



BYLAWS of OHIO CONCRETE

May 31, 2019

ARTICLE I - Definition and Location

Section 1. As used in the Articles of Incorporation and in these Bylaws, the term "ready mixed concrete" shall be deemed and construed to mean central plant-mixed concrete and central plant-proportioned truck-mixed concrete. "Company" means any business, whether operated by an individual, a general or limited partnership, or corporation.

Section 2. The principal office of the Association shall be in Columbus, Ohio or elsewhere as the Board of Directors may direct.

Section 3. The purpose of the Association is to provide an organization for the cooperation of its members in the furtherance of all projects advancing the ready mixed concrete industry and to render services of a technical and educational nature with respect to the use of ready mixed concrete with a view to promoting and increasing such use. *(Amended 12/14/16)*

Section 4. For purposes on these Bylaws, any mailings, notifications, or voting authorized by e-mail shall be done by means of a previously verified e-mail address. The verification of such e-mail address shall be done by the Association in a manner which ensures ongoing accuracy. All members agree to accept e-mail or other electronic method as the preferred method of communication and voting unless the member expressly opts out in writing that the member instead chooses written communication and voting in writing by US Mail or hand delivery. *(Amended 12/14/16)*

ARTICLE II - Membership

Section 1. Any company of good character and standing, and interested in the purpose of this Association, shall be eligible for any one of the following classes of membership in the Association.

- (A) Active Membership. Any company that is engaged in the production of ready mixed concrete for resale in the state of Ohio shall be eligible for Active membership in this Association.
- (B) Honorary Membership. The Board of Directors, by unanimous vote, may elect any company or individual to Honorary membership in this Association.
- (C) Associate Membership. Any company engaged in the manufacture or resale of equipment, materials or services used in the production of ready mixed concrete shall be eligible for Associate Membership. Any company located outside the state of Ohio and engaged in the production of ready mixed concrete for resale exclusively outside of Ohio shall be eligible for Associate membership.
- (D) Cement Shipper Membership. Cement shippers belonging to the Great Lakes Cement Promotion Council (GLCPC) shall be eligible for Cement Shipper Membership. *(Amended 11/30/11; 12/14/16)* Upon Board approval, other Cement Shippers, not part of GLCPC, may be approved for membership. *(Amended 12/14/16)*
- (D) Cement Shipper Membership. Cement shippers who sell and ship cement into the State of Ohio shall be eligible for Cement Shipper Membership. *(Amended 11/30/11; 12/14/16 05/31/19)*

(E) Paving Contractor Membership. Paving Contractors belonging to the Ohio Concrete Construction Association (OCCA) shall be eligible for Paving Contractor Membership. *(Amended 11/30/11)*

(F) Contractor Membership. Any company engaged in the placement and finishing of concrete in the state of Ohio shall be eligible for contractor membership in this Association. *(Amended 8/15/08)*

Section 2. The Board of Directors shall provide forms for application for membership in each of the categories of membership and shall establish the method for election to membership in the Association. *(Amended 12/4/96)*

Section 3. The Board of Directors may, by resolution, determine reasons for which a member may be expelled from the Association in addition to nonpayment of dues. Such resolutions shall provide for notice to the member of the reason it may be expelled and the time and place of a hearing before the Board of Directors at which time the member may present evidence and arguments as to why it should not be expelled. No member shall be expelled from membership in the Association except upon the affirmative vote of at least two-thirds of all members of the Board of Directors.

ARTICLE III – Dues

Section 1. Dues for all members shall be established by the Board of Directors. No dues shall be charged to the Honorary members.

Section 2. Dues shall be payable on June 1st for the ensuing twelve months.

ARTICLE IV – Meetings

Section 1. The Annual Meeting of the Association shall be held at a time and place to be determined by the Board of Directors.

Section 2. Special meetings of the members may be called at any time by the Chairperson of the Board, or shall be called by the Chairperson of the Board upon the written request of a majority of the Directors, or shall be called by him or her upon request in writing of twenty-five members including Active, Cement Shippers belonging to the GLCPC or Board approved, and Paving Contractors belonging to the OCCA provided in all such cases that the request specifies the object of such meeting. Written or printed notice of special meetings, specifying the object thereof shall be given by the Secretary and mailed or e-mailed to the last known address of each member at least thirty days prior to the day of such meeting, exclusive of the day of mailing. At such meeting, no business shall be transacted other than that mentioned in the call. *(Amended 11/30/11; 12/14/16)*

Section 3. Active members, Cement Shippers belonging to the GLCPC or Board approved, and Paving Contractors belonging to the OCCA shall be entitled to one vote per member. Each member eligible to vote shall designate, in writing via e-mail or otherwise, one individual who shall have the authority to vote for that member. The designated individual may appoint in writing via e-mail or otherwise another person to act in his or her place and vote as a proxy at any meeting of the membership at which the designated individual cannot be present. No proxy vote shall be cast more than thirty days after the date the proxy was designated by the designated individual. *(Amended 11/30/11; 12/14/16)*

Section 4. At all meetings of the members, a quorum shall consist of twenty-five members eligible to vote. If such number of members eligible to vote shall not be present in person or by proxy, no business shall be transacted except to adjourn to a future date. *(Amended 11/30/11)*

Section 5. No persons other than the officers and employees of members of Ohio Concrete shall be admitted to any meetings of members of Ohio Concrete, except with the permission and at the discretion of the Chairperson such meeting. *(Amended 12/14/16)*

Section 6. At all regular meetings of the members, the following order of business shall be substantially observed so far, as may be consistent with the purpose of the meeting:

- Establishment of a Quorum
- Report of the Chairperson of the Board *(Amended 12/14/16)*
- Report of the Treasurer
- Election of Directors
- Unfinished Business
- New Business

ARTICLE V - Directors

Section 1. The Board of Directors shall consist of the Officers and up to nine Active Members of the Association consisting of Two Cement Shippers belonging to the GLCPC or Board Approved, a paving Contractor belonging to the OCCA, and one Associate Member other than a Cement Shipper. *(Amended 11/30/11; 12/14/16; 05/31/19)*

In addition, all former Chairpersons (or Presidents) of the Association who are Active members, and who have continued Active membership since serving as Chairperson (or President), shall be ex-officio members of the Board with full voting power. *(Amended 12/14/16)*

Section 2. At the Fall meeting of the Board of Directors, a Nominating Committee, consisting of the Chairperson and two most immediate past Chairpersons who are officers of or employed by Active members, shall recommend to the Board of Directors three Active members and one member who is a Cement Shipper belonging to the GLCPC or Board approved, or a member who is a Paving Contractor belonging to the OCCA, as appropriate, to be elected as Directors for terms beginning at the next Annual Meeting. The names of those persons recommended by the Nominating Committee shall be submitted to all eligible voting members along with a Ballot for each to cast their vote. The Ballot shall be mailed or e-mailed at least thirty (30) days prior to the Annual Meeting. Ballots must be cast and returned to Ohio Concrete via e-mail or regular mail at least twenty-four hours prior to the start of the Annual Meeting. The votes shall be tabulated and the results announced at the Annual Meeting. The four candidates receiving the most votes shall be declared elected. *(Amended 11/30/11; 12/14/16)*

Section 3. The twelve Directors, other than the officers, shall each hold office for a term of three years. The terms of four of the Directors shall expire each year and four new Directors shall be elected. Any Director or officer may be removed from office at any time with or without cause by action of the members. *(Amended 11/30/11)*

No Board members, other than the officers who shall have served a full three-year term, shall be eligible for re-election to the Board for at least one year.

Section 4. At the Fall Meeting of the Board of Directors in 2012, in addition to recommending three Active members to be elected as Directors, the Nominating Committee shall recommend one Cement Shipper belonging to the GLCPC/ACPA to serve as Director for one year; one Cement Shipper belonging to the GLCPC/APCA to serve as Director for three years; and one Paving Contractor belonging to the OCCA to serve as Director for two years. Upon the expiration of the terms of the members who are not Active members, their successors shall be elected for a term of three years. Effective with the Spring Meeting of the Board of Directors in 2019, the Nominating Committee shall also nominate at least one Active

Associate Member to be elected as a Director. Effective with the Spring Meeting of the Board of Directors in 2019, Cement Shipper membership in the GLCPC/ACPA is no longer required to serve as a Director, and the Nominating Committee shall ensure that both GLCPC and Non-GLCPC Cement Shippers are eligible for nomination on a rotational basis upon expiration of the then current Cement Shipper Director terms. *(Amended 11/30/11; 12/14/16, 5/31/19).*

ARTICLE VI - Board of Directors Meetings

Section 1. The Board of Directors shall hold at least two regular meetings each year, the first such meeting to be prior to May 1st. Notice of such meetings, stating the time and place of same, shall be given in writing via e-mail or regular mail to each member of the Board of Directors at least thirty days before the date of such regular meetings. *(Amended 12/14/16)*

Section 2. Special meetings of the Board of Directors may be called at any time by the Chairperson of the Board, or shall be called by the Chairperson of the Board upon the written request of a majority of the Directors. In either case, a twenty-four hour notice shall be given to each Director, stating the time and object of such meeting. *(Amended 12/14/16)*

Section 3. A majority of the Board of Directors shall be necessary for a quorum to transact business at any meeting.

Section 4. At meetings of the Board of Directors, each Director shall be entitled to one vote, but no votes may be cast by proxy for absent members.

Section 5. With consent of a majority of the Board of Directors, a member of the Board who is unable to attend a meeting of the Board may authorize an employee of the absent Board member's company to attend the open portion of a Board meeting for the purpose of gathering information or presenting information to the Board of Directors.

Section 6. Members of the Board of Directors or of a committee may be allowed to participate in Board or Committee meetings by teleconference or video conference, and their participation will count as if they were present in determining a quorum.

ARTICLE VII - Powers of Directors

Section 1. The Board of Directors shall have control and management of the business and affairs of the Association and, in addition to the powers and authorities by these Bylaws expressly conferred upon them, may exercise all such powers and do all such acts and things as are by law provided and as are usually done by Boards of Directors of Associations.

Section 2. The Board of Directors shall have the power to employ, fire, or suspend any employee or agent of the Association and fix the compensation for such employee or agent. The Board may require bonds or insurance, at Association expense, for any or all officers, Directors employees or agents.

Section 3. The Board of Directors shall have power to fill all vacancies occurring on the Board, whether by death, resignation or otherwise. A vacancy on the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board, and such election should be deemed to be only for the balance of the unexpired term.

ARTICLE VIII - Officers and Executive Committee

Section 1. The officers of the Association shall consist of a Chairperson of the Board, a Chairperson-Elect, a Vice Chairperson, a Secretary-Treasurer, and such other officers as the Board of Directors may from time to time deem necessary for the proper transaction of the business of the Association. Only Active members are eligible to be Officers and serve on the Executive Committee. All of the officers shall serve for one year and until the successors have been duly elected and qualified. Any vacancies occurring in the offices shall be filled by the Board of Directors at its next regular meeting or at a special meeting called for that purpose. A person so elected shall hold office for the remainder of the unexpired term or until his or her successor is elected and takes office. *(Amended 11/30/11; 12/14/16)*

Section 2. At the Fall Meeting of the Board of Directors, a Nominating Committee, consisting of the Chairperson and two most immediate past Chairpersons who are officers of or employed by Active members, shall recommend persons to the Board of Directors to fill each of the offices for the coming year. The names of those persons recommended by the Nominating Committee shall be submitted to all eligible voters along with a Ballot for each eligible voter to cast their vote. The Ballot shall be mailed or e-mailed to each member eligible to vote at least thirty (30) days prior to the Annual Meeting. Ballots must be cast and returned to Ohio Concrete at least twenty-four hours prior to the start of the Annual Meeting. The votes shall be tabulated and the results announced at the Annual Meeting. The candidate for each office receiving the most votes shall be declared elected. *(Amended 11/30/11; 12/14/16)*

Section 3. The Executive Committee shall consist of the Chairperson of the Board, Chairperson-Elect, Vice Chairperson, Secretary-Treasurer and Immediate Past Chairperson (or President). *(Amended 12/14/16)*

ARTICLE IX - Duties of Officers, Executive Committee and President

Chairperson of the Board

Section 1. The Chairperson shall preside at all meetings of the members of the Association and the Board of Directors. He or she shall appoint all necessary committees and may serve as an ex-officio member of such committees. Between board meetings, the Chairperson shall be the Chief Executive Officer of the Association and shall have general control and management of its affairs subject to the direction of the Board. *(Amended 12/14/16)*

Section 2. The Chairperson shall make a report on the activities of the Association at the Annual Meeting and may from time to time report to the membership with his or her recommendations for the prosperity, welfare and furtherance of the purposes of the Association. *(Amended 12/14/16)*

Section 3. The Chairperson shall call all special and regular meetings of the members and the Board of Directors. In the event the Chairperson fails to call a special meeting of the members or Board of Directors when requested to do so by a majority of the Board or by twenty-five of the members eligible to vote, those persons requesting such a meeting may proceed to give notice of the time and place of the meeting to the members or Director entitled to notice. *(Amended 11/30/11; 12/14/16)*

Chairperson-Elect

Section 4. The Chairperson-Elect shall assist the Chairperson in the discharge of his or her duties. At the request of the Chairperson or in his or her absence, the Chairperson-Elect shall assume and discharge all the duties of the Chairperson. *(Amended 12/14/16)*

Vice Chairperson

Section 5. The Vice Chairperson shall assist the Chairperson and the Chairperson-Elect in the discharge of their respective duties. In the absence of the Chairperson and Chairperson-Elect, the Vice-Chairperson shall assume and discharge all the duties of the Chairperson. *(Amended 12/14/16)*

Secretary-Treasurer

Section 6. The Secretary-Treasurer shall perform such duties as are customarily performed by a Secretary-Treasurer and such as shall be prescribed by the Board of Directors. He or she shall attend and record the minutes of all meetings of the members of the Board of Directors. At the direction of the Chairperson, he or she shall issue notices of meetings and shall perform such duties as are customarily performed by a Secretary-Treasurer and such as shall be prescribed by the Board of Directors. *(Amended 12/14/16)*

In the absence of the Secretary-Treasurer, the Chairperson or designee shall exercise the rights and perform the duties of the Secretary-Treasurer. *(Amended 12/14/16)*

Officers and Executive Committee

Section 7. The Executive Committee shall assist the Chairperson in accomplishing the objectives and goals of the Association and carrying out the policies of the Board of Directors. The powers of the Executive Committee shall be limited to those granted them by the Board of Directors, but under no circumstances shall they exercise powers which have been specifically granted to the Board of Directors in the Bylaws. *(Amended 12/14/16)*

President

Section 8. The President shall be an employee of the Association responsible for conducting the day to day activities of the Association and shall be responsible to the Board of Directors through the Executive Committee.

ARTICLE X - Financial Instruments

Section 1. The Board of Directors shall designate the officers or employees of the Association who shall have the authority to draw checks on the account of the Association, endorse for deposit, checks and other instruments payable to the Association and to act on behalf of the Association in connection with other financial transactions.

ARTICLE XI - Fiscal Year

Section 1. The fiscal year will begin on January 1st of each year and shall end on December 31st of each year.

ARTICLE XII – Budget

Section 1. An annual operating Budget shall be developed by the Executive Director, in collaboration with the Executive Committee, and presented to the Board of Directors at their Winter Meeting of each year prior to January 1st. An approved Budget shall be adopted by the Board of Directors prior to the beginning of the following fiscal year January 1st. *(Amended 12/14/16)*

ARTICLE XIII – Amendments

Section 1. These Bylaws may be amended by the vote of the majority of the members of the Association eligible to vote. Specific amendments to be voted on shall be mailed or e-mailed to each member eligible to vote to cast its vote. The members eligible to vote shall be advised in writing of the date when the votes will be tabulated which date shall be not less than thirty (30) days after the Ballots are mailed or e-mailed to the members eligible to vote. *(Amended 11/30/1; 12/14/16)*