



INTERNATIONAL
CONCRETE REPAIR
INSTITUTE

ICRI Chapter Organization and Operation Guide and Policies

October 2003

INTRODUCTION

The ICRI Chapter Organization and Operation Guide and Procedures is a guide for existing and start-up chapters to use to facilitate and manage their chapters according to policies set forth by the ICRI Chapter Committee and ICRI board.

Using this guide, any person or persons will have a step-by-step guide and the necessary tools for starting a chapter in their area. Once the chapter has been chartered, the chapter should keep this guide in their chapter files and consult it regularly when questions arise regarding chapter policies.

Because this guide is a living document and will see regular updates from the Chapter Committee, revisions will be sent to all chapter officers upon approval, and the latest revision can always be found on the Chapter Officer Resources section of the ICRI Web site. Past revisions must be discarded.

If your start-up or existing chapter has recommendations for additions to the guide or policies, they should be directed to the Chapter Committee Chair, Jason Dunster, or Dale Regnier, ICRI Marketing/Chapter Relations Coordinator. All recommendations will be brought to the Chapters Committee for review.

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STARTING A LOCAL CHAPTER

By following the steps outlined below, as a group of like-minded repair specialists should be able to have a chapter formed and operational over a period of several weeks. ICRI staff stands ready to answer any questions you may have after reading this booklet, so please do not hesitate to call.

Step 1 - Determine Local Interest Level

It should go without saying that a chapter has little chance of success if there is not a core group of individuals willing to make it happen. However, if those individuals are all involved in the same or similar businesses, it is much less likely that others will be attracted to take part in chapter meetings and activities.

To determine the level of local interest, contact current ICRI members and any nonmember contacts you may have in your area. The ICRI office will supply a list of members and nonmembers in a given area, so long as the person is **an ICRI member**. Allow a relatively short response time; if persons are genuinely interested, it will not take long to gather this information.

The ICRI by-laws allow the formation of chapters in areas with at least **15 ICRI members**. However, this is a minimal number to depend upon when trying to provide for a viable and growing organization, and it is prudent to have 20-25 persons interested in forming a chapter before proceeding.

Step 2 - Hold an Initial Meeting

An initial meeting can be in one of two forms.

If there is a sufficient number of interested persons willing to act as a steering committee, and they represent several facets of industry, you can hold a meeting to determine the structure of the chapter.

The other, and probably more desirable, alternative is to hold an open meeting to which all ICRI members and potential members are invited. To attract these people to the meeting, feature a technical presentation or panel discussion on an issue relevant to the area.

When sending the invitations, invite people interested in starting the chapter and serving as an officer to attend a meeting prior to the technical presentation meeting. You can then choose your initial officers and board based on the interest of the meeting attendees.

Following the technical meeting, introduce the proposed officers and board to the meeting attendees and tell them whom to contact if they are also interested in serving.

Step 3 - Determine the Chapter Structure

The steering committee determines a proposed structure for the chapter. The items that need to be determined are:

- Chapter name.
- Geographical boundaries.
- Frequency and types of meetings.
- Meeting location(s) (one general location or different communities within the geographic area that the chapter services).
- Chapter dues.
- By-laws. This guide includes a model by-laws. Use it to develop by-laws specific to your chapter. Because these are the rules by which your chapter will operate, it is imperative to carefully prepare them. Options are to be selected and blanks filled in to arrive at usable by-laws for chapter activities. Sections may be added or deleted as appropriate.
- List of pending officers and directors. **All chapter officers must be ICRI members.** *Note: There is no ICRI requirement for a separate secretary and treasurer; these offices may be combined into one position if desired.*
- Standing committee chairs. It is important to appoint Program and Membership Committee chairs as soon as possible.

Step 4 - Assign Officers and Directors

The chapter's Steering Committee should make up the chapter's first slate of officers and directors, all of whom **must** be ICRI members. Listing of the chapter officers on the charter, with the signatures of at least 15 local ICRI members constitutes approval of the officers.

The chapter **must** provide the Chapter Relations Coordinator a complete list of its officers and board.

Step 5 - Apply for ICRI Charter

This guide includes a sample application for an ICRI charter. When the organization of the chapter is substantially complete, the application should be forwarded to the ICRI office.

The following must be included with the chapter charter and by-laws:

1. Federal Employee ID number (EIN) or tax ID, if applicable.
2. A list of past and upcoming events, so the committee and ICRI board can verify your activities.

The proposed chapter by-laws must be included with the application.

Step 6 – Begin Regular Meetings

While the chapter is waiting for its charter to be approved, it should go on with business as usual. Holding technical dinner meetings or a social outing is a great way to generate more interest in your chapter and will show the ICRI Board that the chapter is active.

The chapter **must** provide event announcements and reports to the Chapter Relations Coordinator.

Approval of ICRI Chapter Charter

Once a chapter has completed all six steps to starting a local chapter, it must submit all required documentation to the ICRI chapter relations coordinator. The chapter relations coordinator will then verify that all information has been received or if there are any missing information the chapter needs to provide.

Once all documentation is in order, the chapter relations coordinator will send everything to the Chapter Committee Chair and ICRI executive director for review and approval. If all three parties (chapter liaison, committee chair and executive director) approve the charter and documentation, the chapter will be chartered and can begin dues collection as an ICRI chapter. If there are any discrepancies, the chapter will be given the opportunity to make corrections and resubmit their documentation.

OTHER CONSIDERATIONS

Identification Number

All chapters must apply for a Federal Employer Identification Number (EIN) or tax ID, as applicable, as soon as possible. This identification number is required to open a bank account for the chapter.

You can obtain an EIN by phoning the IRS. When applying, be sure to note that you are applying for the number for bank account use only.

Bank Account

Chapters must open a bank account in the name of the chapter ONLY. It is recommended that the Treasurer be bonded for his/her own protection as well as the chapter's protection. ICRI will withhold all dues reimbursement checks until the chapter provides proof of establishing a bank account.

Federal Taxes

Filing a Federal Income Tax form (the non-profit form is #990) is **not** required until and unless the chapter's gross receipts in any one year reach or exceed \$25,000.

Literature

The new chapter will be supplied with reasonable quantities of promotional literature about ICRI, including issues of *Concrete Repair Bulletin*, membership applications, ICRI brochures, etc. The value of these items is not used in determining the chapter's initial reimbursement. ICRI will also assist in preparing and mailing notices of organizational meetings, again at no charge.

Chapter Supplies

The purchase of stationery and other supplies is the responsibility of the local chapter. ICRI can provide the logo to the chapter or start-up chapter upon request.

Representation

The chapter's officers and members **must not** represent themselves as being the International organization or agents of the International organization. The chapter letterhead and other chapter publications must take this into account, and the **chapter name must appear in larger type than the ICRI name**. It must be clear to anyone receiving chapter correspondence that the material is from the chapter and not ICRI International.

ICRI POLICIES FOR CHAPTER OPERATIONS

There are several ICRI policies that relate to the start-up and operation of local chapters. These policies will be updated regularly, as new ones are instituted. For a current list of policies, visit the Chapter Resources page of the ICRI website, or call 847-827-0830.

Membership – April 1990

A person or firm **must** be a member of ICRI in order to be a member of a local chapter.

Chapter Officer Membership – November 1997

According to all chapter bylaws, in order for someone to serve as an officer or director for a chapter, that person must be a member of both ICRI and the local chapter.

ICRI will periodically send notices to chapter officers, listing their paid and unpaid officers and board members. For those who have not paid dues, ICRI will recommend the chapter elect a new officer or board member to replace that person. ICRI will give the chapter 30 days to either have the board member/officer pay their dues or elect a dues-paying member to replace that person.

Failure to comply may lead to the chapter's charter being revoked.

Chapter Officer and Board Installation Date – March 2001

The installation date for all ICRI chapter officers and directors is **January 1**. Chapters can hold elections at a time that works best for them, but all officers and board members will have the same installation date, **January 1**.

Dues Collection – November 1996

All ICRI and chapter dues must be sent to the ICRI International office and not collected by a local chapter. ICRI will send the chapter secretary a dues reimbursement check each month the chapter has new and renewing members with a list of those members.

For start-up chapters not yet chartered as official ICRI chapters, see the section titled Dues Collection for Chapters Not Yet Chartered.

Chapter Sponsorship and Co-Sponsorship of Events at ICRI Conventions and Annual Meetings – April 1997

If a local chapter wants to hold an event in conjunction with an ICRI convention, ICRI headquarters must approve, in writing, the entire event plan before it can be publicized or finalized.

If a local chapter wants to sponsor or cosponsor an event (e.g., social outing, Welcoming Reception) at an ICRI convention or Annual Meeting, the chapter must conform to the following guidelines.

Full Sponsorship – The chapter pays the TOTAL cost of the event. If the chapter wants to get local business sponsors, it must get the approval of ICRI.

Co-Sponsorship – In the case of co-sponsorship, such as contributing to the Welcoming Reception at an ICRI convention, the chapter pays an agreed upon amount. The chapter must commit to the sponsorship in writing.

Note: ICRI recognizes all chapters who co-sponsor social events at ICRI conventions and Annual Meetings.

Chapters Holding Product Demonstrations at ICRI Conventions – October 2002

Chapters must abide by the following guidelines, if interested in having a product or equipment demonstration at an ICRI convention.

- The host chapter is solely responsible for the demonstration criteria.
- The chapter must make the request for this program to the Meetings and Conventions Committee at least one year in advance.
- ICRI headquarters will be responsible for providing transportation to the demonstration site (if necessary) and marketing the event.
- The chapter must provide an agenda and final plan for the demonstrations to the Meetings and Conventions Committee at least one convention prior to the planned event.

Insurance – April 2002

Normal chapter operations are insured under the blanket ICRI liability policy. Each chapter has a letter from ICRI International's insurance provider, explaining the chapter's insurance policy. If your chapter needs a copy of this letter, please contact the ICRI International office.

Chapter Start-Up Cost Reimbursement – April 1990

ICRI will *reimburse* local chapters up to \$400 for miscellaneous start-up expenses such as postage, printing, etc. These payments are made promptly upon receipt by the ICRI office of copies of paid invoices or receipts, and it is felt that these advance expenditures will not constitute a severe hardship on the local organizers. Please contact the ICRI office with any questions regarding initial funds.

Chapter Kits – October 1999

ICRI will provide each chapter, upon approval of its charter, a chapter kit at no charge. ICRI will charge chapters \$100 to replace the kit.

Chapters Access to ICRI Brochures – March 2002

ICRI will provide each chapter 100 ICRI four-color brochures each year, should the chapter need stock. If the chapter wishes to acquire more than 100 in any year, the chapter can purchase extra brochures for \$75 per 100, to cover printing costs.

Charging Chapter Delegates – March 2002

Elected chapter delegates of any ICRI convention are required to attend both the Inter-Chapter Lunch Forum and Chapter Committee meeting. If the delegate fails to attend both of these events, ICRI will invoice the chapter for the full registration fee.

To ensure the delegate and chapter officers are aware of this responsibility, ICRI will send a letter to the delegate and the chapter officers, reminding them of this policy. If the delegate can't make one or both events, substitute attendees from the same chapter – on a case-by-case basis – can be proposed to the Chapter Committee chair and chapter relations coordinator. This must be done prior to the forum and meeting.

Chapter Annual Reports – October 2002

Each chapter is required to file an annual report with ICRI no later than **May 15th** of each year. The purpose of this report is to summarize the chapter's activities for the year, list its current officers and directors and provide a financial report as required by the ICRI by-laws.

The failure to submit this very important report may result in the withholding of chapters dues reimbursement checks by ICRI.

Inactive Chapter Protocol – March 2003

If a chapter has not had any activity in at least six months, the chapter coordinator reports the chapter to the Chapters Committee. The coordinator will report on communications he has had with the chapter, including unreturned phone calls, e-mails, etc.

The Chapters Committee chair will contact the chapter officers and board members via letter and a follow-up phone call, informing them that the committee is concerned with their lack of activity and that the chapter may have its charter revoked.

The letter will establish a time line of goals the committee would like the chapter to achieve.

If the chapter still hasn't met the Chapter Committee's goals by the set deadline, the ICRI president will send a letter to all of the chapter's members, giving them an extended deadline to fulfill the committee's requirements.

If the chapter members do not meet all of the established goals by the extended deadline, the ICRI board has the right to revoke the chapter's charter.

Host Chapters Promoting Conventions to Local Colleges -- March 2003

Chapters hosting ICRI conventions, even if they are not planning a special event, need to contact local colleges and universities with concrete or concrete repair programs to promote the convention. Chapters are encouraged, but not required, to sponsor one or more students to attend the convention.

Model ICRI Chapter By-Laws

These by-laws are modeled after the by-laws of the International Concrete Repair Institute and are intended to provide a minimum document for local chapter operations. Sections included in brackets [] provide options which the chapter may or may not wish to include. Upon adoption by a local chapter, by-laws must be submitted with the chapter application for review and Board approval.

ARTICLE I - NAME

Section 1. The name of this organization shall be the _____ Chapter of the International Concrete Repair Institute (ICRI). It shall [OPERATE ON A NON-PROFIT BASIS] *or* [BE A NON-PROFIT CORPORATION, INCORPORATED IN THE STATE OF _____].

Section 2. This chapter shall operate in the geographic area of:

ARTICLE II - PURPOSE

The purpose of this Chapter shall be to further, in its geographic area, the objective for which the International Concrete Repair Institute was formed: to improve the quality of concrete restoration, repair and protection, through education of, and communication among, the members and those who use their services.

ARTICLE III - MEMBERSHIP

Section 1. Regular Membership: Any ICRI member company or individual shall be eligible to become a regular member of the Chapter. Each member firm shall appoint a person to be its representative who shall represent, vote, and act for the member firm in all the affairs of the Chapter.

Section 2. Life and Honorary Membership: At such times as the Board of Directors may determine, life or honorary memberships may be bestowed to individuals, firms, or other entities. These classes of membership shall carry all the benefits of regular membership, but without the requirement of payment of dues.

Section 3. Any ICRI member in any classification is eligible to become a member of this Chapter.

Section 4. Voting: Each regular member in good standing shall be entitled to one vote in Chapter matters. Proxy voting shall be permitted at general membership meetings, with the Secretary's certification that such proxy votes are from members in good standing, are in proper order, and are in accordance with any rules regarding proxy voting which may have been established by the Board of Directors.

Section 5. Any member may resign by filing a written resignation with the President, but such resignation shall not relieve the member of the obligation to pay any accrued dues or other charges.

Section 6. Removal: Chapter members [of any classification] may be removed for cause by a two-thirds affirmative vote of the Board of Directors present at any meeting. For any cause other than non-payment of dues, the member shall be advised of the complaint at least twenty (20) days before the action is scheduled to be voted upon. [THE MEMBER SHALL HAVE THE OPPORTUNITY TO PRESENT A DEFENSE PRIOR TO THE VOTE FOR REMOVAL, AND MAY APPEAL THE DECISION OF THE BOARD OF DIRECTORS AT THE NEXT GENERAL MEMBERSHIP MEETING, PROVIDED THAT NOTICE OF INTENT TO APPEAL IS PROVIDED

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TO THE PRESIDENT AT LEAST TEN DAYS IN ADVANCE OF THE MEETING. A MAJORITY VOTE OF MEMBERS PRESENT IN PERSON AT THE MEETING AT WHICH THE APPEAL IS HEARD, PROVIDING A QUORUM IS PRESENT, MAY REVERSE THE DECISION OF THE BOARD. PROXY VOTING WILL NOT BE ALLOWED FOR THIS PURPOSE.]

Section 7. Non-discrimination: No person shall be denied membership or any of the benefits of the Chapter because of gender, race, age or religion. For clarity and convenience, individuals are referenced in these bylaws in the masculine; the feminine shall be substituted whenever circumstances deem it appropriate.

Section 8. Equal treatment: All members of the organization, whether engineers, designers, contractors, manufacturers or others involved with the repair or rehabilitation of concrete, will be treated equally in all respects.

ARTICLE IV - DUES

Section 1. The annual dues for each member [OF ALL CLASSES OF MEMBERSHIP] in the Chapter shall be established by the Board of Directors. Dues shall not exceed one-half the dues for a comparable category of membership in ICRI.

ARTICLE V - OFFICERS AND DIRECTORS

Section 1. The elective officers of this Chapter shall be a president, [FIRST] vice-president, [SECOND VICE-PRESIDENT], secretary and treasurer. These officers shall be elected at each annual meeting and shall serve a term of one year, or until their successors are elected. The Secretary and Treasurer may be reelected at the discretion of the membership. The President and Vice-President[s] shall not be eligible for re-election to the same office for a period of one year. The offices of Secretary and Treasurer may be held by a single individual.

Section 2. ___ Directors shall be elected from the regular membership for a term of office of three (3) years, and a Director may not serve as such for more than two (2) consecutive terms.

Section 3. At the first meeting of this Chapter, a slate of officers and Directors shall be elected to serve until the first annual general membership meeting. At the first meeting, one-third of the Elected Directors shall be elected for a term of one year, one-third for two years, and one-third for three years. This section of the bylaws shall be dropped automatically at the close of business of the third annual membership meeting.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The Board of Directors shall have supervision, control and direction of the affairs of the Chapter, shall determine its policies within the limits of these bylaws, shall actively prosecute its purposes and shall oversee the disbursement of its funds. It may adopt rules and regulations for the conduct of its business as it deems advisable and may appoint such agents as it may consider necessary.

Section 2. The Board of Directors shall be composed of the President, Vice-President(s), Secretary, Treasurer, Immediate Past President, and all Directors.

Section 3. The Board of Directors shall meet at least three times each year, at such time and place as the Directors may choose. Special meetings shall be held at the call of the President or _____ Board

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members. At least five (5) days notice of all regular or special meetings of the Board of Directors shall be mailed to all Board members.

Section 4. The President shall preside at all meetings of the Board of Directors. In his or her absence or incapacity, the [FIRST] Vice-President, [SECOND VICE-PRESIDENT,] Secretary, or Treasurer shall preside, in that order of precedence.

Section 5. A quorum of the Board of Directors shall consist of ____ Board members. Voting rights of an officer or director shall not be delegated to another or exercised by proxy.

Section 6. An Executive Committee, consisting of the officers and the Immediate Past President, shall act for the Board of Directors in any matters requiring attention between regular meetings. The Executive Committee shall also prepare an annual budget for approval by the Board of Directors.

Section 7. Officers and directors may be removed only for cause by a two-thirds (2/3) vote of the entire Board of Directors.

Section 8. Any officer or elected director who ceases to be a member of the Chapter shall automatically cease to be an officer or elected director.

Section 9. Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board of Directors upon recommendation of the Nominating Committee. An officer or director so elected to fill a vacancy shall serve the unexpired term of his predecessor.

Section 10. Officers and Directors shall not receive compensation for their services.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. President: The President shall be the principal elective officer of the organization, shall preside at all meetings of the 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. He shall be an ex-officio member, with voting privilege, of all committees except the Nominating Committee. [HE SHALL MAKE AN ANNUAL REPORT TO THE MEMBERSHIP, AND SHALL COMMUNICATE TO THE ASSOCIATION OR TO THE BOARD OF DIRECTORS SUCH MATTERS AS MAY IN HIS OPINION PROMOTE THE WELFARE AND INCREASE THE USEFULNESS OF THE CHAPTER.]

Section 2. Vice-President[s]: The Vice-President[s] may, [IN NUMERICAL ORDER,] be delegated by the President to perform his/her duties in the event of temporary disability or absence from meetings.

Section 3. Secretary: The Secretary shall give notice of and attend all meetings of the Chapter and the Board of Directors, shall keep a record of all proceedings, shall attest documents, and shall perform other duties as may be assigned or are usual and normal for such office.

Section 4. Treasurer: The Treasurer shall keep an account of all monies received and expended for the use of the Chapter, and shall make disbursements as authorized by the Board of Directors.

ARTICLE VIII - MEMBERSHIP MEETINGS

Section 1. The annual business meeting of the membership of the Chapter shall be held at such time and place as the Board of Directors may designate.

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Section 2. Special meetings of the 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 twenty percent (20%) of the voting members in good standing.

Section 3. At any annual or special meeting of the membership, a quorum shall consist of _____ percent of the Regular Members. All actions taken by said members shall be implemented by the Board of Directors.

Section 4. Written notice of any meeting of the Chapter at which official business is to be transacted shall be mailed to the last known address of each member not less than _____ nor more than _____ days before the date of the meeting.

ARTICLE IX - COMMITTEES

Section 1. The President, subject to the approval of the Board of Directors, shall annually appoint such standing or special committees or subcommittees as may be required by the bylaws or as he may find necessary.

Section 2. A Nominating Committee shall be appointed, at least one member of which shall be a Past President of the Chapter. The Nominating Committee shall nominate a candidate for each position of elected officers and Board of Directors and shall notify the membership in writing of its choices not less than thirty (30) days before the annual membership meeting. Additional names may be placed in nomination at the annual meeting, provided that the nominee has consented to serve if elected.

ARTICLE X - FINANCE

Section 1. The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to members of the Chapter.

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

Section 3. With recommendations of the Executive Committee, the Board shall adopt an annual operating budget covering all activities of the Chapter. Within sixty (60) days following the close of the fiscal year, the Treasurer shall furnish the membership with a financial report for the fiscal year just concluded.

ARTICLE XII - DISSOLUTION

On dissolution of the Chapter, any funds remaining after payment of all debts shall be paid to the International Concrete Repair Institute, or, in case of its dissolution, be distributed to one or more regularly organized and qualified non-profit organizations selected by the Board of Directors whose purposes are in furtherance of those tax-exempt non-profit purposes of the Chapter.

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 Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIV - AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the Directors present at a meeting of the Board of Directors, provided such amendment is circulated in writing at least ten (10) days prior to such meeting of the Board.

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

PETITION FORM TO APPLY FOR CHARTER AS A LOCAL ICRI CHAPTER

The undersigned hereby petition the International Concrete Repair Institute to grant a charter for the establishment of a local chapter in the following geographic area:

which we propose to name the _____ Chapter of the International Concrete Repair Institute.

We agree to adopt by-laws consistent with the by-laws of the Institute, and to operate the chapter in accordance with the principles and policies of the Institute.

The following have agreed to serve as the initial officers of the chapter:

PRESIDENT (PRINTED NAME)	COMPANY
SECRETARY (PRINTED NAME)	COMPANY
TREASURER (PRINTED NAME)	COMPANY

This petition is made on this _____ day of _____, 20__ by the following members in good standing of the International Concrete Repair Institute: *Note: There must be at least three different categories of membership represented among the 15 required signers.*

NAME	COMPANY	SIGNATURE
1.		
2.		
3.		
4.		
5.		
6.		
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8.		
9.		
10.		
11.		
12.		
13.		
14.		
15.		

ATTEST:

PRESIDENT DESIGNEE	SECRETARY DESIGNEE	TREASURER DESIGNEE	Date
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