

**SOUTHEASTERN STATES PAVEMENT ASSOCIATION
(SESPA)
CHARTER AND BYLAWS**

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ARTICLE 1 - ORGANIZATION NAME

The organization shall be officially known as the “**Southeastern States Pavement Association (SESPA).**” Informally, the organization may also be referred to as SESPA.

ARTICLE 2 - DEFINITION AND OBJECTIVES

SECTION 1. DEFINITION

The SESPA is a non-profit association of public transportation organizations with common interests and responsibilities in the effective and systematic design, preservation and long-life performance of pavements in public roads.

SECTION 2. OBJECTIVES

The objectives of the SESPA are:

- a) To serve as an open educational forum for member organizations with an interest in the sharing of information and experience on the selection, implementation, and effective use of pavement management, pavement design and related technologies;
- b) To assist members in keeping abreast of information regarding pavement management, pavement design and pavement preservation technical issues and to maintain a robust and effective communication channels between SESPA members;
- c) To maintain a mechanism for establishing, and communicating to the SESPA members future developments and enhancements of pavement management, pavement design and pavement preservation technology, with the objective of ensuring the effective and efficient management of their pavement programs;
- d) To provide a common forum for open exchange of ideas that enhances member knowledge of pavement management, pavement design and pavement preservation technology and cutting edge state-of-the-practice;
- e) To promote participation in the pavement preservation partnerships that are organized by the National Center for Pavement Preservation.

SECTION 3. GOALS

In order to achieve the stated objectives of the SESPA, the following goals are hereby adopted:

- a) Conduct an annual meeting that will serve as a forum to obtain and share the latest developments in the areas of pavement management, pavement design and pavement preservation;
- b) Promote the use of the latest pavement design, pavement management and pavement preservation techniques in the member's transportation organizations;
- c) Work with transportation organizations in the development and implementation of cost-effective pavement design, pavement management and pavement preservation procedures;
- d) Establish and maintain an Internet site that will serve as a platform to disseminate information about pavement management, pavement design and pavement preservation state-of-the-art and a source to communicate with the pavement community;
- e) Direct pavement preservation education and inquiries to the pavement preservation partnerships.

ARTICLE 3 – ORGANIZATION AND STRUCTURE

SECTION 1. COMPOSITION

The SESPA shall be organized into an Executive Board.

The Board will serve as the policy making body of the SESPA. The Board will consist of a President, Past President, and a Vice-President. No member shall hold more than one Board position at a given time. These individuals shall be elected by the membership at large to one-year terms. In addition to the Executive Board, the SESPA will have an Executive Director who will be appointed by the Board with the approval of the SESPA members. The Executive Board shall be elected annually at the annual SESPA conference by vote of the membership. The Executive Board shall meet at the annual conference.

SECTION 2. POWERS

Subject to any limitations in these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of the SESPA, the activities and affairs of the SESPA shall be conducted by or under the direction of the Executive Board.

SECTION 3. DUTIES

It shall be the duty of the Board Members to:

- a) Perform any and all duties imposed or authorized by these Bylaws.
- b) Meet at such times and places as required by these Bylaws.
- c) Require that all members register their names and addresses with the Executive Director of the SESPA, and notices of meetings mailed to them at such addresses shall be valid notices thereof.
- d) Convene a general meeting of the membership annually.

SECTION 4. TERMS OF OFFICE

Each officer shall hold annual office from the last day of the SESPA annual conference through the election of the new board members during the following year's conference.

SECTION 5. COMPENSATION

Members of the Executive Board except the Executive Director shall serve without compensation. The Executive Director will be compensated only for valid travel expenses related to the annual conference at either the going State or Federal per diem rate for the area of travel. This compensation shall be approved by the Executive Board.

SECTION 6. PLACE OF MEETINGS

Board meetings shall be held at such time and place as the Board shall determine. Meetings may be conducted by telephone conference, videoconferencing, and similar means provided that unanimous consent of all members of the Board has been obtained.

SECTION 7. QUORUM FOR BOARD MEETINGS

A quorum shall consist of Majority of the Board Members. Except as otherwise provided in these Bylaws. The Board shall not transact business unless a quorum is present.

SECTION 8. CONDUCT OF MEETINGS - ROBERT'S RULES OF ORDER

Meetings of the Executive Board shall be presided over by the President or, in his or her absence, by the Vice President. Robert's Rules of Order shall govern meetings as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws.

SECTION 9. ACTION BY WRITTEN CONSENT IN LIEU OF MEETING

The Board shall have the authority to take action by unanimous written consent without a meeting. Decisions arrived at in this manner shall not take effect until the course of action has been documented and signed by all members of the Board.

SECTION 10. RESIGNATIONS

Any Board member may resign at any time by giving written notice to the Executive Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Provided that reasonable advance notice has been given, vacancies thus occurring may be filled for the remaining unexpired term by a vote of the full membership at a special meeting or mail-in balloting.

SECTION 11. NON-LIABILITY OF BOARD MEMBERS

Board members shall not be personally liable for the debts, liabilities, or other obligations of the SESPA.

ARTICLE 4 - OFFICERS

SECTION 1. NUMBER OF OFFICERS

The Officers of the SESPA shall be a President, Past President, Vice President, and Executive Director.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any individual employed or formerly employed by a member organization may serve as an Officer or Executive Director of this SESPA. The members shall elect officers annually.

SECTION 3. DUTIES OF PRESIDENT

The President shall be the Chief Executive Officer of the SESPA and shall, subject to the control of the Executive Board, supervise and control the affairs of the SESPA and the activities of the officers; and serve as signing official for all the official business of the SESPA. He or she shall perform all duties incident to the office and such other duties as may be required by law or these Bylaws, or prescribed by the Executive Board.

SECTION 4. DUTIES OF VICE PRESIDENT

In the absence of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President shall also perform such other duties as may be prescribed by the Board or by these Bylaws.

SECTION 5. DUTIES OF PAST PRESIDENT

The Past President shall serve as senior advisor to the other members of the Executive Board. In the event of the resignation of the President and Vice President, the Past President will perform all the duties of the President and Vice President as may be prescribed by the Board or by these Bylaws until their replacements are elected by a majority vote of the members of the SESPA.

SECTION 6. DUTIES OF EXECUTIVE DIRECTOR

The Executive Director shall:

- a) Maintain the official copies of these Bylaws and such other official documents as the Board may designate;
- b) Maintain a record of minutes of all meetings of the Board, and General Membership Meetings;
- c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- d) Be custodian of the records of the SESPA;
- e) Keep a membership listing containing the name and address of members;
- f) Upon request, exhibit at a reasonable time, to any member of the Executive Board, or member of the SESPA, the Bylaws, the membership listing, the financial records, and the minutes of the proceedings of the SESPA;
- g) Take charge and custody of, and be responsible for, all moneys and securities of the SESPA, and deposit all such moneys in the name of the SESPA in such banks, trust companies, or other depositories as shall be selected by the Executive Board;
- h) Receive, and give receipt for, moneys paid to the SESPA from any source whatsoever;

- i) Disburse, or cause to be disbursed, moneys of the SESPA as directed by the Executive Board, taking proper vouchers for such disbursements;
- j) Keep and maintain adequate and correct accounts of the SESPA's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- k) Prepare and submit to the Executive Board at its regular meetings a statement of transactions and a summary of the financial condition of the SESPA.

SECTION 6. FUNDS MANAGEMENT

The SESPA shall neither incur debt nor accumulate funds except on a temporary basis as may be necessary to plan and conduct its official meetings and events and to pay for expenses or make hotel contract deposits associated therewith. Appropriate participation fees shall be collected so as to be self-supporting at each individual event sponsored by the SESPA.

ARTICLE 5 - MEMBERS

SECTION 1. MEMBERSHIP

- a) Full membership in the SESPA with full voice and voting rights shall be open to the state transportation agencies in the states of Alabama, Arkansas, Delaware, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia and West Virginia.
- b) Membership participation shall be administered on an organizational basis. For membership purposes, a governmental agency shall be treated as a single member. Except as expressly provided in or authorized by the Bylaws of the SESPA, all individuals belonging to member organizations shall have the same rights, privileges, restrictions and conditions. The intent is that all organizations which are members of the SESPA will have an equal opportunity to participate in its decision making process, without regard to the number of persons which each may be able to send to a particular SESPA function.
- c) Associate (voice, non-voting) membership in the SESPA shall be open to any **public** agency that does not qualify for full membership such as FHWA.

SECTION 3. MEMBERSHIP RECORD

The record of names and addresses of the members of this SESPA shall constitute the membership listing of the SESPA and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest in the SESPA. Membership listings are confidential information and may be released only with the approval of the Executive Board.

SECTION 4. TERMINATION OF MEMBERSHIP

Grounds for termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- 1) Upon his or her notice of resignation delivered to the President or Executive Director of the SESPA personally or by mail;
- 2) Upon a majority vote by the Executive Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the SESPA. The Board action must be ratified by a majority vote of the general membership to be actionable.

ARTICLE 6 - MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held in such place or places within the Continental United States as the Executive Board may designate. Preference will be given to states and provinces in which the central transportation agency maintains an active membership in the SESPA and is willing to sponsor meetings.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually at the time and place designated by the Executive Board for the purpose of electing officers and transacting other business as may come before the meeting.

SECTION 3. QUORUM

A quorum shall consist of at least fifty percent (50%) of the members of the SESPA. Proxy votes will be counted towards fulfillment of this requirement.

SECTION 4. ELECTION AND VOTING

Each member organization is entitled to one vote on each matter submitted to a vote by the members. Voting at a duly held meeting shall be by voice or electronic vote. . Absent members may assign their voting rights to a member in attendance by executing a notarized letter of proxy or notifying the Executive Director.

SECTION 5. REGULAR MEETINGS OF THE MEMBERS

Regular meetings of the members shall be held at the time and place selected by the Executive Board.

SECTION 6. SPECIAL MEETINGS OF THE MEMBERS

The President or Executive Board may call special meetings of the members. In addition, special meetings of the members, for any lawful purpose, may be called by twenty-five percent (25%) or more of the members.

SECTION 7. NOTICE OF MEETINGS

Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given to each member by the Executive Director of the SESPAs, or by other means of communication not less than 45 days before the date of the meeting. If members call a special meeting, the request for the meeting shall be submitted to the President or other Board member in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by mail. The Officer or Director receiving the request shall promptly cause notice to be given to the members stating the purpose and date of the meeting. The date shall be fixed by the Board and shall not be less than thirty-five (35) or more than ninety (90) days after the receipt of the request.

SECTION 8. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present at a duly held meeting at which a quorum is present is the act of the members, unless the law or these Bylaws require a greater number.

ARTICLE 7 - EXECUTION OF INSTRUMENTS

SECTION 1. EXECUTION OF INSTRUMENTS

The Executive Board, except as otherwise provided in these Bylaws, may authorize any officer, executive director or agent of the SESPAs to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the SESPA, and such authority may be general or confined to specific instances. Unless so authorized, no officer, director, agent, or employee shall have any power or authority to bind the SESPA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. GIFTS

The Executive Board shall not accept, on behalf of the SESPA, any contribution, gift, or bequest for the educational purposes of the SESPA.

ARTICLE 8 - ANNUAL REPORT

SECTION 1. ANNUAL REPORT

The Executive Director shall prepare an Annual Report not later than one hundred and twenty (120) days after the close of the SESPA's fiscal year. Copies shall be presented in writing to the Officers of the SESPA and all the Member States at the Annual Meeting or another location or method as directed by the Executive Board. Said report shall contain the following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the SESPA as of the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c) The revenue or receipts of the SESPA both unrestricted and restricted to particular purposes, for the fiscal year;
- d) The expenses or disbursements of the SESPA, for both general and restricted purposes, during the fiscal year;

ARTICLE 9 - CODE OF ETHICS

SECTION 1. CODE OF ETHICS

No member of the SESPA may represent the SESPA without the expressed consent of the Executive Board.

ARTICLE 10 - AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a two-thirds majority vote of members at a meeting where a quorum is present.

SECTION 2. FILING AMENDMENTS

Any such amendments shall be recorded and signed by the President certifying the action taken and the date. Said amending document shall be attached to these original Bylaws and permanently filed.

ARTICLE 11 - CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION

No member, officer, director, employee, or other person connected with the SESPA, or any private individual, shall receive at any time any of the net earnings or profit from the operations of the SESPA.

ARTICLE 12 - CERTIFICATE OF BYLAWS ADOPTION

We, the undersigned, are all of the persons named as the initial members and Directors of the SESPAs. Pursuant to the authority granted by these Bylaws to take action by unanimous written consent without a meeting, we hereby consent to and do adopt the foregoing Bylaws, consisting of thirteen (13) pages, as the Bylaws of this SESPAs.

Directors of the SESPAs	Date
Mark Evans, President	
Bruce Dietrich, Past President	
Thomas J. Shea, Vice-President	
John Dade, Executive Director	