

AMERICAN PUBLIC WORKS ASSOCIATION

ONTARIO CHAPTER

BYLAWS

ADOPTED JANUARY 2018

ARTICLE I – NAME AND JURISDICTION

SECTION 1. The name of the organization shall be the Ontario Public Works Association, a chapter of American Public Works Association, hereinafter called OPWA or Chapter. The territory included within the jurisdiction of this Chapter shall be the Province of Ontario.

ARTICLE II – MISSION AND PURPOSE

SECTION 1. The purposes of this Chapter are to cause and share with its members, 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 OPWA 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 OPWA residing in the Ontario 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 the Canadian Public Works Association (CPWA) and the American Public Works Association (APWA). Members of CPWA and APWA residing outside the Ontario Chapter territory specified in Article I, Section 1, may elect to be members of the Ontario Chapter and shall hold the same type of membership in this Chapter that they hold in CPWA and APWA but shall be a member of only one Chapter. Members of CPWA and APWA residing in the Ontario

Chapter territory as described in Article I, Section 1, may elect to be a member of a Chapter other than the Ontario 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 of a calendar year through June 30 of the following calendar year.

SECTION 2. The administrative year of the Chapter shall be from January 1 to December 31.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. The governing body of the Chapter shall be the Board of Directors, (equivalent to the APWA Model Chapter Bylaw “Executive Committee”) consisting of:

- a. The Executive Officers of the Chapter.
- b. The Chapter Directors.

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 Board of Directors, the remaining members of the Board of Directors, shall have the power to appoint a Chapter member to fill the unexpired term of office.

SECTION 4. The Board of Directors 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.”

SECTION 5. The Board of Directors 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 Board of Directors 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 Board of Directors 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 Board of Directors 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. If the vote is not unanimous, the Board must be granted the opportunity to debate the issue through a conference call or at its next meeting.

SECTION 8. The Secretary shall record, as a part of the minutes of the Board of Directors meeting immediately following the voting, the means and results of the voting and the names of all Board of Directors members participating.

ARTICLE VI – OFFICERS AND DIRECTORS

SECTION 1. The Chapter shall have as its Executive Officers; a President, a President-Elect, a Vice President, a Secretary, a Treasurer, the Immediate Past President, a Branch Liaison Director, the Council of Chapters representative, and the Canadian Public Works Association representative. The Executive Officers shall form the Chapters Executive Committee.

The Chapter Board of Directors shall include the Executive Directors as well a maximum of twenty (20), and no less than fifteen (15), Chapter Directors. The majority of Chapter Directors shall be employed by the public sector.

SECTION 2. The President shall be the Chief Elected Officer of the Chapter and shall serve a term of one year. The President shall be the person elected the previous year to the position of President Elect. He/she shall preside and chair at all Board of Directors and Executive Committee meetings. He/she shall issue the call for regular or special Chapter, Board of Directors, and Executive Committee meetings. He/she shall have the authority to sign contracts on behalf of the Chapter at the direction of the Board of Directors, 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 Board of Directors.

SECTION 3. The President-Elect 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 Board of Directors 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 Board of Directors. The President-Elect shall be responsible for planning, organizing and executing the Chapter Annual Meeting for the following calendar year.

SECTION 4. The Vice President shall be elected annually to serve a term of one year and shall perform such duties as assigned by the President or the Board of Directors. 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 Board of Directors. The Vice-President shall be responsible for planning, organizing and executing the Chapter National Public Works Week Celebration for the following calendar year. In addition, the Vice President will provide ongoing mentorship to the Treasurer.

SECTION 5. The Secretary shall be elected annually to serve a term of one year, and shall keep all records (except for financial records kept by the Treasurer) and

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correspondence of the Chapter. The Secretary shall prepare a written record of the proceedings of the Board of Directors and Executive Committees 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 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 Board of Directors, 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 Board of Directors 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.

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SECTION 7. The Chapter's representative to the APWA Council of Chapters, hereinafter called the Chapter Delegate, shall be appointed by the Board of Directors to serve a two year term and shall represent the Chapter to that body, attending Council of Chapter meetings, 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 by the Board of Directors 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 Board of Directors.

SECTION 8. The Chapter's representative to the Canadian Public Works Association, hereinafter called the CPWA Director, shall be appointed by the Board of Directors to serve a two year term and shall represent the Chapter to that body, attending CPWA meetings, bringing Chapter concerns to their attention, and informing the Chapter of CPWA activities. The CPWA Director shall prepare and submit to the Chapter such reports as may be required.

SECTION 9. The Branch Liaison Director shall be appointed by the Board of Directors annually to serve a term of one year and shall perform such duties as assigned by the President or the Board of Directors.

SECTION 10. A maximum of twenty (20), and a minimum of fifteen (15), members of the Chapter, including Branch Chairs, shall be elected to serve as Chapter Directors. Each Director shall serve a two year term and approximately one-half shall be elected each year so as to provide for continuity of direction. The majority of Chapter Directors shall be from the public sector. Each Director shall attend all Chapter and Board of Directors meetings and shall be prepared to present progress reports of any assignments.

SECTION 11. The most recent Past President holding current membership in the Chapter shall be a member of the Executive Committee and shall serve in an advisory

capacity to the President and the Board of Directors. It shall be the duty of the Past President to preside at meetings of the Chapter and the Board of Directors in the absence of the President, President-Elect, and Vice President. The Past President shall chair the Nominating Committee.

SECTION 12. All Executive 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 13. In case of the inability or neglect in performance of duty by any Executive Officer or Chapter Director as determined by the President, President-Elect and Vice-President, the Board of Directors 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.

SECTION 14. Reporting to the President, the position of OPWA Executive Director is a part-time, contracted ex-officio position. The type and extent of his/her work varies depending on the Board of Director's priorities including but not limited to leadership and technical, strategic plan and administrative duties. This position is required enter into a contract that has been approved by the Board of Directors and APWA.

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 Board of Directors 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 President.

SECTION 5. Committees exist for the purpose of implementing the mission, vision, and goals of the Chapter and APWA. Only members of 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 an 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. The President and Audit Committee may also arrange an external annual audit of the financial records of the Chapter reporting back to the Board of Directors once per annum.

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 (and external auditor).

SECTION 3. The duties of the Audit Committee (and external auditor), 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 (and external auditor), 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 Audit Committee (and external auditor), unless the Branch Bylaws call for the formation of an external audit, and/or 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 Executive Officers and Chapter Directors, shall be held in January of each year, the date and place of which shall be determined by the Board of Directors. 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 Board of Directors, or upon the written request of 15 members in good standing of the Chapter. The membership shall be notified at least four 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.

SECTION 4. The Secretary shall formally notify each member of the Executive Committee at least two 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 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.

SECTION 6. The Board of Directors shall meet at least four times during the administrative year. Special meetings of the Board of Directors shall be held at the call of the President or at the written request of a majority of the members of the Board of Directors.

SECTION 7. Meetings of the Board of Directors 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 8. The Secretary shall formally notify each member of the Board of Directors at least two weeks prior to the scheduled date of a regular meeting of the Board of Directors. 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 Board of Directors in attendance.

SECTION 9. The Secretary shall formally notify each member of the Board of Directors at least five days prior to the scheduled date of a special meeting of the Board of Directors. 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. A simple majority of the voting members shall constitute a quorum at all Board of Director meetings

SECTION 3. For General Membership meetings of the Chapter involving a formal business agenda, 5% of the membership, of whom no more than one-half shall

be members of the Board of Directors, shall constitute a quorum for the transaction of business.

ARTICLE XI – DUES

SECTION 1. The Board of Directors 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 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 Ontario 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 Ontario Chapter for the purpose of furthering the mission, vision, goals, and objectives of the Ontario Chapter.

SECTION 2. Any group of 10 or more members of the Chapter may petition the Board of Directors to form a branch within the Chapter. The Board of Directors may authorize 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. The Chair of each Branch, who shall be elected in accordance with the Branch by-laws, shall serve as a member of the Board of Directors of the Chapter.

ARTICLE XIII – ELECTION OF OFFICERS

SECTION 1. The Nominating Committee shall consist of three 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. If a past President is unable to serve as Chair of the Nominating Committee, then the President should appoint a past member of the Executive Committee as Chair of the Nominating Committee. The other members of the Nominating Committee shall be the outgoing President and the President-Elect. The Nominating Committee shall solicit names of candidates from the membership and report the names of its nominees for each office standing election to the Board of Directors a minimum of 30 days prior to the date of the election. The Board of Directors, by resolution, shall approve the final list of names for the election. The names of the nominees shall be made available to all voting members a minimum of 15 days prior to the election in order for self-nominations to be declared. One or more nominations shall be made by the Nominating Committee for each office.

SECTION 2. The Board of Directors shall schedule and confirm the election procedure. The annual election shall be held at a time and place of the annual meeting.

The election of Officers and Directors shall take place by a show of hands of members present. Written votes for some or all candidates will be accepted from any member not in attendance at the Annual Meeting, provided such vote is received in a form and by a date specified by the Board of Directors. The results of the election shall be declared at the annual meeting.

SECTION 3. Newly elected Executive 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 and Board of Directors 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 OPWA Board of Directors and/or 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, the Board of Directors, 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.

ARTICLE XVI – AMENDMENTS

SECTION 1. Amendments to these Bylaws may be proposed by initiatory petition submitted to the Board of Directors in writing and signed by not less than 15 Chapter members or by resolution of the Board of Directors. Proposed amendments submitted to the Board of Directors by petition shall be acted upon by the Board of Directors within six months of receipt. Proposed amendments, if approved by the Board of Directors, shall be presented to APWA.

SECTION 2. Proposed amendments submitted to the Board of Directors and not approved by the Board of Directors shall be promptly returned to the petitioners with a letter of explanation requesting that the proposed amendments be modified and resubmitted to the Board of Directors. If the proposed amendment is resubmitted in

writing and signed by a simple majority of the original petitioners, the Board of Directors shall immediately consider the proposed amendment for approval.

SECTION 3. Upon approval of the proposed amendments by APWA, the Board of Directors 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 Board of Directors 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 Board of Directors should conduct a review of the Chapter's bylaws for completeness and applicability at least once every three years.

For Final Approval

CERTIFICATION OF BYLAWS

These bylaws were [X] adopted [] amended [] revised by members of Ontario Chapter at a duly called meeting on January 21, 2021, with a quorum present as prescribed by chapter bylaws.

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

Scott Stewart
President

Date

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Brian Barber
Executive Director

Date

For Final Approval