

# **BYLAWS**

for the

**South Carolina Chapter**

of the

**South Atlantic States Section**

of the

**Air and Waste Management Association**

January 4, 2016

## **ARTICLE I – NAME AND AREA**

### Section 1

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

### Section 2

The geographic area of the Chapter shall consist of the State of South Carolina. University students and faculty may opt for membership in a University Chapter, if one is so established.

### Section 3

The address of the Chapter shall be that of the duly elected Secretary or the address of a designee approved by the Board.

## **ARTICLE II – PURPOSE AND OBJECTIVES**

### Section 1

The core purpose of the Chapter shall be to further the mission and objectives of the International Association while promoting closer professional and personal relationships among the members of the Chapter.

### Section 2

The mission of the Chapter is to promote a better understanding of air pollution control and waste management by providing a neutral forum for discussion, education and networking on technical issues relating to environmental management and to serve its membership and the public consistent with the mission and objectives as stated in the International Association bylaws.

### Section 3

The Chapter shall have all the powers granted to it by the International 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

The Chapter membership may include any firm or person interested in air pollution, waste management, or related matters residing or located in or conducting business within the geographic area of the Chapter.

Persons who may become an active member of the Chapter are entitled to engage in all Chapter activities upon payment of dues to the International Association in the amount and manner specified by the International Association's Board of Directors.

## **ARTICLE IV - OFFICERS, DIRECTORS, EXECUTIVE BOARD**

### Section 1

- (a) There shall be four Chapter Officers designated as follows: Chair, Vice Chair, Secretary and Treasurer.
- (b) Such officers shall be elected to serve a term of one year by a majority vote of the members voting. They shall hold office for the ensuing year or until their successors have been elected and have taken office.
- (c) The Chair and Vice Chair shall not hold the same office for more than one consecutive term.
- (d) The most recently retired Chair shall be a member of the Executive Board for the following year.
- (e) The Vice Chair shall automatically ascend to Chair in the year immediately following completion of the Vice Chair role.

### Section 2

- (a) In addition to the Officers of the Chapter, there shall be five Directors of the Chapter.
- (b) Two Directors shall be representatives of the South Carolina Department of Health and Environmental Control representing the Bureau of Air and the Bureau of Land and Waste Management and will be proposed by the respective Bureau Chief. Each of these Directors will serve a three year term.
- (c) The remaining three Directors shall be elected to serve staggered three-year terms by a majority vote of the members voting at the first business meeting of each calendar year or by ballot, as approved by the preceding Directors.

### Section 3

Directors of the International Association living within the area of the Chapter shall be ex officio members of the Chapter Board with voting privileges.

### Section 4

- (a) The executive, financial, and general administrative functions of the Chapter shall be vested in the Executive Board (hereinafter referred to as the "Board") whose members shall be the Officers, Directors, ex officio members, and the retiring Chair.

- (b) Interim vacancies of elected Officers or Directors shall be filled by appointment by the Board until successors have been elected at the next Annual Meeting.
- (c) All members of the Board shall be members of the International Association.

#### Section 5

The Officers and other members of the Board shall serve without remuneration.

#### Section 6

Ballot transmittal shall be by electronic mail, fax, or postal mailing to the last point of contact of record 30 days before the ballot is due. Elections must be complete by December 15 of each year.

### **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 membership and the Chair of all Standing and Temporary committees;
- (d) appoint an Auditor on an annual basis;
- (e) be the final authority, within the jurisdiction, on the bylaws of the Chapter;
- (f) 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; and,
- (h) ensure an Annual Report is submitted to the International Association.

#### Section 2

The Vice Chair shall:

- (a) preside at all meetings in the absence of the Chair;
- (b) assume all powers and duties of the Chair should the Chair be unable to so perform;
- (c) be the Chair of the Program Committee; and,
- (d) be responsible for securing speakers for the Chapter meetings.

### Section 3

The Secretary shall

- (a) give written notice of general business, technical, special and Board meetings,
- (b) keep a record of the minutes of all meetings of the Chapter and Board;
- (c) conduct appropriate correspondence of the Chapter;
- (d) assist with the preparation of the annual report to the International Association regarding the affairs of the Chapter, active membership, summary of public meetings, business transactions, and Treasurer's report; and,
- (e) surrender at the end of his/her term of office to his/her successor all reports, files and documents created during the preceding term.

### Section 4

The Treasurer shall

- (a) receive all moneys of the Chapter and deposit or invest them as directed by the Board;
- (b) disburse moneys as directed by the Chapter or by the Board;
- (c) keep accurate and complete records of all financial transactions;
- (d) furnish a financial report at the business meetings of the Chapter or as requested by the Chair and/or Board;
- (e) submit his/her records and accounts for audit on an annual basis by an auditor appointed by the Chair; and,
- (f) surrender at the end of his/her term of office to his/her successor, or to such person as may be authorized by the Chair to receive them, all properties and records of the Chapter and/or the International Association as may be in his/her custody.

## **ARTICLE VI - COMMITTEES**

### Section 1

The Chair shall appoint members of the following Standing Committees consisting of Board members and other from the general membership roster. Standing Committees shall consist of:

- (a) Membership Committee shall promote the growth of the Association by soliciting membership in the Chapter and International Association.

- (b) Program Committee, consisting of the Chapter Vice Chair as the Committee Chair and two other members, shall secure speakers and make all the physical arrangements (venue, special equipment and meal arrangements) for technical meetings.
- (c) Nominating Committee, consisting of one Board member as Chair and two other members, shall prepare a proposed slate of Officers and Directors, as appropriate, for the annual ballot.
- (d) Other Standing Committees may be established by the Board to promote the purposes of the Chapter.

#### Section 2

The Chapter Chair may appoint temporary committees as deemed necessary, provided such appointment does not conflict with other provisions of the bylaws.

### **ARTICLE VII - OPERATIONS**

#### Section 1

Annual dues for membership in the Chapter in excess of the amount assessed by the International Association's Board of Directors may be established by the Chapter Board. Chapter dues may be incorporated into other amounts charged for various Chapter events.

#### Section 2

The fiscal operating year, the membership year, and the operating year of the Chapter shall be January 1 to December 31 during which at least one technical meeting shall be held.

#### Section 3

- (a) Board Meetings may be called by the Chapter Chair by notifying the members of the Board. The Board shall designate the dates for the general business and technical meetings and the Secretary shall give written notices thereof.
- (b) Chapter Meetings shall be called by the Chapter Chair by notifying members of the Chapter.
- (c) Technical Meetings may be called by the Chair or the Board by notifying members of the Chapter.

#### Section 4

Ten active members shall constitute a quorum for any general business or special meeting. Five members of the Board shall constitute a quorum for a meeting of the Board.

### Section 5

Only members of the Chapter are entitled to vote. Unless otherwise provided, majorities vote of the members present and voting shall rule.

### Section 6

The Nominating Committee shall prepare a list of nominees for Officers and Directors, obtain their acceptance of nomination and:

- (a) Present the slate at the business meeting when elections are scheduled; or
- (b) Publish the slate via electronic mail.

Additional nominations may be made from the floor or by electronic mail to the Chapter's general electronic mail address. The nominees shall reflect employment and geographic representation to ensure a broad and fair administration of the business of the Chapter. Ballots will be made available to the membership and accepted either by standard mail, electronic submission (electronic mail) or in person to the Chapter Secretary or his/her designate. The new Officers and Directors will assume their duties at the beginning of the new fiscal year.

### Section 7

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

### Section 8

Chapter members shall pay Section Dues and shall be entitled to all privileges of Section Membership. Such dues shall be paid through dues payment to the International Association.

### Section 9

No financial commitment by the South Carolina Chapter shall be binding upon the South Atlantic States Section.

## **ARTICLE VIII - AMENDMENTS**

### Section 1

Any member may propose an amendment of the Bylaws to the Board. Before the amendment can be submitted for consideration of the membership, it must be approved by the Board.

### Section 2

The Board shall promptly submit to the membership any proposed amendment approved as provided in Section 1.

A notice of the business meeting at which the amendment is to be considered, and official ballot, and a proxy form must be sent to each Chapter member in good standing for

consideration. Such notice shall describe whether the votes will be at a business meeting or by ballot and shall be mailed through electronic mail to each voting member, at such address as appears in the records of the Association.

### Section 3

Adoption shall require affirmation by two-thirds of the votes cast at a regular business meeting for which due notice has been given or by electronic mail, if allowed by the Board. Unless otherwise noted in the amendment, amendments shall become effective immediately upon adoption by such two-thirds majority vote. The balloting period shall be no more than 15 days in length.

### Section 4

Within 90 days after amending the Chapter bylaws, the Secretary shall submit a copy of the amended bylaws to the Headquarters of the International Association and to the South Atlantic States Section.

### Section 5

Any section of the bylaws or amendments adopted hereafter which conflict with the bylaws or policy of the International Association are null and void.

## **ARTICLE IX - 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 International 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.