

**CONSTITUTION AND BYLAWS
OF THE SOUTHWEST SECTION
OF THE
AIR & WASTE MANAGEMENT ASSOCIATION**

Article I. General

Section 1. Name

This organization shall be known as the Southwest Section of the Air & Waste Management Association (hereinafter referred to as the "Section") and is one of the geographic sections of the Air & Waste Management Association (hereinafter referred to as the "Association").

Section 2. Geographic Area

The geographic area of the Section shall consist of the States of Arkansas, Oklahoma and Texas.

Section 3. Address

The address of the Section shall be that of the duly elected Secretary.

Section 4. Chapters

The Section is an organization of the Association with regional scope and responsibilities. Organizations, to be called Chapters, exist within the Section's geographic area and serve more local interests and members. Chapters are named for the city or local geographic area where they are active, but do not have defined geographic boundaries.

Article II. Purpose

The Purposes for which the organization are organized are exclusively charitable, educational, religious, or scientific within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law.

Article III. Membership

Section 1. Membership Classes

The membership of the Section shall consist of Members, Honorary Members and Student Members as defined hereinafter. Membership is available to persons residing in or conducting business within the geographic area of the Section. Members of the Section are encouraged to hold Chapter Membership or in the absence of a local Chapter seek formation of a Chapter. A Section Member may select the Chapter he/she wishes to join.

- A. *Members* - An individual who supports the purpose of the Section and pays Association (International) and Section dues is eligible to engage in all activities of the Section.
- B. *Honorary Section Members* - Honorary Section Membership, not exceeding two each year, may be conferred upon persons who have attained eminence in some field related to the purpose of the Section or who have rendered valuable service to the Section. Approval of their membership must be by vote of the Executive Board of the Southwest Section.. Honorary Section Members of the Association residing in the geographic area of the Section are entitled to all privileges and prerogatives of Section Members but are excused from payment of dues. This

honorary membership does not confer privileges of an international member of A&WMA.

- C. *Student Members* - Any full time student at the level of Senior in high school or above shall be eligible to be a Student Member and shall have the privileges that are common to all classes of membership, but not the privileges of nominating, voting, or holding office.
- D. *Local Associates* – Persons who are not members of the Association do not have Association member privileges and shall be known as "Local Associates." Local Associates are precluded from holding office and voting in the Section.

Article IV. Fiscal Year and Dues

Section 1. Fiscal Year

The Fiscal Year, Membership Year, and the Operating Year of the Section and its Chapters shall be January 1 through December 31.

Section 2. Dues Collection, Arrears

Membership dues in the Section are payable by May 1 of each Fiscal Year. Dues unpaid by November 1 of the Fiscal Year are considered in arrears. Members whose dues are upheld after December 31, shall, following sufficient notification by the Treasurer, be dropped from the rolls of the Section.

Section 3. Section Dues

Chapters are authorized to collect dues; a portion of which shall be dues paid to the Section. Dues will be collected in accordance with the policies of the Association and as agreed upon by the Association Chapters within the geographical area of the Southwest Section.

Section 4. Initiation Fee

There shall be no initiation fee for membership in the Section or any of its respective Chapters.

Section 5. Student Membership Support

The Section shall underwrite a portion of the Association dues for Student Members. The portion underwritten shall be determined by majority vote of the Board of Directors.

Article V. Officers, Board of Directors

Section 1. Officers

- A. The Officers of the Section shall consist of a *Chair, Vice Chair, Secretary and Treasurer*. All Officers shall be members of the Association for the duration of their term.
- B. Officers shall be elected for a one-year term by a majority of the members voting by letter ballot, and shall hold office for the ensuing Fiscal Year or until their successors have been elected and take office.
- C. The Chair and Vice Chair of the Section shall not hold the same office for more than two consecutive terms.

Section 2. Board of Directors

The executive, financial and general administrative functions of the Section shall be vested in the Board of Directors (hereinafter referred to as the "Board") composed of the following Officers and Directors:

- A. *The Officers of the Section* as stated in Section 1 of this Article.
- B. *The Immediate Past Chair.*
- C. *Two Directors at Large.* Initially, one shall be elected to serve a one-year term and one shall be elected to serve a two-year term. Thereafter, one of the Directors at Large shall be elected annually to serve a two-year term by a majority vote of the members.
- D. *Any member of the Association Board of Directors or its Officers who resides in the geographic area of the Section.*
- E. *The appointed representative of each Chapter.* The Chapters are free to select this representative in their own manner and for whatever term they deem best.

Section 3. Association Membership

All Section Officers, Directors and other members of the Board shall be members of the Association. All Chapter Officers, Directors and other members of each Chapter Board of Directors shall be members of the Association.

Section 4. Remuneration

All Section Officers, Directors and other members of the Board shall serve without remuneration, but may receive reimbursement, with Board approval, for travel and other expenses directly related to Section duties.

Article VI. Duties of Officers

Section 1. Chair

The Chair of the Section shall:

- A. Preside at all meetings of the Section and its Board of Directors and shall vote only in the case of ties.
- B. Call special meetings as may be necessary.
- C. Appoint the committees indicated in Article XI, administer the activities of those committees and sit ex-officio on each.
- D. Appoint or reappoint representatives from the Section to the Association Sections Council and the Association Membership Committee of the Sections Council.
- E. Appoint Auditors to audit the financial records of the Section prior to the end of the fiscal year.
- F. Provide coordination of the activities among the various Chapters and committees of the Section. The Chair is specifically charged with maintaining relations among the organizations and providing support to each of the Chapters.

Section 2. Vice Chair

The Vice Chair shall:

- A. Preside at Section or Board of Directors meetings in the absence of the Chair.
- B. If the Chair resigns, dies, is incapacitated, or is not an Association Member, become the Chair for the unexpired term and shall perform all of the duties of the Chair.
- C. Be the Chair of the Program Committee, appoint its members with the advice of the Chair, and insure the adequacy, quality and operation of the technical program of the Section.
- D. Be in charge of arrangements for any Specialty Technical Conference, Workshop, or other technical function, sponsored jointly by the Section and the Association along with its Technical Council.
- E. Assist the Chapters, when requested, to develop and implement Technical programs.

Section 3. Secretary

The Secretary shall:

- A. Take the minutes of all Section Board Meetings and Business meetings.
- B. Maintain the correspondence, records and non-fiscal proceedings of the Section and pass those records on to succeeding Secretaries.
- C. Prepare and mail Section ballots as described in Article VIII.
- D. Submit an Annual Report on Section activities to the Association.

Section 4. Treasurer

The Treasurer shall:

- A. Receive and disperse Section funds in accordance with policies of the Board of Directors.
- B. Maintain the fiscal accounts and records of the Section and issue annual reports to the membership on the fiscal status of the Section.
- C. Provide adequate reporting of fiscal matters to the Association, Internal Revenue Service and other agencies.
- D. Insure proper fiscal relationships with the various Chapters of the Section and maintain accurate record of the members' dues status and earnestly solicit those dues.

Section 5. Unassigned Duties

All other duties and responsibilities shall be delegated by the Chair, with the consent of the Board of Directors, as is appropriate.

Article VII. Duties of Board of Directors

Section 1. General

All matters of the Section are within the purview of the Board of Directors ("Board") and the officers are obliged to bring all matters before the Board. Any issue brought before the Board of Directors may be declared an Important Section Issue by any two members of the Board. A vote on such issues shall be taken by ballot to all board Members and all members shall have an opportunity to vote and a majority vote shall rule.

Section 2. Board Vacancies

Interim vacancies on the Board of Directors shall be filled a majority vote of the Board of Directors or in the case of a Chapter representative by that Chapter.

Article VIII. Nominations and Elections

Section 1. Nominations

Prior to October 15 of each year, the Chair shall appoint a Nominations Committee, not more than two of whom shall be members of the Board. The Nominations Committee shall have at least one member from each Chapter. The Nominations Committee shall nominate at least one candidate for each office to be filled at the next election, obtain assurance that each candidate will serve if elected, and present the slate to the Board not later than November 1. The offices of Vice Chair, Secretary and Treasurer are, if possible, to be competitive elections. It is also desirable that the nominees represent diverse interest in air pollution control and waste management and related environmental concerns. The Nominations Committee shall prepare short biographies on the candidates for inclusion on the ballot.

Section 2. Section Elections

Between November 1 and November 10 the Board shall insure that the Secretary shall prepare and mail to each member of the Section a ballot listing all nominees for office named by the Nominations Committee and any other nomination made by at least 15 members of the Section. A date, no later than December 1, shall be specified for return of the ballot which shall be sent to the Secretary by each voting member. The names of the voting members shall be recorded by the Secretary who shall forward the sealed ballots to two tellers who are appointed by the Chair. The Section may conduct the election by using e-mail for those Section Members that have access to e-mail. Section members will be afforded the opportunity to vote by paper ballot. The Section Board of Directors shall develop a means to conduct the election electronically, if it so chooses, that insures the integrity of the election process.

The tellers will report the results to the Board prior to December 10 and the Board will report the results to the Association, including Sections Council Membership Committee representatives, by December 15. The membership shall be notified of the results by the Secretary at the next available opportunity.

Section 3. Chapter Elections

Chapters may handle elections in their own manner. All Chapter Officers and Directors should be elected and the results of these elections shall be reported to the Section Secretary prior to January 1 of each year.

Section 4. Term of Office

The new officers shall take office as of January 1. A meeting of both incoming and outgoing Boards of Directors shall be held by February 1 at which time reports of the past year's efforts and the Annual Report shall be presented by the outgoing Board and plans for the future year's efforts made by the incoming Board.

Section 5. Restrictions

No member shall be eligible to hold more than one Section office at one time, but a member may hold Section and Chapter offices simultaneously.

Article IX. Powers

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Article X. Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to the Association so long as it is exempt as an organization described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding sections of any prior or future Internal Revenue Code. Upon dissolution, if the Association is unable, unwilling or ineligible to receive assets, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding sections of any prior or future Internal Revenue Code or to the Federal, State, or local government for exclusive public purposes.

Article XI. Committees

Section 1. Standing Committees

The Chair of the Section shall appoint standing committees, naming the Chair of each. Each Chair shall be a member of the Association for the duration of his/her term and shall prepare and submit an annual report to the Board. The following Standing Committees are mandatory:

- A. *Membership Committee* which shall promote the growth of the Association by soliciting membership in the Section and Association and maintain a list of Section member names and addresses.
- B. *Nominations Committee* which shall prepare and submit, with Board approval, nominations for Association and Section honors and awards. This committee also shall identify and recommend candidates for Association and Section officers and directors, as specified in Article VIII.

Section 2. Temporary Committees

The Section Chair may appoint Temporary Committees as deemed necessary, provided such appointment does not conflict with other provisions of the Bylaws. The following committees are desirable:

- A. *Education and Outreach Committee.*
- B. *Bylaws Committee* which shall be convened periodically to review and recommend changes to the Bylaws.
- C. *Tellers Committee* which shall report the results of any Section ballot to the Board as specified in Article VIII.
- D. *Audit Committee* which shall audit the financial records of the section as specified in Article VI.

Article XII. Chapters

Section 1. Formation

Chapters may be established within the Section by written petition of no fewer than ten members in good standing of the Association or eligible applicants who have applied for membership in the Association. This petition shall be submitted to the Section Board of Directors who can grant Temporary Chapter status for a period of one year. A Chapter organization and name shall be recognized only if approved by the Board of Directors of the Section. The Board of Directors of the Association must vote affirmatively to permanently establish a Chapter.

Section 2. Activities

It shall be the policy of the Section to involve itself in the internal affairs of a Chapter only when asked to do so. If, however, the Chapter has not had a meeting of more than ten members in six months, or the Chapter has not had elections for eighteen months, the Board may intervene in order to revitalize the Chapter and assist members in the area to do so by the appointment of new Officers who shall hold office until an election is held. Only after all reasonable efforts have failed shall the Chapter be dissolved.

Section 3. Reports

The Chapters shall report on their annual activities to the Section Secretary prior to February 1 in order that these reports may be consolidated with those of the Section for submission to the Association. The Chapters also shall submit a copy of their annual reports directly to the Association.

Section 4. Financial Obligations

Chapters established under this Article shall be financially self-supporting. No financial commitment by any Chapter shall be binding upon the Section.

Article XIII. Meetings

Section 1. Business Meeting

It shall be the policy of the Section to schedule a business meeting of the Section each fiscal year. This meeting shall be an opportunity for members of the Section to bring items for action by the Southwest Section Board of Directors.

Section 2. Technical Conference

It shall be the policy of the Section to conduct a minimum of one technical conference every three years. The technical meeting shall have a Host Chapter or Chapters and the host status shall alternate among the various Chapters upon request to participate. Proceeds shall be divided according to an agreement among the Section Board and the Host Chapter(s) made prior to the technical conference. If a loss is sustained the Section shall defray the liabilities.

Section 3. Board Meetings

The Board shall meet at least twice per year and a majority of Board members shall constitute a quorum.

Section 4. Voting

Only members of the Section are entitled to vote. Unless otherwise provided, a majority vote of the members present and voting shall rule.

Section 5. Rules of Order

Unless otherwise provided, Robert's Rules of Order shall govern the procedure for all meetings.

Article XIV. Amendments

Section 1. Proposals

Amendments to these Bylaws may be proposed by two-thirds majority of the Board or a petition to the Chair endorsed by at least twenty-five members of the Section.

Section 2. Adoption

Proposed amendments shall be submitted promptly to the membership by the Board and adoption shall require a vote by letter and/or e-mail ballot, in its favor, of two-thirds of the votes cast by members of the Section and shall thereupon become effective immediately.

Section 3. Conflicting Language

Any portion of the Bylaws of the Section or its Chapters that is conflict with the Bylaws of the Association shall be null and void.

I, the undersigned, being the Secretary of the Southwest Section of the Air & Waste Management Association, do hereby certify that the foregoing are the Bylaws of the said Section as accepted and approved by the Board of Directors on the 16th of October, 2002, and then by vote of the membership of the Section completed on the December 20, 2002.

Signed

Brian Gunzelman, Secretary

Bylaws Committee:

Howard Saxion
Cindy Smiley
Kim Stoker

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