

**BYLAWS OF THE  
NEVADA SECTION OF THE  
AIR AND WASTE MANAGEMENT ASSOCIATION**

**Promulgated May 13, 2009**

ARTICLE I - NAME, AREA, ADDRESS

**Section 1 - Name**

This organization shall be known as the Nevada Section (hereinafter referred to as the "Section") and is one of the geographic Sections of the Air and Waste Management Association, (hereinafter referred to as the "Association").

**Section 2 - Area**

The geographic area of the Section shall consist of the geographic boundaries of the State of Nevada

**Section 3 - Address**

The address of the Section shall be the place of business of the incumbent or current Chair.

**Section 4 – Articles of Incorporation**

This Section will do business as ‘The Nevada Section of the Air and Waste Management Association’ under a DBA filed by the Las Vegas Chapter of the Air and Waste Management Association. The Articles of Incorporation for chapter are filed with the Nevada Secretary of State.

ARTICLE II - PURPOSE

**Section 1**

It shall be the purpose of the Section to further the mission and objectives of the Association by promoting state-wide participation in AWMA activities, advocate environmental resource development and protection, and facilitate education and cooperation in parties with environmental concerns.

**Section 2 – Mission and Objectives**

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 consistent with the mission and objectives as stated in the Association Bylaws.

### **Section 3**

The Section shall have the powers granted to it by the Association and shall have the authorization to act as an agent of the Association, provided, however, that the Section shall not engage in activities or exercise powers not permitted under Section 501(c)(3) of the Internal Revenue Code of 1954.

## ARTICLE III - MEMBERSHIP

### **Section 1**

Membership is available to persons residing in or conducting business within the geographic area of the Section. Association Members who reside or has a primary work location within the geographic boundary of the Section is automatically considered a member of the Section and is entitled to engage in Section Member activities upon payment of dues to the Association in the amount and manner specified by the Association's Board of Directors.

## ARTICLE IV - BOARD OF DIRECTORS

### **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 one 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) Neither the Chair nor the Vice Chair shall not hold the same executive position for more than one term without interruption of a term period.
- (d) The most recently retired Chair shall be a member of the Executive Board as Chair Emeritus.
- (e) The normal rotation cycle for Section Officers is the Treasurer becomes Secretary, Secretary becomes Vice Chair, and Vice Chair becomes Chair.

### **Section 2 – Voting for Officers and Directors**

- (a) Nominees submitted to the membership by the Nominating Committee shall be eligible for election to the positions of Officers and Directors.
- (b) Ballot transmittal shall be accomplished by e-mail, by other electronic communication, hand-delivered, or postal mailing to the last address of record before April 15. A date not later than April 30 shall be specified for the return of the ballot.

### **Section 3 - Special Directors**

Special Directors may be established by the Board. Special Directors shall be entitled to the same voting rights as other Directors.

## **Section 4 - Responsibilities**

- (a) The executive, financial, and general administrative functions of the Section shall be vested in the Board of Directors (hereinafter referred to as the "Board") whose members shall be the Officers, Directors, Special Directors, and the Chair Emeritus.
- (b) 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.

## **Section 5**

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

## **Section 6**

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

## **Section 7 - Directors**

There shall be a Program Director, Membership Director, Media Director, and an Eastern Sierra Director, who shall be a duly elected representative of the Eastern Sierra Chapter. Each Director shall be elected to serve a one-year term.

## ARTICLE V - DUTIES OF OFFICERS

### **Section 1 - Chair**

The Chair shall:

- Preside at meetings of the Section;
- Call such special meetings as may be necessary;
- Appoint the membership and the Chair of Standing and Temporary committees.
- Appoint an Auditor as appropriate;
- Be the final authority, within the Chair's jurisdiction, on the Constitution and Bylaws of the Section;
- Be authorized, in the absence of the Treasurer, to execute financial transactions on behalf of the Section as directed by the Board; and
- Conduct both internal and external business on behalf of the Section, and
- Prepare an annual report to the Association Headquarters regarding affairs of the Section, active membership, summary of public meetings, business transactions, and Treasurer's report.

### **Section 2 - Vice Chair**

The Vice Chair shall:

- Preside at meetings in the absence of the Chair; and
- Assume powers and duties of the Chair should the Chair be unable to 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 meetings of the Section and Board;

Surrender at the end of his/her term of office to the succeeding Secretary, 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/her custody.

### **Section 4 - Treasurer**

Subject to the supervision and direction of the Board, the Treasurer shall:

- Receive monies of the Section and deposit 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 or her term of office to the succeeding Treasurer, 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 or her custody.

### **Section 5 – Program Director**

Subject to the supervision and direction of the Board, the Program Director shall:

- Secure speakers for monthly Section meetings, and
- Make physical arrangements for the meeting to be held.

### **Section 6 – Membership Director**

Subject to the supervision and direction of the Board, the Membership Director shall:

- Promote the growth of the Association by soliciting membership in the Association, and
- Maintain a current membership list for use by the Board.

### **Section 7 – Media Director**

Subject to the supervision and direction of the Board, the Media Director shall:

- Promote Section events and coordinate the preparation, publication, and distribution of the Section newsletter, and
- In cooperation with the Board, prepare public information releases relevant to Section activities.

### **Section 8 – Eastern Sierra Director**

Subject to the supervision and direction of the Board, the Eastern Sierra Director shall:

- Provide an active communication link between the Eastern Sierra Chapter Board and the Section Board.
- Provide Chapter activities reports including membership and financial data
- Facilitate viability and growth of the Eastern Sierra Chapter

## ARTICLE VI- COMMITTEES

### **Section 1 – Nominating Committee**

The Section Board shall appoint a temporary Nominating Committee consisting of the present Chairman, two other members of the Board, and two members of the Section. The Committee members shall be appointed at least sixty (60) days prior to the Section meeting that will include the voting for offices. The function of the Committee is to propose candidates for the elective offices of the Board.

### **Section 2 – Other Committees**

The Section Board may appoint temporary committees as it deems necessary, provided such appointment does not conflict with other provisions of the Bylaws. There are no Standing Committees.

## ARTICLE VII - OPERATIONS

### **Section 1 - Dues**

No additional 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**

Annual meetings of the members shall be held on the second Wednesday of May each year or at such other time as may be set by the Board, at which the members shall elect by vote the members of the Board and transact such other business as may be properly be brought before the meeting.

The fiscal year will be the calendar year, the membership year, and the operating year of the Section shall be June 1 to May 31 during which at least four (4) board meetings and at least four (4) technical meetings shall be held.

### **Section 3 - Meetings**

Board meetings may be called by the Section Chair, the Secretary, or upon a resolution of the Board, or by written request of members delegates consisting of at least 10% of the entire membership of the Section 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. Four (4) 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 in person, email, by written ballot, or by written proxy. Unless otherwise provided, a majority vote of the members shall rule.

#### **Section 6 - Elections**

The Nominating Committee shall prepare a list of nominees for Officers and Directors, obtain their acceptance, and present the slate at the business meeting when elections are scheduled. Additional nominations may be made from the floor. The nominees must be current AWMA members and should reflect employment and demographic representation to ensure a broad and fair administration of the business of the Section. The new Officers and Directors will assume their duties as specified by the Board.

#### **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 recommend the establishment of one or more Chapters in accordance with Bylaws and practices of the Association.

#### **Section 2**

The Bylaws of any Chapter established under this Article shall be subject to approval by the Section and the Association. After initial approval of the Bylaws, 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 and assist members in the area to do so. If after all reasonable efforts have failed, the Board may recommend dissolution of a chapter in accordance with the bylaws and policies of the Association.

### **Section 3**

Chapter members shall pay Section dues 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.

## ARTICLE IX – AMENDMENTS

### **Section 1**

Any member may propose an amendment of the Bylaws to the Board. Before the amendment can be submitted for consideration of the membership, it must be approved by a majority of 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 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, at such address as appears in the records of the Association. The Secretary shall mail the documents not less than forty-five (45) days prior to the business meeting at which the amendment is to be considered.

### **Section 3**

Unless other wise noted in the amendment, should a proposed amendment receive the necessary two-thirds (2/3) vote for adoption, it shall become effective immediately and shall be made a part of these Bylaws, and the members shall be notified accordingly.

### **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 Bylaws or amendments adopted hereafter which conflict with a Bylaws or policy of the Association are 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 private shareholder or individual. Upon dissolution, if the Association is unable, unwilling or ineligible to receive assets, they will distributed to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954.