

BY LAWS
OF THE
CONCRETE FOUNDATION ASSOCIATION

Article I

Membership

Section 1. Qualifications. Any firm, or corporation engaged in the installation of concrete footings, foundations, basements, and walls for commercial, agricultural or residential construction may become a contractor member of this Association.

Additionally, any firm engaged in supplying materials, equipment or technology at a local, regional or national scale may become a member and shall be deemed an Associate member. A firm is eligible to be a National Associate member if they are active in manufacturing or supplying equipment, technology or materials for or consulting in the construction and/or installation of concrete footings, foundations, basements, walls for commercial or residential projects.

Additionally, any person or firm engaged in the design of such work or serving in a consulting capacity for business or during the construction and/or installation of concrete footings, foundations, basements, walls for commercial or residential projects, may become a member and shall be deemed a Professional member.

Section 2. Voting Rights. Every company/organization with dues in an active status shall have the right to vote upon any matter requiring a vote of members under the provisions of the Certificate of Incorporation and these By-Laws. Where any matter affects the rights, privileges and duties of a single classification, such a matter shall be voted with restriction to the specific member classification. Except as provided by the preceding sentence, the rights, privileges and duties of members, subject to reasonable classifications, shall be identical.

Section 3. Acceptance of Member. Application for membership shall be made to the Executive Director who shall be responsible for approval of the application. All applicants shall become members upon receipt and acceptance of dues by the Executive Director.

Section 4. Honorary Members. The Board of Directors, at a duly organized meeting, may elect honorary members by a unanimous vote of the members present. Honorary members shall be exempt from payment of any fees whatsoever and shall be entitled to all the privileges of regular members, except the right to vote or hold office.

Section 5. Resignation. Any member may withdraw from the Association after fulfilling any obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors or Executive Committee by the Secretary at the first meeting after its receipt.

Article II

Fiscal Year

The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year, upon final approval by the Internal Revenue Service.

Article III

Dues

Section 1. Annual Dues. Dues shall be determined by the Board of Directors. Dues to the Association shall be established and maintained to divide the organizations into reasonable classifications.

Section 2. Payments of Dues. Dues shall be payable annually on the date to be set by the Board of Directors.

Section 3. Revocation of Membership. Any member being three months in arrears in payment of dues shall automatically stand suspended and shall be so notified in writing by the Executive Director. Such member, upon payment of the suspended dues within thirty days of such notice, shall be considered to be reinstated and to be a member in good standing with no lapse in membership. The Board of directors may revoke the membership of any member. No such action shall be taken under this section unless (a) it be determined to be in the best interest of this Association, and (b) the member shall have been given thirty (30) day notice in advance of a meeting of the Board of Directors, at which time he shall be afforded an opportunity to be heard.

Article IV

Meetings

Section 1. Annual Meetings. There shall be an annual meeting each year at the time and location to be determined by the Board of Directors and for receiving the annual reports of officers, directors and committees, and the transaction of other business. Notice of the meetings shall be mailed, except as herein or by statute otherwise provided, to the last recorded address of each member at least ten (10) days before the time appointed for the meeting.

All notices of meetings shall set forth the place, date, and time of the meeting.

Section 2. Special Meetings. Special meetings may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of fifteen (15) voting members, the Board of Directors or the Executive Committee shall call a special meeting to consider the specific subject specified in the request. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Association.

Section 3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this Association may be held at any time and at any place within or without the State of Delaware, and any action may be taken thereat, if notice is waived in writing by a majority of the members having the right to vote at the meeting.

Section 4. Quorum. The presence in person of 10 percent of the members of the Association entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 5. Voting. Any member of a firm or any officer of a corporation may represent it at any meeting. Any firm or corporation may be represented at any meeting by any member of its staff delegated by it for that purpose; but each firm or corporation shall be entitled to only one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority vote of the voting members present.

Article V

Directors

Section 1. Number. The property, affairs, activities, and concerns of the Association shall be vested in a Board of Directors, consisting of not less than five (5) nor more than twenty-one (21) officers and directors. No more than eighteen (18) shall be elected at large from the contractor membership category. Three (3) directors shall be elected by general ballot from the Associates' Council, representing the interests of the Associate member category.

Section 2. Board Membership. Each director of the Association shall be, or shall represent, a firm or corporation which is a voting member of a minimum three (3) years standing. The members of the Board shall, upon election, immediately enter upon the performance of their duties, and shall continue in office until their successors shall be duly elected and qualified. All members of the Board, including Associate Board Representatives, have equal voice and vote.

Section 3. Election of Directors. Prior to the Annual meeting, there shall be an election by letter or electronic ballot for a number of directors equal to that of those whose terms have expired shall be elected. The CFA Nominations committee will provide names for these open positions.

Section 4: Terms and Term Limits. Directors of the Association will be elected to serve three (3) year terms. Any Director shall serve a maximum of three (3) consecutive terms or the three (3) year term completed during which time they complete the Executive Committee track. At the expiration of a three (3) year term, any director may be placed directly on an annual ballot for re-election by verbal or written authorization, provided they do not exceed the limits of the preceding sentence.

Section 5. Duties and Authority. The Board of Directors shall (a) transact the general business of the Association, except that business which may be reserved to the Association Membership either by law or by the Constitution or By-Laws of the Association, (b) establish the general policy of the Association, (c) receive and act upon reports of all standing and special committees, and (d) act as the governing body of the Association.

Section 6. Meetings of Board. Regular meetings of the Board of Directors shall be held three (3) times yearly, one during or after the annual election and on two other occasions as determined by the Board. Notice of the meeting shall be mailed to the last recorded address of each member of the Board at least ten (10) days before the time appointed for the meeting. The President may, when he deems necessary, or the Secretary shall, at the request in writing of five (5) members of the Board, issue a call for a special meeting of the Board, and only five (5) day notice shall be required for such special meetings.

Section 7. Quorum. One-third (1/3) of the members of the Board of Directors, including officers, shall constitute a quorum for the transaction of business. In the absence of the President and Vice Presidents, the quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten (10) days later.

Section 8. Absence. Should any member of the board of directors, including officers, be absent for unreasonable purposes from three consecutive meetings of the Board, that person's seat on the Board may be declared vacant, and the Board may forthwith proceed to fill the vacancy.

Section 9. Vacancies. Whenever any vacancy occurs in the Board of Directors, including officers by death, resignation or otherwise, the Board may fill the vacancy without undue delay or hold the vacancy until the next election by a majority vote of the remaining members of the Board at any general or special meeting. The person so chosen shall hold office equal to the remainder of the vacated term, or until a successor shall be chosen at a meeting of the members of the Board.

Section 10. Removal of Officers and Directors. Any of the officers and/or directors may be removed either with or without cause at any time, by a vote of two-thirds (2/3) of the members of the Board present at any meeting of the Board.

Article VI

Officers

Section 1. Number. The officers of this Association shall be a President, Vice President, a Secretary and a Treasurer, and a Chairman who shall serve as directors.

Section 2. Method of Election. The Board of Directors shall elect a Vice President, Secretary and Treasurer for a term of two (2) years each. The nominated person shall have a minimum of one (1) year remaining on their current board term. A majority of a quorum present shall be necessary to constitute an election.

Section 3. Duties of Officers. The duties and powers of the officers of the Association shall be as follows:

PRESIDENT

The President shall preside at the meetings of the Association and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with right to vote, in all committees. The President shall also, at the annual meeting of the Association and such other times deemed proper, communicate to the Association or to Board of Directors such matters and make such suggestions as may tend to promote the prosperity and welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of the President.

VICE PRESIDENT

The Vice President shall automatically ascend to the Presidency at the end of the current President's term. In case of the death or absence of the President, or inability from any cause to act, the Vice President shall perform the duties of the office temporarily or ascend to complete the remainder of the term. Upon ascending to the Presidency, the term of service shall be equal to the remainder of the current fiscal year plus a two (2) year term.

SECRETARY

The Secretary shall keep a record of all official proceedings in conjunction with the Executive Director, a member of the management firm's staff or a person retained for such services.

TREASURER

The Treasurer shall have general charge of the financial affairs of the association. The Treasurer shall monitor all expenditures and all financial reports as they are processed by the staff. The Treasurer shall submit interim financial reports at each meeting of the Board of Directors and shall present a compilation and review statement to the general membership at the close of the financial year.

The office of Secretary and Treasurer may be held by the same person.

Section 4. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meetings, or at a meeting specifically called for that purpose.

Section 5. Compensation of Officers. The officers shall receive such salary of compensation as the Board of directors determines.

CHAIRMAN

The Chairman shall serve as an officer of the Association and as an advisor to the President and Executive committee. The Chairman shall be an ex-officio member of all Committees.

Article VII

Management

Section 1. The Board may enter into contract with a management firm to perform the duties of operating, marketing and protecting the Association and shall give sufficient direction for the defined mission and objectives.

Section 2. Executive Director. The Board shall either approve the appointment of an Executive Director proposed by the management firm or may employ an Executive Director and shall define and supervise the duties and responsibilities. Such employee need not be a member of the association.

Section 3. Bond of Executive Director. The Executive Director shall, if required by the Board of directors, give to the Association such security for the faithful discharge of her/his duties as the Board may direct.

Article VIII

Committees

Section 1. Executive Committees. There shall be an Executive Committee composed of the President, Vice President, Secretary, Treasurer, Chairman, and Executive Director. Providing unanimous agreement, the Executive Committee may act on behalf of the Association in any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of their action at any regular or special meeting. Three members shall constitute a quorum for the transaction of business. Meetings may be called by the Chairman or President or by any three members. The Executive Director shall host a regular conference for the Executive Committee.

Section 2. Committee on Nominations. No later than the month of March in each year, the Board of Directors shall appoint a Nomination Committee of five (5) voting members. At least two of whom shall not be members of the Board, whose duty it shall be to nominate candidates for directors to be elected at the next annual election. They shall notify the Secretary in writing, at least twenty (20) days before the date of the annual meeting, of the names of such candidates, and the Secretary, except as herein otherwise provided, shall mail a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting.

Section 3. Independent Nominations. Nominations for Directorships may be made by any voting member according to the manner designated by the Executive Director and shall be returned to the Executive Director not less than forty-five (45) days before the Annual Meeting.

Section 4. Associate's Council. Each organization in active membership with the Association as a National Associate member will be given a single vote as a member of the Council. This vote shall be designated to any person employed by the member organization and identified to the Executive Director.

The Council shall maintain three (3) seats on the Board of Directors with staggered terms in accordance with Article V.3. There shall be an election by the entire membership by letter or electronic ballot equal to the number of seats open each year. This shall take place prior to the Annual meeting. At the expiration of any term of three (3) years, any member may be nominated for re-election on a General ballot.

Primary duties of Council Members include: (a) establish recommendations for the general policy of the Association and (b) act as the representative body of the Associate membership of the Association.

Should a member of the Associate Council, at any point, leave employment by a CFA member company, the seat held by that member shall be nominated for election by special election at the discretion of the Board or at the following annual meeting for a replacement term to match the remaining service for the original member.

Section 5. Legacy Committee. A committee comprised of Association leaders established to honor the rich tradition of service to the Association on behalf of the industry. This committee cultivates awareness for the industry dedicated to the mission of the Association and elevates the service of its members to the entire industry. Members of this committee establish this service through their organization's commitment to membership and participation and are nominated to this service opportunity by the Board of Directors.

Qualifications for consideration of Legacy Committee nomination include:

1. service as CFA Chairman and/or President;
2. individuals from CFA member organizations with a minimum of 20 years consecutive or 25 years aggregate membership;
3. individuals deemed by the Board who have demonstrated outstanding service to the Association

Candidates for nomination to the Legacy Committee will be developed by the Executive Committee and presented to the Board of Directors for approval during the summer session of the Board ahead of the Association's Annual Meeting.

Section 6. Other Committees. The Board of Directors may at any time designate the formation of a committee to pursue detailed activities on behalf of the Board or to take action from Board direction. These may include the following committees to consist of as many members as seems advisable:

- (a) Marketing/Promotion Committee
- (b) Membership Committee
- (c) Meetings and Programs Committee
- (d) Finance and Budget Committee
- (e) Safety Committee
- (f) Certification Committee

The members of such committees shall hold office until the appointment of their successors or the termination of the committee.

Section 7. Task Forces. The President, Executive Committee or the Board of Directors may convene and empower a task force to work on special assignment, research or project tasks. The members of such task forces shall hold their position until the completion of the establish goal, at which time the task force will be disbanded.

Section 8. Committee Quorum. One-third of any committee of Association shall constitute a quorum for the transaction of business unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 9. Committee Vacancies. The various committees shall have the power to fill vacancies in their membership.

Article IX

Seal

There will be no corporate seal for the Association.

Article X

Amendments

These By-Laws may be amended, repealed, or altered in whole or in part by a vote of the Board of Directors as provided in the Certificate of Incorporation.