



BYLAWS

GEORGIA PAVEMENT PRESERVATION COUNCIL

Article I, Name.

The name of the organization shall be the Georgia Pavement Preservation Council (GPPC).

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 Georgia highways, roads and streets. The organization and members will encourage and support GPPC 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 Georgia public agency, contractor, academic institution, consultant, supplier or any company in good standing engaged and involved with pavement preservation. Good standing requires compliance with these bylaws, the GPPC Code of Ethics, and fulfillment of all membership obligations. 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:

- Premium 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 Georgia Chapter of the American Public Works Association (APWA); and (1) affiliate from the Georgia DOT.

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

Elections will take place in December with the Advisory Board term beginning the following January. If a vacancy occurs, the Council Coordinator shall nominate a replacement subject to Advisory Board approval.

Article V, Advisory Board Meetings.

The Advisory Board shall meet at the call of the Council Coordinator or upon request of a majority of Advisory Board members, either in person or virtually. Each Advisory Board Member is entitled to one vote. A quorum is required for the Advisory Board to take any action at a Board Meeting. A quorum shall consist of a majority of the Advisory Board members. 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 GPPC shall have a Council Coordinator who will oversee the affairs of the council. The Advisory Board shall nominate a Council Coordinator, subject to ratification by the general membership, for a two-year term. There shall be no term limits. The Council Coordinator is required to be unbiased and have sufficient time and ability to devote to the position.

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 within policies and budgets approved by the Advisory Board.

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 other 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 associated with GPPC membership levels are made to Michigan State University (MSU) National Center for Pavement Preservation's (NCP) Georgia Initiative. All contributions are non-refundable gifts towards the promotion of pavement preservation activities in the state of Georgia. Funds shall be administered by the National Center for Pavement Preservation at Michigan State University in

accordance with university policies and applicable regulations. The GPPC Advisory Board may provide recommendations regarding the use of funds. 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.

Annual membership funds collected by the GPPC will be used for activities including but not limited to the following:

- Trade Shows – Costs associated with exhibits, sponsorships, booths, and participation in trade shows and professional meetings.
- Costs associated with NCPP providing training in Georgia and providing management services.
- Set-up and management of social media accounts for GPPC. NCPP will be the preferred provider of these services. If NCPP is unable to provide the necessary support, a third-party provider may be engaged, in coordination with NCPP, for daily management and content development..
- Cost associated with travel for the Council Coordinator to attend the NCPP regional and national pavement preservation conferences.
- Costs associated with the Council Coordinator to attend active preservation projects throughout the state of Georgia to help support local governments affiliates and GPPC members.
- Articles and Advertisements in Trade Publications or associated Social Media platforms.

Article XI, Financial Reporting.

The Georgia Pavement Preservation Council Advisory Board shall receive an annual financial report as needed.

The Council Coordinator shall prepare an annual recommended budget for review and approval by the Advisory Board. Budget implementation remains subject to Michigan State University policies and applicable regulations.

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 delivered electronically or in writing 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 Georgia Pavement Preservation Council are outlined in the following table. Donations are made annually by the end of each calendar year:

Category	Donation
Premium Member	\$5,000 initial contribution, followed by annual contributions of \$3,000
Industry Member	\$ 1,000
Associate Member	\$ 500
Academic Member	\$ 250
Government Affiliate	Free

Contributions are made to NCPP, c/o Michigan State University, a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. Donors should consult their tax advisor regarding deductibility.

Membership Categories:

Premium – any category

Industry – Contractors, Suppliers

Associate – Consultants, Test Laboratories, Private Developments

Academic – Universities, Professional Schools

Government Affiliates – Federal, State, and Local Governments