

CONSTITUTION AND BY-LAWS  
OF  
CENTRAL NEW YORK CHAPTER  
MID-ATLANTIC STATES SECTION  
OF THE  
AIR & WASTE MANAGEMENT ASSOCIATION

Date: September 16, 2010

ARTICLE I NAME, AREA, ADDRESS

Section 1. Name. This organization shall be known as the CENTRAL NEW YORK CHAPTER (hereinafter referred to as the "Chapter") of the Mid-Atlantic States Section and is one of the geographic chapters of the Air & Waste Management Association, (hereinafter referred to as the "Association").

Section 2. Area. The geographic area of the Chapter shall consist of those areas having Zip Codes in the State of New York that begin with the digits 13.

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

ARTICLE II PURPOSE

Section 1. It shall be the purpose of the Chapter to promote closer professional and personal relations among members of the Chapter and to further the mission and objectives of the Association.

Section 2. The mission of the Chapter 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 bylaws.

Section 3. The Chapter 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 Chapter 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

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

#### ARTICLE IV OFFICERS, DIRECTORS, EXECUTIVE BOARD

##### Section 1. Officers.

- (a) There shall be four Chapter 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. 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 more than one consecutive term. The Vice Chair shall automatically take the position of Chair at the expiration of the then current Chair's term.
- (d) The most recently retired Chair shall be a member of the Executive Board.

##### Section 2. Directors.

There shall be six (6) Directors of the Chapter. Initially, three (3) shall be elected to serve a one-year term and three (3) shall be elected to serve a two-year term. Thereafter, three (3) Directors shall be elected annually to serve a two-year term by a majority vote of the members present and voting at the last business meeting of each fiscal year.

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

##### Section 4. Executive Board.

- (a) The executive, financial, and general administrative functions of the Chapter shall be vested in the Executive Board (herein after referred to as the "Board") whose members shall be the Officers, Directors, Special Directors, and the retiring Chair.
- (b) Interim vacancies of elected Officers or Directors shall be filled by appointment by the Board until successors have been elected at the next Annual Meeting.

Section 5. All members of the Board shall be members of the Association.

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

## Section 7. Voting for Officers and Directors.

Officers and Directors shall be elected at an annual meeting of the membership. Elections must be complete by June 15 of each year.

## ARTICLE V DUTIES OF OFFICERS

Section 1. Chair: The Chair shall: preside at all meetings of the Chapter; call such special meetings as may be necessary; appoint the membership and the Chair of all Standing and Temporary committees; appoint an Auditor on an annual basis; be the final authority, within his/her jurisdiction, on the Constitution and Bylaws of the Chapter; appoint someone, in the absence of the Treasurer, to sign checks or make other financial transactions on behalf of the Chapter as directed by the Board; and conduct both internal and external business on behalf of the Chapter.

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. Secretary: The Secretary shall: give written notice of general business, technical, special and Board meetings, keep a record of the minutes of all meeting of the Chapter and Board; conduct appropriate correspondence of the Chapter; make an annual report regarding the affairs of the Chapter and Board, including the active membership, a summary of public meetings, business transactions, and Treasurer's report, to the Association by the last business day of April of each year; and surrender at the end of each 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 Chapter and/or Association as may be in the Secretary's custody.

Section 4. Treasurer: The Treasurer shall: receive all monies of the Chapter and deposit or invest them as directed by the Board; disburse monies as directed by the Chapter or by the Board; keep accurate and complete records of all financial transactions; furnish a financial report at the business meetings of the Chapter or as called for by the Chair and/or Board; submit annual reports/forms to the Internal Revenue Service and New York State Charities Bureau as required; provide all records and accounts for audit on an annual basis by an auditor appointed by the Chair; provide an Officers and Directors insurance payment to the Secretary to include with the Chapter's annual report to the Association by the last business day of April of each year; and 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 Chapter and/or the Association as may be in the Treasurer's custody.

## ARTICLE VI COMMITTEES

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

(a) Membership Committee shall promote the growth of the Association by soliciting membership in the Chapter and Association.

(b) Program and Arrangements Committee shall secure speakers, and arrange and present the program for technical meetings other than the annual Workshop. The Committee shall make all the physical arrangements for meetings including meeting place, meal arrangements, special equipment and the like.

(c) Nominating Committee consisting of one member as Chair and two other members.

Section 2. Other Standing Committees may be established by the Board to promote the purposes of the Chapter. Standing Committee Chair shall prepare and submit an annual report to the Chair and Association Headquarters.

Section 3. Other Committees. The Chapter 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 Chapter in excess of the amount assessed by the Association's Board of Directors may be established by the Board.

Section 2. Calendar: The fiscal year, the membership year and the operating year of the Chapter 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 Chapter 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.

Section 5. Voting: Only members of the Chapter 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 nominees for Officers and Directors, obtain their acceptance and present the slate to the general membership through a direct mailing (such as newsletter, program announcement or e-

mail) at least one month prior to the elections. Additional nominations may be made directly to the Committee or from the floor prior to the election. The nominees shall reflect employment and geographic representation to ensure a broad and fair administration of the business of the Chapter. The new Officers and Directors will assume their duties at the commencement of the fiscal year that follows the election, or immediately following the election if the fiscal year has already begun.

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

Section 8. No financial commitment by any Chapter shall be binding upon the Section, unless the Section has entered into an agreement with the Chapter with respect to the financial commitment.

#### ARTICLE VIII AMENDMENTS

Section 1. Any member may propose an amendment of 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. 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. Within 90 days after amending the Chapter bylaws, the Secretary shall submit a copy of the amended bylaws to the Headquarters of the Association and to the Section.

Section 4. Any chapter of the Bylaws or amendments adopted hereafter which conflict with the Bylaws or policies of the Association are null and void.

#### ARTICLE IX DISSOLUTION

In the event of dissolution of the Chapter, 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 the remaining Chapter assets, they will be distributed to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954.