

# Kentuckiana Chapter of Hazardous Materials Managers

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Constitution and Bylaws

Last amended: November 4, 2009

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## BYLAWS

### Chapter I. MEMEBERSHIP

#### Section 1. General Membership

Membership in the Chapter is open to persons interested in the goals of the organization.

#### Section 2. Classification

The Members of the Chapter shall be classified as either Certified or Non-Certified. Certified refers to certification as a Certified Hazardous Materials Manager (CHMM) or Certified Hazardous Materials Practitioner (CHMP).

#### Section 3. Certified Members

Certified Members shall be limited to Active, Life, and Retired.

##### A. Active Member

Shall be a Certified Member in good standing of this Chapter

##### B. Life Member – An Active Member of this Chapter:

- 1) Who has been recommended to Life membership by unanimous vote of the Board of Directors and majority vote of the Members at the annual meeting, or
- 2) Who has served as President of KCHMM shall automatically become a Life Member

##### C. Retired Member

A member may be designated a Retired Member upon written request to the Board of Directors.

#### Section 4 Non-Certified Members

Non-Certified Members shall be Affiliate, Student, and Sustaining Members.

##### A. Affiliate Member

A professional in the field of hazardous materials management who is not a Certified Hazardous Materials Manager (CHMM) or Certified Hazardous Materials Practitioner (CHMP).

**B. Student Member**

A Student member is a full time student at an accredited college or institution who is pursuing a degree in a discipline related to hazardous materials management.

**C. Sustaining Member**

Any person or organization interested in promoting the principles of the Chapter.

**Section 5. Rights of Certified Members**

Certified members shall be entitled to:

- A. The right to hold elective and/or appointive office(s) in the chapter. The President and Vice President must be Certified Members.
- B. The right to vote on all matters requiring a vote by the Members of the Chapter and to cast a ballot for elective officers of the Chapter.
- C. Subscription to the official publication of the Chapter.
- D. Admission to meetings of the Chapter.
- E. Such other rights as the Board of Directors may establish.

**Section 6. Rights of Non-Certified Members**

- A. The right to hold elective and/or appointive office in the chapter with the exception of President and Vice President.
- B. The right to cast a ballot for elective officers of the Chapter.
- C. Subscription to the official publication of the Chapter.
- D. Admission to meetings of the Chapter.
- E. Such other rights as the Board of Directors may establish.

**Section 7. Application for Membership**

All applications for Active Membership must be made to the Board of Directors or their designated agent.

### **Section 8. Dues**

The dues of the Chapter are on an annual basis, payable in advance on or before the first of February of each year. For new members, dues are prorated after the first of July.

- A. Dues for the Active and Affiliate Members shall be determined from time to time by the Members present at the Annual Meeting; a two-thirds affirmative vote of those present shall be required for approval of any increase.
- B. Life Members shall be exempt from payment of any dues to the Chapter.
- C. The Board of Directors shall have the authority to reduce or waive dues for Retired Members, individually or as a class.

### **Section 9. Loss or Change of Membership**

- A. A Member whose dues remain in arrears for sixty days shall cease to be a Member of the Chapter.
- B. A Member, who by his or her person, actions, or business relations, has adversely impacted the well-being of the Chapter, may be expelled from the Chapter by unanimous vote of the Board of Directors and a majority of the members present and voting, provided the charge against the Member has been presented at a previous meeting.
- C. Membership in the Chapter shall be lost for conviction of a felony or of any other offense related to the practice of hazardous materials management having a bearing on the Member's professional integrity and competence; or for other grounds not specifically stated in these bylaws.
- D. A Certified Member shall become a Non-Certified Member of the Chapter if their certification is allowed to lapse or is lost for some other reason.

### **Section 10. Reinstatement of Membership**

Any Member who has forfeited membership for non-payment of dues may be reinstated as a Member on show of good cause and tender of current dues. Any Member who has forfeited membership in the Chapter for the reasons cited in Chapter I, Section 9 (A-C) of these Bylaws shall not be eligible for reinstatement in the Chapter, without approval by the Board of Directors.

### **Section 11. Resignation of Membership**

Members may resign at any time upon providing written notice to the Board of Directors.

## **Chapter II. GOVERNMENT**

### **Section 1. Quorum**

Those certified members present after due notice.

### **Section 2. Voting**

Except as otherwise provided in these Bylaws, every issue which shall come before a meeting of the Members, the Board of Directors, or a committee shall be decided by a simple majority.

### **Section 3. Procedure**

The current edition of Robert's Rules of Order shall govern the Chapter in all cases to which it is applicable, unless otherwise stated in these Bylaws.

### **Section 4. Meetings**

#### **A. Regular Meetings**

There shall be at least four regular meetings of the membership annually.

#### **B. Annual Meeting**

The Annual Meeting of the Chapter shall be the first meeting of the calendar year, in the Louisville metropolitan area. The Annual Meeting shall include a business meeting and may include educational programs. Elections and/or installation of officers shall occur at the Annual Meeting.

#### **C. Official Call**

The Secretary shall cause to be published via email official notice of time and place of each meeting. This notice shall serve as notification to each member of Chapter Meetings.

#### **D. Business**

The business conducted at each meeting may include:

Call to Order  
Roll Call of Officers and Directors  
Approval of Minutes of Last Meeting

Reports of Officers  
Reports of Committees  
Conduct Business  
Election of Installation of Officers (Annual Meeting)  
Program  
Adjournment

E. Special Session

A Special Session of the members shall be called by the President upon written request of three-fourths of the Board of Directors. The time and place of any Special Session of the Members shall be determined by the Board of Directors, and it must be held within forty-five days after the receipt of the request. Written notice of the time and place of such Special Session shall be mailed to each member not less than thirty days prior to said Special Session. The notice shall state the business to be considered. No other business shall be transacted at the Special Session. This session may be divided into several meetings if necessary to properly conduct the Chapter affairs, provided that roll is taken at the beginning of each meeting.

F. Order of Business for a Special Session

The order of business of any special session of the members shall be as follows:

Call to Order  
Roll Call of Officers and Directors  
Reading or call for special meeting  
Transaction of business as provided in Notice  
Adjournment

**Section 5. Rules of Order**

A. Reports

Reports presented at the meeting, including reports of officers and committees, may be presented to the Secretary for recording, and copies shall be made available to any Member who requests one.

B. Resolution

Any resolution submitted by any Chapter Member must be submitted in written form to the President and Secretary not less than five days prior to the meeting.

## **Chapter III. BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, and five Directors.

### **Section 2. Officers**

The Officers of the Board of Directors shall be Chair and Secretary.

#### **A. Qualifications**

- 1) The President of the Chapter shall serve as Chair of the Board of Directors.
- 2) The Secretary of the Chapter shall serve as the Secretary of the Board of Directors.

#### **B. Vacancies**

In the absence of the President, the Vice President shall serve as Chair of the Board. In the absence of the President and Vice President, the Board shall elect one of its members to serve as Chair pro tem.

#### **C. Duties**

- 1) The Chair of the Board of Directors shall preside at all meeting of the Board.
- 2) The Secretary shall serve as recording officer of the Board of Directors and custodian of its records.

### **Section 3. Rights and Duties**

- A. The Board of Directors shall be administrative body of the Chapter vested with full power to conduct all business of the Chapter, subject to the laws of the State of Kentucky, the Articles of Incorporation, the Constitution and Bylaws, and the mandates of the Members. In matters of long-range importance to KCHMM, a vote must be called and there must be a minimum of seven votes in agreement to decide the issue. In addition, the Board of Directors shall have power to enact interim policies between meetings when such policies are necessary to the proper conduct of the Chapter affairs, provided that all such policies are presented for ratification at the next meeting immediately following their enactment.
- B. The duties of the Board of Directors shall include, but not be limited to:
  - 1) Responsibility for all property, real and personal, owned or held by the Chapter

- 2) Responsibility for the general fund consisting of all monies received from all sources. This fund shall be used for defraying all approved expenses incurred by the Chapter.
- 3) Establishing the fiscal year of the Chapter to begin on the calendar year of January 1 and end on December 31.
- 4) Causing the accounts of the Chapter to begin on the calendar year of January 1 and end on December 31.
- 5) Reviewing the expenditure of funds necessary to properly conduct the Chapter activities.
- 6) Submitting an annual report to the members reviewing activities of the Board of Directors and the appointive officers.
- 7) Reviewing reports of officers and committees of the Chapter.
- 8) Directing the President to call a special meeting.
- 9) Approving the minutes of the last meeting.
- 10) Organizing and calling the Annual Meeting.
- 11) Acting upon questions and suggestions from membership.
- 12) Establishing committees necessary for conducting the affairs and activities of the Chapter.
- 13) Performing such other duties as mandated by the voting Membership or deemed essential to the affairs of the Chapter.

#### **Section 4. Meetings**

##### **A. Regular Meetings**

There shall be at least four meetings of the Board annually. The time and place of these meetings shall be determined by the President after consulting the members of the Board. Typically there will be at least one Board meeting per quarter, to be held in conjunction with the regular meeting of the membership.

##### **B. Special Meetings**

Special meetings of the Board of Directors shall be called by the President or upon request of four or more voting members of the Board of Directors. The call for the meeting shall be issued at least ten days prior to the date set for the meeting and shall state the business to be considered. No business shall be considered except that provide in the call unless by unanimous consent of the Members present and voting.

### C. Quorum for Regular and Special Meetings

A quorum of the Board must be present consisting of six members.

### Section 5. Ballot Process

Action taken by a majority of the members of the Board of Directors by mail or email ballot shall be binding and effective as if such action were taken in a regular or special meeting of the Board of Directors, provided; however, that any member of the Board may challenge the validity of a mail or email ballot on the grounds that insufficient information is available to ensure proper consideration of the question. If the problem is subsequently corrected to the satisfaction of the challenge, the challenge can be withdrawn and vote taken. Otherwise, the question must be postponed until the next meeting of the Board of Directors.

## Chapter IV. OFFICERS AND BOARD MEMBERS

### Section 1. Elective Officers

The elective officers of the Chapter shall be the President, Vice President, Secretary, Treasurer, Immediate Past President, and five board members (Directors).

#### A. Qualifications

- 1) A candidate for President or Vice President must be a Certified Member of the Chapter and in good standing. Candidates for all other elective and appointed offices must be members in good standing.

#### B. Term of Office

- 1) The President shall be elected for a term of one year, with tenure limited to two consecutive terms. Upon completion of the term(s) of office, the President shall succeed to the office of Immediate Past President without election, to serve for a term of up to two years.
- 2) The Vice President shall be elected for a term of one year, with tenure limited to two consecutive terms. Upon completion of the term(s) of office, the Vice President is expected to run for President.
- 3) The Secretary and Treasurer shall be elected for a term of one year, with tenure limited to five consecutive terms.
- 4) The five Directors shall be elected for a term of one year, with tenure limited to three consecutive terms.

- 5) In the event of non-compliance with the duties delineated in these bylaws, to include representation at required meetings and/or negligence in duty, an elective officer may be dismissed by a minimum of seven votes in agreement of the full Board of Directors.

#### C. Nominations

Nominations for the elective officers shall be presented by the Chair of the Nominations Committee in accordance with the order of business. Additional nominations may be made from the floor.

#### D. Elections

The elective officers shall be elected by the members prior to the Annual Meeting.

- 1) Voting shall be by email or by mail ballot, as directed by the Board of Directors.
- 2) The most votes cast shall elect. In the event of a tie affecting the selection of an elective officer, the affected candidates shall be voted upon again. If there is only one nominee for an elective office, the Chair may declare the nominee elected.

#### E. Installations

Elective officers shall be installed at each Annual Meeting following their election.

#### F. Vacancies

- 1) In the event of vacancy in the office of President, the Vice President will serve as President for the unexpired term.
- 2) In the event of vacancy in any elective office other than President, the President, with the approval of the Board, shall appoint a qualified member for the unexpired term.
- 3) In the event of a vacancy in the offices of the President and Vice President, the Secretary shall serve as the President. The President, with the approval of the Board, shall appoint qualified successors for the unexpired terms.
- 4) In the event that F (3) cannot be completed as specified, the Board of Directors shall elect a willing qualified Member to fill the unexpired term of the office of President.
- 5) In the event of a vacancy of the office of Immediate Past President, the President, with approval of the Board, shall appoint the most recent past president willing and available to fill the position.

The elective officers shall perform those duties regularly and customarily pertaining to the officers they hold, including but not limited to the following specific duties.

- 1) The President shall, in addition to other duties:
  - a) Preside over Chapter meetings and interface with other Chapters, the national organization of Certified Hazardous Materials Managers, and other environmental organizations.
  - b) Submit to the members an annual report of activities of the office of the President.
  - c) Have overall responsibility for planning the Annual Meeting
- 2) The Vice President shall preside over Chapter meetings in the absence of the President and shall be chair of the Program Committee for Chapter meetings.
- 3) The Immediate Past President shall be responsible for recruiting members for the Chapter and assisting the Board of Directors in promoting the Chapter's objectives.
- 4) The Secretary shall be responsible for documenting Chapter and Board meetings, maintaining and updating Chapter records, documenting Chapter sponsored training, and maintaining all official correspondence and records of the Chapter (other than the financial records maintained by the Treasurer).
- 5) The Treasurer shall be responsible for documenting membership in conjunction with the Membership committee, maintaining the Chapter financial records, and interfacing with government regulators to maintain the Chapter's non-profit status.
  - a) The disbursement of all funds in excess of \$100.00 requires the approval of a simple majority of the members of the Board of Directors present and voting.
  - b) The Treasurer shall report the status of all funds at each membership meeting.
  - c) The Treasurer shall assist other members of the Board in preparing regular Chapter financial reports.
- 6) It shall be a duty of all elective officers to:
  - a) Attend and participate in Chapter Board of Directors meetings.
  - b) Assist the President when the President so designates.
  - c) Report to the members on Chapter activities.

## **Chapter V. COMMITTEES**

### **Section 1. Composition**

#### **A. Members**

All committees both standing and special shall be comprised of Members who are in good standing of the Chapter at the time of their appointment and must maintain such membership during the term of their office. In the event that cooperative efforts with other Chapters or other organizations make the appointment of one or more non-members desirable, such appointment shall be made only with specific approval of the Board of Directors.

#### **B. Ex-officio Member**

The President or an officer designated by the President shall serve as an ex-officio member of the committees of the Chapter, both standing and special, to advise the committee and serve as liaison between the committee and the Board of Directors.

#### **C. Consultants**

All committees of the Chapter, both standing and special, may request the President to appoint one or more consultants when the need for special assistance can be demonstrate.

### **Section 2. Term of Office**

- A. Members of all committees of the Chapter shall serve for a term of no less than one year with no maximum identified tenure.
- B. In the event of non-compliance with the duties delineated in these Bylaws, to include attendance at required meetings and/or negligence of duty, a committee chair may be replaced by the President subject to a majority vote of the Board of Directors.

### **Section 3. Duties**

- A. To perform the duties prescribed by the members and Board of Directors.
- B. Submit a plan of work of the committee at the next meeting of the Board following the Annual Meeting.
- C. To appoint such sub-committees as are necessary to the satisfactory accomplishment of the duties prescribed by the members and the Board of Directors.
- D. Maintain accurate records relative to the program, procedures, and expenses involved.

E. Provide activity reports for the Board's regular meetings.

**Section 4. Expenses**

The expenses of each committee shall be paid by the Chapter provided such expenses are incurred in conformity with rules and regulations provided by the Board, and provided further that the committee's budget approved by the Board is sufficient to cover the payment of such expenses.

**Section 5. Committees**

A. Designated Standing Committees are

- Membership Services
- Publications
- Education
- Programs
- Legislative Affairs

B. Special committees are created for specific tasks by the Board of Directors.

**Chapter VI. PUBLICATIONS**

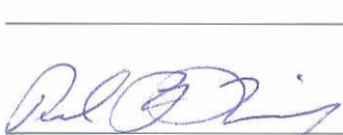


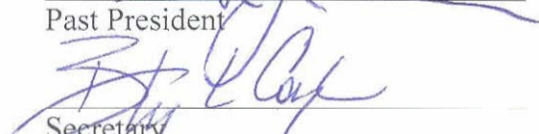
The Chapter shall circulate an official publication to all members of this Chapter. The frequency of issue shall be determined by the Board. The object of the publication shall be to report the activities of professional or organizational interest to the members of the Chapter.

**Chapter VII. AMENDMENTS**

See Article VII of the Constitution regarding amendments to the Bylaws.

**Chapter VIII. APPROVALS**

These Bylaws of the Chapter are effective as adopted or amended on November 4, 2009.

 _____ President	 _____ Past President
 _____ Vice President	 _____ Secretary

Yvonne Sammons  
Treasurer

Byron Ellis  
Director

[Signature]  
Director

Mark J. Spaulding  
Director

[Signature]  
Director

Kenneth Reutlinger  
Director