



Association
By-Laws

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ARTICLE I

Name, Principal Office, Registered Office, and Registered Agent

Section 1. *Name*

The name of this Association shall be the American Segmental Bridge Institute (hereinafter "Institute").

Section 2. *Principal Office*

The principal office and place of business of the Institute shall be located in or adjacent to the City of Austin, State of Texas, or such other place as may be designated by the Board of Directors.

Section 3. *Registered Office and Agent*

The Institute is an Illinois not-for-profit corporation. The Institute shall have, and continuously maintain in Illinois, a registered office and a registered agent whose business office is the registered office and may have other offices within or outside of the State of Illinois as the Board of Directors may from time-to-time determine.

ARTICLE II

Purposes and Objectives

The purposes and objectives of the Institute shall be to provide a forum where representatives of owners, engineering firms, contracting companies, material suppliers, and other individuals can meet to advance the engineering, construction, construction management, and materials involved in concrete segmental bridges, in accordance with goals and objectives of the Institute's latest strategic plan, as enumerated in the Articles of Incorporation, and to promote and protect any other legitimate common interests of the members.

ARTICLE III

Memberships

Section 1. *Nature of Institute*

Participation in the Institute is voluntary, has no capital stock and shall not operate for profit. Its members shall be composed of those who may from time to time be admitted to membership in such manner as may be prescribed by these Bylaws.

Section 2. *Definitions*

The term "segmental bridge" shall mean: Bridges constructed with either precast or cast-in-place concrete segments.

Section 3. *Membership*

Any person, firm, organization or corporation with an interest in concrete segmental bridges, or individual having substantial interest in concrete segmental bridges, shall be eligible to apply for membership in the Institute. All employees of a member firm, organization, or corporation are provided full benefits of membership. Classes of Members shall be:

Founding Members

Organizations such as Professional Engineers, Contractors, or Material Suppliers for concrete segmental bridge projects that apply for membership on, or before January 23, 1989.

Contractor Members

Organizations such as contractors interested in the construction of concrete segmental bridges applying for Membership after January 23, 1989.

Consultant Members

Organizations such as professional engineers for preparation of design or construction plans and specifications for concrete segmental bridges applying for membership after January 23, 1989.

Material Supplier Members

Organizations such as those that supply materials and/or material related services to general contractors in the construction of concrete segmental bridges applying for membership after January 23, 1989.

Association Members

Trade or Professional Associations whose memberships are concerned with design or construction of concrete segmental bridges applying for membership after January 23, 1989 in the name of the association only.

PCI Producer Members

Precast, prestressed concrete producers who are members of the Precast/Prestressed Concrete Institute applying for membership after January 23, 1989.

Transportation Agency Members

Federal, state and local transportation, rail, and transit agencies or individual professional employees applying for membership after January 23, 1989.

Academic Membership

Academic educator or current student interested in the design or construction technology of concrete segmental bridges, applying for membership after January 23, 1989.

Advisory Member

A Transportation Official who participates on the ASBI Board of Directors in a nonvoting, advisory capacity.

Individual Members

Individual professional engineers, or persons, not categorized as employees of a member firm, organization, or corporation, deemed qualified by the Board, interested in design or construction technology of concrete segmental bridges. No person shall be qualified for individual membership if Contractor, Consultant, or Material Supplier Membership is available to an organization with which he or she is affiliated.

Section 4. Application and Election

Application for Membership shall be made in writing, and in a form approved by the Board of Directors, addressed to the Manager of the Institute, and shall state the name, place and nature of business of the applicant. Each member, by joining the Institute, agrees to be bound by the provisions of these Bylaws and assumes and agrees to pay the applicable dues to the Institute.

Section 5: Suspension and Termination

Membership in this Institute may be terminated by death, resignation, or expulsion. Upon termination of membership, all rights, privileges and interest of such member in and to the Institute shall cease. A member may resign at any time by giving written notice to the Institute of his or its intention to resign accompanied by payment of all dues for the then current fiscal year, or the members shall make other provision for the payment thereof satisfactory to the Board of Directors. The resignation of any member shall not in any way affect such member's indebtedness to the Institute for the then current fiscal year. Any Member may be suspended from the Institute by a majority vote of the entire Board of Directors after hearing, with due notice and upon proof being submitted to the Board that such member has failed to observe any provision of the Institute's Bylaws or any rule or regulation made thereunder. The conditions and length of such suspension shall be determined by the Board of Directors. During the period of suspension, a suspended member is not entitled to the rights and privileges of membership although he or it remains fully liable to the institute for all dues to the same extent and in the same manner as if he or it had not been suspended.

The membership of any member in the Institute may be terminated by a two-thirds vote of the entire Board of Directors after hearing with due notice and upon proof being submitted to the Board of Directors that such member has failed to observe any provision of the Institute's Bylaws or any rule or regulation made thereunder. Termination of membership for nonpayment of dues shall be in accordance with the provisions of Article VIII of these Bylaws.

Members suspended or terminated shall be notified of the Board of Directors' action by the Manager and shall be informed concerning an appeal procedure which shall be established by the Board of Directors. All appeals shall be heard by a committee which shall report on any appeal proceedings at the next meeting of the Board of Directors. All decisions of the committee with respect to appeals are final.

ARTICLE IV

Board of Directors

- Section 1. Board of Directors**
The governance of the Institute and its affairs shall be vested in the Board of Directors.
- Section 2. Number of Directors**
The Board of Directors shall have flexibility in number with a minimum of 30 Members.
- Section 3. Eligibility**
No person shall be eligible to serve as a Director unless he or she is an Individual Member, or an affiliate of an organization that is a member. No more than one person affiliated with any organization may serve on the Board of Directors at any one time.
- Section 4. Powers and Duties**
The Board of Directors shall be empowered to make rules and provisions for the carrying on of the work and activities of the Institute not inconsistent with these Bylaws; to fill vacancies which may occur in any office and in the Board of Directors; to approve annual budgets of expenditures and amendments thereto; to admit and suspend and/or terminate members; to have charge of all property of the Institute; and to do all other acts necessary or proper to carry on the work of the Institute.
- Section 5. Quorum**
Thirty-three percent (33%) of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.
- Section 6. Manner of Acting**
The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- No Director may act by proxy on any matter, provided that on written notice to the Manager of the Institute prior to any meeting or other action of the Board of Directors, any person appointed to serve as a Director pursuant to Article IV, Section 7 hereof or any Member may designate another person employed by or affiliated with the same Member to act as a substitute to vote at such meeting or other action of the Board of Directors.
- A Director who is present at a meeting of the Board of Directors at which action on any matter is taken is conclusively presumed to have assented to the action unless his or her dissent or abstention is entered into the minutes of the meeting or unless he or she files a written dissent or abstention before the adjournment of the meeting or immediately thereafter.
- Section 7. Election**
Each Member Organization shall appoint one person to serve as Director. The terms of office for Directors shall expire with the termination of their affiliation with the appointing organization, or with the termination of the membership of the appointing organization.
- Section 8. Meetings**
Subject to Article IV, Section 12 hereof, one regular meeting of the Board of Directors shall be held in conjunction with the Institute's annual convention at such time and place that the Board of Directors may prescribe. Special meetings of the Board of Directors may be called at any time by the President or upon written request of any three Directors. Unless otherwise determined by the Board of Directors, all meetings of the Board of Directors shall be open to other representatives of all members, who may attend and participate in discussions but who may not vote. Votes shall be cast in person by Directors only. Each Director shall be entitled to one vote on all matters coming before the Board of Directors.
- Section 9. Informal Action by Directors**
Subject to Article IV Section 12 hereof, any action required to be taken at a meeting or any action which may be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all the Directors.

- Section 10. Legal Counsel**
The Institute shall retain legal counsel who shall be present during meetings of the Board of Directors when requested by the Manager of the Institute.
- Section 11. Notice**
Notice of regular meetings of the Board of Directors shall be given by the Manager of the Institute at least 45 days before the meeting. Notice of special meetings shall be given by the Manager by mail at least 5 business days before the meeting or by e-mail or facsimile at least 48 hours before the meeting which notice shall specify the purpose for which such special meeting is being held.
- Section 12. Telephone Conference Meetings**
Directors may participate in an action or any meeting through the use of conference telephones, interactive technology or other communications equipment by means of which all persons participating in the meeting are able to communicate with each other. Participation in such a meeting shall constitute attendance and presence in person.

ARTICLE V

Officers

- Section 1. Officers and Election**
The officers of the Institute shall be the President, a Vice President, and Secretary/Treasurer. All officers shall be elected at each last calendar quarter meeting of the Board of Directors. The Executive Committee shall serve as the nominating committee to prepare a slate for the election. Each such officer shall hold office for two years or until his successor is duly elected and qualified. Officers' terms shall expire at the end of the Calendar year.
- Section 2. Remuneration**
The officers shall receive no remuneration for acting as such.
- Section 3. President**
The President shall supervise all of the business and affairs of the Institute under the direction of the Board of Directors. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary/Treasurer or any other proper officer of the Institute 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 to the Board of Directors, by these Bylaws, or by statute to some other officers or agent of the Institute; and in general 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.
- Section 4. Vice President**
In the absence of the President, or in the event of the President's 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 by the President or by the Board of Directors.
- Section 5. Secretary/Treasurer**
The Secretary/Treasurer shall have such duties as usually pertain to those offices and as may be conferred by the Board of Directors from time to time.

ARTICLE VI

Manager

The Manager shall be the chief executive of the Institute, and not an officer of the Institute, and shall be an ex-officio member of all committees. He shall conduct the correspondence of the Institute; keep its records and minutes of all meetings - collect and disburse all moneys of the Institute in cooperation with the Treasurer - keep an accurate record of all receipts and expenditures, all vouchers and furnish a financial statement at each regular meeting of the Board of Directors; collect, compile and disseminate such statistical and other information as directed by the Board of Directors; and shall have such other duties as usually pertain to that office and as may be conferred upon him by the Board of Directors from time to time. The Manager shall not be a voting Member of the Board of Directors of the Institute. The Manager shall be either an employee of the Institute and shall receive such remuneration as shall be

determined from time to time by the Executive Committee, or an employee of a firm retained to manage the Institute at a management fee negotiated with the Executive Committee.

ARTICLE VII

Committees

Section 1. Establishment of Committees

The Board of Directors shall establish, by vote of a majority of Directors, such committees as may be necessary to carry out the purposes and objectives of the Institute.

Section 2. Committee Mission

Committees shall operate under a stated mission approved by the Board of Directors.

Section 3. Appointment of Committee Members

Except for the Executive Committee whose membership is defined elsewhere in the Bylaws, committee chairpersons, who shall be Directors of the Institute, shall be nominated by the President and approved by the Executive Committee. Other committee members shall be appointed by the chairperson pending approval by the Executive Committee and may be Directors, or Non-Directors. All committee members shall serve at the pleasure of the Board to the extent specified by the Board of Directors, the Articles of Incorporation, or these Bylaws.

Section 4. Advisory Committees

The Board of Directors, by resolution adopted by a majority of the Directors may designate one or more advisory committees. Committee chairpersons, who may be Directors, or Non-Directors, shall be appointed by the President, and approved by the Executive Committee. Other committee members shall be appointed by the committee chairperson pending approval by the Executive Committee. No advisory committee may act on behalf of the Institute or bind it in any way, but such committee may make recommendations to the Board of Directors, or to the Officers. All advisory committee members shall serve at the pleasure of the President.

Section 5. Quorum

Unless the Board of Directors specifies otherwise, a majority of the members of any committee shall constitute a quorum, and the majority of committee members present and voting at a meeting in which a quorum is present, shall be necessary for committee action.

Section 6. Meetings

The chairperson of any committee may determine the time and place of its meetings and the notice required for its meetings. A committee may act by unanimous consent in writing without a meeting.

Section 7. Term of Office

Each member of a committee other than the Executive Committee shall continue indefinitely or until his or her successor is appointed, unless the committee shall be terminated, or unless he or she shall cease to qualify as a member thereof.

Section 8. Vacancies

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

Section 9. Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 10. Executive Committee

The Board of Directors may biennially elect from its members an Executive Committee of a minimum of seven persons, consisting of the President, Vice President, Secretary/Treasurer, the immediate past President, other Directors, and the Manager who shall not vote. Subject to Article IV, Section 12 hereof, two regular meetings of the Executive Committee shall be held each calendar year at such times and places that the Board of Directors may prescribe, at least one of which shall be held in conjunction with the Institute's annual convention. The Executive Committee, during intervals between meetings of the Board of Directors shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the Institute subject to the limitations in Section 3 above. The Executive Committee shall also perform such

other duties as may from time to time be delegated to it by the Board of Directors. The term of office of members of the Executive Committee shall expire biennially.

ARTICLE VIII

Dues

The expenses of the Institute shall be distributed among the members in the form of dues established upon such equitable basis as shall from time to time be adopted by the Board of Directors. The fiscal year for dues shall be from January 1 to December 31 of each year.

Payment of dues is expected within 60 days of the invoice date. The Manager shall advise the Executive Committee of the name of any company not paying an invoice within this time period. The Manager shall write to any company not paying an invoice within 60 days, requesting that the past-due invoice(s) be paid in full in not more than 30 days. Any organization or person that does not pay an invoice within 90 days of an invoice date shall be advised by the Manager that its Membership has been terminated.

ARTICLE IX

Indemnification

Directors and officers of the Institute may be, and the Manager, employees and agents of the Institute may be indemnified for liabilities arising out of their actions on behalf of the Institute to the fullest extent permitted by the General Not-For-Profit Corporation Act of Illinois, of 1986, as amended from time to time, or any successor statute. Insurance may be purchased by the Institute to protect the Directors, Officers, Manager, employees and agents from such liabilities.

ARTICLE X

Contracts, Checks, Deposits, and Funds

Section 1. Contracts

The Board of Directors may authorize the Manager, any officer or officers, agent or agents of the Institute, 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 Institute. Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Institute shall be signed by the Manager, such officer or officers, agent or agents of the Institute, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instrument shall be signed by the Secretary/Treasurer, the President, or the Manager of the Institute.

Section 3. Deposits

All funds of the Institute shall be deposited from time to time to the credit of the Institute in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Institute any contribution, gift, bequest or devise for the general purposes or for any special purpose of the institute.

ARTICLE XI

Amendments

Amendments to these Bylaws may be proposed at any time by any member of the Board of Directors. Notice of each proposed amendment shall be sent by the Manager in writing to each Board member at least 15 days, by registered mail with return receipt requested or e-mail with read receipt requested, in advance of the Board meeting at which the amendment is to be voted upon. These Bylaws shall be reviewed and amended by the Board of Directors, in accordance with this article, biennially or as needed, to ensure they are current and in accordance with the Institute's latest approved Strategic Plan. An amendment to be adopted must receive a majority vote of the Directors of the Board of Directors.

ARTICLE XII
Books and Records

The Institute shall keep correct and complete books and records of accounts 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 in its registered office or principal office a record giving the names and addresses of its members entitled to vote. All books and records of the Institute may be inspected by any member entitled to vote, or that member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII
Fiscal Year

The fiscal year of the Institute shall be from January 1 to December 31 of each year.



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