

**AIR AND WASTE MANAGEMENT ASSOCIATION, SOUTH ATLANTIC STATES SECTION BYLAWS
NOVEMBER 2, 2017**

ARTICLE I. NAME, GEOGRAPHIC AREA, AND ADDRESS

Section 1. This organization is one of the geographic sections of the Air and Waste Management Association, Incorporated (hereinafter referred to as the Association), and it shall be known as the South Atlantic States Section (hereinafter referred to as the Section).

Section 2. The geographic area of the Section shall consist of the District of Columbia, Maryland, Virginia, North Carolina, and South Carolina.

Section 3. The address of the Section shall be the office of the incumbent Chair or alternative address designated by the Section Board of Directors (hereinafter referred to as the Board).

ARTICLE II. PURPOSE

Section 1. It shall be the purpose of the Section to promote better air quality and waste management among control officers, research personnel, educators, representatives of industry, and the general public within the geographic area of the Section and to provide a means for the interchange of information directed toward this better management. It shall also be the purpose of the Section to promote closer professional and personal relations among members and Chapters of the Section and to further the mission and objectives of the Association.

Section 2. The Section 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 Section shall not engage in any activities or exercise any powers not permitted under Section 501 (C) (3) of the Internal Revenue Service Code.

ARTICLE III. CHAPTERS

Section 1. Section Chapters (hereinafter referred to as Chapters) may be activated within the Section by petition of no fewer than ten members from the proposed geographic area to be represented by the Chapter. A Chapter shall be recognized and officially formed only if approved by the Board and the Association.

Section 2. Chapters shall adopt their own Bylaws. Such Bylaws shall be in conformance with the Section Bylaws and must be submitted to the Board upon adoption or revision.

Section 3. It shall be the policy of the Section to involve itself in the internal affairs of a Chapter only when asked to do so. 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 the Chapter to the Association. Chapters shall be self-supporting. No financial commitment by any Chapter shall be binding upon the Section.

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Section 4. For the Section's annual report to the Association, each Chapter shall report their activities that occurred during the reporting year, including a financial statement, to the Section Past Chair prior to March 15 in order that these reports may be consolidated with those of the Section. Reporting year is defined as the calendar year.

ARTICLE IV. MEMBERSHIP

Section 1. A member of the Association residing in the geographical area of the Section is a Member of the Section and is entitled to engage in all activities of the Section upon joining the Association.

ARTICLE V. DUES

Section 1. Dues allocated to the Section from the Association shall be used for the growth and maintenance of the Section and Chapters.

ARTICLE VI. CALENDAR

Section 1. The fiscal year and the operating year of the Section shall be January 1 through December 31.

Section 2. For dates specified in the Articles herein, any such date falling on a weekend or generally-customary holiday shall become effective on the next normal business day.

ARTICLE VII. OFFICERS

Section 1. The Officers of the Section shall consist of a Chair, Vice Chair, Treasurer, and Secretary. When preferred to do so by the Board, the offices of Treasurer and Secretary may be combined.

Section 2. The Vice Chair shall be elected by majority vote of members voting by official ballot to serve a one-year term and then shall succeed to the office of Chair for one year.

Section 3. The Treasurer and Secretary shall be elected by majority vote of members voting by official ballot, each to serve a two-year term.

Section 4. All Officers of the Section must be current (i.e., dues paid) members of the Association.

ARTICLE VIII. DIRECTORS

Section 1. There shall be six Directors of the Section each elected by majority vote of members voting by official ballot.

Section 2. The Directors will serve three year terms staggered, by one year.

ARTICLE IX. BOARD OF DIRECTORS

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Section 1. The Board shall consist of the Officers of the Section, six Directors of the Section, the Past Chair of the Section, the current Chair of each Chapter within the Section and the Faculty Advisor of each Student Chapter within the Section. All current Section members that are Directors of the Association may take part in the Board meetings, as *ex officio* attendees, to give advice and guidance.

Section 2. The Board shall serve without remuneration. Meals sponsored by the Section for Board of Directors meetings do not constitute remuneration.

Section 3. All members of the Board must be current (*i.e.*, dues paid) or *emeritus* members of the Association.

Section 4. Elected Board members (Officers and Directors) must remain active participants in Board functions. Active participation shall be defined as attendance at /participation in at least 50% of the Board meetings in all calendar years. Should an Officer or Director not achieve and maintain the minimum annual attendance requirement, conditions excepted as noted in Section 5 below, the Board will remove that Officer or Director from their position and appoint an interim replacement to serve until the next scheduled election. Officers and Directors shall also actively participate in at least one Section committee.

Section 5. A Board member may request sabbatical leave approval from the Chair for extended absence. An Officer or Director on sabbatical shall be considered an *active Board member* as defined in Section 4. The Board may elect to appoint an interim Officer or Director to assume the duties of an active Board member on sabbatical, pursuant to Article XI.

ARTICLE X. DUTIES OF THE OFFICERS

Section 1. The Chair of the Section shall:

- Preside at all meetings of the Section.
- Call such special meetings as may be necessary.
- Appoint Chairs of all committees.
- Preside at all meetings of the Board.
- Produce a newsletter for distribution to SASS membership at least every other month.
- Appoint a reviewer, external to the Board, to review the Section's financial records on no less than an annual basis, and/or whenever there is a change in Treasurer within a calendar year.
- Be the final authority, within his/her jurisdiction, on the Bylaws of the Section.
- 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.
- Conduct both internal and external business on behalf of the Section.

Section 2. The Vice Chair shall:

- Preside at all meetings in the absence of the Chair.

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- Assume the duties and functions of Chair in the event that the office of Chair shall become vacant through resignation or other reasons.
- Succeed to the office of Chair on January 1 upon completion of his/her term as Vice Chair.
- Serve as Chair of the Biennial Technical Conference Committee.

Section 3. The Secretary shall:

- Keep a record of the minutes of all meetings and provide a draft copy of minutes to attendees at least one week prior to the next Board meeting.
- Conduct the pertinent correspondence of the Section and maintain a record of such correspondence.
- Send out newsletter and notices of general, business, technical, special and Board meetings using the Services of the Membership Committee, as necessary.
- Prepare and distribute annual election ballot based on the slate approved by the Board.
- Receive and count completed annual election ballots returned by members.
- Report the results of annual election in writing as described in Article XI, Section 3.
- Support Past Chair in preparing annual report for submittal to the Association.
- Surrender at the end of his/her term of office to his/her successor all properties and records of the Section that are in his/her custody.

Section 4. The Treasurer shall:

- Receive and disburse funds in accordance with the policies determined by the Board.
- Maintain complete and accurate records of all financial transactions.
- Furnish financial reports to the business meetings of the Section or Board meetings as requested by the Chair or the Board.
- Provide an annual report to the Past Chair for inclusion in the annual report to the Association.
- Submit his/her records and accounts for review on an annual basis by reviewer, external to the Board, appointed by the Chair.
- Surrender at the end of his/her term of office to his/her successor all properties and records of the Section that are in his/her custody.

ARTICLE XI. DUTIES OF BOARD OF DIRECTORS

Section 1. The Board shall: (a) Carry out the executive and administrative functions of the Section within the policies established by the Association; (b) Establish such committees, in addition to those enumerated in Article XII, as may be necessary or desirable for carrying out the purpose of the Section; and, (c) Make appointments to fill interim vacancies of Officers and all other members of the Board of Directors that will remain effective, until the next scheduled election.

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Section 2. At any Board meeting, an issue may be discussed before a formal motion is made. Upon second of a formal motion, Robert's Rules of Order shall prevail.

Section 3. A quorum for decisions by the Board shall be no less than one third of its current members.

ARTICLE XII. COMMITTEES

Section 1. The Standing Committees of the Section are:

- Membership
- Nominating
- Biennial Technical Conference

Section 2. The Chair of the Section shall, upon assuming office, appoint the Chair of the Membership Committee for the Section, after which that Committee Chair shall populate the Membership Committee. In addition to the Committee Chair, the Membership Committee shall comprise at least one member of each Chapter within the Section. The purpose of the Membership Committee shall be to promote the growth of the Section by recruiting new members to the Association; retaining current members; and, assisting Chapter Membership Committees in their membership recruitment and retention activities.

Section 3. The Past Chair of the Section shall serve as Chair of the Nominating Committee of the Section. Prior to August 1 of each year, the Past Chair shall populate the Nominating Committee which shall comprise not less than three members; only the Past Chair shall be a member of the Board. When feasible, each Chapter should be represented on the Nominating Committee. The responsibilities of the Nominating Committee are contained in Article XIII.

Section 4. The Vice Chair of the Section shall appoint a Biennial Technical Conference Committee to plan and to make recommendations to the Board for such event. The Past Chair of the Section shall serve on the Biennial Technical Conference Committee.

Section 5. The Chair of the Section may at any time appoint committees as necessary for any purpose consistent with the Bylaws. Such appointments may include, but not be limited to the following:

- Bylaws
- Honors and Awards
- Social Media
- Education

Section 6. The Chair of any committee may request the appointment of additional qualified members to his/her committee or the dropping of any member of their committee for reasons including failure to participate in the work of the committee. This request will be lodged with the Section Chair for consultation and decision.

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Section 7. Each committee Chair shall, at the request of the Section Chair, provide an update on Committee activities during Board meetings and shall submit a written report at the close of the operating year outlining the committee's activities during the year and proposed goals for the coming year.

Section 8. All committee Chairs serve as *ex officio* members of the Board but do not count for determining quorum or have an official vote unless they are also Officers or Directors.

Section 9. All committee Chairs and members shall serve without remuneration. Meals sponsored by the Section for committee meetings do not constitute remuneration.

ARTICLE XIII. NOMINATIONS AND ELECTIONS

Section 1. Commencing no later than September 1 of each year, the Nominating Committee shall begin the process to identify and nominate no less than two candidates for each elective office, including Board vacancies to be filled at the next election. The Nominating Committee will endeavor to present a slate of nominees such that, upon election, the Board composition will reflect employment and geographic representatives across the Section to ensure a broad and fair administration of the business of the Section. The Nominating Committee shall obtain each Candidate's agreement to serve the Section and approval of the slate by the Board prior to the slate being published for voting. The approved slate shall be presented by letter or electronic mail to members of the Section no later than November 1. All nominees must be members of the Association.

Section 2. The Nominating Committee will announce by electronic mail the opening of the nomination process to all members of the Section as of September 1, as shown by the official membership list of August 15 to be obtained from the Association. The notification to Section members must be transmitted to each addressee no later than September 1 of each year.

Section 3. Prior to October 1, any member may submit nominations for Board Members by submitting to the Nominating Committee a nominating petition signed by at least five members of the Section.

Section 4. By November 1 (and the subsequent dates specified in this Section) of each year, the Secretary of the Board shall prepare a ballot listing all nominees for Officers and Directors named by the Nominating Committee and members at large as prescribed in Sections 1, 2 and 3 of this Article. Ballot transmittal will be by electronic mail. Included with the ballot shall be a brief biographical sketch of each of the nominees. A date not later than December 1 shall be specified for the return of the ballots. The election shall be determined for each Officer and Director on the basis of a majority of the votes cast. The Secretary shall report the election results in writing to the Board within one week after the close of voting on December 1. The sitting Section Chair will then notify the Section members of the election results no later than December 15.

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Section 5. In the first quarter of each operating year, there shall be a meeting of the retiring and new Board on a date set by the incoming Chair. At this meeting, the Treasurer, Secretary and Committee Chairs shall submit their annual reports and the new Officers and Board shall be installed.

ARTICLE XIV. MEETINGS AND COMMUNICATIONS

Section 1. The Section shall hold at least one technical meeting during every two operating years.

Section 2. Fifteen members of the Section shall constitute a quorum for a Section business meeting.

Section 3. The Section shall make available to all Section members, at least on an annual basis, information on activities of the Section in some form of communication including but not limited to a newsletter, blog posting, etc.

ARTICLE XV. AMENDMENTS TO THE BYLAWS

Section 1. The Bylaws Committee shall review and/or propose amendments to the Bylaws to the Board for approval.

Section 2. A Section member may propose an amendment to the Bylaws to the Board. Upon receipt of such a proposed amendment, the Board will send the proposed amendment to the Bylaws Committee no later than one month from the date of receipt. The Bylaws Committee will provide review, analysis and recommendation for Board action. The Bylaws Committee shall provide their final recommendation to the Board no later than two months after its referral to the Committee. The Board, by vote in session, may either accept or reject the Bylaws Committee's recommendation. If the Board's decision is to offer the proposed amendment for adoption by the membership, it must be offered for vote no later than the next annual election date. If the Board's decision is not to offer the proposed amendment for adoption by the membership, that message and the rationale for the decision must be communicated to the proponent no later than one month after the decision is made.

Section 3. The Board, upon their considered approval, shall submit promptly to the membership by letter or electronic ballot any proposed amendments by the Bylaws Committee and/or members at large as prescribed in Sections 1 and 2. Adoption shall require affirmation by two-thirds of the votes cast. Amendments shall become effective immediately upon adoption by such vote.

Section 4. Any section of the Bylaws that conflicts with the Bylaws of the Association shall be null and void.

ARTICLE XVI. DISPOSAL OF FUNDS

Section 1. 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

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earnings of the Section shall inure to the benefit of any Board Member, Officer, Director, Section Member, or other individual. Upon dissolution, if the Association is unable, unwilling, or ineligible to receive assets, the Section's assets shall be distributed to one or more organizations exempt under Section 501 (C) (3) of the Internal Revenue Code.

Section 2. In the event of dissolution of a Chapter, all remaining funds, after discharge of all liabilities and obligations, shall be transferred to the Section. No part of such Chapter funds shall inure to the benefit of any Board Member, Officer, Director, Section Member, Chapter Member or other individual. Upon Chapter dissolution, the Section's Board shall decide how to receive, manage, retain and/or disburse those funds. If disbursed to an outside organization(s), any such organization(s) must be registered as exempt under Section 501 (C) (3) of the Internal Revenue Code.

ARTICLE XVII. SEVERABILITY

Any determination by a court of competent jurisdiction that any provision of these Bylaws is for any reason invalid, inapplicable, illegal or ineffective shall not deleteriously affect or invalidate any other provisions of these Bylaws.

Revision History

Approved by Board of Directors: October 28, 1980

Approved by Membership: January 9, 1981

Amended by Board of Directors: March 26, 1985; Ratified by Membership: April 22, 1985

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