

AIA BYLAWS

Article I - Name

SECTION 1. The name of the association shall be "**ASPHALT INTERLAYER ASSOCIATION**" (AIA).

SECTION 2. The organizational boundaries and area of operation for AIA matters shall consist of the following; The State of California considered "**In-State**" and all other states considered "**Out of State**".

Article II - Purpose

SECTION 1. The purpose of the organization shall be to advance and disseminate grid and fabric asphalt interlayer technology. To promote the systems among all property owners/managers, specifiers, consultants, inspectors, public entities, quasi-public, private persons, firms, agents, educational institutions and associations who can use synthetic interlayers,

SECTION 2. The association is not organized for profit, and no part of the earnings shall inure to benefit of any member or officer except as reimbursement for necessary expenses actually incurred and authorized and/or compensation of the Executive Director.

SECTION 3. In pursuance of the association purposes, all activities shall be consistent with high standards of ethics and shall not include any items of a political character.

Article III - Membership

SECTION 1. Regular Member Any company and/or individual actively engaged in the supply, distribution or application of synthetic interlayers within the State of California, and are represented by an officer or employee serving in a supervisory or sales capacity. Dues shall be \$2496/year (payable annually, quarterly or monthly) effective 8/31/98. All regular members in good standing become Directing Members. Directing members will manage Association affairs by majority vote among those present.

SECTION 2. Allied Member Any company and/or individual actively engaged in the distribution or application of synthetic interlayers outside of State of California, and are represented by an officer or employee serving in a supervisory or sales capacity. Dues shall be \$1248/year (payable annually, quarterly or monthly) effective 8/31/98.

SECTION 3. Contractor Member Any company and/or individual actively engaged in the construction utilizing interlayers, and are represented by an officer or employee serving in a supervisory or sales capacity. Dues shall be \$250/year (payable annually) effective 7/1/2003. This is a non voting membership.

SECTION 4. Associate Member Any company and/or individual who is a synthetic interlayer engineer or specifier and offers engineering services to entities in need of synthetic interlayers and is represented by an officer or employee serving in a supervisory or sales capacity. Dues shall be \$75 per year and shall be a non-voting membership.

SECTION 5. Public Agency Associate Member Any employee of a public agency who is associated with the synthetic interlayer industry. Dues shall be \$100 per year and shall be a non-voting membership.

SECTION 6. Supporting Member Asphalt refineries and equipment suppliers that produce paving equipment or synthetic interlayer installation equipment. Dues shall be \$500 per year.

SECTION 7. Privileges.

- a) The privilege of being an officer shall be limited to Voting Members
- b) Voting shall be limited to one vote per member company

SECTION 8. Special Membership A member who has become separated from manufacturing activity, or has retired or is not active in a manufacturing company may, for a reason satisfactory to the membership be placed on a special ballot. 30 day notice shall be given to all members in good standing, A majority vote of attending members can then approval for the membership to be retained in his/her status provided he/she continues his/her membership in good standing.

SECTION 9. Expulsion Upon the written request of three Directing members a member can be expelled for cause. The cause shall consist of action or behavior detrimental to the association, its purposes, or to the reputation or standing of the industry. Such action shall be taken only after written notification is provided 30 days in advance of a hearing at which the member shall be given the opportunity to appear in his defense, or to reply in writing to the charge

Article IV - Officers

SECTION 1. The officers of the association shall be Directing Members of the association elected as provided in Article X, or as provided herein, and shall consist of

- a) President*
- b) Vice President*
- c) Secretary*
- d) Treasurer*

SECTION 2. Any vacancy occurring in any office by reason of resignation, illness or death, shall be filled by the appointment of an eligible member to the unexpired term. Such appointment shall be made by the President. The appointment shall be submitted to the membership for a minimum 30 days to review. Approval shall be made by vote of the attending members at the next scheduled meeting following that review period. Except in the event of a vacancy occurring in the office of the President, the unexpired term shall be filled by the Vice President.

Article V - Duties of Officers

SECTION 1. The President shall preside at meetings of the members. He/She shall appoint such standing or special committees as he/she shall consider necessary, and shall be ex-officio, a member of such committees. He/She shall be responsible for the functioning of all committees created. He/She shall sign on behalf of the association all deeds, contracts and other formal instruments and shall perform other duties as may from time to time be assigned to him.

SECTION 2. The Vice President shall have and exercise all of the powers and duties of the President in the event of his absence or inability to act. He shall be responsible for securing meeting sites for all regular meetings as directed by the President.

SECTION 3. The Secretary/Treasurer of the association shall conduct its correspondence; shall give notice of and keep minutes of all membership meetings, shall have custody of the corporate seal and shall attest all instruments. The Secretary/Treasurer shall exercise authority in all financial matters in accordance with the by-laws and resolutions as may be adopted by the membership. He/She shall furnish such periodic financial statements as may be required by membership. He/She shall have custody of all funds, bonds, stocks, deeds, and other financial documents of the association and to that end may determine the method of depositing and safe keeping of the funds and securities and the system of financial records.

SECTION 4. All record documents and other items shall be transferred to the incoming officers immediately after installations (within 15 days).

Article VI - Meetings

SECTION 1. Nominating Committee At the regularly scheduled meeting in September, the President shall appoint three (3) Voting Members to the nominating committee. At the regularly scheduled meeting in November, the nominating committee shall recommend a candidate for each position, to be voted upon at the annual meeting of the membership.

SECTION 2. The minutes of the prior meeting and the agenda for the succeeding meeting shall be prepared and mailed by the Secretary/Treasurer for distribution to the membership at least thirty (30) days prior to any scheduled meeting.

SECTION 3. A special meeting may be called at any time by a majority of voting members.

Article VII - Voting

Section 1. Regular and Allied members shall be voting members

Article VIII - Quorum

SECTION 1. For a regular or special meeting, a majority of the attending Voting Members shall constitute a quorum thereof

Article IX - Dues

SECTION 1. The dues for the various classes of membership shall be as determined from time to time by the membership. Dues are payable upon receipt of invoice. Nonpayment of dues for a period of six (6) months shall be treated as equivalent to resignation, except in extenuating circumstances approved by the membership. The name of the member shall be removed from the rolls of the association, provided at least four (4) weeks notice is given.

Article X - Election of Officers

SECTION 1. Nominating Committee. At the regularly scheduled meeting in September, the President shall name three (3) Voting Members to the nominating committee. At the regularly scheduled meeting in November, the nominating committee shall recommend a candidate for each position, to be voted upon at the annual meeting of the membership.

SECTION 2. Names of the candidates selected by the nominating committee shall be presented in writing to the membership at least fourteen (14) days prior to the annual meeting of the membership.

SECTION 3. Election of the Officers. Officers shall be elected by the regular AIA membership during the regular January meeting of each election year. Nominations from the floor, at the election meeting, shall be accepted.

Article XI - Amendments

SECTION 1. Amendments to these by-laws may be proposed either by initiatory petition submitted in writing and signed by not less than 25% of the Voting Members, or by resolution and shall be considered and discussed at any meeting where 30 day notice was given all members, The proposed amendment shall be submitted to a vote of the attending membership at a regular or duly noticed meeting held at least twenty-eight days after the meeting at which the amendment was first considered. An affirmative vote of the majority membership voting shall be necessary for the adoption of the proposed amendment.

ARTICLE XII- Executive Director

SECTION 1. By a majority of the Director Members, an Executive Director shall be appointed. The term of this position will be for one year and run concurrent with the election of officers. When this position is filled on dates other

than at the time of the election of officers, the term of the position will run until the next election. The renewal terms shall be automatic unless a vote of the officers directs a change.

SECTION 2. The duties of the Excessive Director shall be as follows: To serve as the point of contact for all day to day operations of the Association. Schedule Association meetings Hire an outside firm to bill and receive dues unless otherwise directed by the membership. To direct and accomplish all promotional activities for the Association including, but not limited to, newsletters, advertising, promotional materials, case history development, displays, presentations, exhibit at applicable trade shows and liaison with other associations and organizations.

SECTION 3. Compensation of the Executive Director shall be 60% of membership dues collected by the Association. Travel expenses shall be approved by and be the responsibility of the Association.

President, AIA

Date

Secretary, AIA

Date