

International Concrete Repair Institute
By-Laws

Revised November 12, 2016

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ICRI By-Laws

ARTICLE I – IDENTIFICATION

Section 1. The name of this organization shall be the **INTERNATIONAL CONCRETE REPAIR INSTITUTE.**

ARTICLE II – PURPOSE

The purpose of this Institute shall be to improve the quality of concrete restoration, repair, protection and sustainability, through education of, and communication among, the members and those who use their services.

ARTICLE III – MEMBERSHIP

Section 1. **Membership:** Any company, agency, or individual with an interest in the purpose and activities of the Institute shall be eligible to become a member of the Institute (“Institute Member”). Each Institute Member will have only one vote and shall have the right to vote and hold office. Each company or agency shall have one vote.

Section 2. **Voting:** Each voting Institute Member in good standing shall be entitled to one vote in Institute matters. Proxy voting shall be permitted at Institute Membership meetings so long as the Secretary of the Institute certifies that such proxy votes are from Institute Members in good standing, are in proper order, and are in accordance with any rules regarding proxy voting which may have been passed by resolution of the Board of Directors.

Section 3. **Resignation:** Any Institute Member may resign by filing a written resignation with the President, but such resignation shall not relieve the Institute Member of the obligation to pay any accrued dues or other charges.

Section 4. **Removal:** Any Institute Member may be expelled from the Institute for any reason so long as then-current Board of Directors approves the expulsion by two-thirds (2/3) affirmative vote at any officially constituted meeting of the Board of Directors. Details of the process of expulsion shall be contained in a policy manual approved by the Board of Directors (the “Policy Manual”).

Section 5. **Non-discrimination:** No person shall be denied Institute Membership or any of the benefits of the Institute because of race, color, religion, age, sex or national origin. For clarity and convenience, individuals are referenced in these bylaws in the masculine; the feminine shall be substituted whenever circumstances deem it appropriate.

Section 6. **Equal Treatment:** All Institute Members of the organization, will be treated equally in all respects.

Section 7. **Code of Conduct:** The Institute is governed by the rules, regulations, procedures, policies, and standards of conduct that safeguard its functions and protect the rights and freedoms of all members and management of the Institute. Institute membership, Board of Directors, Institute Management Company, contracted agents of the Institute, and conference attendees along with visitors shall conduct themselves as responsible persons while conducting business with the Institute. The Board shall determine the Code of Conduct which shall be made a part of the ICRI Policy Manual.

ARTICLE IV – DUES

Section 1. **Assignment of Dues:** The annual dues for each Institute Member of all classes of Institute Membership shall be established by the Board of Directors.

Section 2. **Lapse of Dues:** Subject to the intervention of the Board of Directors, Institute Members who fail to pay their dues within sixty (60) days from the time the same became due shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of Institute Membership.

ARTICLE V – OFFICERS AND EXECUTIVE COMMITTEE

Section 1. **Institute Officers:** The elective Officers of this Institute shall be a President, President-elect, Vice President, Secretary and Treasurer. These officers shall be elected in accordance with the processes described in the Policy Manual

Section 2. **Executive Committee:** An Executive Committee shall consist of the elective Officers and the Immediate Past President, so long as the Immediate Past President is a voting Institute Member. The Executive Director and the Chair of the Technical Activities Committee (“TAC”) shall also act as non-voting ex-officio members of the Executive Committee. In addition, the Board of Directors may appoint other individuals to act as members of the Executive Committee in any capacity, so long as such an appointment is passed by affirmative vote of two thirds (2/3) of all then-current Directors at any officially constituted meeting of the Board of Directors.

Section 3. **Executive Committee Meetings:** The Executive Committee shall determine the number of meetings it holds each year but shall meet at least three times each fiscal year. Special meetings can be held at the call of the President. A quorum of the Executive Committee shall consist of more than fifty percent 50% of its members.”

ARTICLE VI – BOARD OF DIRECTORS

Section 1. **Board of Director’s Authority:** The Institute shall be operated and controlled by the Board of Directors.

Section 2. **Board of Directors Members:** The Board of Directors shall be composed of the President, President-Elect, Vice President, Secretary, Treasurer, fifteen (15) Elected Directors, and the Immediate Past President, so long as each remains a voting Institute Member. The Executive Director and the TAC Chair shall act as non-voting ex-officio members of the Board of Directors. In addition, the Board of Directors may appoint other individuals to act as members of the Board of Directors in any capacity, so long as such an appointment is passed by affirmative vote of two thirds (2/3) of all then-current Directors at any officially constituted meeting of the Board of Directors.

Section 3. **Board Composition:** The process of nominating and electing members to the Board of Directors and determining the term of their office shall be conducted in accordance with the Policy Manual approved by the Board of Directors.

Section 4. **Board of Directors Meetings:** The Board of Directors shall meet as often as needed to conduct the affairs of the Institute as determined by the Board of Directors but shall meet a minimum of three times in each fiscal year. The date and location of these meetings shall be as agreed upon by the members of the Board of Directors. Special meetings shall be held at the call of the President or six (6) Board members. At least ten (10) days official notice of all regular or special meetings of the Board of Directors shall be officially communicated to all Board members. In addition, any or all Directors may participate in a Board of Directors meeting through the use of any means of communication such as teleconference, by which all Directors may simultaneously hear each other during the meeting; a Director participating in a meeting by this means shall be deemed to be present at the meeting.

Section 5. **Board Meeting Attendance:** Officers and Directors are required to attend Board of Director meetings. Any Officer or Director who fails to attend a Board Meeting is subject to the processes and penalties described in the Policy Manual adopted by the Board of Directors

Section 6. **Officer Precedence:** The President shall preside at all meetings of the Board of Directors. In his absence or incapacity, the President-Elect, Vice President, Secretary or Treasurer shall preside, in that order of precedence.

Section 7. **Board of Directors Quorum:** A quorum of the Board of Directors shall consist of fifty percent (50%) of its members.

Section 8. **Executive Director:** The Board of Directors shall engage an Executive Director who shall be the chief staff executive of the Institute and report to the Board of Directors. The Board of Directors may, in its discretion, use a professional management company or any other means to engage an Executive Director or any other staff. The Executive Director shall be responsible to the Institute for the day-to-day management and operations of the activities of the Institute as prescribed by the Board of Directors. The Board may delegate to the Executive

Director any amount of authority to manage the Institute's operations that the Board deems appropriate.

Section 9. **Voting Rights:** Voting rights of a Director shall not be delegated to another or exercised by proxy. Written or verbal votes shall be a valid action at an official board meeting and shall be recorded in the minutes and be reported at the next regular board meeting. Written consent by electronic transmission shall be deemed to be written and signed for the purpose of this Section, provided that (a) the electronic transmission was transmitted by the Director and (b) the date on which such Director transmitted such electronic transmission is set forth therein.

Section 10. **Removal of Officers and Directors:** Officers and Directors may be removed with cause by a minimum two-thirds (2/3) vote of the then-current Board of Directors at any officially constituted meeting of the Board of Directors. Any Officer or Director who ceases to be a voting Institute Member shall automatically cease to be an Officer or Director.

Section 11. **Vacancy Nomination:** Any vacancy occurring on the Board of Directors before the end of that office's term shall be filled as defined in the Policy Manual. An Officer or Director so elected to fill a vacancy shall serve the unexpired term of his predecessor.

Section 12. **Board Member Compensation:** Directors and Officers shall not receive compensation for their services but may be reimbursed for travel or other expenses subject to approval of the Board.

ARTICLE VII – DUTIES OF OFFICERS

Section 1. **President:** The President shall be the principal elective Officer of the Institute; shall preside at all meetings of the Institute Membership, the Board of Directors, and the Executive Committee; and shall perform other duties as are normally incident to the office or as may be prescribed by the Board of Directors as set forth in the Policy Manual.

Section 2. **President-Elect:** The President-Elect shall perform the duties of the President in his absence and shall succeed to the office of President. He shall also conduct such duties as set in the Policy Manual.

Section 3. **Vice President:** The Vice President shall conduct such duties as set in the Policy Manual.

Section 4. **Secretary:** The Secretary shall conduct such duties as set in the Policy Manual.

Section 5. **Treasurer:** The Treasurer shall conduct such duties as set in the Policy Manual. The Treasurer shall keep an account of all monies received and expended for the use of the Institute, and shall make disbursements as authorized by the Board of Directors.

ARTICLE VIII – MEMBERSHIP MEETINGS

Section 1. **Special Meetings:** Special meetings of the Institute Membership may be called by the Board of Directors or the President, and shall be called by the President within thirty (30) days of receipt of a written request of at least twenty percent (20%) of the voting Institute Members in good standing.

Section 2. **Notice for Meetings:** Written notice of any meeting of the Institute at which official business is to be transacted shall be mailed or electronically transmitted to the address on file of each Institute Member not less than ten (10) before the date of the meeting.

ARTICLE IX – ADMINISTRATIVE COMMITTEES

Section 1. **Committee Appointment:** The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special or subcommittees as the President or the Board of Directors may find necessary as determined in the Policy Manual.

ARTICLE X – FINANCE

Section 1. **Use of Institute Funds:** The Institute shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and in the Institute Policy Manual, and no part of said funds shall inure or be distributed to Institute Members.

Section 2. **Fiscal Year:** The fiscal year shall be prescribed by the Executive Committee with the approval of the Board of Directors.

Section 3. **Annual Operating Budget:** The Board of Directors shall adopt an annual operating budget covering all activities of the Institute.

ARTICLE XI – CHAPTERS

The Board of Directors shall have the authority to approve Chapters to be created and to carry out and further the objectives and purpose of the institute in accordance with the Policy Manual.

ARTICLE XII – INSTITUTE DISSOLUTION

On dissolution of the Institute, any funds remaining after payment of all debts shall be distributed to one or more regularly organized and qualified nonprofit organizations selected by the Board of Directors whose purposes are in furtherance of those tax-exempt nonprofit purposes of the Institute.

ARTICLE XIII – RULES OF ORDER

The rules contained in the current edition of “Robert’s Rules of Order” shall govern the conduct of meetings of the Institute in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XIV – AMENDMENTS

Section 1. **By-Law Revisions:** These By-Laws may be amended, or new By-Laws may be adopted, by affirmative vote of at least two-thirds (2/3) of the Directors present at any officially constituted meeting of the Board of Directors, provided that the text of any such amended or new By-Laws is made part of the notice of said meeting.

Section 2. **Effective Date:** Unless otherwise specified all such amendments shall become effective on the date of the vote.