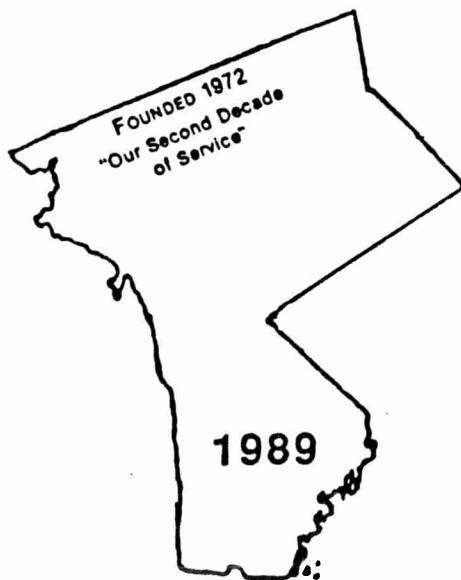


Westchester County Association
of
Municipal Public Works Administrators, Inc.
INCORPORATED MARCH 10, 1989

Approved by membership
at regular mtg 1/11/90
Art IX para 4 dues
changed back to original

BYLAWS



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BY-LAWS
- of -
WESTCHESTER COUNTY ASSOCIATION OF
MUNICIPAL PUBLIC WORKS ADMINISTRATORS, INC.
*** * * ***

ARTICLE I
CORPORATE PROPERTY

1. Property: All property received by the Corporation, by purchase, gift, bequest, devise or otherwise, shall be devoted exclusively to the furthering of the purposes of the Corporation as expressed in its Certificate of Incorporation.

2. Dissolution: On dissolution, all property of the Corporation, from whatever source arising, shall be distributed to such organization or organizations organized and operated for one or more of the exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Governors may determine, subject to the written approval of a Justice of the Supreme Court of the State of New York.

ARTICLE II
MEMBERS

1. Classification of Membership: The members of the Corporation shall be classified as Regular Members, Participating Members, Associate Members, Life Members and Honorary Members.

2. Regular Members: Regular membership shall consist of administrators of the Department of Public Works of any municipality in Westchester County or anyone performing any of these duties. Regular members from any one municipality shall not exceed three in number. Regular members shall have voting privileges and shall be eligible to hold any office. Applications for regular membership that are approved by the Board of Governors shall be presented at the next meeting of the regular members and must be approved by a majority of the regular members who are present. The new members shall be announced at the next meeting of regular members following their acceptance.

3. Participating Members: Participating members shall be public works administrators active in any jurisdiction outside of Westchester County or the Public Works Administrators from municipalities within Westchester County which already have three regular members. Applications for participating membership shall be approved by the Board of Governors. Participating members may not vote on any question or hold any office in the Corporation.

4. Associate Members: Any firm, corporation, partnership, or other business enterprise which furnishes products and/or services related to public works shall be eligible for one associate membership. An associate member may not have more than three representatives. Applications for associate membership that are approved by the Board of Governors shall be presented at the next meeting of the regular members, and must be approved by a majority of the regular members who are present at that meeting. Associate members may not vote on any question or hold any office in the Corporation.

5. Life Members: Life membership shall be granted to those regular members of the Corporation, upon request by the member, who have completed ten (10) years of membership in good standing and who have retired from Public Works or have become disabled. Life members shall be exempt from paying dues and shall have the same privileges as regular members. Should a life member return to active service, his membership status shall revert to an appropriate classification.

6. Honorary Members: Candidates for honorary membership shall be proposed by a regular member and approved by two-thirds (2/3) vote of regular members present at a regular meeting. Honorary members shall not pay dues; shall not have a vote on any question at any meeting of this Corporation; and shall not hold or be eligible to hold any office in this Corporation.

7. Proxies: Any member entitled to vote at any meeting may vote by proxy. Proxies shall be in writing and shall be revocable at the will of the members executing the same. Unless the duration of the proxy shall be otherwise specified in the proxy, it shall become invalid upon the expiration of eleven months from the date of its execution.

8. Removal of Members: Any member may be removed, either with or without cause, at any time, by the affirmative vote of a majority of the members entitled to vote, at a special meeting of the members called for the purpose.

9. Resignations: Any member of the Corporation may resign at any time either by oral tender of resignation at any meeting of the members or by giving written notice thereof to the Secretary of the Corporation. Such resignation shall take effect at the time specified therefor; and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

**ARTICLE III
BOARD OF GOVERNORS**

- 1. General Powers:** All corporate powers shall be vested in and exercised by the Board of Governors of the Corporation, except as otherwise expressly provided by law or by the Certificate of Incorporation or by the By-Laws. Governors shall be Regular and /or life members of the Corporation.
- 2. Number, Election and Term of Office:** The Governors shall be the President, the Vice President, the Secretary, the Treasurer and three (3) other persons. One of the members at large shall be elected each year, to hold office for three (3) years. Each Governor shall continue in office until his successor shall have been elected, or until his death or until he shall resign, or shall have been removed in the manner hereinafter provided. At any election, the persons receiving the greatest number of votes shall be the Governors.
- 3. Resignation:** Any Governor of the Corporation may resign at any time either by oral tender of resignation at any meeting of the Board or by giving written notice thereof to the Secretary of the Corporation. Such resignation shall take effect at the time specified therefor; and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.
- 4. Removal of Governors:** Any Governor may be removed, either with or without cause, at any time, by the affirmative vote of the members entitled to vote, at a special meeting of the members called for the purpose, and the vacancy in the Board caused by any such removal may be filled by the members at such meeting or at any subsequent meeting.
- 5. Filling of Vacancies Not Caused by Removal:** In case of any vacancy caused by death or resignation, the vacancy or vacancies may be filled by the Board of Governors at any regular meeting of the Board or at a special meeting called for the purpose, by a vote of a majority of the Governors then in office.
- 6. Quorum and Manner of Acting:** Except as herein otherwise provided, one-half (1/2) of the Governors then in office shall constitute a quorum for the transaction of business; and, except as otherwise required by statute, or by the By-Laws, the act of a majority of the Governors present at any such meeting at which a quorum is present shall be the act of the Board of Governors. In the absence of a quorum, a majority of the Governors present may adjourn the meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given.

7. Action Taken Without Meeting: Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all the members of the Board or committee thereof consent in writing to the adoption of a resolution, and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceeding of the Board or committee.

8. Action Taken by Communications Equipment: Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV MEETINGS

1. Annual Meetings: The annual meeting of members shall be held during the month of November in each year at a date, time and place fixed by the Board of Governors, for the election of officers and Governors and the transaction of such other business as may come before the meeting.

2. Regular Meetings of the Membership: Regular meetings of all members shall be held on the second Thursday of each month, except for July and August, unless this day falls on a holiday; then the date of the next meeting will be set at the previous regular meeting. When required, a business meeting of the regular members shall precede the general membership meeting.

3. Special Meetings of the Membership: Special meetings of the members or of the regular members may be called at any time by a majority of the Board of Governors, or by any twelve (12) members, at such time as shall be stated in the call thereof.

4. Meetings of the Board of Governors: The Board of Governors shall meet monthly, ordinarily on the first Thursday of each month, and at such other times as the President or any other two (2) Governors may request. The President may designate persons other than Governors to attend these meetings as warranted.

5. Place of Meeting: All meetings of the members and Governors of the Corporation shall be held in the County of Westchester, State of New York.

6. Notice of Meeting: Notice of special meetings shall, at least five (5) days before the day on which the meeting is to be held, be given to each person entitled to attend by delivering a written or printed notice thereof to that

person, personally, or by mailing such notice, postage prepaid, addressed to the person at his or her Post Office address, registered with the Corporation.

7. Waivers, etc: Anything herein contained to the contrary notwithstanding, notice of any meeting shall not be required as to any member who shall attend such meeting in person or by proxy and, if any member or Governor shall, in writing, waive notice of any meeting, whether before or after such meeting, notice thereof shall not be required as to that person.

8. Quorum and Manner of Acting: At all regular meetings of members, the presence, in person or by proxy duly authorized, of one-third (1/3) of all the regular members shall constitute a quorum, and at all special meetings, the presence, in person or by proxy duly authorized, of one-half (1/2) of all the regular members shall constitute a quorum. Except as otherwise required by statute or by the By-Laws, the act of a majority of the regular members present in any such meeting at which a quorum is present shall be the act of the members. In the absence of a quorum, the meeting may be continued for informational purposes, but no action or vote may be taken, and a majority of the regular members present in person or by proxy may adjourn the meeting, from time to time, but not for a period more than thirty (30) days at any one time, until a quorum shall attend. At any such adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. No notice of an adjourned meeting need be given.

ARTICLE V COMMITTEES

1. Executive Committee: The Board of Governors may, by resolution adopted by a vote of a majority of the whole Board, appoint an Executive Committee, to consist of the President, ex-officio, and one or more other Governors, which Executive Committee shall have and may exercise all the powers of the Board of Governors which may lawfully be delegated in the management of the business and affairs of the Corporation.

2. Nominating Committee: A nominating committee consisting of three (3) regular members of the Corporation selected by the Board of Governors shall be appointed by the President at the September meeting of the membership. They shall report at the October meeting of the membership their selection of candidates for election at the annual meeting to the office of President, Vice President, Secretary, Treasurer and the one (1) member at large of the Board of Governors. At the November meeting, additional nominations may be made from the floor if so desired, by regular members, and

elections of the Officers and Governors shall take place.

3. Scholarship and Education Committee: The Scholarship Committee shall consist of three (3) members of the corporation, including the Treasurer. The Committee shall be responsible for reviewing all applications for scholarships and making recommendations to the Board of Governors for the award of the scholarships. The Committee shall also be responsible for the setting up of educational seminars for the members of the Corporation.

4. Employment Practices Committee: The Board of Governors shall serve also as the Employment Practices Committee, and shall be charged with investigating all written requests from regular members in good standing seeking aid in matters of employment. The Committee shall then recommend to the general membership a course of action which may include a monetary reimbursement not exceeding \$500.00. No monies shall be spent in defense of criminal charges. The recommendation of the Committee shall be voted on and must be approved by two-thirds (2/3) of the regular members present to be effective.

5. Program and Arrangements Committee: The Committee shall consist of three (3) members of the Corporation. The Committee shall be responsible for the educational programs at the regular monthly meetings. They shall arrange for the speakers and set up all of the monthly programs for the year.

6. Membership and Public Relations Committee: The Committee shall consist of three (3) members of the Corporation. The Committee shall be responsible for reviewing all applications for membership to ensure that the applicants meet the required specifications for membership and shall present recommendations to the Board of Governors for election to membership in the Corporation. The Committee shall also submit to the various media sources news of the organization, including, but not limited to, scholarship recipients and election results.

7. Other Committees: The Board of Governors may, from time to time, appoint Committees for any purpose, and, by vote of a majority of the whole Board, may delegate to any such Committee, or to any officer or officers, such powers as the Board may deem expedient, with power to subdelegate such powers, if by the Board deemed desirable. Any such Committee may be composed either wholly or in part of persons who are neither members of the Corporation nor Governors.

ARTICLE VI
OFFICERS and AGENTS: POWERS and DUTIES

- 1. Officers:** The elected officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Governors may also appoint one or more assistant Secretaries, one or more assistant Treasurers, and such other officers and agents as, from time to time, may appear to be necessary or advisable in the conduct of the affairs of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary, or the offices corresponding thereto.
- 2. Term of Office:** All elected officers shall be elected at the annual meeting of the membership in each year and, subject to the provisions of Section 6.3 of this Article VI, shall hold office from January 1, through December 31 of the ensuing year. All other officers shall hold office during the pleasure of the Board. The office of President and the office of Vice President shall not be held by one individual for more than two consecutive years.
- 3. Removal of Elected Officers:** Any elected officer may be removed at any time, with or without cause, by a vote of the majority of the whole Board of Governors, at any meeting.
- 4. Vacancies:** If any vacancy occurs in any office, the Board of Governors may elect or appoint a successor to fill such vacancy for the remainder of the term.
- 5. President:** The President shall be the chief executive officer of the Corporation, and shall have general and active control of its business and affairs. The President shall preside, when present, at all meetings of the members and of the Board of Governors; shall have general power to appoint, to remove and suspend all employees and agents of the Corporation whose appointment is not otherwise provided for; and to exercise all of the powers usually appertaining to the office of a president of a corporation.
- 6. Vice President:** The Vice President shall perform such duties and services as shall be assigned to or required, from time to time, by the Board of Governors or the President, respectively, and shall act in the place of the President, exercising all the powers and performing the duties of the President during absence or disability of the President.
- 7. Secretary:** The Secretary shall attend to the giving of notice of all meetings of members and of the Board of Governors and shall keep and attest true records of all proceedings thereat; shall have charge of the corporate seal and have authority to attest any and all instruments or writings to which the same may be affixed; and shall

generally perform all the duties usually appertaining to the office of a secretary of a corporation.

8. Treasurer: The Treasurer shall have the care and custody of all moneys, funds and securities of the Corporation, and shall deposit or cause to be deposited all funds of the Corporation in and with such depositaries as the Board of Governors shall, from time to time, direct, shall keep all books of account relating to the business and affairs of the Corporation; and shall render a statement of the Corporation's financial condition whenever required so to do by the Board of Governors or the President.

9. Duties: In addition to the foregoing especially enumerated duties and powers, the several officers of the Corporation shall perform such other duties and exercise such other powers as may be provided by the By-Laws or as the Board of Governors may, from time to time, determine, or as may be assigned to them by any competent superior officer.

ARTICLE VII ANNUAL REPORT

1. Report of Governors: At each annual meeting of the members a report shall be presented in such form and with such contents as shall be required by Section 519 of the Not-for-Profit Corporation Law of the State of New York or by any other applicable statute, and with such other contents as may be deemed advisable by the Board of Governors, which report shall be filed with the records of the Corporation and the whole or an abstract thereof entered in the minutes of said annual meeting.

ARTICLE VIII COMPENSATION

1. General: No member, governor, officer or employee of the Corporation shall receive or be entitled to receive any pecuniary profit of any kind therefrom, except reasonable compensation for services rendered in effecting one or more of the purposes of the Corporation.

2. Power to Fix Compensation: Except as otherwise provided in these By-Laws, the compensation, if any, of all officers and agents of the Corporation shall be fixed by the Board of Governors and approved by the membership.

**ARTICLE IX
MISCELLANEOUS**

1. **Fiscal Year:** The fiscal year of the Corporation shall be the calendar year.
2. **Signature of Negotiable Instruments:** All bills, notes, checks or other instruments for the payment of money shall be signed by the treasurer and countersigned by at least one (1) officer, as may be prescribed by resolution (whether general or special) of the Board of Governors.
3. **Seal:** The Seal of the Corporation shall be in such form as may, from time to time, be adopted by the Board of Governors.
4. **Dues.** The dues for each category of membership shall be recommended by the Board of Governors at the November executive meeting and shall be voted on by the voting members at the November meeting.
5. **Amendments:** The By-Laws of the Corporation may be altered or repealed, in any particular, and new By-Laws, not inconsistent with any provision of the Certificate of Incorporation or any provision of law, may be adopted, by the affirmative vote of two-thirds (2/3) of the members present and entitled to vote, given at the third consecutive meeting of the members for which the notice included the form of the proposed alterations or repeal, or of the proposed new By-Laws, or a summary thereof.

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I, ROBERT L. FERREIRA, the duly elected Secretary of Westchester County Association of Public Works Administrators, Inc., DO HEREBY CERTIFY that the foregoing is a true, correct and complete copy of the By-Laws of said Corporation that were adopted at a meeting of the Board of Governors of said Corporation duly called and held on January 11th, 1990.



Robert L. Ferreira, Secretary

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