



BYLAWS

FLORIDA PAVEMENT PRESERVATION COUNCIL

Article I, Name.

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

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 and members will encourage and support FPPC products and 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. Members will comply with the FPPC Code of Ethics. Any non-compliance will be referred to the Advisory Board for action. 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 in good standing six (6) voting representatives serve on the Advisory Board
- Industry Members elect two (2) voting representatives to serve on the Advisory Board
- Associate Members elect one (1) voting representative to serve on the Advisory Board
- Government Affiliates elect four (4) non-voting representatives to serve on the Advisory Board. These will include two (2) local government affiliates—one (1) from the Florida Association of County Engineers and Road Superintendents (FACERS) and one (1) from the Florida Chapter of the American Public Works Association (APWA); one (1) affiliate from the Florida DOT; and one (1) affiliate from the 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 is entitled to one vote. A quorum of one half of the Board Members, plus one 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 Board Meetings.

Article VI, Council Coordinator.

The FPPC shall have a Council Coordinator who will oversee the affairs of the council. The Council Coordinator will be selected by 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 FPPC 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, Ethics Policy.

Members of the Council firmly adhere to the standard and ethics of honesty, integrity, quality, dedication, inclusiveness and highly developed competency. The Advisory Board will address any violations brought to their attention and determine appropriate disciplinary actions, up to and including dismissal from the Council.

Article X, Control of Funds.

Contributions mandatory to levels of FPPC membership are 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 via 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 Internal Revenue Code. Federal Tax ID: 38-6005984.

Article XI, 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 XII, Amendment of Bylaws.

In the event the Advisory Board proposes to amend the Bylaws of the organization, written 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 XIII, 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.

Appendix A, Membership Fee Schedule

Membership categories in the Florida Pavement Preservation Council are outlined in the following table:

Category	Donation
Industry Member	\$ 2,000
Associate Member	\$ 1,000
Academic Member	\$ 500
Government Affiliate	Free

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 Internal Revenue Code].

Membership Categories:

Industry – Contractors, Suppliers

Associate – Consultants, Test Laboratories, Private Developments

Academic – Universities, Professional Schools

Government Affiliates – Federal, State, and Local Governments