BY-LAWS
of the
Upper Midwest Section
of the
Air & Waste Management Association

As Amended And Approved on XX, YY, 2018
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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” or as the “A&WMA”).

Section 2: Area
The geographic areas 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 designee, or a permanent post office box number.

ARTICLE II. PURPOSE AND LIMITATIONS

Section 1: Purpose
The purpose 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.

The purpose of the Section shall include promotion of a better understanding of the problems of air and water pollution and waste management, including pollution prevention, between pollution control officials, legislative representatives, research personnel, educators, representatives of industry and the general public within the geographic area of the Section and provision of a forum for the interchange of scientific information and technical methods directed toward solving air pollution and improving waste management, including minimizing waste generation.

Section 2: Mission and Objectives
The mission of the Section is to promote a clean environment, provide leadership in the fields of air pollution control and waste management, promote a sense of environmental responsibility, and serve its membership and the public consistent with the mission and objectives as stated in the Association By-Laws.

Section 3: IRS
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 Code of 1954.

Section 4: Legislative or Political Activities
The Section shall not attempt to influence pending legislation or regulation. The Section 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 5: Operational Limitations
No part of the net earnings of the Section shall inure to the benefit of, or be distributable to, its Members, Officers, Directors or other private persons except that the Section shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE III. MEMBERSHIP
Section 1: 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.

ARTICLE IV. OFFICERS, DIRECTORS, EXECUTIVE BOARD
Section 1: Officers
A. There shall be four (4) Section Officers designated as Chair, Vice Chair, Secretary and Treasurer.

B. The Vice Chair, Chair, Secretary, and Treasurer 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. 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.

C. The Chair and Vice Chair shall not hold the same office for two more than three consecutive one-year terms without the unanimous approval of the rest of the Executive Board.

D. The most recently retired Chair shall be a member of the Executive Board for one year following the expiration of their term.
Section 2: Directors
There shall be three (3) 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 according to Article VII, Section 6. Section 3.

Section 3: Special Directors
Directors of the Association living within the area of the Section shall be Special Directors of the Section and vote as other Directors.

Section 4: Past-Chair
The most recently-retired Chair shall be a member of the Executive Board for a period of at least one year following the expiration of their term. A Past-Chair may elect to continue in this role until an election results in a new Past-Chair.

Section 4: Executive Board
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.

Interim vacancies of elected Officers or Directors shall be filled by appointment by the Board until successors have been elected at the next Section election by a majority vote of the members VOTING.

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
In addition to those duties explicitly specified in this Article, duties of the officers, the directors, and of the executive board also include those duties identified in Article VI: Committees.
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; be the final authority, within the Chair’s jurisdiction, on the By-Laws 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.

Section 3: Past Chair Reserved
The Past Chair shall: preside at and chair all meetings of the Nominating Committee.

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, summary of Standing Committee activities, 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
Subject to the supervision and direction of the Board, the Treasurer shall: receive all monies of the Section and deposit or invest them as directed by the Board; disperse monies as directed by the Board; keep accurate and complete records of all financial transactions; furnish a financial report at the business meetings of the Section or as called for by the Chair and/or Board; submit his/her records and accounts for audit on a biennial basis by an auditor appointed by the Chair; and surrender at the end of his/her terms 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
Committee members and leaders must be members of the Association but may or may not be Officers, Directors, or members of the Executive Board.
Section 1: Standing Committees

Standing Committees shall consist of the following:

A. The **Membership Committee**, which shall promote the growth of the Association by soliciting membership in the Section and Association.

B. The **Program and Arrangements Planning** Committee, which shall consist of the Vice Chair and at least one additional member. This committee shall propose and collect proposals for programs for the section; create and manage the schedule of programs for the Section; and, identify the leadership for programs. Program leadership shall be primarily responsible for program logistics, including securing speakers, arranging locations and meals, and present the program for technical meetings. The meetings should include pollution prevention concepts in presentations and other program activities.

C. The **Nominating Committee**, which shall consist of the Past Chair and two other members all Directors and Special Directors.

D. The **Education Committee**, which shall consist of the Chair and any number of other members as determined by the 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.

E. The **Communications Committee**, which shall consist of the Chair and any number of other members as determined by the Chair. This committee will promote communications through the Section's website, periodic newsletters, and other media as deemed appropriate.

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

Section 2: Annual Reports

Standing Committee Chairs shall contribute to and/or submit an annual report to the 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 By-Laws.
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 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 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) active 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. A member of the Board may participate remotely, either by telephone or other appropriate technology, in any meeting of the Board.

Section 5: Voting
Only members 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 email or 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 (10) or more members of the Association, the Board may establish one or more Chapters in accordance with the By-Laws and policies of the Association.

Section 2: Chapter By-Laws
The By-Laws of any Chapter established under this Article shall be subject to approval by the Association. After initial approval of the By-Laws, the internal affairs shall be the responsibility of the Chapters. If, however, the Chapter has not had a meeting of more than ten (10) 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 By-Laws and policies of the Association.

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: By-Laws Amendments
Any member may propose an amendment to the By-Laws 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 (25) Section members.

Section 2: By-Laws Amendment Approval
The Board shall promptly submit to the membership any proposed amendment approved or endorsed as provided in Section 1.

Notice of any proposed amendment, a notice of the business meeting at which the amendment is to be considered, and official ballot, and a proxy form shall be mailed or e-mailed to each voting member, as such address as appears in the records of the Association. The Secretary, or designee, shall mail the documents not less than 45 days prior to the business meeting at which the amendment is to be considered.

Adoption of a proposed amendment shall require affirmation by two-thirds of the votes cast in the election. An adopted amendment shall become effective immediately unless otherwise noted in the
amendment, and shall be made a part of these By-Laws, and the Section members shall be notified accordingly.

Section 3: Notification of Association
Within ninety (90) days after amending the Section By-Laws, the Secretary shall submit a copy of the amended By-Laws to the Headquarters of the Association.

Section 4: By-Laws Conflicts
Any section of the By-Laws or amendments adopted hereafter which conflict with the By-Laws 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 a successor organization. No part of the net earnings of the organization shall inure to the benefit of any 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.