

# BY-LAWS OF THE POST-TENSIONING INSTITUTE

May 7, 2008

## ARTICLE I: Name and Location

**Section 1.** The name of this Association shall be the Post-Tensioning Institute (hereinafter "Institute").

**Section 2.** The principal office and place of business of the Institute shall be located in or adjacent to the City of Phoenix, State of Arizona, or such other place as may be designated by a majority of the members.

## ARTICLE II: Purposes and Objectives

The purpose and objectives of the Institute shall be to expand the uses of fabricated post-tensioning materials; to deal with pertinent technical and marketing tasks; to compile and publish information of benefit to users of post tensioning materials; to cooperate in every lawful way in the adoption and maintenance of standard specifications for fabrication and installation of post-tensioning materials; and to do all other lawful acts and things to increase the use of post-tensioning materials and to promote and protect any other legitimate common interests of the members.

## ARTICLE III: Membership

**Section 1. Nature of Institute.** The Institute is voluntary, has no capital stock and shall not operate for profit. Its members shall be composed of those who may from time to time be admitted to membership in such manner as may be prescribed in these By-Laws.

**Section 2. Definitions.** The term "post-tensioning materials" as used in these By-Laws means: a complete assembly consisting of anchorage, prestressing steel (with sheathing when required), fabricated and/or installed in compliance with recognized published technical standards for post-tensioning materials, and used to impart a prestressing force to concrete, earth, or other material. The term "person, firm or corporation" shall mean any entity engaged in the activities described in Section 3 and all other organizations engaged in similar activities which own or effectively control such entity or are owned or effectively controlled by such entity. The term "North American Continent" shall include all the Territories under the legislative control of the United States of America, Canada, the United Mexican States and Puerto Rico.

## Section 3. Membership.

Any person, firm or corporation engaged in the post-tensioning businesses described below may, subject to the requirements set forth below and approval of the Board of Directors, apply for membership in the Institute provided that:

- 1) No applicant for any class of membership shall be admitted to that class if such applicant or such applicant's employer or business is eligible for any other class of membership having a higher dues and assessment base pursuant to Post-Tensioning Institute's most recent dues structure except for Professional Members whose employer or business is eligible for Consulting Member class.
- 2) An applicant's class of membership shall be determined by virtue of such applicant's business activities falling under such other class description, eligibility for which shall be measured by affirmation of the applicant that its business activities fall in such other higher class on an annualized calculation pursuant to the most recent pro-forma or audited financial statements of such applicant submitted to the Executive Director in confidence.
- 3) A person, firm or corporation may apply for membership in more than one class, provided that the applicant shall pay all dues and assessment associated with each membership class.
- 4) Professionals and other qualified individuals may apply for separate professional membership if their employer or business is a member in good standing of the Institute or has applied for such membership in good faith.
- 5) All members shall be adjusted to higher or lower classes annually, based on suitable confidential financial affirmation of the prior calendar year activity and subject to approval of the Board of Directors.

Classes of membership shall be:

**A. Post-Tensioning Member:** A person, firm or corporation, who maintains one or more locations from which it engages in the fabrication of post-tensioning materials, provided that, all post-tensioning members fabricating unbonded single strand tendons shall, as a condition of initial and continuing membership, maintain certification of all their plants pursuant to the Institute's certification program for plants producing unbonded single strand tendons, as shall be in effect from time to time.

**B. Prestressing Steel Supplier Member:** A person, firm or corporation engaged in the manufacture and/or sale of prestressing steel used by those eligible for Post-Tensioning Membership.

**C. Associate Member:** A person, firm or corporation engaged in the manufacture and/or sale of equipment or other materials used by those eligible for Post-Tensioning Membership.

**F. Consulting Company Member:** A firm or corporation engaged in providing professional consulting services to the Institute, its Members, their customers or the Post-Tensioning Industry.

**D. Installing Company Member:** A person, firm, or corporation engaged in the installation or stressing of post-tensioning materials.

**E. Affiliate Member:** A person, firm or corporation engaged in a business or industry of providing products or services allied or related to the business of those eligible for Post-Tensioning Membership excepting professional services licensed by a State or Province. A person, firm or corporation that accepts contracts to deliver post-tensioning materials and/or labor shall be eligible for Affiliate membership provided that the person, firm or corporation does neither the tendon fabrication nor the tendon installation with its own facilities or forces.

**G. International Post-Tensioning Member:** A person, firm or corporation, who maintains one or more offices outside of the North American Continent, from which it engages in the promotion and sale of post-tensioning materials and accepts contracts to deliver such materials in the name of such person, firm or corporation outside of the North American Continent. Any sales or delivery of such material into the North American continent shall constitute eligibility for membership in Class A, Post-Tensioning Member.

**H. International Prestressing Steel Supplier Member:** A person, firm or corporation engaged in the manufacture and/or sale of prestressing steel, used by those eligible for International Post-Tensioning Membership, outside of the North American continent. Any sales or delivery of prestressing steel into the North American continent shall constitute eligibility for membership in Class B, Prestressing Steel Supplier.

**I. International Associate Member:** A person, firm or corporation engaged in the manufacture and/or sale of equipment or other material, used by those eligible for International Post-Tensioning Membership, outside of the

North American continent. Any sales or delivery of such materials into the North American continent shall constitute eligibility for membership in Class C, Associate Member.

**J. International Installing Company Member:** A person, firm, or corporation engaged in the installation or stressing of post-tensioning materials outside of the North American Continent. Any sales of services into the North American continent shall constitute eligibility for membership in Class D, Installing Company Member.

**K. International Affiliate Member:** A person, firm or corporation engaged in a business or industry of providing products or services allied or related to the business of those eligible for Post-Tensioning Membership outside of the North American Continent. Any sales or delivery of products or services into the North American continent shall constitute eligibility for membership in Class E, Affiliate Member.

**L. Professional Member:** Any person who is a licensed architect or engineer, construction inspector, public building official or any person who is deemed by the Executive Committee to have abilities or standing equal to this qualification.

**M. Association Member:** Any trade association or organization having United States income tax exemption or having purposes and objectives compatible with the goals and purposes of the Institute.

**N. Honorary or Lifetime Member:** Any person may be conferred Honorary or Lifetime Membership at such times and under such terms as determined by the Board of Directors.

**O. Student Member:** Any person who is enrolled in a recognized institution of higher learning, in the architectural or engineering field.

**Section 4. Application and Election.** Application for membership shall be made in writing, and in a form approved by the Board of Directors, addressed to the Executive Director of the Institute, and shall state the name, place and nature of business of the applicant, that applicant has read these By-Laws and accepts and agrees to be bound by the provisions thereof, and that the applicant agrees to pay dues and assessments and, as applicable, meet the conditions set forth in Article III, Section 3(a) hereof. Such application shall be considered by the Executive Committee by written ballot, and a vote of not less than two-thirds (2/3) of the members of the Executive Committee in favor thereof shall be required to elect the applicant to Membership. The Board of Directors shall be notified of pending membership applications under consideration by the Executive Committee.

Each Member by joining the Institute assumes and agrees to pay dues and assessments to the Institute for the then current fiscal year prorated to the nearest full quarter in accordance with the dues and assessment schedule adopted by the Board of Directors for that year.

**Section 5. Termination.** Membership in the Institute may be terminated by dissolution, death, resignation or expulsion. Upon termination of membership, all rights, privileges and interests of such member, in and to the Institute, shall cease. A member may resign at any time upon giving 90 days written notice of resignation to the Institute, which shall be accompanied by payment of all dues and assessments for the then current fiscal year prior to the date of the receipt of such resignation by the Institute, or the member shall make other provision for the payment thereof satisfactory to the Board of Directors. The dissolution or resignation of any member shall not in any way affect such member's indebtedness to the Institute for the then current fiscal year.

Any member may be suspended from the Institute by the Board of Directors after hearing, with due notice and upon proof being submitted to the Board that such member has failed to observe any provision of the Institute's By-Laws or any resolution, rule or regulation thereunder. The conditions and length of such suspension shall be determined by the Board of Directors. During the period of suspension, a suspended member is not entitled to the rights and privileges of membership, although the member remains fully liable to the Institute for all dues and assessments to the same extent and in the same manner as if it has not been suspended.

The membership of any member of the Institute may be terminated by a two-thirds (2/3) vote of the entire Board of Directors after a hearing with due notice and upon proof being submitted to the Board of Directors that such member has failed to observe any provision of the Institute's By-Laws or any resolution, rule or regulation made thereunder. Termination of membership for non-payment of dues shall be in accordance with the provisions of Article VII of these By-Laws.

Members expelled or suspended shall be notified of the Board of Directors action by the Executive Director and shall be informed concerning the appeal procedure. All appeals shall be heard by the Executive Committee who shall report on any appeal proceedings to the next meeting of the Board of Directors to accept or reject that appeal.

#### **Section 6. Use of Membership Mark**

All members in good standing shall be eligible to use the official "PTI Membership Mark" on their company's documents only for the use and purpose of identifying their

membership in the Institute. Reproducible artwork from PTI depicting this membership mark shall be made available on request to all members in good standing. This mark is registered to, and is the property of, the Post-Tensioning Institute. The right to use this mark shall be granted only to members in good standing as defined in these By-Laws. This right shall be immediately revoked upon termination of membership. Its use is strictly limited to identifying membership status in the Institute. The mark shall not be altered in any manner other than reduction or enlargement, and shall be kept in its original proportions when it is resized.

### **ARTICLE IV: Management**

**Section 1. Board of Directors.** The management and control of the Institute and its affairs shall be vested in a Board of Directors composed of one (1) director for each Post-Tensioning Member of the Institute, two (2) directors representing Prestressing Steel Supplier Members, two (2) directors representing Associate Members, one (1) director representing Consulting Company Members, one (1) director representing Installing Company Members, one (1) director representing Affiliate Members, three (3) directors representing Professional Members, one (1) director-at-large and the Officers of the Institute other than the Executive Director as defined in Article V. No firm shall have any more than one representative serving as a member of the Board of Directors. Directors representing Professional Members and the director-at-large shall not be affiliated with either Post-Tensioning, Prestressing Steel Supplier, Associate, Installing Company or Affiliate Members.

**Section 2. Eligibility.** No person shall be eligible to serve as a director unless he or she is an owner, partner, employee or agent actively connected with the business of a Post-Tensioning Member, a Prestressing Steel Supplier member, an Associate Member, a Consulting Company Member, an Installing Company Member, an Affiliate Member or is a Professional Member in good standing. If any director shall cease during the term of his or her office to be an owner, partner, employee or agent actively connected with the business of a Post-Tensioning Member appointing him or her, a Prestressing Steel Supplier member, an Associate Member, a Consulting Company Member, an Installing Company Member, an Affiliate Member or shall cease to be a Professional Member in good standing, he or she shall thereupon cease to be a director.

**Section 3. Powers and Duties.** The Board of Directors shall have power to make rules and provisions for the carrying on of the work and the activities of the Institute not inconsistent with these By-Laws; to fill vacancies which may occur in any office and in the Board of Directors; to engage and discharge all employees and agents of the Institute and to fix their compensation; to approve annual budgets of expenditures and amendments thereto; to admit and expel members; to have charge of all property of the Institute; and to do all other acts necessary or proper to carry on the work of the Institute.

**Section 4. Quorum.** One-third (1/3) of the Board of Directors as then composed shall constitute a quorum at any meeting of the Board of Directors.

**Section 5. Election.** Each Post-Tensioning Member shall designate one (1) person to serve on the Board of Directors as its director. The Board of Directors shall be composed of those persons designated by the Post-Tensioning Member to represent them during the ensuing year, two (2) Prestressing Steel Supplier Member Directors, two (2) Associate Member Directors, one (1) Consulting Company Member Director, one (1) Installing Company Member Director, one (1) Affiliate Member Director, three (3) Professional Member Directors one (1) Director-at-Large and the Officers of the Institute other than the Executive Director. The persons representing the Prestressing Steel Suppliers, Associates, Consulting Company, Installing Company, Affiliate and Member-at-Large on the Board of Directors, shall be elected biennially by those Directors present in person at the annual Fall meeting of the Board of Directors. The Professional Member Directors shall be elected by Professional Members either from candidates selected by a Nominating Committee, or from "write-in" names of eligible Professional Members. The Nominating Committee for Professional Members Directors shall consist of five Professional Members appointed by the Board of Directors in the same year as the election of the Professional Member Directors. Professional Members in good standing shall be eligible for election as either a Member of the Nominating Committee or Professional Member Director. The terms of office for such Board of Directors members representing Prestressing Steel Suppliers, Associates, Consulting Company, Installing Company, Affiliate and other Members shall expire at the end of a calendar year.

**Section 6.**

a.) **Meetings.** Two (2) regular meetings of the Board of Directors shall be held each calendar year at such times and places as the Board of Directors may prescribe. Special meetings of the Board of Directors may be called at any time by the President or upon written request of any three (3) members of the Board of Directors. Unless otherwise

determined by the Board of Directors, all meetings of the Board of Directors shall be open to other representatives of all members, who may attend and participate in discussions. Votes shall be cast in person by Board Members or, in the event of the absence of a director representing a Post-Tensioning Member, by the eligible person designated by that Post-Tensioning Member to represent it at the meeting. Each director shall be entitled to one vote on all matters coming before the Board of Directors.

b.) For matters to be decided by the Board of Directors during intervals between meeting of the Board of Directors by letter, facsimile or electronic ballots, except as otherwise set forth herein, such ballot shall state a finite date and time for return of such ballot, and passage of such matters shall require a majority vote of the Board of Directors eligible to and receiving such ballots.

**Section 7. Legal Counsel.** The Institute shall retain legal counsel who shall be present during all meetings of the Board of Directors.

**Section 8. Notice.** Notice of regular meetings of the Board of Directors shall be given by the Executive Director of the Institute at least fifteen (15) days before the meeting. Notice of special meetings shall be given by the Executive Director by mailing at least five (5) days before the meeting or by telegram at least forty-eight (48) hours before the meeting, which notice shall specify the purpose for which such special meeting is being held.

**Section 9. Executive Committee.** The Board of Directors may annually elect from its members an Executive Committee of nine (9) members, consisting of the President, Past President and Vice President, Secretary, Treasurer, three (3) other directors, one (1) of whom shall be a representative of Prestressing Steel Supplier Members, one (1) of whom shall be a representative of Associate Members, one (1) of whom shall be a representative of Professional Members, and the Executive Director. The Executive Committee, during intervals between meetings of the Board of Directors, shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the Institute. The Executive Committee shall also perform such other duties as may from time to time be delegated to it by the Board of Directors. The terms of office of the Executive committee shall expire at the end of a calendar year.

## ARTICLE V: Officers

**Section 1. Officers and Election.** The officers of the Institute shall be the President, Vice President, Secretary, Treasurer and the Executive Director. All officers other than the Executive Director shall be directors. The President, Vice President, Secretary, and Treasurer shall be elected at the annual Fall meeting of the Board of Directors. Unless otherwise directed by the Board of Directors, the Vice President (President Elect) shall succeed the President; the Secretary shall succeed the Vice President and the Treasurer shall succeed the Secretary. Each such officer shall hold office for two years or until his or her successor is duly elected and qualified. Officers' terms shall expire at the end of a calendar year.

**Section 2. Remuneration.** The President, Vice President, Secretary and Treasurer shall receive no remuneration for acting as such. The Executive Director shall receive such remuneration as is determined by the Executive Committee.

**Section 3. Duties of the President.** The President shall preside at meetings of the Board of Directors and shall have such duties as usually pertain to that office and as may be conferred upon him or her by the Board of Directors from time to time.

**Section 4. Duties of the Vice President.** The Vice President shall, in the absence of the President, perform the duties of the President.

**Section 5. Duties of the Secretary and Treasurer.** The Secretary and the Treasurer shall have such duties as usually pertain to those offices and as may be conferred upon them by the Board of Directors from time to time.

**Section 6. Duties of the Executive Director.** The Executive Director shall be the executive officer of the Institute, and shall be an ex-officio member of all committees. He or she shall conduct the correspondence of the Institute; keep its records and minutes of all meetings; collect and disburse all monies of the Institute, keep an accurate record of all receipts and expenditures; preserve all vouchers and furnish a financial statement at each regular meeting of the Board of Directors; collect, compile and disseminate such statistical and other information as directed by the Board of Directors; be responsible for staff hiring based on guidelines adopted by the Board and shall have such other duties as usually pertain to that office and as may be conferred upon him or her by the Board of Directors from time to time.

## ARTICLE VI: Boards and Committees

**Section 1. Establishment of Committees.** The Board of Directors shall establish such committees as may be necessary to carry out the purpose and objectives of the Institute.

**Section 2. Committee Mission.** Committees shall operate under a stated mission approved by the Board of Directors.

### Section 3. Appointment of Committee Members.

**A. Technical Committees:** The Technical Advisory Board shall appoint the chair of a technical committee. At the recommendation of the Committee Chair, Technical Advisory Board shall appoint members to the Committee.

**B. Other Committees:** The President shall appoint the chair of non-technical committees. The President shall also appoint members to non-technical committees with the aid and consent of the Board of Directors and the Committee Chair.

No person shall be appointed to committee membership if Post-Tensioning, Prestressing Steel Supplier, Associate, Installing Company or Affiliate Membership is available to an organization with which he or she is affiliated and is not a member of the Institute.

**Section 4. Technical Advisory Board.** Technical Advisory Board members shall be appointed for a four (4) year term by the Board of Directors and shall be drawn from PTI's membership. The Board of Directors shall also appoint a Chairman of the Technical Advisory Board for a period of two (2) years from among its membership. The Technical Advisory Board shall be responsible to: 1) review and make recommendations to the PTI Board of Directors on all technical and research activities of the Institute, including all publications and promotional material with technical content, and 2) provide a continuous flow of current and pertinent information to the professional membership of PTI. An affirmative vote of not less than two-thirds (2/3) of the members of the Technical Advisory Board shall be required prior to action by the Board of Directors or Executive Committee approving release of the publications or other actions contemplated under this provision.

**Section 5. Responsibility.** The Board of Directors shall have responsibility to approve all major Institute publications prior to release.

**Section 6. PTI Membership Directory.** A membership directory of the Institute shall be published. Each Post-Tensioning Member shall be listed with the full and legal name and address of its corporate office, and, where applicable, its division and/or branch offices. Listings of division/branch offices shall be limited to locations where the Post-Tensioning Member maintains an established office under its legal name, and employs at such location no less than one (1) salaried

employee who is engaged full-time in the promotion of post-tensioned construction and sale of post-tensioned materials. At the Post-Tensioning Member's option, additional affiliates, agents or distributors may be listed.

#### **ARTICLE VII: Dues and Assessments**

The expenses of the Institute shall be distributed among the members in the form of dues and/or assessments established upon such equitable basis as shall from time to time be adopted by the Board of Directors. Assessments may be levied only against Post-Tensioning Members, Prestressing Steel Supplier Members and Associate Members. The fiscal year for dues and assessments shall be from January 1st to December 31st of each year. Dues and tonnage assessments shall be based on total North American shipments of post-tensioning materials, including coated unfabricated strand, by Post-Tensioning Members and Prestressing Steel Supplier Members. When one or more post-tensioning member or prestressing steel supplier member are wholly or majority owned by the same parent entity, the total shipments of post-tensioning materials of both or all companies so owned shall be utilized in calculating dues and tonnage assessments for each such entity.

Payment of Tonnage assessment is only required once on all shipments of post-tensioning materials. For coated unfabricated strand shipped between PT member companies, the company fabricating the completed post tensioning assembly shall report the tonnage and shall be responsible for payment of the tonnage assessment.

The tonnage assessments for tonnage shipped outside the United States but within the North American Continent shall be fifty percent (50%) of the U.S. tonnage assessment rate calculated in U.S. dollars. This provision is applicable to all individual companies, including those located outside of the United States, or to calculation of consolidated tonnage assessments for separate companies wholly or majority owned by the same parent company.

Payment of dues and assessments is expected within sixty (60) days of the invoice date. The Executive Director shall advise the Executive Committee of the name of any member not paying an invoice within this time period. The Executive Director shall write to any member not paying an invoice within sixty (60) days requesting that the past due invoice(s) be paid in full in not more than thirty (30) days. Any member that does not pay an invoice within ninety (90) days of the invoice date shall be advised by the Executive Director that their membership has been terminated.

If a Member fails to submit an annual or quarterly statement of tonnage within thirty (30) days after the close of the prior calendar year or quarter, the Executive Director shall invoice the Member on the basis of the last reported statement of

tonnage. Such payments based on prior reported statement of tonnage will be adjusted to the Member's account after a new statement of tonnage is submitted. In the event that the statement of tonnage is not submitted within ninety (90) days after the close of the prior calendar year or quarter, the Executive Director shall advise the Member that their membership has been terminated.

#### **ARTICLE VIII: Amendments**

Amendments to these By-Laws may be proposed at any time by any member of the Board of Directors. Notice of each proposed amendment shall be sent by the Executive Director in writing to each Board Member at least fifteen (15) days in advance of the Board meeting at which time the amendment is to be voted upon. An amendment to be adopted must receive at least a three-fourths (3/4) vote of the directors present and voting at the meeting.