



# APWA Oregon Chapter Scholastic Foundation

## Foundation Board Meeting Minutes (Joint Meeting with Chapter Board)

**Date:** July 13, 2018

**Location:** Wilsonville River Water Treatment Plant, Wilsonville

**Minutes** (*action items in bold italics*; **individual assignments highlighted in yellow**)

**Attending:** President Terry Song, Vice President Matt MacRostie, Secretary Eric Jones, Directors Delora Kerber, Ken Stoneman, Dayna Webb and Gregg Weston, Chapter President Jenifer Willer, Chapter Scholarship Chair Laurie Allen, and members of the Chapter board.

**Call to Order:** The joint meeting of the Foundation Board (Board) and the Chapter Board was convened by Jenifer Willer and Terry Song at 10:10 a.m. A quorum of Foundation Board directors was present.

### II. Approval of the Minutes

Minutes of the April 3, 2018, Board meeting and April 27, 2018, email Board meeting were distributed electronically prior to the meeting. **A motion was made, seconded and carried to approve the minutes.**

### III. Treasurer's Report

The Treasurer's report was not available at this meeting. Terry Song said **an updated report financial report will be coming soon and likely will be the subject of an email meeting.** Terry also reported that the Foundation has received a contribution of \$7,350 from the Chapter, and Rick Olson is working on getting the check from APAO for the joint APOA/APWA scholarships to be awarded this fall.

### New Business

### IV. Funding Levels for Past Presidents Scholarship and Veteran Scholarship

There was considerable discussion about the level of dedicated funding for the Past Presidents Scholarship and the Veterans Scholarship. Assuming the Board wishes to continue the Past Presidents Scholarship at \$1,000 per year and to increase the Veterans Scholarship to \$1,000 per year from the current \$750 award, and based on the Foundation's disbursement policies and past practices, each scholarship account should be at least \$21,000. According to the March 9, 2018, Treasurer's Report, which was the most current information available for this discussion, the Past Presidents account had a balance of \$19,902, and the Veterans account had a balance of \$15,459.

**A motion was made by Jones, seconded by Willer, and approved unanimously to increase the Veterans Scholarship to \$1,000 per year beginning with the award made in the 2019-2020 school year and to use funds from the Foundation's General Fund to bring the funding level for the Veterans Scholarship to \$21,000, effective immediately.**

**A motion was made by Jones, seconded by Willer, and approved unanimously to use funds from the Foundation's General Fund to bring the funding level for the Past Presidents Scholarship to \$21,000, effective immediately.**

## V. 2018-2019 Scholarship Recipient Recommendations

Laurie Allen presented a [three-page memo](#) detailing the recommended recipients for 17 Scholastic Foundation scholarships. Application materials and additional information are available on request.

Discussion focused on two recommended awards:

The recommended recipient for the \$3,000 civil engineering scholarship at the University of Portland is not an Oregon resident, which is a criterion of the scholarship. There was considerable discussion of the intent of this criterion, including whether the goal of the scholarship is to advance the public works industry in general or to encourage recipients to choose to pursue their careers specifically in Oregon. Terry noted that this would be a good topic for the Scholastic Criteria and Review Committee. John Lewis suggested that the members be consulted for their opinions on this issue.

**A motion was made by Weston, seconded by Jones, and approved unanimously for a one-time waiver of the residency requirement for this scholarship, and that the UP advisor be made aware this is an eligibility requirement future scholarship applicant must meet.**

No application was received from Southwestern Community College for the \$750 Veterans Scholarship.

**A motion was made by Weston, seconded by Kerber, and approved unanimously that the 2018-2019 Veterans Scholarship be redirected to Walla Walla Community College, pending confirmation of the military service record of William Thomas.**

Two schools have not submitted recommendations for 2018-2019 scholarships: Lane Community College (\$750 Merle Langley Scholarship), and Umpqua Community College (\$750 civil engineering scholarship).

**A motion was made by Song, seconded by Weston, and approved unanimously to accept the scholarship recipient recommendations, as adjusted per the motions above.**

Following the completion of all pending issues, Resolution 18-01 as amended on April 27, 2018, will be updated through a Board email approval process.

## Foundation Committee Reports

**Bylaw Update** – Kerber provided a [mark-up of the Foundation bylaws](#), including proposed draft changes to articles III (meetings of members), IV (board of directors), and V (officers). In discussion, Board members favored the title “President” rather than “Chair.” There was discussion but no decision on what role the Chapter Board should play in the nomination of Foundation Board members, although there was tentative support for “review and comment” rather than “approval.” The bylaws will be discussed again at the Board meeting in October, and Delora requested that comments be returned to her prior to that meeting.

**Operations, Succession Planning and Process Improvement** – Jones did not have much to report.

**Strategic Planning** – MacRostie handed out an updated memo and tactical implementation plan. The committee will continue to work on the vision statement. The board briefly discussed the proposed 2018 tactical goals. Matt said he needs input on whether a new fundraiser is needed as a priority action item. There will be further discussion at the next Board meeting.

**Scholastic Criteria Review and Update** – Weston continues to work with schools to determine what criteria are most important (e.g., item V, above).

## Other Business

In the Chapter Board meeting following the Foundation Board meeting, the issue of APWA student memberships was discussed. Chapter Treasurer Mike Bisset said the current Chapter budget includes 15 \$25 student memberships (presumably for scholarship recipients), and that amount is included in the Chapter's annual contribution to the Foundation. Chapter and Foundation board members discussed how the objective of engaging students through APWA memberships could be met more effectively. Mike said he will work with board members from the two groups to identify process improvements.

## Future Foundation Board Meeting Schedule

- October 16, 2018, Fall Conference, Canyonville, 8:30 a.m.
- December 14, 2018, conference call, 10 a.m.

## Adjourn

The Foundation board meeting adjourned at noon.

Minutes were recorded by Foundation Secretary Eric Jones

## Attachments to the Minutes

- Memo detailing the recommended recipients for 17 Scholastic Foundation scholarships
- Mark-up of the Foundation bylaws

July 12, 2018

Terry Song, President  
Oregon Chapter APWA Scholastic Foundation President

## **2018 – 2019 SCHOLARSHIP RECIPIENT RECOMMENDATIONS**

The following are the 2018-2019 scholarship recipient recommendations from the Oregon Chapter APWA Scholarship committee. Applications materials and contact information for the coordinators at each school are attached.

### **\$750 Clackamas Community College Civil Engineering, Transfer, drinking Water, Wastewater of GIS**

CCC submitted and the scholarship committee recommends award to Matthew Westergaard whose focus is in the water and environmental technology field. Matthew is a contingent employee with Jacobs at the WWTP in Wilsonville and has also accepted a paid internship with McMinnville Water and Light at their water treatment plant.

### **\$3,000 George Fox University Civil Engineering**

George Fox submitted and the scholarship committee recommends award to Jacob Bibb, whose concentration is in civil / structural engineering. Jacob is involved in an internship with the City of Newberg Engineering Division of the Public Works Department.

### **\$1,250 (\$2,500) George Fox University APAO/APWA Civil Engineering**

George Fox submitted and the scholarship committee recommends award to Jonathan Wilson, whose concentration is in civil / structural engineering. This summer Jonathan is working with Northwest Surveying which he feel will help him understand the initial steps in the design process.

### **\$3,000 Oregon Institute of Technology Civil Engineering**

OIT submitted and the scholarship committee recommends award to Gregory Collins whose concentration is in civil / structural engineering with an emphasis on bridge design. Gregory is currently enrolled in a concurrent Bachelor's and Master's program at Oregon Tech.

### **\$1,000 Oregon State University Kurt Corey Tribute**

OSU submitted and the scholarship committee recommends award to Steven Kontra, whose concentration is in civil engineering in the public sector.

### **\$1,250 (\$2,500) Oregon State University APAO/APWA Civil Engineering**

OSU submitted and the scholarship committee recommends award to Nicholas Hossley, whose concentration is in civil engineering. Nicholas has served an internship with the Federal Highway Administration in Vancouver and last summer returned as a quality control inspector for a bridge project on behalf of the FHA. His long-term aspiration is to open his own engineering firm with his siblings.

## **2018 Scholastic Foundation Board of Directors**

**President**  
Terry Song

**Vice-President**  
Matt MacRostie

**Treasurer**  
Rick Olson

**Secretary**  
Eric Jones

**Trustees:**  
Delora Gerber  
Dayna Webb  
Gregg Weston  
Jeanne Nyquist  
Ken Stoneman

**Chapter President**  
Jennifer Willer

**Chapter Past President**  
Russ Thomas

**Chapter Scholarship Chair**  
Laurie Allen

Cameo Management  
Solutions, Inc.  
Maggie Vohs  
PO Box 6898  
Bend, OR 97708  
P: 541-994-3201  
F: 503-419-4369

oregon.apwa.net  
oregonapwa@gmail.com

**\$500 Oregon State University Environmental Engineering Schut**

OSU submitted and the scholarship committee recommends award to Elizabeth Hamilton, whose concentration is in civil engineering with a minor in environmental engineering and French. Last summer she worked at the Benton county Public Works department as a summer stormwater intern.

**\$1,000 Oregon State University Civil Engineering Sustainability Ron Polvi**

OSU submitted and the scholarship committee recommends award to Jesus Magdaleno whose emphasis is in structural engineering. His immediate goal upon graduation is to secure employment as a civil or structural engineering within public works to get some engineering experience. He would eventually like to complete a Master's degree in structural engineering.

**\$1,500 Oregon State University Civil Engineering Allen A. Alsing**

OSU submitted and the scholarship committee recommends award to Ms. Kelsey Stewart whose emphasis and passion is in civil engineering. She intends to pursue a career in the public sector, where she hopes to utilize her interest in geotechnical engineering and transportation to "help improve the safety of Oregon's citizens."

**\$3,000 Oregon State University Civil Engineering / Geomatics**

OSU submitted and the scholarship committee recommends award to Ms. Allyson Lowe whose emphasis is in civil engineering.

**\$750 Portland Community College Civil Engineering Technology, Civil Engineering Transfer Program**

PCC submitted and the scholarship committee recommends award to Dan Neidecker whose concentration is in civil engineering. Dan aspires to become a civil engineering and work with the city of county on infrastructure or green energy / efficiency.

**\$3,000 Portland State University Civil Engineering / Geomatics / Geotechnical**

PSU submitted and the scholarship committee recommends award to Ms. Sarah Crisp whose focus is on civil engineering. Sarah hopes to get into a career with the government or a nonprofit organization focusing on sustainability whether through urban planning or engineering.

**\$2,000 Portland State University Michael Lindberg**

PSU submitted and the scholarship committee recommends award to Ms. Jaime Reed who has applied to the College of Urban & Public Affairs for a Master's in Public Administration. She serves as the Municipal Clerk on behalf of the City of Oregon City and has been involved with public works and planning providing assistance with permitting, right-of-way management, contract management, and support at municipal public meetings etc.

**\$750 Southwestern Oregon Community College Forestry / Natural Resources**

SOCC submitted and the scholarship committee recommends award to Cole Smith whose area of concentration is in forest management. Cole will be transferring to Oregon State University to complete his degree.

**\$3,000 University of Portland Civil Engineering**

UoP submitted and the scholarship committee recommends award to Emily Diaz-Gunning whose focus is in civil engineering. Emily wants to become an engineering to help better the environment and improve living conditions around the world.

**\$750 Walla Walla Community College Les Lyle Memorial & \$1,000 Past Presidents**

WWCC submitted and the scholarship committee recommends award to William Thomas whose majoring in Energy Systems Technology with a concentration I Plant Operations. William is also an Iraqi

war veteran and father of five. His long-term professional goal is to become an engineer in multiple disciplines, the first being electrical.

**Pending Scholarship Awards**

\$750 Lane Community College Merle Langley Memorial Scholarship

Have not been able to connect with Angela Martinek since she confirmed she was the contact.

\$750 Southwestern Oregon Community College Veterans Scholarship

Tasha Livingston has identified the student, was going to advise when he mailed his application.

\$750 Umpqua Community College Civil Engineering Technology or Civil Engineering Transfer

Haven't been able to connect with Clay Baumgartner.

Respectfully submitted,

*Laurie*

Laurie Allen  
Scholarship Committee Chair

**American Public Works Association, Oregon Chapter  
Scholastic Foundation, Inc.**

**Bylaws**

**ARTICLE I  
PURPOSES**

The purposes for which the American Public Works Association, Oregon Chapter, Scholastic Foundation, Inc. (hereinafter referred to as the "Foundation") is formed are those set forth in the Foundation Articles of Incorporation and to assist in providing funds for charitable, philanthropic, benevolent, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended, including:

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- A. To assist persons in attaining education and vocational excellence in Public Works through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable and educational purposes, all within the purview of Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder;
- B. To promote the growth and the development of the Foundation and make known its purpose, programs, and plans;
- C. To encourage the contribution of funds which may be used by the Foundation to advance its purposes;
- D. To be the repository for, to invest, manage, and distribute assets donated to the Foundation;
- E. To receive by gift, devise, bequest, or otherwise, any money or property absolutely or in trust, or which either principal or income therefrom is to benefit donor's interest therein during lifetime, the remainder of which shall revert to the Foundation, provided such receipts comply with the purposes stated above;
- F. To undertake such other activities, as it may, from time to time, deem desirable in furtherance of the purpose of the Foundation.

Funding sources may include contributions by members of the Oregon Chapter of the American Public Works Association, contributions from the Oregon Chapter of the American Public Works Association and individual gifts and bequests from other persons or organizations.

**ARTICLE II  
MEMBERSHIP**

Any person who is a member of the Oregon Chapter of the American Public Works Association shall be a member of this Foundation.

### ARTICLE III MEETINGS OF MEMBERS

- A. The annual meeting of the members of this Foundation shall be held during the regular Fall business meeting of the Oregon Chapter of the American Public Works Association. This Article shall serve notice of such meeting and no further notice shall be required.
- B. Special meetings of the members of the Foundation may be called by the Chair of the Board of Directors of the Foundation by giving not less than ten (10) days written notice thereof, either by mail, [email](#) or by publication of such notice in the newsletter, [or the website](#) of the Oregon Chapter of the American Public Works Association. In each instance, a brief statement of the purpose of the meetings shall be expressed therein. Such statement of purpose, however, shall not limit the matters that may come before the meeting.
- C. The members present at the annual meeting of the Foundation shall constitute a quorum for all purposes. Special meetings require a minimum of 25 members to constitute a quorum. All members of the Foundation shall be entitled to vote. Voting by proxy shall not be permitted.

### ARTICLE IV BOARD OF DIRECTORS

A. **Qualifications.** The governing party of the Foundation shall be a Board of Directors composed of [nine \(9\)](#) ~~seven (7)~~ individuals, two of whom shall be the immediate Past President and the current President of the Oregon Chapter of the American Public Works Association. A maximum of two positions on the Board of Directors may be filled by individuals who are not a member of the American Public Works Association.

B. **Elections.** Directors, other than the immediate Past President and the current President of the Oregon Chapter of the American Public Works Association, shall be elected by a majority vote of a quorum of the members of the Foundation at the annual meeting of the Foundation. [Recommendations of nominees](#) ~~Nominations~~ to fill upcoming terms on the Board of Directors shall be made by the [Board of Directors and submitted to the](#) Executive Committee of the Oregon Chapter of the American Public Works Association [for review and approval. Candidates shall be, and announced at a regular meeting of the Oregon Chapter of the American Public Works Association or by d by direct mail, email, or newsletter or posting on the website of the Oregon Chapter of the American Public Works Association](#) not less than one week prior to the annual meeting of the Foundation. The Executive Committee of the Oregon Chapter of



the American Public Works Association is the governing body of the Oregon Chapter of the American Public Works Association. At the annual meeting of the membership, nominations from the floor may be made at the meeting in which the election is held, provided that any person so nominated is present at such meeting and agrees to serve if elected or has otherwise agreed in writing to serve if elected.

- C. **Terms of Directors.** ~~As to the elected Directors, initially, two of the Directors shall serve terms of three years, two shall serve terms of two years, and one shall serve a term of one year. Thereafter, e~~Elected Directors shall serve a term of three years, and continuously thereafter, until their successors are elected. The terms of Directors shall commence on January 1, following their election.
- D. **Vacancies.** In the event of a vacancy on the Board of Directors, the vacancy thus created shall be filled without delay by a person appointed by the Executive Committee of the Oregon Chapter of the American Public Works Association to complete the unexpired term of the Director replaced. If the remaining term of the vacancy to be filled is six (6) months or less, the Executive Committee of the Oregon Chapter of the American Public Works Association may elect to not fill the vacancy.
- E. **Meetings of the Board of Directors.** A regular meeting of the Board of Directors shall be held not less than quarterly at such time and place as may be determined by the Board.
- Special Meetings.** Special meetings of the Board of Directors may be called by the Chair or by any three Directors. All of the Directors must receive at least ten (10) days written notice thereof ~~by mail,~~ email or personal hand delivery. The attendance of a Director at any such meeting or ~~their his~~ written consent to the holding of such meeting shall be deemed a waiver of any failure to provide appropriate notice.
- F. **Quorum.** A simple majority of the Board of Directors shall constitute a quorum necessary for the transaction of any and all business of the Foundation. Directors may note vote by proxy at any regular or special meeting.

## ARTICLE V OFFICERS

The officers of the Foundation shall consist of a ~~President~~Chair, Vice ~~President~~NiceChair, Secretary, and Treasurer, all of whom shall be members of the Board of Directors and who shall be elected by a majority thereof.

- A. **Term.** Officers shall serve a term of one year, or until successors shall have been duly elected and qualified, commencing with that meeting of the newly elected Board of Directors first following the annual membership meeting.
- B. **Removal.** Any officer of the Foundation shall be subject to removal, for cause, at any time by a vote of the majority of the Board of Directors of the Foundation at any regular or special meeting duly called and held by the Board of Directors.

**C. Duties of Officers.**

1. **President/Chair.** The Chair shall ~~normally~~ preside at all meetings of the Board of Directors and of the members, and shall perform such other duties as the Board of Directors may from time to time authorize.
2. **Vice President/Vice Chair.** The Vice Chair shall perform the duties of the Chair in the absence of the Chair or in the case of the Chair's inability to act.
3. **Secretary.** The Secretary shall prepare the minutes of all meetings of the members and of the Board of Directors and distribute to members via mail, email or posting on the website of the of the Oregon Chapter of the American Public Works Association. The Secretary shall be responsible for all notices to members and Directors of all regular and special meetings, and shall perform such other duties as may be assigned to the Secretary by the Board of Directors.
4. **Treasurer.** The Treasurer shall ~~keep~~ receive and deposit all funds in the name of the Foundation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall keep a full and accurate account of the receipts and expenditures ~~–(including administrative expenses)~~ of the Foundation and shall make disbursements in accordance with those authorized by the Board of Directors. The Treasurer shall present an informal financial statement at every quarterly meeting of the Board of Directors and a formal financial statement at every annual meeting of the members. The Treasurer shall be responsible for the maintenance of all books of account and records, and shall perform such other duties as may be assigned by the Board of Directors, including preparation of all forms and other documents required by any governmental agency, including, but not limited to, the Internal Revenue Service and the Oregon State Department of Revenue.

**Commented [KS1]:** (There is probably a better work for this...)

- D. Bond or Undertaking.** All officers or Directors authorized to disburse or deposit funds of the Foundation shall be required to post bond or undertaking to protect the Foundation from dishonesty or malfeasance of such officers or Directors. The Foundation shall bear the expense of such bonds.

**Commented [KD2]:** Besides the treasurer, who is authorized to disburse or deposit funds. Should that designation be included in the bylaws?

**Commented [KS3]:** What is "undertaking?"

**ARTICLE VI  
DISBURSAL OF FUNDS**

All funds and properties of the Foundation shall be under the supervision of the Board of Directors. The Board of Directors shall establish a policy for determining from time to time the amount of funds that shall be available for distribution for the purposes set forth in the Articles of Incorporation or these Bylaws. The Board of Directors shall request of the Executive Committee of the Oregon Chapter of the American Public Works Association, recommendations of the manner and recipients of such distributions. Following receipt of the Executive Committee's response to the request for recommendations, the Board of Directors shall decide the manner and recipients of all distributions.

**ARTICLE VII  
DISSOLUTION OF CORPORATION**

In the event of dissolution or final liquidation of the Corporation:

- A. All liabilities and obligations of the Corporation shall be paid, satisfied, or discharged, or adequate provision shall be made therefor.
- B. Assets held by the Corporation upon condition requiring return, transfer, conveyance, which condition occurred by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.
- C. Assets held by the Corporation subject to limitations permitting their use only for purposes for which the Corporation is organized, but not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to the Oregon Chapter of the American Public Works Association, or its successor organization, if any, if said organization qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. If the Oregon Chapter of the American Public Works Association does not then exist or does not qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, the assets shall be transferred or conveyed to one or more domestic corporations, societies, or organizations engaged in activities similar or related to those of the dissolving corporation and which are organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code, pursuant to a plan of distribution adopted by the Board of **Directors**.
- D. The remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

**Commented [KD4]:** Should Corporation be replaced by Foundation???

**Commented [KS5]:** I agree with "Foundation," as defined in Article 1

**Commented [KS6]:** (...This paragraph was definitely authored by an attorney! 😊)

**ARTICLE VIII  
REVIEW**

At least ~~two (2) one-months~~ prior to the annual meeting of the members of the Foundation, the books and records of the Foundation shall be reviewed by a ~~three person or-audit~~ committee appointed by the Executive Committee of the Oregon Chapter of the American Public Works Association. The ~~chair of the audit committee person or persons responsible~~ shall report the findings (the "formal financial statement" referenced in Article V) at the annual meeting of the membership.

**ARTICLE IX  
AMENDMENT**

These Bylaws may be amended, in whole or in part, by the affirmative vote of two-thirds of a quorum of the membership at any regular or special meeting called for that purpose, provided that such notice of the proposed amendment is given in the notice of the meeting or notice thereof is waived in writing by all Directors.