

BYLAWS
of the
NORTHEAST PAVEMENT PRESERVATION PARTNERSHIP
November 29, 2007

ARTICLE I: Name and Location

SECTION 1. Name.

The name of this organization shall be the Northeast Pavement Preservation Partnership (NEPPP).

SECTION 2. Location.

The offices and the principal place of business for NEPPP shall be the National Center for Pavement Preservation, 2857 Jolly Road, Okemos, Michigan 48864.

SECTION 3. Northeast Region.

For the purpose of these bylaws, the Northeast refers to a geographic region, which may include the states of NY, PA, ME, NH, VT, MA, RI, CT, NJ, DE, MD, the District of Columbia, and the eastern Canadian provinces of Quebec, Ontario, New Brunswick, Nova Scotia, Newfoundland, Prince Edward Island, and Labrador. For the purposes of these bylaws, state agency shall refer to State, Provincial, and District of Columbia transportation agencies.

ARTICLE II: Vision, Mission and Objectives

SECTION 1. Vision Statement.

A partnership of agency, industry and academia professionals focused on improvement and promotion of pavement preservation principles, concepts and applications.

SECTION 2. Mission Statement.

Provide an ongoing regional forum for Pavement Preservation principles by promoting and implementing the benefits of Pavement Preservation and by sharing

and exchanging improvements in research, design, specifications, materials and construction practices.

SECTION 3. Objectives:

1. Promote and implement the benefits of Pavement Preservation.
2. Promote uniformity of regional specifications and guidelines for pavement preservation treatments.
3. Advocate common terminology and their definitions.
4. Promote the use of improved materials, equipment, and processes among the member agencies.
5. Implement a comprehensive information sharing process.
6. Establish a coordinated regional research effort.
7. Advocate policies that integrate system preservation activities.
8. Publicize pavement preservation findings at the national level.
9. Advocate the advancement of Pavement Preservation training.

ARTICLE III: Membership

SECTION 1. Membership Eligibility.

Membership is open to public agencies or any organization active or interested in the preservation of the pavement infrastructure. Organizations may request membership to NEPPP by application and approval by the Steering Committee.

SECTION 2. Voting Rights.

Each member state highway agency shall have two votes and all other organizations and member public agencies and organizations shall have one vote.

ARTICLE IV: Steering Committee

SECTION 1. Committee Structure.

The Steering Committee of the Partnership shall consist of a Chair (selected from a state member agency), two Vice-Chairs (one selected from a state member agency and one selected from a non-state member organization), Secretary/Treasurer (selected from a state member agency), for a total of ten Directors.

SECTION 2. Authority of the Steering Committee.

The governing body of this organization shall be the Steering Committee. This Committee shall act on selected issues and requests brought by the general membership. The Steering Committee can appoint working groups for the development of programs, tasks, and activities, or take action on items of common interest to the membership. The Steering Committee shall also actively pursue the objectives of this organization.

SECTION 3. Appointment of the Directors.

All Directors shall be members of organizations that are in good standing in the NEPPP.

Directors shall be selected by their individual member organizations. The Directors shall be ten members from the following categories:

State Public Agency Members - four Directors will be appointed by the participating State agency members.

Local Agency Members - one Director will be appointed by participating town, city, village, and county representatives.

Industry Organization Members - two Directors will be appointed by the participating industry organizations.

Academic Members - one Director will be appointed by participating representatives of colleges and universities.

At-Large Representative – one Director will be elected by the general membership of the NEPPP at the annual Business Meeting.

A representative from Federal Highway Administration shall serve as a Director.

When an appointed Director is not present, a designated alternate for each Director position may serve on the Steering Committee as a voting member by proxy.

If any group is not represented in the NEPPP (i.e. Local Agencies or Academia), their Director shall remain vacant until such time as the group is represented.

SECTION 4. Selection of Officers and At-Large Director for the Steering Committee.

The general membership of NEPPP shall select four officers to preside over the business meetings and one At-Large Director. The officers are a Chair, Vice-Chair (state member), Vice-Chair (non-state member), and Secretary/Treasurer.

The Chair, both Vice-Chairs and Secretary/Treasurer shall be a full member and subject to the direction and supervision of the Directors.

SECTION 5. Terms of Service for Directors and Officers.

Officers of the Steering Committee shall serve a three-year progressive term. The order of progression will be from Secretary/Treasurer (state member only) to Vice-Chair (state member only) and from Vice-Chair (state member only) to Chair. Each office is limited to a one-year term. The Vice-Chair (non-state member organization) shall serve a full three year term.

Directors of the Steering Committee shall serve a three-year term. No more than 1/3 of the member's terms shall expire in any one year. There shall be no term limits for members of the Steering Committee.

SECTION 6. Duties of Officers and Directors.

The Chair of the Steering Committee will preside over the annual meeting and shall have active control of the membership business meeting.

The state member Vice-Chair of the Steering Committee will preside over the annual meeting and the membership business meeting in the absence of the Chair. The non-state member Vice Chair shall assist the Chair and the Vice Chair (state member) in the execution of their duties.

The Secretary/Treasurer of the Steering Committee will review financial reports for NEPPP maintained by the National Center for Pavement Preservation. The Secretary/Treasurer will review minutes produced by the recording secretary from the National Center for Pavement Preservation.

The Directors of the Steering Committee will maintain a strategic direction for the Partnership and provide oversight and guidance of specific items approved by the general membership for further action.

SECTION 7. Vacancies and Removal of Officers.

The general membership shall fill by a special election, the vacancy of any officers for the balance of the term of office. The Steering Committee may, at its discretion, by a two-thirds vote of all members of the Steering Committee, remove any officer from their office with cause.

ARTICLE V: Meetings

SECTION 1. Annual Business Meeting.

The date of the annual business meeting shall be set by the Steering Committee. The purpose of the meeting shall include presentation of formal reports of task groups, election of officers, fill vacancies for the Steering Committee, and act on all business brought forth before the meeting.

The Officers of the Steering Committee will be responsible to develop the annual business meeting agenda and distribute it at least 45 days prior to the meeting.

SECTION 2. Other Meetings.

Other meetings of the members of the organization, Task Groups, Working Teams, shall be at the discretion of the Steering Committee. The purpose of these meetings shall include acting on business items brought forth at the annual meeting.

SECTION 3. Notice of Meetings.

At the direction of the Steering Committee, written notice of any meeting of the organization shall be transmitted by mail or electronically to the last known address of each member organization at least 45 days before the date of the meeting.

SECTION 4. Quorum.

A majority of Officers and Directors present in person or via conference call shall constitute a quorum at any meeting of the Steering Committee.

ARTICLE VI: Amendments to Bylaws

SECTION 1. Amendment Process.

These Bylaws may be amended or repealed by a simple majority vote of the members present at an annual business meeting. Amendments may be proposed by the Steering Committee on their own initiative, or upon petition of any one-third of the general membership. The Steering Committee will not present proposed amendments for consideration, which create personal liability for the members of NEPPP.

ARTICLE VII: Assessments

SECTION 1. Public Agencies.

The State Highway Agency portion of the NEPPP shall be funded by an Annual voluntary assessment determined by AASHTO. Annual membership fees for Canadian provinces shall be equivalent to the AASHTO assessment, billed directly to the province and payable to the National Center for Pavement Preservation. Annual membership fees for non-state agencies shall be determined by the Steering Committee and also payable to the National Center for Pavement Preservation.

SECTION 2. Private Organizations.

An amount, as determined by the Steering Committee, will be assessed annually to each Private Organization. Funds will be received by the National Center for Pavement Preservation on a date determined by the Steering Committee.

SECTION 3. Meeting Costs.

The assessment may include participation costs to attend meetings related to NEPPP as directed by the Steering Committee.

SECTION 4. Expenditure Approval.

Expenditure of funds will be used for operational expenses, developing tools and research projects for implementing Pavement Preservation for the Public Agencies. The Steering Committee will approve all expenditures for NEPPP.

ARTICLE VIII: Fiscal Matters

SECTION 1. Fiscal Year.

The fiscal year of the Partnership shall begin on October 1 and run through September 30 of the following year.

SECTION 2. Revenues.

Membership revenues will be through an AASHTO pooled-fund voluntary assessment for state members and fees from any government agency or organization and industry members. Revenues received from state pooled-funds from annual voluntary AASHTO assessment will be held by AASHTO and disbursed for operation of the Partnership through the National Center for Pavement Preservation. Non-pooled-fund Non AASHTO voluntary assessment memberships fees, registration fees, exhibitor fees, or funds received for purposes consistent with Partnership programs, operations and functions will be managed by the National Center for Pavement Preservation and disbursed for the operation and programs of the Partnership.

The fees charged for participation in the Northeast Pavement Preservation Partnership will be subject to the existing rules and regulations and will be reviewed and approved by the Steering Committee annually.

SECTION 3. Expenditures.

Funds will be managed and administered by the National Center for Pavement Preservation and expenditures shall only be for the purposes related to the Partnership goals. The National Center for Pavement Preservation shall be accountable to the Steering Committee in these matters.

SECTION 4. Budgets.

The Steering Committee shall be responsible for developing an annual budget which shall be presented to the membership at the annual meeting for approval. The National Center for Pavement Preservation will provide quarterly reports of expenditures and balances of available funds to the Secretary/Treasurer.

SECTION 5. Audit.

The Partnership account managed by the National Center for Pavement Preservation shall be subject to audit under the procedures of Michigan State University.