

Air & Waste Management Association
Board of Directors Policy Manual (per the annual review: December 2022)

PREAMBLE

The intended use of this Board of Directors Policy Manual (hereafter referred to as the “Manual”) is to serve as a corporate memory of historical decisions and policies of the Board of Directors that are still in effect at this time. The procedures in this Manual are intended to be guidance for Board of Directors activities and to provide direction to the existing Board of Directors. It is anticipated that this Manual will be a “living” document that will see routine updating and revision as the need occurs.

1.0 BOARD OF DIRECTORS

The management of the Association shall be vested in its Board of Directors (hereafter referred to as the “Board”). The Board shall consist of up to eighteen (18) Directors, who shall serve without compensation, including the President, President-Elect, and the last Past President willing and able to serve (“Past President”), at least six (6) directors elected at large, and the Chairs of each Council, each of whom shall be selected by the respective council as provided in their procedures, and up to three (3) directors who may be appointed by the Board. The Secretary and Treasurer shall be nonvoting members of the Board and Executive Committee and shall not be in the authorized number of 18 Directors. [Ref. Bylaws Article VII, Section 1].

Position descriptions are included as Appendix A.

1.1 EXECUTIVE COMMITTEE

1.1.1 Function

The function of the Executive Committee is to act for the Association when timely decisions are required to implement the policy decisions of the Board and the full Board is not available to act. In addition, the Executive Committee may act in an advisory role to the President and assist in planning the affairs of the Association. The Executive Committee has and may exercise all of the powers of the Board when the Board is not in session but cannot modify any action taken by the Board except when a timely decision is required, and the Board is not available to act. All Board members will be notified of Executive Committee calls and meetings, provided with agendas, and invited to participate. All actions taken by the Executive Committee shall be reviewed and confirmed by the Board at the next subsequent meeting. The President shall decide whether conditional action should be considered immediately by the Board via telephone, email, or written ballot or held over for the next session of the Board. [Reference: Bylaws, Article IX, Section 5].

1.1.2 Composition

The Executive Committee shall consist of the President, Past President, President-Elect, three (3) Vice Presidents, Secretary, Treasurer (the "Officers") and Finance Committee Chair and shall meet at the call of the President. The Secretary and Treasurer shall be non-voting members [Reference: Bylaws, Article IX, Section 4].

1.1.3 Minutes

Actions of the Executive Committee will be recorded in detail and promptly forwarded to the Board of Directors.

1.1.4 Quorum

The quorum of the Executive Committee is six voting members. Proxies may not be used.

1.2 RECOGNITION

Lapel pins for incoming President, President-Elect, Past President, Directors, , Secretary, Treasurer, and Council Chairs are to be awarded and distributed as soon as possible after he/she enters office.

Former members of the Board and Past Presidents have the option of purchasing pins commensurate with their status on the Board.

Retiring board members shall be presented with a plaque with their name and term included.

1.3 BOARD MEETINGS

1.3.1 Executive Sessions of the Board

The President may convene an executive session of the Board to discuss matters appropriate for consideration by voting Board members only. Any action item voted upon, or decisions reached at an executive session shall be made part of the minutes of the meeting and available to any member.

1.3.2 Minutes of the Board of Directors and Executive Committee Meetings

After approval by the Board of Directors of the minutes of a Board or Executive Committee meeting, a summary of actions shall be made available to anyone requesting it. This summary will be made available in a publication of the Association or be posted on the website.

1.3.3 Orientation for New Board Members

All new Board members must participate in the New Board Member Orientation or substitute training as approved by the President. This training will include a review a review of the major policies, procedures, and expectations for members of the Board of Directors.

1.3.4 Board Meetings and Voting

1. The Board shall hold an Annual Board Meeting in conjunction with the Association's annual conference and shall meet at such other times as it may elect, or at the call of the President, or upon request in writing of five (5) Directors. The Board shall establish an annual schedule for regular meetings.
2. The Secretary shall send a written notice of each regular Board meeting to each Board member at least two weeks in advance. Written notice of any special meeting of the Board shall be given to each director at least 48 hours before the time named for the meeting. The purpose of any special meeting shall be specified in the notice.
3. Except as may be provided elsewhere in the Bylaws, at all meetings of the Board, half of the voting Directors, not counting vacancies, shall constitute a quorum, and action will be taken by a majority vote of those present, unless there is a higher requirement in these Bylaws.
4. There shall be no proxy voting.
5. Meetings of the Board may be conducted either in person or by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting of the Board in such manner shall constitute presence in person at the meeting for purposes of establishing a quorum and for voting.
6. Any action which may be taken at a meeting of the Board may be taken without a meeting (e.g., by e-mail) if written consent to the action is provided by all of the Directors in office and filed with the Secretary. [Reference: Bylaws, Article VII, Section 5].

1.4 ELECTIONS

1.4.1 Election of President-Elect and Directors

The election of the President-Elect and Directors shall proceed pursuant to the procedures outlined in Article VIII of the bylaws. Each Council shall accomplish the Council Chair elections as provided in their Board-approved procedures and as documented in each Council's Manual of Operations.

1.4.2 Election of Vice Presidents

The election of Vice Presidents shall proceed pursuant to the procedure outlined in Section 2.2.2 of this Manual.

1.4.3 Procedure in Event of Vacancies on the Board

In furtherance of the Bylaws (Reference: Bylaws, Article VII, Section 4), when a vacancy occurs on the Board due to the resignation or death of a member, the President shall promptly convene a meeting of the Board to propose a replacement to the Board. Nominations from the existing Board to fill a vacancy will be submitted two weeks before the Board meeting. Notice of the vote shall be provided to the Board. In making its selection, the Board shall consult with the Chair of the Nominating Committee for Election of President-Elect and Directors (Reference Policy Manual, Section 2.2.1), determine any candidate's eligibility, and respect the Board composition defined by the Bylaws, Article VII, Section 2. Upon affirmative vote of the Board, the replacement shall be considered duly

appointed and shall be invited to attend the next scheduled Board meeting to assume new duties.

1.4.4 Removal of a Board Member

If any Board member demonstrates inactivity over a period of seven (7) months, that Board member shall be contacted by the President to determine continued interest in participating on the Board.

An officer or director of the Association may be removed for malfeasance in office or failure to participate upon a two-thirds vote of the Board of Directors in accordance with policies and procedures adopted by the Board and published in the Board of Directors' Policy Manual [Reference: Bylaws, Article VII, Section 8].

2.0 COMMITTEES AND APPOINTMENTS

2.1 GENERAL INFORMATION

2.1.1 Categories of Established Committees

Standing Committees have their functions, and, in some instances, their composition defined by the Bylaws.

Service Committees serve the total membership and have their functions, and, in some instances, their composition defined in the Policy Manual. They can be added, deleted, changed, or given special assignments by the President with the approval of the Board of Directors. Other committees may be established by any of the Councils, in accordance with their respective operation manuals.

2.1.2 Appointment of the Committee Chair and Members

The President, in consultation with Council Chairs and other members of the Board of Directors, shall appoint the Chairs of all Standing and Service Committees.

No committee of the Association is allowed to pass a directive that Board members are not permitted to serve on a committee or council.

All committees will function on the basis that the officers are a Chair and a Vice Chair. The term co-chair should not be used since it indicates a joint Chair and only one person should have the final authority and ultimate responsibility for a committee's activities.

2.1.3 Supervision of Committees

It shall be the responsibility of the President to make the assignments by functional groupings based on the backgrounds and experience.

2.1.4 Report by Committees

All committees and councils shall submit, at least annually, a written report to the Board. The reports shall state the accomplishments of the committee or council during the past year, the program for the coming year and define budgetary support, if any, for that program. These reports, or a summary thereof, shall be made available to all members through Association publications or on the A&WMA website. Reports from councils and committees that function on a calendar year rotation are made at the winter board meeting. Reports from

councils and committees that function on a June-to-June rotation are made at the June board meeting.

2.2 NOMINATING COMMITTEES

2.2.1 Nominating Committee for Election of President-Elect and Directors

The Nominating Committee shall consist of at least five members from as wide a geographical distribution among the sections as practical. All the committee members shall have been members of the Association for not less than five (5) years at the time of their appointment. Except for the Immediate Past President, who will serve as chair of the committee, none of the nominating committee members shall be a member of the existing Board. A designated Headquarters staff member will serve as liaison. [Reference: Bylaws, Article VIII]

Annually the Board shall review the rating criteria used by the Nominating Committee and provide guidance as to the specific knowledge areas and functional skills that the Board considers necessary. Suggested skill sets might include financial acumen, leadership skills, and good team building skills.

The Nominating Committee is directed in reporting nominations to ensure that after the election the voting Board will be composed of up to eighteen (18) members, reflecting, to the extent practicable, the balance of representation set forth in Article VII, Section 2 of the bylaws. To that end, plan the nominations slate so that after the next election at least three (3) of the 18 voting Directors will be from the regulated community, at least three (3) shall be from the regulatory sector, and at least one shall from an academic institution. These directors will include a minimum of six (6) Directors elected at large by the Association membership.

To best serve the Association and the category for which a nominee is being nominated, the nominee should:

- (1) possess a clear understanding and knowledge of current issues and concerns associated with the category, and
- (2) have the relationships and ability to reach out to leaders and the community at large in that specific category.

In filling out the nominee slates, a nominee's categorization will typically be based on his/her current employment or last employment if the nominee is retired/unemployed. A nominee's prior long-term (10+ years) and especially relevant work experience in categories other than what the nominee's most current employment would suggest, may also be used in categorizing the candidate. The nomination application material submitted shall include information that demonstrates the candidate possesses experience and attributes expected of candidates in such category, and that such categorization will be of benefit to the Association.

If the Nominating Committee is unable to find two candidates within the employment category sought for election, then other experience or attributes of the candidate may be considered in the selection process.

The maximum Board of 18 voting members consists of the President, the President-Elect, and the last Past President willing and able to serve ("Past President"), the Chairs of each Council, at least six (6) directors elected by the membership at large, and up to three (3) directors who may be appointed by the Board. The Secretary and the Treasurer shall be non-voting members of the Board and are not in the authorized number of 18 Directors.

Up to three (3) Directors may be appointed by the Board for three-year terms to represent specific knowledge areas and functional skills. Skills to be considered may include, but are not limited to financial knowledge, involvement in unique business sectors or geographic area, or a target membership not otherwise recognized. Following the election, the Nominating Committee will review the composition and skill sets of the Board-elect to evaluate the need for appointed Board members and make any necessary recommendations to the Board. The appointed Board members, like all other Board members, serve three years, so the Board may choose to not fill all open positions, to allow the next year's Board to have options available.

2.2.2 Nominating Committee for the Slate of Vice Presidents

The retiring Board members will constitute the Nominating Committee and report the slate of candidates for Vice Presidents for the next year at the end of each calendar year. The outgoing Past President serves as Chair of the Committee. The Committee will nominate candidates for three Vice President positions from the continuing Board members, in consultation with the incoming President.

2.3 COMPENSATION COMMITTEE

The President shall chair the Compensation Committee. In addition to the President, the committee shall at a minimum consist of the President-Elect, Immediate Past President, Finance Committee Chair and Treasurer. Additional members of the Executive Committee may be invited at the discretion of the President. The Executive Director shall work with the committee as required.

The Committee serves the following functions: to oversee the compensation plan and benefit policies of the Association; approve the staff compensation and benefit plan as presented to the committee by the Executive Director; manage the contract of the Executive Director; and set the compensation and benefits of the Executive Director.

The President, in consultation with all other committee members and the Executive Director, shall set the meeting dates of the committee. The committee shall meet at a minimum of once per year. Agreement of a majority of the committee is required to approve the compensation plan.

Specific minutes of the meeting shall be kept confidential within the committee, or summary of the minutes will be provided upon request to members of the compensation committee for the immediate subsequent year. Compensation data, necessary for budget and operations shall be made available, and will be provided as required by law.

2.4 FINANCE COMMITTEE

The Committee consists of three or more members of the Board, the President-Elect, and the Treasurer. Voting members of the Finance Committee include the three or more Board members and the Treasurer. The Executive Director and any Council Chairs who are not otherwise members of the Finance Committee shall be non-voting members of the Finance Committee. [Reference: Bylaws, Article XI, Section 4]

In addition, the Chair of the Finance Committee may request the President to approve the appointment of additional Board members to the Finance Committee as voting members.

The Finance Committee is responsible for:

- Developing and reviewing fiscal procedures,
- Overseeing the annual audit and preparation of the form 990, including engaging the auditors, reviewing the audit, management findings, and 990, and reporting these items back to the Board,
- Reviewing and explaining the annual budget to the full Board,
- Monitor the investment program and advising of appropriate courses of action,
- Review of insurance program, and
- Oversight of all financial aspects of the Association.

The committee shall meet a minimum of three times each year, and as required at other times to evaluate the financial status of the organization, report to the Board and make appropriate recommendations to the Board.

Staff shall provide the monthly financial reports, financial forecasts and any other information as requested by the Finance Committee in a timely manner. Staff will assist the Treasurer in preparation of the quarterly Treasurer's Reports.

The Chair of the Finance Committee shall serve on the Executive Committee.

2.4.1 Investment Policy

On behalf of the A&WMA Board, the Treasurer manages the investment of excess cash and reserve funds under the direction of an Investment Policy. The Finance Committee is responsible for reviewing and updating the Investment Policy as needed. The investment policy, principles, and practices to be followed are detailed below:

1. The investments in the portfolio are to be placed with investment consultants contracted by the Executive Director with approval of the Treasurer and Executive Committee. The assets are to be managed by top tier money managers/mutual funds as screened and selected by the consultants. In addition, individual bonds and certificate of deposits may be purchased in the accounts. Top tier money managers are the best money managers for each asset class as determined by the investment consultant's firms on-going due diligence by focusing on risk adjustment performance through full market cycles.
2. Other investments for cash more than A&WMA's fund balance are to be invested in FDIC Insured Certificates of Deposit or other fixed income instruments (as described in #3.2) and covered by FDIC guarantees to the

- extent possible. Investments in FDIC accounts shall not exceed insurance limits.
3. The preservation of capital shall be emphasized over full market cycles in a balanced growth and value portfolio of professionally managed mutual funds and FDIC Insured Certificates of Deposit, or other fixed income instruments as described in item #3.2 for the fixed income allocation. The amount of equities shall not exceed 65% of the fund balance. Any actions due to this limit will be reviewed in the first Finance Committee meeting after the year-end financial close, if not sooner.
 - 3.1 The balanced, growth and value allocation should be professionally managed and diversified between the major asset capitalizations of the balanced, growth and value styles of investment, which may include domestic and international investments. The balanced, growth and value portfolio may be rebalanced annually, semiannually, or quarterly, as recommended by our investment consultants. The performance of all investments shall be reported to the Finance Committee quarterly by the Treasurer and an overall annual review shall be presented by the investment consultants at a Finance Committee meeting in the first quarter of the following year.
 - 3.2 Fixed income investments for the long term shall be investment grade (Triple A to Triple B) and for the short term shall be Moody Prime P-1 grade if possible and all Certificates of Deposit should be FDIC insured. In addition, to the extent fixed income separately managed accounts or fixed income mutual funds are utilized to manage the assets, they must be investment grade funds. However, as actively managed funds, the fund may hold a small percentage of assets in non-investment grade fixed income for the purpose of adding alpha to the accounts.
 - 3.3 Alpha is defined as the incremental return generated versus an index after accounting for volatility in the form of beta. A positive alpha suggests risk-adjusted value added by the money manager versus the index. Beta measures the return that is attributable to the market and is a measure of the portfolio's overall volatility. Additionally, a professionally managed fixed income mutual fund to be considered an "Investment Grade Bond Fund" it needs to have a minimum of 80% of the assets in investment grade bonds.
 4. Fixed income funds and equity funds composition should avoid undue concentration in economic industries or sectors.
 5. The overall investment strategy shall be based on long-term principles and concepts of achieving a competitive rate of return through full market cycles and strive to achieve a competitive rate of return of inflation plus 1% (100 basis points).
 6. To the extent possible, the overall portfolio should have a beta ratio to market of no more than 1.2.
 7. A&WMA shall receive monthly reports summarizing investment activities, transactions, and values. In addition, A&WMA will be provided with a quarterly performance monitor. These reports shall be provided to the Finance Committee monthly.
 8. The overall Portfolio's performance will be evaluated through full economic and market cycles based on (but not all inclusive) the following: overall rate of return, risk adjusted return, comparison with risk adjusted returns achieved by other managers in their peer group with a similar philosophy.

Emphasis will be placed on evaluating performance on a risk-adjusted basis.

9. The Finance Committee will annually review, and change as appropriate, the Investment Policy.
10. This investment policy does not include the Scholarship Funds since these are managed by the Scholarship Trustees, who determine the Investment Policy for the Scholarship Fund.

2.5 BYLAWS COMMITTEE

2.5.1 Changes to the Bylaws

Amendments to the Bylaws may be proposed either (i) by a majority of Directors at any meeting of the Board, or (ii) recommended amendments may be submitted to the Board in writing, signed by not less than one hundred (100) voting members of the Association. Upon approval of at least five (5) Directors, the recommended amendments shall be deemed to be proposed amendments. [Reference: Bylaws, Article XIII].

2.5.2 Composition

In the event of proposed Bylaws revisions, the President shall appoint, with Board approval, an ad hoc committee of five members. Three of the five members shall be the three most recent Past Presidents of the Association. The President shall designate the Chair of the committee.

2.5.3 Functions

This ad hoc committee shall:

- Review the Bylaws for technical correctness.
- Review the language of all proposed amendments for technical correctness, and draft language for changes in other sections of the Bylaws that are affected by the proposed amendment, to affect the proposed amendments.

2.6 HONORS AND AWARDS COMMITTEE

2.6.1 Composition

This is a rotating committee of five members with the retiring President automatically appointed to the Committee for a term of five years. The senior member in terms of committee service is automatically the new committee Chair each year. The President may appoint another Past President to fill any uncompleted terms. A designated Headquarters staff person acts as liaison.

2.6.2 Functions

Issue a call for nominees each year for all established international awards. Screen all nominations at least 90 days prior to the Annual Conference & Exhibition and certify to the Board the names of candidates the committee recommends receiving honors and awards. This committee is responsible for all Association awards except the J. Deane Sensenbaugh Environmental Technology Award and the Fellow Member recognition, for which there are separate committees.

By resolution of the Board, the Association desires to honor individuals while they are alive by showing preference to living candidates when there are equally deserving alternative choices.

2.6.3 Honors and Awards Information

Information -on the Association's honors and awards recipients shall be communicated through the organization's website and other electronic communication formats. The information shall identify the Chambers, Mellon, Griswold, Ripperton, Sensenbaugh, Gruber, Scherr, Waste Management, Outstanding Young Professional, and Honorary Membership award recipients. The information shall also include the Fellow members, Minasian and Chapter Cup recipients, and the names of the Scholarship Awardees, including the amount of the awards, the schools, and the recipients' major areas of study. Donations to the Scholarship Fund should also be listed as well with special recognition for donors.

2.7 J. DEANE SENSENBAUGH ENVIRONMENTAL TECHNOLOGY AWARD COMMITTEE

The J. Deane Sensenbaugh Environmental Technology Award Committee is a standing committee of the Association that reviews nominations and makes recommendations to the Board for granting the award. The committee has nine members, one of which shall be the Technical Council Vice Chair. The committee chair and members are nominated by Technical Council and shall be appointed annually by the Association President. Committee members shall be selected from those Association members with appropriate technical expertise and no conflict of interest. A designated Headquarters staff person acts as liaison.

See Section 4.5 for Award details.

2.8 FELLOW ADMISSIONS COMMITTEE

2.8.1 Admissions Committee Composition

The committee consists of nine members all of whom shall be Fellows. Terms are staggered to allow three new members to be appointed each year. Members shall not be appointed to successive terms unless other qualified Fellow Members are unable to serve. Members of the Board shall not serve on the admissions committee. If a member fails to complete a term, a new member shall be appointed to complete that term. A member appointed to a partial term is eligible to serve a full three-year term at the conclusion of the partial term.

2.8.2 Admissions Committee Appointment Procedure

The Chair and committee members are appointed by the Board upon recommendation of the three outgoing (third year) members of the committee. Recommendations for the new Chair and committee members shall be submitted to the incoming President each year. Recommendations to fill unexpired terms shall be submitted as soon as possible after the vacancy occurs.

2.8.3 Chair

The Chair shall serve for one year and shall be in the third year of the term.

2.9 PUBLICATIONS COMMITTEE

2.9.1 Composition

The committee is comprised of fifteen (15) or more Association members. Ex officio members are the Chairs of all Subcommittees; Technical Editor(s) of the Journal; Chairs (or their designees) of the Technical Council, Education Council and Sections & Chapters Council; EM Editorial Advisory Committee Chair; and Chair of the Critical Review Committee. The remaining members are selected from the Association's membership at-large, representing the diverse technical topic areas and publication needs of the membership. The main criterion for membership is fulfillment of responsibilities and participation in activities of the Committee.

Except for the President's appointed Director, whose term is one year; all other committee members shall serve for 3-year terms. There shall be no restraint on reappointment of active members.

The President shall appoint the Chair for a 3-year term from among members who have had at least three (3) years' experience on the committee. The President shall consider the recommendations of the committee, which shall be submitted to the President prior to the Annual Conference when the incumbent Chair's term expires.

A designated Headquarters staff member shall serve as liaison to the committee.

2.9.2 Function

The Publications Committee provides policy and editorial guidance for all publications of the Association, including the Journal of the Air & Waste Management Association and the EM Magazine. It acts for the Association to ensure the high technical quality of the Association's publications and the balanced technical content in published materials representing issues of Association focus and membership interest. The Publications Committee may, from time to time, establish Subcommittees to address specific issues of interest.

The Publications Committee Manual of Operations governs the operation of the committee and its subcommittees.

2.10 SCHOLARSHIP FUND TRUSTEES

The fundraising, total annual award levels, and investment activities, are administered by the Scholarship Fund Trustees.

The Scholarship Fund Trustees consists of three or more Association members and are appointed by the President for a three-year term. The Treasurer of the Association shall serve as Chair of the Trustees. Quarterly scholarship fund reports are to be prepared for the Trustees. The Trustees shall meet at a minimum of once each year and prepare an annual financial report summarizing the activities of the Scholarship Fund. The award level established each year will be limited to the average of the interest, dividends, and net realized and unrealized gains over the previous 3 years, plus any scholarship funds received from events and individual donations less than \$3,000. For any

donations more than \$3,000, 75% will be given out in the year they are received, with the other 25% deposited into the scholarship funds. The Scholarship Fund Trustees will annually set the amount of money that can be used for the awards program and communicate this to the Scholarship Award Committee (Education Council).

Detailed information regarding the operations of the Trustees and the scholarship process is documented in the Finance Committee Manual and the Education Council Manual of Operations.

3.0 COUNCILS

The Board may change, modify, add, or delete Councils, except for Sections and Chapters Council, which is defined in the Bylaws Article XVI as the Member Unit Council.

- The Chairs of each Council, each of whom shall be selected by the respective council as provided in their respective procedures shall serve on the Association Board.
- The term of office for a Director who is a Council Chair shall be the term served as Council Chair and shall be no longer than three years.
- The Executive Director and any Council Chairs who are not otherwise members of the Finance Committee shall serve as non-voting members in the Finance Committee.
- The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Association meetings in all instances in which they are not inconsistent with the Bylaws. At any meeting, the chair may allow issues to be discussed before a formal motion is made; however, upon second of a formal motion, *Robert's Rules* prevail.

3.1 EDUCATION COUNCIL

Education Council is the component of the Air & Waste Management Association that is responsible for education and training programs.

The Education Council Operations Manual governs the operation of the Council. The Chair and Vice Chair of the Council are selected by the procedures documented within the Council's Operations Manual.

Objectives

The principal objectives of the Education Council are to:

- Foster programs in education, training, and professional development.
- Develop adequate professional resources.
- Improve the knowledge of members and the public.
- Provide information to the public, legislators, and administrators.

All Association members with interest in education and training are encouraged to participate in its activities by joining the committees of the Council.

Organization

The Council consists of an Executive Committee, various divisions, divisional committees, a standing committee, and other council-level committees as may be deemed necessary by the Council to meet the Objectives.

3.2 SECTIONS & CHAPTERS COUNCIL

Sections & Chapters Council is the component of Air & Waste Management Association that represents local member organizations at the Association's Board of Directors and communicates Association's policies and goals to local member organizations.

The Sections & Chapters Council Operations Manual governs the operation of the Council. The Chair and Vice Chair of the Council are selected by the procedures documented within the Council's Operations Manual.

The Sections & Chapters Council consists of a Chair, Vice Chair, Chairs of standing Committees and other council-level committees as may be deemed necessary by the Council.

Objectives

The purpose of the Sections & Chapters Council is to:

- Provide guidance, best practices, and other tools to local member units to strengthen and help run their organization effectively.
- Serve as a liaison between local member units and the Association's Board of Directors.
- Evaluate policies and make recommendations on behalf of the sections and chapters to the Board of Directors on matters related to the members, Sections, Chapters, and the Association.
- Provide coordination with the other Councils and Headquarters throughout the year.

Guidelines for Formation and Operation of Sections and Chapters

It shall be the policy of the Association to encourage the organization of Member Units to carry out the mission and core purpose of the Association on a functional, geographic, or special interest level. All officers and members of the governing body of each Member Unit shall be members in good standing of the Association.

The Sections & Chapters Council Operations Manual shall provide the detailed operating procedures. It also details the basis for the formation of new sections and chapters, including Student Chapters, their operations, and their charter and management structure.

The Sections & Chapters Council recommends new sections and chapters (or decommissioning of some) to the Board of Directors for approval. The Board of Directors shall approve all new sections, chapters, and student chapters. The Board reserves the right, at any time, to withdraw its original authorization for a section or a chapter to operate under the name of the Air & Waste Management Association when, in its opinion the section or chapter functions in a manner

deemed improper. In the event of dissolution, after payment of all such debts, the tangible assets of the proposed incorporated section or chapter shall, be distributed in accordance with the bylaws of the dissolved section or chapter or become the property of the Association.

It is recommended that all sections and chapters be incorporated.

Decommissioning of Sections and Chapters

The process for the Decommissioning of sections and chapters is detailed in the Sections & Chapters Council Operations Manual.

3.3 TECHNICAL COUNCIL

Technical Council is the component of the Air & Waste Management Association that provides coordination of the technical programs of the Association.

The Technical Council Operations Manual governs the operation of the Council. The Chair and Vice Chair of the Council are selected by the procedures documented within the Council's Operations Manual.

The Council consists of an Executive Committee, groups, divisions, technical coordinating committees, a standing committee, and other council-level committees as may be deemed necessary by the Council or to meet the Objectives.

Objectives

The purpose of the Technical Council is to:

- Identify and supply technical expertise to the Association.
- Support the development and operation of conferences and technical meetings.
- Conduct and report on state-of-the-art studies.
- Provide a technical review capability.
- Participate in providing technical information on future regulatory issues.

3.4 YOUNG PROFESSIONAL ADVISORY COUNCIL

Young Professional Advisory Council is the component of the Air & Waste Management Association that is responsible for advising the A&WMA Board and other Councils regarding services and activities to effectively engage young professionals.

The Young Professional Advisory Council Manual of Operations governs the operation of the Council. The Chair and Vice Chair of the Council are selected by the election procedures documented within the Council's Manual of Operations.

The Council leaders consists of a chair, vice chair, past chair, committee chairs, committee vice chairs, coordinators, liaisons, representatives, members at large, and other ad hoc task force chairs as may be deemed necessary by the Council or Council chair to meet the objectives.

Objectives

The Young Professional Advisory Council strives to:

- Advise the A&WMA Board and other Councils regarding services and activities to effectively engage YPs.
- To develop and assist with the implementation of plans to recruit and retain YP members by fostering relationships with YP members, employers, A&WMA Sections and Chapters, students, and partner organizations.
- To assist the leadership of A&WMA in the recruitment, retention, and development of YP members to serve in roles within A&WMA.
- To facilitate the integration of student members into the Association upon graduation.

Note: A&WMA defines a YP as being 35 years of age or younger and working in the environmental profession.

4.0 ASSOCIATION AWARDS

To promote advancement in the mission and core purpose of the Association and encourage and reward accomplishments toward that goal, the Board established the honor and award categories included herein. The Board at its discretion may create new or eliminate existing honor and award categories.

Nominator/Nominee Eligibility:

- Any Association member in good standing, including a sitting Board member is eligible to nominate candidate(s) for any of the award/honor categories.
- A sitting Board member while serving his/her term shall not be eligible for consideration for any of the award/honor categories, except for the Outstanding Young Professional Award.
- In the event an award/honor nominee slate submitted to the Board for approval includes sitting Board member(s), such Board member(s) shall recuse themselves from voting on the award for which they are nominated but may vote for other awards.

4.1 FRANK A. CHAMBERS EXCELLENCE IN AIR POLLUTION CONTROL AWARD

This award was established by resolution of the Board on February 12, 1954. It should be noted that the Board has approved revised criteria. The criteria are as follows:

This award is for outstanding achievement in the science and art of air pollution control. It requires accomplishment of a technical nature on the part of the recipient, which is considered to be a major contribution to the science and art of air pollution control, the merit of which has been widely recognized by persons in the field.

The coverage is intentionally broad since it is expected to recognize an individual's achievement in any line of technical endeavor in air pollution control from pure research to applied science.

Frank A. Chambers (1885-1951) was a founder of the Smoke Prevention Association of America, forerunner of the Air & Waste Management Association and almost single-handedly established the foundation of our present Association. His ideas have been put into operation in many cities in the United

States. The Frank A. Chambers Award may be awarded to members or nonmembers of the Association.

Nominations for this award will only be accepted from members of the Association.

4.2 RICHARD BEATTY MELLON ENVIRONMENTAL STEWARDSHIP AWARD

This award was established by resolution of the Board on February 12, 1954. It should be noted that the Board of Directors has adopted a revised set of criteria for this award. The criteria are as follows:

This award is for an individual whose contributions of a civic nature, whether administrative, legislative, or judicial, have aided substantially in pollution abatement some field related to the mission objectives of the Association. Eligibility for the award requires the sincere and constant effort of an individual over a period to develop or increase interest in or acceptance of the cause of air pollution control and waste management for the betterment of man's environment. It is awarded to that individual who, through unselfish interest and in a manner best suited to his/her own resources, has furthered the cause of some field related to the mission and objectives of the Association and is not limited to any specific area of endeavor.

Anyone chosen for this privilege should have attained wide prominence and be well known for his/her interest in some field related to the mission and objectives of the Association.

Richard Beatty Mellon (1858-1933), in the desire to benefit mankind, with his brother, Andrew William Mellon, established the Mellon Institute of Industrial Research in 1913. Mr. Mellon showed great interest in the abatement of urban smoke and air pollution. He was the leader in incepting and sustaining the first modern investigations looking into ways and means of controlling the pollution of our atmosphere. The Richard Beatty Mellon Award may be awarded to members and nonmembers of the Association.

Nominations for this award will only be accepted from members of the Association.

4.3 S. SMITH GRISWOLD OUTSTANDING AIR POLLUTION CONTROL OFFICIAL AWARD

This award was established by resolution of the Board on June 29, 1971, during its Atlantic City meeting. The criteria for the award are:

This award is for outstanding accomplishment in the prevention and control of air pollution.

The recipient shall be a governmental agency staff member (past or present) whose contribution to the prevention and control of air pollution has been widely recognized by persons in the field. The coverage is broad in the sense that it is intended to recognize achievement in the many types of activities conducted by governmental prevention and control programs.

S. Smith Griswold (1909-1971) served from 1954-1965 as Chief Air Pollution Control Officer for the Los Angeles Air Pollution Control District. In 1964, he became Chief of the Abatement Branch of the Division of Air Pollution Control, HEW. He was Associate Director for the Abatement and Control when he left the federal government in 1967 and became a consultant in Washington, DC. He was a past president of the Association (1962) and focused international attention on air pollution control officer's activities, problems, and achievements. The S. Smith Griswold Award may be awarded to members and nonmembers of the Association.

Nominations for this award will only be accepted from members of the Association.

4.4 LYMAN A. RIPPERTON ENVIRONMENTAL EDUCATOR AWARD

This award was established by resolution of the Board on November 13, 1980, during its Philadelphia meeting. The criteria for the award are:

This award is for distinguished achievement as an educator in some field of air pollution control. It shall be awarded to an individual, who by precept and example, has inspired students to achieve excellence in all their professional and social endeavors. It recognizes the abilities that only a few in the education profession possess: to be able to teach with rigor, humor, humility, and pride.

The recipients of this award are representatives of the educators we would have chosen to be our teachers had we a choice. They are known by the accomplishments of their students.

Lyman A. Ripperton (1921-1978) was a practitioner in education and research for the control of air pollution his entire professional career. He left the Los Angeles County Air Pollution Control District in 1958 to assume a teaching and research position at the Department of Environmental Science at the University of North Carolina at Chapel Hill. The program in air pollution education he initiated at UNC developed into one of the foremost in the United States. His students numbered in the hundreds, and they assumed positions in every segment of the air pollution and control profession. The Lyman A. Ripperton Award may be awarded to members and nonmembers of the Association.

Nominations for this award will only be accepted from members of the Association.

4.5 J. DEANE SENSENBAUGH ENVIRONMENTAL TECHNOLOGY AWARD

This award was established by the on June 21, 1986, during its meeting in Minneapolis, Minnesota. The criteria for this award are:

The J. Deane Sensenbaugh Environmental Technology Award is presented in recognition of an outstanding achievement in air pollution control, material/waste engineering, remediation, wastewater treatment, or pollutant monitoring. Technical achievements worthy of consideration include, but are not limited to, new technologies, production/process changes that minimize pollutant emissions of waste, specific processes which minimize or more effectively control or treat pollutants, and improved management practices which reduce environmental impacts. The recipient shall be a company or

individual whose contribution to state-of-the-art technology has been recognized and accepted in commercial status within the ten-year period prior to the request for nominations. Up to two nominations, for different technology area may be selected for an award each year.

J. Deane Sensenbaugh, an environmental control engineer, had been active in the Technical Council and its Coordinating Committees for twenty-five years before his untimely death in 1982. He was Chair of Technical Council during 1976-1979 and had just completed a term as Board Member/Vice President a few months before his death.

The Award can be presented in either the air or waste category each year as opposed to alternating years as was previous practice.

J. Deane Sensenbaugh Award
Criteria for Judging Nominations

	<u>Max. Pts</u>
Overall Significance of Achievement	20
Contribution to State-of-the-Art	15
Level of Significance of Environmental Problem Solved	15
Uniqueness	10
Degree of Acceptance in the Field	10
Relative Impact/Benefit on User Operation	10
Environmental Impact	05
Regulatory Acceptance	05
User Comments in Letter of Recommendation	05
Extent of the Developmental Effort	<u>05</u>
TOTAL	100

4.6 CHARLES W. GRUBER ASSOCIATION LEADERSHIP AWARD

Established by resolution of the Board on May 2, 2003, this award recognizes an individual who has provided outstanding service to A&WMA by serving in leadership positions at both national/international and local levels and who has contributed to the achievement of the mission and objectives of the Association. To be eligible for the award, an individual must have been a member of the Association for at least 15 years and made a sincere, constant, and unselfish effort over that period, and in a manner best suited to his/her own resources, for the betterment of the Association.

Selection will be based on the following criteria:

- Member of the A&WMA for 15 years or more,
- Provided leadership for the A&WMA at the local (Section, Chapter) level,
- Provided leadership for the A&WMA at the association (National, International) level,
- Specific achievements attributable to candidate's leadership,
- General contributions to the state of the A&WMA,
- Level of significance of improvements implemented and/or problems solved,
- Relative impact/benefit to the membership, and
- Letters of recommendation documenting sincere, constant, and unselfish effort on behalf of A&WMA.

Charles W. Gruber (1910-2001) was a pioneer in the field of air pollution control. His contributions to the field of air pollution control and the

Association were numerous and significant. He joined the Association in 1938 and made important contributions during the transitional years from 1948 to 1952, when the Association was transformed from a relatively closed smoke-oriented organization to one that addressed in name, philosophy, and structure the broader dimensions of air pollution control. In 1950, he became the first president of the reorganized and renamed Association. During his term of office, he conceived of the present technical committee structure and guided its development through the early years. He was a member of the Board of Directors from 1949 to 1952 and again from 1959 to 1962. He remained active with the Association after his tenure on the Board. In 1960, Mr. Gruber was General Conference Chair of the first annual meeting to be held in Cincinnati, chair of the By-Laws Committee in 1964, and chair of the membership committee from 1952 to 1955. He served as chair of the Air Pollution Measurement Committee, and later chaired the Control Technology Division of Technical Council from 1970 to 1973. He also served on the Council's Gas and Odors Committee. In 1964, he became the first air pollution control official to be given the Frank A. Chambers Award for outstanding achievement in the science and art of air pollution control. In 1980, on the 40th anniversary of his membership and active support, the Association awarded Mr. Gruber Honorary Membership "in view of his untiring and continuing contributions to the organization."

Nominations for this award will only be accepted from members of the Association.

4.7 HONORARY MEMBERSHIP

Honorary Memberships, not exceeding two each year, may be conferred upon persons who have attained eminence in some field related to the mission and objectives of the Association or who have rendered valuable service to the Association. Honorary Members shall have the privileges of Individual Members and shall pay no dues. The Honorary membership provided to the recipient of the Charles W. Gruber Award does not count against the annual quota.

Nominations for this award will only be accepted from members of the Association.

4.8 RICHARD I. STESSEL WASTE MANAGEMENT AWARD

The Richard I. Stessel Waste Management Award was established by resolution of the Board on June 29, 1989, during its Anaheim, California meeting. The criteria for the award are any of the following:

1. Outstanding achievements in the science and art of waste management. The accomplishment on the part of the recipient is technological in nature and widely recognized by persons in the field; or
2. Outstanding achievement in the management, prevention, and regulation of wastes. The recipient may be an employee in government, industry, education or research, whose accomplishments have led to minimizing the impact of waste in the environment; or
3. For distinguished achievement as an educator in the field of waste management.

Nominations for this award will only be accepted from members of the Association.

4.9 RICHARD C. SCHERR AWARD OF INDUSTRIAL ENVIRONMENTAL EXCELLENCE

Established by resolution of the Board in 2013, the Richard C. Scherr Award is presented annually to an individual who works or worked in the business community. It recognizes his/her contributions to the Association and accomplishments in the field of environmental protection. To be eligible for the award, an individual must have been employed by industry and a member of A&WMA for at least 15 years and must have made sincere, constant, and unselfish efforts to develop or increase interest in, or acceptance of, the cause of environmental excellence in the business community. The award is not limited to any specific environmental area of business. The nominator must also be a current A&WMA member.

To be eligible for the award, an individual must have been employed by industry and a member of A&WMA for at least 15 years and must have made sincere, constant, and unselfish efforts to develop or increase interest in, or acceptance of, the cause of environmental excellence in the business community. The award is not limited to any specific environmental area of endeavor.

Richard C. Scherr spent most of his professional life devoted to environmental issues of interest to the industry that employed him. He held various leadership roles at Procter & Gamble Company, Chemical Waste Management, and Vibra Finish Company, among others. Throughout his career he supported A&WMA and promoted the Association within the business community. He served as the Association's President during 1986-1987. At the time of A&WMA's financial crisis in 2000, he took over as the Association's Executive Director. He was successful in bringing the Association to a healthy financial condition before resigning his position in 2006 due to health issues.

Any Association member can make nominations for this award.

4.10 FELLOW MEMBERS

4.10.1 Candidate Requirements

A candidate for Fellow Grade of member shall have been in some field related to the mission and objectives of the Association for a minimum of 15 years and an Individual Member for at least 10 continuous years.

Election as a Fellow shall be in recognition of two categories - "professional accomplishments" and "service to the Association," that relate to the mission and objectives of the Association. The nominee's contributions in at least one of these categories shall be outstanding, and at least significant contributions are necessary in the other category.

Professional accomplishments shall be based on contributions to the advancement of the mission and objectives of the Association. Service and achievement in other professional societies may also be considered.

Service to the Association in the areas of the mission and objectives of the Association shall be based on process, product, or regulatory development;

project leadership; managerial achievement; the education of specialists; peer reviewed technical publications; patents; and research or theoretical developments.

Past Presidents of the Association are eligible for elevation to the distinction of Fellow Member if they meet the service requirements noted in the Associations Bylaws. The procedure to be followed is that the Chair of the Fellow Members Admission Committee shall send a letter to the Past President asking if he or she desires to be elevated to the level of Fellow Member. If Past Presidents agree to be recognized as a fellow member and meet the service requirements, they will be automatically elevated to Fellow Member status following Board approval, without completing the detailed nomination forms and being subject to the review process.

Members of the Board shall not be considered for advancement to Fellow during their term. Members of the Board and members of the Fellow Admissions Committee shall not nominate or sponsor members.

4.10.2 Candidate Nominated

- By a current member
- Sponsored by four additional members
- Sponsors must be from two or more Sections
- Nominations submitted on appropriate form
- Completed nomination form and supplementary information submitted to Headquarters

4.10.3 Nomination Received by Admissions Committee

- Committee members verify that required criteria are met
- Each committee member completes a quantitative evaluation of Professional Accomplishments category and reviews (and revises as appropriate) the Service to the Association evaluation prepared by Headquarters
- Committee members return their evaluation of individual nominees to the Chair
- Chair consolidates the responses, meets via conference call with the Committee to discuss the results and by a majority vote, determines nominees to be recommended to the Board
- Chair prepares, with staff assistance, a list of nominees recommended for approval and forwards to the Board with appropriate supplementary information

4.10.4 Committee Recommendations to the Board of Directors

- Board votes on each Committee recommendation with a simple majority required to elect.
- Background on nominees to be included in presentation to the Board.
- Results are forwarded to Headquarters for action.

4.10.5 Board Action Received by Headquarters

- Nominators and candidates are notified of Committee's decision by letter.
- Certificate is mailed to successful candidates if not present at the Honor & Awards Ceremony.

Additional criteria for Fellow Member admissions includes:

- “Professional Registration” category, included in the Evaluation of Professional Accomplishments section.
- Five (5) points each with a maximum of five (5) points be awarded to a candidate for professional registration.
- The registration list will specifically include the QEP followed by PE, CCM, PG, or CIH.
- The instructions will include a requirement that a photocopy of the registration and specification of the acceptable registration be included with the nominations package.

4.10.6 Evaluation of Professional Accomplishments and Service to the Organization

The basic criteria for election as a Fellow Member require that the candidate must have made outstanding contributions in either Professional Accomplishments or Service to the Association category and demonstrated significant contributions in the other category. Most of the information needed to evaluate Professional Accomplishments is a matter of record and may be verified from Association records or those of other professional societies of which the applicant is a member. The evaluation of Service to the organization will require some subjective judgment; however, quantitative evaluation of explicit sub-categories is intended to minimize subjectivity and the potential for bias. Numerical values are equated to “Average”, “Good”, “Excellent”, and “Outstanding” ratings to facilitate determination of eligibility under the Fellow Member Admission Guidelines.

4.11 OUTSTANDING YOUNG PROFESSIONAL AWARD

The Outstanding Young Professional Award will recognize an individual or individuals who are pursuing excellence in their careers and have made a valuable contribution to A&WMA by serving in a leadership position. To be eligible, a candidate must be a young professional working in the environmental profession. A young professional is defined by the Association as being 35 years of age or younger.

Any Association member can submit nominations for this award. The nominee's contribution to A&WMA must be documented to include leadership at the local level and/or the international level. Evidence may be provided in the form of references containing personal testimonies or corroboration of committee, section, chapter, and/or council experiences; commendations from the Board and/or other professional associations or societies; commendations from governmental and/or private sector groups.

Nominations will be reviewed by the Honors & Awards Committee. Selection will be based on how the individual provided leadership for the A&WMA at the local (Section, Chapter) level and/or the international (Association) level, and how the individual is actively pursuing excellence in his or her environmental career.

The award will be presented at the Honors & Awards Ceremony during the Association's Annual Conference & Exhibition.

4.12 ADDITIONAL COUNCIL AWARDS

With the approval of the Board, the Councils may establish their own awards that can be presented at their own events.

5.0 MEMBERSHIP

5.1 GENERAL INFORMATION

5.1.1 Approval of Membership Applications

The responsibility of accepting or rejecting applications for membership as outlined in Article IV, Section 2 of the Bylaws is designated to Headquarters. Membership shall not be denied based on any discrimination.

5.1.2 Membership Statistics

A summary report covering the increase and/or decrease to membership shall be circulated to the Board together with quarterly financial statements.

5.1.3 Deceased Members

An "In Memoriam" column shall be established in an appropriate Association publication as a means of reporting deaths to the membership in a uniform manner.

A "Moment of Silence" will be an agenda item at the Annual Business Meetings to honor deceased members.

5.1.4 Participation Restricted to Members

Participation on the Board, Councils, and Committees is restricted to members of the Association, with the exceptions noted in the Bylaws for the Treasurer and appointed Director nominees (Ref. Bylaws Article IX, Section 8 and Article VIII, Section 3, respectively).

All officers of Sections and Chapters, including the Board of Directors, shall be members of the Association. Once Headquarters has established that Section/Chapter officers or directors are not members of the Association, the present Section/Chapter Chair is to be contacted and given the names of the individuals listed as officers who are not members of the Association. If the Chair is not a member, the Sections & Chapters Council Chair is to be contacted. It is then up to the Section/Chapter to ensure that membership is obtained or that a new individual, who is a member of the Association, be elected to this position.

Only members of the Association will have their names listed in Association publications, including the website, as members of Councils and Standing and Service Committees.

5.1.5 Member Contact Information

The telephone numbers, addresses, and email addresses will be published on the member directory section of the website, excluding people who have denied permission to include them.

5.2 MEMBERSHIP CLASSES AND DUES

5.2.1 Membership Classes

5.2.1.1 Individual Membership

Any person of good character, interested in accomplishing the mission and objectives of the Association shall be eligible for Individual membership. Individual members have the privileges of voting, nominating, and holding office. Individual members receive an annual subscription to both Association publications, *EM* and the *Journal*, discounted member rates for Association products and services, and other benefits as may be designated by the Board.

5.2.1.2 Organizational Membership

This membership class is open to all organizations and the annual membership fee is per company. The organizational membership category includes separate pricing for government agencies, as well as organizations with 10 or fewer members and more than 10 members. In the case of government agencies and the U.S. EPA, each major division is considered a separate organization. Each organizational member must designate one individual who will receive annual subscriptions to both *EM* and the *Journal* and who shall have all the rights and privileges of an Individual member. Employees at the organization may become Individual members, with all the rights and privileges of a regular Individual member, at a significantly reduced rate. Organizational members will be listed on the A&WMA website and in the Annual Conference & Exhibition final program; will receive discounts on certain exhibits and advertising opportunities with A&WMA; may purchase library subscriptions to *EM* and the *Journal* at reduced rates; and will receive other benefits as may be designated by the Board.

5.2.1.3 Honorary Membership

Honorary Memberships, not exceeding two each year, may be conferred upon persons who have attained eminence in some field related to the mission and objectives of the Association or who have rendered valuable service to the Association. Honorary Members shall have the privileges of Individual Members and shall pay no dues.

5.2.1.4 Emeritus Membership

Any person who (1) has been a member of the Association for not less than fifteen (15) continuous years and, (2) has attained the age of 65 years, shall, upon application to the Association, be an Emeritus Member. Notwithstanding the above, existing emeritus members (as of June 19, 2011) shall be grandfathered in. Annual dues for Emeritus Members shall be set at fifty (50) percent of the Individual Membership dues. Emeritus Members shall have the privileges of Individual Members.

5.2.1.5 Student Membership

A student shall be one who is enrolled as a full-time student in a generally recognized college or university pursuing full time (as defined by that institution) studies at either the undergraduate or graduate level. High School Students with a demonstrated interest in the environmental field may also join at the student rate, for no more than four (4) years. Student members shall

have all the rights and privileges of Individual members. Student members shall have the exclusive privilege of representing themselves as student members. A Student Member may not retain this class of membership beyond the end of the school year in which he or she is last enrolled as a student in any generally recognized training program. Also, under no circumstances may a Student Member retain this class of membership for more than five (5) years at the undergraduate level and for more than five (5) years at the graduate level.

5.2.1.6 Young Professional Membership

Any person, age 35 or under and working in the environmental profession, interested in accomplishing the mission and objectives of the Association shall be eligible for Young Professional Membership. Annual dues for Young Professional Membership shall be no more than fifty (50) percent of the Individual Membership dues. A Young Professional Member shall have the privileges of an Individual Member. This membership is valid for the first five consecutive years of A&WMA membership in this category. Under no circumstances may this class of membership be retained for more than five (5) years or renewed after the age of 35.

5.2.1.7 Reduced Membership Rates for Individuals in Qualified Developing Country

In June 2004, the A&WMA Board adopted a policy that allows professionals in truly developing countries to become members of the Association at a greatly reduced rate. The qualifying countries are determined by using the current World Bank's definition of "purchasing power parity" with that of the United States. In those countries whose purchasing power parity is under 3,000 USD per year, individual and student memberships are offered at the \$10/year rate and those that have a purchasing power parity of between 3,000 and 15,000 USD can obtain membership at the \$25/year rate.

5.2.2 Annual Dues Structure

The dues structure shall be reviewed by the Board or a Committee/Task Force designated by the Board on an annual basis, and annual dues for each membership category shall be published by the Association on its website.

Annual dues rates (USD) for 2022 are as follows:

Individual – \$195

Emeritus – \$98

Young Professional – \$98

Student – \$35

Organizational:

- Government – \$470 plus \$98 for each additional member
- Organization with up to 10 participating members – \$595 plus \$98 for each additional member
- Organization with more than 10 participating members – \$1,495 plus \$98 for each additional member

5.2.3 Anniversary Billing Dates for Member

An anniversary billing date for membership dues shall be used.

5.2.4 Credit Towards Dues for Nonmember Full Registrants at Meetings

Nonmembers, who pay full registration at the meeting, will be provided the option of joining the A&WMA at a discounted rate if they join during that meeting. The amount of the discount is to be established each year by Headquarters and will be included in the registration fees set for the meeting.

6.0 ASSOCIATION MEETINGS

6.1 GENERAL INFORMATION

Any meeting sponsored in the name of the Association shall be open to any segment of the membership. This policy is applicable to all conferences, courses, and webinars, Section and Chapter meetings, committee meetings, Board of Directors meetings, and the Executive Committee meetings. Persons, other than staff or Board members, in attendance at Board meetings, shall not participate in discussion of the Board unless prior approval has been obtained from the President.

6.1.1 Alcoholic Beverages at Association Functions

No one under the legal drinking age will be served alcoholic beverages at any Association function. Consideration will be given to the use of cash bars at Association functions to minimize both financial and liability impacts.

6.1.2 Environmental Consciousness

It is recommended to use sound environmental products during food functions, and if possible, that recycling bins are available for cans and other recyclable materials.

6.1.3 Price Differential for Section and Chapter Programming

The Board adopted an Event Pricing Differential policy that ensures that preferred pricing for all Section and Chapter events is afforded to Association members. The policy further states that individuals attending Section and Chapter events who are not members of the Association are not eligible for the preferential member rate for any Section or Chapter event. The implementing guidance, developed by the Sections and Chapters Council pursuant to the Board of Directors direction, specifies that all non-Association members shall pay a minimum of 125% of the member rate for all Section or Chapter events.

6.2 ANNUAL CONFERENCE & EXHIBITION

6.2.1 Appointment of General Conference and Technical Program Chairs for Annual Conference & Exhibitions

The General Conference Chair and General Conference Vice Chair are to be recommended by the host section for appointment by the Board. The Technical Program Vice Chair is to be recommended by the host section in cooperation with the Technical Council Chair (Technical Program Chair) and appointed by the Board. The General Conference Chair, General Conference Vice Chair, and Technical Program Vice Chair shall be members of the Association.

6.2.2 Annual Conference & Exhibition Site Selection

The responsibility for Annual Conference & Exhibition site selection shall be assumed by Headquarters. Recommendations will be made to the Board for final selection of the site based on the locations that are best for the Association.

6.2.3 Past Presidents' Brunch

The Immediate Past President hosts the Past Presidents' Brunch.

6.2.4 Manual of Operations for the Annual Conference & Exhibition

The Manual of Operations for the Annual Conference and Exhibition shall document all procedures. Headquarters is responsible for maintaining the manual and shall ensure that all future General Conference and Technical Program leadership receive a copy of the most current version.

6.3 CONFERENCE PROGRAMMING, WORKSHOPS, AND WEBINARS

A conference or webinar may originate from one of several avenues including, but not limited to:

- A technical coordinating committee (TCC) originates the title/theme of the conference/workshop/webinar, incorporates other Councils/Committees as appropriate
- A section or chapter originates the title/theme and enlists an appropriate TCC or Council/Committee as appropriate
- A member originates the title/theme and enlists an appropriate TCC or Council/Committee as appropriate

The originator of a conference/workshop/webinar is responsible for:

- Conceiving the idea for the conference based upon a timely or significant topic in its area of expertise
- Submitting a completed program proposal form
- Selecting the program chair/vice chair, recommending others as session chairs, moderators, presenters/speakers/panelists, reviewers, and other technical experts as appropriate.

6.3.1 Expenses of Program Committee Members/Authors/Presenters/Panelists/Speakers

The Association will not assume any expenses by an program committee member/author/presenter/panelist/speaker traveling to or from a conference or in the presentation of content unless sponsorship funding has been specifically secured for that purpose. The Association does not compensate authors/presenters/panelists for the development costs of their presentations, participation in the conference/workshop/webinar, or for publication in program proceedings.

7.0 OTHER ORGANIZATIONS

7.1 ENDORSEMENT BY THE ASSOCIATION

The Board will not endorse publications, films, or other education materials of any other organization to avoid implication of product endorsement.

If a need is demonstrated for information found in publications, films or educational material produced by other organizations, this material may be used by the Association. This material may be evaluated for acceptance using the Associations standard review process. Recommended changes resulting from the review process will be transmitted to the producing organization.

Educational materials may be produced in a cooperative effort with other organizations.

All materials produced by other organizations and distributed by the Association, without completing the review process, will include the following statement: "The sale, distribution or marketing of this material by the Air & Waste Management Association does not constitute an endorsement."

7.2 JOINT MEETING SPONSORSHIP

To enhance educational and forum opportunities for members and air pollution control and waste management professionals in general, the Board actively encourages and supports joint sponsorship of meetings with other professional societies, private not-for-profit institutions, and government agencies. Each meeting or group of meetings should be evaluated by Headquarters and a specific determination recommended for Board action. If timing will not allow for Board action, the Executive Committee may act for the Board. The Association should predetermine its share of financial risk and reward, and have such determination reviewed and approved by the Finance Committee and Board (or Executive Committee as above) prior to committing to a joint conference.

Guidelines for joint sponsorship should include, but are not limited to the following:

- The meeting should not conflict in time or subject matter such that it would detract from a scheduled activity of the Association. Some consideration may also be given to avoiding conflict with Section or Chapter technical meetings, but mainly with regards to proximate locations.
- Joint sponsorship can involve an entire meeting or only a portion of a meeting
- The subject matter of the meeting must involve some aspect of air pollution control, pollution prevention, waste, or environmental management.

The Association should:

- Be represented on the meeting program committee and participate in the planning of the program.
- Participate in the selection of speakers and meal functions events and the planning of the program for such events if possible.
- Participate in determining the best possible use of any information resulting in publications
- Liaison with the cosponsoring organization(s) should include a designated staff member and an appropriate Technical Council designee(s) in addition to any existing liaison representative with the cosponsoring organization(s).
- Air & Waste Management Association must be prominently listed on all published programs, internet-based materials and in all announcements.

7.4 LIAISON WITH OTHER SOCIETIES

To advance the purpose of Article III, Section 1(C) of the Bylaws which states “Encourage and facilitate the interchanges of information among members and other professional and technical groups,” the Board shall encourage all members of such associations to maintain active membership in the Air & Waste Management Association and participate in all its programs. The Board shall maintain liaison with other organizations by the appointment of active liaison members.

7.4.2 Partnering Initiatives Policy

The Association will encourage partnerships with other organizations that compliment overall A&WMA Vision, Mission, and Purpose Statements. Areas of common interest include promotion of global environmental responsibility through use of sound environmental knowledge as input in making environmental policy and technical decisions affecting society. Professional development activities that are mutually beneficial to partners are encouraged at both the Board and local section and chapter levels. These partnerships shall be coordinated by a liaison that is an A&WMA member and a member of the partnering organization or part of an organizational membership. The liaison will work with the approval of and/or under the direction of the local or international board as appropriate for the specific situation.

8.0 ASSOCIATION ADMINISTRATION

8.1 POLICY MANUALS

8.1.1 Policy Manual of the Board of Directors

The Policy Manual of the Board of Directors shall document all policies approved by the Board. The Manual of Operations for the Technical Council, Sections & Chapters Council, Education Council, Young Professional Advisory Council and Finance Committee shall be separate but consistent documents with the Association Bylaws and Policy Manual.

Headquarters is responsible for keeping the Policy Manual up-to-date and ensuring that all Board members receive a copy of the latest revision. Headquarters shall send a copy of the latest revision of the document to the President-Elect, as soon as possible after election. It is the responsibility of the President-Elect to review the document to determine:

- Areas where additional Board policy is needed.
- The need to amend or delete policy that is obsolete.
- How best to organize the document.

To ensure the continued development and improvement of this document, and thus the continuity of Board actions, wherever appropriate, motions adopted by the Board should be in the form of policy statements. Board minutes shall indicate those Board actions that will be included in the Policy Manual. The manual is to be distributed, or be accessible on the web site, to all the Councils, and their committees, as well as Standing and Service Committee Chairs.

8.1.2 Manual of Operations for Education Council

Upon taking office, the Chair of the Education Council and the Chairs of the committees within the Education Council shall receive a copy of the Policy Manual of the Board of Directors and the Manual of Operations for the Education Council or be accessible on the web site. The Chair of the Education Council shall be responsible for the revision of the Manual of Operations for voting approval by the Education Council as required.

8.1.3 Manual of Operations for Sections & Chapters Council

Upon taking office, the Chair of the Sections & Chapters Council, members of that Council, and all Section and Chapter Chairs shall, receive a copy of the Policy Manual of the Board of Directors and the Manual of Operations for the Sections & Chapters Council or be accessible on the website. The Chair of the Sections & Chapters Council shall be responsible for the development and revision of the Manual of Operations for voting approval by the Sections & Chapters Council as required.

8.1.4 Manual of Operations for Technical Council

The Technical Council, consisting of the Chair, Vice Chair, Group Coordinators, Division Chairs, and Vice Chairs shall, upon taking office, receive a copy of the Policy Manual of the Board of Directors and the Manual of Operations for the Technical Council, or be accessible on the web site. Technical Coordinating Committee Chairs shall also receive a copy of these manuals upon their appointment or be accessible on the web site. The Chair of the Technical Council shall be responsible for revising the Manual of Operations for voting approval by the Technical Council as required.

8.1.5 Finance Committee Policy Manual and New Board Member Orientation

The Executive Director and the Finance Committee will prepare and distribute a Finance Committee Manual, which will be updated annually. The Manual will be provided to all new Board Members in advance of taking office or be accessible on the website. The Treasurer or designees will be responsible for presenting the material during the New Board Member Orientation.

All Board members will be notified on any changes to the Manual and a revised copy will be provided upon request and be accessible on the Association's web site.

8.1.6 Manual of Operations for Young Professional Advisory Council

Upon taking office, the Chair and Vice-Chair of the Young Professional Advisory Council and upon appointment, the Chairs of the committees within the Young Professional Advisory Council shall receive a copy of the Policy Manual of the Board of Directors and the Manual of Operations for the Young Professional Advisory Council or be accessible on the website. The Chair of the Young Professional Advisory Council shall be responsible for proposing revisions to the Manual of Operations for Young Professional Advisory Council for voting approval of the Young Professional Advisory Council as required.

8.2 PERSONNEL

8.2.1 Executive Director

The Executive Director is solely responsible to the Board for the Programs being carried out by Headquarters as provided in the Bylaws. The Executive Director shall have an annual job performance review conducted by the President, with the assistance of the Past President and President-Elect. The review shall be conducted at a convenient time, such as the winter Board meeting.

8.2.2 Publisher

The Executive Director shall be designated as “Publisher” of all Association publications.

8.3 TRAVEL

8.3.1 Travel of the Board

All Board members, including ex-officio members, after making an appropriate request to their employers, who cannot recover all or a portion of their travel expenses to regularly called meetings of the Executive Committee or Board of Directors, may request reimbursement from the Association through the Executive Director for expenses in line with those provided in the A&WMA staff travel policy. Such requests should be made in advance of the expense incurred and will be subject to limitations provided by the budget and a standard of fiscal prudence. Board members are encouraged to minimize travel expenses to the extent practicable, through advance purchase of airfare, economy travel, and other such measures.

The Executive Director is authorized to approve such reimbursement in accordance with limitations on expenses more than approved budget. When such meeting is held in conjunction with the Annual Conference & Exhibition, reimbursements shall only cover those travel expenses essential to attending the Board or Executive Committee Meeting, upon approval of the Executive Committee.

On an annual basis, for budgeting purposes, current and incoming Board members will be asked to provide the Executive Director with confidential estimates of the travel anticipated to require reimbursement by the Association.

8.3.2 Travel of Committee Members

On specific approval by the Executive Director, President, and Finance Committee, with extenuating need and sufficient justification for such travel, committee members of the Association’s standing, service, special, technical, or ad hoc committees may be authorized travel reimbursement except for such meetings as may occur during an Annual Conference & Exhibition. All other reasonable options, including video and internet conferencing, will be explored prior to arrangement of such travel.

8.3.3 Travel of Staff

Staff travel shall be performed within any limitations or criteria set by the budget and with the approval of the Executive Director, who shall determine the necessity and frequency of travel by the staff. Travel expenses shall be minimized, to the extent practicable, through advance purchase of airfare, economy travel, and other such measures.

The Immediate Past President has the responsibility to sign the travel expense reports of the Executive Director and Treasurer.

8.3.4 Travel of President

The President or designee shall, in accordance with prudent judgment and the circumstances at the time, determine the most appropriate arrangements for Presidential or designee travel. Reimbursement for travel expenses to the Annual Conference & Exhibition shall be authorized for the President.

The Immediate Past President has the responsibility to sign the travel expenses of the President.

Travel expense reimbursement shall, in accordance with prudent judgment and budget constraints at the time, be made for any expenses incurred in fulfilling their duties and accomplishing the directives of the Board.

8.4 FINANCE AND BUDGETING

8.4.1 Schedule for Handling Expenses in Excess of the Approved Budget

Any expenses more than the approved budget for each of the major business line categories as shown on the monthly Profit and Loss statement listed in the current budget, shall be subject to the following:

If the excess is equal to or more than \$10,000 or 15% of that budget category, whichever is greater, it shall be subject to review by the Finance Committee and approval of the Board prior to initiating.

8.4.2 Accounting Procedures

The Association shall use the accrual basis of accounting. Accounting practices that result in no net change to revenue sharing will be used.

8.4.3 Capital Expenses

Capital Expenses are any purchases greater than \$1,000 with a useful life of 3 years or greater. These items should be depreciated over the useful life of the item.

8.4.4 Operating Reserve Fund

The Association shall maintain an operating reserve.

The operating reserve is needed to provide:

- Working capital.
- Funds for expansion of Association programs or initiation of new programming, which over the long term, should generate revenues more than costs and consequently provide funds to underwrite further new programs.
- Funds for replacement of capital assets.
- Provide financial stability and time to adjust the operating program in the event of an unforeseen decline of income or increase in expenses.

The amount of this reserve, unless otherwise approved by the Board, shall be an amount equal to no less than twenty (20) percent and no more than seventy-five (75) percent of the Association's annual operating expense budget.

Subject to budgetary requirements, investment income shall be added to the reserve but subject to the maximum level stated above.

The Finance Committee will review the status of the operating reserve annually in conjunction with budget review and make appropriate recommendations to the Board concerning the adequacy of the reserve or for revision of this policy.

8.4.5 Executive Director Limitations

The Executive Director shall operate under the following limitations:

- No increase in headcount above budget.
- Enter no multi-year contract over \$100,000 per year or over \$250,000 in a single year without prior Board approval.
- Review financial statements (P&L, forecast vs. budget, headcount balance) with the Board quarterly, at a minimum.
- Provide the Board a quarterly schedule of contracts (exclusive of event-specific contracts), regardless of amount, type, or duration.
- No unbudgeted capital expenditures more than \$10,000 without prior approval of the Finance Committee; and,
- No capital expenditures that exceed the overall capital budget each year without the prior approval of the Finance Committee.

8.5 ANTITRUST POLICY

It is the duty of every member to adhere to a Code of Conduct, as may be adopted by the Board of Directors. Such code shall include the Code of Ethics set forth below. The Code of Conduct shall be published on the Association website and shall be available to all members.

8.5.1 Code of Conduct Antitrust Compliance

The following rules are applicable to all A&WMA activities:

1. No A&WMA activity or meeting shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement among competitors regarding prices, terms or conditions of sale, distribution policies, costs of production, territories covered, or customers served.
2. No A&WMA committee shall undertake any activity which involves the exchange or collection of information regarding prices, pricing methods or costs of production, sales, services, or distribution.
3. No A&WMA activity or discussion shall be undertaken which might be construed as an attempt to restrain competition.
4. No person shall be unreasonably excluded from participating in any A&WMA activity or meeting.
5. All members attending any A&WMA activity or meeting and engaging in informal conversation at any time are expected to observe the same standard of personal conduct required of the Association and its compliance with the Antitrust Policy.

8.5.2 Antitrust Compliance Reminders for Committee Chairs

1. The committee/council chairs shall review the Antitrust Policy and compliance with the policy annually with their committee/council members and reflect such review in the committee/council minutes.
2. All meeting discussions which appear to be leading to a discussion of prices or pricing methods, cost of production, sales, services or distribution or any restraint on competition of any kind must be stopped immediately.

8.5.3 User Confirmation

This policy shall be read by all Board members, Council members and Association staff. Individuals' signatures on the required forms confirm reading and understanding of the policy. All members of the Board, including ex-officio members, and Association Staff must sign the Antitrust Policy.

8.6 CONFLICT OF INTEREST POLICY

Members and staff of A&WMA or one of its member units must conduct their affairs in such a manner as to avoid any reasonable conflict of interest with their duties and responsibilities as members or employees of A&WMA or such member unit.

A conflict of interest can arise in those situations where a member or employee, or a close relative, can personally profit from a transaction involving the Association, one of its member units, or a third party.

Members and staff of A&WMA may not accept any gifts or services more than \$50, such as free travel, food or lodging unless such acceptance is approved in advance by the Executive Director or in absence of the Executive Director, by the President.

A conflict can also occur if the member or the employee places or influences Association business with himself/herself, a privately held enterprise in which the member or employee or a close relative of his/her family has a financial interest or a publicly held enterprise in which the member or employee, or a close relative, has a major financial interest.

Whether a conflict of interest may be "real", "potential", or "perceived", the same duty to disclose applies. The member or employee is encouraged to disclose a relationship if there is any uncertainty as to whether the relationship should be disclosed.

Any real, potential, or perceived conflict of interest of a member in a leadership role at the international or the member unit level or an employee must be promptly first disclosed by them or a third party to the Secretary of the Board of Directors (or the President in the case of the Secretary) and made a matter of record. Any member or employee with a duality of interest shall not vote or use personal influence on any A&WMA matter and shall not be counted in determining the quorum for the meeting. Meeting minutes shall reflect that a disclosure was made, and the member abstained from voting.

All members of the Board and all employees shall make an annual disclosure to the Board of all existing conflicts of interest. Such disclosure shall be made by

the first quarter of each calendar year or the first meeting of the Board, whichever is earlier.

The Board has the ultimate authority with respect to the interpretation and application of this policy. The disinterested members of the Board shall decide as to whether a conflict exists and what subsequent action is appropriate, if any.

8.6.1 Member Participation as a Vendor/Service Provider

Whenever a member of the Association desires to offer goods or services to the Association for a fee, the *Policy on Member Participation as a Vendor/Service Provider* must be followed. This policy is a supplement to the Association *Contracting and Procurement Policy*.

8.6.2 User Confirmation

This policy shall be read by all Board Members, Council, and management staff. Individuals' signatures on the required form confirm reading and understanding of the policy. All members of the Board, including ex-officio members, and Association staff must sign the Conflict-of-Interest Policy.

8.7 CODE OF ETHICS

PREAMBLE: In the pursuit of their profession, environmental professionals must use their skills and knowledge to enhance human health and welfare and environmental quality for all. Environmental professionals must conduct themselves in an honorable and ethical manner to merit confidence and respect, as well as to maintain the dignity of the profession. This code is to guide the environmental professional in the balanced discharge of his or her responsibilities to society, employers, clients, coworkers, subordinates, professional colleagues, and themselves.

PLEDGE: As an environmental professional, I shall regard my responsibility to society as paramount and shall endeavor to:

1. Direct my professional skills toward conscientiously chosen ends I deem to be of positive value to humanity and the environment; decline to use those skills for purposes I consider to conflict with my moral values.
2. Inform myself and others, as appropriate, of the public health and environmental consequences, direct and indirect, immediate, and remote, of projects in which I am involved, consistent with both standards of practice in industry and government, as well as laws and regulations that currently exist.
3. Comply with all applicable statutes, regulations, and standards.
4. Hold paramount the health, safety, and welfare of the public, speaking out against abuses of the public interest that I may encounter in my professional activities, as deemed appropriate per professional standards and existing laws and regulations.
5. Inform the public about technological developments, the alternatives they make feasible, and possible associated problems wherever known.
6. Keep my professional skills up to date and endeavor to be aware of current events, as well as environmental and societal issues pertinent to my work.
7. Exercise honesty, objectivity, and diligence in the performance of all my professional duties and responsibilities.

8. Accurately describe my qualifications for proposed projects or assignments.
9. Act as a faithful agent or trustee in business or professional matters, provided such actions conform to other parts of this code.
10. Keep information on the business affairs or technical processes of an employer or client in confidence while employed and later, as required by contract or applicable laws, until such information is properly released and provided such confidentiality conforms with legal requirements and other parts of this code.
11. Avoid conflicts of interest and disclose those known that cannot be avoided.
12. Seek, accept, and offer honest professional criticism, properly credit others for their contributions, and never claim credit for work I have not done.
13. Treat co-workers, colleagues, and associates with respect and respect their privacy.
14. Encourage the professional growth of colleagues, co-workers, and subordinates.
15. Report, publish, and disseminate information freely, subject to legal and reasonable proprietary or privacy restraints, provided such restraints conform to other parts of this code and do not unduly impact public health, safety, and welfare.
16. Promote health and safety in all work situations.
17. Encourage and support adherence to this code, never giving directions that could cause others to compromise their professional responsibilities.

8.8 DIVERSITY, EQUITY, AND INCLUSION

The Air & Waste Management Association fosters diversity, equity, and inclusion in the organization and its activities, and does not tolerate discrimination on any basis. The Association encourages an environment of respect for all.

8.9 WHISTLEBLOWER POLICY

8.9.1 General

The Sarbanes-Oxley Act amended the federal criminal code to create or enhance penalties for retaliating against whistleblowers while a federal investigation is underway. These changes to the criminal code apply to all business entities, possibly including non-profit organizations, their board members, and employees. Therefore, adopting policies and procedures for the protection of whistleblowers is advisable.

A&WMA is committed to facilitating open and honest communication relevant to its governance, finances, and compliance with all applicable laws and regulations. A&WMA requires directors, other volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

This Whistleblower Policy reflects the practices and principles of behavior that support this commitment. It is important that A&WMA be apprised about unlawful or improper workplace behavior including, but not limited to, any of the following conduct:

- Theft.

- Financial reporting that is fraudulent, intentionally misleading, or negligent in any manner.
- Improper or undocumented financial transactions.
- Forgery or alteration of documents.
- Unauthorized alteration or manipulation of computer files.
- Improper destruction of records.
- Improper use of A&WMA assets, including but not limited to its funds, supplies, intellectual property, and other assets.
- Improper access and or use of confidential donor/member information.
- Authorizing or receiving compensation for goods not received or services not performed.
- Violation of A&WMA's conflict of interest policy.
- Any other improper occurrence regarding cash, financial procedures, or reporting.
- Any abuse of or discrimination against an A&WMA employee, member, vendor, or person connected with an A&WMA member; and
- A failure by A&WMA to provide a reasonable accommodation for disability or religious belief.

A&WMA requests the assistance of every director, other volunteer, and employee who has a reasonable belief or suspicion about any improper transaction. A&WMA values this input, and each director, volunteer, and employee should feel free to raise issues of concern, in good faith, without fear of retaliation. Directors, volunteers, and employees will not be disciplined, demoted, lose their jobs, or be retaliated against for asking questions or voicing concerns about conduct of this sort. While A&WMA has separate policies that cover harassment and employment discrimination, this Whistleblower Policy applies to these situations to encourage the reporting of such wrongful actions against A&WMA's interest.

Employees and other interested persons are encouraged to report any such improprieties without fear of retaliation or intimidation.

A&WMA will investigate any possible fraudulent or dishonest use or misuse of A&WMA's resources, or any abuse, discrimination, or failure to provide reasonable accommodation by management, staff, or volunteers. A&WMA will take appropriate action against anyone found to have engaged in fraudulent, dishonest, abusive, or discriminatory conduct, including disciplinary action by A&WMA, or civil or criminal prosecution when warranted.

Therefore, all members of A&WMA staff, directors and other volunteers are encouraged to report possible fraudulent, abusive, discriminatory, or dishonest conduct (i.e., to act as a "whistleblower"), pursuant to the procedures set forth below.

8.9.2 Reporting Responsibility

Each director, volunteer, and employee of A&WMA has an obligation to report, in accordance with the Whistleblower Policy, (a) questionable or improper accounting, financial, or auditing matters, and (b) violations and suspected violations of A&WMA's policies or any unlawful or improper workplace conduct (hereinafter collectively referred to as "Concerns")

8.9.3 Authority of Finance Committee

All reported concerns would be forwarded to the Finance Committee in accordance with the procedures set forth herein. The Finance Committee shall be responsible for investigating all reported Concerns and making appropriate recommendations to the Board of Directors. Should members of the Finance Committee be the subject of a reported concern, the Executive Committee (with the Finance Chair excluded) will meet to appoint an alternate investigative Committee.

8.9.4 No Retaliation

This Whistleblower Policy is intended to encourage and enable directors, volunteers, and employees to raise Concerns within A&WMA for investigation and appropriate action. With this goal in mind, no director, volunteer, or employee who, in good faith, reports a Concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

8.9.5 Reporting Concerns

1. Employees

Employees should first discuss their Concern with the Executive Director. In addition, if the individual is uncomfortable speaking with the Executive Director, or the Executive Director is a subject of the Concern, the individual should report his/her Concern directly to President of the Board of Directors, the Chair of the Finance Committee, or the Treasurer.

If the Concern was reported orally to the Executive Director, the reporting individual, with the assistance of the Executive Director, shall put the Concern in writing. The Executive Director is required to promptly report the Concern to the Chair of the Finance Committee, which has specific responsibility to investigate all Concerns. The Chair of the Finance Committee will contact the reporting individual to confirm receipt of the Concern. If the Executive Director, for any reason, does not promptly forward the Concern to the Finance Committee, the reporting individual should directly report the Concern to the Chair of the Finance Committee, President of the Board of Directors, or the Treasurer. Contact information for these individuals may be found on the A&WMA Website. Concerns may also be submitted anonymously. Such anonymous Concerns should be in writing and sent directly to the Chair of the Finance Committee.

2. Directors and Other Volunteers

Directors and other volunteers should submit Concerns in writing directly to the Chair of the Finance Committee. Contact information for the Chair of the Finance Committee can be found on the A&WMA Website.

8.9.6 Handling of Reported Violations

The Finance Committee shall address all reported Concerns except as provided above. The Chair of the Finance Committee shall immediately notify the Finance Committee, the President, and the Executive Director of any such report. The Chair of the Finance Committee will notify the reporter of the Concern within five business days, if possible.

All reports will be promptly investigated by the Finance Committee, or any other appropriate Committee of the Board of Directors, and appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation. In addition, action taken must include conclusion and/or follow-up with the reporter for the resolution of the Concern.

The Finance Committee has the authority to retain outside legal counsel, accountants, private investigators, any other resource, or refer to another appropriate Committee of the Board of Directors, and to incur expense in excess of budget as deemed necessary to conduct a full and complete investigation of the allegation(s).

8.9.7 Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of A&WMA's policies. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the volunteer position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

8.9.8 Whistleblower Protection

A&WMA will protect whistleblowers as follows:

- A&WMA will use its best efforts to protect whistleblowers against retaliation. All complaints by Whistleblowers will be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law. Generally, this practice means that whistleblower concerns will only be shared with those who have a need to know to conduct an effective investigation. (Should disciplinary or legal action be taken against a person or persons because of a whistleblower complaint, such persons may also have a right to know the identity of the whistleblower.)
- A whistleblower shall not be subject to retaliation. No punishment for reporting issues will be allowed, even if the claims are unfounded; a reasonable belief or suspicion that unlawful or improper workplace behavior has occurred is enough to create a protected status for the whistleblower. No action can be taken against the whistleblower with the intent or effect of adversely affecting the terms or conditions of the whistleblower's employment, including but not limited to threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages. Whistleblowers who believe that they have been retaliated against may file a written complaint with the Finance Committee Chair. Any complaint of allegations of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation does not prohibit managers or supervisors from acting, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.
- Whistleblowers must be cautious to avoid baseless allegations, which are allegations made with reckless disregard for their truth or falsity. People making such allegations may be subject to disciplinary action by A&WMA, and/or legal claims by individuals accused of such conduct.

8.10 INDEMNIFICATION

The Association may indemnify any person who was or is an officer, director, employee, agent, or member of any Member Unit, or committee, or council, and who is eligible for indemnification under the provisions of Subchapter D of the Pennsylvania Non-Profit Corporation Law of 1990, as amended, and as it may be further amended, to the full extent and under the conditions provided therein.

8.11 POSTING AND NOTIFICATION

This policy is to be posted in A&WMA's offices and the Website, included in the Employee Manual, and communicated to all new staff and board members as part of their orientation. This policy shall also be available to volunteers and members upon request.

APPENDIX A

AIR & WASTE MANAGEMENT ASSOCIATION POSITION DESCRIPTION

1.) Position Title:

Board of Directors

Reports to:

Membership

Composition:

The Board of Directors (Board) is composed of up to eighteen (18) Directors, who serve three (3) year staggered terms, without compensation, including the President, the President-Elect, and the last Past President willing and able to serve (Immediate Past President), a minimum of six (6) directors elected at large, and the Chairs of each Council, each of whom shall be selected by the respective council as provided in their Board-approved selection procedures, and up to three (3) directors who may be appointed by the Board as provided within the Bylaws, Article VII, Section 2. The Secretary and Treasurer are non-voting members of the Board and are not included in the authorized number of 18 Directors.

All Directors must be members of the Association and be persons whose present or past vocational activities are or have been involved with any of the areas included in the mission and objectives of the Association. At least three (3) of the directors elected at large by the Association membership must be from the regulated sector and at least three (3) from the regulatory sector.

Function of the Board:

As representatives of the membership of the Association, the Board of Directors is responsible for setting the strategic direction and guiding the operations of the Association toward meeting its mission and objectives (Bylaws, Article III, Section 1). Although the responsibility of implementing day-to-day operations of the Association resides with the Executive Director, the Board shares responsibility in implementing its programs and activities. Association members are also its "customers." As a voluntary organization relying on its volunteers' activities to fulfill its mission, the Board's responsibilities differ from those of the Board of Directors of a typical public or private Corporation.

Responsibilities:

1. General

- Defines the Association’s mission/core purposes;
- Upholds the Association’s Bylaws and adopts its governance policies and procedures;
- Adopts long-term strategic direction for the Association and its annual tactical plans;
- Approves annual operating budgets, capital expense budgets, and provides oversight for all financial aspects of the Association;
- Adopts policies and procedures to implement Association’s programs to meet its mission and strategic/tactical plans;
- Hires and supervises the work of the Association’s Executive Director;
- Reviews Association’s compliance with all applicable laws and regulations and if needed, makes changes to policies and procedures to ensure compliance;
- Establishes and revises as needed, a code of conduct for Association members;
- Appoints “non-elected” members of the Board;
- Appoints the Nominating Committee (Bylaws, Article VIII, Section 1);
- Appoints a Treasurer for a three-year term which may be renewed as the Board finds appropriate;
- Elects the officers of the Association, except for the President and President-Elect (Bylaws, Article IX, Section 1);
- Fills vacancies in any elected office of the Association (Bylaws, Article VII, Section 5);
- Holds an Annual Business Meeting of the Association’s members at a time and place selected by the Board (Bylaws, Article X, Section 1);
- Annually, undertakes a self-assessment of Board performance.

2. Operations

- Reviews actions and results achieved by management (defined as President, Board, and Executive Director) and Association’s Councils, Task forces, and committees as compared with the Association’s mission, program plans, and the strategic plan;
- Approves major actions of the Association, such as capital expenditures on all projects over authorized limits or major changes in programs and services;
- Establishes all Association membership classes and requirements and dues for each class of membership;
- Ensures that the Board of Directors and its committees are adequately and currently informed through reports and other methods of the condition of the Association.

3. Audit

- Hires a qualified independent outside entity to audit the financial records of the Association;
- Establishes and enforces appropriate policies to identify conflicts of interest throughout the Association.

Notice of Meetings:

The President shall call meetings of the Board as the business of the Association may require, or on written request of five (5) Directors. The Board will hold a minimum of two face-to-face meetings every year (one of which will be held during the Annual Conference and Exhibition), and other meetings (including via telephone conference calls) as called by the President and as situation warrants.

Quorum:

A majority of Directors, not counting vacancies, shall constitute a quorum of any called meeting of the Board, and action will be taken by a majority vote of those present, unless there is a higher requirement in the Bylaws.

Minutes:

Actions of the Board will be recorded in detail and forwarded to the Board for review. After approval of the minutes, a summary of actions shall be made available to anyone requesting it. This summary will be made available in a publication of the Association or will be posted on the Association's website.

2.) Position Title:

Executive Committee

Reports to:

Board of Directors/Membership

Composition:

The Executive Committee is composed of up to eight (8) members of the Board of Directors who are the officers of the Association: President, Immediate Past President, President-Elect, Vice Presidents (up to 3), Chair of the Finance Committee, Secretary, and Treasurer. The Secretary and Treasurer are non-voting members.

Function of the Executive Committee:

As representatives of the membership of the Association, and the elected officers of the Association, the Executive Committee shall have, and may exercise, all of the powers of the Board of Directors (Board) when the Board is not in session, with the exception of such powers as may be reserved in the Bylaws or as the Board may specifically reserve to itself, or as may be specifically assigned to any other committee or to any officer of the Association. (Reference By-laws Article IX, Section 5)

Specific Responsibilities:

- Acts for the Association when timely decisions are required, and the full Board is not available to act;
- Acts in an advisory role to the President and assists in planning the affairs of the Association especially with respect to implementing new programs emanating from various committees, staff, or the Board;
- Assists the President and the Executive Director in implementing all directives and policies established by the Board;
- Assists the President in writing the annual performance review of the Executive Director and recommends compensation adjustments;
- Makes recommendations to the President and the Board on all matters pertaining to the advancement of the interests and welfare of the Association and its members.

Notice of Meetings:

The President shall call meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the President on request of five (5) members of the Executive Committee.

Quorum:

Six voting members of the Executive Committee shall constitute a quorum of any called meeting of the committee, and action will be taken by a majority vote of those present, unless there is a higher requirement in the Bylaws.

Minutes:

Actions of the Executive Committee will be recorded in detail and forwarded to the Committee for review. After approval of the minutes, a summary of actions shall be made available to anyone requesting it. This summary will be made available in a publication of the Association or will be posted on the Association's website. The approved minutes of the meetings will be distributed to all members of the Board of Directors in a timely manner.

3.) Position Title:

Finance Committee

Reports to:

Board of Directors

Composition:

The Finance Committee is composed of three (3) or more members of the Board, one of whom shall serve as chair, the President Elect and the Treasurer. The Executive Director and any Council Chairs that are not otherwise appointed members of the Finance Committee will be non-voting members.

Function of the Finance Committee:

The Finance Committee supervises the finances of the Association.

Specific Responsibilities:

- Reviews, modifies as needed, and recommends to the Board the Annual Budget and Capital Budget prepared by the Executive Director;
- Provides general supervision and control of the Association's finances;
- Provides reports on the financial affairs and status of the Association to the Board at all regularly scheduled meetings including the submission of appropriate financial statements;
- Reviews and recommends to the Board modifications to the investment policy and the investment of surplus funds.

Notice of Meetings:

The Chair shall call meetings of the Finance Committee as the business of the Association may require, or a meeting may be called at the request of the Treasurer.

Quorum:

A majority of the Finance Committee shall constitute a quorum of any called meeting of the committee.

Minutes:

Actions of the Finance Committee will be recorded in detail and forwarded to the Committee for review. After approval of the minutes, a summary of actions shall be made available to anyone requesting it. The approved minutes of the Committee will be distributed to the members of the Board in a timely manner.

Position Title:

Compensation Committee

Reports to:

Board of Directors

Composition:

The Compensation Committee shall be comprised of five (5) members. The President shall serve as chair. In addition, the committee shall consist of President-Elect, Immediate Past President, Finance Committee Chair, and Treasurer. The Executive Director and Director of Human Resources shall work with the committee as required.

Function of the Compensation Committee: The Compensation Committee oversees the compensation plan and benefit policies of the Association.

Responsibilities:

- Reviews and recommends staff compensation and benefit plan (prepared by the Executive Director);
- Manages the contract of the Executive Director, including compensation and benefits of the Executive Director;
- Reviews and makes recommendations to the Board of Directors with respect to incentive compensation plans for the staff;
- Following each meeting of the Compensation Committee meeting, the President reports at the next meeting of the Board of Directors all significant items discussed at the committee meeting;
- Takes such further actions or provides such further advice as the Board of Directors may from time-to-time delegate to the Committee.

Meetings:

The committee shall meet at a minimum of once per year. The meetings of the committee may be held in person or telephonically at any time.

Quorum:

The majority of the Compensation Committee shall constitute a quorum of any called meeting of the committee.

Minutes:

Actions of the Compensation Committee will be recorded in detail. The minutes shall be kept confidential within the committee. Compensation data, necessary for budget and operations, shall be made available.

4.) Position Title:

President

Function of the President:

The President is the chief elected officer of the Association and serves as chair of the Board, Compensation Committee, and Executive Committee. The President and the Executive Director share responsibility in steering the overall strategic direction of the Association. Generally, the President serves as the chief spokesperson/representative of the Association to the outside world. The President is expected to exercise personal leadership in the motivation of other officers, board members, committee chairs, committee members, and membership, and influence the establishment of goals and objectives for the organization. The President also exercises general supervision of the work and activities of the Association Board, Executive Committee, and other Association committees.

Specific Responsibilities:

- Chairs meetings of the Board of Directors, Executive Committee, Compensation Committee and general/business meetings of the membership;
- Prepares an agenda for each meeting, in consultation with the Executive Director;

- Ensures that the Board functions effectively, interacts with management optimally, and fulfills all of its duties;
- In concert with the Executive Director, ensures that the Board of Directors, Executive Committee, and officers are kept fully informed on the conditions and operations of the Association;
- Focuses the attention of the Board on matters of organizational governance in relation to its own structure, role and relationship to the management of the Association;
- As described by the Bylaws, designates the chair and appoints members of all standing committees and special committees as needed;
- Represents the Association to the outside world;
- Works with the Executive Committee and Executive Director in recruiting members of the Board and other talent for whatever volunteer assignments are needed;
- Works with the Executive Director to ensure that basic policies and programs designed to further the goals and objectives of the Association are planned, formulated, presented to the Board, and executed following Board approval;
- Prepares the performance evaluation of the Executive Director in cooperation with the members of Executive and Compensation Committees and the Board.
- Publicly supports the policies and programs adopted by the membership, Board of Directors and Executive Committee;
- Presents a “State of the Association” report at the annual business meeting;
- Submits an annual report to the Board soon after his/her term ends, and works with staff in publishing it in EM.
- Understand the organization

Term of Office:

The President of the Association is the person who for the preceding year was elected President-Elect. The term of the President commences at the beginning of the fiscal year, one year after their election as President-Elect. The President serves a one-year term.

Qualifications:

- Voting member of the Association for at least three (3) consecutive years prior to nomination as President-Elect;
- Served on the Board for a period of at least one (1) year prior to nomination as President-Elect;
- Knowledgeable about the programs and activities of the Association;
- Committed to serving the common business interests of the membership.

Internal Relationships:

Works in partnership with the Executive Director. Promotes interest and active participation in the Association on the part of the membership and reports activities of the Board and Association to members by means of letters, publications, and/or speeches.

External Relationships:

Acts as a spokesperson for the Association.

5.) Position Title:

President-Elect

Function of the President:

The President-Elect is the second-ranking elected officer in the Association and assumes the Presidency at the conclusion of the term as President-Elect. In a case of

the President's inability to serve, the President-Elect will perform the duties of the President.

The President-Elect supports the President in fulfilling the goals and objectives of the Board of Directors by providing continuity to established programs and formulating future programs for his or her presidency.

Specific Responsibilities:

- Assumes the responsibilities of the President in his/her absence;
- Acts in an advisory role to the President and assists in planning the affairs of the Association especially with respect to implementing new programs emanating from various committees, staff, or the Board;
- Implements, to the best of his/her ability, all directives and policies established by the Board;
- Makes recommendations to the Board on all matters pertaining to the advancement of the interests and welfare of the Association and its members;
- Publicly supports Board's decisions;
- Works to recruit new and to retain existing members of the Association;
- Begins to formulate plans for term of office as President;
- Implements, to the best of his/her ability, responsibilities delegated by the President;
- Shares with the President visits to Sections and Chapters as necessary;
- Serves on the Executive, Finance, and Compensation Committees;
- Works with other Board members to ensure planning and implementation of Association goals and objectives;
- Reviews and recommends, if necessary, revisions to the Bylaws and Board Policy Manual for consideration by the Board.

Term of Office:

The term of the President-Elect commences at the beginning of the fiscal year after their election as President-Elect. The President-Elect serves a one-year term.

Qualifications:

- Voting member of the Association for at least three (3) consecutive years prior to nomination as President-Elect;
- Served on the Board for a period of at least one (1) year prior to nomination as President-Elect;
- Knowledgeable about the programs and activities of the Association;
- Committed to serving the common business interests of the membership.

Internal Relationships:

Works closely with the President and the Executive Director. Promotes interest and active participation in the Association on the part of the membership.

External Relationships:

Exhibits a positive view of the Association and the role of a board member to the external environment.

6.) Position Title:

Immediate Past President

Function of the Past President:

The Immediate Past President plays a leadership role on the Board by encouraging cooperation and teamwork and uses experience as the past chair of the Board to move Board deliberations along constructive, productive lines.

Specific Responsibilities:

- Chairs the Nominating Committee for the election of President-Elect and Directors (general membership election);
- Chairs the Nominating Committee for the election of Vice Presidents (Board election);
- Serves on the Executive and Compensation Committees;
- Serves on the Honors & Awards Committee (5-year term, serving as Chair the final year of the term);
- Reviews and approves expense reports of the Executive Director, President, and Treasurer.
- Publicly supports Board actions;
- Shares with the President and President-Elect visits to Sections and Chapters as necessary;
- Works with the other Board members to ensure planning and implementation of Association goals and objectives.

Term of Office:

The term of the Immediate Past President commences at the beginning of the fiscal year immediately following his/her term as President. The Immediate Past President serves a one-year term.

Internal Relationships:

Works closely with the President, President-Elect, and the Executive Director. Promotes interest and active participation in the Association on the part of the membership.

External Relationships:

Exhibits a positive view of the Association and the role of a board member to the external environment.

7.) Position Title:

Vice President

Function of a Vice President:

A Vice President is an officer of the Association and a member of the Executive Committee.

Specific Responsibilities:

- Prepares for and attends all Board and Executive Committee meetings;
- Fulfills the duties of a Director of the Association.

As a member of the Executive Committee:

- Acts for the Association when timely decisions are required, and the full Board is not available to act;
- Acts in an advisory role to the President and assists in planning and implementing the affairs of the Association especially with respect to implementing new programs emanating from various committees, staff, or the Board;
- Implements, to the best of his/her ability, specific assignments from the President towards achieving the mission and goals of the Association;
- Implements, to the best of his/her ability, all directives and policies established by the Board;

- Makes recommendations to the Board on all matters pertaining to the advancement of the interests and welfare of the Association and its members;
- Assists the President in writing the annual performance evaluation of the Executive Director.

Term of Office:

One year, commencing at the beginning of the fiscal year after their election by the Board as Vice President. Renewable as the Board may determine.

Qualifications:

Currently serving as a Director of the Association.

Internal Relationships:

Works closely with Board members and Association senior staff. Promotes interest and active participation in the Association on the part of the membership.

External Relationships:

Exhibits a positive view of the Association and the role of a board member to the external environment.

8.) Position Title:

Secretary

Function of Secretary:

The Executive Director serves as the Secretary of the Association. The Secretary is an officer of the Association and a non-voting, ex officio member of the Board of Directors. The Secretary keeps the minutes of the meetings of the Corporation and of the Board.

Specific Responsibilities:

- Ensures that all notices are given in accordance with the Bylaws, or as required by law;
- Acts as custodian of the corporate records and the seal of the Association;
- Oversees the maintenance of membership records of the Association;
- Oversees the accuracy of keeping of the minutes at Board, Executive Committee and general membership meetings;
- Attests to documents of the Association;
- Ensures that the seal of the Association is affixed to all documents in accordance with provisions in the Bylaws;
- Publicly supports all Board actions;
- Dedicates herself/himself to serving the common business interests of the membership;
- Works with the Board to ensure planning and implementation of Association goals and objectives.

Internal Relationships:

Works closely with the Association's elected officers and Association senior staff.

External Relationships:

Exhibits a positive view of the Association and the role of a board member to the external environment.

9.) Position Title:

Treasurer

Function of Treasurer:

The Treasurer is an officer of the Association, and acts as a source of financial information for the Association. Represents the financial interests of the membership and anticipates the Association's future financial needs, in keeping with the strategic plan. The Treasurer is a voting member of the Finance and Compensation Committees, and a non-voting, member of the Executive Committee and the Board.

Reports to:

Board of Directors/Membership

Specific Responsibilities:

- Reviews the annual operations budget prepared by the Executive Director and staff in keeping with the strategic plan, and offers comments;
- Prepares the quarterly Treasurer's report (informing of the Association's financial status) and submits the report to the President, and Board;
- Represents to the Board the financial interests of the membership;
- Presents the quarterly Treasurer's reports to the Finance Committee at meetings of the committee;
- Presents the Treasurer's report and annual audit report to the membership at the Annual Business Meeting;
- Monitors financial policies and programs and forecasts the Association's future financial needs;
- Makes recommendations to the Board regarding suggested changes in the Association's investment policies, strategies, and allocations and routinely invests Association money according to policy;
- Ensures that an audit of the Association is conducted annually, leads in the audit clearance meeting to discuss audit issues and is actively involved in the search for external auditors when necessary;
- Keeps and maintains, or causes to be kept and maintained, adequate and correct books and records of accounts to the properties and business transactions of the Association, including liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and any other matters customarily included in financial statements;
- Deposits, or causes to be deposited, all money and other valuables in the name and to the credit of the Association as may be ordered by the Board;
- Disburses, or causes to be disbursed, the funds of the Association as may be ordered by the Board.
- Serves on the Compensation Committee;
- Serves as chair of the Air & Waste Management Association Scholarship Endowment Trust Fund Trustees;
- Approves of the bank policy and selection of banks for daily operations for the annual conference.

Primary Accountabilities:

The Treasurer has the delegated primary accountability to ensure that the following exists, is accurate, and is followed by the appropriate staff:

- Capital planning strategy, financial planning strategy, and capital planning;
- Project and capitalization expenditures policy, including business case oversight, approvals policy, monitoring and project controls;
- Asset management policy, including acquisition, disposal relocation approvals, and physical inventory control;
- Expense management policy, including approval and controls for check signing approvals;
- Donations policy, including the overall framework and practices, corporate communications;

- Financial information system has structure, appropriate controls and standard reporting procedures.

Term of Office:

The Board appoints the Treasurer for a three-year term, which may be renewed as often as the Board may determine.

Qualifications:

- Knowledgeable of accounting, banking and investment principles and practices;
- Understanding of financial reporting and budgeting procedures;
- Knowledgeable of the principles and practices of capital investments and risk analysis;
- Ability to evaluate and communicate the information in the balance sheet and other reporting documents with appropriate risk analysis;
- Knowledgeable about the programs and activities of the Association;
- Committed to serving the common business interests of the membership;
- It is not necessary for the Treasurer to be a member of the Association.

Internal Relationships:

Works closely with the Executive Director, Finance Director and Finance Committee Chair. Communicates with Board of Directors and committees.

External Relationships:

Exhibits a positive view of the Association and the role of a board member to the external environment.

10.) Position Title:

Director

Function of a Director:

Always serve as an ambassador for the Association while advancing the Association mission and general purpose. Reviews and establishes major policy and plans of the Association in cooperation with the officers, other Board members, Executive Director, and membership.

Specific Responsibilities:

- Knows the Association's Bylaws, policies, budget, goals and objectives;
- Understands the Association's financial statements and otherwise help the Board to fulfill its fiduciary responsibility to the organization;
- Publicly supports board actions;
- Accepts responsibilities delegated by the President;
- Works with the other Board members to ensure planning and implementation of Association goals and objectives;
- Promotes all activities of the Association;
- Works to recruit new and retain existing Association members;
- Serves the Association as a whole, rather than any special interest group or constituency;
- Maintains confidentiality of the Board's executive sessions and speaks for the Board or Association only when authorized to do so;
- Assists with membership recruitment and development;
- Assists the sponsorship committee and staff by implementing fund-raising strategies through personal contacts;
- Prepares for and actively participates in the deliberations of the Board.

Term of Office:

The term of a director commences at the beginning of the fiscal year after their election as Director-Elect. Directors serve a three-year term, which terminates at the close of the third year following the commencement of office.

Qualifications:

- Voting member of the Association for at least three (3) consecutive years prior to nomination as Director-Elect;
- Knowledgeable about the programs and activities of the Association;
- Committed to serving the common business interests of the membership;
- Present or past vocational activities are or have been involved with any of the areas included in the mission and objectives of the Association.

Internal Relationships:

Works closely with the Association's elected officers and Association senior staff. Promotes interest and active participation in the Association on the part of the membership.

External Relationships:

Exhibits a positive view of the Association and the role of a board member to the external environment.

11.) Position Title:

Director-Elect

Function of Director-Elect:

Becomes familiar with roles and responsibilities of a director. This position functions as a director-in-training.

Specific Responsibilities:

- Knows the Association's Bylaws, policies, budget, goals and objectives;
- Understands the Association's financial statements and helps the Board to fulfill its fiduciary responsibility to the organization;
- Publicly supports board actions;
- Accepts responsibilities delegated by the President;
- Works with the Board members to ensure planning and implementation of Association goals and objectives;
- Promotes all activities of the Association;
- Works to recruit new and retain new Association members;
- Serves the Association as a whole, rather than any special interest group or constituency;
- Maintains confidentiality of the Board's executive sessions and speaks for the Board or Association only when authorized to do so;
- Assists with membership recruitment and development;
- Assists the sponsorship committee and staff by implementing fund-raising strategies through personal contacts;

Term of Office:

The term of Director commences at the beginning of the fiscal year after their election. Until the commencement of such term, such Directors are considered Director-Elect with no power to vote or any other right or privilege of office. Term length as Director-Elect is approximately six months.

Qualifications:

- Voting member of the Association for at least three (3) consecutive years prior to nomination as Director-Elect (not required for Appointed Board members);

- Knowledgeable about the programs and activities of the Association;
- Committed to serving the common business interests of the membership;
- Present or past vocational activities are or have been involved with any of the areas included in the mission and objectives of the Association.

Internal Relationships:

Works closely with the Association's elected officers and Association senior staff. Promotes interest and active participation in the Association on the part of the membership.

External Relationships:

Exhibits a positive view of the Association and the role of a board member to the external environment.

12.) Position Title:

Executive Director

General Function:

The Executive Director implements the policies and directives of the A&WMA Board of Directors, provides the leadership that enables the Association to create and administer effective programs that provide recognized member value. The Executive Director leads and manages the A&WMA staff organization and interfaces with the board and members to accomplish the duties and responsibilities listed below. The Executive Director shares responsibility and works closely with the President in all activities of the Association toward meeting its mission.

The Executive Director coordinates Association programs and activities with other associations and public and private groups. Tasks vary from moderate complexity to highly intricate and require the application of original thought processes to organize personal and subordinate work assignments in the most effective manner.

The Executive Director is expected to manage resources of the organization through application of budgeting, cost control, performance monitoring and by identification of revenue enhancement activities. The Executive Director supervises staff who are directly charged with program management and cost control responsibilities.

The Executive Director works with the highest degree of independence in decision-making and problem solving. Plans and directs subordinates to achieve predetermined goals and objectives.

Functions and Objectives:

- Proposes a budget, assures accurate financial reporting, and supervises all financial aspects of the Association's operations;
- Provides input for strategic plan development and implementation;
- Implements Board policy decisions and maintains Board and Committee meeting minutes;
- Supervises staff members, providing annual performance evaluations and insuring fair and equitable compensation and benefits through the budgeting process;
- Serves on various Boards to represent the interests of the Association;
- Maintains personal contact with high-level government officials, industry executives, and international agency leaders to promote Association activities and worldwide issues involvement;
- Works with staff Directors to develop and direct budgets that support the Association objectives and Board-mandated programs;

- Supports and attends the Board, Executive Committee, Finance Committee, Planning Committee, Revenue Committee and Membership Committee meetings;
- Organizes staff to accomplish program goals;
- Monitors and reports to the Board regarding ongoing programs for achieving strategic goals of the Association;
- Ensures adequate liaison of subordinate staff with governance bodies of the organization;
- Directs human and financial resources to achieve maximum cost effectiveness;
- Selects, trains and motivates subordinate personnel; assisting with job design and job enrichment activities;
- Directs strategic business studies as required;
- Serves on Boards and task forces of other associations, government councils, trade groups as directed by the Board of Directors;
- Performs other duties as assigned by the Board.

Management Responsibilities:

Directly and indirectly supervises staff that performs on-going functions of the Association.

Qualifications:

To perform this job successfully, an individual must be able to perform essential duties satisfactorily. The qualifications listed below are representative of the knowledge, skill, and/or ability required.

Education and/or Experience:

- Advanced degree or equivalent experience in technical, business, or legal discipline required;
- Fifteen years' experience in program development and implementation;
- Working knowledge of national and international environmental issues and working familiarity with environmental regulatory processes and legislation;
- Strong management skills including demonstrated skills to organize, coordinate, and follow-up multiple, simultaneous projects, both under personal control and those delegated to subordinates;
- Demonstrated ability to motivate and lead people;
- Strong skills in the areas of management including finance, human resources, grant writing, organizational structure;
- Good interpersonal skills;
- Experience with non-governmental organizations or non-profit organizations.

Language Skills

- Ability to read, analyze and interpret the most complex documents;
- Ability to respond effectively to the most sensitive inquiries or complaints;
- Ability to write speeches and articles using original or innovative techniques or style;
- Ability to make effective and persuasive speeches and presentations on controversial or complex topics to top management, public groups, and/or Boards of Directors.