

**BYLAWS  
OF  
MIDWEST SECTION  
OF THE  
AIR & WASTE MANAGEMENT ASSOCIATION**

(Effective as of October 1, 2017)

**ARTICLE I**

NAME, AREA, ADDRESS

Section 1. Name. This organization shall be known as the Air & Waste Management Association-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 address on file with the Missouri Secretary of State.

Section 4 – Articles of Incorporation. The Section was incorporated as a Not-for-Profit Corporation under the Missouri Nonprofit Corporation Act as Air & Waste Management Association-Midwest Section with a formation date of May 25, 2012. The Section's Missouri Charter Number is N01231052. The Section is organized as a corporation exclusively for charitable, scientific, and educational purposes as specified in section 501(c)(3) of the Internal Revenue Code. The Section's assigned Federal Employer Identification Number (EIN) is 43-1270577.

**ARTICLE II**

PURPOSES, POWERS

Section 1. Purpose. The purposes of the Section shall be to promote closer professional and personal relations among members of the Section and to further the mission and objectives of the Association.

Section 2. Mission and Objectives. The mission of the Section is to assist in the professional development and critical environmental decision-making of its members to benefit society. The core purpose of the Section is to improve environmental knowledge and decisions by providing a neutral forum for exchanging information as stated by the Association Bylaws.

Section 3. 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.

## **ARTICLE III**

### **MEMBERSHIP**

Membership is available to persons residing in or conducting business within the geographic area of the Section. Any Association member who supports the purpose of the Section is eligible to become an active member of the Section and is entitled to engage in all Section 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 Section, provided that the member pays dues to each Section.

## **ARTICLE IV**

### **OFFICERS AND DIRECTORS**

#### Section 1. Officers.

- (a) There shall be Section Officers designated as Chair, Vice Chair, Secretary, and Treasurer. There may be up to two people elected to serve in each of these positions as co-officers. These bylaws refer to Co-officers with "(s)" after the officer title.
- (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(s) and Vice Chair(s) shall not hold the same office for more than two (2) consecutive terms.
- (d) The immediate past Chair(s) shall be a member of the Board of Directors.

Section 2. Directors. There shall be at least four (4) Directors of the Section. Each Director shall be appointed by the Officers annually to serve a one-year term.

#### Section 3. Board of Directors.

- (a) The executive, financial, and general administrative functions of the Section shall be vested in the Board of Directors (hereinafter referred to as the "Board") whose members shall be the Officers, Directors, and the immediate past Chair(s).
- (b) Interim vacancies of elected Officers shall be filled by appointment of the Board until successors have been elected at the next election.

Section 4. All Officers, Directors, and other members of the Board shall be members of the Association.

Section 5. The Officers and other members of the Board shall serve without remuneration.

**ARTICLE V**  
**DUTIES OF OFFICERS**

Section 1. Chair(s). The Chair(s) 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(s). The Vice Chair(s) 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, technical, special and board meetings;
- (b) keep a record of all 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(s). The Treasurer(s) 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) 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) Arrangements 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. Consisting of one member as committee chair and two other members.
- (e) Young Professionals Committee – to promote the growth and development of young professional members of the Section.

Section 2. Other Standing Committees may be established by the Board to promote the purposes of the Section. Each Standing Committee Chair shall report at each board meeting and assist with annual reports to Association Headquarters.

Section 3. 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 for membership in the Section in excess of the amount assessed by the Association's Board of Directors may be established by the Section Board.

Section 2. Calendar. The fiscal year, the membership year and the operating year of the Section shall be January 1 to December 31 during which at least one technical meeting shall be held.

Section 3. Meetings. Board meetings may be called by the Section Chair(s) 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.

- (a) At any general business or special meeting of the members, a quorum shall consist of the voting members present. For electronic voting, a quorum shall consist of the members that cast a vote.
- (b) Five (5) members of the Board shall constitute a quorum for a meeting of the Board.

Section 5. Voting.

- (a) Only members of the Section are entitled to vote. For matters before members, unless otherwise provided, a majority vote of the members voting shall rule.
- (b) For matters before the board, unless otherwise provided, a majority vote of the Board members present and voting shall rule.

Section 6. Elections.

- (a) The Nominating Committee shall prepare a list of eligible nominees for Officers, and shall present the ballot to members by e-mail or other electronic communication. The nominees shall reflect employment and geographic representativeness to insure a broad and fair administration of the business of the Section. A date shall be specified for the completion of electronic voting by members.
- (b) Ballot transmittal of each member's vote shall be by electronic voting. Electronic voting (e.g., via the Section's website) shall be considered a written ballot.
- (c) The new Officers will assume their duties as specified by the Board.

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 recommend the establishment of one or more Chapters in accordance with Bylaws and policies of the Association.

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 may the Board recommend dissolution of a chapter in accordance with the bylaws and policies of the Association.

Section 3. Chapter members shall pay Section dues and shall be entitled to all privileges of Section membership.

Section 4. 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 twenty-five (25) percent of the membership.

Section 2. The Board shall promptly submit to the membership any proposed amendment approved or endorsed as provided in Section I. Notice of any proposed amendment 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 or e-mail the documents not less than thirty (30) days prior to the voting date.

Section 3. Unless otherwise noted in the amendment, 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, and the members shall be notified accordingly.

Section 4. Within 90 days after amending the Section bylaws, the Secretary shall submit a copy of the amended bylaws to the Headquarters of the Association.

Section 5. Any section of the Bylaws or amendments adopted hereafter which conflict with the Bylaws or policy of the Association is 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 another A&WMA Section or a different organization as directed by the existing Section Board. Remaining assets can be distributed either in whole or in part to other organizations exempt under the Internal Revenue Code Section 501(c)(3). No part of the net earnings of the organization shall inure to the benefit of any individual.