

BY-LAWS

of the

**Upper Midwest
Section of the
Air & Waste Management
Association**

As Amended And Approved on November 30, 2021



**AIR & WASTE MANAGEMENT
ASSOCIATION**

UPPER MIDWEST SECTION

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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 relationships 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 pollution and waste management. This includes pollution prevention efforts between regulators, legislative representatives, research personnel, educators, representatives of industry, and the general public within the geographic area of the Section. Additionally, the Section shall provide 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

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 as stated in the Section and 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 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 Chair, Vice Chair, Secretary, and Treasurer shall be elected to serve a ~~one-year~~two-year term by a majority vote of the members voting in an officer election. They shall hold office for the ensuing ~~year~~two years or until their successors have been elected and have taken office, unless procedures for the Removal of Board Members are enacted as described in Section 8.
- C. The Chair and Vice Chair shall not hold the same office for more than ~~three~~two consecutive ~~one~~two-year terms without the unanimous approval of the rest of the Executive Board.

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: 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 an advisory member to the Executive Board for a period of one year following the expiration of their term in order to increase continuity on the Executive Board. As an advisory member, the Past Chair is not a voting member of the Executive Board. As an advisory member, the Past Chair is not a voting member of the Executive Board.

Section 5: Chapter Representatives

Each Chapter located within the Section may elect a Representative to serve on the executive board.

Section 6: 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, and the elected Representative of each Chapter.

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. This also applies to extended leaves of absence (3+ months) of a board member (e.g., long-term illness, maternity/paternity leave). For multi-year positions, those elected during the next Section election will serve the remainder of the original position term.

Section 7: Association Membership Requirements

All Officers, Directors, Special Directors and other members of the Board shall be members of the Association.

Section 8: Remuneration

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

Section 9: Removal of Board Members

An officer or director of the Association may be removed for malfeasance in office or failure to participate upon a two-thirds vote of the Board.

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: *Reserved*

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 their term of office to their 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 their 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 their records and accounts for audit on a biennial basis by an auditor appointed by the Chair; and surrender at the end of their terms of office to their 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 their 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. This Committee also assists in distributing membership surveys and compiling membership materials.
- B. The Program 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, and arranging locations and meals.
- C. The Nominating Committee, which shall consist of all Directors and Special Directors.
- D. The Education Committee teaches and promotes the concepts and practices of the Section in educational booths, webinars, seminars, and publications. This Committee leads outreach efforts to students at local universities (e.g., University of Minnesota), helps lead the Student Challenge at the Conference on the Environment, and assists in creating educational content for Section membership. The Communications Committee assists in compiling and sending out the Section newsletter, sending all-member emails when needed, and assisting with

updates to the Section website.

- E. The Young Professionals (YP) Committee leads programming efforts directed towards Young Professionals (members aged 35 or younger) for the Air & Waste Management Association – Upper Midwest Section. This programming includes events such as webinars, seminars, happy hours, and volunteer events. Programming focuses on professional development and networking, as well as providing introductory industry content to members who have recently entered the workforce.
- F. The Conference on the Environment (COE) Committee is responsible for planning the annual Conference on the Environment event alongside the Central States Water Environmental Association, including securing a venue and catering, assisting with soliciting and reviewing abstracts, planning the conference agenda and creating content “tracks”, and day of assistance.
- G. The Solid Waste Operators Conference Committee is responsible for planning the annual Solid Waste Operators Conference event alongside the Solid Waste Association of North America (SWANA), including securing a venue and catering, assisting with soliciting and reviewing abstracts, planning the conference agenda and creating content “tracks”, and day of assistance.

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

Section 2: Ad-Hoc Committees

Ad-Hoc Committees may be formed based on member interest and majority board approval. Ad-Hoc Committees which have been active (e.g., held events, met committee goals) for a period of five consecutive years may petition to become a Standing Committee as outlined in Section 1.

Section 3: Annual Reports

Upon request of the Board, Standing Committee Chairs shall contribute to and/or submit an annual report to the Chair.

Section 4: 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 (e.g., a conference, webinar, or seminar related to technical content) 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 ensure written notices are given.

Section 4: Quorum

Fifteen (15) active members shall constitute a quorum for any general business or special meeting. A simple majority of the active Board members 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.

Active Board members are defined as elected or appointed Board members. This does not include any Board member that has resigned or is on an extended leave of absence as explained in Article IV, Section 5.

Actions, including voting, may be taken in person, written action, or electronic communication.

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 on January 1 of the following year 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 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 (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 3: 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 send 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.