

**CHICAGO METROPOLITAN CHAPTER  
AMERICAN PUBLIC WORKS ASSOCIATION  
BYLAWS**

**Approved by the Chapter Membership on**

December 14, 2023

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Unofficial Copy

The Official Copy of the Bylaws of the Chicago Metropolitan Chapter of the American Public Works Association is on file at the office of the Chapter Secretary and at APWA.

**ARTICLE I – NAME AND JURISDICTION**

**SECTION 1.** The name of the organization shall be the Chicago Metropolitan Chapter, hereinafter called the Chapter, of the American Public Works Association, hereinafter called APWA. The territory included within the jurisdiction of this Chapter shall be the counties of Cook, DeKalb, DuPage, Grundy, Kane, Kankakee, Kendall, McHenry, Lake, and Will in the State of Illinois.

**ARTICLE II – MISSION AND PURPOSE**

**SECTION 1.** The purposes of this Chapter 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 experience; 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 Chapter shall engage in a program of activities designed to further the purposes of the Association within its jurisdiction including, but not limited to, the scheduling of regular meetings of its membership. Such a program of activities shall be consistent with the constitutional purposes and adopted goals and objectives of the Association and shall not include items of a partisan or political character.

**SECTION 3.** The Chapter 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 necessary expenses actually incurred as authorized by the Chapter Executive Committee.

## **ARTICLE III – MEMBERSHIP**

**SECTION 1.** Members of APWA residing in the Chicago Metropolitan Chapter territory specified in Article 1, shall be members of the Chapter and shall hold the same type of membership in the Chapter that they hold in APWA. Members of APWA residing outside the Chicago Metropolitan Chapter territory specified in Article I, Section 1, may elect to be members of the Chicago Metropolitan Chapter and shall hold the same type of membership in this Chapter that they hold in APWA but shall be a member of only one Chapter. Members of APWA residing in the Chicago Metropolitan Chapter territory as described in Article I, Section 1, may elect to be a member of a Chapter other than the Chicago Metropolitan Chapter but shall be a member of only one Chapter. Each member shall initially be assigned to a Branch based on their preferred mailing address but shall be a member of only one Branch within the Chapter.

**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 and administrative year of the Chapter shall be from July 1 through June 30.

## **ARTICLE V – EXECUTIVE COMMITTEE**

**SECTION 1.** The governing body of the Chapter shall be the Executive Committee, consisting of the following voting members:

- a. The Officers of the Chapter (6)
- b. The President, or appointed designee of each Branch (5)
- c. The Council of Chapters Representative (1)
- d. The Presidential Appointees (3)

**SECTION 2.** No person shall be nominated, elected, or allowed to serve on the Executive Committee without an active membership in APWA.

**SECTION 3.** In the event of a vacancy in the Chapter Executive Committee, a member possessing the qualifications specified in this article to fill the unexpired term shall be selected as follows:

- a. Chapter Officers shall be selected by the Chapter Executive Committee.
- b. Chapter Presidential Appointees shall be selected by the President.
- c. The Council of Chapters Representative shall be filled by the designated Alternate for the unexpired term and the Chapter Executive Committee shall appoint a member to succeed as the Alternate.
- d. Officers who change their preferred mailing address to a location outside the boundaries of the Chapter during a term of office may continue to hold that

office until the end of the term, subject to the approval of the Chapter Executive Committee.

**SECTION 4.** The Executive Committee shall manage all the affairs of the Chapter in accordance with the rules and regulations of the Board of Directors of APWA and the "Rules Governing Chapters of the American Public Works Association."

**SECTION 5.** The Executive Committee shall have the power to contract with an individual or firm to provide administrative or other services and 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.

## **ARTICLE VI – OFFICERS AND EXECUTIVE COMMITTEE**

**SECTION 1.** The Chapter shall have as its Officers a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and the most recent available Past President.

**SECTION 2.** The President shall be elected annually and serve a term of one year as the Chief Elected Officer of the Chapter and chair of the Executive Committee. The President shall issue the call for and preside over all regular or special Executive Committee meetings. The President shall appoint (a) Chair(s) to all Standing and Special Committees and be an ex-officio member of each Committee. The President shall perform such other duties as assigned by the Executive Committee.

**SECTION 3.** The President-Elect shall be elected annually to serve a term of one year to be the liaison with the Branches of the Chapter and the headquarters staff of the American Public Works Association and perform such other duties as assigned by the President or the Executive Committee. The President-Elect shall act for the President in the President's absence or inability to perform the duties of the office as determined by the Executive Committee.

**SECTION 4.** The Vice President 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-Elect in their absence or inability to perform the duties of their office as determined by the Executive Committee. The Vice President shall be responsible for program and social functions of the Chapter.

**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 Chapter. The Treasurer shall receive all monies due to the Chapter, 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 Chapter. All checks and vouchers must be signed by the Treasurer. The Treasurer shall prepare and submit monthly financial reports to the Executive Committee and prepare the necessary documents to be reviewed by the Chapter Audit Committee. The Treasurer shall prepare and submit to APWA such reports as may be required. Upon the expiration of their term of office, the Treasurer shall turn over all books, papers, money, securities, and other valuable effects belonging to the Chapter to the Chapter.

**SECTION 6.** The Secretary shall be elected annually to serve a term of one year and shall keep all records and correspondence of the Chapter. The Secretary shall prepare a written record of the proceedings of the Executive Committee and any formal proceedings of the Chapter. The Secretary shall prepare and submit to APWA such reports as may be required. Upon the expiration of their term of office, the Secretary shall turn over all books, records, papers, executed contracts, documents, or other property of the Chapter to the Chapter.

**SECTION 7.** The Council of Chapters Representative, hereinafter called the Chapter Representative, shall be appointed by the President and confirmed by the Executive Committee to serve for a minimum three-year term. The Chapter Representative shall attend all regional and annual meetings of the Council of Chapters, bringing Chapter concerns to their attention and informing the Chapter of Council of the Chapter's activities. The Chapter Representative shall prepare and submit to APWA such reports as may be required. An Alternate Representative may be appointed annually by the President and confirmed by the Executive Committee to serve for the current administrative year and shall act for and on behalf of the Chapter Representative in the event of their absence or inability to perform the duties of this position as determined by the Executive Committee. The President shall notify the APWA Executive Director and the APWA Regional Director of the Chapter Representatives and Alternative Representative on or before June 30 of each year. A member serving as Chapter Representative or Alternate Representative may be reappointed.

**SECTION 8.** The Chapter President may appoint up to three (3) members to the Chapter Executive Committee who shall advise the President in Chapter affairs and who shall serve as at-large voting members of the Executive Committee. Appointees are typically drawn from the most senior members who are still active in Chapter affairs. These Presidential Appointees shall be confirmed by the Executive Committee of the Chapter.

**SECTION 9.** The most recent available Past President holding active membership in the Chapter shall be a 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 Chapter and the Executive Committee in the absence of the President-Elect, and Vice President.

**SECTION 10.** All Chapter 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 XIII, Section 4, of these Bylaws.

## **ARTICLE VII – COMMITTEES**

**SECTION 1.** Standing Committees will be designated by the President to implement the mission, vision, and goals of the Chapter and APWA. Standing Committees shall encompass the subject areas listed below:

Asset Management  
Audit  
Awards

Bylaws  
Community Outreach  
Conference and Expo  
Diversity, Equity & Inclusion  
Education  
Finance  
Golf  
Government Affairs  
Hall of Fame  
History  
International Affairs  
IDOT (Liaison)  
IHSAC (Liaison)  
IPSI/MAPSI  
IPWMAN (Liaison)  
IRSP  
Membership  
Mentorship  
Nominating  
Publicity  
Scholarship  
Website  
Young Professionals

**SECTION 2.** The President may appoint, within the administrative year, other Special Committees as may be desirable for the conduct of the business of the Chapter.

**SECTION 3.** The President shall appoint a Chair for each Standing and Special Committee. The Chair shall be an active member of the Chapter and appointed annually by the President, unless in unusual circumstances where an extended term is called for and agreed to by the Executive Committee.

**SECTION 4.** Each appointed Chair may select individuals to serve as members on the Standing or Special Committee. While committee membership should comprise of active members of the Chapter, the inclusion of non-members in some circumstances may be appropriate. However, effective control of the Standing or Special Committee shall be retained by the Chair.

**SECTION 5.** Each Standing and Special 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 6.** No Standing or Special Committee shall obligate the Chapter or issue a public proclamation or policy news release without specific authorization from the Executive Committee.

## **ARTICLE VIII – CHAPTER AUDIT COMMITTEE**

**SECTION 1.** The President shall annually appoint an Audit Committee consisting of at least three Chapter members who shall examine the financial records of the Chapter. Chapter members with signatory rights to the Chapter's bank or investment accounts during the audit reporting period may not serve on the Audit Committee.

**SECTION 2.** All members having custody or control of Chapter funds at any time during the reporting period are expected to cooperate fully with the Audit Committee.

**SECTION 3.** The duties of the Audit Committee shall include examination of the Chapter's policies and procedures for the Association's accounting period.

The Audit Committee must adhere to the policies and procedures outlined in the Rules Governing Chapters of the American Public Works Association.

**SECTION 4.** The Chapter's Branches are to be included in the examination performed by the Chapter Audit Committee.

## **ARTICLE IX – MEETINGS**

**SECTION 1.** The Annual Meeting of the Chapter 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 Chapter may be called by the President upon the President's own initiative, upon request by the Executive Committee, or upon the written request of 15 members in good standing of the Chapter. 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.** Meetings of the Chapter Executive Committee shall be held on the call of the President or request in writing of any three members of the Executive Committee. The Chapter Executive Committee shall meet a minimum of six times during the administrative year.

**SECTION 3.** Meetings of the Executive Committee may be conducted in person, 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 a majority of Executive Committee members 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.

**SECTION 6.** All Chapter Officers, Executive Committee members, and Committee Chairs shall be aware of and acknowledge basic anti-trust provisions affecting associations.

**SECTION 7.** The President may request an electronic vote of Executive Committee members on an item that requires immediate action ahead of the next scheduled Executive Committee meeting. The President must state the reason(s) for the electronic vote in the request. Members of the Executive Committee shall be given a period of 72 hours from the issuance of the request to submit a vote electronically. A majority of the voting Executive Committee members must respond to the request for an item to receive approval. The request and results of the electronic vote shall be recorded by the Secretary and presented at the next Executive Committee meeting.

## **ARTICLE X – QUORUM & VOTING**

**SECTION 1.** A simple majority of the voting members shall constitute a quorum at all Executive Committee meetings. A simple majority of the voting members in attendance shall be required to approve any matter.

**SECTION 2.** For General Membership meetings of the Chapter involving a formal business agenda, 16 Chapter members in attendance, not including members of the Executive Committee, shall constitute a quorum for the transaction of business. A simple majority of the voting members in attendance, not including members of the Executive Committee, shall be required to approve any matter unless otherwise required by these Bylaws.

**SECTION 3.** An electronic vote of the General Membership of the Chapter can take the place of meeting in-person to approve formal business of the Chapter. The General Membership shall have a minimum of 30 days to respond to an electronic vote request. A simple majority of responding members, not including members of the Executive Committee, shall be required to approve any matter unless otherwise required by these Bylaws.

## **ARTICLE XI – DUES**

**SECTION 1.** The Executive Committee may establish Chapter 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 – BRANCHES**

**SECTION 1.** Branches of the Chicago Metropolitan Chapter may be formed in accordance with the procedures set forth in the "Rules Governing Chapters of the American Public Works Association," by groups of members representing a region within the territorial limits of the Chicago Metropolitan Chapter for the purpose of furthering the mission, vision, goals, and objectives of the Chicago Metropolitan Chapter.

**SECTION 2.** Any group of 10 or more members of this Chapter may petition the Executive Committee of the Chapter to form a branch within the Chapter's boundaries. By resolution, the Chapter Executive Committee may authorize, upon approach by the APWA Board of Directors, the establishment of such branches which provides for its name, jurisdiction, approval of branch bylaws, method of conducting affairs, submission of periodic reports, and the appointment of a temporary committee to arrange for an organizational meeting of the branch.

**SECTION 3.** The officers and all members of the Branch shall be members of APWA.

## **ARTICLE XIII – ELECTION OF OFFICERS**

**SECTION 1.** The President shall appoint a Nominating Committee of three (3) members, including the most recent available Past President to serve as Chair of the Nominating Committee.

**SECTION 2.** The Nominating Committee shall nominate one or more members of the Chapter for each Officer position to serve in the upcoming administrative year. No members serving on the Nominating Committee shall be eligible for nomination. The Nominating Committee shall present the nominations to the Executive Committee in April for approval.

**SECTION 3.** The Executive Committee shall prescribe the form of ballot, schedule, and other details of the election procedure. Additional nominations may be made by members from the floor of a General Membership meeting or by write-in during electronic voting. The election shall conclude before July 1.

**SECTION 4.** Voting shall adhere to Article X – Quorum & Voting to constitute a valid election.

**SECTION 5.** Newly elected Officers shall assume office at the beginning of the administrative year.

**SECTION 6.** In the event of extraordinary and/or extenuating circumstances, the Executive Committee shall have the power to declare the term of office of any or all Chapter Officers and Directors extended for one full term.

**SECTION 7.** The American Public Works Association shall be notified annually of the elected Officers on or before June 30.

## **ARTICLE XIV – DISSOLUTION OF THE CHAPTER**

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

**SECTION 2.** The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the Chapter. On dissolution of the Chapter, any assets remaining shall be remitted to the American Public Works Association.

## **ARTICLE XV – 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 Chapter so far as they are applicable and when not inconsistent with these Bylaws.

## **ARTICLE XVI – 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 after approval by the APWA Board of Directors, at a meeting of the Chapter within one year after the date of their submission or by letter ballot as may be determined by the Executive Committee. The Executive Committee may, within 60 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 after approval by APWA, 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 approval by the APWA Committee on Bylaws and Rules and adoption by the Chapter membership.

## CERTIFICATION OF BYLAWS


These Bylaws were  **adopted**  **amended**  **revised** by members of the Chicago Metropolitan Chapter at a duly called meeting on December 14, 2023 with a quorum present as prescribed by Chapter Bylaws.

The minutes of this meeting are on file with the Chapter Secretary and APWA.



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President



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Secretary