

CONSTITUTION AND BY-LAWS
of
THE FLORIDA SOUTHEAST CHAPTER
of the
THE AIR AND WASTE MANAGEMENT ASSOCIATION

ARTICLE I.
NAME, AREA, ADDRESS

Chapter 1. Name. This organization shall be known as the Florida Southeast Chapter of the Air and Waste Management Association (hereinafter referred to as the “Chapter”) and is one of the geographic chapters of the Florida Section of the Air & Waste Management Association, (hereinafter referred to as the “Section”).

Chapter 2. Area. The geographic area of the chapter consists of. the Southeast District of Florida (Palm Beach, Broward, Dade, Martin, St. Lucie and Okeechobee Counties).

Chapter 3. Address. The address of the chapter shall be the address of the Secretary or the Chair.

ARTICLE II.
PURPOSE

Chapter 1. The purpose of the Chapter is to promote better understanding of the problems of air pollution control and waste management and related environmental concerns among government agency personnel, consultants, educators, representatives of industry, and the general public, within the geographic area of the Chapter, and to work toward resolution of these problems. It is also the purpose of the Chapter to promote closer professional and personnel relations among members of the Chapter, and to further the mission and objectives of the Air & Waste Management Association (hereafter referred to as the “Association”).

Chapter 2. The Chapter shall have all the powers granted to it by the Association and the Section 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 1954.

ARTICLE III. MEMBERSHIP

Chapter 1. The membership of the Chapter shall consist of Members and Honorary Members, as defined hereinafter. Membership is available to persons residing in or conducting business within the geographic area of this Chapter.

(A) Member. Any individual who supports the purpose of the Chapter is eligible to become an active Member of the Chapter, and upon payment each year of the annual Association, Section, and Chapter dues is entitled to engage in all activities of the Chapter.

(B) Honorary Members. Honorary memberships, not exceeding two each 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 Executive Board. Honorary Members of 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.

Chapter 2. Local Associate. Any individual who supports the purpose of the chapter and wants to participate in its activities and pay Chapter and Section dues, but does not pay Association dues can be called a Local Associate. Since this is not a class of membership, such individuals are precluded from holding office or voting.

ARTICLE IV. OFFICERS, DIRECTORS, EXECUTIVE BOARD

Chapter 1. Officers.

- (a) There shall be five Chapter Officers designated as Chair, Vice Chair, Secretary, Treasurer, and Membership Chair.
- (b) Officers shall be elected to serve a two (2) year term by a majority vote of the general membership. They shall hold office for the ensuing year beginning on the day after their election.
- (c) The Chair and Vice Chair shall not hold the same office for more than two terms.

Chapter 2. Executive Board.

- (a) The executive, financial, and general administrative functions of the Chapter shall be vested in the Executive Board (hereinafter referred to as

the “Board”) whose members shall be the Officers, Directors, and Immediate Past Chair (a non-voting member).

- (b) Interim vacancies of elected Officers shall be filled by appointment of the Board until successors have been elected at the next annual election.

Chapter 3. All officers of the Board shall be members of the Association.

Chapter 4. The Officers of the Board shall serve without remuneration. However, the Board may authorize reimbursing Board members and other Chapter members acting on Chapter business at the request of the Board for the personal expenses incurred in conducting Chapter work.

ARTICLE V. DUTIES OF BOARD MEMBERS

Chapter 1. Chair. The Chair shall: preside at all meetings of the Chapter, call such special meetings as may be necessary; appoint the Coordinators of all Standing and Temporary Committees; be the final authority, within his or her jurisdiction, on the interpretation of 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.

Chapter 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.

Chapter 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 Chapter and Board; conduct appropriate correspondence of the Chapter, make an Annual Report to the Chair regarding affairs of the Chapter, summary of public meetings, and surrender at the end of his or her term of office to his or her successor, or to such person as may be authorized by the Chair to receive them, all properties and records of the Chapter as may be in his or her custody.

Chapter 5. 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 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 or her records and accounts for audit, if requested, on an annual basis by an auditor appointed by the Board; make an annual report of all business transactions, and surrender at the end of his or her term of office to his or her successor, or to such person as may be authorized by the Chair to receive them, all properties and records of the Chapter as may be in his or her custody.

Chapter 6. Immediate Past Chair. The immediate Past Chair shall serve as a Board advisor and perform assignments as requested by the Chair.

Chapter 7. Membership Chair. The Membership Chair shall: be responsible for recruiting, maintaining roster, preparing and distributing voting ballots, mailing dues notices, providing membership reports at business meetings, and an annual membership report.

Chapter 8. Directors. There shall be four (4) Directors of the Chapter. Normally each Director shall serve a two (2) year term. The terms of office shall be set such that the term of office for two of the directors shall expire each year. The terms of office shall begin the day following the election. A Director may serve more than one term. New Directors shall be elected by a majority vote of the general membership.

ARTICLE VI. COMMITTEES

Chapter 1. The Chapter will include committees as listed below and the head of each shall be called the Coordinator.

Meeting Coordinator. The Meeting Coordinator shall make meeting arrangements, schedule guest speakers, arrange special equipment and the like.

Publicity Coordinator. (Optional) The Publicity Coordinator shall issue news releases and arrange other publicity; shall act as historian for the Chapter and shall develop and mail the newsletter.

Nominating Coordinator. The Nominating Coordinator shall, each two years, nominate a slate of new officers and Directors.

Education Coordinator. The Education Coordinator may provide educational programs and seminars and/or aid the Section's Education Director in providing educational programs and seminars within the Chapter's geographical area.

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

Chapter 2. Standing Committee Coordinators will prepare and submit an annual report to the Chapter.

Chapter 3. The Chapter Board may appoint temporary committees as deemed necessary, provided such appointment does not conflict with other provisions of the By-Laws.

ARTICLE VII. OPERATIONS

Chapter 1. Dues. Annual dues will be established by the Section Board.

Chapter 2. Calendar. The fiscal year, and membership year of the Chapter shall be May 1 to April 30.

Chapter 3. Chapter Meetings. Chapter meetings will be held at least four (4) times per year.

Chapter 4. Board Meetings. Board meetings shall be called by the Chair by so notifying the members of the Board. The Board shall designate the date(s) for the general Chapter meetings and the Secretary shall give written notices thereof.

Chapter 5. Quorum. Eight (8) 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.

Chapter 6. Voting. Only members of the Chapter are entitled to vote. Unless otherwise provided, a majority vote of the members present and voting shall rule.

Chapter 7. Elections. The Nominating Committee shall prepare a list of nominees for Officers, shall obtain their acceptance, and shall present the slate at the Chapter meeting when elections are scheduled. Additional nominations may be made from the floor. The nominees shall reflect employment and geographic representatives to insure a broad and fair administration of the business of the Chapter whenever practicable. The new Officers will assume their duties upon election.

Chapter 8. Auditing. The Board may appoint an Auditor on an annual basis to review financial records of the Chapter.

Chapter 9. Rules of Order. Unless otherwise provided, Robert's Rules of Order shall govern the procedure for all meetings.

ARTICLE VIII. AMENDMENTS

Chapter 1. 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 written endorsement of at least ten (10) members.

Chapter 2. The Board shall promptly provide a copy of the proposed change, which has been approved or endorsed as provided in Chapter 1, to each member of the Chapter by mail or email. Adoption shall require affirmation by two-thirds of the ballots returned to the Secretary within 30 days of the day on which the ballots were provided to the list of

current members. Amendments shall become effective immediately upon the Immediate Past Chair verification of adoption by such two-thirds majority vote. The entire membership shall be notified of the result of each By-Laws vote. In the absence of an Immediate Past Chair, a member shall be appointed to perform these duties.

Chapter 3. Any section of the Constitution and By-Laws or amendments adopted hereafter which conflict with the By-Laws or written 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 Section or a successor organization. No part of the net earnings of the organization shall be used to the benefit of any private shareholder or individual.

Upon dissolution, if the Section is unable, unwilling or ineligible to receive assets, they will be distributed to one or more organizations exempt under Chapter 501(c) (3) of the Internal Revenue Code of 1954.