

**PROPOSED BYLAWS**  
**MISSOURI ASPHALT PAVEMENT ASSOCIATION**  
**MAPA Emerging Leaders**  
(Original 12/19/20, Amended 9/24/20)

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**BYLAWS OF THE MISSOURI ASPHALT PAVEMENT ASSOCIATION**  
**Emerging Leaders**

**MISSION STATEMENT**

*MAPA Emerging Leaders is comprised of professionals within our industry who strive to promote the proper use of asphalt, pavement selection, and collectively advance the asphalt market. Members of this group will have the opportunity to form new friendships, grow professionally and learn more about the industry through educational opportunities.*

**Article 1 – GENERAL CONDITIONS**

**Section 1.10. Names:**

The name of the group shall be “MAPA Emerging Leaders”.

**Section 1.20. Definitions:**

Meeting: Due to logistical/geographical issues, and the prevalence of meeting technology, meeting attendees may not be required to be physically at the same location. Conference calling, internet/intranet-based video meeting applications may be acceptable alternatives and even encouraged to promote additional attendance that would otherwise be lacking.

Member Type(s): Refer to the Missouri Asphalt Pavement Association (MAPA) for definitions of types of Members.

Quorum: A quorum for transaction of business requiring a vote by the group shall be presided by the Staff Liaison and by a minimum of two (2) officers and a minimum of seven (7) Members of the Committee.

Staff Liaison: Business Development Director, MAPA

**Section 1.30. Powers:**

The group shall have supervision, control and direction of the affairs of the Emerging Leaders, its subcommittees, and its publications, and shall determine its policies or changes therein; shall actively prosecute these objectives, be accountable for group assets, and shall be responsible for interpretation of these Bylaws. The group may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

All matters to be decided by the group will be by a majority vote of those in attendance.

The Officers of the group shall appoint such subcommittees as deemed necessary and shall determine the number of persons to serve on each and designate a chairperson thereof. It is recognized that the group exists solely at the pleasure of the President of the Board of Directors (Board) of MAPA, and nothing contained within these Bylaws are intended or allowed to be in conflict with the rules and regulations of the Board or the President of the Board. The following standing subcommittee shall perform duties assigned:

- Professional Development, Education, & Webinars
  - Organize speakers for webinars
  - Develop and implement other educational opportunities for MAPA Emerging Leaders and MAPA Members
  - Organize professional development opportunities, tours, and speakers for applicable MAPA Emerging Leaders Meetings
- Spring Training
  - Brainstorm and finalize topics for Spring Training
  - Find and finalize speakers for each topic
- Fundraising: Annual Fundraiser & Summer Meeting Auction
  - Organize all aspects of the annual fundraiser
  - Procure items and an auctioneer for the MAPA Emerging Leaders Auction held at the MAPA Summer Meeting
  - Send thank you notes/letters following the auction

Sign up for subcommittees will be held annually at the September meeting.

#### **Section 1.40. Purposes:**

The purposes of the group shall be as follows

1. Promote the proper use of asphalt
2. Assist agencies, contractors, engineers, and owners in the pavement design and selection process
3. Collectively advance the asphalt market
4. Educate and develop future leaders of the asphalt industry
5. Promote the asphalt industry as a career path

Among other things, the group may encourage the effective and efficient delivery of professional services and other support to MAPA members. The group may organize subcommittees to accomplish specific objectives. The group may also publish educational materials, such as informational brochures and training manuals; organize and sponsor seminars, conferences, and other educational programs; facilitate electronic and other communication between and among its members and related interests.

#### **Section 1.50. Staff Liaison:**

The Business Development Director of MAPA is the liaison between the group and the MAPA Executive Board. While any communications should generally go through the Staff Liaison, this Section shall in no way prohibit or inhibit any group Member from communicating with any MAPA staff or Executive Board members.

The Staff Liaison is responsible for scheduling group meetings, preparing an Agenda, ensuring that Minutes are taken and disseminated, and carrying out appropriate assignments from the Committee. The duties of the Staff Liaison may be delegated to another member of the MAPA staff. The Staff Liaison does not cast any votes.

## **Article 2 - MEMBERSHIP**

### **Section 2.10. Eligibility:**

All Members in the group shall only include employees of the Missouri Asphalt Pavement Association Member firms, partnerships, joint ventures, or corporations where appropriate, as well as Member firms doing business as individuals. An application for membership will be completed upon interest in the group.

### **Section 2.20. Expulsion:**

Upon failure after notice for any other violation of Membership obligations, or violation of the Bylaws, or for any other reasonable cause in the opinion of the group - such failure, violation or other cause to be set forth in written complaint, a copy of which shall be furnished to such Member and to the appropriate group Members. The Member may be subject to expulsion after review and due notice by the MAPA Staff Liaison and Emerging Leaders Officers. Members of the Emerging Leaders Officers may be subject to expulsion at the discretion of the MAPA Executive Board.

Members are subject to removal from the MAPA Emerging Leaders Committee based on the following misconduct:

- Violation of Antitrust
- Unethical and Unprofessional Behavior
- Activity directly conflicting with the MAPA Emerging Leaders mission statement

To maintain membership in the MAPA Emerging Leaders you are required to attend at least two (2) events throughout the year. With reasonable exceptions given to members with special circumstances. Final decisions determined by officers. Each member will be required to participate in one subcommittee annually.

## **Article 3 - ADMINISTRATION**

### **Section 3.10. Emerging Leaders Composition:**

The management of the affairs of the Committee shall be vested in Members composed of employees of Member Firms as described in Section 2.10.

The Officers are: Chair, Vice Chair, and Secretary. No Member Firm will have more than one representative serving as an Officer of this Committee.

In the event that a producer member or non-producer (lay down contractor) member is not voted into the new slate of officers, a fourth officer position will be filled by a producer member or non-producer (lay down contractor) member of MAPA Emerging Leaders appointed by the newly elected MAPA Emerging Leaders Officers. This position will be appointed for the same term as the newly elected officers and is not a permanent appointment.

### **Section 3.20. Emerging Leaders Voting:**

All Members of the Committee shall be entitled to one vote each. Voting rights of a Member shall not be delegated to another nor exercised by proxy.

### **Section 3.30. Meetings of the Emerging Leaders:**

A regular meeting of the group shall be scheduled no less than four (4) times each calendar year at such time and such place as the Committee may prescribe. Notice of all such meetings shall be given to the Members not less than ten (10) working days before the meeting is held.

1. Annual Meeting – January
2. Spring Training – February
3. Summer Social – July
4. REF Golf – September
5. 4th Quarter Meeting – Tour/Meeting/Reception

Subcommittee meetings shall be scheduled as needed.

### **Section 3.40. – Duties of Emerging Leaders Officers:**

#### **The Chair:**

The Chair shall serve as the chief executive officer of the group and shall perform the duties incident and customary to such office, having always in mind the purposes and welfare of the group. The Chair shall preside at all group meetings. The Chair, or designee, shall present a status report of the proceedings of the Committee to the Board of MAPA on an annual basis, at a minimum. If necessary, the Chair will serve as

a liaison/consultant for the newly elected officers. The Chair shall serve a one (1) year term.

#### **The Vice Chair:**

The Vice Chair shall assist the Chair of the group in the discharge of their duties as they may request and shall act in the capacity of Chair of the group in the event of the Chair of the group's absence. The Vice Chair shall serve a one (1) year term.

#### **The Secretary:**

The Secretary shall assist the Chair and Vice Chair in the discharge of their duties as they may request and shall keep such notes and perform such other duties as may be required by the Executive group usually incumbent upon such office by usage and custom. The Secretary shall keep Minutes of all the proceedings of meetings of the group. Recording of these Minutes may be delegated to another Member or the MAPA Staff Liaison. The Secretary shall serve a one (1) year term.

### **Article 4. ELECTION OF OFFICERS**

#### **Section 4.10. Nomination and Election:**

The election of all officers shall be by nominations from the floor completed prior to September 30th of the previous calendar year. Nominees will be voted on by a simple majority of members present at the meeting. Absentee ballots may be distributed at the discretion of the executive team and MAPA liaison. Elections will be held during the 4th quarter meeting of the previous calendar year.

The new officers of the committee shall assume their respective positions as of April 1 of the following calendar year after their election.

In the event any office becomes vacant as a result of death, disability, resignation, removal, or otherwise, the vacancy will be immediately filled from among the remaining committee members by vote of the remaining committee members.

### **ARTICLE 5. PARLIAMENTARY RULES**

Robert's Rules of Order shall be used as a guide for parliamentary procedure at all meetings.

### **ARTICLE 6. AMENDMENTS**

These Bylaws may be amended, or revised, at any regular or special meeting of the Committee at which there is a quorum. A two-thirds (2/3) vote of the voting Members present is required. Proposed amendments must be submitted to the Committee Members at least ten (10) days before final action is taken.