AMERICAN PUBLIC WORKS ASSOCIATION
SOUTH CAROLINA CHAPTER
UPSTATE BRANCH
BYLAWS

ARTICLE I — NAME AND JURISDICTION

SECTION 1. The name of the organization shall be the American Public Works Association, hereinafter called APWA, South Carolina Chapter, hereinafter called the Chapter, Upstate Branch, hereinafter called the Branch. The territory included within the jurisdiction of this Branch shall be Abbeville, Anderson, Cherokee, Chester, Greenville, Greenwood, Lancaster, Laurens, McCormick, Oconee, Pickens, Spartanburg, Union and York Counties.

ARTICLE II - MISSION AND PURPOSE

SECTION 1. The purposes of this Branch are 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 the professional and social improvement of its members, as set forth in the "Rules Governing Chapters of the American Public Works Association."

SECTION 2. The Branch 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 regular meetings of its membership. Such programs and activities shall be consistent with the mission, vision, and adopted goals of APWA and shall not include the endorsement of items of a partisan, political, or business nature inconsistent with the mission, vision, and adopted goals of APWA.

SECTION 3. The Branch is not organized for profit, and earnings shall not directly benefit any Branch member or Officer except as compensation for services rendered or for reimbursement of necessary expenses actually incurred.

ARTICLE III — MEMBERSHIP

SECTION 1. Members of APWA residing in the Upstate Branch territory specified in Article I, Section 1, shall be members of the Branch and shall hold the same type of membership in the Branch that they hold in APWA. Members of APWA residing outside the Upstate Branch territory specified in Article I, Section 1, may elect to be members of the Upstate Branch and shall hold the same type of membership in this Branch that they hold in APWA but shall be a member of only one Branch. Members of APWA residing in the Upstate Branch territory as described in Article I, Section 1, may elect to be a member of a Branch other than the Upstate Branch but shall be a member of only one Branch.

SECTION 2. Criteria for and grades of membership shall be as prescribed by the Bylaws of the American Public Works Association.

ARTICLE IV - FISCAL AND ADMINISTRATIVE YEARS

SECTION 1. The fiscal year of the Branch shall be from July 1 through June 30.

SECTION 2. The administrative year of the Branch shall be from Annual Meeting to Annual Meeting (normally summer to summer).

ARTICLE V — EXECUTIVE COMMITTEE

SECTION 1. The governing body of the Branch shall be the Executive Committee, consisting of:

a. The Officers of the Branch.

b. The Branch Directors.

SECTION 2. No person shall be nominated, elected, or allowed to serve on the Executive Committee unless he or she holds current membership in APWA.

SECTION 3. In the event of a vacancy on the Executive Committee the remaining members of the Executive Committee shall have the power to appoint a Branch member to fill the unexpired term of office.

SECTION 4. The Executive Committee shall manage all the affairs of the Branch in accordance with the rules and regulations of APWA and the "Rules Governing Chapters of the American Public Works Association."

SECTION 5. The Executive Committee shall have the power to contract with an individual or firm to provide administrative or other services and whose duties and compensation shall be as specified by the Executive Committee in an approved and executed contract that shall have been previously approved by APWA.

SECTION 6. Provided a quorum as defined in Article X is present, an affirmative vote of a simple majority of the Executive Committee members present at any regular or duly called meeting shall be required to pass any motion consistent with this or any other provision of the Branch Bylaws unless otherwise provided in these Bylaws.

SECTION 7. Should a motion that has been previously debated at a meeting of the Executive Committee where no action was taken or a motion that has not been previously debated arise requiring immediate action, the President can put the motion to a vote by means of electronic balloting as addressed in the Rules Governing Chapters of the American Public Works Association.

SECTION 8. The Secretary shall record, as a part of the minutes of the Executive Committee meeting immediately following the voting, the means and results of the voting and the names of all Executive Committee members participating.

ARTICLE VI — OFFICERS AND DIRECTORS

SECTION 1. The Branch shall have as its Officers, a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and the Immediate Past President. The Branch shall have no more than nine Branch Directors.

SECTION 2. The President shall be the Chief Elected Officer of the Branch and shall serve a term of one year. He/she shall preside at all Branch and Executive Committee meetings and shall chair the Executive Committee. He/she shall issue the call for regular or special Executive Committee meetings. He/she shall have the authority to sign contracts on behalf of the Branch at the direction of the Executive Committee, appoint the Chairs of all Committees, standing and special, and be an ex-officio member of each Committee. He/she shall see that these Committees function and shall cooperate with the Committee Chairs to that end. He/she shall perform such other duties as may from time to time be assigned to him/her by the Executive Committee.

SECTION 3. The President-Elect shall assume the office of President upon the completion of the term of office of President-Elect. The President-Elect shall perform such other duties as assigned by the President or the Executive Committee and shall act for the President in the President's absence or when the President is unable to perform the duties of the office, as determined by the Executive Committee.

SECTION 4. The Vice President shall be elected annually to serve a term of one year and shall assume the office of President-Elect upon the completion of the term of office of Vice President. Candidates for Vice President must have previously been a Chapter or Branch Officer or Director. The Vice President shall perform such duties as assigned by the President or the Executive Committee. The Vice President shall act for the President and President-Elect in their absence or, in case of the inability of the President and President-Elect to perform the duties of the President, as determined by the Executive Committee.

SECTION 5. The Secretary shall be elected annually and shall serve two (2) year terms, with no term limits. The Secretary shall keep all records (except for financial records kept by the Treasurer) and correspondence of the Branch. The Secretary shall prepare a written record of the proceedings of the Executive Committee and any formal proceedings of the Branch. The Secretary shall prepare and submit to APWA such reports as may be required. At the expiration of the term of office, the Secretary shall turn over to his/her successor, all books, records, papers, executed contracts, documents, or other property of the Branch in his/her custody.

SECTION 6. The Treasurer shall be elected and shall serve a term of two (2) years, with no term limits. The Treasurer shall have custody of the funds, securities, and other valuable effects in the name of and to the credit of the Branch. The Treasurer shall receive all monies due the Branch, depositing them in a bank or in other safe and secure investments approved by the Executive Committee, all of which shall be in the name of the Branch. All checks and vouchers must be signed by the Treasurer. The Treasurer shall prepare and submit financial reports monthly to the Executive Committee and shall prepare necessary documents to be reviewed by the Branch Audit Committee. The Treasurer shall prepare and submit to APWA such reports as may be required. At the expiration of the Treasurer's term of office, the Treasurer shall turn over to his/her successor all books, papers, money, securities, and other valuable effects belonging to the Branch, taking a receipt therefore from the successor.

SECTION 7. Four to nine members of the Branch shall be elected to serve as Branch Directors and shall be members of the Executive Committee to provide direction to the Branch. Each Director shall serve a three-year term and three shall be eligible for election each year so as to provide for continuity of direction. If a Director is nominated or elected for an Officer position, their remaining term, if not completed, would be filled via election by the Executive Committee. Each Director shall attend all Branch and Executive Committee meetings and shall be prepared to present progress reports of any assignments.

SECTION 8. The most recent Past President holding current membership in the Branch shall be an ex officio member of the Executive Committee with voting privileges and shall serve in an advisory capacity to the President and the Executive Committee. It shall be the duty of the Past President to preside at meetings of the Branch and the Executive Committee in the absence of the President, President-Elect, and Vice President.

SECTION 9. All Branch Officers, except as otherwise provided, shall serve for one year or until their successors are elected and installed. The terms of office shall begin as specified in Article XIII, Section 3, of these Bylaws.

SECTION 10. In case of the inability or neglect in performance of duty by any Officer or Director of the Branch as determined by the Executive Committee, the Executive Committee shall have the power by a two-thirds vote of its members to declare the office vacant and shall fill the vacancy as provided in Article V, Section 3.

ARTICLE VII — COMMITTEES

SECTION 1. The President will annually designate at a minimum two Standing Committees, the Branch Audit Committee and the Nominating Committee. These committees are described in Articles VIII and XIII. The President, at his/her discretion, may designate additional standing committees, special committees and task forces as deemed necessary to conduct Branch affairs.

SECTION 2. The chair of each standing committee and special committee shall be appointed annually by the President. Additional committee members are recommended and may be appointed at the discretion of the committee chair.

SECTION 3. Each Standing committee shall report to the Executive Committee its activities at least once annually or more frequently if directed by the President or the Executive Committee.

SECTION 4. No committee shall obligate the Branch or issue a public proclamation or policy news release without specific authorization from the Executive Committee.

SECTION 5. Committees exist for the purpose of implementing the mission, vision, and goals of the Branch and APWA. Only members of APWA and the Branch are eligible to serve as chair of a committee. While it is expected those serving on such committees will be members of the Branch, the inclusion of non-members in some circumstances where specialized technical expertise is needed may be appropriate. However, the effective control of the committee shall be retained by the committee chair.

ARTICLE VIII — BRANCH AUDIT COMMITTEE

SECTION 1. The President shall annually appoint an Audit Committee consisting of at least two Executive Committee members, and one Branch member, who shall examine the financial records of the Branch. Branch members may not serve on the Audit Committee in which he/she had signatory rights to the Branch's bank or investment accounts for the reporting period being audited.

SECTION 2. All members having custody or control of Branch funds at any time during the reporting period are expected to cooperate fully with the Audit Committee.

SECTION 3. The duties of the Audit Committee include examination of the Branch's financial records in order to verify the assets, liabilities, net assets and cash flows (revenues and expenses) of the Branch for the Association's accounting period.

The Audit Committee must adhere to the policies and procedures outlined in the Rules Governing Chapters of the American Public Works Association.

SECTION 4. Financial records of the Branch are to be included in the examination performed by the Chapter Audit Committee unless the Branch Bylaws call for the formation of a Branch Audit Committee separate from that of the Chapter.

ARTICLE IX — MEETINGS

SECTION 1. The Annual Meeting of the Branch, for the purpose of electing and/or installing the newly elected Officers and Directors, shall be held during the summer of each year, the date and place of which shall be determined by the Executive Committee. Other General Membership Meetings for the transaction of business of the Branch may be called by the President upon the President's own volition, upon request by the Executive Committee, or upon the written request of 15 members in good standing of the Branch. The membership shall be notified at least two weeks in advance of the date and place of the Annual Meeting and of any other General Membership Meetings.

SECTION 2. The Executive Committee shall meet at least four times during the administrative year. Special meetings of the Executive Committee shall be held at the call of the President or at the written request of a majority of the members of the Executive Committee.

SECTION 3. Meetings of the Executive Committee may be conducted in person, by means of a telephone or video conference call, or in any combination thereof provided such meetings are in accordance with all other provisions of these Bylaws.

SECTION 4. The Secretary shall formally notify each member of the Executive Committee at least two weeks prior to the scheduled date of a regular meeting of the Executive Committee. An agenda and copy of each report and/or resolution, or other actions to be considered at such meeting, shall accompany the notice of the meeting and no changes to the agenda shall be considered at such meeting without the consent of the majority of the members of the Executive Committee in attendance.

SECTION 5. The Secretary shall formally notify each member of the Executive Committee at least five days prior to the scheduled date of a special meeting of the Executive Committee. An agenda and copy of each report and/or resolution, or other action to be considered at such meeting, shall accompany the notice of the meeting and no other matters shall be considered at such meeting.

ARTICLE X — QUORUM

SECTION 1. A simple majority of the voting members shall constitute a quorum at all Executive Committee meetings.

SECTION 2. For General Membership meetings of the Branch involving a formal business agenda, ten percent of the membership, of whom no more than one-half shall be members of the Executive Committee, shall constitute a quorum for the transaction of business.

ARTICLE XI — DUES

SECTION 1. The Executive Committee may establish Branch dues for its members in accordance with the "Rules Governing Chapters of the American Public Works Association."

SECTION 2. All dues are payable to APWA annually in advance. Non-payment of dues for a period of 90 days shall be treated as equivalent to resignation. Such members shall not again be eligible for membership until all arrears have been paid in full.

ARTICLE XII — ELECTION OF OFFICERS

SECTION 1. The President shall appoint a Nominating Committee of three members, one of whom shall be the most recent available Past President having current membership in the Branch and who shall serve as Chair of the Nominating Committee. If a past President is unable to serve as Chair of the Nominating Committee, then the President should appoint a past member of the Executive Committee as Chair of the Nominating Committee. The Nominating Committee shall report the names of its nominees for each office standing election to the Executive Committee a minimum of 30 days prior to the date of the election or distribution of ballots as established by the Executive Committee. The names of the nominees shall be made available to all voting members a minimum of 15 days prior to the election or distribution of ballots in order for self nominations to be declared. One or more nominations shall be made by the Nominating Committee for each office. No persons serving on the Nominating Committee shall be eligible for nomination except by written declaration presented to the Nominating Committee.

SECTION 2. The Executive Committee shall prescribe the form of ballot, schedule and other details of the election procedure. The annual election shall be held at a time and place of the annual meeting or in the case of electronic balloting, the results of the election shall be declared at the annual meeting. Additional nominations may be made by members from the floor of the meeting. Should ballots be distributed to members by mail or electronic means, additional nominations will be accepted by written declaration submitted to the Chair of the Nominating Committee by the agreed upon date established by the Executive Committee.

SECTION 3. Newly elected Officers and Directors shall assume office at the beginning of the administrative year with the President-Elect elected the previous year becoming President.

SECTION 4. In the event of extraordinary and extenuating circumstances, the Executive Committee shall have the power to declare the term of office of any or all Branch Officers and Directors extended for one full term.

ARTICLE XIII DISSOLUTION OF THE BRANCH

SECTION 1. When necessary and when directed by the APWA Board of Directors or the Chapter, the Branch may be dissolved. In the event of the dissolution or final liquidation of the Branch, after all liabilities and obligations have been paid, satisfied and discharged, or adequate provision made therefore, all remaining property and assets of the Branch shall be conveyed, assigned and transferred to the Chapter to administer according to the bylaws of the Chapter, with the following exception: Funds held by the Branch in a scholarship fund as defined by the IRS in Code Section 501 (c) (3) may, at the discretion of the Branch, be moved to another 501 (c) (3) scholarship fund of the Branch's choice.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

SECTION 1. The order of business at meetings of the Executive Committee or of the Branch membership shall be determined by the President.

SECTION 2. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern matters of parliamentary procedure of the Branch, except as otherwise provided in these Bylaws.

ARTICLE XV — AMENDMENTS

SECTION 1. Amendments to these Bylaws may be proposed by initiatory petition submitted to the Executive Committee in writing and signed by not less than 15 Branch members or by resolution of the Executive Committee. Proposed amendments submitted to the Executive Committee by petition shall be acted upon by the Executive Committee within six months of receipt. Proposed amendments, if approved by the Executive Committee, shall be presented by the Executive Committee to the Chapter. Once approved by the Chapter, the Chapter will present the amendments to APWA on the Branch's behalf.

SECTION 2. Proposed amendments submitted to the Executive Committee and not approved by the Executive Committee or the Chapter shall be promptly returned by the Executive Committee to the petitioners with a letter of explanation requesting that the proposed amendments be modified and resubmitted to the Executive Committee. If the proposed amendment is resubmitted in writing and signed by a simple majority of the original petitioners, the Executive Committee shall immediately present the proposed amendment to the Chapter for approval with or without approval of the Executive Committee.

SECTION 3. Upon approval of the proposed amendments by APWA, the Executive Committee shall, within one year of the approval of the proposed amendments by APWA and the Chapter, present the proposed amendments to the Branch membership for approval at a

meeting or by letter/electronic ballot as may be determined by the Executive Committee provided that the membership has been given a minimum of three weeks to submit ballots. An affirmative vote of two-thirds of the qualified votes cast shall be necessary for the adoption of a proposed amendment.

SECTION 4. These bylaws and such amendments as may be made from time to time shall become effective upon approval by APWA, the Chapter and adoption by the Branch in the manner prescribed in this article.

SECTION 5. The Executive Committee should conduct a review of the Branch's bylaws for completeness and applicability at least once every three years. Furthermore, the Branch should report in writing to the Chapter compliance with the approved bylaws or submit proposed bylaw changes for Chapter and APWA approval and adoption by the Branch.

CERTIFICATION OF BYLAWS

These bylaws were [ ] adopted, [X] amended, [ ] revised by members of the Upstate Branch at a duly called meeting on June 25, 2026 with a quorum present as prescribed by Branch bylaws.

The minutes of this meeting are on file with the Branch Secretary, the Chapter Secretary and APWA.

Carlos Gittens Digitally signed by Carlos Gittens DN: C=US, E=carlos.gittens@kci.com, O="KCI Technologies, Inc.", CN=Carlos Gittens Reason: I attest to the accuracy and integrity of this document Date: 2026.09.02 06:50:35-04'00'

Branch President – Carlos Gittens — June 25, 2026 Date

Branch Secretary – Lesa Rogers — June 25, 2026 Date