

**Upper Midwest Section
of the
AIR AND WASTE MANAGEMENT ASSOCIATION**

CONSTITUTION AND BYLAWS

AS AMENDED AND APPROVED ON OCTOBER 15, 1997

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CONSTITUTION AND BYLAWS

[As amended and approved on October 15, 1997]

ARTICLE I. NAME, AREA, ADDRESS

Section 1: Name

This organization shall be known as the UPPER 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"). Air & Waste Management Association may be referenced as A&WMA.

Section 2: Area

The geographic area of the Section shall consist of: Minnesota, North Dakota and South Dakota.

Section 3: Address

The address of the Section shall be the office of the incumbent Secretary or a permanent post office box number.

**ARTICLE II. PURPOSE, IRS, POLITICAL ACTIVITIES, LIMITATIONS,
DISSOLUTION**

Section 1: Purpose

The purpose of this corporation shall be to promote better understanding of the problems of air and water pollution and waste management, including pollution prevention, between control officials, legislative representatives, research personnel, educators, representatives of industry and the general public within the geographic area of the Section and to provide a forum for the interchange of scientific information and technical methods directed toward solving air pollution and waste management, that includes not generating waste in the first place.

Section 2: IRS

The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The fiscal year is May 1 through April 30.

Section 3: Legislative or Political Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Section 4: Operational Limitations

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Law; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 5: Dissolution Clause

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In the event of dissolution of the Section, any remaining assets after the 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.

ARTICLE III. MEMBERSHIP

Section 1: Membership Classifications

The membership of the Section shall consist of Members, Honorary Members, Student Members, Local Associates, and Student Associates as defined hereinafter. Membership is available to persons residing in or conducting business within the geographic area of the Section.

(A) **Member** - Any individual who supports the purpose of the Section and is also a Member of the Association is eligible to become an active Member of the Section. Members are entitled to participate in all activities of the Section.

(B) **Honorary Member** - Honorary memberships, not exceeding two each year, may be conferred upon persons who have attained eminence in some field related to the purpose of the Section or who have rendered valuable service to the Section. Approval of their membership must be by 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 participate in all activities of the Section.

(C) **Student Member** - Any full-time student at the level of senior in high school or above who is a Student Member of the Association shall be eligible to become a Student Member of the Section. Student Members are entitled to participate in all activities of the section except the privileges of nominating, voting, or holding office.

(D) **Local Associate** - Any individual who supports the purpose of the Section but is not a Member of the Association, is eligible to become a Local Associate of the Section. Local Associates are entitled to participate in all activities of the Section except the privilege of holding office.

(E) **Student Associate** - Any full-time student at the level of senior in high school or above who is not a Student Member of the Association but supports the purpose of the Section is eligible to become a Student Associate of the Section. Student Associates are entitled to participate in all activities of the Section except the privileges of nominating, voting, or holding office.

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 year term by a majority vote of the members VOTING in an officer election. They shall hold office for the ensuing year or until their successors have been elected and have taken office.

(C) The Chair and Vice Chair shall not hold the same office for two consecutive terms.

(D) The most recently retired Chair shall be a member of the Executive Board for one year following the expiration of their term.

(E) At the end of the Chair's term of office, the Vice Chair will automatically assume the Chair's position for a one-year term of office.

Section 2: Directors

There shall be three Directors of the Section. Directors shall be elected to serve a three-year term. One Director shall be elected annually to serve a three-year term by a majority vote of the members VOTING in an officer election.

Section 3: Special Directors

Directors of the Association living within the 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 Past Chair.

(B) Interim vacancies of elected Officers or Directors shall be filled by appointment by the BOARD until successors have been elected by a majority vote of the members VOTING in an officer election.

Section 5:

All Officers, Directors, Special Directors 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: preside at all meetings of the Section; call such special meetings as may be necessary; appoint the membership and the Chair of all Standing and Temporary Committees; appoint an Auditor on a periodic basis; be the final authority, within his jurisdiction, on the Constitution and 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; and conduct both internal and external business on behalf of the Section.

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. At the end of the Chair's term of office, the Vice Chair will automatically assume the Chair's position for a one-year term of office.

Section 3: Past Chair

The Past Chair shall: preside at all meetings and assume the Chair of the Nominating Committee. This person previously served as Chair in the past year. This position helps provide guidance to existing board members. The Past Chair's position is a one-year term of office.

Section 4: 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 Section and Board; conduct appropriate correspondence of the Section; make an annual report to the Association regarding affairs of the Section, 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 Section and/or the Association as may be in his/her custody.

Section 5: Treasurer

The Treasurer shall: receive all moneys of the Section and disperse moneys as directed by the Section or by the Board; keep accurate and complete records of all financial transactions; furnish a financial report at the business meeting of the Section or as called for by the Chair and/or Board; submit his/her records and accounts for audit on biennial 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 Section and/or the Association as may be in his/her custody.

ARTICLE VI. COMMITTEES

Section 1: Standing Committees

Standing Committees may consist of:

- Membership Committee which shall promote the growth of the Association by soliciting membership in the Section and Association.
- Program and Arrangements Committee which consists of the Vice Chair and at least one additional member shall secure speakers, arrange locations and meals, and present the program for technical meetings. The meetings should include pollution prevention concepts in presentations and other program activities.
- Nominating Committee consisting of one member as Chair and any number of other members as determined by Chair.
- Education Committee consisting of one member as Chair and any number of other members as determined by Chair. This committee should teach and promote the concepts and practices of the association, including pollution prevention, as part of educational booths, seminars, and publications.

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

Section 2: Annual Reports

Standing Committee Chairs shall prepare and submit an annual report to the Section Chair by April 1 of each year.

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 (such as Long Range Planning Committee).

ARTICLE VII. OPERATIONS

Section 1: Dues

Annual dues shall be consistent with international dues.

Section 2: Calendar

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 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 and/or Local Associates 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.

Section 5: Voting

Members, Honorary Members, and Local Associates of the Section are entitled to vote. Unless otherwise provided, a majority vote of those voting shall rule.

Section 6: Elections

The Nominating Committee shall prepare a list of nominees for Officers and Directors and shall obtain their acceptance with the Board. The slate of nominees shall be presented to those eligible to vote by mail ballot when elections are scheduled. The nominees shall reflect employment and geographic representativeness to ensure a broad and fair administration of the business of the Section.

The new Officers and Directors will assume their duties upon election by a simple majority of those who vote by returning their ballots.

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: Establishing Chapters

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

Section 2: Chapter Bylaws

The Bylaws of any Chapter established under this Article shall be subject to approval by 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: Chapter Member Dues

Chapter Members shall pay Section dues as detailed in Article VII and shall be entitled to all privileges accorded to those in their Section Membership classification.

Section 4: Chapter Finances

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: Bylaws Amendments

Any Member may propose an amendment to 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 Members.

Section 2: Bylaws Amendment Approval

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

Section 3: Bylaws Conflicts

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