

BYLAWS
OF
MIDWEST SECTION
OF THE
AIR & WASTE MANAGEMENT ASSOCIATION

ARTICLE I

NAME, AREA, ADDRESS

Section 1. Name. This organization shall be known as the Midwest Section (hereinafter referred to as the "Section") and is one of the geographic sections of the Air & Waste Management Association (hereinafter referred to as the "Association").

Section 2. Area. The geographic area of the Section shall consist of the states of Iowa, Kansas, Missouri, and Nebraska, excluding the area constituting the Greater St. Louis Section in Missouri.

Section 3. Address. The address of the Section shall be the business address of the incumbent Chair.

ARTICLE II

PURPOSES, POWERS

Section 1. Purposes. The purposes of the Section are to (1) promote a better understanding of air pollution control and waste management and related environmental concerns among government agencies, research personnel, educators, industry and the general public within the geographic area of the Section, (2) work toward resolution of environmental problems, (3) promote closer professional and personal relations among members of the Section, and (4) further the mission and objectives of the Association as set forth in Article III of the Association's Bylaws.

Section 2. Powers. The Section shall have all the powers granted to it by these Bylaws and by the Association and shall have the ability to do all things necessary and incident to its purposes; provided, however, that the Section shall not engage in any activities or exercise any powers not permitted under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE III

MEMBERSHIP

The categories of participants in the Section shall consist of Individual Members, Honorary Members, Student Members, Organization Members and Local Associates as defined hereinafter.

(a) Individual Members - Any individual residing or conducting business within the geographic area of the Section who supports the purposes of the Section is eligible to become an Individual Member of the Section upon the payment of annual Section and Association dues.

(b) Honorary Members - Honorary memberships, not exceeding two each year, may be conferred upon persons who have attained eminence in some field related to the purposes of the Section or who have rendered valuable services to the Section. Approval of honorary membership must be by a two-thirds majority vote of the Executive Board. Honorary Members of the Section and Honorary Members of the Association residing in the geographic area of the Section are entitled to all privileges of Individual Members and are excused from the payment of dues.

(c) Student Members - Any full-time student at the level of senior in high school or above shall be eligible to be a Student Member and shall have all privileges of Individual Members, except nominating, voting, and holding an elected office or position.

(d) Organization Members - Any organization may apply for an organization membership in support of the Section. Organization membership shall entitle the holder to designate one (1) representative to have voting privileges. Such appointment shall be made in writing to the Executive Board and must be approved by a two-thirds majority of the Board.

(e) Local Associates - Any individual who supports the purposes of the Section and wants to participate in its activities but does not pay Association dues can become a Local Associate upon the payment of annual Section dues. This is not a class of membership and such individuals are precluded from nominating, voting and holding an elected office or position.

ARTICLE IV

OFFICERS, DIRECTORS, EXECUTIVE BOARD

Section 1. Officers.

(a) There shall be four Section Officers designated as Chair, Vice Chair, Secretary and Treasurer.

(b) Officers shall be elected to serve a one (1) year term by a majority vote of the members voting. They shall hold office for the ensuing year or until their successors have been elected and taken office.

(c) The Chair and Vice Chair shall not hold the same office for more than two (2) consecutive terms.

(d) The most recently retired Chair shall be a member of the Executive Board.

Section 2. Directors. There shall be three (3) Directors of the Section. Initially, one shall be elected to serve a one-year term, one shall be elected to serve a two-year term and one shall be elected to serve a three-year term. Thereafter, one Director shall be elected annually to serve a three-year term by a majority vote of the members voting.

Section 3. Special Directors. Directors of the Association living within the geographic area of the Section shall be Special Directors of the Section.

Section 4. Executive Board.

(a) The executive, financial and general administrative functions of the Section shall be vested in the Executive Board (hereinafter referred to as the "Board") whose members shall be the Officers, Directors, Special Directors, the appointed representative of each Chapter, and the retiring Chair. Annually the Board shall appoint an auditor by majority vote.

(b) Interim vacancies of elected Officers or Directors shall be filled by members appointed by a majority vote of the Board and shall serve until successors have been elected at the next election.

Section 5. All Officers, Directors, Special Directors, Chapter representatives and other members of the Board shall be members of the Association.

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

ARTICLE V

DUTIES OF OFFICERS

Section 1. Chair. The Chair shall:

- (a) preside at all meetings of the Section;
- (b) call such special meetings as may be necessary;
- (c) appoint members of all Standing and Temporary Committees;
- (d) be the final authority on the Bylaws of the Section;
- (e) be authorized, in the absence of the Treasurer, to sign checks or make other financial transactions on behalf of the Section as directed by the Board; and
- (f) conduct both internal and external business on behalf of the Section.

Section 2. Vice Chair. The Vice Chair shall:

- (a) preside at all meetings in the absence of the Chair; and
- (b) assume all powers and duties of the Chair should the Chair be unable to so perform.

Section 3. Secretary. The Secretary shall:

- (a) give written notice of general business and all meetings;
- (b) keep a record of all votes and the minutes of all meetings of the Section and Board;
- (c) make an annual report to the Association summarizing the affairs of the Section, active membership, public meetings, business transactions and the Treasurer's reports; and
- (d) surrender at the end of the term of office to the successor, or to such person as may be authorized by the Chair to receive them, all properties and records of the Section and the Association as may be in his or her custody.

Section 4. Treasurer. The Treasurer shall:

- (a) receive all monies of the Section and deposit or invest them as directed by the Board;
- (b) disburse monies as directed by the Board;
- (c) keep accurate and complete records of all financial transactions;
- (d) furnish a financial report at the business meetings of the Section or as called for by the Chair or Board;
- (e) submit Section records and accounts for audit on an annual basis by an auditor appointed by the Board; and
- (f) surrender at the end of the term of office to the successor, or to such person as may be authorized by the Chair to receive them, all properties and records of the Section or the Association as may be in his or her custody.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees. Standing Committees shall consist of:

- (a) Membership Committee - to promote the growth of the Association by soliciting membership in the Section and Association.
- (b) Facilities Committee - to make all the physical arrangements for meetings including meeting place, meal arrangements, special equipment and the like.
- (c) Program Committee - to secure speakers and arrange and present the program for technical meetings.
- (d) Nominating Committee - to nominate members to serve in elected offices or positions.

Other Standing Committees may be established by the Board to promote the purposes of the Section. Each Standing Committee Chair shall prepare and submit an annual report.

Section 2. Other Committees. The Section Chair may appoint temporary committees as deemed necessary, provided such appointment does not conflict with other provisions of the Bylaws.

ARTICLE VII

OPERATIONS

Section 1. Dues. Annual dues may be established by the Board.

Section 2. Calendar. The fiscal year, the membership year and the operating year of the Section shall be May 1 to April 30 during which at least one technical meeting shall be held.

Section 3. Meetings. Board meetings may be called by the Section 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. Fifteen (15) members shall constitute a quorum for any general business or special meeting. Five (5) members of the Board shall constitute a quorum for a meeting of the Board. Unless otherwise provided, a majority vote of the Board members present and voting shall rule.

Section 5. Voting. Only members of the Section are entitled to vote. Unless otherwise provided, a majority vote of the members present and voting shall rule.

Section 6. Elections. The Nominating Committee shall prepare a list of eligible nominees for Officers and Directors, and shall 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 representativeness to insure a broad and fair administration of the business of the Section. The new Officers and Directors will assume their duties on May 1 following their election.

Section 7. Rules of Order. Unless otherwise provided, Robert's Rules of Order shall govern the procedure for all meetings.

ARTICLE VIII

CHAPTERS

Section 1. Upon written petition of ten or more members of the Association the Board may establish one or more Chapters of this Section.

Section 2. The Bylaws of any Chapter established under this Article shall be subject to approval by the Board and the Association. After initial approval of the Bylaws, the internal affairs shall be the responsibility of the Chapters. If, however, the Chapter has not had a meeting of more than ten members in a year, the Board may intervene in order to

revitalize the Chapter and assist members in the area to do so. Only after all reasonable efforts have failed shall the Chapter be dissolved.

Section 3. Section members are encouraged to become Chapter members.

Section 4. Chapter members shall pay Section dues and shall be entitled to all privileges of Section membership. Each Chapter shall designate a representative to serve on the Board.

Section 5. Chapters established under this Article shall be financially self-supporting. No financial commitment by any Chapter shall be binding upon the Section.

ARTICLE IX

AMENDMENTS

Section 1. Any member may propose in writing to the Board an amendment to the Bylaws. 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 twentyfive percent of the membership.

Section 2. The Board shall promptly submit to the membership any proposed amendment approved or endorsed as provided in Section 1. Adoption shall require affirmation by two-thirds of the votes cast at a regular business meeting for which due notice has been given. Amendments shall become effective immediately upon adoption by such two-thirds majority vote.

Section 3. Any section of the Bylaws or amendments adopted hereafter which conflict with the Bylaws or policy of the Association are null and void.

ARTICLE X

DISSOLUTION

In the event of dissolution of the Section, 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 of 1954.