

# *BYLAWS*



**Effective as of {Date TBD}**

PO Box 6849

New Albany, IN 47151

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**To be aligned with final document**

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GENERAL INFORMATION

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**1.01 Name**

The name of the association shall be the Alliance of Hazardous Materials Professionals, Inc., hereinafter referred to as the AHMP.

**1.02 Purpose**

The purpose of the AHMP is to provide:

- 1.02.01 The membership with resources and information to support their practice in the hazardous materials management industry, including educational and certification opportunities and instruction in the stewardship of hazardous materials related to environment, health and safety, hazardous materials transportation, disaster planning, emergency management and homeland security.
- 1.02.02 A forum for hazardous materials professionals to exchange information and ideas about the hazardous materials profession.
- 1.02.03 A meeting ground for members from academia, consulting, government, industry, business, transportation, and security who are practicing in varying areas of the hazardous materials profession.

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All members shall meet minimum requirements for membership that include payment of AHMP dues, and execution of the AHMP Code of Ethics commitment, and other requirements any membership agreement(s) established ~~below or~~ by the Board of Directors (BoD).

### 2.01 Classification

The members of the AHMP shall be classified as Professional, Student, ~~or~~ Professional Emeritus, or Emerging Professional Member. The Board of Directors may designate membership sub-sets within these membership classifications.

#### 2.01.01 Professional Member

Any individual who practices or provides services in the fields of hazardous materials management, ~~and~~ homeland security, and/or environmental health and safety, and any individual who provides goods or services to persons practicing in those fields, shall be eligible to be a Professional Member. The Board of Directors shall establish a method for designation of the fields of practice that constitute hazardous materials management, homeland security, and/or environmental health and safety.

#### 2.01.02 Student Member

Any student continuously enrolled and in good standing at an accredited institution of higher learning or a participant in an associated cooperative or student internship program in fields of study related to hazardous materials management or homeland security and who meets the qualifications as defined by the Board of Directors shall be eligible to be a Student Member.

#### 2.01.03 Professional Emeritus

Any Professional Member who has retired from professional life and receives compensation for no more than 500 hours per year of professional services in the fields of hazardous materials management, homeland security, and/or environmental health and safety shall be recognized as a Professional Emeritus Member upon request.

#### 2.01.04 Emerging Professional Member

Any member in good standing who is in their first five (5) years of the profession is eligible to be an Emerging Professional Member.

### 2.02 Rights of Membership

~~AH~~All Professional Members and Emerging Professional Members of the AHMP shall possess the right to:

- Vote on any issue placed before the membership

- Hold any elective and/or appointed volunteer leadership position
- Participate in and hold a position on any committee or task group
- Propose amendment(s) to the bylaws
- Other rights as the Board of Directors may determine

In addition to these rights, additional rights of specific membership classifications are stipulated below.

Student Members and Professional Emeritus Members shall possess the same rights and privileges as Professional Members, except that they may not hold any elective position.

### **2.03 Revocation of Membership**

Membership in the AHMP shall be automatically revoked, without action by the Board of Directors, for failure to pay dues. The Board of Directors may revoke membership by a simple majority vote for other valid reasons, including ethics infractions and violating AHMP's ~~Harassment and Code of Conduct Policy~~ published policies, as long as the member is provided advance written notice including the reason for revocation, and given the opportunity to contest the revocation in writing or in person before the Board of Directors. Final written notice of the decision of the Board of Directors shall be provided to the member.

### **2.04 Reinstatement of Membership**

Any person who has had their membership revoked due to failure to pay dues may be reinstated as a member by paying the current year's dues. AHMP reinstatement fees, if any, shall be set by the Board of Directors and collected in accordance with approved policy and procedure. The Board of Directors may be petitioned for reinstatement due to revocation of membership for other reasons after five (5) years. Reinstatement will occur by a simple majority vote of the Board of Directors.

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**3.01 Quorum of the Board of Directors ~~or Committee Meetings~~**

A quorum shall be a simple majority of the meeting body, present in person, except as otherwise noted in these Bylaws. Members may attend a meeting by telephonic or other electronic means by which all persons participating in the meeting can interact immediately with each other. Anyone attending in such a manner shall be considered to be present in person and counted as attending the meeting.

**3.02 Annual Membership Meeting**

A meeting of the members shall be held at least once per year in conjunction with the National Conference unless an alternative time and place is fixed by the Board of Directors.

3.02.01 Notice of Meeting

Notice of any meeting of the members shall be given not less than ten (10) ~~days nor more than ninety (90)~~ calendar days prior to the time fixed for the annual meeting. Notice of a membership meeting shall be given by written notice delivered via electronic method or postal mail to each member at their physical or electronic address as shown in the records of the AHMP.

3.02.02 Quorum

The presence in person or by proxy of ~~one~~ three-percent of the members of the AHMP shall constitute a quorum for the transaction of business.

~~**3.03 Approval of Motions**~~

~~Except as otherwise provided in these Bylaws, every motion which shall come before a meeting of the members shall be decided by a majority vote once a quorum has been established.~~

**3.04 Parliamentary Procedure**

The rules contained in the current edition of ~~Robert's~~ Robert's *Rules of Order* ~~(full or light)~~ Newly Revised shall guide govern the AHMP ~~proceedings of the Board of Directors~~ in all cases to which they are applicable and committees except as otherwise stated in in which they are not inconsistent with these Bylaws. bylaws and any special rules of order the AHMP may adopt.

## Section 4 ELECTIONS

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Elections shall be held annually. Qualified candidates for elective positions will be nominated by the Leadership Committee each year. Members shall elect nine (9) Directors for staggered, three-year terms. The Directors then shall elect from among the Board the four operating officers of Chair, Vice Chair, Secretary, and Treasurer.

### 4.01 Elections

All Directors shall be elected at-large in an annual election held in accordance with current AHMP policy and procedure. The membership shall be provided adequate notice of the election, biographical and qualifications information about each candidate, and adequate time in which to cast ballots. The three (3) candidates receiving the largest number of votes shall be elected. The Chair of the Leadership Committee shall notify the Board of Directors and each of the candidates of the election results within two business days after the close of voting. Election results shall be publicized to the membership prior to the elected Directors taking office. Ties shall be resolved according to current AHMP policy and procedure.

### 4.02 Nominations Process

The annual election process for each group of three (3) Directors shall begin with a minimum thirty-day call for nominations from the membership, to allow time for evaluation of nominees by the Leadership Committee. The Leadership Committee shall evaluate nominees from the membership and other sources and then nominate at least three (3) qualified but no more than nine (9) at-large candidates for the three open positions. The Leadership Committee shall inform the ~~Executive Director~~Board of Directors of the names of the nominees, and the ~~Executive Director~~BoD shall ~~prepare~~prepare ~~arrange for the preparation~~ and ~~distributed~~distribution to members in good standing a ballot using an on-line voting service.

### 4.03 Insufficient Nominations to Fill Slate

In the event that the Leadership Committee does not receive enough qualified nominees in the prescribed period, the AHMP Chair shall appoint, and the Board of Directors shall approve, a qualified candidate for the open director position prior to the start of the term of office. The term of office shall be for one year with the position being placed on the ballot during the next election. The term of office of the subsequently elected director shall expire in accordance with the term of office for the position that was originally opened for election.

### 4.04 Qualifications for Positions

Candidates for elective position shall be qualified in accordance with the requirements of defined job position descriptions adopted by the Board of Directors, as well as other standards established by the Board of Directors and/or the Leadership Committee. At a minimum, all candidates must be Professional

Members or Emerging Professional Members of AHMP in good standing.

#### 4.05 Terms of Office

##### 4.05.01 Directors at Large (Directors)

The Directors At-Large ~~Directors~~ shall be elected ~~to for a term of~~ three (3) ~~year terms~~ years or until the election of a successor, with three (3) Directors being elected each year. The same person may serve in this capacity no more than two (2) consecutive terms. All ~~At-Large~~ Directors shall begin their terms once sworn into office, but no later than the first Board of Directors meeting of the new year. Service ~~in an appointed capacity~~ to fulfill the remainder of a partial term shall not be considered in determining consecutive terms. An individual who has previously served two (2) consecutive terms on the Board of Directors shall become eligible to again stand for election after one full term of three (3) years off the Board of Directors.

##### 4.05.02 Advisory Directors

Appointed Advisory Directors' ~~terms~~ shall ~~be up to~~ serve for two (2) years or until the election of a successor. Advisory Directors shall begin their terms once their appointments are approved by the Board of Directors. The same person may serve in this capacity no more than two (2) consecutive terms. An individual who has previously served two (2) consecutive terms as an Advisory Director shall be eligible to be appointed as an Advisory Director again after one full term of two (2) years out of the position.



Section 5

BOARD OF DIRECTORS (BoD)

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The governing body is the Board of Directors, herein after referred to as the BoD, which has the authority and responsibility for governance of AHMP. The BoD sets the direction of the AHMP through strategic planning, establishes policy, and monitors implementation of policy by ~~the contracted association management company or, if applicable, the AHMP staff under the direction of the Executive Director (ED), if such a position has been authorized and filled. In the event of a vacancy in the position of ED, the BoD shall appoint a qualified individual to this position.~~ any contracted administrative staff.

Written position descriptions shall be maintained to provide clarity of roles and responsibilities of elected volunteer leadership, non-elected volunteer leadership positions, ~~the association management company, and the ED~~ and any additional paid staff.

**5.01 Composition of the BoD**

The BoD shall consist of:

Nine (9) Directors elected at-large, ~~and,~~

- ~~The ED, who shall serve as an ex officio, non-voting member~~

The Chair may appoint up to one (1) Advisory Director annually subject to confirmation by a majority vote of the BoD.- No more than two (2) Advisory Directors may serve on the BoD at any one time. The Advisory Directors are non-voting positions on the BoD.

**5.02 Officers**

The Officers of the BoD include the Chair, Vice Chair, Treasurer and Secretary and shall be elected annually by, and from among, the Directors at the first meeting of the fiscal year. All officers shall serve a term of one year. ~~No~~ A Director who is in the final year of his or her service on the BoD and who has not previously served as an officer shall not be eligible for ~~first~~ election to any officer position. A Director who is serving or who has served as an officer of the BoD may be re-elected to that position or elected to another officer position at any point in his or her term of service on the BoD. An officer’s total term of service shall be limited only by their term as Director.

#### 5.02.01 Chair

The Chair shall serve as AHMP's Chief Executive Officer and Chief Operating Officer. A candidate must have served at least one (1) year as a Director ~~or in another officer position~~ before becoming eligible for the position of Chair.

#### 5.02.02 Vice Chair

The Vice Chair shall act in the absence of the Chair.

#### 5.02.03 Secretary

The Secretary shall be responsible for recording minutes of BoD and Executive Committee meetings, maintenance of AHMP records, and preparation and issuance of AHMP and BoD reports. The duties of the Secretary, as set forth in these Bylaws, may be delegated by the Secretary at any time to ~~the Executive Director~~ any administrative staff.

#### 5.02.04 Treasurer

The Treasurer shall be responsible for management of AHMP's financial resources, including compliance with applicable financial regulations. The Treasurer shall be chair of the Finance Committee. The duties of the Treasurer, as set forth in these Bylaws, may be delegated by the Treasurer at any time to ~~the Executive Director~~ any administrative staff.

### 5.03 Meetings

There ~~shall generally~~ must be a minimum of four (4) regular BoD meetings per year of such duration as decided by the Chair. The time and place of these meetings is to be determined by the Chair after consultation with other members of the BoD. Unless called to executive session, attendance at meetings of the BoD shall be open to all members in good standing.

### 5.04 Due Notice

Thirty (30) calendar days prior to a regular BoD meeting shall constitute due notice. Special meetings shall be called with at least five (5) calendar days' notice. {Language for Open Meetings}

### 5.05 Indemnification

To the greatest extent permitted by applicable law, any present Director or Officer of the AHMP, or other such persons so designated in the discretion of the BoD, or the legal representative of such person, shall be indemnified by the AHMP against all reasonable costs, expenses, counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his or her legal representative may be made a party by reason of his or her being a Director or Officer. However, no such indemnification shall be approved or paid unless and until the AHMP has received an opinion from legal counsel regarding the propriety of doing so.

## 5.06 Vacancies

### 5.06.01 Director

In the event of a vacancy in a Director position, the Leadership Committee shall nominate, as soon as practicable, for the BoD's consideration, one or more candidates to fill the remaining term of that Director. The vacancy shall be filled by the first candidate that receives a majority vote of the BoD. If a vacancy extends beyond the next BoD election, the candidate's appointment shall be submitted to the AHMP membership for a vote of affirmation.

### 5.06.02 Officer

In the event of a vacancy in an officer position, the BoD shall fill the vacancy following the election procedures described in section 5.02 of these Bylaws.

## 5.07 Removal

~~A Director may only be removed from office by a vote of the AHMP membership. A recall petition from the membership, signed by 75% of the BoD or at least ten percent of the members in good standing and submitted to the Secretary, shall cause the BoD to hold a recall election for the Director subject to the recall petition. No later than 30 days after receipt of the petition, the Secretary shall certify that adequate, valid signatures have been submitted, or else that the petition is invalid. No later than 14 days after the petition is validated, the BoD shall cause to be held a recall election. The Director subject to the recall election shall be removed from office only by a majority of votes cast.~~

An officer may be removed from their office by a 2/3 majority vote of the BoD, the officer subject to the vote not voting. However, an officer so removed remains as a Director on the BoD.

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A Director may be removed from the BoD by a 2/3 majority vote of the BoD, the director subject to the vote not voting.

## Section 6 COMMITTEES

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Committees shall be established and operated to ensure the business of the AHMP is conducted according to the plans of the BoD. There shall be Standing Committees as described in these Bylaws. Ad hoc committees or task groups can be established by the BoD as required.

No standing committee shall operate prior to the provision of a written charter approved by the BoD. Ad hoc committees or task groups will have clear objectives created prior to their establishment. No ad hoc committee or task group shall supersede or duplicate the role, responsibility, or authority of a standing committee. Committee chairs must be members in good standing of the AHMP and, except where otherwise specified, are appointed by the BoD.

### 6.01 Standing Committees

#### 6.01.01 Executive Committee

The Executive Committee shall be vested with full power to run the day-to-day affairs of the AHMP including the execution of plans made by the BoD and specified in the strategic and any operating plans. When ~~an Executive Director (ED)~~ any administrative staff is employed by the AHMP, the Executive Committee shall work with the ~~ED~~ administrative staff, acting as support and guidance to ensure that the policy and plans of the BoD are being implemented.

6.01.01.01 The Executive Committee shall consist of the Chair, Vice Chair, Secretary, and Treasurer. ~~The ED shall be an ex-officio, non-voting member of the Executive Committee.~~

6.01.01.02 The Executive Committee shall generally hold monthly meetings. As needed, special meetings shall be called by the Chair for timely action on matters of immediate AHMP interest. Actions taken by the Executive Committee shall be documented in the minutes.

6.01.01.03 Due notice for regular Executive Committee meetings shall be seven (7) days. The Chair shall give notice to Executive Committee members at least forty-eight (48) hours in advance for special meetings called.

#### 6.01.02 Finance Committee

The Finance Committee shall be responsible for developing (for BoD approval) the annual AHMP budget, monitoring the budget, managing the financial assets of the organization, and reporting to the BoD. The Treasurer of AHMP shall serve as the chair of the Finance Committee ~~shall be the Treasurer.~~

#### 6.01.03 Leadership Committee

The Leadership Committee shall review qualified candidates for leadership and governance positions.

The Leadership Committee Chair shall be appointed by the Board from the Directors, exclusive of members of the Executive Committee. At a minimum, the other Leadership Committee members shall be:

- ~~one~~ **One (1)** current officer of AHMP appointed by the BoD from among the Vice Chair, Secretary, and Treasurer;
- no less than one (1) past Director and no less than two (2) chapter Past Presidents, who are not serving on the BoD and who are not from the same chapter, appointed by the Leadership Committee Chair with consent of the BoD;
- Other members appointed by the Leadership Committee Chair with consent of the BoD.

The Leadership Committee Chair and current officer of AHMP shall serve one-year terms. The other members shall serve two (2) year terms that shall be rotated between the members so one-half are appointed each year. No person may serve more than four consecutive years on the Leadership Committee.

No potential candidate(s) can serve on the Leadership Committee.

#### 6.01.04 Professional Development Committee

The Professional Development Committee (PDC) shall support implementation of the AHMP education and training programs by identifying and vetting content, speakers, and educational venues consistent with the needs of the membership and the Vision-Mission-Strategy of the AHMP.

#### 6.01.05 Chapter DevelopmentRelations Committee

The Chapter DevelopmentRelations Committee (~~CDC~~CRC) shall encourage local peer group interaction by working to foster the establishment of AHMP-chartered chapters and any other local affiliated groups of the AHMP, maintain qualification standards for chartering and affiliation, and foster growth of existing chapters by identifying and providing support services. The CRC shall consist of one member from each chapter in good standing and each active section. The Chair of the Chapter Relations Committee shall be selected by the committee from among its members subject to approval by the BoD.

#### 6.01.06 Awards Committee

The Awards Committee shall implement recognition programs established by the BoD and recognize individuals and AHMP chapters for outstanding contributions in education, training, research, development, operations, and performance that further the objectives and the Vision-Mission-Strategy of the AHMP. The Awards Committee also evaluates and recommends candidates for AHMP scholarships, grants and/or other awards, as applicable.

#### 6.01.07 Government Affairs Committee

The Government Affairs Committee (GAC) shall review existing or proposed legislation that may affect the hazardous materials industry or the use of a recognized hazardous materials certification. After review, the GAC may propose to the BoD the issuance of a public comment from AHMP. The GAC may also support new legislation to support the use of a hazardous materials professional certification.

#### 6.01.08 Conference Planning Committee

The Conference Planning Committee (CPC) shall implement educational opportunities through the annual conference and programs established by the BoD. The CPC supports the PDC by providing a venue for

delivery of education and training opportunities consistent with the needs of the membership and the Vision-Mission-Strategy of the AHMP.

#### 6.01.09 Emerging Professionals Committee

The Emerging Professional Committee (EPC) shall increase awareness and provide means for engagement of early- to mid-career professionals within the AHMP membership. The EPC shall recommend career resources; create networking opportunities; design approaches for EPCs to engage with the extended membership and industry; and create a framework for the Chapters/Sections to connect with and attract prospective AHMP, but specifically, EPC members.

#### 6.01.10 Marketing Committee

The Marketing Committee (MC) shall strive to increase awareness and value of AHMP as a strategic alliance of global hazardous materials management professionals. The MC supports the AHMP BoD by promoting educational opportunities, membership engagement events, and award recipients. The MC shall provide marketing recommendations and strategies to the BoD. The MC may provide recommendations for AHMP Good Will Ambassador appointments for confirmation by the BoD.

#### 6.01.11 Grant Committee

The Grant Committee (GC) shall identify potential opportunities for external funding to aid in the execution of the AHMP Mission and Vision. The GC shall provide recommendations to the AHMP BoD on opportunities for pursuit, recommended contributors, and subject matter experts. The GC shall develop technical and price proposals in response to solicitations for review and approval by the BoD.

### **6.02 Ad Hoc Committees**

The BoD may from time to time establish ad hoc committees for a particular purpose or reason. These committees may be referred to as committees or task groups. Chairs of these committees shall be appointed by the BoD.

### **6.03 Committee Membership**

~~The~~Except as provided above for individual committees, the Chair of a committee shall appoint its members, including a Vice Chair ~~and/or secretary, as needed.~~ For a committee to be ~~properly~~fully staffed, it ~~shall~~should have at least four members in addition to the chair.

### **6.04 Quorum of a Committee**

A quorum shall be the members present in person, except in no case shall a quorum be fewer than three members. Members may attend a meeting by telephonic or other electronic means by which all persons participating in the meeting can interact immediately with each other. Anyone attending in such a manner shall be considered to be present in person and counted as attending the meeting.

Section 7

Affiliates

AFFILIATES AND SECTIONS

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The AHMP may seek to fulfill its purposes through the chartering and support of local Chapters, ~~Sections~~, or other BoD-sanctioned organizations. These groups will be defined as “Affiliates”.

**7.01 Affiliate Charter**

The BoD shall charter affiliates upon application and approval. The requirements for chartering and approval shall be established by the BoD. Specific benefits of each affiliate will be defined in the charter for each type of affiliate.

**7.02 Affiliate Minimum Standards**

The AHMP BoD shall establish, maintain and enforce minimum standards for affiliate operation. Existing chartered chapters ~~and sections~~ shall have one (1) year to conform to any newly-established minimum standards.

**7.03 Revocation of Affiliate Charter**

The charter for any affiliate may be revoked upon a simple majority vote of the BoD.

**7.04 Establishment of Sections**

The AHMP EC may establish Sections within the organization to serve a subset of AHMP members who are located in a specified geographic area not served by an active AHMP Chapter. Sections will provide events and professional development opportunities specific to the members of each Section. Any member may petition the EC to create a Section. Creation of a section requires a minimum of two (2) AHMP members who agree to serve as official Section contacts. The EC may approve the creation or dissolution of a Section by a simple majority vote. Sections shall be subject to the governance and oversight of the AHMP BoD.

Section 8  
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The Executive Committee, or its designee, shall manage the financial affairs of the AHMP.

**8.01 Tax Status**

The AHMP shall be a tax-exempt corporation, organized and operated consistent with Internal Revenue Code (IRC) Section 501(c)(3) requirements.

**8.02 Budget**

The annual operating budget for the AHMP shall be consistent with any strategic or operating plans and approved by the BoD by December 31<sup>st</sup>. If a final budget cannot be approved by December 31<sup>st</sup>, a continuing resolution may be approved. The BoD shall establish spending limits in the budget, which is may be subject to revisioende minimis adjustments by the Executive Committee ~~under conditions set out by the BoD in policy.~~ Any change of less than 5% of a budgeted amount or \$500, whichever is greater shall be considered de minimis. The BoD shall approve any policy addressing the establishment or modification to the AHMP budget.

**8.03 Accounting and Financial Records**

Accounting and financial records of the AHMP shall be maintained using generally accepted accounting principles (GAAP). Resources may be committed, and money may be spent, only for items that conform to the approved budget within the bounds of AHMP policy.

**8.04 Dues**

AHMP dues shall be set by the BoD and collected in accordance with approved policy and procedure.



## Section 9

### AMENDMENTS TO THE BYLAWS

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#### **9.01 Proposed Amendments**

The BoD may propose, and approve by majority vote, amendments to the Bylaws prior to the amendment(s) being presented to the membership for approval.

#### **9.02 Resolution for Amendments**

A resolution from the membership, represented by a written petition signed by at least ten percent of the members in good standing, may propose amendments to the Bylaws. Any such proposal need not be approved by the BoD. The resolution of members shall be forwarded to the AHMP Secretary to be presented to the membership for a vote.

#### **9.03 Approval by the Membership**

Proposed amendments shall be provided to the members in good standing. Each member in good standing shall be given the opportunity to vote on acceptance of any proposed amendment to the Bylaws. A ~~simple~~2/3 majority of ballots date and time stamped within (30) days after the date of member notification shall be required for adoption.

## Section 10

### DISSOLUTION

The AHMP may be dissolved by a two-thirds (2/3) majority of the members. If the AHMP is dissolved, no part of the funds or property shall be distributed to or among the members. After payment of all AHMP indebtedness, its surplus and assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c) (3).