

**CPAM BOARD STANDING RULES**

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<b>1.00</b>	<b><u>Governing Documents and Corporate Records</u></b>	
1.01	This organization is governed by the articles of incorporation, the bylaws, and these board standing rules. Bylaws shall be reviewed every five years for relevance and legal compliance, and these standing rules shall be reviewed every even-numbered year.	
1.02	The corporate records shall be maintained in the association office according to the following schedule:	
	Audits	Permanently
	Annual budgets	5 years
	Monthly financial reports	2 years
	Monthly investment reports	3 years
	Minutes of board/membership meetings	Permanently
	<i>Robert's Rules of Order Newly Revised</i>	Current version as listed in bylaws
	Strategic plan and business plan	Current year
1.03	Amendments to these standing rules shall require a majority vote of the directors present and voting, provided that the exact text of the amendment has been provided with the notice of the meeting. When the exact text has not been provided in advance, changes shall require a two-thirds vote.  Changes to these standing rules necessary to reflect amendments to the bylaws will be made by the secretary and approved by the board.	
1.04	The following rules shall apply to the minutes of board meetings.  1. The name of the maker and the second is not required to be recorded in the minutes.  2. Motions that do not have an effect outside the meeting shall not be recorded in the minutes unless requested by the board (i.e., motions to close debate or recess).  3. On the request of any three voting board members, a roll call vote will be taken. The results of all roll call votes will be recorded in the minutes. Individual votes shall not be recorded in the minutes unless the vote is taken by roll call.  4. Draft minutes shall be distributed to the board at least 21 days prior to the following meeting, and shall be clearly marked "draft minutes – not final until approved by the board". Once approved, the minutes shall be marked "final – approved [date]".	
<b>2.00</b>	<b><u>Board Responsibilities</u></b>	
2.01	Members of the board of directors shall:  1. Attend all board meetings.  2. Submit reports and requests for action on or before stated deadlines. Requests shall be clear in both format and content.  3. Be prepared for meetings, having carefully read all materials provided.  4. Form an informed opinion on the issues that will be presented at the meeting.  5. Participate in deliberations, making sure the important points related to diversified interests are raised in the discussion.	

	<ol style="list-style-type: none"> <li>6. Always deliberate with courtesy and respect for the other members of the board.</li> <li>7. Weigh others' opinions, and make a reasoned judgment as to the best solution for the organization as a whole.</li> <li>8. When casting votes, keep the best interest of the organization above any special interests represented.</li> <li>9. Accept decisions reached by the majority (or other required percentage) as the decision of the entire board.</li> <li>10. Respect decisions reached by others as representing their best judgment.</li> <li>11. Maintain confidentiality of closed proceedings.</li> <li>12. Participate in committee tasks.</li> <li>13. Avoid situations where there is a possibility for a conflict of interest.</li> <li>14. Abide by the anti-trust policy.</li> <li>15. Set an example of good leadership for the entire association.</li> <li>16. Maintain a high standard of ethical conduct in both volunteer and professional roles.</li> </ol>
2.02	With regard to CPAM's business affairs, all directors, officers and staff of the association should deal with vendors, customers, and all other persons doing business with the association in the best interest of the association without favor or preference to their own personal benefit. All directors and officers shall sign a conflict of interest statement upon commencement of their term.
2.03	With regard to CPAM's business affairs, no director, officer of staff member shall seek or accept from any individual or business concern doing or seeking to do business with the association any gifts, entertainment, or other favors, having greater than nominal value, for the purposes of gaining improper advantage for association business.
2.04	The Concrete Paving Association of Minnesota (CPAM) assigns the highest priority to full compliance with both the letter and the spirit of anti-trust laws, and all meetings are conducted in a manner consistent with this policy. If at any time during the course of the meeting CPAM counsel or staff believes that a sensitive topic under the anti-trust laws is being discussed, or is about to be discussed, they will so advise the meeting and halt further discussion. Directors shall likewise not hesitate to voice any concerns that they may have in this regard.
2.05	The board shall maintain an office for the conduct of business of the association, at a location determined by the board of directors. Such office shall be under the direct supervision and authority of an executive director, who shall be appointed by the board of directors. The executive director shall report to the board of directors and perform duties under the direction of the board of directors as the board may require. Terms of employment shall be set forth in a contract that shall be reviewed by an attorney prior to execution.
2.06	<p>The executive director shall serve as the chief executive officer and shall have the authority and responsibility for the operations of the headquarters office, unless otherwise limited by the board of directors or by the budget. Such authority and responsibility shall include, but not be limited to:</p> <ol style="list-style-type: none"> <li>1. Employment and termination of employees, consultants, and vendors;</li> <li>2. Management and direction of association activities; and</li> <li>3. Fiduciary responsibility for the assets of the association assigned to headquarters.</li> </ol>

<b><u>3.00</u></b>	<b><u>Board and Membership Meetings</u></b>
3.01	The board shall set the date for the annual meeting of the members on or before October 1 of each year. Notice shall be given in accordance with the bylaws.
3.02	Minutes of the annual membership business meeting shall be approved by three members appointed from the general membership by the president.
3.03	The board shall meet five times per year, during the months of January, March, June, September, and December, unless changed by majority vote.
3.04	Agenda items must be submitted to the executive director at least two weeks prior to the board meeting in order to be included in the final board agenda. The office shall distribute the agenda at least one week before the scheduled meeting.
3.05	The board or its committees may meet by telephone conference call or by the use of other technology whereby all participants can hear and speak to one another at the same time, provided the following rules are in force for the meeting: <ol style="list-style-type: none"> <li>1. If the board is meeting in person, no director shall be allowed to participate by means of conference calling equipment.</li> <li>2. When possible, cell phones shall not be used. Telephones should have a "mute" function to minimize background noise.</li> <li>3. Members must make the meeting a priority and not handle other business or perform other tasks while on the call.</li> <li>4. Persons must identify themselves each time they speak.</li> <li>5. Votes shall be taken by roll call.</li> </ol>
3.06	Cell phones and pagers are to be turned off or muted during board and membership meetings. Computers, tablets, and phones may only be accessed for information relevant to the meeting.
<b><u>4.00</u></b>	<b><u>Membership</u></b>
4.01	Membership shall terminate: (1) at any time upon the resignation of the member; (2) if dues are not paid in accordance with the deadline set by the board of directors; (3) at any time by a two-thirds vote of the directors present at a meeting, provided that the member shall have the right to appear and speak on his or her behalf.
4.02	A membership that is terminated by any means does not relieve the member from financial obligations. A resignation that is tendered while disciplinary proceedings are pending need not be accepted by the Board of Directors.
4.03	All applicants for membership shall use the most current membership form. Applicants who have been accepted shall be notified of the fact by the executive director and a copy of the bylaws shall accompany such notice.
4.04	Members will be considered to be in good standing and eligible to receive all benefits of membership for 12 months after annual payment of their dues, but may cease to receive benefits for non-payment 90 days after the due date.
<b><u>5.00</u></b>	<b><u>Finances</u></b>
5.01	The fiscal year shall be January 1 through December 31.

5.02	The CPAM dues schedule shall be attached to these standing rules as an addendum.
5.03	Annual membership dues will be invoiced in January of each year for all members and are due in 30 days.
5.04	Contractor volume dues will be assessed for all contract bid items relating to concrete paving. Volume dues invoices will be calculated on the value of concrete paving items as bid, and will be prepared and mailed when project bid abstracts become available.
5.05	Parking lot contractor volume dues will be invoiced for projects promoted by or with CPAM.
5.06	CPAM assessable paving items shall include most MnDOT specification 2301 and 2302 items including: mainline concrete pavement (highways, airports, streets/roads, shoulders, and parking areas); concrete pavement restoration (full- and partial-depth patching; slab stabilization; grinding and grooving; joint and crack sawing and sealing; and retrofitting dowels and tie bars). Integral curb and gutter work is also included. Bridge approach panels are specifically excluded.
5.07	The CPAM Board of Directors shall designate the Treasurer and/or the President to review and authorize any individual payment made by CPAM over \$2,500. This authorization must be provided prior to the actual payment being made above this amount.
5.08	Staff work-related expenses shall be paid on a monthly basis.
5.09	All accounts shall be reconciled monthly and a report sent to the treasurer. Monthly check registers in numerical order shall be sent to the treasurer, and shall be made available to the board at each in-person board meeting.
5.10	A summary report of the finances shall be given to the board at each meeting. Additional details shall be available from the treasurer.
5.11	A review of the financial records shall be conducted every four years by an independent accountant.
<b>6.00</b>	<b><u>Committees</u></b>
6.01	Committees shall be appointed by the board of directors, or by the president with the approval of the board. They shall report as directed by the board or the president.
6.02	<u>Bylaws Committee</u> <ol style="list-style-type: none"> <li>a. The bylaws committee shall monitor the bylaws and study proposed amendments with respect to the organization as a whole and make recommendations to the board of directors. The members of the bylaws committee are expected to be familiar with the bylaws.</li> <li>b. Proposed bylaws amendments shall be submitted to the committee no later than February 1 of each year. The bylaws committee shall review proposed amendments to the bylaws, and submit their recommendations to the board of directors via the president.</li> </ol>

6.03	<p><u>Communications Committee</u></p> <p>The communications committee shall develop and implement marketing and business development tactics to help in promotional efforts such as the resource library on the website, newsletters, and case studies.</p>
6.04	<p><u>Salary Review Committee</u></p> <p>The salary review committee shall be comprised of several board members and executive director to review staff compensation prior to the December board meeting. The committee shall make recommendations to the board at its December meeting for any bonuses for current year and salaries for the following year.</p>
6.05	<p><u>Streets &amp; Local Roads Committee</u></p> <p>The streets and local roads committee shall be composed of small contractors to focus on increasing opportunities for concrete pavements for streets and local roads and smaller volume pavements as opposed to highways. The SLR committee shall also serve as a resource on specification or certification matters.</p>