

# **BYLAWS**

## **Cyber Chapter of the Alliance of Hazardous Materials Professionals**



**22 November 2018**

ACHMM Cyber Chapter Inc.  
DBA AHMP Cyber Chapter  
337 Little Quarry Road  
Gaithersburg, MD 20878

## CONTENTS

1.0	GENERAL.....	4
1.01	Name .....	4
1.02	Purpose.....	4
2.0	MEMBERSHIP.....	4
2.01	Classification.....	5
2.02	Rights of Membership.....	5
2.03	Application for Membership.....	6
2.04	Revocation of Membership.....	6
2.05	Reinstatement of Membership .....	6
3.0	GOVERNANCE .....	6
3.01	Quorum of the Directors and Standing Committees.....	6
3.02	Meeting of the Members .....	6
3.03	Voting .....	7
3.04	Parliamentary Procedure .....	7
4.0	ELECTIONS.....	7
4.01	Nominations .....	7
4.02	Qualifications for Positions.....	7
4.03	Balloting Methods.....	7
4.04	Election Results .....	7
4.05	Terms of Office.....	7
5.0	BOARD OF DIRECTORS .....	8
5.01	Composition of the BoD .....	8
5.02	Meetings.....	9
5.03	Due Notice .....	9
5.04	Vacancies .....	9
5.05	Removal .....	10
6.0	COMMITTEES.....	10
6.01	Standing Committee.....	10
6.02	Subcommittees .....	11
6.03	Ad Hoc Committees.....	11
6.04	Committee Membership.....	11
6.05	Committee Performance .....	11
7.0	FINANCES .....	11
7.01	Tax Status.....	11
7.02	Budget .....	11

7.03	Accounting and Financial Records .....	11
7.04	Dues .....	11
8.0	AMENDMENT TO THE BYLAWS.....	12
8.01	Proposed Amendments .....	12
8.02	Resolution for Amendment.....	12
8.03	Approval by the Membership .....	12
9.0	DISSOLUTION .....	12
10.0	BoD CERTIFICATION TO ADOPT BYLAWS .....	13

## **1.0 GENERAL**

### **1.01 Name**

The name of the association shall be the Cyber Chapter of the Alliance of Hazardous Materials Professionals, hereinafter referred to as the Chapter. The chapter is a nonprofit IRS 501(C)3 entity incorporated Maryland. The chapter is open to members world-wide. The chapter is chartered by the Alliance of Hazardous Materials Professionals (AHMP) which is domiciled in the state of Maryland.

### **1.02 Purpose**

The purpose of the Chapter is to:

- 1.02.01 Provide the membership with resources and information to support their practice in the hazardous materials management industry, including educational 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 Provide a forum for hazardous materials professionals to exchange information and ideas about the hazardous materials profession.
- 1.02.03 Provide 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.

The chapter acknowledges the IHMM Code of Ethics for CHMMs, CDGPs, and CHMPs.

## **2.0 MEMBERSHIP**

Members in good standing shall be those members that meet minimum requirements for membership including payment of Chapter dues, and other requirements established below or by the Board of Directors (BoD).

Membership in the Chapter is open to persons who are engaged full or part time in the hazardous materials profession (including but not limited to environmental, health, safety and security) or are interested in the welfare of hazardous material safety and in the purpose of the association.

Membership in the Chapter may be obtained by registering on-line and paying the dues established for that fiscal year and upon approval by the Membership Committee if one exists. The application for membership shall be executed by registration on-line. Registration with the Cyber Chapter will constitute an agreement that the applicant will abide by the Bylaws of the Chapter.

# Bylaws of the Cyber Chapter of the Alliance of Hazardous Materials Professional

Members who have paid the annual dues for the current Chapter year shall enjoy all the privileges of membership.

A member shall be considered delinquent if annual dues have not been paid within 60 calendar days of notice that they are due. No member while delinquent in payment of dues shall be entitled to vote on chapter matters, hold office, or receive services provided by the Chapter.

A member may not speak on behalf of the Chapter without approval from the BoD.

## **2.01 Classification**

The members of the Chapter shall be classified as Member or Student Member.

### 2.01.01 Member

A Member is any individual who is engaged in the hazardous materials profession or is interested in the welfare of hazardous material safety and interested in the purpose of the association.

### 2.01.02 Student Member

Student Members are individuals who are full time students or are currently enrolled in any secondary school, vocational school, or other higher educational school.

## **2.02 Rights of Membership**

All members of the Chapter shall possess the right to:

- Participate in elections
- Hold appointed office in the Chapter
- Propose amendment(s) to the bylaws
- Other rights as the BoD may determine

All student members of the Chapter shall possess the right to:

- Participate in elections
- Propose amendment(s) to the bylaws
- Be appointed to as a director at large
- Other rights as the BoD may determine

### **2.03 Application for Membership**

Individuals wishing to become members of the Chapter shall register on-line.

### **2.04 Revocation of Membership**

Membership in the Chapter shall be automatically revoked, without action by the BoD, for failure to pay dues. The BoD may revoke membership by a simple majority votes received from the membership for other valid reasons, including ethics infractions, 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 BoD. Final written notice of the decision of the BoD shall be provided to the member.

### **2.05 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 current years dues. Chapter reinstatement fees shall be set by the BoD and collected in accordance with approved policy and procedure. The BoD may be petitioned for reinstatement due to revocation of membership for other reasons after 1 year. Reinstatement will occur by a simple majority vote by the BoD.

## **3.0 GOVERNANCE**

### **3.01 Quorum of the Directors and Standing Committees**

A quorum of the BoD or standing committees shall be a majority of the meeting body, present in person, except as otherwise noted in these Bylaws. Members may attend a BoD meeting, and standing committee members may attend a standing committee meeting, by telephonic or similar equipment by means of which all persons participating in the meeting can communicate with each other. Anyone attending in such a manner shall be considered to be present in person.

### **3.02 Meeting of the Members**

There shall be at least one (1) meeting of the membership held annually, at a time fixed by the BoD.

#### **3.02.01 Notice of Meeting**

Notice of any meeting of the members shall be given not less than ten (10) calendar days and at a minimum at least once within ninety (90) calendar days prior to the time fixed for the meeting. Notice of a membership meeting shall be given by written notice delivered personally, electronic methods or mail delivered to each member at his physical or electronic address as shown in the records of the Chapter.

#### **3.02.02 Quorum**

The presence in person or by proxy (includes written or electronic notification) of one percent of the voting members of the Chapter shall constitute a quorum for the transaction of business.

### **3.03 Voting**

As provided in these Bylaws every vote which shall come before a meeting of the members, the BoD, or any standing committee, shall be decided by a majority vote once a quorum has been established.

### **3.04 Parliamentary Procedure**

The current edition of Robert's Rules of Order shall govern the Chapter proceedings of the BoD and standing committees except as otherwise stated in these Bylaws. The BoD may, at their discretion, allow use of an abbreviated version referred to as AHMP Robert's Rules of Order Lite, which will have foundation in Robert's Rules, but be designed to make the requirements clearer for BoD and standing committee members.

## **4.0 ELECTIONS**

The elections of Officers shall be held on a biennial basis 30 – 90 calendar days prior to the end of the current term. The new term of office will begin on January 1 of the following year. The president, vice president/president-elect, and treasurer terms will end in odd number years and secretary term in even number years. Director elections will be held annually to fill vacant slots up to a maximum of 20. The Director term will be two years.

### **4.01 Nominations**

The Immediate Past-President shall Chair Nominating Committee to develop a slate of officers for presentation to the membership. If the immediate past-president is not available, the current president will appoint the nominating committee chair. The Nominating Committee shall consist of at least 3 chapter members. Nominations will be solicited from the membership at 1 - 3 months prior to the end of the fiscal year. If there are nominees from the general membership, the Nominating Committee shall vet the qualifications of the candidates and submit a ballot to the membership. If there are no nominees from the general membership, the slate presented by the Nominating Committee is elected. No candidate may be part of the Nominating Committee.

### **4.02 Qualifications for Positions**

Candidates for elective position shall be a member in good standing and be able to perform duties set forth below for each position.

### **4.03 Balloting Methods**

Ballots for election of Officers can be accomplished by secret hand ballot taken during the last regular meeting of the current term or by electronic means as established by the BoD.

### **4.04 Election Results**

Ballots shall be returned to the Nominating Committee, who will be responsible for tallying the vote. The election results shall be reported by the Nominating Committee Chair to the membership no later than December 31<sup>st</sup> of the current term. Ties shall be resolved by lot.

### **4.05 Terms of Office**

The terms of elective positions may be staggered to preserve continuity of the BoD. All Elected positions shall begin their term once sworn into office, but no later than the first BoD

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.

4.05.01 The President, shall serve a maximum of 2 consecutive terms of two years.

4.05.01.01 The President, upon completion of the term of office, shall succeed to the position of Immediate Past President, without election.

4.05.01.02 The Vice President/President Elect position, upon completion of the term of office, shall succeed to the position of the President, without election. Elections for the vice president will be in odd number years.

4.05.02 The Webmaster, Secretary and Treasurer shall be elected to 2-year terms Webmaster and Secretary will be elected in even number years and Treasurer will be elected in odd number years.

4.05.03 There shall be up to 20 Directors-at-Large elected each year to fill vacancies.

## 5.0 BOARD OF DIRECTORS

The governing body of the Chapter is the BoD, which has the authority and is responsible for governance of the Chapter. The BoD sets the direction of the Chapter through strategic planning, and establishes necessary policy and procedure.

Officers of the Chapter shall be members of AHMP.

### 5.01 Composition of the BoD

The BoD shall consist of:

- **President:** The President presides over Chapter meetings and interfaces with other chapters, AHMP, and other professional organizations. All committees report to the President, who is responsible for day-to-day Chapter management. In the absence of the Treasurer, the President shall disburse funds to pay Chapter obligations. The President must be a member of AHMP in good standing.
- **Vice-President/President-elect:** The Vice-President presides over Chapter meetings in the absence of the President and ensures the development and execution of an appropriate annual educational program for the Chapter. The Vice-President/President-elect must be a member of AHMP in good standing.
- **Secretary:** The Secretary documents Chapter meetings, maintains and updates Chapter records and mailing lists, documents Chapter-sponsored training, and manages mailing of official notices to the membership. The Secretary must be a member of AHMP in good standing.



## Bylaws of the Cyber Chapter of the Alliance of Hazardous Materials Professional

- **Treasurer:** The Treasurer documents Chapter membership, manages the Chapter's financial affairs, maintains the Chapter's financial records, mails invoices, pays obligations, collects receivables, makes bank deposits, and interfaces with applicable government entities to maintain the Chapter's nonprofit and corporate status. The Treasurer must be a member of AHMP in good standing.
- **Immediate Past-President:** The Immediate Past President shall direct recruitment of Chapter members and assist the Board of Directors in achieving Chapter objectives.
- **Webmaster:** The Webmaster is responsible for the overall administration of the website. The webmaster must have the technical knowledge to manage all aspects of the website individually or with the assistance of the contract web designers. The Webmaster must be a member of AHMP in good standing. This position may be filled by a current board member or member of the chapter in good standing.
- **Directors-at-Large:** Directors-at-Large are members of the BoD, but are not officers of the Chapter. Directors are responsible for providing long term strategic guidance to the BoD, and contributing to the operations of the Chapter where possible. There is no minimum number of Directors-at-Large required and a maximum of 20. The actual number of Directors-at-Large at any given time will determine the minimum number for a quorum at a BoD meeting.

### 5.02 Meetings

There shall be at least four regular BoD meetings per year of such duration as decided by the President of the Chapter after consultation with other members of the BoD. The President and any four (4) members of the BoD (acting together) may call a special meeting of the BoD. Special meetings may be held by conference call. Membership meetings shall be for the purpose of providing a professional development program to the membership, and conducting other business as required. Physical attendance, telephonic, webinar or other methods of two-way communications are considered "meetings".

### 5.03 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.

### 5.04 Vacancies

Vacancies on the BoD except the position of president will be appointed by the BoD. The replacement will fill the remainder of the term pro tem. In the event of the position of president being vacated the Vice President/President Elect will assume the position for the remainder of the term pro tem. The vacated Vice President position will be appointed by the BoD.

## **5.05 Removal**

A director or officer may only be removed from office by a vote of Chapter membership. A recall petition from the membership, signed by 75% of the BoD or at least one 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.

## **6.0 COMMITTEES**

Committees shall be established and operated to ensure the business of the Chapter is conducted according to the plans of the BoD. Standing Committees include those listed below, Ad Hoc committees may be established by the BoD as needed.

### **6.01 Standing Committee**

#### **6.01.01 Executive**

The Executive Committee shall be vested with full power to run the day-to-day affairs of the Cyber Chapter including the execution of plans made by the BoD and specified in the strategic and any operating plans.

#### **6.01.02 Finance**

The Finance Committee shall be responsible for supporting the development of the capital and operating budgets, monitoring such budgets, managing the financial assets of the organization, and reporting to the BoD. The chairperson of the Finance Committee shall be the Treasurer.

#### **6.01.03 Nominations**

The Nominations Committee shall review qualified candidates for leadership and governance positions. The chairperson of the Nominations Committee shall be the immediate past-president.

At a minimum 2 other chapter members will make up the nominations committee with a maximum total membership of 5 members.

#### **6.01.03 Planning/Program**

The Planning/Program Committee shall be responsible for the technical content provided to members including scheduling and delivery of such content. The chairperson of the Planning/Program Committee shall be the vice-president.

## **6.02 Subcommittees**

A committee chair may from time to time establish subcommittees to address a specific opportunity, functional and/or organizational need. The committee chair shall appoint the chairs of subcommittees. All requirements of Section 6.05 apply to these subcommittees.

## **6.03 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. All requirements of Sections 6.05 apply to these committees.

## **6.04 Committee Membership**

The Chair shall appoint committee members, including a Vice-Chair with approval of the BoD. For a committee to be properly staffed it shall have at least 1 other member in addition to the chair.

## **6.05 Committee Performance**

In the event of non-compliance with the duties delineated in these Bylaws and/or the charter of a committee established by the BoD, or performance in achieving the objectives of the committee, the BoD, unless otherwise provided for in these bylaws, may remove an ad-hoc committee chair. Likewise, a standing committee chair may replace a subcommittee chair.

## **7.0 FINANCES**

The Treasurer shall manage the financial affairs of the Chapter.

### **7.01 Tax Status**

The Chapter may operate as a tax-exempt corporation, organized and operated consistent with IRS Section 501(c) (3) requirements.

### **7.02 Budget**

The Chapter shall have an annual operating budget developed by, and maintained by, the Treasurer, and approved by the BoD. This budget shall be consistent with any strategic or operating plans approved by the BoD. Chapter membership fees should be part of the approved budget.

### **7.03 Accounting and Financial Records**

Accounting and financial records of the Chapter 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 Chapter policy.

### **7.04 Dues**

Chapter dues shall be set by the budget and collected in accordance with approved

policy and procedure.

## **8.0 AMENDMENT TO THE BYLAWS**

Any member of the Chapter has the right to propose an amendment to the Bylaws. Amendments to be considered must be received by the Secretary electronically or in writing with the minimum number of signatures as required by Roberts Rules of Order.

### **8.01 Proposed Amendments**

The BoD shall approve proposed amendments to the Bylaws by a majority vote prior to being presented to the membership for approval.

### **8.02 Resolution for Amendment**

A resolution of members 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 Chapter Secretary to be formally presented to the membership for a vote.

### **8.03 Approval by the Membership**

Proposed amendments shall be provided to the Members and Student Members in good standing. A simple majority of ballots received, date and time stamped 14 calendar days after the date of member notification shall be required for adoption. Ballots shall be tallied, and the count verified.

## **9.0 DISSOLUTION**

The Chapter may be dissolved by a two-thirds (2/3) majority of the members. If the Chapter is dissolved, no part of the funds or property shall be distributed to or among the members. After payment of all Chapter indebtedness, its surplus and assets shall be distributed for one or more exempt purposes within the meaning of IRS Section 501(c) (3). Such distribution shall be consistent with the purposes of the Chapter, as decided by a majority vote of the members in good standing and in accordance with the requirements of the federal, state, and local laws and regulations.

**10.0 BoD CERTIFICATION TO ADOPT BYLAWS**

These bylaws are approved by the membership of the Chapter on the 6<sup>th</sup> day of the month of August, in the year 2016 as attested to by signature below of each member of the current BoD:

\_\_\_\_\_  
Sarah Henderson President

\_\_\_\_\_  
Michael Bain  
Vice President-President Elect

\_\_\_\_\_  
Rebecca Neal Secretary

\_\_\_\_\_  
Lance Eisner Treasurer

\_\_\_\_\_  
Sarath Seneviratne - Director-at-Large

\_\_\_\_\_  
Jerome Fields – Director at Large

\_\_\_\_\_  
Heather Tittjung Director-at-Large

\_\_\_\_\_  
Director-at-Large

\_\_\_\_\_  
Bruce Donato Past President