

**BYLAWS OF AIR & WASTE MANAGEMENT ASSOCIATION OF GEORGIA, INC.**

**Amended and Restated: April 2021**

**ARTICLE I: NAME AND GEOGRAPHIC AREA**

**Section 1**

**Name:** This organization is one chapter of the Southern Section (herein referred to as Section) of the *AIR & WASTE MANAGEMENT ASSOCIATION* (herein referred to as the Association), and it shall be known as the *AIR & WASTE MANAGEMENT ASSOCIATION OF GEORGIA, INC.* (hereinafter referred to as the Chapter).

**Section 2**

**Geographic Area:** The geographic area of the Chapter shall consist of the State of Georgia.

**Section 3**

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

**ARTICLE II: PURPOSE**

**Section 1**

**Purpose:** It shall be the purpose of the Chapter to promote better understanding of the problems of air pollution and waste management within the geographic area, of the Chapter and to provide a means for exchanging information directed toward solving those 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 Section 501 (c)(3) of the Internal Revenue Code of 1986.

**ARTICLE III: MEMBERSHIP**

**Section 1**

**Member:** Any active member of the Association in good standing residing in or conducting business within the geographic area of the Chapter is eligible to become a member of the Chapter and entitled to engage in activities of the Chapter. Only members of the Association are eligible to be elected Directors, Officers or members of the Executive Board of the Chapter.

## Section 2

Student Member: To qualify as a Student Member, a person must be interested in accomplishing the purpose of this Chapter, and must be enrolled as a full-time student in an accredited college or university located in the geographical area of the Chapter. Student Members are entitled to engage in all activities of the Chapter, except nominating, or voting on any matter. Student Members shall pay dues of \$35 per year, as may be adjusted from time to time by the Association.

## Section 3

Honorary Member: Honorary Members of the Association residing in the geographic area of the Chapter are entitled to engage in all activities of the Chapter, except holding office. Honorary Members shall pay no dues.

## ARTICLE IV: CALENDAR. MEMBERSHIP DUES

### Section 1

Calendar: The fiscal year, the membership year, the term of office, and the operating year of the Chapter shall be January 1 through December 31.

### Section 2

Dues for MEMBERS: Annual dues for MEMBERS shall be collected by the Association. For MEMBERS residing in GA, AL, TN, and MS, the Association forwards a portion of the annual dues to the Southern Section. For GA MEMBERS, the Southern Section forwards a portion of the dues to the GA Chapter.

Nonpayment of Dues: Members who are six months delinquent in payment of dues shall be dropped from the membership rolls of the Chapter.

## ARTICLE V: OFFICERS, DIRECTORS AND EXECUTIVE BOARD

### Section 1

Officers: There shall be as many as four Chapter officers designated as Chair, Vice- Chair, Secretary and Treasurer. When preferred, the offices of the Secretary and Treasurer may be combined. All officers shall be Members of the Association.

### Section 2

Term of Office: Chair and Vice-Chair shall be elected to serve a one-year term by majority vote of Chapter Members voting. The Secretary and Treasurer shall each serve two-year terms. The term of office shall correspond to the operating year of the Chapter as given in Article IV, Section 1.

The Vice-Chair shall succeed the Chair in the following year.

### Section 3

Directors: Three Directors of the Board shall be elected for two year terms. One of these three Directors of the Board shall serve for a numerical even year period (*e.g.* 2014-2016), and two of the Director of the Board positions will serve for odd year periods (*e.g.* 2013- 2015). All elected Directors shall serve for two year terms set so that no more than two are elected in any year. All Directors of the Board shall be elected by a majority vote of Chapter Members voting.

### Section 4

Executive Board: There shall be an Executive Board of the Chapter consisting of the elected officers of the Chapter (Chair, Vice Chair, Treasurer, and Secretary), the Past Chair, and three additional elected Directors of the Board.

Every effort will be made by the executive board to assure that one of the Executive Board positions is filled by an employee of the Georgia Environmental Protection Division and that one of the Executive Board positions be filled by an employee of U.S. EPA Region 4 office.

The Executive Board should include as non-voting members all Chapter members who are serving on the Board of Directors of the Association. []

### Section 5

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

## ARTICLE VI: DUTIES OF OFFICERS

### Section 1

Chair: The Chair of the Chapter shall:

- Preside at meetings of the Chapter;
- Call such special meetings as may be necessary;
- Preside at meetings of the Executive Board;
- Appoint all Committee Chairs.
- Prepare and submit the GA Chapter's Annual Report to the Association for the operating year in which he/she served.

### Section 2

Vice-Chair: The Vice-Chair shall:

- Preside at meetings in the absence of the Chair;

- Assume the duties and functions of the Chair in the event that the office of the Chair shall become vacant through resignation or other reasons;
- Appoint Committee Chairs as requested by the Chair;
- Succeed the Chair.

### Section 3

Secretary: The Secretary shall:

- Keep a record of and make available to the membership the minutes of all business meetings;
- Conduct the correspondence of the Chapter;
- Send out written notices of all general, business technical, special and Executive Board meetings;
- Surrender at the end of the term of office all properties and records of the Chapter to the successor Secretary.

### Section 4

Treasurer: The Treasurer shall:

- Receive and disburse funds in accordance with the policies determined by the Executive Board;
- Reimbursement of Officer, Director and Committee expenses authorized or approved by the Executive Board;
- Maintain complete and accurate records of all financial transactions;
- Furnish financial reports for the business meetings of the Chapter or Executive Board meetings as required by the Chair;
- Surrender at the end of the term of office all properties and records of the Chapter to the successor Treasurer.

## ARTICLE VII: DUTIES OF EXECUTIVE BOARD

### Section 1

Duties: The Executive Board shall:

- Carry out the executive, financial and administrative functions of the Chapter;
- Establish such committees, in addition to those listed in Article IV, as may be necessary or desirable for implementing the purposes of this section.
- Authorize the necessary expenditures of funds for the routine and special activities of the Chapter;
- Make appointments to fill interim vacancies of the Executive Board.

### Section 2

Quorum: A majority of the Executive Board members constitutes a simple quorum, which must be present to approve any change in policy and to exercise any of the duties set forth in Article VII, Section 1.

## ARTICLE VIII: NOMINATIONS AND ELECTIONS

### Section 1

Nominating Committee: At the October Executive Board meeting each year, the Chair of the Chapter shall appoint a Nominating Committee of not less than three Chapter members. This Nominating Committee shall solicit nominations for one or more candidates for each Executive Board vacancy. The Nominating Committee shall obtain acceptances from the candidates and present the proposed ballot to the Executive Board no later than the November Board meeting.

### Section 2

Ballots: Within ten (10) business days of the November meeting of the Executive Board, the Executive Board shall prepare and distribute to all Chapter Members a ballot listing all nominees for Officers and Directors named by the Nominating Committee, together with write-in candidate options. Included with the ballot shall be a brief biographical sketch of each of the nominees. A date not later than December 31 shall be specified for the return of the ballots. The Chair shall appoint tellers as appropriate and necessary to help the Secretary and/or Treasurer count the ballots. The elections shall be determined for each Executive Board position based on a majority of the votes cast by eligible members.

## ARTICLE IX: COMMITTEES

### Section 1

Committees: The Chair of the Chapter may appoint the following committees Chairs of each:

- a. Membership Committee;
- b. Nominating Committee;
- c. Program/Brown Bag Committee;
- d. Publications and Outreach Committee;
- e. Scholarship Committee;
- f. Website Committee;
- g. Young Professionals Committee
- h. Other Committees, such as an Awards Committee and Technical/Regulatory Conferences Committee, as deemed necessary by the Chair of the Executive Board.

Auditor: As necessary, the Chair may appoint an Auditor to audit the books of the chapter.

## ARTICLE X: BUSINESS AND FINANCES

### Section 1

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

## Section 2

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

## Section 3

Disposal of Funds upon Dissolution: No part of the net earnings of the Chapter shall inure to the benefit of any individual. In the event of the dissolution of the Chapter, any remaining assets after discharge of all liabilities and obligations shall be given to the Association Scholarship Fund. If the Association is unable, unwilling or ineligible to receive assets for the Scholarship Fund, they will be distributed to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986,

# ARTICLE XI: AMENDMENTS TO BYLAWS

## Section 1

Proposal: Any Chapter Member may propose to the Executive Board an amendment of the Bylaws. 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 ten (10) Members.

## Section 2

Vote on Amendments: The Executive Board shall promptly submit to the membership a ballot to vote on any proposed amendment(s) approved or endorsed as provided in Article XI, Section 1. An affirmative vote of two-thirds(2/3) of the votes cast by eligible members 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 Association shall be null and void.

# ARTICLE XII: ACTIVITIES

## Section 1

Newsletter: As part of the conduct of the Chapter toward implementing its purpose, a Newsletter may be issued by the Chapter under conditions approved by the Executive Board.

## Section 2

General Meetings: As a further part of the conduct of the Chapter towards implementing its purpose, general meetings of the Chapter will be held at which speakers will be encouraged to present options and facts on timely subjects and business of the Chapter may be discussed.

Section 3

Technical Meetings: As a further part of the conduct of the Chapter towards implementing its purpose, the Chapter will support technical meetings of the Section. If technical meetings are held in the geographical area of the Chapter, then the Section and Chapter may co-sponsor the technical meeting.

Section 4

Rules of Order at Meetings: Unless otherwise provided, Roberts Rules of Order shall govern the procedure for all meetings.

Dated: May 14, 2021

By: Shanna Alexander

Shanna Alexander, Board Secretary