

By-Laws of the Tilt-Up Concrete Association

Effective November 14, 2012

Article I – General

Section 1.1 – The name of the corporation shall be: Tilt-Up Concrete Association. The Association is incorporated as a 501c-6 organization.

Section 1.2 – The state of incorporation for the Association is the State of Illinois or as determined by the Board of Directors.

Section 1.3 – The location of the principal office of this corporation shall be as determined by the Board of Directors.

Section 1.4 – The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

Article II – Purposes

Section 2.1 – Mission Statement:

The mission of the Tilt-Up Concrete Association is to expand and improve the use of Tilt-Up as the preferred construction method by providing education and resources that enhance quality and performance.

Section 2.2 – TCA Purposes:

The purposes of the Association are to:

- a) Stimulate and advance the common interests and general welfare of the Tilt-Up Concrete Industry;
- b) Collect and disseminate knowledge, statistics, ideas and information relating to design and construction of Tilt-Up concrete buildings;
- c) Advance Tilt-Up concrete acceptance and use through investigations and research relative to new applications of Tilt-Up concrete for improvement of the design, construction and use of Tilt-Up concrete structures;
- d) To promote specification and standards of performance in concrete construction that will result in consistent, durable, high quality and safe structures.
- e) Establish industry-wide recommendations for design and construction of Tilt-Up concrete aimed at improving quality and design of the product;
- f) Perform only lawful and desirable activities within the state of Illinois and elsewhere to promote the efficient, constructive and beneficial operation within the Tilt-Up Concrete Industry;

Article III – Membership

Section 3.1 – Qualifications

- a) Any individual, firm or corporation engaged in the concrete construction industry as a contractor, architect, engineer, consultant, developer, technician, student, manufacturer or supplier of materials, products, tools, equipment or services, and any affiliated trade or professional association shall be eligible for membership in the Association.

Section 3.2 – Classes of Members

- a) **Contractor Member:** A person, firm or corporation engaged in the jobsite construction of Tilt-Up concrete buildings.

b) **National Associate Member:** A person, firm or corporation whose business is supplying goods and/or services to the Tilt-Up Concrete Industry.

c) **Local Associate Member:** A person, firm or corporation whose business is supplying goods and/or services to the Tilt-Up Concrete Industry limited to their state of business and any state contiguous to that state.

d) **Professional Firm Member:** A person, firm or corporation so duly licensed in a State, Province or by any governmental agency to practice engineering or architecture.

e) **Consultant Member:** A person, firm or corporation who provides professional services or expertise and cannot be defined as a Professional Firm Member.

f) **Developer/Owner Member:** Any person, firm or corporation whose business is the financial endorsement or responsibility of a Tilt-Up project but does not take part in the actual construction of those projects.

g) **Specialty Trade Member:** Any person, firm or corporation employed as a sub-contractor performing work other than construction of the panels on Tilt-Up projects (i.e. painting or steel erection sub-contractor).

h) **Distinguished Member:** Any person of eminence in the field of the Association's interest, or one who has performed extraordinary meritorious service to the Association.

i) **Charter Member:** Any Contractor, Associate, or Professional who paid 1986 dues on or before December 31, 1986. Discontinuance of dues for one year shall negate Charter Membership.

j) **Educator/Student Member:** Any person who participates in any recognized institution of higher learning.

k) **Affiliate Member:** A person representing a position designated by the Board of Directors of this Association for other industry trade associations whose goals are consistent with those of this Association.

Section 3.3 – Voting

- a) All membership categories defined above in Section 3.2, except those defined by items j) shall have voting privileges and each shall have one vote in the affairs of the Association.
- b) Each company member shall designate a delegate to the Association. The delegate may appoint an alternate delegate from his or her company. The delegate shall be the Member's voting member to the Association. The alternate delegate shall act on behalf of the delegate in the absence of the delegate.

Section 3.4 – Acceptance Procedure

- a) Application for membership shall be made to the Executive Director for approval. Any application for membership rejected by the Executive Director shall be reviewed by the Executive Committee, which may affirm the Executive Director's decision or override the decision and accept the member.
- b) All approved applicants shall become members upon receipt and acceptance of dues by the Executive Director.

c) A certificate of membership shall be delivered to each member of this Association, said Certificate to be in a form designated by the Board of Directors.

Section 3.5 – Transfer of Membership

Membership in the Association is not transferable or assignable. Membership in the Association may be terminated by the Board of Directors upon the transfer or sale of a majority interest in a member or upon merger or other consolidation of a member with another enterprise, whether or not this includes a change in the name of the member.

Section 3.6 – Dues:

- a) Annual dues shall be determined by the Board of Directors.
- b) Renewal dues shall be payable annually in advance and shall be due January 1st. New members entering membership in January/February/March shall pay full annual dues. Those entering membership April/May/June shall pay pro-rate $\frac{3}{4}$ of annual dues. Those entering membership July/August/September shall pay pro-rate $\frac{1}{2}$ annual dues. Those entering membership October/November/December shall pay full annual dues but shall remain members for the balance of the following year through December 31st.
- c) The Board of Directors shall have the discretion to waive the dues for any member in the interests of reciprocity for participation in the affairs of that member firm or association.

Section 3.7 – Any individual or delegate member wishing to terminate his or her company's membership prior to their renewal date shall do so in writing to the Executive Director. Said member shall not receive a refund of dues.

Section 3.8 – The Executive Director shall have the authority to cancel the membership of any member who is three months in arrears in payment of dues, providing that member is notified at least one month prior to cancellation of his or her membership.

Section 3.9 – Meetings

- a) The annual meeting of the membership of the Association shall be held at least once each calendar year at such date, time and place as designated by the Board of Directors.
- b) At the Annual Meeting, the newly-elected Directors of the Association for the ensuing year shall be installed.
- c) Special meetings of the members of the Association may be called at any time by the Board of Directors and shall be called by the Board of Directors if the Secretary receives written, dated, and signed demands for a special meeting, describing the purpose for which it is to be held, from no less than ten percent of the voting members of the Association. The Board of Directors shall set the date, time, and place of such meeting.
- d) A meeting notice, stating the date, time, and place of any meeting of the members, shall be delivered by the Executive Director to each member of the Association entitled to notice of or vote at such meeting no fewer than 30 nor more than 60 days before the date of the meeting. In

the case of a special meeting, the meeting notice shall include the purposes for which such meeting is called.

- e) A quorum shall consist of the voting membership present. No proxy votes have been provided for.
- f) A majority of the votes cast shall be required to determine any action.
- g) The rules contained in *Robert's Rules of Order*, shall govern this Association in all cases to which they are applicable, including meetings of the membership and Board of Directors, if not inconsistent with these By-Laws, or other special rules which may be adopted by the Association from time to time.

Article IV – Officers

Section 4.1 – Designation

- a) The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer.
- b) Any member who has served one (1) year of his term as a Director is eligible to election for the position of Secretary, Treasurer or Vice President.
- c) The term of office of the President, Vice President, Secretary and the Treasurer shall start at the end of business of the annual meeting.

Section 4.2 – Elections

- a) A secretary and treasurer will be nominated and elected each year by the current sitting Board members.
- b) A vice president will be nominated every second year by the Executive Committee and elected by the current sitting Board members.
- c) The elections shall occur at the board meeting immediately following the annual meeting.

Section 4.3 – Terms

- a) The Secretary and Treasurer shall serve one-year terms and may be re-nominated and re-elected for any number of one-year terms.
- b) Upon election, the Vice-President will enter a four-year succession consisting of two years as Vice-President and two years as President.
- c) The President will serve as Past President after his/her two-year term until their current Board term expires or until replaced by the next outgoing President.

Section 4.4 – Duties

- a) The President shall preside at all meetings of the Board of Directors or the membership.
- b) The Vice President shall perform the duties of the President whenever the President is ill, absent, or otherwise unable to act.
- c) The Secretary shall keep or cause to be kept, a record of all meetings of the Directors and memberships.
- d) The Treasurer shall oversee the financial affairs of the Association in cooperation with the President and Executive Director.
- e) The Treasurer in cooperation with the Executive Director shall monitor all expenditures and all financial reports and shall make reports on such

matters at each meeting of the Board of Directors and at the Annual Membership Meeting.

Section 4.5 – Vacancies

- a) In the event of the disability, resignation or death of the President, the vacancy shall be filled by a succession of the President-Elect followed by the current Vice President as necessary.
- b) In the event of the vacancy, disability, resignation or death of any officer other than the President, the President may appoint one of the Directors to serve the unexpired term of office.

Article V – Directors

Section 5.1 – Responsibilities

The Board of Directors role is to ensure the fulfillment of the Association's mission and legal accountability for its operations.

Section 5.2 – Designation

- a) The composition of the Board shall consist of 11 (11) members elected at-large from current active membership in the classifications designated as eligible, four (4) duly elected members from the Associates Council, and any appointed ex-officio members.
- b) The Executive Director shall be non-voting, ex-officio member of the Board of Directors.
- c) The President, President Elect, Vice President, Secretary, Treasurer and Immediate Past President with the Executive Director shall serve as members of the Board's Executive Committee.
- d) The Board makeup shall have at least 2 (two) members from the professional classification and 4 (four) members from the contractor classification.
- e) The Board of Directors may appoint any member or members of any classification to serve as specially appointed director(s) for a maximum of one year. Such special appointments shall be made when the Board feels that the appointment will be advantageous to the continued growth and general well-being of the Association.

Section 5.3 – Terms

- a) A Director elected by the membership shall be elected to a three (3) year term.
- b) Director's term of office shall begin immediately upon election.
- c) Directors elected to terms beginning on or after January 2008 may serve a maximum of two consecutive terms. Terms of Directors who are in the senior officer succession (Vice President, President Elect, President, Past President) will be automatically extended with additional 3-year term(s) until their term as an officer has been completed. Any board member who has served a minimum of three consecutive years prior to the end of January 2008 can be elected for one additional board cycle.

d) The Board of Directors shall have the right to extend the term of any Director for one additional year if events or circumstances which the Board determines to be detrimental to the goals and mission of the Association should occur. Only one such extension can occur without the intervention of a normal election cycle.

e) The term of office for any director with two consecutive unexcused absences from the Board of Director's meetings shall terminate automatically and the unexpired term shall be filled in accordance with Article V (5.1d). Notifying the Executive Director in writing with a valid excuse prior to the meeting constitutes an excused absence.

Section 5.4 – Duties

- a) The Board of Directors shall act as the governing body, transact the general business, establish the general policies, receive and act upon reports of all standing and special committees.
- b) The Board of Directors shall retain an experienced manager to function as Executive Director. The Executive Director shall be responsible to the Officers and the Board of Directors for the management and direction of Association activities as prescribed by the Board of Directors.
- c) The Board of Directors may adopt such order of business and such rules and regulations and take action not inconsistent with law or with these bylaws for the governing of the Association and its members as the Board of Directors may deem proper.
- d) The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or through the use of, any means of communication, such as telephone conference, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting. A vote on any action taken during a conference call shall be by a roll call voice vote or by a fax back vote; as determined by the President.

Section 5.5 – Vacancies

Vacancies on the Board of Directors that may occur between annual meetings shall be filled by an appointee of the President. Such appointee shall serve until the next Board meeting at which time the Board shall elect a member to fill the unexpired term.

Article VI – Committees

Section 6.1 – General

- a) In addition to the Executive Committee and the Nominating Committee provided for in these Bylaws, the Board of Directors may create one or more committees of the Association. The President shall appoint the chairman of each committee.
- b) Each committee chairman shall be a member of the Association and may not serve for more than three consecutive years as chairman. The Board of Directors shall have the authority to make special appointments to committees for individuals that bring expertise to the purpose of a

committee yet are not in a position to benefit from any type of TCA membership.

c) The committee chairs of their respective committees, in consultation with the President, shall appoint the members of each committee.

Section 6.2 – Executive Committee

a) There shall be an Executive Committee which shall be composed of the President, President Elect, Vice President, Secretary, Treasurer, Executive Director and immediate Past President.

b) Meetings of the Executive Committee shall be called by the President or the Executive Director for any purpose they deem necessary. The President may be directed to call a meeting of the Executive Committee by the Board of Directors or when requested to do so by a majority of the Committee. Four (4) members shall constitute a quorum.

c) The Executive Director and/or President may use any means of communication such as telephone conference by which all committee members participating may simultaneously hear each other during the meeting. A vote on any action taken during a conference call shall be a roll call voice vote, electronic or by fax back vote as determined by the President.

d) Duties

- i. To act as the Steering Committee for the Board of Directors
- ii. Members of the Executive Committee shall be Ex-Officio members of other committees of the Association

Section 6.3 – Nominating Committee for Directors

a) The immediate Past President shall serve as chairman of the Nominating Committee.

b) The committee shall be composed of at least three additional members to secure candidates from a broad geographic base to assure, as much as possible, representation of all valid interests of quality concrete construction.

c) Nominations for Directorships may be made by the membership at large by submitting to the Nominating Committee or the President of the Association not less than sixty (60) days before the Annual Meeting. Nominations shall be accompanied by a biography of the nominee and shall be signed by at least 5% of the membership.

d) Duties

- i. The Nominating Committee shall submit, in writing, a slate of Nominees to the Executive Director no later than forty-five (45) days before the Annual Meeting, for transmittal to the Association's Company Member Delegates at least thirty (30) days prior to the Annual Meeting.
- ii. No company shall have more than one elected Officer or Director on the Board of Directors.
- iii. The election shall be written ballot of the Association's Delegates. On the ballot, below each of the Nominating Committee's nominees for Director shall be space for a write-in candidate.
- iv. Ballots shall be returned by the Executive Director two (2) weeks before the Annual Meeting. The results of the election shall be

reported to the Membership at the Annual Meeting, and the results shall become effective at the close of business of the Annual Meeting.

Article VII – Councils of the Association

Section 7.1 – The Board of Directors may designate one or more councils to operate within the umbrella of the Association in an effort to further the purposes of the Association in a designated or specialized subject area ("Specialty Council"). Each Council so designated shall have written articles of membership, organization, and operating procedures, which shall be approved by the Board of Directors of the Association, and ratified by members of the Specialty Council upon formation. In addition, the Board of Directors shall adopt appropriate resolutions for the purpose of establishing rules and regulations regarding the designation, formation, operation and termination of the Specialty Councils ("Council Rules and Regulations"). The Council Rules and Regulations shall be applicable to all Special Association Councils.

Section 7.2 – A Specialty Council, to the extent provided in the resolution of the Board of Directors creating such a Specialty Council, may exercise all the powers and authority relative to the management of the business and affairs of the Specialty Council consistent with the Council Governing Instruments and the Council Rules and Regulations as adopted by the Board of Directors of the Association, as the same may be amended from time to time.

Article VIII – General Provisions

Section 8.1 – Unless otherwise directed by the Board of Directors, the Executive Director shall have full power and authority on behalf of the Association to attend and to act and to vote, or to execute in the name or on behalf of the Association a consent in writing in lieu of meeting of shareholders or a proxy authorizing an agent or attorney-in-fact for the Association to attend and vote at any meetings of security holders of entities in which the Association may hold securities, and at such meetings he or she or his or her duly authorized agent or attorney-in-fact shall possess and may exercise any and all rights and powers incident to the ownership or such securities and which, as the owner thereof, the Association might have possessed and exercised if present. The Board of Directors by resolution from time to time may confer like power upon any other person or persons.

Section 8.2 – All checks, drafts and orders for the payment of money shall be signed in the name of the Association in such manner and by such officer or officers or such other person or persons as the Board of Directors shall from time to time designate for that purpose.

Section 8.3 – The Executive Director and/or the President or any officer designated by the Board of Directors may, in the Corporation's name, sign all deeds, leases, contracts, or similar documents that may be authorized by the Board of Directors unless execution is otherwise provided for, required, or directed by the Board of Directors, the Corporation's Articles of Incorporation, the Act or other law.

Section 8.4 – Trade Regulations Policy

a) It shall be the policy of the Association to observe strictly, in letter and in spirit, the trade regulation laws of the United States and of the several states including the body of laws customarily referred to as the Antitrust Laws of the United States.

Section 8.5 – Standards for Trademark Use

a) The following Trademark Standards and Guidelines were adopted by the Board of Directors by Unanimous Consent on August 1, 1993 and are hereby made part of the Bylaws of the Tilt-Up Concrete Association.

b) Members shall acknowledge that TCA has exclusive property rights in and to its trademarks. Members shall agree not to take any actions that may impair the validity, registration, or value of any TCA trademark.

c) Members' use of any TCA trademark and the manner and form of display thereof, is subject to TCA's prior written approval. Members shall agree to comply with TCA's approved manner of displaying and using such trademarks. Member may not use the words "Tilt-Up Concrete Association", or any other combination of words confusingly similar thereto, as part of Member's corporate or business name.

d) In the event that Member's association with TCA shall be terminated, Member shall promptly remove all signs bearing any TCA trademark; shall discontinue use of the stationary, sales literature, and other documents bearing any TCA trademark; and shall discontinue any use of any TCA trademark, or other mark confusingly similar thereto, in connection with Member's business.

Section 8.6 – Dissolution

a) In case of dissolution of the Association, the Board of Directors shall authorize the payment of all debts of the Association, including accruals; authorize the payment of reasonable separation pay to the Association's employees, ensure the security of the employees' retirement fund, if any; and arrange for the distribution of the remaining assets, if any, to a nonprofit technical or professional organization having similar aims and objectives

b) No part of the net earnings of the Association shall be distributed to or inure to the benefit of any Director or officer of the Association, as provided by applicable law.

Section 8.7 – Corporate Law

a) All references in these Bylaws to the Act shall mean the Illinois Nonprofit Corporation Act (the "Act"), as it may from time to time be amended, and any statute that may in the future supersede or replace, in whole or in part, the Act. The provisions of the Act, as it may from time to time be amended, applicable to all matters relevant to, but not specifically covered by, these Bylaws are hereby, by reference, incorporated in and made a part of these Bylaws.

b) The term "Articles of Incorporation" as used in these Bylaws means the Articles of Incorporation of the Corporation, as amended and restated from time to time

Section 8.8 – Amendments

The Bylaws may be amended only by the Board of Directors. Suggestions for revisions to the Bylaws can be made by the general membership at any time. Such revisions must be in writing and submitted to the Executive Director, who will present the suggestions at the next Board Meeting.

Section 8.9 – Electronic Communications

Any communication required by these Bylaws to be "written" or "in writing" shall include any communication transmitted or received by electronic means. Any communication to be "delivered" pursuant to these Bylaws may be deposited in the United States mail addressed to the person's address appearing on the records of the Association, with postage prepaid thereon, transferred or presented in person or transmitted to the person's electronic or facsimile address appearing on the records of the Association.