

# AMERICAN PUBLIC WORKS ASSOCIATION

## FLORIDA CHAPTER

### BYLAWS

Official Copy

The Official Copy of the Bylaws of the Florida Chapter of the American Public Works Association is to be filed at 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 American Public Works Association, hereinafter called APWA, Florida Chapter, hereinafter called the Chapter. The territory included within the jurisdiction of this chapter shall be the 67 counties of the State of Florida and the U.S. territory of Puerto Rico, divided into 11 districts. Any district may have more than one branch formed within their boundaries. The boundaries of each district embrace the following counties / territories:

- District I: (Emerald Coast Branch), Bay, Calhoun, Escambia, Gulf, Holmes, Jackson, Okaloosa, Santa Rosa, Walton, and Washington.
- District II: (Big Bend Branch), Franklin, Gadsden, Hamilton, Jefferson, Leon, Liberty, Madison, Taylor, and Wakulla.
- District III: (Santa Fe Branch), Alachua, Bradford, Columbia, Dixie, Gilchrist, Lafayette, Levy, Suwannee, Union, and Marion.
- District IV: (Northeast Branch), Baker, Clay, Flagler, Duval, Nassau, Putnam, and St. Johns.
- District V: (Central Branch), Brevard, Lake, Volusia, Seminole, Orange, and Osceola.
- District VI: (West Coast Branch), Citrus, Hernando, Polk, Hillsborough, Pasco, Pinellas, and Sumter.
- District VII: (Treasure Coast Branch), Indian River, Okeechobee, and St. Lucie.
- District VIII: (Sun Coast Branch), DeSoto, Hardee, Highlands, Manatee, and Sarasota.
- District IX: (Southwest Branch), Charlotte, Collier, Glades, Hendry, and Lee.
- District X: (Gold Coast Branch), Martin and Palm Beach.
- District XI: (South Florida Branch), Miami-Dade, Broward, Monroe and the U.S. Territory of Puerto Rico.

## 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. Such programs and activities shall be consistent with the mission, vision, and adopted goals of APWA and shall not include the endorsement of items of a partisan, political, or business nature inconsistent with the mission, vision, and adopted goals of APWA.

**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 Florida 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 Florida Chapter territory specified in Article I, Section 1, may elect to be members of the Florida 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 Florida Chapter territory as described in Article I, Section 1, may elect to be a member of a Chapter other than the Florida 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.

**SECTION 2.** The administrative year of the Chapter shall be from Annual meeting to Annual Meeting, which is held in the spring of each year.

## 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 which are the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President and Chapter Delegate. (Voting Members)
- b. The Chapter District Representatives. (Voting Members)

- c. The Chairman or his/her designee of each Chapter Branch. (Non-voting Members)
- d. The Chairman or his/her designee of the Chapter Standing and Special Committees, and Chapter Delegate Alternate. (Non-Voting Members)
- e. The Past Chapter Presidents, excluding the Immediate Past Chapter President. (Non-voting Members)

**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, overriding succession criteria in the event of filling the positions of President or President-Elect.

**SECTION 4.** The Executive Committee shall manage all the affairs of the Chapter in accordance with the rules and regulations of APWA and the "Rules Governing Chapters of the American Public Works Association" and shall adopt an annual balanced Chapter budget for the fiscal year by December 1st of the previous year.

**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.

**SECTION 6.** Provided a quorum as defined in Article X is present, an affirmative vote of a simple majority of the 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 Chapter Bylaws unless otherwise provided in these Bylaws.

**SECTION 7.** Should a motion that has been previously debated at a meeting of the Executive Committee where no action was taken or a motion that has not been previously debated arise requiring immediate action, the President can put the motion to a vote by means of electronic balloting as addressed in the Rules Governing Chapters of the American Public Works Association.

**SECTION 8.** 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 all Executive Committee members participating.

**SECTION 9.** In the event a Chapter District Representative or Chapter Delegate cannot attend a meeting, these members may designate via written proxy to give another Chapter Member the authority to vote on their behalf.

## **ARTICLE VI – OFFICERS AND DISTRICT REPRESENTATIVES**

**SECTION 1.** The Chapter shall have as its Officers, a President, a President-Elect, a Vice President, a Secretary, a Treasurer, the Immediate Past President, and the Chapter Delegate. The Chapter shall have eleven (11) Chapter District Representatives.

**SECTION 2.** The President shall be the Chief Elected Officer of the Chapter and shall serve a term of one year. The President shall preside at all Chapter and Executive Committee meetings and shall chair the Executive Committee. The President is the President-Elect from the previous year term. The President shall issue the call for regular or special Executive Committee meetings. The President shall have the authority to sign contracts on behalf of the Chapter at the direction of the Executive Committee, appoint the Chairs of all Committees, standing and special, and be an ex-officio member of each Committee. The President shall see that these Committees function and shall cooperate with the Committee Chairs to that end. The President shall perform such other duties as may from time to time be assigned to the President by the Executive Committee.

**SECTION 3.** The President-Elect, who shall have previously served as an Officer or a District Representative of the Chapter and shall have served on the Executive Committee as the Vice President in the previous term, 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. The President-Elect 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. The President-Elect shall be chairperson of the Annual Conference and Exposition with authority to coordinate all necessary arrangements for this event. The President-Elect shall have the authority to sign any contracts necessary to set up and finalize the Annual Conference and Exposition.

**SECTION 4.** The Vice President, who shall have previously served as a member of the Executive Committee, 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.

**SECTION 5.** The Secretary shall be appointed by the Executive Committee biennially on odd-numbered years to serve a term of two (2) years and shall keep all records (except for financial records kept by the Treasurer) and correspondence of the Chapter and attest any contracts signed by the President. 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, taking a receipt therefore.

Nominations for Secretary shall be made to the Executive Committee by the completion of the first quarterly Executive Meeting of the calendar year in which the appointment is to be made. At the Executive Meeting held at the same time as the Annual Conference and Exposition of the same calendar year, the Executive Committee will make the appointment. Nominations may be made in writing or by verbal nomination at the Executive Meeting. A list of all nominees shall be made available to any member of the Florida Chapter by request to the Executive Committee.

**SECTION 6.** The Treasurer shall be appointed by the Executive Committee biennially on even-numbered years to serve a term of two (2) years and shall have custody of the funds, securities, and other valuable effects in the name of and to the credit of the Chapter. The Treasurer shall receive all monies due the Chapter, depositing them in a bank or in other safe and secure investments approved by the Executive Committee, all of which shall be in the name of the Chapter. All checks and vouchers must be signed by the Treasurer. The Treasurer shall prepare and submit financial reports quarterly 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, money, securities, and other valuable effects belonging to the Chapter, taking a receipt therefore from the successor.

Nominations for Treasurer shall be made to the Executive Committee by the completion of the first quarterly Executive Meeting of the calendar year in which the appointment is to be made. At the Executive Meeting held at the same time as the Annual Conference and Exposition of the same calendar year, the Executive Committee will make the appointment. Nominations may be made in writing or by verbal nomination at the Executive Meeting. A list of all nominees shall be made available to any member of the Florida Chapter by request to the Executive Committee.

**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 a 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.

**SECTION 8.** Eleven (11) members of the Chapter shall be elected by their respective Districts to serve as Chapter District Representatives and shall be members of the Executive Committee to provide direction to the Chapter. Each District Representative shall serve a two (2) year term and shall be elected each year as defined below so as to provide for continuity of direction. Each District Representative shall attend all Chapter and Executive Committee meetings and shall be prepared to present progress reports of any assignments.

The representatives for Districts I, III, V, VII, IX, and XI will be elected in odd years.  
The representatives for Districts II, IV, VI, VIII, and X will be elected in even numbered years.

**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.

**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 inability or neglect in performance of duty by any Officer or District Representative of the Chapter as determined by the Executive Committee, the Executive Committee shall have the power by a majority 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.** The President will annually designate at a minimum two Standing Committees, the Chapter Audit Committee and the Nominating Committee. These committees are described in Articles VIII

and XIII. The President, at his/her discretion, may designate additional standing committees, special committees and task forces as deemed necessary to conduct Chapter affairs.

**SECTION 2.** The chair of each standing committee and special committee shall be appointed annually by the President. Additional committee members are recommended and may be appointed at the discretion of the committee chair.

**SECTION 3.** Each standing committee shall report to the Executive Committee its activities at least once annually or more frequently if directed by the President or the Executive Committee.

**SECTION 4.** No committee shall obligate the Chapter or issue a public proclamation or policy news release without specific authorization from the Executive Committee.

**SECTION 5.** Committees exist for the purpose of implementing the mission, vision, and goals of the Chapter and APWA. Only members of APWA and the Chapter are eligible to serve as chair of a committee. While it is expected those serving on such committees will be members of the Chapter, the inclusion of non-members in some circumstances where specialized technical expertise is needed may be appropriate. However, the effective control of the committee shall be retained by the Committee chair.

#### **ARTICLE VIII – CHAPTER AUDIT COMMITTEE**

**SECTION 1.** The President shall annually appoint a Chapter Audit Committee consisting of at least two Chapter members who shall examine the financial records of the Chapter. 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 Branches 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 installing the newly elected Officers and District Representatives, shall be held in the spring of each year, the date and place of which shall be determined by the Executive Committee. Other General Membership Meetings for the transaction of business of the Chapter may be called by the President upon the President's own volition, upon request by the Executive Committee, or upon the written request of 50 members in good standing of

the Chapter. The Executive Committee may call a special meeting if the President fails to act on an item of immediate need and importance. 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 (4) 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.

**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 and copy of each report and/or resolution, or other actions to be considered at such meeting, shall be made available 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 and copy of each report and/or resolution, or other action to be considered at such meeting, 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 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 Florida 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 counties or regions within the territorial limits of the Florida Chapter for the purpose of furthering the mission, vision, goals, and objectives of the Florida 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 current members of APWA.

### **ARTICLE XIII – ELECTION OF OFFICERS**

**SECTION 1.** Early in the administrative year, the President shall appoint a Nominating Committee of three (3) members, whom shall be the most recent available Past Presidents having current membership in the Chapter. The Chair of the Nominating Committee is the most senior Past President by term of office. The Nominating Committee shall report the names of its nominees for each office standing election (the offices of President-Elect and Vice President annually to the Executive Committee a minimum of 30 days prior to the date of the election or distributed ballots as established by the Executive Committee. 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 written declaration presented to the Nominating Committee. The names of the nominees shall be made available to all voting members (all members of the Florida Chapter) a minimum of 30 days prior to the election or distribution of ballots in order for self-nominations to be declared. The period for any self-nominations shall be the 15 day period following providing the voting members with the original names of the nominees. Self-nominations shall be submitted by written declaration to the Chair of the Nominating Committee for verification of eligibility and finalization of the ballot.

**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 or in the case of electronic balloting, the results of the election shall be declared at the annual meeting. A Teller Committee, comprised of the members of the Nominating Committee shall be used for certifying the results of electronic balloting.

**SECTION 3.** The Newly elected Officers 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 District Representatives 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, with the following exception: Funds held by the Chapter in a scholarship fund as defined by the IRS in Code Section 501(c)(3) may, at the discretion of the Chapter, be moved to another 501(c)(3) scholarship fund of the Chapter's choice.



## ARTICLE XV – PARLIAMENTARY AUTHORITY

**SECTION 1.** The order of business at meetings of the Executive Committee or of the Chapter membership shall be determined by the President.

**SECTION 2.** The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern matters of parliamentary procedure of the Chapter, except as otherwise provided in these Bylaws. The Secretary shall have in his or her possession at every meeting, a copy of the current edition of Robert's Rules of Order, Newly Revised.

## ARTICLE XVI – AMENDMENTS

**SECTION 1.** Amendments to these Bylaws may be proposed by initiatory petition submitted to the Executive Committee in writing and signed by not less than 50 Chapter members or by resolution of the Executive Committee. Proposed amendments submitted to the Executive Committee by petition shall be acted upon by the Executive Committee within six months of receipt. Proposed amendments, if approved by the Executive Committee, shall be presented by the Executive Committee to APWA.

**SECTION 2.** Proposed amendments submitted to the Executive Committee and not approved by the Executive Committee shall be promptly returned by the Executive Committee to the petitioners with a letter of explanation requesting that the proposed amendments be modified and resubmitted to the Executive Committee. If the proposed amendment is resubmitted in writing and signed by a simple majority of the original petitioners, the Executive Committee shall immediately present the proposed amendment to APWA for approval with or without approval of the Executive Committee.

**SECTION 3.** Upon approval of the proposed amendments by APWA, the Executive Committee shall, within one year of the approval of the proposed amendments by APWA, present the proposed amendments to the Chapter membership for approval at a meeting or by letter/electronic ballot as may be determined by the Executive Committee provided that the membership has been given a minimum of three weeks to submit ballots. An affirmative vote of two-thirds of the qualified votes cast shall be necessary for the adoption of a proposed amendment.

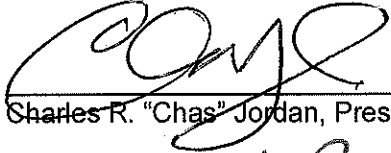
**SECTION 4.** These bylaws and such amendments as may be made from time to time shall become effective upon approval by APWA and adoption by the Chapter in the manner prescribed in this article.

**SECTION 5.** The Executive Committee should conduct a review of the Chapter's bylaws for completeness and applicability at least once every three years.

**CERTIFICATION OF BYLAWS**

These bylaws were [ ] adopted [ **X** ] amended [ ] revised by members of the Florida Chapter at a duly called meeting on Thursday, April 21, 2016 with a quorum present as prescribed by Chapter bylaws.

The minutes of this meeting are on file with the Florida Chapter Secretary and APWA National.

  
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Charles R. "Chas" Jordan, President

4-21-16  
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Date

  
\_\_\_\_\_  
Althea Parrish, Secretary

4/21/16  
\_\_\_\_\_  
Date

