



FINDING COMMON GROUND®

# **BY-LAWS OF DEEP FOUNDATIONS INSTITUTE**

**As Amended Through May 4, 2021**



## **ARTICLE I - NAME AND LOCATION**

These are the By-Laws of the DEEP FOUNDATIONS INSTITUTE, hereinafter referred to as the "Institute" or "DFI". The Institute is incorporated in the State of New Jersey as a non-profit corporation. The permanent mailing address of the Institute is 326 Lafayette Avenue Hawthorne, New Jersey 07506. The principal mailing address of the Institute for business matters and communications shall be the address of the headquarters listed above.

## **ARTICLE II - PURPOSE**

The Institute is organized to serve as a primary means through which members of the Institute may participate in the improvement of the planning, design and construction aspects of deep foundations and deep excavations. The basic mission of the Institute includes but is not limited to the following:

- a. To affiliate contractors, engineers, owners, material suppliers, equipment manufacturers and other persons concerned with the planning, design and construction of deep foundations and protection of deep excavations.
- b. To improve and extend knowledge of new ideas and practices of geotechnical and geoenvironmental design, construction and installation.
- c. To encourage and participate in the practical application of research related to deep foundations and deep excavations.
- d. To gather, catalog and disseminate information to effect the most economical design and construction for support of structures on deep strata and for protection of deep excavations.
- e. To improve understanding by the public and by government bodies of the deep foundation industry.
- f. To establish contacts with other groups working on related goals in the United States and abroad.
- g. To participate in or conduct such other activities as will best promote these foregoing purposes.

## **ARTICLE III - FISCAL YEAR**

The fiscal year of the Institute shall be January 1 to December 31. Newly elected officers and committee members shall take office at the start of each fiscal year. All standing committees shall organize and commence functioning as soon as practicable after that date but not later than February 1 of each year.

## ARTICLE IV - MEMBERSHIP

**Section 1. Individual Membership.** Individual membership shall be open to all persons having an interest in consonance with the purposes of the Institute.

**Section 2. Corporate Membership.** Corporate membership shall be open to those organizations of any legal structure having an interest in consonance with the purpose of the Institute. For each corporate membership, two voting delegates shall be named, subject to change by corporate direction at any time.

**Section 3. Associate Membership.** Associate membership shall be open to specifically invited individuals named from time to time by a two-thirds vote of the Board of Trustees to represent authorities, institutions or organizations which have a particular, current relevancy to the welfare of the Institute. Associate membership shall be non-voting, guest members free from having to pay dues.

**Section 4. Application.** Each applicant for membership shall utilize the application form provided by the Institute. The application will not be acted upon until all information required by the Institute has been submitted and verified.

**Section 5. Term.** Individual and corporate members shall remain members in good standing so long as yearly dues have been paid and no action for termination of membership has been concluded. Associate members shall remain members in good standing so long as they hold the responsibility for the authority, institution or organization they represent which they held upon acceptance to membership and so long as the authority, institution or organization shall be considered by the Board of Trustees to be of current relevancy to the welfare of the Institute.

**Section 6. Certificate.** A certificate or plaque of membership will be made available to each member, whether an individual member, associate member or corporate representative.

**Section 7. Voting Rights.** Each individual member and corporate delegate shall be entitled to one vote.

**Section 8. Removal.** Report of conduct of members prejudicial to interests of the Institute shall be investigated by the Board of Trustees. The members shall be notified and shall have a right to be heard during these investigations. For what they consider sufficient cause the Board may, by two-thirds vote of those present, request a member to resign, or if necessary, expel the member. The Board may, by two-thirds vote of those present, request the recall of a designated representative of a corporate member.

## **ARTICLE V - INSTITUTE MEETINGS**

**Section 1. Annual Meeting.** The Annual Meeting of the Institute shall be held within 4 months preceding the start of each new fiscal year, at a time and place designated by the Board of Trustees.

**Section 2. Other Scheduled Meetings.** The Board of Trustees may call meetings of the Institute, from time to time, and arrange and conduct seminars for the members relating to deep foundations or deep excavations.

**Section 3. Special Meetings.** A special Meeting of the Institute shall be called upon written request to the Board of Trustees and signed either by 100 members in good standing or 10 percent of the membership in good standing if that be less. The purpose(s) of such meeting must be included in such request. A Special Meeting shall then be called by the Board of Trustees not more than 90 calendar days after receipt of such request, at a reasonably central location giving consideration to those members requesting such meeting. Only business stated in the call for the meeting may be considered.

**Section 4. Quorum.** A quorum for any meeting shall consist of 10 percent of the total membership of the Institute, either present or represented by proxy duly submitted before the start of the meeting.

**Section 5. Notice of Meetings.** Notice of all meetings of the membership shall be in writing and shall be mailed or e-mailed not less than 30 calendar days in advance of the date of the meeting to the address of record of each member as maintained by DFI Headquarters. Notice of any meeting other than an Annual Meeting shall state either that it is being issued by or at the direction of the Board of Trustees or at the request of members calling for such meeting, and shall also state the purpose(s) for which such meeting has been called.

## **ARTICLE VI - BOARD OF TRUSTEES**

**Section 1. Board of Trustees.** Management of the Institute shall be vested in a Board of Trustees, each member of which shall be an individual member of the Institute in good standing or a voting delegate of a corporate member in good standing.

**Section 2a. Size and Composition of Board.** The Board of Trustees shall consist of no less than 12 and no more than 25 members. Consideration will be given to maintaining a balance on the Board of Trustees among members having principal interests in contracting, material and equipment, and engineering.

**Section 2b. Election of Trustees.** Trustees shall be elected by the membership by ballot prior to each Annual Meeting as provided in Article XII hereof with one third of the Trustees standing for re-election or replacement each successive year. New Trustees not replacing an existing Trustee shall be elected to serve one, two, or three-year initial terms in order to maintain an equal or substantially equal number of Trustees in each third of Trustees sharing concurrent terms.

**Section 2c. Term Limits.** Trustees shall serve terms of three (3) years. A Trustee may not serve more than three (3) consecutive terms. After serving three (3) consecutive terms, a Trustee must vacate his position for at least one year before seeking re-election to another term. Provided, however, that if a Trustee is elected to serve as an officer, or is serving as an Immediate Past President, and such Trustee has already reached, or is about to reach, the three-term limit, the Trustee's term shall automatically be extended for as long as the Trustee remains serving as an officer or Immediate Past President.

**Section 2d. Vacancies.** Notwithstanding Section 2b above, which provides for the membership to elect Trustees, the Board of Trustees may, at its discretion, appoint a person to fill any vacancy on the membership of the Board that arises due to a Trustee being unable to complete his/her term. The replacement Trustee shall serve until the end of said term and shall subsequently be eligible to be nominated and stand for election to a full term.

**Section 3. Authority.** The Board of Trustees shall have authority to prescribe and direct all activities of the Institute; to set fees and collect dues; to disburse Institute funds obtained from whatever sources, to establish the time and place of meetings; to hire and direct any required paid staff; to appoint, charge and dissolve committees; and to conduct any and all business of the Institute.

**Section 4. Quorum.** A Majority of all members of the Board of Trustees at the time of each meeting shall constitute a quorum for that meeting.

**Section 5. Meetings.** At least one meeting of the Board of Trustees shall be scheduled during each fiscal year. Additional meetings of the Board of Trustees may be called upon written request to the President by three Trustees, with such call and reason therefore sent to each Trustee. Such meeting shall be held within 30 calendar days of the receipt of such request.

**Section 6. Removal of Trustees.** A Trustee may be removed by the Board for any of the following reasons: a) the Trustee fails to attend three consecutive Board meetings; b) the Trustee, in the discretion of the Board, is not actively participating or otherwise fulfilling the duties of a Trustee; or c) the Trustee engages in conduct that, in the discretion of the Board, reflects, or may reflect, negatively on the Deep Foundations Institute. The Board may remove a Trustee by the concurrence of two thirds of the Board members voting, and name a replacement to serve the remaining term of the removed Trustee.

**Section 7. Compensation.** No salary shall be paid to any Trustee for services as a Trustee.

## **ARTICLE VII - OFFICERS**

**Section 1. Officers.** The officers of the Institute shall be President, Vice-President, Treasurer and Secretary.

**Section 2.** All officers shall be members of the Board of Trustees. They shall be elected each year from within the newly constituted Board of Trustees by vote of the Trustees at a specially called meeting [of the Trustees] immediately prior to the Annual Meeting of the Institute. They shall hold office for a term of one year and shall serve until their successors are elected and qualified, on or about 30 days prior to the January 1 start of the DFI fiscal year. A person shall not be eligible to serve as President for more than two successive years. A majority of the votes cast shall be necessary to elect. The Board of Trustees may fill any vacancy for the unexpired term by a majority vote. The Board may, at its discretion, appoint Assistant Secretaries and Assistant Treasurers.

**Section 3.** In addition to the duties of the respective officers, specified in these By-Laws, each of them shall perform such further duties as may be assigned to them by the Board of Trustees.

## **ARTICLE VIII - PRESIDENT AND VICE-PRESIDENT**

**Section 1.** The President, or in the latter's absence, the Vice-President, shall preside at meetings of the Institute, the Board of Trustees, and the Executive Committee. If neither the President nor the Vice-President is present, the Secretary, or in the latter's absence, the Treasurer, shall preside at all meetings. In the absence of all officers, those present at any meeting may elect a presiding officer.

**Section 2.** The President or Vice-President shall, with the Secretary or Treasurer, sign all written contracts of the Institute in excess of \$100,000, or assign such authority to the Executive Director, per contract, via written proxy as prescribed in Article XIII. The President or Vice-President shall sign the annual 990 tax form to be submitted to the IRS as part of their fiduciary

responsibility to the organization and to indicate that there has been review of the form by a leader of the organization, or assign such duty to the Executive Director. In the event of the death, disability, or absence of the President, the Vice-President shall possess and exercise all of the powers of the President.

## **ARTICLE IX - SECRETARY**

**Section 1.** The Secretary shall give notice of all meetings of the Institute, of the Board of Trustees, and of the Executive Committee or assign such duty to the Executive Director. The Secretary shall monitor the records of the Institute, and record official minutes of the meetings of the Board of Trustees and the Executive Committee, following which, said minutes will be kept by The Executive Director. The Secretary shall be the monitor of the use of the seal of the Institute, which shall be kept at Headquarters. The seal shall be kept by the Executive Director and used only with written permission of the Secretary per instance.

**Section 2.** Assistant Secretaries, if they are appointed, shall perform the duties of the Secretary in the absence or disability of the Secretary.

## **ARTICLE X - TREASURER**

**Section 1.** The Treasurer shall review receipt of all dues, charges, and other monies; shall regularly review the accounts of the Institute; and report thereon at each regular meeting of the Board of Trustees and Executive Committee. The accounts shall be audited at least once a year, as determined by the Board of Trustees.

**Section 2.** Assistant Treasurers, if they are appointed, shall assist the Treasurer in performing the above duties and shall perform the duties of the Treasurer in the absence of the Treasurer.

## **ARTICLE XI - EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee shall consist of all the elected officers of the Institute and the immediate past President.

**Section 2.** To the extent authorized by the Board of Trustees, the Executive Committee shall transact all business of the Institute between meetings of the Board of Trustees.

**Section 3.** The Executive Committee shall meet at the call of the President or upon request to the Secretary by any two members to the Secretary. The Secretary shall then call a meeting within ten days after such request on five days' written notice to the members of the Executive Committee.

## ARTICLE XII - NOMINATING COMMITTEE

**Section 1.** There shall be a Nominating Committee of at least three members in good standing, appointed by the President no later than four months preceding each Annual Meeting. The Executive Director may sit on the Nominating Committee as a non-voting member, in an advisory capacity.

**Section 2.** The Nominating Committee shall nominate a slate of candidates for election to the Board of Trustees no later than three months prior to the next Annual Meeting. The number of candidates so nominated shall be equal to the number of Trustees whose terms will expire at such Annual Meeting. Additional spaces shall be provided for write-in names. No member of the Nominating Committee shall be eligible for nomination to this slate of candidates.

**Section 3.** The Nominating Committee shall ensure that all nominated candidates are eligible to serve as Trustees, that the candidates will stand for election and, if elected, will serve as Trustees.

**Section 4.** The Nominating Committee, upon finalizing its nominations, shall immediately present its selected slate of candidates to the Board of Trustees for review and approval. The Board of Trustees, after due deliberation, shall have the power to approve or reject any of the candidates nominated by the Nominating Committee, and shall render its decision no later than two weeks from the date of submission of candidates by the Nominating Committee. In the event one or more candidates are rejected by the Board of Trustees, the Nominating Committee shall reconvene to nominate alternate candidate(s). The alternate candidates shall be presented to the Board of Trustees for approval.

**Section 5.** Upon final approval of the slate of candidates by the Board of Trustees, DFI Headquarters shall report the slate of candidates by a Ballot for Election of Trustees to be sent to each member at his latest email address not later than forty calendar days prior to the next following Annual Meeting, with instructions included to return all ballots at least ten calendar days prior to the Annual Meeting. The ballot announcing the nominees shall be limited to the name and pertinent qualifications of each nominee for office. Any ballot not received by DFI Headquarters or other designated official of the Institute within said period shall not be counted.

**Section 6.** Members in good standing of the institute may be added as candidates to the slate developed by the Nominating Committee by filing a notice of nomination with the Secretary not less than sixty calendar days before the next following Annual Meeting. Such notice of nomination must be signed either by at least fifty members in good standing or ten percent of the membership of the Institute in good standing if that be less. DFI Headquarters

shall include the names of all candidates so nominated in the Ballot for Election of Trustees.

**Section 7.** A confidential voting system shall be arranged that each voter may be identified but his/her ballot kept secret. All ballots returned at least ten calendar days prior to the Annual Meeting, will be counted by DFI Headquarters. Each nominee and the Board of Trustees shall be notified of the results by the Executive Director.

**Section 8.** The nominees receiving the highest plurality of votes cast from among those voting, shall be deemed elected to the Board of Trustees for the full three-year term. In case of tie vote as to the last place to be filled, a new ballot shall be cast from among those members in good standing present at the Annual Meeting or duly represented by proxy to determine the successful nominee from among those tied.

## **ARTICLE XIII - EXECUTIVE DIRECTOR & DFI HEADQUARTERS**

**Section 1.** The Executive Director shall serve as chief executive representing all the members, Executive Committee and the Board of Trustees. The Executive Director shall be responsible for the effective administration and execution of all Institute programs and policies including the authority for signing of contracts of less than \$100,000 within the scope and budgets of these programs and policies, and shall be responsible to the Executive Committee. The Executive Director shall assist the Membership, Committees and Board of Trustees to plan, organize, and coordinate all Institute programs and activities, and in cooperation with the officers and Board of Trustees, assist in the formation of goals, objectives and policies.

**Section 2.** The Executive Director shall be responsible for the maintenance and management of DFI Headquarters for the support of the foregoing authorities, responsibilities and mandates.

**Section 3.** The Executive Director shall manage the accounts of the Institute, and shall be bonded at the expense of the Institute.

## **ARTICLE XIV - COMMITTEES**

**Section 1. Authority.** The Board of Trustees is empowered to establish standing and special committees of whatever size appropriate to promote, approve and supervise desirable activities of the Institute. Such committees will operate within guidelines established by the Board of Trustees.

**Section 2.** Membership on Standing Committee. All committees shall have members with diversified interests - i.e., engineering, contracting, supply and the like. Each member of the Institute will be given fair consideration

upon his request to serve on a committee. Corporate members will receive special consideration for representation on a committee pertinent to their interests. The Chairman of each committee shall be appointed by the president of the Institute

**Section 3.** Membership on Special Committees. Members of special committees shall be selected to serve for the duration of the particular project or subject. Membership on special committees shall not necessarily be limited to membership in the Institute. Corporate members may suggest persons with special expertise in a committee's sphere of activity, as an addition to their regular representation in the Institute. All such persons shall have full voting rights within their committee.

**Section 4.** Subcommittees. A committee may form subcommittees as are necessary to fulfill its purpose, and may request persons with needed knowledge to serve on such subcommittees without necessity for membership in the Institute.

**Section 5.** Control of Committees. Any standing or special committee may be reorganized or dissolved by a vote of two-thirds of the Board of Trustees. Any committee member may be removed by a majority vote of the Board of Trustees.

## **ARTICLE XV - AMENDMENTS**

**Section 1.** These By-Laws may be amended by ballot vote of at least three-fourths of the members voting.

## **ARTICLE XVI- TRUSTEES AND OFFICERS INDEMNIFICATION**

The Institute shall indemnify and hold harmless each Trustee and each Officer of the Institute against and from all loss, cost and reasonable expenses hereafter incurred by him/her in the payment, settlement and defense of any claim, suit or proceeding brought against him/her because he/she is or has been such Trustee or Officer. The rights of indemnification and exoneration occurring under this Article shall apply whether or not such person continues to be a Trustee or Officer at the time any loss, cost or expenses is suffered or incurred. Such rights shall not apply in relation to any matter: (1) as to which such Trustee or Officer shall be adjudged in final judgment in such suit or proceeding to be liable for willful misconduct or for his own negligence; or (2) as to which, if there is no final judgment, the members of the Institute, at the time the subject is first presented to them for determination, by majority vote, determine that such Trustee or Officer has suffered or incurred such loss, cost or expense as the result of his willful misconduct or negligence.



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