

**FOX VALLEY BRANCH
CHICAGO METROPOLITAN CHAPTER
AMERICAN PUBLIC WORKS ASSOCIATION
BYLAWS**

Approved by the Branch Membership on

December 12, 2006

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[Note: ***Bold Italics*** indicates required language.]

Unofficial Copy

The Official Copy of the Bylaws of the Fox Valley Branch, Chicago Metropolitan Chapter of the American Public Works Association is on file at the office of the Branch's Secretary, the office of the Chapter' secretary and at APWA.

ARTICLE I – NAME AND JURISDICTION

SECTION 1. The name of the organization shall be the Fox Valley 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 DeKalb, Kane, Kendall, McHenry Counties and all of DuPage County that is west of Route 59 to where it intersects Route 56, south of Route 56 to where it intersects Route 53 and then west to the DuPage County limits 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, and adopted goals of APWA, 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 residing in the Fox Valley 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 residing outside the Fox Valley Branch territory specified in Article I, Section 1, may elect to be members of the Fox Valley Branch and shall hold the same type of membership in this Branch that they hold in APWA 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 January 1 through December 31 or consistent with the fiscal year of the Chapter.*

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

ARTICLE V – EXECUTIVE COMMITTEE

SECTION 1. The governing body of the Branch shall be the Executive Committee, herein called the Executive Committee, consisting of:

- a. The Officers of the Branch. (4)
- b. Immediate Past President. (1)
- c. The Branch Director. (1)

SECTION 2. *No person shall be nominated, elected, or allowed to be a member of the Fox Valley 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 select 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 the Board of Directors 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 National.

ARTICLE VI – OFFICERS AND DIRECTORS

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

SECTION 2. The President 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 Branch Executive Committee. He/She shall issue the call for regular or special Executive Committee meetings. He/she shall sign all contract documents for the Branch at the direction of the Executive Committee, appoint the Chairs of all Committees, standing and special, and be a 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 participate, 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 or Director, 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 his/her absence or, in case of the inability of the President to perform the duties of the President, as determined by the Executive Committee. The Vice President shall be responsible for scheduling the speakers or programs for each meeting, reserving the facilities to hold each meeting and to select the menu for each event at which food and beverage will be provided.

SECTION 4. The Secretary shall be elected annually to serve a term of one year and shall keep all records and correspondence of the Branch. 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 and APWA 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 5. The Treasurer 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. All checks and vouchers must be signed by the Treasurer. 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 Chicago Metropolitan 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 6. One member of the Branch shall be appointed by the President to serve as Branch Director and shall be members of the Executive Committee to provide direction to the Branch. The Director shall serve a one (1) year term and shall be appointed each year. The Director shall attend all Branch and Executive Committee meetings and shall be prepared to present progress reports of any assignments to the Executive Committee.

SECTION 7. The Immediate Past President holding current membership in the Branch shall be an ex-officio member of the Executive Committee 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 8. All Branch Officers, except as otherwise provided, 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.

ARTICLE VII – COMMITTEES

SECTION 1. Standing Committees and/or Special Committees will be designated by each President to encompass the subject areas including but not limited to those listed below.

- a. Accreditation
- b. Audit
- c. Awards
- d. By-Laws
- e. Chapter Conference & Expo
- f. Community Outreach – Ad Hoc
- g. Diversity Liaison
- h. Education
- i. Golf
- j. History
- k. Government Affairs
- l. Membership
- m. Nominating
- n. Programs
- o. Publicity/Public Relations
- p. Scholarship
- q. Snow Plow/Loader Competition

SECTION 2. The Chair of each Standing Committee shall be appointed annually by the President, unless in usual circumstances, an extended term is called for and agreed to be the Executive Committee. Each appointed Chair shall select committee members for his or her committee.

SECTION 3. Each Standing Committee shall report to the Executive Committee, its activities at least once annually or more frequently if directed by the President or the Executive Committee.

SECTION 4. The President may appoint, within the administrative year, other special committees as may be desirable for the conduct of the business of the Branch.

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 and APWA. While it is expected that the leadership and membership of such committees will be members of the Branch, the inclusion of non-members in some circumstances may be appropriate. However, the effective control of the committee shall be retained by the Committee chair.

ARTICLE VIII – 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 and books 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 and Directors, shall be held in December 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. 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. The Branch Executive Committee shall meet a minimum of four times during the administrative year.

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 are in accordance with all other provisions of these Bylaws and the statutes of the State of Illinois.

SECTION 4. The Secretary shall formally notify each member of the Executive Committee at least two (2) 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 (5) 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% 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 ninety (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 (3) 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. 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. No persons serving on the Nominating Committee shall be eligible for nomination except by declaration.

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

SECTION 3. Newly elected Officers and Directors shall assume office at the beginning of the administrative year.

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 and Directors extended for one full term.

ARTICLE XIII DISSOLUTION OF THE BRANCH

When necessary and when directed by the Chapter or National 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 Chicago Metropolitan Chapter or APWA National to administer according to the bylaws of 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 of procedure contained in Robert's Rules of Order, Newly Revised, shall govern meetings of the members of the Branch so far as they are applicable and when not inconsistent with these Bylaws.

ARTICLE XV – AMENDMENTS

SECTION 1. Amendments to these Bylaws may be proposed by petition submitted to the Executive Committee in writing and signed by not less than 15 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 Board of Directors of the Chicago Metropolitan Chapter and APWA.

CERTIFICATION OF BYLAWS

These bylaws were [] adopted [X] amended [] revised by members of Fox Valley Branch at a duly called meeting on December 12, 2006 with a quorum present as prescribed by branch bylaws.

The minutes of this meeting are on file with the branch secretary and the secretary of the Chicago Metropolitan Chapter and APWA National.



President



Secretary

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