

CONSTITUTION AND
BYLAWS OF THE
GENESEE FINGERLAKES
CHAPTER OF THE
AIR & WASTE MANAGEMENT
ASSOCIATION

ADOPTED FEBRUARY 4, 1993

AMENDED MARCH 17, 2004, &
OCTOBER 10, 2018

CURRENT AS OF
MARCH 18, 2022

ARTICLE I
NAME, AREA & ADDRESS

SECTION 1 NAME

This organization shall be known as the Genesee Finger Lakes Chapter (hereinafter referred to as the "Chapter") and is one of the geographic chapters of the Air and Waste Management Association (hereinafter referred to as the "Association").

SECTION 2 AREA

The geographic area of the Chapter shall consist of that portion of New York State that includes the counties designated by the Association for this Chapter, including Monroe, Wayne, Ontario, Livingston, Orleans, Genesee, Wyoming, Steuben, Seneca, Schuyler, Yates, and Allegany.

SECTION 3 ADDRESS

The Chapter retains, at its discretion, a general mailbox with the United States Postal Service for the purposes of conducting the Chapter's business, with an address of P.O. Box 92006, Rochester, NY 14692.

ARTICLE II
PURPOSE

SECTION 1 It shall be the purpose of the Chapter to promote better understanding of the environmental, health, safety and sustainability issues among government 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 issues. It shall also be the purpose of the Chapter to promote closer professional and personal relations among the members of the Chapter and the community in which it serves and to further the mission and objective of the Association.

SECTION 2 The Chapter 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 Chapter shall not engage in any activities or exercise any powers not permitted under Chapter 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE III
MEMBERSHIP

SECTION 1 The membership of the Chapter shall consist of International Members, Local Members, Honorary Members and Student Members as defined hereinafter. Membership is available to persons residing in or conducting business within the geographic area of the Chapter.

- (a) **INTERNATIONAL MEMBERS:** Any individual who is a member of the Association and supports the purpose of the Chapter is eligible to become an active Member of the Chapter and is entitled to engage in all activities of the Chapter.

- (b) **LOCAL MEMBERS:** Non-members of the Section or of the Association may become Local Members of the Chapter with all privileges except those of Voting and holding an elected office. A Local Member shall be encouraged to become an active Member of the Section and of the Association.
- (c) **HONORARY MEMBERS:** Honorary membership, may be conferred upon persons who have attained eminence in some field related to the purpose of the Chapter or who have rendered valuable service to the Chapter at the discretion of the Executive Board. Approval of their membership must be by vote of the Executive Board. Honorary Members of the Chapter and Honorary Members of the Association residing in the geographic area of the Chapter are entitled to all privileges and prerogatives of Chapter Members but are excused from the payment of local chapter dues.
- (d) **STUDENT MEMBERS:** Any full-time student at the level of senior in high school or above shall be eligible to be a Student Member and shall have the privileges that are common to all classes of membership, but not the privileges of nominating, voting, or holding an elected office of the Chapter.

ARTICLE IV OFFICERS, DIRECTORS, EXECUTIVE BOARD

SECTION 1 OFFICERS

- (a) There shall be four Chapter Officers designated as Chairperson, Vice Chairperson, Secretary, and Treasurer.
- (b) Officers shall be elected to serve a one-year term by a majority vote of the International Members voting and shall be eligible for reelection. They shall hold office for the ensuing year(s) or until their successors have been elected and have taken office.
- (c) The most recently retired Chairperson shall be a member of the Executive Board.

SECTION 2 DIRECTORS

The Chapter shall appoint no less than two (2) Members to serve as Directors whose role(s) are to be determined at the discretion of the Officers to assist the Chapter in support of its purposes. The term of the Director will be for two years. Members that serve as Directors of the Chapter are eligible for re-appointment at the end of their individual terms.

SECTION 3 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, Committee

Chairpersons the retiring Chairperson, and the Directors.

- (b) Interim Vacancies of elected Officers shall be filled by appointment by the Board until successors have been elected during the next annual election.

SECTION 4 All Officers, Committee Chairpersons, and other members of the Board shall be members of the Association.

SECTION 5 The Officers, Directors, and other members of the Board shall serve without remuneration.

ARTICLE V DUTIES OF OFFICERS

SECTION 1 CHAIRPERSON

The Chairperson shall preside at all meetings of the Chapter; call such special meetings as may be necessary; appoint the Chairperson of all Standing and Other Committees; appoint an individual to perform a financial review or audit on an annual basis; be the final authority, within the Chairperson's jurisdiction, on the Constitution and Bylaws of the Chapter; be the authorized person, 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. Chairperson shall make an annual report to the Association regarding affairs of the Chapter to include active membership.

SECTION 2 VICE CHAIRPERSON

The Vice Chairperson shall preside at all meetings in the absence of the Chairperson; and assume all powers of the Chairperson should the Chairperson 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; summary of public meetings, business transactions, and Treasurer's report; and surrender at the end of his term of office to his successor, or to such person as may be authorized by the Chairperson to receive them, all properties and records of the Chapter and/or Association as may be in his custody.

SECTION 4 TREASURER

The Treasurer shall receive all monies of the Chapter and deposit or invest them as directed by the Board; disburse monies 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 called for by the Chairperson and/or Board; maintain a minimum operating balance in the Chapter treasury, as warranted and available based on Chapter finances, in support of the purposes of the Chapter; submit his records and accounts for financial review or audit, on an annual basis, by an individual appointed by the Chairperson; and surrender at the end of his term of office to his successor. or to

such person as may be authorized by the Chairperson to receive them. all properties and records of the Chapter and/or Association as may be in his custody. The Treasurer shall arrange for payment for Directors and Officers insurance to the association; prepare and submit such tax filings as necessary.

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 Chapter, Section and Association.
- (b) **PROGRAM COMMITTEE:** shall secure speakers and the arrangements for presentations of the program for technical meetings.
- (c) **EDUCATION COMMITTEE:** shall promote the educational values of the Association.

Other Standing Committees may be established by the Board to promote the purposes of the Chapter

SECTION 2 STANDING COMMITTEE: Chairpersons shall prepare and submit an annual report for the previous year to the Chapter Chairperson by January 31.

SECTION 3 OTHER COMMITTEES: The Chapter Chairperson may appoint temporary committees as deemed necessary, provided such appointment does not conflict with other provisions of the Chapter Bylaws.

ARTICLE VII OPERATIONS

SECTION 1 DUES: Annual Chapter dues shall be established by the Board.

SECTION 2 CALENDAR: The fiscal year and the membership year shall be January 1 to December 31, and the operating year of the Chapter shall be July 1 to June 30, during which at least one technical meeting shall be held.

SECTION 3 MEETINGS: Board meetings may be called by the Chapter Chairperson 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 and/or electronic notices thereof.

SECTION 4 QUORUM: Fifteen (15) active International Members shall constitute a quorum for any general business or special meeting. Four (4) members of the Board shall constitute a quorum for meetings of the Board.

SECTION 5 VOTING: Only Active International Members of the Chapter are entitled to vote. Unless otherwise provided, a majority vote of the members present, and voting shall rule. Voting shall be permitted via email or conference call in

certain circumstance and permitting virtual Board meetings.

SECTION 6 ELECTIONS: The Nominating Committee shall prepare a list of nominees for Officers, shall obtain their acceptance, and shall present the slate to the Chapter members. Any Member may make additional nominations to the Nominating Committee by submitting a nominating petition signed by at least five (5) members of the Chapter. The nominees shall reflect diversification to insure a broad and fair administration of the business of the Chapter. The new Officers will assume their duties on July 1st following the election.

SECTION 7 RULES OF ORDER: Unless otherwise provided, Robert's Rules of Order shall govern the procedure for all meetings.

ARTICLE VIII AMENDMENTS

SECTION 1 Any Member may propose an amendment to the Chapter 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 the lesser of ten percent (10 %) of active Members or ten (10) Members.

SECTION 2 The Board shall promptly submit to the membership any proposed amendment approved or endorsed as provided in Article VIII, Section 1. Adoption shall require affirmation by two-thirds (2/3) of the votes cast by Members at a regular business meeting for which due notice has been provided. Amendments shall become effective immediately upon adoption by such two-thirds majority vote.

SECTION 3 Any chapter of the Bylaws or amendments adopted hereafter that conflict with the Bylaws or policies of the Association are null and void.

ARTICLE IX DISSOLUTION

In the event of 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.

Confirmed this 18th day of March 2022 by the necessary Chapter membership.