

NORTH DAKOTA READY-MIX AND CONCRETE PRODUCTS ASSOCIATION

ARTICLE I NAME, LOCATION AND OBJECT

Section 1. **The name of this Association shall be “NORTH DAKOTA READY-MIX AND CONCRETE PRODUCTS ASSOCIATION.”**

Section 2. The principal office of the Association shall be in Bismarck, in the State of North Dakota, or elsewhere as the Board of Directors may direct.

Section 3. The object and purpose of the Association is to provide an organization for the cooperation of its members in the furtherance of all projects affecting the ready mix concrete and concrete products industry and by means of research, scientific methods and otherwise, to render services of an educational nature with respect to the use of ready mix concrete and concrete products with a view to promoting and extending such use.

ARTICLE II LIMITATIONS AND RESTRICTIONS

Section 1. No rules, regulations or by-laws, shall be adopted in any manner stifling competition, limiting production, restraining trade, regulating prices, or pooling profits.

ARTICLE III MEMBERSHIP

Section 1. Any individual, firm or corporation of good character and standing who is interested in the purpose of this Association shall be eligible for one of the following classes of membership in the Association subject to the following conditions:

- A. **ACTIVE MEMBERSHIP.** Any individual who is engaged in the production of ready mixed and/or concrete products for commercial purposes or any individual who represents a firm or corporation which is so engaged shall be eligible for active membership in this Association.
- B. **ASSOCIATE MEMBERSHIP.** Any individual or firm who is engaged in the manufacture or sale of equipment, or materials, or any individual who represents a firm or corporation which is so engaged, or members of technical and professional societies and organizations interested in the industry shall be eligible for associate membership in this Association.
- C. **AFFILIATE MEMBERSHIP.** Any individual or firm who is interested in the goals and purposes of the Association, but not eligible for Active or Associate membership, shall be eligible for Affiliate membership in this Association.

D. HONORARY MEMBERSHIP. The Board of Directors, at any duly organized meeting, may elect any individual to honorary membership in this Association, but only by the unanimous vote of the directors who are present at the time.

Section 2. Any question as to eligibility of any person, firm or corporation to membership in this Association shall be referred to the Board of Directors and their decision shall be final.

Section 3. Nominations for membership in the Association must state the name, residence and business connection of the candidate for membership and any other information the Board of Directors may require. Nominations for membership shall be referred to the Board of Directors, who shall make the necessary determination of the qualifications of the candidate before recommending the same for election.

Section 4. Election to membership shall be only upon the affirmative vote of a quorum of the Board of Directors at any duly held meeting, or upon the affirmative vote of a majority of all the Board of Directors by written ballot, e-mailed to and received by the Secretary of the Association. All candidates for membership in the Association shall agree to abide by the Charter and the ByLaws of this Association, as well as the standards and usages thereof and such amendments thereto as may be subsequently enacted, and shall agree to pay all dues or assessments which are legally assessed against members. Application for membership in the Association shall be on such form as required by the Board of Directors.

Section 5. Any member may withdraw from the Association at any time so long as they are not in arrears in the payment of dues or other charges payable to the Association. Such withdrawals shall be manifested by notice in writing to the Secretary, and shall be accompanied by the return of any papers or documents pertaining to membership in the Association. In the event that any active member, or the firm or corporation which any active member represents, ceases at any time to be engaged in the ready mix concrete industry or engaged in sale of concrete products, then such member shall be automatically disqualified to continue in active membership, and the Board of Directors may forthwith, or at any time thereafter declare the termination of the active membership of such member. Any member who has not paid dues within 180 days of notice may be terminated from the membership rolls.

ARTICLE IV DUES

Section 1. Annual Dues. The Board of Directors shall by resolution establish the annual dues to be paid by active, associate and affiliate members. All dues up to January 1st next following date of application, provided that the Board of Directors may change the dues at any time.

Section 2. The annual dues of active members and associate members shall accompany application and be paid annually upon the date as per Section 1 of Article IV.

Section 3. Honorary members shall not pay dues, fees or other assessments of any nature whatsoever.

ARTICLE V MEETING OF MEMBERS

Section 1. The annual meeting of the members of the Association for the election of officers, directors and for general business shall be held as ordered by the Board of Directors. The call of the annual meeting, stating the time and place thereof, shall be given in writing by notice and e-mailed to members of the Association at least thirty (30) days prior thereto.

Section 2. Special meetings of the members may be called at any time by the President, or shall be called by the President upon the written request of a majority of the directors, or shall be called by him upon request in writing of the active members, provided in all such cases that the request specified the object of the meeting. Written or printed notice of special meetings, specifying the object thereof, shall be given by the Secretary and e-mailed to each member at least ten (10) days prior to the date of such meeting. At such meeting no business shall be transacted other than that mentioned in the call.

Section 3. At any annual or special meeting of the members of the Association, each active member shall be entitled in person or by proxy to one (1) vote, but no proxy shall be voted or allowed for more than sixty (60) days from its date; providing that no firm, partnership or corporation shall be entitled to more than one (1) vote.

Section 4. Associate members shall have the privilege of the floor, and shall be entitled to enter into discussion of any question, at any annual or special meeting of the Association. Associate members that supply and are integral to the manufacture of concrete are entitled to hold office, vote, or be responsible for acts of this Association.

Section 5. Honorary members shall be entitled to receive all reports, which are sent to or open to the inspection of active members, but they shall not have, under any circumstances, the right to vote nor shall they be entitled to hold office. Honorary members shall not be entitled to the floor nor to participate in any discussion at meeting of the Association unless this provision is waived by the Chairman of the meeting.

Section 6. At all meetings of the members, a quorum shall consist of a simple majority of the active members.

Section 7. If a quorum is present at a meeting of the members, the members shall have power to act upon all matters properly before the meeting and shall also have power to adjourn the meeting to any subsequent time or times, and no notice of the adjourned meeting need be given to members absent or otherwise.

Section 8. At all meetings of the members, the following order of business shall be substantially observed so far as may be consistent with the purpose of the meeting:

- Roll call, a quorum being present;
- Reading of minutes of preceding meeting and acting thereupon;
- Report of the President;
- Report of the Treasurer;
- Report of the Secretary;
- Report of the Committees;
- Election of Directors;

- Unfinished business;
- New business;
- Adjournment.

ARTICLE VI DIRECTORS

Section 1. The Board of Directors shall consist of nine (9) members, at least five (5) shall be from the active membership. The immediate past president shall serve on the Board as an ex-officio member.

Section 2. Elected Active Directors shall serve for a term of four (4) years. Elected Associate directors shall serve for a term of four (4) years. Neither active or associate firms shall have more than one (1) representative on the Board at any one time. Active and associate members shall be elected to the Board by their respective division.

Section 3. Five (5) members of the Board of Directors shall constitute a quorum at any regular or special meeting.

Section 4. Immediately after such election, if a quorum of the Board of Directors be present, and, if not, then at the first meeting where there shall be a quorum, said Board of Directors shall meet for the purposes of reorganization and election of officers for the ensuing year and for the transaction of such other business of the Association as may properly come before the meeting.

Section 5. If a member of the Board of Directors should be absent from three (3) consecutive Board meetings without due cause, the Board may by a majority vote, ask for the resignation of that Board member.

Section 6. The Board of Directors shall have the power to fill all vacancies occurring of the Board whether by death, resignation, or otherwise. A vacancy in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board, and such election shall be deemed to be only for the balance of the un-expired term.

Section 7. Terms Should align so as 1/3 of the Board of Directors terms will expire at a time. If more than 1/3 of the board is set to expire, the Board of Directors shall have the authorization to adjust terms as needed to ensure the 1/3 rule is maintained.

ARTICLE VII DIRECTORS MEETING

Section 1. The Board of Directors shall hold regular meetings at such place and at such time as designated by the President. Notice shall be given in writing to each member of the Board of Directors at least five (5) days before the date of such regular meeting, exclusive of the day the notice is sent out.

Section 2. Special meetings of the Board of Directors may be called at any time by the President, or shall be called by the President upon the written request of a majority of the directors, in either case, upon twenty-four (24) hours notice, either by mail or electronic medium, to each director, stating the time and object of such meeting.

Section 3. The order of business of the Board shall be substantially that which is prescribed from time to time by the Board of Directors.

ARTICLE VIII POWER OF DIRECTORS

Section 1. The Board of Directors shall have the control and management of the business and affairs of the Association, and, in addition to the powers and authorities by these By-Laws expressly conferred upon them, may exercise all such powers and do all such acts and things as are provided and as are usually done by the Board of Directors of an association, but subject, nevertheless, to any regulations which may be made by members from time to time. The Board shall retain such paid staff as it may require.

Section 2. In case of the absence of any officer of the Association, or any other reason which may seem sufficient to the Board of Directors, the Board may delegate his powers and duties for the time being to any other officer or any other active director.

Section 3. The Board of Directors shall have the power to establish and abolish reserve funds, to compensate directors and employees for expenses, to establish salaries and expenses, to establish salaries and expense allowances of officers and employees, to have a general supervisory power over officers, members, and to make such necessary and reasonable expenditures of Association funds as may be authorized, but without exceeding funds on hand.

ARTICLE IX OFFICERS

Section 1. The officers of the Association shall consist of a President, a President Elect, a Secretary and Treasurer and such other officers as the Board of Directors may from time to time deem necessary for the proper transaction of the business of the Association. All of said officers shall serve for one year and until their successors shall have been duly elected and shall have qualified; provided that any officer may be removed at any time; with cause, by action of a majority of the Board of Directors.

ARTICLE X DUTIES OF OFFICERS

Section 1. President. The President shall be the chief executive officer and head of the Association, and in the recess of the Board of Directors, shall have the general control and management of its business and affairs, subject, however, to the regulations of the Board of Directors. He shall preside at all meetings of the members of the Association, and at all meetings of the Board of Directors, and shall be a member ex-officio of all standing committees, except the nominating committee in the event that the Board of Directors creates a nominating committee.

Section 2. The President shall at the annual meeting, or at any special meeting of the Association, and at such other times as he shall deem proper, communicate to the members of the Association or to the Board of Directors such reports and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the Association.

Section 3. The President shall call all special or other meetings of the members and of the Board of Directors.

Section 4. In case the President shall at any time neglect or refuse to call a special meeting of the members when requested so to do by a majority of the directors, or by ten (10) of the active members, as is elsewhere in these By-Laws provided, then and in such case, said special meeting may be called by the majority of the directors or by such number of the active members, who are desirous of such special meeting, as the case may be, upon notice as hereinbefore provided.

Section 5. In case the President shall at any time neglect or refuse to call a special meeting of the Board of Directors, when requested to do so by a majority of the Directors, as is elsewhere in these By-Laws provided, then and in such case, such special meeting may be called by the majority of the Directors desiring such special meeting, upon such notice as hereinbefore provided.

Section 6. President Elect. In the case of the absence of the President, then the President Elect shall preside at the meetings of the members of the Association. In the event of the absence, resignation, disability or death of the President, such President Elect shall exercise all the powers and perform all the duties of the President until the return of the President or until such disability shall have been removed or until a new President shall have been elected.

Section 7. Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors and shall record all of the proceedings thereof in a book to be kept for the purpose, and they shall be the custodian of the Association. The Secretary, under the direction of the President,

shall give notice of all meetings of the members and of the Board of Directors as hereinbefore in these By-Laws provided; he shall conduct all correspondence and, under the direction of the President, shall execute all orders, votes, resolutions and decisions of the members and of the Board of Directors, unless otherwise specifically committed. The Secretary shall keep a list of members of the Association and shall send statements of all dues, fees and assessments, which shall be payable to the Treasurer, and shall perform all other duties which may be entrusted to him by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall keep full and correct accounts of the receipts and expenditures of the Association in books belonging to the Association, and shall deposit all monies and valuable effects in the name and to the credit of the Association and in such depositories as any be designated by the Board of Directors, and shall give bond with sufficient security in such amount as may be required by the Board of Directors for the faithful performance of his duties.

He shall disburse funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursement and shall report to the President and to the Board of Directors at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as the chief fiscal officer of the Association and of the financial condition of the Association and present each year before the annual meeting of the members a full financial report of the preceding fiscal year.

Section 9. Notwithstanding the foregoing, the Board of Directors may employ assistant treasurers and secretaries, not members of the Board of Directors, as the board may deem necessary and advisable.

ARTICLE XI CHECKS, DRAFTS, NOTES, ETC.

Section 1. All checks shall bear the signature of such persons as the board of Directors may from time to time direct. Each check to be signed by an Association officer or employee as authorized by the Board of Directors.

Section 2. All notes, checks and other similar obligations and acceptances or drafts by the Association shall be signed by such person or persons as the Board of Directors may from time to time direct

Section 3. Any officer of the Association or any other employees as the Board of Directors may from time to time direct shall power to endorse for deposit all checks and all negotiable papers drawn payable to his or their order or to the order of the Association.

Section 4. Audit. The Board of Directors may have the books and records of account of the Association audited annually by a certified public accountant and, if so audited, shall present the report at the annual meeting of members.

ARTICLE XII

FISCAL YEAR

Section 1. The fiscal year in this Association shall begin on January 1st of each year and shall end on December 31st of each year.

ARTICLE XIII BUDGET

Section 1. The Board of Directors shall propose a plan covering the activities of the Association for the ensuing year, and shall submit a budget covering expenses incidental to such plan.

ARTICLE XIV AMENDMENTS

Section 1. These By-Laws may be amended at any meeting of the Association, annual or special, by a vote of two thirds (2/3) of the active members present.

Section 2. Proposed amendments to the By-Laws shall be submitted in writing to the membership at least twenty (20) days in advance of the meeting at which action upon them shall be taken.

/s/ Jack Olin
Secretary

We, the undersigned, being all of the incorporation of North Dakota Ready-Mix and Concrete Products Association, hereby assent to the foregoing By-Laws adopted on the 19th day of June, A.D., 1966.

/s/ J. Ken Shaffer
J. Ken Shaffer
2030 East Front Avenue
P.O. Box 1118
Bismarck, North Dakota

/s/ James G. Lund
Jim Lund
P.O. Box 1429
Fargo, North Dakota

/s/ Jack Olin
Jack Olin
730 East Villard Street

P.O. Box 312
Dickinson, North Dakota

Dated this 29th day of June, A.D., 1966.
(As amended at the 1994 Annual Meeting in Bismarck, North Dakota)