

1 **BYLAWS**

2 **Of the**

3 **National Steering Committee for Concrete Industry Management**

4

5

6

7

8 **Article I – Name**

9

10 Section 1. The name of this organization shall be the Concrete Industry Management National

11 Steering Committee otherwise known as the Organization.

12

13 Section 2. Incorporation: The Organization shall be a nonprofit corporation, incorporated in the

14 State of Tennessee.

15

16 Section 3. Principal Office: The principal office of the Organization shall be determined by the

17 Board of Directors.

18

19 **Article II – Purpose**

20

21 Section 1. The Purpose of the Organization shall be to provide an organization through which

22 the members of the concrete-related industry provide oversight, direction, funding and support,

23 for or to otherwise benefit, recognized concrete industry management educational and research

24 programs at accredited colleges and universities as selected by the industry.

25

26 **ARTICLE III – Membership**

27

28 Section 1. There shall be three classifications of membership: Corporate, Association, and

29 Supporting. In each classification, the Organization will strive to engage companies and/or

30 individuals that have a broad national perspective of the concrete industry.

31

32 A. Corporate Member – Any legally chartered corporation engaged in the manufacturer,

33 installation, repair, removal, or replacement of concrete, concrete products, or material

34 components or equipment for concrete or concrete products shall be eligible for

35 Corporate membership in accordance with procedures established by the Board of

36 Directors.

37

38 B. Association Member - Any legally chartered corporation engaged as a trade (IRS 501c6)

39 or charitable (IRS 501c3) organization with a purpose of supporting the industries as

40 defined for Corporate members shall be eligible for Association membership in

41 accordance with procedures established by the Board of Directors.

42

43 C. Supporting Member - Any legally chartered corporation or individual providing trade

44 show expositions, independent publications or communication support in support of the

45 concrete industry shall be eligible for Supporting membership in accordance with

46 procedures established by the Board of Directors. In addition, individuals who, through

47 engagement with the CIM program, show support of the goals of the Organization shall

48 also be eligible for Supporting membership in accordance with procedures established

49 by the Board of Directors.

50

51 Section 2. Members in Good Standing – Members in good standing are those who have  
52 completed the “Pledge of Support” document (formally indicating intent to actively participate in  
53 the activities of the Organization, through attendance at meetings, involvement in the work of  
54 the Organization’s committees and/or financial support), and have had their Pledge recognized  
55 by the Board of Directors.  
56

57 Section 3. Representatives – Upon official recognition by the Board, all members shall officially  
58 appoint and certify to the Board of Directors in writing, one (1) primary and up to two (2)  
59 alternate persons to act as its designated representative(s) to the organization, who shall  
60 represent, vote, and act for the member in all the affairs of the Organization. In the case where  
61 an individual has been recognized as a Supporting Member, that individual will be the official  
62 representative.  
63

64 Section 4. Eligibility – Questions of membership eligibility shall be determined by the Executive  
65 Committee, with the right of appeal to the Board of Directors. The action of the Board of  
66 Directors shall be final.  
67

68 Section 5. Resignation – Any member may resign by filing a written resignation with the  
69 Chairman. At the discretion of the Board of Directors, such resignation may not relieve the  
70 member of the obligation to pay any accrued dues and pledges, or other charges.  
71

72 Section 6. Removal – Any member may be expelled from the Organization for conduct in  
73 violation of the Organization By-Laws and Organization Policy Manual, which in the sole opinion  
74 of the Executive Committee is improper and prejudicial to the best interest of the Organization.  
75

- 76 A. A decision-to-expel shall be preceded by a fair hearing at a meeting of the Board of  
77 Directors; such meeting to be held in Executive Session if so requested by the member  
78 under consideration for expulsion.
- 79 B. Members of any classification may be removed for cause by a two-thirds (2/3) affirmative  
80 vote of the Board of Directors.
- 81 C. The member shall be advised of the complaint at least twenty (20) days before the  
82 action is scheduled to be voted upon.
- 83 D. The member shall have the opportunity to present a defense prior to the vote for  
84 removal, and may appeal the decision of the Board of Directors to the Board of Directors  
85 at the next Board meeting, provided that notice of intent to appeal is provided to the  
86 Chairman at least ten (10) days in advance of the meeting. A majority vote of Board  
87 members present at the meeting at which the appeal is heard, providing a quorum is  
88 present, may reverse the decision of the Board of Directors. Proxy voting will not be  
89 allowed for this purpose.  
90

91 Section 7. Equal Treatment – All members, participants, and visitors of the organization shall be  
92 treated equally in all respects.  
93

94 Section 8. Code of Conduct – The Organization is governed by the rules, regulations,  
95 procedures, policies, and standards of conduct that safeguard its functions and protect the  
96 rights and freedoms of all members and management of the Organization.  
97

- 98 A. Organization membership, Board of Directors, Organization management, contracted  
99 agents of the Organization, and meeting attendees along with visitors shall conduct  
100 themselves as responsible persons while conducting business with and on the behalf of  
101 the Organization.

- 102 B. All individuals conducting business with the Organization assume responsibility to  
103 observe standards of conduct that will contribute to the pursuit of the Organization goals.  
104 That responsibility includes but is not limited to the following:  
105 1. Respecting the rights, privileges, and property of other participants;  
106 2. Refraining from any conduct that would harm the Organization, interfere with  
107 Organization functions or endanger the health, welfare, or safety of other persons  
108 or organizations;  
109 3. Complying with the rules, regulations, procedures, policies, and standards of  
110 conduct of the Organization.  
111 4. Specific instances of misconduct include, but are not limited to:  
112 i. Conduct that intentionally and substantially obstructs or disrupts activities  
113 of the Organization or in connection with any Organization-sponsored  
114 event or activity and is not constitutionally and/or legally protected;  
115 ii. Verbal or physical abuse of any person, or conduct intended to threaten  
116 imminent bodily harm or to endanger the health or safety of any person in  
117 connection with any Organization-sponsored event or activity;  
118 iii. Conduct during Organization business that can be reasonably considered  
119 as offensive, intentionally misleading, biased in nature with intent to harm  
120 a person or organization, intimidating, or of a harassing nature, as  
121 deemed by the Board of Directors.  
122

123 Section 9. Violations shall be reviewed by the Executive Committee for appropriate action by  
124 the Board of Directors, such as but not limited to: formal reprimand, suspension of membership,  
125 expulsion from the Organization, or legal action.  
126

127 Section 10. The Board of Directors, with recommendation from the Executive Committee, is the  
128 final authority in deciding a course of action for any violations.  
129

#### 130 **Article IV – Officers**

131  
132 Section 1. The elected officers of the Organization shall be the Chairman of the Board, Vice  
133 Chairman, and Secretary/Treasurer and must be Board Members in good standing. They shall  
134 be responsible to interpret and oversee implementation of policies adopted by the Board of  
135 Directors. No two officers may be employed by the same company or firm (including  
136 subsidiaries).  
137

138 Section 2. The elected officers shall be elected by the active voting members at the annual  
139 meeting of the Organization and shall hold office for a term of two years beginning and ending  
140 upon adjournment of the annual meeting of the Organization, or until a successor has been  
141 elected and assumes office.  
142

143 Section 3. Chairman – The Chairman shall preside at all meetings of the Board of Directors, the  
144 Executive Committee, and of the Membership. The Chairman shall appoint, subject to the  
145 approval of the Board of Directors, committee chairmen and vice chairmen, and shall be an ex-  
146 officio member of all committees and subcommittees without voting privilege. The Chairman  
147 shall perform other duties and have other responsibilities as outlined in the governing  
148 documents, or as delegated by the Board of Directors or Executive Committee.  
149

150 Section 4. Vice Chairman – The Vice Chairman shall assume the chairmanship in the absence  
151 of the Chairman or in the event of a vacancy in that office. The Vice Chairman shall perform

152 other duties and have other responsibilities as outlined in the governing documents or as  
153 delegated by the Chairman of the Board of Directors, or the Executive Committee.

154  
155 Section 5. Secretary/Treasurer – The Secretary/Treasurer shall be responsible for the accurate  
156 production of minutes of all of the meetings of Membership, Board of Directors, and Executive  
157 Committee, and shall ensure that all notices are duly given in accordance with these bylaws or  
158 as required by law. The Secretary/Treasurer shall be responsible for the preparation of the  
159 annual budgets and review of the annual audit report, as well as to perform all other duties  
160 incidental to the office of secretary/treasurer and such other duties as may be prescribed by the  
161 governing documents of the Organization or the Board of Directors.

162  
163 **Article V. Meetings**

164  
165 Section 1. Annual Meeting – There shall be at least one meeting of the Organization for the  
166 election of officers and directors and for the transaction of such other business as may properly  
167 be brought before the meeting, each year at a time and place as set by the Board of Directors.  
168 All members of the Organization shall be sent notice of the time and place of the meeting at  
169 least thirty days in advance of the meeting. The agenda of the Annual Meeting shall be sent to  
170 all members at least fourteen days in advance of the meeting.

171  
172 Section 2. Board Meetings – The Board of Directors shall meet at least once per year at a time  
173 and place as determined by the Board of Directors. The agenda of the Board meeting must be  
174 sent to all members at least fourteen days in advance of the Board meeting.

175  
176 Section 3. Special Meetings – Special meetings may be called by the Chairman of the Board, or  
177 at written request of one-third of the members of the Board of Directors. The object of the  
178 special meeting must be stated in the call of the meeting, which must be sent to all members at  
179 least fourteen days in advance of the meeting.

180  
181 Section 4. Voting and Quorum – Each member in good standing shall have one vote, which  
182 rests with the primary representative or, if not present, one of the alternate representatives  
183 officially designated by the member. A quorum for any meeting of the members shall be 50% of  
184 the Organization’s members. Participation in a meeting by conference call by a member in  
185 good standing shall be permitted provided that the member has been present for the duration of  
186 the meeting prior to any vote that is taken, and that this is not the second consecutive meeting  
187 in which the member would be participating by phone.

188  
189 Section 5. Action at Meeting – When a quorum is present at any meeting, the affirmative vote of  
190 a majority of members present, in person or by conference call, and voting, shall decide any  
191 matter to be voted upon by the members at such meeting, except when a different vote is  
192 required by express provision of law, the Articles of Incorporation of this Organization, these By-  
193 laws, or parliamentary authority.

194  
195 Section 6. Waiver of Notice – Notice may be waived before, during, or after a meeting at the  
196 discretion of the Board of Directors.

197  
198 **Article VI. Board of Directors**

199  
200 Section 1. Authority – The Board of Directors shall:  
201 A. Have the full authority to supervise, control and direct the affairs of the Organization,  
202 subject to the provisions of these By-laws and other governing documents;

- 203 B. Approve Organization policies, rules and regulations to serve the designed purpose of  
204 the Organization;
- 205 C. Approve the annual budget and oversee the disbursement of the Organization's funds;
- 206 D. Serve as advocates for the Organization and liaisons to the industry and other  
207 Organization members;
- 208 E. Appoint agents as it deems necessary to conduct the business of the Organization;
- 209 F. Have the authority to select, contract with, and remove the Organization Executive  
210 Director. In this instance, the Executive Director shall recuse himself from the vote;
- 211 G. Hold the Executive Director and Executive Committee accountable for meeting  
212 Organization objectives; and
- 213 H. Set the date and location of the annual meeting of the membership and Board meetings.  
214

215 Section 2. Board Composition – Each voting member of the Board of Directors shall be actively  
216 engaged in the affairs of a Member of the Organization. Questions of eligibility for election to  
217 the Board shall be determined by the Executive Committee, with the right of appeal to the  
218 Organization's Board of Directors. The action of the Board of Directors shall be final. The  
219 voting members of the Board shall include:

- 220 A. The Chairman, Vice Chairman, and Secretary/Treasurer;
- 221 B. Four directors elected by the members from the Corporate members in good standing;
- 222 C. Four directors elected by the members from the Association members in good standing;
- 223 D. Four directors elected by the members from the Supporting members in good standing;
- 224 E. Up to three at-large directors elected by the members from any of the members in good  
225 standing;
- 226 F. The chairmen of the Auction, Education, Marketing and Recruitment committees;
- 227 G. Immediate Past Chairman of the Organization or next prior Past Chairman if Immediate  
228 Past Chairman is unavailable; and
- 229 H. Executive Director.  
230

231 If any category of Member does not have sufficient numbers to fill its designated seats at the  
232 time of elections, any unfilled Board seats may be filled from the other member categories.  
233

234 In addition, at the discretion of the Board of Directors, individuals may be elected as Honorary  
235 Members of the Board, which will be non-voting seats which would not require re-election.  
236

237 Section 3. Terms of Office – Other than the Officers, whose terms are defined in Article IV,  
238 Section 2, terms of office for the Board of Directors shall be as follows:

- 239 A. With the exception of the at-large directors and committee chairmen, the voting directors  
240 shall be elected for a period of three years to serve beginning and ending upon the  
241 adjournment of the annual meetings in those respective years. Terms shall be  
242 staggered, as determined by the Board of Directors, so that one third of directors shall  
243 be elected each year.
- 244 B. At-large directors shall be elected for a period of two years to serve beginning and  
245 ending upon the adjournment of the annual meetings in those respective years.
- 246 C. Committee chairmen seats are ex-officio and therefore not elected to specific terms.
- 247 D. No more than two voting members of the Board of Directors may be employed by any  
248 one member company or firm (including subsidiaries).  
249

250 Section 4. Officer Precedence – The Chairman shall preside at all meetings of the Board of  
251 Directors. In his absence or incapacity, the Vice Chairman or Secretary/Treasurer shall preside,  
252 in that order of precedence.  
253

254 Section 5. Board of Directors Quorum – Providing proper notice has been given as prescribed  
255 in Article V Section 2, a quorum of the Board of Directors shall consist of 50% of the seated  
256 voting members of the Board.

257  
258 Section 6. Vacancies – Any vacancy occurring on the Board of Directors shall be filled for the  
259 remainder of the term by a majority vote of the Board of Directors. Service for a partial term  
260 shall not be considered as a term under Section 3 of this article.

261  
262 Section 7. Personal Liability of Directors

263 A. A director shall not be personally liable, as such, for monetary damages for any action  
264 taken unless the director has breached or failed to perform the duties of his office, as  
265 specified under the law, and the breach or failure to perform constitutes self-dealing,  
266 willful misconduct or recklessness.

267 B. The exemption from liability provided in this section shall not apply, however, to the  
268 responsibility or liability of a director pursuant to any criminal statute, or to the liability of  
269 a director for the payment of taxes pursuant to applicable federal, state, or local law.

270  
271 Section 8. Compensation – No member of the Board of Directors shall be entitled to  
272 compensation from the Organization for such service except the Executive Director.

273  
274 **Article VII – Executive Committee**

275  
276 Section 1. There shall be an Executive Committee composed of the Officers, the Immediate  
277 Past Chairman, the Executive Director and two members elected by the Board of Directors from  
278 among the sitting elected voting directors, who shall serve for a period of two years or until a  
279 successor is elected and assumes office.

280  
281 Section 2. The Executive Committee shall have all of the authority of the Board of Directors  
282 between meetings, but may not counteract established Board policy. The Executive Committee  
283 shall be responsible to develop and recommend policy to the Board of Directors, to provide  
284 counsel to the Organization officers, and to recommend an annual budget and program of work  
285 to the Board.

286  
287 Section 3. The Executive Committee shall meet at the call of the Chairman, and must meet  
288 upon the written request to the Chairman by a majority of the members of the Executive  
289 Committee. At any duly called meeting of the Executive Committee a quorum shall consist of a  
290 majority of the members of the Executive Committee.

291  
292 Section 4. The Executive Committee may meet via conference call to conduct business.

293  
294  
295 **Article VIII – Nomination and Election**

296  
297 Section 1. Purpose – The Nominating Committee shall be responsible to present a slate of  
298 candidates for the Board of Directors, Officers, and Executive Committee positions to the  
299 Organization’s members at its annual meeting.

300  
301 Section 2. Nominating Committee – The Nominating Committee shall be comprised of seven  
302 members of the Organization, including the Immediate Past Chairman of the Board (or if not  
303 available, the most recent Past Chairman of the Board still active in the industry) and six  
304 members of the Organization appointed by the Executive Committee, with three seats being

305 appointed per year. If no Past Chairman of the Board remains active in the industry, that seat  
306 would be filled by Executive Committee appointment. No two members of this committee shall  
307 be employed by the same company or firm, including subsidiaries.

308  
309 Section 3. Chairman Position – The Immediate Past Board Chairman (or previous Past  
310 Chairman as noted above) shall chair the Nominating Committee for a two-year term, or until a  
311 successor has been elected and assumes office. If no Past Chairman is available to serve on  
312 the Nominating Committee, the Executive Committee will appoint a committee chairman.

313  
314 Section 4. Quorum –A quorum for any meeting of the Committee shall be 50% of its members.

315  
316 Section 5. Action at Meeting – When a quorum is present at any meeting, the affirmative vote of  
317 a majority of Committee members present, in person or by conference call, and voting, shall  
318 decide any matter to be voted upon.

319  
320 Section 6. Nomination Deadline – The deadline for nomination submittal will be 30 days prior to  
321 the Annual Meeting of the Organization’s Members, to allow sufficient time for the Committee to  
322 convene, review all nominees and select a slate to present to the Members for election.

323  
324 Section 7. Determining Slate of Nominees – The Nominating Committee shall conduct an  
325 election by official ballot in which each Committee Member will have one vote to cast for each  
326 officer and director position to be elected.

327 A. The candidate receiving the highest number of votes for each office shall be declared  
328 nominated, and the resulting slate will be presented to the Organization Members for  
329 consideration and election.

330  
331 Section 8. If a member of the Nominating Committee wishes to be a candidate for any elected  
332 position, he or she must resign from the Nominating Committee prior to any consideration by the  
333 committee.

334  
335 Section 9. Recusal – Members of the Nominating Committee must recuse themselves from  
336 deliberations and vote on any nominee who is an employee of the same company, firm or  
337 subsidiary.

338 A. If such recusal results in the loss of a quorum, the quorum number shall be reduced  
339 accordingly to allow the remaining members of the committee to act.

340  
341 **Article IX – Committees**  
342 Section 1. Standing and special committees shall be created by the Board of Directors as  
343 necessary and conduct business in accordance with Organization By-Laws and the Policy  
344 Manual.

345  
346 **Article X – Administration**  
347  
348 Section 1. The Board of Directors shall engage an Executive Director, contracted through an  
349 Agreement with the Organization, who shall be the chief operating officer of the Organization  
350 and report to the Board of Directors. The Executive Director shall be a member of the Board of  
351 Directors and Executive Committee and shall be responsible to the Organization for the day-to-  
352 Board Management and direction of the activities of the Organization as prescribed by the  
353 Board of Directors through the Agreement’s Scope of Services. The Board shall delegate to the  
354 Executive Director the authority to manage the Organization in these day-to-day operations in  
355 accordance with Board policies.

356  
357 Section 2. Organization Office –The Organization shall maintain an office for the conduct of the  
358 business of the Organization. Such office shall be under the direct supervision and authority of  
359 the Executive Director.  
360

361 Section 3. Indemnification – The Organization shall indemnify any person who was or is a party  
362 or is threatened to be made a party to any threatened, pending or completed action, suit or  
363 proceeding, whether civil, criminal, administrative or investigative (other than an action by or in  
364 the right of the Organization) by reason of the fact that such person is or was a director, officer,  
365 employee, agent or representative of the Organization, or was serving at the request of the  
366 Organization as a director, officer, employee, agent or representative of another domestic or  
367 foreign corporation, partnership, joint venture, trust or other enterprise, against expenses  
368 (including attorney’s fees), judgments, fines and amounts paid in settlement actually and  
369 reasonably incurred by such person in connection with the action or proceeding if such person  
370 acted in good faith and in a manner such person reasonably believed to be in, or not opposed  
371 to, the best interests of the Organization and, with respect to a criminal action or proceeding,  
372 had no reasonable cause to believe such person’s conduct was unlawful. The termination of  
373 any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo  
374 contendere or its equivalent shall not, of itself, create a presumption that such a person did not  
375 act in good faith and in a manner which he reasonably believed to be in or not opposed to the  
376 best interests of the Organization, and with respect to any criminal action or proceeding, had  
377 reasonable cause to believe that such person’s conduct was unlawful.  
378

379 The Organization shall indemnify any person who was or is a party or is threatened to be made  
380 a party to any threatened, pending or completed action by or in the right of the Organization to  
381 procure a judgment in its favor by reason of the fact that such person is or was a director,  
382 officer, employee, agent or representative of the Organization, or was serving at the request of  
383 the Organization as a director, officer, employee, agent or representative of another domestic or  
384 foreign corporation, partnership, joint venture, trust or other enterprise, against expenses  
385 (including attorneys’ fees) actually and reasonably incurred by such person in connection with  
386 the defense or settlement of the action if such person acted in good faith and in a manner such  
387 person reasonably believed to be in, or not opposed to, the best interests of the corporation.  
388 Indemnification shall not be made under this paragraph in respect of any claim, issue or matter  
389 as to which such person has been adjudged to be liable to the Organization unless and only to  
390 the extent that the court of common pleas of the judicial district embracing the county in which  
391 the registered office of the corporation is located or the court in which the action was brought  
392 determines upon application that, despite the adjudication of liability but in view of all of the  
393 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such  
394 expenses that the court of common pleas or other court shall deem proper.  
395

396 Expenses (including attorneys’ fees) incurred by any such person in defending any action or  
397 proceeding referred to in this section shall be paid by the Organization in advance of the final  
398 disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the  
399 persons seeking such advances to repay the amount if it is ultimately determined that such  
400 person is not entitled to be indemnified by the Organization as authorized in these bylaws or  
401 otherwise; provided, however, that such advances need not be made if the Board of Directors  
402 determines that such person is unlikely to be entitled to indemnification for such expenses.  
403

404 The indemnification provided pursuant to this section shall not be deemed exclusive of any  
405 other rights to which those seeking indemnification may be entitled under any agreement or  
406 contract of insurance. The Organization shall have power to purchase and maintain insurance

407 on behalf of any person who is or was a director, officer, employee, or agent of the Organization  
408 against any liability asserted against him and incurred by him in such capacity, or arising out of  
409 his status as such, whether or not the Organization would have the power to indemnify him  
410 against such liability under the provisions of this section.  
411

412 Section 4. Group Disaster – In furtherance of its responsibility for the supervision, control and  
413 direction of the affairs of the Organization, the Board of Directors may provide such special  
414 rules or suspend such provisions of these By-laws as the board deems necessary during a  
415 period of national emergency or in the event of a group disaster involving members of the  
416 board. In the event of a national emergency or group disaster, the surviving members of the  
417 Board of Directors residing within jurisdiction under control of the United States Government  
418 shall have the full authority of the board until normal conditions have been restored and a  
419 reasonable opportunity has been provided for elections to be conducted in accordance with the  
420 provisions of these By-laws. A majority of the surviving members of the Board shall constitute a  
421 quorum during the period of national emergency or disaster.  
422

423 **Article XI – Parliamentary Authority**

424 The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall  
425 govern this Organization in all cases to which they are applicable and in which they are not  
426 inconsistent with these By-laws and any special rules of order the Organization may adopt.  
427

428 **Article XII – Amendment**

429 These By-laws may be amended at any meeting of the Organization by two thirds of the  
430 members of the Board of Directors present and voting, provided that the exact text of the  
431 amendment to be proposed is sent to all members at least fourteen days before the meeting.  
432

433 **Article XIII – Merger, Consolidation, and Dissolution**

434 The Organization may merge, consolidate, or be dissolved at any time in accordance with  
435 Tennessee law, provided that a plan of merger or consolidation receives the affirmative vote of  
436 a majority of the votes of members present at the meeting entitled to vote thereon, and that a  
437 plan of dissolution receives the affirmative vote of a majority of the votes cast by members  
438 entitled to vote thereon.