

ARTICLE I

NAME AND PURPOSE

Section 1

The name of this Association shall be the "Florida Road Material and Construction Association." hereinafter referred to as the "Association."

Section 2

The Association shall be a not-for-profit corporation existing under the laws of the State of Florida. The purposes of the organization will be to: (a) develop, classify and disseminate information concerning standards, safety, specifications and any other matters of concern and interest to its members; (b) encourage and assist in uniformed implementation of accepted standards across all aspects of the road construction industry including: materials, road building contractors, and trucking. (c) act as a conduit between our members and municipalities, local and state departments, or any other governing body for situations ranging from assistance in resolving conflicts to education.

ARTICLE II

MEMBERSHIP

Section 1

Membership in this Association shall consist of four categories – Road Builder, Material Supplier, Hauler and Affiliate Members.

Section 2

Corporate members –Road Builder, Material Supplier and Hauler categories--shall be any person, firm or corporation engaged in the industry of road construction and doing business in the State of Florida. Corporate Members shall maintain membership and pay dues and assessments for all corporate entities under common ownership or control.

Road Builder membership shall be any person, firm or corporation with direct responsibility for the bidding, oversight and construction of roads. Material Supplier membership shall be any person, firm or corporation engaged in the aggregates industry and supply to the road construction industry. Hauler membership shall be any person, firm or corporation engaged in the transportation industry in contribution to the road construction industry.

Section 3

Each Corporate Member represented on the Board shall be entitled to one vote.

Section 4

Affiliate Members shall be any person, firm or corporation engaged in the manufacture or sale of machinery, supplies and other services or directly interested in the road construction industry but does not have an active part in the construction of the roads.

Section 5

Affiliate Members shall not have the right to vote.

Section 6

No Member may withdraw from the Association until the Member has submitted to the President a written resignation, by certified or registered mail with return receipt requested, accompanied by remittance in full of all outstanding dues and assessments.

ARTICLE III

STRUCTURE AND ADMINISTRATION

Section 1

The Association will be structured to provide for separate Committees representing materials, trucking, and road contractors. These Committees shall have the authority to select Chairs, meet to discuss industry specific issues and conduct activities specific to their issues of interest. Corporate and Affiliate Members of the Association shall be eligible to participate in the Committee(s) representing their business interests.

Section 2

Funding for the activities of the Association shall be from Member dues, assessments and events. Additional funding mechanisms will be permitted with the approval and oversight of the Board of Directors. The promotional funds (Article III, Section 2) may be funded with dues, assessments and events at the direction of the Board of Directors. Additional revenues to the promotion funds may be accepted from other sources or Member contributions in accordance with Article IV, Section 5.

Section 3

The creation of Committees shall be in accordance with the By-laws of the Association. Chairs of the Committees shall be Corporate Members in good standing, however other Members can serve as Chairs of the Committees upon a majority vote of the Board of Directors.

ARTICLE IV

DUES AND ASSESSMENTS

Section 1

The dues and assessments of Corporate Members shall be as determined at each annual meeting of the Board of Directors and shall be subject to ratification by a majority of the Board of Directors of the Association represented at the Annual Meeting.

Section 2

The dues of Affiliate Members shall be as determined by the Board of Directors.

Section 3

All dues and assessments shall be on a calendar basis for membership in the Association.

Section 4

Dues and assessments shall be paid on an annual basis.

Section 5

Any Member may make additional contributions to a designated Industry promotional fund. All outstanding dues and assessments must be paid before additional contributions are credited to the designated fund.

ARTICLE V

BOARD OF DIRECTORS

Section 1

The Board of Directors shall consist of Corporate Members serving as the President, Vice President, Secretary-Treasurer, Immediate -Past President and 3 Directors representing the materials, trucking, and road contractors Committees.

Section 2

Each member of the Board of Directors must be a duly -authorized representative of a Member of this Association in good standing.

Section 3

The Board of Directors shall have the power to amend the By-laws of the Association, provided that a majority of the Directors vote in agreement on such amendment. Any such amendment is to be effective only after ratification by a majority vote of the Corporate Members of the Association voting on such amendment. The Executive Committee of the Board of Directors shall have the power to act for the Board between meetings of the Association, to disburse funds and to do all things necessary for the promotion, welfare and interest of the Association.

Section 4

The Executive Committee will consist of the President, Vice President and Secretary-Treasurer.

Section 5

The Board of Directors shall have the authority to expel any Member of the Association for failure to timely pay dues and assessments or for failure to comply with the By-laws of the Association.

Section 6

The Board of Directors, or the Executive Committee, may appoint or elect subordinate officers and fix their duties and titles.

Section 7

The Board may authorize the appointment of regular standing committees. The Chairman may, from time to time, appoint other committees for such purposes and to serve for such periods, as he or she shall deem necessary.

Section 8.

The term of office for members of the Board of Directors shall be two (2) years.

Section 9

Past Presidents shall remain as active Directors for one (1) term following their elected term as President.

ARTICLE VII

MEETINGS

Section 1

The annual meeting of the Association shall be held in the State of Florida at a date, time and place to be fixed by the Board of Directors. Notice of such annual meeting shall be delivered by email to each Member at least thirty (30) days prior the date of the annual meeting. The purpose of the annual meeting is to transact such business as may properly come before the meeting.

Section 2

Special meetings of the Association may be called by the President and shall be called upon a majority vote of the Board of Directors.

Section 3

Except as otherwise required by statute, notice of annual or special meetings shall be provided to each director in any reasonable manner, including electronic mail, at least ten (3) business days before the day on which the meeting is to be held.

Section 4

Any one or more members of the Board or any committee may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all of the members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Members of the Board or any committee may use electronic mail as constituting that member's vote and written consent on any matter, provided that the electronic mail contains the name of the member and sufficient information to determine its purpose.

ARTICLE VIII
ORDER OF BUSINESS

Section 1

The order of business at the meetings of the Association or at the Meetings of the Board of Directors shall be:

- (a) Call of Roll
- (b) Approval of Minutes of previous Meeting
- (c) Membership and Financial Reports
- (d) Report of the Committees
- (e) Old Business
- (f) New Business
- (g) Adjournment

Section 2

Roberts Parliamentary Rules of Order shall be recognized as the standard authority of the Association.

ARTICLE IX
QUORUMS

Section 1

A simple majority of all Board Members eligible to vote shall constitute a quorum at a meeting of the Association for the transaction of any business.

Section 2

A quorum of the Board of Directors shall consist of a majority of its members eligible to vote.

ARTICLE XI

NO CAPITAL STOCK OR PROFIT

Section 1

The Association is organized without capital stock and no dividend or pecuniary profit shall be declared or paid to any of its Members.

ARTICLE XII

AMENDMENTS

Section 1

The By-laws of the Association may be altered, modified or repealed at any meeting of the Board of Directors voting on such action, provided due notice was given as to the proposed alteration, modification or repeal.

ARTICLE XIII

DISSOLUTION

Section 1

The Association may be dissolved using any procedure and method available under the Laws of the State of Florida at the time of dissolution. Upon dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified non-profit organizations to be selected by the Board of Directors, provided that such organizations have similar purposes as the Association.