

**CONSTITUTION AND BYLAWS
OF ALASKA CHAPTER
OF THE AIR & WASTE MANAGEMENT ASSOCIATION**

ARTICLE I. INCORPORATION

- A. The Organization is one Chapter of the Pacific Northwest International Section (PNWIS) of the Air & Waste Management Association (A&WMA), and shall be known as Alaska Air & Waste Management Association (hereinafter referred to as the Chapter).
- B. The Chapter is a nonprofit corporation without capital stock, incorporated under the laws of the State of Alaska.
- C. The geographic area of the Chapter shall consist of the entire State of Alaska.
- D. The address of the Chapter where the records are maintained shall be the office of the Incumbent Chair for the Chapter.
- E. The fiscal year and operating year of the Chapter shall be May 1 to April 30.

ARTICLE II. MISSION AND OBJECTIVES

- A. The purpose of the Chapter is to promote better understanding of air pollution and waste management issues and related environmental concerns among governmental agencies, research personnel, educators, representatives of industry, and the general public within the geographic area of the Chapter and to work toward resolution of these problems. The purpose of the Chapter is also to promote closer professional and personal relations among members of the Chapter and to further the mission and objectives of A&WMA.
- B. The Chapter shall have all the powers granted to it by A&WMA and shall have the ability to do all things necessary and incident to its purposes, provided that the Chapter shall not engage in any activities or exercise any powers not permitted under Section 501(c)(3) of the International Revenue Code of 1954 or Chapter 10.20 of the Alaska Statutes.

ARTICLE III. MEMBERSHIP

- A. The Board shall, from time to time, establish various classes of membership-, the rights and privileges of each class, and the dues schedule. The membership of the Chapter shall consist of Active Members, Honorary Members, Associate Members, Student Members, and Organizational Members as defined hereinafter. Membership is available to persons residing in or conducting business within the geographic area of the Chapter.
- B. The membership classes are as described in this subsection. Each member is entitled to no more than one vote regardless of membership class or classes:
 - 1. Active Member—Any individual who is a member of A&WMA and/or PNWIS in good standing and who supports the purpose of the Chapter is eligible to become an Active Member of the Chapter and entitled to engage in all activities of the Chapter.
 - 2. Honorary Member—Honorary membership may be conferred upon individuals 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 honorary membership must be by a majority vote of the Board. Honorary Members are entitled to all privileges and prerogatives of Active members, but are excused from the payment of Chapter dues.

3. Student Member—Any member or non-member of PNWIS or A&WMA who is a full-time student at the level of a senior in high school or above and who supports the purpose of the Chapter shall be eligible to be a Student member and shall have the same privileges as an Active Member.
 4. Associate Member—Any non-member of PNWIS or A&WMA who supports the purpose of the Chapter shall be eligible to be an Associate Member and shall have the same privileges as an Active Member, except those of voting and holding an elected office. An Associate Member shall become a member of PNWIS and/or A&WMA within one year of becoming an Associate Member of the Chapter.
 5. Organizational Member—Any organization that supported the purpose of the Chapter is eligible to become an Organizational Member of the Chapter. Employees of the Organization may join the Chapter individually at a reduced Chapter dues rate and receive all the privileges of an Active Member.
- C. Membership shall not be denied on the basis of discrimination. Membership will become effective upon payment of dues for the first year.
- D. Any member in any membership class who shall resign, or be expelled from the roll of membership, shall not be entitled to any refund or to any portion of the funds in, or owing to, the treasury of the Chapter.

ARTICLE IV. CHAPTER DUES

- A. The Board shall establish annual dues for each membership class. Such information shall be made available to all members.
- B. A notice of payment of dues shall be distributed to the membership annually, after January 1 but prior to March 31. Dues shall become payable annually by April 30 for the fiscal year beginning on May 1. Dues will be prorated for the current fiscal year for individuals joining the Chapter after May 1.
- C. There shall be no initiation fee.
- D. Any member of the Chapter whose dues remain unpaid for a period of one (1) month after the due date shall cease to be a member of the Chapter.

ARTICLE V. DIRECTORS, OFFICERS, AND SPECIAL DIRECTORS

A. Directors

1. The management of the Chapter shall be vested in the Board of Directors, hereinafter called “the Board,” to the extent consistent with these Bylaws, the Articles of Incorporation of the Chapter, and the Laws of Alaska. The Board shall consist of six (6) or more Directors elected at large, five (5) Officers, any Special Directors, and the Past Chair of the previous term, all of whom shall serve without compensation. All Directors shall be Active, Honorary, or Organizational members of A&WMA.

2. Directors shall be elected annually to fill a vacancy for a three-year term. The term of each Director shall commence at the beginning of the fiscal year after their election. Until the commencement of such term, such Directors shall be considered “Directors-Elect” with no power to vote or any other right or privilege of office.
3. At all meetings of the Board, a majority of Directors and officers not counting vacancies, shall constitute a quorum and action will be taken by a majority vote of those present. All Directors and Officers may exercise their vote either in person, by written or electronic proxy given to any other member in good standing of the Chapter, by telephone, videoconference, or by electronic communication, as determined by the Board.
4. The Board shall carry out the executive, financial, and administrative functions of the Chapter within the policies established by PNWIS and A&WMA and authorize the expenditure of funds for routine and special activities of the Chapter.
5. The members of the Board shall serve without remuneration, but may receive reimbursement for reasonable travel expenses and A&WMA membership dues if approved by the Board.
6. The Board shall have the power to fill vacancies in its elected membership by special appointment. These special appointment Directors must be members of the Chapter.
7. Any vacancies that occur prior to the end of any such above term shall be filled by appointment of the Board only to the extent of the unexpired term involved.
8. The Board shall establish such standing, special committees, or councils as are needed to promote the mission and objectives of the Chapter. Appointment of members to these committees, and chair of such committees shall be made by the Chair.

B. Officers

1. There shall be five Chapter Officers designated as Chair, Vice Chair, Secretary, Treasurer, and Treasurer-Elect. All officers shall be members of A&WMA. The Chair, Vice Chair, Secretary, Treasurer, and Treasurer-Elect shall each serve two (2) year terms. The biennial term of office shall commence at the beginning of the fiscal year after their election.
2. The Chair of the Chapter shall preside at meetings of the Chapter. In the absence of the Chair, the Vice Chair shall preside. In the absence of the Chair and the Vice Chair, the Directors present shall designate a presiding officer. The Chair shall also preside at meetings of the Board; appoint a member of the Board, in the absence of the Treasurer and Treasurer-Elect, to sign checks or make other financial transactions on behalf of the Chapter as directed by the Board; and conduct internal and external business on behalf of the Chapter.
3. The Vice-Chair shall preside at meetings in the absence of the Chair and assume the duties and functions of the Chair in the event the Office of Chair become vacant through resignation or other reasons.
4. The Secretary shall keep a record of the minutes of all meetings; conduct the correspondence of the Chapter; send out written notices of all general, business, technical, special and Board meetings; maintain a complete and accurate record of the membership roll, including a record of those members entitled to vote; and make an annual report of the Chapter’s activities.

5. 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 Board; and keep accurate and complete records of all financial transactions.
6. The Treasurer-Elect shall coordinate with the presiding Treasurer to ensure continuity with the Board's financial management. The Treasurer-Elect may receive moneys of the Chapter, deposit or invest them as directed by the Board, disburse moneys as directed by the Board and provide accurate and complete records of financial transactions in the absence of the Treasurer. The Treasurer-Elect shall assume full duties of the Treasurer upon expiration of the Treasurer's two-year term.
7. An officer may be removed by the Board whenever in the Board's judgment the best interest of the Chapter will be served.

C. Special Directors

1. A Special Director is a Chapter member appointed by majority vote of the Board or Chapter membership for specified duties for a term not to exceed eighteen (18) months.
2. A Special Director may be a current director or officer of A&WMA living within the area of the Chapter.
3. No more than two Special Directors shall serve concurrently.

ARTICLE VI. NOMINATIONS AND ELECTIONS

- A. The Nominating Committee shall prepare a slate of candidates for Chair, Vice Chair, Secretary, Treasurer, Treasurer-Elect, and Directors to fill vacancies that will be created by Directors who will retire from the Board at the close of the current fiscal year. All candidates for Chair, Vice Chair, Secretary, Treasurer, Treasurer-Elect, and Directors shall be members of the Chapter and the A&WMA. Appointment of the Nominating Committee shall be appointed as outlined in Article VII.A .
- B. The Nominating Committee shall submit a report annually to the Board by April 1 or the date of the scheduled April board meeting, at which time the Board may either approve or amend the slate as submitted by the Nominating Committee.
- C. The Chapter shall mail, email, or fax an official ballot or a link to an electronic ballot to each voting member by no later than April 15 after the Board's approval of the slate of nominees. Each official ballot shall contain the following items:
 1. A listing of the nominations for Chair, Vice Chair, Secretary, Treasurer, Treasurer-Elect, and for all the vacancies on the Board, that will occur at the close of the current fiscal year. The ballots may be accompanied by appropriate nominee biographies prepared by the Nominating Committee.
 2. A blank space for each vacancy to enable a member to enter an alternate candidate.
 3. Standard instructions for voting, including the ballot return date of April 30. The ballot return date shall allow 30 days for return of the ballot if hard copy ballots are used. If the election is conducted electronically, the ballot return date shall allow for at least 10 days for return of the ballot.

- D. All voting members must exercise their vote either in person or by written or electronic means as the Board may determine appropriate from time to time. The Board shall satisfy itself of the security of any voting procedures selected. Any requirement in these bylaws to provide written notice may be accomplished by email or such other electronic communication as the Board may determine appropriate from time to time.
- E. If more than one candidate is nominated for any office, including Board membership, no election campaign of any kind shall be fostered or conducted by or on behalf of any candidate. No candidate shall knowingly cause or allow any campaigning on his or her behalf. Such campaign activity, as described above, may be considered sufficient cause for the Board, by a majority of those voting, to declare a candidate ineligible for election. If more than one candidate is nominated for any office, the position of such candidates on the ballot shall be determined by drawing lots.
- F. No ballot shall be counted unless it is received by the Election Teller no later than the date specified in the ballot. Election Teller(s), appointed by the Chair, shall verify the eligibility of each voter. The tellers shall remove and destroy all outside envelopes, and then proceed with the tabulation.
- G. The Election Teller shall promptly report the results of the election to the Chair, who shall promptly notify those elected. The results of the election shall be announced to the Chapter Membership.
- H. The greatest number of votes cast by ballot by Chapter Members shall rule.

ARTICLE VII. COMMITTEES

- A. Upon assuming office, the Chair shall appoint Standing Committee Chairs based on planned activity for the year. Standing committee chairs may include: Membership, Program, Nominating, and Education. The duties of the Standing Committees shall consist of:
 - 1. Membership Committee shall promote the growth of A&WMA by soliciting membership in the Chapter, PNWIS, and A&WMA.
 - 2. Program Committee shall secure speakers and arrange and present the program for technical meetings.
 - 3. The Nominating Committee shall consist of the past Chair and may include up to two Chapter members. If the Committee includes more than one member, at least one Committee member shall not be a member of the Board. The Nominating Committee shall nominate candidates for each elective office.
 - 4. The Education Committee shall develop and implement plans and materials for the education of the public, schools, government and members.
- B. The Chair may appoint temporary committees provided such appointment does not interfere with other provision of the Bylaws.

ARTICLE VIII. MEETINGS

- A. The Annual Meeting shall be held each fiscal year at a time and place selected by the Board.
- B. The Board shall hold at least one meeting during the operating year.
- C. The Chapter Chair may call a board meeting by notifying all members of the Board.

- D. Attendance by board members is expected at all board meetings in person, by telephone, or by videoconference or other electronic means as the Board determines appropriate. Board meetings may take place in person, by telephonic, or by other electronic means that permit contemporaneous communication. At the Board's discretion, if any Officer or Director is absent for more than three meetings in any fiscal year without contacting or informing any other attending board member, the Board may request that member to resign from the Board.
- E. Special meetings of the Chapter may be called at any time and place at the discretion of the Board or shall be called by the Board upon written request of at least ten percent (10%) of the members. Notice for any special meetings shall be delivered to all members. Notice for any special meetings shall be delivered to all members not less than ten (10) nor more than fifty (50) days in advance of the meeting and shall state the business to be considered. No special meetings, ten percent (10%) of the members shall constitute a quorum.
- F. Unless otherwise specified, Robert's Rules of Order shall govern the procedure for all Board and Business meetings.

ARTICLE IX. AMENDMENTS TO THE BYLAWS

- A. Any section of the Bylaws which conflicts with the By-Laws of PNWIS or A&WMA or the laws of the State of Alaska shall be null and void.
- B. Amendments to the Bylaws shall be proposed either (i) by a majority of Directors at any meeting of the Board, or (ii) recommended amendments may be submitted to the Board in writing, signed by not less than 10% of the Chapter voting members. Upon approval of at least three (3) Directors, the recommended amendments shall be deemed to be proposed amendments.
- C. An ad hoc committee, appointed by the Chair, shall review the language of proposed amendments for technical correctness and shall make any changes to the language of the proposed amendment and any other sections of these Bylaws that are affected by the proposed amendment, as it deems necessary to effect the proposed amendment. The committee shall submit its technical corrections to the Board within thirty (30) days of the committee's receipts of the proposed amendment.
- D. Proposed amendments that are related shall be deemed to be one proposed amendment.
- E. Notice of any proposed amendment and a notice of the board meeting at which the amendment is to be considered, shall be provided to each Board member not less than fifteen (15) days prior to the board meeting at which the amendment is to be considered.
- F. The adoption of a proposed amendment shall require a vote of the Board in its favor of two-thirds (2/3) of the votes cast, including proxy votes.
- G. 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.

ARTICLE X. DISPOSAL OF FUNDS

In the event of the dissolution of the Chapter, any remaining assets after discharge of all liabilities and obligations shall be transferred to A&WMA or a successor organization. NO part of the net earnings of the organization shall insure to the benefit of the private shareholder or individual. Upon dissolution, if A&WMA 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.