



**AMENDED AND RESTATED BYLAWS**

**FOR**

**AMERICAN PUBLIC WORKS ASSOCIATION**

(An Illinois Not For Profit Corporation)

November 18, 2021

**ARTICLE I**

Name

Section 1. The name of the Association shall be “American Public Works Association.” The principal place of business of the Association shall be in Kansas City, Missouri.

**ARTICLE II**

Purpose

Section 1. The purpose of the Association 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 standard; and the professional and social improvements of its members; and the promotion of cooperation among all public, quasi-public, and private persons, firms, corporations, bodies, utilities, and agencies which have interests in the field of public works.

Section 2. The Association 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.

Section 3. In the event of a dissolution or liquidation of the Association any assets then remaining shall be distributed to and among such educational or scientific organizations having a tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors of the Association shall determine.

## ARTICLE III

### Membership

Section 1. Individual Membership. Any person who is actively engaged in the field of public works, or a consultant to, or a staff member of a consultant to a public agency engaged in public works, shall be eligible for Individual Membership.

Section 2. Public Agency Membership. Any local, state, provincial, federal or other public agency concerned with public works shall be eligible for Public Agency membership. Each Public Agency member may designate Individual Members in accordance with a schedule established by the Board of Directors.

Section 3. Corporate Membership. Any non-governmental entity furnishing public works services or products shall be eligible for Corporate membership. Each Corporate member may designate Individual Members in accordance with a schedule established by the Board of Directors.

Section 4. Special Memberships. Special memberships shall include the following:

(a) Life Membership. Any Individual Member who meets one of the following benchmarks is eligible for Life Membership in the Association: (i) the Member has continuously been a Member for a period of thirty years; (ii) the Member has continuously been a Member for a period of twenty years and is seventy years of age or older; or (iii) the Member has continuously been a Member for twenty years, is sixty five years of age or older and has fully retired from active, compensated employment. An Individual Member who has continuously been a member for a period of ten years may also attain a Life membership through special action of the Board of Directors in recognition of outstanding service to the Association.

(b) Retired Membership. Any Individual Member who is not yet eligible for Life membership, but who has: (i) retired from active, compensated employment, and (ii) continuously been a member for a period of ten years or more, shall retain active membership in good standing with the Association provided the member continues to pay all membership dues and other fees.

(c) Student Membership. Any student enrolled in nine credit hours or more per semester at an accredited college, university, junior college or community college offering bachelors or associates degree programs in engineering, public administration, planning, construction or other public works related coursework shall be eligible for Student membership. There is a five year maximum as a Student Member. Existing members will not be allowed to transfer to Student Membership without the express written permission of the APWA Chief Executive Officer.

Section 5. Active Members. The privileges of voting and of holding office are limited to active members. Active Members are Individual Members, designees of Agency or

Corporate Members, Life Members and Retired Members whose previous category of membership prior to becoming a Life or Retired Member qualified as an active membership.

Section 6. Membership Qualifications. The qualifications, dues and other membership requirements for each class of members shall be set by the Board of Directors from time to time.

## ARTICLE IV

### Board of Directors

Section 1. Directors. The governing body of the Association shall be the Board of Directors, consisting of the:

- (a) President
- (b) President-Elect
- (c) Immediate Past President
- (d) Nine Regional Directors
- (e) Five Technical Directors

Section 2. Regional Directors.

(a) Each Regional Director shall be a resident of a geographical region designated by the Board of Directors.

(b) A Regional Director shall be removed from his or her position as a member of the Board of Directors should such Regional Director change his or her legal residence to a different geographical region than the region for which such Regional Director was selected to serve as a Regional Director.

(c) In the event of a vacancy in the Board of Directors caused by the relocation, removal, resignation, death or election to another office of a Regional Director, such vacancy shall be filled by the Board of Directors following advice and consent of a Regional Nominating Committee, formed in accordance with Article VII, Section 2.

Section 3. Technical Directors.

(a) Technical Directors shall be responsible for one of the following five technical areas of expertise:

- (1) Leadership and Management;
- (2) Environmental Management;

- (3) Engineering and Technology;
- (4) Transportation; or
- (5) Fleet and Facilities Management.

(b) In the event of a vacancy in the Board of Directors caused by the removal, resignation, death or election to another office of a Technical Director, such vacancy shall be filled by the Board of Directors following advice and consent of a National Nominating Committee, formed in accordance with Article VII, Section 1(a).

#### Section 4. Duties of Directors.

(a) Each member of the Board of Directors shall be an active member of the Association.

(b) The Board of Directors shall be responsible to the membership for the management of the affairs of the Association and for the promotion of the Association's purposes. It shall have the power of enacting, by a majority vote, such bylaws as are necessary for the governance of the Association.

(c) Directors shall represent and be responsible for the welfare and activities of the Association as directed by the Board of Directors and shall perform such duties as are prescribed by these Bylaws and as may be determined by the Board of Directors.

#### Section 5. Terms.

(a) Directors shall serve for a term of two years. Except as set forth in subsection 5(b) below, Directors are restricted to serving a maximum of three two-year terms, meaning no Director shall serve as a member of the Board of Directors for more than six years (the "Term Limit").

(b) Notwithstanding the foregoing, a Director who is elected President-Elect may serve on the Board of Directors during his/her term of service as an officer for up to three additional years e.g., if elected as President- Elect he/she could serve (i) a one-year term as the President-Elect, (ii) a one-year term as the President, and (iii) a one-year term as the Immediate Past President, regardless of when elected to those offices and whether or not at the time of his/her election he/she had previously served or was then serving on the Board of Directors.

(c) A Director who has reached the Term Limit of 6 years (or 9 years under the provisions of Subsection 5(b)) shall not be eligible for further service on the Board of Directors.

#### Section 6. Vacancies.

(a) In the event of a vacancy in the Board of Directors, and subject to compliance with Article IV, Sections 2(c) and 3(b) above, the Board of Directors shall have the power to fill the vacancy for the unexpired term of the vacated Director.

(b) In the event the unexpired term for which a Director is appointed pursuant to this Section 6 is one year or less in duration, such unexpired term shall not be counted in determining the Term Limit for the Director.

## ARTICLE V

### Duties of Officers

#### Section 1. President, President-Elect and Immediate Past President.

(a) The President shall serve as a member of the Board of Directors for a term of one year. The President shall act as Chairman of the Board of Directors and shall preside at meetings of the members, except as otherwise directed by the Board. The President shall appoint such standing or special committees as considered necessary or as instructed by the Board of Directors. The President shall be, ex-officio, a member of such committees. The President shall be responsible to the Board of Directors for the functioning of all committees. The President shall perform such other duties as may from time to time be assigned by the Board of Directors.

(b) A President-Elect shall serve as a member of the Board of Directors for a term of one year prior to serving as President. The President-Elect shall have and exercise all of the powers and duties of the President in the event of the President's absence or inability to act.

(c) The Immediate Past President shall serve as a member of the Board of Directors for a term of one year immediately after serving as President.

(d) In the Event of a vacancy in the office of the President, the unexpired term shall be filled by the President-Elect.

(e) In the event of a vacancy in the office of the President-Elect, the Board of Directors shall elect one of the Regional Directors or one of the Technical Directors to fill the unexpired term of the President-Elect.

#### Section 2. Chief Executive Officer.

(a) The Chief Executive Officer shall be the chief administrative officer of the Association subject to these Bylaws and such regulations as may be adopted by the Board of Directors.

(b) The Chief Executive Officer shall have the authority to sign on behalf of the Association, subject to approval by the Board of Directors, all deeds, contracts and other formal instruments required to manage the affairs of the Association.

(c) The Chief Executive Officer shall collect all fees and other moneys owing to the Association, annually prepare a budget for the Association and, upon its approval by the Board of Directors, have authority to expend the sums appropriated, keep a complete record of all receipts and expenditures which shall be audited annually by a certified public accountant, the report of which shall be submitted to the Board of Directors.

(d) The Chief Executive Officer may appoint and discharge any employees or subordinates, fixing the compensation within limits as may be provided by the budget and may make agreements on behalf of the Association in performing the duties entrusted to this office.

(e) As Secretary of the Association, the Chief Executive Officer shall conduct its correspondence; give notice of and keep minutes of all meetings; have custody of all records, have custody of the corporate seal, and attest all instruments.

(f) The Chief Executive Officer shall exercise authority in all financial matters in accordance with such bylaws and resolutions as may be adopted by the Board of Directors; furnish such periodic financial statements as may be required by the Board of Directors; have custody of all funds, bonds, stocks, deeds, and other documents of the Association and to that end may determine the method of depositing and safekeeping of financial records. The Chief Executive Officer shall be bonded in such form and amount as may be determined by the Board of Directors, the cost of such bond to be borne by the Association.

(g) The Chief Executive Officer shall serve, ex-officio, as a non-voting member of the Board of Directors.

## ARTICLE VI

### Meetings

#### Section 1. Meetings of the Members.

(a) An annual meeting of the members of the Association shall be held at a time and place to be determined by the Board of Directors. Special meetings shall be held on the call of the President or three members of the Board of Directors or upon the request in writing by five percent of the association's active members. Such special meeting shall be held within thirty days of the receipt of the request.

(b) Twenty members shall constitute a quorum to do business at a meeting of the members.

#### Section 2. Electronic Meetings of the Members.

(a) Any action which may be taken at a meeting of the members may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means.

(b) Voting shall remain open for not less than five days from the date the ballot is delivered.

(c) Notwithstanding subsection (b) hereof, voting shall remain open for not less than twenty days from the date the ballot is delivered for the following actions:

(1) Removal of one or more directors;

- (2) Merger;
- (3) Consolidation;
- (4) Dissolution or sale; or
- (5) Lease or exchange of assets.

(d) Notice in writing of the action taken at the electronic meeting shall be delivered to the members entitled to vote with respect to the subject matter thereof at least five days prior to the effective date of the action.

### Section 3. Meetings of the Board of Directors.

(a) The Board of Directors shall have such regular meetings as shall be determined by the Board of Directors. A calendar of the regular meetings for the year shall be available to the Membership at the Annual Meeting of members. Special meetings of the Board of Directors shall be held on the call of the President or on the request in writing of three members of the Board.

(b) A majority of the Board of Directors then in office shall constitute a quorum thereof.

Section 4. At least five days' notice of the time, place and purpose of all meetings shall be given to all persons entitled to notice thereof. Such notice may be given by mail or electronic transmission to the last known address of the person.

Section 5. Matters decided in Executive Session of the Board of Directors shall, subject to confidentiality and privacy concerns, be reported to the Directors not in attendance at the Executive Session promptly following conclusion of the meeting. Notwithstanding the foregoing, if the Executive Session was called to discuss matters involving a sitting Director, the matters decided in the Executive Session should only be required to be disclosed to such Director if required by law.

## **ARTICLE VII**

### Selection and Removal of Directors and Officers

#### Section 1. National Nominating Committee.

(a) The President, with the approval of the Board of Directors, shall each year appoint, not less than thirty days prior to the date fixed by the Board of Directors for its report, a National Nominating Committee of no more than eleven members, comprised of at least one active member from each geographical region, the most immediate past president and the next immediate past president. All committee members shall have a vote. The Committee shall report the name(s) of the candidate for each position to be affirmed at the annual election other than

regional director positions, which shall be nominated by respective Regional Nominating Committees as described in Section 2 of this Article.

(b) The National Nominating Committee shall be responsible for nominating candidates to fill the position of President-Elect and each Technical Director.

Section 2. Regional Nominating Committees. The President, upon receipt of a designated nominee from each chapter within a region in which an election of a Regional Director to the Board is required by these Bylaws, shall appoint such designees to a nominating committee in that respective region which shall report the name(s) of each candidate for each position to be affirmed at the annual election other than the President-Elect and Technical Director positions which shall be nominated by the National Nominating Committee as described in Section 1 of this Article. Only members from that region are eligible to vote for the Regional Director for the specified region.

Section 3. Selection of Directors.

(a) Selection of Directors shall be by ballot, conducted under supervision of the Board of Directors. The Board shall prescribe the form of ballot, the schedule of dates of the several steps and other details of the selection procedure, conforming, however, to the basic rules established in this section. The announcement of the results of the ballot shall be made at the time of the annual meeting except as the annual meeting shall be canceled by reasons of emergency declared by the Board of Directors. Directors shall take office immediately upon the announcement of the results of the ballot by the Board of Directors at the annual meeting.

(b) Results shall be verified by an independent third party who shall certify the findings to the Board of Directors. Ballots shall contain the names of nominees recommended by the National Nominating Committee or the Regional Nominating Committee, where appropriate. Ballots shall contain a blank space for the use of members who desire to vote for eligible candidates other than those named on the official ballot.

Section 4. Removal of Directors.

(a) Directors may be removed, with or without cause, by an affirmative vote of two-thirds of the members present and voting at a meeting, either in person or by proxy, called for such purpose.

(b) Notwithstanding the foregoing, Regional Directors may only be removed, with or without cause, by the members residing in the Region in which the Director resides, by a vote of two-thirds of such members present and voting in person or by proxy at a meeting duly called for such purpose.

Section 5. Selection of Officers.

(a) The Board of Directors shall appoint such Officers as it deems necessary in the best interest of the Association.



(b) Notwithstanding the foregoing, the President shall be selected in accordance with Section 1 of this Article.

(c) The President-Elect, President and Immediate Past President shall each serve as members of the Board of Directors.

Section 6. Removal of Officers.

(a) The Board of Directors may remove Officers with or without cause.

(b) Notwithstanding the foregoing, the President and President-Elect may be removed in any manner permitted by law.

**ARTICLE VIII**

Membership Dues

Section 1. The annual membership dues for the various classes of membership shall be determined annually by the Board of Directors. If the Board of Directors establishes a fee schedule which increases the membership dues for any class of membership by more than 15% in any one year, it shall be subject to the approval of the membership by letter or electronic ballot.

Section 2. The membership dues for a Public Agency member is based upon the population within its jurisdiction; the membership dues for any Corporate member shall be determined by a schedule established by the Board of Directors, or in the case of public utilities, a flat fee determined by the Board; membership dues for Individual, Student and Retired memberships will be a flat fee determined by the Board; Life Members will not be charged membership fees.

Section 3. Membership dues are paid annually in advance. Members who fail to pay membership dues for a period of ninety days shall be removed from the roles of the Association, provided at least thirty days' notice is given during which time a member may discharge the obligation and continue membership in good standing. Notwithstanding the foregoing, the Board of Directors shall have the power to make exceptions due to extenuating circumstances.

**ARTICLE IX**

Chapters

Section 1. Chapters.

(a) The Association shall encourage and recognize the establishment of regional, state, provincial, county, and local chapters of its members, the purposes of which shall be the furtherance of the objectives of the Association in the region, state, province, county, or

locality. The Board shall have the power to establish procedures for approving and recognizing chapters.

(b) All chapters shall be managed in conformity with these Bylaws and the rules established by the Board of Directors.

Section 2. The Council of Chapters shall serve in an advisory role to the Board of Directors, the Chief Executive Officer and committees in support of the mission of the Association. Each chapter shall appoint one delegate to serve on the Council who shall actively support the mission, purposes and priorities of the Association. The Council is governed by APWA in accordance with the Bylaws and polices as adopted by the Board of Directors.

## **ARTICLE X**

### Seal

Section 1. The Association shall have a seal which shall bear the legend “American Public Works Association,” and the year of incorporation.

## **ARTICLE XI**

### Waiver of Notice and Action Without Formal Meeting

Section 1. Any person entitled to vote at any meetings of members or of the Board of Directors may waive notice of the time, place, and purpose of such meeting either before or after the date of such meeting, and attendance of a member or a director at a meeting shall constitute a waiver of notice of such meeting except where the member or director attends a meeting for the express purpose of objecting to the lack of notice, and any action taken or resolution adopted thereat shall, upon such waiver, be as valid as though notice had been given.

Section 2. Any action or resolution which could be taken or adopted at any meeting of the Board of Directors or members shall be valid even though not taken or adopted at such a meeting if a written memorandum of such action or resolution is duly served upon all persons entitled to vote thereon in the manner prescribed for notice of a meeting and if such action or resolution is approved in writing by a majority of the persons entitled to vote thereon.

## **ARTICLE XII**

### Amendments

Section 1. Amendments to these Bylaws may be proposed either by initiatory petition, submitted to the Board of Directors in writing and signed by not less than twenty members, or by resolution of the Board of Directors. The proposed amendment, if approved by a majority of the Board of Directors, shall be submitted to the membership for approval. Notice of the proposed amendment shall set forth the proposed amendment or include a summary of the

changes to be affected by the amendment. An affirmative vote of two-thirds of the qualified votes cast within a thirty-day period after the ballot is electronically transmitted to the members shall be necessary for the adoption of a proposed amendment.

Section 2. In the event that the Board of Directors does not approve a proposed amendment presented in accordance with the provision of Section 1 of this Article, the proposed amendment may be brought before the general membership upon the board certifying that two-thirds of the duly established chapters of the Association have indicated their support for such a referendum. Upon so certifying, a vote of the membership will be conducted within 60 days in accordance with Section 1 of this Article.

## **ARTICLE XIII**

### Indemnification

Section 1. The Association shall indemnify to the full extent authorized or permitted by the laws of the State of Illinois as now in effect or as hereafter amended, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed, to the best interests of the Association or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. To the extent that a present or former director, officer or employee of the Association has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in

good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association.

Section 4. Any indemnification under Section 1, 2, or 3 of this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1, 2 or 3 of this Article. Such determination shall be made with respect to a person who is a director or officer of the Association at the time of the determination: (1) by the majority vote of the Directors who are not parties to such action, suit or proceeding, even though less than a quorum, (2) by a committee of such Directors, even though less than a quorum, designated by a majority vote of such Directors, (3) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion, or (4) by the members entitled to vote, if any.

Section 5. Expenses (including attorney's fees) incurred by an officer or director of the Association in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Article. Such expenses (including attorney's fees) incurred by former directors and officers or other employees and agents of the Association or by persons serving at the request of the Association as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid on such terms and conditions, if any, as the Association deems appropriate.

Section 6. The indemnification and advancement of expenses provided by or granted under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. A right to indemnification or to advancement of expenses arising under a provision of the articles of incorporation or these Bylaws shall not be eliminated or impaired by an amendment to such provision after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such act or omission has occurred.

Section 7. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8. In the event the Association indemnifies or advances expenses under Section 2 of this Article to a director or officer, the Association shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

Section 9. For purposes of this Article, references to “the Association” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 10. For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Association” shall include any service as a director, officer, employee or agent of the Association which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Association” as referred to in this Article.

Section 11. The indemnification and advancement of expenses provided by or granted under this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of that person.

**Amended January 6, 2007, July 30, 2014, December 31, 2014, December 12, 2019, November 18, 2021.**