



BY-LAWS

FLORIDA PAVEMENT PRESERVATION COUNCIL

ARTICLE I: Name

The name of the organization shall be the Florida Pavement Preservation Council (FPFC).

ARTICLE II: Purpose

The purpose of the organization shall be to increase the understanding of pavement preservation as a viable and proactive approach for managing Florida highways, roads, and streets. The organization will encourage and support all aspects of pavement preservation education and training of public agencies through the National Center for Pavement Preservation.

ARTICLE III: Membership

Membership in the organization shall be open to any Florida public agency or any company in good standing engaged and involved with pavement preservation. Good standing requires that completion of any work or delivery of any final product results in complete customer satisfaction. Membership eligibility shall be determined by the organization's Advisory Board.

ARTICLE IV: Advisory Board

The organization shall be directed by an Advisory Board composed of elected members of the following composition:

- Founding Members elect 3 representatives to serve on the Advisory Board
- Sustaining Members elect 2 representatives to serve on the Advisory Board
- Associate Members elect 1 representative to serve on the Advisory Board
- Academic Members elect 1 representative to serve on the Advisory Board
- Government Members elect 3 non-voting representatives to serve on the Advisory Board, who must include 1 member from a local agency, 1 member from the Florida DOT, and 1 member from FHWA – Florida Division.

Election to the Advisory Board will be held every 2 years with no term limit. Members are required to maintain financial support at their category level to serve on the Advisory Board. Category levels are listed in Appendix A.

ARTICLE V: Advisory Board Meetings

The Advisory Board shall meet at the discretion of the membership, either in person, by telephone, or video conference. Each Advisory Board Member (except Government Members) is entitled to one vote. A quorum of one half of the voting Board Members, plus one voting Board Member, is required for the Advisory Board to take any action at a Board Meeting. At least 48-hours email or written notice must be provided for any Advisory Board Meeting. Any member may attend Advisory



BY-LAWS

FLORIDA PAVEMENT PRESERVATION COUNCIL

Board Meetings.

ARTICLE VI: Council Coordinator

The FPFC shall have a Council Coordinator who will oversee the affairs of the council. The Council Coordinator will be selected from Advisory Board Members and elected by the general membership for a two-year term with no term limits. The Council Coordinator is required to be unbiased and have sufficient time and ability to devote to the position. The FPFC will not have offices.

ARTICLE VII: Duties of the Council Coordinator

The Council Coordinator shall have general supervision over the organization. The Council Coordinator shall preside at all Advisory Board meetings and shall have authority to act on behalf of the organization.

ARTICLE VIII: Antitrust Policy

The organization shall strictly adhere to federal antitrust law and policies. All present at all Advisory Board meetings shall be instructed to immediately stop any discussion of price, cost, input values, market share, market power, division of markets, group boycott, or any another potential violation of antitrust law.

ARTICLE IX: Control of Funds

Contributions supporting mandatory levels of FPFC membership are to be made to Michigan State University (MSU) National Center for Pavement Preservation's (NCPP) Florida Initiative. All contributions are non-refundable gifts towards the promotion of pavement preservation activities in the state of Florida. Funds are expensed according to the mission and protocols of MSU and NCPP with the advisement of the Florida Pavement Preservation Council's Advisory Board.

MSU is a non-profit public university and a tax-exempt/charitable organization under Section 501(c)(3) of the U.S. Internal Revenue Code. The Federal Tax ID is 38-6005984.

ARTICLE X: Financial Reporting

The Florida Pavement Preservation Council Advisory Board shall retain the right to request quarterly reports of the NCPP Florida Initiative's financial activities.

ARTICLE XI: Amendment of By-laws

In the event the Advisory Board proposes to amend the By-laws of the organization, written



BY-LAWS

FLORIDA PAVEMENT PRESERVATION COUNCIL

notice of the proposed change to the Bylaws must be mailed, faxed or emailed to all Advisory Board members at least seven (7) days prior to taking any vote on the amendment. A simple majority vote of those Board members present at the Board meeting (assuming a proper quorum is available) is required for any amendment to the Bylaws.

ARTICLE XII: Super Majority Required for Dissolution

In the event that the Advisory Board proposes to dissolve the organization, a super majority vote of two-thirds (2/3) of all Advisory Board members must vote in favor of dissolution in order for dissolution to be approved.



BY-LAWS

FLORIDA PAVEMENT PRESERVATION COUNCIL

Appendix A: Membership Fee Schedule

Membership categories in the Georgia-Carolina Pavement Preservation Council are outlined in the following table.

Category	Initial Donation ¹	Subsequent Annual Donation ¹
Founding Member	\$5,000	\$2,000
Sustaining Member	\$2,000	\$2,000
Associate Member	\$1,000	\$1,000
Academic Member	\$ 500	\$ 500
Government Agency ²	Free	\$ 100

Donations are tax deductible and checks shall be made payable to NCPP c/o Michigan State University *[a non-profit public university under Section 501(c)(3) of the U.S. Internal Revenue Code]*.

Notes:

1. Donations are applied to the fiscal year in which they are made – January 1 to December 31.
2. Each government member may send 2 attendees to one training session each year at no cost to the agency.

Approved by FPFC Advisory Board: March __, 2011