

# **DRAFT-BY-LAWS-DRAFT**

## of the ROCKY MOUNTAIN PAVEMENT PRESERVATION PARTNERSHIP Approved: **TBD**

### **ARTICLE I: Name and Location**

#### SECTION 1. Name.

The name of this organization shall be the Rocky Mountain Pavement Preservation Partnership (RMPPP).

#### SECTION 2. Location.

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

#### SECTION 3. Rocky Mountain Region.

For the purpose of these by-laws, Rocky Mountain refers to a geographic region of the United States, which may include the states of Idaho, Wyoming, Nevada, Utah, Colorado, New Mexico, Arizona, , Montana, Alaska, Texas, and other States or Canadian Provinces upon approval of the Steering Committee.

### **ARTICLE II: Vision, Mission and Objectives**

#### SECTION 1. Vision Statement.

A collaborative effort comprised of pavement preservation professionals including State public agencies: Local and Federal government officials and organizations: Private agencies, contractors and suppliers; and Academia with a common purpose to improve and promote the benefits of pavement preservation.

## SECTION 2. Mission Statement.

Provide an ongoing regional forum for Pavement Preservation principles, by sharing and exchanging improvements in research, design, specifications, materials and construction practices, and by promoting the benefits of Pavement Preservation through education and application.

## SECTION 3. Objectives:

1. Promote uniformity of regional guidelines for pavement preservation treatments.
2. Promote the use of improved materials, equipment, and processes among the member agencies.
3. Implement a comprehensive information sharing process.
4. Establish a coordinated regional research effort.
5. Advocate policies that integrate system preservation activities.
6. Publicize pavement preservation findings at the national level.
7. Advocate common terminology and their definitions.
8. Provide a forum where pavement preservation practitioners from the Rocky Mountain regional can learn from each others successes and challenges.

## **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 RMPPP by application and approval by the Steering Committee.

### SECTION 2. Voting Rights.

Members in good standing will be allowed voting rights at the Annual Meeting. Each member State agency shall have two votes and all other member 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, Vice-Chair, Secretary/Treasurer, and ten Directors.

### **SECTION 2. Authority of the Steering Committee.**

The governing body of this organization shall be the Steering Committee. The Steering Committee is authorized to act on behalf of the Partnership for the conduct of all business matters of interest to the Partnership, and to take action on items of common interest to the membership between Annual Meetings.

The Steering Committee shall develop and approve agendas for the Annual Meetings which meet the objectives of the organization as listed in Article II Section 3 of these By-Laws, and shall secure the facilities and speakers required for the Annual Meeting.

The Steering Committee shall be responsible for the approval of membership requests for the Partnership, for the determination of the membership standing of all members, and for the resolution of any membership issues.

The Steering Committee may appoint Task Groups at its discretion for the development of programs, tasks, and activities which support the objectives of the organization. The actions and activities of appointed Task Groups are subject to prior approval by the Steering Committee.

The Steering Committee and its individual members shall actively pursue the objectives of this organization.

### **SECTION 3. Appointment of the Directors.**

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 public agencies.

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

Industry Association Members - two Directors will be appointed by the participating industry associations.

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 RMPPP.

Past-chair – one Director

A representative from Federal Highway Administration shall serve as an Ex-Officio Director and will be entitled to participate in all discussions of the Steering Committee. This provision does not prevent the FHWA member from being a voting member.

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

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

The general membership of RMPPP shall select three officers to preside over the Annual Meetings and one At-Large Director. The officers are a Chair, Vice-Chair, and Secretary/Treasurer.

The individuals selected for these positions shall be from organizations that are members in good standing of the RMPPP.

#### 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 to Vice-Chair and from Vice-Chair to Chair. Each office is limited to a one-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. Past Chair is one year term.

#### SECTION 6. Duties of Officers and Directors.

The Chair of the Steering Committee will preside over meetings of the Steering Committee and the Annual Meeting.

The Vice-Chair of the Steering Committee will preside over meetings in the absence of the Chair, and shall work cooperatively with the Chair of the Steering Committee and any Task Group Chairs to develop the draft meeting agendas for approval by the Steering Committee.

The Secretary/Treasurer of the Steering Committee will review financial reports for RMPPP maintained by the National Center for Pavement Preservation, and make recommendations to the Steering Committee concerning the finances of the organization. The Secretary/Treasurer will review minutes produced by the appointed meeting recording secretary prior to their submittal to the Steering Committee. The Secretary/Treasurer will maintain the membership roll, and provide a membership report and financial report at each Steering Committee meeting and at the Annual Meeting, and a list of all Members in good standing.

The Directors of the Steering Committee will maintain a strategic direction for the Partnership and provide oversight and guidance for the Partnership and for 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 or Director from their office with cause.

## **ARTICLE V: Meetings**

### **SECTION 1. Annual Meeting.**

The date and location of the Annual Meeting shall be set by the Steering Committee at least 90 days prior to the meeting. 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 Steering Committee will be responsible to develop the Annual Meeting agenda and distribute it at least 90 days prior to the meeting.

### **SECTION 2. Other Meetings.**

Other meetings of the members of the organization and Task Groups 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 90 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 RMPPP.

## **ARTICLE VII: Assessments**

### SECTION 1. Public Agencies.

An amount, as determined by the AASHTO Transportation System Preservation Technical Services Program Oversight Panel and approved by the Steering Committee, will be voluntarily assessed annually to each State Public Agency. Funds will be received by a date determined by the Steering Committee.

Local and Federal government officials and organizations will be assessed annually. Funds will be received by a date determined by the Steering Committee.

### 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 a date determined by the Steering Committee.

### SECTION 3. Meeting Costs.

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

### SECTION 4. Expenditure Approval.

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

## **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.

State Agency Voluntary Assessment revenues will be through the AASHTO Transportation System Preservation Technical Services Program. Revenues received from AASHTO will be directed to the National Center for Pavement Preservation and used for purposes consistent with Partnership programs, operations, and functions and the participation of the State Agency members.

A separate fund will be established for other membership assessments, registration fees, exhibitor fees, or funds received for purposes consistent with Partnership programs, operations and functions and will be managed by the National Center for Pavement Preservation and dispersed for the operation and programs of the Partnership.

The fees charged for participation in the Rocky Mountain Pavement Preservation Partnership will be subject to the fee schedule shown in Appendix A. The fee structure 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, and shall support the programs, functions and operation of the Partnership. The National Center for Pavement Preservation shall be accountable to the Steering Committee in these matters.

## SECTION 4. Budgets.

A preliminary budget, reflecting a proposed work program for the implementation of Partnership goals, shall be submitted by the National Center for Pavement Preservation to the Secretary/Treasurer for approval at the annual business meeting. The Secretary/Treasurer and Steering Committee shall review the annual budget and work program prior to the annual business meeting.

## 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.

Appendix “A”

<b>Membership Category</b>				
	<b>States</b>	<b>Industry</b>	<b>Federal- Local Academic</b>	<b>Non- Members</b>
Annual Fee	\$3,500	\$1,000	\$0	---
Travel Expenses	2 Paid	---	---	---
Registrations	2 Paid	2 Paid	\$200	\$300
Voting Rights	2	1	1	---
Eligibility for Office	Yes	Yes	Yes	No
Exhibit Space	---	1 Paid	---	\$700/ea
Each Additional Registration	\$200	\$200	\$200	\$300



EXECUTIVE COMMITTEE FORMATION 4-30-08

CHAIR

VICE-CHAIR

SECRETARY/TREASURER

DRAFT