

BYLAWS
OF
NORTHWEST PAVEMENT
MANAGEMENT ASSOCIATION



Adopted: _____
(date)

TABLE OF CONTENTS

ARTICLE I. PURPOSE

Section 1. Purpose

ARTICLE II. NONVOTING MEMBERS

Section 1. Nonvoting Members

Section 2. Rights and Obligations of Nonvoting Members

ARTICLE III. VOTING MEMBERS

Section 1. Power and Purpose of the Voting Members

Section 2. Records of Members

Section 3. Dues

Section 4. Selection of Voting Members

Section 5. Qualifications of Voting Members

Section 6. Suspension or Removal of Voting Members

Section 7. Resignation of Voting Members

Section 8. Quorum for Voting Membership Meetings

Section 9. Decision-Making by Voting Members

Section 10. Proxy Voting

Section 11. Voting by Mail, Fax or E-mail

Section 12. Annual Voting Membership Meeting

Section 13. Other Voting Membership Meetings

Section 14. Content of Notice

Section 15. Waiver of Notice

Section 16. Record Date

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board

Section 2. Qualifications of Directors and Composition of the Board

Section 3. Number of Directors

Section 4. Terms of Directors

Section 5. Selection of Directors

Section 6. Removal of Directors

Section 7. Resignation of Directors

Section 8. Filling Vacancies

Section 9. Conduct of Directors

Section 10. Quorum

Section 11. Decision-Making and Voting

Section 12. No Proxy Voting

Section 13. Telephonic Meetings

Section 14. Decisions By Mail or Email

- Section 15. Meetings
- Section 16. Closed Meetings
- Section 17. Notice of Meetings
- Section 18. Waiver of Notice
- Section 19. Authority of Directors

ARTICLE V. OFFICERS, CHAIRPERSON, AND STAFF

- Section 1. Officers
- Section 2. Election and Term of Office
- Section 3. Removal
- Section 4. Vacancies
- Section 5. President/Chair
- Section 6. Vice President(s)
- Section 7. Secretary
- Section 8. Treasurer
- Section 9. Executive Director and Staff

ARTICLE VI. COMMITTEES

- Section 1. Establishment
- Section 2. Board Committees
- Section 3. Non-Board Committees
- Section 4. Committee Members
- Section 5. Chair
- Section 6. Committee Procedures
- Section 7. Limitations on Powers

ARTICLE VII. MISCELLANEOUS PROVISIONS

- Section 1. Compensation of Officers and Directors
- Section 2. Conflict of Interest
- Section 3. Tax Year
- Section 4. No Discrimination
- Section 5. Annual Financial Assessment

ARTICLE VIII. AMENDMENTS

- Section 1. Articles of Incorporation and Bylaws

NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these bylaws, contact David Atkin, attorney, at Nonprofit Support Services.

BYLAWS
OF
NORTHWEST PAVEMENT MANAGEMENT ASSOCIATION

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of Northwest Pavement Management Association are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Northwest Pavement Management Association include the following:

To foster beneficial relationships and sharing of information and assistance between and among our public agency members and with other allied agencies, institutions or organizations.

To improve the ability of our public agency members to effectively and efficiently manage their pavement preservation and restoration program.

To promote pavement management technology transfer, research and education.

To provide a common forum for the open exchange of ideas related to the development, enhancement, maintenance and operation of effective pavement systems.

ARTICLE II. NONVOTING MEMBERS

Section 1. Nonvoting Members. NWPMA will have NONVOTING MEMBERS.

A. Associate membership. Associate membership in the Association shall be open to any public agency that does not qualify for full membership.

B. Affiliate membership. Affiliate membership shall be open to those businesses or individuals not defined as a Voting or Associate member.

Section 2. Rights and Obligations of Nonvoting Members. The Board of Directors may by resolution establish categories of nonvoting membership and determine any obligations and privileges of members in those categories. The nonvoting members will not have the power to vote on the election of directors or members, or to participate in a binding vote on any corporate matters.

ARTICLE III. VOTING MEMBERS

Section 1. Powers and Purpose of Voting Members. Voting Members have the power to elect and also to remove the members of the Board of Directors of Northwest Pavement Management Association, to elect and remove voting members and to vote on any amendments to the bylaws or articles which would alter the qualification, selection, removal, obligations, rights or powers of the voting members, and to vote on any other matters properly put before them for an advisory vote by the Board of Directors. The Voting Members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the organization's programs and activities.

Section 2. Records of Members. The secretary shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses and status of voting members and non-voting members.

Section 3. Dues. Annual dues, if any, will be set by the Board of Directors. Failure to pay required dues automatically disqualifies and terminates voting membership.

Section 4. Selection of Voting Members. The initial voting members shall be appointed by the Incorporator. Subsequent requests for Voting Membership shall be automatically approved following a determination that the applicant has paid any required dues and satisfies any other qualifications required for membership. This determination can be made by the Board of Directors or by a committee delegated this task by the Board of Directors. If at any time there are no voting members, then the Board of Directors may appoint new voting members.

Section 5. Qualifications of Voting Members. Voting membership shall be open to any public agency within the states of Washington, Oregon and Idaho that are responsible for managing pavements. Additional clarifications of the criteria for the qualification or selection of voting members, including representation of certain constituencies or required participation in the activities of NWPMA, may be set by a resolution of the Board of Directors so long as they do not contradict the provisions of these bylaws.

Section 6. Suspension or Removal of Voting Members. A voting member may be expelled by the voting members or by the Board of Directors for serious misconduct which adversely affects the interests or reputation of the corporation.

Before the voting members can suspend or remove a voting member there must be not less than fifteen (15) days prior written notice of the suspension or expulsion to the

member, giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or removal by the voting members, or by a person or persons authorized to decide that the suspension or removal not take place.

Section 7. Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to the Secretary of the Corporation.

Section 8. Quorum for Voting Membership Meetings. A quorum will consist of those members present or participating by conference call or voting by mail, where that is allowed.

Section 9. Decision-Making by Voting Members. Each agency member will decide who is authorized to vote on their behalf and notifies NWPMA in advance of the vote. The affirmative vote of at least a majority of the voting members present at or participating by phone, mail or e-mail in a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the voting members, unless a greater proportion is required by law, the Articles or Bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion.

All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the voting members or as part of reaching any decision by the voting members.

Section 11. Voting by Mail, Fax or E-mail. Unless prohibited or limited by the Articles or Bylaws, any action which may be taken at any annual, regular or special meeting of the voting members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, by mail, fax, or e-mail, as directed by the individual member. The written ballot will: a) set forth each nominee or proposed action; and b) provide an opportunity to vote for each vacant board position, and for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. The vote is limited to the subject specified on the ballot.

Section 12. Annual Voting Membership Meeting. There must be an annual meeting of the voting members which will be held to elect members to the Board of Directors. It will be held during October or November at a time and location determined by resolution of the Voting Members, or by the Board of Directors, if the Voting Members do not do so, unless the meeting is set for a different period of the year.

Written notice of the Annual Meeting must be sent by first class mail, fax, or e-mail, as directed by the individual member, to all voting members entitled to receive notice, at the address, e-mail, or fax number provided by the member or as it appears in the corporate records, at least 15 days in advance of the meeting.

At the annual meeting voting members will hear and consider reports from the Board of Directors, officers and staff concerning the activities, management and budget of the corporation. Voting members will then elect the members of the Board of Directors, and also vote on any other matters for which proper notice was given. Voting will be by secret ballot if any person so requests. Members may be given the option to vote by mail, fax, or e-mail rather than in person. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 13. Other Voting Membership Meetings.

A. Regular Meetings. The corporation may hold a series of regular meetings of the voting members at times and locations set by the Board of Directors or Officers. A single notice sent by first class mail, e-mail, or fax, as directed by the individual voting member, at least seven days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

B. Special Meetings. Special Meetings of the voting members may be called by the President, by the Board of Directors or by a quorum of the voting members. Notice for a special meeting must be mailed by first class mail, e-mail, or fax, as directed by the individual voting member, at least seven days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a Special meeting is called may be considered at the meeting.

Section 14. Content of Notice. The notice must contain the date, time, location and when required, the purpose of the meeting. Notices of Special Meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.

Section 15. Waiver of Notice. Any voting member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.

Section 16. Record Date. The record date for determining the members entitled to

receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a member's meeting will be the date of the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors will establish the corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. The role of the Board does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of Northwest Pavement Management Association, and must have expertise in areas relevant to the needs of the organization. Board members must be currently employed by a public agency that is a Voting Member. There will be at least one and not more than three Board members from each state: Oregon Washington and Idaho, and any other state added in the future.

Section 3. Number of Directors. The Board of Directors must consist of no fewer than five and no more than fifteen members.

The voting members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint new directors at that same meeting or at a later time to fill the newly created positions.

Section 4. Terms of Directors. Directors will serve one year terms. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 5. Selection of Directors.

A) Nominations. The initial members of the Board of Directors shall be appointed by the Incorporator. Subsequent directors shall be elected by the then-current voting

members at an annual meeting of the voting members held for that purpose. Nominations for new Board members may be made by the Board of Directors, by individual Board members, by voting members, or by nonvoting members.

B) Election Process. Each voting member will have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

C) Election Policy and Procedures. The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

D) Annual Meeting. The election of directors will take place at the annual meeting of the voting members, which will be held during the October or November quarter of the calendar year at an exact time and place set by the Board of Directors, unless the Board or the voting members decide by resolution to set it at a different time of the year.

Section 6. Removal of Directors. Directors may be removed with or without cause by resolution of the voting members. Proper notice must be given in advance, as required for an annual membership meeting, or for a regular meeting of the voting members, or as required for a special meeting of the voting members, whichever is appropriate, stating that the removal of a director is to be considered.

Section 7. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board, its presiding officer, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

Section 8. Filling Vacancies. The Board of Directors may, by a majority vote, elect new directors to fill any vacancies on the Board. A director elected to fill a vacancy will serve only until the next regular election of directors, at which time she or he must be elected by the voting members in order to remain a director.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence or participation by phone of a quorum, which is at least a fifty one percent (51%) majority of the number of directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

The affirmative vote of at least a majority of all of the Directors in office is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion.

Section 12. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 13. Telephonic Meetings. Meetings may be held by telephone, or other method, so long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions By Mail or Email. The Board may use mail, fax or email to make any decision or take any action that is within its power, without a real-time meeting, through the use of a "Unanimous Consent Resolution." A clearly stated motion must be sent or presented to all of the directors on the Board, along with clear instructions that this process requires a vote of "yes, no, or abstain" from each director in response. If the Unanimous Consent Resolution is sent by mail or fax, then it must be signed and returned by mail or fax by each director. If it is sent by email then each director must send their vote in an emailed reply, and in that case no signature is necessary. Motions are adopted and effective on the date that all directors in office have responded with an affirmative "yes" vote. If any director fails to vote, votes "no" or abstains, then the Unanimous Consent Resolution motion fails to pass. A printed record of each director's vote will be stored with the corporate records.

Section 15. Meetings. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year.

Section 16. Closed Meetings. The Board of Directors shall reserve the right to go into closed session/ executive session by a two-thirds vote of the Directors present when privacy is needed to protect the rights of individuals or organizations.

Section 17. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so

required by law or these bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by telephone conversation or in person, and not less than 7 days in advance if delivered by first class mail, email, or fax to an address provided by the individual director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

Section 18. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 19. Authority of Directors. No member of the Board of Directors may officially represent the positions of the organization or speak or make agreements on behalf of the Corporation without specific authorization by the Board of Directors to do so.

ARTICLE V. OFFICERS, CHAIRPERSON, AND STAFF

Section 1. Officers. The officers of NWPMA must carry out the policies and decisions of the Board of Directors as directed by the Board. The officers must include a president/chair, secretary and treasurer. The Board may also elect one or more vice-presidents, a chairperson, and other officers as desired. The same person may not hold the offices of president and secretary at the same time, but the same person may hold any other two offices. Officers do not have to serve simultaneously as members of the Board of Directors. Officers who are not members of the Board have no right to vote on Board decisions.

Section 2. Election and Term of Office. The officers of NWPMA will be elected by the Voting Members. Officers will serve one year terms. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, an officer may serve.

Section 3. Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract

rights, if any, of the officer so removed. The person being considered for removal has no vote in the process of removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining directors still in office, although less than a quorum, may elect an officer to fill such a vacancy. The elected officer will hold office for the remaining portion of the term of that office.

Section 5. President/Chair. The president is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The president generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The president will also perform other duties as may be assigned by the Board of Directors. The president may serve as an ex-officio member of any committee.

Section 6. Vice-President/Vice-Chair. In the absence of the president or in the event of the president's inability to act, the vice-president will perform the duties of the president. The vice-president, when acting as president, will have all the powers of and is subject to all the restrictions on the president. The vice-president will also perform other duties assigned by the Board of Directors. More than one vice-president position may be created and duties clarified, in an ordinary resolution of the Board.

Section 7. Secretary. The secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of the mailing address of each voting member as provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports at every Board meeting on the financial affairs of the corporation; d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The

Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Executive Director and Staff. The Board may appoint or employ an executive director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board determines otherwise, the executive director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation.

ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee, the purpose of the committee and must state whether it is a "Board" committee or a "non-Board" committee, as defined below.

Section 2. Board Committees. The Board may establish "Board" committees to which are delegated part of the power of the whole Board to authorize expenditures, approve amendments to budgets, set policies, and authorize programs or activities. Such committees must be established by the affirmative vote of at least a majority of all directors then in office. Board Committees must consist of two or more directors, and they must not have any members who are not members of the Board of Directors. Board Committees must follow all of the meeting requirements that the Board of Directors itself must follow, including the requirements for proper notice, for having a quorum to conduct votes, the passage of motions, the writing of minutes, and the subsequent approval and permanent storage of Board Committee minutes. The Board may require further procedures that Board Committees must follow as well. For all Board committees, the Board must pass a resolution that clearly states what powers, authority, and duties have been delegated to the committee, who is the chair of the committee, and who are the members of the committee.

Executive Committee: The Board may elect an Executive Committee. The Executive Committee will have the power to make decisions between Board meetings, including financial and budgetary decisions. The Executive Committee must comply with the provisions of the bylaws concerning the full Board as far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which will be submitted to the full Board. Unless the Board of Directors decides otherwise, the Executive Committee will consist of the president, secretary, and treasurer of the organization, so long as they are

simultaneously members of the Board of Directors. The Executive Committee must make reasonable efforts to contact all Board members first, to discuss the issues to be dealt with at an Executive Committee meeting.

Section 3. Non-Board Committees.

A. The Board may establish "non-Board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

B. Financial Oversight Committee: There shall be a committee responsible for financial oversight of the organization's income and expenses, which shall be named the Finance and Audit Committee or the Financial Oversight Committee. The committee must include at least two or more persons with some financial experience or experience with bookkeeping, who are not the organization's check signers or bookkeepers. The committee shall be responsible for overseeing the organization's financial transactions and the implementation of the organization's financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the organization's expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the organization's finances to the Board. The committee shall also make the necessary arrangements for and oversee the organization's annual audit or annual financial review, which is described in these bylaws.

Section 4. Committee Members. The Board will appoint the members of every Board committee. The Board may appoint the members of Non-Board committees, or delegate this task to the President or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Chair. One member of each committee will be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the president or the members of the committee.

Section 6. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the full Board, and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of corporate minutes and filed with the secretary.

Section 7. Limitations on Powers. No committee may a) elect, appoint or remove any officer, member of the Board of Directors, or member of a Board committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an officer as defined in these bylaws. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an officer or member of the Board or to a member of a director's or officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) Conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by staff, the executive director, or by a committee. 2) Directors and officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter, and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. 3) The rest of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest, and update it if that disclosure needs to be changed.

Section 3. Tax Year. The tax year of the corporation is the calendar year.

Section 4. No Discrimination. In the delivery of its services to the public, NWPMA does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 5. Annual Financial Assessment. The Board must require the performance of an annual audit, financial review, financial compilation or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the organization or sign checks for the organization. This need not be a formal GAAP audit, but must at least involve a sufficiently thorough review of the organization's financial records so that it would likely discover any misuse, embezzlement or theft of the organization's funds or assets. The financial oversight committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire board.

ARTICLE VIII. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least two thirds of the entire Board of Directors at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend or repeal the Articles of Incorporation or the Bylaws. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

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CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Northwest Pavement Management Association, as duly adopted by the Board of Directors on the 12 day of May, 2010.

Signed this 26 day of July, 2010.

Debra Matusak
Secretary of Northwest Pavement Management Association