



BYLAWS AND OPERATING GUIDELINES

ARTICLE I. NAME

The name of this Association shall be the “**Rural Regional** Planning Organizations of America” or “RPO America”. RPO America is established as a voluntary, nonprofit professional association formed under the sponsorship of the National Association of Development Organizations (NADO) ~~and its nonprofit training and research affiliate, the NADO Research Foundation.~~

ARTICLE II. PURPOSE AND DUTIES

RPO America shall serve as the national professional organization for planners, practitioners and policy officials involved in the field of rural and small metropolitan area transportation planning and development. The purpose of RPO America 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 **laws**, policies and programs whose principal objectives are to improve **transportation infrastructure, expand** 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 RPO America are:

- A. To provide information, education, ~~peer networking~~ and research initiatives aimed at enhancing the professional and organizational development of rural and small metropolitan 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 multimodal rural and small metropolitan transportation infrastructure and systems.
- C. To promote the cooperation and coordination among RPO America 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 and small metropolitan 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 and small metropolitan transportation planning, development, safety, and operations, as well as the significance of safe rural connectivity to metropolitan regions, essential services, and freight gateways.
- F. To advise **NADO** ~~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. **RPO AMERICA MEMBERSHIP**

Section 1: Eligibility ~~for Full Membership~~

Membership in RPO America shall consist of the dues-paying organizations of **NADO**. ~~the National Association of Development Organizations. (NADO)~~ Representatives to RPO America shall be designated to serve **in this capacity** by the Executive Director of each ~~full~~ NADO member organization. RPO America 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 or Sustaining Associate members of NADO may apply for full membership in RPO America by payment of dues to NADO as the fiscal agent of RPO America. Membership dues for Associate or Sustaining Associate NADO members to RPO America shall be recommended by the general membership at the Business Meeting portion of an Annual Meeting and formally approved 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 RPO America Associate Membership~~

~~Associate membership in RPO America 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. Dues-paying Associate and Sustaining Associate organizations of NADO are considered Associate members of RPO America~~

~~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 2: Voting Rights

Each ~~full~~ NADO ~~dues-paying~~ member shall have ~~only~~ one voting representative ~~to RPO America~~ and ~~have~~ one vote on every question presented to the members at the ~~Annual Business Meeting~~ ~~portion of the Annual Meeting~~ or at any ~~called Business or~~ Special Meeting. The vote may be cast by a representative designated by ~~the NADO~~ ~~each~~ member organization. ~~Associate members shall be represented in a non-voting capacity, unless a NADO Associate or Sustaining 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. A roll of those members present and voting by other approved means shall be kept by the RPO America Secretary.

ARTICLE IV. FINANCIAL AND OPERATION MATTERS

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

ARTICLE V. OFFICERS

Section 1: RPO America Executive Committee

The ~~officers and elected RPO America~~ Executive Committee ~~officers of RPO America~~ shall consist of a Chair, Vice-Chair and Secretary elected at ~~the~~ every ~~even-numbered~~ Annual Business Meeting and installed immediately following the election. ~~An Officers of RPO America~~ must be a ~~representative of a dues-paying full member of member of~~ NADO, ~~or of an a Associate, or Sustaining Associate member of NADO that has upgraded to full membership in RPO America and the National RPO Council of Peers.~~ The non-elected officer position of Treasurer shall be the Executive Director of NADO or his/her designee. ~~The NADO President shall appoint a member of the NADO Executive Committee to serve as an ex-officio non-voting member of the RPO America Executive Committee to liaise between the NADO Executive Committee and the RPO America Executive Committee.~~

Section 2: Duties

- A. Chair – The Chair shall be the presiding officer of RPO America and an ex-officio voting member of all committees. The Chair shall be available to consult with the members on RPO America matters between meetings; shall appoint committees as necessary; shall generally represent the interests of RPO America 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 RPO America, notifying members ~~of RPO America~~ of meetings, maintaining **attendance** rolls ~~of those present at meetings where~~ when votes take place, **and initiating 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 or his/her designee 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. Terms coincide with the dates of the Annual **Business Meeting**. A member may serve a maximum of two consecutive **elected** terms in the same office **in addition to any time served due to a vacancy succession.**

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 **at the next Annual Business Meeting, by special meeting, election at RPO America’s next Annual 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 **RPO America** Chair, and three at-large representatives appointed by the NADO President. **Executive Committee officer candidates shall not be appointed to the Nominations Committee.**

- B. The Nominating Committee shall prepare a slate of officers for the vacancies not less than ~~30~~ **15** days before the next Annual **Business** Meeting.
- C. The Secretary shall distribute the slate of nominees to ~~voting RPO America members organizations' representatives~~ **voting RPO America members** at least 15 days prior to the Annual **Business** Meeting.

Section 2: Elections

- A. Elections shall be held every ~~two even-numbered year years~~ **two even-numbered year years** as an item of new business during the **Annual** Business Meeting ~~as part of the Annual meeting~~.
- B. The Nominating Committee report will be presented to the members present. Nominations may also 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 ~~s~~ deemed appropriate by the presiding officer. Proxies shall not be allowed. A roll of members present will be kept by the RPO America Secretary.

ARTICLE VII. NATIONAL RPO COUNCIL OF PEERS

Section 1: Purpose

Due to the size of the membership and the national scope, RPO America shall have a permanent standing committee known as the National RPO Council of Peers. The role of this committee is to provide advice, input, and counsel to the ~~Executive Committee of~~ RPO America **Executive Committee**, along with the NADO Board of Directors regarding information sharing and development of policy analysis and positions.

Section 2: Members and Organization

- A. Members of the **National** RPO Council of Peers shall be appointed by the **NADO** President ~~of NADO~~, with the advice and consent of the NADO Board of Directors, ~~for two-year terms,~~ without term limitations. **Unless approved by the NADO President with the advice and consent of the NADO Executive Committee,** ~~No~~ no more than two representatives ~~will~~ **shall** be ~~nominated~~ **appointed** from each state. Each RPO **National** Council of Peers member must be ~~representative of~~ **representative of** a **RPO America member or an appointed Ex Officio member as outlined in Article VII.2.B.** ~~dues-paying full or Associate or Sustaining Associate member of NADO.~~ ~~The~~ RPO America's ~~s~~ Executive Committee shall serve as the executive leadership of the **National RPO** Council of Peers. The **National RPO** Council of Peers shall meet **at least annually**

~~periodically at in conjunction with~~ the National Regional Transportation Conference ~~or and~~ **potentially for special meetings** at the call of the Chair either virtually or in person. The operations of the Council shall follow *Robert's Rules of Order Revised*.

- B. Ex Officio membership shall be open to professional affiliates who are not NADO members but whose knowledge and expertise would provide value to the work of the National RPO Council of Peers. Such affiliates may include state and federal transportation agencies, local governments, transportation user and stakeholder organizations, university centers, and transportation consultants. National RPO Council of Peers Ex Officio membership shall be recommended by the RPO America Chair with the advice and consent of the RPO America Executive Committee officers and approved by the NADO President. Ex Officio members shall serve in a non-voting capacity and shall not be eligible to serve as officers of the RPO America Executive Committee.**

Section 2-3: Position Statements

The **National RPO** Council of Peers may draft and recommend **transportation** policy statements, **and position white papers, and position statements related to rural and small metropolitan transportation planning and development issues** for consideration by the NADO Board of Directors. After a majority vote in support by the **National RPO** Council of Peers, a formal transmittal expressing such a position shall be forwarded ~~from the Council of Peers to the RPO America membership for consideration and action, and if approved, forwarded to the~~ NADO Board of Directors for final consideration and action.

Section 3-4: Committees

Special and regular committees shall be appointed to serve a specific purpose as designated by the **National RPO** Council of Peers, with the Committee Chairperson appointed by the RPO America 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 **or RPO America Executive Committee** 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 RPO America Chair,~~ or appointment by the RPO America Chair **with the advice and consent of the RPO America Executive Committee.**

ARTICLE VIII. MEETINGS

Section 1: Annual Business Meeting

An Annual Business Meeting of RPO America shall be held ~~annually~~ at the National Regional Transportation Conference. ~~Other Business Meetings shall be called by the RPO America Chair as needed with at least ten days notice and with cooperation and assistance from NADO staff.~~ A roll of members present both in person and virtually shall be taken at every meeting.

Section 2: Special Meetings

Special Meetings of RPO America may be called by the Chair. ~~or by~~ The Secretary may call a Special Meeting upon written request by one-third of the voting members of RPO America. Such Special Meetings shall be held either virtually or in person at the time and location as stated in the call and require ~~30~~ 15 days notice to the ~~Council of Peers~~ members ~~hip~~. A roll of ~~attendees~~ members present both in person and virtually ~~and in person~~ shall be taken at every meeting.

Section 3: Notice of Annual Business Meeting

Notice of RPO America Annual Business Meetings ~~of RPO America~~ shall be made to the members ~~hip and shall~~ setting forth the date, time and location ~~of the meeting~~ not fewer than ~~thirty~~ 30 days before each meeting. ~~Notices of the meetings shall be provided at the same time to the NADO Board of Directors.~~ No more than one Annual Business Meeting will be held during ~~a the same~~ fiscal year ~~from July 1 through June 30.~~

Section 4: Quorum

At any Annual Business or Special Meeting of ~~the~~ RPO America ~~properly advertised for at least 30 days~~, the voting members present 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. The RPO America Secretary is responsible for keeping a roll of those present and those participating via alternate approved means. A majority vote of those present shall decide ~~the an~~ 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.

ARTICLE IX. AMENDMENTS TO ORGANIZATIONAL GUIDELINES

These organizational guidelines may be amended by a simple majority vote of the members at the ~~periodic~~ **Annual** Business Meeting or a **Special Meeting** ~~called by the Chair~~ when due notice of the proposed bylaws amendment has been given to all **RPO America** members and the NADO Board of Directors **15** ~~30~~ 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.

Adopted June 29, 2006.

Amended October 28, 2009.

Amended September 12, 2017.

Amended July 30, 2024