

Kentucky Chapter of Hazardous Materials Managers

(Operating under the Assumed Name
Kentuckiana Chapter of Hazardous Material Managers)

Constitution and Bylaws

Last amended: November 8, 2017

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CONSTITUTION

Article I. Name and Definition

The name of this organization shall be the Kentucky Chapter of Hazardous Materials Managers Inc., hereafter referred to as “the Chapter” or “KCHMM.” The Chapter operates under the assumed name the Kentuckiana Chapter of Hazardous Materials Managers.

The Chapter is a non-profit corporation and constituent of the Alliance of Hazardous Materials Professionals. None of its net income shall financially benefit any individual or individuals. If at any time the Chapter shall be dissolved, no part of the funds or property shall be distributed to or among its members; but after payment of all indebtedness of the Chapter, surplus and properties shall be used for the education of hazardous materials managers, in such a manner as the governing body shall determine.

The principal office of the Chapter shall be located in the Louisville metropolitan area, County of Jefferson, Commonwealth of Kentucky.

Article II. Purposes

The purposes of the Chapter are to collectively represent and to safeguard the common interests of the members of the hazardous materials management profession, to cultivate, promote, and sustain the profession of hazardous materials management, to elevate and maintain the professional character and education of hazardous materials managers, to contribute toward the protection of human health and of the environment, and to facilitate the exchange of ideas to improve administration of hazardous materials management programs.

Article III. Membership

The membership of the Chapter is composed of members of the Alliance of Hazardous Materials Professionals, hereinafter referred to as the “AHMP,” who are credentialed and reside in Kentucky or southern Indiana, together with such other members as are authorized in the Bylaws of this Chapter.

Article IV. Government

The administrative body of the Chapter shall be the Board of Directors, hereafter referred to as “the Board.”

Article V. Officers

Section 1. The elective officers of this Chapter shall be President, Vice President, Immediate Past President, Secretary, Treasurer, and five Directors.

Section 2. The appointive positions of this Chapter shall be filled by members named by the President as required for the proper conduct of Chapter affairs.

Article VI. Meetings

Section 1. There shall be at least one Annual Meeting at the time and place determined by the Board of Directors as prescribed in the Bylaws.

Section 2. 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.

Article VII. Amendments

Amendments to the Constitution and Bylaws may be presented by any voting Member at any regular meeting called for that specific purpose, provided that notice is given to all Members that the amendments to the Bylaws will be considered at the meeting. A notice of the proposed amendment shall be transmitted to all members and postmarked at least ten days prior to the meeting at which voting will take place. A two-thirds affirmative vote of the Members present and voting is necessary to change the Bylaws and Constitution.

Article VIII. Adoption

This Constitution shall be enforced when adopted by the Board of Directors as specified in Chapter VIII of the Bylaws.

BYLAWS

Chapter I. MEMEBERSHIP

Section 1. General Membership

Membership in the Kentucky Chapter of Hazardous Materials Managers (KCHMM) operating under the assumed name Kentuckiana Chapter of Hazardous Material Managers is open to persons interested in the goals of the organization.

Section 2. Classification

The Members of the Chapter shall be classified as either Credentialed or Non-Credentialed. Credentialed refers to possession of a nationally recognized professional credential, license, and/or certification. Examples include a Certified Hazardous Materials Manager (CHMM), Certified Hazardous Materials Practitioner (CHMP), Certified Dangerous Goods Professional (CDGP), Certified Dangerous Goods Trainer (CDGT), Certified Environmental, Safety & Health Trainer (CET), Engineer in Training (EIT), Professional Engineer (PE), Professional Geologist (PG), Qualified Environmental Professional (QEP), Registered Environmental Manager (REM), Certified Industrial Hygienist (CIH), Associate Safety Professional (ASP), and Certified Safety Professional (CSP).

Section 3. Credentialed Members

Credentialed Members may be Active or Life.

A. Active Member

Shall be a Credentialed Member in good standing of this Chapter

B. Life Member—An Active Member of this Chapter:

- 1) Who maintains his or her professional Credential(s).
- 2) 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
- 3) Who has served as President of KCHMM shall automatically become a Life Member

Section 4 Non-Credentialed Members

Non-Credentialed Members may be Affiliate, Student, Retired, or Life Members.

A. Affiliate Member

A professional in the field of hazardous materials management who is not in possession of a nationally recognized professional credential, license, and/or certification.

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. Retired Member

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

D. Life Member—An Active Member of this Chapter:

- 1) Who is not Credentialed or whose previous professional Credential has lapsed,
- 2) 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
- 3) Who has served as President of KCHMM shall automatically become a Life Member

Section 5. Rights of Credentialed Members

Credentialed 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 Credentialed 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-Credentialed 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 its designated agent.

Section 8. Dues

The dues of the Chapter are annual, payable in advance on or before the first of February of each year. For new members after the first of July, dues shall be pro-rated to a half-year rate.

- A. Dues for the Active and Affiliate members may be increased 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 Student and 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 Credentialed Member shall become a Non-Credentialed Member of the Chapter if their credential 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 (B-D) 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 Credentialed 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 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 or 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 provided 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, usually but not necessarily 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 two 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.

Special meetings may be face-to-face or electronic. Electronic meetings shall be conducted in accordance with the latest version of the KCHMM BOD "Administrative Procedure: Conducting Business by Electronic Meeting."

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 electronic 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 electronic 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 Credentialed 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 electronic or 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.

G. Duties

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 chartering organization of hazardous materials professionals, 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.
 - d) Interfacing with committee chairs to ensure ongoing progress on the work of the Chapter.
 - e) Chairing the Nominations Committee to develop a slate and conduct elections for the next year's Board of Directors.
- 2) The Vice President shall be responsible for:
 - a) Presiding over Chapter meetings in the absence of the President.
 - b) Chairing the Program Committee for Chapter meetings, which involves arranging for speakers to present at 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:
 - a) Documenting Chapter and Board meetings.
 - b) Maintaining and updating Chapter records.
 - c) Documenting Chapter sponsored training.
 - d) 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:
 - a) Maintaining the Chapter financial records and reporting the status of all funds at each membership meeting.
 - b) Tracking meeting RSVPs for Chapter meetings and coordinating arrangements with meeting venues.
 - c) Documenting membership status of individuals.
 - d) Preparing and submitting applicable tax documentation to appropriate government regulators.
 - e) Filing the Kentucky Secretary of State Annual Report.
 - f) Interfacing with government regulators to maintain the Chapter's non-profit status.
 - g) Obtaining approval of a simple majority of the members of the Board of Directors present and voting before disbursement of any funds in excess of \$100.00.
 - h) Working with other members of the Board and committee chairs to prepare regular Chapter financial reports.

- 6) Directors-at-Large shall be responsible for:
 - a) Assisting the Treasurer with collection of dues and dinner meeting fees at each meeting.
 - b) Participating in Chapter committees.
 - c) Authoring and/or soliciting articles of interest for the Chapter publications.

- 7) 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. Chair

One or more Member(s) of a committee shall be named as Committee Chair, with responsibility for coordinating the work of the committee, presiding over committee meetings, and reporting progress to the Chapter Board of Directors in accordance with Section 3 of this Chapter.

C. 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.

D. 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 demonstrated.

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
 - Stewardship
 - Nominations

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 8, 2017.



President



Vice President



Secretary



Treasurer



Past President



Director



Director



Director



Director



Director