

AMERICAN PUBLIC WORKS ASSOCIATION

SOUTHERN CALIFORNIA CHAPTER

BYLAWS

ARTICLE I – NAME AND JURISDICTION

SECTION 1. The name of the organization shall be the American Public Works Association, hereinafter called APWA, Southern California Chapter, hereinafter called the Chapter. The territory included within the jurisdiction of this Chapter shall be the Counties of Los Angeles, Orange, Riverside, and San Bernardino, California.

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 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 Chapter 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 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 Chapter is not organized for profit, and earnings shall not directly benefit any Chapter 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 Southern California Chapter territory specified in Article I, Section 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 Southern California Chapter territory specified in Article I, Section 1, may elect to be members of the Southern California 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 Southern California Chapter territory as described in Article I, Section 1, may elect to be a member of a Chapter other than the Southern California Chapter but shall be a member of only one 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 year of the Chapter shall be from July 1 through June 30.

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

ARTICLE V – EXECUTIVE COMMITTEE/CHAPTER BOARD OF DIRECTORS

SECTION 1. The governing body of the Chapter shall be the Executive Committee, hereinafter known as the Chapter Board of Directors, consisting of:

- a. The Officers of the Chapter.
- b. The Chapter Directors.
- c. The President or his/her designee of each Chapter Branch.
- d. The Chapter Delegate.

SECTION 2. No person shall be nominated, elected, or allowed to serve on the Chapter Board of Directors unless he or she holds current membership in APWA.

SECTION 3. In the event of a vacancy on the Chapter Board of Directors the remaining members of the Chapter Board of Directors shall have the power to appoint a Chapter member to fill the unexpired term of office.

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

SECTION 5. The Chapter Board of Directors 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 Chapter Board of Directors 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 Chapter Board of Directors 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 Chapter Board of Directors 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 Chapter Board of Directors meeting immediately following the voting, the means and results of the voting and the names of all Chapter Board of Directors members participating.

ARTICLE VI – OFFICERS AND DIRECTORS

SECTION 1. The Chapter shall have as its Officers, a President, a President-Elect/Secretary/Treasurer, a First Vice President – Education, a Second Vice President - Member Services, and the Immediate Past President. The Chapter shall have Ten Chapter Directors: Seven Directors shall serve At-Large, Two Directors shall focus on Young Professionals, and one Director shall represent Past Chapter Presidents.

SECTION 2. The President shall be the Chief Elected Officer of the Chapter and shall serve a term of one year. He/she shall preside at all Chapter and Chapter Board of Directors meetings and shall chair the Chapter Board of Directors. He/she shall issue the call for regular or special Chapter Board of Directors meetings. He/she shall have the authority to sign contracts on behalf of the Chapter at the direction of the Chapter Board of Directors, 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 be responsible for the fulfillment of the contractual obligations of the Chapter Administrator described in Article VI, Section 14. He/she shall perform such other duties as may from time to time be assigned to him/her by the Chapter Board of Directors.

SECTION 3. The President-Elect, who shall have previously served as an Officer or Director, shall be elected annually to serve a term of one year and shall assume the office of President upon the completion of the term of office of President-Elect. The President Elect shall be designated as the Secretary/Treasurer and shall oversee the performance of the Secretary and Treasurer's duties which have been assigned to the Chapter Administrator, as described in Article VI, Section 6 and 7. The President-Elect shall chair the Nominating Committee, perform such other duties as assigned by the President or the Chapter Board of Directors and shall act for the President in the President's absence or when the President is unable to perform the duties of the office, as determined by the Chapter Board of Directors.

SECTION 4. The 1st Vice President - Education shall be elected annually to serve a term of one year, shall coordinate the Educational activities of the Chapter, oversee any of the chapter committees, and perform such duties as assigned by the President or the Chapter Board of Directors. The Vice President shall act for the President and President-Elect in their absence or, in case of the inability of the President and President-Elect to perform the duties of the President, as determined by the Chapter Board of Directors.

SECTION 5. The 2nd Vice President – Member Services shall be elected annually to serve a term of one year, shall coordinate communication with chapter members, and

oversee any of the chapter committees and perform any such duties as assigned by the President or the Chapter Board of Directors.

SECTION 6. The President-Elect shall serve as the Secretary, shall oversee the duties of the Secretary assigned to the Chapter Administrator, and keep all records (except for financial records kept by the Treasurer) and correspondence of the Chapter. The Secretary shall prepare a written record of the proceedings of the Chapter Board of Directors and any formal proceedings of the Chapter. The Secretary shall prepare and submit to 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 Chapter in his/her custody.

SECTION 7. The President-Elect shall serve as the Treasurer, shall oversee the Treasurer duties assigned to the Chapter Administrator, 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 the Chapter, depositing them in a bank or in other safe and secure investments approved by the Chapter Board of Directors, 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 financial reports monthly to the Chapter Board of Directors and shall prepare necessary documents to be reviewed by the Chapter Audit Committee. The Treasurer shall prepare and submit to APWA 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 Chapter, taking a receipt therefore from the successor.

SECTION 8. The Chapter's representative to the APWA Council of Chapters, hereinafter called the Chapter Delegate, shall be appointed by the Chapter Board of Directors to serve a three year term and shall represent the Chapter to that body, attending Council of Chapter meetings, bringing Chapter concerns to their attention, and informing the Chapter of Council of Chapters activities. The Chapter Delegate shall prepare and submit to APWA such reports as may be required. An Alternate Chapter Delegate may be appointed annually by the Chapter Board of Directors to serve for the current administrative year and shall act for and on behalf of the Chapter Delegate in the event of the Chapter Delegate's absence or inability to perform the duties of this position as determined by the Chapter Board of Directors.

The Chapter Delegate shall serve for no more than two consecutive three-year terms, with the filling of an unexpired term of one year or greater to be consider as one of the permitted three-year terms.

SECTION 9. Ten members of the Chapter shall be elected to serve as Chapter Directors and shall be members of the Chapter Board of Directors to provide direction to the Chapter. Each Director shall serve a two year term and one half shall be elected each year so as to provide for continuity of direction. Each Director shall attend all Chapter and Chapter Board of Directors meetings and shall be prepared to present progress reports of any assignments. Two of the ten directors shall serve to focus on the recruitment and coordination of activities for the Chapter's Young Professionals (less than 35 years of age). One of the ten Directors shall be nominated from the pool of Chapter Past Presidents, who will chair the Past Presidents Committee.

All Directors, with the exception of the Past Presidents Director, are restricted to a limit of three consecutive two year terms, with the filling of an unexpired term of one year or greater considered as one of the permitted three year terms. The Past Presidents Director shall serve a one year term and may be considered for re-nomination annually.

SECTION 10. The most recent Past President holding current membership in the Chapter shall be an ex officio member of the Chapter Board of Directors with voting privileges and shall serve in an advisory capacity to the President and the Chapter Board of Directors. It shall be the duty of the Past President to preside at meetings of the Chapter and the Chapter Board of Directors in the absence of the President, President-Elect, and Vice Presidents.

SECTION 11. 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 3, of these Bylaws.

SECTION 12. In case of the inability or neglect in performance of duty by any Officer or Director of the Chapter as determined by the Chapter Board of Directors, the Chapter Board of Directors 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.

SECTION 13. No Officer, Director, Delegate or Branch President shall obligate the Chapter or issue a public proclamation or policy news release without specific authorization from the Chapter Board of Directors.

SECTION 14. The Chapter Board of Directors may hire a Chapter Administrator for the purpose of performing the regular business of the Chapter. The Chapter Administrator may be assigned specific duties of the Secretary and Treasurer, and perform any other duties as assigned by the President or the Chapter Board of Directors, which will be specified in a contract between the Chapter Administrator and the Chapter. The Chapter Administrator will be considered to be an independent contractor.

ARTICLE VII – COMMITTEES

SECTION 1. The President will annually designate at a minimum two Standing Committees, the Chapter Audit Committee and Chapter Nominating Committee. The Audit Committee is described in Article VIII - Chapter Audit Committee. The members and duties of the Nominating Committee are specified in Article XIII – Election of Officers. The President, at his/her discretion, may designate additional standing committees, special committees and task forces as deemed necessary to conduct Chapter affairs.

SECTION 2. The chair of the Audit Committee and each special committee shall be appointed annually by the President. Additional committee members are recommended and may be appointed at the discretion of the committee chair.

SECTION 3. Each standing committee shall report to the Chapter Board of Directors its activities at least once annually or more frequently if directed by the President or the Chapter Board of Directors.

SECTION 4. No committee shall obligate the Chapter or issue a public proclamation or policy news release without specific authorization from the Chapter Board of Directors.

SECTION 5. Committees exist for the purpose of implementing the mission, vision, and goals of the Chapter and APWA. Only members of APWA and the Chapter are eligible to serve as chair of a committee. While it is expected those serving on such committees will be members of the Chapter, the inclusion of non-members in some circumstances where specialized technical expertise is needed may be appropriate. However, the effective control of the committee shall be retained by the committee chair.

ARTICLE VIII – CHAPTER AUDIT COMMITTEE

SECTION 1. The President shall annually appoint an Audit Committee consisting of at least two Chapter members who shall examine the financial records of the Chapter. Chapter members may not serve on the Audit Committee in which he/she had signatory rights to the Chapter's bank or investment accounts for the reporting period being audited.

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 include examination of the Chapter's financial records in order to verify the assets, liabilities, net assets and cash flows (revenues and expenses) of the Chapter 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. Financial records of the Chapter's Branch(es) (if applicable) are to be included in the examination performed by the Chapter Audit Committee unless the Branch Bylaws call for the formation of a Branch Audit Committee separate from that of the Chapter.

ARTICLE IX – MEETINGS

SECTION 1. The Annual Meeting of the Chapter, for the purpose of electing and/or installing the newly elected Officers and Directors, shall be held no later than February 28 of each year, the date and place of which shall be determined by the Chapter Board of Directors. Other General Membership Meetings for the transaction of business of the Chapter may be called by the President upon the President's own volition, upon request by the Chapter Board of Directors, 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. The Chapter Board of Directors shall meet at least four times during the administrative year. Special meetings of the Chapter Board of Directors shall

be held at the call of the President or at the written request of a majority of the members of the Chapter Board of Directors.

SECTION 3. Meetings of the Chapter Board of Directors 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.

SECTION 4. The Secretary shall formally notify each member of the Chapter Board of Directors at least two weeks prior to the scheduled date of a regular meeting of the Chapter Board of Directors. An agenda and copy of each report and/or resolution, or other actions to be considered at such meeting, shall be transmitted electronically at least 5 calendar days before 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 Chapter Board of Directors in attendance.

SECTION 5. The Secretary shall formally notify each member of the Chapter Board of Directors at least five days prior to the scheduled date of a special meeting of the Chapter Board of Directors. 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. Electronic voting by the Chapter Board of Directors may be used to address immediate issues that arise between regularly scheduled Chapter Board of Directors meetings and which have been determined by the President cannot wait until the next scheduled Chapter Board of Directors meeting. The use of electronic voting shall adhere to the policies and procedures outlined in the Rules Governing Chapters of the American Public Works Association.

ARTICLE X – QUORUM

SECTION 1. A simple majority of the voting members shall constitute a quorum at all Chapter Board of Directors meetings.

SECTION 2. For General Membership meetings of the Chapter involving a formal business agenda, five percent of the membership, of whom no more than one-half shall be members of the Chapter Board of Directors, shall constitute a quorum for the transaction of business.

ARTICLE XI – DUES

SECTION 1. The Chapter Board of Directors 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 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 Southern California 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 Southern California Chapter for the purpose of furthering the mission, vision, goals, and objectives of the Southern California Chapter.

SECTION 2. Any group of 10 or more members of the Chapter may petition the Chapter Board of Directors to form a branch within the Chapter. The Chapter Board of Directors may authorize upon approval by the APWA Board of Directors the establishment of such branches by adopting a resolution 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 current members of APWA.

ARTICLE XIII – ELECTION OF OFFICERS

SECTION 1. The President-Elect, the most recent available Past President, the President, and the Chapter Delegate shall constitute the Nominating Committee. The President-Elect 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 Chapter Board of Directors a minimum of 30 calendar days prior to the date of the election or distribution of ballots as established by the Chapter Board of Directors. The names of the nominees shall be made available to all voting members a minimum of 15 calendar days prior to the election or distribution of ballots in order for self nominations to be declared. 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 written declaration presented to the Nominating Committee by the Chapter Board of Directors.

SECTION 2. The Chapter Board of Directors shall prescribe the form of ballot, schedule and other details of the election procedure. The annual election shall be held at a time and place of the annual meeting or in the case of electronic balloting, the results of the election shall be declared at the annual meeting and electronically. Additional nominations may be made by members from the floor of the meeting, or should ballots be distributed to members by mail or electronic means, additional nominations will be accepted by written declaration submitted to the Chair of the Nominating Committee by the agreed upon date established by the Chapter Board of Directors.

SECTION 3. Newly elected Officers and Directors 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 Chapter Board of Directors shall have the power to declare the term of office of any or all Chapter Officers, Directors, and Chapter Delegate, extended for one full term or less.

ARTICLE XIV DISSOLUTION OF THE CHAPTER

SECTION 1. When necessary and when 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.

ARTICLE XV – PARLIAMENTARY AUTHORITY

SECTION 1. The order of business at meetings of the Chapter Board of Directors or of the Chapter membership shall be determined by the President.

SECTION 2. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern matters of parliamentary procedure of the Chapter, except as otherwise provided in these Bylaws.

ARTICLE XVI – AMENDMENTS

SECTION 1. Amendments to these Bylaws may be proposed by initiatory petition submitted to the Chapter Board of Directors in writing and signed by not less than 15 Chapter members or by resolution of the Chapter Board of Directors. Proposed amendments submitted to the Chapter Board of Directors by petition shall be acted upon by the Chapter Board of Directors within six months of receipt. Proposed amendments, if approved by the Chapter Board of Directors, shall be presented by the Chapter Board of Directors to APWA.

SECTION 2. Proposed amendments submitted to the Chapter Board of Directors and not approved by the Chapter Board of Directors shall be promptly returned by the Chapter Board of Directors to the petitioners with a letter of explanation requesting that the proposed amendments be modified and resubmitted to the Chapter Board of Directors. If the proposed amendment is resubmitted in writing and signed by a simple majority of the original petitioners, the Chapter Board of Directors shall immediately present the proposed amendment to APWA for approval with or without approval of the Chapter Board of Directors.

SECTION 3. Upon approval of the proposed amendments by APWA, the Chapter Board of Directors shall, within one year of the approval of the proposed amendments by APWA, present the proposed amendments to the Chapter membership for approval at a meeting or by letter/electronic ballot as may be determined by the

Chapter Board of Directors provided that the membership has been given a minimum of three weeks to submit ballots. An affirmative vote of two-thirds of the qualified votes cast shall be necessary for the adoption of a proposed amendment.

SECTION 4. These bylaws and such amendments as may be made from time to time shall become effective upon approval by APWA and adoption by the Chapter in the manner prescribed in this article.

[SECTION 5. The Chapter Board of Directors should conduct a review of the Chapter's bylaws for completeness and applicability at least once every three years. Furthermore the Chapter should report in writing to APWA compliance with the approved bylaws or submit proposed bylaw changes for APWA approval and adoption by the Chapter.

CERTIFICATION OF BYLAWS

These bylaws were adopted by members of the Southern California Chapter by electronic vote of the membership concluding on December 5, 2016 with a quorum present as prescribed by chapter bylaws.



Robert Newman, President

March 10, 2017

Date



Tim D'Zmura, President-Elect/Secretary/Treasurer

March 10, 2017

Date

