



**BY-LAWS**  
**of the**  
Asphalt Sealcoat Manufacturing Association-USA ASMA-USA  
**(A CA, Non-Profit Corporation)**

**ARTICLE I NAME**

Sec. 1 The name of the association shall be Asphalt Sealcoat Manufacturing Association-ASMA-USA. The address of the corporation is 4061 E. Castro Valley Blvd., Suite 18, Castro Valley, CA 94552.

Sec. 2 The organizational boundaries and area of operation for ASMA-USA matters shall consist of the following: *United States, Canada & Mexico.*

**ARTICLE II PURPOSES**

- Sec. 1 The purpose of the organization shall be to;
- a. Promote the value of asphalt emulsion based sealcoating and pavement maintenance methods for the protection and preservation of pavements among all property owners/managers, public entities, quasi-public and private persons, firms, corporation bodies, and agents.
  - b. Harmonize the technology for the design of sealcoating and other pavement maintenance systems, to offer the best value in pavement preservation.
  - c. Sponsor research activities for furthering the value of pavement maintenance, by utilizing the latest in technologies and materials.
  - d. Develop guideline for proper and optimum use of pavement maintenance materials.
  - e. Promote and best pavement maintenance practices using asphalt emulsion-based sealcoat that is manufactured to meet polycyclic aromatic hydrocarbons (PAHs) common regulatory limits of 1000 ppm.
  - f. Develop performance and compositional specifications for sealcoatings with the consensus of the manufacturing members. Actively participate in ASTM sub-committees for specification development.
  - g. Coordination and dissemination of the information to pavement maintenance professionals, property owners, project engineers, governmental agencies, etc.
  - h. Promote safeguarding of human and environmental health.
  - i. Bolster its own strength and NOT engage in disparaging competitive technologies and materials.

Sec. 2 The association is organized as a Non-Profit entity and no part of the earnings shall inure to the benefit of any member or officer except as compensation for necessary expenses actually incurred and authorized.

Sec. 3 In pursuance of the association purposes, all activities shall be consistent with high standards of ethics and shall not include any items of a political character.

### ARTICLE III MEMBERSHIP

Sec. 1 **Manufacturing Members:** Any company actively engaged in the manufacture of asphalt sealcoat that meets the ASMA-USA specifications within the United States, Canada and Mexico, which is represented by an officer or employee serving in a supervisory or sales capacity.

Sec. 2 **Vendor Member:** Any company actively engaged in the manufacture or sales of raw materials, equipment, or supplies utilized by **ASMA-USA** members, which is represented by an officer or employee serving in an operations or sales capacity.

Sec. 3 **Associate Member:** Any company which offers the services of a pavement specialist, consulting or engineering services to entities in need of sealcoating and is represented by an officer or employee serving in an operations or consulting capacity. (Example – Consultants, public works, and engineering firms)

Sec. 4 **Honorary Member:** Any Company and/or individual who has been approved for membership as an Honorary Member by a majority of the **ASMA-USA** membership. Example – retired ASMA members, Students, Governmental agencies (FAA, DOT) who are invited to join the ASMA-USA)- No Dues shall be required.

Sec. 5 **Contractor Member:** Any company which offers services for applying sealcoating and other pavement maintenance products, but not manufacturing sealcoatings and other Pavement Maintenance products. It shall be represented by an owner, estimator or an employee serving in a supervisory capacity.

Sec. 6 **Privileges:**

- a) The privilege of being an officer (manufacture or vendor member) shall be limited to all (manufacturing and vendor) members in good standing.
- b) All manufacturing, vendor, and associate members shall have the right to vote.
- c) Voting shall be limited to one vote per company, whether it be a manufacturing, vendor, or associate member.

Sec. 7 An employee of a member who has become separated from manufacturing activity, or has retired, or is not active in a manufacturing company for a reason

satisfactory to the Executive Committee, may by resolution of the Executive Committee be retained in his status, until the expiration of his/her term, provided he continues his membership in good standing.

Sec. 8

The Executive Committee upon the written request of any three (3) voting members or upon its own initiative, may by a majority vote of the Executive committee present, expel any member for cause. The cause shall consist of action or behavior detrimental to the association, its purpose, or to the reputation or standing of the industry. Such action shall be taken only after a hearing at which the member shall be given the opportunity to appear in his own defense, or to reply in writing to the charges.

When a member is suspected of violation of ASMA-USA Mission Statement, Core Value, Bylaws or for other cause the follow will take place:

1. Review the incident and confirm if the questionable action is indeed a cause for removal.
2. Bring the questionable action to the attention of the individual and/or organization for a discussion to resolve the issue.
  - a. Discuss the action(s) that is the cause of attention
  - b. Determine if the action was a mistake and allow time to make the correction.
  - c. If the action is determined to be willful the individual and/or organization is subject to removal.
3. When a willful action has been determined to be of cause the executive board will call a meeting. A majority vote is needed for removal. If the vote is to remove the individual and/or organization the following will take place.
  - a. A prorated refund of dues will be sent within 30 days
  - b. Access to the membership page will be revoked
  - c. All logo, company description, use of content and any other information will be removed from ASMA-USA
  - d. All confidential information belonging to ASMA-USA must be returned

#### **ARTICLE IV MEETINGS**

Sec.1

Meetings of the membership shall be held on the third Thursday of the following months; January, February, March, April, July, November, unless otherwise directed by the Executive Committee upon fifteen (15) days written notice. The location of the meeting shall be rotated throughout California or United States. Virtual meetings are the only option until the current situation of Covid-19 is brought under control.

Sec. 2 The minutes of the prior meeting and the agenda for the succeeding meeting shall be prepared and mailed by the Secretary for distribution to the membership at least fifteen (15) days prior to the scheduled meeting.

#### **ARTICLE V QUORUM**

Sec. 1 For the meeting of the membership, a majority of the attending voting members shall constitute a quorum thereof.

#### **ARTICLE VI DUES**

Sec 1 The annual dues for the various classes of membership shall be as determined from time to time by the Executive committee. Dues are payable annually in advance. Nonpayment of dues for a period of three months shall be treated as equivalent to resignation, except in extenuating circumstances approved by the Executive Committee. The name of the member shall be removed from the rolls of the association, provided at least four (4) weeks notice is given.

#### **ARTICLE VII OFFICERS**

Sec. 1 The officers of the association shall be Manufacturing Members, Vendor Members of the association elected as provided in Article VIII, or appointed by the Executive Committee as provided herein, and shall consist of:

According to Art III, **voting privileges are granted only to Manufacturer, Vendor and Associate**

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

Sec. 2 In the event of a vacancy occurring in the office of the President, the unexpired term shall be filled by the Vice President.

#### **ARTICLE VIII ELECTION OF OFFICERS**

Sec. 1 Nominating Committee. The President, with the approval of the Executive Committee, shall each election year appoint, not less than thirty (30) days prior to the date fixed by the Executive Committee for its report, a nominating committee or three (3) voting members who shall report the names of the candidates for each position to be voted upon at the annual election of the members.

Sec. 2 Names of candidates selected by the Nomination committee shall be presented to the membership at least ten (10) days prior to the election.

Sec. 3 Election of Officers shall be elected by the voting members of the **ASMA-USA** membership during the regular November meeting of each election year. Nominations from the floor, at the election meeting, shall be accepted. New officers and executive committee members shall take office at the January meeting.

## **ARTICLE IX DUTIES OF THE OFFICERS**

Sec. 1 The President shall act as Chairman of the Executive Committee and shall preside at meetings of the members, except as otherwise ordered by the committee. He/She shall appoint such standing or special committees, and as he/she shall consider necessary or as instructed by the Executive Committee, and shall be, ex-officio, a member of such committees. He/She shall be responsible to the Executive Committee for the functioning of those committees. He/She shall sign on behalf of the association all deeds, contracts and other formal instruments and shall perform other duties as may from time to time be assigned to him/her by the Executive Committee.

Sec. 2 The Vice President shall have and exercise all of the powers and duties of the President in the event of his absence or inability to act. He/She shall be responsible for securing meeting sites for all regular meetings as well as executive board meetings as directed by the President.

Sec. 3 The Secretary of the association shall conduct its correspondence; shall give notice of and keep minutes of all meetings; shall have custody of all records; shall keep a roster, shall have custody of the corporate seal and shall attest all instruments.

Sec. 4 The Treasurer shall exercise authority in all financial matters in accordance with the By-Laws and resolutions as may be adopted by the executive committee; he/she shall furnish such periodic financial statements as any be required by the Executive Committee; he/she shall have custody of all funds, bonds, stocks, deeds, and other documents of the association and to that end may determine the method of depositing and safe keeping of the funds and securities and the system of financial records.

Sec. 5 All record, documents and other items shall be transferred to the incoming officers immediately after installation (within 15 days).

## **ARTICLE X EXECUTIVE COMMITTEE**

Sec. 1 The governing body of this association shall be the Executive Committee, Thirteen (13) in number and made up as follows:

- a) President – who shall serve as Chairman
- b) Vice President
- c) Secretary

- d) Treasurer
- e) Immediate Past President
- f) Past President
- g) Directors One (1) from Manufacturing Members
- h) Directors One (1) from Vendor or Associate Members
- i) Directors One (1) from Contractors
- j) Director of the Western Region of ASMA-USA
- k) Director of the Mid-West Region of ASMA-USA
- l) Director of the South Region of ASMA-USA
- m) Director of the Eastern Region of ASMA-USA

Sec. 2 The Executive Committee shall be elected as follows:

- a) Officers and Directors shall be elected by the voting ASMA-USA membership for one (1) year term.
- b) The election shall take place in November, at the annual election of officers, and they may be re-elected at the discretion of the voting membership.

Sec. 3 The Executive Committee shall be responsible to the membership for the management of the affairs of the association and for the promotion of the association's purposes. Membership should fall under a Director of membership. This gives a focus on driving new members to the organization and be accountable for all correspondence of new members on a national level. It shall have the power to propose by a majority vote, such By-Laws as are necessary for the government of the association.

Sec. 4 Any vacancies occurring by reason of resignation, illness or death, shall be filled by the appointment of a member to the unexpired term. Such appointment shall be made by the President and approved by the Executive Committee of the association. Members of the Executive Committee should nominate and vote to fill the vacant position.

Sec. 5 The Executive Committee shall meet as needed at a site to be selected by the President.

## **ARTICLE XI AMENDMENTS**

Sec. 1 Amendments to these By-Laws may be proposed either by initiatory petition submitted to the Executive Committee in writing and signed by not less than 25% of the members, or by resolution of the Executive committee and shall be considered and discussed at any regular or duly noticed meeting. The proposed amendment shall be submitted to a vote of the membership at a regular or duly noticed meeting held at least twenty eight (28) days after the meeting at which the amendment was considered. An affirmative vote of the two thirds (2/3) majority membership voting