



Rules Governing Chapters
of the American Public Works Association
Revised February 2009; Amended July 30, 2014

1. Forming Chapters – Authority

Chapters of the American Public Works Association, hereinafter referred to as “APWA,” may be formed by groups of members representing a region, state, province, or locality for the purpose of furthering the objectives of APWA in the chapter’s jurisdictional area. The APWA Board of Directors, at its discretion, may authorize an established group of public works officials to function as a chapter of APWA so long as it conforms to the Rules Governing Chapters and provided such affiliation is specified on printed matter issued by or on behalf of the said organization.

2. Forming Chapters – Process

Petitions for the establishment of a chapter, together with the proposed chapter bylaws, must be addressed to the APWA Board of Directors. Petitions must be signed by at least 15 members or applicants for membership for a state, provincial, or local chapter, and by at least 25 members or applicants for membership for a regional chapter (a chapter composed of two or more state or provincial jurisdictions) and must state that the undersigned petitioners have approved the proposed bylaws and agree to become members of the chapter. (A model for chapter bylaws can be found on the APWA website in chapter leader resources.)

3. Disbanding Chapters – Authority

The APWA Board of Directors may, after due consideration, disband any chapter if, in its judgment, the chapter has not complied with these rules. The Regional Director shall be empowered to take whatever action deemed to be in the best interest of APWA in regard to the continuation or replacement of any or all officers of a chapter which has failed to hold at least one meeting of the chapter membership in a given calendar year. Any funds of a disbanded chapter shall be

remitted to APWA, with the following exception: funds held by a chapter in a scholarship fund as defined by the IRS in Code Section 501 (c) (3) may be moved, at the discretion of the chapter, to another 501 (c) (3) scholarship fund of the chapter's choice.

4. Chapter Objectives

A 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 meetings of its membership. Such a program of activities shall be consistent with the constitutional purposes and adopted goals and objectives of APWA and shall not include items of a partisan or political nature.

5. Chapter Bylaws

Chapter bylaws shall not be considered in effect until the APWA Board of Director's approval has been granted and adopted by chapter members. Such approval will be followed by the appointment by the President of APWA of three petitioners to serve as a temporary committee to arrange for an organizational meeting of the chapter. Chapter bylaws must be based on current APWA Model Chapter Bylaws and shall:

- a) Establish the name of the chapter and define its jurisdictional area.
- b) State the purposes of the chapter.
- c) Vest responsibility for the governance of the chapter in a governing body. To be called an Executive Committee and define the membership in that body.
- d) List the chapter officers as referenced in the APWA Model Chapter Bylaws, Article I, Section 1.
- e) Provide a method of nominating and electing, for terms of one or more years, Chapter officers and members of the governing body. APWA and the Regional Director shall be notified annually of the officers elected for the ensuing year, on or before December 31. In exceptional circumstances and only when it is in the best interest of APWA, the Board of Directors may approve a provision in an individual chapter's bylaws whereby the term of office is established to other than the calendar year.
- f) Provide for the calling of meetings of the chapter and of its governing body.
- g) Provide methods for amendment, which shall include the stipulation that amendments become effective only after the approval of APWA.

6. Electronic Voting by Executive Committee

Fax/Email ballot actions are used to address immediate issues that arise between regularly scheduled Executive Committee meetings and are ratified at the next Executive Committee meeting. In order to ensure that a thorough thought process has occurred prior to approval of a ballot issue and to ensure all Executive Committee members are aware of each other's concerns, the following process is to be enacted with each electronic ballot issue:

- a) The President will determine if action on a specific issue cannot wait until the next Executive Committee meeting and if electronic voting is appropriate for the Executive Committee approval of the issue.
- b) If electronic voting is appropriate, the Executive Committee must have a minimum of five days to express comments on the issue. All comments are to be shared with the entire Executive Committee.
- c) If no comments are received, the issue can be put forth to a vote and Executive Committee members will be provided with five days to vote on the issue.
- d) If comments are substantive, the President must decide whether to postpone the vote until the next meeting or put the issue to a vote.
- e) If the vote is not unanimous, statute requires the Executive Committee must be granted the opportunity to debate the issue through a conference call or at its next meeting.
- f) Executive Committee members must be made aware of the results of the electronic vote and will ratify their action at the next regularly scheduled Executive Committee meeting.

7. Dues

A chapter may establish chapter dues for its members, but these dues must be mandatory in order to maintain active membership in APWA. In addition, dues must be established for all chapter classes of members if they are established for one. Dues for each class must not exceed 25 percent of APWA dues and should be defensible in the context of benefits received. (For more information, see the Chapter Dues Collection article on the APWA website in chapter leader resources.)

8. Chapter Publications

- a) Chapter publications which may directly or indirectly involve APWA policies and procedures shall be submitted for review and comment by APWA staff to assure compliance with established rules and regulations and IRS restrictions on the activities of tax-exempt 501 C (3) organizations.

- b) Chapter officers are encouraged to exchange publications, newsletters, and meeting announcements with the leadership of other chapters.

9. Supplemental Allocations for Chapter Support

- a) Requests for funds may be made to the APWA Board of Directors. An outline of the project or purpose must be submitted with the request for funds and may be approved, rejected, or modified at the discretion of the Board of Directors.
- b) Requests for funds should include: 1) specific reasons for the project; 2) primary beneficiaries of the project; 3) why financial assistance is needed; 4) statement of chapter's finances and reserve funds; 5) description of project goals; 6) efforts, if any, to raise funds by other means (i.e., public agencies, state, and local organizations, partnering associations and grants); 7) anticipated sales, if appropriate, of this product, along with documentation of project cost-sharing by the chapter.

10. Budgets and Financial Reporting

Note: This section modified to adjust fiscal year in accordance with Board of Directors Operating Policy NO. B2.1

- a) Each APWA chapter must have an annual budget based upon the fiscal year. The budget need not be complicated but shall list all forms of revenue and major expense categories. All budgets are expected to be balanced each year.
- b) All chapter budgets for the current year must be submitted to the APWA Director of Finance no later than June 30 of each year. Chapters will be notified of potential problems by July 15 of the year covered by the budget.
- c) Chapters must file a year-end financial report by August 1.
- d) Failure to submit financial reports and proposed budgets on time and as prescribed in these Rules Governing Chapters will result in the automatic suspension of APWA's payment to a chapter for its chapter rebate. Financial reports not filed by their due date will result in the automatic forfeit of APWA's quarterly rebate payment. If delinquent financial statements are eventually filed and are up to date, rebates will be reinstated, but any forfeited rebates will not be paid. Current chapter financial reporting is essential to APWA's annual audit and tax statement.

The APWA Board of Directors will be notified of delinquent financial reporting and will review the organizational status of the affected chapter.

11. Financial Management

- a) Chapters must adopt and use a general ledger and the APWA Chart of Accounts to ensure uniform reporting of financial data.
- b) All disbursements in excess of \$100 must be made by check or chapter credit card.
- c) All chapter bank accounts, including branch accounts, are the responsibility of the chapter Treasurer. All accounts must be audited annually by a chapter or branch Audit Committee, of which chapter and branch Treasurers may not be members.
- d) Chapter and branch Treasurers must be bonded through APWA.
- e) The Treasurer may sign all checks, with the exception of checks made payable to the Treasurer. If a check is over \$5,000, the check will require two approved signatures on the account unless the signatory is the Treasurer. Further, if the expenditure is not budgeted, approval for any such expense over \$5,000 will require approval by the chapter's Executive Committee with the previous noted signatory requirements in place. Chapters are encouraged to review a listing of all checks written according to number each time the Executive Committee holds a regularly scheduled meeting.
- f) Checks and charges in excess of \$10,000 must be approved by chapter Executive Committee resolution. If the item is included in the chapter budget and the budget has been approved by the Executive Committee, the budget will be considered as adequate authorization for the check or charge and an additional resolution will not be necessary.
- g) All bank accounts, including branch and special event accounts, must have APWA's federal identification number (36-2202880) on them, and be listed as follows: a. "American Public Works Association, _____ Chapter".
- h) Chapter bank accounts must have at least three current chapter officers on the signature cards and include the signatures of the APWA Director of Finance and Treasurer of APWA. Branch accounts must have the signatures of two current branch officers, a current chapter officer, the

APWA Director of Finance, and the Treasurer of APWA.

- i) APWA will sign a letter of understanding with each chapter agreeing to limit APWA access to the chapter's funds to instances of: 1) requests for direct intervention by the chapter Executive Committee; 2) dissolution of the chapter; 3) a finding by the APWA Executive Committee that the funds are in jeopardy (in which case the funds will be placed in an escrow account until a final determination of their disposition is made); or upon a judgment by a court of law which requires payment by those funds.
- j) Each and all chapter bank accounts, including those attributed to branches, must be listed with the APWA Director of Finance and include location and most recent year-end balance.
- k) All chapters must use the approved APWA financial management program, or a hard copy equivalent as provided by APWA; maintain files and records in accordance with generally accepted accounting practices, to include records documenting unrelated business income; and file required reports to APWA on a timely basis.
- l) Chapters should plan accordingly to maintain an unrestricted and undesignated liquid reserve level for emergencies and unforeseen contingencies. It is suggested that chapters review their most recently audited year-end financial statement and based upon this statement and the strategic plans of the chapter, target to set aside a reserve of at least 10 percent, but no more than 35 percent of the chapter's annual gross revenue. Chapters may decide to dedicate or restrict specific long-term funds, through chapter Executive Committee action of establishment of a restricted account or endowment fund, above the 35 percent reserve level for long-term educational development.

12. Audit Committee

- a) Each chapter shall establish a chapter Audit Committee. The duties of the chapter Audit Committee are outlined in APWA's Chapter Audit Checklist.
- b) The Chapter Audit Committee shall report its findings along with any recommendations to the Executive Committee by an outlined date agreed upon by the Executive Committee and the Audit Committee. The Treasurer must include all Audit Committee reports and Executive Committee responses as part of the Audited Year-end Financial Reporting Package due to APWA no later than April 15.

- c) All chapters will be subject to a periodic audit by APWA or a designated certified public accounting firm upon 60 days' notice.

13. Chapter Contractual Authority

A chapter may not enter into any contract, which may involve potential liability of a financial obligation beyond available (uncommitted) chapter funds, without specific approval in each instance by the APWA Board of Directors. Chapter officers, Executive Committee members, and individual members of the chapter shall not be personally liable, to the extent of funds in the chapter treasury, for debts incurred by the chapter while conducting a normal program of activities in conformance with Rules Governing Chapters and the chapter bylaws and when anticipated income to offset debts has been estimated in a manner based on sound judgment and previous chapter experience.

- a) Only APWA members specifically designated by the chapter Executive Committee will have the authority to make commitments, either oral or written, on behalf of chapters or branches.
- b) Any contract containing potential liabilities totaling \$10,000 or more must be submitted to APWA for review prior to being signed by the chapter. Such review will generally be completed within three business days.
- c) Copies of all fully executed contracts for goods or services with a value in excess of \$5,000 must be filed with the APWA Director of Finance within 30 days of their execution.

14. Chapter Employees/Consultants/Issuing IRS Form 1099

- a) Chapters are not authorized to retain employees without the written consent of APWA's Board of Directors. Requests for such consideration, on either a full- or part-time basis, must be submitted in writing and include the terms of employment prior to action being taken.
- b) Chapters are encouraged, as an alternative to retaining an employee, to negotiate contracts with individuals or organizations to provide services required in the management of their activities, so long as the terms for doing so comply with IRS guidelines for such contracts and the contracts with consultants or other parties for the provision of routine staff functions receive prior approval from APWA. When such contracts are used, neither the chapter nor APWA is required to administer withholding certificates, W-2 forms, nor other aspects of payroll tax accounting. Nor is either liable for the employer's share of state and federal payroll taxes or additional costs of providing coverage of such persons under insurance or other benefit plans provided to APWA employees.

When a chapter pays an individual at or above the threshold allowed by the Internal Revenue Service, APWA must report this to the IRS on Form 1099. Therefore, chapters must submit copies of all personal services contracts, as well as, the full name of individual(s), their social security number(s), address(es), and the amounts paid to individual(s) under the terms of such contract to APWA's Finance Department no later than January 15 of each year.

If during the calendar year, cumulative non-qualified payment(s) from a chapter to an individual, including a chapter member, meets or exceeds the IRS threshold the chapter must report this information to APWA's Finance Department no later than January 15 of the following year.

A non-qualified payment is any scholarship provided to a non-degree seeking student, including a chapter member, and/or travel reimbursement(s) provided for a member where the chapter receives no direct business-related benefit. The full name of the individual(s), their social security number(s), address(es) and the amount paid to an individual(s) during the calendar year must be reported to APWA in order to issue a 1099.

Additional information on 1099 reporting can be found on the APWA website under Chapter Leader Resources or by contacting the APWA Chapter Relations Department.

15. Chapter Meetings and their Conduct

APWA meetings, at all levels, have the potential to create significant liabilities for APWA, especially when private sector firms are represented as participants. All APWA meetings, including chapter and branch meetings, must be held in accordance with the following guidelines:

- a) No official APWA meeting may be called on less than five days' notice;
- b) All meetings will follow a published agenda which will include the main items of business to be discussed;
- c) All meeting notices and agendas will be mailed to APWA simultaneous with their mailing and/or use at APWA meetings;
- d) Minutes will be kept of all APWA meetings, to include the resolution of all agenda agency/company identifications when appropriate;
- e) All chapter officers and meeting chairpersons will be aware and acknowledge basic antitrust provisions affecting APWA (APWA has prepared a short briefing paper for this purpose.); and
- f) All meeting minutes (both drafts and approved versions) will be filed with APWA within 30 days of the meeting and/or approval date.

16. Electronic Voting by Chapter Members

Chapters can hold elections for officers and directors (as referenced in the APWA Model Chapter Bylaws, Article XIII), vote on amendments to bylaws, or approve ballot measures by means of electronic voting. Electronic voting is permissible only when the member casting the ballot is able to be identified by their assigned APWA member ID to verify only chapter members cast a ballot.

17. Branches

- a) Upon the submission of proposed bylaws and petitions signed by 10 members of the APWA, a chapter may, by means of a resolution adopted by its Executive Committee and subsequently approved by the Board of Directors of APWA, authorize the formation of branches within its jurisdictional area. Petitions must state that the undersigned petitioners have approved the proposed bylaws and agree to become members of the branch. Separate action shall be taken for each branch organized.
- b) Said bylaws shall be patterned after those adopted by the chapter, which shall assume responsibility for the activities of such branches. All responsibilities and restrictions, as well as all rights and privileges extended to chapters under these rules and regulations shall apply to branches except as herein provided. (A model for chapter bylaws can be found on the APWA website in chapter leader resources.)
- c) All members of a branch shall be members of APWA. Reports herein required of branches shall be submitted to and approved by the chapter's Executive Committee before they are submitted to the APWA Board of Directors. What portion, if any, of the funds allocated to chapters by APWA and redistributed to branches shall be determined by the chapter's Executive Committee.

18. Council of Chapters

- a) The Executive Committee of each chapter shall annually designate a representative to serve as a member of the APWA Council of Chapters. Chapters shall be responsible for financing their representatives' attendance to meetings of the Council of Chapters. Said representatives may be reappointed at the discretion of the chapter Executive Committee.
- b) Each chapter shall notify APWA and the Regional Director of the chapter's representative on or before December 31 of each year. Chapter Executive Committees may designate alternate representatives in the event it becomes impossible for the designated representative to attend a regional or annual meeting of the Council of Chapters.

19. Student Chapters

A chapter may, by means of a resolution adopted by its Executive Committee, authorize the formation of a student section of the chapter at an accredited school.

20. Chapter Geographic Boundaries

- a) The APWA Board of Directors, after due consideration and for good cause, may change the jurisdictional area of any chapter. The Board may be petitioned for such changes by members of a chapter, or a branch of the chapter, or a contiguous chapter. Such petitions and any votes taken on such changes shall be by active members of APWA.
- b) Upon receipt of such petition, the Board shall appoint a special commission to investigate the merits of the petition. The special commission shall communicate with the officers of the affected chapter(s), branch(es), or other group(s) submitting the petition to determine the reasons that the petition was submitted and make every effort to resolve any outstanding issues.
- c) The special commission shall determine what jurisdictional areas will best serve the needs of the membership and the APWA Goals and Objectives. The special commission shall then report back to the APWA Board of Directors with its findings and recommendations for appropriate action by the Board.

21. Chapter Legal Contacts

- a) APWA is responsible for the legal defense of chapters, their officers and members for activities undertaken on behalf of APWA. Consequently, when a chapter officer becomes aware of an activity, incident, call, meeting, or the potential for any of the above that could lead to legal action or liability, the Executive Director of APWA must be contacted immediately. This is especially important if the chapter is contacted by a lawyer or receives legal summonses, demands for documents, or other legal overtures.
- b) Once aware of a circumstance with legal implications, a chapter officer should contact the APWA Executive Director before offering a response. If a response is unavoidable, the chapter officer should state the chapter has been instructed to contact APWA and its legal counsel before responding to legal inquiries. Failure to contact the APWA Executive Director in a timely manner could result in breaching of one's fiduciary responsibilities as a chapter officer and this individual could be held personally liable for their actions.

22. Chapter/Branch Event Insurance

APWA must be notified a minimum of 10 days in advance of a chapter/branch event for insurance purposes. If the chapter/branch does not wish APWA to secure insurance

coverage, the chapter/branch will obtain coverage and provide proof of insurance to APWA no later than 10 days prior to an event. Any branch event shall be brought to the attention of the appropriate chapter and APWA. If a chapter/branch chooses to secure local coverage and is unsuccessful in obtaining coverage, the event shall be canceled. (Additional details are available in the Financial Management portion of chapter leader resources on the APWA website.)

23. Unrelated Business Income Tax Allocation

Income tax liability (if any) will be allocated to APWA and also to those chapters that are responsible for generating net unrelated business income. The income tax liability will be based on pro-rata of total net unrelated business income. APWA will be responsible for making the initial payment to the IRS and will then collect from each respective chapter for their portion of the income tax. This process will ensure that taxes are paid on a timely basis and that only APWA and those chapters generating an income tax liability pay the tax.