

NORTHEAST ASPHALT USER PRODUCER GROUP
A Nonprofit Corporation

BYLAWS
Revised May 6, 2021

ARTICLE I

PURPOSE

1. Name: The name of the Association is the Northeast Asphalt User/Producer Group, a nonprofit corporation incorporated in the State of MD.
2. Location: The principal office of the Association shall be the office address of the Manager. The Association may also maintain an office in such other place or places as the Steering Committee may designate.
3. Purposes: The purpose of the Association includes:
 - a. Promote improvement in the quality and cost effectiveness of asphalt pavements produced in the Northeastern U.S. by fostering the development and implementation of advancements in asphalt pavement technology (e.g. Superpave).
 - b. Act as a regional forum for constructive dialogue between users and producers of asphalt paving products or in cooperation with existing organizations.
 - c. Work to develop consensus solutions to regional issues, and promote standardized procedures and specifications.
 - d. Disseminate information of interest to the region's asphalt paving community.
4. Restrictions: All policies and activities of the Association shall be consistent with applicable federal, state and local antitrust, trade regulation or other legal requirements; and applicable tax-exemption requirements including the requirements that the Association not be organized for profit and that no part of its earnings inure to the benefit of any member or individual.

ARTICLE II:

MEMBERSHIP

1. Membership Qualifications: Membership in the Association is available to any person generally involved in, or associated with, asphalt production or usage in the states of CT, DE, MA, MD, ME, NH, NJ, NY, PA, RI, VT, and DC, who has paid the annual membership fee.
2. Membership Categories:
 - a. Producer Membership: The following membership categories shall have a vote in the selection of the 13 "Producer" members of the Steering Committee.
 - i. Contractor Membership: Contractor membership in the Association is available to those engaged in the business of HMA production and/or placement.
 - ii. Supplier Membership: Supplier membership is available to firms furnishing asphalt binders to the industry.
 - iii. Associate Membership: Associate membership is available to those engaged in supplying raw materials or support products or services to the industry or to representatives of industry associations.
 - b. User Membership
 - i. User Agency Membership: Employees of State or local governments would be eligible.
 - ii. User Associate. Membership: This category would include Port and Turnpike Authorities and other independent organizations responsible for substantial road networks.
3. Applications for Membership: All applicants for membership must complete the application form provided by the Association and submit the application to the Manager of the Association. (The Manager will be designated by the Steering Committee.)
4. Admission of Members: Payment of the membership fee must accompany the application. Payment of the annual dues will be required to maintain membership. A majority vote of the Steering Committee approving membership is required if the applicant was previously expelled for a reason other than failure to pay dues.
5. Resignation: Any member may resign by filing a written resignation with the Manager.
6. Expulsion: Any member may be expelled for adequate reason by a two-thirds vote of the Steering Committee. Failure to pay dues for 3 years or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member nor deliberation by the Steering Committee. Any member proposed for expulsion for another reason shall be given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed

expulsion in writing or in person before the Steering Committee, and final written notice of the Steering Committee's decision.

ARTICLE III: FUNDS

1. Dues and Assessments: Dues and assessments shall be determined by the Steering Committee.
2. Delinquency: Any member of the association who is delinquent in assessments for a period of ninety (90) days shall be notified of the delinquency and may be suspended from membership. If a member does not attend the annual meeting or pay membership dues for three (3) years, the member will be expunged from the membership rolls without specific notice.
3. Power to Waive: The Steering Committee may cancel or waive payment of any dues, assessments or other indebtedness of a member for any period, with the concurrence of a 2/3 vote of the Steering Committee.
4. Refunds: No dues or assessments will be refunded.

ARTICLE IV: COMMITTEES

1. Steering Committee: The governing body of the Association is the Steering Committee, which has authority and is responsible for the supervision, control and direction of the Association. Funds of the Association may be paid out only at the direction of the Steering Committee.
 - a. Composition of the Steering Committee: The Steering Committee shall consist of 26 voting members, plus non-voting liaison members as deemed appropriate by the Steering Committee. The composition of the membership will be as follows:
 - b. Voting Members (26)
 - i. 13 - User Members – As follows
 - 12 (one) from each State and D.C. (Assigned by Respective Agencies.)
 - 1 User Associate Member - from Parkway, Turnpike, Port Auth, etc. (Selected by the Steering Committee)
 - ii. 13 - Producer Members - As follows:
 - 5 - Contractor Members
 - 5 - Supplier Members
 - 3 - Associate Members - from State APA's, asphalt support industries, consulting engineers, etc.
 - c. Non-Voting Liaison Members: (as deemed appropriated by the Committee) Examples:
Superpave Center Members, FHWA Members, Trade Assoc. Members, Manager and Treasurer
2. Manager and Treasurer: The Steering Committee may hire or assign a professional manager and treasurer who will carry out their designated tasks, operate the Association's office, and keep appropriate financial records.
3. Election and Term of Office: A Chairperson (User member) and Vice-Chairperson (Producer member) will be selected by the Steering Committee from its membership. The Producer members of the steering committee will be selected by membership ballot every two years. A ballot, with at least two candidates for each available position, will be prepared by the Manager with the guidance and approval of the Steering Committee. The ballot must contain a "write-in" space for each position. The Manager will mail or e-mail the ballots to the full membership by July 31st of the election year. The members will vote to fill the respective positions and must return their ballots by September 15th. The ballots will be tabulated by the manager and verified by the Chairman. A simple majority will be used to select the winner and in case of ties, the Steering Committee will make the selection.
4. The Committee has the authority to change the by-laws, establish subcommittees, and decide on policy and organizational matters.
5. Subcommittees: At a minimum the following sub groups will be established:
 - a. Binder subcommittee: Purpose - to deal with binder issues.
 - b. Mix subcommittee: Purpose - to deal with mix issues.
6. Vacancies: If a vacancy occurs on the Steering Committee for any reason, the position shall be filled for the unexpired portion of the term by the Steering Committee.
7. Meetings: The Steering Committee shall meet at least annually. They have the authority to change the bylaws at this time. Two-thirds of the Committee members or their proxies must be present for formal action to be valid; bylaws can also be changed by a two-thirds vote by the steering Committee conducted by e-mail or voice vote at a meeting.

8. Removal: A member may be removed for adequate reason by a two-thirds vote of the voting membership.
9. Compensation: Members with the exception of the Manager shall not receive compensation for their services.