

BYLAWS
of the
Road Profile Users' Group
Approved: xxxx, 2009

ARTICLE I: Name and Location

SECTION 1. Name.

The name of this organization shall be the Road Profile Users' Group (RPUG).

SECTION 2. Location.

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

ARTICLE II: Vision, Mission and Objectives

SECTION 1. Vision Statement.

RPUG is a source for knowledge and information on functional characteristics of traveled surfaces for public agencies, contractors, consultants, academia, and other relevant industries.

SECTION 2. Mission Statement.

RPUG provides a forum for the dissemination of knowledge concerning the collection, analysis, and application of information relating to functional characteristics of traveled surfaces.

SECTION 3. Objectives:

- Exchange ideas and information in an informal setting annually.
- Provide training in the areas of concentration.
- Provide a forum for the practitioners of the measurement systems.
- Provide a forum for the engineering service providers, contractors, vendors, and customers.
- Provide a forum for discussion of research.

- Focus on the latest initiatives in the group’s areas of interest.
- Create and maintain a network of personal and professional relationships.

ARTICLE III: Membership

SECTION 1. Membership Eligibility.

Membership is open to public agencies or any organization active or interested in functional characteristics of traveled surfaces.

In any given year, the general membership consists of all the individuals who attend the Annual Meeting.

SECTION 2. Voting Rights.

All members will be allowed voting rights at the Annual Meeting.

ARTICLE IV: Steering Committee

SECTION 1. Committee Structure.

The Steering Committee of RPUG shall consist of a Chair, Vice-Chair/~~Secretary~~, ~~Secretary~~/Treasurer, and ~~nine~~-~~twelve~~ additional members representing the following categories:

Public Agency Members – four members from participating public agencies (state, local, provincial).

International Members – one member from participating representatives of non-North American entities.

Industry/Contractor Association Members - two members from participating industry associations.

Academic Members - one member from participating representatives of colleges and universities.

Vendor/Commercial Member - one member from participating representatives of equipment/service vendors and other commercial entities.

At-Large Representatives – ~~two~~-~~four~~ members from the general membership of RPUG. One of the At-Large Representatives shall be the immediate past Chair of the Steering Committee.

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

A representative from the NCPP shall also serve as an Ex-Officio member who will likewise be entitled to participate in all discussions of the Steering Committee. The NCPP will not be a voting member.

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

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 RPUG for the conduct of all business matters of interest to RPUG, 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 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. Task Group members need not be members of the Steering Committee.

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

SECTION 3. Duties of Officers and Other Members.

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

The Vice-Chair/~~Secretary~~ 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 ~~Vice-Chair~~/Secretary/Treasurer of the Steering Committee will review minutes produced by the appointed meeting recording secretary prior to their submittal to the Steering Committee.

The Secretary/Treasurer ~~of the Steering Committee~~ will also review financial reports for RPUG 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 provide a financial report at each Steering Committee meeting.

The past year's Steering Committee Chair will serve as the chair for the Task Group on Nominations. This task group will also include the two Ex-officio members representing the FHWA and NCPP.

The Steering Committee will maintain a strategic direction for RPUG and provide oversight and guidance for specific items approved by the general membership for further action.

SECTION 4. Terms of Service for Steering Committee Members and Officers.

Officers shall be selected from the ~~ten~~thirteen full members of the Steering Committee. Officers of the Steering Committee shall serve a three-year progressive term. The order of progression will be from Treasurer to Vice-Chair/Secretary and from Vice-Chair/Secretary to Chair. Each office is limited to a one-year term. A public agency representative shall occupy the chair position at least every other year.

After completing his or her term as chair, the past year's chair shall serve a minimum of one term as an At-Large Representative on the Steering Committee.

Officers of the Steering Committee shall serve a three-year term (maximum). Otherwise, there shall be no term limits for members of the Steering Committee.

SECTION 5. Steering Committee Membership and Officer Selection.

New Steering Committee members and candidates for the office of Secretary/Treasurer shall be identified by the Task Group on Nominations.

The Task Group on Nominations will meet annually and otherwise as needed.

- Candidates for secretary/treasurer will be selected from among the 7-10 full members of the Steering Committee who are not presently serving as officers. (Note in selecting nominations for secretary/treasurer that a public agency representative must occupy the chair position at least every other year.)
- Candidates for other positions will be selected to fill the relevant vacancy in a representative member group (as identified in Section 1 of this article).

The Chair of the Task Group on Nominations will present the slate of proposed Steering Committee and Officers for approval by the general membership at the Annual Meeting of RPUG.

SECTION 6. Vacancies and Removal of Officers.

The Steering Committee 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 voting members, remove any Officer or committee member 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. The purpose of the meeting shall include presentation of formal reports of task groups, election of officers, filling of vacancies on the Steering Committee, and acting on all business brought forth before the meeting.

The Steering Committee will develop the Annual Meeting agenda and distribute it at least 60 days prior to the meeting.

The host agency/organization shall provide one additional attendee (as requested by ~~Vice Chair~~/Secretary/Treasurer) for assistance with general meeting logistics. When no clear host organization exists, the NCPPP shall provide for said assistance at cost to RPUG.

SECTION 2. Other Meetings.

Other meetings of the members of RPUG 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.

Written notice of the Annual Meeting shall be transmitted by mail or electronically to the last known address of each member at least 120 days before the date of meeting. Notice of other meetings shall be at the discretion of the Steering Committee or pertinent Task Group.

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. RPUG business items requiring a vote of the entire membership shall be conducted via e-mail by the Vice-Chair within 60 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 liability for the members of RPUG.

ARTICLE VII: Fiscal Matters

SECTION 1. Fiscal Year.

The fiscal year of RPUG shall begin on October 1 and run through September 30 of the following year.

SECTION 2. Revenues.

Registration fees, exhibitor fees, and other funds received for purposes consistent with RPUG programs, operations and functions will be managed by the National Center for Pavement Preservation and dispersed for the operation and programs of RPUG.

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 RPUG goals, and shall support the programs, functions and operation of RPUG. 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 RPUG goals, shall be submitted by the National Center for Pavement Preservation to the Treasurer for presentation and approval at the annual business meeting. The Treasurer

and Steering Committee shall review the annual budget and work program prior to the annual business meeting.

SECTION 5. Audit.

The RPUG account managed by the National Center for Pavement Preservation shall be subject to audit under the procedures of Michigan State University.

Ratification:

These By-Laws have been adopted by a vote of the agencies and organizations present at the RPUG meeting held in Atlanta, GA on December XX, 2010.

Chair of the RPUG

| Vice-Chair/~~Secretary~~ of the RPUG

| Treasurer/~~Secretary~~ of the RPUG