

BYLAWS
MISSOURI CHAPTER
AMERICAN CONCRETE INSTITUTE

ARTICLE 1 - PURPOSE

Section 1: The purpose of this Chapter is to further the objectives for which the American Concrete Institute (ACI) organized to further engineering and technical education, scientific investigation and research, and development of standards for design and construction of concrete structures. The Chapter shall organize 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 ~~the~~for educational and scientific purposes.

ARTICLE II – MEMBERS

Section 1: This Chapter shall consist of Honorary Members, Distinguished Chapter Members, Organizational Members, Members, and Student Members.

Section 2: Honorary Members of the ACI shall be Honorary Members of the Chapter, if they are members of the Missouri ACI Chapter. The Chapter may recognize and honor eminent chapter members by conferring upon them membership as a Distinguished Chapter Member, who has made exceptional contributions in connection with the objectives of the Chapter and ACI. Distinguished Chapter Members shall be selected by the Chapter Board of Direction (CBOD) and shall be exempt from Chapter dues.

Section 3: Chapter area shall include the State of Missouri and such adjacent areas which have been approved by ACI.

Formatted: Header

Formatted: No underline

Formatted: Normal, Left, Widow/Orphan control

Formatted: Font: Bold

Formatted: No underline

Formatted: Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No border)

Formatted: No underline

Formatted: Footer

Formatted: Header

Section 4: Only members of this Chapter shall be permitted to hold office in the Chapter

Formatted: Font: Bold

Formatted: No underline

Formatted: Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No border)

Section 5: Applications for and resignations from membership and requests for change of representatives of Contributing and Organizational Members shall be presented in writing to the Secretary.

Formatted: No underline

Formatted: Indent: Left: 0", Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No border)

ARTICLE III - OFFICERS

Section 1: The Chapter officers shall be the President, Vice President, nine Directors, Secretary, Treasurer, and the Executive Director (if appointed).

Formatted: Font: Bold

Formatted: No underline

The President, Vice President, and the Directors shall be members of the ~~ACI and of the~~ Chapter, and shall be elected by the members of the Chapter. The Secretary, Treasurer, ~~Senior Director,~~ and the Executive Director shall be members ~~of ACI and of~~ the Chapter, and shall be appointed by the CBOD.

Section 2: The President, Vice President, Secretary, Treasurer, Executive Director, Directors, and most recent available Past President shall constitute the CBOD.

Section 3: At least 60 days before December 31st, the Committee on Nominations shall report to the Secretary of the candidates for offices. 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 ~~his/her~~their nomination before the ballot is published, and must be ~~or agree to be~~ a member of the ~~ACI International~~Missouri Chapter. The ballot shall contain a space for a write in candidate for each office to be filled. The complete list of nominations shall be submitted at least 25 days before December 31st to the Chapter Membership for ~~letter~~the ballot to be returned by December 31st. Ballots shall be tallied, and the results announced to the Chapter membership before January 10th. Ballots shall be tallied by the Secretary or a teller appointed by the CBOD whose name does not appear on the ballot. The candidate for any office receiving the most votes shall be declared elected. The four candidates receiving the most votes shall be declared elected.

Formatted: Font: Bold

Formatted: Space Before: 0 pt, Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No

Formatted: Footer

Formatted: Header

The most recent available past three Presidents shall be the next Committee on Nominations. The most recent past President will serve as the chair.

Section 4: Terms of office shall be as follows: President 1 year, Vice President 1 year, Director, ~~with three elected each year for 3 years,~~ filling positions up to 9 Directors total. A year is construed as the period between January 1st and December 31st.

Section 5: A President, Vice President, or a Director, having served for a full term after having been elected to that office, ~~may be re-elected for one additional term.~~ After expiration, they shall be ineligible for re-election to the same office until the lapse of at least one year.

Section 6: A vacancy in the office of the President shall be filled by the Vice President.

Section 7: Vacancy in any office shall be filled by appointment by the CBOD for the unexpired term, except as provided in ARTICLE III, Section 6, herein.

Section 8: In the event of disability of any Chapter officer or Directors, or neglect in the performance of the duties of the office, the CBOD shall declare the office vacant.

Section 9: The CBOD shall have general supervision of the affairs of the Chapter. It shall authorize and appoint the ~~chairmen~~ chairs of committees and assign to them such duties and such authority as it deems necessary to carry on the work of the Chapter. Additional committee members shall be appointed by the chair and/or the CBOD.

~~of the Chapter. Additional committee members shall be appointed by the chair and/or the CBOD.~~

Section 10: There shall be an Executive Committee consisting of the President, Vice President, Secretary, Treasurer, most recent available Past President, and Executive Director, ~~and the Senior Director.~~ (if applicable).

Section 11: The Executive Committee shall manage the affairs of the Chapter during the interim between the meetings of the Chapter Board of Direction.

Formatted: Font: Bold, Underline

Formatted: Font: Bold, Underline

Formatted: Font: Not Italic

Formatted: Font: Not Bold, No underline

Formatted: Font: Bold

Formatted: No underline

Formatted: Font: Not Italic

Formatted: Font: Not Italic

Formatted: Font: Bold, Underline

Formatted: Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No border)

Formatted: Font: Not Italic

Formatted: Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No border)

Formatted: Footer

Section 12: The President shall perform the usual duties of the office. ~~He/She/They~~ shall preside at the Chapter meetings, meetings of the CBOD and the Executive Committee, and shall be an ex-officio member of all committees. The Vice President shall perform the duties of the President in ~~his or her~~their absence. In the absence of the President and the Vice President, the ~~Senior Executive~~ Director ~~or Treasurer~~ shall perform the President's duties. ~~The Vice President shall serve as the chairman of the Education Committee.~~

Section 13: The Secretary and the Treasurer shall perform such duties and furnish such bond, as shall be determined by the CBOD.

Section 14: The Executive Director shall perform specific duties related to outreach and improvement of the chapter, as shall be determined by the CBOD. The Executive Director shall be a contracted position with payment for services approved at the ~~annual~~final Board of Directors meeting of each year. All information garnered during the contracted period shall be the property of the Chapter and relinquished upon termination of the relationship.

ARTICLE IV – MEETINGS

Section 1: The Chapter shall hold an annual meeting and such other meetings as may be authorized by the CBOD. The time and place of all meetings shall be fixed by the CBOD. Notice of these meeting shall be sent to all members at least 2 week in advance of the meeting

Section 2: The CBOD shall meet at least twice each year at the time and place fixed by the CBOD or the President.

Section 3: The Executive Committee shall meet on call of the President. ~~Executive Director~~ or at the ~~written~~ request (Submitted to the Secretary) of three of its members.

Section 4: Fifteen (15) members shall constitute a quorum for meetings of the Chapter; six (6) members shall constitute a quorum for meetings of the Chapter

Formatted: Header

Formatted: Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No border)

Formatted: Font: Not Bold, No underline

Formatted: Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No border)

Formatted: Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No border)

Formatted: Font: Not Bold

Formatted: Indent: Left: 0", First line: 0", Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No border)

Formatted: Footer

Board of Direction; and four (4) members for meetings of the Executive Committee.

ARTICLE V - DUES

Section 1: Dues shall be payable in advance on the first day of enrollment as a Chapter member and thereafter on January 1st. Membership dues in the Chapter shall be set by the CBOD for all classes of membership. Dues payable for a portion of a calendar year may be prorated at the discretion of the CBOD.

ARTICLE VI - INCORPORATION, INSURANCE, & INDEMNIFICATION

Section 1: The Chapter shall be incorporated in the state of Missouri under the requirements of the general not for profit corporation law of Missouri.

Section 2: The Chapter shall carry the general liability insurance coverage provided by the ACI.

Section 3: The 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 attorney fees), judgments, fines, and amounts reasonably incurred in good faith by such action, suit, or proceeding to the full extent permitted by the Missouri General Not For Profit Corporation Law. Further, the Institute may indemnify any person in the manner and to the full extent, and shall have such other rights and powers in connection therewith, the Missouri General Not For Profit Corporation Law.

ARTICLE VII - DISSOLUTION

Section 1: In case of dissolution of this Chapter, the CBOD shall authorize the payment of all debts of the Chapter, including accruals, and arrange for the distribution of remaining assets, if any, to ACI or to a nonprofit educational or scientific organization or organizations having similar aims and objectives.

ARTICLE VII - AMENDMENTS

Section 1: Proposed amendments to these Bylaws, must be presented at ~~the annual meeting~~ amendments shall be presented at the an annual meeting. If approved, it will be presented to the membership for acceptance. The Bylaws

Formatted: Header

Formatted: Font: Not Italic

Formatted: Font: Bold

Formatted: Font: Bold

Formatted: Font: Not Bold

Formatted: Font: Bold

Formatted: Font: Bold

Formatted: No underline

Formatted: Font: Not Italic

Formatted: Footer

would be adopted with a majority vote. Incorporation of adopted amendments into the Chapter Bylaws shall be contingent on approval by ACI.

These Bylaws have been adopted the ~~29th~~^{30th} day of ~~January, 2021~~^{December,} ~~2022~~ by a majority vote of the members submitting ballots.

Formatted: No underline

Formatted: Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No border)

ARTICLE VIII - ANTITRUST POLICY

The Chapter's meetings and activities are subject to strict compliance with the Antitrust Compliance Policy ("Policy") and the antitrust laws, and shall be conducted in a manner that is consistent with the Policy and the antitrust laws. Each individual member and attendee at this meeting is responsible for knowing the contents of the Policy and for complying with it. Copies of the Policy are available at each meeting.

Any discussion of competitively sensitive topics with a competitor should be avoided at all times before, during, and after any meeting or activity of the Chapter. If at any time during the course of any meeting or activity, Chapter executives or officers believe that the Policy is being violated, or will be violated, they will advise attendees as such and halt further discussion.

Attendees at any meeting or activity also should immediately voice their concerns. The Chapter president will report the incident to ACI.

The Chapter uses a formal agenda for its meetings as part of the Antitrust Compliance Policy. The agenda must be used and followed.

ARTICLE IX – ANTI-HARRASSMENT POLICY

Sexual and other unlawful harassment is a violation of Title VII of the Civil Rights Act of 1964 (Title VII), as amended, as well as many state laws. Harassment based on a characteristic protected by law, such as race, color, ancestry, national origin, gender, sex, sexual orientation, gender identity, marital status, religion, age, disability, veteran status, or other characteristic protected by state or federal law, is prohibited.

It is the Chapter's policy to provide an environment free of sexual and other harassment. To that end, harassment of members, directors, officers, or guests, by other members, directors, officers, or guests who are attending a Chapter event is absolutely prohibited.

Further, any retaliation against an individual who has complained about sexual or other harassment or retaliation against individuals for cooperating with an investigation of a harassment complaint is similarly unlawful and will not be tolerated. The Chapter will take all steps necessary to prevent and eliminate unlawful harassment.

Definition of Unlawful Harassment. "Unlawful harassment" is conduct that has the purpose or effect of creating an intimidating, hostile, or offensive environment; has the purpose or effect of substantially and unreasonably interfering with an individual's performance; or otherwise adversely affects an individual's opportunities or experiences because of the individual's membership in a protected class. Unlawful harassment includes, but is not limited to, epithets; slurs; jokes; pranks; innuendo; comments; written or graphic material; stereotyping; or other threatening, hostile, or intimidating acts based on race, color, ancestry, national origin, gender, sex, sexual orientation, marital status, religion, age, disability, veteran status, or other characteristic protected by state or federal law.

Definition of Sexual Harassment. While all forms of harassment are prohibited, special attention should be paid to sexual harassment. "Sexual harassment" is generally defined under both state and federal law as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature where:

- Submission to or rejection of such conduct is made either explicitly or implicitly a term or condition of any individual's membership or as a basis for membership decisions; or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's performance or creating an intimidating, hostile, or offensive environment.

Other sexually oriented conduct, whether intended or not, that is unwelcome and has the effect of creating an environment that is hostile, offensive, intimidating, or humiliating to others may also constitute sexual harassment.

While it is not possible to list all those additional circumstances that may constitute sexual harassment, the following are some examples of conduct that, if unwelcome, may constitute sexual harassment depending on the totality of the circumstances, including the severity of the conduct and its pervasiveness:

- Unwanted sexual advances, whether they involve physical touching or not;
- Sexual epithets, jokes, written or oral references to sexual conduct, gossip regarding one's sex life, comments about an individual's body, comments about an individual's sexual activity, deficiencies, or prowess;
- Displaying sexually suggestive objects, pictures, or cartoons;
- Unwelcome leering, whistling, sexual gestures, or suggestive or insulting comments;
- Inquiries into one's sexual experiences; and
- Discussion of one's sexual activities.

All individuals should take special note that, as stated above, retaliation against an individual who has complained about sexual harassment and retaliation against individuals for cooperating with an investigation of sexual harassment complaint is unlawful and will not be tolerated by the Chapter.

Complaint Procedure. Any member who believes they have been subject to or witnessed illegal discrimination, including sexual or other forms of unlawful harassment, is requested and encouraged to make a complaint. Please submit a complaint to any director or the secretary/treasurer, with whom you feel comfortable bringing such a complaint. Similarly, if you observe acts of discrimination toward or harassment of another member, you are requested and encouraged to report this to one of the individuals listed above.

No reprisal, retaliation, or other adverse action will be taken against a member for making a complaint or report of discrimination or harassment or for assisting in the investigation of any such complaint or report. Any suspected retaliation or intimidation should be reported immediately to one of the persons identified above.

All complaints will be investigated promptly and, to the extent possible, with regard for confidentiality. If the investigation confirms conduct contrary to this policy has occurred, the Chapter will take immediate, appropriate, corrective action, including warnings, suspension, and/or up to and including revocation of membership.

Formatted: Header

President

Formatted: Indent: Left: 3", First line: 0.5", Space Before: 0 pt, Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No border)

Formatted: Font: Not Italic

Vice President

Formatted: Font: Not Italic

Formatted: Widow/Orphan control, Border: Top: (No border), Bottom: (No border), Left: (No border), Right: (No border), Between : (No border)

Formatted: Footer