

**North American Hazardous Materials Management Association Bylaws Adopted
November 1994
Revision Approved October 16, 2018**

Article 1 Association Name

The name of the Association shall be the "NORTH AMERICAN HAZARDOUS MATERIALS MANAGEMENT ASSOCIATION." The NORTH AMERICAN HAZARDOUS MATERIALS MANAGEMENT ASSOCIATION shall hereafter be referred to in these bylaws as "the Association."

Article 2 Purpose

The Association is organized exclusively for educational purposes that qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or of the corresponding section of any future federal tax code; and in furtherance of such purposes and not in limitations thereof for the following additional purposes:

- a) To advance, enhance and maintain the quality of the natural and human environment;
- b) To promote source reduction, recycling and proper management of hazardous materials used and discarded by households and very small quantity generators;
- c) To foster and enhance communication and information exchanged between and among different levels of governments, businesses, non-profits, academia and community groups.
- d) To provide professional development opportunities for individuals in the hazardous waste management industry; and
- e) To foster efforts to reduce the toxicity of the municipal waste stream.

The Association shall operate exclusively for said purposes and other non-profit purposes for the benefit of its membership. Notwithstanding any other provisions of these articles, the Association is organized for one or more purposes as specified in Section 501(c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an Association exempt from Federal income tax under IRC 501(c) (3) or corresponding provisions of any subsequent law.

No substantial part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for the public office.

Article 3 Membership

SECTION 1: Eligibility of Membership. Any individual, corporation, unit of government, or other entity shall become eligible for membership in the Association upon compliance with the terms of this section. The Board of Directors shall establish (and from time to time may modify) a schedule of dues or charges of membership, payable each year or for such longer or shorter periods as the Board shall determine.

SECTION 2: Categories of Membership. The Association shall be comprised of the following categories of membership: government, business, non-profits, academia, and individuals. Members directly employed by governmental agencies may either represent their agency or participate in the Association as individuals. Any member is eligible to serve on the Board of Directors.

SECTION 3: Membership Dues. Dues shall be established based on the following membership classifications: Large Business, Small Business (<75 employees), Government, Individual, Associate, Student, Young Professional, and Retiree. Annual membership dues will be established for each classification, as agreed to by the Board of Directors. The Board of Directors has the authority to review and modify the cost of membership dues. Upon payment of membership dues by the applicant per the rates established by the Board of Directors, and the submission of a membership application, the applicant shall become a member of the Association for a period of one year, starting on the day of the month their dues and application are received by the Association.

SECTION 4: Resignation. Any member may resign at any time by providing a written resignation (by letter or email) to the Association. Such resignation shall take effect upon the Association's receipt of written notice. However, resignation shall not entitle any member to the refund of any membership dues or charges paid prior to such resignation.

SECTION 5: Termination of membership. Membership shall be terminated by (a) a member's death or resignation, (b) liquidation or dissolution of a member's company, (c) the expiration of the period for which dues or charges of such member has been paid, (d) or dissolution of the Association. Individual membership in the Association is non-transferable. Any other membership may be transferrable within the member's organization in the case of employee termination; and in cases of a merger or acquisition by another company. The transfer of a membership requires the submittal of a membership application form with an explanation of the membership transfer.

Article 4 Meeting of the Membership

SECTION 1: Election of Officers. At the Annual Meeting, the Board Members shall elect officers from among the current Board. The Officers and Directors shall solicit committee members from the membership to accomplish the work of the Association during the coming year. Members not present at the annual meeting are highly encouraged to volunteer on committees.

SECTION 2: Annual Meeting. An annual meeting of members shall be held during the annual conference at any convenient place as the Board of Directors may designate for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

SECTION 3: Special Meeting. Special meetings of the Association may be called by a petition of a majority (51%) of the membership to the Board of Directors. The Board of Directors shall designate the time and place of such special meeting. The agenda for this special meeting shall contain only those issues noticed in the petition to the Board.

SECTION 4: Notice of Meeting. Email or other electronic notification stating the place, day, hour and the agenda of any annual or special meeting of members shall be emailed to each member and/or a notice placed on the website at least thirty (30) days before the date of the meeting. In case of a special meeting, the purposes for which the meeting is called shall be stated in the notice.

SECTION 5: Quorum and Voting. The number of members present and voting shall constitute a quorum for voting at Annual and Special meetings. Voting for Board Members shall be completed through an online voting process made available to all members.

ARTICLE 5 Board of Directors

SECTION 1: General Powers. The Board of Directors consisting of no more than 15 members shall manage the affairs of the Association.

SECTION 2: Qualifications. Any member is eligible to be a Director.

SECTION 3: Representation on the Board. The Board will strive to nominate members from each of the membership categories noted in Article 3. Section 2, to maintain representation from each membership category on the Board.

SECTION 4: Election of Board of Directors. An on-line ballot process shall elect the Directors and the winners shall be announced at the annual meeting. In order to ensure continuity of membership and leadership on the Board, Directors elected to fill

terms that have expired will serve three-year terms. Two months prior to the annual meeting, the current Vice President of the Board will recruit nominations for available board positions. The Board Members shall be announced at the Annual Meeting and terms start January 1st.

SECTION 5: Removal of Directors; Vacancies. Any member of the Board of Directors may be removed from the Board for cause by a two-thirds vote of the other members of the Board at which a quorum is present. In the event of removal, death, or resignation of a Director, the successor shall be elected by a majority vote of the remaining Board members at the next Board meeting. The member elected to fill such a vacancy shall serve until the next annual election, at which time the membership at large shall elect a new Board member to serve the remainder of the term.

SECTION 6: Quorum and Board Decisions. Participation by at least 51% of the members of the Board of Directors shall constitute a quorum for the transaction of business at any Board meeting. The act of a majority of the Directors at which a quorum is present or clearly audible on a shared conference call shall be the act of the Board of Directors.

SECTION 7: Meetings of the Board of Directors by Means of Communications Equipment. Members of the Board of Directors shall be deemed present for a decision of the Board if a conference telephone or similar communication equipment, by means of which all persons participating in the decision can hear one another, is used.

SECTION 8: Action by Board without a Meeting. In the event that an action must be taken by the Board outside of a meeting, the written action shall be provided to each Director by electronic or post mail. The Directors must reply by the date specified in the written action. The action will be taken if supported by a quorum of Directors.

ARTICLE 6 Meeting of the Board of Directors

SECTION 1: Meeting of the Board of Directors. By resolution, the Board of Directors shall establish the date, time and place for meetings of the Board of Directors.

SECTION 2: Annual Membership/Chapters Meeting. At least two months before the date of each Annual membership meeting, the Board of Directors shall send out an invitation to members to propose agenda items for the Annual membership meeting. A final meeting agenda shall be posted on the website in advance of the Annual Meeting.

SECTION 3: Special Meetings. Special meetings shall be called by the President of the Association at the request of at least four Board Members. The purpose of the special meetings shall be confined to the substance of the request.

SECTION 4: Notice of Meeting. Written notice stating the date, time, and Agenda topics for any meeting of the Board shall be placed on the Association's website at least ten (10) days before the Board meeting.

SECTION 5: Executive Committee. The Board of Directors shall designate an Executive Committee consisting of five members: The President, Vice President, Treasurer, Secretary and one member of the Board at Large. The Executive Committee shall be the standing committee of the Board and shall have the authority for making operational decisions but shall not make policy decisions.

One At-Large member shall be designated as the Board's Liaison to the Chapters Committee to facilitate communications within NAHMMA. The Board's Chapter Liaison will represent decisions and issues between the Board and the Chapters Committee and assure that the Chapters Committee has leadership and meets regularly to support the Chapters. The Board's Chapter Liaison may chair the Chapters Committee meetings.

SECTION 6: Committees of the Association. The Board of Directors shall designate the committees of the Association. Such committees may consist of Directors and members of the Association, or officially designated members of the Association. Every committee will have at least one Director participating to facilitate reporting to the Board of Directors. Standing committees of the Association shall include the Membership Committee, the Chapters Committee and the Finance Committee. The Finance Committee shall be chaired by a member of the Board. All committees shall be listed on the NAHMMA website. Each of these committees shall have powers and perform duties as may expressly be determined by the Board of Directors. Other committees shall be reviewed, established or eliminated by the Directors at each annual meeting.

SECTION 7: Creation and Approval of Chapters. Upon the presentation of a petition, signed by eight or more NAHMMA members in good standing, to the NAHMMA Chapters Committee, the Board of Directors, through resolution, discussion and vote, shall establish a Chapter with boundaries that do not conflict with existing Chapters. The eight signing members must be from two or more membership categories within the proposed Chapter boundary. The members petitioning the Board of Directors must also meet all other requirements set forth in the NAHMMA Chapters Petition Document from the NAHMMA Chapters Committee. A group petitioning the Board of Directors that has previously established themselves as a separate organization through a 501(c)(3) or other organization, must have special approval by the Board of Directors as the Board deems necessary, to formulate a new Chapter. Upon Board action to authorize formation of a NAHMMA Chapter, the Board will issue, through vote, a NAHMMA Chapter Charter outlining the relationship, duties and responsibilities of NAHMMA and the Chapter. The Board in consultation with the

Chapter, may modify the Chapter Charter from time to time as required and may revoke a Chapter Charter for cause or when a Chapter has been in inactive status for two or more years.

ARTICLE 7 Officers

SECTION 1: Officers. The officers of the Association shall be the President, Vice President, Treasurer, Secretary, and such other officers as may be elected by and from the Board of Directors in accordance with the provisions of this article. The same person can hold any two offices, except President and Vice President.

SECTION 2: Election and Term of Office. All officers shall be elected annually or as soon thereafter as convenient and shall hold office January 1st through December 31st. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until a successor has been duly elected and qualified.

SECTION 3: President. The President shall preside at all meetings of members and the Board of Directors and shall perform all such duties as are properly required by the Board of Directors.

SECTION 4: Vice President. The Vice President shall have such powers and perform such duties as usually pertain to such office or as are properly required by the Board of Directors or the President. In the absence of the President, the Vice President shall perform the duties and exercise the powers of the President. Further, the Vice President shall be responsible for executing the election process.

SECTION 5: Secretary. The Secretary shall issue notices of all meetings of members and the Board of Directors where such meetings are required by law or these bylaws. The Secretary shall have charge of the Corporate books and shall keep the minutes of meetings of members and of the Board of Directors and shall perform such other duties as usually pertain to this office or as are properly required by the Board of Directors or the President.

SECTION 6: Treasurer. The Treasurer shall have care and custody of all monies and securities of the Association. The Treasurer shall sign such instruments as require a signature on behalf of the Association; shall enter the books that shall be kept by the Association for the purpose of full and accurate accounts of all monies received by and paid by the Treasurer on account of the Association; and shall perform such other duties as usually pertain to the Treasurer or as are properly required by the Board of Directors or the President.

SECTION 7: Delegation of Duties. In case of the absence or inability of any officer to act, the Board of Directors, from time to time, may delegate the powers or duties of such officer to any Director whom it may select.

SECTION 8: Removal, Resignation, and Vacancies. Any officer may be removed from office at any time for cause by the affirmative vote of the majority of the Directors at which a quorum is present at any duly called and warned meeting of the Directors. The Board of Directors at any regular or special meeting may fill vacancies in any office arising from any cause, including removal, resignation, or vacancy. The member elected to fill such vacancy shall serve until the next annual election of Officers.

ARTICLE 8 Administrator or Administrative Contractor

The Board of Directors shall hire, and shall have the authority to remove the Administrator, and to establish compensation, if any. The Administrator shall be responsible for the management of the affairs of the Association, subject to the control and direction of the Board of Directors. Subject to Board approval, the Administrator may hire staff to assist in the daily workings of the Association, and from time to time, hire consultants to assist in the development of Special projects, should there be funds available and Board approval to do so.

ARTICLE 9 Contracts, Checks, Deposits, and Gifts

SECTION 1: Contracts. The Board of Directors may authorize any two officers or officer and agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2: Checks and Payment. All checks and payment of money, by check or debit card or other evidences of indebtedness in the name of the Association, shall be authorized by an officer of the board. Documentation must be provided within 72 hours to treasurer and/or officer and an Administrative agent of the Association.

SECTION 3: Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks or other depositories as the Board so authorizes.

SECTION 4: Gifts. The Board may accept, on behalf of the Association, any contribution, gift, or bequest for any purpose of the Association.

ARTICLE 10 Earnings, Investments, Business Holdings, and Taxable Expenditures

SECTION 1: Earnings. No part of the net earnings of the Association shall inure to the benefit of any member, trustee, director, officer of the Association or any private individual (except reasonable compensation may be paid for services rendered to or for the Association), and no member, trustee, or officer of the Association or any

private individual shall be entitled to share in the distribution of any of the Association's assets on dissolution of the Association.

SECTION 2: Investments, Business Holdings and Taxable Expenditures. In any year in which the Association is a private foundation as described in Section 509(a), the Association shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the Association shall not:

- a) Engage in any act of self-dealing as defined in IRC4941(d),
- b) Retain an excess business holdings as defined in IRC Section 4943(c),
- c) Make any investments in such a manner to subject the Association to tax under Section 4944, or
- d) Make any taxable expenditure as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE 11 Amendments to Bylaws

These bylaws may be altered, amended or repealed and new Bylaws adopted by a two-thirds vote of the Board of Directors at a regular meeting.

ARTICLE 12 Dissolution

In the event of dissolution of the Association, all of the remaining assets and property of the Association shall, after payment of all necessary expenses thereof, be distributed to associations that qualify under Section 501(c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or Local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Washington.