AMERICAN PUBLIC WORKS ASSOCIATION

OREGON CHAPTER

BYLAWS

ARTICLE I – NAME AND JURISDICTION

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

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." In addition, the Oregon Chapter will attain to standardize specifications and construction practices; provide educational opportunities for all Chapter members; and maintain a scholarship program for students of Oregon colleges or universities whose chosen education field is related to Public Works.

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 Oregon 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 Oregon Chapter territory specified in Article I, Section 1, may elect to be members of the Oregon 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 Oregon Chapter territory as described in Article I, Section 1, may elect to be members of a Chapter other than the Oregon 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 January 1 to December 31.

ARTICLE V – EXECUTIVE COMMITTEE

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

a. The Officers of the Chapter.

b. The Chapter Directors.

c. The Chapter Delegate.

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

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

SECTION 4. The Executive Committee shall manage all the affairs of the Chapter in accordance with the rules and regulations of APWA and the "Rules Governing Chapters of the American Public Works Association."

SECTION 5. The Executive Committee shall have the power to contract with an individual or firm to provide administrative or other services and whose duties and compensation shall be as specified by the Executive Committee in an approved and executed contract that shall have been previously approved by APWA.

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.

ARTICLE VI – OFFICERS AND DIRECTORS

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

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 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 them by the Executive Committee.

SECTION 3. The President-Elect shall be elected annually to serve a term of one year as President-Elect 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.

SECTION 4. The Secretary shall be elected biennially to serve a term of two years and shall keep all records (except for financial records kept by the Treasurer) and correspondence of the Chapter. The Secretary shall prepare a written record of the proceedings of the Executive Committee and any formal proceedings of the Chapter. The Secretary shall prepare and submit to APWA such reports as may be required. At the expiration of the term of office, the Secretary shall turn over to their successor, all books, records, papers, executed contracts, documents, or other property of the Chapter in his/her custody.

SECTION 5. The Treasurer shall be elected biennially to serve a term of two 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.

The Treasurer shall also keep records of and execute all transactions for Chapter accounts according to the criteria defined in the Chapter Accounts Operating Procedures document, as approved through resolution by the Oregon Chapter Board. At the expiration of the Treasurer's term of office, the Treasurer shall turn over to their successor all books, papers, money, securities, debit card(s), and other valuable effects belonging to the Chapter, taking a receipt therefore from the successor.

SECTION 6. 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 maximum of two three-year terms 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 7. Six members of the Chapter shall be elected to serve a term of two years as Chapter Directors and shall be members of the Executive Committee to provide direction to the Chapter and serve as Executive Committee liaisons to the Chapter Technical Committees. Each Director shall attend Chapter and Executive Committee meetings and shall be prepared to present progress reports of any assignments. Each Director is term-limited to a maximum of three consecutive elected two-year terms.

SECTION 8. 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 and President-Elect.

SECTION 9. All Chapter Executive Committee members, except as otherwise provided, shall serve for term per this Article 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 10. In case of the inability or neglect in performance of duty by any Officer or Director of the Chapter as determined by the Executive Committee, the Executive Committee shall have the power by a two-thirds vote of its members to declare the office vacant and shall fill the vacancy as provided in Article V, Section 3.

ARTICLE VII – COMMITTEES

SECTION 1. 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 their 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 an Audit Committee consisting of at least three Chapter members who shall examine the financial records of the Chapter. Chapter members may not serve on the Audit Committee in which they had signatory rights to the Chapter's bank or investment accounts for the reporting period being audited.

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

SECTION 3. The duties of the Audit Committee include examination of the Chapter's financial records in order to verify the assets, liabilities, net assets and cash flows (revenues and expenses) of the Chapter for the Association's accounting period. The Audit Committee must adhere to the policies and procedures outlined in the Rules Governing Chapters of the American Public Works Association.

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

ARTICLE IX – MEETINGS

SECTION 1. The Annual Meeting of the Chapter, for the purpose of electing and/or announcing the newly elected Officers and Directors, shall be held in the fall 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 15 members in good standing of the Chapter. The membership shall be notified at least two weeks in advance of the date and place of the Annual Meeting and of any other General Membership Meetings.

SECTION 2. The President shall schedule at least six Executive Committee meetings 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 President 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 be formally provided to the Executive Committee in advance of the meeting by electronic means and any additions to the agenda shall require the consent of the majority of the members of the Executive Committee in attendance and shall be considered new business.

SECTION 5. The President 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.

ARTICLE X – QUORUM

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

SECTION 2. For the Annual Meeting and General Membership meetings of the Chapter involving a formal business agenda, 5 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 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 Oregon 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 or locality within the territorial limits of the Oregon Chapter for the purpose of furthering the mission, vision, goals, and objectives of the Oregon 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

SECTION 1. The President shall appoint a Nominating Committee 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, and two of whom shall be past Executive Committee members having current membership in the Chapter. 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 Nominating Committee shall report the names of its nominees for each office standing election to the Executive Committee a minimum of 30 days prior to the date of the election or distribution of ballots as established by the Executive Committee. The names of the nominees shall be made available to chapter members a minimum of 15 days prior to the election or distribution of ballots in order for self-nominations to be declared. 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.

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**.** Should ballots be distributed to members by mail or electronic means, additional nominations will be accepted by written declaration submitted to the Chair of the Nominating Committee by the agreed upon date established by the Executive Committee.

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

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

ARTICLE XIV DISSOLUTION OF THE CHAPTER

SECTION 1. When necessary and when directed by the APWA Board of Directors, the Chapter may be dissolved. In the event of the dissolution or final liquidation of the Chapter, after all liabilities and obligations have been paid, satisfied and discharged, or adequate provision made therefore, all remaining property and assets of the Chapter shall be conveyed, assigned and transferred to APWA to administer according to the bylaws of APWA, 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.

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 15 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. Furthermore the Chapter should report in writing to APWA compliance with the approved bylaws or submit proposed bylaw changes for APWA approval and adoption by the Chapter.

CERTIFICATION OF BYLAWS

These bylaws were [ ] adopted [X] amended [X] revised by members of the Oregon Chapter by electronic ballot concluding on August 21, 2026, as prescribed by chapter bylaws.

The results of the electronic balloting are on file with the Chapter Secretary and APWA.

Digitally Signed Date: 2026.08.27 11:52:03-07'00'

President

August 27, 2026

Date

Nicholas D Polenske 2026.08.27 11:07:57-07'00'

Secretary

August 27, 2026

Date