

BY-LAWS

OF

TEXAS CONCRETE PAVEMENT ASSOCIATION, INC.

(Revised March 2003 by Board of Directors)

(Revised August 15, 2008 by DW to show correct address of Principal Office)

(Revised Article VIII, Finance, re Financial Statement, October 2008)

(Revised February 2017 to coordinate Principal Office to Secretary of State records)

These Bylaws govern the affairs of **TEXAS CONCRETE PAVEMENT ASSOCIATION, INC.**, a non-profit corporation.

ARTICLE I OFFICES

Principal Office

The Corporation's principal office in Texas shall be located at **the address on file with the Texas Secretary of State.** The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the Corporation.

Registered Office and Registered Agent

The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

ARTICLE II MEMBERS

Five (5) Classes of Members

The Corporation will have five (5) classes of members. Members may vote on all matters put before the membership, except for non-voting members (contributors). The membership classes are:

- Contractor Members
- Material and Equipment Supplier Members
- Mill (Cement & Steel) Members
- Consultant and Affiliate Members
- Non-Voting Members (Contributors)

Admitting Members and Renewing Membership

Members may be admitted to membership in the Corporation by the Board or a committee designated by the Board to handle such matters. The Board or a Board-designated committee may adopt and amend application procedures and qualifications for membership in the Corporation. An affirmative vote of the majority of the Directors or a Board-designated committee present and voting is required for admitting any applicant who meets the membership qualification then in effect. A member may renew membership by paying all required fees and dues or submitting an application to renew membership.

Certificates of Membership

The Board may provide for issuing certificates evidencing membership in the Corporation. When a person has been admitted as a member and has paid any required fees and dues, and should the Board elect, the Corporation will issue a membership certificate to the person. Such certificates will be signed by the president or vice president and the secretary. Certificates will be sealed with the corporation seal. Membership certificates will be numbered consecutively with different sequences of numbers for each class of members. If a certificate is lost, mutilated or destroyed, a new one may be issued.

Resignation

Any member may resign from the Corporation by submitting a written resignation to the secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation will not relieve him or her of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid before the effective date of the resignation.

Reinstatement

A former member may submit a written request for reinstatement of membership. The Board or a committee designated by the Board to handle the matter may reinstate membership on any reasonable terms that the Board of committee deems appropriate.

ARTICLE III MEETINGS OF MEMBERS

Annual Meeting

The Board will hold an annual members' meeting at the time and place that the Board designates. At the annual meeting, the members will elect directors and transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect directors.

Special Meetings

Special meetings of the members may be called by the president, the Board, or not less than One Percent (51%) of the voting members.

Place of Meeting

The Board may designate any place, inside or outside Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at the Corporation's registered office in Texas.

Notice of Meetings

Written or printed notice of any members' meeting will be delivered to each member entitled to vote at the meeting not less than seven (7) nor more than sixty (60) days before the date of the meeting. The record date for determining the members entitled to notice of any meeting of members will be established by the Board according to Article 1396-2.11A of the Revised Civil Statutes. Notice will be given by or at the direction of the president or secretary, or the officers or persons calling the meeting. If all of the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

Eligibility to Vote at Members' Meetings

A member in good standing is entitled to vote at a meeting of the members of the corporation. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting.

Quorum

The membership will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members in good standing, present and entitled to vote will be deemed a quorum and will be enough to constitute the act of the membership. Voting will be by ballot or voice, except that any election of directors will be by ballot if demanded by any voting member at the meeting before the voting begins.

Proxies

A member entitled to vote at a meeting of members of the corporation may vote by proxy. All proxies must be in writing, bear the signature of the member giving the proxy and must specify the date on which they are executed. No proxy is valid after twelve (12) months from the date of its execution.

Voting by Mail

The Board may authorize members to vote by mail on the election of directors and officers or on any other matter that the members may vote on.

ARTICLE IV BOARD OF DIRECTORS

Management of Corporation

The Board will manage corporate affairs.

Number, Qualifications, and Tenure of Directors

The number of Directors will be a number determined by the Board that is not less than three (3). Directors must be Texas residents. Directors will be members of the Corporation. Each director will serve a term of **two (2) years** ~~one (1) year~~.

Nominating Directors

At any meeting at which the election of a director is held, a voting member in good standing may nominate a person with the second of any other voting member in good standing. In addition to nominations made at meetings, a nominating committee will consider possible nominees and make nominations for each election of directors. The secretary will include the names nominated by that committee, and any report of the committee, with the notice of the meeting at which the election occurs.

Electing Directors

A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Directors will be elected by the vote of the membership. Each director will hold office until a successor is elected and qualifies.

Directors will be elected at the annual meeting of the members.

Vacancies

The Board will fill any vacancy in the Board and any director position to be filled due to an increase in the number of directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board, or if it is a sole remaining director. A director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

Annual Meeting

The annual meeting of the Board will be held in conjunction with the Annual Membership meeting.

Regular Meetings

The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held inside or outside Texas, and will be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

Special Meetings

Special Board meetings may be called by, or at the request of, the president or any two (2) directors. A person or persons authorized to call special meetings of the Board may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting will inform the secretary of the corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors, as these Bylaws require.

Notice

Written or printed notice of any special meeting of the Board will be delivered to each director not less than three (3), nor more than ten (10) days before the date of the meeting. The notice will state the place, day and time of the meeting; who called it; and the purpose or purposes for which it is called.

Quorum

No less than three (3) Directors then in office constitutes a quorum for transacting business at any Board meeting. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of a least a majority of the number of directors required for a quorum. A majority of the directors present may adjourn and reconvene the meeting once without further notice, if there is never present at least three (3) directors.

Duties of Directors

Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants, or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Interested Directors

Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, the transaction must also be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.

Actions of Board of Directors

The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision. For the purpose of determining the decision of the Board, a director who is represented by proxy in a vote is considered present.

Proxies

A director may vote by proxy. All proxies must be in writing, must bear the signature of the director giving the proxy, and must bear the date on which the director executed the proxy. No proxy is valid after three (3) months from the date of its execution.

Compensation

Directors may not receive salaries for their services. The Board may adopt a resolution providing for paying directors a fixed sum and expenses of attendance, if any, for attending each Board meeting. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director will be reasonable and commensurate with the services performed.

Removing Directors

The Board may vote to remove a director at any time, only for good cause. Good cause for removal of a director includes the unexcused failure to attend three (3) consecutive Board meetings. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda and the notice will state the proposed cause for removal.

At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director.

The director may be removed by the affirmative vote of Fifty One Percent (51%) of the Board not including the director to be removed.

ARTICLE V

OFFICERS

1. Officers' Election

The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer. All such officers shall be elected at the annual meeting of the Board of Directors provided for in Article III, Section 5. If any office is not filled at such annual meeting it may be filled at any subsequent regular or special meeting of the Board. The Board of Directors at such annual meeting, or at any subsequent regular or special meeting may also elect or appoint such other officers and assistant officers and agents as may be deemed necessary. The same person may hold any two or more offices.

All officers and assistant officers shall be elected to serve until the next annual meeting of Directors (following the next annual meeting of Shareholders) or until their successors are elected; provided, that any officer or assistant officer elected or appointed by the Board of Directors may be removed with or without cause at any regular or special meeting of the Board whenever in the judgment of the Board of Directors the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the

person so removed. Any agent appointed shall serve for such term, not longer than the next annual meeting of the Board of Directors, as shall be specified, subject to like right of removal by the Board of Directors.

2. Vacancies

If any office becomes vacant for any reason, the Board of Directors may fill the vacancy.

3. Power of Offices

Each officer shall have, subject to these By-Laws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to this office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

4. President

The President shall be the chief executive officer of the Corporation. He shall preside at meetings of the Directors and members. He shall see that all orders and resolutions of the Board are carried out, subject however, to the right of the Directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation.

He or any Vice President shall execute bonds, mortgages, and other instruments requiring a seal, in the name of the Corporation, and, when authorized by the Board, he or any Vice President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the Secretary or any Assistant Secretary. He or any Vice-President shall sign certificates of stock.

The President shall be ex-officio a member of all standing committees.

He shall **ask the Executive Director** to submit a report of the operations of the Corporation for the year to the Directors at their meeting next preceding the annual meeting of the Members and to the Members at their annual meeting.

5. Vice-president

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties, as the Board of Directors shall prescribe.

6. The Secretary

The Secretary shall attend all meetings of the Board and all meetings of the Shareholders and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. He shall give or cause to be given notice of all meetings of the Shareholders and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board. He shall keep, or cause to be kept, in safe custody the seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of an Assistant Secretary.

Executive director shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and he shall perform such other duties as the Board of Directors shall prescribe.

When prescribed by the board, the minutes of all meetings of the Board and Members shall be recorded by such person as shall be designated by the President or by the Board of Directors.

7. The Treasurer

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall keep and maintain the Corporation's books of account and shall render to the President and Directors an account of all of his transactions as Treasurer and of the financial condition of the Corporation and exhibit his books, records, and accounts to the President or Directors at any time. He shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President for his attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. He shall perform such other duties as may be directed by the Board of Directors or by the President.

If required by the Board of Directors, he shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the Corporation.

The Executive Director shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE VI COMMITTEES

Establishing Committees

The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include two or more directors and may include persons who are not directors. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of directors. The Board may also delegate to the president its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- (a) Amend the articles of incorporation.
- (b) Adopt a plan of merger or of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets.
- (d) Authorize voluntary dissolution of the Corporation.
- (e) Revoke proceedings for voluntary dissolution of the Corporation.
- (f) Adopt a plan for distributing the Corporation's assets.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a director officer of the Corporation.
- (I) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph
- (j) Take any action outside the scope of authority delegated to it by the Board.
- (k) Take final action on a matter requiring membership approval.

Term of Office

Each committee member will continue to serve on the committee for the period determined by the Board. However, a committee member's term may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

Chair and Vice-Chair

One member of each committee will be designated as the committee chair, and another member of each committee will be designated as the vice-chair. The committee members will elect the chair and vice-chair. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of and is subject to all the restrictions on the chair.

Notice of Meetings

Written or printed notice of a committee meeting will be delivered to each member of a committee not less than three (3) nor more than ten (10) days before the date of the meeting. The notice will state the place, day and time of the meeting and the purpose or purposes for which it is called.

Quorum

Fifty One Percent (51%) of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

Actions of Committees

Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee.

Proxies

A committee member may not vote by proxy.

Compensation

Committee members may not receive salaries for their services. The Board may adopt a resolution providing for paying committee members a fixed sum and expenses of attendance, if any, for attending each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member will be reasonable and commensurate with the services performed.

Rules

Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

ARTICLE VII EXECUTIVE AND STAFF

Appointment

The senior paid employee of the Association shall be the Executive Director appointed by and under the direct supervision of the President and the Board of Directors.

VIII FINANCE

Bonding

The President, Executive Director, Treasurer, Secretary and other officers may furnish trust or surety bonds or employees of the Association as the Board shall direct. The Board shall determine the amount of such bonds and the cost paid by the Association.

Budget

The Board shall adopt, **at the first Board Meeting of the fiscal year**, an annual operating budget covering all activities of the Association. The Treasurer shall furnish the membership within sixty-one days following the end of each annual period a financial report for the year just completed.

Audit

Association accounts shall be audited annually by a Certified Public Accountant, appointed by the President with the approval of the Board. The audit is waived if the financial affairs of the Association are compiled and reported on a **quarterly** basis by a certified public accountant. **This compiled report by a Certified Public Accountant need not be in strict agreement to Generally Accepted Accounting Practices (GAAP).** Monthly reports are sent to the Board of Directors.

Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

ARTICLE IX TRANSACTIONS OF THE CORPORATION

Contracts

The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Deposits

All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

Gifts

The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

Potential Conflicts of Interest

The Corporation may not make any loan to a director or officer of the Corporation. A member, director, officer, or committee member of the Corporation may lend money to - and otherwise transact business with - the Corporation except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from, or otherwise transact business with - a member, director, officer or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interest. The Corporation may not borrow money from - or otherwise transact business with - a member, director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

As long as the Corporation exists, and except with the Board's prior approval, no member, director, officer or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improperly personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including improper property such as good will.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

**ARTICLE X
BOOKS AND RECORDS**

Required Books and Records

The Corporation will keep correct and complete books and records of account. The books and records include:

(a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

(b) A copy of all bylaws, including these Bylaws and any amended versions or amendments to them.

(c) Minutes of proceedings of the members, Board, and committees having any of the authority of the Board.

(d) A list of the name and address of the members, directors, officers and any committee members of the Corporation.

(e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of each fiscal year.

(f) A financial statement showing the Corporation's income and expenses for each fiscal year.

(g) All rulings, letters and other documents relating to the Corporation's federal, state and local tax status.

(h) The Corporation's federal, state and local tax information or income tax returns for each of the Corporation's tax years.

Inspection and Copying

Any member, director, officer or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place a reasonable time, no later than ten (10) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed 25 cents per page. The Corporation will provide requested copies of books or records no later than ten (10) working days after receiving a proper written request.

Audits

Any member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE XI FISCAL YEAR

The Corporation's fiscal year of the Corporation will begin on the first day of January and end on the last day in December in each year.

ARTICLE XII INDEMNIFICATION

When Indemnification Is Required, Permitted and Prohibited

(a) The Corporation will indemnify a director, officer, member, committee member, employee, or agent of the Corporation who was, is or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

(b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged

the person liable and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation will pay or reimburse expenses incurred by a director, officer, member, committee member, employ, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, member, committee member, employee or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 10.01(a) above.

(e) The corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 10.03(c), below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or one or more members or if the person is alleged to have improperly receive a personal benefit or committed other willful or intentional misconduct.

Extent and Nature of Indemnity

The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

(a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all

directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board by the same vote as provided in subparagraphs (I) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(iv) Majority vote of members, excluding directors or other members who are named defendants or respondents in the proceeding.

(b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a) (iii) above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of members or the Board that requires the indemnification permitted by paragraph 10.01 above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a) above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

(d) Any indemnification or advance of expenses will be reported in writing to the Corporation's members. The report will be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of consent to action without a meeting. In any case, the report will be sent within the twelve-month period immediately following the date of the indemnification or advance.

ARTICLE XIII NOTICES

Notice by Mail or Telegram

Any notice required or permitted by these Bylaws to be given to a member, director, officer or member of a committee of the Corporation may be given by mail, email, fax or telegram. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by fax or email, a notice is deemed delivered at the day and time shown. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to person at his or her address as it appears on the corporate records. A person may change his or her address in the corporate records by giving written notice of the change to the secretary of the corporation.

Signed Waiver of Notice

Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Waiving Notice by Attendance

A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIV SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

The members, Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

Decision Without Meeting

Any decision required or permitted to be made at a meeting of the members, Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if all the persons entitled to vote on the matter sign a written consent to the

decision. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

Proxy Voting

A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attend a meeting, the proxy will not be effective for that meeting. A proxy filed with the secretary of the Corporation or other designated officer remains in force until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the secretary or other designated officer.
- (b) The proxy authority expires under the proxy's terms.
- (c) The proxy authority expires under the terms of these Bylaws.

ARTICLE XV AMENDING BYLAWS

These Bylaws may be altered, amended or repealed and the Board of Directors may adopt new bylaws. The notice of any meeting at which these Bylaws are altered, amended or repealed or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provision proposed to be altered, amended or repealed. Alternatively, the notice may include a fair summary of those provisions.

Only the members may adopt the following types of bylaw amendments:

- (a) Setting or changing the authorized number of directors.
- (b) Changing from a fixed number to a variable number of directors or vice versa.
- (c) Increasing or extending the directors' terms.
- (d) Increasing the quorum for membership meetings.
- (e) Repealing, restricting, creating, expanding, or otherwise changing the members' proxy rights.
- (f) Authorizing or prohibiting cumulative voting.

ARTICLE XVI DISSOLUTION

Texas Concrete Pavement Association, Inc. may dissolve and wind up its affairs in the following manner: the Board of Directors shall adopt a resolution recommending that the

Association be dissolved, and direct that the question of such dissolution be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Association, shall be given to each member entitled to a vote at such meeting, within the time and in the manner provided in these By-Laws for the giving of notice of meetings of members. A resolution to dissolve the Association shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present.

Upon the adoption of such resolution by the members, the Association shall cease to conduct its affairs except insofar as may be necessary for the proper winding up thereof, shall immediately cause a notice of the proposed dissolution and shall proceed to collect its assets and apply and distribute them as provided in the Texas Non-Profit Corporation Act.

Distribution of Assets

Notwithstanding Article 1396-602 of the Texas Non-Profit Corporation Act, the assets of the Association in the process of dissolution shall be applied and distributed as follows:

All liabilities and obligations of the Association shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore;

Assets held by the association upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed, in accordance with such requirements;

Assets held for a charitable, religious, eleemosynary, benevolent, educational, or similar use, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more educational and/or charitable organizations, societies or organizations engaged in activities substantially similar to those of the dissolving Association, and no part of the assets shall inure to the benefit of any member of the Association.

Plan of Distribution

The Board of Directors shall adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notice thereof shall be given to each member entitled to vote at such meeting, within the time and in the manner provided in these By-Laws for the giving of notice of meetings of members. Sub plan of distribution shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

ARTICLE XVII

MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal or unenforceable provision.

Headings

The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

Number

All singular words include the plural, and all plural words include the singular.

Seal

The Board of Directors may provide for a corporate seal. Such a seal could consist of two concentric circles containing the words "Texas Concrete Pavement Association, Inc.," "Texas" in one circle and the word "Incorporated" together with the date of incorporation in the other circle.

Power of Attorney

A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

Parties Bound

The bylaws will bind and inure to the benefit of the members, directors, officers, committee members, employees and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of TEXAS CONCRETE PAVEMENT ASSOCIATION, INC. and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on March 4, 2003.

Dated: March 4, 2003.

_____, Secretary