



## **BYLAWS AND OPERATING GUIDELINES**

**As Amended October 28, 2009**

### **ARTICLE I. NAME**

The name of this association shall be the "Rural Planning Organizations of America" or "RPO America," hereinafter referred to as the Association. The Association is established as a voluntary, non-profit professional association formed under the sponsorship of the National Association of Development Organizations (NADO) and its non-profit training and research affiliate, the NADO Research Foundation.

### **ARTICLE II. PURPOSE AND DUTIES**

The Association shall serve as the national professional organization for planners, practitioners and policy officials involved in the field of rural transportation planning and development. The primary duties of the Association are:

- A. To provide information, education, peer networking and research initiatives aimed at enhancing the professional and organizational development of rural transportation planning professionals, policy officials and stakeholders.
- B. To provide a forum for the exchange of information among individuals involved in the planning and development of the nation's rural transportation infrastructure and systems.
- C. To promote the cooperation and coordination among Association members and to improve the dialogue with other agencies and organizations, including federal, state, regional, local and private sector interest groups.
- D. To conduct activities aimed at educating federal, state and local officials, in addition to other public and private sector entities, about the accomplishments, purpose and responsibilities of rural transportation planning organizations and related entities.
- E. To develop and promote research and information sharing of the best practices, activities, trends and issues involving rural transportation planning, development, safety and operations.
- F. To advise the National Association of Development Organizations and its leadership, membership and management on matters of appropriate program operation and policy.
- G. To undertake other programs, projects and initiatives deemed appropriate.

**ARTICLE III. MEMBERSHIP**

**Section 1: Eligibility for Full Membership**

Membership in the Association shall consist of the dues paying organizations of the National Association of Development Organizations (NADO). Representatives to this Association shall be designated to serve in this capacity by the Executive Director of the member organization. The Association may require the payment of additional dues for membership and services, subject to the formal approval of the NADO Board of Directors and the affirmation of NADO membership.

**Section 2: Eligibility for Associate Membership**

Associate membership in the Association shall be open to other professional affiliates such as state transportation agencies, local governments, transportation user and stakeholder organizations, university centers, transportation consultants and other related interests that do not qualify as regional development organizations under the NADO bylaws. Associate membership in the Association shall consist of the dues paying Associate and Sustaining Associate organizations of NADO.

**Section 3: Voting Rights**

Each full member shall have only one voting representative to the Association. Said representative shall be designated by the executive director or chief executive officer of the member organization. Associate members shall serve in a non-voting capacity.

**ARTICLE IV. FINANCIAL AND OPERATION MATTERS**

- A. The annual budget and finances of the Association shall be managed by NADO. The operating fiscal year shall be from January 1 to December 31.
- B. The main office of the Association shall be in the District of Columbia at the NADO office. NADO shall provide the staff support for the Association.
- C. NADO shall maintain and be the depository of the Association's records including but not limited to agendas, minutes of meetings, official correspondence, budgets and other official corporate records.

**ARTICLE V. OFFICERS**

**Section 1: Steering Committee**

The officers and Steering Committee of the Association shall consist of a Chair, Vice-Chair and Secretary elected at the annual business meeting and installed immediately following the election. Officers of the Association must be a representative of a dues-paying full member of NADO. The non-elected officer position of Treasurer shall be the Executive Director of NADO. Members of the NADO Executive Committee and the Chair and Vice-Chair of the NADO

Transportation Task Force shall serve as ex-officio voting members of the Association's Steering Committee.

**Section 2: Duties**

- A. Chair – The Chair shall be the presiding officer of the Association and an ex-officio voting member of all committees. The Chair shall be available to consult with the members on Association matters between meetings; shall appoint committees as necessary; shall generally represent the interests of the Association at NADO meetings and before related associations, agencies and organizations. The Chair shall also serve as a liaison with NADO's Board of Directors, Transportation Task Force and management.
- B. Vice-Chair – The Vice-Chair shall fulfill the duties of the Chair in the event of the Chair's absence or disability. The Vice-Chair shall undertake any duties assigned by the Chair.
- C. Secretary – The Secretary shall be responsible for the minutes and records of the Association, notifying members of the Association of meetings, and overseeing the annual election process. The duties of the Secretary may be assigned in all or in part to an Assistant Secretary if directed by the Chair.
- D. Treasurer – The Treasurer shall be the Executive Director of NADO and shall be responsible for maintaining and tracking all assets, funds and fiscal records of the Association.

**Section 3: Term of Office**

The officers shall serve for a two-year term or until their successors are elected. A member may serve a maximum of two consecutive terms in the same office.

**Section 4: Vacancies**

If a vacancy occurs in the office of Chair, the Vice-Chair succeeds to the office of Chair for the remainder of the term. If a vacancy occurs in the office of Vice-Chair, the Secretary succeeds to the office of Vice-Chair for the remainder of the term. A vacancy in the office of the Secretary shall be filled by special election at the Association's next annual business meeting or in a special circumstance by appointment of the Chair, in consultation with the President of NADO.

**ARTICLE VI. NOMINATIONS AND ELECTIONS**

**Section 1: Nominations**

- A. There shall be a nominating committee consisting of seven full members, including three at-large representatives appointed by the Chair, the Transportation Task Force Chair of NADO and three at-large representatives appointed by the NADO President.
- B. The nominating committee shall prepare a slate of officers for the vacancies to occur at the close of the next annual business meeting.

- C. The Secretary shall distribute the slate of nominees to voting member organizations' representatives at least 15 days prior to the annual business meeting.

**Section 2: Elections**

- A. Elections shall be held every two years as an item of new business during the annual business meeting.
- B. Nominations may be made from the floor by a voting member representative provided the person nominated agrees to serve, if elected, and there is a second to the nomination by another voting member representative.
- C. Representatives of voting member organizations must be present and voting shall be by voice vote, show of hands, paper ballot or other methods deemed appropriate by the presiding officer. Proxies shall not be allowed.

**ARTICLE VII. NATIONAL RPO COUNCIL OF PEERS**

**Section 1: Purpose**

The Association shall have a National RPO Council of Peers to provide advice, input and counsel to the Steering Committee of the Association, along with the NADO Board of Directors and NADO Transportation Task Force.

**Section 2: Members and Organization**

Members of the Council shall be appointed by the President of NADO, with the advice and consent of the NADO Board of Directors, for two-year terms, without term limitations. Each Council member must be a representative of a dues-paying full or associate member of NADO. The Association's Steering Committee shall serve as the executive leadership of the Council. The Council shall meet at least annually in conjunction with the National Rural Transportation Peer Learning Conference or at the call of the Chair. The operations of the Council shall follow *Robert's Rules of Order Revised*.

**Section 2: Position Statements**

The Council may draft and recommend policy statements, white papers and position statements related to rural transportation planning and development issues for consideration by the NADO Board of Directors. After adoption by at least two-thirds majority expression of support by the Council, a formal transmittal expressing such position shall be forwarded from the Council to the Association membership for consideration and action, and if approved, forwarded to the NADO Board of Directors for final consideration and action.

**Section 3: Committees**

Committees shall be appointed to serve a specific purpose as designated by the Council with the Committee Chairperson appointed by the Association Chair.

## **ARTICLE VIII. MEETINGS**

### **Section 1: Annual Business Meeting**

The annual business meeting of the Association and the election of officers shall be held at the annual National Rural Transportation Peer Learning Conference unless this presents undue hardship.

### **Section 2: Special Meetings**

Special meetings of the Association may be called by the Chair or by the Secretary upon written request by one-third of the voting members of the Association. Such special meetings shall be held at the time and location as stated in the call.

### **Section 3: Notices of Meetings**

Notices of any meetings of the Association shall be in writing and shall set forth the date, time and location of the meeting. Such notices may be transmitted via mail, email and/or facsimile by the Chair not fewer than thirty days before each meeting. Notices of the meetings shall be provided in a timely manner to the NADO Board of Directors.

### **Section 4: Quorum**

At any annual or special meeting of the Association, the presence of one-third of the voting members shall constitute a quorum for the transaction of business, unless stated otherwise in the bylaws. Representatives, including voting delegates, may participate via conference call or any other advanced technological means. A majority vote of those present shall decide the issue, unless otherwise specified in the bylaws.

### **Section 5: Procedures**

The Chair shall rule on all procedural matters not specifically covered in these bylaws and *Robert's Rules of Order Revised* shall govern on all matters of parliamentary procedure.

### **Section 6: Voting**

Each full member organization shall have one vote on every question presented to the members at the annual business meeting or at a special meeting. The vote may be cast by a representative designated by the executive director of the NADO member organization, including board members, executive director or staff representatives. Voting on any matter may be conducted by mail, unless otherwise specified in the bylaws. Mail ballots shall bear the signature of the member organization's Executive Director or Chief Executive Officer.

**ARTICLE IX. AMENDMENTS TO ORGANIZATIONAL GUIDELINES**

These organizational guidelines may be amended by a simple majority vote of the members at the Annual Business Meeting or a special meeting called by the Chair when due notice of the proposed bylaws amendment has been given to all members and the NADO Board of Directors thirty days prior to the call for vote. Such adopted amendment(s) shall be forwarded to the NADO Board of Directors for review and approval before becoming effective.