

BYLAWS
OF THE
IOWA CHAPTER - AMERICAN CONCRETE INSTITUTE

ARTICLE I – OBJECTIVES

Section 1.1. Objective. The objective of the Iowa Chapter - American Concrete Institute ("Chapter") shall be to connect generational concrete excellence with the broadening needs and minds for tomorrow. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II – OFFICES

Section 2.1. Principal Office. The principal office of the Chapter in the State of Iowa shall located in the City of Ankeny, County of Polk. The Chapter may have other such offices, either within or without the State of Iowa, as the Board of Directors may determine or as the affairs of the Chapter may require from time to time.

Section 2.2. Registered Office and Registered Agent. The Chapter shall have and continuously maintain in the State of Iowa a registered office, and a registered agent whose office is identical with such registered office, as required by the Iowa Nonprofit Corporation Act. The registered office may be, but need not be, the same as its principal office in the State of Iowa. The registered office or the registered agent at such registered office, or both, may be changed from time to time by the Board of Directors by compliance with the applicable provisions of the Iowa Nonprofit Corporation Act.

ARTICLE III - MEMBERS

Section 3.1. Classes of Members. The Chapter shall have four classes of members designated as follows:

- a. Chapter Honorary Members,
- b. Chapter Members,
- c. Affiliate Chapter Members, and
- d. Student Chapter Members,

hereinafter collectively called "members."

Section 3.2. Qualification of Chapter Honorary Members. Honorary members of the American Concrete Institute shall be Chapter Honorary Members if their permanent address of record at the American Concrete Institute is in the area described in Section 3.6 below. In addition, Chapter Honorary

membership status may be conferred on a Chapter Member who has made exceptional contributions to the Chapter as determined by the Board of Directors. Chapter Honorary Members shall be exempt from Chapter dues.

Section 3.3. Chapter Members. Members of the American Concrete Institute shall be Chapter Members if their permanent address of record at the American Concrete Institute is in the area described in Section 3.6 below and they have paid all dues assessed pursuant to these Bylaws.

Section 3.4. Affiliate Chapter Members. Affiliate Chapter Members shall be members of the Chapter who are not members of the American Concrete Institute and who have paid all dues assessed pursuant to these Bylaws. Affiliate Chapter Members may actively participate in local Chapter affairs, may vote, but may not hold office within the Chapter.

Section 3.5. Student Chapter Members. Student Chapter Members shall be members of the Chapter who are in training if their permanent address of record at the American Concrete Institute is in the area described in Section 3.6 below and who have paid all dues assessed pursuant to these Bylaws. Student Chapter Members may not vote or hold office within the Chapter.

Section 3.6. Additional Requirements. Only those members of the Chapter whose permanent address of record at the American Concrete Institute headquarters is in the State of Iowa or who have specifically requested this Chapter for their official affiliation, shall be permitted to vote or hold office in this Chapter. An American Concrete Institute member can belong to any number of chapters but can specify if his or her official affiliation is other than the chapter in his or her residence area

Section 3.7. Voting Rights. Each Chapter Honorary Member, Chapter Member and Affiliate Chapter Member shall be entitled to one vote on each matter submitted to a vote of the members. Student Chapter Members shall have no voting rights.

Section 3.8. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or terminate the membership of any member. If any member ceases to qualify for the class of membership to which that member was elected, then that member's membership shall thereupon terminate.

Section 3.9. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 3.10. Transfer of Membership. Membership in the Chapter is not transferable or assignable.

Section 3.11. Dues. Dues shall be payable in advance on the first day of the month of enrollment as a member of the Chapter and annually thereafter on January 1. Dues shall be determined by the Board of Directors. Dues payable for a portion of a calendar year may be prorated at the discretion of the Board of Directors. A member of the Chapter whose dues remain unpaid for a period of one year shall forfeit the privileges of membership and his or her name shall be stricken from the Chapter rolls.

Section 3.12. Corporate Membership. The Chapter may offer a Corporate Membership. The Corporate membership entitles the Corporation to submit dues for up to a total of three (3) employees which would be classified as either Chapter Members or Affiliate Chapter Members in accordance with Sections 3.3 and 3.4. The Corporate Memberships entitles any employee of the corporation to attend Chapter events, however, only a maximum of three (3) would be consider having full membership privileges (including voting and eligibility to hold Chapter office if applicable) as described in the Bylaws. This does not preclude the Corporation from purchasing additional individual Chapter Member or Affiliate Chapter Member memberships.

ARTICLE IV - MEETINGS OF MEMBERS

Section 4.1. Annual Meeting. The annual meeting of the members shall be held each year on such day during the year and at such time as shall be fixed from time to time by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting. In the event the Board of Directors does not fix a day and time for the annual meeting of the members for any year prior to the first day of October of that year, the annual meeting of the members for that year shall be held on the first Wednesday of the month of November of that year. If the election of directors shall not be held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 4.2. Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by the President or by the Board of Directors, and shall be called by the President at the request of members having one-tenth of the votes entitled to be cast at such meeting.

Section 4.3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Iowa, as the place of meeting for any annual meeting or for any special meeting of the members called by the Board of Directors or the President. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Chapter.

Section 4.4. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, either personally or by mail or email, to each member not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the Board of Directors, or the President, or the Secretary or persons calling the meeting. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at such member's address as it appears on the records of the Chapter, with postage thereon prepaid.

Section 4.5. Quorum. Fifteen (15) members entitled to vote, represented in person or by proxy, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present and entitled to vote at such meeting may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at such meeting as originally called. The members present at a meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 4.6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Chapter before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 4.7. Voting of Members. A majority of the members entitled to vote and present or represented by proxy shall be necessary for the adoption of any motion unless otherwise provided by law or these Bylaws. Memberships standing in the name of a partnership may be voted by any partner of the partnership; and memberships standing in the name of a corporation or association may be voted by such officer or agent as the Bylaws of such corporation or association may prescribe, or, in the absence of such provision, as the board of directors of such corporation or association may determine.

Section 4.8. Voting by Mail. Where directors are to be elected by the members, such elections may be conducted by mail or email in such manner as the Board of Directors shall determine pursuant to the Iowa Nonprofit Corporation Act and these Bylaws.

Section 4.9. Informal Action by Members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE V - BOARD OF DIRECTORS

Section 5.1. General Powers. The affairs of the Chapter shall be managed by its Board of Directors.

Section 5.2. Number, Tenure, and Qualifications.

a. The Board of Directors shall consist of the Past President, President, Vice President, Secretary, Treasurer, and this Bylaw shall constitute their continuing appointment to the Board of Directors during their tenure in office. In addition, six directors shall be elected by the members entitled to vote.

b. Terms of office for all elected directors shall be three years with staggered terms in which two directors are elected each year.

c. No director shall serve more than three consecutive years as a member of the Board of Directors, except persons serving as members of the Board of Directors by reason of their being an officer shall continue as members of the Board of Directors as provided in subsection a of this section 5.2. Any elected Director who has served a full term shall not be eligible for election as a Director until one year has passed.

d. A person must be a Chapter Honorary Member or Chapter Member to qualify for election as a member of the Board of Directors and must continue to qualify at all times while a director. If a person ceases to qualify while a director such person shall be ineligible to continue to serve as a member of the Board of Directors and his directorship shall be deemed vacant.

Section 5.3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors shall hold at least one meeting in addition to the regular annual meeting each year. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them.

Section 5.5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or e-mail to each Director at such Director's address as shown by the records of the Chapter. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent by the

Chapter. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 5.6. Quorum. Five (5) of the members of the Board of Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors present and entitled to vote at such meeting may adjourn the meeting from time to time without further notice.

Section 5.7. Manner of Acting. Except as otherwise provided in these Bylaws, the act of a majority of the Directors present and entitled to vote at such meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.8. Vacancies. Any vacancy occurring in the Board of Directors and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Directors entitled to vote though less than a quorum of the Board of Directors. A Director so elected shall serve for the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be.

Section 5.9. Compensation. Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from being reimbursed for expenses incurred in serving the Chapter or from serving the Chapter in any other capacity and receiving reasonable compensation therefore.

Section 5.10. Informal Action by Directors. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote.

Section 5.11. Meetings by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as required by Article X of these Bylaws.

Section 5.12. Presumption of Assent. A Director of the Chapter who is present at a meeting of the Board of Directors at which action on any Chapter matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Chapter promptly after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VI – OFFICERS

Section 6.1. Officers. The officers of the Chapter shall be a President, a Vice-President, a Secretary, and a Treasurer each of whom shall be elected by the members entitled to vote. The Chapter may have an Executive Director elected by the Board of Directors. Such other officers and assistant officers as may be

deemed necessary may be elected by the Board of Directors and shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The offices of Secretary and Treasurer may be held by the same person, and any other offices may be held by one or more persons.

Section 6.2. Election and Term of Office. The Secretary, and the Treasurer shall be elected annually by the members at the regular annual meeting of the members. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. These officers shall hold office until the next regular annual meeting of the membership and until his or her successor shall have been duly elected and shall have qualified. At such time, the Vice President shall succeed to the office of President and the President shall succeed to the office of Past President. Each officer shall serve for one year. In the case of an individual elected as Vice President, the officer shall serve three consecutive one year terms as Vice President, President and Past President.

Section 6.3. Qualifications. A person, except the Executive Director, must be a member to qualify for election as an officer and must continue to qualify at all times while an officer. If a person ceases to qualify while an officer such person shall be ineligible to continue to serve as an officer and his or her office shall be deemed to be vacant. A person who has served as Past President shall not be eligible to serve as an officer or director until one year has elapsed since the said person ceased being Past President.

Section 6.4. Removal. Any officer, other than the Executive Director who serves at the pleasure of the Board of Directors, may be removed by a vote of two-thirds of all the members of the Board whenever in their judgment the best interests of the Chapter would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.6. Executive Director. The Executive Director shall be the principal executive officer of the Chapter and shall generally supervise and control all of the business and affairs of the Chapter subject to the ultimate direction and control of the President and the Board of Directors. He or she shall keep full and accurate records of all transactions of the Chapter, be custodian of the Chapter records, keep a register of the post office address of each member which shall be furnished by such member, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and conduct the correspondence relating to his or her duties. He or she shall be responsible for the general supervision of the principal office and the employees of the Chapter; he or she shall see that the policies and directives of the Chapter, as expressed at the meetings of the members, and by its Board of Directors, are carried out. He or she shall notify members of all dues or other obligations as they become due or are past due. If required by the Board of Directors, the Executive Secretary shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine, and, if any, the expense of the bond shall be paid by the Chapter; and he or she shall, on ceasing to hold the office, surrender to his or her successor in office, or to such persons as shall be designated, all expenditures on account of the Chapter; he or she may serve as secretary ex- officio of all committees; he or she shall be the representative of the Chapter under direction of the President and the Board of Directors in any other entity in which the Chapter may be interested; he or she may be elected Assistant Secretary and Assistant Treasurer, and he or she shall perform such other duties and have such other powers as shall be assigned from time to time by the President or the Board of Directors.

Section 6.7. Past President. The Past President shall provide counsel and advice to the President and other officers and perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.8. President. The President shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Chapter authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Chapter; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall succeed to the position of Past President upon the expiration of his or her term as President.

Section 6.9. Vice-President. In the absence of the President or in event of their inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6.10. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine, and, if any, the expense of the bond shall be paid by the Chapter. He or she shall have charge and custody of and be responsible for all funds and securities of the Chapter; receive and give receipts for moneys due and payable to the Chapter and from any source whatsoever; and deposit all such moneys in the name of the Chapter in such banks or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6.11. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6.12. Executive Secretary. Should the Board of Directors so desire, an Executive Secretary may be appointed by the President with the concurrence of the Board. If the person so appointed is a member of the American Concrete Institute and the Chapter, he or she may be given full voting privileges on the Board of Directors. The Executive Secretary shall serve at the pleasure of the Board of Directors.

ARTICLE VII – COMMITTEES

Section 7.1. Executive Committee. There shall be an Executive Committee consisting of the Immediate Past President, the President, the Vice-President, and the Secretary-Treasurer and one other member of the Board of Directors elected by the Board of Directors. The Executive Director shall be an ex-officio member of the Executive Committee. The Executive Committee shall have and may exercise the authority of the Board of Directors in the management of the Chapter between meetings of the Board of Directors subject to the limitations of authority set forth in Section 7.2 of these Bylaws hereinabove and subject to ratification of each act of the Executive Committee at the subsequent meeting of the Board.

Section 7.2. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate and appoint one or more committees, each of which shall consist

of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Chapter; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; amending the Articles of Incorporation; adopting a plan of merger or consolidation with another corporation or chapter; recommending to the members the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Chapter; recommending to the members the voluntary dissolution of the Chapter or a revocation thereof; adopting a plan for the distribution of the assets of the Chapter; or amending, altering or repealing any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 7.3. Nominating Committee. The Board of Directors shall appoint a Committee on Nominations, consisting of five members and chaired by the Past President. The Committee on Nominations shall nominate a person for each elected officer position, other than the President position. The Vice President shall hold office until the next annual meeting and until his successor shall have been duly elected and shall have qualified. at which time he shall succeed to President and the President of the Chapter shall succeed to Past President and the person who had been Past President shall cease to be Past President. Each candidate for elective office must give his or her consent to his or her nomination. The Secretary shall cause notice of all such nominations to be transmitted to the membership of the Chapter at least 40 days prior to the next annual meeting. Additional nominations for office may be made within 15 days thereafter by petition to the Board of Directors of the Chapter and signed by at least ten members of the Chapter. Such petitions shall be directed to the Secretary.

The complete list of nominations shall be submitted to the membership of the Chapter at least 15 days before each annual meeting. Balloting shall be by written ballots, which shall be canvassed at the annual meeting and the result announced. The candidate for any office receiving the most votes shall be declared elected.

Section 7.4. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Chapter may be appointed by the President for such purposes and for such duration as the President may from time to time designate. Any member thereof may be removed by the President whenever in the President's judgment the best interests of the Chapter shall be served by such removal. The President may terminate any committee so appointed as the President deems appropriate. Affiliate Chapter Members shall be eligible to be the chairman or a member of any committee.

Section 7.5. Term of Office. Except as otherwise provided by the Board of Directors in the resolution appointing a committee member as provided in Section 7.2 of these Bylaws or by the President in appointing a committee member as provided in Section 7.4 of these Bylaws, each member of a committee shall continue as such until the next annual meeting of the Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 7.6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.7. Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.8. Rules. Each committee may adopt rules of procedure consistent with these Bylaws or with “Robert’s Rules of Order” as adopted by the Board of Directors.

Section 7.9. Informal Action. Any action required or permitted to be taken by a committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee.

Section 7.10. Meetings by Conference Telephone. Members of a committee may participate in a meeting of the committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as required by Article X of these Bylaws.

ARTICLE VIII -CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS

Section 8.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of the Chapter and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.3. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Director.

Section 8.4. Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks or other depositaries as the Board of Directors may select.

Section 8.5. Gifts. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest or devise consistent with the objectives of the Chapter.

Section 8.6. Loans to Directors or Officers. No loans shall be made by the Chapter to the directors or officers of the Chapter. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Chapter for the amount of such loan until the repayment thereof.

ARTICLE IX - CERTIFICATES OF MEMBERSHIP

Section 9.1. Certificates. The Board of Directors may provide for the issuance of certificates evidencing membership in the Chapter, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President and the Secretary. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Chapter. If any certificate shall become lost, mutilated or

destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

ARTICLE X - BOOKS AND RECORDS

Section 10.1. Books and Records Maintained. The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

Section 10.2. Inspection. All books and records of the Chapter may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Section 10.3. Audit. The Board of Directors may have the books and records of account of the Chapter audited annually by a certified public accountant and shall present the report at the annual meeting of members.

ARTICLE XI- FISCAL YEAR

Section 11.1. Fiscal Year. The fiscal year of the Chapter shall begin on January 1 of each year and shall end on December 31 of each year.

ARTICLE XII - WAIVER OF NOTICE

Section 12.1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Iowa Nonprofit Corporation Act or these Bylaws, a waiver thereof in writing 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.

ARTICLE XIII - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AGENTS AND COMMITTEE MEMBERS AND INSURANCE

Section 13.1. Indemnification of Directors, Officers, and Committee Members.

a. The Chapter shall indemnify and advance expenses to any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including a grand jury proceeding) by reason of the fact that such person is or was a director, officer, employee or agent of the Chapter, or of any subsidiary of the Chapter, or is or was serving as a member of a committee of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee, committee member, agent, partner or trustee (or in a similar capacity) of another corporation, partnership, joint venture, trust, other enterprise, (whether nonprofit or for profit), or employee benefit plan, against reasonable expenses (including

attorneys fees) and judgments, fines, penalties and amounts reasonably paid in settlement actually incurred by such person in connection with such claim, action, suit or proceeding or any appeal thereof to the maximum extent it is empowered to indemnify and advance expenses by the Iowa Nonprofit Corporation Act as the same exists or may hereafter be amended or changed (but in the case of any such amendment or change, only to the extent that such amendment or change empowers the Chapter to provide broader indemnification than said law empowered the Chapter to provide prior to such amendment or change), any successor or substitute law or other applicable law, if such person acted in good faith and in a manner such person reasonably believed: (i) in the case of conduct in the person's official capacity with the Chapter, to be in the best interests of the Chapter or (ii) in all other cases, not opposed to the best interest of the Chapter, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful; provided, however, entitlement to such indemnification shall be conditional upon the Chapter being afforded the opportunity to participate directly on behalf of such person in such claim, action, suit or proceeding or any settlement discussion relating thereto.

b. The right to indemnification conferred in this Section shall include the right to payment or reimbursement by the Chapter of expenses incurred in connection with any such claim, action, suit or proceeding in advance of its final disposition; provided, however, that the payment or reimbursement of such expenses incurred by a person who has a right of indemnification pursuant to this Section in advance of the final disposition of such claim, action, suit or proceeding shall be made only upon delivery to the Chapter of a written undertaking by or on behalf of such person to repay all amounts so advanced if it shall ultimately be determined that he or she is not entitled to be indemnified under this Section or otherwise, along with a written affirmation by such person of his or her good faith belief that he or she has met the applicable standard of conduct necessary to require indemnification by the Chapter pursuant to this Section or otherwise.

c. The Chapter shall indemnify and advance expenses to any person who was or is a witness in or is threatened to be made a witness in any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including a grand jury proceeding), by reason of the fact that such person is or was a director, officer, employee or agent of the Chapter or of any subsidiary of the Chapter, or is or was serving as a member of a committee of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee, committee member, agent, partner or trustee (or in a similar capacity) of another corporation, partnership, joint venture, trust, other enterprise, (whether profit or for nonprofit), or employee benefit plan, to the same extent that such person would be entitled to indemnification and advancement of expenses under this Section if such person were, or were threatened to be made, a party to such claim, action, suit or proceeding, against reasonable expenses (including attorneys fees) actually and reasonably incurred by such person in connection with such claim, action, suit or proceeding or any appeal thereof.

d. Notwithstanding anything in this Section to the contrary, the Chapter shall be obligated to indemnify any such person in connection with a claim, action, suit or proceeding (or part thereof) initiated by such person only if the initiation of such claim, action, suit or proceeding (or part thereof) was authorized by the Board of Directors.

e. In the event that the applicable standards as set forth in subsection (a) of this Section are met as to some claims, actions, suits, proceedings, issues or matters but not as to others, a person who has a right of indemnification pursuant to this Section shall be indemnified against all expenses (including attorneys fees) actually and reasonably incurred by such person in connection with the claim, action, suit, proceeding, issues or matters as to which the applicable standards are met. Nothing contained in this subsection shall limit the obligation, duty or ability of the Chapter to indemnify such person as provided elsewhere in this Section.

f. The termination of any such claim, action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that a person who has a right of indemnification pursuant to this Section did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Chapter, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

g. The rights to indemnification conferred in this Section shall be deemed to be a contract between the Chapter and each person who is now serving or who shall hereafter serve as a director, officer, employee or agent of the Chapter, or of any subsidiary of the Chapter, or is or was serving as a member of a committee of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee, committee member, agent, partner or trustee (or in a similar capacity) of another corporation, partnership, joint venture, trust, other enterprise, (whether nonprofit or for profit), or employee benefit plan, while this Section and the relevant provisions of the Iowa Nonprofit Corporation Act are in effect. Each person who is now serving or who shall hereafter serve as a director, officer, employee or agent of the Chapter, or of any subsidiary of the Chapter, or is or was serving as a member of a committee of the Chapter, or is or was serving at the request of the Chapter, as a director, officer, employee, committee member, agent, partner or trustee (or in a similar capacity) of another corporation, partnership, joint venture, trust, other enterprise, (whether nonprofit or for profit), or employee benefit plan, shall be deemed to be doing so in reliance upon the rights of indemnification provided for in this Section, and such rights to indemnification shall continue as to a person who has ceased to serve in such capacity and shall inure to the benefit of the heirs, executors, administrators and legal or personal representatives of such a person.

h. This Section shall be applicable to all claims, actions, suits or proceedings whether arising from acts or omissions occurring before or after the adoption hereof.

i. The rights to indemnification and the payment of expenses incurred in defending a proceeding conferred in this Section shall be in addition to and shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of members or disinterested directors or otherwise.

j. Any amendment, repeal or modification of any provision of this Section or of the relevant provisions of the Iowa Nonprofit Corporation Act shall not adversely affect any right or protection of any person then existing with respect to any state of facts then or theretofore existing or any claim, action, suit or proceeding then pending or thereafter brought or threatened based in whole or in part upon any such state of facts.

k. In the event anyone or more of the provisions contained in this Section shall, for any reason, be held to be invalid, illegal or unenforceable, such invalidity, illegality, or unenforceability shall not affect any other provisions of this Section.

Section 13.2. Insurance.

a. The Chapter may purchase and maintain insurance, at its expense, to protect the Chapter and any person who is or was a director, officer, employee or agent of the Chapter, or of any subsidiary of the Chapter, or is or was serving as a member of a committee of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee, committee member, agent, partner or trustee (or in a similar capacity) of another corporation, partnership, joint venture, trust, other enterprise, (whether nonprofit or for profit), or employee benefit plan against any liability asserted against such person and

incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Chapter would have the power to indemnify such person against such liability under the provisions of this Article, the Iowa Nonprofit Corporation Act or otherwise.

b. The Chapter's obligation to make indemnification and pay expenses pursuant to Section (I) of this Article shall be in excess of any insurance purchased and maintained by the Chapter as provided in subsection (a) of this Section and such insurance shall be primary. To the extent that indemnity or expenses of a person entitled to indemnification and payment of expenses pursuant to Section (I) of this Article are paid on behalf of or to such person by such insurance such payments shall be deemed to be in satisfaction of the Chapter's obligation to such person to make indemnification and pay expenses pursuant to Section (I) of this Article.

ARTICLE XIV - AMENDMENTS TO BYLAWS

Section 14.1. Amendments. Proposed amendments to these Bylaws may be proposed by the Board of Directors or by any five (5) members of the Chapter. These Bylaws may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of two-thirds (2/3) of the members returning ballots entitled to vote at a meeting of the members and by the subsequent approval of the Board of Directors of the American Concrete Institute. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member, at least ten days prior thereto by written notice delivered personally or sent by mail or email to each member at his address as shown by the records of the Chapter. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Affiliate Chapter Members and Student Chapter Members shall not be eligible to propose or vote on amendments to the Bylaws.

ARTICLE XV - DISSOLUTION

Section 15.1. Distribution Upon Dissolution. Upon the dissolution of the Chapter or in the event it ceases to carry out the objects and purposes herein set forth, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Chapter, shall dispose of all of the assets of the Chapter for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or the assets shall be distributed to the federal government, or to a state or local government, for a public purpose.