

# **BYLAWS**

**Effective  
December 11, 2002**

**PENNSYLVANIA ASPHALT PAVEMENT ASSOCIATION**

**BYLAWS**

**EFFECTIVE DECEMBER 11, 2002**

**ARTICLE I**

**MEMBERSHIP**

**Section 1.**

Membership in this Association shall consist of five (5) classes:

- A. Producer Members
- B. Paving Contractor Members
- C. Associate Members
- D. Asphalt Supplier Members
- E. Engineering and Architectural Consultant Members

**Section 2.**

Any individual, partnership, or corporation producing Hot-Mix Asphalt is eligible to become a Producer Member.

**Section 3.**

Any individual, partnership, or corporation paving Hot-Mix Asphalt is eligible to become a Paving Contractor Member.

**Section 4.**

Any individual, partnership or corporation involved in the industry but who does not produce Hot-Mix Asphalt is eligible to become an Associate Member.

**Section 5.**

Any individual, partnership or corporation involved in liquid asphalt production and sales is eligible to become an Asphalt Supplier Member.

#### Section 6.

Any individual, partnership or corporation involved in engineering and/or architectural consulting is eligible to become an Engineering and Architectural Consultant Member.

#### Section 7.

Application for membership as a Producer Member, a Paving Contractor Member, an Associate Member, an Asphalt Supplier Member or an Engineering and Architectural Consultant Member shall be made in writing addressed to the Secretary who shall submit such application to each member of the Board of Directors. Approval by a majority of the members of the Board of Directors shall constitute election. At the discretion of the Secretary, this vote may be taken by mail, fax, or electronic media. Unless a majority of the Board indicates disapproval within ten (10) days, election to membership would be automatic.

#### Section 8.

Any member having dues in arrears of six months will be notified immediately in writing and will have sixty (60) days from the date of notification to make payment, otherwise membership shall be terminated.

#### Section 9.

Each Producer Member and Asphalt Supplier Member shall be entitled to one (1) vote. Paving Contractor Members, Associate Members, and Engineering and Architectural Consultant Members shall not have a vote at any meeting of the Association.

## ARTICLE II

### DUES

#### Section 1.

The dues of Producer Members shall be as determined at each Annual Meeting by the Board of Directors but shall be subject to ratification by a majority of the active members of the Association.

Dues for state Producer Members shall be based on the following:

- a. Number of plants owned and operated annually by their corporation and those of any related entity

b. A fee per ton produced quarterly from each plant

Dues from non-state Producer Members shall be based on the number of plants supplying Pennsylvania and a quarterly fee per ton shipped to Pennsylvania.

Section 2.

The dues of Paving Contractor Members, Associate Members, Asphalt Supplier Members and Engineering and Architectural Consultant Members shall be as determined by the Board of Directors.

Section 3.

All dues shall be prorated from the date of the approval of the application for membership.

Section 4.

The dues of all members shall be paid as determined by the Board of Directors.

### **ARTICLE III**

#### **OFFICERS**

Section 1.

The Officers of this Association shall be a President, Vice President, Secretary and Treasurer. The Office of Executive Director may be combined with that of the Secretary.

Section 2.

The President, Vice President, and Treasurer shall be elected by the members of the Association at the Annual Association Meeting.

Section 3.

The Secretary shall be appointed by the Board of Directors.

Section 4.

The President, Vice President, Secretary and Treasurer shall perform the duties ordinarily appertaining to their respective offices and such other duties as the Board of Directors may from time to time reasonably require of them.

Section 5.

All Officers shall hold office for two (2) years or until their successors are elected and qualified.

**ARTICLE IV**

**BOARD OF DIRECTORS**

Section 1.

The Board of Directors shall consist of no more than twenty (20) elected directors of which a maximum of four (4) shall be non-producer members. The other Directors shall be duly authorized representatives of a Producer Member in good standing. The President, Vice President and Treasurer shall be members of the Board.

The President shall also be Chairman of the Board of Directors.

Each Director shall be a duly authorized representative of a Producer or Non-Producer Member in good standing. Each Director shall be elected to a term of five (5) years or until his successor is elected and duly qualified. Past presidents serving on the Executive Committee shall be voting members. All past presidents, not serving on the Executive Committee, the NAPA State Director, the Chairman of the Technical Committee, and the immediate Past Chairman of the Technical Committee shall be voting Ex-Officio members of the Board.

Section 2.

The Board of Directors shall do all things lawful, necessary and feasible for the promotion and welfare of the interests of the Association to carry out its purpose and shall have full power to act for the Association between meetings of the Association.

Section 3.

The Board of Directors may create committees, as it deems desirable.

Section 4.

The Board of Directors shall have power to appoint such officers and agents as it may deem necessary for the transaction of the business of the Association, with duties and at such salaries and benefits as the Board may determine.

#### Section 5.

The Annual Meeting of the Board of Directors, at which meeting the Secretary shall be appointed, shall be held immediately after the adjournment of the Annual Meeting of the members of the Association. Other meetings of the Board of Directors may be called and held at such time and place as may be determined by Resolutions of the Board or at the call of the President.

#### Section 6.

Notice of all meetings of the Board of Directors held at any time other than at the Annual Meeting of the Association shall be rendered by mail to each Director at least seven (7) days prior to the proposed meeting.

#### Section 7.

By direction of the President, a mail vote of the Board of Directors may be taken. Notice of such vote shall be given by mail, but no vote shall be counted unless it is received within fifteen (15) days from the date of mailing said notice. Such vote shall not be recorded unless acted upon by a majority of those entitled to vote.

#### Section 8.

The Board of Directors shall have power to fill any vacancy, temporary or otherwise, for any reason whatsoever.

#### Section 9.

Any PAPA Director who is not in attendance for three (3) consecutive Board of Directors Meetings shall be removed from office by a majority vote of the Board. A new Director will be appointed. Where there is no eligible member to serve as a Director, the office will remain vacant until a qualified candidate can be elected or appointed to the position.

**ARTICLE V**  
**EXECUTIVE COMMITTEE**

Section 1.

The Board of Directors shall have the power to establish an Executive Committee.

Section 2.

The Executive Committee shall consist of the President, Vice President, Treasurer, Executive Director, two immediate past Presidents and the NAPA State Director.

Section 3.

The Executive Committee shall have the power of the Board in carrying out actions between meetings, but cannot modify any action taken by the Board without approval by the Board.

Section 4.

Duties of the Executive Committee:

A. **President.** The President shall be the chief executive officer of the Association, and shall:

- 1) Preside at all meetings of the Members of the Association and of the Board of Directors;
- 2) Sign all contracts and other instruments of the Association authorized by the Board of Directors;
- 3) Be an *ex-officio* member of all committees;
- 4) See to the enforcement of the Restated Articles of Incorporation and Bylaws;
- 5) See to the carrying out of all orders and resolutions of the Board of Directors; and,
- 6) Perform such other duties as are set forth in the Articles of Incorporation or Bylaws as shall be assigned by the Board of Directors

- B. **Vice President.** The Vice President shall have such powers and duties as may be prescribed by the Board of Directors and shall perform all duties of the President in case of the President's absence or inability to serve.
- C. **Treasurer.** A guardian of a collection of financial reports submitted by the Secretary/Executive Director. Responsibilities include reviewing financial statements of the Association and Chairman of the Budget and Finance Committee. He reviews budget and financial information. The Treasurer shall have general supervision of the financial affairs of the Association.
- D. **Secretary/Executive Director.** The Secretary/Executive Director shall be the custodian of the records and corporate seal and shall have the general supervision of the minutes of Board of Directors Meetings, special membership meetings, and the Annual Membership Meeting. In addition, the Secretary/Executive Director shall have general supervision of the financial affairs of the Association and shall:
- 1) Have power to disburse such funds of the Association as shall be required in the conduct of its affairs and the carrying on of its activities;
  - 2) Have authority to sign any check, draft, or other order of the Association for the payment of money, unless otherwise ordered by resolution adopted by the Board of Directors;
  - 3) Make financial statements to the Board of Directors in such form and frequency as it may direct;
  - 4) Provide for custody and safekeeping of all securities of the Association, subject to such custody arrangements as the Board of Directors may approve; and
  - 5) Perform such other duties as may from time to time be assigned by the Board of Directors.
  - 6) The Secretary/Executive Director is an appointive office; and person holding such office, subject to the control of the Board of Directors, shall be the principal administrative officer of the Association and shall perform such duties as may be assigned by the Board of Directors. Subject to the direction of the President, the Executive Director shall have general supervision of the affairs of the Association and shall manage and direct its activities; he or she shall make such report to the Board of Directors and the members of the Association as he or she may deem necessary as they may require of him or her; he or she shall perform such other duties as are incident to his or her office or are properly delegated to and required of him or her by the Board of Directors.

## **ARTICLE VI**

### **QUORUM**

A majority of the voting members responding to a call for any meeting of the Association shall constitute a quorum, authorized to transact any business duly presented at any meeting of the Association. A majority of Board Members shall constitute a quorum of the Board of Directors to transact business. A majority of any and all committees shall constitute a quorum to transact business.

## **ARTICLE VII**

### **FISCAL YEAR**

The fiscal year established for the Association for Budget and Dues purposes shall be January 1 through December 31, effective January 1, 2003.

## **ARTICLE VIII**

### **CONTRIBUTIONS/DONATIONS**

Monetary contributions or donations may be made from any party(ies) directly to the Association provided that the party(ies) are not eligible for other categories of membership previously identified within these Bylaws.