

**BYLAWS OF THE CHESAPEAKE CHAPTER
OF THE SOUTH ATLANTIC STATES SECTION OF THE
AIR AND WASTE MANAGEMENT ASSOCIATION**

Approved by Section Executive Board on September 24, 2021

ARTICLE I – NAME, GEOGRAPHIC AREA, ADDRESS

Section 1 Name

This organization shall be known as the Chesapeake Chapter of the South Atlantic States Section (hereinafter referred to as the "Chapter" and the "Section") and is one of the geographic chapters of the Air and Waste Management Association (hereinafter referred to as the "Association").

Section 2 Geographic Area

The geographic area of the Chapter shall consist of Maryland, the District of Columbia, and Virginia.

Section 3 Address

The address of the Chapter shall be the address of the incumbent Chair or alternative address designated by the Executive Board.

Section 4 Articles of Incorporation

(Currently N/A – the Chapter is not incorporated.)

ARTICLE II – PURPOSE AND OBJECTIVES

Section 1 Purpose

The purpose of the Chapter shall be to promote better understanding of the issues of air pollution and waste management among control officers, research personnel, educators, representatives of industry, governments, and the general public within the geographic area of the Chapter and to provide a means for the interchange of information concerning these issues. It shall also be the purpose of the Chapter to promote closer professional and personal relations among Members of the Chapter and to further the mission and objectives of the Association.

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Section 2 Mission and Objectives

The mission of the Chapter is to promote a clean environment, provide leadership in the fields of air pollution control and waste management, promote a sense of environmental responsibility, and serve its membership and the public consistent with the mission and objectives of the Association bylaws.

Section 3 Powers

The Chapter 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 Chapter shall not engage in any activities or exercise any powers not permitted under Chapter 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE III – MEMBERSHIP

Section 1 Members

Membership is available to persons residing in or conducting business within the geographic area of the Chapter. Any Association member who supports the purpose of the Chapter is eligible to become a Member of the Chapter and is entitled to engage in all Chapter activities upon payment of dues to the Association in the amount and manner specified by the Association's Board of Directors. Any Association member may become a member of more than one chapter, provided that the member pays chapter dues to each chapter.

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ARTICLE IV – OFFICERS, DIRECTORS, EXECUTIVE BOARD

Section 1 Officers

- (a) The officers of the Chapter shall consist of a Chair, Vice Chair, Secretary, and Treasurer. When preferred, the offices of Secretary and Treasurer may be combined.
- (b) The Vice Chair shall succeed to the office of Chair at the completion of his/her term as Vice Chair. The new Vice Chair shall be elected by a majority vote of Chapter Members voting. The Chair and Vice Chair shall serve two-year terms.
- (c) The Chair and Vice Chair shall not be elected to the same office for more than one consecutive two-year term.
- (d) The Secretary and Treasurer shall be elected to serve two-year terms by a majority vote of Chapter Members voting.
- (e) The Secretary and Treasurer shall have no limit to the number of consecutive terms they may serve.
- (f) The most recently retired Chair (designated Past Chair) shall be a member of the Executive Board and shall serve in that position for two years.
- (g) The terms of office shall correspond to the operating year of the Chapter as given in Article IX, Section 2.

Section 2 Directors

There shall be three Directors of the Chapter. One Director shall be elected annually to serve a three-year term by a majority vote of the Chapter Members voting.

Section 3 Special Directors

Directors of the Association living within the geographical area of the Chapter shall be Special Directors of the Chapter. Additional Special Directors may be designated by a majority vote of the Board.

Section 4 Executive Board

The executive, financial, and general administrative functions of the Chapter shall be vested in the Executive Board (hereinafter the "Board"), whose members shall be the Officers, Directors, Special Director(s), and Past Chair.

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Section 5 Vacancies

If the office of Chair should become vacant, the current Vice Chair shall succeed to the office of Chair and complete the current term of the Chair.

Interim vacancies of other elected Officer or Director positions shall be filled by appointments by the Board until successors have been elected by a majority vote of the Chapter Members voting in a special election or in the annual election. The elected persons shall complete the current terms of the vacant Officer or Director positions.

Section 6 Other

- (a) All members of the Board shall be current members of the Association.
- (b) Members of the Board shall serve without remuneration.

ARTICLE V – DUTIES OF OFFICERS

Section 1 The Chair of the Chapter shall:

- (a) Preside at all meetings of the Chapter.
- (b) Call such special meetings as may be necessary.
- (c) Appoint the chairs of all committees with the consensus of the Board.
- (d) Preside at all meetings of the Board.
- (e) Be the final authority, within his/her jurisdiction, on the Bylaws of the Chapter and all other non-specified matters of the Chapter.
- (f) Be authorized or appoint someone, in the absence of the Treasurer, to sign checks or make other financial transactions on behalf of the Chapter, as directed by the Board.
- (g) Conduct both internal and external business on behalf of the Chapter.

Section 2 The Vice Chair of the Chapter shall:

- (a) Preside at all meetings in the absence of the Chair.
- (b) Assume the duties and functions of Chair in the event that the Chair is unable to perform them or if office of Chair should become vacant through resignation or other reasons.
- (c) Succeed to the office of Chair on the January 1 following completion of his/her term as Vice Chair.

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Section 3 The Secretary shall:

- (a) Keep a record of the minutes of all meetings of the Chapter and Board.
- (b) Conduct appropriate correspondence of the Chapter and maintain a record of such correspondence.
- (c) Provide notice of general, business, technical, special, and Board meetings.
- (d) Be responsible for receiving and counting completed annual election ballots returned by Members; report the results to the Chapter membership.
- (e) Submit an annual report, after its approval by the Chair, to the Association regarding the Chapter's activities: membership, business transactions, Treasurer's report, summaries of public meetings, Board members and contact information, current Bylaws, publications, education activities, and communication methods.
- (f) Surrender at the end of his/her term of office to the successor all properties and records of the Chapter and/or Association which are in his/her custody.

Section 4 The Treasurer shall:

- (a) Receive, deposit or invest, and disburse Chapter funds as directed by the Board.
- (b) Maintain complete and accurate records of all financial transactions.
- (c) Furnish financial reports to the business meetings of the Chapter or Board meetings as requested by the Chair or the Board.
- (d) Provide an annual report to the Secretary for inclusion in the annual report to the Association and Section.
- (e) Submit financial records and accounts for audit on an annual basis by an auditor or internal auditor appointed by the Board.
- (f) Surrender at the end of his/her term of office to the successor, or to a person authorized by the Board, all properties and records of the Chapter and/or Association which are in his/her custody.
- (g) Maintain a current signature form, including the Treasurer and at least one other Officer, with the bank that holds the Chapter account(s).

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ARTICLE VI – DUTIES OF EXECUTIVE BOARD

Section 1 The Executive Board shall:

- (a) Carry out the executive and administrative functions of the Chapter within the policies laid down by the Association
- (b) Establish such committees, in addition to those enumerated in Article VIII, as may be necessary or desirable for carrying out the purpose of the Chapter.
- (c) Make appointments to fill interim vacancies of Officers and Directors of the Board.
- (d) Appoint an auditor or internal auditor on an annual basis.
- (e) Approve amendments to the Bylaws.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Section 1 General

Elections of Officers and Directors shall be held annually and must be completed by December 15 of the year before the officers and Directors assume office. Ballot transmittal and return shall be by postal mailing, e-mail, or fax. Ballots shall be sent to each Chapter Member to the last known address reported 30 days before the ballot is due. Special elections may be held to fill vacant offices.

Section 2 Nominating Committee

Prior to *October 1* of each year, the Chair shall appoint a Nominating Committee of not less than three members, not more than one of whom shall be a member of the Board. This Nominating Committee shall nominate one or two candidates for each elective office, including Board vacancies to be filled at the next election. The nominees shall reflect employment and geographic representation to insure a broad and fair administration of the business of the Chapter. The Nominating Committee shall obtain acceptance by the nominees and present the slate by letter or electronic mail to Members of the Chapter no later than November 1.

Section 3 Other nominations

Prior to October 15, any Member may submit other nominations for Officers and Directors to the Nominating Committee.

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Section 4 Elections

Only Members of the Chapter are entitled to vote. Prior to December 1, the Board shall prepare and transmit to each Chapter Member a ballot listing all nominees for Officers and Directors named by the Nominating Committee and Members at large as prescribed in Sections 2 and 3. Included with the ballot shall be a brief biographical sketch of each of the nominees. A date not later than December 15 shall be specified for the return of the ballots. The election shall be determined for each Officer and Director position on the basis of a majority of the votes cast. The Secretary shall report the election results to the Board without delay and to all Members prior to the start of the new membership year.

ARTICLE VIII – COMMITTEES

Section 1 Standing Committees:

- (a) The Membership Committee shall promote the growth of the Chapter and Association by recruiting new members to the Association and retaining current members. The committee shall also keep records of current Members and their contact information.
- (b) The Nominating Committee shall have a chair and at least two other members. (See ARTICLE VI, Section 2.)

Section 2 Appointments

- (a) The Chapter Chair shall appoint all committee chairs, with the consensus of the Board, and shall appoint all members of the Nominating Committee.
- (b) The Board or the Chair may establish other committees, including temporary committees, as necessary for any purpose consistent with the Bylaws.
- (c) All committee chairs shall be members of the Association.

Section 2 Other committees (suggested)

- (a) Program Committee
- (b) Outreach Committee
- (c) Bylaws
- (d) Publicity

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ARTICLE IX – OPERATIONS

Section 1 Dues:

- (a) Annual dues for membership in the Chapter in excess of the amount assessed by the Association's Board of Directors may be established by the Chapter Board.
- (b) Chapter Members shall pay Section dues and shall be entitled to all privileges of Section membership.
- (c) A Chapter Member who is also a member of another chapter and designates the other chapter as primary shall pay only the Chapter's (and, if applicable, the Section's portion) of the dues.
- (d) The Chapter's portion of the annual Association member dues is set by the Section.

Section 2 Calendar:

The fiscal year, membership year, and operating year shall be January 1 through December 31.

Section 3 Meetings:

- (a) The Section shall hold at least two technical meetings during the operating year.
- (b) Board meetings may be called by the Chair by notifying members of the Board.
- (c) The Chapter shall hold at least one general business meeting during the operating year. The business meeting may coincide with a technical meeting.

Section 4 Quorum:

- (a) Fifteen Chapter Members shall constitute a quorum for any general business or special meeting.
- (b) Five members of the Board shall constitute a quorum for a meeting of the Board.

Section 5 Rules of Order:

Unless otherwise provided, "Robert's Rules of Order" shall, upon second of a formal motion, govern the ensuing procedures for all meetings.

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Section 6 Other:

- (a) No financial commitment by the Chapter shall be binding upon the Section.
- (b) The Chapter should publish, at least on an annual basis, a news report to be sent to all Chapter Members. The news report should contain information on activities of the Chapter. It may also contain information of interest concerning other chapters and sections and air and waste management developments in general. In lieu of a report, the Chapter should maintain a website, updated regularly for upcoming activities.

ARTICLE X. AMENDMENTS TO THE BYLAWS

Section 1 Proposals

Any Member may propose to the Board an amendment to the Bylaws. The proposal should be sent to the address in Article I, Section 3. Before the amendment can be submitted for consideration of the Members, it must be approved by the Board or bear the written endorsement of at least 25 Members.

Section 2 Ballot and Vote

The Board shall submit promptly to the membership any proposed amendment approved or endorsed as provided in Section 1. Adoption shall require affirmation by two-thirds of the votes cast. Amendments shall become effective immediately upon adoption by such two-thirds majority vote.

Section 3 Submittal

Within 90 days after the Chapter creates or amends the Bylaws, the Secretary shall submit a copy of the new or amended Bylaws to the Section and to Association headquarters.

Section 4 Conflict

Any section of the Bylaws or amendments which conflicts with the Bylaws or policy of the Association are null and void.

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ARTICLE XI – DISSOLUTION

In the event of dissolution of the Chapter, 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 private shareholder or 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 of 1954.

Approved by Executive Board: September 24, 2021

Approved by Membership: October 21, 2021

Amended by Executive Board:

Approved by Membership: