

**BY-LAWS**  
**OF**  
**THE COLORADO ENVIRONMENTAL MANAGEMENT SOCIETY, INC.**  
**(CEMS)**

(Formerly the Colorado Hazardous Waste Management Society)

**ARTICLE I**  
**NAME**

The name of the organization shall be the Colorado Environmental Management Society, Inc. Hereafter it shall be designated as the "Society". The organization was originally named the Colorado Hazardous Waste Management Society, Inc. The name was changed to the Colorado Environmental Management Society, Inc., effective January 1, 2013.

**ARTICLE II**  
**OBJECTIVE**

1. To support engineering, scientific, and legal professionals engaged in environmental management activities, such as the environmental assessment, management, monitoring, modeling, or control of regulated chemicals and radioactive materials at commercial/industrial facilities or in environmental media such as soil, sediment, bedrock, groundwater, surface water, vegetation, air, or waste.
2. To improve the exchange of information between individuals in the field of environmental management and other related disciplines, and to bring together persons concerned with the various phases of environmental management by the encouragement of interest and cooperation among private enterprise, governmental, industrial, educational and research institutions.
3. To increase the public awareness and understanding of the problems and needs related to environmental management issues to insure protection of our environment.
4. The objectives shall be accomplished by Society-sponsored activities which primarily include meetings, conferences, publications or other avenues of information dissemination.
5. The Society shall represent the broad-based interests involved in environmental management including but not limited to academia, industry, lawyers, technical consultants, government and research institutions.

**ARTICLE III**  
**MEMBERSHIP**

1. The Society shall have one class of members whose qualifications and rights shall be determined by the Membership Committee.
2. Membership shall be open to persons who are engaged in environmental management activities. Eligibility for membership shall be determined by the Membership Committee. Membership will be conferred to persons desiring to join the Society upon receipt by the Treasurer of an acceptable membership application and the annual membership dues.
3. Continuing membership in the Society will be contingent upon the timely payment of membership dues.

4. Dues are payable at the beginning of the membership year and will be established by the Board of Directors. Passage of the dues requires an affirmative vote of a majority of the Directors then in office.

#### ARTICLE IV DIRECTORS

1. There shall be eleven (11) voting directors of the Society. Four (4) officers shall be elected in accordance with Article VIII, and the past-president shall serve on the board for one year after being president. Additionally, six directors shall serve for a term of two years and shall be elected in such a way as no more than three (3) non-officer directors are elected in any one year.

2. The voting members of the Board shall approve all expenditures of funds. These expenditures shall be limited to those required for operation of the Society in accordance with the By-laws.

3. The fiscal year shall be determined by the Board of Directors.

4. One-half of the Board's voting members shall constitute a quorum and a majority of the quorum is required to approve any decision of the Board unless otherwise specified herein.

#### ARTICLE V OFFICER

1. The Officers of the Society shall consist of a Treasurer, Secretary, Vice-President, President, and Past President. The Officers shall be members of the Society in good standing.

2. The terms of office for all Officers are one year.

3. Officers are voting members of the Board of Directors.

#### ARTICLE VI DUTIES OF OFFICERS

1. The President shall be the principal administrative officer of the Society and shall preside at all meetings of the Society.

2. The President shall be responsible for appointing committee members to all committees during the year of his/her presidency.

3. The Vice-President shall assume the duties of the President in his/her absence.

4. The Secretary shall keep a record of all meetings and transactions of the Society.

5. The Treasurer shall accept funds on behalf of the Society, shall maintain accurate records of the financial dealings of the Society, and shall issue payment on outstanding debts approved by the Board Directors.

6. The Past-President shall be available to advise and counsel the board, and to participate in special projects as requested by the President.

#### ARTICLE VII STANDING COMMITTEES

1. Operation of the Society shall be assisted by committees consisting of at least three members of the Society in good standing. These committees shall include, but not be limited to, a Program Committee, a Membership Committee, and a Nominating/By-laws Committee.

2. Members of each of the committees will be approved by the President.

3. The President will select for each Committee a Chair.
4. The responsibilities of the standing committees shall include, but not be limited to the following:
  - a. The Nominating/By-laws Committee shall nominate candidates, conduct elections, and coordinate drafting and revision of the Society's By-laws.
  - b. The Program Committee shall coordinate and plan program activities of the Society.
  - c. The Membership Committee shall administer the application process, including establishment of criteria for belonging to the Society, and shall recommend changes in the annual fees. The criteria for admission to the Society shall be approved by a majority vote of Board of Directors then in office.

#### ARTICLE VIII ELECTIONS OF DIRECTORS AND OFFICERS

1. The Nominating/By-laws Committee shall select nominees for each elective office. In no case shall an individual's name be placed in nomination for more than one elective position during an election.
2. The Nominating/By-laws Committee shall, at the pleasure of the Society, conduct the annual elections. A slate of candidates will be prepared by the Nominating/By-laws Committee, approved by the Board and sent to all members at least one month prior to the annual meeting. Nominations also may be accepted from the floor. Elections shall be decided by the majority of members present at the annual meeting.
3. The Board of Directors shall appoint replacements for the unexpired term of any Director or Officer who has resigned or who is unable to fulfill his/her duties. By majority vote of the Directors then in office, the Board may remove any Officer or Director upon good cause. Absence from three consecutive meetings shall constitute good cause.
4. These By-laws do not restrict a member from serving successive or non-successive terms as Director or Officer.

#### ARTICLE IX MEETINGS

1. The Society shall hold at least two regular meetings, to include the annual meeting, during the calendar year. The date, location and time for each meeting shall be established by the Program Committee and announced to the Society membership at least two weeks prior to the meeting.
2. The date of the annual meeting shall be determined by Resolution of the Board of Directors. It will include the election of officers for the coming year.
3. A quorum, for purposes of floor votes, shall consist of a majority of the members attending the meeting. Written proxy votes submitted by the time of the floor vote shall count in determining a quorum.
4. All meetings of the Society are open to the entire membership. Any member may bring guests to Society meetings, provided reservations are made if required and/or registration fees are paid when applicable.
5. Meetings of the full Society shall be conducted in accordance with the By-laws of the Society and Robert's Rules of Order. Where there is conflict between the two, the Society's Bylaws shall take precedence.

6. Meetings of the Board of Directors may be conducted via email, telephone or facsimile transmission when appropriate.

ARTICLE X  
WAIVER OF NOTICE

1. Any notice required to be given by law or under these By-laws, whether before or after the time stated therein, may be waived in a writing signed by the person waiving such notice.

ARTICLE XI  
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. The Board of Directors of the Society may, from time to time, authorize any office or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances.

2. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers of the Society as are so designated by the Board of Directors.

3. All funds of the Society shall be promptly deposited, from time to time, to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE XII  
BOOKS AND RECORDS

1. The Board of Directors shall cause to be kept a correct and complete set of books and records and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Board of Directors shall cause to be kept a record of the names and addresses of the members entitled to vote.

ARTICLE XIII  
AMENDMENTS

1. Amendments to the by-laws shall be initiated and developed by the Nominating/By-laws committee. Individual members of the Society desiring changes in the By-laws should express their views in writing to the Chair of the Nominating By-laws committee. Alternatively, Amendments to the By-laws can be presented directly to the Board of Directors in the form of a petition containing signatures of ten percent of the members in good standing.

2. Upon receipt of a petition or recommendation of the Nominations/Bylaws Committee, the Board of Directors shall approve the proposed amendment only upon the affirmative vote of a majority of the Directors then in office.

3. After adoption by the Board of Directors, notice of the amendment shall be made to all members in good standing.

4. The Nominating/By-laws committee shall make a copy of the By-laws available to any member of the Society upon his/her request.

ARTICLE XIV  
AGENCY LIAISONS

1. The Society desires to establish and maintain formal relations with governmental agencies involved in topics relevant to the objectives of the Society. Examples of such governmental agencies include, but are not limited to, the United States Environmental Protection Agency (USEPA) and Colorado Department of Public Health and Environment (CDPHE).

2. In order to maintain relations between the Society and such governmental agencies that are involved in topics relevant to the objectives of the Society, the Board of Directors may from time-to-time designate "Agency Liaison" positions. The Board of Directors shall approve all Agency Liaisons.
3. An Agency Liaison is defined as an employee of a governmental regulatory agency (not a contractor) who volunteers to assist and advise the Board of Directors with its duties in carrying out the objectives of the Society. Agency Liaisons are expected to attend most meetings of the Board of Directors. The Agency Liaison shall be a member of the Society in good standing.
4. Agency Liaisons are expected to serve as a focal-point, communicator, and go-between between the Society and their respective agencies. CEMS relies on governmental agencies for technical input, regulatory input, meeting space, and other support.
5. The terms of office for Agency Liaisons are one year.
6. Agency Liaisons, at their discretion, may also serve as a Director of the Society, subject to the Society's election process and, if so elected, become voting members of the Board of Directors in accordance with Article IV. In this case, the Agency Liaison would serve a dual-role in the Society.

ARTICLE XV  
EFFECTIVE DATE

These bylaws will become effective on January 1, 2019, and replace in their entirety preceding versions of the bylaws for the Society.