

BYLAWS
of the
ROCKY MOUNTAIN WEST
PAVEMENT PRESERVATION PARTNERSHIP
Approved: 2017 Annual Business Meeting

ARTICLE I: Name and Location

SECTION 1. Name.

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

SECTION 2. Location.

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

SECTION 3. Western States Region.

For the purpose of these bylaws, Rocky Mountain West States refers to a geographic region of the United States, which may include the states of Montana, Idaho, Oregon, Utah, Colorado, New Mexico, Arizona, Wyoming, Nevada, Washington, California, Hawaii, Alaska, 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 officials and agencies; Local and Federal government officials and organizations; private agencies, contractors; suppliers; and academia with a common purpose to improve and promote the benefits of pavement preservation.

SECTION 2. Mission Statement.

The Rocky Mountain West Pavement Preservation Partnership shall provide an ongoing regional forum for Pavement Preservation, with the intent of sharing and exchanging information and data concerning research, design, specifications, materials, construction practices, cost effectiveness, management systems, and methods of 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.

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 in the RMWPPP by application and approval by the Steering Committee.

Members in good standing are those agencies who actively participate and are current on all assessments.

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 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 four Officers and seven additional Directors for a total of eleven Directors. The Officers comprise a Chair, Vice-Chair, Secretary/Treasurer (hereto referred to as Officers), and the Immediate Past-Chair.

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 Bylaws, 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 also actively pursue the objectives of this organization.

SECTION 3. Appointment of the Directors.

Directors will be selected by their individual member organizations. The Directors shall be eleven 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 – two Directors will be elected by the general membership of the RMWPPP.

A representative from Federal Highway Administration shall serve as an Ex-Officio Director. This representative 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 for the Steering Committee.

The general membership of RMWPPP shall select three officers to preside over the Annual Meetings. The three officers will carry the title of Chair, Vice-Chair, and Secretary/Treasurer. Officers shall be selected from the eleven Directors of the Steering Committee. Officers of the Steering Committee shall serve a three-year progressive term. Following the progression, the Chair shall be automatically be appointed to Immediate Past-Chair and remain as an Officer on the Steering Committee for one additional year. Vacancies among the Officers shall be filled such that all Officers are representatives of State Highway Agencies.

SECTION 5. Terms of Service for Directors and Officers.

Directors of the Steering Committee shall serve a three-year term, unless otherwise extended as described in this section. The Director's term shall be staggered so that approximately 1/3 of the Directors are replaced or renewed each year. In order to meet this requirement and/or to ensure all Director positions remain filled, the

term of a Director may be extended for up to 2 additional years by a quorum of RMWPPP 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. If an existing RMWPPP Director becomes an Officer before his/her term Director term limit expires, the three-year term shall automatically start over and end when the Officer finishes his/her full progression after completion of Immediate Past-Chair.

Officers and Directors may serve for more than one term but must be re-appointed or re-elected by the RMWPPP members as established in Article IV, Section 3.

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.

The Secretary/Treasurer of the Steering Committee will review financial reports for RMWPPP 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 be responsible for the 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. The Steering Committee shall work cooperatively with the officers to develop the agenda for the annual meeting.

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 vote of seven of the eleven members of the Steering Committee, remove any Officer or Director from his or her 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 no later than 6 months prior to the meeting. The purpose of the meeting shall be to advance the Partnership's Vision, Mission, and Objectives, as defined in Article II of the By-Laws, to hear formal reports of task groups, to elect officers, to fill vacancies for the Steering Committee, and to act on all other business brought forth before the meeting.

The Steering Committee will be responsible to develop the Annual Meeting agenda. The Steering Committee shall strive to finalize and publish the agenda 60 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 preferably 120 days prior, but at a minimum, 60 days before the date of the meeting.

SECTION 4. Quorum.

A simple majority of Officers and Directors present in person or via conference call shall constitute a quorum at any meeting of the Steering Committee. A simple majority of the member organizations present in person or via conference call shall constitute a quorum at the Annual Meeting. In the event of that a quorum is not achieved, any Partnership business item requiring a vote of the membership shall be conducted via e-mail by the Secretary/Treasurer within sixty days following the Annual Meeting.

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, professional, or any other liability for the members of RMWPPP.

ARTICLE VII: Assessments

SECTION 1. Public Agencies.

An amount, as determined by the AASHTO Transportation System Preservation Technical Services Program Board of Directors 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 RMWPPP 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 RMWPPP.

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 RMWPPP will be subject to the fee schedule shown in Appendix A. The fee structure will be developed 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.

Ratification:

These Bylaws were originally adopted by a vote of the agencies and organizations present at the initial Rocky Mountain Pavement Preservation Partnership meeting held in Albuquerque, New Mexico on October 30, 2008. They were amended and the amendments adopted by a vote of the agencies and organizations present at the Annual Meeting held in Boise, Idaho on October 21, 2010.

Chair of the RMWPPP

Vice-Chair of the RMWPPP

Secretary/Treasurer of the RMWPPP

Appendix “A”

Steering Committee Director and Officer Establishment Process (October 1, 2008 to September 30, 2011):

October 2008 Meeting:

- Approve By-laws (General Membership)
- Nominate and Elect Directors of the Steering Committee (General Membership)
- Selection of Officers (General Membership)
 - Chair- Serve as Chair, October 30, 2008 through the 2009 Annual Meeting September 30, 2009; after term as chair expires, serves October 1, 2009 through the 2011 Annual Meeting September 10, 2011 as a Director on the Steering Committee.
 - Vice-Chair- Serve as Vice-Chair October 30, 2008 to September 30, 2009; serve as Chair October 1, 2009 to September 30, 2010; After term as chair expires serve October 1, 2010 to September 10, 2011 as a Director on the Steering Committee.
 - Secretary/Treasurer- Serve as Secretary/Treasurer, October 30, 2008 to September 30, 2009; Serve as Vice-Chair, October 30, 2009 to September 30, 2010; Serve as Chair October 1, 2010 to September 30, 2011.
- The terms for the Steering Committee Directors, for the period October 1, 2008 to September 30, 2011 shall be determined by random selection. The following terms shall apply:
 - Director 4, as drawn from a hat, shall serve a 3-year term (October 30, 2008 to September 30, 2011.)
 - Directors 5, 6, and 7, as drawn from a hat, shall serve a 2-year term (October 30, 2008 to September 30, 2010.)
 - Directors 8, 9, and 10, as drawn from a hat, shall serve a 1-year term (October 30, 2008 to September 30, 2009.)
 - The Federal Ex-Officio Director shall serve a 3-year term (October 30, 2008 to September 30, 2011.)