

**AIR AND WASTE MANAGEMENT ASSOCIATION, SOUTH ATLANTIC  
SECTION CONSTITUTION AND BYLAWS - June 1, 2005**

**ARTICLE I. NAME, GEOGRAPHIC AREA, AND ADDRESS**

Section 1. This organization is one of the geographic sections of the Air and Waste Management Association, Incorporated (hereinafter referred to as the Association), and it shall be know as South Atlantic States Section (hereinafter referred to as the Section).

Section 2. The geographic area of the Section shall consist of the District of Columbia, Maryland, Virginia, North Carolina, and South Carolina.

Section 3. The address of the Section shall be the office of the incumbent Chair or alternative address designated by the Section Board of Directors (hereinafter referred to as the Board of Directors).

**ARTICLE II. PURPOSE**

Section 1. It shall be the purpose of the Section to promote better air quality and waste management among control officers, research personnel, educators, representatives of industry, and the general public within the geographic area of the Section and to provide a means for the interchange of information directed toward solving these problems. It shall also be the purpose of the Section to promote closer professional and personal relations among members of the Section and to further the mission and objectives of the Association.

Section 2. The Section shall have all the powers granted to it by the Association and shall have the ability to do all things necessary and incident to its purposes, provided, however, that the Section shall not engage in any activities or exercise any powers not permitted under Section 501 (C) (3) of the Internal Revenue Code.

**ARTICLE III. CHAPTERS**

Section 1. **FORMATION.** Section chapters (hereinafter referred to as chapters) may be activated within the Section by petition of no fewer than ten members. A Chapter organization and name shall be recognized only if approved by the Board of Directors.

Section 2. **BYLAWS.** Chapters shall adopt their own Bylaws. Such Bylaws shall be in conformance with the Section Bylaws and must be submitted to the Board of Directors upon adoption or revision.

Section 3. RELATIONSHIP TO SECTION. 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 a year, the Board of Directors may intervene in order to revitalize the Chapter and assist members in the area to do so. Only after all reasonable efforts have failed may the Board of Directors recommend dissolution of the Chapter to the Association. Chapters shall be self-supporting. No financial commitment by any Chapter shall be binding upon the Section.

Section 4. REPORTS. The Chapter shall report their year's activities, including a financial statement, to the Section Treasurer prior to March 1 in order that these reports may be consolidated with those of the Section for submission to the Association.

#### ARTICLE IV. MEMBERSHIP

Section 1. The Board of Directors shall, from time to time, establish various classes of membership for the Section. These classes of membership may differ from those established by the Association, and are intended solely for the purposes of this Chapter. Such information shall be published in the Section "policy manual" and shall be made available to all members. Membership is available to persons residing in or conducting business within the geographic area of the Section.

Members – Any individual who supports the purpose of the Section is eligible to become an active Member of the Section and is entitled to engage in all activities of the Section.

#### ARTICLE V. DUES

Section 1. Dues allocated to the Section from the Association shall be used for the growth and maintenance of the Section and chapters. The Board of Directors may assess additional dues as necessary to meet the Section's purpose. Such information shall be published in the Section "policy manual" and shall be made available to all members..

#### ARTICLE VI. CALENDAR

Section 1. The fiscal year and the operating year of the Section shall be January 1 through December 31.

#### ARTICLE VII. OFFICERS AND DIRECTORS

Section 1. The officers of the Section shall consist of a Chair, Vice Chair, Secretary, and Treasurer. When preferred, the offices of Secretary and Treasurer may be combined.

Section 2. The Vice Chair, Secretary, and Treasurer, shall be elected to serve a one-year term by majority vote of members voting by official ballot. The Vice Chair shall succeed to the office of Chair at the completion of his/her term as Vice Chair. The term shall correspond to the operating year of the Section as given in Article VI

Section 3. There shall be a Board of Directors consisting of the four officers of the Section, six elected Board members, the past Chair of the Section, and the current Chair of each local chapter within the Section. All current Section members that are Directors of the Association may take part in the Board of Directors meetings to give advice and guidance. The six elected Board members shall serve for staggered three-year terms.

Section 4. The officers and members of the Board of Directors, all committee members, and current directors of the Association shall serve without remuneration.

Section 5. All officers and other members of the Board of Directors must be members of the Association.

## ARTICLE VIII. DUTIES OF THE OFFICERS

Section 1. The Chair of the Section shall:

- Preside at all meetings of the Section.
- Call such special meetings as may be necessary.
- Appoint the membership and chairs of all committees.
- Preside at all meetings of the Board of Directors.
- Appoint a reviewer, external to the Board of Directors, to review the Sections financial records on an annual basis.
- Be the final authority, within his/her jurisdiction, on the Bylaws of the Section.
- Be authorized, in the absence of the Treasurer, to sign checks or make other financial transactions on behalf of the section as directed by the Board of Directors.
- Conduct both internal and external business on behalf of the Section.

Section 2. The Vice Chair shall:

- Preside at all meetings in the absence of the Chair.

- Assume the duties and functions of Chair in the event that the office of Chair shall become vacant through resignation or other reasons.
- Succeed to the office of Chair on January 1 upon completion of his/her term as Vice Chair.

Section 3. The Secretary shall:

- Keep a record of the minutes of all meetings.
- Conduct the pertinent correspondence of the Section and maintain a record of such correspondence.
- Send out necessary notices of general, business, technical, special and Board of Directors meetings using the Services of the Membership Committee as necessary.
- Receive and count completed annual election ballots returned by members.
- Report the results in writing as described in Article X, Section 3.
- Make an annual report, after its approval by the Chair, to the Association of the Section's activities, including membership, business transactions, Treasurer's report, and summaries of meetings, publications, and committee work.
- Surrender at the end of his/her term of office to his/her successor all properties and records of the Section which are in his/her custody.

Section 4. The Treasurer shall:

- Receive and disburse funds in accordance with the policies determined by the Board of Directors.
- Maintain complete and accurate records of all financial transactions.
- Furnish financial reports to the business meetings of the Section or Board of Directors meetings as requested by the Chair or the Board of Directors.
- Provide an annual report to the Chair for inclusion in the annual report to the Association.
- Submit his/her records and accounts for review on an annual basis by reviewer, external to the Board of Directors, appointed by the Chair.
- Surrender at the end of his/her term of office to his/her successor all properties and records of the Section which are in his/her custody.

## ARTICLE IX. DUTIES OF BOARD OF DIRECTORS

Section 1. The Board of Directors shall:

- Carry out the executive and administrative functions of the Section within the policies laid down by the Association
- Establish such committees, in addition to those enumerated in Article XI, as may be necessary or desirable for carrying out the purpose of the Section.
- Make appointments to fill interim vacancies of officers and all other members of the Board of Directors.
- At any Board of Directors meeting, issues may be discussed before a formal motion is made. Upon second of a formal motion, Robert's Rules of Order shall prevail.
- A quorum for decisions by the Board of Directors shall be one-third of its current members.

## ARTICLE X. COMMITTEES

Section 1. The Chair of the Section shall, upon assuming office, appoint the Membership Committee for the Section. The Membership Committee shall promote the growth of the Section by recruiting new members to the Association, retaining of current members, and assisting Chapter Membership Committees in their membership activities.

Section 2. The Chair of the Section shall, prior to August 1 of each year, appoint a Nominating Committee of not less than three members, not more than one of whom shall be a member of the Board of Directors. The responsibilities of the Nominating Committee are contained in Article XI.

Section 3. The Chair of the Section shall appoint the Honors and Awards Committee Chair for the Section. The Honors and Awards Committee shall make recommendations to the Board of Directors annually for the following Section Awards:

Distinguished Services Award given to a person or team that has rendered exemplary service during the preceding year to the Section in activities or programs related to the functions of the South Atlantic States Section.

Douglas Pelton Un Sung Hero Award given to a person who has provided superior and long-term service to the South Atlantic States Section as an Officer, Committee Member, Chapter Officer, or in any other service to the section. The service shall be of a unique nature where the recipient's efforts are not necessarily widely known or formally recognized.

The Honors and Awards Committee shall identify and nominate candidates from the Section to the Association annually for awards and recognition.

Section 4. The Chair of the Section may appoint a Bylaws Committees to consider and propose amendment to the Bylaws. The responsibilities of the Bylaws Committee are contained in Article XIII.

Section 5. The Chair of the Section may at any time appoint committees as necessary for any purpose consistent with the Bylaws.

Section 6. The Chair of any committee may request the appointment of additional qualified members to his/her committee or the dropping of any member of the committee for the reasons of failure to participate in the work of the committee.

Section 7. Each committee Chair shall, at the request of the Section Chair, submit in writing to the Board of Directors at the close of the operating year a report of his/her committee's activities during the year.

#### ARTICLE XI. NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee shall nominate one or two candidates for each elective office, including Board of Directors vacancies to be filled at the next election. The nominees shall reflect employment and geographic representatives to insure a broad and fair administration of the business of the Section. The Nominating Committee shall obtain candidates agreement to serve the Section and approval of the slate by the Board of Directors. The approved slate shall be presented by letter or electronic mail to members of the Section no later than October 1.

Section 2. Prior to September 1, any members may submit other nominations for officers or Board Members by submitting to the Nominating Committee a nominating petition signed by at least five members of the Section.

Section 3. Between September 1 and October 1, the Board of Directors shall prepare and mail each member in good standing a ballot listing all nominees for officers and Board of Directors named by the Nominating Committee and members at large as prescribed in Sections 1 and 2. Included with the ballot shall be a brief biographical sketch of each of the nominees. A date not later than November 1 shall be specified for the return of the ballots. The election shall be determined for each office and Board of Directors position on the basis of a majority of the votes cast. The Secretary shall report the election results in writing to the Board of Directors without delay and to all members prior to the start of the new membership year.

Section 4. In January of each year, there shall be a meeting of the retiring and new Board of Directors on a date set by the outgoing Chair. At this

meeting the Secretary and Treasurer shall submit their annual reports and the new officers and Board of Directors shall be installed.

## ARTICLE XII. MEETINGS AND COMMUNICATION

Section 1. The Section shall hold at least one technical meeting during the operation year.

Section 2. QUORUM. Twenty-five members of the Section shall constitute a quorum for a meeting.

Section 3. The Section shall make available to all Section members, at least on an annual basis, a news report. The news report shall contain information on all activities of the Section.

## ARTICLE XIII. AMENDMENTS TO THE BYLAWS

Section 1. The Bylaws Committee shall review and/or propose amendments to the Bylaws to the Board of Directors for approval.

Section 2. Any member may propose an amendment to the Bylaws to the Board of Directors. Before the amendment can be submitted for consideration of the members, the Board of Directors must approve it after review and recommendation of the Bylaws Committee or bear the written endorsement of at least twenty-five members.

Section 3. The Board of Directors shall submit promptly to the membership by letter ballot any proposed amendments by the Bylaws Committee and members at large as prescribed in Sections 1 and 2. Adoption shall require affirmation by two-thirds of the votes cast. Amendments shall become effective immediately upon adoption by such vote.

Section 3. Any section of the Bylaws, which conflicts, with the Bylaws of the Association shall be null and void.

## ARTICLE XIV. DISPOSAL OF FUNDS

Section 1. In the event of dissolution of the Section, any remaining assets after discharge of all liabilities and obligations shall be transferred to the Association or a successor organization. No part of the net earnings of the organization shall inure to the benefit of any Board Member, Officer, Section Member, or other individual. Upon dissolution, if the Association is unable, unwilling, or ineligible to receive assets, they will be distributed to one or more organizations exempt under Section 501 (C) (3) of the Internal Revenue Code.

Approved by Board of Directors: October 28, 1980

Approved by Membership: January 9, 1981

Amended by Board of Directors: March 26, 1985

Ratified by Membership: April 22, 1985

Amended by Board of Directors: January 30, 1987

Ratified by Membership: February 20, 1987

Amended by Board of Directors: November 27, 1989

Ratified by Membership: December 29, 1989

Amended by Board of Directors: May 19, 2005

Ratified by Membership: December 27, 2005