

BY LAWS
of the
**WESTERN STATES HIGHWAY
EQUIPMENT MANAGERS ASSOCIATION**

Adopted on September 1st 2011

ARTICLE I: Name and Location

SECTION 1. Name.

The name of this organization shall be the Western States Highway Equipment Managers Association (WSHEMA).

SECTION 2. Location.

The offices and the principal place of business for WSHEMA shall be the National Center for Pavement Preservation (NCP), 2857 Jolly Road, Okemos, Michigan 48864.

SECTION 3. Western Region.

For the purpose of these bylaws, Western States refers to a geographic region, which may include the States of Alaska, Arizona, California, Colorado, Hawaii, Idaho; Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming, but may include other states and provinces desiring to affiliate with this region.

ARTICLE II: Vision, Mission and Objectives

SECTION 1. Vision Statement.

To serve as the comprehensive regional resource supporting effective and efficient governmental highway equipment fleet management.

SECTION 2. Mission Statement.

Provide equipment fleet management personnel in the Western States, and other agency executives with resources, material and support to promote effective fleet management, advance emerging equipment technologies, communicate best practices, and to provide a voice from this group to decision makers and industry on issues impacting fleet operations.

SECTION 3. Objectives:

1. Establish and support a viable equipment management partnership for the Western region states and coordinate with other existing partnerships working with The American Association of State Highway and Transportation Officials (AASHTO), Equipment Management Technical Services Program (EMTSP).
2. Promote and support the benefits of fleet management best practices.
3. Promote awareness of available equipment technologies.
4. Promote and support professional development opportunities for equipment fleet managers.

5. Promote the use of common performance measures for equipment fleet managers.
6. Monitor and disseminate information regarding proposed regulatory changes that have potential impact on highway equipment fleets.

ARTICLE III. Membership

SECTION 1. Membership Eligibility.

Membership is open to Public Highway Agencies or any Organization, Public or Private, active or interested in equipment fleet management. Organizations may request membership to WSHEMA by application and approval by the Steering Committee.

SECTION 2. Voting Rights.

Full partnership voting rights will be given to participating WSHEMA Members.

ARTICLE IV: Steering Committee

SECTION 1. Committee Structure.

The Steering Committee of the WSHEMA shall consist of five (5) members:

- | | | | |
|---------------|---|----------------|-------------------|
| 1. Chair | - | Shane Whitmore | <i>California</i> |
| 2. Vice Chair | - | Brad Bylsma | <i>Alaska</i> |
| 3. Secretary | - | Bruce Erickson | <i>Oregon</i> |
| 4. Treasurer | - | Greg Hansen | <i>Washington</i> |
| 5. Past Chair | - | Bernie Kushnir | <i>Wyoming</i> |

Up to two (2) Alternate Steering Committee members may also be elected to serve in the absence of a Steering Committee member. Should a member of the Steering Committee not be present for any official partnership business meeting, then a designated alternate may serve on the Steering Committee as a voting member by proxy, but will not be permitted to substitute in an officer capacity.

The Steering Committee shall be elected by all Western States members in attendance, inclusive of the positions as noted above and in accordance with the stated WSHEMA membership requirements.

SECTION 2. Authority of Steering Committee.

The governing body of this organization shall be the Steering Committee. This Committee shall act on selected issues and requests brought by the general membership. The Steering Committee can appoint working groups for the development of programs, tasks, and activities, or take action on items of common interest to the membership. The Steering Committee shall also actively pursue the objectives of this Organization and work directly with other regional groups and with the AASHTO EMTSP Oversight Panel and the program contractor.

SECTION 3. Terms of Steering Committee Members.

Election of members of the Steering Committee shall be held annually and be voted on at the WSHEMA annual meeting. Steering Committee members will serve a one (1) year term. Members can be reelected consecutively and there will be no restriction on the number of terms that a member can serve.

SECTION 4. Duties of Steering Committee Members.

The Chair of the Steering Committee will preside over the annual meeting and shall have active control of the membership business meeting.

The first Vice-Chair of the Steering Committee will preside over the annual meeting and the membership business meeting in the absence of the Chair. In the absence of the first Vice Chair, the Treasurer shall conduct the meeting.

The Treasurer of the Steering Committee will review financial reports for WSHEMA.

The Secretary will be responsible for Web content coordination and meeting minutes.

SECTION 5. Vacancies and Removal of Officers.

The general membership shall be notified in writing of a special election. The vacancies of any Officers shall be for the balance of the term of office. The Steering Committee may, at its discretion, by a two-thirds vote, remove any Officer from their office with cause.

ARTICLE V: Meetings

SECTION 1. Annual Business Meeting.

The date of the annual business meeting shall be set by the Steering Committee. The purpose of the meeting shall include presentation of formal reports of task groups, elections including to fill vacancies of the Steering Committee, and to act on all business brought forth before the meeting.

The Officers of the Steering Committee will be responsible for development and distribution of the annual business meeting agenda at least forty five (45) days prior to the meeting.

SECTION 2. Other Meetings / Teleconferences.

Other meetings or teleconferences of the organization, including, but not limited to, Task Groups and Working Teams, shall be at the discretion of the Steering Committee. The purpose of these meetings shall include acting on business items brought forth at the annual meeting.

SECTION 3. Notice of Meetings.

At the direction of the Steering Committee Chair, written notice of any meeting of the organization shall be transmitted by mail or electronically to the last known address of each member organization

at least forty five (45) days before the date of the meeting.

SECTION 4. Quorum.

A majority of a minimum of three (3) Steering Committee members present in person or via conference call shall constitute a quorum at any meeting of the Steering Committee.

ARTICLE VI: Amendment to Bylaws

SECTION 1. Amendment Process.

These Bylaws may be amended or repealed by a simple majority vote of the members present at an annual business meeting. Amendments may be proposed by the Steering Committee, on their own initiative, or by general membership. The Steering Committee will present proposed amendments for consideration to the members of WSHEMA at the annual meeting.

ARTICLE VII: Assessments

SECTION 1. Public Agencies.

The Member State Agency membership in WSHEMA shall be funded in accordance with the annual voluntary contributions rules for the AASHTO's Technical Service Programs, specifically EMTSP. AASHTO

will be invoiced directly by NCPP for eligible expenses incurred by WSHEMA.

SECTION 2. Non-State Agency Organizations.

An amount, as determined by the Steering Committee, will be assessed annually to each non-State Agency Organization. Funds will be received by NCPP on a date determined by the Steering Committee.

SECTION 3. Meeting Costs.

The assessment may include participation costs to attend meetings related to WSHEMA as directed by the Steering Committee.

SECTION 4. Expenditure Approval.

Expenditure of WSHEMA Partnership generated funds will be used for operational expenses, developing tools and research projects for implementing Equipment Management for Public Agencies. The Steering Committee will approve all expenditures for WSHEMA Partnership generated funds.

SECTION 5. Excess Meeting Funds.

Any excess funds generated as a result of the annual meetings shall be used within WSHEMA and banked if not used in any given fiscal

year. These funds may be applied toward future meetings and may be used for such things as training or other purposes deemed appropriate and approved by the WSHEMA Steering Committee.

ARTICLE VIII: Fiscal Matters

SECTION 1. Fiscal Year.

The fiscal year of WSHEMA shall begin on July 1 and run through June 30 of the following year.

SECTION 2. Revenues.

Membership revenues will be through the AASHTO pooled-fund voluntary assessment for Member States Agencies and fees from any Government Agency or Organization and Industry Members. Revenues received from Member State Agencies through the AASHTO Voluntary Contribution process will be held by AASHTO and dispersed as required for operation of WSHEMA through its contractor, NCPP. Non-AASHTO Agency memberships, registration fees, exhibitor fees, or funds received for purposes consistent with WSHEMA programs, operations and functions will be managed by NCPP and dispersed for the operation and programs of WSHEMA.

SECTION 3. Expenditures.

WSHEMA Partnership generated funds will be managed and administered by NCPP and expenditures shall only be for purposes related to WSHEMA goals. NCPP shall be accountable to the Steering Committee in these matters.

SECTION 4. Budget.

A preliminary budget, reflecting a proposed work program for the implementation of WSHEMA goals, shall be submitted by NCPP to the Secretary and Treasurer for approval at the annual business meeting. The Steering Committee shall review the annual budget and work program prior to the annual business meeting.

SECTION 5. Audit.

The WSHEMA account managed by NCPP shall be subject to audit under the procedures of Michigan State University.