

BYLAWS and OPERATING RULES
New Hampshire Public Works Association

Article I - Title

Section 1. The name of the Association shall be the New Hampshire Public Works Association (hereinafter referred to as the ASSOCIATION). The territory included within the jurisdiction of this Association shall be the State of New Hampshire.

Article II – Association Mission and Purpose Statement

Section 1. Mission Statement: To be a highly visible professional organization that provides leadership to enhance the ethical, technical, administrative, and educational development of all public works matters throughout the State of New Hampshire with the goal of enhancing the overall Public Works services provided to the citizens of the State of New Hampshire.

Section 2. The purposes of this Association is 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 for the professional and social improvement of its members.

Article III – Association Membership

Section 1. Any individual, organization, or corporation directly or indirectly dedicated to providing, promoting and protecting the public infrastructure in New Hampshire through education and training, planning, design, administration, operations, construction, and maintenance of parks, playfields, cemeteries, roads, highways, equipment/fleet management, solid waste, water resources, wastewater, environmental stewardship and any other utilities, to be known collectively as public works.

Article IV – Association Duties and Responsibilities

Section 1. Duties and responsibilities of the Association include but are not limited to.

- a. Providing leadership in New Hampshire in the public works field and encouraging adherence to high ethical and professional standards.
- b. Participate actively in and achieve effective working relationships with other organizations that provide training, leadership development, and technical skills to public works employees.
- c. Develop and/or work through partnerships to offer approved training curriculums to fulfill the current and future training needs of public works organizations within the state.

- d. Provide opportunities for a trained workforce to maximize their personal and professional development.
- e. Recognize the professional efforts and standards achieved by public works agencies, individuals, and organization through professional recognition.
- f. Develop and promote best practices to be adopted by public works agencies, individuals, and organizations to better provide service to its citizens.
- g. Make programs achievable and affordable to any public works agencies, individuals, and organizations.
- h. Advocate for legislation that supports the preservation of public infrastructure and services, recognizes the critical nature of public works employees, and enhances the services that are provided to the citizens of New Hampshire.
- i. Work with regulatory agencies through rulemaking to ensure that the services provided to the citizens of New Hampshire are protective of the environment and sustainable.
- j. Facilitate and promote the sharing of member resources.

Article V – Board Officers and Members

Section 1.

- a. The BOARD consists of nineteen (19) members made up as follows.

Seven (7) Directors of which:

3 Members who are actively employed within the public sector, and
4 At-Large members (who can be employed by the public or private sector).

Twelve (12) Appointed Positions who shall be full voting members of the BOARD but shall not be included in determining a quorum for a meeting of the BOARD.

1 Immediate (when appropriate) Past President,
1 State Director Representative of the New England Chapter APWA (NEAPWA)
1 Representative from the NH Water Pollution Control Association (NHWPCA)
1 Representative from the NH Water Works Association (NHWWA)
1 Representative from NH Department of Transportation (NHDOT)
1 Representative from the NH Local Technical Assistance (LTAP) Center

- 1 Representative from NH Department of Environmental Services (NHDES)
- 1 Representative from Municipal Management Association of New Hampshire (MMANH)
- 1 Representative from New Hampshire Road Agent's Association (NHRAA)
- 1 Representative from the New Hampshire Public Works Mutual Aid Board (NHPWMA)
- 1 Representative from New Hampshire Municipal Association (NHMA)
- 1 Representative from New Hampshire Primex (NHPrimex)

Nineteen (19) Members Total.

- b. The ASSOCIATION shall elect the Seven (7) Directors to the BOARD at the annual ASSOCIATION meeting as referenced in Article VI.
- c. The BOARD shall elect a President, President Elect, and Secretary/Treasurer (hereinafter referred to as Primary Officers), at the first BOARD meeting following the annual ASSOCIATION meeting as referenced in Article VI.

Section 2.

- a. The President. Shall preside at all meetings of the BOARD and the ASSOCIATION. Shall have the authority to appoint or remove the Chairs of all Committees. Shall perform such other duties as may be assigned to them by the BOARD.
- b. The President Elect. Shall function as President in the absence of the President. Shall perform such other duties as may be assigned to them by the BOARD or President.
- c. The Secretary/Treasurer. Shall ensure the written record and posting of all meetings minutes of the BOARD and ASSOCIATION. They shall receive all monies due to the ASSOCIATION, depositing them in a bank or in other safe and secure investments approved by the BOARD, all of which shall be in the name of the ASSOCIATION. The Secretary/Treasurer shall prepare and submit financial reports to the BOARD at all their meetings and prepare necessary documents to be reviewed by the Audit Committee. At the expiration of the Secretary/Treasurer's term of office, the Secretary/Treasurer shall turn over to their successor all books, papers, money, securities, and other valuables belonging to the ASSOCIATION, taking a receipt therefore from their successor.

Section 3.

- a. The terms of primary officers shall be for two (2) years. Elected Directors' terms shall be for three (3) years, and those terms will be staggered. Appointed Positions will serve until replaced by the body they represent.

b. Any vacancy on the BOARD occurring through any cause shall be filled for the unexpired portion of the term of the individual whose office becomes vacant by a majority vote of the remaining Directors at a BOARD meeting.

Section 4. The administrative and financial functions of the ASSOCIATION shall be performed by the said nineteen (19) BOARD members.

Article VI - Meetings

Section 1. The annual meeting of the ASSOCIATION should be held in the month of May each year, on a date and at a place to be determined by the BOARD. At least Twenty-one (21) days written notice should be given to the membership, stating the time and place of such meeting.

Section 2. The BOARD shall meet at least quarterly each year. A minimum notice of at least three (3) business days shall be given for a BOARD meeting unless an issue arises, which is deemed an emergency condition, in which case, twenty-four (24) hours' notice will be given.

Section 3. A quorum of the BOARD shall be defined as a simple majority of the seven (7) Directors of the BOARD.

Section 4. Meetings of the BOARD can be called by the President at any time that is deemed necessary. Any special meeting may be called by any other officer on the request of two or more Directors.

Section 5. Meetings of the BOARD may be conducted in person, by means of telephone or video/electronic conferencing, or in any combination thereof provided such meetings are in accordance with all other provisions of these Bylaws.

Section 5. Decisions requiring a vote of the BOARD will ordinarily be made at regularly scheduled meetings of the BOARD. In cases where urgency of BOARD action is required, as determined by concurrence of at least two (2) primary officers of the BOARD, individual motions may be forwarded to the BOARD for approval/rejection via remote voting. Written motions for remote voting shall be transmitted to all members of the BOARD via email or other electronic polling method, and polling remains open for 72 hours, or until all BOARD members have voted or majority of the BOARD has indicated a positive or negative vote, whichever occurs first. Results of remote voting shall be reported to the BOARD via email upon close of polling and tallying of votes. Email or other electronic votes will be recorded in the minutes of the next regularly scheduled meeting of the BOARD.

Article VII - Committees

Section 1. The BOARD shall have the power to appoint committees, which in their judgment may be deemed necessary in the best interest of the members of the ASSOCIATION, and to delegate their duties thereto.

Section 2. There shall be a Nominating Committee appointed by the BOARD, which will consist of a minimum of three (3) members but no more than five (5), including the Past-President, who shall chair said committee, the President-Elect and one to three (3) other members of the ASSOCIATION.

Section 3. The BOARD shall annually establish an Audit Committee which shall consist of three (3) members of the association which will include the Past President who shall serve as chair and two (2) other members, to examine the financial records of the ASSOCIATION to verify assets, liabilities, net assets and cash flow (revenues and expenses) and prepare a report to the BOARD and which will be made available to members at the annual meeting. The Secretary/Treasurer shall not be a member of the committee and will cooperate fully with the committee.

Section 4. No committee shall obligate the ASSOCIATION or issue a public proclamation, policy, or news release without specific authorization from the BOARD.

Article VIII – Fiscal Administration and Dues

Section 1. The Fiscal Year of the ASSOCIATION shall be from July 1 through June 30.

Section 2. Dues. The BOARD from time to time shall establish dues for general membership. The membership dues period shall run from July 1st to June 30th annually.

Article IX – Donations

Section 1.

a. Donations that support the Mission and Purpose of the ASSOCIATION may be accepted by the BOARD on behalf of the ASSOCIATION.

b. The ASSOCIATION may conduct other fund-raising events as deemed necessary to support the Mission and Purpose of the Association.

Article X - Affiliations

Section 1. The BOARD is authorized to establish liaison relationships with other organizations whose activities might be of interest to the general membership of the ASSOCIATION.

Article XI - Policy

Section 1. Policy in any form, which is consistent with the Bylaws, may be adopted by the BOARD with a two-third (2/3) vote (minimum of twelve).

Article XII – Amendments

Section 1. These operating rules and bylaws may be amended only by written proposals approved by a two-third (2/3) vote of the BOARD and a plurality of the membership present at a scheduled ASSOCIATION meeting.

Section 2. Any actions taken by the BOARD should consist of proper notification (21 days) to the said BOARD Members, of which a quorum shall consist of a majority of the BOARD members attending the meeting.

Article XIII - Authorization to Sign for the BOARD

Section 1. The President or President Elect upon passage of consent approval by the BOARD, shall be authorized to sign agreements, grants, contracts, or other legally binding documents on behalf of the ASSOCIATION.

Section 2. At least two of the Primary Officers, upon passage of consent approval by the BOARD, shall sign checks on behalf of the ASSOCIATION.

Article XIV -Dissolution

Section 1. Upon the dissolution of the ASSOCIATION, the BOARD shall, after paying or making provisions for the payment of all liabilities, dispose of all assets of the corporation. The assets will be given to an organization or organizations, as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code, as the BOARD shall determine. The receiving organization shall use the money specifically for the furthering of the education of current or future employees in the public works field (e.g., scholarships).