

**ARTICLES OF ASSOCIATION
(By- Laws)**

OKLAHOMA ASPHALT PAVEMENT ASSOCIATION

ARTICLE I- NAME

The name of the association shall be "Oklahoma Asphalt Pavement Association" (OAPA).

ARTICLE II- PURPOSE

The objects and purposes of this association are to improve communication and understanding within the entire Asphalt Paving Industry; to encourage fair and equitable design, specifications and inspection; to protect the doctrine of free enterprise and competition; to stimulate and encourage more extensive research relative to the manufacture and use of asphalt pavement; to educate within the industry for higher standards, lawful trade practices and lawful ethical conduct; to act and function as an educational association on behalf of the Asphalt Paving Industry; and to do any and all things lawful that may be of benefit to the members of the association or other business interests, and for improving the physical and mental condition of mankind.

ARTICLE III- MEMBERSHIP

Producer Members: Membership shall include persons, firms, organizations and corporations who operate a hot-mix asphalt plant that meet the requirements of the Oklahoma Department of Transportation.

Laydown Contractor Members: Membership shall include persons, firms, organizations and corporations not engaged in the production of hot-mix asphalt, who are asphalt paving contractors, qualified as bidders of recognized governmental agencies.

Asphalt Refiners/Merchandiser Members: Membership shall include persons, firms, organizations and corporations who refine and /or merchandise asphaltic cement.

Associate Members: Membership shall include persons, firms, organizations and corporations who sell or otherwise make available equipment, materials, and special services, all relating to the production and construction of hot-mix asphalt. Special services shall include trucking, insurance, testing laboratories, safety, finance and designing.

SECTION 1: APPLICATION FOR MEMBERSHIP

Application for membership shall be on a form approved by the Board of Directors.

SECTION 2: ADMISSION FOR MEMBERSHIP

The Board of Directors shall vote upon all applications for membership and a two-thirds (2/3) majority of the board shall be required for election to membership.

SECTION 3: REPRESENTATIVES OF MEMBERS

Each OAPA member shall appoint and designate an individual associated with such member in business who shall represent, vote and act for the members in the affairs of the association, including the holding of office therein. Such individual shall be known and referred to as "authorized representative".

SECTION 4: INITIAL FEE

Each Producer Member and Laydown Contractor Member shall pay an initial fee of Two-Hundred Fifty Dollars (\$250) and it shall count toward their Annual Dues.

SECTION 5: WITHDRAWAL FROM MEMBERSHIP

Any member shall have the right of withdrawing from membership by giving written notice to the Board of Directors, provided, however, that such resignations shall not become effective until thirty (30) days after the receipt of said written notice. During said thirty (30) day period, the member shall continue to be liable for membership dues at the prevailing rate at the time written notice of resignation is given.

SECTION 6: SUSPENSION FROM MEMBERSHIP

Failure to pay the membership dues established by the association within a period designated by the Board of Directors shall be cause for suspension.

If a member is disqualified from further work for any cause by a governmental body, the Board of Directors may suspend such a member from membership.

ARTICLE IV- MEMBERSHIP DUES

Dues shall be assessed in such amount, as the members shall approve. Dues shall be collected upon such basis as the Board of Directors may determine. Dues may vary from time to time in accordance with the operating expenses and requirements of the association. Any change in the amount or rate of membership dues shall first be approved by the Board of Directors and then submitted to the membership for approval. No change in the amount of dues can become effective until thirty (30) days after it has been approved by a majority vote of the voting membership.

SECTION 1: MEMBERSHIP DUES

- (A) **Producer Members:** Dues shall be assessed on all producing Hot Mix Asphalt Plants that each Producer Member has in Oklahoma each year, plus a per ton fee for all tons produced each calendar year.

Each Producer Member shall pay an annual fee of \$500.00 per producing Hot Mix Plant that the member uses in Oklahoma during each calendar year. The annual plant fee shall be paid in July of each year.

Each Producer Member shall be assessed at a rate of 5 cents per ton (English tons) up to 500,000 tons for all Hot Mix Asphalt Materials that are produced in each of the member plants in Oklahoma. For any tonnage over 500,000, the rate shall be 3.5 cents per ton (English tons). Tonnage dues shall be paid on the 10th of each month for all tons produced the preceding month.

Production in metric tons or any other unit of measure shall be converted to the equivalent of English tons for reporting of dues.

The minimum dues to be paid by any Producer Member shall be \$100.00 per month, plus the annual plant fee. (\$1,200.00 + \$500.00= \$1,700.00)

There is no maximum dues amount for any Producer Member.

- (B) **Laydown Contractor Members:** Dues shall be assessed on an annual basis in the amount of \$750.00 per year, plus 1 cent per ton of asphalt laid. Annual dues shall be paid on July 1st of each year. The tonnage dues will be paid monthly.

- (C) **Asphalt Refiner/Merchandiser Members:** Dues shall be assessed on an annual basis in the amount of \$4,000.00 per year. Dues shall be paid on July 1st of each year.
- (D) **Associate Members:** Dues shall be assessed on an annual basis in the amount of \$550.00 per year for. Associate Members who are Aggregate Producers will have annual dues of \$2,000.

SECTION 2: REPORTING DUES

- (A) **Producer Members:** Dues or minimum service charge shall be due and payable monthly on the total tonnage actually produced or manufactured in all the member's Oklahoma plants each month and shall be paid by the 10th of the following month.
- (B) **Laydown Contractor Members:** Dues shall be due and payable upon admittance of membership and annually on July 1 thereafter. Tonnage dues shall be paid monthly.
- (C) **Asphalt Refiners/Merchandiser Members:** Dues shall be due and payable upon admittance of membership and annually on July 1 thereafter.
- (D) **Associate Members:** Dues shall be due and payable upon admittance of membership and annually on July 1 thereafter.

SECTION 3: DISCLOSURE

No member of the association shall know or disclose the amount of asphalt produced by another member, except as a combined total of all members on a monthly basis and the total cash assessment of each member on an annual basis.

SECTION 4: RECORD

The Board of Directors will designate some bank or individual to receive all reports and payments on monthly assessments.

SECTION 5: SUSTAINING CONTRIBUTIONS

Those who wish may be permitted to make voluntary contributions to the association for the purpose of advancing the overall purpose and objectives.

SECTION 6: SPECIAL ASSESSMENT

Board of Directors may authorize the collection of special assessments from time to time for meetings, conventions, and travel or special purposes that advance the Hot mix Industry.

ARTICLE V: MEETING OF MEMBERS

SECTION 1: MEMBER MEETINGS

Meetings of the members shall be held at the time and place as determined and fixed by the Board of Directors. Meetings of members shall be held at least (2) times a year.

SECTION 2: SPECIAL MEETINGS

A Special Meeting may be called by the Board of Directors, or may be called upon written request of one-half (1/2) of the voting members.

SECTION 3: NOTICE OF MEETING

Notice to members of either an Annual or Special Meeting shall be prepared by the Secretary and mailed to the last known address of each member not less than ten (10) days before the meeting, which shall state the time and place thereof.

SECTION 4: VOTING

- (A) **Producer Members:** Each Producer Member in good standing shall have one vote, which may be cast in person, by an authorized representative, written proxy, or by ballot.
- (B) **Laydown Contractor Members:** Each Laydown Contractor member in good standing shall have one vote which may be cast in person by an authorized representative, written proxy, or by ballot.
- (C) **Asphalt Refiner/Merchandiser Members:** Asphalt Refiner/Merchandiser shall not have a vote at any meeting of the Association.
- (D) **Associate Members:** Associate Members shall not have a vote at any meeting of the Association.

SECTION 5: QUORUM

At the General Membership Meeting, a quorum will exist when forty (40 %) percent of the voting membership is present or represented by proxy. When a quorum has been declared and the proof of notice of the meeting has been determined, a majority vote of the members in good standing at such meeting shall decide any matter or question that may come before the meeting. In the absence of a quorum, the meeting shall be adjourned. No business shall be transacted at any general membership meeting until a quorum of the members is present.

SECTION 6: ORDER OF BUSINESS

The order of business at any meeting of the members of the Association insofar as applicable shall be as follows:

- (1) Roll call and presentation of proxies
- (2) Declaration of Quorum
- (3) Proof of notice of meetings
- (4) Approval of the minutes of the previous meetings
- (5) Reports
- (6) Old Business
- (7) New Business
- (8) Adjournment

ARTICLE VI: BOARD OF DIRECTORS

The management of the affairs and business of the association shall be vested in the Board of Directors. The Board of Directors shall consist of nine (9) elected Directors. Secretary-Treasurer and Ex-Officio member. Eight (8) of the elected Directors shall be from the Producer or Laydown Contractor Memberships elected by the members in those categories. One (1) of the elected Directors will be from the Associate Membership and One (1) Asphalt Refiner Membership and shall be elected by the members in those categories.

SECTION 1: ELECTION OF DIRECTORS

As the respective terms of office of the Directors expire, the successors shall be elected for two (2) year terms. In a case where the Chairman-Elect is in the second year of the two (2) year term as a Director, he/she will be allowed to serve a third year to complete his/her term of office as Chairman of the Board. Producer Member Companies cannot be re-elected to office for at least one year. Election will be by secret ballot at the Annual Meeting each year. Any authorized representative of a Producer Member or Laydown Contractor Member in good standing who has not served on the Board of Directors the previous year is eligible.

SECTION 2: ELECTION OF SECRETARY-TREASURER

The Secretary-Treasurer shall be a voting member of the Board of Directors. His/her term of office will be for one year. He/she may be re-elected. Election will be by secret ballot at the Annual Meeting.

SECTION 3: EX-OFFICIO MEMBERS

The following Ex-Officio memberships on the Board of Directors are granted to members who hold various elected or appointed positions in other associations. These shall be full voting Board of Director positions. The same member is eligible to be elected as a Director or Secretary-Treasurer.

- (1) Asphalt Representative to the Association of Oklahoma General Contractors
- (2) NAPA State Director from Oklahoma

SECTION 4: ELECTION OF OFFICERS

The Vice-Chairman of the Board will automatically become Chairman of the Board for the next year.

The Board of Directors shall elect from its members a Vice-Chairman. The election shall be held at the first meeting of the Board of Directors after the Annual Meeting of the members or at any time that five (5) or more members of the Board of Directors shall call for an election. The election shall be by secret ballot. The term of office shall be for one year or until their successor is elected. The Chairman shall preside at all meetings and be a spokesman for the Association. In his/her absence, the Vice-Chairman or Secretary-Treasurer shall preside in that order.

SECTION 5: REGULAR MEETING OF BOARD OF DIRECTORS

Regular meetings of the Board of Directors shall be held each month unless canceled by the Chairman of the Board.

SECTION 6: SPECIAL MEETINGS

Special Meetings of the Board of Directors may be held at a time and place that may be deemed necessary by the Chairman, or any five (5) members of the Board of Directors. Notice shall be given by the Secretary-Treasurer to all members five (5) days prior to each meeting.

SECTION 7: QUORUM – BOARD OF DIRECTORS

A quorum at any meeting of the Board of Directors shall consist of five (5) or more voting members being present or presenting written proxies to the Secretary. When a quorum has been declared at a Board of Directors meeting, a majority of the Directors in attendance shall decide any question that may come before the meeting.

SECTION 8: VACANCIES

The Board of Directors may fill any vacancy on the Board of Directors for the unexpired term. If any other office becomes vacant during the year, the board of Directors shall fill it for the unexpired term.

SECTION 9: REGISTERED AGENT AND REGISTERED OFFICE

The Board of Directors may change the registered agent and registered office from time to time.

ARTICLE VII- STAFF

The Board of Directors shall employ and supervise a full-time Executive Director. The Executive Director shall be the Chief Executive Officer.

SECTION 1: ADDITIONAL STAFF

All additional members of the staff shall be employed and supervised by the Executive Director in conformity with a set of job specifications, salary and organizational chart approved by the Board of Directors.

ARTICLE VIII

The Chairman of the Board shall preside at all meetings; shall sign contracts and other instruments of the association authorized by the Board of Directors. He/she shall be a spokesman for the Association; and shall perform such other duties as are necessary to his/her office or properly required of him/her by the Board of Directors. The Vice-Chairman shall act in the absence or disability of the Chairman.

ARTICLE IX- DUTIES OF THE SECRETARY-TREASURER

The Secretary-Treasurer shall issue notice of all meetings of the members and Directors, shall keep minutes, and shall have custody of the minutes and all other corporate records, shall sign with the Chairman or Vice-Chairman instruments requiring his signature, and shall make such reports and perform such other duties as are necessary to his/her office or are properly required by the Board of Directors. He/she shall supervise the assessment and collection of membership dues, have custody of all the money and assets of the Association and shall keep regular books of account and balance the same in accordance with good bookkeeping practice. He/she shall sign or countersign checks and such instruments as required and reconcile the monthly bank statement and cash accounts each month.

The Secretary-Treasurer shall be bonded for the faithful performance of his duties in such sum and with such corporate surety as may be acceptable to the Board of Directors.

The Secretary-Treasurer may, on approval of the Board of Directors, delegate some part of his duties to the Executive Director or qualified staff.

ARTICLE X- DUTIES OF THE EXECUTIVE DIRECTOR

The Executive Director is the Chief Executive Officer and shall have general supervision of the staff of the Association and shall direct its affairs. He/she shall report to the Board of Directors and he/she shall perform such

duties as are necessary to his/her office or are properly delegated to and required of him/her by the board of Directors.

He/she shall give a bond for faithful performance of his/her duties in such sum and with corporate surety as may be required by the Board of Directors.

ARTICLE XI- STANDING COMMITTEES

The Board will appoint all members of each committee. Committee members will serve until they resign or are replaced by the Board. Subject matter will be changed as directed by the Board. The Board will assign staff and professional assistance. Each committee will organize its own work and select its own Chairman, Vice-Chairman and Secretary.

ASPHALT IMPROVEMENT TASK FORCE COMMITTEE:

Engineering, Testing, Design, Technical, Air Pollution, Technical Specifications, etc.

Membership: 7-11 members, to include one or more members of the Board.

MARKETING COMMITTEE:

Public Relations, Market Development, Awards, Resolutions and Workshops.

Establish lines of communication and liaison with Turnpike Authority, ODOT, counties, cities, architects, consulting engineers and all users of Hot Mix Asphalt pavement.

Develop a manual and specifications for the local market.

Membership: 7 to 11 members, to include one or more members of the Board.

GOVERNMENTAL AFFAIRS COMMITTEE:

Establish lines of communications and liaison with Federal and State Legislators and their appointed agencies, such as the US Corps of Engineers, DOT, AASHTO, Oklahoma Department of Transportation and Turnpike Authority, etc.

Trucking laws, safety standards, sales tax study and review of law, labor standards and training, liaison with other associations.

Membership: To include NAPA State Director and the Asphalt Representative to the Association of Oklahoma General Contractors, with five (5) to seven (7) other members.

MEMBERSHIP COMMITTEE:

Recruit Qualified Asphalt Producing Members that meet the requirements of the Oklahoma Department of Transportation, as well as recruitment of qualified Associate Members as described in Article III.

Membership: 3 to 5 members, to include one or more members of the Board.

ANNUAL CONVENTION COMMITTEE:

Decide upon location and date of Annual Convention, agenda, speakers' awards, etc.

Memberships: 3 to 5 members, to include one or more members of the Board.

POLITICAL ACTION COMMITTEE:

The Oklahoma Asphalt Pavement Association Political Action Committee funds are intended to be used to help politicians gain election to political office. Our intent is to help those officials that directly affect the Hot Mix Asphalt Industry.

Memberships: The OAPA Political Action Committee shall be made up of a minimum of three OAPA members, plus the OAPA Executive Director. Ex-Officio members shall be the current Chairman of the Board and the Secretary/Treasurer. There shall be no maximum number of members for this Committee.

The members of the PAC Committee may be representatives from any Member Company in good standing. This includes Producer Members, Associate Members, Refiner Members, Laydown Members, etc. The Chairman of the Board will recommend potential Committee members to the Board of Directors. The Board shall discuss and approve the Committee members and shall have final authority over the appointment of the Committee.

The Chairman of the Board shall appoint one of the approved Committee members to be Chairman of the PAC Committee.

The Chairman of the PAC Committee shall serve a term of two years and may be reappointed, if recommended and approved by the current Board.

Members of the PAC Committee shall serve a term of one year and may be recommended for re-appointment by the new Chairman.

ARTICLE XII- HANDLING OF FINANCES

SECTION 1: BANK DEPOSITS

The money of the association as received from membership dues, assessments or other sources, if any, shall be deposited in such bank or banks, as the Board of Directors shall approve. Funds shall be drawn out by checks signed in the name of the Association by the Secretary-Treasurer and such other officer or employees as the Board of Directors may designate.

All checks received by the Association shall be endorsed in the name of the Association and shall be deposited in the proper bank account, and shall not be cashed. The Secretary-Treasurer shall reconcile the bank statements and cash of the Association each month.

ARTICLE XIII- AUDIT

The Secretary-Treasurer shall cause an annual audit to be made by a certified public accountant that is acceptable to the Board of Directors. This report shall be approved by the Board of Directors and distributed to each member.

ARTICLE XIV-CORPORATE SEAL

The Corporate Seal of the Association shall have inscribed thereon the name, "Oklahoma Asphalt Pavement Association", the year of its organization and the words, "Corporate Seal".

ARTICLE XV- AMENDMENTS

These Articles may be amended, repealed or altered in whole or in part by a majority vote of the total voting membership, upon ten (10) days notice in writing of the proposed changes.