

AMENDED AND RESTATED BYLAWS

ARTICLE I NAME AND LOCATION

Section 1. The **NAME** of this corporation shall be:

PRESTRESSED CONCRETE INSTITUTE

doing business as:

PRECAST / PRESTRESSED CONCRETE INSTITUTE

referred to herein as either “the Institute” or “PCI.”

Section 2. The **LOCATION** of the principal office of this corporation shall be in the State of Illinois, or at other such place designated by the Board of Directors as being in the best interest of the Members.

ARTICLE II OBJECTIVES

Section 1. The **OBJECTIVES** of the Institute are to stimulate and advance the common interests and general welfare of the industry consisting of Producers certified by the Institute as capable of producing high quality Prestressed and/or Precast Concrete Products (the “Industry”) within the United States;

First and foremost, to develop, aggressively fund, and implement a comprehensive, ongoing marketing program to dramatically increase the demand for and the utilization of products produced at manufacturing facilities in the United States certified by the Institute as capable of producing high quality Prestressed and/or Precast Concrete Products (“Industry Products”);

To collect and disseminate knowledge, statistics, ideas and information relating to design, manufacture, installation and use of Industry Products;

To advance the acceptance and use of Industry Products through investigations and research relative to engineering processes for improvement of the design, manufacture, and new applications of Industry Products;

To establish and maintain industry-wide standards for design, production, and installation of Industry Products aimed at improving their quality and design;

To sponsor and maintain a rigid and highly respected product quality assurance program;

To perform all lawful and desirable activities to promote the efficient, constructive, and beneficial involvement of the Industry with all segments of the design and construction community, governmental, educational and institutional agencies, and the general public.

ARTICLE III MEMBERSHIP

Section 1. GENERAL QUALIFICATIONS. Any reputable individual or firm engaged or interested in the Plant-Produced Prestressed and/or Precast Concrete Industry (the "Industry") as a producer, supplier of materials and/or services, architect, engineer, contractor, developer, technician, educator, or student, shall be eligible to apply for Membership in the Institute.

Any person who is employed on a continuous basis by, or has a financial interest in, a firm which is eligible for Organization Membership and is not an Organization Member in good standing shall not be eligible for Individual Membership. Any changes in the employment or professional status of an Individual Member incompatible with the Membership requirements of the Institute shall invalidate the Individual Member's membership, unless otherwise determined by the Board of Directors.

Section 2. ORGANIZATIONAL MEMBERSHIP CLASSES. Organizational Membership in the Institute shall be in one of the following classes:

- a. **Producer Member:** A firm or a division of a firm with a U.S. manufacturing facility regularly engaged in the production of Plant-Produced Prestressed and/or Precast Concrete Products ("Industry Products").
- b. **Foreign Producer Member:** A firm or a division of a firm with a manufacturing facility outside the U.S. regularly engaged in the production of Industry Products in permanent plants.
- c. **Supplier Associate Member:** Any firm that is engaged in supplying goods or services that are used by the Industry in the development or production of Industry Products and that is not eligible for Producer membership.
- d. **Erector Associate Member:** Any firm that is engaged in supplying goods or services that are used in the construction of structures incorporating Industry Products and that is not eligible for Producer membership.
- e. **Services Associate Member:** Any firm that is engaged in providing consulting or other professional services to the Industry and that is not eligible for Producer membership.
- f. **Allied Organization Member:** Any organization in the Industry having and maintaining purposes and objectives similar to those of the Institute, that meets and maintains such standards as may be set forth in policies and procedures adopted by the Institute. Members of such organizations who are not Members of the Institute shall not be extended privileges of Membership in the Institute except as explicitly authorized by the Board of Directors.

Other Categories of Organizational Membership may be established by the Board of Directors.

Section 3. INDIVIDUAL MEMBERSHIP CLASSES. Individual Membership in the Institute shall be in one of the following classes:

- a. **Professional Member:** Any person who is a licensed professional engineer or architect, or who meets education and experience requirements deemed by the Board of Directors to be equivalent to those of professional licensure.
- b. **Associate Professional Member:** Any person who has a degree in architecture, engineering, or technology, and has not yet attained sufficient professional experience to qualify for Professional membership.
- c. **Student Member:** Any person who is enrolled in any accredited institution of higher learning.
- d. **Affiliate Member:** Any person who has an interest in the Industry and does not meet the requirements for any other class of individual Membership.
- e. **Life Member:** Any individual Member for whom the sum of chronological age and total years of PCI membership equals or exceeds 90, who has applied for Lifetime membership status, and upon whom such status has been conferred by the Board

of Directors. Life Members shall retain all of the benefits of the membership category to which they last belonged, but shall pay no membership dues.

- f. **Honorary Life Member:** Any person upon whom such status has been conferred by the Board of Directors. Honorary Life Members shall enjoy all of the membership benefits of Professional Members and of Life Members. Honorary Life membership shall be granted automatically to each recipient of the PCI Medal of Honor Award.

Other Categories of Individual Membership may be established by the Board of Directors.

Section 4. VOTING PRIVILEGES.

- a. **Organizational Members:** Each Producer Member of the Institute shall have one vote in all the affairs of the Institute as herein provided in these Bylaws. Proposals for voting on issues as required may be offered by the Board of Directors to the Producer Membership at the Annual Meeting, at Special Meetings, or, in the case of elections, by conventional or electronic mail. A majority of those voting shall determine the action. Each Supplier Associate Member and Erector Associate Member shall have one vote for the election of, respectively, the Supplier Associate Member Director and the Erector Associate Member Director on the Board of Directors. All other classes of Organizational Membership shall be non-voting.
- b. **Individual Members:** Each Professional Member shall have one vote for the election of the Professional Member Director on the Board of Directors. All other classes of Individual Membership shall be non-voting.

Section 5. PRODUCER MEMBER QUALIFICATIONS. Producer Member applications shall require the following:

- a. The applicant shall certify that the producer company has been engaged in the manufacture of precast or prestressed concrete for at least one year under current ownership or management.
- b. The applicant must apply for and have each of its U.S. manufacturing facilities certified in the PCI Plant Certification Program in order to be eligible for Membership. Failure to maintain a Certified Plant status will result in termination of Membership.
- c. The Chief Executive Officer of the firm applying shall certify whether or not any principal of the firm applying has been a principal of a firm which has held Producer Membership in PCI and which Membership was terminated within the last 24 months, in which case qualification for Membership eligibility will be dependent on the terminated firm's good standing in the Institute at the time of termination.
- d. All U.S. manufacturing facilities that have common ownership of fifty-one percent (51%) or more, furnishing precast and/or prestressed concrete products, must be identified and included under the main membership or hold separate Producer Memberships. However, a facility need not be identified and included under the main membership or hold a separate Producer Membership if it meets all of the following criteria:
1. Is majority owned by a firm, group or individual that is not primarily engaged in the production of precast and/or prestressed concrete as encompassed by PCI's activities.
 2. Has a completely different corporate name than the other commonly owned facilities.
 3. Has a separate corporate identity with management which is independent from the other commonly owned facilities.
 4. Does not market the same products and/or services in the same geographic areas as the other commonly owned facilities.
 5. Does not ship products from a non-PCI Certified Plant to projects which require PCI Plant Certification.
- e. The applicant shall stipulate that each of its manufacturing facilities located in a territory served by a Producer Chapter of the Institute is, and shall remain as a condition of Membership, a member of such Producer Chapter or of another producer association affiliated with the Institute under policies and procedures adopted by the Institute.

- f. Other criteria as set forth and further defined in the Producer Membership Application Form and Statement of Fees and approved by the Board of Directors.

Section 6. ACCEPTANCE.

- a. **Application and Review:** Any person or firm desiring to become a Member of the Institute shall make application for Membership in writing on the appropriate form, addressed to the President, setting forth the qualifications of the applicant for Membership in the Institute, signed by the individual applicant or by the chief executive officer of the organization so applying, and shall agree that, as a condition to becoming a Member of the Institute, the applicant shall be bound by these Bylaws and by any and all policies and procedures adopted by the Institute. The President shall review each application and confirm that it meets the requirements of this Article III and any other requirements stipulated on the application form.
- b. **Organizational Member Applications:** Applications for Organizational Membership shall be promptly submitted by the President to the Board of Directors for review. An affirmative vote of the majority of the Board of Directors shall be required to initiate Organizational Membership approval.
- c. **Approval:** If a membership application is approved, the President shall so inform the applicant. Approval for membership may be granted conditionally upon the applicant's successful completion of pending requirements, such as those of the PCI Plant Certification Program.
- d. **Denial and Appeal:** If a membership application is denied, the President shall so inform the applicant, citing the reason and informing the applicant of the right to appeal. All appeals shall be heard by the Executive Committee, which shall make a recommendation to the Board of Directors. Action shall then be taken by the Board of Directors to accept or reject the appeal on or before the date of its next regularly scheduled Meeting.

Section 7. REPRESENTATION. Each Organizational Member shall appoint an individual to represent the firm in the affairs of the Institute.

Section 8. CERTIFICATE OF MEMBERSHIP. A Certificate of Membership shall be delivered to each Member of the Institute; said Certificate to be in a form designated by the Board of Directors.

Section 9. RESIGNATIONS & TERMINATIONS.

- a. It shall be the policy of the Institute to attempt to retain all classes of Members who are in good standing, and the President, with the concurrence of the Executive Committee, may adopt reasonable temporary measures and policies from time to time to achieve this goal.
- b. Any Organizational Member desiring to terminate its Membership in the Institute shall present the resignation in writing to the President of the Institute who shall present the resignation to the Board of Directors. The Board of Directors shall accept the resignation if all fees to the end of the current Institute fees year and all other obligations to the Institute have been paid and discharged at the time of the presented resignation, and the Member shall be considered as having resigned in good standing. If all obligations have not been met, the resignation will not be accepted and the Member shall be considered expelled from the Institute. In accordance with Paragraph a. of this Section, the President will make a good faith attempt to resolve a Member's outstanding obligations before presenting resignation for Board action. Obligations to the Institute are defined in the Bylaws and formal policies of the Institute.
- c. The Board of Directors shall have the authority, by two-thirds vote of the Directors, to suspend or expel any Member of the Institute for non-payment or underpayment of fees and/or other obligations to the Institute, or for violation of the established Bylaws or policies and procedures of the Institute.
- d. Members expelled or suspended shall be notified of the Board action by the President and shall be informed concerning the appeal procedure. All appeals shall be heard by the Executive Committee which shall make a recommendation to the Board of Directors. Action shall then be taken by the Board of Directors to accept or reject that appeal on or before the date of its next regularly scheduled Meeting.

- e. Any Member expelled from the Institute shall not be eligible for future Membership in the Institute for a minimum of two years from date of expulsion or appeal rejection by the Board and until all prior outstanding obligations to the Institute have been paid in full.

ARTICLE IV ORGANIZATIONAL STRUCTURE

Section 1. BOARD OF DIRECTORS.

- a. Authority and Responsibilities.** The Board of Directors, together with the Executive Committee, in addition to performing such duties and exercising such powers as are delegated to them in these Bylaws, shall manage, conduct and control all the policies, business affairs and publications of the Institute. The Board of Directors shall approve the Annual Budget of the Institute, and may adopt such order of business, promulgate such rules and regulations, and take such action for the governing of the Institute and its Members as it may deem proper, provided that such measures are not inconsistent with law or with these Bylaws. The members of the Board of Directors shall serve without compensation for their services, however, reimbursement for expenses incurred on behalf of the Institute may from time to time be approved by the Executive Committee.
- b. Composition.** The Board of Directors shall be composed of thirty (30) members as follows:
1. The four most recently elected Officers, consisting of the Chairman of the Board, the Vice Chairman (Chairman-Elect), the Secretary-Treasurer, and the Immediate Past Chairman. Each elected Officer shall represent a Producer Member in good standing.
 2. Twelve Zone Directors, two elected by the Producer Membership within each of six geographical Zones which shall be established and periodically redefined by the Board of Directors. Each Zone Director shall represent a Producer Member in good standing. Each Zone shall have an approximately equal number of Producer Members and preferably should follow state borders. Zone boundaries shall be adjusted every five years as required to reflect equal Producer Membership beginning January 1, 1990.
 3. Three At-Large Directors, preferably each from a different Zone, elected by the Producer Membership. Each At-Large Director shall represent a Producer Member in good standing and shall serve as the Chair of one of the Board Committees as follows:
 - a. Market Plans Committee
 - b. Quality Assurance Committee
 - c. Management Activities Committee
 4. One Technical Activities Director who shall serve as the Chair of the Technical Activities Committee and shall be elected by the Professional Membership. The Technical Activities Director shall be a Professional Member in good standing.
 5. One Educational Activities Director who shall serve as the Chair of the Educational Activities Committee and shall be elected by the Producer Membership. The Educational Activities Director shall represent a Producer Member in good standing or be a Professional Member in good standing.
 6. One Research and Development Director who shall serve as the Chair of the Research and Development Committee and shall be elected by the Producer Membership. The Research and Development Director shall represent a Producer Member in good standing or be a Professional Member in good standing.
 7. Two Professional Member Directors elected by the Professional Membership. Each Professional Member Director shall be a Professional Member in good standing.
 8. Two Supplier Associate Member Directors elected by the Supplier Associate Membership. Each Supplier Associate Member Director shall represent a Supplier Associate Member in good standing.

9. Two Erector Associate Member Directors elected by the Erector Associate Membership. Each Erector Associate Member Director shall represent an Erector Associate Member in good standing or a Producer Member in good standing with an active erecting operation.
10. One Regional Director who shall be elected by the Regional Council.
11. One CPCI Director *ex officio* who shall be the current Chairman of the Canadian Prestressed Concrete Institute.

Section 2. EXECUTIVE COMMITTEE.

- a. **Authority and Responsibilities.** The affairs of the Institute shall be conducted by the Executive Committee and it may act in place of and instead of the Board of Directors between Board Meetings on all matters except those specifically reserved to the Board by these Bylaws, and by the Illinois General Not For Profit Corporation Act of 1986, as amended ("Act"). The Executive Committee shall oversee the financial and operational provisions of these Bylaws and of the policies and procedures adopted by the Institute, and shall fulfill other duties as directed by the Board.
- b. **Composition.** The Executive Committee shall consist of the Chairman of the Board as Chair, the Vice Chairman (Chairman-Elect), the Secretary-Treasurer, the Immediate Past Chairman and the President. All Members shall have one vote. The Executive Committee, with the approval of the Board of Directors, shall develop, implement and revise policies and procedures to be followed by all Members, staff and contracted firms regarding the publication of any document by the Institute or any other activity consistent with the objectives of the Institute.
- c. **Meetings & Quorum.** A majority of the Executive Committee shall constitute a quorum at any duly called Meeting of the Committee. The Chairman of the Board shall call such Meetings at a time and place that Institute affairs may require. A Meeting shall also be called at the request of two Members of the Executive Committee.

ARTICLE V OFFICERS AND DIRECTORS

Section 1. VOTING. Each member of the Board of Directors shall have one vote with the exception of the Regional Director who shall be a non-voting Director. Two-thirds of the voting members of the Board of Directors shall constitute a quorum. Any action taken at a Regular or Special Meeting of the Board of Directors shall be deemed valid if a quorum is present and if the action is passed by a majority of the voting members present. Any action taken outside of a Regular or Special Meeting of the Board of Directors shall be deemed valid if the action is passed with the unanimous written consent of the voting members. Voting rights of a member of the Board of Directors may not be delegated to a proxy.

Section 2. TERMS OF OFFICE

- a. The terms of all members of the Board of Directors shall begin on January 1 of the year following the Annual Meeting at which they are elected and shall continue until their successors are elected and begin their terms of office. The terms of all members of the Board of Directors shall be two years (except the Officers and the CPCI Director). One Zone Director for each Zone, one Professional Member Director, one Supplier Associate Director, and one Erector Associate Member shall be elected each year. Elections for the three At-Large Directors, the Technical Activities Director, and the Research and Development Director shall be scheduled so that no more than three of these Directors are elected each year.
- b. Any elected Officer or Director who shall be absent from two of three consecutive Regular Board Meetings shall be deemed to have tendered resignation and shall automatically vacate the seat on the Board and such vacancy shall be filled as provided elsewhere in these Bylaws.
- c. Non-Officer Directors may be re-nominated and if elected may serve two consecutive full terms. This limitation does not include appointment and confirmation to fulfill one unexpired term. Each Non-Officer Director shall hold office until his or her successor is duly elected and takes office.

- d. The Chairman shall serve a term of one year and cannot succeed himself (herself). The Vice Chairman shall serve one year as Vice Chairman and one year as Chairman. The Secretary-Treasurer shall serve a term of one year. The Immediate Past Chairman shall serve a term of one year. Officers may be re-elected to the Board or as an Officer after an absence of one full year from the Board of Directors. Each Officer shall hold office until his or her successor is duly elected and takes office.

Section 3. NOMINATIONS. The Chairman, not later than 120 days prior to the Annual Meeting of the Institute, shall appoint the following Nominating Committees:

- a. A Board Nominating Committee, elected by the Board of Directors, to consist of the Immediate Past Chairman of the Institute as Chair, the Vice Chairman (Chairman-Elect), plus three of the retiring Zone Directors. The Board Nominating Committee shall request the advice and recommendations of the members of the Board of Directors, Past Chairmen and the President, and shall then prepare a report of nominees for the offices of Vice Chairman (Chairman-Elect) and Secretary-Treasurer, and for the three At-Large Directors, the Educational Activities Director, and the Research and Development Director. The Vice Chairman (Chairman-Elect) and Secretary-Treasurer shall each be a past or retiring member of the Board of Directors who will have served a minimum of one full two-year term as of the beginning of his/her term as an Officer.
- b. Six Zone Director Nominating Committees, one for each Zone, each Committee to consist of the retiring Zone Director as Chair plus two Producer Member representatives from the Zone who are appointed by the Chair. Each Zone Nominating Committee shall request the advice and recommendations of all Producer Members in its Zone and shall schedule an Annual Meeting during which at least one but no more than three nominees for the position of Zone Director shall be nominated. An affirmative vote of the majority of Producer Members present at the Annual Meeting shall be sufficient for nomination.
- c. A Technical Activities Director Nominating Committee, to consist of the current Vice Chairman (Chairman-Elect) as Chair and a minimum of two other Members appointed by the Chair from the Professional Membership of the Institute. The Committee shall prepare a report of the nominee(s) for the Professional Member Director to serve as Chair of the Technical Activities Committee.
- d. A Supplier Associate Member Director Nominating Committee, to consist of the retiring Supplier Associate Member Director as Chair plus one or more other Supplier Associate Member Directors appointed by the Chair. The Supplier Associate Member Director Nominating Committee shall request the advice and recommendations of the Allied Organizations, Board of Directors, Past Chairmen and the President, and shall then prepare a report of the nominee(s) for Supplier Associate Member Director.
- e. An Erector Associate Member Director Nominating Committee, to consist of the retiring Erector Associate Member Director as Chair plus one or more other Erector Associate Member Directors appointed by the Chair. The Erector Associate Member Director Nominating Committee shall request the advice and recommendations of the Allied Organizations, Board of Directors, Past Chairmen and the President, and shall then prepare a report of the nominee(s) for Erector Associate Member Director.
- f. A Professional Member Director Nominating Committee, to consist of the retiring Professional Member Director as Chair plus the other Professional Member Directors. The Professional Member Director Nominating Committee shall request the advice and recommendations of the Board of Directors, Past Chairmen, Allied Organizations and the President, and shall then prepare a report of the nominee(s) for Professional Member Director.

Should there be no retiring Director in any of these categories, the Chairman shall appoint an appropriate Chair for such Nominating Committee. All Nominating Committees shall file their reports of nominees, including biographical information, with the President not later than 60 days prior to the Annual Meeting of the Institute.

Section 4. ELECTION OF DIRECTORS

- a. The President shall prepare and mail, at least 45 days prior to the beginning of the Annual Meeting, a list of the nominees for Officers and Directors to:
1. Each Producer Member with voting privileges, with a ballot listing the nominees for the three At-Large Directors, the Educational Activities Director, and the Research and Development Director.

2. Each Producer Member with voting privileges, with a ballot listing the nominees for Zone Director for each Zone in which the Producer Member has one or more production plants. (Each Producer Member shall have one vote in each Zone in which that Member has one or more production plants).
 3. Each Professional Member, with a ballot listing the nominee(s) for Technical Activities Director.
 4. Each Supplier Associate Member, with a ballot listing the nominee(s) for Supplier Associate Member Director.
 5. Each Erector Associate Member, with a ballot listing the nominee(s) for Erector Associate Member Director.
 6. Each Professional Member, with a ballot listing the nominees for Professional Member Director.
- b. Each ballot shall provide space for a "write-in" candidate for each directorship being filled.
- c. Ballots shall be returned to the President not later than 14 days prior to the Annual Meeting of the Institute.
- d. Ballots shall be counted by a minimum of two tellers, appointed by the Chairman. Fifty-one percent (51%) of the votes cast by eligible voters in favor of a nominee will be necessary for election. The election results shall be reported at the Annual Meeting of the Institute.
- e. No election shall result in any firm having more than one representative serving as a member of the Board of Directors. Directors *ex officio* and elected Officer positions are not included in this restriction.

Section 5. ELECTION OF OFFICERS. The Vice Chairman (Chairman-Elect) and Secretary-Treasurer shall be elected by the newly elected and non-retiring Directors who shall meet for such purpose at the Annual Meeting immediately following the election of Directors, under the chair of the current Chairman-Elect. An affirmative vote by fifty-one percent (51%) of the voting Directors present and voting shall be required for election. Only an individual who represents a Producer Member shall be eligible to serve as an Officer. The results of the election shall be announced at the Annual Convention.

Section 6. VACANCIES

- a. Incumbent Vacancy.** In case of an incumbent vacancy occurring in any office or directorship for any cause, the Board of Directors shall fill such vacancy for the unexpired term of said office or directorship.
- b. Unable to Serve.** In the event that any nominee or newly elected Officer or Director is unable to stand for election or begin their designated term of office, the appropriate Nominating Committee shall nominate another candidate for election by the proper constituency.

Section 7. REMOVAL. The constituency responsible for electing a Director or Officer may remove such Officer or Director in accordance with the Act.

ARTICLE VI

OFFICERS

Section 1. OFFICERS. The Officers of the Institute shall be the Chairman, the Vice Chairman (Chairman-Elect), the Secretary-Treasurer and the President. In order to qualify for service as an Officer other than the President, an individual must represent a Producer Member.

Section 2. The CHAIRMAN shall preside at all Meetings of the Executive Committee, the Board of Directors, and the Membership, and have personal supervision of the affairs of the Institute. The Chairman will also serve as Ex-Officio Member of all Committees and shall make all required appointments of the Chairs of Standing and Ad Hoc Committees.

Section 3. The VICE CHAIRMAN (Chairman-Elect) shall succeed to the Chairmanship and shall perform the duties of the Chairman whenever the Chairman is ill, absent, or otherwise unable to serve. The Vice Chairman (Chairman-Elect) shall serve

as Chair of the Institute Administration Committee and Co-Chair, along with the President, of the Budget Planning and Review Team. He or she shall also perform such duties as delegated or assigned by the Chairman.

Section 4. The SECRETARY-TREASURER shall keep or cause to be kept a record of all Meetings of the Directors and Members, and have general control and supervision of the financial affairs of the Institute. The Secretary-Treasurer shall report on the financial condition of the Institute at all Meetings of the Board of Directors and at other times when requested by the Chairman.

Section 5. The PRESIDENT shall be employed and/or terminated by the Executive Committee on behalf of the Board of Directors. The President shall be the Chief Executive Officer and shall devote his or her entire time and services to the Institute's activities. The President shall supervise the office of the Institute and its employees and shall discharge such other duties as are delegated by the Executive Committee. The President shall develop and implement (subject to the approval of the Executive Committee and the Board of Directors) operating policies, procedures and programs, and otherwise assume a leadership position in directing and implementing the business and affairs of the Institute. He or she shall serve as Co-Chair, along with the Vice Chairman, of the Budget Planning and Review Team.

ARTICLE VII

COMMITTEES AND TEAMS

Section 1. CHAIRS AND MEMBERS. Unless covered elsewhere in the Bylaws, all Committee and Team Chairs shall be appointed by the Chairman for a two-year term and may be removed by the Chairman at any time. Committee Chairs may be re-appointed for one succeeding two-year term. Committee Members may be appointed by the Committee Chairs.

Section 2. MISSION. Each Committee and Team shall operate under a stated mission approved by the Board of Directors.

Section 3. OPERATION. The Executive Committee may direct and give guidance to all Committees and Teams in matters of policy which arise and require action between Regular or Special Meetings of the Board of Directors, and shall approve the operating policies and procedures of all Committees and Teams.

Section 4. RESPONSIBILITY. All Committee and Team Chairs and Members shall cooperate fully on financial and procedural matters with the President and the assigned staff members. All contracts with suppliers and/or consultants shall be executed and administered by the President.

ARTICLE VIII

MEETINGS

Section 1. The ANNUAL MEETING of the Members of the Institute shall be held once each calendar year at such time and place as the Board of Directors may designate.

Section 2. SPECIAL MEETINGS of the Members may be called at any time or place by the Board of Directors, the Chairman, the Executive Committee, or by written petition of at least twenty percent (20%) of the Members in any voting Membership Class.

Section 3. NOTICE. Not less than 20 days notice of the time, place and purpose of any Annual or Special Meeting of the Membership shall be provided by mail to each Member.

Section 4. VOTING. At all Meetings of the Membership, each voting Member in good standing in the Institute shall be entitled to vote, which may be exercised in person or by proxy, executed in writing by the Member or his duly authorized attorney-in-fact. No such proxy shall be voted or acted upon after 11 months from its date, unless the proxy is specifically provided for a longer period.

Section 5. BOARD MEETINGS. The Board of Directors shall meet at least three times per fiscal year and shall hold one of its meetings at the Annual Meeting of the Institute. Special Meetings of the Board of Directors may be held at the call of the Chairman or six of the Directors. A minimum of 10 days notice of the time and place of all Regular or Special Meetings of the

Board of Directors shall be mailed to all Directors. Except as otherwise provided by the Board, the Meetings of the Board of Directors shall be open to all Members in good standing.

Section 6. MEETINGS BY ELECTRONIC CONFERENCE. Any action to be taken at a Meeting of either the Members or the Board of Directors may be taken through the use of a conference telephone or other communications resource by means of which all persons participating in the Meeting can communicate with one another. Participation in such a Meeting shall constitute presence in person at the Meeting of the persons so participating.

ARTICLE IX FEES AND ASSESSMENTS

Section 1. The FISCAL YEAR shall be from January 1 to December 31 of each year. The fees year shall be from April 1 to March 31.

Section 2. The ANNUAL FEE STRUCTURE for each Membership Class shall be established by the Board of Directors.

Section 3. ASSESSMENTS. The Board of Directors may, by a two-thirds vote of the entire Board, at any Regular or Special Meeting, authorize an additional assessment of the Membership to meet operating expenses of the Institute.

Section 4. DELINQUENCIES. Fees, assessments, and invoices shall be considered delinquent if not paid 90 days after the billing date.

ARTICLE X AFFILIATED ASSOCIATIONS

Section 1. APPLICABILITY. An association consisting primarily of individuals or firms that are PCI Members may enter into a relationship of affiliation with the Institute whenever the Board of Directors may so approve, in accordance with policies and procedures adopted by the Institute.

Section 2. CHAPTERS. An association affiliated with the Institute may be a Chapter only if all members of the association in its principal membership category that meet the qualifications for membership under the Institute's Bylaws are also members in good standing of the Institute. Each Chapter shall be governed by bylaws adopted in such form and manner as approved by the Institute Board of Directors in accordance with policies and procedures adopted by the Institute.

Section 4. DISSOLUTION. The Board of Directors may revoke the Institute's affiliation with any association at any time and in such manner and after such investigation as the Board of Directors may deem necessary.

ARTICLE XI INDEMNIFICATION

Section 1. INDEMNIFICATION. Each Director and Officer (Executive and Operating Officers) of the Institute and each other person who is or was serving at the request of the Institute as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and his heirs, executors and administrators, and employed staff of the Institute shall be indemnified by the Institute to the fullest extent permitted under the Act, as it shall be amended from time to time. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members, or disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent. The Institute shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

ARTICLE XII
USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XIII
AMENDMENTS

Section 1. AMENDMENTS. These Bylaws may be amended, revised or repealed by an affirmative written vote of two-thirds of the Members of the Board of Directors at any Regular or Special Meeting, provided the notice of the Meeting at which an amendment, revision, addition, or deletion is to be considered shall contain the text of the proposal, and that such notice be sent to all Members of the Board of Directors not less than 10 days prior to the Meeting of the Board of Directors. Notice of all revisions to the Bylaws shall be mailed to all Members of the Institute within 45 days following such revision.