

PROJECT USERS GROUP CONSTITUTION

ARTICLE I - NAME

The name of this organization shall be Project User Group, hereinafter called the Users Group.

ARTICLE II - ORGANIZATION

This Users Group is organized as and will always remain a not-for-profit organization. We are incorporating by reference into this Constitution all guidelines for users groups, which are set by the American Association of State Highway and Transportation Officials in their "Cooperative Computer Software Policies, Guidelines and Procedures". Any additions, corrections or deletions to these guidelines will be adhered to.

ARTICLE III - OBJECTIVES

The objectives of the Users Group are:

- ❖ To provide a forum for a unified voice to direct the course of Project, hereinafter called the products, or any products, which may supersede these products.
- ❖ To provide cooperative technical support of the products.
- ❖ Provide input to the Project Management Task Force on product effectiveness, product deficiencies, and needed product enhancements.
- ❖ Define product training and support needs.
- ❖ Prioritize maintenance, enhancements, and support needs.
- ❖ Submit recommendations to Project Management Task Force.

ARTICLE IV - MEMBERSHIP

Section 1 Member

A MEMBER may be a state or national level government agency which licenses the product, or products from AASHTO, Inc. either directly or via AASHTO Inc. approved sublicense. Failure to renew the annual license will result in forfeiture of membership in the Users Group and removal from the mailing list.

Each MEMBER is entitled to a single vote on enhancements, maintenance, support and any other issues concerning the product. Only one of its representatives can hold a single office as defined in Article V, Section 1.

Section 2 Charter Members

CHARTER MEMBERS in the Users Group shall be those licensed with the product at the end of the February 1988 TRNS•PORT Users Group Conference. CHARTER MEMBERS shall not be required to pay an initiation fee.

Section 3 Members and officers

Members and officers of the existing Project Users Group shall be considered the name of this organization shall be Project User Group, hereinafter called the Users Group.

Section 4 Requests

Requests for membership as MEMBER after approval of the Constitution and By-Laws shall require a simple majority vote of the Board of Directors for approval. Poll of the Board of Directors shall be by the Chair.

Section 5 Associate

Associate membership (ASSOCIATE) shall be open to any organization who is interested in and supports the products or an agency, other than a state or national level government agency, which licenses the product, or products from AASHTO, Inc. either directly or via an AASHTO Inc. approved sublicense. Application for ASSOCIATE membership shall be approved or denied by a simple majority vote of the Board of Directors. (ASSOCIATES have no voting rights, nor are they eligible for any offices of the Users Group).

Section 6 Member

MEMBER organizations shall designate an Official Representative empowered to cast votes for the MEMBER. In the event, the Official Representative is not present to cast a vote when called; the MEMBER can designate in writing to the Chair an individual empowered to cast a Proxy vote. Designation of Official Representatives, except in holding office, is meant to be freely transferable by the MEMBER. ASSOCIATES shall designate a representative to receive correspondence of the organization.

Section 7 Withdrawn

Membership may be withdrawn by a majority vote of the MEMBERS for inactivity or upon evidence of the intent to misuse membership or failure to comply with the provisions of this Constitution and By-Laws.

Section 8 Inactivity

Inactivity of a MEMBER or an ASSOCIATE shall be assumed if two (2) years elapse without attendance at a Users Group meeting. The attendance requirement may be waived by a majority of present and voting MEMBERS for (a) members outside the continental United States or Canada; (b) upon evidence of unusual travel restrictions; or (c) other extenuating circumstances. Inactivity will result in forfeiture of membership and removal from the mailing list.

Section 9 Misuse

Misuse of membership shall be assumed for any MEMBER or ASSOCIATE that uses the Users Group for any purpose that conflicts with the objectives of the Group, or that attempts to use the floor, the mailings or the mailing lists of the Users Group for the principle purpose of private or corporate gain.

Section 10 Withdrawal

Voluntary or requested withdrawal from the Users Group by a MEMBER or ASSOCIATE organization shall result in complete forfeiture of any membership fees.

Section 11 Reinstatement

A request for reinstatement as a MEMBER shall be carefully considered by the Board of Directors. A two-thirds majority vote by the Board of Directors shall be required for approval. Poll of the Board of Directors shall be by the Chair.

ARTICLE V - BOARD OF DIRECTORS

Section 1 The Governing Body

The governing body of the Users Group shall be a Board of Directors consisting of the Users Group Past Chair, Users Group Chair, Vice Chair, and Secretary-Treasurer. No member of the AASHTO Project Task Force can serve on the Board of Directors. Eligibility to serve, as a Board of Director member will be reserved to the Official Representative appointed by the MEMBER or another person appointed by the member. At no time may a member have more than one person serving on the Board of Directors.

Section 2 Elected

The Vice Chair and Secretary-Treasurer shall be elected by ballot at the Annual Users Group meeting.

Section 3 Filled

The office of the Chair shall be filled by advancement of the previous Vice Chair.

Section 4 The Past Chair

The Past Chair will remain a member of the Board of Directors for the duration of one-year beginning with the elevation of the new Chair at the Annual Project User Group Conference.

Section 5 Quorum

A quorum of fifty percent (50%) of the MEMBERS is required to hold an election. A majority of votes cast by MEMBERS at a meeting shall constitute an election.

Section 6 Vacancy

A vacancy in the office of Chair shall be filled by the Vice Chair. If the Vice Chair fills the vacancy of the Chair at any time other than the end of a term, he or she will finish that term and then continue on his or her regular term the next year. If a vacancy is made in the office of the Vice Chair at any time during a term of office, that position will be filled by the Secretary-Treasurer and the position of the Secretary-Treasurer will be filled by appointment by the Chair until the next election. A vacancy in the office of the Secretary-Treasurer shall be filled by appointment by the Chair.

Section 7 Duties

The duties of the officers shall be as set forth in this Constitution and the Users Group By-Laws. Revision of the duties may be only as a revision of the Constitution or By-Laws.

Section 8 Authorized

The Chair, in addition to the normal duties of the office such as conducting meetings, shall be authorized to sign checks for the group in the absence of the Secretary-Treasurer.

Section 9 The Chair

The Chair shall be the official User Group representative at all functions including the AASHTO Task Force meetings. The Vice Chair shall represent the Users Group in the absence of the Chair. The Chair and the Vice Chair shall adhere to the U.S. General Services Administration rates for determining meals, incidental expenses and mileage reimbursement rates for privately owned automobiles.

Section 10 The Past Chair

The Past Chair shall assist the Chair and the remaining board of Directors and provide continuity throughout the term. Also, supply all files to the upcoming Chair and offer any information and/or explanation required for the smooth transition of the office of Chair.

Section 11 The Vice Chair

The Vice Chair, in addition to the normal duties of the office, shall, upon taking office, audit the accounts and furnish a confidential report to the Chair for approval and submission to the AASHTO Project Manager and the Chairman of the AASHTO Project Task Force within 60 days of the annual Users Group Meeting. Any discrepancies in the accounts reported shall be brought to the attention of the members by the Chair for appropriate legal action. If the Vice Chair was the Secretary-Treasurer in the previous term, the Chair shall appoint an Official Representative to audit the accounts and furnish a confidential report to the Chair.

Section 12 The Secretary-Treasurer

The Secretary-Treasurer shall maintain the minutes and transcribe the proceedings of the annual meetings and receive each member organization's membership fees, if assessed, maintain books of account, give a financial report at the annual meeting, and expend funds as defined in the budget. Any expenditure not defined in the budget must be approved by a majority vote of the Board of Directors. The Secretary-Treasurer shall also be responsible for maintaining lists of all MEMBERS and ASSOCIATES with mailing addresses, records of attendance at meetings, and the name of the designated representative. The Secretary-Treasurer may not allow the use of such lists for commercial purposes. The Secretary-Treasurer shall report, at the Users Group Annual Meeting each year, MEMBERS and ASSOCIATES who are inactive. All MEMBERS are to be furnished a list of MEMBERS, ASSOCIATES, and any other organizations who are licensees of the products, and the particular products each are licensed for.

Upon the completion of the PUG conference agenda, prepare Professional Development Hour (PDH) documentation for PUG conference. The PDH documentation will be given to the host state prior to the PUG conference for distribution at the conference. Attendees will keep track of their qualifying hours at the conference.

Section 13 The Past Secretary-Treasurer

The Past Secretary-Treasurer shall assist the Secretary-Treasurer and the remaining board of Directors and provide continuity throughout the term. Also, supply all files to

the upcoming Secretary-Treasurer and offer any information and/or explanation required for the smooth transition of the office of Secretary-Treasurer.

Section 14 Official meetings

Tentative and final dates/agendas and minutes for all official meetings of the Users Group, including any consensus recommendations from the Users Group relating to the product, shall have copies filed with/transmitted by the Chair to the AASHTO Joint Development Program Director, the Chairman of the Joint Development Task Force, and the Chairman of the AASHTO Project Task Force.

Section 15 The Annual Meeting

The Board of Directors' term of office shall be one year and begin at the close of the Annual Meeting in which they are elected.

Section 16 Objectives

The Users Group Board of Directors is responsible for carrying out the objectives of Article III.

Section 17 Committees

Any of the duties specified in the Constitution and By-Laws as the responsibility of the Board of Directors may be delegated to committees appointed by the Chair and confirmed by the Board of Directors.

Section 18 Specific Projects

The Board of Directors is specifically empowered to represent the Users Group in proposing specific projects to the AASHTO Project Task Force.

Section 19 Member Lists

The Board of Directors shall make such decisions as are necessary, from time to time, governing the distribution of member lists.

ARTICLE VI - MEETINGS

Section 1 The Time and Place

The time and place of each succeeding annual meeting shall be decided by the MEMBERS attending the annual meeting. The Chair, acting with approval of a majority of the Board of Directors, may change the time and place of the annual meeting with reasonable cause. The annual meeting shall be held not less than one (1) month prior to the meeting of the Project Task Force in order to appropriately finalize the Users Group's input to the Task Force meeting. Final notice of the meeting site, dates and agenda shall be sent by the Chair to all MEMBERS and ASSOCIATES six (6) to eight (8) weeks before the meeting. All such notices or other general correspondence shall be sent to the list of MEMBERS and ASSOCIATES that is maintained by the Secretary-Treasurer.

Section 2 Special Meetings

The Chair and a majority of the Board of Directors may call special meetings of the membership or of the Board of Directors. The call of the special meeting must state the business to be transacted, and no business shall be transacted except that stated in the call.

Section 3 Interim Meetings

The MEMBERS attending the annual meeting may by majority vote decide to hold interim meetings as required. This meeting is not to be considered a special meeting as outlined in Section 2 and a vote by the MEMBERS present shall be the same as the annual meeting.

Section 4 The Host State

The Host State for the annual meeting shall assume such duties/responsibilities as follow:

- ❖ Prepare a conference budget.
- ❖ Set up a checking account for management of registration fees and conference charges.
- ❖ Secure a hotel for the annual conference.
- ❖ Plan meals/spouse program/entertainment.
- ❖ Mail three notices regarding the conference in accordance with Article VI, Section 1.
- ❖ Maintain registration records and receipts for monies collected.
- ❖ Provide personnel to work at the conference.
- ❖ Provide a list of conference attendees.

- ❖ Provide financial records to the PUG Secretary-Treasurer for audit within three months of the close of the conference.
- ❖ Provide a financial statement to the next Host State within three months of the close of the conference.
- ❖ Forward the balance of the conference planning funds to the next Host State within three months of the close of the conference.
- ❖ Perform miscellaneous other duties as required in order to ensure a successful conference.

ARTICLE VII - AMENDMENTS

Section 1 Considered

Amendments to the Constitution may only be considered at the Annual Users Group Meeting or at a special meeting as defined in Article VI, Section 2.

Section 2 Submitted

Amendments to the Constitution may be submitted by any MEMBER through the Secretary-Treasurer. Such proposed amendments must be circulated to the MEMBERS of the Users Group no later than 15 calendar days before the Users Group meeting at which such amendment will be considered.

Section 3 Approval

Constitutional amendments require approval by two-thirds majority vote of the MEMBERS. Absentee ballots must be received by the Secretary-Treasurer prior to the vote.

Section 4 By-Laws

By-Laws may be adopted, amended, or repealed at any scheduled meeting by two-thirds vote of the MEMBERS in attendance.

Section 5 Standing Rules

Standing rules for the conduct of business at any meeting may be adopted for that meeting by a simple majority vote. Subsequent amendments or repeal of such standing rules requires a two-thirds vote of the MEMBERS in attendance.

PROJECT USERS GROUP BY-LAWS

ARTICLE I - FEES

Section 1 The Board of Directors

The Board of Directors may recommend a schedule of fees sufficient to carry out the objectives of the group and to defray the incidental costs of the group such as correspondence, meeting rooms, and newsletters. Any fees assessed ASSOCIATES shall be commensurate with the benefits derived from association with the User Group. The schedule of fees shall be approved by a two-thirds majority vote of the MEMBERS.

Section 2 Initiation Fee

The Board of Directors may establish an initiation fee for each new MEMBER to cover a share of any costs incurred by the current MEMBERS of the Users Group.

Section 3 Reinstatement Fee

The Board of Directors may establish a reinstatement fee to cover a share of any cost incurred by the current MEMBERS since the organization requesting reinstatement withdrew from membership in the Users Group.

ARTICLE II - COMMITTEES

Section 1 Institute and Dissolve

The MEMBERS of the Users Group may, by two-thirds vote of those in attendance at any meeting, institute and dissolve any standing committees it desires, for any purpose, consistent with the Users Group Constitution and By-Laws.

Section 2 Special Committees

The Chair, with simple majority approval of the Users Group Board of Directors, may institute special committees for a period of one (1) year or until the next annual meeting.

Section 3 The Chair Shall Appoint

The Chair shall appoint all members of committees with the advice and counsel of the Board of Directors. The Chair shall further define the duties of all committees.

Section 4 Report

All committees shall submit an annual or final report to the authority that caused their appointment. Such reports may be informal as directed by the Chair.

ARTICLE III - AFFILIATION

Section 1 Users Group

No affiliation of the Users Group with other organizations may be made by the officers or membership in the Users Group without specific change in these By-Laws and after careful consideration.

Section 2 Cooperation

Cooperation with other organizations, to the extent it does not compromise the Users Group, is specifically allowed.