

# **AMERICAN PUBLIC WORKS ASSOCIATION**

## **MINNESOTA CHAPTER**

### **BYLAWS**

#### **ARTICLE I – NAME AND JURISDICTION**

**SECTION 1.** The name of the organization shall be the American Public Works Association, hereinafter called APWA, Minnesota Chapter, hereinafter called the Chapter. The territory included within the jurisdiction of this Chapter shall be the State of Minnesota.

#### **ARTICLE II – MISSION AND PURPOSE**

**SECTION 1.** The mission of the Minnesota Chapter is to advance the theory and practice of the design, construction, maintenance, administration and operation of public works facilities and services. The purpose of the Minnesota Chapter is to exchange information and experiences; promote improved and sustainable practices in the public works field; expect that all public works association members will adhere to high professional and ethical standards; and improve the professional and social involvement 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 Minnesota 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 Minnesota Chapter territory specified in Article I, Section 1, may elect to be members of the Minnesota 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 Minnesota Chapter territory as described in Article I, Section 1, may elect to be a member of a Chapter other than the Minnesota 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 APWA.

#### **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 through December 31.

## **ARTICLE V - EXECUTIVE COMMITTEE**

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

- a. The Officers of the Chapter.
- b. The Chapter Directors.
- c. The Chapter Delegate.

**SECTION 2.** No person shall be nominated, elected, or allowed to 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 Chapter member to fill the unexpired term of office.

**SECTION 4.** The Executive Committee shall manage all the affairs of the Chapter in accordance with 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.

**SECTION 6.** Provided a quorum as defined in Article XI is present, an affirmative vote of a simple majority of 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 part of the minutes of the Executive Committee meeting immediately following the voting, the means and the results of the voting and names of all the Executive Committee members participating.

## **ARTICLE VI - OFFICERS, DIRECTORS AND DELEGATE**

### **DESCRIPTION AND DUTIES**

**SECTION 1.** The Chapter shall have as its Officers, a President, a Vice President, a Secretary/Treasurer and a Past President, the latter being the immediate or most recent person

holding such office. The Chapter shall also have seven Chapter Directors, a Deputy Treasurer and a Chapter Delegate.

**SECTION 2.** The President, who shall have previously served as an Officer or Director of the Chapter shall be elected as the Chief Executive Officer of the Chapter and shall serve a term of one administrative year. The President shall preside at all Chapter and Executive Committee meetings and shall chair the Executive Committee. The President shall issue the call for regular or special Executive Committee meetings. The President shall have the authority to sign contracts on behalf of the Chapter 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. The President shall see that these Committees function and shall cooperate with the Committee Chairs to that end. The President shall perform such other duties as may from time to time be assigned to him/her by the Executive Committee. The Chapter President shall notify the APWA Executive Director and the APWA Regional Director of the Chapter's Executive Committee representatives on or before December 31st of each year.

**SECTION 3.** The Vice President, who shall have previously served as an Officer or Director of the Chapter, shall be elected annually to serve a term of one administrative year. The Vice President shall be responsible for arranging the tentative program of activities for the current administrative year, shall perform such other duties as assigned by the President or the Executive Committee 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 Executive Committee.

**SECTION 4.** The Secretary/Treasurer, who shall have previously served as a Director or Committee Chair of the Chapter, shall be elected annually to serve a term of one administrative year and shall keep all records and correspondence of the Chapter. The Secretary/Treasurer shall prepare a written record of the proceedings of the Executive Committee and any formal proceedings of the Chapter. The Secretary/Treasurer shall have custody of the funds, securities, and other valuable effects in the name of and to the credit of the Chapter. The Secretary/Treasurer shall receive all monies due 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 Secretary/Treasurer. The Secretary/Treasurer shall prepare and submit financial reports monthly to the Executive Committee and shall prepare necessary documents to be reviewed by the Chapter Audit Committee. The Secretary/Treasurer shall prepare and submit to APWA such reports as may be required. At the expiration of the Secretary/Treasurer's term of office, the Secretary/Treasurer shall turn over to his/her successor all books, records, papers, executed contracts, documents, money, securities, other property of the Chapter in his/her custody, and other valuable effects belonging to the Chapter, taking a receipt therefore from the successor.

The Deputy Treasurer position shall provide assistance to the Chapter Officers and specifically, the Secretary/Treasurer. The designated purpose of this position is to provide financial continuity within the Chapter and to assist the incoming Secretary/Treasurer in the execution of their duties and responsibilities. The Deputy Treasurer shall be appointed by the Chapter Officers for a term not to exceed 3 years, with the possibility of being reappointed for one additional term. The Deputy Treasurer position shall be considered an ex officio member of the Executive Committee and shall not have voting privileges.

**SECTION 5.** The Past President shall be the immediate or most recent person holding such office. The Past President shall be a current Chapter member and ex officio member of the Executive Committee for a term of one administrative year with voting privileges. 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 and Vice President. The Past President shall chair the Nominating Committee and may serve as the Alternate Chapter Delegate.

**SECTION 6.** The Chapter's representative to the APWA Council of Chapters, hereinafter called the Chapter Delegate, shall be appointed by the Executive Committee to serve a three-year term with voting privileges and shall represent the Chapter to that body, attending regional and annual meetings of the Council of Chapters, bringing Chapter concerns to their attention, and informing the Council of Chapters of Chapter's activities. The Chapter Delegate shall serve in an advisory capacity to the Executive Committee and prepare and submit to APWA such reports as may be required. A member serving as Chapter Delegate may be reappointed by the Executive Committee at the end of his/her term. The Alternate Chapter Delegate 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 Executive Committee.

Notice to the Chapter membership of the pending opening for the Delegate position will be posted on the Chapter website and a notice sent to all members. The minimum criteria and replacement process for this position is detailed on the Chapter's website. The current standing Officers shall review and rank the list of potential candidates and will bring forth a recommendation to the Executive Committee for approval.

**SECTION 7.** Seven members of the Chapter shall be elected to serve as Chapter Directors and be nominated from the following groups:

1. Public Works Director/City Engineer
2. Engineer/Manager
3. Public Works Superintendent
4. Out-State Representative
5. Consultant
6. Vendor/Contractor
7. Regional/County/State Agency

Chapter Directors shall be members of the Executive Committee in order to provide direction to the Chapter. Each Director shall serve two administrative years, with the Engineer/Manager, Vendor/Contractor, and Superintendent Directors being elected in the even-numbered years and the Consultant, Out-State, Public Works Director/City Engineer, and the Regional/County/State Agency Directors elected in the odd-numbered years, so as to provide for continuity of direction.

Each Director shall attend all Chapter and Executive Committee meetings and shall be prepared to present progress reports of any assignments.

**SECTION 8.** 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. The Chapter Officers shall prepare a draft budget for the next fiscal year for adoption by the Executive Committee prior to the Annual Meeting of the Chapter as specified in Article IX, Section 1.

**SECTION 9.** In the case of the inability or neglect in performance of duty by any Officer or Director of the Chapter 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 by Article V, Section 3, of these Bylaws.

**SECTION 10.** All Executive Committee members, except as otherwise provided, shall serve for their respective terms or until their successors are elected or appointed and installed. The terms of office shall begin as specified in Article XIII, Section 3, of these Bylaws.

## **ARTICLE VII– COMMITTEES**

**SECTION 1.** The President will annually designate at a minimum two Standing Committees, the Chapter Audit Committee and Nominating Committee. These committees are described in Articles VIII and IX. 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 each standing committee, special committee and task force shall be a member appointed annually by the newly elected President. Each appointed chair shall select committee members for their 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.** No committee shall obligate the Chapter or issue a public proclamation or policy news release without specific authorization from the President.

**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 – CHAPTER NOMINATING COMMITTEE**

**SECTION 1.** The Nominating Committee shall consist of past Chapter presidents along with Chapter officers serving as ex officio, non-voting members. The Past President shall serve as Chair of the Nominating Committee unless he or she is unable to serve as Chair of the Nominating Committee, then the President should appoint a previous Past President as Chair of the Nominating Committee.

**SECTION 2.** The duties of the Nominating Committee shall be to select one or more Chapter members willing to serve as Directors in accordance with Article VI, Section 7 and the office of Secretary/Treasurer. Any Chapter member may submit a nomination to the Committee by August 1 for consideration. The offices of Vice-President and President are exempted from the nominations process, although provision of write-in candidates shall be provided. No persons serving on the Nominating Committee shall be eligible for nomination except by written declaration presented to the Nominating Committee.

#### **ARTICLE X – 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 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 Chapter 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 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 Executive Committee shall meet at least four (4) times during the administrative year. 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, by means of a telephone, video or other electronic conference connection, or in any combination thereof provided such meetings are in accordance with all other provisions of these Bylaws.

**SECTION 4.** The President shall formally notify each member of the Executive Committee and post the notice on the Chapter's web site 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, resolutions, or other actions to be considered at such meetings, 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 President 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.** An unofficial draft copy of all Executive Committee meeting minutes shall be filed on the Chapter's web site and within 30 days of the meeting date. These draft minutes shall be replaced with the official approved minutes within 30 days of formal adoption by the Executive Committee.

#### **ARTICLE XI – QUORUM**

**SECTION 1.** A simple majority of the voting members of the Executive Committee (7 of 12) shall constitute a quorum at all Executive Committee meetings.

**SECTION 2.** For General Membership meetings of the Chapter involving a formal business agenda, five percent of the membership shall constitute a quorum for the transaction of business provided that no more than seven members of the Executive Committee are deemed part of the quorum for transaction of business.

#### **ARTICLE XII – 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 XIII – BRANCHES**

**SECTION 1.** Branches of the 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 or locality within the territory of the Chapter for the purpose of furthering the mission, vision, goals, and objectives of the Chapter.

**SECTION 2.** Any group of fifteen (15) or more members of the Chapter may petition the Executive Committee to form a branch within the Chapter. The Executive Committee 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, and 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 XIV – ELECTION OF OFFICERS AND DIRECTORS**

**SECTION 1.** The Nominating Committee shall report the names of its nominees for each office standing election to the Executive Committee by September 15 or a minimum of 60 days prior to the date of the election or distribution of ballots by the Executive Committee. The Executive Committee shall approve the slate of candidates for the annual election including the provision for write-in candidates; prescribe the form of ballot, schedule and other details of the election procedure. The annual election shall be held a minimum of 30 days before the annual meeting.

**SECTION 2.** A special committee appointed by the President may serve as the Teller's Committee and is responsible to count and validate all ballots. The Teller's Committee shall be

made up of the Past President, Delegate and the current President. All ties in voting results shall be settled by a flip of the coin tossed by the Past President. The Teller's report and annual election shall be held at the same time and place as the annual meeting.

**SECTION 3.** Newly elected Officers and Directors shall assume office at the beginning of the next administrative year. Appointed members of the Executive Committee shall assume office immediately upon their appointment.

**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 Chapter Officers and Directors extended for up to one full term.

#### **ARTICLE XV 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.

#### **ARTICLE XVI – PARLIAMENTARY AUTHORITY**

**SECTION 1.** The order of business at meeting of the Executive Committee or of the Chapter membership shall be determined by the President.

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

#### **ARTICLE XVII – AMENDMENTS**

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

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

**SECTION 3.** Upon approval of the proposed amendments by APWA, the Executive Committee 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 Executive Committee 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 adoption of a proposed amendment.



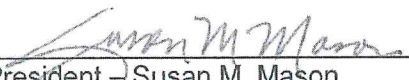
**SECTION 4.** These Bylaws and such amendments as may be made from time to time shall become effective upon approval by the APWA and adoption by the Chapter in the manner prescribed in this article.

**SECTION 5.** The Executive Committee should conduct a review of the Chapter 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.

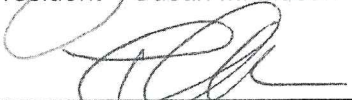
#### **CERTIFICATION OF BYLAWS**

These bylaws were adopted by the members of the Minnesota Chapter at a duly called meeting on November 19, 2009; amended by the members of the Minnesota Chapter at a duly called meeting on November 20, 2015, with a quorum present as prescribed by chapter bylaws; and amended on April 13, 2016 as required by APWA.

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

  
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President – Susan M. Mason

4/13/16  
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Date

  
\_\_\_\_\_  
Secretary/Treasurer – Kristin Asher

4-13-16  
\_\_\_\_\_  
Date

**APPROVED:**

Executive Committee:	November 4, 2009
APWA:	November 16, 2009
Chapter Membership:	November 19, 2009

**AMENDED:**

Executive Committee:	October 10, 2014
APWA:	October 10, 2014
Chapter Membership:	November 4, 2014

Executive Committee:	October 7, 2015
APWA:	October 7, 2015
Chapter Membership:	November 20, 2015

Executive Committee:	April 13, 2016
APWA:	April 13, 2016
Chapter Membership:	Approval not required for this amendment

