

North American Hazardous Materials Management Association Bylaws
Adopted November, 1994
Revisions Approved September 22, 2005
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Article 1

The name of the Corporation 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 Corporation."

Article 2 Purpose

This Corporation 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 there of 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 conditionally exempt small quantity generators;
- c) To foster and enhance communication and information exchanged between and among different levels of government, business, nonprofits, community groups, and corporations; and
- d) To foster efforts to reduce the toxicity of the municipal waste stream.

This Corporation shall operate exclusively for said environmental purposes and other non-profit purposes for the benefit of our membership. Notwithstanding any other provisions of these articles, the Corporation 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 Corporation 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 Corporation 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 or other entity shall become eligible for membership in the Corporation 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 Corporation shall be comprised of the following three categories of membership -- government, business, and individuals / nonprofit groups. Members directly employed by governmental agencies may either represent their agency or participate in the Corporation as individuals. Any member is eligible to serve on the Board of Directors.

Section 3: Membership Dues. Regardless of the membership category, the minimum charge for dues shall be \$50.00 per year. Upon payment by the applicant for membership of the dues or charges provided in such as schedule, and the submission by such applicant of a written request to become a member, such applicant shall be automatically elected a member of the Corporation for the period to which payment shall entitle such applicant, starting on the first day of the month which begins after receipt by the Corporation of such payment and written request.

Section 4: Resignation. Any member may resign at any time by providing a written resignation to the Corporation. The acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Such resignation shall take effect upon the Corporation's receipt of written notice. However, no resignation shall 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 Corporation. Individual membership in the Corporation is non-transferable.

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 Corporation 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 at any convenient place as the Board of Directors may designate within 60 days of October 1 beginning with the year 1994 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 Corporation may be called by a petition of ten percent (10%) 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. Written or printed notice stating the place, day, and hour and the agenda of any annual or special meeting of members shall be mailed and postmarked to each member 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. All actions at meetings requiring a vote of the membership shall be approved by a majority of members present and members voting by absentee ballot.

ARTICLE 5 Board of Directors

SECTION 1: General Powers. The Board of Directors consisting of 15 members shall manage the affairs of the Corporation.

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

SECTION 3: Representation on the Board. The Board will have representation from each of the three membership categories. At all times the board will strive to have at least three representatives from all three membership categories.

SECTION 4: Election of Board of Directors. The Directors shall be elected by a ballot process 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. Three 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 over 50% 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. Any action to be taken by the Board of Directors may be taken without a Board meeting if consent in writing setting forth the actions to be taken is determined by a majority of the Board of Directors participating where there is a quorum.

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 Meeting. At least two months before the date of each Annual membership meeting, the Board of Directors shall hold a meeting to draft the agenda for the Annual membership meeting. A final meeting agenda shall be sent out to the membership at least 30 days in advance of the Annual Meeting.

SECTION 3: Special Meetings. Special meetings shall be called by the President of the Corporation 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 or printed notice stating the place, day and hour of any meeting of the Board shall be mailed, faxed, placed on the Corporation's website and/or e-mailed at least ten (10) days before the Board meeting or decision. Included within the notice shall be a packet of information describing the agenda for the meeting and a description of the type of decision to be made, the necessary background information, and, when appropriate, a set of recommendations from the Administrator.

SECTION 5: Executive Committee. The Board of Directors shall designate an Executive Committee consisting of five to seven members: the President, Vice President, Treasurer, Secretary and members 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.

SECTION 6: Committees of the Corporation. The Board of Directors shall designate the committees of the Corporation. Such committees may consist of Directors and members of the Corporation, or officially designated members or the representatives

of Corporations that are members of the Corporation. Every committee will have at least one Director participating to facilitate reporting back to the Board of Directors. The Finance and Operations Committee shall be chaired by a member of the Board and the Operations Committee shall be staffed only by Board Members. Standing committees of the Corporation shall include the Membership Development Committee, and the Finance Committee. Each of these committees shall have powers and perform duties as may expressly be determined by the Board of Directors.

SECTION 7: Creation and Approval of Chapters. Upon the presentation of a petition, signed by eight or more NHAMMA 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 multiple organizations 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 Corporation 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. He or she shall preside at all meetings of members and the Board of Directors, and he or she shall perform all such duties as are properly required by him or her 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. He or she 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 his or her office or as are properly required of him or her 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 Corporation. He or she shall sign such instruments as require his or her signature on behalf of the Corporation; shall enter the books of the Corporation to be kept by him or her for that purpose full and accurate accounts of all monies received by him or her and paid by him or her on account of the Corporation; he or she shall sign such instruments as require his or her signature and shall perform such other duties as usually pertain to her or her office or as are properly required of him or her 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

SECTION 1: Administrator. The Board of Directors shall appoint, and shall have the authority to remove the Administrator, and to fix his or her compensation, if any. The Administrator shall be responsible for the management and conduct of the affairs of the Corporation, 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 Corporation, 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. The Administrator may remove those hired as staff at his or her discretion.

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 Corporation to enter into any contract or execute and deliver any

instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2: Checks, Drafts, or Orders. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness in the names of the Corporation, shall be signed by two officers or an officer and an agent of the Corporation in such manner as determined by resolution of the Board.

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

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

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

SECTION 1: Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation or any private individual (except reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

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

- a) Engage in any act of self dealing as defined in IRC 4941(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 Corporation 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

SECTION 1: Amendments. 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 or by a two-thirds vote of the members present at any annual meeting or at a special meeting and by those members voting by absentee ballot, if sixty (60) days written notice is given to the membership of intention to alter, amend or repeal or to adopt new Bylaws at such meetings.

ARTICLE 12 Dissolution

SECTION 1: Dissolution. In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after payment of all necessary expenses thereof, be distributed to Corporations 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.