

**BY-LAWS**  
**OF**  
**THE EAST CENTRAL SECTION**  
**OF THE**  
**AIR AND WASTE MANAGEMENT**  
**ASSOCIATION**

Revised: November 2010

## **ARTICLE I – NAME, AREA, ADDRESS**

**Section 1.**     **Name** – This organization shall be known as the East Central Section (hereinafter referred to as the “Section”) and is one of the geographic Sections of the International Air and Waste Management Association, (hereinafter referred to as the “Association”).

**Section 2.**     **Area** – The geographic area of the Section shall consist of the states of: Indiana, Ohio, Kentucky, and the Eastern half of the State of Michigan.

**Section 3.**     **Address** – The Address of the Section shall be the Office of the incumbent Treasurer.

## **ARTICLE II – PURPOSE**

### **Section 1.**

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

### **Section 2.**     **Mission and Objectives**

The mission of the Section is to provide leadership in the fields of air pollution control and waste management, provide a neutral forum to discuss environmental issues, and serve its membership and the public consistent with the mission and objectives as stated in the Association Bylaws.

**Section 3.**     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. However, 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.

### **ARTICLE III – MEMBERSHIP**

**Section 1.**     **Members** – Membership is available to members of A&WMA 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. Any Association Member may become a member of more than one Section; provided that the member pays dues to each Section.

### **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 two year term by a majority vote of the members voting. They shall hold office for the ensuing year(s) 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 term.
- (d)     The most recently retired Chair shall be a member of the Executive Board.

**Section 2.**     **Directors** – The Directors of the Section shall be the Chapter Chair of the Chapters that make up the Section (as certified annually by the Secretary of each Chapter). In addition, there shall be four Directors-at-Large representing different Chapters, who are elected by the Section membership to serve two year terms. Directors-at-Large shall be elected biannually to serve a two-year term by a majority vote of the members voting. The terms for Directors at Large shall be staggered so that only two positions are up for election each year.

**Section 3.**     **Special Directors** – Directors or Officers of the International Air and Waste Management Association living within the area of the Section shall be Special Directors of the Section. Special Directors shall serve terms concurrent with their terms on the International Board.

**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 and 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 either the next annual meeting or by mail ballot as specified by the Board, whichever comes first.

**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. However, compensation for expenses, incurred in the furtherance of the Section and the Section’s purpose, as approved in advance by the Board, shall be paid.

**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 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 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 other 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.**     **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 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 Section and/ or Association as may be in his custody.

**Section 4.**     **Treasurer** – The Treasurer shall: receive all monies of the Section and or invest them as directed by the Board; disburse monies 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 meetings of the Section 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 Section and/or the Association as may be in his custody.

## **ARTICLE VI – COMMITTEES**

**Section 1.**     **Standing Committees** – Standing Committees may be established by the Board to promote the purposes of the Section and may consist of:

**Membership Committee** – Shall promote the growth of the Association by soliciting membership in the Section, and Association.

**Nominating Committee** – Consisting of one member as Chair and two other members.

**Finance Committee** - Led by the Section Treasurer and composed of the Section officers and all of the chapter treasurers.

**Other Standing Committees** – May be established by the board to promote the purposes of the Section.

**Section 2.** Each Standing Committee Chair shall prepare and submit an annual report.

**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 Constitution and Bylaws.

## **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 operating year of the Section 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

**Section 5.** **Voting** – Only members of the Section are entitled to vote. Unless otherwise provided a majority vote of the members present and voting shall rule. Voting may be by mail or electronic ballot when acceptable to the Board. When voting by mail

or electronic ballot, a majority of the members' ballots that are received by the ballot return due date shall rule.

**Section 6.**     **Elections** – The Nominating Committee shall prepare a list of nominees for Officers and Directors, shall obtain their acceptance, and shall present the slate at the business meeting when elections are scheduled. Additional nominations may be made from the floor. The nominees shall reflect employment and geographic representation to insure a broad and fair administration of the business of the Section. The new Officers and Director will assume their duties on January 1 following the election. If a mail or electronic ballot is used, the ballot shall be sent out at least 15 days before the ballot return due date and it shall be acceptable to write-in, and vote for, a candidate not otherwise specified on said ballot.

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

**Section 2.**     The By-laws of any Chapter established under this Article shall be subject to approval by the Section and 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 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 bylaws and policies of the Association.

**Section 3.** Chapter members shall pay Section dues at the discretion of the Section and shall be entitled to all privileges of Section Membership.

**Section 4.** Chapters established under this Article shall be financially self-supporting. No financial commitment by any Chapter shall be binding upon the Section or the Association.

#### **ARTICLE IX – AMENDMENTS**

**Section 1.** Any member may propose an amendment of 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) members.

**Section 2.** The Board shall promptly submit to the membership any proposed amendment approved or endorsed as provided in Section 1. Notice of voting on any proposed amendment, shall be delivered to each voting member, at such address as appears in the records of the Association with not less than fifteen (15) days to cast a vote.

**Section 3.** Unless otherwise noted in the Amendment, adoption shall require affirmation by two-thirds of the votes cast for which due notice has been given or, when approved by the Board and with no less than 15 days allotted time to return ballots, by mail or electronic ballot with two-thirds majority of the ballots returned by the ballot return due date. Amendments shall become effective immediately upon adoption by such two-thirds majority vote.

**Section 4.** Within 90 days after amending the Section Bylaws, the Secretary shall submit a copy of the amended Bylaws to the Headquarters of the Association

**Section 5.** Any Section of the By-laws or amendments adopted hereafter which conflict with the By-laws of the Association, are null and void.

## ARTICLE X – INDEMNIFICATION AND LIABILITY

**Section 1.**     **Indemnification.** To the extent of its assets and applicable insurance, if any, the Section shall indemnify, to the fullest extent authorized or permitted by applicable state law, any person and such person's heirs and legal representatives, who is made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) whether brought by or in the right of the Section or otherwise, by reason of the fact that such person is or was a Director, Officer, Member, non-member volunteer, employee, or agent of the Section or such person served on any formally constituted advisory body or voluntary committee of the Section, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the person in conjunction with such action, suit or proceeding, to the fullest extent permitted under applicable state law, if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Section, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the Section and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

**Section 2.**     **Liability insurance.** Notwithstanding the foregoing, the indemnification provided to any person described in Section 1 above shall only be in excess of any valid collectible insurance or other source of indemnification available for the benefit of such

person, including any benefit available under any insurance or self-insurance plan of the Section, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under applicable state law, the Section may purchase and maintain insurance on behalf of any person described in Section 1 above against any liability asserted against him or her or incurred by him or her in any capacity arising out of his or her status as described in Section 1 above, whether or not the Section would otherwise have the power to indemnify under the circumstances.

**Section 3.**     **Liability protection.** To the extent of its assets and applicable insurance, if any, Directors and Officers of the Section shall be protected from liability to the fullest extent permitted under applicable law.

#### **ARTICLE XI – 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 insure 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, with the same general purpose and mission.