

BY-LAWS

AMERICAN PUBLIC WORKS ASSOCIATION, MICHIGAN CHAPTER

ARTICLE I

Name and Jurisdiction

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

ARTICLE II

Mission and Purpose

Section 1. The purposes of the Chapter shall be 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 upon, and the promotion of improved practices in public works administration; the encouragement of the adherence by public works officials to a high professional and ethical standard, and the professional and social improvements of its members; and the promotion of cooperation among all public, quasi-public, and private persons, corporations, bodies, utilities and agencies which have interest in the field of public works 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 APWA 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 APWA and shall not include the endorsement of items of a partisan, business or political nature inconsistent with the mission, vision and adopted goals of APWA.

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 for necessary expenses actually incurred.

ARTICLE III

Membership

Section 1. Members of APWA residing in the Michigan 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 Michigan Chapter territory specified in Article I, Section 1, may elect to be members of the Michigan 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 Michigan Chapter territory as described in Article I, Section 1, may elect to be a member of a Chapter other than the Michigan Chapter but shall be a member of only one Chapter.

ARTICLE IV
Fiscal and Administrative Years

- Section 1. The fiscal year of the Chapter shall be January 1 through December 31.
- Section 2. The administrative year of the Chapter shall coincide with the installation of officers at the Annual Meeting.

ARTICLE V
Executive Committee

- Section 1. The governing body of the Chapter shall be the Executive Committee. The Executive Committee consists of:
- A. Chapter President
 - B. Chapter President Elect
 - C. Chapter Vice President
 - D. Chapter Secretary
 - E. Chapter Treasurer
 - F. Chapter Delegate
 - G. Branch Delegate (ranking Branch officer)
 - H. The Two Immediate Past Chapter Presidents
 - I. The Representative to the Michigan Municipal League
 - J. All other Past Chapter Presidents able & willing to serve on a non-voting status
- 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 in the office of the President, the unexpired term shall be filled by the President Elect. In the event of a vacancy in the Executive Committee, whether by reason of removal from the region or because of resignation, death, or election to another office, the vacancy shall be filled by appointment by the Executive Committee to serve for the unexpired term.
- 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 individuals or organizations (i.e. Chapter Administrators, Newsletter Publisher, or other service companies) with duties, responsibilities and compensation being specified by the

Executive Committee in an approved and executed contract that shall have been previously approved by APWA.

Section 6. The Michigan Municipal League Representative shall report to and be appointed by the Executive Committee.

ARTICLE VI Officers

Section 1. The Chapter shall have as its Officers, a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and the two Immediate Past Presidents. Where prior experience is specified, this shall be a requirement for election by simple majority vote. In the event all specified criteria is not met, a super majority vote of $\frac{3}{4}$ of the Executive Committee quorum present would allow a candidate to be nominated for a membership vote.

Section 2. The President shall be the Chief Elected Officer of the Chapter and shall serve a term of one year. The President shall Chair the Executive Committee and shall preside at meetings of the members. The President shall appoint such standing or special committees as considered necessary or as instructed by the Executive Committee, shall be ex-officio member of such committees, and shall be responsible for the Executive Committee for the functioning of all committees. The President shall perform such other duties as may from time to time be assigned by the Executive Committee.

Section 3. The President-Elect, who shall have previously served as an Officer or Executive Committee member, shall be elected annually to serve a term of one year and shall assume the office of the 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 and shall occupy the position of President and perform all the President's duties if for any reason the President is absent and shall perform other duties as may from time to time be assigned by the Executive Committee and shall serve as Chair of the Budget and Audit Committee.

Section 4. The Vice President, who shall have previously served as an Officer or Executive Committee member, 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 occupy the position of President-Elect in his/her absence or President in the absence of both and shall perform such other duties as may from time to time be assigned by the Executive Committee and shall Chair the Michigan Night Committee for the APWA International Public Works Congress and Exposition.

Section 5. Annually, the Executive Committee shall determine if the Secretary will be elected or appointed for the next Administrative Year. If the Executive Committee elects to appoint a person as Secretary who is not a member of APWA, then the Secretary shall be an ex-

officio member of the Executive Committee without voting privileges. The Secretary shall keep all records and conduct all correspondence of the Chapter. The Secretary shall prepare and submit to the APWA and the Chapter 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. In the event of a continuous term of service of 3 years or greater, the President shall appoint a committee of no less than 3 persons to report on the organization of all Chapter records and/or property as noted above.

Section 6. The Treasurer shall be elected to serve a term of three years 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 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 at least once per quarter to the Executive Committee and shall prepare necessary documents to be reviewed by the Chapter Audit Committee. The Treasurer shall prepare and submit to the APWA and the Chapter such reports as may be required. At the expiration of the Treasurer's term of office, the Treasurer shall turn over to his/her successor all books, papers, money, securities, and other valuable effects belonging to the Chapter, taking a receipt therefore from the successor. In the event of a continuous term of service of 3 years or greater, the President shall appoint a committee of no less than 3 persons to report on the organization of all Chapter records and/or property as noted above.

Section 7. The Delegate shall be the designated representative to the APWA Council of Chapters, herein called the Chapter Delegate, and shall be appointed by the Executive Committee to serve for the current administrative year and shall represent the Chapter to that body, attending regional and annual meetings of the Council of Chapters, bring Chapter concerns to their attention, and informing the Chapter of Council of Chapters' activities. The Chapter Delegate shall submit to the APWA and Chapter such reports as may be required. An Alternate Chapter Delegate may be appointed annually by the Executive Committee to serve for the current 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. The President shall notify the APWA Executive Director and the APWA Regional Director of the Chapter's representatives upon election. A member serving as Chapter Delegate or Alternate Delegate may be reappointed by the Executive Committee.

Section 8. The Officers of the Chapter, Branches and its Executive Committee shall be elected to serve for a one-year term or until their successors are elected and installed with the exception of the Treasurer, an appointed Secretary, the Chapter Delegate or Alternate Delegate and the Michigan Municipal League Representative. Officers may be server successive terms.

Section 9. The two most recent Past Presidents holding current membership in the Chapter shall be exofficio members 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 most recent Past President to preside at meetings of the Chapter and the Executive Committee in the absence of the President, President-Elect, and Vice President.

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. Specific detailed responsibilities and structure related to these and other Committees shall be detailed in the Chapter Policy Handbook, and may be amended from time to time by the resolution of the Board. Electronic copies shall be available to the general membership.
- a.) Audits
 - b.) Awards
 - c.) Continuing Education and Training
 - d.) Legislative and Government Affairs
 - e.) Membership
 - f.) Nominating
 - g.) Communications
 - h.) Sponsor Relations
 - i.) Historical
 - j.) Annual Conference
- 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 committee.
- Section 3. Each standing committee shall report to the Executive Committee, its activities at least once annually or more frequently if directed by the President or the Executive Committee.
- Section 4. The President may appoint, within the administrative year, other special committees as may be desirable for the conduct of the business of the 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.
- Section 7. 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. 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 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 support 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 VIII

Meetings

Section 1. The Chapter shall install the newly elected Officers at its annual meeting 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. A minimum of four meetings of the Executive Committee shall be held at regularly scheduled intervals during the Administrative Year in keeping with the purposes and objectives of the Chapter. All meetings will follow a published agenda, which will include the main items of business to be discussed. 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 other provisions of these Bylaws and any applicable statutes of the State of Illinois.

Section 4. Minutes will be kept of all meetings, to include the resolution of all agenda items, names of active meeting participants (as opposed to observers) and agency/company identifications when appropriate.

Section 5. All meeting minutes will be filed with the Association within thirty (30) days of the meeting date.

ARTICLE IX

Quorum

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

Section 2. Five-percent of the Chapter membership, of whom no more than half shall be members of the Executive Committee, shall constitute a quorum to do business at a meeting of the Chapter.

ARTICLE X
Dues

Section 1. The Executive Committee may establish mandatory chapter dues for its members in accordance with the Rules Governing Chapter of APWA.

Section 2. All Dues are payable to APWA annually in advance.

ARTICLE XI
Chapter 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 within the territorial limits of the Chapter for the purpose of furthering the mission, vision, goals, and objectives of the Chapter.

Section 2. Any group of ten (10) 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 groups by adopting a resolution which provides for its name, jurisdictional boundaries, approval of proposed by-laws, method of conducting its affairs, the submission of periodic reports on its activities to the Executive Committee, and the appointment of a temporary committee to arrange for the organizational meeting of the Branch.

Section 3. The officers and all members of each Branch shall be members of APWA.

Section 4. The President, Vice President and Treasurer, who shall be elected in accordance with the Branch By-laws, shall serve as members of the Executive Committee of the Chapter.

Section 5. The Executive Committee shall not authorize Branches to engage in activities, which are inconsistent with the bylaws of APWA, the rules and regulations of the Board of Directors of APWA, or the By-laws of the Chapter.

Section 6. The Branch shall operate in compliance with Chapter By-laws, Chapter Officers Manual and Rules Governing Chapters as issued by APWA Headquarters.

ARTICLE XII
Election of Officers

- 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 report the names of its nominees for each office standing election to the Executive Committee two months prior to the Chapter Annual Meeting. 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. Upon nomination, candidates may attend Executive Committee meetings.
- Section 2. The Executive Committee 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 through traditional and/or electronic means. If the election is held at the annual meeting, additional nominations may be made by members from the floor of the meeting.
- Section 3 Newly elected Officers shall assume office for the administrative year (at the close of the Annual Meeting following their election) with the President-Elect elected the previous year becoming President.
- Section 4. In the event of extraordinary circumstances, the Executive Committee shall have the power to declare the term of office of any or all Chapter Officers extended for one full term.

ARTICLE XIII
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 XIV
Parliamentary Authority

Section 1. The rules of procedure contained in Robert's Rules of Order, Newly Revised, shall govern meetings of the members of the Chapter so far as they are applicable and when not inconsistent with these Bylaws.

ARTICLE XV
Amendments

Section 1. Amendments to these By-laws may be proposed by petition submitted to the Executive Committee in writing and signed by not fewer than 15 Chapter members or by resolution of the Executive Committee. Proposed amendments shall be presented to the membership after approval by APWA 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. Provided, however, that the Executive Committee may, within sixty days after receipt of any amendment proposed by petition, return same to the petitioners with a letter of explanation requesting that the proposed amendment be modified before it is presented to the membership. If the proposed amendment is resubmitted in writing and signed by not less than eight members of the original petitioners it shall be presented to the membership 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.

CERTIFICATION OF BYLAWS

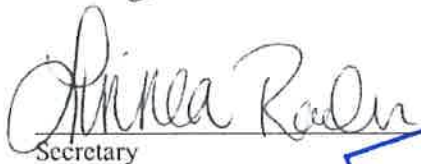
These bylaws were amended by members of the Michigan Chapter at a duly called meeting on October 30, 2014 with a quorum present as prescribed by chapter bylaws.

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



President

12/17/14
Date



Secretary

12-17-14
Date

