

ICPI of Central Florida Chapter Bylaws

Article I. Name and Principal Office

The name of the Chapter shall be the Interlocking Concrete Pavement Institute (ICPI) of Central Florida Chapter, hereinafter referred to as "Chapter" and the principal office of the Chapter shall be located at the address determined by the presiding President

The office may be relocated upon election of new Officers by the Board of Directors as necessary and practical. Notification of such changes shall be communicated to ICPI and all Chapter members. This Chapter is a chartered Chapter of the Interlocking Concrete Pavement Institute (ICPI) and shall adhere to the terms and conditions of the current bylaws of ICPI and Chapter Charter Agreement, which are incorporated by reference herein.

Article II. Jurisdiction

The area to be served by this Chapter shall include [list counties, metropolitan area, etc.]

The area to be served by this Chapter shall include Orange, Volusia, Seminole, Lake, Osceola, Polk, Indian River, Brevard, Sumter, Marion, Citrus, Hillsboro, Pasco, and Hernando counties.

Article III. Purposes and Objectives

Section 1. Chapter Purposes.

(A) The mission of the chapter will be to increase the use of segmental concrete paving systems in Central Florida.

(B) Serve as a trade association for its members and, as such, to perform for its members those services that can better be performed as a group rather than separately.

(C) Inform, educate and work with general contractors, architects, landscape architects, engineers, construction trades and others in the segmental pavement construction industry on all lawful matters of interest to the industry and of benefit to membership.

(D) Increase segmental pavement sales through education and training, research, design, specifications, construction, maintenance and promotion.

(E) To carry on such other activities as shall be consistent with the organization's 501(c)(6) non-profit purposes and as conferred upon non-profit organizations by the State of Florida and the ICPI issued charter.

(F) In furtherance of the stated 501(c)(6) purposes of the organization, it is authorized to receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received by it to the advancement of the non-profit goals and purposes of the organization as set forth herein.

(G) The Chapter will not be operated for pecuniary gain, nor will any part of the income or assets of the Chapter be distributed or be allowed to benefit any individual for any purpose other than those for which this Chapter is formed.

Article IV. Membership

Section 1. Definitions. When used in these bylaws, the term “contractor” shall mean any person, partnership or corporation engaged in segmental paving construction who, pursuant to contracts or sub-subcontracts, customarily furnishes labor, or labor and materials for segmental paving projects. The term “labor” shall include shop labor or fabrication of specified materials to be installed in a particular construction project.

Section 2. Qualifications. Qualifications shall include any established contractor who is actively engaged full or part time in the construction of segmental concrete pavements. Any person, partnership or corporation who supplies services and furnishes materials in the Central Florida area also shall be eligible for membership in the Chapter subject to the terms and conditions of membership as herein provided.

Section 3. Categories of Membership. The Chapter’s categories of membership shall be consistent with those of the Interlocking Concrete Pavement Institute.

Section 4. Membership in the Interlocking Concrete Pavement Institute (ICPI). All members of the Chapter must also belong and pay membership dues to ICPI, the North American organization, headquartered in Washington, DC USA. Chapter member companies may reside outside of the geographic boundaries of the Chapter but must have representation within the boundaries. Continued membership in ICPI for each Chapter member shall be subject to the timely and full payment all ICPI dues, this in accordance with the requirements of the Chapter Charter Agreement of the organization, these bylaws, and the bylaws of the ICPI.

Section 5. Dues. The ICPI Board of Directors shall determine ICPI membership dues. Payment of dues shall be a prerequisite to attaining “a member in good standing” status and dues shall be paid when application for membership is filed. Payment of annual dues thereafter shall be a prerequisite to continuing membership. The ICPI may rebate a portion of the national member dues for all categories of membership to support the Chapter. If a member company belongs to more than one ICPI Chapter they must declare annually which chapter receives the national dues rebate. Chapters may establish additional dues rates (paid in addition to national ICPI dues) for all membership categories for the purposes of supporting local programs.

Section 6. Application for Membership. Applications for membership in this Chapter shall be made in writing on forms provided by the ICPI. Acceptance into membership shall be only after approval of the Board of Directors or upon other procedures approved by said Board. All information in Chapter applications shall be maintained as confidential and kept within the Chapters.

Section 7. Member Voting. Each member company in good standing shall be entitled to cast (1) one vote on Chapter questions and elections. A duly authorized representative from the member company shall cast each vote. Proxy voting (giving one's right to vote to another qualified voter) is prohibited. Members may vote on the slate of candidates for the open Board of Director seats. Majority vote elects any candidate.

Section 8. Delinquency. All Chapter members shall remain current on payment of ICPI dues in order to maintain their Chapter membership. A Chapter shall be considered delinquent in the payment of annual dues under Sections 3 and 4 above when one or more Chapter members fails to pay dues within ninety (90) days after such payment was due. Upon such delinquency in payment, all entitlement and services otherwise available to the Chapter and its members shall be suspended until full payment of the annual dues has been received by the ICPI.

Section 9. Termination. Membership in ICPI may be terminated by ineligibility, dissolution, resignation, or expulsion of the member(s) from the Chapter. Upon such termination, all membership rights, privileges and interest of such member shall cease, provided that such member shall remain liable for dues outstanding. A member may resign at any time upon giving written notice of intention to resign to the Board of Directors of the Chapter, but such resignation cannot become effective until discharge of all obligations of such member to the ICPI.

Section 10. Expulsion, A member may be expelled from the chapter and all membership rights may be terminated from any individual who exhibits unethical, unbecoming, improper, or disruptive conduct. Any member company may replace the expelled individual in order to maintain its company membership rights. Any individual may be expelled from the chapter by the Board of Directors if, after a hearing at which he or she may be heard, he or she is determined by the Board to have committed a violation of these bylaws or such other causes as the Board may reasonably deem contrary to the best interests of the Chapter and its membership. Removal of an individual shall require a majority vote of all Board Members. The subject individual shall not be present when the vote is taken.

Article V. Chapter Board of Directors

Section 1. Designation, Function, Eligibility and Terms. The Board of Directors shall be the principal governing body of the Chapter with full supervision and control over all Chapter business affairs and activities. The Board of Directors shall consist of (10) people. The positions are President, Vice President, Treasurer, Secretary, At-Large Directors, and Immediate Past President. The Chapter's Past Presidents are permitted to attend but not vote at meetings of the Board, except if he/she is Immediate Past President or if his/her vote is needed to reach a quorum, or if his or her vote is deemed necessary.

It shall be the responsibility of the Chapter's Board of Directors to determine the programs and policies of the Chapter. The International Board of Directors shall in its sole discretion determine all matters with respect to dues, such as amount, waiver, and classification, delinquency and reimbursement. They shall be responsible for collection of ICPI dues.

All members considered for election or appointment to the Board shall be "members in good standing" and shall be positive role models at all times and occasions. The incumbent President, if he/she wishes and with approval by majority vote of the incumbent Board, shall be elected Immediate Past President. The incumbent Vice President, if he/she wishes and with approval by majority vote of the incumbent Board, shall be elected President. The incumbent Treasurer, if he/she wishes and with approval by majority vote of the incumbent Board, shall be elected Vice President. The incumbent Secretary, if he/she wishes and with approval by majority vote of the incumbent Board, shall be elected Treasurer. The incumbent At Large Directors, as they wish and with approval by majority vote of the incumbent Board, shall be elected to one of the four Officer positions, shall be re-elected to his/her current position, or shall be elected to another At Large Director position. Any general member receiving a majority vote of the general membership shall be elected to the vacant seat(s) on the Board as an At Large Director.

All Board position terms begin and end in conjunction with the beginning and ending dates of the fiscal year. Interim posts are not considered an official term of service. The President, Vice President, Treasurer, and Secretary of the Chapter shall have a term of one year and may be re-elected for a second term. Each shall hold office for the term to which elected or appointed until a successor is elected or appointed and qualified, or until an earlier resignation, removal from office or death. At-Large Directors shall have a maximum term of 2 years (2 consecutive 1 year terms) and shall hold office for the term to which elected or appointed and qualified, or until an earlier resignation, removal from office or death. The Immediate Past President of the Chapter shall have a term of (1) one year. Vacant At Large Directorship positions shall be elected at the Annual Chapter Meeting.

Section 2. Board Meetings. The regular Board of Directors meetings shall be held at least once per month or at such time and place as it may determine to conduct the business and affairs of the Chapter. It may hold such additional and special meetings as the President or any three Directors may request. The Board does not allow general members or guests to attend board meetings without prior notice and approval by majority vote of the board.

Section 3. Notice. Regular, additional and special meetings shall be scheduled with as much notice given to all board members as possible. No additional or special meeting shall be scheduled unless enough board members to meet a quorum agree to the date. At least five working days prior to any meeting of the Chapter Board of Directors, written notice of the meeting stating the starting time, estimated duration of the meeting, agenda, place and purposes of the meeting shall be determined by the President or his designee and faxed or emailed to each Director.

Section 4. Quorum. At any meeting of the Board of Directors the Directors present must be a majority of the current Board of Directors to constitute a quorum for purposes of acting on business of the Chapter.

Section 5. Vacancies. Should a vacancy occur because of resignation, removal or death of a Director, his/her vacancy shall be filled for the remainder of the term by appointment. The President has first choice to appoint, Vice President second choice, and so on until an appointee is approved by majority vote of the Board of Directors.

Section 6. Removal. Any officer or director may be removed from office by the Board of Directors if, after a hearing at which he or she may be heard, he or she is determined by the Board to have committed an act or omission that constitutes neglect of duty, improper conduct, breach of fiduciary duty, material violation of these bylaws or such other causes as the Board may reasonably deem contrary to the best interests of the Chapter and its membership. Removal of an officer or director shall require a two-thirds (2/3) vote of all Board members. The subject Director shall not be present when the vote is taken.

Section 7. Attendance. Absence at any regular Chapter Board meeting by a Director must be preceded by notice to the Secretary/Treasurer of the Chapter stating reason(s) for such absence. Such notice is to be reviewed by the Board of Directors. Any Director who fails to attend two consecutive regular Board meetings without Board approval shall be removed from the Board.

Section 8. Board Voting. Each member of the Chapter Board of Directors shall be entitled to one vote on any matter lawfully and properly brought before the Board of Directors. Votes must be cast in person. Proxy votes are prohibited.

Section 9. Board Voting by Mail. Any pending matter of business or any proposals under consideration, including election balloting, may, by a majority vote of the Board, be submitted to all members for a mail vote. To constitute a valid action on any mail vote, no less than twenty percent 20% of all members, in good standing, shall have cast a ballot and a majority of those shall govern.

Section 10. Indemnification. Each person who has been, now is, or hereafter shall be a member of the Board of Directors or an officer of the Chapter shall be indemnified by the Chapter. Indemnification is to the extent of treasury funds, and/or applicable and available insurance limits, permitted by law against expenses. Expenses are those reasonably incurred in connection with any action, suit, proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting from or which the Director(s) may become involved by reason of any action taken or omitted, provided that such action was taken or omitted in good faith, and not arising out of bad faith, gross negligence or intentional or willful misconduct.

Section 11. Rules of Order. Roberts Rules of Order shall govern this Chapter that is not provided for in the Chapter bylaws, adopted rules or in the ICPI bylaws.

Article VI. Officers

Section 1. Number of Officers and Succession Plan. The officers of the Chapter shall number (4) Four; a President, a Vice President, a Secretary, and a Treasurer. In the best interest of the continuing advancement of the chapter, vacant officer (President, Vice President, Treasurer, and Secretary) positions shall be filled, desirably, by qualified individuals who are currently in At-Large Directorship or Officer Positions.

Section 2. President. The President shall preside (keep order of the agenda) at all meetings of the Chapter and of the Board of Directors. He/she shall, whenever it is deemed necessary, call special meetings of the Chapter or the Board of Directors. The President shall serve as the "supervisor" to the Vice President, Treasurer, and Secretary. He/She shall perform and discharge the duties usually pertaining to such office and such other powers and duties as the Board of Directors from time to time may prescribe. The Presidents first call to order after being elected is to facilitate the Board of Directors in determining the goals and objectives for the chapter during his/her term. The Goals and Objectives shall be determined prior to the beginning of his/her term. He/She shall see to a fair and equal distribution of the work load required of the Board. He/She shall oversee the calendar of all activities to insure that chapter achieves its goals & objectives. He/She shall direct, monitor, and facilitate the activities of the board as a whole and of the individual board members. He/She shall write and submit all reports required of the chapter to the ICPI with the clerical support of the secretary. He/She shall maintain regular contact with all board members as frequently as is necessary to ensure effective and productive results.

Section 3. Vice President. The Vice President shall perform the duties of the office of the President in the “absence” of the President and shall perform and discharge all of the powers and duties as the Board of Directors from time to time may prescribe. He/She shall keep all meetings and events on schedule with the agenda. He/She shall read or delegate to someone the reading of the Antitrust Statement at all meetings. He/She shall contact any new member, guest, speaker, and or sponsoring individual in advance of meetings to inform them of the antitrust rules and regulations. He/she shall serve as the “supervisor” to all at large Directors and the Past President, and may be assigned to chair any special task forces or committees.

Section 4. Treasurer. The Treasurer shall perform and discharge the duties usually pertaining to such office and such other powers and duties as prescribed by the Board of Directors. The Treasurer shall keep all moneys of the Chapter, collect all dues and assessments, and shall have the custody and control of the funds of the Chapter, subject to the direction and control of the Board of Directors. The Treasurer shall keep a correct and accurate account of all moneys received and disbursed and of the financial condition of the Chapter, and shall perform and discharge the duties as the Board of Directors may prescribe from time to time. The treasurer shall coordinate (or seek assistance to coordinate) all transactions related to collections and disbursements (including venues, food, and other materials needed for meetings or special events) that the chapter schedules.

Section 5. Secretary. The Secretary shall keep complete and accurate roll of the names and addresses of the Board of Directors, members of the Chapter, and potential members of the chapter for mailing and communications purposes. He/she shall send timely communications to the Board of Directors and members of the Chapter regarding meeting dates and other general or special announcements. He/she shall take and keep sign in sheets for all meetings and events. He/she shall keep minutes, accurately reflecting the proceedings and actions of all meetings of the Chapter. He/she shall make copies of all materials as necessary. The Secretary shall perform and discharge the clerical duties usually pertaining to such office and such other powers and duties as prescribed by the Board of Directors.

Section 6. At Large Directors. The At Large Directors will be assigned Chair positions for Membership, Fundraising, Educational Programs, Meeting Programs, and any other such committees deemed necessary by the board. From time to time an At Large Director may request and may be given assistance in order to fulfill their obligations to the chapter.

Section 7. Immediate Past President. He/She shall serve as the Chairman of the Nominating Committee for the annual elections. The Immediate Past President shall assist At Large Directors and Officers as necessary and shall serve as an advisor to the President.

Section 8. Vacancies. Should a vacancy occur because of resignation, removal or death, the vacancy shall be filled by the Board of Directors.

Article VII. Chapter Meetings

Section 1. Annual Meeting. The annual meeting of the Chapter shall be held at least sixty (60) days prior to start of ICPI's fiscal year (July 1 - June 30) at such place and time as the Board of Directors may designate.

Section 2. Membership Meetings. The regular meetings of the Chapter shall be held at such intervals, times and places as may be designated by the Board of Directors. There shall be no less than three (3) regular membership meetings per year. For good cause, the Board of Directors may suspend regular Chapter meetings.

Section 3. Special Meetings and Notice. In addition to the regular meetings, a special meeting of the members may be called at any time at the direction of the President or the Board of Directors. Such meetings shall be held at such time and place as may be determined by the President or the Board of Directors. The Secretary shall give at least five days written notice of all special meetings of the Chapter.

Article VIII. Elections

Section 1. Nominating Committee. There shall be a nominating committee appointed by the President and composed of (2) or more members of the Chapter, excluding any of its current officers. The Immediate Past President shall serve as chairman of the Nominating Committee. The Nominating Committee shall nominate no more than two (2) names for open Board positions, excluding the Immediate Past President position which shall have one (1) nominee. The Nominating Committee shall prepare its slate of nominees and present them to the Board of Directors by no later than forty (40) days prior to the annual meeting of the Chapter.

Section 2. Elections. No later than 30 days before the annual meeting the slate of nominees for all vacant positions shall be approved by a majority vote by the board and shall be mailed to all members in good standing along with guidelines (for eligibility to vote and to be nominated from the floor) and general information about the election process. The Nominating Committee Chair shall preside over the election process at the annual meeting. The slate of nominees, guidelines for eligibility to vote and to be nominated from the floor, and general information about the election process shall be presented to all attendees. The opportunity for any eligible member to be a write in nominee for any vacant position(s) shall be granted. The name or name(s) of those who are eligible and are nominated from the floor shall be written into the slate by the nominating committee. All votes shall be placed in ballot boxes provided. Once all votes are cast, the votes will be tallied by (2) witnesses who are not eligible to vote. Any nominee receiving a majority of votes shall be deemed Director At-Large Elect and sworn in by an incumbent Officer.

Article IX. Miscellaneous Provisions

Section 1. Committees. The Chapter shall have a Nominating Committee, and such other committees as the Board may deem reasonably and necessary to effectuate the business of the Chapter. The President appoints committee chairman and members. The President may, with board approval, appoint sub-committees or task groups to address special issues or projects. The President may create and dissolve such committees from time to time as he or she may deem necessary and desirable.

Article X. Amendments

These bylaws may be amended, revised, or repealed by a two-thirds (2/3) vote of the Chapter membership voting by a thirty (30) day mail or fax ballot and subsequent approval by the ICPI Board of Directors.

Article XI. Dissolution

By a two-thirds (2/3) vote of all members of the Chapter, the Chapter may be dissolved. In the event of dissolution of the Chapter organization, the assets of the Chapter shall be distributed to the Interlocking Concrete Pavement Institute, a 501(c)(6) tax-exempt non-profit organization or to one or more organization(s) which themselves are exempt organization(s) described in Section 501(c) or Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any prior or future federal tax code, or to the federal government, or to a state or local government, exclusively for public purpose.