

Bylaws of the American Public Works Association

Approved January 6, 2007

Article I. Name

Section 1. The name of the Association shall be “American Public Works Association,” and its principal place of business shall be in Kansas City, Missouri.

Article II. Purposes

Section 1. The purposes of the Association shall be the advancement of the theory and practice of the design, construction, maintenance, administration, and operation of public works facilities and services; the dissemination of information and experience upon, and the promotion of improved practices in public works administration; the encouragement of the adherence by public works officials to a high professional standard; and the professional and social improvements of its members; and the promotion of cooperation among all public, quasi-public, and private persons, firms, corporations, bodies, utilities, and agencies which have interests in the field of public works.

Section 2. The Association is not organized for profit, and no part of the earnings shall inure to the benefit of any member or officer except as compensation for services rendered or for necessary expenses actually incurred.

Section 3. In the event of a dissolution or liquidation of the Association any assets then remaining shall be distributed to and among such educational or scientific organizations having a tax-exempt status under Section 501 (c) 3 of the Internal Revenue Code of 1954 as the Board of Directors of the Association shall determine.

Article III. Membership

Section 1. Individual Membership. Any person who is actively engaged in the field of public works, or a consultant to, or a staff member of a consultant to a public agency engaged in public works, shall be eligible for Individual membership.

Section 2. Public Agency Membership. Any local, state, provincial, federal or other public agency concerned with public works shall be eligible for Public Agency membership. Each Public Agency member may designate persons as members in accordance with a schedule established by the Board of Directors.

Section 3. Corporate Membership. Any non-governmental entity, including public utilities, furnishing public works services or products shall be eligible for Corporate membership. Each Corporate member may designate Individual members in accordance with a schedule established by the Board of Directors.

Section 4. Associate Membership. Any person not qualifying as an Individual member shall be eligible for Associate membership.

Section 5. Special Membership. Special memberships shall include the following:

Life Membership. Any individual who has been an Individual or Associate member continuously for a period of thirty years shall become a Life member.

Any individual who has been an Individual or Associate member continuously for a period of twenty years and has reached seventy years of age or has retired from active employment for which compensation is received, and reached the age of sixty-five shall be eligible for Life membership.

Any individual member of any classification who has been a member continuously for a period of at least ten years may be designated a Life member by special action of the Board of Directors in recognition of outstanding service to the Association.

Honorary Membership. The Board of Directors may elect Honorary members of the Association.

Retired Membership. Individual and Associate members who are retired from active employment, for which compensation is received, but not yet eligible for Life membership, shall retain active status provided they have held continuous membership for a period of at least ten years and continue membership in good standing through payment of annual service fees.

Student Membership. Any student enrolled in at least nine credit hours per semester at an accredited college, university, junior college or community college offering bachelors or associates degree programs in engineering, public administration, planning, construction or other public works related coursework shall be eligible for Student membership. Dues for this member type will be approximately 20% of the amount for Individual Membership and additional savings on dues will be offered for groups of students from same educational facility. There is a five year maximum as a Student Member. Existing members will not be allowed to transfer to Student Membership without the express written permission of the APWA Executive Director.

Section 6. The privileges of voting and of holding office are limited to **active members**. Active members are Individual members of the Association, designees of agency or corporate memberships, and special members whose previous category of membership prior to becoming a special member qualified as an active membership.

Article IV. Board of Directors

Section 1. The governing body of the Association shall be the Board of Directors, consisting of the:

- (a) President
- (b) President-Elect
- (c) Most recent living Past President
- (d) Nine Regional Directors
- (e) Five Directors-at-Large

Section 2. The Board of Directors shall be responsible to the membership for the management of the affairs of the Association and for the promotion of the Association's purposes. It shall have the power of enacting, by a majority vote, such bylaws as are necessary for the governance of the Association.

Article V. Officers

Section 1. The officers of the Association shall be Active members of the Association, elected as provided in Article X, Sections 1 and 2, or appointed by the Board of Directors as provided herein, and shall consist of:

- (a) A President elected for a term of one year.
- (b) A President-Elect who shall serve for a term of one year and then become President.
- (c) The most recent living Past President.
- (d) Nine Regional Directors, each elected for a term of two years, each resident in one of the geographical regions designated by the Board of Directors.
- (e) Five Directors-at-Large each designated and elected as responsible for one of the following specific public works functional areas; 1) Public Works Management/Leadership, 2) Environmental Management, 3) Public Works Engineering and Technology, 4) Transportation, and 5) Facilities and Fleet Services
- (f) All directors are restricted to a limit of three consecutive two-year terms, with the filling of an unexpired term of one year or greater to be considered as one of the permitted two-year terms.
- (g) An Executive Director who shall also act as Secretary.
The Executive Director shall be appointed by the Board of Directors with compensation and tenure of office determined by the Board.
- (h) The Board of Directors may appoint such other officers as it may deem proper and necessary for the conduct of the Association's affairs. The Board shall determine the compensation of such officers and their tenure of office.
- (I) The terms of all officers other than the Executive Director shall end at the annual business meeting of the Association.

Section 2. In the event of a vacancy occurring in the office of the President, the unexpired term shall be filled by the President-Elect.

In the event of a vacancy in the office of President-Elect, the Board of Directors shall elect one of the Regional Directors or one of the Directors-at-Large to fill the unexpired term. Such election may be conducted by mail or electronic ballot.

In the event a Regional Director's legal residence is moved to another geographical region, there shall automatically become a vacancy in the office. In the event of any vacancy in the office of Regional Director, whether by reason of removal from the region as above, or because of resignation or death or election to another office, the office shall be filled by appointment by the Board of Directors of any active member from the same geographical region to serve for the unexpired term, upon the advice and consent of a regional nomination committee, formed in accordance with Article X, Section 2 of these bylaws.

In the event of any vacancy in the office of Director-at-Large because of resignation or death or election to another office, the office shall be filled by appointment by the Board of Directors of any qualified active member to serve the unexpired term.

Article VI. Duties of Officers

Section 1. The President shall act as Chairman of the Board of Directors and shall preside at meetings of the members, except as otherwise ordered by the Board. The President shall appoint such standing or special committees as considered necessary or as instructed by the Board of Directors; shall be, ex-officio, a member of such committees; and shall be responsible to the Board of Directors for the functioning of all committees. The President shall perform such other duties as may from time to time be assigned by the Board of Directors.

The President-Elect shall have and exercise all of the powers and duties of the President in event of the President's absence or inability to act.

Section 2. Directors shall represent and be responsible for the welfare and activities of the Association as directed by the Board of Directors and shall perform such duties as are prescribed by these bylaws and as may be determined by the Board of Directors.

Section 3. The Executive Director shall be the chief administrative officer of the Association subject to the Bylaws and such regulations as may be adopted by the Board of Directors and shall have the authority to sign on behalf of the Association, subject to approval by the Board of Directors, all deeds, contracts and other formal instruments required to manage the affairs of the Association. The Executive Director shall collect all fees and other moneys owing to the Association, annually prepare a budget for the Association and, upon its approval by the Board of Directors, have authority to expend the sums appropriated, keep a complete record of all receipts and expenditures which shall be audited annually by a certified public accountant, the report of which shall be submitted to the Board of Directors. The Executive Director may appoint and discharge any employees or subordinates, fixing their compensation within such limits as may be provided by the budget and may make agreements on behalf of the Association in performing the duties entrusted to this office.

As Secretary of the Association, the Executive Director shall conduct its correspondence; give notice of and keep minutes of all meetings; have custody of all records, have custody of the corporate seal, and attest all instruments.

The Executive Director shall exercise authority in all financial matters in accordance with such bylaws and resolutions as may be adopted by the Board of Directors; furnish such periodic financial statements as may be required by the Board of Directors; have custody of all funds, bonds, stocks, deeds, and other documents of the Association and to that end may determine the method of depositing and safekeeping of financial records.

The Executive Director shall be bonded in such form and amount as may be determined by the Board of Directors, the cost of such bond to be borne by the Association.

Article VII. Meetings

Section 1. An annual meeting of the members of the Association shall be held at a time and place to be determined by the Board of Directors. Special meetings shall be held on the call of the President or the Board of Directors or upon the request in writing by five percent of the association's active members. Such special meeting shall be held within thirty days of the receipt of the request. The Board of Directors shall have its annual meeting immediately following the annual meeting of the members. Special meetings of the Board of Directors shall be held on the call of the President or on the request in writing of any three members of the Board.

Section 2. At least five days' notice of the time, place, and purpose of all meetings shall be given to all persons entitled to notice thereof. Such notice may be given by mail, telegram, facsimile or electronic transmission to the last known address of the person.

Article VIII. Quorum

Section 1. A majority of the Board of Directors shall constitute a quorum thereof. Twenty members shall constitute a quorum to do business at a meeting of members.

Article IX. Service Fees

Section 1. The annual service fees for the various classes of membership shall be determined annually by the Board of Directors. If the Board of Directors establishes a fee schedule which increases the service fee for any class of membership by more than 15% in any one year, it shall be subject to the approval of the membership by letter or electronic ballot.

Section 2. The service fee for a Public Agency member is based upon the population within its jurisdiction; the service fee for any Corporate member shall be determined by a schedule established by the Board of Directors, or in the case of public utilities, a flat fee determined by the Board; service fees for Individual, Associate and Retired memberships will be a flat fee determined by the Board; Life and Honorary categories will retain the rights of their previous class of membership but will not be charged a service fee.

Section 3. Service fees are paid annually in advance. Non-payment of a service fee for a period of ninety days shall be treated as equivalent to resignations, (except for extenuating circumstances approved by the Board of Directors), and the name of the member shall be removed from the roles of the Association, provided at least thirty days' notice is given during which time a member may discharge the obligation and continue membership in good standing.

Article X. Election of Officers

Section 1. National Nominating Committee. The President, with the approval of the Board of Directors, shall each year appoint, not less than thirty days prior to the date fixed by the Board of Directors for its report, a National Nominating Committee of one active member from each geographical region, designated by the Board of Directors, the most immediate past president and the next immediate past president, who shall serve as chair, who shall report the names of candidates for each position to be voted upon at the annual election other than regional director positions, which shall be nominated by respective Regional Nominating Committees as described in Section 2 of this Article.

Section 2. Regional Nominating Committees. The President, upon receipt of a designated nominee from each chapter within a region in which an election of a Regional Director to the APWA Board is required by these Bylaws, shall appoint such designees to a nominating committee in that respective region which shall report the names of each candidate to be placed upon the ballot for consideration of Regional Director from that region.

Section 3. Election of Officers. Election of officers shall be by letter or electronic ballot, conducted under supervision of the Board of Directors. The Board shall prescribe the form of ballot, the schedule of dates of the several steps and other details of the election procedure, conforming, however, to the basic rules established in this section. The announcement of the results of the ballot shall be made at the time of the annual meeting except as the annual meeting shall be canceled by reasons of emergency declared by the Board of Directors and in any event not later than December first.

Printed ballots shall be mailed to members not less than fifty days before the date set for the announcement of the results and shall be returned for counting within forty days of their mailing. They shall be counted by three tellers, active members, appointed by the President, who shall certify their findings to the Board of Directors. Ballots shall contain the names of nominees recommended by the Nominating Committee and shall have blank spaces under each office for the use of members who desire to vote for eligible candidates other than those named on the printed ballot.

The officers elected shall take office immediately upon the announcement of the results of the ballot by the Board of Directors.

Article XI. Chapters

Section 1. The Association shall encourage and recognize the establishment of regional, state, provincial, county, and local chapters of its members, the purposes of which shall be the furtherance of the objectives of the Association in the region, state, province, county, or locality. Applications for the establishment of a chapter, together with a copy of the proposed chapter bylaws and a list of those who have agreed to become members of the chapter, shall be submitted to the Board of Directors for approval. Upon notice of approval given by the Board, the chapter shall be considered established.

Section 2. All chapters shall be managed in conformity with the Bylaws of the Association and the rules established by the Board of Directors.

Article XII. Seal

Section 1. The Association shall have a seal which shall bear the legend "American Public Works Association," and the year of incorporation.

Article XIII. Waiver of Notice and Action Without Meeting

Section 1. Any person entitled to vote at any meetings of members or of the Board of Directors may waive notice of the time, place, and purpose of such meeting either before or after the date of such meeting, and any action taken or resolution adopted thereat shall, upon such waiver, be as valid as though notice had been given.

Section 2. Any action or resolution which could be taken or adopted at any meeting of the Board of Directors or members shall be valid even though not taken or adopted at such a meeting if a written memorandum of such action or resolution is duly served upon all persons entitled to vote thereon in the manner prescribed for notice of a meeting and if such action or resolution is approved in writing by a majority of the persons entitled to vote thereon.

Article XIV. Amendments

Section 1. Amendments to these Bylaws may be proposed either by initiatory petition, submitted to the Board of Directors in writing and signed by not less than twenty-five Active members, or by resolution of the Board of Directors. The proposed amendment, if approved by the Board of Directors, shall be submitted to the membership for letter or electronic balloting. An affirmative vote of two-thirds of the qualified votes cast within a thirty-day period after the letter or electronic ballot is mailed or electronically transmitted to the members shall be necessary for the adoption of a proposed amendment.

Section 2. In the event that the Board of Directors does not approve a proposed amendment presented in accordance with the provision of Section 1 of this Article, the proposed amendment may be brought before the general membership upon the board certifying that two thirds of the duly established chapters of APWA have indicated their support for such a referendum. Upon so certifying, a vote of the membership will be conducted within 60 days in accordance with Section 1 of this Article.

Article XV. Indemnification

Section 1. The Association shall indemnify to the full extent authorized or permitted by the laws of the State of Illinois as now in effect or as hereafter amended, any person made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including any action by or in the right of the Association) by reason of the fact that such person is or was a director, officer, employee or agent of the Association (including local chapters of the Association) or serves any other enterprise as such at the request of the Association.

Section 2. The foregoing right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and inure to the benefit of the heirs, the executors and administrators of such a person.