

**AIR & WASTE MANAGEMENT ASSOCIATION
NORTH TEXAS CHAPTER**

CONSTITUTION AND BYLAWS

ARTICLE I. General

Section 1

This organization is one Chapter of the Southwest Section (hereinafter referred to as the Section) of the Air & Waste Management Association, International (hereinafter referred to as A&WMA) and it shall be known as the Air & Waste Management Association, North Texas Chapter (hereinafter referred to as the Chapter).

Section 2

The North Texas Chapter shall be comprised of two branches and shall henceforth be referred to as the Dallas Branch and the Fort Worth Branch. At the discretion of the Board of Directors (Board) of this Chapter additional branches may be formed and if deemed necessary existing branches may be disbanded without any further amendment to the constitution and bylaws.

Section 3

The geographical area of this Chapter shall consist of ZIP codes 75000 and 76000. However these ZIP codes shall not be considered binding and may be expanded to serve the interest of professionals beyond the confines of these two ZIP codes but well within the reach of the Chapter and the Branches. The Dallas Branch shall primarily serve the professional interest of members within the 75000 ZIP code and the Fort Worth Branch shall primarily serve the professional interest of members within the 76000 ZIP code.

Section 4

The address of the Chapter shall be that of a specific Chapter Post Office box.

Section 5

The Section is a regional organization with regional scope and responsibilities. The Chapter is a local Organization existing within the Section's geographical area and shall serve the geographical area as defined in Section 2 of this Article. These geographical boundaries shall be maintained flexible and may change as needed to further the mission of the Chapter in particular and of the A&WMA in general.

ARTICLE II. Purpose

Section 1

The purpose and existence of the North Texas Chapter and its Branches shall be to promote better understanding of the problems of air pollution and waste management and related environmental concerns among research personnel, educators, government agencies, representatives of industry and the general public within the geographical area of the Chapter, and to provide a meaningful forum for the exchange of information directed towards the resolution of these problems. It shall also be the purpose of the Chapter and the Branches to promote closer professional and personal relations among the members of the Chapter and to further the mission and objectives of the A&WMA.

Section 2

Chapter as well as the Branches shall have all the powers granted to it by the A&WMA and shall have the ability to do all things necessary and incident to its purposes. However, the Chapter or the Branches shall not carry on any activities not permitted to be carried on by any organization, which is exempt from federal income tax under

Section 501(c)(3) of the Internal Revenue Code of 1954, or by any organization, contributions to which are deductible under Section 170(c)(Z) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Internal Revenue Law).

ARTICLE III. Membership

Section 1

Any active member of the A&WMA in good standing and any local associate residing in or conducting business within the geographical area of the Chapter and upon payment of Chapter dues will become a member of the Chapter. An active member is entitled to engage in all activities of the Chapter and the Branches. However holding an elected position within the Chapter is a right and a privilege that is solely reserved for those who are International Members. Local Associates' voting privileges are strictly limited to local issues and they are not allowed to hold any elected positions within the Chapter.

Section 2

Honorary Members of the A&WMA residing in the geographical area of the Chapter are entitled to all privileges and prerogatives of Chapter member, and are excused from payment of dues.

Section 3

Non-members of the A&WMA or the Section who support the purpose of the Chapter, upon payment of Local dues, may become members of the Chapter and shall be referred to as Local Associates.

ARTICLE IV. Calendar and Dues

Section 1

The fiscal year of the Chapter shall be January 1 through December 31 of the Calendar Year so as to be consistent with the A&WMA Fiscal Year.

Section 2

The election year shall be as provided for in Article VIII.

Section 3

The Board of Directors may establish chapter dues, as deemed necessary, at an appropriate level. The Board may establish local Associate dues at an appropriate level.

Section 4

There shall be no initiation fee.

ARTICLE V. Officers and Board of Directors

Section 1

The officers of the Chapter shall consist of a Chair, two Vice Chairs, two Secretaries and a Treasurer. All officers shall be members of the A&WMA and active members of the Chapter. The Vice Chairs shall be designated as First Vice Chair and Second Vice Chair of the respective Chapter Branch. The Second Vice Chair shall be elected by a majority vote of all eligible participants. Each Vice Chair shall have the full responsibility of organizing the monthly meeting of the respective branch s/he is responsible for. At the end of their elected terms, First Vice Chair shall become the Chapter Chair for the following year and Second Vice Chair shall become First Vice Chair. Following this ascension a new Second Vice Chair shall be duly elected for the Branch where the vacancy has arose.

Section 2

In the event First Vice Chair does not wish to assume the office of the Chair then the Second Vice Chair shall assume that responsibility. In the unlikely event neither of the Vice Chairs wish to assume the office of the Chair then a Chair, a First Vice Chair, and a Second Vice Chair shall be elected unless the Second Vice Chair elects to assume the title of First Vice Chair in preparation for the ascension for the following year. In this event a Second Vice Chair shall be elected to lead the branch where the vacancy exists. In the event of mid term vacancies, the Board may appoint eligible members to fill the vacancies.

Section 3

Officers shall be elected by majority vote of the members voting in any election. The term of office shall be for one election year and begin as provided for in Section 4 of Article VIII.

Section 4

The executive, financial and general administrative functions of the Chapter shall be vested in the Executive Board. This Board shall be composed of:

- a. The Chair, two Vice Chairs, two Secretaries, the Treasurer;
- b. The three immediate, active Past Chairs;
- c. Any member of the A&WMA Board and any elected Section officer who is a member of the Chapter, however, they serve as non-voting members;
- d. In the event that one or more of the three immediate, active Past Chairs must be replaced, it is suggested, but not required, that the candidates have prior experience as a Chapter Officer.

Section 5

The term of a Past Chair on the Board of Directors shall automatically be for three election years immediately following the term as Chapter Chair. In the event of replacement, the replacement(s) shall serve for the remainder of the three-election year term.

Section 6

The officers and members of the Board of Directors shall serve without remuneration, but may receive reimbursement for travel and other expenses if authorized by the Board. Sundry item expenses to be incurred by Committee Chairs and other Officers shall have concurrence from the Chair. These expenses shall be brought before the Executive Board at the first meeting following the expense of Chapter funds.

Section 7

Officers and members of the Board of Directors, must be members of good standing. In order to remain a member of good standing, each elected officer, members of the Board of Directors, must not have two consecutive unexcused absences from meetings.

Officers and members of the Board of Directors, that fail to maintain good standing, shall receive notice of such charge and allowed to make an explanation before the Board. The Board will deliberate upon the charge and vote on proposed corrective action, to include removal from office. No officer, members of the Board of Directors, shall be removed from office by less than two-thirds vote of those present.

ARTICLE VI. Duties of Officers

Section 1

The Chair of the Chapter shall:

- a. Preside at Chapter meetings;
- b. Call any such special meetings as may be necessary;
- c. Appoint the Committees and Committee Chairs indicated in Article IX, Section 1 and serve on the Nominating Committee;
- d. Carry out the business of the Chapter and approve expenditures as directed by the Board of Directors;
- e. Be the final authority, within his or her jurisdiction, on the Constitution and Bylaws of the Chapter.

Section 2

The Vice Chairs shall:

- a. Preside at Chapter Branch meetings in the absence of the Chair;
- b. First Vice Chair shall assume the duties of the Chair upon the disability or resignation of the Chair;
- c. Serve as Co-Chairs of the Program Committee.

Section 3

One of the Secretaries by mutual agreement shall:

- a. Take the minutes of all Chapter Business Meetings;
- b. Maintain the correspondence, records and non-fiscal proceedings of the Chapter and pass those records on to succeeding Secretaries;
- c. Shall function as the/or designate a Chair of/for The Newsletter Committee, appoint its members in consultation with the Chair, and ensure the regular publication of a newsletter and dissemination of other information to the members of the Chapter; and
- d. Submit an annual report to the Section and A&WMA International on Chapter activities including a report from each Committee Chair and the Treasurer.

Section 4

The Treasurer shall:

- a. Receive and disperse Chapter funds in accordance with the policies of the Board of Directors;
- b. Maintain the fiscal accounts and records of the Chapter and issue annual reports to the membership on the fiscal status of the Chapter;
- c. Provide adequate reporting of fiscal matters to the Section and A&WMA International, Internal Revenue Service and all other agencies.
- d. Submit financial records and accounts of the Chapter for audit by the Audit Committee on an annual basis;
- e. Serve on the Membership Committee;

- f. Surrender at the end of the term of office to a successor, or to such other person as may be authorized by the Chair to receive them, all properties and records of the Chapter as may be in the Treasurer's custody;
- g. Provide brief financial statements at the regularly scheduled Board Meetings;
- h. Maintain the 501(c)(3) status of the Chapter with the Internal Revenue Service.

ARTICLE VII. Duties of the Board of Directors

Section 1

The Board of Directors shall:

- a. Adopt policies to carry out and oversee the executive, financial and administrative functions of the Chapter;
- b. Make appointments to fill interim vacancies of officers or the Board of Directors until the next regular election.

ARTICLE VIII. Nominations and Elections

Section 1

No later than September 1 of each year, the Chair of the Chapter shall appoint a Nominating Committee of not less than three (3) members. The Chair shall serve as a member of the Nominating Committee. This Nominating Committee shall nominate one or two candidates for each elective office, including Board of Director vacancies to be filled at the next election. They shall obtain acceptance and present the slate to members of the Chapter at the regular October meeting of the Chapter.

Section 2

Prior to November 1 of each year, any member may submit other nominations for officers or Board members by submitting to the Board of Directors a nominating petition signed by at least ten (10) members of the Chapter.

Section 3

The Chair in consultation with the Secretaries shall designate one of them to be the Chapter Election Officer. At the regular September meeting, or as appropriate, the Chair or his designee shall announce the name of the election officer and members of the nominating committee.

Section 4

The Board of Directors shall certify and the Election Officer shall prepare and mail or email to each member a ballot, listing all nominees for office and Board of Directors named by the Nominating Committee or the membership, as prescribed in Sections 1 and 2 of Article VIII. Included with the ballot shall be a brief biographical sketch of each of the nominees. Voting members consist of current International members registered in the North Texas Chapter. A date, no later than December 1, shall be specified for return of the ballot. The Election Officer shall certify and report the election results to the Board of Directors and to the membership by the December Chapter meeting.

Section 5

Prior to the January Chapter meeting of each election year, there shall be a meeting of retiring and new officers and Board of Director members. At this meeting the Secretary and Treasurer shall submit Annual Reports and the new Officers and Directors shall be installed.

Section 6

By March 1 of each year, the chair shall send to the A&WMA Headquarters a list of all elected and appointed officers of the Chapter. The Sections Council Representative and the Sections Council Membership Committee Representative, as well as the various local Committee Chairs, if known, shall also be designated in this listing.

ARTICLE IX. Committees

Section 1

Standing Committees shall consist of the:

- a. Membership Committee that shall promote the growth of A&WMA by soliciting membership in the Chapter, Section and A&WMA.
- b. Nominating Committee as provided for in Article VIII, Section 1.
- c. Newsletter Committee as provided for in Article VI, Section 3.
- d. Program Committee, which shall secure speakers and arrange programs, as provided for in Article X, Section 2.
- e. Audit Committee, which shall conduct an annual audit of the financial records of the Chapter, as provided for in Article VI, Section 4.

Section 2

The Chair of the Chapter may appoint other committees, as deemed necessary, and name a Chair for each.

Section 3

The Board, by two-thirds vote of those present, may remove a committee chair not of good standing.

ARTICLE X. Meetings

Section 1

There shall be at least one business meeting of the Chapter during each fiscal year. The business meeting may be held in conjunction with technical meetings. A quorum of ten percent of Chapter members is preferred, but not required, to conduct the business of the Chapter. This shall be the opportunity for members of the Chapter to bring before the Board and Membership items for action.

Section 2

If deemed necessary the business meeting may still be conducted in the absence of this quorum. In such case decisions may be made based on a simple majority of those present.

Section 3

The Chapter shall sponsor at least one technical meeting per year; however, the Chapter shall have as a goal more frequent technical meetings.

Section 4

The Board of Directors shall meet at least once per year and a simple majority of Board members shall constitute a quorum.

Section 5

Meetings of the Board of Directors may be held without notice and at such time and place as shall from time to time be determined by the Board and called by its Chair or by two members of the Board. Meetings may be held by telephone conference.

Section 6

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the Board and such unanimous consent shall have the same force and effect as a unanimous vote at a meeting.

Section 7

The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of Board meetings of the Chapter, when not inconsistent with the provisions chapter bylaws.

ARTICLE XI. Disposal of Funds

Section 1

No part of the net earnings of the Chapter shall inure to the benefit of any individual. In the event of dissolution of the Chapter, the Chapter's Board of Directors shall donate any remaining assets, after discharge of all liabilities and obligations, to the Section. If the Section does not exist, they shall be donated to A&WMA. If A&WMA is unable, unwilling or ineligible to receive assets, they will be distributed to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, only if qualified.

ARTICLE XII. Amendments

Section 1

Amendments to these Bylaws may be proposed by a two-thirds majority of the Board of Directors or a petition to the Chapter Chair endorsed by at least twenty members of the Chapter.

Section 2

The Board of Directors shall submit proposed amendments to the membership. Adoption of proposed amendments shall require a vote of two-thirds participating members.

Section 3

Any section of the Bylaws or amendments thereto of the Chapter that are in conflict with the Bylaws of A&WMA International shall be null and void.

ARTICLE XIII. Liability

Section 1

To the fullest extent permitted by Texas law, a Director of the Chapter shall not be liable for monetary damages to the Chapter or its members for any act or omission in the Director's capacity as a Director, except that this Article XIII does not eliminate or limit the liability of a Director for:

- a. A breach of a Director's duty or loyalty to the Chapter or its members;
- b. An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- c. A transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission for which the liability of a Director is expressly provided for by statute.

ARTICLE XIV. Scholarship Awards

Section 1

Any student enrolled in Graduate and Undergraduate studies at Colleges and Universities and Associate Degree Programs at Community Colleges within the geographical bounds of the Chapter shall be eligible for a scholarship award. Candidates shall be enrolled in engineering, meteorology, or air and waste management curriculums and shall be (1) residents of or, (2) attending an accredited college or University or a Community College in or, (3) born within the geographical bounds of the Chapter.

Section 2

The Scholarship Committee shall be responsible for screening candidates for scholastic awards and shall consist of a minimum of three (3) members.

Section 3

Individuals and companies may be encouraged to donate to the A&WMA/North Texas Chapter Scholarship Fund. Based upon existing funds available at the end of the Fiscal Year (December 31) of each year, the Chapter shall determine an amount to award. The Chapter Board shall determine the number of scholarships and the amount. The Scholarship Committee shall recommend the candidate(s) to the Board for consideration. All monies donated to the Scholarship Fund shall either be awarded or held in a separate account. Annual awards shall be announced no later than April 30.

I, the undersigned, being the Chair of the Chapter, do hereby certify that the foregoing is the Constitution and Bylaws of the said Chapter as approved by the general membership on **November 16, 2004**, and adopted by the Executive Board on or before **December 31, 2004**.

ED DANIELS
CHAIR 2004