

BYLAWS

North Star Chapter of the Alliance of Hazardous Materials Professionals



November 26, 2013

Alliance of Hazardous Materials Professionals - North Star Chapter

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Bylaws of the North Star Chapter of the Alliance of Hazardous Materials Professionals

1.0 GENERAL

1.01 Name

The name of the association shall be the North Star Chapter of the Alliance of Hazardous Materials Professionals, hereinafter referred to as the Chapter.

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.

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).

2.01 Classification

The members of the Chapter shall be classified as Certified, Professional or Associate. The BoD may designate membership sub-sets within these membership classifications.

2.01.01 Certified Member

Any individual who has achieved a hazardous materials management related certifying credential recognized by the Alliance of Hazardous Materials Professionals (AHMP). The applicant for membership in this classification shall provide proof of good standing with their certifying organization on an annual basis.

2.01.02 Professional Member

Any individual who does not meet the requirements in Section 2.01.01, but has achieved at least ten (10) years experience in the field of hazardous materials management may be admitted as a Professional Member. A bachelors degree, or higher, may count as 4 years of experience, and an associate degree as 2 years of experience. The BoD shall evaluate

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evidence submitted with the membership application to verify the required experience level.

2.01.03 Associate Member

Associate Members are individuals who do not meet the qualifications in Section 2.01.01 or 2.01.02, but are a stakeholder in the hazardous materials management industry and meet the qualifications of Associate Member as defined by the BoD.

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

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

2.02.01 Certified Member

- Vote for changes to the Chapter bylaws, and/or dissolution of the AHMP
- Hold an elective position, including positions as officers of the Chapter.

2.02.02 Professional Member

- Vote for changes to the Chapter bylaws, and/or dissolution of the Chapter.
- Hold an elective position as Director-at-Large.

2.03 Application for Membership

Persons wishing to become members of the Chapter shall complete a Chapter Membership Application form. This form shall be signed and include contact information, membership category applying for, any required information to verify eligibility for the membership category applying for, and a commitment to the Alliance of Hazardous Materials Professionals (AHMP) Code of Ethics.

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 vote 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.

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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 five (5) years. Reinstatement will occur by a simple majority vote by the BoD.

3.0 GOVERNMENT

3.01 Quorum of the Directors and Standing Committees

A quorum of the directors or standing committees shall be a majority of the meeting body, present in person, except as otherwise noted in these Bylaws. Directors 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 hear 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 four (4) meetings of the membership held annually, at a time and place 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) days nor more than ninety (90) 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 AHMP.

3.02.02 Quorum

The presence in person or by proxy of one-third (1/3) of the voting members of the Chapter shall constitute a quorum for the transaction of business.

3.03 Voting

Except as otherwise provided in these Bylaws every question 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,

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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 and Directors shall be held on an annual basis prior to or during the last regular meeting of the Chapter in the current term. The new term of office will begin on January 1 of the following year.

4.01 Nominations

The President shall appoint a Nominating Committee to develop a slate of officers for presentation to the membership. Nominations will be solicited from the floor at a meeting of the general membership held prior to October 1 in the current year. If there are nominees from the general membership, the Nominating Committee shall submit a ballot to the membership. If there are no nominees from the general membership, the slate presented by the Nominating Committee is elected.

4.02 Qualifications for Positions

Candidates for elective position shall be qualified in accordance with the requirements and/or standards established by the BoD.

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 Immediate 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 close of the last regular meeting of the current term. Ties shall be resolved by lot.

4.05 Terms of Office

The terms of elective positions shall 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, Vice President-President Elect, and Immediate Past President shall serve one (1) year terms.

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

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- 4.05.01.02 The Vice President-President Elect, upon completion of the term of office, shall succeed to the position of the President, without election.
- 4.05.02 The Secretary and Treasurer shall be elected to two-year terms in alternating years. The same person may serve in each of these offices no more than two (2) consecutive terms.
- 4.05.03 There shall be four (4) Directors-at-Large elected to two (2) year terms, two being elected each year. The same person may serve in this capacity no more than two (2) consecutive terms.

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.
- **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.
- **Secretary:** The Secretary documents Chapter meetings, maintains and updates Chapter records and mailing lists, maintains and updates a list of active Chapter members, documents Chapter-sponsored training, and manages mailing of official notices to the membership and others.
- **Treasurer:** The Treasurer 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.
- **Immediate Past-President:** The Immediate Past President shall direct recruitment of Chapter members and assist the Board of Directors in achieving Chapter objectives.
- **Directors-at-Large:** Directors-at-Large are responsible for providing long term

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strategic guidance to the BoD, and contributing to the operations of the Chapter where possible.

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. Regular meetings and special meetings may be held in-person or 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.

5.03 Due Notice

Thirty (30) days prior to a regular BoD meeting shall constitute due notice. Special meetings shall be called with at least five (5) days' notice.

5.04 Vacancies

Vacancies on the BoD may be filled by the BoD. A member appointed to serve out the term of Vice-President or President shall complete the succession terms of office as described in Section 4.04.01.

5.05 Removal

A member of the BoD may be removed for cause by a three-fourths (3/4) vote of the BoD, with the Director or Officer proposed to be removed not voting.

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. There shall be Standing Committees as described in these Bylaws, and Ad Hoc committees as established by the BoD from time-to-time.

No committee shall operate prior to the provision of a written charter by the BoD. Unless otherwise established in these Bylaws, the chairperson shall be responsible for appointing qualified committee members. No Ad Hoc Committee or Subcommittee shall supersede or duplicate the role, responsibility, or authority of a standing committee.

6.01 Standing Committee

6.01.01 Membership

The Membership Committee, working in concert with the Immediate Past-President, is primarily responsible for recruiting new members for the Chapter and getting members and potential members to the Chapter Membership Meetings. The committee will develop and execute recruiting plans including the use of e-mail, website, direct mail, telephone campaigns, and membership development incentive.

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6.02 Subcommittees

A committee chairperson may from time to time establish subcommittees to address a specific opportunity, functional and/or organizational need. The committee chairperson shall appoint the chairpersons 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 Chairperson shall appoint committee members, including a Vice-Chairperson. For a committee to be properly staffed it shall have at least three (3) members in addition to the chairperson.

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 chairperson. Likewise, a standing committee chairperson may replace a subcommittee chairperson.

7.0 FINANCES

The BoD shall manage the financial affairs of the Chapter.

7.01 Tax Status

The Chapter shall 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 BoD, and approved by the membership. This budget shall be consistent with any strategic or operating plans approved by the BoD.

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.

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7.04 Dues

Chapter dues shall be set by the BoD 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 in writing.

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 Certified and Professional Members 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 Certified Members and the Professional Members in good standing. Each Certified and Professional Member in good standing shall be given the opportunity to vote on acceptance of any proposed modification to the Bylaws. A two-thirds (2/3) majority of ballots date and time stamped within (30) days after the date of member notification shall be required for adoption. Ballots shall be tallied, and the count verified, using independent resources.

9.0 DISSOLUTION

The Chapter may be dissolved by a two-thirds (2/3) majority of the Certified and Professional 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 IRC Section 501(c) (3). Such distribution shall be consistent with the purposes of the Chapter, as decided by a majority vote of the Certified and Professional Members and in accordance with the requirements of the federal, state, and local laws and regulations.

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10.0 BOD CERTIFICATION TO ADOPT BYLAWS

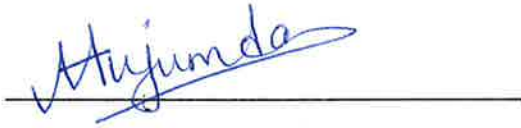
These bylaws are approved by the membership of the North Star Chapter on the xx day of the month of November in the year 2013 as attested to by signature below of each member of the current BoD:



Loren Larson, President



Craig Frost, Vice President-President Elect



Anita Mujumdar, Secretary



Bruce Huset, Treasurer



Gregory Smith, Director-at-Large



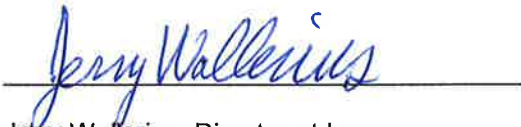
John Potokar, Immediate Past President



Christopher McLinn, Director-at-Large



David Liverseed, Director-at-Large



Jerry Wallerius, Director-at-Large