

Texas Chapter of the American Public Works Association  
South Central Branch  
Bylaws

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**Article 1**  
**Name and Boundaries**

- Section 1. The name of the organization shall be Texas Chapter of the American Public Works Association (APWA), South Central Branch. The jurisdictional area shall be the counties as designated by the State Chapter as South Central Texas.
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**Article 2**  
**Purposes**

- Section 1. 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 and the promotion of improved practices in public works administration; the encouragement of the adherence by public works officials to a high professional standard; and the professional and social improvement of its members, as set forth by 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 and the Chapter 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 and the Chapter.
- Section 3. The Branch is not organized for profit, and no part of the earnings shall be used to the benefit of any member or officer except as compensation for services rendered or for necessary expenses incurred. In the event of the dissolution or liquidation of the Branch, any remaining assets shall be rendered to the Texas Chapter of the American Public Works Association
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**Article 3**  
**Membership**

- Section 1. Members of the American Public Works Association residing in the Branch territory specified in Article I, Section I, shall hold the same type of membership in the Branch that they hold in the Association.
- Section 2. Criteria for and grades of membership shall be as prescribed by the Bylaws of the American Public Works Association.
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**Article 4**  
**Fiscal and Administrative Year**

- Section 1. The Fiscal year of the Branch shall be from July 1 through June 30, consistent with the fiscal year of the Chapter.
- Section 2. The administrative year of the Branch shall be from July 1 through June 30. (To transition the administrative year from January 1 through December 31 to July 1 through June 30, an 18-month transition period shall be from January 1, 2020 to June 30, 2021
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**Article 5**  
**Officers and Executive Committee**

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

- Section 1.           a. The Officers of the Branch.  
                      b. The Branch Directors.
- Section 2.           No person shall be nominated, elected, or allowed to be a member of the South Central Branch or 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 select a Branch member to fill the unexpired term of office.
- Section 4.           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 5.           The Executive Committee shall have the power to contract with an Executive Director/Branch Administrator 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 National.
- Section 6.           Provided a quorum as defined in Article 8 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 Branch Bylaws unless otherwise provided in these Bylaws.
- Section 7.           Should a motion 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 (for example but not limited to letter ballot, telephone, video conference call, email or web based application) as addressed in the Rules Governing Chapters of the American Public Works Association and the Texas Chapter Bylaws.
- Section 8.           The Executive Committee shall not enter into any contract involving any liabilities of the Texas Chapter, American Public Works Association without and formal delegation of authority in each instance by the Executive Committee of the Texas Chapter, American Public Works Association.
- Section 9.           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 Executive Committee members participating

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**Article 6**  
**Duties of Officers and Executive Committee**

- Section 1.           The Branch shall have as its Officers, a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and the Immediate Past President. The Branch shall have 5 Branch Trustees.
- Section 2.           The President shall be the Chief Elected Officer of the Branch and shall serve a term of one year. He/she shall preside at all Branch and 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 Executive Committee, 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 for the current administrative year, 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.

Section 5. The Secretary shall be elected annually to serve a term of one year and shall keep all records and correspondence of the Branch. The Secretary shall prepare a written record of the proceedings of the 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.

Section 6. The Treasurer shall be elected annually to serve a 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 Branch. The Treasurer shall receive all monies due the Branch, 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 Branch. 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 Branch Audit Committee. The Treasurer shall prepare and submit to the South Central 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 Branch, taking a receipt therefore from the successor.

Section 7. The Branch's representative to the Texas Chapter hereinafter called the Branch Representative, (typically the President) shall be appointed annually by the Branch Executive Committee to serve for the current administrative year and shall represent the Branch to that body, attending regional and annual meetings of the Chapter, bringing Branch concerns to their attention, and informing the Branch of Chapter activities. An Alternate Branch Representative may be appointed annually by the Executive Committee to serve for the current administrative year and shall act for and on behalf of the Branch Representative in the event of the Branch Representative's absence or inability to perform the duties of this position as determined by the Executive Committee.

Section 8. Five (5) members of the Branch shall be elected to serve as Branch Trustees and shall be members of the Executive Committee to provide direction to the Branch. Each Trustee shall serve a one-year term. Each Trustee shall attend all Branch and Executive Committee meetings and shall be prepared to present progress reports of any assignments.

Section 9. The most recent Past President holding current membership in the Branch shall be an ex officio member of the Executive Committee 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 Branch and the Executive Committee in the absence of the President, President-Elect, and Vice President.

Section 10. All Branch 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 12, Section 3, of these Bylaws

Section 11. The President, the President-Elect, the Vice President, and the Directors shall not be eligible for reelection to the same office until at least one full year has elapsed after the ends of their respective terms except as provided in Article 12, Section 4.

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## **Article 7 Committees**

Standing Committees and/or Special Committees will be designated by each President to encompass the subject areas including but not limited to those listed below.

- Section 1.
- a. Audit
  - b. Awards
  - c. Continuing Education and Training
  - d. Intern and Student Co-op
  - e. Legislative and Government Affairs
  - f. Membership
  - g. Strategic Planning
  - h. Nominating

Section 2. The chair of each standing committee shall be appointed annually by the President. Each appointed chair shall select committee members for his or her committee.

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. The President may appoint, within the administrative year, other special committees as may be desirable for the conduct of the business of the Branch

Section 5. No committee shall obligate the Branch 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 Branch and APWA. While it is expected that the leadership and membership of such committees will be members of the Branch, 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.

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## **Article 8 Audit Committee**

Section 1. The President shall annually appoint an Audit Committee consisting of at least three Branch members who shall examine the financial records and books of the Branch. The Treasurer shall not be a member of the Audit Committee but shall cooperate fully with the Audit Committee.

Section 2. The duties of the Audit Committee shall be to examine the Branch's financial records in order to meet the requirements of the Chapter and APWA. The duties of the Audit Committee shall include but not be limited to the following: examination of cancelled checks, accounting for numerical sequencing, examining endorsements, reviewing bank statements, and the examination and/or reconciliation of documents supporting disbursements. The Branch Audit Committee shall conduct the annual audit of the Fiscal Year financial documents using a computer package or hard copy format provided by the Chapter or APWA. All branch financial records will be routinely transferred to the Chapter treasurer at the conclusion of the fiscal year for final chapter accountability.

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**Article 9**  
**Meetings**

- Section 1. The Annual Meeting of the Branch, for the purpose of electing and/or installing the newly elected Officers and Directors, shall be held prior to the change of the fiscal 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 Branch 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 Branch. 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. Quarterly or other meetings of the Branch may be held as often and at places as may be approved by the Executive Committee.
- Section 3. Meetings of the Executive Committee shall be held on the call of the President or President Elect or on the request in writing of any three members of the Executive Committee.
- 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 accompany the notice 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 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.

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**Article 10**  
**Quorum**

- Section 1. A simple majority of the voting members shall constitute a quorum at all Executive Committee meetings.
- Section 2. A minimum of five percent (5%) of the membership shall constitute a quorum to do business at an annual meeting of members.

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**Article 11**  
**Branch Contributions**

- Section 1. Local Activity Fees will be determined each year for educational, training, and operational expenses of the branch as deemed necessary by the executive committee. Local Activity Fees are payable during January of the calendar year of memberships.
- Section 2. Branch Sponsorships will be solicited on a yearly basis for the purpose of supporting the branch mission. The levels of sponsorship shall be determined each year by the Executive Committee.

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**Article 12**  
**Selection of Officers**

- Section 1. The Branch 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 Branch 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. 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.

Section 2. The executive committee shall prescribe the form of the ballot, schedule and other details of the election procedure. The annual election shall be held at a time and place through traditional and/or electronic means.

Section 3. Newly elected Officers and Trustees shall assume office at the beginning of the fiscal and 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 Branch Officers and Directors extended for one full term.

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**Article 13  
Dissolution of this Branch**

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 provision made therefore, all remaining property and assets of the branch shall be conveyed, assigned and transferred to the Texas Chapter or APWA National to administer according to the bylaws of APWA.

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**Article 14  
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.

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**Article 15  
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 eight members or by resolution of the Executive Committee. Proposed amendments shall be presented to the membership within one year after the date of their submission, at a meeting of the Branch or by electronic vote, as may be determined by the Executive Committee. Provided, however, that the 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 is resubmitted in writing and signed by not less than eight of the original petitioners, it shall be presented to the membership 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 by-laws and such amendments as may be made from time to time shall become effective upon adoption by the Branch and approval by the Board of Directors of the Texas Chapter, American Public Works Association.

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**CERTIFICATION OF BYLAWS**


These bylaws were [ ] adopted [ ] amended [ X ] revised by members of South Central Texas

Branch at a duly called meeting on [February 18, 2020] with a quorum present as prescribed by branch bylaws.

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



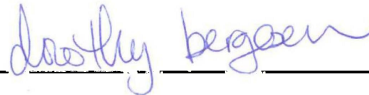
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President



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Secretary



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Past President



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TX-APWA Chapter President



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APWA

**APPROVED**  
By TBennett at 8:27 am, Jul 21, 2020