

Last Revised: 2014-03-04

BYLAWS
of the
SOUTHEAST BRIDGE PRESERVATION PARTNERSHIP

ARTICLE I: Name and Location

SECTION 1. Name.

The name of this organization shall be the Southeast Bridge Preservation Partnership (SEBPP).

SECTION 2. Location.

The offices and the principal place of business for the SEBPP shall be the National Center for Pavement Preservation (NCP), 2857 Jolly Road, Okemos, Michigan 48864.

SECTION 3. Southeast Region.

For the purpose of these bylaws, the Southeast refers to a geographic region, which may include the States of Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, Texas, Virginia, and West Virginia.

ARTICLE II: Vision, Mission, and Objectives

SECTION 1. Vision Statement.

A partnership of Bridge Preservation Practitioners comprised of State and other Public Agency, Industry, and Academia professionals focused on improvements and promotion of bridge preservation principles, concepts and applications.

SECTION 2. Mission Statement.

Provide a platform for the SEBPP Member Agencies and Organizations to exchange, promote, and advance best practices, new technologies, and innovation in the areas of highway bridge management, inspections, preservation and maintenance.

SECTION 3. Objectives:

1. Promote and implement the benefits of bridge preservation.
2. Promote uniformity of regional specifications and guidelines for bridge maintenance and preservation treatments.
3. Promote knowledge sharing and the use of advanced or improved technologies in the areas of bridge inspections, maintenance and preservation among the Member Agencies.
4. Promote the sharing of innovative contracting practices.
5. Establish a coordinated regional research effort.

ARTICLE III. Membership

SECTION 1. Membership Eligibility.

Membership is open to Public Agencies or any Organization, Public or Private, active or interested in the preservation of the highway bridge infrastructure. Organizations may request membership to SEBPP by application and approval by the Steering Committee.

SECTION 2. Voting Rights.

Each Member State 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 SEBPP shall consist of ten (10) members inclusive of a Chair (selected from a Member State Agency), two Vice-Chairs (one selected from a Member State Agency and one selected from a Non-Member State Agency), and Secretary/Treasurer (selected from a Member State Agency).

SECTION 2. Authority of Steering Committee.

The governing body of this organization shall be the Steering Committee. This Committee shall act on selected issues and requests brought by the general membership. The Steering Committee can appoint working groups for the development of programs, tasks, and activities, or take action on items of common interest to the membership. The Steering Committee shall also actively pursue the objectives of this Organization.

SECTION 3. Selection of Steering Committee Directors and Officers.

Directors shall be selected by their individual Member Organizations. The Steering Committee Directors shall consist of ten (10) members from the following categories:

State Agency (AASHTO) Directors – Four (4) Directors will be selected by the participating Member State Agencies. Three (3) of these Directors will be selected to serve as Officers as outlined in this Section below.

Local Agency Director – One (1) Director will be selected by participating City or County members of the SEBPP.

Industry Organization Members – Two (2) Directors will be selected by the participating Industry Organizations.

Academic Members – One (1) Director will be selected by participating representatives of Colleges and Universities.

At-large Representative – One (1) Director will be selected by the general membership of the SEBPP.

Federal Highway Administration – One (1) Director will be selected by the FHWA to serve in an ex-officio, advisory capacity to the Steering Committee but without voting rights.

The past Chair will serve in an ex-officio, advisory capacity to the Steering Committee for a term of one year but without voting rights.

When a selected Member of the Steering Committee is not present, a designated alternate for each absent Member may serve on the Steering Committee as a voting Member by proxy.

If any group is not represented in the SEBPP, their membership on the Steering Committee shall remain vacant until such time as the group is represented.

All Steering Committee Directors shall be members of organizations that are in good standing in the SEBPP to include payment of the AASHTO TSP.2 Voluntary Annual Contribution for Member State Agencies.

Officers:

The general membership of the SEBPP shall select four (4) Officers from the Steering Committee Directors as outlined in this Section above, to preside over the business meetings.

SECTION 4. Terms of Service for Directors and Officers.

Directors of the Steering Committee shall serve a three-year term with approximately one-third rotating off each year. State Agency Officers will serve a one (1) year term with the Vice-Chair becoming the Chair and the Secretary/Treasurer becoming the Vice-Chair. The non-State Vice Chair shall serve a three year term.

SECTION 5. Duties of Officers.

The Chair of the Steering Committee will preside over the annual meeting and shall have active control of the membership business meeting.

The State Agency Vice-Chair of the Steering Committee will preside over the annual meeting and the membership business meeting in the absence of the Chair.

The Secretary/Treasurer of the Steering Committee will review financial reports for SEBPP maintained by the NCPP. The Secretary/Treasurer will review minutes produced by the appointed meeting recording secretary.

SECTION 6. Vacancies and Removal of Officers.

The general membership shall be filled by a special election, the vacancies of any Officers for the balance of the term of office. The Steering Committee may, at its discretion, by a two-thirds vote, remove any Officer from their office with cause.

ARTICLE V: Meetings

SECTION 1. Annual Business Meeting.

The date of the annual business 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, fill vacancies for the Steering Committee, and act on all business brought forth before the meeting.

The Officers of the Steering Committee will be responsible for developing the annual business meeting agenda and distribute it at least forty five (45) days prior to meeting.

SECTION 2. Other Meetings.

Other meetings of the organization, including, but not limited to, Task Groups and Working Teams, 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 at least forty five (45) days before the date of the meeting.

SECTION 4. Quorum.

A majority of Officers and Steering Committee Directors present in person or via conference call shall constitute a quorum at any meeting of the Steering Committee.

ARTICLE VI: Amendment 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 by general membership. The Steering Committee will not present proposed amendments for consideration, which create personal liability for the members of SEBPP.

ARTICLE VII: Assessments

SECTION 1. Public Agencies.

The Member State Agency membership in the SEBPP shall be funded in accordance with the annual voluntary contributions for the AASHTO's Technical Service Programs, specifically TSP-2. AASHTO will be invoiced directly by the NCPP for eligible expenses incurred by the SEBPP.

SECTION 2. Non-State Agency Organizations.

An amount, as determined by the Steering Committee, will be assessed annually to each non-State Agency Organization. Funds will be received by the NCPP on a date to be determined by the Steering Committee.

SECTION 3. Meeting Costs.

The assessment may include participation costs to attend meetings related to SEBPP as directed by the Steering Committee.

SECTION 4. Expenditure Approval.

Expenditure of Partnership generated funds will be used for operational expenses, developing tools and research projects for implementing Bridge Preservation for the Public Agencies. The Steering Committee will approve all expenditures for SEBPP generated funds.

SECTION 5. Excess Meeting Funds.

Any excess funds generated as a result of the annual meetings shall be used within the SEBPP and banked if not used in any given fiscal year. These funds may be applied toward future meetings and may be used for such things as training or other purposes deemed appropriate and approved by the SEBPP Steering Committee.

ARTICLE VIII: Fiscal Matters

SECTION 1. Fiscal Year.

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

SECTION 2. Revenues.

Membership revenues will be through the AASHTO pooled-fund voluntary assessment for Member States Agencies and fees from any Government Agency or Organization and Industry Members. Revenues received from Member State Agencies through the AASHTO Voluntary Contribution process will be held by the AASHTO and dispersed as required for operation of the SEBPP through its contractor, the NCPP. Non- AASHTO Agency memberships, registration fees, exhibitor fees, or funds received for purposes consistent with SEBPP programs, operations and functions will be managed by the NCPP and dispersed for the operation and programs of the SEBPP.

SECTION 3. Expenditures.

Partnership generated funds will be managed and administered by the NCPP and expenditures shall only be for the purposes related to the SEBPP goals. The NCPP shall be accountable to the Steering Committee in these matters.

SECTION 4. Budget.

A preliminary budget, reflecting a proposed work program for the implementation of SEBPP goals, shall be submitted by the NCPP 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 SEBPP account managed by the NCPP shall be subject to audit under the procedures of Michigan State University.