



Air & Waste Management Association - Niagara Frontier Section Constitution and By Laws

Article I – Name, Area, Addresses, Incorporation

Section 1 Name

This organization is one of the geographic sections of the Air and Waste Management Association, Incorporated (the “Association”), and it shall be known as the Niagara Frontier Section (the “Section”).

Section 2 Area

The geographic area of the Section shall consist of the industrial and metropolitan areas situated in that portion of Western New York State and the Genesee Finger Lakes area that includes Niagara, Orleans, Erie, Allegany, Genesee, Wyoming, Chautauqua, Cattaraugus, Monroe, Wayne, Ontario, Livingston, Steuben, Chemung, Seneca, Schuyler, and Yates counties; more specifically defined as zip code range 14000 to 14999.

Section 3 Address

The mailing address for the Section is:
A&WMA-NFS
PO Box 384
Williamsville, NY 14231

Section 4 Articles of Incorporation

The Section was incorporated as a Not-for-Profit Corporation pursuant to Section 402 of the New York State Not-for-Profit Corporation Law and certificate signed on May 10, 2004, as The Niagara Frontier Section of the Air & Waste Management Association, Inc.

The Section is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is not formed for pecuniary profit or financial gain. The Section is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

Notwithstanding any other provision of the Certificate of Incorporation, the Section is organized as a corporation exclusively for charitable, educational, literary, and scientific purposes as specified in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3). IRS granted section 501(c)(3) status on September 30, 2009 with an effective date of May 20, 2004.

The purpose for which the Section is formed is as follows:

- A. To provide information, instruction and training to research personnel, educators, representatives of industry, members of technical societies

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- and the general public regarding the problems of air pollution control, waste management and related problems;
- B. To provide a means for the interchange of scientific methods aimed at solving the problems of air pollution control, waste management and related problems;
 - C. To promote closer professional and personal relations among its members;
 - D. To further the mission and objectives of Association, a nonprofit, nonpartisan professional organization that provides training, information and networking opportunities to environmental professionals; and
 - E. To engage in all lawful activities, including those not otherwise stated in the Certificate of Incorporation, which are incidental or conducive to the accomplishment of any of the above -stated purposes.

Article II - Purpose

Section 1 Purpose

It shall be the purpose of the Section to promote closer professional and personal relations among members of the Section and to further the mission and objectives of the Association.

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 bylaws of the Section and of the Association.

Section 3 Powers

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 purposes, provided, however, that the Section 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

Section 1 Membership

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

Any person who supports the purpose of the Section is eligible to become a member of the Section and is entitled to engage in all Section activities upon payment of annual dues (a) to the Section, in the amount and manner specified by the Section's Executive Board, or (b) to the Association as

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specified by the Association. Any member of the Association may become a member of more than one Section, provided that the member pays dues to each Section. The membership of the Section shall consist of Association Members, Corporate Sponsors, and Local Associates, and other recognized members, as defined hereinafter.

- A. Association Member** - Any individual who supports the purpose of the Association is eligible to become a member of the Association and is entitled to engage in all activities of the Association. In addition, the individual is also a member of the local section specified in their membership application. Membership fees are paid per the fee schedule established by the Association. A portion of the Association membership fee is returned to the local section to cover membership in the section. Association Members will receive a price differential for Section activities affording an appropriate price advantage to Association members. Association membership categories are subject to change by the Association, but below are some:
- i. Honorary Member** - 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 Association or who have rendered valuable service to the Association. Approval of nomination of Honorary Members must be by vote of the Executive Board of the Section, and a nomination must then be submitted to and approved by the Association Nominating Committee. Honorary Members of the Association residing in the geographic area of the Section are entitled to all privileges of membership in the Section but are excused from all payments thereto.
 - ii. Emeritus Member** - Emeritus memberships are available to those members who are 60 years old and older and have been an Association Member for 15 consecutive years or more. Emeritus Members of the Association residing in the geographic area of the Section are entitled to all privileges of membership in the Section. Their dues may be paid to the Association by the Section.
 - iii. Young Professional Member** – Any person, age 35 or under and working in the environmental profession, interested in accomplishing the mission and objectives of the Association. This membership is valid for the first five consecutive years of A&WMA membership in this category. The member shall have the privileges that are common to the applicable level of membership. (Local Associate, Association Member, etc.)
 - iv. Student Member** - Any full-time student at the level of senior in high school or above is eligible to be a Student Member and

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- shall have the privileges that are common to the applicable level of membership. (Local Associate, Association Member, etc.)
- v. Any other and further membership levels recognized by the Association from time to time.

- B. **Corporate Sponsor** – A company / organization **doing business** in the geographical area of the Section may join as a Corporate Section Sponsor per the dues established by the Section’s Executive Board. A significant portion of Corporate Sponsor dues are used for the Section’s educational outreach and scholarship programs. Additional benefits derived from Corporate Sponsorship include:
 - i. Two paid memberships to include one individual as an Association Member and a different individual as a Local Associate.
 - ii. Recognition on Section communications deemed appropriate by the Section’s Executive Board.
- C. **Local Associate** - Any individual who supports the purpose of the Section is eligible to become a member of the Section and is entitled to engage in all activities of the Section. However, Local Associates cannot hold any office of the Section unless they become members of the Association. Local Associates are not members of the Association and have no membership rights in the Association nor do they have membership rights in any chapters.

Section 2 **Dues**

To defray the expenses of the Section and provide financial support, dues are assessed each year. The annual dues, except for dues assessed to Association Members and Emeritus Members, which are determined by the Association, will be determined by the Section’s Executive Board and will be announced prior to the first meeting of the program year (September). Dues are assessed to all members and are payable immediately upon receipt of the dues notice.

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’s Executive Board.

Other methods may be used to raise funds as deemed necessary by the Section’s Executive Board.

Article IV Officers, Directors, Executive Board

Section 1 **Officers**

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- A. There shall be four (4) Section Officers designated as Chair, Vice Chair, Secretary, and Treasurer.
- B. Section Officers shall be elected to serve a one (1) year term by a majority vote of the members voting. They shall hold office for the ensuing program year 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 Chair shall serve as the Nomination Committee Chair and the Vice Chair shall serve as the Program Chair.
- E. The most recently retired Chair shall be a member of the Executive Board.
- F. All Section Officers must be Association Members during their terms of office. If a Section Officer cannot afford the cost of an Association membership, the Section may pay the dues.
- G. The Chair and Vice Chair are not eligible for these positions unless they have served at least one term as a Section Officer or a member of the Section's Executive Board
- H. The Officers, Directors and other members of the Section's Executive Board will serve without remuneration. The Chair of the Section will also be Chair of the Section's Executive Board.

Section 2 Directors

There shall be six (6) Section Directors other than the Section Officers. Section Directors shall be elected to serve a two (2) year term by a majority vote of the members present and voting at the time specified for the Section election. Whenever possible, Section Directors' terms shall be staggered so that organizational continuity is maintained.

All Section Directors must be Association Members during their terms of office. If a Section Director can not afford the cost of an Association membership, the Section may pay the dues.

Section 3 Special Directors

Directors of the Association living within the area of the Section shall be Special Directors of the Section and vote as other Section Directors.

Section 4 Executive Board

- A. The executive, financial, and general administrative functions of the Section shall be vested in the Section's Executive Board (the "Board"), whose members shall be the Officers (4), Directors (6), Special Directors, Chapter Representatives, and the retiring Chair.

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- B. Interim vacancies of elected Officers or Directors shall be filled by appointment by the Board until successors are elected at the next Section election.
- C. At least two (2) members of the Board should be from environmental control agencies or local governments.
- D. The Genesee Finger Lakes Chapter Representative is a voting member of the Board.

Section 5 Board Appointed Positions

The following positions shall be appointed annually by the Board. Any of these positions may be filled by a Section Director. The remaining positions may be filled by Local Associates or Association Members. If a Board Appointed Member cannot afford the cost of an Association membership, the Section may pay the dues. One person may fill more than one position. Other members may be appointed to additional positions as deemed necessary by the Board.

- Bylaws Chairperson
- Education Chairperson
- Environ Chairperson
- Financial Secretary
- Historian
- Membership Chairperson
- Ontario Section Liaison
- Reservation Secretary
- Seminar Chairperson
- Student Chapter(s) Liaison
- Technical Societies Council (TSC) Representative
- Website Chairperson
- Newsletter Chairperson

Section 6 Voting for Officers and Directors

Each February, the Section's Nominations Committee, which consists of all Officers, shall begin to develop a list of nominees for Officers and the necessary candidates for Directors for the next program year. The Nominations Committee will consider input from the members and from all committee chairpersons, and will obtain acceptance from the nominees. The nominees should reflect employment and geographic representation to ensure a broad and fair administration of the business of the Section.

The ballot transmittal for the four (4) Officers and required number of Directors shall be accomplished by e-mail, by other electronic communication, or postal mailing (to the last address of record) before May

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1 each year. A date not later than May 15 shall be specified for the return of the ballot.

Election results shall be announced annually at the regular May meeting. The new Officers and Directors will assume their duties as specified by the Board but not later than September 1.

Article V - Duties of Officers and Executive Board

Section 1 Chair

The Chair shall:

- Preside at all meetings of the Section including Board and monthly technical meetings;
- Call such special meetings as may be necessary;
- Appoint the membership and the chairpersons of all 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;
- Conduct both internal and external business on behalf of the Section; and
- Prepare the annual report for submission to the Association by April 1, or the announced due date.

Section 2 Vice Chair

The Vice Chair shall:

- Preside at all meetings in the absence of the Chair;
- Assume all powers and duties of the Chair should the Chair be unable to perform; and
- Serve as Program Chair and coordinate the organization of monthly programs.

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 Section and Board;
- Be authorized, in the absence of the Treasurer, to sign checks or make other financial transactions on behalf of the Section as directed by the Board;
- Send out and tabulate the results of the annual ballot for the election of Officers and Directors and ballots for bylaws amendments; and

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- Surrender at the end of their 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 their custody.

Section 4 Treasurer

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

- Receive all 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;
- Working with the Financial Secretary, 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 their records and accounts for audit by an auditor appointed by the Chair when called for by the auditor;
- Negotiate room and meal costs for all meetings (note this may be delegated to other officers and in particular to the Vice Chair); and
- Surrender at the end of their 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 Association as may be in their custody.

Section 5 Past Chair

The Past Chair shall:

- Prepare and submit annual financial reports to the IRS (the proper IRS 990 form or its replacement) and a financial report to New York State (Form Char-500 or its replacement); and
- Serve as a Committee Chairperson if requested by the Chair.

Article VI – Committees

Section 1 Standing Committees

Standing Committees shall consist of:

- A. Membership Committee** – The Membership Committee shall promote the growth of the Association by soliciting membership in the Section and Association.
- B. Program Committee** – The Program Committee shall secure speakers for, arrange, and present the program for technical meetings. The Section Vice Chair is the chairperson of the Program Committee.

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- C. **Nominating Committee** – The Nominating Committee shall consist of all Officers. The Section Chair is the chairperson of the Nominating Committee.
- D. **Education Committee** - The Education Committee shall coordinate all educational outreach activities and administer all scholarships and grants, including but not limited to Dave Sauer High School Scholarships, College Scholarships, Earth Day Grants, NYSDEC Camp Scholarships, and Teach the Teacher Workshops.
- E. **Seminar Committee** – The Seminar Committee shall organize and coordinate an Enrichment Training for Environmental Professionals. This seminar is typically held at least once per Program Year.
- F. **Envirun Committee** – The Envirun Committee shall organize a five-kilometer (5K) foot race each year to commemorate Earth Day. The race will usually be held the Saturday following Earth Day. The proceeds from the race will be used for environmental outreach as designated by the Envirun Committee.

Section 2 **Additional Committees**

- A. **Other Committees** – Other committees (including but not limited to the Financial Conflict Review Committee, in accordance with the Section’s Financial Conflict of Interest Policy), may be established by the Board from time to time, to promote the purposes of the Section.
- B. **Temporary Committees** – Temporary committees may be appointed by the Chair as deemed necessary, provided such appointment does not conflict with other provisions of these Bylaws.

Article VII - Operations

Section 1 **Calendar**

The fiscal year, the membership year, and the operating year of the Section shall be September 1 to August 31 (the “Program Year”).

Section 2 **Meetings**

The Board shall designate the dates for the general business and technical meetings and the Secretary shall give written notices thereof.

- A. **Board meetings** – Board meetings may be called by the Chair by notifying the members of the Board. These meetings are usually held on the second or third Tuesday of the month.
- B. **Technical Meetings** – Technical meetings are usually held on the 4th Thursday of the following months: September, October, November, January, February, March, and April, or as determined by the Board.
- C. **Social Meetings** – Social meetings for members and their families may be held in December, and in July or August.

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D. Annual Meeting - The May meeting is designated as the Section's annual meeting. Amendments to the Bylaws may be voted on at this meeting. The May meeting is also the annual awards meeting at which scholarships and Section awards (Bill Faust award, Director's award, and others) are presented.

Section 3 Quorum

A combination of twenty-five (25) Local Associates and/or Association 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 4 Voting

Only members (as defined in Article III Section 1) are entitled to vote. Unless otherwise provided, a majority vote of the members present and voting shall rule.

Section 5 Rules of Order

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

Article VIII - Amendments

Section 1 Amendment Proposal

Any member in good standing may propose an amendment of the Bylaws to the Board. Before the amendment can be submitted for consideration to 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 Amendment Adoption

The Board shall promptly submit to the membership any proposed amendment approved or endorsed as provided in Section 1 of this Article. The proposed amendment shall be posted on the Section website at awmanfs.org. Notice of the proposed amendment shall be mailed or electronically mailed by the Secretary to each voting member, at such address as appears in the records of the Section, not less than thirty (30) days prior to the final date of voting for the amendment being considered. A simple "Yes" or "No" ballot should be returnable to the Secretary by US mail (Section address per Article I Section 3) or electronic mail.

Adoption of an amendment shall require a vote of two-thirds (2/3) of the votes cast by members, in its favor, whereupon the amendment shall immediately become effective and made part of these Bylaws. The

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amendment shall be announced to the voting membership at the next regularly scheduled meeting after the close of voting.

Section 2 Notification of Amendments

Unless otherwise 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.

Within 90 days after amending the Section Bylaws, the Chair shall submit a copy of the amended Section Bylaws to the Headquarters of the Association.

Section 3 Null and Void

Any section(s) of these Bylaws or amendments thereof adopted hereafter which conflict with the bylaws or policies of the Association are null and void.

ARTICLE IX - Chapters

Section 1 Chapters

Upon written petition of ten or more members of the Association, the Board may recommend the establishment of one or more Chapters of the Section in accordance with the bylaws and policies of the Association.

Section 2 Chapter Bylaws

The Bylaws of any Chapter established under this Article shall be subject to approval by the Association. After initial approval of the Chapter Bylaws, the internal affairs of the Chapter shall be the responsibility of the Chapter. If, however, the Chapter has not had a meeting of ten (10) or more members in a year, the Board may intervene in order to revitalize the Chapter and assist members in the area to do so. Only after all reasonable efforts have failed may the Board recommend dissolution of any Chapter in accordance with the bylaws and policies of the Association.

Section 3 Chapter Dues

Chapter members shall pay Chapter dues. Chapter members who only pay local chapter dues are not entitled to the privileges of Section membership.

Section 4 Financial Commitment

Chapters established under this Article shall be financially self-supporting. No financial commitment by any Chapter shall be binding upon the Section.

Article X Dissolution

Section 1 Dissolution



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

Niagara Frontier Section of the Air & Waste Management Association Financial Conflict of Interest Policy

Article I Purpose

The purpose of this conflict of interest policy is to protect the interests of the Niagara Frontier Section of the Air & Waste Management Association (the "Section") when the Section contemplates entering into a transaction or arrangement that may benefit the private interests of any elected or appointed leader of the Section. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Executive Summary

A financial interest does not present a financial conflict of interest in the absence of a determination by the Financial Conflict Review Committee that a financial conflict of interest exists.

Article III Procedures

1. Duty to Disclose

Any elected or appointed leader of the Section (including but not limited to any Executive Board member or individual holding a board-appointed position) who may reasonably have a financial conflict(s) of interest must disclose the existence of the potential financial conflict(s) of interest to the Section Chair and must disclose all material facts of the potential financial conflict(s) of interest to a review committee comprised of disinterested members of the Section's Executive Board (the "Financial Conflict Review Committee"). If the Section Chair may reasonably have a financial conflict(s) of interest, the Section Chair must disclose the existence of the potential financial conflict(s) of interest to the Section Vice Chair and must disclose all material facts of the potential financial conflict(s) of interest to the Financial Conflict Review Committee.

2. Determining Whether a Conflict of Interest Exists

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After disclosure of the financial interest to the Section Chair and disclosure of all material facts to the Financial Conflict Review Committee, and after any discussion with the person with a potential financial conflict of interest, the Financial Conflict Review Committee shall discuss the situation and shall hold a vote to decide if a conflict of interest exists. The person with a potential financial conflict of interest should be excused from the discussions and votes of the Financial Conflict Review Committee.

3. Procedures for Addressing a Conflict of Interest

In the event of a finding by the Financial Conflict Review Committee that a financial conflict exists, the Financial Conflict Review Committee, or other disinterested person or committee as designated by the Board, should investigate alternate transactions or arrangements that would not give rise to a conflict of interest. If such an alternate transaction or arrangement is in the best interest of the Section, it should be pursued. If no such alternate transaction or arrangement exists or is reasonably practicable which would not present a conflict of interest, then the Financial Conflict Review Committee should determine by a majority vote whether the conflicted transaction or arrangement is in the Section's best interest, and whether to enter into the transaction or arrangement or not.

Article IV

Records of Proceedings

The minutes of any meeting(s) (including but not limited to meetings of the Financial Conflict Review Committee and of the Section's Executive Board) in which an actual or potential conflict of interest is addressed shall contain:

- a. The name(s) of the person(s) disclosed to have an actual or potential conflict of interest;
- b. The nature of the financial interest and conflict;
- c. The actions taken to determine whether a conflict of interest exists;
- d. The decision of the Financial Conflict Review Committee as to whether a conflict of interest in fact exists;
- e. The names of the persons who were present for discussions and votes relating to the transaction or arrangement;
- f. The content of the discussion, including any alternatives to the proposed transaction or arrangement; and
- g. A record of any votes taken in connection with the proceedings.

Note: The Financial Conflict of Interest Policy is based on the June 2006 Instructions for IRS Form 1023.