

**BYLAWS
OF
THE MISSISSIPPI CHAPTER
OF THE
SOUTHERN SECTION
OF THE
AIR & WASTE MANAGEMENT ASSOCIATION**

ARTICLE I: NAME AND GEOGRAPHIC AREA

Section 1. Name: This organization is one chapter of the *Southern Section* (herein referred to as the “Section”) of the *Air & Waste Management Association* (herein referred to as the “A&WMA”), and it shall be known as the *Mississippi Chapter of the Southern Section of the Air & Waste Management Association* (hereinafter referred to as the “Chapter”).

Section 2. Geographic Area: The geographic area of the Chapter shall consist of the State of Mississippi.

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

ARTICLE II: PURPOSE

Section 1. Purpose: The purposes of the Chapter shall be to promote better understanding of the problems of air pollution and hazardous waste management among control officers, research personnel, educators, students, representatives of industry, and the general public within the geographic areas of the Chapter, and to provide a means for the interchange of information directed toward solving these problems. A second purpose shall be to promote closer professional and personal relations among members of the Chapter, and to further the aims and objectives of the A&WMA.

Section 2. Mission and Objectives: 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 stewardship, and serve its membership and the public consistent with the mission and objectives as stated in the Association bylaws.

Section 3. Powers: 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 1986, as amended.

ARTICLE III: MEMBERSHIP

Section 1. Member: Membership is available to persons residing in or conducting business within the geographic area of the Chapter. Any Association member (“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 each Chapter. Any Member failing to timely pay their dues as determined by the Association's Board of Directors shall have their membership revoked and shall forfeit all rights and privileges granted upon Members.

Section 2. Dues for Members: Annual dues for Members shall be collected by the A&WMA.

ARTICLE IV: OPERATIONS

Section 1. 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 meeting shall be held.

Section 2. Meetings: Board meetings may be called by the Chapter Chair by notifying the members of the Board. The Board shall designate the date for the annual meeting and special meetings and the Secretary shall give written notices thereof.

Section 3. Quorum: Fifteen (15) active Members shall constitute a quorum for any special meeting. Five (5) members of the Board shall constitute a quorum for a meeting of the Board.

Section 4. 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 5. Elections: The Nominating Committee shall prepare a list of nominees for Officers and Directors, obtain their acceptance and present the slate at the annual meeting when elections are scheduled. Additional nominations may be made from the floor. 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 beginning of the fiscal year.

Section 6. Rules of Order: Unless otherwise provided, "Robert's Rules of Order" shall govern the procedure for all meetings.

Section 7. Chapter Finances: No financial commitment by any Chapter shall be binding upon the Section.

ARTICLE V: OFFICERS, DIRECTORS AND EXECUTIVE BOARD

Section 1. Officers: There shall be five (5) Chapter Officers designated as Chair, Vice-Chair, Past-Chair, Secretary and Treasurer. When preferred, the offices of the Secretary and Treasurer may be combined. All Officers shall be members of the A&WMA.

Section 2. Directors: There shall be three (3) Directors of the Chapter. Directors shall be elected annually to serve a two-year term by a majority vote of the Members, to serve in staggered terms.

Section 3. Term of Office: The Chair and Vice-Chair shall be elected to serve a one (1) year term by a majority vote of the Chapter. The Secretary and Treasurer shall each serve two (2) year terms. The term of office shall correspond to the operating year of the Chapter as given in Article IV, Section 1. The Chair and Vice-Chair shall not hold the same office for more than one consecutive term with exception of departure of the Vice-Chair. Should the Vice-Chair vacate his/her position and no Member be appointed Vice-Chair according to Section 6 of Article VII, the Chair and Past-Chair may serve consecutive terms in their respective offices.

Section 4. Succession: The Vice-Chair shall succeed the Chair in the following year. The Chair shall succeed the Past-Chair in the following year. All Officers shall hold office for the ensuing year(s) or until their successors have been elected and have taken office.

Section 5. Executive Board: There shall be an Executive Board of the Chapter consisting of the elected Officers of the Chapter, and the three elected Directors of the Board. The executive, financial, and general administrative functions of the Chapter shall be vested in the Executive Board (hereinafter referred to as the "Executive Board"). Interim vacancies of elected Officers or Directors shall be filled by appointment by the Executive Board until successors have been elected by the Membership.

Section 6. Remuneration: The Officers and members of the Executive Board shall serve without remuneration, except for reimbursement of expenses authorized or approved by the Executive Board.

Section 7. Special Directors: Directors of the Association living within the area of the Chapter shall be Special Directors of the Chapter.

Section 8. Voting for Officers and Directors: Ballot transmittal shall be completed by e-mail, fax, or postal mailing to the last point of contact on record 30 days before the ballot is due. Elections must be complete by December 15 of each year.

ARTICLE VI: 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; be the final authority, within the jurisdiction, on the 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 annual, special and Board meetings; keep a record of the minutes of all meetings of the Chapter and Board; conduct appropriate correspondence of the Chapter; make an annual report to the Association regarding

the affairs of the Chapter, 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 Chapter and/or Association as may be in his/her custody.

Section 4. Treasurer: The Treasurer shall: receive all moneys of the Chapter and deposit or invest them as directed by the Board; disburse moneys as directed by the Chapter or by the Board; keep accurate and complete records of all financial transactions; furnish a financial report of the Chapter or as requested by the Chair and/or Board; submit his/her records and accounts for audit on an annual basis by any 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 Chapter and/or the Association as may be in his/her custody.

Section 5. Past-Chair: The Past-Chair shall advise and assist the Chair throughout the year as needed.

ARTICLE VII: NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee: Prior to October 1 of each year, the Chair of the Chapter shall appoint a Nominating Committee of not less than three (3) Members. This Nominating Committee shall nominate one or two candidates for each elective office, including the Executive Board vacancies. The nominees shall reflect the employment and geographic representatives to insure a broad and fair administration of the business of the Chapter. The Nominations Committee shall obtain acceptance and present the slate by letter to Members no later than November 1.

Section 2. Nomination Petitions: Between October 1 and November 1, any member may submit other nominations for officer or Board members by submitting to the Executive Board a nominating petition signed by at least five Members.

Section 3. Ballots: By November 15, the Executive Board shall prepare and e-mail or mail to each Member a ballot listing all nominees for the office and Executive Board named by the Nominating Committee and Members at large as prescribed in Sections 1 and 2. Included with the ballot shall be a brief biographical summary of each of the nominees. A date not later than December 1 shall be specified for the return of the ballots. The Chair shall appoint tellers as appropriate to help the Secretary and/or Treasurer count the ballots. The elections shall be determined for each office and Executive Board position on the basis of a majority of the votes cast.

Section 4. List of Appointed Officers: By January 1 of each year, the Chair of the Nominating Committee will provide the Section with a list of all elected and appointed officers of the Chapter.

Section 5. Meeting of Retiring and New Executive Board: There shall be a meeting of the retiring and new Executive Board. At this meeting, appropriate annual reports shall be submitted to the new officers and Board members.

Section 6. Vacation of Office: Should any officer or Director vacate their office for any reason prior to the expiration of their term of office, the Executive Board shall appoint a Member with the required qualifications to fill the vacancy for the remainder of the term. Such an appointee may succeed himself in office, notwithstanding Section 3 of Article V.

ARTICLE VIII: COMMITTEES

Section 1. Committees: The Chair of the Chapter may appoint the following committees, naming the Chair of each:

- a. Membership Committee.* Membership Committee shall promote the growth of the Association by soliciting membership in the Chapter and Association. The chair of the Membership committee shall make regular reports to the Executive Board as requested.
- b. Nominating Committee.* Nominating Committee consisting of one member as Chair and two other Members.
- c. Program Committee.* Program Committee shall secure speakers and arrange and present the program for technical meetings.
- d. Publications Committee.*
- e. Finance Committee.* Finance Committee shall be responsible for maintaining a record of all Chapter revenues and expenses, and provide the Chair at his request a summary of this information. A recommended budget should be produced by the Finance Committee if requested. The Treasurer shall be a voting member of the any Finance Committee.
- f. Other Committees,* such as an Awards Committee and Technical Meeting Committee, deemed necessary by the Chair or Executive Board.

Section 2. Auditor: As necessary, the Chair may appoint an auditor to audit the books of the Chapter.

ARTICLE IX: BUSINESS AND FINANCES

Section 1. Fiscal Year: The fiscal year and membership year shall be January 1 through December 31.

Section 2. Funds: The Executive Board shall prescribe the policies governing the keeping and disbursing of the funds of the Chapter.

Section 3. Disposal of Funds Upon 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 Chapter shall inure to the benefit of any individual. If the A&WMA 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 1986, as amended.

ARTICLE X: AMENDMENTS TO BYLAWS

Section 1. Approval: Any Member may propose an amendment of the Bylaws to the Executive Board. Before the amendment can be submitted for consideration of the membership, it must be approved by the Executive Board, or bear the written endorsement of at least five Members.

Section 2. Vote on Amendments: The Executive Board shall promptly submit to the membership by letter or e-mail ballot any proposed amendment approved or endorsed as provided in Section 1. An affirmative vote of two-thirds of the votes cast is required for adoption. Amendments shall become effective immediately unless otherwise provided in the proposition submitted to the vote of the membership.

Section 3. Conflict: Any section of the Bylaws which conflicts with the Bylaws of the Section or of the A&WMA shall be null and void.

Section 4. Submission: 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.