

AIR and WASTE MANAGEMENT ASSOCIATION

Bylaws

As Amended June 21, 2011

Article I – Name

The name of the organization shall be the Air and Waste Management Association.

Article II – Nonprofit Corporation

Section 1

The Air and Waste Management Association, hereinafter called “the Association,” is a nonprofit corporation without capital stock, incorporated under the laws of the State of Pennsylvania.

Section 2

The Association may approve or adopt any report, standard, code, formula, or recommended practice, but shall forbid the use of its name, emblem, or initial in any manner, except on specific written approval of the Association to indicate conformity with its standards, codes, formulae, or recommended practices.

Article III – Mission and Core Purpose

Section 1 - Mission

The mission of the Association is to assist in the professional development and critical environmental decision-making of its members to benefit society.

Section 2 – Core Purpose

The core purpose of the Association is to improve environmental knowledge and decisions by providing a neutral forum for exchanging information.

Article IV – Membership

Section 1 Membership Classes

The Board of Directors, hereinafter called the Board, shall, from time to time, establish various classes of membership, the rights and privileges of each class, and the dues schedule. The Secretary of the Association shall ensure that information on membership classes, dues, and the rights and privileges of membership is published in the Board of Directors’ Policy Manual and on the Association's website, and is kept current.

Section 2 Membership Acceptance

The election of any applicant to membership is subject to acceptance or rejection by the Association, but membership shall not be denied on the basis of any discrimination. If elected, membership will become effective upon payment of dues for the first year.

Section 3 Dues upon Termination or Resignation from Membership

- 1) The resignation of any member in any membership class shall become effective 30 days after receipt of written notice, provided that all unpaid dues or assessments owing or levied through the end of the period during which the written notice of resignation has been received shall be due and payable.
- 2) Any member in any membership class who shall resign, or be expelled from the roll of membership, shall not be entitled to any refund or to any portion of the funds in, or owing to, the treasury of the Association.

Article V – Dues

Section 1 - Membership Dues

The Board shall establish annual dues for each membership class. Such information shall be published in the Board of Directors' Policy Manual, and shall be made available to all members via the Association's website and other appropriate means.

Section 2 –Payment of Dues

Any member of the Association whose dues remain unpaid for a period of one (1) month after the due date shall cease to be a member of the Association.

Article VI – Association Assets

In the event of dissolution of the Association, the remaining assets after discharge of all liabilities and obligations shall be donated to another nonprofit organization, doing similar or like work in the field.

Article VII – The Board of Directors

Section 1 Role and Number of Directors

- 1) The management and governance of the Association shall be vested in its Board of Directors, hereinafter called "the Board," to the extent consistent with these Bylaws, the Articles of Incorporation of the Association, and the Laws of Pennsylvania.
- 2) The Board's responsibility is to develop the strategic plan, goals, and strategies, to be executed by the Executive Director.
- 3) Board members have a fiduciary responsibility with respect to the finances and investments of the Association.
- 4) Board members must perform their duties in good faith with the best interest of the organization in mind, avoiding conflict of interest and even the appearance of impropriety.

- 5) The Board shall consist of up to eighteen (18) voting Directors, who shall serve without compensation, including
 - a. the President, the President-Elect, and the last Past President willing and able to serve (“Past President”),
 - b. at least six (6) directors elected by the membership at large,
 - c. the Chairs of each Council, each of whom shall be selected by the respective council as provided in their procedures, and
 - d. up to three (3) directors who may be appointed by the Board as hereinafter provided.
- 6) The Secretary and the Treasurer shall be non-voting members of the Board and shall not be in the authorized number of 18 Directors.

Section 2 Qualifications of Directors

- 1) All Directors shall 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 core purpose of the Association.
- 2) The Board shall represent the broad interests of Association members. To that end, at least three (3) of the 18 voting Directors shall be from the regulated community, at least three (3) shall be from the regulatory sector, and at least one shall from an academic institution. The Board also may identify other interests that should be represented on the Board.
- 3) The Board may appoint up to three (3) Directors for terms of up to three years to represent specific knowledge areas and functional skills the Board may consider necessary.
- 4) Should a Director or a nominee for President-Elect or Board membership change employment categories, such change shall not affect that person’s eligibility as a Director or nominee.

Section 3 Terms of Office

- 1) The term of each Director, including the term on the Board of the persons elected as President-Elect, President, and Past President, shall commence at the beginning of the calendar year after their election or as specified by the Board upon appointment.
- 2) Until the commencement of his/her term, a new Director shall be considered “Director-Elect” with no power to vote or any other right or privilege of office.
- 3) Except for the President, the President-Elect, and the Past President, each elected Director shall serve a three-year term ending on December 31 of the third year following the commencement of the term.
- 4) The President-Elect, President, and Past President shall each serve one (1) year terms.
- 5) The term of office for a Directors who is a Council Chair shall be the term served as Council Chair but shall be no longer than three years.
- 6) The Secretary and the Treasurer each will continue to serve on the Board until he/she resigns or his/her services are terminated by a vote of the Board.

Section 4 Vacancies, Appointments, Resignations, and Termination

- 1) At any time, an Officer or Director may resign by giving written notice to the President or Secretary of the Association.

- 2) If a position on the Board other than a Council Chair becomes vacant, the Board may at its discretion appoint as a Director a person who has been a member of the Association for at least three years, to serve only the remainder of the unexpired term.
- 3) When filling vacancies that occur during the year, the Secretary must receive nominations for new Board members from present Directors two weeks in advance of a Board meeting. These nominations shall be sent to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.
- 4) No retiring Board member who shall have served a full term, unless that member shall have been elected President-Elect, shall be eligible to serve as a Board member until the close of the calendar year subsequent to the member's retirement.
- 5) If the office of President becomes vacant, the President-Elect shall assume the office of President for the unexpired term and then shall serve an additional year as President.
- 6) If the office of President-Elect becomes vacant, both a President and a President-Elect shall be chosen by the members of the Association at the next election.
- 7) If both the offices of President and President-Elect become vacant at the same time, and if the election of officers for the next year has not yet occurred, the Board shall select one of the Vice Presidents to serve the remainder of the unexpired term of the President. If the election has already occurred, the person elected to be President-Elect shall be installed and assume the duties of the President for the remainder of the unexpired term and for an additional year.
- 8) 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.

Section 5 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 these 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.

Section 6 Committees and Councils

- 1) The Board shall establish such standing committees, special committees, or councils as are needed to promote the mission and core purpose of the Association.
- 2) Appointment of members to standing or special committees, and chairs of, such committees, shall be made by the President with the consent of the Board.

Section 7 The Board of Directors' Policy Manual

- 1) The Board shall establish and maintain the Board of Directors' Policy Manual (herein called the Policy Manual), which shall set forth all policies established to carry out the work of the Board and as required by these Bylaws.
- 2) The Secretary shall ensure that all policies contained in the Policy Manual are dated, and that copies of all deleted or amended policies are maintained in a historical file for ten (10) years.
- 3) The Secretary shall post the current Policy Manual on the Association's website.

Article VIII – Election of the President-Elect and Directors

Section 1 Appointment of and Directions to Nominating Committee

- 1) The Board shall appoint a Nominating Committee of at least five (5) members at the summer Board meeting or the first Board meeting after the Annual Meeting. All of the Committee members shall have been members of the Association for not less than five (5) years at the time of their appointment. None of the members shall be a member of the existing Board, except the Past-President, who shall be chair of the Nominating Committee. The members of the Nominating Committee, to the extent practicable, shall be chosen to be reflective of a cross section of the Association's membership.
- 2) The members of the Nominating Committee for a given year shall not be eligible for appointment on the Nominating Committee for the succeeding year nor shall they be eligible for nomination to any office during the year in which they serve on the Committee.
- 3) The Association shall, promptly upon the appointment of the Nominating Committee, notify the Association membership of the composition of the Committee.
- 4) The Board shall specify the date for the election and the date for the Nominating Committee to submit its recommendations.
- 5) The Board shall provide direction to the Nominating Committee as to the number of positions and skill sets needed by the Board for both elected and appointed Directors.

Section 2 Duty of the Nominating Committee

The Nominating Committee shall prepare a slate of candidates for President-Elect and Directors in order to fill vacancies that will be created by Directors who will retire from the Board at the close of the current calendar year.

Section 3 Limitations on Nominations

- 1) All candidates for election as President-Elect and Directors shall be, and shall have been for at least three (3) consecutive years prior to their nomination, members of the Association.
- 2) In addition, all candidates for President-Elect shall have served on the Board for a period of at least one (1) year prior to being nominated.
- 3) The Nominating Committee shall, to the extent practicable, attempt to maintain the balance of representation on the Board set forth in Article VII, Section 2.
- 4) The Committee may select nominees for Board appointment as Directors from outside the current Association membership.

Section 5 Nominations for President-Elect

For the office of the President-Elect, two or more candidates, each of whom shall have the qualifications to become President at the end of the one-year term of office, shall be nominated and placed on the ballot. Provided that there are sufficiently compelling reasons, the Nominating Committee may recommend to the Board that a single candidate for President-Elect be nominated in any given year. The Board, by a majority vote of its members, may approve the presentation on the election ballot for that year of a single nominee for President-Elect.

Section 6 Report of the Nominating Committee

- 1) The Nominating Committee shall submit a report to the Board outlining its recommendations for the slate of candidates for the election, including the nomination application as well as biographical information for each nominee.
- 2) The Board may either approve or amend the slate as submitted by the Nominating Committee.

Section 7 Election

- 1) The Association shall, promptly after the Board's approval of the slate of nominees, provide notice of the candidates for election to each member as specified in Article XIX.
- 2) The official ballot shall contain the following items:
 - a) A list of the nominees for President-Elect and Directors, and appropriate nominee biographies;
 - b) A provision to enable a member to vote for a substitution (write-in candidate) provided that all such substitutions must be in the same employment category as the nominee; and
 - c) Standard instructions for voting, including the deadline for close of voting.
- 3) Secure electronic voting shall be preferred, but a written ballot will be provided upon request.
- 4) If more than one candidate is nominated for any office, including Board membership, it shall be the policy of the Association that no election campaign of any kind shall be fostered or conducted by or on behalf of any candidate. No candidate shall knowingly cause or allow any campaigning on his or her behalf. Such campaign activity, as described above, may be considered sufficient cause for the Board, by a majority of those voting, to declare a candidate ineligible for election. If more than one candidate is nominated for any office, the position of such candidates on the ballot shall be determined by drawing lots.
- 5) No ballot shall be counted unless it is received by the Association no later than the date specified in the ballot. Election Teller(s), appointed by the President, shall verify the

eligibility of each voter. The tellers shall remove and destroy all outside envelopes, and then proceed with the tabulation.

Section 8 Appointments

The Board may review the results of the election before appointing Directors from those recommended by the Nominating Committee as provided in Article VII. The Board may make appointments effective at the beginning of the next calendar year, or at any time during the year when a vacancy exists as provided in Article VII.

Section 9 Election Results

- 1) The tellers shall promptly report the results of the election to the President, who shall immediately notify those elected and the current members of the Board.
- 2) The results of the election or the appointment of any Director shall be promptly announced to the Association membership.

Article IX – Officers and Executive Committee

Section 1 Officers of the Association

The Officers of the Association shall be a President, President-Elect, Past President, up to three Vice Presidents, a Secretary, and a Treasurer. The Board shall elect the Vice Presidents from among current voting Directors. New offices may be created and filled at any meeting of the Board.

Section 2 Terms of Office

Each officer, except the President and the President-Elect, shall hold office until a successor has been duly elected.

Section 3 The President and Vice Presidents

- 1) The duties of the President and Vice Presidents shall be such as their titles by general usage would indicate, as may be assigned to them by the Board, and as the law may require.
- 2) The President shall preside at business meetings of the Association and at the meetings of the Board of Directors. In the absence of the President, the President-Elect shall preside. In the absence of the President and the President-Elect, the Directors present shall designate a presiding officer.

Section 4 Executive Committee - Members

- 1) The Executive Committee shall consist of the President, Past President, President-Elect, three (3) Vice Presidents, Chair of the Finance Committee, Secretary, and Treasurer. The Secretary and Treasurer are non-voting members of the Executive Committee.
- 2) The Executive Committee shall meet at the call of the President.

Section 5 Executive Committee –Powers and Duties

- 1) The Executive Committee shall have, and may exercise, all of the powers of the 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. The Executive Committee shall not materially alter

any action taken by the Board except when a timely decision is required and the Board has been contacted and is not available to act.

- 2) The Executive Committee is to act for the Association to implement specific actions or policies as directed by the Board. The Executive Committee may also act when timely decisions are required and the Board has been contacted and 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.
- 3) All Board members will be notified in advance of Executive Committee calls and meetings and provided with agendas. The quorum of the Executive Committee is six voting members of the Committee. All actions taken by the Executive Committee must be reported to the Board of Directors at or before the next Board meeting. The Executive Committee shall keep meeting minutes that shall be forwarded promptly to each member of the Board. The Executive Committee shall make and adopt such other policies and procedures as it may deem prudent for its management.

Section 6 Secretary

The Secretary shall be an officer of the Corporation and shall keep the minutes of the meetings of the Corporation and of the Board in one or more books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law, be custodian of the corporate records and the seal of the Association, see that the seal of the Association is affixed to all documents, the execution of which, on behalf of the Association, under its seal, is duly authorized in accordance with the provisions of these Bylaws, keep a register of the address of each member, which shall be furnished to the Secretary by such member, and, in general, perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned by the Board.

Section 7 Executive Director

- 1) The Board shall employ a qualified individual as Executive Director who shall serve as Secretary of the Association and chief of staff. The Executive Director shall report to the full Board. The Board shall determine the compensation of the Executive Director.
- 2) The Executive Director shall have the authority and duty to implement all policies and budgets adopted by the Board in a lawful manner and in accordance with generally accepted business and financial principles and ethical standards, and the responsibility to report to the Board concerning these affairs. Within the above scope of authority and duties, and without limitation by reason of specification, the Executive Director shall have the authority to: hire and dismiss employees and other personnel including consultants, contractors, and the like; establish all terms and duties of employment and hiring; legally bind the Association and sign on its behalf contracts, checks, drafts, notes, leases, and other legal documents; and develop annual operating programs, products, and services. The Executive Director shall attend and participate in all meetings of the Board except during closed executive sessions when it is so determined. The Executive Director shall perform such other duties as may elsewhere be specified in these Bylaws, in the Board of Directors' Policy Manual, or as may from time to time be designated by the Board.

Section 8 Treasurer

- 1) The Board shall employ a Treasurer for a three-year term, which term may be renewed as often as the Board may determine. It shall not be necessary for the Treasurer to be a member of the Association.
- 2) The Treasurer shall provide independent oversight of the fiscal affairs of the Association. The Treasurer shall have and may exercise such further powers and duties as may be conferred by the Board or the President from time to time.
- 3) The Board shall determine the compensation of the Treasurer.

Article X – Meetings of the Association

Section 1 Annual Business Meeting

- 1) The Annual Business Meeting of the membership shall be held each fiscal year at a time and place selected by the Board.
- 2) Notice shall be provided as required in Article XIX of these Bylaws, at least 30 days in advance of the Annual Business Meeting.
- 3) If the Annual Business Meeting is held in conjunction with the Annual Conference and Exhibition, the requirement for written notice to the membership may be satisfied via publication at least thirty (30) days in advance in promotional mailings for the Annual Conference.

Section 2 Special Business Meetings

- 1) Special business meetings of the Association membership may be called at any time and place at the discretion of the Board or shall be called by the Board upon written request of at least fifty (50) members.
- 2) Notice for any special business meetings shall be issued to all members at least thirty (30) days in advance of the meeting and shall state the business to be considered. No other business shall be considered at a special business meeting.

Section 3 - Quorum

- 1) At all business meetings, fifty (50) members shall constitute a quorum.
- 2) Each member present at a Business Meeting, or who has voted electronically or by paper ballot after notice and following procedures published by the Board, shall be considered present at the Business Meeting.

Article XI – Finances

Section 1 - Fiscal Year

The Board shall establish the fiscal year of the Association.

Section 2 - Funds

The deposit, investment, and disbursement of all funds, and the authorization of any activities involving the raising of funds not specified herein, shall be subject to the direction of the Board.

Section 3 - Budget

- 1) Prior to the beginning of the fiscal year, the Board shall adopt an income and expense budget covering the activities of the upcoming fiscal year.
- 2) If necessary, because of operating and/or economic circumstances, the Board may authorize changes in the income and expense budgets during a fiscal year.

Section 4 - The Finance Committee

- 1) The Board shall place the finances of the Association under the supervision of a Finance Committee. The voting members of the Finance Committee shall be three (3) or more members of the Board, one of whom shall serve as Chair, 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. A quorum is a majority of the voting members of the Finance Committee.
- 2) The Finance Committee shall report to the Board on the financial affairs and status of the Association, including the submission of appropriate financial statements, at all regularly scheduled meetings. The Board shall determine the frequency of financial statements.
- 3) Notice of any meeting of the Finance Committee shall be provided to all Board members at least one week in advance.

Section 5 - Annual Financial Statement

- 1) The annual financial statements of the Association shall be audited by a certified public accountant whose report shall be submitted to the Board, and the annual financial statements shall be made available to all the members upon request.
- 2) The financial records of the Association shall be open at all times to the Board or to a duly authorized committee thereof.

Article XII – Papers and Publications

Section 1

The papers and publications of the Association shall be issued in such a manner as the Board may direct.

Section 2

The Association shall make available to the membership, a summary of the actions of the Board and a directory of the Association's members, including a list of officers, directors, and all standing and special committees.

Article XIII – Amendments to the Bylaws

Section 1 Proposed Amendments

- 1) The President may appoint a Governance Committee to recommend bylaws amendments for consideration by the Board. Board members may also recommend bylaws amendments. The Board may approve, revise, or reject recommended bylaws amendments. With approval by a majority of the Board, recommended amendments will be considered proposed amendments.

- 2) Alternatively, bylaws amendments may also be recommended by a petition signed by not less than one hundred (100) members. With approval by at least five Directors, these amendments will be considered proposed amendments.

Section 2 Review for Technical Correctness

- 1) An ad hoc committee, appointed by the President, shall review the language of proposed amendments for technical correctness and shall make any changes to the language of the proposed amendment and any other sections of these Bylaws that are affected by the proposed amendment, as it deems necessary to effect the proposed amendment.
- 2) Proposed amendments that are related shall be deemed to be one proposed amendment.
- 3) The committee shall submit its technical corrections to the Board within thirty (30) days of the committee's receipt of the proposed amendment.
- 4) Upon receipt of the ad hoc committee's recommendations, the Board shall submit the proposed amendment to the membership for a vote.

Section 4 Notice and Voting

Voting procedures and notice of a vote on a proposed bylaws amendment shall be as provided in Article XIX of these Bylaws.

Section 5 Adoption of Proposed Amendments

- 1) The adoption of a proposed amendment shall require a vote in its favor of two-thirds (2/3) of the votes cast.
- 2) Should a proposed amendment receive the necessary two-thirds (2/3) vote for adoption, it shall become effective immediately and shall be made a part of these Bylaws.
- 3) The Association shall promptly notify the membership of the outcome of a vote on proposed Amendments. Notice shall be posted on the Association's website and sent via e-mail.

Article XIV – Professional Practice

Section 1 – Code of Conduct

- 1) It is the duty of every member of the Association to adhere to a Code of Conduct as may be adopted by the Board. Such code shall include the Association's Code of Ethics.
- 2) The Secretary shall ensure that the current Code of Conduct is available on the Association's website.

Article XV – Honors and Awards

In order to promote advancement in the Mission and Core Purpose of the Association as set forth in Article III, and to encourage and reward accomplishment in any of the many related fields, the Board shall offer and confer awards and other honors on behalf of the Association. These honors and awards may be sponsored and supported by the Association or may be the gifts of others.

Article XVI – Member Units

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.

Article XVII – 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. In addition, the Association may indemnify any other person who is eligible for indemnification under such provisions, to the full extent and under the conditions provided therein.

Article XVIII – Parliamentary Authority

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all instances in which they are not inconsistent with these 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.

Article XIX – Association Voting Procedures and Notice

Section 1 - Procedures for Association-wide Votes

- 1) When an opportunity is provided for the entire membership to vote, such as a Business Meeting of the Association, vote on amendments to these Bylaws, election of Association Directors or Officers, or other opportunity for the entire membership to vote, each member in good standing at the time of the notice of shall be entitled to one vote on any noticed item of business.
- 2) Members shall be entitled to vote on noticed business items by paper or electronic ballot following procedures established by the Board.
- 3) There shall be no proxies.

Section 2 – Notice to All Members

- 1) Except as elsewhere provided in these Bylaws, whenever notice is required to be given to all members under these Bylaws, notice shall be provided by all three of the following means:
 - a) a written notice given personally or by mail, postage prepaid (including, without limitation, a postcard or facsimile transmission); and
 - b) an email to the member; and
 - c) publication on the Association's website.
- 2) The Association will attempt to provide broad notice to members through multiple media, which may also include notice through publication if practicable as determined by the Board.

- 3) Notice shall be sent to the member's addresses on record with the Association.
- 4) All notices shall specify the nature of the business to be transacted, the date, place and time of the meeting or the deadline for action, and shall reference a website or person at the Association who may be contacted for more information.
- 5) Notices shall be made 30 days before the meeting or deadline for action unless otherwise provided in these Bylaws.

Section 3 – Retention of Documents

All voting records shall be held by the Association for a period of not less than one (1) year after an association-wide vote is concluded and results are reported to the membership. Voting records shall be made available for viewing and copying during normal business hours, upon written request of any member. All reasonable copying expenses shall be borne by said member.