



BYLAWS SUBURBAN BRANCH

CHICAGO METROPOLITAN CHAPTER
AMERICAN PUBLIC WORKS ASSOCIATION

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BYLAWS

SUBURBAN BRANCH CHICAGO METROPOLITAN CHAPTER AMERICAN PUBLIC WORKS ASSOCIATION

ARTICLE I – NAME AND JURISDICTION

SECTION 1. The name of the organization shall be the Suburban Branch, hereinafter called the Branch, of the Chicago Metropolitan Chapter, hereinafter called the Chapter, American Public Works Association, hereinafter called APWA. The territory included within the jurisdiction of this Branch shall be all of Cook County outside of the corporate limits of the City of Chicago north of 95th Street; and that part of DuPage County that lies east of Route 59 from the north DuPage County line to where it intersects Route 56, north of Route 56 from Route 59 to where it intersects Route 53, and east of Route 53 from Route 56 to where it intersects the south DuPage County line, with the provision that those communities split by these boundaries may select membership in the Branch of their choice.

ARTICLE II – MISSION AND PURPOSE

SECTION 1. The purposes of this Branch are to cause and share with our community, 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 experiences; the promotion of improved practices in public works administration; the expectation that all member public works officials will adhere to high professional and ethical standards; and the professional and social improvement of its members, as set forth in the "Rules Governing Chapters of the American Public Works Association."

SECTION 2. The Branch shall engage in a program of activities designed to further the purposes of APWA within its jurisdiction including, but not limited to, the scheduling of regular meetings of its membership. Such programs and activities shall be consistent with the mission, vision, and adopted goals of APWA and the affiliate Chapter, and shall not include the endorsement of items of a partisan, political, or business nature inconsistent with the mission, vision, and adopted goals of APWA.

SECTION 3. The Branch is not organized for profit, and earnings shall not directly benefit any Branch member or Officer except as compensation for services rendered or for reimbursement of necessary expenses actually incurred.

ARTICLE III – MEMBERSHIP

SECTION 1. Members of APWA and the Chapter, residing in the Suburban Branch territory specified in Article I, Section 1, shall be members of the Branch, and shall hold the same type of membership in the Branch that they hold in APWA. Members of APWA and the Chapter, residing outside the Suburban Branch territory specified in Article I, Section 1, may elect to be members of the Suburban Branch, and shall hold the same type of membership in the Branch that they hold in APWA but shall be a member of only one Branch. Members of APWA and the Chapter, residing in the Suburban Branch territory as described in Article I, Section 1, may elect to be a member of a Branch other than the Suburban Branch, but shall be a member of only one Branch.

SECTION 2. Criteria for and grades of membership shall be as prescribed by the Bylaws of the American Public Works Association.

ARTICLE IV – FISCAL AND ADMINISTRATIVE YEARS

SECTION 1. The fiscal year of the Branch shall be from July 1 through June 30 and be consistent with the fiscal year of the Chapter.

SECTION 2. The administrative year of the Branch shall be from January 1 through December 31.

ARTICLE V – EXECUTIVE COMMITTEE

SECTION 1. The governing body of the Branch shall be the Branch Executive Committee, hereinafter called the Executive Committee, consisting of the following voting members:

- a. The Officers of the Branch (4); and
- b. The Immediate Past President.

SECTION 2. No person shall be nominated, elected, or allowed to be a member of the Suburban Branch or serve on the Executive Committee unless he or she holds current membership in APWA.

SECTION 3. In the event of a vacancy on the Executive Committee, the remaining members of the Executive Committee shall have the power to appoint a Branch member to fill the unexpired term of office.

SECTION 4. The Executive Committee shall manage all the affairs of the Branch in accordance with the rules and regulations of APWA, the "Rules Governing Chapters of the American Public Works Association," and any Branch or Chapter rules that may exist.

SECTION 5. The Executive Committee shall have the power to contract with an Executive Director/Branch Administrator, whose duties and compensation shall be as specified by the Executive Committee, in an approved and executed contract that shall have been previously approved by APWA.

SECTION 6. Provided a quorum as defined in Article X is present, an affirmative vote of a simple majority of the Executive Committee members present at any regular or duly called meeting shall be required to pass any motion consistent with this or any other provision of the Chapter Bylaws unless otherwise provided in these Bylaws.

SECTION 7. Should a motion that has been previously debated at a meeting of the Executive Committee where no action was taken or a motion that has not been previously debated arise requiring immediate action, the President can put the motion to a vote by means of electronic balloting as addressed in the Rules Governing Chapters of the American Public Works Association.

SECTION 8. The Secretary shall record, as a part of the minutes of the Executive Committee meeting immediately following the voting, the means and results of the voting and the names of all Executive Committee members participating.

ARTICLE VI – OFFICERS

SECTION 1. The Branch shall have as its Officers, a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President.

SECTION 2. The President, who shall have previously served as an Officer, shall be the Chief Elected Officer of the Branch and shall serve a term of one year. He/she shall preside at all Branch and Executive Committee meetings and shall chair the Executive Committee. He/she shall issue the call for regular or special Executive Committee meetings. He/she shall have the authority to sign all contracts on behalf of the Branch at the direction of the Executive Committee, appoint the Chairs of all Committees, standing and special, and be an ex-officio member of each Committee. He/she shall see that these Committees function and shall cooperate with the Committee Chairs to that end. He/she shall perform such other duties as may from time to time be assigned to him/her by the Executive Committee. Additionally, the President is expected to, or assign a member of the Executive Committee to, attend the Chapter Executive Committee meetings.

SECTION 3. The Vice President, who shall have previously served as an Officer, shall be elected annually to serve a term of one year and shall perform such duties as assigned by the President or the Executive Committee. The Vice President shall act for the President in their absence or in any case in which the President is unable to perform their duties, as determined by the Executive Committee.

SECTION 4. The Treasurer, who shall have previously served as an Officer, shall be elected annually to serve a term of one year and shall have custody of the funds, securities, and other valuable effects in the name of and to the credit of the Branch. The Treasurer shall receive all monies due the Branch, depositing them in a bank or in other safe and secure investments approved by the Executive Committee, all of which shall be in the name of the Branch. The Treasurer must sign all checks and vouchers. The Treasurer shall prepare and submit financial reports monthly to the Executive Committee and shall prepare necessary documents to be

reviewed by the Branch Audit Committee. The Treasurer shall prepare and submit to the Chapter such reports as may be required. At the expiration of the Treasurer's term of office, the Treasurer shall turn over to his/her successor all books, papers, money, securities, and other valuable effects belonging to the Branch, taking a receipt therefore from the successor.

SECTION 5. The Secretary, elected annually to serve a term of one year, shall keep all records and correspondence of the Branch, excluding non-contractual financial records (retained by the Treasurer). The Secretary shall prepare a written record of the proceedings of the Executive Committee and any formal proceedings of the Branch. The Secretary shall prepare and submit to the Chapter such reports as may be required. At the expiration of the term of office, the Secretary shall turn over to his/her successor, all books, records, papers, executed contracts, documents, or other property of the Branch in his/her custody.

SECTION 6. The Immediate Past President holding current membership in the Branch shall be an ex-officio member of the Executive Committee with voting privileges and shall serve in an advisory capacity to the President and the Executive Committee. It shall be the duty of the Past President to preside at meetings of the Branch and the Executive Committee in the absence of the President and Vice President.

SECTION 7. All Branch Officers shall serve for one year or until their successors are elected and installed. The terms of office shall begin as specified in Article XII, Section 3, of these Bylaws.

SECTION 8. In case of the inability or neglect in performance of duty by any Officer of the Branch, as determined by the Executive Committee, the Executive Committee shall have the power by a two-thirds vote of its members, to declare the office vacant and shall fill the vacancy as provided in Article V, Section 3.

ARTICLE VII – COMMITTEES

SECTION 1. The President will annually designate the following Standing Committees. The Branch Audit Committee and Nominating Committee are described in Articles VIII and XII.

- a. Awards
- b. Branch Audit
- c. Bylaws and History
- d. Community Outreach and Diversity
- e. Education
- f. Golf Outing
- g. Government Affairs
- h. Membership
- i. Nominating
- j. Public Relations and Networking
- k. Scholarship
- l. Website

SECTION 2. The President shall annually appoint the Chair of each Standing Committee and special committee. Additional committee members are recommended and may be appointed at the discretion of the Committee Chair.

SECTION 3. Standing Committee Chairs are expected to attend all scheduled Branch Executive Committee meetings, unless otherwise directed by the President, and present a report on the actions of his or her Committee. In the event in which a Committee Chair cannot attend the Executive Committee meeting, any member from said Committee can attend the meeting in place of the Chair. Refer to Article IX for details on the organization of Executive Committee meetings.

SECTION 4. The President, at his/her discretion, may designate additional special or ad hoc committees and task forces as deemed necessary to conduct Branch affairs. The President shall also appoint the Chair of these committees. In addition, the President may appoint Liaisons to Chapter committees and programs as appropriate to maintain Branch interests at the Chapter level.

SECTION 5. No committee shall obligate the Branch or issue a public proclamation or policy news release without specific authorization from the Executive Committee.

SECTION 6. Committees exist for the purpose of implementing the mission, vision, and goals of the Branch, the Chapter, and APWA. Only members of the Branch are eligible to serve as Chair of a Committee. While it is expected those serving on such committees will be members of the Branch, the inclusion of non-members, in some circumstances where specialized technical expertise is needed, may be appropriate. However, the committee chair shall retain the effective control of the committee.

ARTICLE VIII – BRANCH AUDIT COMMITTEE

SECTION 1. The President shall annually appoint an Audit Committee consisting of at least three Branch members who shall examine the financial records of the Branch. The Treasurer shall not be a member of the Audit Committee but shall cooperate fully with the Audit Committee.

SECTION 2. The duties of the Audit Committee shall be to examine the Branch’s financial records in order to meet the requirements of the Chapter and APWA. The duties of the Audit Committee shall include but not be limited to the following: examination of cancelled checks, accounting for numerical sequencing, examining endorsements, reviewing bank statements, and the examination and/or reconciliation of documents supporting disbursements. The Branch Audit Committee shall conduct the annual audit of the Fiscal Year financial documents using a computer package or hard copy format provided by the Chapter or APWA. All Branch financial records will be routinely transferred to the Chapter Treasurer at the conclusion of the fiscal year for final Chapter accountability.

ARTICLE IX – MEETINGS

SECTION 1. The Annual Meeting of the Branch, for the purpose of electing and/or installing the newly elected Officers shall be held in November of each year, the date and place of which shall be determined by the Executive Committee. Other General Membership Meetings for the transaction of business of the Branch may be called by the President upon the President's own volition, upon request by the Executive Committee, or upon the written request of 15 members in good standing of the Branch. The membership shall be notified at least two weeks in advance of the date and place of the Annual Meeting and of any other General Membership Meetings.

SECTION 2. The Executive Committee shall meet on the second Wednesday of each month during the administrative year, or as directed by the President. Special meetings of the Executive Committee shall be held at the call of the President or at the written request of a majority of the members of the Executive Committee.

SECTION 3. Meetings of the Executive Committee may be conducted in person, electronically, by means of a telephone or video conference call, or in any combination thereof provided such meetings be in accordance with all other provisions of these Bylaws and the statutes of the State of Illinois. The President shall determine the order of business at meetings of the Executive Committee or of the Branch Membership.

SECTION 4. The Secretary shall formally notify each member of the Executive Committee at least two weeks prior to the scheduled date of a regular meeting of the Executive Committee. An agenda and copy of each report and/or resolution, or other actions to be considered at such meeting, shall accompany the notice of the meeting and no changes to the agenda shall be considered at such meeting without the consent of the majority of the members of the Executive Committee in attendance.

SECTION 5. The Secretary shall formally notify each member of the Executive Committee at least five days prior to the scheduled date of a special meeting of the Executive Committee. An agenda and copy of each report and/or resolution, or other action to be considered at such meeting, shall accompany the notice of the meeting and no other matters shall be considered at such meeting.

ARTICLE X – QUORUM

SECTION 1. A simple majority of the voting members shall constitute a quorum at all Executive Committee meetings.

SECTION 2. For General Membership meetings of the Branch involving a formal business agenda, 10 percent of the general membership, of whom no more than one-half shall be members of the Executive Committee, shall constitute a quorum for the transaction of business.

ARTICLE XI – DUES

SECTION 1. The Executive Committee may establish Branch dues for its members in accordance with the "Rules Governing Chapters of the American Public Works Association."

SECTION 2. All dues are payable to APWA annually in advance. Non-payment of dues for a period of 90 days shall be treated as equivalent to resignation. Such members shall not again be eligible for membership until all arrears have been paid in full.

ARTICLE XII – ELECTION OF OFFICERS

SECTION 1. The Branch President shall appoint a Nominating Committee of three members, one of whom shall be the most recent available Past President having current membership in the Branch and who shall serve as Chair of the Nominating Committee. If a Past President is unable to serve as Chair of the Nominating Committee, then the President should appoint a past member of the Executive Committee as Chair of the Nominating Committee. The Nominating Committee shall report the names of its nominees for each office standing election to the Executive Committee by September 1. One or more nominations shall be made by the Nominating Committee for each office. The names of the nominees shall be made available to all voting members a minimum of 30 days prior to the election or distribution of ballots in order for self-nominations to be declared. No persons serving on the Nominating Committee shall be eligible for nomination except by written declaration presented to the Nominating Committee.

SECTION 2. The Executive Committee shall prescribe the form of the ballot, schedule, and other details of the election procedure. The annual election shall be held at a time and place through traditional and/or electronic means. If voting occurs prior to the annual meeting through ballots distributed to members by mail or electronic means, additional nominations will only be accepted by written declaration, submitted to the Chair of the Nominating Committee no later than the agreed upon date established by the Executive Committee. In the case of electronic balloting, the results of the election shall be declared at the annual meeting. When the election is held at the annual meeting, a member may introduce additional nominations from the floor of the meeting.

SECTION 3. Newly elected Officers shall assume office at the beginning of the administrative year with the President-Elect elected the previous year becoming President.

SECTION 4. In the event of extraordinary and extenuating circumstances, the Executive Committee shall have the power to declare the term of office of any or all Branch Officers extended for one full term.

ARTICLE XIII – DISSOLUTION OF THE BRANCH

SECTION 1. When necessary and when directed by the Chapter or the APWA Board of Directors, the Branch may be dissolved. In the event of the dissolution or final liquidation of the Branch, after all liabilities and obligations have been paid, satisfied, and discharged, or adequate provision made therefore, all remaining property and assets of the Branch shall be conveyed, assigned, and transferred to the Chapter or APWA to administer according to the bylaws of the Chapter or APWA, with the following exception: funds held by the Branch in a scholarship fund as defined by the IRS in Code Section 501 (c) (3) may, at the discretion of the Branch, be moved to another 501 (c) (3) scholarship fund of the Branch's choice.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

SECTION 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern matters of parliamentary procedure of the Branch, far as they are applicable and when consistent with these Bylaws.

ARTICLE XV – AMENDMENTS

SECTION 1. Amendments to these Bylaws may be proposed by initiatory petition submitted to the Executive Committee in writing and signed by not less than 15 Branch members or by resolution of the Executive Committee. Proposed amendments shall be presented to the membership at a meeting of the Branch within one year after the date of their submission or by letter ballot as may be determined by the Executive Committee. Provided, however, that the Executive Committee may, within sixty days after receipt of any amendment proposed by petition, return same to the petitioners with a letter of explanation requesting that the proposed amendment be modified before it is presented to the membership. If the proposed amendment is resubmitted in writing and signed by not less than eight members of the original petitioners, it shall be presented to the membership with or without the approval of the Executive Committee. An affirmative vote of two-thirds of the qualified votes cast shall be necessary for the adoption of a proposed amendment.

SECTION 2. These Bylaws and such amendments as may be made from time to time shall become effective upon adoption by the Branch and approval by the Chapter Board of Directors and APWA in the manner prescribed in this article.

CERTIFICATION OF BYLAWS

These bylaws were revised by members of the Suburban Branch at a duly called meeting on November 26, 2019, with a quorum present as prescribed by the Branch Bylaws.

The minutes of this meeting are on file with the Branch Secretary, the Secretary of the Chicago Metropolitan Chapter, and APWA.

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| <u>Christopher Olcott</u> | <u>November 26, 2019</u> |
| President | Date |
| <u>Kristin Mehl</u> | <u>November 26, 2019</u> |
| Secretary | Date |