

**OREGON CHAPTER
of the
AMERICAN PUBLIC WORKS ASSOCIATION**

BYLAWS

Unofficial Copy

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

ARTICLE I

Name and Boundaries

Section 1. The name of the organization shall be the Oregon Chapter of the American Public Works Association. The territory included within the boundaries of this Chapter shall be the State of Oregon.

ARTICLE II

Purposes

Section 1. The purposes of this Chapter shall be for the advancement of the practices related to the theory and practice of design, construction, administration, operation, and maintenance of public works facilities and services; the standardization of specifications and construction practices; the improvement of educational opportunities for all Chapter members; the maintenance of a scholarship program; the dissemination of information related to the promotion of improved practices in the administration of public works; the adherence to the highest ethical and professional standards by public works officials; and, the professional and social improvement of the members, as set forth in the Rules Governing Chapters of the American Public Works Association, hereinafter referred to as the 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.

Section 3. The Chapter is not organized for profit and no part of the earnings shall inure to the benefit of any member of the Chapter except as compensation for services rendered to the Chapter, for reimbursement of necessary expenses actually incurred, as an awarded scholarship, or for educational and training activities that are sponsored and subsidized by the Chapter.

ARTICLE III

Membership

Section 1. All members of the Association residing within the Chapter territory, as specified in Article I, shall hold the same type of membership in the Chapter that they hold in the Association. Members of APWA residing outside the Oregon Chapter territory specified in Article 1, Section 1, may elect to be members of the Oregon 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 Oregon Chapter territory as described in Article 1, Section 1, may elect to be a member of a Chapter other than the Oregon 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 January 1 through December 31.

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

ARTICLE V

The Executive Committee

Section 1. The governing body of the Chapter shall be the Executive Committee. The members of the Executive Committee shall be Active members as defined by the Bylaws of the American Public Works Association. The Executive Committee shall consist of the following offices:

A. Officers – The officers of the Chapter shall be the President, President Elect, Secretary, Treasurer, and the Immediate Past-President. These officers shall be elected for a term of one year, except that the Immediate Past-President shall continue as an officer without reelection for one year.

B. Directors – There shall be six Directors of the Chapter who will be elected to serve on the Executive Committee. Three Directors shall be elected at each of the annual meetings of the Chapter. The terms of office of Directors elected to the Executive Committee shall be two years, unless otherwise appointed to fill a vacancy, and no director shall be elected to more than three full two-year terms.

C. Delegate – The Chapter representative to the House of Delegates of the Association shall be a member of the Executive Committee. The Delegate shall be appointed by the Executive Committee from the eligible Chapter membership for a three year term. The

Delegate may serve consecutive terms and shall continue at the pleasure of the Executive Committee. An Alternate Chapter Delegate may be appointed annually by the Executive Committee 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 Executive Committee.

Section 2. 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 3. No person shall be nominated, elected, or allowed to serve on the Executive Committee unless he or she holds current membership in APWA.

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.

Section 7. The Executive Committee shall see that the records and history of the Chapter are preserved and that the office of Chapter Historian is maintained and supported.

Section 8. The Executive Committee shall establish, evaluate, and revise the Chapter goals annually which shall include items listed in Article II, Section 1.

ARTICLE VI

Duties of the Executive Committee

Section 1. The President shall be the chief executive officer of the Chapter. The President shall preside at all meetings of the Executive Committee and of the Chapter. The President shall issue the call for regular or special

Executive Committee or Chapter meetings. The President shall appoint all standing and special committees and delegate the responsibility for overseeing the committee assignments to other members of the Executive Committee. The President shall see that the 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 by the Executive Committee.

Section 2. The President-Elect, who shall have previously served as an Officer or Director, shall assume the office of President upon the completion of the term of office of President-Elect and serve as President for one year. The President-Elect 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, shall act as an ex-officio member of each standing or special 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 3. The Secretary 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. 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. The Secretary shall further pass along all permanent records more than five years old to the Oregon State Archives.

Section 4. The Treasurer 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 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 financial reports monthly to the Executive Committee and to the membership at the annual meetings of the Chapter 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 5. The Chapter's representative to the APWA House of Delegates, hereinafter called the Chapter Delegate, shall be appointed by the Executive Committee to serve for a minimum three year term and shall represent the Chapter to that body, attending regional and annual meetings of the House of Delegates, bringing Chapter concerns to their attention, and informing the Chapter of House of Delegates' activities. The Chapter Delegate shall prepare and submit to APWA such reports as may be required. The Chapter will pay the costs for the Delegate's attendance at the meetings of the House of Delegates as authorized and approved by the Executive Committee.

Section 6. Each of the six Chapter Directors shall attend all Chapter and Executive Committee meetings and shall be prepared to present progress reports of any assignments.

Section 7. The most recent Past President holding current membership in the Chapter shall be an ex officio member of the Executive Committee with voting privileges and shall serve in an advisory capacity to the President and the Executive Committee. It shall

be the duty of the Past President to preside at meetings of the Chapter and the Executive Committee in the absence of the President and President-Elect.

ARTICLE VII

Committees

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

- a. Audit
- b. Awards
- c. Conference Steering
- d. Diversity
- e. Education
- f. Emergency Management
- g. Equipment Services
- h. Futures
- i. Historical
- j. Industry Relations
- k. Intergovernmental Relations
- l. Leadership and Management
- m. Membership
- n. Nominating
- o. PACE
- p. Pipe Users Group
- q. Public Relations
- r. Public Works Luncheon
- s. Scholarships
- t. Standard Specifications
- u. Transportation
- v. ULCC/One Call
- w. Water Resources

Section 2. The Chair of each standing committee shall be appointed annually by the President. Each appointed chair shall select committee members for his or her committees.

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 Chapter.

Section 5. No committee shall obligate the Chapter 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 Chapter and APWA. While it is expected that the leadership and membership of such committees will be members of the Chapter, 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 Chapter members who shall examine the financial records and books of the Chapter. 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 Chapter's financial records in order to meet the requirements of APWA. The duties of the Audit Committee shall also 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 Audit Committee shall conduct the annual audit of the Fiscal Year financial documents using a computer package or hard copy format provided by APWA.

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 in the Fall of each year and one General Membership Meeting shall be held in the Spring of each year, the dates and places 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 ten 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 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 President 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 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 not other matters shall be considered at such meeting.

ARTICLE X

Quorum

Section 1. A majority of the Executive Committee members shall constitute a quorum at an Executive Committee meeting.

Section 2. A minimum of ten percent of the membership of the Chapter who are eligible to vote shall constitute a quorum to do business at all meetings of the Chapter.

ARTICLE XI

Dues and Assessments

Section 1. The annual dues shall be that portion of the dues paid to the Association that is assigned to the Chapter by the Board of the Association.

Section 2. Dues and assessments are payable annually in advance. Nonpayment of dues for a period of 90 days shall be treated equivalent to resignation. Any member who is considered as having resigned shall not be eligible for membership in the Chapter until all monies in arrears have been paid.

ARTICLE XII

Branches

Section 1. Branches of the Oregon 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 territorial limits of the Oregon Chapter for the purpose of furthering the mission, vision, goals, and objectives of the Oregon Chapter.

Section 2. Any group of ten 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, 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

Nomination and Election of Officers and Directors

Section 1. The 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 Chapter and who shall serve as Chair of the Nominating Committee. The Nominating Committee shall submit a slate of nominees for the Chapter Officers and Directors to be voted on to the Executive Committee by August 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. It shall be understood that the President-Elect shall be the only nominee for the office of President. Additional nominations for any office, except that of President, may be made by members at the Annual Meeting.

Section 2. The election of Officers and Directors shall take place at the Annual Meeting of the Chapter. A majority of votes cast by qualified voting members present shall constitute the election to the office.

Section 3. Newly elected Officers and Directors shall assume office on January 1st of the year following their election.

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 rules of procedure contained in Robert 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 the Bylaws may be proposed by the Executive Committee or by initiative petition submitted to the Executive Committee. All proposed amendments shall be presented to the membership for vote within one year of their proposal to or by the Executive Committee and approval by the APWA. The Executive Committee may authorize and direct that the proposed amendments be presented to the members at a meeting of the Chapter or by written ballot.

Section 2. An initiative petition shall be signed by not less than fifteen members. The Executive Committee may, within sixty days after receipt of any amendment proposed by petition, return the petition to the petitioners and request that their proposed amendment be modified before it is presented to the membership for voting. If the proposed amendment is re-submitted in writing and signed by not less than eight of the original petitioners, it shall be presented to the membership for voting at the next Chapter meeting, with or without the approval of the Executive Committee.

Section 3. An affirmative vote of two-thirds of the qualified votes cast shall be required for the adoption of any proposed amendment to the Bylaws.

Section 4. These Bylaws and such amendments as may be made shall become effective upon adoption by the Chapter and approval by the Board of the Association.

Certification of Bylaws

These bylaws were revised by members of the Oregon Chapter at a duly called meeting on October 19, 2007, with a quorum present as prescribed by chapter bylaws.

The minutes of this meeting are on file with the chapter secretary and APWA.

President_____

Secretary_____

As revised 1989

As further revised October 26, 1990.

As further revised October 15, 1993.

As further revised October 19, 2007.