



BY-LAWS

ARTICLE

I. PURPOSE

Section 1.1 The general purpose of the Corporation is as stated in the Articles of Incorporation, to wit: to promote a spirit of cooperation among the members of the association; to maintain high ethical standards in the industry for the benefit of the general public; to promote educational activities in and among the members; to provide for the development of further applications of bituminous products in the creation of safer road and highway surfaces; to provide a forum for members of the industry; to exchange ideas among the membership and to apply themselves to such other endeavors as will tend to improve road and highway surfaces for the good and safety of the general public.

Section 1.2 The members of the Corporation shall consist of four (4) classes, having the following voting and other rights and privileges of membership:

- A. Active Members. Consists of anyone who utilizes or applies liquid bituminous products (Product/Supplier of Asphalt Cements, Cutbacks, or related products). Such members shall have full voting rights, subject to the provisions of these Bylaws. The annual dues schedule for Active Members shall be one thousand dollars **(\$1000)**.
- B. Associate Members. Consisting of anyone with an interest in the liquid bituminous product industry. Such members shall have the same voting rights and privileges as active members, except that no more than two (2) Associate Members shall be elected to the Board of Directors. The annual fee for such membership shall be six hundred dollars **(\$600)**.
- C. Engineers, Consultants, Testing Laboratories and Individuals. Consisting of anyone with an interest in the liquid bituminous product industry and do not conform to the definition of an active or associate member. Individual members will be approved by a majority vote of the Board of Directors. Such members shall have the same privileges as active members, except that they shall not have voting rights. The annual fee for such membership shall be two hundred dollars **(\$200)**.
- D. Lifetime Members. Consisting of anyone approved by the executive committee for past service to the PAAMA organization. Such members shall have the same privileges as active members, except that they shall not have voting rights. No annual fee shall be assessed to these members.

II. BOARD OF DIRECTORS

Section 2.1 The Board of Directors shall be the governing body of the Corporation and shall consist of one (1) member representative elected from each of the eleven (11) PAAMA areas; two (2) active immediate Past Presidents; three (3) Directors, to be elected at large; and the first President of the Corporation, who shall have a lifetime tenure. Membership to the Board of Directors shall be limited to Active and/or Associate Members. There shall not be more than seventeen (17) Directors.

Section 2.2 The term of office of Directors shall be three (3) years, except as otherwise specified in these Bylaws. Insofar as is feasible, the terms of the Directors shall be so arranged that the terms of one-third of the entire number shall expire in each year. Thereafter, except as may be necessary to continue such arrangement substantially in effect, all Directors shall be elected for three-year terms.

Section 2.3 All members in good standing shall be eligible for election to the Board of Directors.

Section 2.4 Forty (40) per cent of the Board of Directors shall constitute a quorum of the Board of Directors for the transaction of business.

Section 2.5 No proxy voting shall be permitted in any meeting of the Directors.

Section 2.6 Directors shall be employees, sole proprietors, or partners of Active Members. No Active Member shall be permitted to have more than two (2) representatives on the Board of Directors at any one time, nor shall more than one (1) Director from an active member be elected in any year.

Section 2.7 To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereinafter amended, permit elimination or limitation of the liability of Directors, no Director of this Association shall be personally liable for monetary damages as such for action taken or any failure to take action as a Director.

III. NOMINATION AND ELECTION OF DIRECTORS

Section 3.1 Prior to each Annual Meeting of the Members, the Directors then in office shall elect a Nominating Committee of not less than three (3) nor more than five (5) members of the Board of Directors then in office. Said Committee shall nominate a slate of candidates for election to the Board of Directors to be held at such meeting. Said Committee shall promptly report to the Secretary, in writing, the names of the persons nominated and their respective terms. The Secretary shall then circulate copies of said report among the Members, together with the notice for said Meeting. The Nominating Committee shall serve as a standing committee until the first meeting of the Board following each Annual Meeting of the Members.

Section 3.2 Additional nominations for Directors may be made by nominating petitions signed by not less than ten (10) Members, provided such petitions are received by the Secretary, in writing, at least five (5) days before the meeting. Such nominations shall designate the terms for such nominees.

Section 3.3

- A. In the absence of any nominations other than those by the Nominating Committee, the Secretary may, on motion, be instructed to cast a unanimous ballot for the slate of candidates, who shall thereupon be

deemed elected for the terms respectively designated by the Nominating Committee in its report.

- B. In the event of any nominations by petition in accordance with Section 3.2, the election shall be conducted by written ballots and shall be for the terms set forth by the Nominating Committee in its report or by the terms designated on any nominating petition.

Section 3.4 All vacancies on the board between annual elections (regardless of cause or origin of such vacancies) may be filled by the Board of Directors for terms, which shall expire at the next Annual Meeting of Members. All such vacancies shall be filled after reference of same to the Nominating Committee and receipt of its report by the Board.

Section 3.5 Special meetings of the Board of Directors may be called by the President or by the Executive Secretary on request of any five Directors on two days' notice to each Director. The time and place of such meetings shall be as designated in the notice calling the said meeting.

Section 3.6 Regular meetings of the Board of Directors may be held at such places and times as shall be determined from time to time by resolution of the Directors. The organizational meeting, at which business may be transacted, if a quorum be present, shall be held immediately after the annual membership meeting.

Section 3.7 Directors shall receive no compensation for their services as Directors.

IV. OFFICERS

Section 4.1 The Officers of the Corporation shall be a President, President-Elect, Vice President, a Secretary/Treasurer, and such other Officers as may from time to time be elected or appointed by the Board of Directors.

Section 4.2 The Officers shall be elected annually by the Board of Directors. Such Officers may be removed at any time by the Board with just cause. No person shall be eligible to serve any of the said offices unless he is a member of the Board of Directors during such service. The offices of Secretary and Treasurer may be combined at any time that the office of Secretary is vacant.

V. DUTIES OF OFFICERS

Section 5.1 The president shall preside at all meetings of the Directors and all meetings of the Members. He shall be the Chief Executive Officer of the Corporation. He shall appoint all members of committees.

Section 5.2 The President-Elect shall act as President during the absence of the President or his disability.

Section 5.3 The Vice President shall act as President during the absence of the President and President-Elect, or in the event of their disability.

Section 5.4 The Treasurer shall have custody of the funds and securities of the Corporation and supervise the keeping of its financial books and records.

Section 5.5 The Secretary shall keep the minutes of the Corporation, have custody of the Seal and affix it to such documents and agreements as the Directors may authorize. The Secretary shall maintain the formal office of the Corporation and shall expend his best

efforts to carry out the purposes of the Corporation. He should further them to the extent and within the limitations outlined in his contract of employment.

Section 5.6 The Officers shall not receive compensation for their services except the Secretary, as may be provided by his contract. All Officers shall be entitled to reimbursement for any expenses incurred on behalf of the Corporation.

VI. COMMITTEES

Section 6.1 All Committees appointed by the President shall carry out whatever particular business is outlined by either the Directors or the President.

Section 6.2 The Executive Committee shall be comprised of the President, President-Elect, Vice President, and Secretary/Treasurer. Said Committee shall have the power to appoint and discharge agents of the Corporation and fix their compensation, approve contacts and agreements to be executed in the name and on behalf of the Corporation and while the Directors are not in session. They shall have the management and control of the business and affairs of the Corporation.

VII. MEETING OF MEMBERS

Section 7.1 Annual Meetings of the Members shall be held at a time and place as set by the President-Elect and as designated in the notice of the said meeting, which shall be given at least ten (10) days prior to the date of the meeting. All members in good standing are entitled to notice of the meeting.

Section 7.2 Each member is entitled to one vote, in person or by proxy, but no proxy shall be voted after eleven (11) months from its date, unless such proxy is provided for a longer period, not exceeding seven (7) years. The vote for Directors, and upon the demand of any members, the vote upon any question shall be by ballot.

Section 7.3 Except as provided in the next section, any number over thirty-five (35) per cent of the Membership, who shall be present in person or represented by proxy at any meeting duly called, shall constitute a quorum for the transaction of business.

Section 7.4 If less than a quorum shall be in attendance at any time for which the meeting shall have been called, the meeting may, after the lapse of at least thirty (30) minutes, be adjourned from time to time by a majority of the members present and entitled to vote there at.

Section 7.5 Special meetings of the members for any purposes may be called by the president, and shall be called from a requisition in writing, stating the purpose or purposes thereof, delivered to the President or the Secretary, signed by a majority of the Directors, or twenty (20) per cent of the Members in good standing as of the last annual meeting of the members.

Section 7.6 Written or printed notices stating the place and time of the meeting and the general matter of the business to be considered shall be given by the Secretary to each member entitled to vote at his last known Post Office address at least ten (10) days before the meeting in the case of each annual meeting, and five (5) days before the meeting in the case of a special meeting.

VIII. MISCELLANEOUS PROVISIONS

Section 8.1 The Corporate seal shall be circular in form and shall contain the same of the Corporation and the date of its creation. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise

Section 8.2 The fiscal year of the Corporation shall be August 1 through July 31.

Section 8.3 All checks, drafts or other orders for the payment of money, or other evidences of indebtedness asked in the name of the Corporation shall be signed by such officers or official agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.4 Whenever any notice is required by these by-laws, personal notice is not necessary unless expressly so stated; and any notice so required is deemed to be sufficient as given by depositing the same in a Post Office Box in a postage-paid wrapper, addressed to the persons entitled and to his last known Post Office address. Such notice shall be deemed to have been given on the date of such mailing.

Section 8.5 The Board of Directors may employ an Executive Secretary, or Executive Consultant, who shall perform the duties prescribed under Section 5.5 of these by-laws and any other duties as required by the Board of Directors or other duties of the Secretary described elsewhere in the by-laws.

IX. AMENDMENTS

Section 9.1 The by-laws may be altered, amended, or repealed by vote of two-thirds (2/3) of all members of the Corporation, at any regular or special meeting duly convened after notice to the members of that purpose.