

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:

- 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) 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 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 comment. Candidates shall be announced by direct mail, email, 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.** 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 Board of Directors 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 Board of Directors 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.
- F. **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 written consent to the holding of such meeting shall be deemed a waiver of any failure to provide appropriate notice.
- G. **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 not vote by proxy at any regular or special meeting.

ARTICLE V OFFICERS

The officers of the Foundation shall consist of a President, Vice President, 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.** The President shall 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.** The Vice President shall perform the duties of the President in the absence of the President or in the case of the President'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 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 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.
 5. **Liaison.** The Foundation Liaison shall attend board meetings of the Oregon Chapter of American Public Works Association and share information between the two organizations.
- 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.

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.

ARTICLE VIII REVIEW

At least two (2) 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 audit committee appointed by the President of the Foundation Board of Directors. The chair of the audit committee 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.