

**CONSTITUTION AND BY-LAWS OF INDIANA CHAPTER  
OF THE AIR & WASTE MANAGEMENT ASSOCIATION  
As Amended on December 10, 2015**

**ARTICLE I. Name, Area, Address**

**Section 1. Name** This organization shall be known as the Indiana Chapter (hereinafter referred to as the “Chapter”) and is one of the geographic Chapters of the East Central Section (hereinafter referred to as the “Section”) of the Air & Waste Management Association, (hereinafter referred to as the “Association”).

**Section 2. Area** The geographic area of the Chapter shall consist of the State of Indiana.

**Section 3. Address** The address of the Chapter shall be the Office of the Treasurer.

**ARTICLE II. Purpose**

**Section 1.** It shall be the purpose of the Chapter to promote better understanding of the problems of air pollution control and waste management and related environmental concerns 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 problems. It shall also be the purpose of the Chapter to promote closer professional and personal relations among members of the Chapter and to further the mission and objectives of the Section and the Association.

**Section 2.** The Chapter shall have all the powers granted to it by the Section and 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 Section 501 ( c ) (3) of the Internal Revenue Code of 1986.

## **ARTICLE III. Membership**

### **Section 1.**

The membership of the Chapter shall consist of 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. Members - Any individual who 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, except as provided below.
- b. Honorary Members – 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 Chapter or who have rendered valuable service to the Chapter. Approval of their membership must be by vote of the Executive Board. Honorary Members of the Chapter, Section, or 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 dues.
- c. 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 office.

## **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 two-year term by a majority vote of the members voting. They shall hold office for the ensuing years or until their successors have been elected and have taken office.

c. The immediate past Chair shall be a member of the Executive Board.

**Section 2. Directors** There shall be five Directors of the Chapter. Directors shall be elected to serve a three-year term by a majority vote of the members. Unless necessitated by a vacancy, no more than two directors shall be elected in each business year. One director shall be located in northern Indiana, one in central Indiana, one in southern Indiana, and the remaining two directors shall be elected at-large.

**Section 3. Special Directors**

Officers or Directors of the Association or of the Section 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 and Special Directors and the immediate past 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 annual meeting.

**Section 5.** All Officers shall be members of the Association.

**Section 6.** The Officers and other members of the Board shall serve without remuneration. However, compensation for expenses, incurred in the furtherance of the Section and the Section’s purpose, as approved in advance by the Board, shall be paid.

**ARTICLE V. Duties of Officers**

**Section 1. Chair**

The Chair shall: preside at all meetings of the Chapter; call such special meetings as may be necessary; appoint the membership and the Chairs of all Standing and Temporary Committees; appoint an Auditor on an annual basis; be the final authority, within his jurisdiction, on the Constitution and By-Laws of the Chapter; be authorized, 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 Section.

## **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 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 Section, and to the Sections and Chapters Council of the Association, regarding affairs of the Chapter and Board, active membership, summary of public meetings, business transactions, and Treasurer's report on or before April 30 of each year; and surrender at the end of his term of office to this successor, or to such person as may be authorized by the Chair to receive them, all properties and records of the chapter and/or Section 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 Chair and/or Board; submit a complete financial report of the Chapter activities to the Section Treasurer on or before April 30 of each year; submit his records and accounts for audit on an annual basis by an auditor appointed by the Chair; and surrender at the end of his term of office to his successor, or to such person as may be authorized by the Chair to receive them, all

properties and records for the Chapter and/or the Section as may be in his custody.

## **ARTICLE VI. COMMITTEES**

### **Section 1. Standing Committees**

Standing Committees may be established by the Board to promote the purposes of the Chapter and may consist of:

Membership Committee which shall promote the growth of the Association by soliciting membership in the Chapter, Section and Association.

Arrangements Committee which shall make all the physical arrangements for meetings including meeting place, meal arrangements, special equipment and the like.

Program Committee which shall secure speakers and arrange and present the program for technical meetings.

Nominating Committee consisting of one member as Chair and two other members.

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

**Section 2.** Standing Committee Chairs shall prepare and submit an annual report at the request of the Chapter Chair.

### **Section 3. Other Committees**

The Chapter Chair may appoint temporary committees as deemed necessary, provided such appointment does not conflict with other provisions by the By-Laws.

## **ARTICLE VII. Operations**

**Section 1. Dues** Annual dues may be established by the Board. Such dues must be submitted to the Section for their concurrence.

**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. Four (4) 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; shall obtain their acceptance; and shall present the slate on the ballot. The nominees shall reflect employment and geographic representation to insure a broad and fair administration of the business of the Chapter. Additionally, members may cast votes for write in candidates on the ballot. The new Officers and Directors will assume their duties upon election.

**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 or the Association.

## **ARTICLE VIII. Amendments**

**Section 1.** Any Member may propose an amendment of the By-Laws 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 twenty-five members.

**Section 2.** The Board shall promptly submit to the membership any proposed amendment approved or endorsed as provided in Section 1. The vote to approve or disapprove such proposed amendments shall be made at either a regular business meeting for which due notice has been given or may be made by mail or electronic ballot at the discretion of the Board. Adoption shall require affirmation by two-thirds of the votes cast for a vote scheduled before a regular business meeting or by two-thirds vote of the votes cast within 30 days of the date a mail or electronic ballot is sent to the membership. Amendments shall become effective immediately upon adoption by such two-thirds majority vote.

**Section 3.** Any section of the By-Laws or amendments adopted hereafter which conflict with the By-Laws or policy of the Section or the Association are null and void.

## **ARTICLE IX. Dissolution**

**Section 1.** In the event of dissolution of the Chapter, any remaining assets after discharge of all liabilities and obligations shall be transferred to the Section or a successor organization. No part of the net earnings of the organization shall inure to the benefit of any 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 1986.

## **ARTICLE X. Indemnification and Liability**

### **Section 1. Indemnification**

To the extent of its assets and applicable insurance, and if applicable state law, any person and such person's heirs and legal representatives, who is made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) whether brought by or in the right of the Chapter or otherwise, by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Chapter or such person served on any formally constituted standing committee or voluntary committee of the Chapter, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the person in conjunction with such action, suit or proceeding, to the fullest extent permitted under applicable state law, if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Chapter, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the Chapter and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

### **Section 2. Liability Insurance**

Notwithstanding the foregoing, the indemnification provided to any person described in Section 1 above shall only be in excess of any valid collectible insurance or other source of indemnification available for the benefit of such person, including any benefit available under any insurance or self-insurance plan of the Chapter, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under applicable state law, the Chapter may purchase and maintain insurance on behalf of any person described in Section 1 above against any liability asserted against him or her or incurred by him or her in any capacity arising out of his or her status as described in Section 1 above, whether or not the Chapter would otherwise have the power to indemnify under the circumstances.



### **Section 3. Liability Protection**

To the extent of its assets and applicable insurance (if Any), Directors and Officers of the Chapter shall be protected from liability to the fullest extent permitted under applicable law.