



BYLAWS

The Official Copy of the Bylaws of the Texas Chapter of the American Public Works Association, North Central Branch is on file at the office of the Branch's Secretary, the office of the Chapter's Secretary and at APWA national headquarters.

ARTICLE I – NAME AND JURISDICTION

SECTION 1. The name of the organization shall be the Texas Chapter of the American Public Works Association, North Central Branch, hereinafter called the Branch. Additional references are the American Public Works Association, hereinafter called APWA and the Texas Chapter of the American Public Works Association, hereinafter called the Chapter. The territory included within the boundaries of this Branch shall be the counties of Bosque, Collin, Cooke, Dallas, Denton, Ellis, Fannin, Grayson, Hill, Hood, Hunt, Johnson, Kaufman, Montague, Navarro, Parker, Rockwall, Somervell, Tarrant, and Wise of the State of Texas.

ARTICLE II – MISSION AND PURPOSE

SECTION 1. The purposes of this Branch are to cause and share with our community, the advancement of the theory and practice of the design, construction, maintenance, administration and operation of public works facilities and services; the dissemination of information and experiences and the promotion of improved practices in public works administration; the expectation that all member public works officials will adhere to high professional and ethical standards; and the professional and social improvement of its members, as set forth in the "Rules Governing Chapters of the American Public Works Association."

SECTION 2. The Branch 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 and adopted goals of APWA, the affiliate chapter, and shall not include the endorsement of items of a partisan, political, or business nature inconsistent with the mission, vision, and adopted goals APWA and the Chapter.

SECTION 3. The Branch is not organized for profit, and earnings shall not directly benefit any Branch 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 Branch territory specified in Article I, Section 1, shall be members of the Branch and shall hold the same type of membership in the Branch that they hold in APWA. Members of APWA residing outside the Branch territory specified in Article I, Section 1, may elect to be members of the Branch and shall hold the same type of membership in the Branch that they hold in APWA, providing that they are employed within the limits of the Branch territory and a member of only one Branch.

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 Branch shall be from July 1 through June 30.

SECTION 2. The administrative year of the Branch shall be from July 1 through June 30.

ARTICLE V – EXECUTIVE COMMITTEE

SECTION 1. The governing body of the Branch shall be the Executive Committee, consisting of:

- a. The Officers of the Branch.
 - i. President
 - ii. Vice President
 - iii. Treasurer
 - iv. Secretary
 - v. Immediate Past President

- b. Four Branch Directors.

SECTION 2. The Voting Delegate to the Texas Chapter Executive Committee shall be the Branch President unless he/she chooses not to accept this position, or the Branch President is a current Officer of the Chapter Executive Committee. The Branch Executive Committee may appoint a Voting Delegate to the Chapter Executive Committee in the event that the Branch President is unable to participate, refuses the position or in the event that the Branch President is already a member of the Chapter Executive Committee. This representative, if not the Branch President, shall be a member of the Executive Committee of the Branch. This designation must be done at a duly called meeting of the Executive Committee, at the Annual Branch Meeting or at the start of the administrative year. If the designated Voting Delegate cannot attend a Chapter Executive Committee meeting, the Branch may send another member to the Chapter Executive Committee meeting, but that person shall not be able to vote because "no member or Voting Delegate of the Chapter Executive Committee is allowed to give their proxy to another person". The Branch shall

notify the Chapter President in writing with the name of the Branch's Voting Delegate to the Chapter Executive Committee prior to the end of July or prior to the first Chapter Executive Committee meeting of the Chapter's administrative year.

SECTION 3. No person shall be nominated, elected, or allowed to be a member of the Branch or serve on the Executive Committee unless he or she holds current membership in APWA.

SECTION 4. In the event of a vacancy on the Executive Committee, the remaining members of the Executive Committee shall have the authority to elect a Branch member to fill the unexpired term of office. The filling of the vacancy must take place at a special or a regularly scheduled meeting of the Branch Executive Committee. Any Branch Officer or Branch Director may nominate a member who meets all qualifications for the vacant position. Provided a quorum is present, an affirmative vote of a simple majority of the Branch Executive Committee present shall elect.

SECTION 5. The Branch Executive Committee shall manage all the affairs of the Branch in accordance with the rules and regulations of the Board of Directors of APWA, the "Rules Governing Chapters of the American Public Works Association", and any Branch or Chapter rules that may exist.

SECTION 6. The Branch Executive Committee shall not enter into any contract involving any liability of APWA without approval and formal delegation of authority in each instance by the Board of Directors of APWA. The Branch President, or his designee, shall present to the Chapter, through the Chapter President and/or the Chapter Administrator, a list of scheduled meetings and events at which APWA may have a liability issue, immediately following the Executive Committee's planning meeting and at other times, as needed, prior to Branch events.

SECTION 7. Provided a quorum as defined in Article IX is present, an affirmative vote of a simple majority (see Article IX. Section 3.) of the Branch 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 Branch Bylaws, unless otherwise provided in these Bylaws.

SECTION 8. Should a motion where no action was taken or a motion that has not been previously debated arise requiring immediate action, the President of the Branch can put the motion to a vote by means of electronic balloting (for example, but not limited to: telephone, video teleconference call, email, or web-based applications.) as addressed in the "Rules Governing Chapters of the American Public Works Association" and the Chapter Bylaws. This process requires a full accounting of the Branch Executive Committee for the motion to carry.

SECTION 9. The Branch President may at any time direct the Branch Secretary to submit any question to the members of the Branch Executive Committee by formal means such as a letter ballot or by means of a telephone, video conference call or e-mail.

SECTION 10. Upon direction of the majority of the members of the Branch Executive Committee present at any meeting, where less than all members of the Executive Committee are present, the

Secretary shall submit any question to the members of the Branch Executive Committee by formal means.

SECTION 11. A simple majority of all votes shall decide the motion, provided votes are received from an established quorum of the Branch Executive Committee, with the exception of electronic balloting as recognized in Article V, Section 8 that will require a vote by each Branch Executive Committee member. The Secretary shall present the motion(s) to all Branch Executive Committee members a minimum of two days prior to voting.

SECTION 12. The Secretary shall record, as a part of the minutes of the Executive Committee meeting immediately following the voting, the means and results of the voting and the names of each Branch Executive Committee members participating.

ARTICLE VI – OFFICERS AND DIRECTORS

SECTION 1. The Branch shall have as Officers; a President, a Vice President, a Treasurer, a Secretary, and an Immediate Past President. The Branch shall have four (4) Branch Directors.

SECTION 2. The President shall be the Chief Elected Officer of the Branch and shall be elected annually to serve a term of one year. He/she shall preside at all Branch meetings and Branch Executive Committee meetings and shall chair the Branch Executive Committee. He/she shall issue the call for regular or special Executive Committee meetings. He/she shall sign all contract documents for the Branch at the direction of the Branch Executive Committee, appoint the Chairs of all Branch Committees, standing and special, and be an ex officio member of each Branch Committee. He/she shall see that these Branch Committees function and shall cooperate with the Branch Committee Chairs to that end. He/she shall perform such other duties as may from time to time be assigned to him/her by the Branch Executive Committee.

SECTION 3. The Vice President shall be elected annually to serve a term of one year 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 Branch Executive Committee.

SECTION 4. The Secretary shall be elected annually to serve a term of one year and shall keep all records and conduct all correspondence of the Branch. The Secretary shall prepare a written record of the proceedings of the Branch Executive Committee and any formal proceedings of the Branch. The Secretary shall prepare and submit to the Chapter and 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 Branch in his/her custody. The Secretary shall record, as a part of the minutes of the Branch Executive Committee Meeting or when any business is conducted at a Regular Membership Meeting or Special Meeting, the means and results of any voting and shall briefly describe the business activities and reports of any committees or members and shall prepare any correspondence as the Branch President or the full Committee or membership shall direct. Also, the Branch Secretary shall record, as a part of the minutes of any meeting, any Treasurer's or committee's financial report.

SECTION 5. The Treasurer shall be appointed annually by the Branch Executive Committee to serve a term of one year and shall pay all approved payments and receive all monies, depositing them in a bank or in other safe and secure investments approved by the Branch Executive Committee, all of which shall be in the name of the Branch. By majority vote of the Branch Executive Committee, the Treasurer may be reappointed to consecutive terms. This person shall have served as a Branch Director, a Branch Officer, Chairman of the Finance Committee, or the Chairman of the Scholarship Committee for a minimum of two years prior to being appointed to the office of Treasurer. All checks and vouchers must be signed by the Treasurer, and the Treasurer shall prepare and submit the required annual Branch Financial Report and bi-monthly financial reports to the Branch Executive Committee and shall prepare necessary documents to be reviewed by the Branch Audit Committee. The Treasurer shall prepare and submit to the Chapter the Branch Annual Financial reports prior to their due dates and shall submit other such reports as may be required by the Chapter or APWA. The Branch Annual Financial Report and any documents to be reviewed by the Branch Audit Committee must be made ready and available for the President and the Branch Audit Committee by the last full week of July at the latest. The Treasurer shall work with the Chairman of the Golf Tournament and any other fundraising or fund expending committee chairman (such as Scholarships, Public Workshop, Annual Conference etc.) to prepare a summary of income and expenses for each such event. At the expiration of the term of office, the Treasurer shall turn over to the successor all books, papers, money, securities, and other valuable effects belonging to the Branch, taking a receipt therefore from the successor.

SECTION 6. Four (4) members of the Branch shall be elected to serve as Branch Directors in Places 1-4 and shall be members of the Branch Executive Committee to provide assistance and direction to the Branch. The Directors shall serve a one-year term and may be nominated and re-elected as a Director for a maximum of five (5) continuous years. The Directors shall attend all Branch and Executive Committee meetings, shall assist with Chapter Public Workshop and Annual Conferences that are held in the Branch area, shall assist with all fundraising activities and shall be prepared to present progress reports of any assignments. The Branch President will appoint Directors to Chair or coordinate the various committees. One Director, as selected by the Branch President, shall serve as the Coordinator of the Scholarship Committee. In addition to the Scholarship Committee, Directors shall serve as Chair or a liaison of the Membership Committee, the Audit Committee, and the Fundraising/Golf Committee. Special Sessions shall include, but not be limited to, Public Workshops, Directors/Engineers Luncheons, and Special Training Meetings.

SECTION 7. The most recent Past President holding current membership in the Branch shall be an ex officio member of the Branch Executive Committee with voting privileges and shall serve in an advisory capacity to the President and the Branch Executive Committee. It shall be the duty of the Immediate Past President to preside at meetings of the Branch and Branch Executive Committee in the absence of the President and Vice President.

SECTION 8. One Member of the Branch shall serve as the Chair of the Scholarship Committee. This member may be the Branch Director who serves as Coordinator of the Scholarship Committee, or the Branch President shall appoint a person to this position. The Chair and the members of the

Scholarship Committee shall review all applications for scholarships and present recommendations to the Branch Executive Committee for approval, shall annually review the Scholarship Application and guidelines and shall make recommendations for amendments/changes to the Application or guidelines for the good of the Branch. The Chair and the committee, with direction from the Branch Executive Committee, may limit the number of Practitioner awards to any one City or entity for any event.

SECTION 9. All Branch Officers and Directors, except as otherwise provided, shall serve for one year or until their successors are elected and installed. The terms of office shall begin and end as specified in Article IV, Section 2 and this Article of these Bylaws.

SECTION 10. In case of the disability or neglect in performance of duty by any Officer or Director of the Branch, the Branch Executive Committee shall have the power by a two-thirds vote of all Branch Executive Committee members to declare the office vacant and shall fill the vacancy as provided in Article V, Section 4 and/or Article XI, Section 2.

SECTION 11. Until at least one full year has elapsed after the ends of their respective terms, the President and the Vice President shall not be eligible for re-election to the same office, except for the following condition. In the event that the Nominating Committee, after a true and comprehensive search, can find no other qualified person willing to serve, the Branch Executive Committee by majority vote at a duly called meeting of the Committee, as circumstance may occur, may waive this provision for a particular year for a specific position or positions.

SECTION 12. Former Officers may be elected by the Branch Executive Committee in accord with Article V, Section 4, to fulfill the unexpired terms of vacancies on the Branch Executive Committee. Former Officers so selected shall hold office only for the unexpired term of the office vacated. Such tenure shall not preclude nomination for office at the next election.

SECTION 13. Additional guidelines for duties for the specific positions are further enumerated in the Chapter Manual and the "Rules Governing Chapters of the American Public Works Association." The Branch Executive Committee may modify the duties and responsibilities of the various Officers and Directors by majority vote at any Branch Executive Committee meeting.

ARTICLE VII – AUDIT COMMITTEE

SECTION 1. The sitting President shall annually appoint an Audit Committee consisting of at least two Branch members and a Branch Past President, who shall examine the financial records and books of the Branch prior to the last full week of June. The Treasurer, or the Secretary, cannot be a member of the Audit Committee, but shall cooperate fully with the Committee. Branch members may not serve on the Audit Committee in which he/she has signatory rights to the Branch's bank or investment accounts for the reporting period being audited.

SECTION 2. All members having custody or control of Branch 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 Branch's financial records and books in order to verify the assets, liabilities, net assets and cash flows (revenues and expenses) of the Branch 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".

ARTICLE VIII – MEETINGS

SECTION 1. The Branch shall hold the following types of meetings:

- Bi-monthly General Membership Meetings
- The ANNUAL Branch Meeting
- Executive Committee Meetings
- Specials Sessions, including Directors/Engineers Luncheons
- Special Training Meetings
- Public Workshops and State Conferences, as needed

Full Membership Meetings shall generally take place on the third Thursday of the even numbered months, except the December meeting, which will generally be held within the first two weeks of the month. The President, with the concurrence of the Executive Committee, may move the date of or cancel any Meeting to avoid low attendance or to avoid schedule conflicts with other matters of special interest or special events. The Annual Meeting of the Branch shall be the meeting at which annual reports will be prepared and presented to the membership. A General Membership meeting designated before May 31 of each year shall be the meeting at which Election of Officers and Directors shall be completed. Other General Membership Meetings for the transaction of business of the Branch may be called by the President upon the President's own volition, upon request by the Branch Executive Committee, or upon the written request of 15 members in good standing of the Branch. The membership shall be notified at least two weeks in advance of the date and place of the Annual Meeting and of any General Membership Meetings.

SECTION 2. The Branch Executive Committee shall meet at the beginning of the administrative year for a planning meeting to discuss required year end reports, the Audit report, budget items, regular meetings and special events. Special meetings of the Branch Executive Committee shall be held on the call of the President or on the request of any three (3) members of the Branch Executive Committee.

SECTION 3. Meetings of the Executive Committee may be conducted in person, electronically, 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. The Secretary, or his/her designee, shall record the minutes of these meetings.

SECTION 4. The Branch President or Secretary shall formally notify each member of the Branch Executive Committee at least five days prior to the scheduled date of a special meeting of the Branch Executive Committee. An agenda and copy of each report and resolution, or other notification or action to be considered at such meeting, should accompany the notice of the meeting and generally no other matters shall be considered at such meeting unless agreed upon by a majority of the Officers and Directors in attendance.

SECTION 5. The business and activities of the Branch shall be under the general direction of the Branch Executive Committee. The Election of Officers and Directors and voting on Amendments to these Bylaws must be completed at the Annual Meeting or at a duly called formal business meeting of the membership and be subject to the majority vote of the members present, providing there is a Quorum in attendance. The Branch Secretary shall make a record of all the business activities and votes of the Branch.

ARTICLE IX – QUORUM

SECTION 1. A simple majority of the following members shall constitute a quorum at a Branch Executive Committee meeting: President, Vice President, Secretary, Treasurer, Directors and Immediate Past President.

SECTION 2. For meetings of the Branch involving a formal business agenda, 5% of Branch members shall constitute a quorum for the transaction of business. Said quorum shall be a combination of Branch members physically present and/or Branch members present through an approved video meeting format.

SECTION 3. For this Article and for all sections of these Bylaws, the definition of “simple majority” for an even number of members, Officers, votes, voters, etc. shall mean “one more than half”.

ARTICLE X – DUES

SECTION 1. As of the original passage and approval of these Branch By-laws, there are no Branch dues. The Chapter has adopted a dues requirement of \$30.00 per year. These dues shall be payable with and delinquent as are the national APWA membership dues. A member cannot belong just to the Branch or the Chapter. To be a member, a person must pay dues to and belong to the national APWA organization.

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 XI – NOMINATION AND ELECTION OF OFFICERS

SECTION 1. The Immediate Past President shall serve as Chair of the Nominating Committee and shall select a Nominating Committee three months prior to the Branch’s General Membership Meeting where Election of Officers will be/is scheduled. The Nominating Committee shall include one other Branch member, and the Branch Vice President for a total committee of three persons.

SECTION 2. The Nominating Committee shall recommend one nominee for each of the offices to be filled and shall obtain consent of the nominees to serve if elected. The Vice President shall automatically succeed to the office of the President without further nomination or election providing the Vice President is willing and able to serve.

SECTION 3. The report of the Nominating Committee shall be included in the meeting announcement that is sent to the general membership announcing the April meeting and read at the Branch's April meeting. The President shall solicit the members for additional nominees from the floor and then close the nominating period.

Nominations may be made by declaration from the floor by any person holding membership in good standing in the Chapter and APWA, provided such declaration is accompanied by an acceptance of the nomination by the nominee. If the nominee is not in attendance at the April Meeting to confirm a willingness to serve if elected, acceptance of the nomination or agreement to having their name being placed in nomination must have been conveyed to a member of the Branch Executive Committee by the potential nominee prior to the April Meeting. In the absence of a confirmation of willingness to serve, a declaration or nomination from the floor cannot and will not be considered. No persons serving on the Nominating Committee shall be eligible for nomination, except by declaration or nomination from the floor.

SECTION 4. The election of the Officers shall be conducted at the Branch's General Membership Meeting where Election of Officers will be/is scheduled. For each office for which there is only one candidate, a motion of "acceptance by acclamation" can and should be entertained by the presiding Officer. For positions that have more than one nominee, ballots shall be presented to the members upon check-in and ballots cast shall be placed in the ballot box. The President shall declare the polls closed and the Nominating Committee shall tally the results and report the findings to the presiding officer prior to the conclusion of the Election of Officers Meeting. The candidate for each office receiving the highest number of votes cast by members present and voting shall be declared elected.

For positions that have more than one nominee, ballots and candidate bios shall be posted on the Branch's website at least two weeks prior to the Branch's Election of Officers Meeting for viewing.

Current membership shall be determined by the July 1st membership report from APWA.

The sitting Secretary shall submit the names of the new Branch Officers, the Past President and the Directors to the Chapter President, along with phone numbers, addresses and e-mail addresses, prior to June 30.

SECTION 5. Newly elected Officers and Directors shall assume office for the administrative year on July 1, except that the previous year's President, Secretary and Treasurer shall continue to serve in an ex officio capacity until the previous year's reports are completed and reviewed and approved by the Branch Audit Committee.

SECTION 6. In the event of extraordinary and extenuating circumstances, the Branch Executive Committee shall have the power to declare the term of office of any or all Branch Officers and Directors extended for one full term.

ARTICLE XII – DISSOLUTION OF THE BRANCH

SECTION 1. When necessary and when directed by the Chapter or National Board of Directors the Branch may be dissolved. In the event of the dissolution or final liquidation of the Branch, after all liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, all remaining property and assets of the Branch shall be conveyed, assigned and transferred to the Chapter or APWA National to administer according to the bylaws of APWA.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

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

ARTICLE XIV – AMENDMENTS

SECTION 1. Amendments to these Bylaws may be proposed by initiatory petition submitted to the Branch Executive Committee in writing and signed by not less than 15 members or by resolution of the Branch Executive Committee. Proposed amendments shall be presented to the membership at a meeting of the Branch within one year after the date of their submission or by letter ballot as may be determined by the Branch Executive Committee. Provided, however, that the Branch Executive Committee may, within sixty days after receipt of any amendment proposed by initiatory 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 with the suggested modifications is resubmitted in writing and signed by not less than eight members of the original petitioners, it shall be presented to the membership with or without the approval of the Branch Executive Committee. If the original petitioners do not want to consider modifications, the original proposed Amendment shall be presented, within one year of delivery and presentation to the Branch Executive Committee, to the general membership for a vote.

An affirmative vote of two-thirds of the qualified votes cast at a regular or special meeting of the membership shall be necessary for the adoption of a proposed amendment.

SECTION 2. These Bylaws and such amendments as may be made from time to time shall become effective upon adoption by the Branch and approval by the Executive Committee of the Chapter and the Board of Directors of APWA. For each amendment to these by-laws, other than correcting typos, the sitting Branch Secretary shall number the amendment and provide a brief description of the approved change(s). These descriptions shall be maintained with the official, amended copy of these bylaws.

SECTION 3. The President and/or the Branch Executive Committee shall direct a review of the Branch’s bylaws for completeness and applicability at least once every three years.

SECTION 4. After the original Branch By-laws and any proposed amendment has been approved by a majority vote of the members at a scheduled meeting of the Branch, these bylaws and any subsequent amendment(s) shall be submitted to the Chapter for review and approval. The Chapter will forward the Branch bylaws to APWA for review and approval.

These Bylaws Approved and Adopted by a vote of the Membership of the North Central Branch of the Texas Chapter of the American Public Works Association this

_____ *TBD* _____ day of _____ *TBD* _____, 2023.

Acknowledged and Submitted by

Katie Barron
Branch President

Cheryl Taylor
Branch Secretary

Date of Approval by Chapter Executive Committee _____

Date of Approval by APWA Board of Directors _____

Revisions:

Revision Number:	Date of Approval by Branch Executive Committee.	Date of Approval by Branch Membership	Date of Approval by Chapter Exec. Committee	Date of Approval by APWA Board of Directors
	11/15/2005			
1	9/15/2009	10/15/2009	10/22/2009	
2	06/20/2017	06/20/2017		
3	09/10/2020	11/17/2020	01/07/2021	05/18/2021
4	05/16/2023	08/15/2023	10/5/2023	