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**CONSTITUTION AND ARTICLES OF THE ASSOCIATION  
OF  
THE CAROLINAS AIR POLLUTION CONTROL  
ASSOCIATION**

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We, the undersigned, natural persons of the age of 21 years or more, do hereby associate ourselves into an unincorporated non-profit association and to that end do hereby set forth:

I.

The name of the unincorporated association is the CAROLINAS AIR POLLUTION CONTROL ASSOCIATION.

II.

The duration of the association shall be perpetual.

III.

The purpose or purposes for which the Association is organized are:

To organize and bring together into a unified body and association, those individuals and entities of North and South Carolina who are working in the field of air pollution control, whether in a government, individual, corporate, or association capacity and those individuals and entities that are interested in air pollution control although not working in the field, for the purpose of promoting, encouraging, improving, advancing, and strengthening the cause of air pollution control and clean air through any and all lawful avenues and opportunities available.

IV.

The powers of the Association shall include the power to do any and all acts necessary to further and promote the purposes of the organization as set out in Article III herein.

V.

The majority of the membership of the Association shall adopt by-laws relating to the number and election of officers, the holding of organized meetings, dues, qualifications for membership in the Association, executive powers of officers, and any other functions necessary to operate the Association for the purposes for which it is formed.

# ***CAROLINAS AIR POLLUTION CONTROL ASSOCIATION***

## ***BY-LAWS***

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### **ARTICLE I**

#### **MANAGEMENT**

##### **SECTION 1. - BOARD OF DIRECTORS**

The general management and control of the organization, its properties and affairs will be managed by a Board of Directors.

##### **SECTION 2. - TERM OF OFFICE**

A member of the Board of Directors other than the outgoing President shall be elected for a term of two years. A director shall be eligible for re-election after a period of one year following his prior tenure. (Note: During the first year after adoption of this amendment, two directors will serve for only one year and two others will serve the full two year term in order to establish a rotating order whereby two directors will be elected for two-year terms every year thereafter).

##### **SECTION 3. - COMPOSITION OF THE BOARD OF DIRECTORS**

The Board of Directors shall consist of nine members. Ex-officio members shall include President, Vice-President, Secretary, Treasurer of the organization. In addition, four members shall be elected from the general membership, two each year for two year terms, as described in Section 2. The outgoing President will serve as a director for one year following his tenure as President.

##### **SECTION 4. - METHOD OF ELECTION**

The two members who are elected from the general membership shall be those acquiring the largest number of votes of all who are running for membership on the board. (Note: During the first election following adoption of these amendments two directors will be elected for two-year terms and two will be elected for one-year terms. The nominations must specify which term or office, one year or two years, a member is running for.)

##### **SECTION 5. - ANNUAL AUDIT**

An annual audit of the financial records of the organization shall be conducted by at least three of the four duly elected members of the Board of Directors. The audit shall be performed prior to March 1<sup>st</sup> of each year, and the results of the audit reported at the next regularly scheduled meeting of the general membership.

## **ARTICLE II**

### **OFFICERS**

#### **SECTION 1. - NUMBER OF OFFICERS**

The Carolinas Air Pollution Control Association shall have a President, Vice-President, Secretary and Treasurer.

#### **SECTION 2. - TERM OF OFFICE**

Each Officer shall serve a term of one year and, except for the Treasurer, shall not be eligible to succeed himself. The Treasurer may succeed himself if duly elected in accordance with Section 3.

#### **SECTION 3. - METHOD OF ELECTION**

The Officers shall be elected by a majority of votes cast at any regular or special meeting called for the purpose of conducting business of the organization.

#### **SECTION 4. - DUTIES OF THE OFFICERS AND APPOINTEES**

The Officers acting as Members of the Board of Directors shall help direct the management and control of the organization, its properties and affairs, except such as are expressly reserved to the general membership.

##### **SUBSECTION A. - President**

The President is to be Chairman of the Board of Directors and meetings of the general membership. The President shall have no vote on matters brought before the Board of Directors, except in the case of a tie vote.

##### **SUBSECTION B. - Vice President**

The Vice-President shall perform such duties as may be assigned to him by the President. In case of the absence of the President, he shall be vested of all powers and perform all duties of the President.

##### **SUBSECTION C. - Secretary**

The Secretary shall keep a record of the minutes of all meetings and any other duties assigned to him by the President.

##### **SUBSECTION D. - Treasurer**

The Treasurer shall receive and disburse all funds at the discretion of the Board of Directors and shall keep accurate detail records of all receipts and disbursements, which records shall at all times be subject to inspection by any member of the organization.

## **ARTICLE III**

### **MEETINGS**

#### **SECTION 1. - REGULAR MEETINGS**

The meetings of the Carolinas Air Pollution Control Association shall be held two times per year at a place to be determined by a committee appointed by the Board of Directors of the Organization.

#### **SECTION 2. - SPECIAL MEETINGS**

A special meeting of the organization may be called at any time by the President and two other officers or by a majority of the members of the organization.

## **ARTICLE IV**

### **CONDITIONS TO TRANSACT BUSINESS OF THE ORGANIZATION**

#### **SECTION 1. - VOTING ON BUSINESS**

Any and all issues brought before the membership present at all regular meetings or any special meeting may be acted on and passed by a majority of those members present.

#### **SECTION 2. - NUMBER REQUIRED TO CARRY ON BUSINESS**

Those members in attendance at any officially called meeting shall constitute a quorum, which has the power and authority to carry out any and all business of the organization.

#### **SECTION 3. - MODIFICATION OF BY-LAWS**

Any modification of the officially adopted by-laws of the organization can only be accomplished by a two-thirds majority of the total membership of the organization. This vote may be at any regular or special meeting of the organization or by correspondence through the issuance of ballots via letters or other written forms of communication.

## **ARTICLE V**

### **MEMBERSHIP**

#### **SECTION 1. - QUALIFICATIONS FOR MEMBERSHIP**

Any and all persons working in the field of or having interest in Air Pollution Control shall be eligible for membership in the organization. Membership may be obtained by submitting an application for membership and payment of membership fee.

#### **SECTION 2. - PRIVILEGES OF MEMBERSHIP**

Any person duly elected as a member of the organization shall have all privileges and rights and be qualified to vote and express opinion on any or all functions of the organization.

### **SECTION 3. - FEES**

The annual membership fee may be changed, upon recommendation of the Board of Directors by a majority vote of the members present at a regularly scheduled business meeting of the organization, provided written notice of the recommended fee change is given to the membership at least two weeks prior to the scheduled meeting. Upon proper approval, the new membership fee will become effective for the following calendar year. The designated fee is due and payable prior to or during the Spring Meeting each year. Failure to pay results in the member's being dropped from the membership list of the organization. Full time students enrolled in educational institutions above the secondary level shall be exempted from this fee. In lieu of the fee each student shall submit a letter each year certifying his student status and expressing his desire to be a member.

## **ARTICLE VI**

### **COMMITTEES**

#### **SECTION 1. - FORMATION OF COMMITTEES**

From time to time the Board of Directors of the organization shall form standing committees for the purpose of organizing and carrying out the functions of the organization. These standing committees shall include, but not be limited to committees for membership, finance, nominations, legislation and programs.

#### **SECTION 2. - POWER OF COMMITTEES**

The committees shall have such power as are delegated to them by the Board of Directors in order to carry out any particular function of the committee.

#### **SECTION 3. - LIMITATION OF COMMITTEES**

Any and all actions of committees is subject to approval of the Board of Directors of the organization. A majority rule of the Board of Directors or a majority vote of the members present at any regular or special meeting can reverse any decision set forth by any committee.