



## **AMERICAN CONCRETE PIPE ASSOCIATION PAC**

### **By-Laws**

**Restated November 11, 2020**

#### **Objective**

The American Concrete Pipe Association (“ACPA”) PAC is the bipartisan political action committee for the concrete pipe industry. It serves to raise funds in order to contribute to congressional candidates who support the concrete pipe industry through a progressive, continuous and well-funded national transportation program.

#### **ARTICLE I – Name, Location and Objectives**

**Section 1.** The name of this Association shall be the American Concrete Pipe Association PAC, also known as ACPA PAC, a political action committee formed in accordance with federal law on or about June 6, 2006.

**Section 2.** The Principal office of the PAC shall be located in the offices of the ACPA in the State of Texas and/or in such locations as may be determined by the Board of Directors.

**Section 3.** The objectives of this PAC shall be to support Federal candidates who support the goals of ACPA through a progressive, continuous and well-funded national infrastructure program.

#### **ARTICLE II – Membership**

Any Individual Member or employee of ACPA who contributes to ACPA PAC via payroll deduction or recurring credit card or bank draft or at least a \$500 annual contribution shall be an Active Member of ACPA PAC and shall remain an Active Member of the PAC so long as their payroll or other recurring contribution continues or for 12 months following their most recent annual contribution of \$500 or more. If an Individual Membership in ACPA is terminated in accordance with provisions of ACPA bylaws or if employment at ACPA ends PAC Membership will end.

#### **ARTICLE III – Officers and Board of Directors**

**Section 1.** Organization: The PAC will be governed by the PAC Board of Directors composed of ACPA PAC Active Members as described below. Effective at the next

regularly scheduled Fall or Spring ACPA Board of Director's meeting, the Board will consist of no more than 9 persons. Each Board member must be a U.S. Citizen or National and must be an Active PAC Member. Provided they are Active PAC Members, the following ACPA directors and officers are designated Members of the Board: the ACPA Immediate Past Chairman, Chairman, Vice Chairman, Treasurer, Secretary, President, and the Chairman of the ACPA Government Relations Committee. In addition, the ACPA Board shall elect 2 other at-large members. The Comptroller of the ACPA and the PAC Fundraising Chairman shall serve as ex-officio members of the Board without voting rights and, in the case of the Comptroller, without being an Active PAC Member. The PAC Fundraising Chairman shall be appointed annually by the ACPA Chairman.

Each Board member shall be elected at or before the annual meeting of the ACPA, to serve a two-year term.

The operation of the PAC shall be governed by the PAC Board of Directors and these By-Laws and in accordance with federal law, and by such additional rules and regulations as are established by its Board of Directors.

The Chairman of the PAC Board shall be the Chairman of the ACPA.

The Vice Chairman of the ACPA Board of Directors shall be the Vice Chairman of the PAC Board of Directors.

No ACPA member company shall be allowed more than one member on the PAC Board of Directors.

**Section 2. Removal.** The Treasurer shall provide the Chairman with a list of any designated or elected Board members who are not active PAC Members, either upon election or during their terms. The Chairman shall notify any Board Members disqualified due to failure to maintain active membership in the PAC. Said Members shall have 14 days to renew their active membership. If any disqualified Member fails to cure their disqualification in the 14 days allowed, the Member shall be removed from the PAC Board. Once the disqualified PAC Board Member again satisfies the requirements for PAC membership, they then will requalify and will be reinstated on the PAC Board.

In the event that any designated or elected Board Member is unable to qualify due to failure to remain an Active PAC Member or because the appointment or election would cause an ACPA member company to have more than one Member on the PAC Board, the Board seat shall remain vacant until the designated or elected Member is qualified or a replacement is designated.

PAC Board members may be removed for other cause on motion of the Chairman with a vote of a two thirds majority of the Board. No Board Member shall be entitled to vote on a motion regarding the Board Member's own removal.

**Section 3.** Officers: The officers shall be the Chairman, the Vice-Chairman, the Treasurer, and the Assistant Treasurer. The Treasurer shall be the President of the ACPA. The Assistant Treasurer shall be the ACPA Government Relations Chairman.

**Section 4.** Meetings of The Board: The PAC Board of Directors shall meet at least twice annually, immediately prior to or following ACPA Fall and Spring Board of Directors meetings. Additional Meetings of the PAC Board of Directors may be called by the Chairman or upon the written request of at least one-third of the current PAC Board members. A quorum shall consist of at least 50 percent of the current PAC Board members. Meetings may be held telephonically, via the Internet, or by other remote meeting technologies provided that all participating Members may hear one another.

All questions before the PAC Board shall be decided by a majority vote, a quorum being present. In the event of a tie vote the vote of the Chairman shall prevail.

Proxy voting is not permitted.

**Section 5.** Vacancies: A vacancy in any office, except that of Chairman of the PAC Board, shall be filled from among the remaining Directors by the Directors at a regular or special meeting. If, because of resignation or for any other reason, the office of Chairman of the PAC Board becomes vacant, the Vice Chairman of the PAC Board of Directors shall fulfill the duties of the Chairman of the PAC Board and the PAC Board of Directors shall, in turn, appoint another Vice Chairman of the PAC Board to fill the attendant vacancy.

#### **ARTICLE IV – Duties of Officers and Board of Directors**

**Section 1.** Chairman of The Board: The Chairman of the PAC Board shall preside at all meetings. He shall also communicate to the ACPA or to its Board of Directors such matters as he deems appropriate and make suggestions and shall perform such other duties as are necessarily incident to the office of the Chairman of the PAC Board or as may be prescribed by the PAC Board of Directors.

**Section 2.** Vice Chairman of The PAC Board: The Vice Chairman of the PAC Board shall perform all duties of the Chairman of the Board in his absence, and, in case the office of Chairman of the PAC Board shall become vacant, the Vice Chairman of the PAC Board shall succeed to that office. The Vice Chairman of the PAC Board shall also carry out such other duties as may be delegated to him by the PAC Board of Directors.

**Section 3.** Treasurer: The Treasurer shall have charge of all monies belonging to the PAC and shall keep an accurate account and present an itemized report of all receipts, excluding individual names, and expenditures to the PAC Board of Directors at such times as the Chairman of the PAC Board or the PAC Board of Directors may direct. The Treasurer shall pay all bills of the PAC only after the expenditure has been authorized by the PAC Board of Directors, and these bills have been approved by the Chairman of the

PAC Board, and shall assume such other duties as may be assigned to him/her by the Chairman of the PAC Board or PAC Board of Directors. The Treasurer may delegate these duties to other ACPA employees or contractors, but the Treasurer remains responsible for performance of these duties.

The Treasurer, in the name of the PAC, shall open such bank accounts, make investments, borrow money, or enter contracts only as he may be so directed by resolution of the PAC Board of Directors approved by a two-thirds vote. All checks, notes, or other contracts, drawn on behalf of the PAC, shall be signed by the ACPA President, or Chairman of the PAC Board with the approval of the Board of Directors. The Treasurer shall timely file all reports with the Federal Election Commission and such other agencies as required by Federal law. The Treasurer is responsible under the Federal Election Campaign Act for ensuring compliance with Federal laws government PACs including observing limits on receipts and disbursements and complete, accurate, and timely filing of reports with the federal Election Commission. The PAC may not receive or make contributions when the offices of Treasurer and Assistant Treasurer are vacant.

**Section 4.** PAC Board of Directors: The PAC Board of Directors shall have the power to supervise the conduct of the affairs of the PAC, to establish such offices of the PAC as they may deem necessary, and to do everything necessary and desirable in the conduct of the PAC, in accordance with the By-Laws and federal law.

## **ARTICLE V – Meetings**

**Section 1.** At all meetings of the members, the following order of business shall be substantially observed so far as may be consistent with the purpose of the meeting.

- Roll call, a quorum being present.
- Reading of the minutes and action thereon.
- Report of the Chairman of the PAC Board.
- Report of the Treasurer.
- Unfinished business.
- New business.

**Section 2.** The order of business may be altered at any meeting by the Chairman without debate. The usual parliamentary rules as laid down in Robert's Rules of Order (Revised) shall govern all debates, when not in conflict with these By-Laws.

**Section 3.** PAC Board of Directors Meetings may be attended by any one at the invitation of or by permission of the PAC Chairman.

## **ARTICLE VI – Indemnification**

**Section 1.** The ACPA shall indemnify any and all of its directors, officers and staff or, former directors, officers and staff or any person who may have served at its request or by its election as a director, officer or staff of ACPA PAC against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceedings in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director, officer or staff of ACPA PAC, except in relation to matters as to which any such director, officer or staff shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The ACPA may seek the opinion of counsel, as needed, in determining the suitability of indemnification in any given situation.

## **ARTICLE VII – Confidentiality**

Proceedings of the PAC Board and materials presented or shared during Board meetings are confidential. Each Board Member shall treat proceedings of and materials presented to the Board with at least the same care as the Member treats confidential information of his own company. Proceedings and materials may not be shared with any other person without the permission of the Board. The Chairman shall remind Board Members of their confidentiality obligations when sensitive materials are presented at Board meetings.

## **ARTICLE VIII – Finance**

**Section 1.** The PAC Chairman and/or Treasurer shall have the authority to execute contracts for the ACPA PAC, and further, the Treasurer together with the PAC Chairman jointly shall have the authority upon authorization from the PAC Board of Directors to buy, sell, transfer and do all other necessary legal acts of the PAC, except for making contributions to political campaigns.

**Section 2.** Contributions to political campaigns may be made only upon the majority vote of the Board of Directors. The Board is not constrained by requests that a particular contribution to the PAC be contributed to a particular campaign.

## **ARTICLE IX – Amendments**

**Section 1.** These By-Laws may be amended by and at any meeting of the ACPA Board, by a vote of two-thirds of the ACPA Board members present and entitled to vote.

## **ARTICLE X – Dissolution**

ACPA PAC shall have perpetual existence but may be dissolved at any time by action of the Board of Directors of ACPA PAC or the Board of Directors of ACPA. Upon such dissolution, all funds remaining in the depository account shall be (1) promptly returned to the contributors of the funds; (2) promptly distributed to one or more federal candidates or political committees; (3) donated to tax-exempt charitable institutions; or (4) otherwise disposed of in accordance with applicable law as may be determined by the directors of ACPA PAC.