

BYLAWS
OF THE
OHIO CHAPTER OF THE EAST
CENTRAL SECTION
OF THE
AIR AND WASTE MANAGEMENT
ASSOCIATION

Date: December 30, 2020

ARTICLE I
NAME, AREA, ADDRESS

Section 1 Name

This organization shall be known as the Ohio Chapter of the East Central Section (hereinafter referred to as the "Chapter") and is one of the geographic chapters of the Air and Waste Management Association, (hereinafter referred to as the "Association").

Section 2 Area

The geographic area of the Chapter shall consist of:
The State of Ohio, all 88 counties.

Section 3 Address

The address of the Chapter shall be the location of the incumbent Chair.

ARTICLE II

PURPOSE

Section 1 Purpose

The purpose of the Chapter shall be to promote closer professional and personal relations among members of the Chapter and to further the mission and objectives of the Association.

Section 2 Mission and Objectives

The mission of the Chapter is to assist in the professional development and critical environmental decision-making of its members to benefit society. The core purpose of the Chapter is to improve environmental knowledge and decisions by providing a neutral forum for exchanging information as stated in the Association Bylaws.

Section 3 Powers

The Chapter shall have all the powers granted to it by the Association and shall have the ability to do all things necessary and incident to its purposes provided, however, that the Chapter shall not engage in any activities or exercise any powers not permitted under Chapter 501(c)(3) of the Internal Revenue Code.

ARTICLE III

MEMBERSHIP

Section 1 Membership

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

ARTICLE IV

OFFICERS, DIRECTORS, EXECUTIVE BOARD

Section 1 Officers

- (a) There shall be four Chapter Officers designated as Chair, Vice Chair, Secretary and Treasurer.
- (b) Officers shall be elected to serve a two-year term by a majority vote of the members voting. They shall hold office for the ensuing year(s) or until their successors have been elected and have taken office.
- (c) The Chair and Vice Chair shall not hold the same office for more than two consecutive terms.
- (d) The most recently retired Chair shall be a member of the Executive Board

Section 2 Directors

There shall be two Directors of the Chapter. Initially, one shall be elected to serve a one-year term and one shall be elected to serve a two-year term. Thereafter, two Directors shall be elected annually to serve a two-year term by a majority vote of the members voting at the first business meeting of each calendar year. In lieu of a business meeting, electronic voting may be utilized or a letter ballot.

Section 3 Special Directors

Directors of the Association living within the area of the Chapter shall be Special Directors of the Chapter.

Section 4 Executive Board

- (a) The executive, financial, and general administrative functions of the Chapter shall be vested in the Executive Board (hereinafter referred to as the "Board") whose members shall be the Officers, Directors, Special Directors, and the retiring Chair.
- (b) Interim vacancies of elected Officers or Directors shall be filled by appointment by the Board until successors have been elected at the next Annual Meeting.

Section 5 All members of the Board shall be members of the Association.

Section 6 The Officers and other members of the Board shall serve without remuneration.

Section 7 Voting for Officers and Directors

Ballot transmittal shall be by e-mail, by other electronic communication, or postal mailing to the last point of contact of record. Voting for new terms should be by February 15.

ARTICLE V

DUTIES OF OFFICERS

Section 1 Chair

The Chair shall:

- Preside at all meetings of the Chapter,
- Call such special meetings as may be necessary,
- Appoint the Chair of all Standing and Temporary committees,
- Appoint an Auditor on an annual basis,
- Be the final authority, within the jurisdiction, on the bylaws of the Chapter,
- Appoint someone, in the absence of the Treasurer, to sign checks or make other financial transactions on behalf of the Chapter as directed by the Board, and
- Conduct both internal and external business on behalf of the Chapter.

Section 2 Vice Chair

The Vice Chair shall:

- Preside at all meetings in the absence of the Chair, and
- Assume all powers and duties of the Chair should the Chair be unable to so perform.

Section 3 Secretary

The Secretary shall:

- Give written notice of general business, technical, special and Board meetings,
- Keep a record of the minutes of all meetings of the Chapter and Board,
- Conduct appropriate correspondence of the Chapter,
- Make an annual report to the Association regarding the affairs of the Chapter, active membership, summary of public meetings, business transactions, and Treasurer's report, and
- Surrender at the end of his/her term of office to his/her successor, or to such person as may be authorized by the Chair to receive them, all properties and records of the Chapter and/or Association as may be in his/her custody.

Section 4 Treasurer

The Treasurer shall:

- Receive all moneys of the Chapter and deposit or invest them as directed by the Board,
- Disburse moneys as directed by the Chapter or by the Board,
- Keep accurate and complete records of all financial transactions,
- Furnish a financial report at the business meetings of the Chapter or as requested by the Chair and/or Board,
- Submit his/her records and accounts for audit on an annual basis by an auditor appointed by the Chair, and
- Surrender at the end of his/her term of office to his/her successor, or to such person as may be authorized by the Chair to receive them, all properties and records of the Chapter and/or the Association as may be in his/her custody.

ARTICLE VI

COMMITTEES

Section 1 Standing Committees

Standing Committees shall consist of:

- a) Membership Committee shall promote the growth of the Association by soliciting membership in the Chapter and Association.
- b) Arrangements Committee shall make all the physical arrangements for meetings including meeting place, meal arrangements, special equipment, and the like.
- c) Program Committee shall secure speakers and arrange and present the program for technical meetings.
- d) Nominating Committee consisting of one member as Chair and two other members.
- e) Young Professionals Committee shall promote the growth and development of young professional members of the Chapter.

Section 2 Other Standing Committees

Other Standing Committees may be established by the Board to promote the purposes of the Chapter.

Section 3 Other Committees

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

ARTICLE VII

OPERATIONS

Section 1 Dues

Annual dues for membership in the Chapter in excess of the amount assessed by the Association's Board of Directors may be established by the Chapter Board.

Section 2 Calendar

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

Section 3 Meetings

Executive Board meetings may be called by the Chapter Chair by notifying the members of the Board. The Board shall designate the dates for the general business and technical meetings and the Secretary shall give written notices thereof.

Section 4 Quorum

Ten (10) active members shall constitute a quorum for any general business or special meeting. Four (4) members of the Board shall constitute a quorum for a meeting of the Board.

Section 5 Voting

Only members of the Chapter are entitled to vote. Unless otherwise provided, a majority vote of the members voting shall rule.

Section 6 Elections

The Nominating Committee shall prepare a list of nominees for Officers and Directors, obtain their acceptance, and present the slate at the business meeting when elections are scheduled. Additional nominations may be made from the floor. The nominees shall reflect employment and geographic representation to ensure a broad and fair administration of the business of the Chapter. The new Officers and Directors will assume their duties as specified by the Executive Board.

Section 7 Rules of Order

Unless otherwise provided, "Robert's Rules of Order" shall govern the procedure for all meetings. The Chair has some discretion in this regard, if other fair and efficient approaches are warranted.

Section 8 Section Dues

Chapter members shall pay Section dues, if any, and shall be entitled to all privileges of Section membership.

Section 9 Financial Commitments

No financial commitment by any Chapter shall be binding upon the Section.

ARTICLE VIII

AMENDMENTS

Section 1 Any member may propose an amendment of the Bylaws to the Board. Before the amendment can be submitted for consideration of the membership, it must be approved by the Board or bear the written endorsement of at least twenty-five (25) members.

- Section 2** The Board shall promptly submit to the membership any proposed amendment approved or endorsed as provided in Section 1. Notice of any proposed amendment, a notice of the business meeting at which the amendment is to be considered, and official ballot, and a proxy form shall be mailed or e-mailed to each voting member, at such address as appears in the records of the Association. The Secretary shall mail the documents not less than thirty (30) days prior to the business meeting at which the amendment is to be considered.
- Section 3** Adoption shall require affirmation by two-thirds of the votes cast at a regular business meeting for which due notice has been given. A business meeting can be by teleconference. Unless otherwise noted in the amendment, amendments shall become effective immediately upon adoption by such two-thirds majority vote.
- Section 4** Within 90 days after amending the Chapter bylaws, the Secretary shall submit a copy of the amended bylaws to the Headquarters of the Association and to the Section.
- Section 5** Any section of the bylaws or amendments adopted hereafter which conflict with the bylaws or policy of the Association are null and void.

ARTICLE IX

DISSOLUTION

In the event of dissolution of the Chapter, any remaining assets after discharge of all liabilities and obligations shall be transferred to the Association or a successor organization. No part of the net earnings of the organization shall inure to the benefit of any private shareholder or individual. Upon dissolution, if the Association is unable, unwilling, or ineligible to receive assets, they will be distributed to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code.