

BY-LAWS
of
THE FLORIDA SECTION
of the
THE AIR AND WASTE MANAGEMENT ASSOCIATION

ARTICLE I.
NAME, AREA, ADDRESS

Section 1. Name This organization shall be known as the Florida Section of the Air and Waste Management Association (hereinafter referred to as the "Section") and is one of the geographic sections of the Air & Waste Management Association, (hereinafter referred to as the "Association").

Section 2. Area The geographic area of the section consists of: the State of Florida.

Section 3. Address The address of the section shall be the address of the Executive Secretary or the Chair.

ARTICLE II.
MISSION

Section 1. The Vision of the Section is: Environmental Excellence through Education and Interaction.

Section 2. The Mission of the Section is to foster the exchange of scientific, technical, regulatory and legal information among environmental professionals for the purpose of improving and/or sustaining a high quality environment in Florida, to provide education and training to our members and to the public with regard to our areas of expertise in environmental issues, including air pollution, solid/hazardous/waste management, and environmental management, and to encourage the formal and informal interaction of our members across all sectors (including but not limited to the industrial, regulatory, academic, consulting, and legal professions.) Further, it is the Section's mission to further the mission and objectives of the Association.

Section 3. The Section shall have all the powers granted to it by the Association and shall have the ability to do all things necessary and make incidental to its purposes, provided, however that the Section shall not engage in any activities or exercise any powers not permitted under Section 501(c)93 of the Internal Revenue Code of 1954.

ARTICLE III.
MEMBERSHIP

Section 1. The membership of the Section 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 this Section.

(A) Member - Any individual who supports the purpose of the Section is eligible to become an active Member of the Section, and upon payment each year of the annual Association and Section dues is entitled to engage in all activities of the Section.

(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 Section or who have rendered valuable service to the Section. Approval of their membership must be by vote of the Executive Board. Honorary Members of the Section, and Honorary Members of the Association residing in the geographic area of the Section are entitled to all privileges and prerogatives of Section Members but are excused from the payment of dues.

(C) Student Members - Any full-time student at the level of high school or above is eligible to be a Student Member and shall have the privileges that are common to all classes of membership, except the privileges of nominating, voting, or holding office.

Section 2. Local Associate Any individual who supports the purpose of the section and wants to participate in activities and pay Section dues, but not pay Association dues can be called a Local Associate. Since this is not a class of membership, such individuals are precluded from holding office or voting.

ARTICLE IV. OFFICERS, DIRECTORS, EXECUTIVE BOARD

Section 1. Officers.

(A) There shall be three Section Officers designated as Chair, Vice Chair and Secretary/Treasurer.

(B) Officers shall be elected to serve a one (1) year term by a majority vote of the general membership. They shall hold office beginning October 1 after the election.

(C) The Chair and the Vice Chair shall not hold the same office for more than one term.

Section 2. Directors. There shall be six (6) Directors of the Section. Their terms of office shall be set by the Board so the term of office for three of the Directors shall expire each year. Normally each Director shall serve a two (2) year term. The term of office shall begin on October 1 following the election. A Director may serve more than one term. New Directors shall be elected annually by a majority vote of the general membership.

Section 3. Education Director. There shall be an Education Director who will serve a four (4) year term. The Director may serve more than one term. A new Education Director shall be elected by a majority vote of the general membership.

Section 4. Special Directors. Directors of the Association living within the area of the Section shall be Special Directors of the Section.

Section 5. Executive 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, Directors, Special Directors, the Immediate Past Chair, and the Executive Secretary (a non-voting member).

(B) Interim vacancies of elected Officers, Directors, shall be filled by appointment by the Board until successors have been elected at the next annual election.

(C) The Executive Secretary shall be appointed by Majority vote of the Board and shall serve in that position for a term to be specified by the Board. The Board may appoint a new Executive Secretary at any Board meeting.

Section 6. All Officers, Directors, Special Directors and other members of the Board shall be members of the Association.

Section 7. The Officers and other members of the Board shall serve without remuneration. However, the Board may authorize reimbursing Board members, and other Section members acting on Section business at the request of the Board for the personal expenses incurred in conducting Section work.

ARTICLE V. DUTIES OF BOARD MEMBERS

Section 1. Chair. The Chair shall: preside at all meetings of the Section, call such special meetings as may be necessary; appoint the chair of all Standing and Temporary Committees; appoint an Auditor on an annual basis; be the final authority, within his or her jurisdiction, on the Constitution and By-Laws of the Section; be authorized, in the absence of Secretary/Treasurer and the Executive Secretary, to sign checks or make other financial transactions on behalf of the Section 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/Treasurer. The Secretary/Treasurer 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; conduct appropriate correspondence of the Section; make an Annual Report to the Association regarding affairs of the Section, including active membership, summary of public meetings, business transactions and Treasurer's report; and surrender at the end of his or her term of office to his or her successor, or to such person as may be authorized by the President to receive them, all properties and records of the Section and/or the Association as may be in his or her custody. The Secretary/Treasurer shall provide general supervision to the Executive Secretary and in that person's absence is authorized to do all things which the Executive Secretary is authorized to do.

Section 4. Education Director. The education director will administer and coordinate the environmental education programs of the section as well as chair the education committee.

Section 5. Executive Secretary. The Executive Secretary shall serve as the Treasurer of the section, under the general supervision of the Secretary/Treasurer; receive all monies of the Section and deposit or invest them as directed by the Board; disburse monies as directed by the Board; keep accurate and complete records of all financial transactions; furnish a financial report at the business meeting of the Section of as called for by the Chair and/or Board; submit his or her records and accounts for audit on an annual basis by an Auditor appointed by the Chair; and surrender at the end of his or her term of office to his or her successor, 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 his or her custody.

Section 6. Immediate Past Chair. The immediate Past Chair shall serve as a Board member and perform assignments as requested by the Chair. With the concurrence of the Board, the Chair may delegate responsibilities relating to the Section's contacts and relations with the Association to the immediate Past Chair.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees. Standing Committees shall consist of:

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

Conference Committee which shall made all the arrangements, technical program, special equipment and the like.

Publicity Committee which shall assemble publicity and mail the newsletter and issue news release and arrange publicity.

Nominating Committee which shall each year nominate a slate of new officers and Directors.

Education Committee which shall aid the Education Director in programs and seminars. The committee shall be chosen by the Education Director.

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

Section 2. Standing Committee Chair may prepare and submit an annual report.

Section 3. Other Committees The Section Chair may appoint temporary committees as deemed necessary, provided such appointment does not conflict with other provisions of the By-Laws.

ARTICLE VII. OPERATIONS

Section 1. Dues. Annual dues will be established by the Board.

Section 2. Calendar. The fiscal year, and membership year of the Section shall be January 1 to December 31 during which at least one technical meeting shall be held.

Section 3. Meetings. Board meetings shall be called by the Chair by so notifying the members of the Board. The Board shall designate the date(s) for the general business and technical meetings and the Secretary/Treasurer shall give written notices thereof.

Section 4. Quorum. Twenty (20) active Members shall constitute a quorum for any general business or special meeting. Seven (7) members of the Board shall constitute a quorum for a meeting of the Board.

Section 5. Voting. Only members of the Section are entitled to vote. Unless otherwise provided, a majority vote of the members present and voting shall rule.

Section 6. Elections. Election for Officers and Directors shall be held annually prior to October 1. The Nominating Committee shall prepare a list of nominees for Officers and Directors, shall obtain their acceptance, and shall present the slate at the business meeting when elections are held, or alternatively, balloting may be conducted by mail to all Section members in standing. If the election is conducted at a business meeting, additional nominations may be made from the floor. The nominees shall reflect employment and geographic representatives to insure a broad and fair administration of the business of the Section. The new Officers and Directors will assume their duties on October 1 following the election.

Section 7. Rules of Order. Unless otherwise provided, Robert's Rules of Order shall govern the procedure for all meetings.

Section 8. Installation of New Officers and Directors. New Officers and Directors may be ceremonially installed at the Section's annual meeting each fall. The installation proceedings are ceremonial only and shall not alter the October 1 date for the commencement of terms of office.

ARTICLE VIII. CHAPTERS

Section 1. Upon written petition of ten or more Members of the Association, the Board may establish one or more chapters of this Section.

Section 2. The By-laws of any Chapter established under this Article shall be subject to the approval by the Association. After initial approval of the by-laws, the internal affairs shall be the responsibility of the Chapters. If however, the Chapter has not had a meeting of more than ten 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 shall the Chapter be dissolved.

Section 3. Chapter members shall pay Section dues and shall be entitled to all privileges of Section membership.

Section 4. Chapters established under this article shall be financially self-supporting. No financial commitment by any Chapter shall be binding upon the section.

Section 5. In the event of dissolution of a Chapter, any remaining assets after discharge of all liabilities and obligations shall be transferred to the Section. If upon dissolution of a Chapter the Section is unable, unwilling, or ineligible to receive the Chapter's assets, they will be distributed to the Association. If the Association is unable, unwilling, or ineligible to receive the Chapters assets, the assets will be distributed to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE IX. AMENDMENTS

Section 1. Any member may propose an amendment to the Constitution and 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 written endorsement of at least twenty (20) members.

Section 2. The Board shall promptly notify the membership of the proposed change, which has been approved or endorsed as provided in Section 1. Adoption shall require affirmation by two-thirds of the ballots returned to the Executive Secretary within 60 days of the day on which the ballots were mailed to the list of current members. Amendments shall become effective immediately upon the section chair verifying adoption by such two-thirds majority vote. The entire membership shall be notified of the result of each By-Laws vote.

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

ARTICLE X. 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 be used 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.