

**NEW YORK METROPOLITAN CHAPTER
AMERICAN PUBLIC WORKS ASSOCIATION
SOUTHEASTERN NEW YORK BRANCH
BYLAWS**

**Adopted 3/1/1995
Revised 3/6/2013, 4/15/2016**

**ARTICLE 1
NAME, SERVICE AREA, AND PURPOSES**

SECTION 1: Name

This organization shall be known as the **SOUTHEASTERN NEW YORK BRANCH, NEW YORK METROPOLITAN CHAPTER, AMERICAN PUBLIC WORKS ASSOCIATION.**

SECTION 2: Branch Area

The Branch shall comprise the counties of Westchester, Putnam and Dutchess on the east side of the Hudson River and Sullivan, Orange, Ulster and Rockland, on the west side of the Hudson River.

SECTION 3: Purposes

The purposes of this Branch 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 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 improvement of its members, as set forth in the constitution of the American Public Works Association.

SECTION 4: Non-profit Status

The promotion of declared purposes of the Branch shall at all times be carried on subject to the following conditions and limitations:

- a. No part of the assets or net earnings of the Branch shall inure to the benefit of any private corporation shareholder or individual.
- b. The Branch shall not carry on propaganda or otherwise attempt to influence legislation, shall not participate in or intervene in any political campaign on

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behalf of any candidate for public office, and shall not allow any of its funds or property to be used for such prohibited purposes.

- c. None of the Branch's funds shall be loaned to any of its officers or members nor shall the Branch engage in any other transaction with its officers or members, which may result in any diversion of the Branch's funds.
- d. The Branch shall not accept any gift of grant subject to any condition imposed by the donor, which is inconsistent with the enumerated purposes and powers.
- e. No member of the Branch shall be entitled to any distributive share of its assets and in the event of dissolution, its assets remaining after payment of its just debts shall be remitted to the New York Metropolitan Chapter of the American Public Works Association.

ARTICLE 2 MEMBERSHIP

SECTION 1: Regular Members

Regular members of the New York Metropolitan Chapter in good standing residing or working within the Branch area (Article 1, Section 2) shall be members of the Branch. Good standing and type of membership shall be determined by the Chapter.

SECTION 2: Special Members – Deleted

SECTION 3: Resignation and Expulsion

Any member of the Branch, in good standing, may resign, in that status, by written request to the Branch Executive Board. Any member not in good standing as established by National Headquarters or who is in violation of these bylaws as determined by the Branch Executive Board will be expelled from membership. The New York Metropolitan Chapter will be notified of any resignation and expulsions.

ARTICLE 3 GOVERNING BODY

SECTION 1: Executive Committee herein called the Executive Board

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The governing body of the Branch shall be an Executive Board of seven members. The Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, and the most recent living Past President and two members, herein called Directors elected from the membership.

SECTION 2: Officers

The officers of the Branch shall be a President, Vice-President, Secretary, Treasurer, and the two Branch members serving as Board members of the Chapter Executive Board.

SECTION 3: Term

The officers shall serve a minimum term of one year. Each of the two Directors shall serve a term of two years. One being elected each year.

SECTION 4: Qualifications

Each member of the Executive Board shall be a member, in good standing of the American Public Works Association at the time of his election and during his tenure in office.

SECTION 5: Removal from Office

In the event that an Executive Board member fails to meet APWA membership requirements, falls from good standing, or fails to attend a minimum of 50% of the Executive Board meetings, the member will be removed from office by action of the Executive Board.

SECTION 6: Vacancies

In the event of a vacancy on the Executive Board, the remaining Board members will appoint a replacement in accordance with Article 3, Section 4 of the By-laws.

SECTION 7: Quorum

Three members of the Executive Board will constitute a quorum.

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ARTICLE 4 EXECUTIVE BOARD

SECTION 1: Executive Board

- a. The Executive Board shall manage all the affairs of the Branch subject to the rules and regulations of the Board of Directors of the American Public Works Association under its constitution, the By-laws of the Chapter, and the By-laws of the Branch subject to such instructions as shall have been voted by the Branch at a general membership meeting.
- b. The Executive Board shall have no power to create, or to authorize, any liabilities against the New York Metropolitan Chapter and or the American Public Works Association except with the specific and formal delegation of authority in each instance by those organizations.
- c. The Executive Board shall approve an annual budget and subsequent changes therein as prepared and submitted by the President.
- d. The Executive Board shall be required to approve all expenditures.
- e. The Executive Board shall cause an annual audit of the accounts of the Treasurer to be made and the results thereof be reported to the Executive Board at the Annual Meetings.

SECTION 2: The President

The President shall be the Chief Executive office of the Branch. He shall preside at all meetings and shall be Chairman of the Executive Board. He shall appoint all committees, standing and special, and be ex-officio member of each committee. He shall see that these committees function and shall cooperate with the committee chairman to that end. He shall perform such duties as may from time to time be assigned to him by the Executive Board.

SECTION 3: The Vice President

The Vice-President shall have, exercise and discharge the functions, powers and duties of the President in the event of the absence or disability of the President and such other duties as may be assigned by the Executive Board.

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SECTION 4: Secretary

The Secretary shall keep all records and conduct all correspondence of the Branch. He shall take and preserve minutes of the actions of the Executive Board and of the membership meetings. He shall prepare and submit to the New York Metropolitan Chapter and the American Public Works Association such reports as may be required. He shall prepare and send meeting notices to the Executive Board and the general membership as prescribed by the By-laws. He shall maintain an accurate membership listing of current members. In consultation with the President, he shall prepare and distribute the agenda for all meetings of the Executive Board and general membership.

SECTION 5: Treasurer

The Treasurer shall collect and receive all monies and fees due to the Branch. He shall deposit same in an account, and in the name of the Branch, in a financial institute, designated by the Executive Board. He shall make all disbursements for the Branch as directed by the Executive Board. He shall maintain a current financial statement at all times reporting same, in writing, at each Executive meeting. He shall prepare and submit any and all financial reports required by the New York Metropolitan Chapter and the American Public Works Association.

SECTION 6: Past President

The Past President shall be a voting member of the Executive Board. He may act as an officer in the absence of same and perform other duties as assigned by the Executive Board.

ARTICLE 5 MEETINGS

SECTION 1: Executive Board Meetings

The Executive Board will convene a minimum of twice each calendar year.

- a. Special Meeting – Special meetings may be called by the President of by three members of the Executive Board.

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SECTION 2: Membership meetings.

The membership will convene at least four times each calendar year. The final meeting of the calendar year is designated the Annual Meeting.

- a. Special Meeting – Special Meetings of the membership may be called by the Executive Board.
- b. Quorum – Fifteen members shall constitute a quorum at any membership meeting.

SECTION 3: Notification

The Secretary shall notify the members of all membership meetings.

SECTION 4: Rules of Order

Robert's Rules of Order will prevail at all Branch Meetings.

ARTICLE 6 DUES

SECTION 1: Annual Fees

Annual Fees are paid to the American Public Works Association. Regular members shall pay annual individual fees or cause to have agency fees paid on an annual basis to remain in good standing.

ARTICLE 7 ELECTIONS

SECTION 1: Time of Elections

The elections of Branch Officers will be held annually at the Branch's annual meeting. All regular members of the Branch in good standing and present at the meeting will be eligible to vote. Election will be by majority vote.

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SECTION 2: Nominations

The Nominating Committee will submit the names of qualified candidates for Branch offices to the Executive Board. The Nominating Committee's report will be submitted to the membership as part of the Annual Meeting notice. Additional nominations of qualified candidates may be made from the floor by any regular member present and voting.

SECTION 3: Ballots

Balloting is to be by voice vote or show of hands vote. Paper ballots may be requested by a ten-member petition to the Secretary or by a majority show of hands vote of the members present. In the event of affirmative action for paper ballots, tellers will be appointed to distribute, collect and tally the ballots.

SECTION 4: Assumption of Office

The officers shall assume their duties on the first day of January following their election.

ARTICLE 8

(Reserved)

ARTICLE 9 ADVISORY COUNCIL

SECTION 1: Advisory Council

The Advisory Council will consist of all the Past Presidents, in good standing, residing or working within the Branch area, and employed in, or retired from, public works related fields. The Chairman of the Council will be the most recent Past President.

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SECTION 2: Duties

The Advisory Council will act as advisors to the Executive Board on matters involving membership and or the Branch. The Council may attend all Executive Board meetings, in that capacity. The Council shall have a voice in the Executive Board proceedings but only the Chairman will have a vote. The Council will attend the annual meeting and any other meetings the Executive Board will deem necessary.

SECTION 3: Nominating Committee

The Advisory Council will act as the Branch nominating committee. The Council shall screen all qualified candidates in accordance with these By-laws. The Council shall bear in mind an order of progression that maintains Branch board member rotation into the chairs of office, whenever the possibility exists. The Council shall present its findings and recommendations to the Executive Board.

ARTICLE 10 COMMITTEES

SECTION 1: Committees

The President shall appoint committees as the need arises.

SECTION 2: Committee Members

Committee members are to be appointed in odd numbers, including the Chairman, not to exceed seven members. They are to meet at the discretion of the Chairman, or as otherwise directed by the Executive Board.

SECTION 3: Term

The terms of the committees shall be established by the President.

ARTICLE 11 FISCAL AND ADMINISTRATIVE YEARS

Section 1: The fiscal year of the Branch shall be from July 1 through June 30.

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

ARTICLE 12 BRANCH AUDIT COMMITTEE

Section 1: The President shall annually appoint an Audit Committee consisting of at least two Branch members who shall examine the financial records of the Branch. Branch members may not serve on the Audit Committee in which he/she had 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 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.

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 13 AMENDMENTS AND EFFECTIVE DATE

SECTION 1: Procedure

Amendments to these by-laws may be proposed by a petition submitted to the Executive Board in writing and signed by not less than fifteen members or by resolution of the Executive Board. Proposed amendments shall be presented to the membership within one year after the date of their submission, at a meeting of the Branch of by letter ballot as may be determined by the Executive Board. The Executive Board may, within sixty days after receipt of any amendment proposed by a petition, return it to the petitioners with a letter of explanation requesting that the proposed amendment be modified before it be presented to the membership. If the proposed amendment is resubmitted in writing and signed by not less than fifteen of the original petitioners, it shall be presented to the

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membership with or without the approval of the Executive Board. An affirmative vote of two-thirds of the qualified votes cast shall be necessary for the adoption of a proposed amendment.

SECTION 2: Effective Date

These By-laws and such amendments as may be made from time shall become effective upon adoption by the Branch after approval by the New York Metropolitan Chapter and the Board of Directors of the American Public Works Association.

ARTICLE 14 DEFINITIONS

SECTION 1: Gender of Terms

Wherever the terms he, him, chairman, his and similar English pronouns or nouns appear, it is understood that such terms are gender neutral and refer to male or female persons equally.

