

Revised March 20, 2014

**CONSTITUTION AND BY-LAWS OF
EAST MICHIGAN CHAPTER OF
THE EAST CENTRAL SECTION OF THE
AIR & WASTE MANAGEMENT ASSOCIATION**

adopted on October 18, 1978, and as amended

1982, 1986, 1988, 1989, 1992, 1994, 1997, 2003, 2005 and 2006

ARTICLE I

NAME, GEOGRAPHIC AREA AND ADDRESS

Section 1. This organization shall be known as the East Michigan Chapter (hereinafter referred to as the "Chapter") of the Air & Waste Management Association (hereinafter referred to as the "Association") and is one of the geographic chapters of the East Central Section (hereinafter referred to as the "Section") of the Association.

Section 2. The geographic area of the Chapter shall consist of the following counties in the State of Michigan:

Alcona	Eaton	Lapeer	Ontonagon
Alger	Genesee	Lenawee	Oscoda
Alpena	Gladwin	Livingston	Otsego
Arenac	Gogebic	Luce	Presque Isle
Baraga	Gratiot	Mackinac	Roscommon

Bay	Houghton	Macomb	Saginaw
Cheboygan	Huron	Marquette	Sanilac
Chippewa	Ingham	Menominee	Schoolcraft
Clare	Iosco	Midland	Shiawassee
Clinton	Iron	Monroe	St. Claire
Crawford	Isabella	Montmorency	Tuscola
Delta	Jackson	Oakland	Washtenaw
Dickinson	Keweenaw	Ogemaw	Wayne

Section 3. The address of the Chapter shall be designated by the Board of Directors.

ARTICLE II

MISSION

Section 1. It shall be the mission of the Chapter to provide a multidisciplinary environmental forum for building leadership and advancing sustainability through professional development, networking, and education.

Section 2. 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 Qualifications. The membership of the Chapter shall consist of Members, Honorary Members, Student Members, and Unemployed or Retired Members as defined hereinafter. Membership is available to persons residing in or conducting business within the geographic area of the Chapter. Membership in the Chapter does not convey membership rights in the Association, however, any Association 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.

(A) Members. Any individual who supports the purpose of the Chapter and resides or conducts business within the geographic area of the Chapter is eligible to become an active Member of the Chapter and is entitled to engage in all activities of the Chapter.

(B) Honorary Members. Honorary memberships, not exceeding two each operating year, may be conferred upon persons who have attained eminence in some field related to the purpose of the Chapter or who have rendered valuable service to the Chapter. Approval of their membership must be by vote of the Board of Directors. Honorary Members of the Section and the Chapter and 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.

(C) Student Members. Any full-time student at the level of senior in high school or above 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 nominating, voting or holding office.

(D) Unemployed or Retired Members. Any individual who supports the purpose of the Chapter but has limited financial resources due to unemployment between jobs, or retirement may request the Chapter Board to waive the annual chapter fee for a period of up to one year. This may be reviewed annually at the pleasure of the Board. An Unemployed or Retired Member shall have the privileges that are common to all classes of membership, including the privileges of nominating, voting, or holding office subject to the consent of the Board.

Section 2. Dues. Annual Chapter dues for Members shall be established by the Board of Directors and shall be payable by January 30 of each year. The membership year shall correspond to the Chapter fiscal year. Members required to pay Chapter dues who are one month delinquent will cease to be Members of the Chapter. Members who have paid Association dues are not required to pay Chapter dues.

ARTICLE IV

OFFICERS AND BOARD OF DIRECTORS

Section 1. Officer Designations. There shall be four Chapter Officers designated as Chair, Vice Chair, Secretary and Treasurer.

Section 2. Term. Officers shall be elected to serve a one-year term by majority vote of Members voting. The term of office shall correspond to the operating year of the Chapter or shall extend until their successors have been elected and have taken office if those actions occur after the

end of the operating year. Except as provided elsewhere in these By-Laws, the Chair and Vice Chair shall not hold the same office for more than two consecutive terms. Officers and the immediate Past Chair of the Chapter are voting members of the Board of Directors of the Chapter.

Section 3. Directors. There shall be ten elected Directors of the Chapter. The ten Directors shall be elected for three-year terms, except that one Director during each Chapter operating year may be elected for a term of a different length if the Board determines that a different term length is necessary to serve the purposes of the Chapter and the term length is approved by a majority vote of the Members voting. Except as provided elsewhere in these By-Laws, the term of each of the Directors shall commence at the beginning of the Chapter operating year immediately following his or her election and shall terminate at the close of the Chapter operating year that corresponds with his or her term. All ten Directors shall be elected by a majority vote of Members voting.

Section 4. Ex-Officio Directors. Members of the Chapter who are currently an Officer of or serve on the Board of Directors of either the Section or the Association shall be Ex-Officio members of the Board of Directors of the Chapter. Such Ex-Officio Members shall be invited to all Chapter Board of Directors' meetings and shall have the courtesy of the floor but are not voting members of the Board of Directors of the Chapter.

Section 5. 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, Ex-Officio Directors and the retiring Chair of the Chapter. The approval of all Officers shall be sufficient for budgeted and non-budgeted expenditures of up to \$500. The Board shall authorize the expenditures of funds for all other activities of the Chapter .

(B) Unless specifically provided for elsewhere in these By-Laws, vacancies of elected Officers or Directors which occur prior to the end of the elected term shall be filled by the Board until successors have been elected at the next annual meeting for the remainder of the unexpired term of such vacancies.

Section 6. Advisors. The Board may appoint Advisors to provide the Board with advice and counsel. Such Advisors shall be invited to all Board meetings and shall have the courtesy of the floor, but are not voting members of the Board.

Section 7. No Compensation. The Officers, Directors, and Ex-Officio Directors of the Board shall serve without remuneration. Travel and incidental expenses shall be reimbursed provided prior authorization of a majority vote of the Board is obtained.

Section 8. Association Membership. All Officers, Directors, and Ex-Officio Directors shall be members of the Association.

Section 9. Meetings of the Board. Board meetings may be called by the Chapter Chair by notifying the members of the Board. Board meetings may be conducted either in person or by means of conference telephone or similar communications equipment by means of which all

persons participating in the meeting can hear each other. Participation in a meeting of the Board in such manner shall constitute presence in person at the meeting for purposes of establishing a quorum for voting.

Section 10. Action By Written Consent. Any action required or permitted at any meeting of the Board of Directors or a committee of the Board may be taken without a meeting, without prior notice and without a vote, if a majority of the Board or committee members entitled to vote on the action severally and/or collectively consent in writing. Such consent shall contain the signature of the Board member or committee member and date of execution. Written consent may be in the form of an original writing, a facsimile showing the individual's signature, or an email communication containing text intended to serve as the individual's signature. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

Section 11. Quorum. A majority of the Officers and Directors then in office plus the immediate Past Chair constitutes a quorum of the Board for the transaction of business.

Section 12. Resignation. At any time, an Officer or Director may resign by giving written notice to the President or Secretary of the Chapter.

Section 13. Removal of Officers/Directors. An officer or director of the Chapter may be removed for failure to participate or malfeasance in office upon a two-thirds vote of the entire Board of Directors.

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 chair and members of all Committees, be the final authority on the Constitution and By-Laws of the Chapter, conduct both internal and external business on behalf of the Chapter, and preside at all meetings of the Board.

Section 2. Vice Chair. The Vice Chair shall preside at all meetings in the absence of the Chair, and assume the powers and duties of the Chair should the Chair be unable to so perform.

Section 3. Secretary. The Secretary shall keep a record of the minutes of all meetings of the Chapter and the Board; conduct the correspondence of the Chapter; give written notices of all annual, business, technical, special and Board meetings; ensure that a complete and accurate membership roll is maintained; make an annual report to the Section and the Association of the Chapter affairs including membership, business transactions, summaries of meetings, publications, committee work and the Treasurer's report; and surrender at the end of his or her term of office to his or her successor, or to such other person as may be authorized by the Chair to receive them, all properties and records of the Chapter and/or the Association which may be in his or her custody. The Secretary shall submit to the Section and the Association the annual report of the Chapter's activities.

Section 4. Treasurer. The Treasurer shall receive all monies of the Chapter and deposit or invest them as directed by the Board; disburse monies as directed by the Chapter or the Board; maintain accurate and complete records of all financial transactions; receive all dues; furnish a

financial report at the meetings of the Chapter and the Board or as called for by the Chair or the Board; submit records and accounts for an annual audit as requested by the Chapter Audit Committee appointed by the Chair; and surrender, at the end of his or her term of office to his or her successor, or to such other person as may be authorized by the Chair to receive them, all properties and records of the Chapter and/or the Association which may be in his or her custody. The Treasurer shall also submit an annual financial report of the Chapter activities to the Secretary. Electronic deposits, disbursements and withdrawals of funds from the Chapter accounts shall be completed in accordance with the Chapter E-Banking Policy.

Section 5. Directors. The Directors shall be dedicated to assisting the Board in fulfilling the mission and objectives of the Association and Chapter. Directors are expected to regularly attend Board meetings, actively participate in committee work, attend Chapter functions, participate in fund raising for the Chapter, and be positive ambassadors for the Chapter.

ARTICLE VI

COMMITTEES

Section 1. Appointment and Duties of Committees. The Chair shall, upon assuming office, appoint the following standing committees and the chair of each:

- Membership Committee which shall promote the growth of the Association by maintaining and soliciting membership in the Chapter, Section and Association;
- Program Committee which shall secure speakers and arrange and present the program for technical meetings;

- By-Laws and Policy Committee which shall annually review and suggest changes to the By-Laws of the Chapter and recommend the adoption of, or changes to policies;
- Audit Committee which shall annually review the records and accounts of the Chapter as provided in Article V, Section 4 of these By-Laws and
- Governance Committee which shall perform the duties:
 - Supervise the review of qualified candidates for election to the Board as Directors;
 - In accordance with Article VII, submit to the Board the names of qualified candidates for election to the Board as Director;
 - In accordance with Article VII, submit to the Board a recommended slate of officers for the annual election;
 - Submit to the Board the names of qualified candidates for election to the Board or for election as an officer to fill vacancies occurring between annual meetings of the Board;
 - Provide for the orientation for newly-elected Directors;
 - Submit to the Board, when deemed appropriate, candidates for election to the Board as Honorary Members; and
 - In accordance with the election procedures set forth in these bylaws, administer the election process including preparation, dissemination and counting of ballots for the annual election of officers and directors.

Section 2. Other Committees. The Board shall establish such other committees as may be warranted for carrying out the activities of the Chapter.

Section 3. Committee Reports. No later than March 31, each committee chair shall provide a written report to the Secretary a report of his committee's activities during the prior calendar year.

ARTICLE VII
NOMINATIONS

Section 1. Nomination Procedure. No later than March 31st of each year, the Governance Committee shall nominate one or two candidates for each elective office, including Director vacancies to be filled at the next election. After approval of the Board, this slate of candidates shall be presented to and voted on by the Chapter Members. The presentation of candidates and election by Members may be performed at the annual meeting, via electronic mail, or by some other method that effectively reaches the membership body.

Section 2. Member Nominations. Three months before the annual meeting, any Member may submit other nominations for Officers or Board members by submitting to the Governance Committee a nominating petition. These nominations by petition shall be placed on the slate by the Governance Committee upon approval by the Board.

Section 3. List of Officers. At the beginning of each operating year, the Section and the Association shall be sent a list of all elected and appointed Officers of the Chapter.

ARTICLE VIII.
ELECTIONS

Section 1. Election by Ballot. Annual election of the Chapter Officers and Directors shall be decided by a vote of the Members voting by secret ballot. The voting by secret ballot may be performed through the annual meeting, electronic voting, or some other method that effectively reaches the membership body. The ballot shall contain the following items:

(A) A listing of the nominations for all Officers and for all vacancies on the Board for the succeeding operating year.

(B) A set of standard instructions for voting which the Board shall have established.

Section 2. Campaigning. If more than one candidate is nominated for any office or Board membership, it shall be the policy of the Chapter that no election campaign of any kind shall be fostered or conducted by or on behalf of any candidate. The ballots shall be accompanied by appropriate biographies prepared by each candidate. If more than one candidate is nominated for any office or Board membership, the position of such candidates on the ballot shall be determined by the drawing of lots. No candidate shall knowingly allow any campaigning on his behalf. Such campaign activity, as described in the preceding paragraph, may be considered as sufficient cause for the Board, by a majority of those voting, to declare a candidate to be ineligible for election.

Section 3. Verification of Ballots. Voting shall be conducted as set forth in Article IX. All ballots shall be verified for eligibility.

Section 4. Election Results. The Governance Committee shall promptly report the results of the election to the Chair, who shall notify those elected immediately. The results of the election shall also be announced at the annual meeting.

Section 5. Chapter Business. Upon a majority vote of the Board other matters of Chapter business may be placed on the ballots referenced in Section 1 of this Article VIII and such matters of business shall be decided in the same manner as provided in Sections 1 through 3 of this Article VIII.

ARTICLE IX

OPERATIONS

Section 1. Voting. Only Members, Honorary Members, and Unemployed or Retired Members of the Chapter are entitled to vote. Members may vote only on the election of Directors and proposed amendments to the Chapter By-Laws. Each Member shall be entitled to one vote in person or electronically. A majority vote of the Members present and voting, in person and electronically, shall rule in all votes submitted to the membership.

Section 2. Electronic Voting.

(A) Election of Directors. Members may vote by electronic ballot in the annual election of Directors and Officers.

(B) Action Without Meeting. Electronic voting shall be permitted for purposes of taking action without a meeting. Such procedure shall be initiated by the electronic distribution to Members of ballots and all related materials for consideration. The quorum requirements of Article IX Section 2 shall apply to any such action without a meeting. A Member casting a vote electronically shall be considered present for determining quorum. Results of all electronic votes shall be filed with the minutes of the proceedings.

Section 3. Quorum. Fifteen active Members shall constitute a quorum for any general business or special meeting. A Member casting a vote cast electronically shall be considered present for determining quorum.

Section 4. Calendar. The fiscal year of the Chapter shall begin on January 1 and end on December 31. The operating year of the Chapter shall begin on June 1 and end on May 31.

Section 5. Meetings. The Chapter shall hold an annual meeting during the operating year. The Board shall designate the dates for the annual meeting and the Secretary shall give written notice thereof.

Section 9. Rules of Order. The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the procedure for all meetings in all instances in which they are not inconsistent with these By-Laws. At any meeting the Chair may allow issues to be discussed before a formal motion is made; however, upon second of a formal motion, *Robert's Rules* prevail.

ARTICLE X

FINANCES

Section 1. The Chapter Audit Committee shall audit the Chapter financial records within two months after the close of the Chapter's fiscal year, if requested by the Chair.

Section 2. 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 Member 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 1986, as amended.

ARTICLE XI

BY-LAWS AMENDMENTS

Section 1. Any Member may propose an amendment to these By-Laws to the Board. Before the amendment can be submitted for consideration of the Members it must be approved by a majority of the Board or bear the written endorsement of at least 25 Members.

Section 2. The Board shall promptly submit to the membership any proposed amendment approved or endorsed as provided in Section 1 of this Article XI. Notice of any proposed amendment and an official ballot shall be mailed or e-mailed to each Member at such address as appears in the records of the Association at least 14 days in advance of the vote.

Section 3. Adoption shall require affirmation by two-thirds of the votes cast. Amendments shall become effective immediately upon adoption by vote of the membership unless otherwise noted in the amendment. Any section of the By-Laws or amendments adopted hereafter which conflict with the by-laws or officially adopted written policy of the Association are null and void.

ARTICLE XII

INDEMNIFICATION AND LIABILITY PROTECTION

Section 1. Indemnification. To the extent of its assets and applicable insurance, if any, the Chapter shall indemnify, to the fullest extent authorized or permitted by Michigan 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 Chapter 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 Chapter or such person served on any formally constituted advisory body or voluntary committee of the Chapter, 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 Michigan 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 Chapter, 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 Chapter 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 Chapter, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under Michigan law, the Chapter 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 Chapter 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 Chapter shall be protected from liability to the fullest extent permitted under applicable law.