

BY LAWS
-of-
OHIO AGGREGATES & INDUSTRIAL MINERALS ASSOCIATION
(Revised and restated November 19, 2026)

ARTICLE I:

NAME AND PURPOSE

1.1 Name. The name of the Corporation shall be the Ohio Aggregates & Industrial Minerals Association, an Ohio non-profit corporation (hereinafter the “Association”).

1.2 Purpose. The Association is organized to act on behalf of the unified state-wide industrial minerals mining industry’s efforts promoting: (i) the Ohio industrial minerals mining industry before legislative and executive branch officials, (ii) the education and training of members on matters of general concern to industry, and (iii) the interests of the industry on matters applicable to all members.

ARTICLE II:

MEMBERSHIP

2.1 Producer Members. Any business entity engaged in the production or sales of industrial minerals in Ohio shall be eligible for membership in the Association as a Producer Member (“Member”).

2.2 Associate Members. Any person or business entity engaged in the manufacture or sale of equipment, materials, publications, or services used by the industrial minerals industry in Ohio shall be eligible for membership in the Association as an Associate Member. Technical or professional societies with areas of expertise utilized by the industrial minerals industry shall also be eligible for membership in the Association as an Associate Member. Associate Members shall not have the right to vote at any meeting of the Members.

2.3 Honorary Membership. The Board may create other classes of membership as desired and in recognition of past achievements or dedication to the Association. Such honorary memberships shall not be eligible to vote on Association matters and shall not otherwise have membership privileges.

2.4 Admission of Members. The eligibility, qualification and admission of Members and Associate Members shall be prescribed by resolutions duly adopted by the Board of Directors. All such resolutions adopted by the Board of Directors relating to members shall be affixed to these By Laws and shall be deemed to be a part thereof. Such resolutions adopted by the Board of Directors may prescribe, with respect to all members, rules and regulations governing members, the amount and manner of imposing and collecting any initiation fees, dues, or other fees and assessments. Upon payment of the prescribed fees, and based on the approval of the Executive Committee, the applicant for membership shall be admitted as a member.

2.5 Termination of Membership. Any Member or Associate Member may resign by giving written notice of his, her or its resignation to the Association. Membership in the Association shall terminate if a member fails to timely pay dues, ceases to exist, resigns, or dies.

2.6 Annual Meeting. The Members shall schedule and hold an annual meeting at such date, time and place as fixed by the Board or otherwise scheduled by action of the Board, for the following purposes:

- (a) Presentation of an annual report;
- (b) The election of Members to the Board of Directors;
- (c) Ratifying the slate of officers presented by the Board of Directors; and,
- (d) The transaction of such other business as may come before the meeting.

2.7 Meeting. A meeting of the Members may be called by any of the following:

- (a) The Board of Directors by action at a meeting, or a majority of Directors acting without a meeting;
- (b) The President of the Association or in his absence, the Vice President, or;
- (c) Fifty percent (50%) or more of the Members.

2.8 Notice. Notice of any meeting of the voting Members shall be given in writing, including by electronic mail, Association newsletter, or prominently posted on the Association's Website and shall state the date, time and place of the meeting. In the case of a special meeting not regularly scheduled, the purpose or purposes for which the meeting is called shall be given by the person or persons calling the meeting no less than ten (10) days and not more than sixty (60) days before the date of the meeting to each Member entitled to notice of the meeting. In the case of the Annual Meeting, notice shall be given no less than thirty (30) days and no more than ninety (90) days before the date of the meeting to each Member entitled to notice of the meeting and such notice shall include all matters to be brought before the Membership for vote. Any meeting of the Members may be recessed from time to time. In the event of a recess of a Member meeting, no notice shall be required to reconvene the meeting provided that an announcement of the time and place to reconvene the meeting is given at the recessed meeting. For any notice delivered by posting in the Association Newsletter or on the Association's official Website, notice shall be deemed given upon such posting. For any notice sent by electronic mail, notice shall be deemed given when delivered or transmitted. For any notice sent by United States mail, notice shall be deemed given when deposited in the mail.

2.9 Voting. Each Member shall be entitled to one (1) vote on any matter properly submitted to the members for their vote, consent, waiver, release or other action, in-person or by written proxy. At any meeting of the Members at which a quorum is present, all questions coming before the Members for decision, except for the ratification of the slate of officers, shall be decided by a vote of a simple majority of the Members in attendance thereat or by proxy. The slate of officers

elected by the Board shall be deemed ratified unless seventy-five (75%) of the Members present vote against such ratification.

2.10 Quorum. At all meetings of the Members, the presence of twenty-five (25%) percent of the Members who are entitled to vote on matters before the Members shall constitute a quorum for the transaction of business.

2.11 Record of Members. The Association shall maintain and publish a record containing the name and address of each Member and Associate Member.

ARTICLE III:

DIRECTORS

3.1 Number and Qualification. The Board of Directors of the Association shall consist of ten (10) Producer Directors who are designees of Members and three (3) Associate Directors who are designees of Associate Members.

The Board, by resolution adopted by seventy-five (75%) percent of the Directors at any duly called meeting of the Board, may increase or decrease the number of Producer or Associate Directors. All such resolutions adopted by the Board of Directors relating to the number of Directors shall be affixed to these By Laws and shall be deemed to be a part thereof.

3.2 Producer Director Term. The Producer Directors duly elected by the membership shall hold office for a term of three (3) years and until their successors are elected, or until their earlier death, replacement, resignation, or removal from office, or, if such Member whom the Director represents ceases to qualify as a Member for any reason. The Directors shall be elected on such staggered terms as are in effect at the time of the adoption of these Amendments. All Producer Directors at the time of the adoption of these amendments shall serve the terms for which they were elected prior to the adoption of these amendments. A Producer Director, upon nomination by the Nominating Committee and approved by the Board, may serve one (1) additional three (3) year term without standing for election by the Members. No Producer or Associate Director shall be eligible to stand for election as a Director until one (1) year after the end of the second term or until one (1) year after serving as an officer of the Association. Those Producer Directors elected by the Board to serve as officers of the Association may remain as a Director while holding any such office regardless of term limits established in this section.

3.3 Associate Director Term. Associate Directors shall be elected by the Associate Members for one (1) two (2) year term. Associate Directors shall be eligible to stand for election for a second two (2) year term. No Associate Director shall be eligible to stand for election as a Director until one (1) year after the end of the second term. Associate Directors shall be elected on such staggered terms as are in effect at the time of the adoption of these Amendments. All Associate Directors at the time of the adoption of these amendments shall serve the terms for which they were elected prior to the adoption of these amendments.

3.4 Resignation, Removal or Replacement. Any Director may resign at any time by giving written notice to the President of the Association or the Executive Director. Such resignation,

which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any Director may be removed by action of the Board of Directors by a vote of Seventy-five (75%) of all Directors voting in favor of such removal. Any designee of a Member serving on the Board of Directors may be removed or replaced at any time by the Member appointing such designee. A vacancy or replacement, however created, shall be filled for the unexpired portion of the term by recommendation of the Nominating Committee with the approval of the Board of Directors.

3.5 Meetings of Directors. The Board of Directors shall hold no fewer than two (2) in-person meetings in each calendar year. At the meeting immediately prior to the Association's Annual Membership meeting, the Board of Directors shall, based on the recommendation of the Nominating Committee, elect officers of the Board to be ratified at the Annual Membership meeting. Special meetings of the Board of Directors may be called by the President, or any two (2) Directors.

3.6 Notice. Notice of any meeting of the Board of Directors shall be given in writing, including posting such notice on the Association's Website or by electronic mail, in accordance with Section 2.6 of these By Laws, and shall state the time and place of such meeting. Notice shall be given no less than thirty (30) days and no more than ninety (90) days before the date of the meeting to each Director. In the case of a special meeting not regularly scheduled, the purpose for which the meeting is called shall be given by the person or persons calling the meeting no less than three (3) days and not more than thirty (30) days before the date of the meeting to each Director.

3.7 Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board of Directors may be waived by electronic mail or other writing, either before or after such meeting has been held.

3.8 Quorum. At all meetings of the Board of Directors, a majority of Producer Directors shall constitute a quorum for the transaction of business, provided that whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until a quorum shall be present. At any meeting of the Board of Directors at which a quorum is present, all questions coming before the Board for decision shall be decided by a vote of a simple majority of the Directors in attendance thereat unless otherwise stated in these By-Laws.

3.9 General Powers of the Board. The powers of the Association shall be exercised, its business and affairs conducted, and its property controlled by the Board of Directors, except as otherwise provided by law, the Articles of Incorporation or the By Laws.

ARTICLE IV:

COMMITTEES

4.1 Creation. In addition to the Executive Committee, the Nominating Committee, the Finance Committee, and the Legislative Committee, which shall be the Association's Permanent Committees, created in this Article IV, the Board of Directors may, by resolution, create such other

committees as it from time to time and on such terms as it deems appropriate. The resolution creating any such committee shall designate the number of members of the Board or such other persons who are to serve as voting members or non-voting members of such committee, the chairman of the committee, the authority which the committee shall have and the functions the committee shall discharge. All such resolutions adopted by the Board of Directors relating to committee structure and makeup shall be affixed to these By- Laws and shall be deemed to be a part thereof.

4.2 The Board of Directors shall not grant any authority of the Directors to a committee to vote on any matter that would require the vote of the Directors. Any vote of a committee, other than the Executive Committee as set for the below, shall be limited to a determination of a recommendation to the Board of Directors for action.

4.3 Executive Committee. The Association shall have an Executive Committee that shall have the authority and power to set the agenda for the Board of Directors and Member meetings, and to conduct the management of the Association between regular meetings of the Board of Directors or Members. The authority of the Executive Committee to approve any spending measure shall be limited to One Hundred Thousand and 00/100 U.S. Dollars (\$100,000.00) until such expenditure is ratified by the Board. The Executive Committee shall recommend to the Board the compensation of the Association's Executive Director and its staff. The Executive Committee shall have the authority to approve the hiring of the Association's administrative staff excluding the Executive Director or such other position of similar stature.

4.4 Ratification of Executive Committee Action. All action taken by the Executive Committee shall be reported to the Board at its next meeting and shall be deemed ratified by the Board unless contrary action is taken by the Board.

4.5 Composition and Organization of the Executive Committee. The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, and Immediate Past President. The Executive Director of the Association shall be an *ex officio* member of the Executive Committee but shall not have any authority to vote on matters before the Committee.

4.5.1 The Executive Committee shall meet at the call of the President or two of the four members of the Executive Committee.

4.5.2 Notice of the meeting shall be given no less than twenty-four (24) hours prior to the meeting and shall otherwise comply with Article 2.6 unless otherwise stated. Notice of the time, place and purpose of any meeting of the Executive Committee may be waived by attendance at the meeting or by electronic mail transmission or other writing, either before or after such meeting has been held.

4.5.3 Quorum. At all meetings of the Executive Committee, a majority of members shall constitute a quorum for the transaction of business, provided that whenever less than a quorum is present at the time and place appointed for any meeting of the Committee, a majority of those present may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until a quorum shall be present. At any meeting of the Executive Committee at which a quorum is present,

all questions coming before the Committee for decision shall be decided by a vote of a simple majority of the Directors in attendance thereat unless otherwise stated in these By-Laws.

4.5.4 Meeting of the Executive Committee may be conducted in-person or electronically.

4.6 Nominating Committee. The Board of Directors shall appoint a nominating committee consisting of not less than three (3) and not more than five (5) Directors at the first meeting of the Board for that calendar year for the purpose of nominating a slate of officers to be elected by the Board, for the election of Directors by the Members, filling vacant Directorships, nominating individuals for honorary membership or awards and fulfilling the duties as assigned by these By-Laws. All members of the Nominating Committee shall be Directors. No more than two (2) Officers shall serve on the Nominating Committee. The Nominating Committee shall seek qualified designees of Members who are willing to have their names placed in nomination for Directors coming due at the next annual meeting of the Members. The Nominating Committee, to the extent possible, shall attempt to place in nomination designees of Members who are geographically dispersed throughout Ohio and who fairly represent the makeup of the Members of the Association. The Nominating Committee shall submit the nominees to the Board of Directors no later than the meeting of the Board of Directors immediately preceding the Annual Membership meeting. Thereafter, at the annual meeting of the Members, the Membership shall elect Directors in accordance with Sections 2.4.

4.6.1 The Nominating Committee shall also place in nomination those members or individuals to be considered for honorary membership or award. Such nominations do not require a vote of the Membership and shall be approved by the Board of Directors at a meeting no later than the meeting of the Board immediately prior to the Annual Membership meeting.

4.6.2 Nominations for Associate Directors. The Secretary shall solicit nominations for the Associate Directors from the Associate Members forty-five (45) days prior to the Annual Meeting of the Membership. At least thirty (30) days prior to the Annual Membership meeting, the Secretary shall transmit to the Associate Members a ballot of nominees for the position of Associate Director. Voting on such ballot shall remain open until the commencement of the business meeting at the Annual Meeting of the Membership at which time the new Associate Director shall be announced.

4.7 Finance Committee. The Board of Directors shall appoint a Finance Committee consisting of not less than three (3) and not more than five (5) Directors at the first meeting of the Board for that calendar year. All members of the Finance Committee shall be Directors. The Treasurer of the Association shall serve on the Finance Committee as an *ex officio* member. The Finance Committee shall have as its purpose the monitoring and overseeing the financial resources of the Association, including the preparation of the operating budget and the integrity of financial reporting and systems of internal controls and shall report to the Board on such matters.

4.8 Legislative Committee. The Board of Directors shall appoint a Legislative Committee consisting of not less than (3) Three and not more than (7) seven Directors and such other Members

as the Board determines at the first meeting of the Board for that calendar year. The Legislative Committee shall have as its purpose the monitoring of all legislation and Agency administrative rules of interest to the Association in accordance with the purposes of the Association as set forth in section 1.2 of these By Laws. The Chair of the Legislative Committee shall recommend to the Executive Committee what action, if any, the Association shall take with respect to such matters. In the event that the Chair of the Legislative Committee recommends that it is in the interest of the majority of the Membership to draft and seek sponsorship of legislation to be introduced in the General Assembly, such recommendation shall first be approved by the Board of Directors.

ARTICLE V:

OFFICERS

5.1 General Provisions. The Board shall elect a President, a First Vice-President, and Second Vice-President from those Producer Directors nominated by the Nominating Committee and any other qualified nominations submitted by any Director during the Board meeting immediately prior to the Annual Membership meeting. The Board of Directors may, from time to time, create such offices and appoint such other officers, subordinate officers, and assistant officers as it determines necessary, until the next annual meeting of the Members, when such new offices shall be ratified by the Members.

5.2 Term of Office. The President of the Association shall hold office for a one (1) year term which may be extended for one (1) additional year at the pleasure of the President. All Officers of the Association shall hold office until their successors are chosen and qualified. The Board of Directors may remove any Officer at any time, with or without cause, by a vote of seventy-five (75%) percent of all Board members. An Officer may resign at any time by giving written notice to the President or to the Executive Director, which resignation may or may not be made contingent on formal acceptance, and which shall take effect on the date of receipt or at any later time specified in said notice. A vacancy in any office, however created, shall be filled for the unexpired portion of the term by recommendation of the Nominating Committee with the approval of the Board of Directors.

5.3 Duties of the Officers. The Officers of the Association shall have the following duties.

5.3.1 President. The President shall be the principal corporate officer. The President shall preside at all meetings of the Board of Directors, the Executive Committee and all meetings of the Members of the Association. The President shall be an *ex officio* member of all committees and shall also exercise and perform such other powers and duties as may be assigned by the Board of Directors.

5.3.2 First Vice-President. The First Vice-President shall preside at meetings of the Board of Directors in the absence of the President and shall serve as Chair of the Finance Committee. The First Vice-President shall have such other powers and duties as delegated by the President or the Board of Directors.

5.3.3 Second Vice-President. The Second Vice-President shall preside at meetings of the Board of Directors in the absence of the President and First Vice President. The

Second Vice President shall serve as Chair of the Nominating Committee and shall have such other powers and duties as delegated by the President or the Board of Directors.

- 5.3.4 Immediate Past President. The immediate past president of the Association may serve on the Executive Committee and may vote on all matters coming before the Executive Committee. The Immediate Past President shall serve as a resource for the Board and may be delegated such other duties as assigned by the Board.
- 5.3.5 Secretary. The Secretary shall be appointed by the Executive Committee and confirmed by the Board of Directors and shall serve at the pleasure of the Board. The Secretary shall attend and keep minutes of all the proceedings of the Board of Directors, and shall make proper record of the same; give notice of meetings of Directors; keep such books as may be required by the Board of Directors; and perform such other and further duties as may from time to time be assigned by the Board of Directors or the Executive Director. The Secretary shall report to the Executive Director. The Secretary shall not enjoy the right to vote on matters before the Board of Directors.
- 5.3.6 Treasurer. The Treasurer shall be appointed by the Executive Committee and confirmed by the Board of Directors and shall serve at the pleasure of the Board of Directors. The Treasurer shall have general supervision of all finances; the Treasurer shall perform such other duties as from time to time may be assigned by the Board of Directors or the President. The Treasurer shall keep proper books of accounts, keep accurate account of the finances of the Association and prepare such financial statements as the Board of Directors may from time to time direct. At any meeting of the Board of Directors, the Treasurer shall report on the financial condition of the Association as of the date requested by the President or the Board of Directors. The Treasurer shall not enjoy the right to vote on matters before the Board of Directors.

ARTICLE VI:

EXECUTIVE DIRECTOR

6.1 The Board of Directors shall appoint an Executive Director who shall be the principal executive officer of the Association and shall serve at the pleasure of the Board of Directors. The Executive Director shall report to the Board of Directors and the Executive Committee on the condition of the affairs of the Association and make recommendations, if any, with respect thereto. The Executive Director shall be responsible for implementing the policies of the Board of Directors, and shall have general supervision, management, control and oversight of the business of the Association, subject to the regulations and orders of the Board of Directors and the Executive Committee. The duties and responsibilities of the Executive Director shall include providing periodic reports to the Board and Executive Committee on the overall activities of the Association; supervision of the administrative staff and support as is necessary to implement the policies of the Board and to carry on the activities of the Association; in general, performing all the duties usually incident to the office of the principal corporate officer, or which may be imposed or required by

the Board of Directors. The Executive Director shall, acting alone, have full power and authority to secure and deliver, or cause to be executed and delivered, in the name of or on behalf of the Association, any and all ordinary contracts necessary and proper for the usual conduct and operation of the business of the Association but shall have no authority to borrow, loan, encumber or pledge any of the assets of the Association, nor to buy or sell real estate without Board resolution. The Executive Director shall be an *ex officio* member of all committees but shall not have the right to vote on matters before such committees.

ARTICLE VII:

CONFLICT OF INTEREST

7.1 A Member or Director of this Association shall not be disqualified by his or her office from dealing or contracting with the Association as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction or contract or act of this Association be void or voidable or in any way affected or invalidated by reason of the fact that any Member or Director or any firm of which any Member or Director is a member, or any corporation of which any Member or Director is a member, or any corporation of which any Member or Director is a shareholder or director, is in any way interested in such transaction or contract or act; provided, however, that the fact that such Member or Director or such firm or such corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or action or act shall be taken; nor shall any such Member or Director be accountable or responsible to the Association for any gains or profits realized by him or her by reason of the fact that he or she or any firm of which he or she is a member or any corporation of which he or she is a shareholder or director is interested in such transaction or contract or act; and any such Member or Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Association which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify or approve any such contract or transaction or act, with like force and effect as if he or she or any firm of which he or she is a member or any corporation of which he or she is a shareholder or director were not interested in such transaction or contract or act.

ARTICLE VIII:

MISCELLANEOUS

8.1 Fiscal Year. The fiscal year of the Corporation shall end on the 30th day of September in each year, or on such other day as may be fixed from time to time by the Board of Directors.

8.2 Seal. The Corporation shall not be required to have a corporate seal.

8.3 Negotiable Instruments. All checks, drafts, bills of exchange, notes, acceptances, obligations and other instruments for the payment of money shall be signed in the name of the Association by the Executive Director or other officers, person or persons, as the Board of Directors may from time to time authorize.

8.4 Deeds, Contracts and Miscellaneous Instruments. All contracts, deeds, bonds, choses in action, leases, land contracts, mechanics' liens, and all transfers, assignments, releases and discharges of mortgages shall be made in the name of the Association. The name of the Association shall be signed for all such purposes by the Executive Director unless otherwise authorized by the Board of Directors.

8.5 The most current edition of Robert's Rules of Order shall be the standard authority for conduct at all meetings of the Association.

8.6 Construction of Terms and Headings. Words used in these By Laws shall be read as the masculine or feminine gender and as the singular or plural, as the content requires. The captions or headings in these By Laws are for convenience only and are not intended to limit or define the scope or effect of any provision of these By Laws.

ARTICLE IX:

AMENDMENTS

9.1 Amendments. Except for sections 2.6 and 2.7, these By Laws may be altered, amended or repealed, and new By Laws may be adopted, by action of seventy-five (75%) percent of the Directors of the Association.