

**Bylaws of the
American Concrete Pavement Association
Pennsylvania Chapter**

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Bylaws of the American Concrete Pavement Association Pennsylvania Chapter

ARTICLE I. Name

SECTION 1. Name

The name of this corporation, organized under the provisions of the Pennsylvania Nonprofit Corporation Law, is American Concrete Pavement Association, Pennsylvania Chapter (hereinafter referred to as the "Association"). It shall serve as the affiliate, in the Commonwealth of Pennsylvania, of the American Concrete Pavement Association (ACPA), a not-for-profit corporation incorporated in the State of Illinois.

SECTION 2. Location

The principal office of the Association shall be at 800 North Third Street, Harrisburg, Pennsylvania, 17102. The Association may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II. Purpose

SECTION 1. Objectives of Association

The objectives of this Association are:

- A. To counsel, advise, and render maximum assistance in the conception and planning of roads and other public installations, recognizing the historical and continuing importance to our society of advancements in such projects for the use and general welfare of the public.
- B. To encourage and promote the use of concrete for and in the paving and construction of highways, streets, airfields, parking areas, and other public improvements.
- C. To advance the use of concrete road materials by means of public education, information, and research by dissemination of facts and data relative to the advantages of concrete; by rendering cooperation and aid to local, state, and federal authorities in establishing standards for road and pavement construction; and generally, for the public welfare and interest to foster the use of concrete for public construction purposes.
- D. To maintain a high standard of workmanship and product by concrete paving contractors and to encourage sound, lawful business practices in the trade for the benefit of the public and contracting authorities; and to encourage those methods of contracting policies and work which relieve the contractor of improper risks.
- E. To interchange views and disseminate useful information among Members of the Association in order to establish construction methods and procedures enhancing the efficiency and status of concrete paving.
- F. To do all other acts necessary or expedient for the administration of the affairs to promote the development, establishment, and expansion of the concrete industry.

The Association also has such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Illinois to the extent such powers do not conflict with the Pennsylvania Not-For-Profit Corporation Act.

ARTICLE III. Membership

SECTION 1. *Membership Categories*

The Membership of the Association shall be of the following categories which are defined as follows:

- A. Contractor: Defined as an individual, partnership or corporation that contracts to perform concrete paving, concrete pavement restoration, concrete specialty construction, and bridge and bridge repair construction.
- B: Northeast Cement Shippers Association (NECSA) Member Company: Defined as a portland cement manufacturing company who manufactures, distributes, or sells cement and is a member in good standing of NECSA.
- C. Allied Material Supplier: Defined as a firm who manufactures, distributes, or sells materials or services which are tied to the use of portland cement concrete and whose interests and objectives are similar to those contractors, cement companies, and ready mix companies.
- D. Allied Equipment Manufacturer: Defined as equipment manufacturers, suppliers, and distributors whose designated representatives shall serve as information advisors on up-to-date equipment developments to Members.
- E. Allied Services: Defined as an individual, partnership or corporation that provides services in support of the concrete pavement industry. These categories include Ready-Mixed Concrete plants, Trucking firms, Bonding firms, Associations, and Consultant (individual, firm, or research) companies.
- F. Visiting Contractor: Defined as an individual, partnership or corporation that is a Member of the ACPA that contracts to perform concrete paving, concrete pavement restoration, concrete specialty construction, and bridge and bridge repair construction in the Commonwealth of Pennsylvania. It is a firm that agrees to pay assessments as set by the Board of Directors. A Visiting Contractor is not entitled to vote or hold office.
- G. Associate: Defined as an individual, partnership, or corporation doing business with, for, or in support of the concrete pavement industry, and whose interests and objectives are similar to the members aforementioned and shall serve in a general advisory capacity. The various categories of Associate Membership will be established at the Annual Meeting or special meetings of the Membership called by the Board of Directors. An Associate Member is not entitled to vote or hold office.
- H. Honorary: Any individual who has performed outstanding and distinguished service for the Commonwealth of Pennsylvania or for the concrete paving industry. An Honorary Member is not entitled to vote or hold office.

Only Contractor Members, NECSA Members, and Allied Members are entitled to vote and hold offices.

SECTION 2. Application for Membership

- A. Application for membership shall be made to the President in the form prescribed by the Board of Directors and same shall embody a concise statement of the applicant's work. Each application for membership shall be accompanied by a check or cash in the amount equal to the basic annual dues of the Association as evidence of good faith. In case the application for membership is not approved, the check or cash accompanying such application shall be promptly returned.
- B. The President shall submit to the Board of Directors a copy of the application at the following Board Meeting after receipt. Approval by affirmative vote of the Board of Directors shall be necessary to approve a firm to membership.
- C. Corporations whose charters do not provide for membership in other organizations shall appoint an individual who shall be the Member of this Association.
- D. Applicants who have been approved shall be notified of the fact by the President and a copy of the Bylaws shall accompany the notice of election.

SECTION 3. Removal

The Board of Directors may remove a Member of any classification from membership by affirmative vote. For any cause other than non-payment of dues and assessments, removal shall occur only after the member complained against has been advised of the complaint lodged against them and has been given a reasonable opportunity for defense; and such Member, if removed, may appeal the decision of the Board at the annual meeting of the Association, providing that notice of intent to appeal is provided to the President at least ten (10) days in advance of the meeting.

SECTION 4. Reinstatement

A former Member of the Association desiring a continuous membership record may be reinstated on showing proof of qualifications and paying all dues in arrears. If, however, a continuous membership record is not desired, the Member may be reinstated on showing proof of qualification and paying current year's and prior year's dues and assessments.

SECTION 5. Change of Address

In case an individual, partnership, corporation, or member of the corporation shall make a change in its business title or firm name, then such member of the corporation shall at once notify the President of this change be given that a material change in membership of the firm or corporation has not taken place, then the name shall be changed on the records of the Association without affecting the standing of the member.

SECTION 6. Resignation

Any Member may resign by filing a written resignation with the President, but such a resignation shall not relieve the member resigning of the obligation to pay any dues or other charges thereto accrued and unpaid.

SECTION 7. Obligation

Any Member of this Association shall be deemed to have agreed to be bound by the Articles of Incorporation and these Bylaws together with all obligations therein fixed.

ARTICLE IV. Dues and Assessments

SECTION 1. *Establishment of Dues and Assessments*

The initial dues and assessments shall be established by the Board of Directors. Thereafter, changes in dues and assessments, if any, for all classes of membership shall be set at the Annual Meeting or special meetings of the Membership called by the Board of Directors.

SECTION 2. *Payment of Dues*

Dues statements will be forwarded to all Members in December of each year. All dues statements are due and payable thirty (30) days after billing. All unpaid dues shall be charged a monthly interest rate of one and one-half percent (1.5%) per month starting from the date the bill was due until paid.

SECTION 3. *Report of Contract Awards and Work Performed*

It shall be the duty of each Contractor Member and Visiting Member to report to the President quarterly following the award of any contracts to such Members, which shall contain the name of person or body awarding the contract, the place where the contract is performable, supply the bid quantity and unit price of assessable concrete items and the quarter in which assessable work was performed. This provision also applies to subcontracted work or negotiated contracts. The Board of Directors may review any Member's report if it has reason to believe it erroneous. All reports shall be confidential.

SECTION 4. *Payment of Assessments*

Assessments for Contractor Members and Visiting Members will be billed by the Association quarterly after award of contract. This provision also applies to subcontracted work or negotiated contracts. Assessments on completed and paid for work are due and payable sixty (60) days following the end of the quarter. All delinquent assessments shall be charged a monthly interest rate of one and one-half percent (1.5%) per month starting with the date the assessment was due until paid. .

SECTION 5. *Delinquency and Cancellations*

Any Member of the Association who has not complied with Article IV of the Bylaws shall be notified of delinquency by certified mail. If payment is not made within forty-five (45) days after notification of delinquency, the Member may be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension at the request of the member is waived by affirmative action of the Board of Directors.

SECTION 6. *Refunds*

No dues shall be refunded to any Member whose membership terminates for any reason.

ARTICLE V. Meetings

SECTION 1. *Annual Meetings*

The Annual Meeting of the Members of the Association shall be held in conjunction with the Annual Pennsylvania Concrete Conference or at the time and place as may be fixed by the Board of Directors. The purpose of the meeting shall be election of Directors, Officers, Management Committee members, reports of Committees, and all business, which is properly brought before the meeting.

SECTION 2. *Special Meetings*

Special meetings of the Association may be called by the Board of Directors at any time or shall be called by the Chairman upon written request by one-third of the members within thirty (30) days after filing of such request with the President. The business to be transacted at any special meeting shall be stated in the notice thereof and no other business may be considered at that time.

SECTION 3. *Notice of Meetings*

Written notice of any meeting of the Association shall be mailed to the last known address of each member not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

SECTION 4. *Voting*

At all meetings of the Association, with the exception of meetings of the Management Committee, all Contractor Members, NECSA Members, and Allied Members shall have one (1) vote. Prior to each meeting each Member company not in attendance shall provide the President a list of those people entitled to represent their company. Unless otherwise specifically provided by these Bylaws, a majority vote of those Members present and voting shall govern.

SECTION 5. *Voting by Mail*

Proposals to be offered to the members for a mail vote, except election ballots, shall first be approved by the Board of Directors. On any mail vote, no less than one-third (1/3) of the Members shall cast a ballot to constitute a valid action and the majority of those voting shall determine the action.

SECTION 6. *Quorum of Members*

At an Annual Meeting or Special Meeting of Members, a quorum shall consist of one-third (1/3) of the Members. The decision of a majority of the quorum shall be valid as an act of the Members.

SECTION 7. *Rules of Order*

The meetings and proceedings of the Association shall be regulated and controlled by Roberts Rules of Order (revised) for parliamentary procedures, except as may be otherwise provided by these Bylaws.

ARTICLE VI. Board of Directors

SECTION 1. *Authority and Responsibility*

The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, its Committees, and publications; and, shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

SECTION 2. *Composition of Board of Directors*

The Board of Directors shall consist of up to seven (7) voting members, composed of three (3) members from the membership category of Contractors, three (3) appointed NECSA designated representatives, and one (1) from one of the membership categories of Allied Materials Supplier, Allied Equipment Manufacturer, or Allied Services Member. Each Director shall have one (1) vote. The President shall be a non-voting member of the Board of Directors.

SECTION 3. Manner of Election or Appointment and Term

Directors from the membership categories of Contractor, Allied Materials Supplier, Allied Equipment Manufacturer, and Allied Services Member shall be elected by vote of the Membership as defined in Article III, Section 1 of these Bylaws. Directors from the membership category of NECSA designated representative shall be appointed by the NECSA Board of Directors. Directors shall serve three (3) year terms, with the exception of the Immediate Past Chairman, who shall serve as Director until his successor as Chairman is succeeded. An elected Officer of the Board shall serve one (1) additional year as a Director if his term on the Board of Directors has expired, and his successor on the Board of Directors shall be elected by vote of the Membership as defined in Article III, Section 1 of these Bylaws to serve a two (2) year term.

SECTION 4. Nomination

The Nominating Committee, acting in accordance with Article XI, Section 2, of these Bylaws shall present to the Board of Directors at least twenty-one (21) days before the Annual Meeting by mail one (1) nomination for each seat on the Board which is vacant or is about to expire. Additional nominations may be made from the floor at the Annual Meeting.

SECTION 5. Quorum of the Board

At the meetings of the Board of Directors a quorum shall consist of two-thirds (2/3) of the voting members of the Board of Directors for the transaction of the business of the Association and any such business transacted shall be valid providing it is affirmatively passed upon by a two-third (2/3) majority of those present.

SECTION 6. Meetings of the Board

The Annual Meeting of the Board of Directors and Management Committee shall be held at the same place as the Annual Meeting of the members and immediately prior to the Annual Meeting of the members. In addition, regular meetings of the Board of Directors and Management Committee shall be held no less than three (3) times during each administrative year at such times and at such place as the Board may prescribe. Notice of all such meetings shall be given to the Board of Directors and Management Committee not less than ten (10) days before the meeting is held. Special meetings of the Board of Directors and/or Management Committee may be called by the Chairman, or at the request of any three (3) Directors, by notice mailed, delivered, telephoned, faxed, or telegraphed to each member of the Board of Directors and/or Management Committee not less than seventy-two (72) hours before the meeting is held.

A Director may participate in a Board of Directors meeting by telephone conference or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

SECTION 7. Voting

Each member of the Board of Directors shall name, in writing, an alternate from their company who shall have the power to vote as a member in the absence of the duly elected member.

SECTION 8. Voting by Mail

Action taken by mail ballot of the members of the Board of Directors in which at least a majority of such Directors in writing indicate themselves in agreement shall constitute a valid action of the Board if reported at the next regular meeting of such Board.

SECTION 9. *Vacancies and Removal*

Any vacancy occurring on the Board of Directors between Annual Meetings shall be filled by affirmative vote of the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall serve the unexpired term of his predecessor. The Board may, at its discretion by affirmative vote remove any Director for cause.

SECTION 10. *Compensation*

Directors, except for the President, and elected Officers shall not receive any compensation for their services.

ARTICLE VII. Officers of the Board

SECTION 1. *Elected Officers*

The elected Officers of the Association shall be Chairman, Vice-Chairman, Secretary, and Treasurer, to be elected by the Membership as defined in Article III, Section 1 of these Bylaws and to serve until their successors have been duly elected and assume office.

SECTION 2. *Qualification for Office*

Any voting member in good standing shall be eligible for nomination and election to any elective office of the Association in accordance with Article VIII of these Bylaws, provided he shall either have served at least six (6) months as a member of the Board of Directors of this Association (or of its predecessor Association) at any time prior to an elective term of office or have served at least twenty-four (24) months on the Management Committee at any time prior to an elective term of office. The twenty-four (24) month requirement may be waived by affirmative vote of the Board of Directors.

SECTION 3. *Term of Offices*

Each elected Officer shall take office immediately upon installation and shall serve for a term of two (2) years or until his successor is duly elected and qualified. Each elected Officer shall serve concurrently as a Director as defined in Article VI, Section 2 of these Bylaws.

SECTION 4. *Vacancies and Removal*

Vacancies in any elective office shall be filled for the balance of the term thereof by affirmative vote of the Board of Directors at any regular or special meeting. The Board of Directors may, in its discretion by affirmative vote, remove any Officer from office for cause.

SECTION 5. *Appointed Officers*

The Board of Directors shall appoint a President who shall be the senior paid employee of the Association. Additionally, the Board shall appoint Vice-President(s) and Staff as necessary to serve in regions not covered by the President. The President, Vice-President(s) and Staff shall serve at the pleasure of the Board and may be removed from the office at anytime with or without cause. Any vacancy in these offices shall be filled by the Board of Directors any regular or special meeting.

ARTICLE VIII. Duties of the Elected Officers of the Board

SECTION 1. *Chairman*

The Chairman shall be a Contractor Member serving on the Board of Directors. He shall serve as Chairman of the Management Committee and shall serve as a member, ex-officio, with right to vote on all Committees. At the Annual Meeting of the Association and at such other times as he shall deem proper, the Chairman shall communicate to the members such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Association. He shall perform such other duties as are necessarily incidental to the office of the President or as may be described by the Board of Directors.

SECTION 2. *Vice-Chairman*

The Vice-Chairman shall be a NECSA designated representative serving on the Board of Directors. He shall serve as Vice-Chairman of the Management Committee. The Vice-Chairman shall perform the duties of the Chairman in the event of his inability to serve.

SECTION 3. *Secretary*

The Secretary shall be either a Contractor or Allied Member serving on the Board of Directors. He is in charge of the Association records and shall be responsible for the proper and legal mailing of notices to members. He shall see to the proper recording of proceedings of meetings of the Association, Board of Directors, and all Committees; and, carry into execution all orders, votes, and resolutions, not otherwise committed. He shall see that accurate records are kept of all Members. He shall keep the seal of the Association. Such duties of the Secretary as may be specified by the Board of Directors may be delegated to the President or a designated member of his staff.

SECTION 4. *Treasurer*

The Treasurer shall be a NECSA designated representative serving on the Board of Directors. He is responsible for the Association funds. He will work with the President or a designated member of his staff in the keeping of all financial records, collection of Member dues and/or assessments, establishing proper accounting procedures for the handling of the funds of the Association, and for keeping of funds in such banks, trust companies, and/or investments as are approved by the Board of Directors. He shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the Chairman. At the end of each fiscal year as Treasurer, he shall assure preparation of an annual report, which shall reflect an audit or compilation, as directed by the Board, by a certified public accountant. At the expiration of his term of office, he shall deliver over to his successor all Association property in his charge. In the absence of a successor, he shall deliver such property to the Vice-Chairman. Such duties of the Treasurer as may be specified by the Board of Directors may be delegated to the President or a designated member of his staff.

ARTICLE IX. Executive and Staff

SECTION 1. *President*

The senior paid employee of the Association shall be known as the President and shall be considered an employee of the Association under the direct supervision of the Chairman. He shall perform such duties as are assigned to him by the Chairman and Board of Directors and as set out in these Bylaws.

SECTION 2. Vice-President(s) and Staff

Additionally, the Vice-President(s) and Staff shall be considered employees of the Association under the direct supervision of the President. Vice-President(s) and Staff shall perform such duties as are assigned to him by the President and Board of Directors and as set out in these Bylaws.

SECTION 3. Authority and Responsibility

The President shall be the executive of the Association responsible for all management functions. He shall manage and direct all activities of the Association as prescribed by the Board of Directors and shall be responsible to the Board. Additionally, the President and Vice-President(s) shall conduct such activities in their respective geographic regions as are necessary to achieve the Association objectives as outlined under Article II of these Bylaws.

ARTICLE X. Management Committee

SECTION 1. Roles and Responsibilities

The managing body of this Association shall be the Management Committee. The Management Committee shall be responsible for managing any Standing or Special Committee and for sanctioning all other Committees and Task Forces of this Association as these Bylaws prescribe. The Management Committee shall meet at the Annual Meeting of the Membership, and at the call of the Chairman and it shall keep regular minutes of its proceedings, which shall be reported at the following meeting of the Board of Directors.

SECTION 2. Composition of Management Committee

The Management Committee shall consist of the Chairman, Vice-Chairman, Secretary, Treasurer, the Immediate Past Chairman, all other members of the Board of Directors, up to twenty-four (24) at-large members, Life Directors (as defined in Article X, Section 4 of these Bylaws), the President and Vice-President(s) of the Association and the Executive Director of NECSA. The twenty-four (24) at-large members of the Management Committee shall consist of up to nine (9) Contractor Members, up to nine (9) NECSA member company representatives, and up to six (6) Allied Members. The Chairman and Vice-Chairman of the Board of Directors shall serve as the Chairman and Vice-Chairman, respectively, of the Management Committee. The President, Vice-President(s), and Executive Director of NECSA are non-voting members of this Committee. At all meetings of the Management Committee, each voting member shall have one (1) vote which shall be cast by him in person.

SECTION 3. Manner of Election of Management Committee

At-large members shall be nominated and elected as such by affirmative vote of the Board of Directors and shall hold office for a term of three (3) years, At-large members of the Management Committee shall take office immediately upon installation. At-large member vacancies may be filled for the balance of the term by affirmative vote of the Board of Directors.

Upon approval of these revised Bylaws, one (1), two (2), and three (3) year terms shall be established by the Board so that approximately one-third (1/3) of the at-large positions in each of the Membership categories on the Management Committee is voted upon annually.

SECTION 4. Life Directors

Existing or past members of the Board of the Association (or of its predecessor Association), who have served as Board members for a total of six (6) years or more and all other members of the Association who are past Chairman thereof are eligible to be nominated as a Life Director. A Life Director shall be nominated and elected as such by vote of the full Membership, and if so elected, shall hold office so long as

he is employed by a Member of the Association, subject to suspension or expulsion by affirmative vote of the Board of Directors.

SECTION 5. Quorum of the Management Committee

At an Annual Meeting or Special Meeting of the Management Committee, a quorum shall consist of one-half (1/2) of the members of the Committee. The decision of a majority of the quorum shall be valid as an act of the Management Committee. Life Directors shall be entitled to attend and vote at all meetings of the Management Committee but shall be counted in determining the presence of a quorum only if they are in attendance.

SECTION 6. Vacancies and Removal

Any at-large vacancy occurring on the Management Committee between Annual Meetings shall be filled by affirmative vote of the Board of Directors. An at-large member so elected to fill a vacancy shall serve the unexpired term of his predecessor. The Board of Directors may, in its discretion by affirmative vote of its members, remove any at-large member for cause.

SECTION 7. Compensation

At-large members of the Management Committee shall not receive any compensation for their services.

ARTICLE XI. Standing and Special Committees

SECTION 1. Promotion Committee

The Vice-Chairman shall select a Promotion Committee comprised of and in consultation with members of the Management Committee. The Vice-Chairman of the Association shall serve as Chairman of this Committee. It shall include at least one (1) Contractor Member, one (1) NECSA Member company representative, and one (1) Allied Member. The Committee shall counsel with the President on the development of draft work plans, promotion plans, and strategic plans of the Association and prepare recommendations for the Board of Directors. The Promotion Committee shall meet at the call of the Vice-Chairman of the Association and it shall keep regular minutes of its proceedings, which shall be reported at the following meeting of the Board of Directors.

SECTION 2. Nominating Committee

The Chairman shall select a Nominating Committee comprised of members of the Management Committee. The Immediate Past Chairman of the Association shall serve as Chairman of this Committee. It should include at least one (1) Contractor Member, one (1) NECSA Member company representative, and one (1) Allied Member. The Committee shall invite suggestions from the Membership for Board of Directors, Officers, Life Directors, and Management Committee of the Association which are vacant or about to expire, allowing at least twenty-one (21) days for suggestions. The Committee shall then nominate candidates for the Board of Directors, Officers, and Life Directors, as provided by these Bylaws and report such nominations to the Membership at least twenty-one (21) days before the Annual Meeting of the Members. The Committee shall also nominate candidates for the Management Committee as provided by these Bylaws and report such nominations to the Board. Said nominations shall be voted on as these Bylaws prescribe. The Nominating Committee shall meet at the call of the Immediate Past Chairman of the Association and it shall keep regular minutes of its proceedings, which shall be reported at the following meeting of the Board of Directors.

SECTION 3. Technical Committee

The President shall select a Technical Committee comprised of and in consultation with members of the Management Committee. The Technical Committee shall select a Contractor Member to serve as

Chairman of this Committee. It should include at least one (1) Contractor Member, one (1) NECSA Member company representative, and one (1) Allied Member. The Committee shall counsel with the President on technical issues, including standards and specifications, and coordinate efforts with any joint task forces or committees of a technical nature and propose recommendations for the Board of Directors.. The Technical Committee shall meet at the call of the Chairman of this Committee and it shall keep regular minutes of its proceedings, which shall be reported at the following meeting of the Board of Directors.

SECTION 4. ACPA Board of Directors

Directors for the ACPA Board of Directors that are allocated to this Association shall be a member of the Management Committee. The Chairman shall nominate a member of the Management Committee from the appropriate Membership category as defined in these Bylaws, which shall be approved by the Board of Directors.

SECTION 5. Special Committees and Task Forces

The Management Committee shall establish, appoint, and dissolve any other Committees or Task Forces as are necessary and which are not in conflict with other provisions of these Bylaws.

ARTICLE XII. Finance

SECTION 1. Bonding

Trust or surety bonds may be furnished by the Chairman, Vice-Chairman, Secretary, and Treasurer, and such other officers or employees of the Association as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the Association.

SECTION 2. Budget

The Board shall adopt, in advance of the next fiscal period, an annual operating budget covering all activities of the Association. The Treasurer shall furnish the membership within sixty-one (61) days following the end of each annual period a financial report for the year just complete.

SECTION 3. Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII. Seal

The common or corporate seal of the Association shall include "Pennsylvania Chapter".

ARTICLE XIV. Amendments

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the voting members present at any Annual Meeting of the Association duly called and regularly held, notice of such proposed changes having been sent, in writing, to the members thirty (30) days before meetings or by a two-thirds (2/3) vote of the voting members voting by a thirty (30) day mail ballot. Amendments may be proposed by the Board of Directors on its own initiative or upon petition of any one-third (1/3) of the voting members addressed to the Board. All such proposed amendments shall be presented by the Board to the membership with or

without recommendation, except that no amendment shall be made which provides for personal liability of the members for the debt of the Association.

ARTICLE XV. Indemnification

By resolution of the Board of Directors, the Association may indemnify any person who was or is a party or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the Association to procure a judgment in favor) by reason of the fact that he is or was a Director, officer or other representative of the Association, or is or was serving at the request of the Association as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement which are actually and reasonably incurred by him in connection with such action, suit or proceeding, if such person has been successful on the merits or otherwise in defense of such or, if he acted in good faith and in a manner reasonably believed to be in the best interests of the Association, and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; provided, however, that any such person shall not be indemnified if the action, suit or proceeding is by or in the right of the Association and such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association, unless the Court of Common Pleas for the county wherein the Association's registered office is then located shall determine that such person is fairly entitled to be indemnified. The Association may purchase and maintain insurance for the purposes of indemnification on behalf of any or all persons who may be indemnified under the above.

ARTICLE XVI. Dissolution

The Association shall use its assets only to accomplish the objectives and purposes specified in these Bylaws and no part of said assets shall inure, or be distributed to the members of the Association. On dissolution of the Association any assets remaining shall be distributed to one or more organizations entitled to tax exempt status under Section 501 (c) of the Internal Revenue Code of 1986 as amended from time to time or its successor statute, in furtherance of the objectives of this Association as directed by the Board.

ARTICLE XVII. Fiduciary Duty and Liability of Directors

SECTION 1. *Fiduciary Duty*

A Director of the Association shall stand in a fiduciary relation to the Association and shall perform his duties as a Director, including his duties as a member of any Committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in which case prepared by any of the following:

- (a) one or more officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.
- (c) A Committee of the Board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, Committees of the Board and individual Directors may, in considering the best interests of the Association, consider the effects of any action upon employees, upon suppliers and members of the Association and upon communities in which offices or other establishments of the Association are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

SECTION 2. Liability

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Association.

A Director of the Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) The Director has breached or failed to perform the duties of his office under this section.
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to: (1) The responsibility or liability of a Director pursuant to any criminal statute; or (2) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

ARTICLE XVIII. Conflict of Interest.

SECTION 1. Purpose

The purpose of this Conflict of Interest Policy is to protect the tax-exempt interest of the Association when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any Director or Committee member of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

SECTION 2. Definitions and General Statement

Members of the Board and any Committee have a duty of loyalty to the Association. This duty of loyalty requires a Director or Committee member to prefer the interests of the Association over their own personal interests or the interests of others. A conflict of interest may exist when the interests or concerns of any Director or Committee member, or said person's immediate family, or any party, group or organization in which said person holds a position as an employee, officer, director or partner, may be seen as competing with the interests or concerns of the Association. If any Director or Committee member, or a member of their family has a personal or business interest in, or is involved in any way with, an organization with whom the Board or any Committee is considering a grant request or contract, that shall be a conflict of interest.

SECTION 3. Disclosure

Before a Director or Committee member of the Association takes any action related to or on behalf of the Association, the Director or Committee member must disclose any possible conflicts of interest in writing to the Board.

SECTION 4. *Compliance*

When such conflict of interest is relevant to a matter requiring action by the Board of Directors or any Committee, the interested Director or Committee member, as the case may be, after making the required written disclosure to the Board, shall recuse himself from discussions on the matter and abstain from voting or acting on such matters. Unless otherwise agreed by the Board, the Director or Committee member shall retire from the room in which the Board is meeting. Under no circumstances shall an interested Director or Committee member participate in any discussion or vote on such matter. Any Director or Committee member who is excluded from voting or participating pursuant to this policy may answer pertinent questions of other Directors or Committee members, and be present when the interested Director's or Committee member's knowledge and expertise regarding the subject matter will assist the Board. This policy does not prohibit any Director or Committee member from participation in any outside organization or activity.

ARTICLE XIX. Definitions

Where "Association" is mentioned in these Bylaws, it means the American Concrete Pavement Association, Pennsylvania Chapter.

Where "predecessor Association" is mentioned in these Bylaws, it means the American Concrete Pavement Association, Northeast Chapter, a Not-For-Profit Corporation incorporated in the State of Virginia.

Where "ACPA" is mentioned in these Bylaws, it means the American Concrete Pavement Association, a Not-For-Profit Corporation incorporated in the State of Illinois.

The words "he and "she", "his" and "her", and "himself" and "herself" shall apply interchangeably within this document.

Approved December 9, 2005
Amended May 15, 2008