1. Purpose of Manual (Rev. 9/12)

The purpose of the Sections & Chapters Council Manual of Operation is to describe and govern the operations of the Council, including expectations and procedures that the Council develops for Sections and Chapters. The Chair of the Sections & Chapters Council is responsible for the development and timely revision of the manual. Significant Council actions shall be incorporated into the manual at the Council meeting at which they were adopted. In addition, the Council Chair shall cause the manual to be reviewed annually to ensure that Council actions have been properly incorporated and any other necessary changes be made. The manual shall be posted on the Association’s website, with revisions being posted within 30 days of the Council meeting at which they were adopted. Headquarters shall provide a paper copy to any member, Section or Chapter that requests one.

2. Council Purpose

Enable, encourage, and ensure strong sections and chapters to fulfill the core purpose of the Association at the local level and provide a conduit of information between Sections and Chapters and the Association leadership.

3. Council Composition (Rev. 9/12, 6/14)

The Sections & Chapters Council shall be comprised of a Chair, Vice-Chair, Council Committee Chairs, and one representative of each Section and Chapter of the Association. The Chair of a Section or Chapter shall be the normal representative of a Section or Chapter unless a Section or Chapter designates another member as its official representative. The Council has recommended that appointments to Sections & Chapters Council provide for a minimum term of service of two years. Council membership shall also include Council Committee Chairs who are not a normal representative of a Section or Chapter.

During his/her term, the Council Chair serves as a member of the Association’s Board of Directors, during which time he/she will represent the interests of the Council.

4. Council Operation

4.1. Publication of Council Activities (Rev. 9/12, 6/14)

All information pertaining to Council activities will be posted in an appropriate location on the Council website. Input to the Council website shall be as directed by the Council Chair. This information shall include notice of upcoming events, meeting summaries and minutes and other information of interest and for the use
of Council members. Council members are encouraged to view the Council website often to stay abreast of new information. Notices of the posting of important information shall be sent to the Council members via the Council e-mail distribution list.

4.2. Meetings (Rev. 9/12, 6/14)

The Council shall meet throughout the year at the call of the Chair as necessitated by issues and as appropriate to foster an effective Council operation. Robert’s Rules of Order shall govern all Council Meetings. Normally, the Council shall conduct three “face-to-face” meetings each year. These meetings will normally be held in January or February, in June at the Association’s Annual Conference & Exhibition, and in October or November. The June meeting will be the Council’s Annual Meeting. A notice of each upcoming meeting shall be distributed at least 45 days in advance of the meeting, including a draft agenda. The final agenda and supporting materials for the meeting shall be distributed a minimum of 14 days prior to the meeting, including an identification of issues intended to be voted on. This requirement shall not be intended to prevent the identification of additional items requiring voting during the meeting.

Opportunities will be provided for telephone tie-ins at Council meetings for the convenience of Council representatives who are unable to travel to the meeting site. The availability of a telephone tie-in shall be determined by the Council Chair based on circumstances and the issues to be discussed. Council meetings may also take place by conference call or other electronic means as determined by the Council Chair to be appropriate.

Minutes will be recorded of all Council meetings. The Council Chair shall ensure that the draft minutes are provided to attendees of each Council meeting within 14 days of the meeting. Once the minutes have been reviewed and any comments resolved, they shall be posted on the Council website clearly labeled as draft. Approval of the minutes shall be by majority vote at the next Council Meeting. Once approved, the official minutes will be posted on the Council website within 14 days, and the draft minutes will be removed.

4.3. Voting at Council Meetings (Rev. 9/12)

Voting at Council meetings shall be by the Section and Chapter representatives present, with 10 voting representatives defined as a required quorum for voting. The Council Chair, Vice-Chair or Council Committee Chairs who are not normal representatives of a Section or Chapter shall not have a vote, except that the Council Chair would have a vote in the event of a tie. Should an attendee be
representing both a Section and a Chapter at a particular meeting, in casting his/her vote, he/she must designate whether the vote is being cast on behalf of the Section or the Chapter. Each Section or Chapter can only have one vote on an issue. In the event of a telephone tie in for one or more Section or Chapter representatives who could not be present in person for the meeting, such representatives participating by telephone may vote on an issue if they have been present for all discussion pertaining to the issue. The Council may develop procedures for voting by mail, conference call, or by electronic means, consistent with governing local laws.

4.4. Leadership Training

The Council shall conduct a Leadership Training session annually (preferably in the Spring) at the site of the Association’s Headquarters. The training session will be organized and conducted by the Council Chair and Vice Chair with the assistance and logistical support of Headquarters. The travel and accommodation costs associated with attending the session will be the responsibility of the attendees. Upon request and subject to the availability of the Council leadership and Headquarters staff, the Council will provide or support Leadership Training programs at other locations as desired by Sections, Chapters or combinations thereof. The cost of such training programs, including the travel costs of the Council leadership and Headquarters staff should be borne by the Section, Chapter or combinations thereof that have requested the program.

4.5. Council Structure (Rev. 6/14)

The Council Executive Committee shall be defined as the Chair and Vice Chair of the Council and the Chairs of any standing committees that the Council may establish. The Council Chair may additionally appoint ad hoc committees or task forces as may be appropriate. Ad hoc committee or task force Chairs/leaders shall not be members of the Executive Committee. The Council Chair is a voting member of the Association Board of Directors.

4.6. Term of Office and Council Elections (Rev. 12/08, 9/12, 6/14)

The Council Chair and Vice Chair shall serve three-year terms commencing on January 1 of the year following his/her election. As possible, the three-year terms will be on alternate years from the terms of the Education, Technical Council, and Young Professional Advisory Council Chairs. The Vice Chair will automatically succeed to the office of Chair.

The Chair will identify a nominating committee of at least three persons, to include the present Chair at the fall Sections & Chapters Council meeting in the year preceding the year of the election, or other such time that would be appropriate in the event a special election is required. The Council Chair and
nominating committee will seek and receive nominations, including self-nominations, of persons interested in serving as Vice Chair. A slate of candidates and credentials for Vice Chair will be presented to all Section and Chapter officers in all active Sections and Chapters at least 90 days prior to the Council’s Annual Meeting, or other such time period that would be appropriate, in the event of a special election. For this paragraph, an active Section or Chapter shall be one who has submitted its annual report in at least one of the last three calendar years, including a list of officers. Concurrently with the distribution of the slate of candidates, one ballot will be sent to the Chair of each active Section and Chapter, not to include Student Chapters, with a deadline for returning the ballot included. Each active Section and each active Chapter shall be allowed one vote. Voting may be done electronically or by mail, consistent with governing local laws. The election must be open for a minimum of 21 days, and it must be completed at least 30 days prior to the Council’s Annual Meeting, or other such time period that may be appropriate in the event of a special election. The Vice Chair will be elected by a simple majority of the Sections and Chapters casting votes. Until taking office, the newly elected Vice Chair will be referred to as the incoming Vice Chair. The Council Chair shall be responsible for notifying the candidates of the results of the election. The results of the election will be communicated through The Conduit and posted on the Association web site.

4.6.1 Incoming Chair or Incoming Vice Chair Cannot Serve Term

If prior to or on the first day of his/her term, the incoming Chair (i.e., prior term Vice Chair) gives notice or otherwise cannot serve his/her term, the incoming Vice Chair will assume the position and duties of the Chair, and he/she will serve the full 3-year term of the Chair.

If prior to or on the first day of his/her term, the incoming Vice Chair gives notice or otherwise cannot serve his/her term, including because the incoming Vice Chair will or has assumed the position of Chair, a search for candidates for the office of Vice Chair shall take place and a timely election will be held following the procedures of Section 4.6.

The newly elected Vice Chair will hold his/her office for the full or for the remainder of the existing 3-year term for which he/she was elected, and he/she shall assume the office of Chair at the conclusion of his/her term as Vice Chair. If a vacancy in the office of Vice Chair will exist, the last Past Chair of the Council, who is willing and able to serve, shall assume the office of Vice Chair, and he/she shall serve as Vice Chair until a new Vice Chair can be elected and take office.
4.6.2 Chair Cannot Complete Term

If the Council Chair has commenced, but cannot complete his/her term, the Council Vice Chair shall assume the duties of the Chair, and he/she shall serve as Chair for the remainder of the calendar year in which the former Chair left office, and on January 1 of the following year, he/she shall begin and serve a 2-year term as Chair.

4.6.3 Vice Chair Cannot Complete Term

If the Council Vice Chair has commenced, but cannot complete his/her term, including as described in Section 4.6.2, a search for candidates for the office of Vice-Chair shall take place and a timely election will be held following the procedures of Section 4.6. The newly elected Vice Chair will take office immediately, and he/she shall serve the remainder of the original Vice Chair’s term, and he/she shall assume the office of Chair, at the conclusion of his/her term as Vice Chair.

If the vacancy in the office of Vice Chair occurs in the routine cycle of elections, such that the next Vice Chair (i.e., the incoming Vice Chair) has been elected, that incoming Vice Chair may assume the vacant Vice Chair position, if able to do so. He/she would serve the remainder of the former Vice Chair’s existing term and assume the office of Chair at the conclusion of that term. A search for candidates to fill the office of Vice-Chair for the upcoming 3-year term, or fraction thereof, shall take place and a timely election will be held following the procedures of Section 4.6.

If a vacancy in the office of Vice Chair will exist as a consequence of either Section 4.6.3, the last Past Chair of the Council, who is willing and able to serve, shall assume the office of Vice Chair, and he/she shall serve as Vice Chair until a new Vice Chair can be elected and take office.

4.7. Council Standing Committees (Rev. 6/14)

There shall be six standing committees of the Council as described below.

4.7.1. Membership Committee (Rev. 9/12)

The membership committee is tasked with providing information regarding Association membership to Sections and Chapters. This information includes tools and techniques for tracking, enhancing, and promoting membership activities. Additionally, the Membership Committee Chair may disseminate
information through Council meetings, Leadership Training, or other Council meetings or communications.

4.7.2. Communications Committee (Rev. 9/12, 6/14)
The Communications Committee is tasked with providing information regarding activities of the Sections & Chapters Council as well as pertinent information relating to the overall organization to the A&WMA membership. This task involves the use of electronic media and the development of a newsletter (The Conduit) to be distributed on a periodic basis, normally following each Council meeting. A summary of the most recent Council meeting and selected articles of interest to the Section and Chapter leadership as well as the general membership should be included in each issue of the Conduit.

4.7.3. Annual Reports & Awards Committee (Added 6/14)

4.7.3.1. Minasian Award for Outstanding Sections (Rev. 9/12, 6/14)
The Minasian Award is presented annually to Sections who meet established criteria, based on their size. The selection criteria are approved by the Council, and they are provided as an appendix to this manual.

4.7.3.2. Chapter Cup Award for Outstanding Chapters (Rev. 9/12)
The Chapter Cup Award is presented annually to the three Chapters who meet established criteria, based on their size. The selection criteria are provided as an appendix to this manual.

4.7.4. Legal/Finance/Governance Committee (Added 6/14)
The Legal/Finance/Governance Committee is tasked with developing guidance material for Local Member Units on a variety of issues such as insurance, liability, incorporation, by-law changes, tax filing and accounting procedures and local unit operations. This committee periodically updates the Sections & Chapters Council’s Manual of Operations. This Committee also reviews and recommends action on approvals of Local Member Unit organizational documents.

4.7.5. Leadership Development Committee (Added 6/14)
The Leadership Development Committee is tasked with coordinating the annual Leadership Training Academy, POSS webinars, and developing other
means to provide training to the leadership of Local Member Units.

4.7.6. Vitality Committee (Added 6/14)

The Vitality Committee is tasked with developing communications with all Local Member Units, assist in forming new Local Member Units and dechartering inactive Local Member Units.

4.8. Requirements for the Formation of Member Units

4.8.1. Definition of Member Units (Rev. 6/14)

As stated in the Bylaws, Article XVI, entitled “Member Units,” it shall be the policy of the Association to encourage the organization of Member Units to carry out the mission and objectives of the Association on a local and/or regional level. Local Member Units are referred to as Chapters and Regional Member Units are referred to as Sections. Local Member Units will have a written operating procedure such as Bylaws, and periodic elections for Officers and Directors. A nonprofit corporation form of governance following applicable local (state or provincial) law is encouraged.

4.8.2. Formation of Sections

Upon recommendation by the Sections & Chapters Council, the Board of Directors may form a new Section following the submittal of proposed Section Bylaws and a petition signed by 25 members of the Association, provided that no less than 50 members of the Association live or work within the geographical area of the proposed Section. Newly formed Sections should develop a membership growth plan. To be approved, proposed Section Bylaws must be consistent with the Model Bylaws developed by the Council. The Model Bylaws for Sections are provided as an appendix to this manual.

Upon recommendation by the Sections & Chapters Council, the Board of Directors may provisionally form a new Section outside the United States and Canada following the submittal of proposed Section Bylaws and a petition signed by 15 members of the Association, provided that no less than 25 members of the Association live or work within the geographical area of the proposed Section. Newly formed Sections granted this provisional status shall develop a membership growth plan to achieve the goal of reaching 50 members within two years of receiving its provisional charter. Within two years of the granting of the provisional charter, the Sections & Chapters Council shall review the status of
any such Member Unit and make a recommendation to the Board of Directors as to whether the full status of a Section should be granted.

4.8.2.1. Procedure for Transitioning from a Chapter to a Section

The leadership of the respective local Chapter and Section will work closely with Sections & Chapters Council leadership and A&WMA Headquarters to determine that there is a need and it is in the best interest of local membership to transition an existing Chapter to a Section.

A proposal will be presented by either the Chapter or Section leadership to the Sections & Chapters Council, noting whether both the Section and the Chapter endorse the proposal. Sections & Chapters Council will consider the proposal and vote to indicate whether they grant preliminary endorsement.

Draft Section bylaws must be developed for the new Section and the bylaws must be approved by Sections & Chapters Council leadership as consistent with the Model Bylaws for Sections. At that time, a formal motion will be presented by Sections & Chapters Council for formation to the A&WMA Board of Directors, noting whether the motion is presented with or without the recommendation of the Council. With motion approval by the Board of Directors, the new Section shall be formed.

4.8.2.2. Realignment of a Chapter to Another Section

The leadership of the respective local Chapter and Section will work closely with Sections & Chapters Council leadership and A&WMA Headquarters to determine when there is a need and if it is in the best interest of local membership to realign an existing Chapter to another Section.

A proposal will be presented by either the Chapter or Section leadership to the Sections & Chapters Council, noting whether the Sections and the Chapter endorse the proposal. Sections & Chapters Council will consider the proposal and vote to indicate whether they grant preliminary endorsement.

A formal motion will be presented by Sections & Chapters Council for realignment to the A&WMA Board of Directors, noting whether the motion is presented with or without the recommendation of the Council. With motion approval by the Board of Directors, the realignment will occur and the Chapter’s Bylaws will be modified.
4.9. Formation of Chapters

Upon recommendation by a Section and the Sections & Chapters Council, the Board of Directors may form a new Chapter of a Section following the submittal of proposed Chapter Bylaws and a petition signed by 10 members of the Association, provided that no less than 10 members of the Association live or work within the geographical area of the proposed Chapter. Newly formed Chapters should develop a membership growth plan. The Section, under whose auspices the Chapter is to be chartered, is responsible for the Chapter’s geographical extent, activities, status and reporting of its annual activities. To be approved, proposed Chapter Bylaws must be consistent with the Model Bylaws developed by the Council. The Model Bylaws for Chapters are provided as an appendix to this manual.

4.10. Formation of Student Chapters (Rev. 9/12, 6/14)

Upon recommendation by a Section and the Executive Committee of the Sections & Chapters Council, the Board of Directors may form a new Student Chapter of a Section following the identification of a faculty advisor, who shall be a member of the Association, and the submittal of proposed Student Chapter Bylaws and a petition signed by 10 student members of the Association, provided that no less than 10 student members of the Association are in attendance at the institution. Newly formed Student Chapters should develop a membership growth plan. The Section, under whose auspices the Student Chapter is to be chartered, is responsible for the Student Chapter’s activities, status and reporting of its annual activities. To be approved, proposed Student Chapter Bylaws must be consistent with the Model Bylaws developed by the Council. The Model Bylaws for Student Chapters are provided as an appendix to this manual.

5. Requirements for Operation of Sections and Chapters

5.1. Sections and Chapter Leadership (Rev. 9/12)

All officers and Executive Board members of Sections and Chapters shall be members of the Association. Section and Chapter Committee Chairs who liaise directly with the Association and who are members of Councils or Council Committees, such as Membership, Education, and Young Professional Committee Chairs, shall likewise be members of the Association. Finally, all members of a Section or Chapter Nominating Committee shall be members of the Association. Sections and Chapters shall keep Headquarters advised of the names and term expiration of all officers, directors and the Chairs of their Membership, Education, and Young Professional Committees. The current list of officers, directors, and
the Chairs of the Membership, Education, and Young Professional Committees is
to be included in the Section and Chapter Annual Report and notification of any
changes will be provided immediately to A&WMA Headquarters, as directed by
the Council Chair.

5.2. Reporting Requirements (Rev. 6/14)

Each Section and Chapter shall submit an Annual Report to Headquarters of the
preceding calendar year’s activity in the format specified by the Council. To be
considered timely filed, all reports must be filed by the dates specified on the
reporting form.

In addition to annual reports, Headquarters must have current Bylaws, Articles of
Incorporation and tax-exempt status, as applicable, of each Member Unit on file.

6. Dissolution of Member Units

6.1. Failure to Comply with Active Status Requirements

The Board of Directors may, upon the recommendation of the Council, declare
any Section or Chapter, which fails to comply with the previous requirements,
inactive until such time that the Council and the Board can review a survey of the
remaining members of such Section or Chapter. After consideration of all
presented facts, the Board of Directors may:

- Authorize activity of the Section or Chapter for a limited time,
- Arrange for a provisional functioning of the Section or Chapter, or
- Revoke its original authorization of the Section or Chapter

6.2. Association Board of Directors Action

The Board of Directors reserves the right, at any time, to withdraw its original
authorization for a Section or Chapter to operate under the name of the Air &
Waste Management Association when, in its opinion, that Section or Chapter
functions in a manner deemed inappropriate.

6.3. Procedures for Decommissioning (Rev. 9/12)

In the case of Chapters, including Student Chapters, the Section Chair will
notify the Chair of Sections & Chapters Council that the Chapter is not meeting
the guidelines for active Chapters. In providing such notification, the Section
Chair will assure the Council that steps to reactivate the Chapter have been
attempted but have proved unsuccessful. The Council will review the Section’s
initiatives, and, if indicated, will initiate a poll of the membership of the Chapter
to determine viability. If the Council concurs with the recommendation of the
Section, it will recommend to the Board of Directors that the Chapter be designated as inactive in all Association publications or that its charter be rescinded.

Having obtained knowledge of such inactivity of a Section, the Council will conduct an appropriate review of the circumstances and make an appropriate recommendation to the Board of Directors. This recommendation is intended to ensure the continued viability of any Chapters that were operating under the auspices of such Section.

Any Section or Chapter that has been declared inactive or that has been effectively dissolved by the rescission of its charter, shall follow the procedures previously outlined for formation should they desire to reactivate.

7. **Section and Chapter Financial Matters**

7.1. **Fiscal Year**

All newly formed Sections and Chapters shall have fiscal years consistent with that of the Association (i.e., January 1 to December 31). Sections and Chapters who were in existence prior to the change in the Association’s fiscal year to a calendar year basis may retain any such prior fiscal year designation. Sections and Chapters whose fiscal years are not on a calendar year basis are, however, encouraged to change to a calendar year fiscal year for consistency throughout the Association.

7.2. **Annual Section Dues (Rev. 9/12)**

The Council has established a uniform Section annual dues structure of $15 per full dues paying individual member, with that amount being pro-rated by Headquarters based on the membership fee paid by different membership classes. Council, in consultation with Headquarters, will set the Section dues for organizational members and individual members associated with those organizations. All dues will be collected by Headquarters and reimbursed to Sections in accordance with the procedures and policies specified herein. The amount of the Section dues that are reimbursed to Chapters is dependent upon arrangements between Sections and their respective Chapters. Should Sections or Chapters choose to establish dues that are different from those set by the Council, they shall be responsible for collection matters related to such differences. All other financial arrangements, with the exception of the Local Event Pricing Differential policy, are left to the discretion of Sections and Chapters.
7.3. Reimbursement of Annual Dues to Sections (Rev. 6/14)

Reimbursement of Section dues is dependent upon timely and complete filing of Annual Reports, according to procedures developed by the Council and implemented by Headquarters.

7.4. Reimbursement of Annual Dues to Chapters

After two consecutive years of a Section not submitting an Annual Report, the full amount of the outstanding Section dues and future dues will go directly to the Chapter(s) of that Section until such time as the Section submits its Annual Report. To receive the dues, the Chapter(s) must be current in its submission of its Annual Reports. For dues reimbursement purposes, currency in the submittal of Annual Reports is defined as the submittal of the Annual Report for the most recently concluded Association fiscal year.

7.5. Local Event Price Differential Policy (Rev. 9/12)

At the request of the Sections & Chapters Council, the Board of Directors has established a Local Event Price Differential policy, which requires that Association members be afforded preferential pricing for all local events and charged the Council with development of implementing guidance. In accordance with the charge of the Board of Directors, the Council has specified that all non-members, including Local Associates of Sections or Chapters, will pay a minimum of 125% of the member rate for all local events. This policy is not intended to impact the rates that a Section or Chapter may afford to the members (or employees) of another organization with which it partnered in conducting an event.

8. Incorporation

The Association and the Council recommend that all Sections and Chapters become incorporated as not-for-profit entities under the incorporation procedures in effect in their jurisdiction. Guidance on incorporation is available from the Council and Headquarters staff.
9. APPENDICES (Rev. 9/12)

1. Current Minasian Award Selection Criteria
2. Current Chapter Cup Selection Criteria
3. Guidance on how to start an A&WMA Section, includes current Model Bylaws for Sections
4. Guidance on how to start an A&WMA Chapter, includes current Model Bylaws for Chapters
5. Guidance on how to start an A&WMA Student Chapter, includes current Model Bylaws for Student Chapters
6. Current Section Annual Report Template
7. Current Chapter Annual Report Template