

**The Gateway Society of Hazardous Materials Managers
By-Laws**

ARTICLE I - NAME AND CHARTER

The name of the organization shall be the **Gateway Society of Hazardous Materials Managers** (hereafter referred to as "the Society", "the Chapter", or "GSHMM"). The Chapter is a nonprofit corporation, domiciled in the state of Missouri. The Chapter is considered an area/local chapter of the Alliance of Hazardous Materials Professionals (AHMP), which is domiciled in the state of Maryland.

ARTICLE II - PURPOSE AND MISSION

AHMP is a professional membership organization for Certified Hazardous Materials Managers (CHMMs), Certified Hazardous Materials Practitioners (CHMP) and other hazardous materials management related professionals recognized by AHMP. AHMP chapters are organized to provide hazardous materials management related professionals from academia, consulting, government, industry, business, transportation, and security with an environment fostering professional development through continuing education, peer-group interaction, and exchange of ideas and information relating to environment, health and safety, hazardous materials transportation, disaster planning, emergency management and homeland security.

The Chapter's mission is to provide a balanced program for its members in at least the following five areas:

- Environmental Health and Safety
- Regulatory Compliance and Policy
- Science and Technology
- Hazardous Materials Handling, Emergency Response and Remediation
- Strategic Environmental Management

This mission will be fulfilled by:

- Professional recognition for CHMMs, CHMPs, and other professionals holding credentials recognized by AHMP.
- Providing, promoting, and encouraging continuing education to achieve and maintain certification and to document Chapter-recognized related training.
- Providing a forum for information exchange among peers to promote qualified environmental decision making.
- Broadening the professionals' scope and understanding of prudent hazardous materials management, in the interest of protecting human health and the environment.
- Increasing knowledge and experience related to new technologies, government regulations and community awareness relating to hazardous materials management.

The Chapter acknowledges the Institute of Hazardous Materials Management's CHMM Code of Ethics and will promote them to Chapter members, all CHMMs, and CHMPs.

ARTICLE III - MEMBERSHIP

Members in good standing shall be those members who have fulfilled all obligations to the Chapter and to the appropriate certifying bodies, in the case of certified members. Upon payment of Chapter dues, members will be categorized as "Certified", "Affiliate", or "Student".

- **Certified Members:** Any CHMM, CHMP, or other professional holding credential(s) recognized by the AHMP shall be eligible to become a Certified Member of the Chapter.

- ***Affiliate Members:*** A person with an interest in the field of hazardous materials management who does not meet the definition of a Certified Member may be an Affiliate Member. At the discretion of the Chapter's Board of Directors (BOD), subcategories of Affiliate Members may be created, such as, but not limited to Corporate, Inactive or Honorary Member.
- ***Student Members:*** A person with an interest in the field of hazardous materials management that is a student in an full time accredited program of instruction in an environmental, engineering, science, or safety field of study or interest. Student members receive a reduced membership rate.

Rights of Members:

Certified Members shall be entitled to:

- Vote for elective positions, changes to the By-Laws, and dissolution of the Chapter.
- Hold an elective or appointed Office in the Chapter.
- Receive official Chapter publications.
- Attend and participate in Chapter meetings.
- Other rights as the Board of Directors may determine.

Affiliate Members shall be entitled to:

- Vote for elective positions.
- Serve as an elected or appointed Director in the Chapter.
- Serve as an appointed Officer in the Chapter.
- Receive official Chapter publications.
- Attend and participate in Chapter meetings.
- Other rights as the Board of Directors may determine other than being an elected Officer, and voting for changes to the By-Laws and dissolution of the Chapter.

Student Members shall be entitled to:

- Receive official Chapter publications.
- Attend and participate in Chapter meetings.
- Other rights as the Board of Directors may determine, other than: holding elective office, being a director on the Board, and voting for changes to the By-Laws and dissolution of the Chapter.

Application for Membership: All applicants must provide Chapter Membership Information and the stipulated dues to the Secretary.

Dues: Membership dues and/or other fees of the Chapter shall be set by the Board of Directors.

Revocation of Membership: Chapter membership may be revoked by a two-thirds (2/3) vote of the full Board of Directors. Reasons for revocation shall be kept confidential. Revocation shall be based on: members not being in good standing, conducting themselves in a way detrimental to the Chapter, and/or a breach of the CHMM Code of Ethics.

Reinstatement of Membership: Any person whose membership has expired due to failure to pay dues may be reinstated as a member by paying the current year's dues. The BOD may be petitioned for reinstatement due to revocation of membership for other reasons after five (5) years. Reinstatement may occur by a simple majority vote by the full BOD.

ARTICLE IV - OFFICERS

All Officers shall be Certified Members in good standing with the AHMP. They shall be responsible for the day-to-day management of Chapter affairs, implementation of policy set by the Board of Directors, and execution of the Annual Operating plan.

Officers' Duties: There shall be five (5) Chapter Officers. The terms of office and duties are listed below.

President: The President serves a one year term, presides over Chapter meetings and interfaces with other chapters, the AHMP, and other environmental 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. Following review by the BOD, the President is responsible for completion and submission of the Annual Report to AHMP.

Vice-President (President-Elect): The Vice-President, who is elected to serve one year is expected to serve as President the following year and as the Immediate Past President the following year. 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.

Secretary: The Secretary, who is elected to a term of one year, documents Chapter meetings, maintains and updates Chapter records and mailing lists, documents Chapter-sponsored training, documents Chapter membership, and manages mailing of official notices to the membership.

Treasurer: The Treasurer, who is elected to a term of one year, manages the Chapter's financial affairs, prepares and maintains the Chapter's budget, maintains the Chapter's financial records, mails invoices, pays obligations, collects receivables, issues receipts, makes bank deposits, and interfaces with applicable government entities to maintain the Chapter's nonprofit and corporate status in cooperation with the *Chapter's Registered Agent*.

Immediate Past President: The Past President, who completed the term of President as defined above, holds this position for the year immediately following service as President. The Past President recruits Chapter members with the Secretary, identifies potential candidates for the BOD, assists the Board of Directors in achieving Chapter objectives, and manages the Chapter CHMM review course (when held).

Registered Agent: This position is required by the State of Missouri for all corporations such as the Chapter. The Registered Agent serves for three (3) years. This position is assigned to the current President-Elect at the time the previous Registered Agent leaves office. That same individual acts as the Registered Agent of the Chapter for three (3) consecutive years corresponding to the individual's terms as President-Elect, President, and Past-President.

Removal of Officers: Officers may be removed from office by a two-thirds (2/3) vote by the full Board of Directors. Reasons for removal shall be kept confidential and shall be of the nature of not being in good standing, conducting themselves in a way detrimental to the Chapter, non-fulfillment of responsibilities as an Officer, or breach of the CHMM Code of Ethics. The Officer shall be given the opportunity to resign before any official action by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

The Chapter shall be governed by a Board of Directors (the Board) of at least seven members including the Officers and at least two (2) Directors-At-Large. The President shall be the Chairperson of the Board. Elected Directors-At-Large shall be Certified or Affiliate Members in good standing with the AHMP. The Directors-At-Large shall be elected to a one-year term. Directors-at-Large are responsible for providing long term strategic guidance to the BOD and contributing to the operations of the Chapter where possible.

The Board shall annually plan and structure Chapter operations in the form of an Operating Plan. This responsibility shall include the following:

- Setting objectives
- Developing a yearly calendar of activities
- Developing an annual budget
- Setting dues for each classification
- Any other planning that will forward Chapter growth

The Operating Plan shall be adopted by the Board by a majority vote and presented to the general membership at the first general membership meeting of the fiscal (July 1-June 30) year. Any proposed unplanned expenditure, not included in the Operating Plan as adopted by the Board and presented to the general membership, shall be adopted by a majority vote of the members present at a general membership meeting, consistent with the requirements of Article VIII.

The Board is charged with the responsibility of setting policy for the Chapter. Other responsibilities shall be the revocation of membership, and the removal of Officers consistent with the language in Articles III and IV respectively.

A Board of Directors meeting will not be conducted unless a quorum is present. For the purpose of conducting a valid BOD meeting, a quorum is a simple majority of the full BOD.

There shall be at least four (4) regular BOD meetings per year at such times and of such duration as decided by the President of the Chapter after consultation with other members of the BOD. Ten (10) days prior to a regular BOD meeting shall constitute due notice. All decisions shall be determined by a simple majority vote of the Board members present.

The Board has the right to bring issues to the general membership for discussion and decision-making votes. The membership shall be provided notice of such issues ten (10) days prior to the planned date of discussion and the decision-making vote.

ARTICLE VI - ELECTIONS

The elections for Officers and Directors shall be held on an annual basis prior to the last regular meeting of the Chapter in the current fiscal year. The new term of office will begin on July 1 of the new fiscal year.

The Past-President shall serve as the head of a Nominating Committee to develop a slate of officers for presentation to the membership. Nominations will be solicited from the floor at the meeting prior to the election. Ballots shall be provided to all Certified and Affiliate members. Such ballots shall stipulate a deadline for the return of completed ballots.

Ballots shall be returned to the Past President who, with the Secretary, will be responsible for tallying the vote. The election results shall be reported by the immediate Past President to the membership no later than the last regular meeting of the Chapter in the current fiscal year in which the election is held.

Officers and Directors shall be elected by a majority of the votes cast by those members in good standing who return completed ballots by the deadline stipulated. In the event that no candidate receives a majority of the votes cast on the first ballot, a runoff election shall be held between the two candidates receiving the greatest number of votes. Until such time as elections are completed, the Officers shall hold their posts.

If any Officer is unable to maintain his/her position during his/her term of office or removed from office as described in Article IV, the Board of Directors shall appoint an individual to maintain the position for the remainder of the term.

The results of each election shall be reported by the Secretary to the AHMP no later than December 30 of the year in which the elections were held.

ARTICLE VII - ADMINISTRATION

The Chapter shall be governed by the Board of Directors. The Officers shall manage the day-to-day affairs of the Chapter. Committees shall be formed to conduct the work of the Chapter.

Before the Chapter publishes or otherwise issues publicly any statement upon a policy matter which purports to represent the opinion of the AHMP, it must first obtain the written consent of the AHMP. Before any member publishes or otherwise issues publicly any statement upon a policy matter which purports to represent the opinion of the Chapter, the person shall first obtain the written approval of the Board of Directors.

The *Secretary* shall record the minutes of all Board meetings and shall at least review the minutes of the previous meeting at the beginning of the following meeting. The Secretary shall also record minutes of the debate and vote on decisions made at any general membership meeting.

The *Treasurer* shall be custodian of all monies of the Chapter. The signature of the Treasurer is required for disbursement of any funds. At the annual business meeting and all Board of Director meetings, the Treasurer shall make a report on the financial condition of the Chapter. In the absence of the Treasurer, the President or other elected Officer shall disburse funds to pay the obligations of the Chapter.

The Chapter shall take no action in direct conflict with any existing standard, policy, rule, or directive of the AHMP.

The work of the Chapter shall be conducted by Committees of which the chairperson is expected to serve for a period of at least one year. The President shall appoint committee chairpersons for the following standing committees:

Government Affairs: This committee is the focal point for communication to the Chapter on actions, proposed or otherwise, taken at all levels of government in regard to management of hazardous materials. The chairperson is encouraged to be a member of the National Government Affairs Committee and shall conduct the chapter committee efforts in concert with the National AHMP. The Director-at-Large responsible for Governmental Affairs and other interested members will form the Government Affairs Committee.

Education: Continuing education of the members is an important part of the fulfillment of the Chapter's Mission. This committee will develop the educational programs for the Chapter meetings, as well as any other programs that can be used to further the exchange of information and ideas. The President-Elect, Director-at-Large responsible for Meetings and other interested members will form the Education Committee.

Community Outreach: The primary purpose of this committee is the establishment and maintenance of a positive impression of the CHMM certification, the membership, and the AHMP. This committee will focus on efforts that will increase the awareness of the GSHMM Chapter and attract new members. News releases, public speaking, and promotional literature distribution will be used as part of the strategy. The Director-at-Large responsible for Outreach, Director-at-Large responsible for Communications, and other interested members will form the Community Outreach Committee.

Membership Development: This committee recruits new members for the Chapter. The committee will develop and execute recruiting plans. The Past President, Secretary, and other interested members will form the Membership Development Committee.

The President or the Board can appoint additional committees, or ad-hoc committees, as may be required to conduct Chapter business.

ARTICLE VIII - MEETINGS

Board of Directors: There shall be at least four (4) planning meetings of the Board of Directors per fiscal year. The time and place of each meeting shall be set by the President in consultation with the BOD. A quorum is required to conduct Chapter business. All meeting dates will be preceded by advance notice to all Directors and Committee Chairs except for special meetings called by the Board of Directors.

Agenda: Except for special meetings called by the Board of Directors, the following items shall be on each Board of Directors meeting agenda..

- Call to order
- Approval of minutes of the last meeting
- Reports of Officers and actions taken
- Reports of Committees and actions taken
- Announcement of next meeting date and adjournment

Parliamentary Procedures: The latest edition of *Roberts Rules of Order* shall be the official parliamentary procedure guide for the conduct of both membership business meetings and Board of Directors meetings.

General Membership: There shall be at least four (4) general membership meetings per year consisting of a professional development program and a business portion to inform the Chapter. One meeting shall include the nomination of Officers. The time and place of each meeting shall be approved by the Board of Directors. All meeting dates will be preceded by a notice to all members at least ten (10) days before the meeting.

Quorum Defined: A quorum for conducting business at a general membership meeting requires five (5) members of the Board of Directors and three (3) additional Certified Members (total number, eight).

ARTICLE IX - DISSOLUTION OF THE CHAPTER

The Chapter may be dissolved by an affirmative vote of two-thirds (2/3) majority of the Certified 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 properties shall be distributed, consistent with the mission of the Chapter, as decided by a majority vote of the Certified Members and in accordance with the requirements of the federal, state, and local laws and regulations governing the Chapter.

ARTICLE X - AMENDMENTS

Amendments to the Chapter By-Laws may be presented by any Certified Member in good standing at any general membership meeting or at any meeting called for that specific purpose. A notice of the proposed amendment(s) shall be transmitted to all members, in writing, at least 21 days prior to the meeting at which voting will take place. The agenda at such meeting shall make provision for discussion and debate prior to a vote. Provision shall be made by the Chapter for absentee voting. An affirmative vote of two-thirds (2/3) of the ballots cast by the Certified Membership is necessary to change the By-Laws. The votes counted shall be the sum of the absentee votes and the votes cast at the meeting.

The Chapter shall forward written proposed modification to the Chapter By-Laws to the AHMP for review sixty (60) days prior to adoption. Final copies of modified By-Laws shall be provided to the AHMP as soon as accepted by the membership.

ARTICLE XI - PUBLICATIONS

The Chapter may circulate official publications to all its members. The frequency shall be determined by the Board. Their purpose should be to report professional and/or organizational activities to the Chapter. All Chapter

publications will be sent to the AHMP when issued to Chapter members by including the AHMP's office address in the mailing list of the Chapter.

ARTICLE XII - AHMP AFFILIATION

The Chapter recognizes the AHMP as the force of cohesion between all local chapters. The Chapter will operate in a manner that will ensure that the standards set forth by the AHMP will be met. The Chapter will ensure that the most current copy of the signed and dated Chapter By-Laws is on file at the AHMP office and will submit to the AHMP office an annual report on the required form provided by the AHMP. In return, the Chapter expects to receive all consideration and benefits of an AHMP Chapter in good standing.

These By-Laws of the Chapter are effective on of the month of in the year of as approved by the membership of the Chapter and attested to by the current Officers of the Chapter as noted to below by signature:

Laura Andrew, President _____

TBD, Vice-President (President Elect) _____

Renee Knoll, Secretary _____

Gregg Hagerty, Treasurer _____

Brad Phillips, Immediate Past-President _____