



BY-LAWS

OF THE

AMERICAN PUBLIC WORKS ASSOCIATION

WISCONSIN CHAPTER

As Adopted November 3, 2005
And Amended November 3, 2011
And Revised May 4, 2016
And Amended May 12, 2017
And Amended and Adopted November 3, 2022

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ARTICLE I – NAME AND JURISDICTION

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

ARTICLE II – MISSION AND PURPOSE

SECTION 1. The purposes of this Chapter 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; 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 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 earnings shall not directly benefit any Chapter member or Officer except as compensation for services rendered or for reimbursement of necessary expenses actually incurred.

ARTICLE III – MEMBERSHIP

SECTION 1. Members of APWA residing in the Wisconsin 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 Wisconsin Chapter territory specified in Article I, Section 1, may **elect** to be members of the Wisconsin 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 Wisconsin Chapter territory as described in Article I, Section 1, may elect to be a member of a Chapter other than the Wisconsin 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 July 1 through June 30 to coincide with the National fiscal year.

SECTION 2. The administrative year of the Chapter shall be from July 1 to June 30 to coincide with the fiscal year.

SECTION 3. The Chapter shall maintain an unrestricted and undesignated liquid reserve of a minimum of between 10% and 35% of its annual budget.

SECTION 4. Chapter events should be planned to generate revenues 3% in excess of expenses.

SECTION 5. Unrestricted and undesignated funds shall be maintained in an interest-bearing accounts such as saving accounts or CD's of 36 months or less in duration. A minimum of 10% of the

annual budget shall be retained in accounts with daily access to funds. Designated and/or restricted funds may be invested in CD's with maturity terms of up to 5 years. No funds shall be invested in stocks.

ARTICLE V – EXECUTIVE COMMITTEE

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

- a. The Officers of the Chapter.
- b. The Chapter Directors.
- c. The President or his/her designee of each Chapter Branch.
- d. The Chapter Delegate and Alternate Chapter Delegate.

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

SECTION 3. In the event of a vacancy on the Executive Committee the remaining members of the Executive Committee shall have the power to appoint a Chapter member to fill the unexpired term of office.

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

ARTICLE VI – OFFICERS AND DIRECTORS

SECTION 1. The Chapter shall have as its Officers, a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and the Immediate Past President. The Chapter shall have two Chapter Directors.

SECTION 2. The President shall be the Chief Elected Officer of the Chapter and shall serve a term of one year. He/she shall preside at all Chapter and Executive Committee meetings and shall chair the Executive Committee. He/she shall issue the call for regular or special Executive Committee meetings. He/she shall appoint the Chairs of all Committees, standing and special, and be an ex-officio member of each Committee. He/she shall see that these Committees function and shall cooperate with the 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 Executive Committee.

SECTION 3. The President-Elect, who shall have previously served as an Officer or Director, shall be elected annually to serve a term of one year and 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, including chairing the Chapter Conference Program committee for the current administrative year, shall be responsible for developing a budget and making committee chair appointments for the following administrative year, and shall perform such other duties as assigned by the President or the Executive Committee and shall act for the President in the President's absence or when the President is unable to perform the duties of the office, as determined by the Executive Committee.

SECTION 4. The Vice President, who shall have previously served as an Officer or Director, 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 act for the President and President-Elect in their absence or, in case of the inability of the President and President-Elect to perform the duties of the President, as determined by the Executive Committee. The Vice President shall serve as a member of the Chapter Conference Program Committee. In the event that the President-Elect is not able to advance to the position of President, the Vice President shall be eligible to succeed as President for one year.

SECTION 5. The Secretary shall be elected annually to serve a term of one year and 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.

SECTION 6. The Treasurer shall be elected annually to serve a minimum term of one year 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 monthly to the Executive Committee 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, electronic records, money, securities, and other valuable effects belonging to the Chapter, taking a receipt therefore from the successor.

SECTION 7. The Chapter's representative to the APWA Council of Chapters, 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 Council of Chapters, bringing Chapter concerns to their attention, and informing the Chapter of Council of Chapters' activities. The Chapter Delegate shall prepare and submit to APWA such reports as may be required. 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. The President shall submit a list of the Chapter's representatives to the appropriate APWA staff by June 30th of each year. A member serving as Chapter Delegate or Alternate Delegate may be reappointed by the Executive Committee.

SECTION 8. Two members of the Chapter shall be elected to serve as Chapter Directors and shall be members of the Executive Committee to provide direction to the Chapter. Each Director shall serve a minimum two-year term so as to provide for continuity of direction. In addition to attending Chapter and Executive Committee meetings, Directors shall serve on the Chapter Conference Program Committee, and shall be prepared to present progress reports of any assignments.

SECTION 9. 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, President-Elect, and Vice President. The Past President shall also serve as Executive Editor of the Chapter Newsletter.

SECTION 10. All Chapter Officers, except as otherwise provided, shall serve for one year or until their successors are elected and installed. The terms of office shall begin as specified in Article XIII, Section 3, of these Bylaws.

SECTION 11. In case of the inability or neglect in performance of duty by any Officer or Director of the Chapter as determined by the Executive Committee, the Executive Committee shall have the power by a two-thirds vote of its members to declare the office vacant and shall fill the vacancy as provided in Article V, Section 3.

ARTICLE VII – COMMITTEES

SECTION 1. Special (or Chapter) Committees, Technical Committees and Special Committees will be designated by the President to encompass the subject areas including but not limited to those listed below.

- a. Chapter (or Special) Committees
 - Audit.
 - Awards
 - Diversity
 - Education and Scholarship.
 - Historical and Archives. (Currently inactive)
 - Membership Services.
 - Nominating.
 - Past Presidents.
 - Conference Program
 - Public Relations.
 - Vendor
- b. Technical Committees.
 - Emergency Management
 - Engineering & Technology
 - Facilities and Grounds
 - Fleet Services
 - Leadership and Management
 - Solid Waste Management (Currently inactive)
 - Sustainability
 - Transportation
 - Utilities and Public Rights-of-Way
 - Water Resources

SECTION 2. The chair of each committee shall be appointed or reappointed annually by the President for up to three successive years. Each appointed chair shall select committee members for his or her Committee.

SECTION 3. Each committee shall report to the Executive Committee its activities at Executive Committee meetings as determined by the President.

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. All committee chairs must be members of the Chapter.

ARTICLE VIII – AUDIT COMMITTEE

SECTION 1. The President shall annually appoint an Audit Committee consisting of at least two Chapter members who shall examine the financial records and books of the Chapter. The current Chapter Directors and the Vice President are typically the members to be appointed. If one of the Directors is the current past Treasurer, the President elect will be appointed. Chapter members may not serve on the Audit Committee in which he/she had signatory rights to the Chapter’s bank or investment accounts for the reporting period being audited.

SECTION 2. All members having custody or control of Chapter funds at any time during the reporting period are expected to cooperate fully with the Audit Committee.

SECTION 3. The duties of the Audit Committee include examination of the Chapter’s financial records in order to verify the assets, liabilities, net assets and cash flows (revenues and expenses) of the Chapter for the Association’s accounting period.

The Audit Committee must adhere to the policies and procedures outlined in the Rules Governing Chapters of the American Public Works Association.

SECTION 4. Financial records of the Chapter’s Branch(es) (if applicable) are to be included in the examination performed by the Chapter Audit Committee unless the Branch bylaws call for the formation of a Branch Audit Committee separate from that of the Chapter.

ARTICLE IX – 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 April or May of each year, preferably during the spring conference, with the date and place of which shall be determined by the Executive Committee. Other General Membership Meetings for the transaction of business of the Chapter may be called by the President upon the President’s own volition, upon request by the Executive Committee, or upon the written request of 15 members in good standing of the Chapter. The membership shall be notified at least two weeks in advance of the date and place of the Annual Meeting and of any other General Membership Meetings.

SECTION 2. The Executive Committee shall meet at least four 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 any applicable statutes.

SECTION 4. The Secretary 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 shall be provided at least one week in advance 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 Secretary 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 shall accompany the notice of the meeting and no other matters shall be considered at such meeting.

ARTICLE X – QUORUM

SECTION 1. A simple majority of the voting members shall constitute a quorum at all Executive Committee meetings.

SECTION 2. For General Membership meetings of the Chapter involving a formal business agenda, five percent of the membership, of whom no more than one-half shall be members of the Executive Committee, shall constitute a quorum for the transaction of business.

ARTICLE XI – DUES

SECTION 1. The Executive Committee may establish Chapter dues for its members in accordance with the “Rules Governing Chapters of the American Public Works Association.”

SECTION 2. All membership 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 XII – BRANCHES

SECTION 1. Branches of the Wisconsin 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 Wisconsin Chapter for the purpose of furthering the mission, vision, goals, and objectives of the Wisconsin Chapter.

SECTION 2. Any group of 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 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 the Chapter.

ARTICLE XIII – 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 at least four weeks prior to the 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. The

Nominating Committee shall also recommend nominations for Chapter Delegate and Alternate to the Executive Committee for appointment to those positions.

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 of the Annual Meeting. Additional nominations may be made by members from the floor of the meeting.

SECTION 3. Newly elected Officers and Directors shall assume office at the beginning of the administrative year with the President-Elect elected the previous year becoming President.

SECTION 4. In the event of extraordinary and extenuating circumstances, the Executive Committee shall have the power to declare the term of office of any or all Chapter Officers and Directors extended for one full term.

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.

ARTICLE XV – PARLIAMENTARY AUTHORITY

SECTION 1. The rules of procedure contained in Robert's Rules of Order, 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 these Bylaws may be proposed by petition submitted to the Executive Committee in writing and signed by not less than 15 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 ninety 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 the APWA Board of Directors 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.


SECTION 2. These Bylaws and such amendments as may be made from time to time shall become effective upon approval by the APWA Board of Directors and adoption by the Wisconsin Chapter.

CERTIFICATION OF BYLAWS

These bylaws were [] adopted [X] amended [] revised by members of the Wisconsin Chapter at a duly called meeting of the voting members on November 3, 2022 with a quorum present as prescribed by Chapter bylaws.

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


President Eric Dundee


Secretary Aaron Janneke