

**BYLAWS**  
**OF**  
**PUGET SOUND CHAPTER OF THE PACIFIC NORTHWEST INTERNATIONAL SECTION**  
**OF THE**  
**AIR AND WASTE MANAGEMENT ASSOCIATION**  
Approved: October 7, 2016

## **ARTICLE I – Name, Area, Address**

Section 1. This organization shall be known as the Puget Sound Chapter of the Pacific Northwest International Section (PNWIS) (herein referred to as the “Chapter”) and is one of the geographic chapters of the Air and Waste Management Association (herein referred to as “Association”).

Section 2. The geographic area of the Chapter shall consist of: Whatcom, Skagit, Snohomish, King, Pierce, San Juan, Island, Kitsap, Clallam, Jefferson, Mason, Grays Harbor, Thurston, Pacific, Lewis, and Wahkiakum counties of western Washington.

Section 3. The address of the Chapter shall be the Office of the Incumbent Chair.

## **ARTICLE II – Purpose**

Section 1. The purpose of the Chapter shall be to promote better understanding about air pollution control, waste management, and related environmental concerns. The Chapter will provide a neutral forum for discussion, education, and networking on technical issues relating to environmental management.

Section 2. Mission and Objectives. The mission of the Chapter 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 Chapter shall have all the powers granted to it by the Association and have the ability to do all things necessary and incident to its purposes provided, however, that it shall not engage in any activities or exercise any powers not permitted under Section 501(c)(3) of the Internal Revenue Code of 1954.

Section 4. The Chapter was incorporated under the name; *Air and Waste Management Association Puget Sound Chapter*, as a 501(c) (3) tax-exempt, non-profit organization by the Internal Revenue Service on August 20, 2015. Employer Identification Number: 47-4798718.

## **ARTICLE III – Membership**

Section 1. Membership is available to persons residing in or conducting business within the geographic area of the Chapter. 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.

Section 2. The Chapter membership includes Full Members and Local Associates. Full Members are those, residing within the geographic area of the Chapter, who are members of the Association. Persons living in the geographical area of a Chapter who are interested in participating in Chapter activities, but are not ready to become a member of the Association are Local Associates. Local Associates do not have membership rights in either the Association or the Section. Only Full Members of the Association are eligible to be elected to the Chapter Board.

## **ARTICLE IV – Officers, Directors, Executive Board**

### Section 1. Officers

- a) There shall be four Chapter Officers designated as Chair, Vice Chair, Secretary and Treasurer.
- b) Officers shall be elected to serve a one year term, January 1 through December 31, 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) The Chair and Vice Chair shall not hold the same office for more than one consecutive term.
- d) The most recently retired, Past Chair shall be a member of the Executive Board.

Section 2. Directors. There shall be six Directors of the Chapter. Initially, two shall be elected to serve a one-year term, two shall be elected to serve a two-year term, and four shall be elected to serve a three-year term, January 1 through December 31. Thereafter, two Directors shall be elected annually to serve a three-year term by a majority vote of the members voting at the first business meeting of each year.

Section 3. Special Directors. Directors of the Association living within the area of the Chapter shall be Special Directors of the Chapter.

### Section 4. 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, Special Directors, and the Past Chair(during the year following his/her term of office).
- b) The Board members are those authorized to vote on matters brought before the Board.
- c) Interim vacancies of elected Officers or Directors shall be filled by appointment by the Board until successors have been elected at the end of the calendar year.
- d) Everyone elected and serving on the Board shall be a member of A&WMA and shall be entitled to vote except the Chair as noted below.

- e) The Board officers shall consist of the Chair, Vice Chair, Secretary and Treasurer. Terms of office shall be one operating year, January 1 through December 31. The Chair shall be the Chairman of the Board and will vote only in the case of a tie vote on matters before the Board. The Chair will also represent the Chapter on the PNWIS Board. These officers shall hold office for the ensuing term or until their successors have been elected and take office.

Section 5. All members of the Board shall be members of the Association.

Section 6. The Officers and other members of the Board shall serve without remuneration.

Section 7. Voting for Officers and Directors. Ballot transmittal shall be by e-mail, fax, or postal mailing to the last point of contact of record 30 days before the ballot is due. Elections must be complete by December 1 of each year in order for those elected to be notified before their term begins January 1.

## **ARTICLE V – Duties of Officers and Directors**

Section 1. Chair: The Chair shall: preside at meetings of the Chapter; call special meetings as may be necessary; appoint the membership and the Chair of all Standing and Temporary committees; appoint an Auditor on an annual basis; be the final authority, within the jurisdiction, on the bylaws of the Chapter; appoint someone, 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.

Section 2. Vice Chair: The Vice Chair shall: preside at meetings in the absence of the Chair; and assume the duties and functions of the Chair should the Chair be unable to so 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 all meetings of the Chapter and Board; conduct appropriate correspondence of the Chapter; make an annual report to the Association regarding the affairs of the Chapter, active membership, summary of public meetings, business transactions, and the Treasurer's report; and surrender at the end of his/her term of office to his/her successor, or to someone authorized by the Chair to receive them, all properties and records of the Chapter and/or Association as may be in his/her custody.

Section 4. Treasurer: The Treasurer shall: receive all moneys of the Chapter and deposit or invest them as directed by the Board; disburse moneys as directed by the Chapter or 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 requested by the Chair and/or Board; submit his/her records and accounts for audit on an annual basis by an auditor appointed by the Chair; and surrender at the end of his/her term of office to his/her successor, or to someone authorized by the Chair to receive them, all properties and records of the Chapter and/or Association as may be in his/her custody.

Section 5. Directors: The Directors shall: Actively participate in meetings and assist the Executive Board to arrange speakers, field trips and social events.

## **ARTICLE VI – Committees**

Section 1. Standing committees shall consist of:

- a) The Membership Committee shall promote the growth of the Association by soliciting membership in the Chapter and Association.
- b) The Nominating Committee consisting of one member as Chair and two other members.
- c) The Program Committee shall secure speakers and arrange and present the program for technical meetings.
- d) The Arrangements Committee shall make all the physical arrangements for meetings including meeting place, meal arrangements, special equipment and the like.

Section 2: Other standing committees may be established by the Board to promote the purposes of the Chapter.

Section 3. The Chapter Chair may appoint temporary committees as deemed necessary, provided such appointment does not conflict with other provisions of the Bylaws.

## **ARTICLE VII – Operations**

Section 1. Dues: Annual dues for membership in the Chapter in excess of the amount assessed by the Association's Board of Directors may be established by the Chapter Board.

Section 2. Calendar: The fiscal year, the membership year, and the operating year of the Chapter shall be January 1 to December 31 during which at least one technical meeting shall be held.

Section 3. Meetings: Board meetings may be called by the Chapter Chair 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. Five (5) members of the Board shall constitute a quorum for a meeting of the Board.

Section 5. Voting: Only members of the Chapter are entitled to vote. Unless otherwise provided, a majority vote of the members present and voting shall rule.

Section 6. Elections: The Nominating Committee shall prepare a list of nominees for Officers and Directors, obtain their acceptance and prepare a ballot listing including a brief biographical sketch of each of the nominees. Ballot transmittal to Chapter members shall be accomplished by e-mail, other electronic communication, or postal mailing to the last address of record. The nominees shall reflect employment and geographic representation to ensure a broad and fair administration of the business of the Chapter. The new Officers and Directors will assume their duties on January 1 of the operating year.

Section 7. Rules of Order: Unless otherwise provided, "Robert's Rules of Order" shall govern the procedure for all meetings.

Section 8. No financial commitment by any Chapter shall be binding upon the Section.

## **ARTICLE VIII – Amendments**

Section 1. Any Full 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 the Board or bear the written endorsement of at least ten Full 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, emailed, or sent via other electronic means to each voting member, as such address as appears in the records of the Association.

Section 3. Adoption shall require affirmation by two-thirds of the votes cast at a regular business meeting for which due notice has been given. Unless otherwise noted in the amendment, amendments to the Bylaws shall become effective immediately on adoption by such two-thirds majority vote.

Section 4. Within 90 days after amending the Chapter bylaws, the Secretary shall submit a copy of the amended bylaws to the Headquarters of the Association and to the Section.

Section 5. Any section of the Bylaws or amendments adopted hereafter which conflict with the Bylaws or policy of the Association or the laws of the State of Washington shall be null and void.

## **ARTICLE IX – Dissolution**

In the event of the 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 shareholder 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 1954.