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**BY-LAWS
OF
FIBER REINFORCED CONCRETE ASSOCIATION**

(as amended January 19, 2017)

(formerly - Synthetic Fiber Association - name amended February 10, 1997)
(formerly - Synthetic Fiber Reinforced Concrete Association - name amended July 16, 2002)

a Pennsylvania Non-profit Corporation

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ARTICLE I - CORPORATE OFFICES

The registered office of the corporation shall be located at the then current office of corporate counsel, Henry Lewis Miller, Pittsburgh, Pennsylvania. The corporate office shall be at Middle Tennessee State University, Murfreesboro, Tennessee and may also have offices at such other places as the board of directors may from time to time appoint or as the business of the corporation may require.

Amended October 31, 2003.

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ARTICLE II - CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the corporation, the year and place of its organization, and the words "corporate seal."

ARTICLE III - MEMBERSHIP IN THE CORPORATION

1. MEMBERSHIP AND DUES.

Any company that is a manufacturer and/or marketer and any individual or institution interested in the field of fibers, may apply to the Secretary-treasurer for membership in the association.

Amended March 8, 2007; January 19, 2017.

There shall be two categories of voting membership in the corporation: (1) manufacturers and marketers of fiber products, who shall appoint a representative to the board of directors and who shall be voting members, and (2) individuals and institutions interested in the field of fibers, who shall be associate members, not represented on the board of directors. Associate members shall not be permitted to attend any closed meetings of the board of directors. There may also be appointed members of any standing committee and may attend the meetings of any standing committee.

The annual dues to be assessed on voting members shall be three thousand dollars (\$3,000.00) due on or before May 15 of each year. Failure to make full payment of assessed dues by the payment date shall result in loss of voting rights until the outstanding dues have been paid in full and, at the discretion of the board, may result in termination of membership.

The annual dues to be assessed on institutional associate members shall be five hundred dollars (\$500.00). The annual dues to be assessed on individual associate members shall be fifty

54 dollars (\$50.00). The dues shall be payable in one payment, on May 15. Failure to make full
55 payment of the annual dues shall result in loss of meeting attendance rights until the outstanding
56 dues have been paid in full and, at the discretion of the board, may result in termination of
57 membership.

58
59 Amended October 31, 2003.

60
61 **2. NEW MEMBERS.**

62
63 Any company that meets the definition of either a producing member or a marketing member,
64 and any individual or institution who is eligible for associate membership, may become a member of
65 the corporation upon application to the secretary-treasurer of the corporation. Amended March 8, 2007.

66
67 **3. MEMBERSHIP ASSIGNMENT.**

68
69 No membership in the corporation or certificate thereof, and no right or interest therein, shall
70 be assigned or assignable by any member, nor shall any successor in interest to or assignee of a
71 member be admitted to membership in the corporation except in accordance with the requirements
72 and procedures established in paragraphs 1 and 2 above.

73
74 Amended October 31, 2003.

75
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77 **ARTICLE IV - DIRECTORS**

78
79 **1. BOARD OF DIRECTORS.**

80
81 The business of the corporation shall be managed by its board of directors, consisting of one
82 representative designated by each member company, who shall be natural persons of full age and
83 who need not be resident(s) of the Commonwealth of Pennsylvania. Each director shall serve for a
84 term of at least one year, and until a successor shall be chosen by the member company.

85
86 Each member company may also designate a second representative, who will not be a member of
87 the board of directors, but may be designated by the company's board member to attend a board
88 meeting in his or her absence and to cast the board member's proxy vote at such a meeting. The
89 second representative may attend the meetings of any standing committee and may be appointed by
90 a committee chair as a member of that committee. The second representative shall serve until
91 removed or replaced by his or her member company.

92
93 Amended January 19, 2011.

94
95 No member of the association may claim to any party to represent the association without the
96 express direction to do so by the FRCA board of directors.

97
98 **2. POWERS.**

99
100 In addition to the powers and authorities by these by-laws expressly conferred upon them, the
101 board may exercise all such powers of the corporation and do all such lawful acts and things as are
102 not by statute or by the articles of incorporation or by these by-laws directed or required to be
103 exercised or done by the members. All meetings of the board of directors shall constitute meetings of
104 the members.

106 **3. ANNUAL MEETING.**

107
108 The annual meeting and any other meeting of the board of directors of the corporation may be
109 held concurrently with the winter meeting of the World of Concrete, or at such other time and place as
110 the board shall from time to time designate, when they shall elect officers, and transact such other
111 business as may properly be brought before the meeting. If the annual meeting shall not be called
112 and held by June 30, any director may call such meeting.

113
114 Members may participate in a meeting of the board of directors either by means of a
115 conference telephone call, which enables all participating members to hear one another, or by means
116 of an electronic meeting (net meeting) in which all participants are able to read on their screens what
117 everyone else has typed. All participants shall be deemed present in person at such a meeting.

118
119 Any action required or permitted to be taken at a meeting of the board of directors may be
120 taken without a meeting, if, either prior to or subsequent to the action, a majority of directors on the
121 board indicate their approval of the action, by filing with the secretary-treasurer of the board, either in
122 writing or by e-mail, their assent thereto. E-mail votes shall be printed out and filed with the written
123 votes.

124
125 Amended March 8, 2007

126
127 Except as provided in paragraph 1 of this article, all meetings of the board of directors shall be closed
128 to non-board members unless a majority of the board votes in advance to open the meeting.

129
130 Amended January 19, 2017.

131 **4. SPECIAL MEETINGS.**

132
133 Special meetings of the board of directors may be called at any time by the president, or the
134 holders of not less than one-fifth of the votes which all directors are entitled to cast at the particular
135 meeting. At any time, upon written request of any person or persons who have duly called a special
136 meeting, it shall be the duty of the secretary-treasurer to fix the date of the meeting to be held not less
137 than ten nor more than sixty days after receipt of the request, and to give due notice thereof. If, within
138 sixty days of receipt of the request, the secretary-treasurer shall neglect or refuse to fix the date of
139 the meeting and give notice thereof the person or persons calling the meeting may do so, fixing the
140 date of the meeting for not less than ten nor more than sixty days after notice is given.

141
142 Amended March 8, 2007.

143
144 Business transacted at all special meetings shall be confined to the objects stated in the call
145 and matters germane thereto, unless all directors entitled to vote consent thereto.

146
147 Written notice of a special meeting of the board of directors, stating the time, place and object
148 thereof, shall be given to each director entitled to vote thereat at least five days before such meeting,
149 unless a greater period of notice is required by statute in a particular case.

150
151 **5. QUORUM.**

152
153 A simple majority of the directors in office shall be necessary to constitute a quorum for the
154 transaction of business, and the acts of a majority of the directors present at a meeting at which a
155 quorum is present shall be the acts of the board of directors.

158 The directors present at a duly organized meeting may continue to do business until
159 adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.
160 Adjournment or adjournments of any regular or special meeting may be taken, but any meeting at
161 which officers are to be elected shall be adjourned only from day to day, or for such longer periods
162 not exceeding thirty days each, as may be directed by the directors who are present in person or by
163 proxy and who are entitled to cast at least a simple majority of the votes which all such directors
164 would be entitled to cast.
165

166 If a meeting cannot be organized because a quorum has not attended, those present may,
167 except as otherwise provided by statute, adjourn the meeting to such time and place as they may
168 determine, but in the case of any such meeting called for the election of officers, those who attend the
169 second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a
170 quorum for the purpose of electing officers.
171

172 **6. VOTING.**

173
174 At each meeting of the board of directors, every member having paid its annual dues in full
175 shall be entitled to have its representative on the board cast one vote in person or by proxy executed
176 in writing by such member or by its duly authorized representative, and filed with the secretary-
177 treasurer of the corporation. No unrevoked proxy shall be valid after eleven months from the date of
178 its execution, unless a longer time is expressly provided therein, but in no event shall a proxy, be
179 voted on after three years from the date of its execution. Upon demand made by a director at any
180 meeting where an election is to be held, and before the voting begins, the election shall be conducted
181 by written / secret ballot. No vote shall be cast at any meeting by a company whose membership has
182 lapsed for non-payment of annual dues. Associate members shall have no voting rights.
183

184 Amended March 8, 2007.
185

186 **7. NOTICE OF MEETINGS.**

187
188 At least ten (10) days prior to any meeting of the board of directors, notice of the meeting shall
189 be given, either in writing or by e-mail, to each member entitled to vote thereat, at such address as
190 appears on the books of the corporation for each member.
191

192 Amended March 8, 2007.
193

194 **8. JUDGES OF ELECTION.**

195
196 In advance of any meeting, the board of directors may appoint judges of election, who need
197 not be members, to act as such meeting or any adjournment thereof. If judges of election be not so
198 appointed, the chairman of any such meeting may, and on the request of any member or his proxy
199 shall make such appointment at the meeting. The number of judges shall be one or three. If
200 appointed at a meeting on the request of one or more members or proxies, the simple majority of
201 members present and entitled to vote shall determine whether one or three judges are to be
202 appointed. On request of the chairman of the meeting, or of any member or his proxy, the judge(s)
203 shall make a report in writing of any challenge or question or matter determined by them, and execute
204 a certificate of any fact found by them. No person who is a candidate for office shall act as a judge.
205

206 **9. VOTING LIST.**

207

208 The officer or agent having charge of the membership roster shall make, at least five days
209 before each meeting of the board of directors, a complete list of the name and address of the
210 members entitled to vote at the meeting, arranged in alphabetical order, including the name of each
211 member's designated representative to the board of directors. The list shall be kept on file at the
212 registered office of the corporation, and shall be subject to inspection by any member at any time
213 during usual business hours, and shall also be produced and kept open at the time and place of the
214 meeting, and shall be subject to the inspection of any member during the whole time of the meeting.
215 The original membership roster, or a duplicate thereof kept at the office of the corporation, shall be
216 prima facie evidence as to who are the members entitled to examine such roster, or to vote, in person
217 or by proxy, at any meeting of the board of directors.

218
219
220 **10. COMPENSATION OF DIRECTORS.**

221
222 Directors shall not receive any stated salary for their services, but by resolution of the board of
223 directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each
224 regular or special meeting of the board, provided, that nothing herein contained shall be construed to
225 preclude any director from serving the corporation in any other capacity and receiving compensation
226 therefore.

227
228
229 **ARTICLE V - OFFICERS**

230
231 **1. OFFICERS, ELECTIONS, TERM, ETC.**

232
233 The officers for the first year of the corporation's existence shall be chosen by the board of
234 directors. During the second year of the corporation's existence and every year thereafter: the vice
235 president shall become the first priority for president; the secretary-treasurer shall become the first
236 priority for vice president. In the event that the priority candidate can not succeed to the higher office,
237 then the board of directors may accept any qualified member, duly nominated, for that office.
238 However, the outgoing president shall not be eligible for election as secretary-treasurer.

239
240 Officers of the corporation shall hold office for a term of one year, or until their respective
241 successors are chosen and have qualified. The officers of the corporation shall consist of a
242 president, vice president and secretary-treasurer.

243
244 The salaries, if any, of the officers of the corporation shall be fixed by the board of directors.
245 The officers shall comprise the executive committee of the board of directors.

246
247 Any officer elected or appointed may be removed by the board of directors whenever, in their
248 judgment, the best interests of the corporation will be served thereby.

249
250 Amended January 13, 1995, October 31, 2003 and March 8, 2007.

251
252 **2. PRESIDENT.**

253
254 The president shall be the chief executive officer of the corporation; he shall preside at all
255 meetings of the members and directors; he shall have general and active management of the
256 business of the corporation, shall see that all orders and resolutions of the board of directors are
257 carried into effect, subject, however, to the right of the directors to delegate any specific power,
258 except such as may be by statute exclusively conferred upon the president, to any other officer or

259 officers of the corporation. He shall execute bonds, mortgages, and other contracts requiring a seal,
260 under the seal of the corporation. He shall be ex-officio a member of all committees, and shall have
261 the general powers and duties of supervision and management usually vested in the office of
262 president of a corporation.

263
264 **3. VICE PRESIDENT.**

265
266 The vice president shall assume and perform the duties of the president in the absence or in
267 the event of the disability of the president, or whenever the office of president is vacant, and shall
268 perform such other duties and have such other powers as the board of directors or the president may
269 from time to time designate.

270
271 **4. SECRETARY-TREASURER.**

272
273 The secretary-treasurer shall attend all sessions of the board and all meetings of the members
274 and act as clerk thereof, record all the votes of the corporation and the minutes of all its transactions
275 in a book to be kept for that purpose; shall process new applications for membership; and shall
276 perform like duties for all committees of the board of directors when required. He shall give, or cause
277 to be given, notice of all meetings of the members and of the board of directors. He shall keep in safe
278 custody the corporate seal of the corporation, and when authorized by the board, affix the same to
279 any instrument requiring it.

280
281 The secretary-treasurer shall have custody of the corporate funds and securities and shall
282 keep full and accurate accounts of receipts and disbursements in books belonging to the corporation,
283 and shall keep the moneys of the corporation in a separate account to the credit of the corporation.
284 He shall maintain full and accurate records of the payment of dues by the members, and thereby
285 maintain a current list of those members eligible to vote at any regular or special meeting. He shall
286 disburse the funds of the corporation as may be ordered by the board taking proper vouchers for such
287 disbursements, and shall render to the president and directors, at the regular meetings of the board,
288 or whenever they may require it, an account of all his transactions as secretary-treasurer and of the
289 financial condition of the corporation. He shall perform such other duties as may be prescribed by the
290 board of directors, or president; and under whose supervision he shall be.

291
292 **5. ASSISTANT TREASURER**

293
294 At the discretion of the Board of Directors, the position of Assistant Treasurer may be
295 appointed and shall have joint custody with the secretary-treasurer of the corporate funds and
296 securities and shall keep full and accurate accounts of receipts and disbursements in books
297 belonging to the corporation. The Assistant Treasurer shall have joint authority with the secretary-
298 treasurer to disburse the funds of the corporation, as may be ordered by the board, taking proper
299 vouchers for such disbursements, and shall render to the president, the secretary-treasurer and the
300 board of directors, at the regular meetings of the board, or whenever they may require it, an account
301 of all his transactions as assistant treasurer. The Assistant Treasurer shall perform such other duties
302 as may be prescribed by the president or the board of directors, under whose supervision he shall be.
303 Amended January 19, 2017.

304 Amended March 8, 2007.

305
306
307 **6. VACANCIES.**

309 If the office of any officer becomes vacant for any reason, the board of directors may choose a
310 successor for that officer, to fill that respected unexpired term.

311 312 **ARTICLE VI – COMMITTEES OF THE BOARD**

313 314 **1. STANDING COMMITTEES**

315 The corporation shall have two standing committees: the Marketing Committee and the
316 Technical Committee. The chair of each committee shall be appointed by the president from among
317 the members of the board of directors, to serve for one year or until a replacement is appointed.
318 Each committee chair shall appoint the members of his or her committee from among the: directors,
319 second representatives, associate members and employees of member firms or institutions. Only
320 one representative from each member company may be a member of each standing committee and
321 therefore entitled to vote in that committee.
322

323 Meetings of the standing committees shall be open to all directors, second representatives and
324 associate members, however, only a member of a committee shall be entitled to vote and only in a
325 standing committee of which he or she is a member.
326

327 The chairmen of the standing committees shall report on the activities of their respective committees
328 at the annual board meeting. All expenditures and new projects of the committees shall be submitted
329 in advance to the Board of Directors for approval.
330

331 The Marketing Committee shall oversee and provide direction for the corporation in matters
332 related to the education of the concrete industry regarding fiber products and regarding the promotion
333 and marketing of fiber products throughout the concrete industry.
334

335 The working responsibilities of the Marketing Committee shall include, but are not limited, to the
336 following activities:
337

- 338 • Development and maintenance of the corporation web-site
- 339 • Creation of educational and training programs for both experienced and inexperienced users of
340 FRC
- 341 • Development of advertising and promotional pieces for industry tradeshow and journals
- 342 • Coordination of activities with the Technical Committee in line with current industry trends and
343 requirements.
344

345 The Technical Committee shall oversee any programs related to testing and evaluation on the use of
346 fiber reinforced concrete and report any findings as to potential implications within any standards or
347 testing bodies.
348

349 The working responsibilities of the Technical Committee shall include, but are not limited, to the
350 following activities:
351

- 352 • Implementation and oversight on testing programs
- 353 • Liaison to industry associations, such as ACI, ASTM and other related associations
- 354 • Provide direction for creation of technical notes and documents pertaining to FRC
355

356 Amended January 19, 2011.
357
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362 **2. ADDITIONAL COMMITTEES.**
363

364 The board of directors may, from time to time, establish such other standing or ad hoc
365 committees as are deemed by it to be necessary or advisable.

366
367 Amended January 19, 2011.
368

369
370 **ARTICLE VII - CORPORATE RECORDS**
371

372 **1. RECORDS REQUIRED.**
373

374 There shall be kept at the registered office of the corporation an original or duplicate record of
375 the proceedings of the members and of the directors, and the original or a copy of its by-laws,
376 including all amendments or alterations thereof to date, certified by the secretary-treasurer of the
377 corporation. An original or duplicate membership roster shall also be kept at the registered office,
378 giving the names of the members in alphabetical order, and showing their respective addresses,
379 category of membership, and status of their annual payment of dues. Amended March 8, 2007.
380

381
382 **2. INSPECTION.**
383

384 Every member shall have the right to examine, in person or by his agent or attorney, at any
385 reasonable time or times for any reasonable purpose, the membership roster, books or records of
386 account, and records of the proceedings of the meetings of members and directors, and make
387 extracts therefrom.
388

389
390 **ARTICLE VIII - CORPORATE FINANCE**
391

392 **1. ANNUAL STATEMENT.**
393

394 The president shall present at each annual meeting a full and complete statement of the
395 business and affairs of the corporation for the preceding year. The president shall direct the
396 association's primary contact at Middle Tennessee State University to prepare a written report of the
397 university's joint activity with the association, engaged in over the previous year, which report shall be
398 distributed to the board prior to the annual meeting. Such statement and report shall be prepared and
399 presented in whatever manner the board of directors shall deem advisable and need not be verified
400 by a certified public accountant.

401
402 Amended October 31, 2003.
403

404 **2. FISCAL YEAR.**
405

406 The fiscal year of the corporation shall begin on the 1st day of January in each year.
407

408 **3. CHECKS.**
409

410 All checks, demands for money and notes of the corporation shall be signed by such officer or
411 officers as the board of directors shall from time to time designate.

412
413
414 **ARTICLE IX - INDEMNIFICATION OF REPRESENTATIVES**

415
416 Directors and officers of the association shall stand in a fiduciary relationship to the
417 association. A director, officer, employee or agent of the association shall be deemed a
418 representative thereof. Any individual, who at any time, shall serve, or who shall have served, as a
419 representative of the association, may be indemnified by the association. A representative who was
420 or is a defendant in any pending or completed action or proceeding, whether civil, criminal,
421 administrative or investigative (other than an action by or in the right of the association) by reason of
422 the fact that he or she was a representative of the association, shall be indemnified against expenses
423 (including attorney's fees) actually and reasonably incurred in connection with the successful defense
424 on the merits of such action.

425
426 Indemnification shall be provided when the representative has performed his or her duties in
427 good faith, in a manner he or she reasonably believes to be in the best interest of the association,
428 and with such care, including reasonable inquiry, skill and diligence, as would a representative person
429 of ordinary prudence under similar circumstances. Failure of a to so act shall constitute a breach of
430 fiduciary duty.

431
432
433 Unless otherwise ordered by a court, indemnification under this section shall be made by the
434 association only after a determination by a majority of directors not parties to such action, or by
435 independent legal counsel, that indemnification is proper under the circumstances because the
436 representative to be indemnified has met the standard of conduct set forth above.

437
438 No indemnification shall be provided to any representative who is determined by a court to be
439 guilty of willful misconduct, recklessness, or self-dealing, or who is subject to liability pursuant to any
440 criminal statute or by virtue of the nonpayment of federal, state or local taxes.

441
442 No indemnification shall be provided under this section with respect to any claim, issue, or
443 matter as to which the representative has been adjudged to be liable to the association, unless and
444 only to the extent that a court of competent jurisdiction, determines that, despite the adjudication of
445 liability but in view of all the circumstances of the case, the representative is fairly and reasonably
446 entitled to indemnity for the expenses that the court shall deem proper.

447
448 As to any matter settled or compromised and for which indemnification may be provided, the
449 association, through its counsel, shall have the opportunity to participate fully in the settlement
450 decision and, if in the opinion of counsel, there is a reasonable basis to conclude that the
451 representative to be indemnified has met the standard of conduct set forth above.

452
453 The foregoing indemnification shall not be deemed to be exclusive of any of the rights to which
454 those who are indemnified may be entitled under any other by-law, agreement, vote of the members,
455 or operation of law.

456
457
458 **ARTICLE X - NOTICES**

460 Whenever written notice is required to be given to any person, it may be given to such person,
461 either personally or by sending a copy thereof through the mail, by e-mail or by telefax, to his address
462 appearing on the books of the corporation, or supplied by him to the corporation for the purpose of
463 notice. If the notice is sent by mail or telefax, it shall be deemed to have been given to the person
464 entitled thereto when deposited in the United States mail or upon completion of the telefax
465 transmission to such person. Such notice shall specify the place, day and hour of the meeting and, in
466 the case of a special meeting, the general nature of the business to be transacted. Any member or
467 director may waive in writing and at any time, any notice required to be given under the by-laws.
468 Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of
469 notice of such meeting, except where the express purpose of such attendance is to object to the
470 transaction of any business because the meeting was not lawfully called or convened.

471
472 Amended October 31, 2003.

473 474 475 **ARTICLE XI - AMENDMENTS**

476
477 These by-laws may be altered, amended or repealed by the affirmative vote of a simple
478 majority of the members entitled to vote at any regular or special meeting of the members, if notice of
479 the proposed alteration, amendment or repeal be contained in the notice of the meeting.

480 481 482 **ARTICLE XII - DISSOLUTION**

483
484 The corporation may be voluntarily dissolved by a vote of the membership. Should the
485 corporation be dissolved, or enter into sale of its assets as a result of corporate dissolution or for any
486 other reason, the assets or the monies realized from the sale of such assets shall be distributed to
487 one or more charitable or other organizations described in and qualified under Section 501(c)(3) of
488 the Internal Revenue Code of 1986, as amended or re-codified, selected by a majority vote of the
489 membership present and voting at the meeting at which such a decision is made.

490 491 492 **ARTICLE XIII - USE OF EXCESS FUNDS**

493
494 Any excess or surplus funds of the association, including existing reserves, shall only be used
495 in furtherance of the association's charitable purpose and, in the event of sale or dissolution of the
496 association, use of any such funds for private inurement to any person is expressly prohibited.

497
498 Adopted March 8, 2007

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501
502 NEW SECTION OF BY-LAWS – Location to be determined pending discussion with counsel
503 Adopted January 19, 2017

504
505 The FRCA logo is the property of the Fiber Reinforced Concrete Association. It may be used only by individual firms,
506 institutions and persons, who are active members in good standing of FRCA. The logo and associated name may only be
507 used to identify the person or entity using it, as a member of the association. It may not be used in such a way that the
508 recipient or viewer could reasonably interpret it as indicating an endorsement by the association of any product or service,
509 such as use on any technical or promotional documents for products. When used, the logo must be accurately
510 reproduced and may not be altered in any way.
511