



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, (hereinafter referred to as the Association and it shall be known as the Niagara Frontier Section (hereinafter referred to as the Section).

Section 2 Area

The geographic area of this 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, Schuylers, and Yates counties; more specifically defined as zip code ranges 14000 to 14999.

Section 3 Address

The mailing address for the Section is:

AWMA-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.

The Corporation 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 Corporation 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 Corporation is organized 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 such Section.

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

- A.** To provide information, instruction and training to research personnel, educators, representatives of industry, members of technical societies and the general public regarding the problems of air pollution control, waste management and related problems;

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- 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 which are not otherwise stated in the Certificate of Incorporation, which is 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 Section Bylaws and those 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.

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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 to the Section, in the amount and manner specified by the Section's Board of Directors, or to the Association as specified by the Association. Any Association Member 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 Local Associates, Association Members, Honorary Members, Emeritus Members, Student Members, and Corporate Members, as defined hereinafter.

- A. Local Associate** - Any individual who supports the purpose of the Section is eligible to become member of the Section and is entitled to engage in all activities of the Section. However, Local Associates cannot hold office unless they become members of the Association. Local Associates are not members of the Association and have no membership rights in the Association.
- B. Association Member** - Any individual who supports the purpose of the Association is eligible to become a member 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.
- C. Honorary Member** - Honorary Members 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 their nomination must be by vote of the Board of Directors. Then a nomination must 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 membership but are excused from the payment of all.
- D. Emeritus Member** - Emeritus Members 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. Their dues may be paid to the Association by the Section.

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- E. Student Member** - Any full-time student at the level of senior in high school or above is eligible to be a Student Member and shall have the privileges that are common to the applicable level of membership. (Local Associate, Association Member, etc.).
- F. Corporate Member** – A company / organization doing business in the geographical area of the Section may join as a Corporate Section Member per the dues established by the Section’s Board of Directors. A significant portion of Corporate Membership dues are used for the Section's educational outreach and scholarship programs. Additional benefits derived from Corporate Membership include:
 - i. Two paid memberships to include one individual as an Association membership and a different individual as a Local Associate membership.
 - ii. Recognition on Section communications deemed appropriate by the Section Board.

Section 2 Dues

To defray the expenses of the Section and provide financial support, are assessed each year. The annual dues except for Association and Emeritus Members will be determined by the Board of Directors 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 Board.

Other methods may be used to raise funds as deemed necessary by the Board.

Article IV Officers, Directors, Executive Board

Section 1 Officers

- A.** There shall be four (4) Section Officers designated as Chair, Vice Chair, Secretary, and Treasurer.
- B.** 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.

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- 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 and serve as the Newsletter Chair.
- F.** All officers must be Association Members during their terms of office. If an officer can not 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 an Officer or a member of the Board of Directors.
- H.** The Officers, Directors and other members of the Board will serve without remuneration. The Section Chair will also be Chair of the Board.

Section 2 Directors

There shall be six (6) Directors of the Section other than the Officers. 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 the Directors terms shall be staggered so that organizational continuity is maintained.

All Directors must be Association Members during their terms of office. If an officer 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 Directors.

Section 4 Board

- A.** The executive, financial, and general administrative functions of the Section shall be vested in the Executive Board (hereinafter referred to as the "Board") whose members shall be the Officers (4), Directors (6), Special Directors, Chapter representative, and the retiring Chair.
- 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.
- C.** At least two (2) members of the Board should be from environmental control agencies or local governments.
- D.** Genesee Finger Lakes Chapter representative is a voting member of the Section Board.

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Section 5 Board Appointed Positions

The following positions shall be appointed annually by the Board. Any of these positions may be filled by a Director. The remaining positions may be filled by members, however they must be a Local Associate member or Association Member. If a Board Appointed Member can not afford the cost on 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 chair person
- Education chair person
- Environ chair person
- Financial Secretary
- Historian
- Membership Chair person
- Ontario Section Liaison
- Registration Secretary
- Seminar chairperson
- Student Chapter(s) Liaison
- Technical Societies Council (TSC) Representative
- Web Site chair person

Section 6 Voting for Officers and Directors

Each February the 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 Chair persons from all committees and members and obtain the nominees acceptance. 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 April 1 each year. A date not later than April 15 shall be specified for the return of the ballot.

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

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Article V - Duties of Officers

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 Chair 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.

Section 2 Vice Chair

The Vice Chair shall:

- Preside at all meetings in the absence of the Chair; and
- Assume all powers and duties of the Chair should the Chair be unable to perform.
- 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
- 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.

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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;
- Negotiate room and meal costs for all meetings (note this may be delegated to other officers and in particular 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 the Association as may be in their custody.

Article VI - Committees

Section 1 Standing Committees

Standing Committees shall consist of:

- A. Membership Committee** shall promote the growth of the Association by soliciting membership in the Section and Association.
- B. Program Committee** shall secure speakers and arrange and present the program for technical meetings. The Vice Chair is Chair of this committee.
- C. Nominating Committee** consisting of all Officers with Chair as the committee chair.
- D. Education Committee** shall coordinate all educational out reach activities and administer all scholarships and grants to include 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** shall organize and coordinate the annual Enrichment Training for Environmental Professionals. This seminar is typically held in the spring of each year.
- F. Envirun Committee** shall organize a 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 out reach as designated by the Envirun Committee.

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Section 2 Additional Committees

- A. **Other Committees** may be established by the Board to promote the purposes of the Section.
- B. **Temporary Committees** may be appoint by the Chair as deemed necessary, provided such appointment does not conflict with other provisions of the 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 hereinafter referred to as 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** may be called by the Section Chair by notifying the members of the Board. These meetings are usually held on the 2nd or 3rd Tuesday of the month.
- B. **Technical Meetings** will usually be held on the 4th Thursday of the following months: September, October, November, January, February, March, and April, or as determined by the Executive Committee.
- C. **Social Meetings** may be held in December, May and in July or August.
- 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 when scholarships and Section awards (Bill Faust, Director's, and others) are presented.
- E. **Summer Meeting** - A summer social meeting for members and their families may be held in July or August.

Section 3 Quorum

A combination of twenty-five (25) Local Associate 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 I) are entitled to vote. Unless otherwise provided, a majority vote of the members present and voting shall rule.

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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.

The proposed amendment shall be posted on the Section web site at awmanfs.org. Notice of the proposed amendment, shall be mailed or e-mailed to each voting member, at such address as appears in the records of the Section. The Secretary shall mail the documents 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 returned to the Secretary by US mail, (Section address per Article I Section 3) or electronic mail.

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

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

Section 3 Null and Void

Any section of the Bylaws or amendments adopted hereafter which conflict with a Bylaws or policy of the Association are null and void.

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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 this Section in accordance with 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 Bylaws, the internal affairs 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 of 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 a chapter in accordance with the bylaws and policies of the Association.

Section 3 Chapter Dues

Chapter members shall pay Chapter dues and 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

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 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 the conflict of interest policy is to protect the Niagara Frontier Section of the Air & Waste Management Association (Section) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an 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 is not necessarily a conflict of interest, unless the review committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

The person who may have a financial conflict of interest must disclose the existence of the interest to the Section Chair and be given the opportunity to disclose all material facts to a review committee. The Chair must disclose any financial conflicts of interest to the Vice Chair.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the review committee shall discuss the situation, and decide if a conflict of interest exists with a vote. The interested person should be excused from the review committee's discussion and vote.

3. Procedures for Addressing a Conflict of Interest

A disinterested person or committee should investigate alternative arrangements that would not give rise to a conflict of interest and pursue them if it is in the best interest of the Section. If an alternative arrangement is not reasonably possible that would not be a conflict of interest, than the governing board should determine by a majority vote of the disinterested directors whether the arrangement is in the Section's best interest and whether to enter into the arrangement or not.

Article IV Records of Proceedings

The minutes of the meeting(s) in which a conflict of interest is addressed shall contain:

- a.** The name(s) of the person(s) who was disclosed to have an actual or possible conflict of interest, the nature of the financial interest, the actions taken to determine whether a conflict of interest was present, and the review committee's decision as to whether a conflict of interest in fact exists.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

[based on the June 2006 Instructions for IRS Form 1023]