

BYLAWS

PRECAST CONCRETE ASSOCIATION OF NEW YORK, INC
31 Riverview Avenue, Binghamton, NY 13904
Telephone 607-595-1636

Original: August 7, 1986 Amendments: 1998, 1999, 2002, 2004, 2005

ARTICLE I NAME AND PURPOSE

Section 1.

The name of the Association shall be the "Precast Concrete Association of New York, Inc.", a Type A non-profit corporation under the Not-For-Profit Corporation Law of the State of New York. The purposes of the Corporation shall be:

A. To promote in a lawful and legal manner the development, preservation, operation, maintenance, and the general welfare of the Precast Concrete industry (which term is intended to include the Prestressed Concrete Industry) of the State of New York and to promote the use of Precast Concrete Construction in the State of New York and elsewhere by demonstrating its advantages and benefits.

B. To foster a spirit of goodwill among those persons and firms engaged in the Precast Concrete Industry, to promote ethical practices in their relationship with each other, their employees, associates and the general public, to the end that all interests may be served fairly.

C. To conduct studies, engage in research, and in any other similar and legitimate activities to aid the Precast Concrete Industry of the State of New York, and to take all necessary actions to set acceptable standards for the industry and to maintain or raise such standards, to the end that all those persons and firms engaged therein and the general public may be better served.

D. To supply timely information in a legal manner to the members of this association, to any person engaged in the Precast Concrete industry of the State of New York and to the general public with respect to any and all matters vital to the maintenance, preservation and development of the Precast Concrete industry.

E. To collaborate and co-operate in every legal manner with and to represent its members' viewpoints to all branches of the government of the State of New York, the Federal Government, and other national, State or local governments having to do with the Precast Concrete industry in the State of New York.

F. To collaborate, co-operate, and exchange data and ideas with trade associations, chambers of commerce, boards of trade, and other organizations and individuals and to act as a clearing-house for information for its members to accomplish the aforesaid purposes.

G. To conduct in every legal manner trade promotion activities, including advertising and publicity, and to foster the trade, commerce and interests of the members of the association and the Precast Concrete Industry.

H. To engage in any lawful activities which will enhance the efficient and economic progress of the Precast Concrete Industry.

I. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members.

J. To do and perform all and everything which may be necessary, advisable or suitable and proper for the conduct of the business of said Association and for the purposes of carrying out the objects heretofore expressed and to exercise all express and implied powers and rights in the conduct of the business which the Association may possess.

ARTICLE II MEMBERSHIP

Section 1.

Membership shall consist of five classes – Full Producer Member, Septic Tank Producer Member, Associate Member, Septic Tank Associate Member, and Professional Member.

(a) PRODUCER MEMBER – To be eligible for membership, a firm shall maintain a fixed plant for the fabrication of precast/prestressed concrete products, and, in addition to maintaining a fixed plant, shall be a member of the Prestressed Concrete Institute and participate in its plant certification program, or be a member of the National Precast Concrete Association and participate in its plant certification program, or be approved by the New York State Department of Transportation or the New York State Office of General Services. Producer Member firms shall be entitled to one vote at Membership meetings.

(b) SEPTIC TANK PRODUCER MEMBER – To be eligible for membership, a firm shall maintain a fixed plant for the primary purpose of fabricating precast concrete septic tanks and related products, and shall participate in the PCANY Certification Program for Water and Wastewater Products. Producers who regularly engage in the sale of products for New York State agencies, or who sell any products intended for NYSDOT projects shall not be eligible for Septic Tank Producer Member status but shall be eligible as a full Producer Member. Septic Tank Producer Members whose status changes as a result of NYS market share shall upgrade their membership, no later than the beginning of the next dues cycle, to Full Producer Member. Septic Tank Producer Members shall be entitled to one vote at Septic Tank Producers Meetings; they shall be entitled to attend all PCANY meetings and functions, but do not have an individual vote at said meetings. Septic Tank Producer Members collectively shall select one representative who shall be entitled to one vote at Membership meetings and who shall serve on the Board of Directors.

(c) ASSOCIATE MEMBER – An Associate Member shall be any person, firm or corporation, or other entity, interested in the precast concrete industry who does not manufacture precast concrete. They shall be entitled to attend all PCANY meetings and functions, but do not have an individual vote at said meetings. Associate Members collectively shall select one representative who shall be entitled to one vote at Membership meetings and who shall serve on the Board of Directors.

(d) SEPTIC TANK ASSOCIATE MEMBER – A Septic Tank Associate Member shall be a similar class to Associate Member, except whose interest and involvement with the Association is limited to Septic Tank Producer Members.

(d) PROFESSIONAL MEMBER – A Professional Member shall be any person, firm or corporation or other entity interested in the precast concrete industry who neither manufactures precast concrete, works for a non-member manufacturer of precast concrete, or sells, supplies or services plant, product or equipment used by the producer members. They shall be entitled to attend all PCANY meetings and functions, but do not have an individual vote at said meetings. Professional Members collectively shall select one representative who shall be entitled to one vote at Membership meetings and who shall serve on the Board of Directors.

Section 2.

Applications for membership shall be accepted by a majority vote of the directors. Voting may be in writing, by facsimile transmission, or e-mail.

Section 3.

Any member may be suspended or expelled from the Association by action of the directors, confirmed by a two-thirds vote of the voting members present at a regularly scheduled or special membership meeting. Additionally, members may be suspended or expelled in accordance with the provisions of Article VII below.

ARTICLE III ADMINISTRATION

Section 1.

At the Annual Meeting, the following officers shall be elected: President, Vice-President, Secretary, Treasurer, Septic Tank Producer Director, Associate Member Director, and Professional Member Director. Their terms shall be for two years, or until their successors are chosen.

Section 2.

Vacancies in any office shall be filled until the next annual meeting by the Board of Directors.

Section 3.

The affairs of the Association shall be conducted by the Executive Director, subject to the bylaws and approval by the Board of Directors (herein after called "The Board").

Section 4.

The Board of Directors shall consist of a President, Vice-President, Secretary, Treasurer, Immediate Past President, Septic Tank Producer Director, Associate Member Director, and Professional Member Director. The officers shall be elected by a majority vote of the Producer members present. The Directors who represent the Septic Tank Producers, the Associate Members, and the Professional Members shall be elected by a majority of their membership class respectively present for a term of two years, or until their successors are chosen.

Section 5.

The Board shall hold regular meetings at such times and places as may be determined by it. Special meetings may be called at any time by the President or by any three members of the Board by making such request to the President and a majority of the total number of members on the Board shall constitute a quorum. Action of the Board shall be by the vote of a majority of those Board members present.

Section 6.

The President shall preside at all meetings of members and directors. The Executive Director shall be the principal executive officer of the corporation. The President shall have the authority to appoint all committees, agents, servants, and employees, who, in the opinion of the Board of Directors, are necessary to carry out the function of the corporation, subject, however, to subsequent approval by a majority of the Board of Directors at the next regular or special meeting of the Board. Committees shall act upon a majority vote of the members present at meeting of said committees.

Section 7.

The Vice President shall, in the case of death, absence, or inability of the President to act, perform the duties incumbent on the office of President.

Section 8.

The Secretary shall keep the minutes of the meetings of the members and the Board of Directors. The Administrative Director shall be the keeper of the records and books of the corporation, and shall discharge all other administrative duties as directed by the President, the Secretary, or the Executive Director.

Section 9.

The Executive Director shall keep all funds and financial records of the corporation intact and shall deposit the same in such bank as the Treasurer may direct, and shall discharge all other financial duties as directed by the Treasurer. With approval of the Treasurer, the Executive Director may assign these duties to a non-member qualified individual or corporation, who shall work for the Association under the direction and control of the Executive Director.

Section 10.

The Immediate Past President shall be in charge of nominations, as chairman of the Nominating Committee, and shall assist the President as required.

Section 11.

The members, officers, and the Directors shall not be personally liable for any obligations of the Corporation, nor shall any member, officer, or director be held responsible for any discretionary act accomplished in good faith on behalf of the corporation of the stated purposes of the corporation or the emphasis given particular aspects thereof.

Section 12.

The President may create such special committees as he deems necessary.

Section 13.

The Board of Directors may establish and order: the payment of dues by members, on an annual or other periodic basis, in the amount deemed necessary or desirable; a special assessment or assessments of members at such times and in such amounts as may be deemed necessary or desirable; and may, but shall not be required to, differentiate between membership classes with respect thereto. Initial annual dues shall be set as provided in Article V below.

Section 14.

An annual meeting of the membership shall be held each year at a time and place selected by the Executive Director.

Section 15.

Special meetings may be called by the directors, or a majority of voting membership. The time and place for special meetings shall be decided by the President.

Section 16.

Written notice stating the time, place and purpose(s) of annual or special meetings shall be given not less than ten days or more than 90 days in advance of the date of such a meeting, unless same shall be waived in writing by a quorum.

Section 17.

Actions by the members at all meetings of the membership of the Association shall be upon the vote of a majority of the voting members present, so long as at least four members are present, which shall constitute a quorum.

Section 18.

If a quorum of the members or directors as applicable is not present at the meeting, the meeting will be conducted as directed by the Board of Directors.

ARTICLE IV ELECTIONS

Section 1.

A Nominating Committee consisting of three members, two of whom shall be Past Presidents, shall be appointed each election year by the President. The Immediate Past President shall chair the Committee.

Section 2.

It shall report to the Executive Director at least one name for each office to be filled at least fifteen days prior to the date of the annual meeting and shall advise the candidate of his selection.

Section 3.

Additional nominations will be received from the floor for all offices to be filled at the annual meeting. Each such nomination must be seconded.

The term of each newly-elected officer shall begin at the close of the annual meeting immediately following election. Retiring officers shall hold over until their successors are elected.

ARTICLE V DUES AND ASSESSMENTS

Section 1.

Annual or other periodic dues shall be as directed by the Board of Directors. Dues and assessments may be levied at the discretion of the Directors. Assessments may be levied at the discretion of the Directors for the estimated cost of a project, study, or unusual promotional situation, or for other purposes deemed in the best interests of the Association and its members.

Section 2.

No member shall be deemed in good standing or entitled to vote or to enjoy or receive any of the benefits of the corporation if any of said member's dues or assessments are unpaid for a period of sixty (60) days after levy or assessment.

Section 3.

A register of the membership in good standing shall be maintained by the Executive Director.

ARTICLE VI BYLAWS AMENDMENTS AND ALTERATIONS

Section 1.

The Bylaws may be amended or altered at any regular or special meeting of the membership of the Association by a majority of the members thereat, if such be a quorum. By direction of the Board of Directors the Bylaws may be amended or altered by letter ballot providing that two-thirds of its members in good standing who return their ballot within twenty days from the date the ballot was mailed are in favor of such amendments or alterations.

ARTICLE VII DISCIPLINE

Section 1.

By majority vote of the Board of Directors, a member of this Association may be suspended from membership for a period not to exceed one (1) year or expelled for failure to pay dues or assessments or for other cause on the following grounds:

- (a) violation of these Bylaws
- (b) conduct prejudicial to the best interests of this Association, or such other conduct for which discipline as hereinbefore set forth is not in violation of any state or federal law, rule or regulation.

In the event a member is expelled, his dues may but shall not be required to be prorated to the date of expulsion, in the discretion of the Board of Directors.

ARTICLE VIII RESIGNATIONS

Section 1.

No member may withdraw from the Association until the member has submitted to the President a written resignation, by certified or registered mail, with return receipt requested, by the member, accompanied by his remittance in full of all dues and assessments outstanding, subject to the provisions of Article VII above. The duty of the Association to furnish its services to such member shall cease as of the effective date of such resignation or termination.

ARTICLE IX PROXIES

Section 1.

Every member in good standing shall be entitled to vote either in person or by proxy, consistent with their voting rights enumerated in Article II. If in any meeting, the right of a member representative to vote is challenged, the presiding officer shall require the membership register to be produced and the representative of each member in good standing may cast his vote. This shall also apply to the election of directors.

ARTICLE X DISSOLUTION

Section 1.

Because this association was organized as a Not-For-Profit Corporation for the purposes set forth in Article I above and not for the financial benefit of its members, no part of any accumulated surplus or net earnings, if any, shall ever inure to the benefit of its members. To further this objective, the balance, if any, of all money received by the Association from dues from its members, or any source, shall be used exclusively to carry out the objects and purposes for which this Association was formed, and in the event of a dissolution of this Association the assets thereof shall be transferred to those accredited New York State schools, colleges, universities and technical institutions selected by the Board of Directors, in such sums as they direct, for their use in education and to further and advance construction and engineering methods with respect to precast and/or prestressed concrete construction methods, and, in general, to enhance the skills, technical knowledge and professional competence and reputation of the precast/prestressed concrete construction industry.

The undersigned Incorporators hereby certify that they have adopted the foregoing By-Laws as the first By-Laws of the Corporation, in accordance with the provisions of Section 602 of the Not-For-Profit Corporation Law, this 7th day of August, 1986.

Signed: Peter J. Smith Daniel Bocard
 Gordon Nagle Richard Clarke
 Harry Palmbaum

As amended: March 8th, 2002, by its Board of Directors:
 Jay Abbey Tony Mazzeo
 Joseph Nagle Scott Harrigan
 William Augustus Scott Chenet

As amended: via letter ballot, May 2005, by its Board of Directors:
 Scott Harrigan Richard Martel
 Thomas Montalbine David Wan
 Ronald Thornton Edward Pennypacker
 Anthony Pacini Jay Abbey