



# Bylaws of the Public Works Historical Society

Adopted August 24, 1999

## Article I - Name

**Section 1.** The name of this organization shall be the "Public Works Historical Society," herein after referred to as "Society." Its principal place of business shall be in Kansas City, Missouri.

## Article II - Organizational Status

**Section 1.** The Society is established by action of the Board of Directors of the American Public Works Association, herein after referred to as "APWA." The Society exists under the auspices of APWA; as such, the policies and practices of the Society are subject to review and approval by the APWA Board of Directors.

**Section 2.** The Society is not organized for profit, and no part of the earnings shall inure to the benefit of any member except as compensation for services rendered, for necessary expenses actually incurred, or for services and benefits received by all members.

**Section 3.** The Society operates as a quasi-autonomous organizational unit of APWA, which may establish separate accounts for the Society, but is not required to segregate or report Society income, expenses or assets separately. All assets shall remain the property of APWA until such time as the Society may attain separate incorporated status as a 501(c)(3) organization.

## Article III - Purpose

**Section 1.** The purpose of this Society shall be to enhance the planning and management of public works programs and to promote public understanding and appreciation of the role of public works in the growth and development of civilization. The Society accomplishes this purpose through the collection, preservation, and dissemination of public works history. The Society:

- a) Fosters scholarly research and publication;
- b) Supports collaboration among public works practitioners, historians, and educators;



- c) Encourages the preservation of historically significant public works;
- d) Promotes historical awareness and activities throughout APWA; and
- e) Collects and preserves records of individuals and groups engaged in important public works activities.

#### **Article IV - Membership**

**Section 1.** Membership in the Society is open to any person or organization interested in the history of public works. Membership in APWA is not required for membership in the Society, but is encouraged. The Society has four membership categories:

- a) *Individual Membership.* Any person who is interested in the history of public works shall be eligible for individual membership.
- b) *Institutional Membership.* Any public agency; private corporation; or educational, research, or historical organization interested in the history of public works shall be eligible for institutional membership.
- c) *Life Membership.* Any individual who has been a member of the Society for twenty continuous years, or is a life member of APWA, shall be eligible for life membership.
- d) *Honorary Membership.* The Board of Trustees may elect a member to honorary membership.

**Section 2.** All individual, life, and honorary members in good standing shall be eligible to hold office and entitled to one vote each at Society meetings and elections. Institutional members in good standing may designate a representative to receive membership benefits as an individual member, including the rights to vote and hold office.

**Section 3.** Individual and institutional members shall pay annual dues as recommended by the Board of Trustees and approved by the APWA Board of Directors.

#### **Article V - Board of Trustees**

**Section 1.** The governing body of the Society shall be the Board of Trustees.

**Section 2.** The Board of Trustees shall be responsible to the membership for the management of the affairs of the Society and for the promotion of the Society's purposes. It may adopt such procedures and rules as are necessary to discharge its



responsibilities subject to limitations imposed by these bylaws and policies established by the APWA Board of Directors.

**Section 3.** The Board of Trustees shall meet annually in conjunction with the Society's Annual Meeting. Other meetings of the Board of Trustees may be called at any time by the President or upon written request of a majority of the Board of Trustees. At least thirty (30) days written notice shall be given of the time, place, and purpose of such a meeting.

**Section 4.** Members of the Board of Trustees shall be members in good standing of the Society, elected as provided in Article VIII, or appointed by the Board of Trustees as provided herein, and shall consist of:

- a) *President.* Elected for a term of one year.
- b) *President-Elect.* Elected for a term of one year.
- c) *Past-President.* Most recent living Past-President able to serve.
- d) *Six Trustees.* Each elected for a term of three years. Elections shall be staggered, such that, no more than two Trustees are elected each year.

**Section 5.** Should a vacancy occur in the office of President, the President-Elect shall fill the unexpired term. Should a vacancy occur in the office of President-Elect, the Board of Trustees shall elect a Trustee to fill the unexpired term. Should a vacancy occur in a Trustee position, the Board of Trustees shall appoint a member in good standing to fill the unexpired term.

**Section 6.** The APWA Executive Director, appointed by the APWA Board of Directors, shall serve ex-officio as Executive Director of the Society.

## **Article VI - Duties**

**Section 1.** The President shall preside at meetings of the Society and of the Board of Trustees. The President shall function as the Society's chief executive officer and have such other powers and duties as may be determined by the Board of Trustees. The President shall be an ex-officio member of all committees.

**Section 2.** The President-Elect shall assist in the performance of the President's duties. In the absence or disability of the President, the President-Elect shall have all the powers and perform all the duties of the President. The President-Elect shall have such other powers and duties as may be determined by the Board of Trustees.



**Section 3.** The Trustees shall represent and be responsible for the welfare and activities of the Society and have such powers and duties as may be determined by the Board of Trustees.

**Section 4.** The Executive Director shall administer the affairs of the Society, subject to these bylaws and such rules and procedures as may be adopted by the APWA Board of Directors or the Society's Board of Trustees. The Executive Director:

- a) Shall have the authority to sign on behalf of the Society all deeds, contracts, and other formal instruments required to manage the Society affairs;
- b) Shall collect all dues, fees, and other monies owing the Society;
- c) Shall annually prepare a budget for the Society and, upon its approval;
- d) Shall have authority to expend funds appropriated and keep a complete record of all receipts and expenditures;
- e) May appoint and discharge all employees or subordinates, fix their compensation with such limits as may be provided in the approved budget;
- f) May make agreements on behalf of the Society in performing the duties entrusted to the office of Executive Director;
- g) Shall act as Society secretary, conducting the Society's correspondence, give notice of and keep minutes of all meetings, have custody of Society records, and attest all instruments;
- h) Shall prepare, mail, and receive all letter ballots for annual elections and special elections of the Society;
- i) Shall exercise authority in all financial matters in accordance with these bylaws and policies and resolutions as may be adopted by the APWA Board of Directors; and
- j) Shall have custody of all funds, bonds, stocks, deeds, and other documents of the Society and to that end, the method of depositing and safekeeping of financial records.

## **Article VII - Meetings**

**Section 1.** An Annual Meeting of the Society shall be held in conjunction with the International Public Works Congress & Exposition, sponsored by APWA, unless another



time and place is determined by the Board of Trustees. If not held in conjunction with the Congress, at least sixty (60) days written notice shall be given to all members of the time, place, and purpose of the meeting.

**Section 2.** All questions before the membership or Board of Trustees shall be decided by a majority of those present and voting.

**Section 3.** In the event both the President and President-Elect are unable to attend the Society's Annual Meeting, the Board of Trustees shall elect one of its members to serve as Acting President.

### **Article VIII - Elections**

**Section 1.** There shall be an annual election by letter ballot.

**Section 2.** The Nominating Committee shall propose one candidate for President, one candidate for President-elect, and one candidate for each open Trustee position. Each of the nominees shall meet the qualifications for membership stipulated in Article IV. The Nominating Committee shall report its candidates to the Executive Director one-hundred twenty (120) days before the annual meeting.

**Section 3.** Five percent (5%) of the members in good standing may present a petition for an additional candidate for any open position for election. Such a petition must be presented to the Executive Director at least one-hundred twenty (120) days before the annual meeting.

**Section 4.** Letter ballots shall be mailed to all members in good standing not less than sixty (60) days before the annual meeting. Ballots shall contain the names of nominees recommended by the Nominating Committee and names of nominees received by petition. The ballot shall also have blank spaces under each position for use by members who desire to vote for eligible candidates other than those named on the printed ballot. Ballots must be returned to the Executive Director for counting within forty-five (45) days of mailing.

**Section 5.** The Tellers Committee shall count the ballots and certify the results to the Board of Trustees.

**Section 6.** The election results shall be declared at the annual meeting. Should the annual meeting be canceled by reason of emergency determined by the Board of Trustees, the results shall be declared not later than December 1. The terms of office shall commence upon declaration of the ballot results.



## **Article IX - Committees**

**Section 1.** The Executive Committee shall be composed of the President, President-Elect, and Past-President of the Society. This committee shall act for the Board of Trustees as necessary between meetings.

**Section 2.** Each year, immediately following the Annual Meeting, the President shall appoint a Nominating Committee consisting of three members in good standing, one shall be the most recent Past-President able to serve who shall act as committee chair. The Nominating Committee will carry out the duties described in Article VIII, Section 2.

**Section 3.** The President shall appoint a Tellers Committee consisting of two members in good standing. The Tellers Committee will carry out the duties described in Article VIII, Section 5.

**Section 4.** The Board of Trustees may establish other standing or special committees as necessary to accomplish the purpose of the Society. The President shall appoint members to these committees.

## **Article X - Amendments and Resolutions**

**Section 1.** Amendments to the bylaws may be proposed by majority vote of the Board of Trustees or by petition of five percent (5%) of the members in good standing. Petitions shall be submitted to the Executive Director. All proposed amendments require majority approval from the membership and approval by the APWA Board of Directors. Amendments submitted to the membership shall be by letter ballot as part of the annual election or as a special election determined by the Board of Trustees.

**Section 2.** Resolutions may be proposed by any member of the Board of Trustees or by petition of five percent (5%) of the members in good standing. Petitions shall be submitted to the Executive Director. The Board of Trustees may adopt resolutions by majority vote. Any resolution adopted by the Society must be submitted to the APWA Board of Directors for ratification. As an entity of APWA, the Society is not permitted to take any official position on public issues without such ratification.