

Bylaws
Of the National Stone, Sand and Gravel Association
Manufacturers & Services Division

Article I -- Name

The name of this **division** shall be the Manufacturers & Services Division of NSSGA, and hereinafter in these Bylaws shall be referred to as the Division.

Article II -- Purpose

The purpose of the Manufacturers & Services Division is to work with the producer members of NSSGA to provide information concerning equipment, services, supplies, and operating procedures primarily to its members and also to the entire sand, gravel, crushed stone and agricultural stone industry; to assist the officers and committees of **NSSGA** so as to benefit **NSSGA's** members whose products are used in the construction, agricultural, chemical, and other industries. The Division shall provide members to serve on NSSGA committees and may display quarry and plant machinery, associated equipment and supplies, and provide information on services available whenever **NSSGA** provides such an opportunity at its meetings.

Article III -- Government

The Division shall possess the right and power to elect its **Division** Board of Directors, and the **Division** Board of Directors shall possess the right and power to elect its Chairman, First Vice-Chairman, Second Vice Chairman and Executive Committee.

Article IV -- Membership

Section 1. **The following shall be eligible for membership in** the Division:

- (a) Any individual proprietor, firm, or corporation manufacturing machinery, equipment, and supplies used in the crushed stone or aggregates industry;
- (b) Any person or firm providing professional design or consulting services to the crushed stone or aggregates industry on a regional or national basis;
- (c) Any trade publication actually serving the crushed stone or aggregates industry; and
- (d) Any other firm providing services to the aggregates industry.

Section 2. Each member of the division shall be entitled to one vote **on any matter brought before the Division members as a class.**

Section 3. Application for membership in the Division shall be made in writing to the President of NSSGA. The applicant shall become a member of the Division and an associate member of the Association upon determination of eligibility under Article IV, Section 1, and upon written acceptance by the President of the application for membership.

Section 4. Each member shall designate to the President an individual as official representative and may designate an alternate to vote by mail ballot or in membership meetings of the Division and to receive notices of meetings, bulletins, and other releases.

Article V -- Dues

The Board of Directors of the Division may from time to time as circumstances dictate, recommend to the Board of Directors of NSSGA the rates of dues for membership in the Division. The Board of Directors of NSSGA shall determine dues in the Division after consultation with the Division Board.

Article VI -- Officers

Section 1. The officers of the Division shall be members of the Board of Directors of the Division and shall consist of a Chairman, First Vice Chairman, Second Vice Chairman and a Secretary. The President of NSSGA shall designate a staff member of NSSGA to be the Secretary of the Division.

Section 2. The Chairman, First Vice Chairman and the Second Vice Chairman shall be elected at the annual meeting of the Board of Directors.

Section 3. The Chairman shall be ineligible to serve more than one term of office.

Section 4. The Chairman shall preside at all membership meetings of the Division, at all meetings of the Board of Directors, and at all meetings of the Executive Committee. In the absence of the Chairman, the First Vice Chairman shall preside in his place.

Section 5. The officers shall perform the duties normally associated with their positions and such as may be assigned to them by the Board of Directors of NSSGA or the Board of Directors or the Executive Committee of the Division.

Article VII -- Division Board of Directors

Section 1. The Board of Directors of the Division shall consist of the following members, having voting power as indicated:

(a) Elected voting members: thirty-six persons, each of whom is currently affiliated with a Division member. The elected voting members shall be divided into three classes of twelve each. One class shall be elected each year for a term of three years.

(b) Ex-officio voting members shall include the Chairman, First Vice Chairman and Second Vice Chairman of the Division, the Immediate Past Chairman of the Division and the Chairman of the Board of Directors of NSSGA.

(c) Ex-officio non-voting members shall include all former Chairmen (except the Immediate Past Chairman) of the Division who are currently affiliated with a Division member; the First Vice Chairman of the Board of Directors of NSSGA; and the President of NSSGA.

Section 2. No person who has served as an elected member of the Division Board of Directors for two consecutive terms shall be eligible for reelection until one year from the date his second consecutive term has concluded.

Section 3. No member of the Division shall be permitted to have more than one voting representative on the Division Board of Directors. If an ex-officio voting member of the board and an elected member of the board are currently affiliated with the same member, only the elected member shall be entitled to vote.

Section 4. The Division Board of Directors shall do all things necessary and advisable to promote the welfare and interest of the Division and to carry out its purposes, subject to the ultimate oversight of the Board of Directors of NSSGA.

Section 5. The **Division** Board of Directors shall meet each year prior to the annual meeting of the Division at the time of the Annual Convention of NSSGA (such meeting herein referred to as “the annual meeting of the board”). Other meetings of the **Division** Board of Directors may be called and held at such time and place as may be determined by resolution of the Board or at the call of the Chairman or of the Executive Committee.

Section 6. Ten days' notice of all meetings of the **Division** Board of Directors shall be given to each director and the Secretary of the Division prior to the proposed meeting.

Section 7. The **Division** Board of Directors shall have power to fill any vacancy, temporary or otherwise, in any elective office or on the board occurring for any reason whatsoever.

Section 8. In the event a member of the **Division** Board of Directors resigns or changes his company affiliation, or the company which he represents withdraws membership in the Division, his place on the board shall become vacant immediately.

Section 9. A quorum of the **Division** Board of Directors shall consist of the members present at the meeting of the board. Proxy voting at board meetings is prohibited.

Section 10. The Secretary of the Division shall send copies of the minutes of all meetings to each member of the **Division** Board of Directors within a reasonable time after such meetings.

Article VIII -- Executive Committee

Section 1. Members of the **Division's** Executive Committee shall include:

- (a) Ex-officio voting members as follows: the Division Chairman, First Vice Chairman, and Second Vice Chairman, the most recent Past Chairman currently affiliated with a member of the Division, and the Chairman of the Board of Directors of the NSSGA.
- (b) Elected voting members as follows: four persons to be elected at the annual meeting of the **Division Board of Directors** from among the members of the **Division Board of Directors**. The term of office for elected members shall be one year with a maximum of three consecutive terms.
- (c) Ex-officio non-voting members: the Vice Chairmen of the Board of Directors of NSSGA and the President of NSSGA.

Section 2. The Executive Committee shall have the power to do and perform any and all things, which the **Division** Board of Directors has the power to do and perform except fill vacancies on the **Division** Board of Directors, or amend the **Division** bylaws.

Section 3. Meetings of the **Division** Executive Committee may be called at such time and place as may be determined by resolution of the **Division** Executive Committee or at the call of the Chairman. Advance notice of all meetings of the **Division** Executive Committee shall be given to the Secretary of the Division.

Section 4. By direction of the Chairman a mail vote of the **Division** Executive Committee may be taken by the Secretary. Notice of such vote shall be given by certified mail, but no vote shall be counted unless received within fifteen days of the date of mailing of said notice and the majority voting shall determine the action.

Section 5. A quorum of the **Division** Executive Committee shall consist of a majority of those present at the meeting. Proxy voting at **Division** Executive Committee meetings is prohibited.

Section 6. The Secretary of the Division shall send copies of minutes of all meetings of the **Division** Executive Committee to each member of the **Division** Board of Directors within a reasonable time after such meeting.

Article IX-- Meetings of the Division

Section 1. The annual meeting of the members of the Division shall be held at the time of the Annual Convention of NSSGA.

Section 2. The presiding officer shall be the Chairman of the Division, and the Chairman shall have the authority to refer any question, other than election of officers, Executive Committee and Board of Directors, to the **Division** Board of Directors or the appropriate committee for review and recommendation prior to formal action.

Section 3. Special meetings of the Division may be called by the Chairman and shall be called upon the written request of 20 members of the Division. Special meetings shall be held at such time and place as the Chairman may designate.

Section 4. Written notice of the time and place of all meetings of the Division shall be mailed by the President, or an appointed staff member, to the person and at the address listed with the Division in accordance with Article IV, Section 4, at least 10 days before the date set for the meeting.

Section 5. A quorum at all meetings of the Division shall consist of the members present at the meeting.

Article X -- Election Procedures

Section 1. A **Division** Nominating Committee consisting of no less than three nor more than six persons shall be appointed by the Chairman from among the past Chairmen of the Division who are currently affiliated with a Division member company. The most immediate available past Chairman of the Division shall act as the Chairman of the **Division** Nominating Committee.

Section 2. The **Division** Nominating Committee shall meet no later than November 1 and as much prior thereto as may be deemed advisable for the purpose of selecting its list of candidates for membership on the Board of Directors. The **Division** Nominating Committee shall nominate no more than one person for each opening on the Board of Directors, each of whom shall be currently affiliated with and serving as the official representative of a Division member. In selecting such candidates, consideration shall be given to the following factors: ability and company affiliation of the person and the willingness of the person to serve.

Section 3. The names of persons selected by the **Division** Nominating Committee as candidates for the directorships to be filled shall be sent by the Secretary with appropriate mail ballot, allowing for write-in selections, to all members of the Division not later than November 15, **or such other date as the Division Board of Directors may specify by notice to the Division members.** The mail ballots shall require return to the Association headquarters for tallying postmarked not later than **30 days after such date.**

Section 4. Following the expiration of the voting period, the vote shall be counted and certified correct by the Secretary. The persons receiving the highest number of votes shall be deemed elected and the results shall be made known to the members promptly.

Section 5. At the annual meeting of the newly elected **Division** Board of Directors, all of the elections to be affected by the **Division Board of Directors** as prescribed in these bylaws shall take place.

Section 6. The **Division** Nominating Committee shall select candidates for the offices of Chairman, First Vice Chairman, Second Vice Chairman and those positions on the **Division** Executive Committee that the **Division Board of Directors** is empowered to elect pursuant to Article VIII Section 1 (b). No person shall be nominated for, or elected to, the foregoing offices and positions unless such person is, or has been, at the time of nomination, a member of the **Division Board of Directors**. A list of the candidates for the foregoing offices and positions shall be presented to the **Division Board of Directors** at this annual meeting. Notwithstanding the presentation of such lists of candidates, any member of the **Division Board of Directors** may nominate any person he desires who is eligible for election to such offices and positions provided that person is willing to serve if elected.

Section 7. Following the close of nominations, the Chairman of the meeting shall call for a vote and the nominees receiving a majority vote of the directors present shall be declared elected. If more than one candidate is nominated for a specific office, a written ballot will be taken.

Section 8. The newly elected members of the **Division** Board of Directors shall take office as of the time of the commencement of the first annual meeting of the **Division Board of Directors** following their election. The Chairman, First Vice Chairman and Second Vice Chairman and members of the Executive Committee shall take office at the conclusion of the Annual Convention of the Association or at the conclusion of the **Division Board of Directors** meeting at which they are elected, if no Annual Convention is held. The Chairman, First Vice Chairman, Second Vice Chairman and members of the Executive Committee shall serve in such positions until the conclusion of the next annual meeting of the **Division Board of Directors** or until their successors are elected.

Article XI -- Representation on Board of Directors and Executive Committee of NSSGA

Section 1. The Chairman, the First Vice Chairman, and the person who most recently served as Chairman of the Division, provided that such person is currently affiliated with a Division member company, shall be ex-officio voting members of the Board of Directors of NSSGA. The Chairman of the Division shall also be a voting member of the Executive Committee of the **NSSGA**. The First Vice Chairman of the Division shall be an ex-officio non-voting member of the Executive Committee of NSSGA.

Section 2. All former Chairmen of the Division who are currently affiliated with a Division member company shall be ex-officio non-voting members of the Board of Directors of NSSGA.

Article XII -- Antitrust Compliance

Section 1. The Division shall conduct all its business, meetings and other affairs in strict compliance with applicable antitrust and trade regulation laws. Officers, Staff, Directors and Members are directed to adhere to this policy when engaging in any Division activity and to immediately report to NSSGA's legal Counsel, for appropriate advice and action, any proposals, activities or incidents that may violate this antitrust compliance requirement. Any violation of this Section is unequivocally contrary to NSSGA policy and is cause for membership expulsion or employment termination.

Section 2. Implementation of the antitrust compliance policy of NSSGA shall include, but shall not be limited to the following:

- (a) All Division activities and discussions shall be conducted in a manner consistent with this policy and with any NSSGA Board of Directors resolution concerning antitrust compliance policies and procedures.
- (b) The President of NSSGA shall direct legal Counsel periodically to audit the Division's policies and activities. Counsel is authorized to conduct investigations of potential violations and report relevant findings and recommendations to both the Boards of Directors and the Executive Committees of the Division and NSSGA and to the President.
- (c) The Division Secretary shall attend all meetings of the Board of Directors, the Executive Committee, and such other meetings as the President shall require, for the specific purpose of monitoring antitrust compliance.
- (d) Minutes shall be taken at all meetings of the Division's Board of Directors, Executive Committee and all other Committees and Counsel shall review those minutes immediately upon issuance.
- (e) NSSGA shall make available educational programs and publications to assist and inform Members and Staff of the obligations under applicable antitrust laws and this policy.

Article XIII -- Amendments

Section 1. The bylaws of the Division may be amended or repealed by the affirmative vote of a majority of members on returning mail ballots or present and voting at any legal meeting, or by the affirmative vote of a majority of members of the Board of Directors present and voting at any legal meeting, provided that the ballot or call of the meeting contains an explanation of the proposed amendment or repeal, including a statement of the reason or reasons therefore.

Section 2. The bylaws and any proposed amendments thereto shall be subject to review, **at the time of adoption, and from time to time thereafter**, by the Board of Directors or the Executive Committee of NSSGA to ascertain that they are not in conflict with the Articles of Incorporation or the bylaws of NSSGA.

Section 3. **In the event of any conflict between the bylaws of the Division and the articles of incorporation or bylaws of NSSGA, the articles of incorporation and bylaws of NSSGA shall take precedence.**

Adopted Feb. 11, 2001

**NAA/NSA POLICY CONCERNING
ANTITRUST COMPLIANCE POLICIES AND PROCEDURES**

The NAA/NSA is committed to full compliance with the letter and the spirit of federal and state antitrust and trade regulation laws. The Association, its Officers, Directors, Staff and Members shall, at all times, avoid discussions and actions which may be construed in any way to restrict competition.

Through its seminars, educational courses, publications, Committee meetings and other activities, the Association brings together representatives of competitors throughout the industry. The subject matters of Association activities are normally technical or educational in nature. The Board of Directors nevertheless recognizes the remote possibility that the Association and its activities can be abused and be seen by those ignorant of or determined to violate the law as providing an opportunity for anticompetitive conduct. No effort or intent to restrain competition or violate our laws can or should be tolerated. The Board, through this statement of policy, states its unequivocal support for the policy of competition served by the antitrust laws and our uncompromising intent as individual companies and as an Association to comply strictly in all respects with those laws governing competitive activities.

All meetings of the Association, whether membership, Board, Committee or of any other type, shall be conducted as though they were open to the public. All meetings shall be held pursuant to advance notice and written agenda. In informal discussions at the site of an Association meeting, all Members are expected to observe the same standards of conduct as are required by this Association Antitrust Policy Statement. Informal rump sessions called to discuss competitively sensitive issues are never permitted.

It is a violation of the antitrust laws to agree not to compete. Therefore, discussions about dividing territories or customers or limiting the nature of business carried on or products sold are not permitted. Similarly, discussions or sharing information of current prices, current price levels, or current price trends are prohibited. And, no discussion is permitted of any element of a company's operations which might influence price such as (a) costs of operations, supplies, labor or services, (b) allowances or discounts, (c) terms of sale, including credit and warranty arrangements, (d) profit margins and mark ups, and (e) capacity reductions or expansions, or production quotas or other limitations on either the timing, costs or volume of production.

Boycotts in any form are unlawful. Consequently, any discussion -- no matter how fleeting -- about blacklisting or circulating unfavorable reports about particular companies, including their financial situation, is prohibited. Nor shall there be any discussion which might be construed as an attempt to prevent any person or business entity from gaining access to any market or customer for goods or services, or to prevent any business entity from obtaining a supply of goods or otherwise purchasing goods or services freely in the market.

Participants at all Association-sponsored meetings are reminded that they are not bound by opinions expressed or conclusions reached at those meetings. Nor is any Member bound to conduct its business in accordance with any Association policy or proposed practice if such policy or practice might, in any way, be construed as adversely affecting competition. Speakers at Association meetings shall be informed of the need to comply with the Association's antitrust policy in the preparation and presentation of their talks.

Association policy requires that minutes of each meeting be prepared by a duly designated recorder and circulated to all Members in attendance following the meetings. Legal Counsel shall review draft minutes whenever deemed prudent by Association Staff. Association policy does not require the attendance of legal Counsel at Association meetings other than those of the Board and the general membership. However, when legal Counsel is not in attendance, Association Staff are required to be present to assure strict compliance with Association policies and to consult legal Counsel as may be required.

When discussion borders on an area of antitrust sensitivity, the Association's representative in attendance shall request that the discussion be immediately stopped and, in the unlikely event that it does not, terminate the meeting and report that fact immediately to the Association's President. The matter can then be reviewed with legal Counsel and a determination made as to the necessity of further action by the Association.