



## **American Public Works Association**

### **How Do We Revise Our Chapter/Branch Bylaws?**

The APWA Model Chapter Bylaws were revised in 2016. Over the intervening years, various chapters have made revisions and amendments to their bylaws at the request of the APWA Board of Directors, in order to be more responsive to their members, make relevant changes based on chapter circumstances, and to provide for a more contemporary governance model.

The objective of the recent revisions has been to implement needed changes and develop a more realistic and consistent model for future chapter and branch operations. The model bylaws were originally developed and revised with broad-based input from chapters and, at the time, the APWA Committee on Rules and Bylaws.

The chapter and branch bylaws models as well as this “How To” guide are available on the “Chapter Leaders Resource” website as a PDF.

Certain portions of the model chapter and branch bylaws require mandatory wording and are not negotiable. APWA urges chapters and branches to adopt the model bylaws as provided. However, some chapters and branches have extenuating circumstances or cultural issues that will necessitate minor modifications to non-mandatory sections.

Chapters/branches are encouraged to review their bylaws at a minimum of once every three years in conducting a self-review of compliance with the APWA Model Chapter Bylaws and Model Branch Bylaws.

Depending on if APWA has questions or suggested revisions and/or if the proposed bylaws include revisions needing APWA Board of Director approval, the approval process can take between one to five months to complete. Chapters/branches can determine when during the year to begin the revision process.

If your chapter or branch is preparing for the revision process the following steps are offered as suggestions:

- Chapter/Branch President charges the bylaws committee to complete a review of and propose any revisions to its chapter bylaws in accordance with the APWA Model Bylaws.

- Bylaws committee reports to the President and the chapter executive committee (as applicable) and seeks a resolution to approve revisions and submits the draft revision to APWA for approval.
- When approved by APWA, the chapter/branch will need to obtain approval by members at a general membership meeting or by approval through an approved ballot vote.
- Once approved by the chapter membership, three final “certified” and signed copies are submitted to the Membership and Engagement Department for acceptance and stamp of approval.

### **A Bylaws Primer**

Bylaws are the adopted rules of an organization that govern its operation and protect the rights of its members. All chapter bylaws must meet the requirements of APWA and the federal and state laws for not-for-profit corporations. Bylaws will vary depending upon chapter structure and community needs. (“Revision” refers to the submission of major changes or a completely new set of bylaws. “Amendment” refers to a few specific isolated changes.)

Some bylaw articles are mandatory to conform to the bylaws, policies, requirements, and standards of APWA and/or to conform to federal and state laws governing not-for-profit membership organizations. In a few instances, as indicated, the wording provided is mandatory. Such language is reflected in sections that are Bold Italics.

Some articles in your bylaws may reflect unique circumstances that only affect your chapter. Examples include provisions for chapter dues collection, (Article XI, Section 1) branches, (Article XII), chapter jurisdiction (Article I, Section 1), hiring a chapter administrator (Article V, Section 5), Chapter delegate vested with voting rights on the chapter executive committee, etc.

Additionally, the electronic version of the new model “signals” where unique dates, names, jurisdiction, and other unique language is called for with the following yellow highlight example [Name of]. Simply insert the unique information when prompted.

### **Article IX, Section 3, Meetings**

According to the state of Illinois, true “electronic meetings” are not permitted. (APWA is incorporated as an Illinois nonprofit corporation.) However, chapters and branches may conduct executive committee, other committee, and/or taskforce meetings via conference calls or video teleconference. Web-chat meetings, often employing private sector software, are not permitted.

Generally, meetings with a pre-published agenda can be held via conference call by telephone when the executive committee is geographically dispersed, or time

is of the essence. The only requirement is that participating members can speak and hear each other simultaneously. Votes can be taken on conference calls in a roll-call fashion and results must be included in the minutes of the meeting. If the topic requiring resolution is important or potentially contentious, conducting the meeting via conference call is not advised.

The executive committee may put forth a ballot initiative for vote by email. Chapters/branches must adhere to the policies and procedures outlined in the APWA Rules Governing Chapters when conducting business in such a manner. There is no substitute for “face time” and chapters/branches are encouraged to host face-to-face meetings whenever possible to conduct chapter/branch executive committee meetings.

### **Next Steps**

The APWA Membership and Engagement Department is available for consultation on drafting your bylaws. Questions brought to APWA’s attention at this stage may save the chapter many hours of work later. Some questions may require expert advice which APWA will seek from other sources. (This takes time, so chapters are encouraged to give the Membership and Engagement Department office sufficient notice.)

We strongly urge that you adopt the model bylaws without alteration. However, if circumstances require alteration, you must use the following process to ensure that your modifications can quickly be reviewed and approved by APWA in a timely manner.

- A. Download the MS Word file from Chapter Leader Resources for either a chapter or branch set of bylaws. (We encourage a chapter/branch not to start the drafting process from scratch.)
- B. Save the file as a Word document in your directory. **Because of the large number of revisions that require the review of APWA, chapters must submit bylaw revisions for review using the following “tracking” system:**

- **All proposed additions differing from the Model Bylaws must appear in bold (using a different color font is also requested).**
- **All proposed deletions or differences from the Model Bylaws must appear in strikethrough (using a different color font is also requested).**
- **Chapters/branches should provide an explanation as to why the proposed change from the Model Bylaws is being proposed. This explanation will provide needed information as to answering questions and avoiding delays in the review and**

**approval process. Explanations should be clearly documented either in the proposed bylaws or in a separate attachment submitted with the bylaws for review.**

C. Your chapter or branch can make changes to non-mandatory sections. These alterations should be well thought out and utilize language that cannot be misinterpreted. APWA will consider such changes if you have good rationale or extenuating circumstances.

**After the chapter bylaws are drafted, the following procedures must be followed:**

1. After the chapter executive committee has reviewed your draft submission and approved it for filing with APWA, send the submission to the Membership and Engagement Department for review and approval.
2. The Membership and Engagement Department will review the bylaws and notify you as to whether or not specific changes must be made to bring the bylaws into compliance with the mandatory provisions as described in the model bylaws. In addition, APWA may offer suggestions or raise questions as to why the proposed bylaws differ from the model bylaws.
3. If you are notified that changes must be made, one copy of the bylaws reflecting these changes must again be sent to the Membership and Engagement Department for review.
4. When the bylaws meet the expectations of APWA and applicable federal and state laws, they are presented for approval by the chapter/branch to its membership. (In some chapters, the executive committee may approve the bylaws prior to submission to its membership.)
5. Three copies of the bylaws adopted by the chapter membership (with certification of adoption) are sent to the Membership and Engagement Department. Certification includes the signature of the president/chairperson and secretary, if elected, the date of adoption, and notation of the quorum present.
6. Should APWA find, on final review, that chapter bylaws are not in compliance, the bylaws will not be approved, and all the steps listed above must be repeated.
7. If approved, the Membership and Engagement Department will officially stamp "Approved" on all copies of the bylaws. Two copies will be returned to the chapter for filing.

8. The chapter should make copies of the bylaws available for all voting members and place the copies on its website and in the chapter policies and procedures manual (if applicable).

Completing the bylaws revision process may seem somewhat daunting but if you follow these simple instructions, you'll have a cleaner, more streamlined governance document. If APWA can be of any further assistance, please feel free to contact Jill Wilbeck at [jwilbeck@apwa.org](mailto:jwilbeck@apwa.org) or 816-595-5232.