

**Bylaws of the
Pulverized Minerals Division
of the
NATIONAL STONE , SAND & GRAVEL ASSOCIATION**

Article I -- Purpose

The purpose of the Pulverized Minerals Division is to promote the general improvement of the industry of manufacturing and selling finely ground calcium carbonate mineral products to the end that consumers and the general public will be better served by the industry, and to strive for conservation of natural resources and promote logical growth of the industry by developing a wider market for its products through research. The Division shall provide members to serve on the Association's committees and may display or provide equipment and information associated with the production of pulverized minerals whenever the Association provides an opportunity at its meetings.

Article II -- Membership

Section 1. Any company, partnership, person, firm, or corporation which meets the qualifications provided in Article I, section 10 of the bylaws of the National Stone Association shall be eligible for membership in the Division.

Section 2. The officers of the division shall have the responsibility of determining if the applicant meets the qualifications for membership in the division and shall report their findings to the President of the Association.

Article III -- Board of Directors

Section 1. The Division shall possess the right and power to elect its Chairman, Vice-Chairman, Board of Directors and Executive Committee.

Section 2. Each member shall have one vote and shall elect or appoint one of its officers, employees, or other members of its staff to be the official representative of such member to represent, vote and act for the member in all affairs of the Division, including the holding of office therein. Such elected or appointed person shall be deemed the representative on the Division Board of Directors from such member company. The total of such elected or appointed representatives of members shall constitute and be considered the Board of Directors of the Division. The Chairman of the Association shall be an ex-officio voting member of such Board and the Vice-Chairmen and President of the Association shall be ex-officio non-voting members of such Board. Each member may also elect or appoint one or more additional officers, employees or other members of its staff to act and serve as alternate official representative and thereby as alternate representative on the Division Board of Directors. Any such alternate may vote only in absence of the official representative of that member. Any member shall report in writing to the Division the appointment or election of its official representative and alternates, if any.

Section 3. The management of all properties, affairs, business and concerns of the Division shall be in the Division Board of Directors provided actions are not in conflict with the Articles of Incorporation or bylaws of the Association. Members of the said Division Board shall, upon

appointment or election, immediately enter upon the performance of their duties and shall continue until their successors shall be duly appointed or elected and qualified.

Section 4. The Division Board of Directors shall have the power to appoint committees and to designate such committees as standing committees or special committees; to print and circulate documents and publish articles relating to the purpose of the Division and to do and perform all other acts necessary or useful in promoting limestone products and the advantage of the use of such products to the community as a whole; and such other powers as are provided in these or the bylaws of the Association.

Section 5. The Division Board of Directors may appoint an Executive Committee of not more than seven members from among the officers and employees of companies having membership in this Division. The Chairman shall be Chairman of the Executive Committee so appointed; at least two of the remaining members of the Committee shall be appointed from the Division Board of Directors.

Section 6. Any vacancies that may occur on the Division Board by death, or for other cause, may be filled by letter to the Division Chairman from the member company involved.

Article IV -- Dues

Section 1. Dues of the Division shall be recommended by the Board of Directors of the Division subject to approval of the Association Board of Directors and payable in addition to membership dues on other product lines. The Division may in addition establish special assessments for Division activities. Division special assessments for the succeeding year shall be fixed by majority vote of the Board of Directors at the fall meeting of the Division. The Board of Directors shall consider and adopt a budget for the succeeding year which shall serve as a basis for fixing the same. By a three-fourths vote of the entire Division Board an increase in the amount of special assessment may be provided for any part of the current year to meet special emergencies, or otherwise as may be deemed necessary for the general welfare of the Division. Such action may be taken by the Board of Directors of this Division either in special meeting or by letter ballot.

Section 2. The National Stone Association shall collect and account for special assessments voted by the Division. Such funds shall be expended as approved by the Division's Board of Directors.

Article V -- Officers

Section 1. The officers of the Division shall consist of a Chairman, Vice-Chairman, and Secretary. The President of the Association shall designate a staff member of the Association to be the Secretary of the Division.

Section 2. The Chairman and Vice-Chairman shall be elected for a term specified at the first meeting of the initial board and for two-year terms thereafter at the annual meeting of the Board of Directors and shall not be eligible to succeed themselves in the same office.

Section 3. The Chairman shall be the executive officer of the Division and shall act as Chairman of the Division Board of Directors; enforce the bylaws, and carry into execution all resolutions of the Division, its Board of Directors and of the Executive Committee; and be responsible for accomplishment of the objectives of the Division.

Section 4. The Vice-Chairman shall perform all of the duties of the Chairman in the absence or disability of the latter and such other duties as may be assigned to him by the Chairman or the Division Board of Directors.

Section 5. The Secretary shall be an employee of the National Stone Association and shall give notice of all meetings of the Division Board of Directors, and of the Executive Committee; keep a record of all proceedings at such meetings; compile official reports authorized by the Division Board of Directors; preserve all communications received by him pertaining to the affairs of the Division; and perform such other duties as are assigned to him by the Division Board of Directors.

Article VI -- Meetings

Section 1. An annual meeting of the Division shall be held at such time as is designated by the Board of Directors and a meeting of the Board or its Executive Committee shall be held during such annual meeting and at such other times as the Division may fix.

Section 2. Special meetings of the Division may be called by the Chairman and may be called upon the written request of a majority of the Division members. Special meetings shall be held at such time and place as the Chairman may designate.

Section 3. Notices of all meetings shall be given in writing at least ten days prior to such meeting of all Division Board of Director members. Attendance of a member of the Division Board of Directors shall waive any notice of the meeting and any deficiency therein.

Section 4. A majority of the Division Board of Directors or alternates shall constitute a quorum for the transaction of business. A majority in number of the votes cast at any meeting of the Division shall constitute a sanctioning vote.

Section 5. If at any meeting there shall not be a quorum present, those members present shall have the power to adjourn the meeting to a stated date and the Division Secretary shall give notice to all Board members of the date selected for the reconvening of the meeting and shall notify all Board members that those members present at the reconvened meeting shall constitute a quorum and shall have the power to take any and all actions which might be taken at any meeting of the membership of the Division.

Section 6. In addition to the Division Board member in attendance and alternates, any member may designate one or more additional officers or employees to attend meetings of the Division and of the technical sessions of the Division but such additional officers or employees shall not be entitled to vote on the transaction of the affairs of the Division.

Article VII -- Representation on Board of Directors and Executive Committee of the Association

Section 1. The Chairman shall be an ex-officio voting member of the Board of Directors of the Association, and an ex-officio, non-voting member of the Executive Committee of the Association.

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

Article VIII - Order of Business

Section 1. The order of business shall be as follows at all meetings of the Association, Board of Directors and Executive Committee:

Roll Call
Reading of minutes of last meeting
Reports of officers
Reports of committees
Unfinished business
New business

Any questions as to priority of business shall be decided by the Chairman without debate.

Section 2. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 3. Any motion or resolution made or offered at any meeting shall, upon request, be reduced to writing and furnished to the Secretary before the question shall be put.

Article IX -- Executive Committee

Section 1. The Executive Committee shall be responsible for the management of the Division between meetings of the Board of Directors.

Section 2. Meetings may be held at such times and at such places as may be deemed advisable by the Chairman.

Section 3. A majority of the members of the Executive Committee shall constitute a quorum and a sanctioning vote at any meeting for the transaction of business.

Section 4. Any vacancies that may occur on the Executive Committee by death, resignation or otherwise may be filled by appointment by the Division Board of Directors at its next meeting.

Section 5. Minutes of all meetings of the Executive Committee shall be kept by the Secretary, and all of the acts, resolutions and activities of the Committee shall be presented to the Division Board of Directors for ratification at the next meeting of the Board.

Article X -- Antitrust Compliance

Section 1 - Policy. 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 the Association'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 Association policy and is cause for membership expulsion or employment termination.

Section 2 - Implementation. Implementation of the antitrust compliance policy of the Association 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 the NSSGA Board of Directors "Resolution Concerning Antitrust Compliance Policies and Procedures". This Resolution is to be reviewed, modified if necessary, and adopted periodically by the NSSGA Board of Directors.
- b. The President of the Association 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 Board of Directors and the Executive Committee of the Division and the Association and to the President.
- c. Association Counsel 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.

The Association shall make available educational programs and publications to assist and inform Members and Staff of their obligations under applicable antitrust laws and this policy.

Article XI -- Amendments

Section 1. These bylaws may be amended or repealed by the affirmative vote of a majority of members of the Division returning mail ballots or present and voting at any meeting, or by the affirmative vote of a majority of members of the Board of Directors present and voting at any 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. These bylaws and any proposed amendments thereto shall be subject to review by the Board of Directors or the Executive Committee of the Association to ascertain that they are not in conflict with the Articles of Incorporation or the bylaws of the Association.

Adopted November 1989
Amended October 1995
Amended May 1996
Amended October 1997
Amended January 2004