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3 **CONCRETE PAVING ASSOCIATION OF MINNESOTA**
4 **BYLAWS**
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7 **ARTICLE I – NAME**

8 The name of this association shall be the Concrete Paving Association of Minnesota, a
9 nonprofit corporation incorporated in the state of Minnesota. Its principal office shall be
10 at such address as determined by the board of directors or association governing
11 documents. The association shall have no seal.
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14 **ARTICLE II – OBJECT**

15 The object of this association, as stated in its articles of incorporation, is:

- 16 1. To counsel, advise and render maximum assistance in the conception and
17 planning of roads and other public installations, recognizing the historical and
18 continuing importance to our society of advancements in such projects for the
19 use and general welfare of the public.
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21 2. To encourage and promote the use of concrete for and in the paving and
22 construction of highways, streets, airfields and other public improvements.
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24 3. To advance the use of concrete road materials by means of public education,
25 information and research by dissemination of facts and data relative to the
26 advantages of concrete; by rendering cooperation and aid to local, state and
27 federal authorities in establishing standards for road and pavement construction;
28 and generally for the public welfare and interest to foster the use of concrete for
29 public construction purposes.
30
31 4. To maintain a high standard of workmanship and product by concrete paving
32 contractors and to encourage sound, lawful business practices in the trade for
33 the benefit of the public and contracting authorities; and to encourage those
34 methods of contracting policies and work which relieve the contractor of improper
35 risks.
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37 5. To interchange views and disseminate useful information among members of the
38 association in order to establish construction methods and procedures enhancing
39 the efficiency and status of concrete paving contractors.
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42 **ARTICLE III – MEMBERS**

43 **Section 1. Definition**

44 An individual, firm, or corporation engaged in whole or in part in business as a Portland
45 cement concrete paving contractor doing business within the state of Minnesota or
46 engaged in whole or in part in the manufacture, distribution or sale of materials and

47 equipment used in or related to the Portland cement concrete paving contracting
48 business, or providing services to the concrete paving industry, shall be eligible for
49 membership in this corporation.
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51 Section 2. Membership Types

52 There shall be four types of membership: contractors, suppliers, affiliates and
53 associations. Corporations whose charters do not provide for membership in other
54 organizations shall appoint an individual who shall be the member of this association.
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56 A. Contractor members shall include the following:

- 57 1. Portland cement concrete paving contractors
- 58 2. Concrete rehabilitation contractors
- 59 3. Contractors for curb & gutter/miscellaneous work.
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61 B. Supplier members shall include the following:

- 62 1. Aggregate suppliers
- 63 2. Ready mix Portland cement concrete suppliers
- 64 3. Portland cement suppliers
- 65 4. Admixture, SCM (Supplementary Cementitious Materials), and steel suppliers.
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67 C. Affiliate members shall include:

- 68 1. Equipment sales, dealers and manufacturers
- 69 2. Steel companies
- 70 3. General highway contractors bidding Portland cement concrete paving work
- 71 4. Any other persons, firms, or corporations engaged in the concrete paving
72 industry.
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74 D. Association members shall include such associations as are approved by the board
75 of directors.
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77 Section 3. Membership Application

78 Application for membership shall be made to the executive director on the form
79 prescribed by the board of directors, accompanied by the required fees. Approval shall
80 require a majority of the directors present.
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82 Section 4. Dues

83 The board of directors shall set the application fees and dues for all types of
84 membership, and may also establish volume dues, and interest rates for unpaid dues
85 and assessments. Individual forms, background information used to compute volume
86 dues, and all other such data submitted to CPAM shall be kept confidential by CPAM
87 staff and shall not be accessible to other members.
88

89 Section 5. Resignation

90 A member may resign by submitting written notice to the executive director. Resignation
91 does not relieve the member of any financial obligations.
92

93 Section 6. Suspension and Termination

94 A member may be suspended from the association for nonpayment of any financial
95 obligation to the association, in accordance with policies adopted by the board of
96 directors. If any member ceases to engage in business in accordance with the
97 corresponding category of membership for a period of one year, such membership may
98 be terminated in accordance with policies adopted by the board of directors.
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101 **ARTICLE IV – OFFICERS**

102 Section 1. Officers

103 The officers shall be a president, a vice president, a secretary, and a treasurer elected
104 by and from the board of directors at its first meeting following the annual membership
105 meeting. The term of office shall be for one year or until a successor is elected and
106 qualified.
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- 108 A. President – The president shall serve as the principal elected officer and preside
109 over all meetings of the members and the board, and perform all other duties
110 incident to the office of president and such other duties as may be prescribed by the
111 governing documents of the association or by the board.
112
- 113 B. Vice President – The vice president shall perform the duties of the president in his or
114 her absence, shall become president in the event of a vacancy in that office, and
115 shall perform all other duties incident to the office of vice president and such other
116 duties as may be prescribed by the governing documents of the association or by
117 the board.
118
- 119 C. Secretary – The secretary shall be responsible for the accurate production of
120 minutes of all meetings of the members and board of directors, shall ensure that all
121 notices are duly given in accordance with these bylaws or as required by law, and
122 shall perform all other duties incident to the office of secretary and such other duties
123 as may be prescribed by the governing documents of the association or the board of
124 directors.
125
- 126 D. Treasurer – The treasurer shall have general charge of the books of the association,
127 and responsibility for all funds and securities of the association, and shall perform all
128 other duties incident to the office of treasurer and such other duties as may be
129 prescribed by the governing documents of the association or the board of directors.
130 If requested by the board, the treasurer shall be bonded at the expense of the
131 association.
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134 **ARTICLE V – MEETINGS**

135 Section 1. Annual Meeting of Members.

136 The annual meeting of members shall be held between November 1 and December 31
137 of each year. Notice of the annual meeting of the members shall be sent to all members
138 not less than ten days in advance of the meeting. The notice shall include the date,
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140 place, and hour. Notice may be sent via electronic mail to the email address of record,
141 provided that the member agrees to such delivery. Notice may be waived by any
142 member before, during or after a meeting.

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144 Section 2. Special Meetings

145 Special meetings of members may be called by the president, upon a majority vote of
146 the members of the board of directors, or upon the request of five or more members.
147 Notice of special meetings shall be sent not less than five days in advance of the
148 meeting. The notice shall include the date, place, hour, and the purpose for which the
149 meeting is called. No business may be conducted that is not germane to that purpose.
150 Special meetings may not be held for the election of directors. Notice may be waived by
151 any member before, during or after a meeting.

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153 Section 3. Quorum and Voting

154 A quorum shall be ten percent of the members of record as of the date the notice was
155 sent. Proxies may be used in accordance with applicable law. At all meetings of the
156 members, each member shall be entitled to one vote regardless of volume of business
157 or amount of dues paid.

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160 **ARTICLE VI – BOARD OF DIRECTORS**

161 Section 1. Composition

162 A. The board of directors shall be composed of the immediate past president, if not
163 otherwise serving an elected term as director, and up to sixteen directors,
164 apportioned as follows in accordance with the membership types listed in Article III,
165 Section 2:

- 166 • Six directors from type A-1, two elected each year to serve a three year term;
- 167 • Three directors from type A-2 or A-3, one elected each year for a three year
168 term;
- 169 • Five directors from type B serving staggered three year terms as follows: two
170 elected in year one, one elected in year two, and two elected in year three;
- 171 • One director from either type C or type D elected for a two year term; and
- 172 • Up to two special directors elected by the board for a one year term.

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174 B. The term of the immediate past president shall continue until the end of the elected
175 term or the election of a new president, whichever comes later.

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177 C. The election of directors shall take place at the annual meeting by plurality vote, and
178 terms of office shall begin on the first day of the following calendar year.

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180 D. If there are no candidates for an available position at the time of election, the
181 corresponding position shall be unfilled until the next election of directors, at which
182 time candidates may seek election to the remaining partial term. While such an
183 unfilled term exists, the number of directors shall be reduced by that number.

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186 Section 2. Eligibility
187 No more than two persons from any one firm or corporation may hold office as a
188 director and only one person from that firm or corporation may be an officer.
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190 Section 3. Vacancy and Removal

191 In case of a vacancy in any office, the resulting vacancy shall be filled for the remainder
192 of the term by the remaining members of the board. A director may be removed with or
193 without cause in accordance with applicable laws of the state of Minnesota.
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195 Section 3. Board Meetings.

- 196 A. Regular meetings of the board shall be held in accordance with a schedule
197 established by the board at its organizational meeting.
198 B. Special meetings may be called by the president or two or more directors. Directors
199 shall be given five days notice of a special meeting.
200 C. The board may also meet by electronic communication technology, provided that the
201 technology includes simultaneous oral and aural communication. Action without
202 meeting shall require unanimous written consent.
203 D. Regardless of the aforementioned notice requirements, directors may waive notice
204 before, during, or after a meeting.
205 E. A quorum of the board shall be a majority of the directors then in office.
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207 Section 4. Authority

208 The board of directors shall be the managing body of the association, vested with full
209 power to conduct all business of the association, subject to the laws of the state of
210 Minnesota, the articles of incorporation, and these bylaws. To that end, the board shall:

- 211 • Establish rules and regulations not inconsistent with these bylaws to govern its
212 organization and procedure;
213 • Provide for the maintenance and supervision of the executive office and all of the
214 property owned or operated by the association;
215 • Determine the time and place for convening each annual meeting of the members;
216 • Cause the accounts of this association to be audited in accordance with board
217 policies; and
218 • Adopt a budget for carrying on the activities of this association for each ensuing
219 fiscal year.
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ARTICLE VII – COMMITTEES

223 Committees to carry out the work of the association may be established by the board of
224 directors in accordance with board standing rules.
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ARTICLE VIII – PARLIAMENTARY AUTHORITY

The rules contained in the eleventh edition of *Robert’s Rules of Order Newly Revised* shall govern this association in all cases to which they are applicable and in which they are not inconsistent with applicable law, these bylaws, and any special rules of order the board of directors may adopt.

ARTICLE IX – AMENDMENT

These bylaws may be amended by a two thirds vote of the directors present, provided that the exact text of the amendment has been sent to each director and made available to all members at least 45 days before the meeting at which the amendment is to be considered.