**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.

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ CHAPTER**

**OF THE**

**INTERNATIONAL CONCRETE REPAIR INSTITUTE**

**By-Laws**

**ARTICLE I - INDENTIFICATION**

Section 1. **Name:** The name of this organization shall be the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Chapter of the International Concrete Repair Institute (ICRI).

Section 2. **Incorporation:** It shall be a non-profit corporation, incorporated in the state of

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

Section 3. **Location:** 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. Each individual member, including those who are additional employees of member companies, shall have the right to vote or hold office.

Section 2. **Student Membership:** A person who is enrolled in a college or university shall be eligible to become a student member of the Chapter, subject to such limitations as may be prescribed by the Board of Directors. Student members shall not be eligible to vote.

Section 3. **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 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. **Resignation:** 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 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. **Assignment of Dues:** The annual dues for each membership level 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. Dues for this chapter will be $\_\_\_\_\_\_ per year per person.

Section 2. **Lapse of Dues:** Members who fail to pay their dues within thirty (30) days from the time the same become due shall be notified by the Institute and, if payment is not made within the succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

**ARTICLE V - OFFICERS AND DIRECTORS**

Section 1. **Chapter Officers:** 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] or [THE PRESIDENT AND VICE-PRESIDENT[S] MAY BE RE-ELECTED FOR A MAXIMUM OF ONE ADDITIONAL TERM]. The offices of Secretary and Treasurer may be held by a single individual.

Section 2. **Chapter Directors**: [Specify number] (x) 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. **Term of Directors:** 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. **Board of Director’s Authority:** 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. **Board of Directors Members:** The Board of Directors shall be composed of the President, Vice-President(s), Secretary, Treasurer, Immediate Past President, and all Directors.

Section 3. **Board of Directors Meetings:** 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 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. **Officer Precedence:** 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. **Board of Directors Quorum:** 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. **Executive Committee:** 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. **Removal of Officers and Directors:** Officers and directors may be removed only for cause by a two-thirds (2/3) vote of the entire Board of Directors.

Section 8. **Lapse of Membership:** 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. **Vacancy Nomination:** 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. **Board Member Compensation:** 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/HER 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. **Annual Meeting:** 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.

Section 2. **Special Meetings:** 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. **Quorum:** 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. **Notice for Meetings:** 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 \_\_\_\_ before the date of the meeting.

**ARTICLE IX - COMMITTEES**

Section 1. **Committee Appointment:** 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. **Nominating Committee:** 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.

Section 3. **Finance Committee:** The Treasurer of the Chapter shall act as Chair of the Finance Committee.

**ARTICLE X - FINANCE**

Section 1. **Use of Chapter Funds:** 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. **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:** 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. **By-Law Revisions:** 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. **Effective Date:** 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.

Please ensure you comply with each of the following criteria – check them off as you complete each.

* 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. Modified sample By-Laws are attached.
* We have set the new chapter dues to be $ \_\_\_\_\_\_\_\_\_\_\_\_\_\_ US Dollars per year. (Chapter dues cannot exceed 50% of the lowest ICRI National Membership dues of $130).
* We have applied for and received the following EIN: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ a Federal Employee ID number (EIN) from the US Government or other entity as prescribed by law.
* We have opened a bank account in the name of the Chapter. BANK \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Local Branch Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

ACCOUNT NUMBER:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ROUTING NUMBER \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

Please attach a cancelled check with the other documentation.
* We have a plan for the first year of operation with potential meeting dates, types, and topics.

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

|  |  |
| --- | --- |
| President (PRINTED NAME) | COMPANY |
| Vice-President (PRINTED NAME) | COMPANY |
| Secretary (PRINTED NAME) | COMPANY |
| Treasurer (PRINTED NAME) | COMPANY |

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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. |  |  |
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| 15. |  |  |

Attest:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| President Designee |  | Secretary Designee |  | Treasurer Designee |  | Date |