

# **BY-LAWS**

for the  
**Pacific Northwest International Section (PNWIS)**

of the  
**Air and Waste Management Association (A&WMA)**

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## **REVISED**

November 1974

June 1976

June 1977

February 1981

April 1982

July 1988

November 1989

May 1994

May 2002

January 2006

May 2008

## **ARTICLE I -- NAME, GEOGRAPHIC AREA, & STRUCTURE**

Section 1. This organization is one of the geographic Sections of the Air and Waste Management Association (herein after referred to as A&WMA) and shall be known as PACIFIC NORTHWEST INTERNATIONAL SECTION (herein after referred to as PNWIS or the Section).

Section 2. The geographic area of the Section shall consist of the states of Alaska, Idaho, Montana, Oregon and Washington, the Province of British Columbia and the Yukon Territory, Canada.

Section 3. The place of the Annual Meeting shall be at the registered office of the Corporation unless a different place shall be designated by the PNWIS Board. In any event, the Secretary shall include the time and place of these meetings in a notice (website and/or email) to the Members.

Section 4. The registered office of the Section shall be designated/changed, as required, by the Board to be compatible with applicable requirements. The section/corporation was originally registered with the Oregon Secretary of State as Pacific Northwest International Section, Air Pollution Control Association (now known as Air & Waste Management Association) and the current assumed business name of record with Oregon is PNWIS-AWMA. The section is currently doing business as PNWIS-A&WMA. The section/corporation principle place of business address is listed with Oregon as 136 NE 28th Avenue, Portland, Oregon, 97232.

Section 5. In order to serve local interests and needs of Members within the Section, local organizations, to be called Chapters, may be formed. Chapters shall be named for the city or local geographic area within the Section where they are active.

## **ARTICLE II -- PURPOSE**

Section 1. It shall be the purpose of the Section to promote better understanding about air pollution and waste management by providing a neutral forum for discussion, education and networking on technical issues relating to environmental management in the U.S. Pacific Northwest and Western Canada.

Section 2. 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 purpose, provided, however, that the Section shall not engage in activities or exercise any powers not permitted under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE III – MEMBERSHIP**

Section 1. The Section membership may include any firm or person interested in air pollution, waste management, or related matters. The different memberships and voting rights shall be fixed by the By-Laws. Membership is available to persons or firms residing or located in or conducting business within the geographic area of the Section.

Section 2. Any Individual that is in a membership category identified or recognized by A&WMA and who reside in the geographic area of the Section are Members. Members are entitled to all privileges, which include voting, nominating, and holding office, granted under these By-Laws. The Section President shall appoint a committee to promote and report A&WMA membership within the PNWIS geographic region.

Dual Membership is available to those persons who are Members of other Sections of A&WMA and reside outside the geographic area of the Section. Dual Members shall enjoy all the privileges of the Section except the right to hold elective office.

Section 3. All Members are encouraged to attend Chapter meetings or seek to form new Chapters in areas not already so served. Members shall be eligible for membership in the Chapter covering their place of residence or business.

Section 4. Dues shall be set by the Board. Dues shall cover the period from January 1 through December 31, payable at the time of the Annual Meeting or at the time of affiliation.

Section 5. Members who are three months delinquent in payment of dues may be dropped from the membership rolls, at the discretion of the Board.

Section 6. Honorary Members of A&WMA, residing in the geographic area of the Section, are entitled to all of the privileges of Members but are excused from payment of dues.

Section 7. Meetings of the membership and/or any part of the Board may be held in any location for any reason as determined by the Board.

The Annual Meeting of the Section shall be held within the geographic bounds of the Section at a time and place to be determined by the Board. At least 30 days notice of the Annual Meeting shall be given to all Members. Notice shall be accomplished by e-mail, by other electronic communication or postal mailing to the last address of record. The Board shall rotate the location of the Annual Meeting throughout the geographic area of the Section, to the extent practically feasible, on a schedule to be determined by the Board.

## **ARTICLE IV - - OFFICERS AND BOARD**

Section 1. The executive, financial and general administrative functions of the Section shall be vested in the Board. The Board shall be composed of the officers, each Chapter chair (or representative designated by the chair), the past President (first year), and A&WMA Board Directors (if they meet the requirements of Article III for Section membership). The above members of the Board shall be Full Members of A&WMA in good standing and are entitled to vote per Section 6 below.

Section 2. The Section Board officers shall consist of the President, President-Elect, Secretary, Treasurer, Treasurer-Elect, and four Directors. Officers shall be elected by a majority of the Full Members and Affiliates that cast a ballot. Terms of office shall begin May 1 and end April 30.

Section 3. The President-Elect will serve for a one-year term and will automatically succeed the President in the following year. The Secretary will serve a two-year term. The Treasurer-Elect shall serve a two-year term and will succeed the Treasurer in the following biennium. The Treasurer and Treasurer-Elect will serve concurrent terms. The four Directors will each serve a two-year term with two Directors elected each year. Each officer shall hold office for the ensuing term or until his/her successor has been elected and takes office. The retiring Section President shall be a member of the Board during the year following his/her term of office.

Section 4. In the event the President cannot complete his/her term, the President-Elect will assume the duties of the President for the remainder of that term as well as the term he/she was elected to serve. An interim President-Elect will be nominated by the outgoing President-Elect (now President) and then approved by the Board either before or at the next normally scheduled board meeting. In the next normally scheduled election, a President-Elect will be elected to serve with the former President-Elect who continues as President. In the event the

President-Elect cannot complete his/her term, the President will announce a special election and a President-Elect will be elected within 45 days of that announcement. The newly elected President-Elect will assume those duties for the balance of the original President-Elect's term and then assume the office of President. If the Treasurer or Treasurer-Elect cannot complete his/her term, the Board shall follow the same process as is outlined above for the President or President-Elect. If the Secretary or a Director cannot complete his/her term, the Board shall appoint a Full Member to fill the vacancy until a successor, elected at the next normally scheduled election, takes office.

Section 5. The Section President is President of the Board. The Board shall maintain or establish standing or special committees as needed to carry out the function of the Section and the Board. The Section President shall appoint all committee chairs.

Section 6. Motions shall be voted on by all Board members present (quorum is seven (7) voting members) and be carried by a majority vote. Voting eligibility is by Board membership and is limited to those members identified in Article IV, Section 1. The Section President shall vote in matters before the Board only in the case of a tie vote. Interim voting by the Board is authorized for motions that require authorization prior to the next scheduled Board meeting. Any interim motion shall be communicated to the PNWIS President (or President-Elect in his/her absence) at least seven (7) days before an interim Board vote is conducted. The President may call for an interim meeting or vote by contacting all Board members via email or phone. The Secretary will report the results of the voting to the full Board membership.

## **ARTICLE V -- NOMINATIONS AND ELECTIONS**

Section 1. Prior to October 31 of each year, the Section President shall appoint a Nomination Committee of not less than three Full Members, not more than one of whom shall be an officer of the Board.

The Nomination Committee shall nominate one or two candidates for each office to be filled at the next election. The Committee shall obtain acceptances and present the slate to the Board no later than December 15.

Section 2. Between October 31 and December 15 any Full Member or Dual Member may submit other nominations for officers by submitting, to the Nomination Committee, a nominating petition signed by at least ten Full Members and/or Dual Members.

Section 3. Between January 1 and January 15 the Nomination Committee shall prepare a ballot listing all nominees. Included with the ballot shall be a brief biographic sketch of each of the nominees. Ballot transmittal shall be accomplished by e-mail, by other electronic communication or postal mailing to the last address of record before January 15. A date, not later than February 1, shall be specified for the return of the ballot.

The President shall appoint two tellers to assist the Secretary in counting the ballots. The Secretary shall report the election results in writing to the Board before March 1 and to the Section membership through notification in the next Section Newsletter and/or on the PNWIS website.

Section 4. After March 1 and prior to June 30 of each year there shall be a meeting of the retiring and new officers, Chapter chairs, and committee chairs on a date set by the retiring President. At this meeting, the Treasurer shall submit the Annual Report and the new officers shall be installed.

Section 5. If an elected officer vacates his/her office for any reason prior to term expiration, the Board shall fill the vacancy per Article IV, Section 4.

Section 6. The Secretary shall keep an attendance record of each Board meeting. If a member misses two meetings in succession, the Secretary shall write to the member to determine if the member wishes to continue on the Board.

Section 7. Chapters may hold elections in their own manner except that all Chapter officers shall be Full Members of A&WMA. All Chapter officers and directors shall be elected and a list of their names shall be sent to the Section Secretary immediately following elections.

## **ARTICLE VI -- BUSINESS AND FINANCES**

Section 1. The fiscal year shall be May 1 through April 30.

Section 2. The Section shall hold at least one meeting each year.

Section 3. The Executive Committee shall prescribe the methods of keeping and disbursing the funds of the Section.

Section 4. The financial affairs of the Section shall be managed by the Treasurer who shall report not less often than annually to the Executive Committee and members of the Section.

The Secretary shall report not less often than annually to the Executive Committee and members of the Section the following:

- Membership
- Meetings
- Committees
- Elections
- Other Actions

A copy of the Annual Report shall be submitted to A&WMA in the format that office requires.

Section 5. Disposal of Funds Upon Dissolution. In the event of dissolution of the Section, any remaining assets after discharge of all liabilities and obligations shall be donated to some other nonprofit organization or organizations doing similar work, or shall be used for the advancement of knowledge in the fields of air pollution control or waste management.

## **ARTICLE VII -- CHAPTERS**

Section 1. Chapters may be activated within the Section by petition of no fewer than ten Full Members in the proposed Chapter area. A Chapter organization and name shall be recognized only if approved by the Board.

Section 2. Chapters shall adopt their own By-Laws. Such By-Laws shall be in conformance with the Section By-Laws. Chapter By-Laws must be approved by a majority vote of the Section Board.

Section 3. It shall be the policy of the Section to involve itself in the internal affairs of a Chapter only when asked to do so. If, however, a Chapter has not had a meeting of more than ten members in a year, the Board may intervene to revitalize the Chapter and assist members in the area to do so. Only after all reasonable efforts have failed shall the Chapter be dissolved by the Board.

Section 4. Chapters shall report on their annual activities, including a financial statement, to the Board Secretary in the format and on the schedule specified by A&WMA; or, 30 days prior to the due date for the Section report if A&WMA does not specify reporting dates. Chapter reports may be consolidated with those of the Section for submission to A&WMA.

Section 5. Student Chapters may be established within the Section by petition of no fewer than ten A&WMA Student Members in the proposed Chapter area. A Chapter organization and name shall be recognized only if approved by the Board. Article VII, Sections 2, 3, and 4 are applicable to Student Chapters. Each Student Chapter chair is a member of the Board. Student Chapters are encouraged to conduct operations per A&WMA guidelines but this recommendation is not a requirement for recognition by the Board.

## **ARTICLE VIII -- AMENDMENTS**

Section 1. Any Full Member or Affiliate may propose an amendment to the By-Laws to the Board at a regular quarterly meeting. Before the amendment can be submitted for consideration of the Section membership, the amendment must be approved by the Board, or bear the written endorsement of at least ten Full Members.

Section 2. The Board shall submit proposed changes of the By-laws to the Section membership in a prompt manner. Ballots shall be sent to the membership by e-mail (if changes are extensive, the relevant information may be posted on the PNWIS website), by other electronic communication, or postal mailing to the last address of record. This communication must explain, in sufficient detail, the proposed changes resulting from any amendment approved or endorsed per Article VIII, Section 1. Adoption of By-Law changes shall require affirmation by two-thirds of the votes cast. Amendments shall become effective immediately after the above adoption is complete unless otherwise provided in the adoption.

Section 3. PNWIS will adopt no amendment to Section By-Laws if the amendment results in conflict with the By-Laws of A&WMA. Amended By-Laws shall be sent to A&WMA as soon as they are affirmed by the membership, adopted by the section, and become effective.