

BYLAWS
of the
Georgia Concrete and Products Association, Inc.



This revision finalized March 13, 2006

ARTICLE 1

NAME, LOCATION, OBJECT AND CORPORATE SEAL

SECTION 1. TITLE. The name of this Association is the **Georgia Concrete & Products Association, Inc.**

SECTION 2. LOCATION. The Association offices shall be located in the State of Georgia and the location shall be designated by the Board of Directors. (Amended August 10, 1982.)

SECTION 3. OBJECT. The object of this corporation shall be to develop and promote the concrete industry and those industries which support the concrete industry in Georgia. The corporation's goals shall be: To promote the welfare of the members of the concrete and products industry; to standardize the materials and methods used in the industry; to improve the character of the work done and the labor employed; to improve management techniques used in the industry; and by better public service to contribute to the advancement of the industry and all of its branches; to encourage inventions; interchange of thought; and elicit and communicate among the members for the benefit of each the best talent and results of the experience and ability of all, to secure for the members of the industry equitable treatment in transactions with manufacturers and dealers in supplies; and to do all things necessary and proper for the advancement of the concrete and products industry.

SECTION 4. CORPORATE SEAL. The Association shall have a corporate seal which shall have subscribed thereon the name of the Association and the words "Corporate Seal" and "Georgia". The impression of the corporate seal is duly affixed hereto.

ARTICLE II

MEMBERSHIP

SECTION 1. The membership shall consist of the following classifications, to-wit:

(A) REGULAR MEMBERSHIP. Regular membership in the Georgia Concrete & Products Association, Inc., shall be open to firms, individuals and corporations engaged in the concrete and products manufacturing industry in the State of Georgia; (Amended August 10, 1982.)

(B) ASSOCIATE MEMBERSHIP. Associate membership in the Georgia Concrete & Products Association, Inc., shall be open to manufacturers of equipment, material and supplies of all kinds sold or offered for sale to members of the concrete products industry in Georgia. Associate members shall be entitled to vote and hold office as provided under the terms of these bylaws. (Amended August 12, 1995).

(C) AFFILIATE MEMBERSHIP. Affiliate membership in the Georgia Concrete and Products Association, Inc., shall be open to firms, individuals and corporations engaged in the concrete and concrete products industry involved in installing, servicing, or testing concrete or concrete products. Affiliate members are eligible to attend all meetings and to receive all literature and publications of the Association, but are not eligible to vote, hold office in the Association, or receive any other services from the Association unless compensated for said services according to a fee set by the board. Affiliate members may serve on committees of the association to develop standards, recommendations, and best practices for consideration by the board of the association. (Amended March 13, 2006)

SECTION 2. Application for membership in the Association shall be made in writing to the Board of Directors upon a form approved by the Board. The applicant shall agree therein, if admitted to

membership, to accept and be governed by the bylaws of the Association and to pay such dues and expenses as are properly assessed by the Board of Directors.

SECTION 3. Any doubt or question arising as to who may be eligible to membership in this Association shall be determined by the Board of Directors, and their decision shall be final.

SECTION 4. When any member shall fail to comply with the membership requirements for a period of one year, he shall cease to be a member of this Association.

SECTION 5. Any member whose dues are paid in full may withdraw from membership by giving notice to the secretary-treasurer in writing, but memberships are not transferable except by vote by the Board of Directors.

SECTION 6. If any member shall refuse to pay the dues provided for in the rules of this Association within six (6) months after due notice, the secretary-treasurer may, with the approval of the Board of Directors, strike his name from the rolls. Membership may be renewed for each successive year by the prepayment of the annual dues for any such year, unless the Board of Directors, shall for cause, determine that the party is ineligible for membership.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1 (A). The management of the Georgia Concrete & Products Association shall be vested in the Board of Directors consisting of a minimum of 12 and a maximum of 14 regular and associate members in good standing who shall be elected by the members as follows: Each director shall serve for a period of three years, or until a successor is qualified and elected. Three directors from the regular membership and one director from the associate membership shall be elected every year, and the ratio of nine voting directors from the regular membership and three or four voting directors from the associate membership, one of whom shall be a member of the Southeast Cement Association, shall be maintained at all times. Of regular members serving on the board, one shall be a representative of the Georgia Masonry Institute and one shall be a representative of the Georgia reinforced concrete pipe producer membership. Any director is eligible for re-election but may not serve more than two consecutive three year terms. The Board may establish geographical divisions and require director representation from each division. (Amended March 13, 2006)

(B). At least 45 days prior to the annual meeting of the members, a nominating committee appointed by the chairman from the regular members and associate members shall nominate one candidate for each vacancy on the Board of Directors. The committee shall also recommend to the Board of Directors a slate of officers for the annual election. Members shall be notified of the nomination at least 15 days prior to the annual meeting. Additional nominations of directors may be made by any member at the annual meeting of the Association. (Amended August 14, 1993.)

(C). Election of the regular and associate members to the Board of Directors shall be made by the membership at the annual meeting. Each regular and associate member shall have one vote.

(D). In addition to the members of the Board of Directors regularly elected as provided, the immediate past chairman will serve as an ex-officio, non-voting member of the Board. (Amended August 14, 1993.)

(E). Vacancies to the Board of Directors occasioned by death, resignation, or removal may be filled by a vote of the majority of directors present at any regular or special meeting of the Board of Directors until the next annual meeting of the membership, at which time the unexpired term

will be filled as provided in Article III, Section 1 (b) and (c). Any director who, as an individual or whose company ceases to be an active member of the Association, shall thereupon cease to be a director. Any director may be removed from office by three-quarters (3/4) majority vote of the full Board of Directors. Any vacancy in the Board of Directors not filled within thirty (30) days by the Board of Directors may be filled by the members at a special meeting called for such purpose.

SECTION 2. The Board of Directors shall meet as soon as possible after the election of the directors.

SECTION 3. There shall be a minimum of four (4) regular meetings of the Board of Directors annually and they shall be held quarterly. The majority of the directors may by resolution determine the date, time and place of these meetings. (Amended August 10, 1982.)

SECTION 4. Special meetings of the Board of Directors may be called by the chairman at any time upon not less than seven (7) days written notice to the members of the Board. The majority of the Board of Directors shall constitute a quorum for the transaction of business at any such meeting. (Amended August 14, 1993.)

SECTION 5. The Board of Directors shall define and designate the duties of all officers and shall elect from the Board of Directors the chairman, vice chairman and secretary-treasurer and may appoint other such officers and agents as may be necessary in their judgment for the proper conduct of the affairs of the corporation. (Amended August 14, 1993.)

SECTION 6. Place of Meeting. The Board of Directors may from time to time by resolution hold its meetings, regular or special, at such places as the Board of Directors may by majority vote determine. (Amended August 10, 1982.)

SECTION 7. Informal Action. The individual members of the Board of Directors shall have no power such as to act in behalf of the corporation, except as provided in this section. The Board of Directors shall act and have the capacity to act only as the Board. Nevertheless, any action pending pursuant to a prior authorization or ratified by subsequent action in writing, whether of record in the corporation record book or otherwise signed by the Board of Directors, shall be deemed to have the same force and effect as if such action had been taken in and pursuant to a resolution adopted at a regularly called and constituted meeting of the Board.

ARTICLE IV

AUTHORITY TO CONTRACT OR BORROW

SECTION 1. All contracts shall be approved by the Board of Directors and no loans shall be made by any officer of the corporation nor may any loans be secured on behalf of the corporation without the authority of the Board of Directors; and no mortgage, deed to secure debt, or other legal instrument whatsoever shall be executed except upon authority of the Board of Directors.

ARTICE V

OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be the chairman, vice chairman and the secretary-treasurer, all of whom must be members of this corporation. They shall be elected by the members of the Board of Directors as provided for in this constitution and bylaws. The Board of Directors may also select chief staff executive, who may or may not be a member of this corporation. The chief staff executive shall perform such duties as may be designated by the Board of Directors and he shall not be an officer of the corporation. (Amended August 14, 1993.)

SECTION 2. CHAIRMAN. The chairman shall be the chief executive officer of the corporation and he shall also be a member of the Board of Directors. He shall preside at all meetings of the corporation. He shall see that the bylaws, rules and regulations of the corporation are endorsed. He shall perform all other duties that may be prescribed from time to time by the Board of Directors. He shall, with such other lawful officer or officers of the corporation, as may be designated by the Board of Directors, sign all written contracts and obligations of the corporation. He shall appoint the standing committees and such other committees as may be required, including one representing each major branch of the concrete products industry, and he shall be ex-officio member of all committees. Any committees appointed by the chairman are considered to have the approval of the Board of Directors. However, the action taken by the chairman in appointing such committees may be rescinded by majority vote of the Board of Directors. The chairman shall submit an annual report to the members at the annual meeting of the corporation, setting forth all receipts and expenditures and outline the work in progress or accomplished during the year and submitting recommendations, including a proposed budget for the next year, for the future work of the corporation. (Amended March 13, 2006.)

SECTION 3. VICE CHAIRMAN. The vice chairman, in the absence or inability of the chairman to serve, shall have the power to execute and perform the duties of the chairman and/or such other duties as may be prescribed by the directors. He shall also be a member of the Board of Directors. (Amended August 14, 1993.)

SECTION 4. SECRETARY-TREASURER. The secretary-treasurer shall keep or have kept the record of the proceedings of the corporation and of the Board of Directors, and also the books and accounts of the corporation, showing all of the receipts and disbursements, all of which records shall at all reasonable times be open to the inspection of the members of the corporation. He shall issue or have issued all notices required to be given by or on behalf of the corporation and the Board of Directors, conduct the correspondence, and have the custody of and affix the seal of the corporation, and shall perform such other duties as may be prescribed by the Board of Directors. The secretary-treasurer shall receive and have banked the monies of the corporation. He shall deposit, or have deposited, all monies in the name of the corporation in such banks as may be designated by the Board of Directors. He shall also be a member of the Board of Directors.

SECTION 5. CHIEF STAFF EXECUTIVE. The chief staff executive of the corporation, if any, shall perform such duties as may be directed by the Board of Directors and shall be reimbursed for these duties in a manner and in an amount determined by the Board of Directors. The title of the chief staff executive shall be determined by the Board of Directors. (Amended August 10, 1982.)

SECTION 6. TERM OF OFFICE AND ELECTION. At the first meeting of the Board of Directors held within 60 days following the annual membership meeting, the Board shall elect officers from within the Board's membership. The Chairman and Vice Chairman shall be regular members of the Association. All officers shall serve for a term of two years or until their successors are duly elected and qualified. (Amended March 13, 2006)

SECTION 7. SECURITY BONDS. The treasurer and all other officers or employees or members of the corporation handling any funds of the corporation shall each give a surety bond furnished at the expense of the corporation for the faithful performance, if so required by the Board of Directors, which bond shall be in such amounts and with such sureties as the Board of Directors shall direct and approve.

SECTION 8. REMOVAL. The chairman and/or vice chairman and/or secretary-treasurer may be removed at any time by a vote of two-thirds of all regular members of the corporation at a special meeting of the members. Any other officer elected or appointed by the Board may be removed at any time prior to the expiration of his term by the affirmative vote of two-thirds of the members of the Board of Directors. (Amended August 14, 1993.)

SECTION 9. VACANCIES. A vacancy in the office of chairman or vice chairman or secretary-treasurer shall be filled for the unexpired term by a vote of the Board of Directors at a special meeting of the Board of Directors. (Amended August 14, 1993.)

ARTICLE VI

ANNUAL AUDIT

SECTION 1. The books and accounts of the corporation shall be audited annually by a certified public accountant and a report of receipts and disbursements shall be submitted to the Board of Directors meeting held at the time of the annual meeting of the corporation.

ARTICLE VII

MEETING OF THE VOTING MEMBERS

SECTION 1. (A) There shall be one regular annual meeting of the voting members to be held on the date and at the place to be designated by the Board of Directors. (Amended March 13, 2006.)

(B). Special meetings of the members may be called by the chairman of the Association, by any three (3) directors, or by twenty-five (25) percent of the voting members whose prior consent has been obtained in writing. Each such call shall be in writing and shall state the time and place and specific purpose of such meeting. No business shall be transacted at a special meeting other than as stated in the call. (Amended March 13, 2006.)

(C). Notice of each regular annual meeting of the voting members stating the time and place thereof shall be mailed by the secretary-treasurer to each member as his address shall appear on the books of the Association, at least fifteen (15) days prior to the time for holding such a meeting. (Amended March 13, 2006.)

(D). Notice of a special meeting of the voting members stating the time, place and purpose thereof shall be mailed, electronically transmitted or telephoned by the secretary-treasurer to each voting member so as to give not less than forty-eight (48) hours notice thereof. (Amended March 13, 2006.)

(E). At any meeting of the voting members, at least twenty-five (25) percent of the active members must be present in person, or represented by written proxy issued not earlier than sixty (60) days prior thereto, to constitute a quorum for the transaction of business. (Amended March 13, 2006.)

(F). Each regular and associate member shall be entitled to one equal vote at all meetings of the members of the Association. The voting members present at a duly called and convened meeting at which a quorum is found to be present may continue to do business until adjournment, even though withdrawals reduce the meeting to less than a quorum. Except as otherwise provided herein, a majority vote, counting active voting members present and proxies, shall determine the disposition of any matter brought before the meeting. (Amended March 13, 2006.)

(G). Any meeting of the voting members at which a quorum is not present shall be adjourned without the transaction of any business, except that an adjournment date may be fixed, in which case a regular notice thereof shall be given. (Amended March 13, 2006.)

SECTION 2. OUT-OF-STATE MEETINGS. The directors may decide to hold the annual meeting and special meetings of the membership outside of the state of Georgia, but if twenty percent (20%) of the voting membership objects in writing to the notice of such out-of-state meeting, the meeting may not be held out of state. (Amended March 13, 2006.)

ARTICLE VIII

FEES, DUES AND BUDGET

SECTION 1. INITIATION FEE. There may be charged against and collected from each applicant for membership, as an initiation fee, such amount as may from time to time by proper resolution be determined by the Board of Directors, when approved by a majority of the voting membership. (Amended March 13, 2006.)

SECTION 2. (A). The Annual dues for all memberships in the Association or each fiscal year shall be prescribed by the Board of Directors on such basis as Board may determine. The annual assessment for dues may be paid annually, semi-annually, or quarterly, in advance, for regular members, and annually or semi-annually, in advance for Associate and Affiliate Members.

(B). The Board of Directors shall, at its last regular meeting of each year, approve a budget covering the activities of the Association for the subsequent calendar year. Within thirty (30) days of the budget approval, copies of the budget shall be furnished to each Member. (Amended August 11, 1981.)

ARTICLE IX

EARNINGS

SECTION 1. No member of the corporation shall be entitled to any portion of the property and net earnings of this corporation. Said net earnings shall not inure to the benefit of any private person and shall be held in use only for the purposes specified in the charter of this corporation. However, this corporation may pay a member of the corporation for serviced rendered to it, by a majority vote of the board of directors.

ARTICLE X

STANDARDS

SECTION 1. No member of this corporation shall knowingly manufacture, sell or deal in any concrete or related product which fails to meet Federal specifications, or specifications of the American Society for Testing Materials, or other specific requirements as my appear in the project specifications, or any other specifications which are established by the Board of Directors of this corporation.

ARTICLE XI

OFFICAL PUBLICATION

SECTION 1. The directors may select or publish one or more trade publications as the official publications or organs of the corporation.

ARTICLE XII

CONFLICT OF THE BYLAWS

SECTION 1. In the event of any conflict in the interpretation and applicable meaning of this Constitution and Bylaws, the conflict shall be resolved by a majority vote of the Board of Directors.

ARTICLE XIII

AMENDMENTS

SECTION 1. Bylaws of the Association may be adopted, altered, and amended by two-thirds vote at any annual meeting or special meeting of the voting members, provided that in the notice of the meeting, the proposed amendments shall be set forth verbatim. Further, bylaws may be adopted, altered and amended by mail vote as provided for in these bylaws (Amended March 13, 2006.)

SECTION 2. Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the active voting membership and when it seems it inexpedient to call a special meeting for such a purpose, the directors may, unless otherwise required by these bylaws, submit such matter to the voting membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within 30 days after such submission to the membership provided that in each case votes of at least majority of the voting members shall be received. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting. (Amended March 13, 2006.)