

BY-LAWS  
MISSISSIPPI ROAD BUILDERS'  
ASSOCIATION, INCORPORATED

Originally Adopted March 29, 1949  
Amended April 27, 1950; June 5, 1954;  
August 25, 1958; February 22, 1964;  
March 13, 1965; March 16, 1968;  
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March 11, 1978; January 21, 1980;  
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April 7, 1984; April 5, 1991;  
April 3, 1993; April 9, 1994;  
October 26, 1998; August 26, 2002;  
November 22, 2005  
October 25, 2011

(Organized 1937 - Reorganized 1949)

An Organization Contributing A Vital Part To  
The Economic Development Of  
The State Of Mississippi

**ARTICLE I.**  
**Name and Territorial Limits.**

**Section 1.** This organization shall be known as the Mississippi Road Builders' Association, Incorporated.

**Section 2.** The domicile of the organization shall be Jackson, Hinds County, Mississippi. There shall be no territorial limits for membership.

**ARTICLE II.**  
**Objects.**

**Section 1.** The objects of this association shall be:  
To encourage and advance the economic development of the State of Mississippi including the orderly establishment, development, operation and maintenance of reasonable and adequate road, street and highway systems and to foster, protect and advance the interests of the road, street and highway construction industry and in furtherance of such objects to exercise any or all of its rightful and lawful powers but only such rightful and lawful powers.

**ARTICLE III**  
**Membership.**

**Section 1.** Any person, firm, corporation or other legal entity engaged in the design, engineering, testing or construction of roads, streets or highways shall be eligible for Active Membership in this Association. Any person, firm, corporation or other legal entity engaged in any business related to or allied with the design, engineering, testing or construction of roads, streets or highways shall be eligible for Associate Membership in this Association.

**Section 2.** Application for Active Membership or Associate Membership shall be made on the form prescribed by the Board of Directors of the Association and said Application shall indicate whether applicant desires to become an Active Member or an Associate Member. The Board of Directors shall have the right to reclassify a member as Active or Associate to ensure such member is properly designated. Applications for membership shall be accompanied by the prescribed dues.

**Section 3.** Any Active Member may resign from the Association provided all dues and all fees due from the one-eighth (1/8) of one percent (1%) have been paid in full for the then calendar year by submitting written resignation to the Board of Directors at least sixty (60) days prior to the end of the calendar year. Any Associate Member may resign from the Association provided all dues have been paid in full for the then calendar year, by submitting written resignation to the Board of Directors, at least sixty (60) days prior to the end of said calendar year.

**Section 4.** (a) Any Active Member or Associate Member being delinquent in payment of dues for a period of two (2) months shall stand automatically suspended and any Active Member being delinquent in the payment of fees from one-eighth (1/8) of one percent (1%) for a period of two (2) months, shall stand automatically suspended, and shall be so notified in writing. Any member so expelled shall not again be eligible to apply for membership unless and until all dues and fees in arrears shall have been paid in full.

**Section 4.** (b) Any Active Member or Associate Member may be suspended or expelled for cause by two-thirds (2/3) vote of the Board of Directors. Such member shall be entitled to due hearing by the Board of Directors before action is taken to suspend or expel if such member, within ten (10) days after notification of such proposed action, advises the Board of Directors in writing that such hearing is desired.

**Section 5.** No person, whose membership in the Association is severed, regardless of reason or manner or method of separation, shall have any right or interest in funds or property of the Association.

**Section 6.** (a) There shall be two (2) classes of membership in the Association. Those composing one group shall be known as Active Members; those composing the other group shall be known as Associate Members. Any person, firm, corporation or other legal entity holding membership of one classification shall have the right to request transfer to the other classification provided he or his firm has met all qualifications necessary to engage in said business, but such transfer shall not be made until thirty (30) days after the approval of such request by the Board of Directors.

**Section 6.** (b) An Active Member shall enjoy full privileges of the Association, including the right to vote in the election of Directors and in other matters submitted to the membership for decision. Any person, firm, corporation or other legal entity holding Active Membership in the Association shall, in balloting on questions submitted to the membership for decision or in the election of Directors, be entitled to one vote.

**Section 6.** (c) An Associate Member of the Association shall have only such voice in the management and control of the Association as expressed in Article IV. An Associate Member shall be entitled to the privileges of the Association not specifically prohibited herein, including the right to receive information and mailing services.

**Section 6.** (d) In addition to the two classes of membership described in Section 6.(a), a third class of membership is to be added as follows: "Honorary Membership" shall be limited to those who have been associated with a contractor member firm that was a charter member or a contractor member, in good standing for five years, of the Mississippi Road Builders' Association, Inc. and was active in the association affairs; are no longer associated with a contractor firm; shall not be actively engaged in the construction industry; and shall be elected by a majority vote of the Board of Directors. "Honorary Members" may attend meetings of the members, but shall have no vote in the affairs of the association. Any "Honorary Member" who shall become actively engaged in the construction industry after achieving "Honorary Membership" will automatically lose his "Honorary Membership".

#### **ARTICLE IV. Management and Officers.**

**Section 1.** (a) The general management and control of the Association shall be under the direction of a Board of Directors. The Board of Directors shall determine the policies and activities of the Association, elect the officers from its membership, elect and discipline members, approve the budget, employ the necessary personnel and fix the compensation thereof, and do any and all such things as are necessary to assure the successful operation and functioning of the Association in accordance with the objects thereof.

**Section 1.** (b) The Second Vice-President shall be elected by the Board from among the Active Member Directors. The Second Vice-President shall serve a one (1) year term after which the Second Vice-President shall automatically become the First Vice-President of the Association.

**Section 1.** (c) The First Vice-President shall also be the President-Elect of the Association. The First Vice-President shall serve a one (1) year term, after which the First Vice-President shall automatically become President of the Association.

**Section 1.** (d) The President of the Association shall serve a one (1) year term and shall remain on the Board for an additional one (1) year term as the Immediate Past-President

**Section 1.** (e) Board will elect the First Vice-President or the President directly from Active Member Directors only when it becomes necessary to do so In order to fill a vacancy occurring in such office by reason of death, incapacity, resignation, removal from office, or other reason which prevents the incumbent from serving a full term of office.

**Section 2.** (a) The Board of Directors shall be composed of the following: twelve (12) elected Active Member Directors, three (3) appointed Associate Member Directors, Active Member Directors whose three(3) year terms are extended by virtue of election as officers of the Association. Active Member Directors shall be selected from Active Members of the Association in good standing. The Executive Director of the Association shall meet with the Board but shall not be a voting member.

**Section 2.** (b) Directors of the Association shall serve for a term of three (3) years on a staggered basis as provided herein. The duration of service by an Active Member Director may be extended only if such Director is elected as an officer and only for the terms of such offices.

No Director shall be eligible for re-election until an absence of one (1) year from the Board if the Director is an officer, director, owner, employee or representative of a firm which is a member of the Association, all such representatives of the same firm shall be likewise ineligible for election to the Board

of Directors for a period of one (1) year from the expiration of such Director's term of office.

One Associate Member Director shall be appointed annually by the incoming President for a three(3) year term. No Associate Member Director may be reappointed for a subsequent term until after an absence of one (1) year from the Board.

Associate Member Directors shall have the same voting rights as other Directors but Associate Member Directors may not be elected as officers of the Association.

**Section 2.** (c) Vacancies in the Board of Directors shall be filled by the Board of Directors unless there shall occur or exist as many as three (3) vacancies four (4) months or more before the end of the term of office for which the vacatee or vacatees were elected. In such case, the Association Membership shall elect Directors to fill the vacancies in accordance with the election procedure prescribed herein. Those elected under such procedure shall be elected for the unexpired term or terms.

Any Director who fails to attend sixty (60) percent of the regularly called meetings of the Board in any calendar year, may not continue to serve as a Director and a vacancy shall be declared and filled by the Board of Directors as in other cases of vacancies, provided, however, that if the Director gives notice to the Board in advance of any unattended meeting and if the Board, at such meeting determines that the failure to attend was due to illness or other circumstances beyond the Director's control, the absence occasioned thereby shall not be counted as a failure to attend a meeting within the meaning of this paragraph.

**Section 3.** (a) The officers of the Association shall be a President, a First Vice-President a Second Vice-President, a Secretary-Treasurer and an Immediate Past-President.

**Section 3.** (b) Officers shall serve one year from January 1st of the year for which chosen or until their successors are duly qualified. The Board of Directors may, by two-thirds (2/3) vote at any legally constituted meeting, remove from office any officer.

**Section 3.** (c) The duties of the officers shall be as follows:

The President shall be the executive officer of the Association and of the Board of Directors and shall preside over all meetings of the Association and Board of Directors. The President shall have the powers and perform the duties ordinarily possessed and performed by presidents of such organizations and shall possess the powers and perform such additional duties as may be conferred or assigned from time to time by the Board of Directors or by amendment of these By-Laws.

The First Vice-President shall possess such powers and perform such duties as are ordinarily possessed and performed by vice-presidents of such organizations as well as such other duties as may be conferred or assigned from time to time by the President, by the Board of Directors or by amendment of these By-Laws. The First Vice-President shall perform the duties of the office of the President whenever the President is unable or unavailable for any reason to do so.

The Second Vice-President shall perform the duties of the First Vice-President whenever the First Vice-President is unable to do so, and the Second Vice-President shall perform such other duties as may be conferred or assigned by the President, by the First Vice-President or by amendment of these By-Laws.

The Secretary-Treasurer shall keep or direct the keeping of minutes of the Association and of the Board of Directors and the records of the Association. The Secretary-Treasurer shall perform such other duties as are usually performed by the secretary-treasurer of such organizations as well as such additional duties as may be conferred or assigned from time to time by the Board of Directors or by amendment of these By-Laws.

The Immediate Past-President shall serve in an advisory role and perform such duties as may be assigned by the President.

**Section 3.** (d) There shall be an Executive Committee of the Board of Directors composed of the President the First Vice-President, the Second Vice-President, the Secretary-Treasurer, the

Immediate Past President and the Executive Director of the Association, who shall serve as an ex officio member without vote and one other Director to be elected by the Board from among the Active Member or Associate Member Directors to serve on the Committee for a term of one year. The Executive Committee shall act for the Board while the Board is in recall. Three voting members of the Committee shall constitute a quorum and the Committee may act by a majority vote of the members present at the meeting. A meeting of the Executive Committee may be called at any time by any member of the Committee.

**ARTICLE V.  
Nomination and Election of Directors.**

Section I. The Board of Directors shall have full charge and control of and shall hold an election or elections to elect Directors of this Association for the term next ensuing. The Board of Directors shall conduct elections in accordance with the provisions of these By-Laws. After the election or elections shall have been completed, the Board of Directors shall certify the results thereof and shall notify each newly elected Director of his election.

**Section 2.** (a) All balloting shall be by mail.

**Section 2.** (b) All Active Members of the Association in good standing shall be eligible for nomination and election to the Board, except where disqualified for re-election as stated in Article IV, Section 2 (a), (b) and (c).

**Section 2.** (c) On or before September 1 of each calendar year, the Board of Directors shall select one qualified candidate from each MDOT district and one at-large candidate who have agreed to serve a three year term on the Board of Directors. The candidates selected shall constitute the Official Slate of Directors for the upcoming calendar year. The Slate of Directors which identifies the candidates nominated shall be mailed to the membership in writing at least thirty (30) days prior to October 15. The membership may nominate additional candidates by petition signed by at least ten active members of the Association in good standing. Such petitions must be received by the Executive Director on or before October 15 at which time all nominations will be closed. A ballot including all nominees shall be

mailed to all active members of the Association. Anyone voting the ballot may vote for individuals of his choice other than the individuals whose names appear on the ballot by writing the names on the ballot. Ballots must be returned within fifteen (15) calendar days of mailing in order to be counted. The individuals receiving the largest number of votes from each MDOT district and the individual receiving the largest number of votes for the at-large position shall be elected to the Board of Directors.

**ARTICLE VI.  
Meetings.**

**Section 1.** The annual meeting of the Association shall be held on such day and at such time and place and shall be of such nature as may be determined by the Board of Directors, but said annual meeting shall be held as near to the first of the calendar year as may be practicable. Notice of such annual meeting shall be sent to the membership by mail, e-mail, fax or other acceptable means at least 15 days prior to the date thereof.

Special meetings of the Association may be called by the President or the Board of Directors for any date and any place in the State of Mississippi by giving 15 days notice by mail, e-mail, fax or other acceptable means to the membership.

At any regular or special meeting of the Association, called as outlined above, the Active Members in attendance shall constitute a quorum for the transaction of business except as qualified hereinafter.

**Section 2.** Meetings of the Board of Directors shall be held in Jackson, Mississippi, or such other specially designated location, on such date and at such place as determined by the President of the Association. The date and place of such meetings may, however, be changed subject to the approval of the Board of Directors. Special meetings of the Board of Directors may be called at any time or any place in the State of Mississippi by the President or by two members of the Board of Directors by giving five days notice by mail, telephone, e-mail or in person to each member of said Board of Directors. No provision contained herein shall serve to prevent any Director from waiving, in writing, either before or after any meeting the prescribed notice thereof. At

any regular or special meeting of the Board of Directors, duly called as outlined above, nine members of said board shall constitute a quorum for the transaction of business.

## **ARTICLE VII. Revenue and Finance.**

**Section 1.** (a) The membership dues of the Association for Active Members shall be \$1,250.00 per calendar year or more for any member who shall voluntarily elect to assume a larger amount. Dues shall be payable in advance and due on the first day of each year or with application. The Board of Directors may authorize on request, payment of dues, in advance, in quarterly increments. The membership dues of the Association for Associate Members shall be \$1,500.00 per calendar year or more for any member who shall voluntarily elect to assume a larger amount. Dues shall be payable in advance and due on the first day of each year or with application. The Board of Directors may authorize, on request, payment of dues, in advance, in quarterly increments.

**Section 1.** (b) Each Active Member or Associate Member shall also pay to the Association from time to time as provided herein, fees equal to one-eighth of one percent (1/8 of 1%) of payments received by such member under contracts authorized, awarded, or funded by federal or state, governmental entities, subdivisions, or agencies, including agencies of the U.S. Government, the State of Mississippi, the Mississippi Department of Transportation and State Aid Division, for design, construction, repair, improvement, testing and/or maintenance, to include maintenance supply contracts or purchase orders, of all or any portion of a public highway, road, bridge, toll road, street, airport, railroad, intermodal transportation facility, water diversion and/or control structure, or any other public work of any kind that involves earth moving, drainage control, bridge building, asphalt pavement and/or concrete pavement. This fee shall be charged on contracts for toll roads or other improvements even though privately financed, if such projects have been authorized by the Mississippi legislature and/or supervised by the Mississippi Department of Transportation or other public agency. The fee shall be based upon the member's receipts from such public projects whether as the prime contractor or subcontractor of any tier. Fees shall be calculated by

the Association based upon the best information possessed by the Association, including prices set forth in the bid tabulation of the prime contract at time of award by the public authority or the amounts of change orders, purchase orders, progress estimates and/or final payment issued. Should a member subcontract portions of a covered contract awarded to or performed by such member, that member will be responsible to the Association for payment of fees applicable to the work subcontracted, except to the extent of fees paid to the Association by that member's subcontractors. In no case will duplicate payment of fees for the same work be required on any project or any portion thereof. The Association may implement policies and procedures as it deems appropriate to ensure the proper reporting of any fees due by a member pursuant to this section and the timely collection of such fees. Notwithstanding anything herein to the contrary, consulting engineers shall not be obligated to pay any fee pursuant to this paragraph on contracts held directly with a federal or state governmental entity, including the Mississippi Department of Transportation and State Aid Division.

**Section 1.** (c) No Active Member will be required to pay the Association in fees, a total amount greater than Fifteen Thousand Dollars (\$15,000.00) on a contract or contracts awarded to the Active Member in any one calendar year.

Where an Active Member who has reached the above limit in any one calendar year, shall subcontract work to an Active Member who has not reached the limit, the sub-contractor member shall pay to the Association the required one eighth of one percent (1/8 of 1%) fee based on the value of the sub-contract.

**Section 1.** (d) Fees described in Section 1 (b) shall be due and payable within sixty (60) days after issuance of the work order on the respective projects or portions thereof by the awarding authority whomsoever such may be.

If an Active Member paid the maximum fees in the preceding calendar year, fees may be pro rated monthly and paid in twelve (12) increments.

**Section 1.** (e) The fiscal year of the Association shall begin on the first day of January each year.

**Section 1.** (f) The Board of Directors shall be responsible for and have oversight over the financial affairs of the Association and shall determine and cause implementation of appropriate procedures for the proper, efficient, and safe handling of and accounting for the Association's funds and assets.

**Section 1.** (g) Accounts of the Association shall be audited at least once each year by an independent accountant named by the Board of Directors.

**Section 2.** (a) Dues of an Active Member shall include the percentage fee (1/8 of 1%) calculated on the basis of the amounts of all contracts and subcontracts awarded directly to the named member unit and also the amounts of all contracts and subcontracts awarded to any affiliated contracting unit which is identified with the named member unit or subject to the control of the named member unit.

**Section 2.** (b) If an applicant for Associate Membership is affiliated with a contracting operation by reason of ownership or control thereof or substantial interest therein, the acceptance of the applicant as an Associate Member will be conditional upon such affiliated contracting unit being or becoming, at the same time, an Active Member of the Association subject to the payment of the percentage fee (1/8 of 1%) on the amounts of contracts or subcontracts awarded. All renewals of Associate Memberships will be upon the same basis. The Associate Member shall, at all events, be liable to the Association for the payment of the percentage fee involved.

## **ARTICLE VIII. Amendments.**

**Section 1.** Amendments of these By-Laws may be adopted by two-thirds (2/3) vote of the Active Members in good standing present at any regular or special meeting of the Association provided written notice of the proposed meeting and amendment shall have been given the members at least fifteen (15) days prior to such meeting.

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