

BYLAWS
OF
PRECAST CONCRETE ASSOCIATION OF VIRGINIA

ARTICLE I

NAME AND LOCATION. The name of the corporation is the Precast Concrete Association of Virginia, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 2006 Old Greenbrier Road, Suite 7, Chesapeake, Virginia 23320, but meetings of members and directors may be held at such places within the State of Virginia, as may be designated by the Board of Directors.

ARTICLE II

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the all members shall be held at a place and time to be decided by the Board of Directors. The Producer Members may meet in executive session concurrently with or before the meeting of the Board of Directors immediately prior to the annual meeting of all members.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the directors who are entitled to vote one-fourth (1/4) of all of the votes of the Producer membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, or by facsimile or by electronic mail at least 15 days before such meeting to each representative entitled to vote for a member thereat, addressed to the

representative's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Members may participate in the annual meeting of members or any special meeting of members by use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, fifty per cent (50%) of the votes of Producer membership shall constitute a quorum for any action except for the election of Associate Directors, which shall require the presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty per cent (20%) of the votes of Associate membership, and except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Voting. Each member of the Association shall be entitled to one vote through the representative appointed by that member.

Section 6. Proxies. At all meetings of members, each member may vote in person, through its representative or representative director, or by proxy. All proxies shall be in writing, signed by the representative for that member, and filed with the secretary. Every proxy shall be

revocable and shall automatically cease upon transfer of a member's voting right to a new representative.

Section 7. Admission. An application for membership shall be made to the Board of Directors, which shall be responsible for approval, in its sole discretion. An approved applicant shall become a member upon receipt of dues by the Treasurer.

Section 8. Forfeiture and Reinstatement. Any membership may be revoked at any time, with or without cause, by the Board of Directors, in its sole discretion. A member who fails to pay dues within thirty days of when they were due may also be suspended from membership and shall be notified of suspension by the Treasurer. A member may be reinstated to membership if payment is received within thirty days of said notice.

Section 9. Dues. Dues and method of payment shall be determined by the Board of Directors for each category of membership.

Section 10. Member Representatives. Each non-producer member company shall appoint (in writing, if requested by any Producer Member) a representative who shall act on its behalf on all Association matters and may appoint an alternate representative who shall act in place of the representative when he or she is absent or unable to act on behalf of the member. A member company may change its designation of representative or alternate representative by notice in writing delivered to the President or the Secretary of the Association.

Each Producer Director Member shall be the representative for that Producer Member to act on its behalf on all Association matters and who shall also serve as the voting representative for that Producer Member for all voting purposes, in accordance with the articles of incorporation.

ARTICLE III

BOARD OF DIRECTORS: APPOINTMENT: TERM OF OFFICE

Section 1. Number and Appointment. The affairs of this Association shall be managed by a Board of Directors.

Section 2. Term of Office. Directors shall be appointed or elected annually for a term of one year, or until their successors are appointed. A director may succeed himself in office.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the voting Producer Members of the Association.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association as a director. However, any director may be reimbursed for his actual expense incurred in the performance of his duties as a director and may be compensated for duties performed in the director's ordinary course of business in addition to and outside of duties as a director.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days working notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors

present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Notice of Meetings. Written notice of each meeting of the Board of Directors shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid or by facsimile or by electronic mail at least 15 days before such meeting to each director entitled to vote thereat, addressed to the representative's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

The President or the Chairman of the Board of Directors shall also have the power to call a telephone meeting of the Board of Directors on three (3) working days notice, which meeting will otherwise be conducted as any other special meeting of the Board of Directors.

Section 5. Action Taken Without a Meeting. The members, Producer Members or Board of Directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of all the members, Producer Members or Board of Directors, as the case may be. Any action so approved shall have the same effect as though taken at a meeting.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations for the Association and the use of its property and to establish penalties for the infraction thereof;

(b) suspend the voting rights during any period in which such member shall be in default in the payment of any dues or assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and, when requested in writing by one-fourth (1/4) of the Producer Members who are entitled to vote, to present a statement thereof to the members at the executive session or annual meeting of the members or at any special meeting;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) adopt an annual budget, set the amount of annual dues for each class of members and set the amount of any special assessment as may be necessary to meet the annual budget.

(d) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(e) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create. The president shall also act as the Chairman of the Board of Directors.

Section 2. Election of Officers. The election of officers shall take place at the meeting of the Board of Directors at the annual meeting of the members. The outgoing Board of Directors shall nominate a slate of officers and the slate of nominees shall be submitted to a vote of the new Board of Directors.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the

Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors and shall act as Chairman; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, including acting as Chairman of the Board of Directors, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the

members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and cosign all promissory notes of the Association; keep proper books of account; may cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE VII

Executive Committee

Section 1. Executive Committee. The Executive Committee shall consist of the President as Chairman, the Vice President as Vice Chairman, and the Secretary/Treasurer.

Section 2. Powers. During the intervals between meetings of the Board of Directors, the Executive Committee shall have and may exercise all administrative powers of the Board of Directors in the regular course of business, except on any matter in which specific direction has been given by the Board of Directors, with respect to any matter on which the Board of Directors has already acted, or with respect to any matters on which the Board of Directors by resolution has prohibited the Executive Committee from acting.

Section 3. Reports and Ratification. Action of the Executive Committee shall be subject to ratification by the Board of Directors. At each regular meeting of the Board of

Directors, the Executive Committee shall report on actions taken in the interval since the last regular meeting of the Board of Directors. At each such regular meeting, the Board of Directors shall ratify all actions taken by the Executive Committee, unless there is an objection by a Board member and ratification of any action is specifically denied by a majority the Board of Directors present at that meeting.

Section 4. Meetings. Meetings of the Executive Committee may take place at any time and in any manner as may be agreed upon by the members of the Executive Committee. However, all members of the Executive Committee must be present for the transaction of any business.

ARTICLE IX

COMMITTEES

Section 1. Committees.

a. There shall be Standing Committees and such other special Committees as shall be deemed necessary by the Board of Directors.

Section 2. Appointment of Chairmen and Members.

a. The President shall appoint the chairman of each standing or special committee, who may be a member of the Board of Directors.

b. The chairman of a committee, in consultation with the President, shall appoint other committee members, the number to be based on the committee's individual tasks and responsibilities. The committee members need not be Directors.

c. The chairman shall appoint a vice-chairman and a secretary from the committee members.

Section 3. Term of Office. Committee chairman shall serve at the pleasure of the Association's President.

ARTICLE X

Chapter Designation

The Board of Directors shall use its best efforts to maintain good relations with the National Precast Concrete Association.

ARTICLE XI

Amendments

These Bylaws may be amended by a two-thirds vote of the Producer Directors at any directors' meeting, provided that such amendments shall have been submitted in writing to the Producer Directors at least ten (10) days prior to the meeting at which they are to be voted upon.

ARTICLE XII

Parliamentary Authority

The rules contained in Roberts Rules of Order Newly Revised shall govern the proceedings of the Association in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws and the Articles of Incorporation. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XIII

BOOKS AND RECORDS

The book, and records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the

Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XIV

ASSESSMENTS

Each member is obligated to pay to the Association annual and special assessments as are determined by the Board. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of six (6%) percent per annum, and the Association may bring an action at law against the member obligated to pay the same and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

ARTICLE XV

CORPORATE SEAL

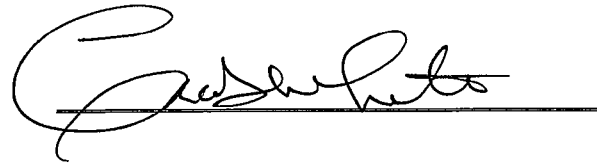
The Association shall have a seal in circular form having within its circumference the words: Precast Concrete Association of Virginia.

ARTICLE XVI

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

IN WITNESS WHEREOF, I, the Secretary of the Association, hereby certify the foregoing to be the Bylaws of the Association adopted on the 12 day of May, 2011



CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Precast Concrete Association of Virginia, a Virginia, Non-Stock Corporation, and,

THAT the foregoing Bylaws constitute the Bylaws of the Association, as amended, in force as of this date.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 12 day of May, 2011

Secretary

