

# **The Lone Star Chapter – Alliance of Hazardous Materials Professionals**

## **Bylaws**

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### **ARTICLE I — NAME AND CHARTER**

The name of the organization shall be the **Central Texas Chapter – Alliance of Hazardous Materials Professionals** (operating as the Lone Star Chapter). The Lone Star Chapter is a nonprofit corporation, domiciled in the state of **Texas**. On receipt and maintenance of a formal Charter from the Alliance of Hazardous Materials Professionals (the Alliance), the Chapter will be considered an area/local chapter of the Alliance, which is domiciled in the state of Maryland.

### **ARTICLE II — PURPOSE AND MISSION**

The Alliance is a professional membership organization for the nation's leading experts in environmental, health, safety, engineering and security management. Alliance chapters are organized to provide their members with an environment fostering professional development through continuing education, peer-group interaction, and exchange of ideas and information relating to environmental, health, safety, engineering and security.

The Chapter's mission is to provide a balanced program for its members in at least the following five areas:

- Environmental Health and Safety
- Regulatory Compliance and Policy
- Science and Technology
- Hazardous Materials Handling, Emergency Response and Remediation
- Strategic Environmental Management

This mission will be fulfilled by:

- Professional recognition for Certified and Non-Certified Members.
- Providing, promoting, and encouraging continuing education to achieve and maintain certification and to document Chapter-recognized related training.
- Providing a forum for information exchange among peers to promote qualified environmental decision making.
- Broadening the understanding and scope of Members to ensure prudence in hazardous materials' management, in the interest of protecting human health and the environment.
- Encouraging and assisting Non-Certified Members with becoming Certified Members.
- Increasing knowledge and experience related to new technologies, government regulations and community awareness relating to hazardous materials' management.

The Lone Star Chapter acknowledges the Institute of Hazardous Materials Management Code of Ethics for CHMMs, CHMPs and CDGPs. The Lone Star Chapter will promote the aforementioned to chapter members and all CHMMs, CHMPs and CDGPs.

### ARTICLE III — MEMBERSHIP

Members in good standing shall be those members who have fulfilled all obligations to the Lone Star Chapter. Upon payment of chapter dues, members will be categorized as follows.

**Classification:** Chapter members shall be classified as the following:

—***Certified Member:*** A person who has achieved a hazardous materials management related certifying credential recognized by the Alliance of Hazardous Materials Professionals (AHMP) or holds any relevant certification such as CDGP, CHP, CIH, CSP, PE, etc. To qualify for the classification of Certified Member, the request for membership shall include proof of good standing with their certifying organization and subsequently upon request by a chapter officer. Certified Members have these rights as listed:

- Vote for elective positions, changes to the Bylaws, and dissolution of the Lone Star Chapter.
- Hold an elective or appointed office in the chapter.
- Propose amendment(s) to the Bylaws.
- Receive official chapter publications.
- Attend and participate in chapter meetings.
- Other rights as the Board of Directors may determine.

—***Non-Certified Member:*** A person who does not meet the Certified Member requirements, but with an interest in the field of hazardous materials management or environmental, health, safety, engineering and security management. Non-Certified Members have the following rights:

- Vote for elective positions, changes to the Bylaws, and dissolution of the Lone Star Chapter.
- Hold an elective office in the chapter excluding President and Vice President.
- Hold appointed office in the chapter.
- Propose amendment(s) to the Bylaws.
- Receive official chapter publications.
- Attend and participate in chapter meetings.
- Other rights as the Board of Directors may determine.

**Dues:** Membership dues and/or other fees of the Chapter shall be set by the Board of Directors and changed as needed.

**Revocation of Membership:** Chapter membership may be revoked by a two-thirds vote of the full Board of Directors. Reasons for revocation shall be kept confidential and shall be of the nature of members not being in good standing, conducting themselves in a way detrimental to the Chapter, and/or a breach of the CHMM Code of Ethics.

#### ARTICLE IV — OFFICERS

The Chapter Officers shall be responsible for the day-to-day management of Chapter affairs, implementation of policy set by the Board of Directors, and execution of the Annual Operating plan. The President and Vice President shall be in good standing with the Alliance.

**Officers' Duties:** There shall be four elective Officers. Their terms of office and duties are listed below.

- **President:** The president, elected to serve one year, presides over Chapter meetings and interfaces with other chapters, the Alliance, and other environmental organizations. All committees report to the President, who is responsible for day-to-day Chapter management. In the absence of the Treasurer, the President shall disburse funds to pay Chapter obligations.
- **Vice-President (President-Elect):** The vice-president, who is elected to serve one year and expected to serve as President the following year, presides over Chapter meetings in the absence of the President and ensures the development and execution of an appropriate annual educational program for the Chapter.
- **Secretary:** The secretary, who is elected to a term of two years in alternating years from the Treasurer, documents Chapter meetings, maintains and updates Chapter records and mailing lists, documents Chapter-sponsored training, and manages mailing and emailing official notices to the membership.
- **Treasurer:** The treasurer, who is elected to a term of two years in alternating years from the Secretary, documents Chapter membership, manages the Chapter's financial affairs, maintains the Chapter's financial records, mails or emails invoices, pays obligations, collects receivables, makes bank deposits, and interfaces with applicable government entities to maintain the Chapter's nonprofit and corporate status.
- **Immediate Past President:** The responsibility of this unelected position, which is assumed by the previous year's President, is to recruit Chapter members and assist the Board of Directors in achieving Chapter objectives.

**Removal of Officers:** Officers may be removed from office by a two-thirds vote by the full Board of Directors. Reasons for removal shall be kept confidential and shall be of the nature of not being in good standing, conducting themselves in a way detrimental to the Chapter, nonfulfillment of responsibilities as an officer, or breach of the CHMM Code of Ethics. The Officer shall be given the opportunity to resign before any official action by the Board of Directors.

## **ARTICLE V — BOARD OF DIRECTORS**

The Lone Star Chapter shall be governed by a Board of Directors (the Board) of at least seven members including the four elective Officers, the immediate past President, and at least two Directors-At-Large. The President shall be the Chairperson of the Board. All Directors shall be Members in good standing with the Lone Star Chapter. The Directors-At-Large shall be elected to a one-year term.

The Board shall annually plan and structure Chapter operations in the form of an Operating Plan. This responsibility shall include the following:

- Setting objectives
- Developing a yearly calendar of activities
- Developing an annual budget
- Setting dues for each classification
- Any other planning that will forward Chapter growth

The Operating Plan shall be prepared by the President-Elect no later than December of the current year. The Operating Plan will then be adopted by the Board by a majority vote and presented to the general membership by the third month of the new calendar year. Any proposed unplanned expenditure, not included in the Operating Plan as adopted by the Board and presented to the general membership, shall be adopted by a majority vote of the members present at a general membership meeting, consistent with the requirements of Article VIII.

The Board is charged with the responsibility of setting policy for the Chapter. Other responsibilities shall be the revocation of membership, and the removal of Officers consistent with the language in Articles III and IV respectively.

For decision making, a quorum shall be a majority of the Board of Directors. All decisions shall be by a majority vote of the Board.

The Board has the right to bring issues to the general membership for discussion and decision-making vote. The membership shall be notified, in writing, of such issues 7 days prior to the date of discussion and the decision-making vote.

## **ARTICLE VI — ELECTIONS**

The elections for Officers and Directors shall be held on an annual basis prior to the last regular meeting of the Lone Star Chapter in the current term. The new term of office will begin on January 1 of the following year.

The Nomination Committee, led by the Immediate Past President, will develop a slate of officers for presentation to the membership. Nominations will be solicited from the floor at a meeting of the general membership and or via email prior to October 1 in the current year. Electronic Ballots shall be immediately sent out to all members in good standing. Such ballots shall stipulate a deadline for the return of completed ballots.

Officers and directors shall be elected by a majority of the votes cast by those members who return completed ballots by the deadline stipulated. In the event that no candidate receives a majority of the votes cast on the first ballot, a runoff election shall be held between the two candidates receiving the greatest number of votes. The Immediate Past President will work with the President

to monitor the election results. Pending a runoff, the results shall be reported by the President to the membership no later than November 15 of the year in which the election is held.

Until such time as elections are completed, the officers shall hold their posts. If any officer is unable to maintain his/her position during his/her term of office, the Board of Directors shall appoint an individual to maintain the position for the duration of the term.

The results of each election shall be submitted to the Alliance and/or the Midwest Chapter Development Committee no later than January 31 of the next calendar year. This will be in conjunction with the Chapter Annual Report.

#### **ARTICLE VII — ADMINISTRATION**

The Lone Star Chapter shall be governed by the Board of Directors. The Officers shall manage the day-to-day affairs of the Chapter. Committees shall be formed to conduct the work of the Chapter.

Before the Chapter publishes or otherwise issues publicly any statement upon a policy matter which purports to represent the opinion of the Alliance, it must first obtain the written consent of the Alliance. Before any member publishes or otherwise issues publicly any statement upon a policy matter which purports to represent the opinion of the Lone Star Chapter, the person shall first obtain the written approval of the Board of Directors.

The Secretary shall record the minutes and votes of all Board meetings and shall at least review the minutes of the previous meeting at the beginning of the following meeting. The Secretary shall also record minutes of the debate and vote on decisions made at any general membership meeting.

The Treasurer shall be custodian of all monies of the Lone Star Chapter. The signature of the Treasurer is required for disbursement of any funds. At each general membership meeting of the Chapter, the Treasurer shall make a report on the financial condition of the Chapter. In the absence of the Treasurer, the President shall disburse funds to pay the obligations of the Chapter.

The Chapter shall take no action in conflict with any existing standard, policy, rule, or directive of the Alliance.

The work of the Chapter shall be conducted by four Standing Committees of which the chairperson is expected to serve for a period of at least one year. Committee Members will be selected from the Lone Star Chapter and the President will appoint the chairpersons. The President may allow the committees to select their respective chairpersons once the committees are established. The standing committees are as follows:

**Professional Development:** Continuing education of the Members is an important part of the fulfillment of the Chapter's Mission. This committee will develop the educational programs for the Chapter meetings, as well as any other programs that can be used to further the exchange of information and ideas.

**Public Relations and Marketing:** The primary purpose of this committee is the establishment and maintenance of a positive impression of all certifications recognized by the Alliance and the

membership. This committee will focus on efforts that will increase the awareness of the CHMM program and attract new members. A decided campaign of news releases, public speaking, and promotional literature distribution will be used as part of the strategy.

**Membership Development:** Working with the immediate Past President, this committee recruits new members for the Chapter. The committee will develop and execute recruiting plans including the direct mail, telephone campaigns, and membership incentive.

**Nomination Committee:** The primary purpose of this committee will be to nominate chapter members in good standing, to fill future positions within the organization and replace Officers, Board Members or Committee Members who have been removed or resigned. The committee will also review and recommend changes to the Chapter's Bylaws for adoption by the Chapter board members. This committee will also advise on Government Affairs and will assist with the communication to the Chapter on actions, proposed or otherwise, taken at all levels of government in regard to management of Sustainability, Environmental, Health and Safety.

Committees are never closed and additional members may be added as needed to ensure that objectives are met. The President or the Board can appoint additional committees, or ad-hoc committees, as may be required to conduct chapter business.

#### **ARTICLE VIII — MEETINGS**

**Board of Directors:** There shall be at least four planning meetings of the Board of Directors per year. These meetings may be held either before or after the general membership meetings. The time and place of each meeting shall be set by the Chairperson of the Board. A quorum is required to conduct Chapter business. Committee Chairpersons shall be invited to attend Board meetings. All meeting dates will be preceded by a notice to all Directors and Committee Chairs at least 10 days in advance of the meeting, except for special meetings called by the Board of Directors.

**General Membership:** There shall be at least four general membership meetings per year consisting of a professional development program and a business portion to inform the Chapter. One meeting shall include the nomination of officers. The time and place of each meeting shall be approved by the Board of Directors. All meeting dates will be preceded by a notice to all members at least ten 10 days before the meeting.

**Agenda:** The following items shall be on each general membership meeting agenda.

- Call to order
- Approval of minutes of the last meeting, if applicable
- Reports of Officers and actions taken
- Reports of Committees and actions taken
- Educational program
- Announcement of next meeting date and adjournment

**Quorum Defined:** A quorum for conducting business at a board planning meeting requires the President or Vice President, and four members of the Board of Directors (total number of five). A quorum for conducting business at a general membership meeting requires the President or Vice President, Secretary, three members of the Board of Directors and three general members (total number of eight).

**Parliamentary Procedures:** The latest edition of *Roberts Rules of Order* shall be the official parliamentary procedure guide for the conduct of business meetings.

#### **ARTICLE IX — DISSOLUTION OF THE CHAPTER**

If, at any time, the Chapter shall be dissolved, no part of the funds or property shall be distributed to or among the members. After payment of all Chapter indebtedness, its surplus and properties shall be distributed, consistent with the mission of the Chapter, as decided by a majority vote of the members and in accordance with the requirements of the federal, state, and local laws and regulations governing the chapter.

#### **ARTICLE X — AMENDMENTS**

Amendments to the Bylaws may be presented by any member in good standing at any general membership meeting or at any meeting called for that specific purpose. A notice of the proposed amendment(s) shall be transmitted to all members, in writing, at least 7 days prior to the meeting at which voting will take place. The agenda at such meeting shall make provision for discussion and debate prior to a vote. A two-thirds affirmative vote by the Officers and general members is necessary to change the Bylaws.

Any proposed modification to the Lone Star Chapter Bylaws shall be forwarded by the President to the Alliance for review and consent (given in writing) prior to any final acceptance by the chapter. Final copies of Bylaws modifications shall be provided to the Alliance as soon as accepted by the members. The President or Secretary shall provide copies of the consent and amended Bylaws to the Members within 10 days of receiving the consent.

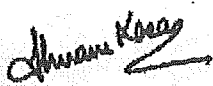
#### **ARTICLE XI — PUBLICATIONS**


The Lone Star Chapter may circulate official publications to all its members. The frequency shall be determined by the Board. Their purpose should be to report professional and/or organizational activities to the chapter. The Lone Star Chapter will send publications to the Alliance as requested.

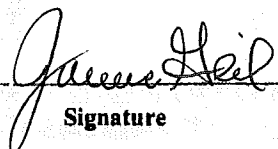
#### **ARTICLE XII — ALLIANCE AFFILIATION**

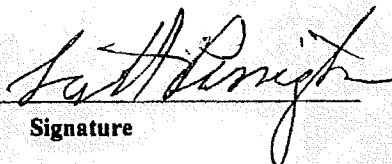
The Lone Star Chapter recognizes the Alliance as the force of cohesion between all local chapters. The chapter will operate in a manner that will ensure that the standards set forth by the Alliance will be met. The chapter will ensure that the most current copy of the signed and dated Chapter Bylaws are on file at the Alliance office and will submit to the Alliance office an annual report on the required form provided by the Alliance. In return, the Lone Star Chapter expects to receive all consideration and benefits of an Alliance Chapter in good standing.

These Bylaws of the Chapter are effective upon receiving Alliance consent and as attested to by the current Officers of the Chapter as noted to below by signature:

**President** Shivani Kesar   
Name Signature

**Vice-President** Linda Saker   
Name Signature

**Secretary** Jaime Geil   
Name Signature

**Treasurer** SCOTT PENNINGTON   
Name Signature