

**AMERICAN PUBLIC WORKS ASSOCIATION
WEST SLOPE BRANCH**

BYLAWS

ARTICLE I – NAME AND JURISDICTION

SECTION 1. The name of the organization shall be the West Slope Branch, hereinafter called the Branch, of the Colorado Chapter, American Public Works Association, hereinafter called APWA. The territory included within the jurisdiction of this Branch shall be the incorporated and unincorporated portions of the counties of Alamosa, Archuleta, Chaffee, Conejos, Costilla, Delta, Dolores, Eagle, Garfield, Grand, Gunnison, Hinsdale, Jackson, La Plata, Lake, Mesa, Mineral, Moffat, Montezuma, Montrose, Ouray, Park, Pitkin, Rio Blanco, Rio Grande, Routt, Saguache, San Juan, San Miguel, and Summit in the state of Colorado.

ARTICLE II – MISSION AND PURPOSE

SECTION 1. The purposes of this Branch 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 Branch 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, and adopted goals of APWA, the affiliate chapter 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 Branch is not organized for profit, and earnings shall not directly benefit any Branch 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 West Slope Branch territory specified in Article I, Section 1, shall be members of the Branch and shall hold the same type of membership in the Branch that they hold in APWA. Members of APWA residing outside the West Slope Branch territory specified in Article I, Section 1, may elect to be members of the West Slope Branch and shall hold the same type of membership in this Branch that they hold in APWA but shall be a member of only one Branch.

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 Branch shall be from July 1 through June 30 or consistent with the fiscal year of the Chapter.

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

ARTICLE V – EXECUTIVE COMMITTEE

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

- 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 West Slope 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 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 Branch 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 Chair 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 Branch shall have as its Officers, a Chair, a Chair-Elect, a Secretary, a Treasurer, and the Immediate Past Chair. The Branch shall have five (5) Branch Directors, one of whom shall be designated by the Branch to be a director of the Colorado Chapter.

SECTION 2. The Chair shall be the Chief Elected Officer of the Branch and shall serve a term of two years. 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. The Chair shall serve ex-officio as a member of the Colorado Chapter Board of Directors.

SECTION 3. The Chair-Elect, who shall have previously served as an Officer or Director, shall be elected to serve a term of two years and shall assume the office of Chair upon the completion of the term of office of Chair-Elect and serve as Chair for two years. The Chair-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 Chair or the Executive Committee and shall act for the Chair in the Chair's absence or when the Chair is unable to perform the duties of the office, as determined by the Executive Committee.

SECTION 4. The Secretary shall be elected to serve a term of two years 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 5. The Treasurer shall be elected 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 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. Up to two other officers of the West Slope Branch and the Colorado Chapter Treasurer shall also be empowered to sign checks and vouchers in the event that the Branch Treasurer is unavailable. The Treasurer shall prepare and submit financial reports at each meeting of the Executive Committee and shall prepare necessary documents to be reviewed by the Chapter Audit Committee. The Treasurer shall prepare and submit to the Colorado Chapter 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 6. The Branch's representative to the Colorado Chapter, hereinafter called the Branch Representative, shall be a Branch director appointed by the Branch Executive Committee to serve

for two years 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. The terms of the Branch Representative and the Chair shall be arranged so that both do not expire in the same year. 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 7. Five members of the Branch shall be elected to serve as Branch Directors and shall be members of the Executive Committee to provide direction to the Branch. Each Director shall serve a two-year term and three shall be elected in even years, two shall be elected in odd years so as to provide for continuity of direction. Each Director shall attend all Branch and Executive Committee meetings and shall be prepared to present progress reports of any assignments.

SECTION 8. The most recent Past Chair 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 Chair and the Executive Committee. It shall be the duty of the Past Chair to preside at meetings of the Branch and the Executive Committee in the absence of the Chair and Chair-Elect.

SECTION 9. All Branch Officers, except as otherwise provided, shall serve for two years or until their successors are elected and installed. The terms of office shall begin as specified in Article XII, Section 3, of these Bylaws.

SECTION 10. The Chair and the Chair-Elect, 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 XII, Section 4.

SECTION 11. In case of the inability or neglect in performance of duty by any Officer or Director of the Branch 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. Standing Committees or Special Committees will be designated as needed by each Chair to encompass the subject areas including but not limited to those listed below.

- a. Audit
- b. Nominating

SECTION 2. The chair of each standing committee shall be appointed annually by the Chair. 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 Chair or the Executive **Committee**.

SECTION 4. The Chair 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.

ARTICLE VIII – 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.

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 Branch, for the purpose of electing and/or installing the newly elected Officers and Directors, shall be held in the spring/summer 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 Branch may be called by the Chair upon the Chair’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. The Executive Committee shall meet at least two times during the administrative year. Special meetings of the Executive Committee shall be held at the call of the Chair 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, electronically, 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 and the statutes of the State of Colorado.

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.

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 Branch involving a formal business agenda, 10% 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 Branch 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 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 – ELECTION OF OFFICERS

SECTION 1. The Branch Chair shall appoint a Nominating Committee of three members, one of whom shall be the most recent available Past Chair 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 by November 1. 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 Directors shall assume office at the beginning of the administrative year with the Chair-Elect elected two years previous becoming Chair.

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 not to exceed one full term.

ARTICLE XIII DISSOLUTION OF THE 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 Colorado Chapter or APWA National to administer according to the bylaws of APWA.

ARTICLE XIV – 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.

ARTICLE XV – AMENDMENTS

SECTION 1. Amendments to these Bylaws may be proposed by petition submitted to the Executive Committee in writing and signed by not less than 15 members or by resolution of the Executive Committee. Proposed amendments shall be presented to the membership at a meeting of the Branch within one year after the date of their submission or by letter or electronic ballot 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 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 members 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 Bylaws 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 Colorado Chapter and APWA.

CERTIFICATION OF BYLAWS

These bylaws were adopted by members of the West Slope Branch by electronic ballot and signed on November 16, 2020 with a quorum as prescribed by branch bylaws.

The results of the electronic ballot and the meeting minutes are on file with the Branch secretary, Colorado Chapter secretary and APWA National.



Paul Ruud, West Slope Branch Chair



Jim Hatheway, West Slope Branch Secretary

APPROVED

By TBennett at 5:50 pm, Nov 20, 2020