

**CONSTITUTION AND BY-LAWS  
OF  
THE GREAT BASIN CHAPTER  
OF THE  
AIR & WASTE MANAGEMENT ASSOCIATION**

**ARTICLE I            NAME, AREA, ADDRESS**

Section 1:    NAME

This organization shall be known as the Great Basin Chapter 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 Utah, eastern Nevada (zip codes 890, 893, and 898), and southwestern Wyoming (zip codes 829 and 831).

Section 3:    ADDRESS

The address of the Chapter shall be the office of the incumbent Chair unless otherwise specified by the Board.

**ARTICLE II            PURPOSE**

Section 1:    PURPOSE

It shall be the purpose of the Chapter to promote better understanding of the problems of air pollution control and waste management and related environmental concerns among government agencies, research personnel, educators, representatives of industry and the general public within the geographic area of the Chapter, and to work toward resolution of these problems. It shall also 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: 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 Chapter 501(c)(3) of the Internal Revenue Code of 1954.

## **ARTICLE III            MEMBERSHIP**

### Section 1: ELIGIBILITY FOR MEMBERSHIP

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

### Section 2: MEMBERS

Any Active Member of the Association 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.

### Section 3: HONORARY MEMBERS

Honorary Members of the Association residing in the geographic area of the Chapter are entitled to all privileges and prerogatives of Chapter Members but are excused from the payment of dues.

### Section 4: STUDENT MEMBERS

Any full-time student enrolled in an accredited college or university at the graduate or undergraduate level shall be eligible to be a Student Member and shall have the privileges that are common to all classes of membership, but not the privileges of holding office.

### Section 5: CORPORATE MEMBERSHIP

Association Contributing Members may designate individuals who shall have all of the privileges of a Individual Member in accordance with the By-Laws of the Association. Such individuals shall have full membership privileges in the Chapter.

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

### **Section 1:    OFFICERS**

- (a) There shall be four Chapter Officers designated as the Chair, Vice Chair, Secretary and Treasurer.
- (b) Officers shall be elected to serve a one (1) 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 Vice Chair shall succeed the Chair each year. The Vice Chair upon being elected shall serve on the Board of Directors for a total of three years, one as Vice Chair, one as Chair, and one as Past Chair.
- (d) The most recently retired Chair shall be a member of the Board of Directors.

### **Section 2:    DIRECTORS**

There shall be four Directors of the chapter. Initially, two shall be elected to serve a one-year term and two shall be elected to serve a two-year term. Thereafter, two Directors shall be elected annually, as their term expires, to serve a two-year term. Election shall be by a majority vote of the members voting each calendar year. One Director shall serve as the Director of Programs, responsible for making all arrangements for the Chapter meetings; one shall serve as the Director of Communications responsible for maintaining the chapter web site and for preparing, printing and distributing the Chapter newsletter; one shall serve as the Director of Education responsible for educational outreach to the public and for liaison and support of student chapters and one shall serve as the Director of Membership, responsible for maintaining the membership database (in coordination with the Director of Communications) and promoting the growth of the chapter and Association.

### **Section 3:    SPECIAL DIRECTORS**

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

### **Section 4:    BOARD OF DIRECTORS**

- (a) The executive, financial, and general administrative functions of the Chapter shall be vested in the Board of Directors (hereinafter 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.

(c) All Officers, Directors, Special Directors and other members of the Board shall be members of the Association. The Officers and other members of the Board shall serve without remuneration.

#### Section 5: EXECUTIVE BOARD

An Executive Board will be established as an executive level advisory and steering group for the significant activities and policies of the Chapter. The board will consist of at least seven senior environmental managers or recognized authorities representing all Chapter constituencies (industry, government, academia, and other professions such as consultants and attorneys). The board shall elect its own chairperson from among its members and meet at least once per year. The Chapter Chair, Vice Chair and Past Chair shall serve as ex-officio members of the Executive Board and perform logistic and administrative functions as directed by the Executive Board Chair.

### **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 jurisdiction, on the Constitution and By-laws of the Chapter; be authorized, 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 of Directors meetings; keep a record of the minutes of all meetings of the Chapter and Board of Directors; conduct appropriate correspondence of the Chapter; prepare and submit the annual report to the Association regarding affairs of the Chapter and Board, active membership, summary of public meetings, business transactions, and the Treasurer's report; and surrender at the end of his term of office to his 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 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 at the business meetings of the Chapter or as called for by the Chair and/or Board; submit his records and accounts for audit on an annual basis by an auditor appointed by the Chair; and surrender at the end of his term of office to his 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 custody.

### **ARTICLE VI           COMMITTEES**

#### Section 1:     STANDING COMMITTEES

Standing Committees shall consist of:

(a) Program Committee which shall make all the arrangements for the meetings including the program, securing speakers, meeting place, meal arrangements, special equipment and the like; they shall also frequently review the program to identify those issues that will interest and attract member participation. The Program Committee shall be chaired by the Director of Programs who shall appoint others as members of the committee as needed.

(b) Communications Committee which shall promote the activities of the Association by publishing the Chapter Newsletter and providing general public relations and publicity; they will also maintain the Chapter web site . This committee shall be chaired by the Director of Communications who shall appoint others as members of the committee as needed.

(c) Education Committee which shall develop programs for the public to support the Chapter's purpose as stated in Article II; they will also establish a liaison with student chapters within the geographic area of the Chapter and support student

chapters as appropriate. The Education Committee shall be chaired by the Director of Education who shall appoint others as members of the committee as needed.

(d) Membership Committee which shall maintain the membership database in coordination with the Communications Committee and develop programs that solicit new members and encourage continued membership in the Chapter and the Association. The Membership Committee shall be chaired by the Director of Membership who shall appoint others as members of the committee as needed.

(e) Election Committee as described below.

## Section 2: Election Committee

(a) The Election Committee shall consist of the most recently retired Chapter Chair as Chair of the committee and two other members appointed by the Chapter Chair. The three members shall be selected from and represent the various professional interests of the Chapter.

(b) The Election Committee shall prepare a list of nominees for officers and directors, shall obtain acceptance by the nominees, and shall present the slate to the Chapter membership when elections are scheduled.

(c) Additional nominations may be made from the Chapter membership at-large.

(d) To insure a broad and fair administration of the business of the Chapter, nominees should include representatives of all professional sectors represented by the Chapter membership.

## Section 3: OTHER COMMITTEES

Other committees, either temporary or long term, may be established by the Board to promote the purposes of the Chapter as deemed necessary. Possible committees may include, but not be limited to, fund-raising, education, or student liaison.

# ARTICLE VII OPERATIONS

## Section 1: DUES

Annual dues 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

(a) Board meetings may be called by the Chapter Chair by notifying the members of the Board.

(b) The Board shall designate the dates for the general business and technical meetings and the Secretary shall give written notices thereof.

### Section 4: QUORUM

(a) Four (4) members of the Board shall constitute a quorum for a meeting of the Board.

(b) Fifteen (15) active members shall constitute a quorum for any general business or special meeting.

### Section 5: VOTING

Only those members of the Chapter outlined in ARTICLE III as having the privilege of voting, are entitled to vote. Unless otherwise provided, a simple majority vote of the members voting shall rule, except that to adopt an amendment to the Constitution and By-Laws a two-thirds majority shall be required.

### Section 6: ELECTIONS

(a) The Election Committee shall prepare a list of nominees as outlined in ARTICLE VI, Section 2. The nominees should reflect the professional, employment and geographic representation of the Chapter to ensure a broad and fair administration of the business. The new Officers and Directors will assume their duties upon election or January 1, whichever occurs later.

(b) Elections may either be held at a business meeting or by mail-in ballot sent to all eligible voters. Ballots shall be distributed by the Election Committee and may be sent and returned via normal mail, e-mail, fax or distributed and collected at a business meeting; elections should occur by November of each year. All voting to elect Officers and Directors or to amend the Constitution and By-Laws shall be by written, secret ballot. Votes shall be tallied by the Election Committee and the results announced as expeditiously as possible using any of the means mentioned for sending ballots or in the next issue of the Chapter Newsletter.

## 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

No financial commitment by the Chapter shall be binding upon the Section or the Association. Likewise, no financial commitment by the Section or the Association shall be binding upon the Chapter.

# ARTICLE VIII AMENDMENTS

## Section 1: PROPOSING AMENDMENTS

Any member may propose an amendment to the Constitution and 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 members.

## Section 2: PROCESS FOR APPROVING PROPOSED AMENDMENTS

The Board shall promptly submit to the membership any proposed amendment approved or endorsed as in Section 1. Adoption shall require affirmation by two-thirds of the votes cast, for which at least thirty (30) days notice has been given. Amendments shall become effective immediately upon adoption by such two-thirds majority vote.

## Section 3: CONFLICTS WITH ASSOCIATION BY-LAWS

Any section of the Constitution and By-laws or amendments adopted hereafter which conflict with the By-laws or policy 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 assets, they will be distributed to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954.