpersons of such administrative and technical committees and assign to them such duties and authority as it deems needful to carry on the work of the Chapter. Additional committee members shall be appointed by the President. Affiliate Chapter members shall be eligible to be a chairperson or member of committees.

SECTION 11. There shall be an Executive Committee of the Board of Direction of the Chapter consisting of the President, the Vice President, and one of the senior Directors to be appointed by the Board of Direction.

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

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

SECTION 14. The Vice President shall discharge the duties of the President in the President's absence. In the absence of the President and the Vice President, a President Pro Tem, appointed by the Board of Direction of the Chapter, shall discharge such duties.

SECTION 15. The Secretary-Treasurer shall perform such duties, furnish such bond, and receive such remuneration as shall be determined by the Board of Direction of the Chapter.

ARTICLE IV - MEETINGS

SECTION 1. The Chapter shall hold an annual meeting each year and such other meetings as may be authorized by the Board of Direction of the Chapter. The time and place of all meetings shall be fixed by the Board of Direction of the Chapter. Notice of this action shall be sent to all members in advance of such meetings. Notice of the annual meeting shall be sent to all members at least 15 days in advance.

SECTION 2. The Board of Direction of the Chapter shall meet at least twice each year at the time and place fixed by the Board or on call of the President.

SECTION 3. The Executive Committee shall meet on call of the President or of any two of its members.

SECTION 4. Fifteen members shall constitute a quorum for meetings of the Chapter; five members shall constitute a quorum for meeting of the Board of Direction of the Chapter; and two members for meetings of the Executive Committee.

ARTICLE V - FINANCIAL AFFAIRS

SECTION 1. Financial affairs of the Chapter shall be on a calendar year basis. Dues shall be payable in advance on the first day of the enrollment as a Chapter member and annually thereafter.

SECTION 2. Membership dues in the Chapter shall be set by the Chapter Board of Direction for all classes of membership. Chapter dues shall not exceed one-half of the American Concrete Institute dues for corresponding classifications of membership. Chapter dues for Affiliate Chapter Members will not be less than those levied on ACI individual members who are members of the Chapter. Dues payable for a portion of a calendar year may be prorated at the discretion of the Board of Direction.

SECTION 3. At the end of each year, the Secretary-Treasurer shall prepare a financial report for the year. The financial report and books shall be audited by an Audit Committee of at least two Chapter Members appointed by the President. The Audit Committee shall report its findings to the Board of Direction. The financial report shall be sent to Chapter members upon request.

SECTION 4. A member in any classification whose Chapter dues remain unpaid shall forfeit the privileges of membership and his/her name shall be stricken from Chapter rolls.

ARTICLE VI - INDEMNIFICATION

SECTION 1. The Northern California and Western Nevada Chapter shall indemnify any present or former director, officer, employee, agent or "heirs and estates" who was or is a party to any threatened, pending or completed action, suit or proceeding against any expenses (including attorneys fees), judgments, fines and amounts reasonably incurred in good faith by such person in connection with such action, suit or proceeding to the full

extent permitted by the California Nonprofit Corporation Act. Further, the Chapter may indemnify any person in the manner and to the full extent, and shall have such other rights and powers in connection therewith, as may be permitted to the Chapter under the law, including without limitation, the California Nonprofit Corporation Act.

ARTICLE VII DISSOLUTION

SECTION 1. In the case of dissolution of this Chapter, the Chapter Board of Direction shall authorize the payment of all debts of the Chapter including accruals, and arrange for the distribution of remaining assets, if any, to the American Concrete Institute or to a nonprofit educational or scientific organization or organization having similar aims and objectives.

ARTICLE VIII AMENDMENTS

SECTION 1. Proposed amendments to these bylaws may be initiated by petition, signed by at least 15 eligible voting members of the Chapter or the Board of Direction. These bylaws may be amended in any particular by the affirmative vote of the membership in the following manner: A notice of the proposed amendment or amendments shall be given to each eligible voting member of the Chapter as defined in Section 4, including a ballot to vote in favor of or not in favor of the proposed amendment or amendments. A ballot return date of no less than thirty days must be provided in the notice. Within one week after the return due date, a committee shall be appointed by the President to canvass the ballots. Upon determination that a two-thirds majority of said ballots cast favor the amendment or amendments, they shall thereupon be incorporated into these bylaws accordingly. Should the committee determine that the required two-thirds majority is not in favor of the amendment or amendments, it shall declare the amendment or amendments not adopted and these bylaws shall not be affected thereby. Incorporation of adopted amendments into the Chapter bylaws shall be contingent on approval by the Board of Direction of the American Concrete Institute.

Adopted: March 10, 2015