

# College and University Hazardous Materials Management Conference

## Bylaws

### ARTICLE I - NAME, PURPOSE

- Section 1: The name of the organization shall be the College and University Hazardous Materials Management Conference, a nonprofit corporation.
- Section 2: The College and University Hazardous Materials Conference, a nonprofit corporation (hereinafter referred to as CUHMMC) was formed to conduct an annual technical conference in order to facilitate the exchange of ideas and information related to the management of hazardous materials and waste at colleges, universities and other institutions of research and higher education.

### ARTICLE II - BOARD OF DIRECTORS

- Section 1: Board Role. The Board is responsible for overall policy and the day-to-day operations of CUHMMC.
- Section 2: Each eligible institution may appoint one representative to serve on the Board of Directors in the capacity of President, Vice President, Secretary, Treasurer or Past President. That person shall be known as the Institutional Representative.
- Section 3: Meetings. The Board shall meet at least annually, as set forth in Article V, Section 3 at the location of the technical conference. The Board receives no compensation other than reasonable expenses.
- Section 4: Board Composition and Roles. The Board shall be composed of six to ten members. Officers shall begin and end their terms concurrent with the fiscal year of the Corporation.

**President:** The President shall be the institutional representative of the previous technical conference host institution. The President or their designated representative shall convene and chair meetings, call votes and perform other duties as required.

**Vice President:** The Vice President shall be the institutional representative of the second subsequent year technical conference host institution. The vice president shall assist the President, perform other duties as required and in the absence of the President or their designated representative, perform the duties of the President

**Secretary:** The Secretary shall be the institutional representative of the subsequent year technical conference host institution. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking and publication of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, recording business meeting actions, tallying votes and assuring that corporate records are maintained.

**Treasurer:** The Treasurer shall be the institutional representative of the current year technical conference host institution. The Treasurer shall prepare and present the Annual Business Report to the Board at the annual Board meeting, make disbursements, collect and deposit funds, keep accurate records of all CUHMMC financial transactions and furnish all financial reports and transaction records to the Executive Treasurer.

**Past President:** The Past President shall be the institutional representative of the second previous technical conference host institution and is a voluntary Board position. The Past President shall assist the other officers of the Board and shall assist any Committees established for the betterment of the CUHMMC.

**At Large Member(s):** One to five At Large Members shall be designated depending on level of interest. At Large Members shall be representatives of a qualifying institution. In the event more than five perspective At Large Members are identified, preference shall be given to representatives of institutions that have not previously hosted the technical conference. At Large Members shall serve as ex officio members of all standing committees and report upon committee activities to the Board and perform other duties as assigned by the President. At large members shall serve a term of two years. No at large member may serve more than two consecutive terms.

Section 5: Candidates for service shall present affirmation of their status as Institutional Representative to the Board when being considered for eligibility to serve as a member of the Board or any committee. Said affirmation shall be made in writing.

- Section 6: Resignation, Institutional Withdrawal and Substitution: Resignation from the Board must be in writing and received by the Secretary. Withdrawal of representation by an institution must be in writing and received by the Secretary. Substitution of an institutional representative must be submitted to the Secretary in writing. In the event of resignation or institutional withdrawal, a replacement shall be appointed by a simple majority of the Board.
- Section 7: Recruitment of new members will be the duty of the current member from that region, specifically the host for year X is responsible for recruiting the host for year X+3 from their region. The regions will be loosely defined as East, Middle, and West. The Board will determine the applicable region if a potential host is in question.
- Section 8: Quorum. A quorum must be attended by at least 2/3 Board members or their designated representative(s) before business can be transacted or motions made or passed.
- Section 9: Vacancies. When a vacancy on the Board exists, an electronic Board meeting shall be called. Nominations for new members may be received from present Board members and member institutions via the Secretary.
- Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or two-thirds of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member via e-mail two weeks in advance. Business of the Organization may be conducted by e-mail or conference call with the participation of at 2/3 of the Board members.

### **ARTICLE III - COMMITTEES**

- Section 1: The Board may, by simple majority vote, create committees as needed. There shall be one standing committee – the Advisory Committee. The Board selects all committee chairs.
- Section 2: Advisory Committee: Not more than five institutional representatives shall serve as the Technical Committee. The Technical Committee shall be responsible for review of industry sector trends and practices, new regulatory initiatives, emerging technologies and closely related matters and for reporting on emerging issues regarding those matters to the Board.

## **ARTICLE IV- PEER AUDIT COMMITTEE**

- Section 1: A Peer Audit Committee shall be established for the review of each year's conference financial transactions. The Peer Audit Committee shall consist of the Treasurer for the conference reviewed and three volunteer representatives from qualifying institutions with no direct ties to the previous host institution or members of the host committee.
- Section 2: A Peer Audit Committee shall be convened by January 31<sup>st</sup> of the year following the conference audited for the purpose of reviewing the financial transactions of the conference.
- Section 3: The Peer Audit Committee shall designate a representative to serve as Chairperson of the Committee. The Chairperson shall be one of the three volunteer representatives from qualifying institutions. The Chairperson shall preside over the audit process.
- Section 4: The review shall consist of a comprehensive review of income derived from the conference and expenditures incurred. The Peer Audit Committee shall offer an opinion as to the propriety of transactions reviewed.
- Section 5: The Chairperson shall report the findings of the Peer Audit electronically to the Board by February 28<sup>th</sup> of the year following the conference audited. Any member of the Audit Committee with a dissenting opinion shall offer such to Board at the Annual Board Meeting. The Board shall investigate any disagreement among the Audit Committee and ultimately make a final determination of the audit findings.
- Section 6: In the event the conference experiences a shortfall of revenue versus expenses, the Peer Audit Committee shall offer observations and opinions for the shortfall to the Board. The Peer Audit Committee is empowered to offer recommendations for avoiding similar shortfalls in the future.

## **ARTICLE V - MEETINGS OF THE BOARD AND MEMBERS**

- Section 1: The regular annual business meeting shall be held at the conclusion of the annual technical conference each year. All general business, including votes, shall be conducted at the annual business meeting unless otherwise approved by a simple majority of the Board. All votes shall be conducted via written or electronic ballot unless an alternate form of voting is approved by a simple majority of the Board.

- Section 2: The annual Board meeting shall be held immediately prior to the technical conference each year. All Board members or their designated representative(s) shall attend. In the event a Board member is unable to attend, that member shall appoint a representative to attend. Said representative shall have full voting rights and authority vested in normal Board members. The Board shall, at a minimum, review, revise (as needed), approve and publish the Annual Business Report
- Section 3: The Annual Business Report and matters to be presented for a vote at the annual business meeting shall be published and made available to conference attendees at the Registration Station prior to 10:00 a.m. on the first morning following Board meetings
- Section 4: Attendance at Board meetings shall not be limited but participation in the meeting shall be limited to Board members and invited guest(s).
- Section 5: The Annual Business Report, meeting minutes and the results of votes shall be posted to the CUHMMC web site within 30 days.
- Section 6: Special Meetings. Special meetings may be called by a simple majority of the Board of Directors. Unless approved by a simple majority of the Board, special meetings shall be held via electronic means and not require travel by any member.
- Section 7: Notice of each special meeting shall be given to each Board member, by e-mail, not less than ten days before the meeting.
- Section 8: Site Selection Meeting: The Board shall hold a site selection meeting immediately prior to the annual business meeting. At the site selection meeting, the Site Selection Committee shall present recommendations for future technical conference host site(s). The Board shall select and approve a technical conference site for presentation to conference attendees.

## **ARTICLE VI – ELECTRONIC COMMUNICATIONS**

- Section 1: CUHMMC shall maintain a web site for use by the Board to communicate with members, to facilitate member communications and aid in conduct of technical conference business.
- Section 2: The Board shall be responsible for eligibility and participant's activity in the CUHMMC list serve.

## **ARTICLE VII – FISCAL YEAR**

Section 1: The fiscal year for CUHMMC shall begin January 1 and end December 31 each year. The financial reporting cycle shall correspond to the fiscal year.

## **ARTICLE VIII – AMMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Revised: January 2017