

Bylaws

Consortium for Asphalt Pavement Research & Implementations (CAPRI)

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1. Article I - Name and Location

The name of the organization is the Consortium for Asphalt Pavement Research & Implementation (CAPRI).

The official place of business for CAPRI shall be the National Center for Asphalt Technology at Auburn University located at 277 Technology Parkway, Auburn, AL 36830.

2. Article II - Purpose and Goals

The purpose of CAPRI is serve as a forum that engages all stakeholders to advance asphalt pavement technologies through the development of national research needs and implementation strategies for asphalt pavements that will meet current and future transportation needs.

The goals of CAPRI are to:

- Develop national asphalt pavement research needs
- Provide technical guidance on current and evolving issues
- Facilitate small-scale studies to address research gaps and explore new topics
- Foster implementation of practical research findings from any source

3. Article III – Membership

3.A Membership Categories

Member organizations may be from the United States of America and its possessions and territories or any other country recognized by the United States of America government that is not subjected to trade or other restrictions by the United States of America government.

Member organizations will be one of three categories:

- (1) U.S. public owner/agencies including state Departments of Transportation (DOTs), the Federal Highway Administration (FHWA), City or County transportation departments,
- (2) All other stakeholder organizations in the U.S. including asphalt producers/contractors, asphalt pavement associations, materials suppliers, equipment suppliers, consulting firms, public or private research organizations, and universities.
- (3) International member organizations including public and private organizations that do not have business operations or sales in the U.S.

3.B Dues

Public owner/agency organizations from the United States of America that join CAPRI must contribute \$10,000 per year to the CAPRI pooled fund through the FHWA Transportation Pooled Fund Program or the consortium fund managed at Auburn University. All other U.S. organizations that join CAPRI must pay dues of \$6,000 per year to the consortium fund managed at Auburn University. International member organizations that join CAPRI must pay dues of \$4,000 (U.S. dollars) per year to the consortium fund managed by Auburn University. Annual membership dues shall be due at the beginning of each calendar year.

3.C Voting Representation

Each member organization from the United States of America, regardless of category, may appoint only one voting representative. The member organization shall notify in writing the designated voting member to the CAPRI Executive Director. International Members will not have the privilege of voting or holding office on the Executive Committee or Subcommittees.

4. Article IV – Executive Committee

4.A Composition and Officers

4.A.1 Composition

The Executive Committee shall be balanced evenly with representatives from transportation agencies and industry, consisting of eleven active CAPRI member representatives including:

- (a) one representative each from four different State departments of transportation (DOTs)
- (b) one representative of the Federal Highway Administration (FHWA). If FHWA is not a funding member of CAPRI, this seat will be filled by another state DOT or a local agency representative.
- (c) one representative of the National Asphalt Pavement Association (NAPA)
- (d) one representative of the Asphalt Institute (AI)
- (e) one representative of the State Asphalt Pavement Associations (SAPAs)
- (f) two representatives of different asphalt producer/contractor companies
- (g) one representative of a university research center or private research organization engaged in asphalt pavement research.

4.A.2 Ex-Officio

The Past-Chair of the Executive Committee, if not serving as a member of the Executive Committee as described in 4.A.1, and the CAPRI Executive Director will serve as a non-voting Ex-Officio positions on the Executive Committee. The CAPRI Pooled-Fund FHWA Technical Liaison will serve as a non-voting Ex-Officio position on the Executive Committee.

4.A.3 Officers

The Executive Committee shall elect officers by secret ballot. The officers shall include a Chair, a Vice-Chair, a Secretary, and a Treasurer, and a Past-Chair.

4.B Appointments to the Executive Committee

4.B.1 Appointment Authority

Authority to make appointments to the Executive Committee resides in other stakeholder organizations as follows:

- (a) the four state DOT representatives shall be appointed by the asphalt-related Technical Sections of the AASHTO Committee on Materials and Pavements.
- (b) the FHWA representative shall be appointed by one of the Team Leaders for Pavement Materials or Pavement Design and Performance. If FHWA is not a member of CAPRI, the CAPRI Executive Director will select a representative from another state or local DOT member.
- (c) the NAPA representative shall be appointed by the NAPA President
- (d) the Asphalt Institute representative shall be appointed by AI President
- (e) the SAPA representative shall be appointed by the current SAPA Chair
- (f) one contractor/producer member shall be appointed by the NAPA President
- (g) one contractor/producer member shall be appointed by the current SAPA Chair
- (h) the representative of a university research center or private research organization shall be appointed by the Senior Program Officer of the Transportation Research Board for asphalt-related subcommittees.

4.B.2 Term of Appointment

Executive Committee members serve three (3) year terms beginning January 1 and concluding on December 31, except for the initial terms of the inaugural committee, which will consist of three groups. Group A will have an initial term of one year; Group B will have initial terms of two years, and Group C will have initial terms of three years. The Past-Chair may serve as Ex-Officio an additional three years on the Executive Committee after their term as Chair is completed. Members can serve up to two successive terms if appointed. Approximately one third of the committee membership is expected to rotate off the committee each year.

4.B.3 Resignation and Replacement

An Executive Committee member may resign at any time by notifying the CAPRI Executive Director in writing (e-mail is acceptable).

An Executive Committee member may be replaced on the Committee if:

- (a) the Committee member's employer has not paid CAPRI dues for the current calendar year;
- (b) the Committee member exhibits conduct detrimental to the function of the Committee or the purpose of CAPRI, as decided by at least six members of the Executive Committee by secret vote tallied by the CAPRI Executive Director.

Vacancies will be filled as soon as possible in accordance with 4.B.1. Persons filling a vacancy will complete the term of the individual he/she is replacing.

4.C Conduct of Business

4.C.1 Responsibilities and Functions

The Executive Committee is charged with the following responsibilities:

- (a) Ensure that the consortium operates in a manner that is consistent with its purpose.
- (b) Ensure that the consortium operates in compliance with all federal, state, and local laws, including, but not limited to those related to antitrust, fraud, bribery, and kickbacks.
- (c) Set policies for CAPRI operations that are consistent with these Bylaws and the policies of Auburn University.
- (d) Approve annual budgets for CAPRI presented by the CAPRI Executive Director.
- (e) Establish subcommittees and select officers for those subcommittees.
- (f) Select CAPRI meeting locations.
- (g) Set meeting agendas.
- (h) Approve research projects and implementation activities recommended by subcommittees.

4.C.2 Terms and Responsibilities of the Officers

- (a) The officers will serve terms that are consistent with their appointments as described in 4.B.2. Officers will serve three year terms.
- (b) The Chair will preside over CAPRI meetings and Executive Committee meetings and represent the organization to members through correspondence.
- (c) The Vice-Chair will preside over CAPRI meetings and Executive Committee meetings when the Chair is not present.
- (d) The Secretary will prepare notes of Executive Committee meetings

- (e) The Treasurer will review funding of the CAPRI pooled fund account and the CAPRI account at Auburn University, expenses associated with CAPRI, and report the funding available for research and implementation tasks and contracts.

4.D *Meetings of the Executive Committee*

The Executive Committee will meet at least twice annually, typically corresponding the regular CAPRI meetings. The Chair may schedule other meetings of the Executive Committee as needed.

5. Article V - Operations

5.A Meetings

5.A.1 *Frequency*

CAPRI shall meet at least twice a year on dates determined by the Executive Committee. The CAPRI Executive Director is responsible for notifying member representatives of the meeting dates and location at least 60 days in advance of each meeting.

5.A.2 *Participation*

CAPRI meetings shall be restricted to CAPRI members and other specific persons invited in writing by the Executive Committee. For meetings conducted in person, uninvited non-members will be asked to leave before the meeting proceeds. For meetings conducted online and/or by teleconference, non-members and/or uninvited persons will be disconnected before the meeting proceeds.

5.A.3 *Proxies*

At every meeting, each member shall be entitled to be represented by a proxy in place of their designated representative; however, the proxy must be designated in writing (email is sufficient) by the member organization in advance of the meeting. Member representatives or their designated proxies must be present at an in-person meeting to vote. The member representative or designated proxy may participate and vote by phone or other live electronic means for any meeting conducted via teleconference or web-based meeting.

5.A.4 *Parliamentary Authority*

All meetings of CAPRI shall be regulated and controlled by the most recent edition of Robert's Rules of Order for parliamentary procedure, except as otherwise provided by these bylaws.

5.B Subcommittees

5.B.1 *Authority*

The Executive Committee has the sole authority to establish, reform, and disband subcommittees. The Executive Committee shall establish a charter and appoint a Chair, a Vice-Chair, a Secretary and an Executive Committee liaison for each subcommittee. Terms of those offices shall be set at the time of the appointments. Subcommittees report to the Executive Committee.

5.B.2 *Subcommittee members*

Subcommittees shall consist of CAPRI members who volunteer to be on the subcommittee. There shall be no limit to the number of members on subcommittees.

5.B.3 Recommendations

Subcommittees may make recommendations to the Executive Committee on research needs statements, research priorities, small-scale research studies, implementation activities, and/or technical advisories. All recommendations must be approved by a majority of the subcommittee members.

5.B.4 Ad-hoc Meetings

Subcommittees may conduct virtual meetings as called by the Chair in order to conduct the business of the subcommittee. The subcommittee Chair is responsible for notifying all members of the subcommittee of such meetings.

5.B.5 Reporting

Subcommittees shall keep electronic notes of each meeting and provide the notes and recommendations to the Executive Director in as timely manner as possible.

5.C Management

5.C.1 Business Execution

The National Center for Asphalt Technology (NCAT) shall be responsible for executing the business of CAPRI in compliance with all federal, state, and local laws, including, but not limited to those related to antitrust, fraud, bribery, and kickbacks. This includes establishing membership agreements, planning for meetings, development of deliverables requested by the Executive Committee, management of financial accounts consistent with the bylaws, and establishing subcontracts with other organizations approved by the Executive Committee.

5.C.2 CAPRI Executive Director

The CAPRI Executive Director shall be appointed by the NCAT Director. The CAPRI Executive Director will be responsible for the management of CAPRI in accordance with the bylaws and policies established by the Executive Committee.

5.C.3 Annual Budget

NCAT will prepare an annual budget for CAPRI for each calendar year to include expected revenues, expenses, and carry-over from the previous year. Expenses will be forecasted for (1) meetings and associated travel, (2) operational expenses, (3) existing research and implementation tasks and contracts, and (4) new research and implementation tasks and contracts. The budget will be considered by the Executive Committee for approval.

5.D Assigned and Competitively Awarded Tasks

5.D.1 Assigned Tasks to NCAT

The Executive Committee may assign tasks to NCAT to conduct research and/or development activities related to implementation of CAPRI priorities. NCAT will prepare work plans and budgets for such assigned tasks for the Executive Committee and

Subcommittee approval. If approved, NCAT will conduct the task with oversight from a task group from the subcommittee where the task originated.

5.D.2 Assigned Tasks to Other Organizations

The Executive Committee may assign tasks to other organizations to conduct research and/or development activities related to implementation of CAPRI priorities. Such organizations will prepare work plans and budgets for such assigned tasks for the Executive Committee and the originating subcommittee approval. Auburn University will establish subcontracts with the organizations to execute the tasks. Technical oversight of tasks will be provided by a task group from the subcommittee where the task originated.

5.D.3 Competitively Awarded Tasks

The Executive Committee may elect to invite proposals for tasks to conduct research and/or development activities related to implementation of CAPRI priorities. NCAT may submit a proposal for such tasks. A task group from the originating subcommittee will recommend to the Executive Committee the winning proposal. If an organization other than NCAT is selected, Auburn University will establish subcontracts with the organizations to execute the tasks. Technical oversight of tasks will be provided by a task group from the subcommittee where the task originated.

6. Article VI Ratification and Amending the Bylaws

6.A Ratification

The bylaws must be ratified by a minimum of two-thirds of the voting CAPRI membership.

6.B Amendments

Any member may propose an amendment to the bylaws. Proposed amendments must be in writing to the Chair of the Executive Committee and provide specific wording to be added, changed, and/or deleted. The Executive Committee will consider the proposed amendment at their next meeting. The Executive Committee may edit the proposed amendment for consistency with the existing bylaws. The proposed amendment will be voted on by the Executive Committee. A minimum two-thirds vote of the Executive Committee must approve the proposed the amendment and, if so approved, the proposed amendment must be voted on and ratified by the full voting CAPRI membership. If the proposed amendment fails the Executive Committee vote or the full membership vote, the matter will be indefinitely postponed.

End of Bylaws