



BYLAWS AND OPERATING GUIDELINES

Proposed May 2017

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 purpose of this Association is to provide a structure through NADO, under which regional planning and development organizations may work together in cooperation with state and federal government officials in devising and implementing effective policies and programs whose principal objectives are to improve regional economies, strengthen local governments, and improve both the quality of life and the access to economic opportunity for all residents.

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 multimodal 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, as well as the significance of safe rural connectivity to metropolitan regions, essential services, and freight gateways.

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- 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.

Associate members of NADO may apply for full membership in RPO America by payment of dues to RPO America. Membership dues for the organization shall be approved by the general membership at the Business Meeting and by the NADO Board of Directors.

Membership in RPO America shall continue until: (a) withdrawn by written notice; (b) failure of member to pay any portion of NADO membership dues and any required RPO America dues within 90 days after receipt of a notice of dues payment, or (c) merger or dissolution of member organization.

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.

Associate membership in RPO America shall continue until: (a) withdrawn by written notice; or (b) failure of member to pay NADO Associate or Sustaining Associate membership dues within 90 days after receipt of a notice of dues payment; or (c) merger or dissolution of member organization.

Section 3: **Voting Rights**

Each full member shall have only one voting representative to the Association and have one vote on every question presented to the members at the periodic business meeting or at a special meeting. The vote may be cast by a representative designated by the executive director or chief executive officer of the NADO member organization. The representative may include board members, executive director, or staff representatives. ~~Alternate voting members may be designated in the same manner as each voting member if the designated voting member is not~~

Commented [CK1]: Two sections in different articles in the original bylaws addressed voting. This has been consolidated into one section.

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able to vote. Associate members shall serve in a non-voting capacity, unless a NADO associate member organization upgrades to full membership in RPO America as described in Article III.1. Voting on any matter may be conducted by mail or electronic voting, unless otherwise specified in the bylaws. Mail ballots shall bear the signature of the member organization's Executive Director or Chief Executive Officer.

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, or of an associate member of NADO that has upgraded to full membership in RPO America. The non-elected officer position of Treasurer shall be the Executive Director of NADO. The NADO Executive Committee shall appoint one of its members to serve as an ex-officio voting member 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 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.

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¶ 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.¶

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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 five full members, including two at-large representatives appointed by the Chair, 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 business meeting.
- C. The Secretary shall distribute the slate of nominees to voting member organizations’ representatives at least 15 days prior to the business meeting.

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Section 2: Elections

- A. Elections shall be held every two years as an item of new business during the 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.

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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 regarding information sharing and development of policy analysis and positions.

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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 periodically in conjunction with the National Regional Transportation Conference or at the call of the Chair. The operations of the Council shall follow Robert's Rules of Order Revised.

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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

Special and regular committees shall be appointed to serve a specific purpose as designated by the Council, with the Committee Chairperson appointed by the Association Chair. The Committee Chairperson's duties include calling the members together for meetings; determining meeting agendas; presiding over meetings; and ensuring that outcomes, actions taken, or recommendations put forth by the committee are referred to the National RPO Council of Peers for appropriate action. Committees will terminate upon completion of all assignments or until reconstituted. Committee members shall be selected through open nomination, nomination by the Association Chair, or appointment by the Association Chair.

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ARTICLE VIII. MEETINGS

Section 1: Periodic Business Meeting

A periodic business meeting of the Association and the election of officers shall typically be held annually at the National Regional Transportation Conference unless this presents undue hardship.

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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 ~~made to the membership~~ and shall set forth the date, time and location of the meeting ~~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.

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Section 4: Quorum

At any annual or special meeting of the Association, the presence of ~~ten percent~~ 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.

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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.

ARTICLE IX. AMENDMENTS TO ORGANIZATIONAL GUIDELINES

These organizational guidelines may be amended by a simple majority vote of the members at the ~~periodic~~ 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.

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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.
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