

BY-LAWS

ARTICLE

I. PURPOSE

Section 1.1 The general purpose of the Corporation is as stated in the Article 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. Producer. Consists of a company that produces emulsions, additives, or materials. Such Members shall have full voting rights, subject to the provisions of these By-laws.
- B. Contractor. Consists of a company that performs pavement preservation applications. If a contractor is also a producer, Membership shall be in the Producer classification. Such Members shall have full voting rights, subject to the provisions of these By-laws.
- C. Equipment Supplier. Consists of a company that manufactures or supplies equipment used in pavement preservation applications. Such Members shall have voting rights, subject to the provisions of these By-laws.
- D. Engineer/Consultant/Individual. Consists of a company or individual that has an interest in the liquid bituminous industry and do not conform to the definition of other Membership classes.

Section 1.3 Annual Fees. Dues for Membership shall be established in a Dues Schedule, to be reviewed periodically. Changes to Annual Fees shall be determined by a majority vote of the Board of Directors.

Section 1.4 Each Member Company shall identify a primary contact for the transaction of business and to vote on behalf of its Member Company when a quorum is required for the transaction of business, or a vote is required as per Article XI (Amendments) of these by-laws.

II. BOARD OF DIRECTORS

Section 2.1 The Board of Directors shall be the governing body of the Corporation and shall consist of twelve (12) Member representatives.

Section 2.2 The term of office of Directors shall be four (4) years, except as otherwise specified in these By-laws. Insofar as is feasible, the terms of the Directors shall be 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 four-year terms.

Section 2.3 Producer and Contractor Member representatives in good standing shall be eligible for election to the Board of Directors.

Section 2.4 Five (5) 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 sole proprietors, partners or employees of Producer or Contractor Members. No 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 a Producer or Contractor 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 shall nominate a slate of candidates for election to the Board of Directors to be held at such meeting. Nominations shall be reported to the Secretary. The Secretary shall then circulate copies of said report among the Members, together with notice for said Meeting.

Section 3.2 Additional nominations for Directors may be made by any Member, provided such nominations are received by the Secretary, in writing, at least five (5) days before the meeting.

Section 3.3 In the absence of any nominations other than those by the Board of Directors, 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.

Section 3.4 All vacancies on the Board between annual elections (regardless of cause or origin or 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 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 Secretary on request of any Director on two days' notice to each Director. The time and place of such meetings shall be as designated in the notice calling 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 prior to 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, Vice President, 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. The office of Treasurer may be filled by a non-Board member representative, if appointed annually by the Board of Directors. In such cases, the Treasurer shall not have voting rights. 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 Vice President shall act as President during the absence of the President, or in the event of his disability.

Section 5.3 The Treasurer shall have custody of the funds and securities of the Corporation and supervise the keeping of its financial books and records.

Section 5.4 The Secretary shall keep the minutes of the corporation. 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, Vice President, Treasurer, and Secretary. Said Committee shall have the power to appoint and discharge agents of the corporation, and fix their compensation, approve contracts and agreements to be executed in the name of 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 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 Company is entitled to one vote, in person or by proxy. 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) percent 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 entitles 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) percent 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, or via electronic communication using the address of record, at least ten (10) days before the meeting in the case of each annual meeting, and given (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 impresses 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 evidence 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, or

via electronic communication using the address of record. 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 Member Companies of the Corporation, at any regular or special meeting duly convened or via electronic communication, after notice to the Members of that purpose.