

BYLAWS
OF
AIR AND WASTE MANAGEMENT ASSOCIATION
GRAND CANYON SECTION

ARTICLE I: CORPORATION ARTICLES

1.01 Reference to Articles. Any reference herein made to the corporation's articles will be deemed to refer to its articles of incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission, together with any and all certificates filed by the corporation with the Arizona Corporation Commission (or any successor to its functions) pursuant to applicable law.

1.02 Seniority. The articles will in all respects be considered senior and superior to these bylaws, with any inconsistency to be resolved in favor of the articles, and with these bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

1.03 Reference to Association. Any reference herein to the Association will be deemed to refer to the Air and Waste Management Association.

ARTICLE II: BOARD OF DIRECTORS

2.01 Annual Meeting. Each annual meeting of the board of directors is to be held on the third Thursday in the month of January, commencing with the year 2006 (unless that day be a legal holiday, in which event the annual meeting will be held on the next succeeding business day) at a time and place as determined by the board of directors or, in the absence of action by the board, as set forth in the notice given, or waiver signed, with respect to such meeting pursuant to Section 3.03 below. At the annual meeting, the directors shall elect those officers elected by the voting members at the annual meeting of the members preceding the annual meeting of the directors, and transact such other business as may be properly brought before the meeting. If any annual meeting is for any reason not held on the date determined as aforesaid, a deferred annual meeting may thereafter be called and held in lieu thereof, at which the same proceedings may be conducted. Any director elected at any annual meeting, deferred annual meeting or special meeting of the members will continue in office until the election of his successor, subject to his earlier resignation pursuant to Section 6.01 below.

2.02 Special Meetings. Special meetings of the directors may be held whenever and wherever called for by the president or the number of directors which would be required to constitute a quorum.

2.03 Notices. Notice of regular and special meetings of the directors shall be given to each director, orally or in writing, at least twenty-four (24) hours before the time fixed for the meeting and such notice shall advise each director as to the time, place and general purpose of the meeting, and shall be delivered personally, or by telephone or email, or mailed, postage prepaid, to each director at his last post office address and email address as it appears on the

books of the corporation. Any director may waive call or notice of any annual, deferred annual or special meeting (and any adjournment thereof) at any time before, during or after it is held. Attendance of a director at any such meeting in person will automatically evidence his waiver of call and notice of such meeting (and any adjournment thereof) unless he is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed.

2.04 Membership. The board of directors will be comprised of eleven (11) members. Only voting members of the corporation shall qualify for election to the board of directors. The directors will regularly be elected at each annual meeting of the members, but directors may be elected at any other meeting or by mail ballot. The voting members shall have the right to increase and decrease the number of directors by a vote of a majority of the voting members present at a properly called meeting of the members, provided that there shall not be less than three (3) directors authorized at any time. Each director elected shall hold office until his or her successor is duly elected and qualified.

2.05 Quorum. A quorum for the transaction of business at any meeting of the board of directors will consist of five directors, or a simple majority of those then in office. Once a quorum has been formed, the directors from time to time remaining in attendance at such meeting prior to its adjournment will continue to be legally competent to transact business properly brought before the meeting notwithstanding the prior departure from the meeting of enough directors to leave less than a quorum.

2.06 Voting. Any matter submitted to a meeting of the board of directors will be resolved by a majority of the votes cast thereon. In case of an equality of votes, the chairman of the meeting will have a second or deciding vote.

2.07 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the board of directors or of any committee thereof may be taken without a meeting if all directors, or committee members, as the case may be, consent thereto in writing. Such consent shall have the same effect as a unanimous vote of the directors or committee members of the corporation at a meeting duly called and noticed.

2.08 Meetings by Conference Telephone. Any member of the board of directors or of a committee thereof may participate in any meeting of the board or such committee by means of conference telephone or similar communication equipment whereby all members participating in such meeting can hear one another. Such participation shall constitute attendance in person.

ARTICLE III: OFFICERS - GENERAL

3.01 Elections and Appointments. There shall be four corporation officers designated as president, vice president, secretary, and treasurer. Officers shall be elected to serve a one-year term by a majority vote of the voting members voting. They shall hold office for the ensuing years or until their successors have been elected and have taken office. The president and vice president shall not hold the same office for more than two consecutive terms. The most recently retired president shall be a member of the board of directors. The board of directors will elect or

appoint the officers in accordance with the vote of the members. Only voting members of the corporation shall qualify to hold office.

3.02 Delegation of Duties. The board of directors may, whenever in its judgment the best interests of the corporation will be served thereby, and with the prior approval of two-thirds of the total number of voting members, remove any officer or agent of the corporation or temporarily delegate his powers and duties to any other officer or to any director. A director may be removed from office by a vote of two-thirds of the total number of voting members.

ARTICLE IV: SPECIFIC OFFICERS

4.01 President. The president shall preside at all meetings of the corporation; call special meetings as may be necessary; appoint the chairmen of all standing and temporary committees; appoint an auditor on an annual basis; be the final authority, within his jurisdiction, on the articles and bylaws of the corporation; be authorized to sign checks or make financial transactions on behalf of the corporation as directed by the board of directors; and conduct both internal and external business on behalf of the corporation.

4.02 Vice President. The vice president shall preside at all meetings in the absence of the president; and assume all powers and duties of the president should the president be unable to so perform.

4.03 Secretary. The secretary shall give written notice of general business, technical, special, and board of directors meetings; keep a record of the minutes of the corporation and the board of directors; conduct appropriate correspondence of the corporation; make an annual report to the Association regarding affairs of the corporation, active membership, summary of public meetings, business transactions, and treasurers report; and surrender at the end of his term of office to his successor, or to such person as may be authorized by the president to receive them, all properties and records of the corporation and/or Association as may be in his custody.

4.04 Treasurer. The treasurer shall receive all monies of the corporation and deposit or invest them as directed by the board of directors; disburse monies as directed by the corporation or the board of directors; keep accurate and complete records of all financial transactions; furnish a financial report at the business meeting of the corporation or as called for by the president and/or board of directors; submit his records and accounts for audit on an annual basis by the auditor appointed by the president; and surrender at the end of his term of office to his successor, or to such person as may be authorized by the president to receive them, all properties and records of the corporation and/or the Association as may be in his custody.

ARTICLE V: COMMITTEES

5.01 Standing Committees. Standing committees shall consist of a membership committee which shall promote the growth of the corporation by soliciting membership in the corporation, and in the Association; a nominating committee which shall prepare a slate of nominees for the annual election, and will be comprised of three members, including the incumbent president; a scholarship committee which shall administer the corporation's scholarship program; a newsletter committee which shall publish the corporation's newsletter; an education committee which shall coordinate the corporation's environmental education program;

and a program committee which shall secure speakers and arrange and present the program for technical meetings

5.02 Other Standing Committees. The Board may appoint other standing committees as deemed necessary, provided such appointments do not conflict with these bylaws. Standing committee chairmen shall present an annual report of the committee activities to the corporation. The corporation president may appoint temporary committees as deemed necessary, provided such appointments do not conflict with these bylaws.

ARTICLE VI: MEMBERS

6.01 Qualifications and Classes. The membership of the corporation shall consist of Association members, local associates, honorary members, and student members as defined hereinafter. Membership is available to persons residing or conducting business within the geographic area of the corporation. Any individual who supports the purposes of the corporation and desires to participate in its activities and is also a member of the Association is eligible to become an Association member of the corporation and is entitled to engage in all activities of the corporation. Any individual who supports the purposes of the corporation and desires to participate in its activities but is not a member of the Association is a local associate. Local associates are entitled to engage in all activities of the corporation except that they are precluded from voting and holding office. Honorary membership, not exceeding two each year, may be conferred upon persons who have attained eminence in some field related to the purposes of the corporation or have rendered valuable service to the corporation. Approval of their membership must be by vote of the board of directors. Honorary members of the corporation and the Association residing in the geographic area of the corporation are entitled to all privileges and prerogatives of corporation members but are excused from the payment of dues. Any full-time student at the level of senior in high school or above shall be eligible to be a student member and shall have the privileges that are common to all classes of membership, but not the privileges of nominating, voting, or holding office.

6.02 Annual Meetings. Each annual meeting of the members is to be held on the third Thursday in the month of November of each year, commencing with the year 2005 (unless that day be a legal holiday, in which event the annual meeting will be held on the next succeeding business day) at a time and place as determined by the board of directors or, in the absence of action by the board, as set forth in the notice given with respect to such meeting. At the annual meeting, members shall elect a board of directors and officers, unless such election is made by mail ballot, and transact such other business as may be properly brought before the meeting. If any annual meeting is for any reason not held on the date determined as aforesaid, a deferred annual meeting may thereafter be called and held in lieu thereof, at which the same proceedings may be conducted.

6.03 Special Meetings. Special meetings of the members may be held whenever and where ever called for by the president or the board of directors, or by the written demand of not less than 10% of all the members eligible to vote. Any written demand by members shall state the purpose or purposes of the proposed meeting, and business to be transacted at any such meeting shall be confirmed to the purposes stated in the notice thereof, and to such additional matters as the chairman of the meeting may rule to be germane to such purposes.

6.04 Notices. Not less than ten (10) nor more than fifty (50) days (inclusive of the date of the meeting) before the date of any meeting of the members and at the direction of the person or persons calling the meeting, the secretary of the corporation will cause a written notice setting forth the time, place and general purposes of the meeting to be hand delivered, or to be deposited in the mail, with first class or airmail postage prepaid, addressed to each member of record at his last address as it appears on the corporations records.

ARTICLE VII: OPERATIONS

7.01 Dues. Annual dues shall be established by the board of directors.

7.02 Calendar. The fiscal year, the membership year, and the operating year of the corporation shall be January 1 to December 31 during which at least one technical meeting shall be held.

7.03 Quorum. Fifteen (15) voting members shall constitute a quorum for any annual or special meeting.

7.04 Voting. Only Association or honorary members of the corporation are entitled to vote. Unless otherwise provided, a majority Vote of the voting members present and voting shall rule.

7.05 Elections. The nominating committee shall prepare a list of nominees for officers and directors, shall obtain their acceptance, and shall present the slate at the business meeting when the annual elections are scheduled or by mail ballot during September/October. Additional nominations may be made from the floor of the meeting or provisions will be made to write-in the names of other candidates on mail ballots. The nominees shall reflect employment and geographic representation to ensure a broad and fair administration of the business of the corporation. The new officers and directors will assume their duties on January 1.

7.06 Rules of Order. Unless otherwise provided, Roberts Rules of Order shall govern the procedure for all meetings

ARTICLE VIII: CHAPTERS

8.01 Formation. Upon written petition of ten or more members of the corporation, the board of directors may establish one or more chapters of this corporation.

8.02 Operations. The bylaws of any chapter established under this article shall be subject to approval by the Association. After initial approval of the bylaws, the internal affairs shall be the responsibility of the chapters. If however, the chapter has not had a meeting of more than ten members in a year, the board of directors may intervene in order to revitalize the chapter and assist the members in the area to do so. Only after all reasonable efforts have failed shall the chapter be dissolved.

8.03 Dues. Chapter members shall pay corporate dues and shall be entitled to all privileges of corporate membership.

8.04 Finances. Chapters established under this article shall be financially self-supporting. No financial commitment by any chapter shall be binding upon the corporation.

ARTICLE IX: AMENDMENTS

9.01 Proposal. Any member may propose an amendment to the bylaws to the board of directors. Before the amendment can be submitted for consideration of the membership, it must be approved by the board of directors or bear written endorsement of at least 25 members of the corporation, for which purpose the board shall authorize use of the membership list by the member proposing the amendment.

9.02 Adoption. The board of directors shall promptly submit to the membership any proposed amendment approved or endorsed as provided in Section 9.01. Adoption shall require affirmation by two-thirds of the votes cast at a regular business meeting for which due notice has been given or through mail ballots. Amendments shall become effective immediately upon adoption by such two-thirds majority vote.

9.03 Conflicts. Any section of the bylaws or amendments adopted hereafter which conflict with the corporation's articles, as amended, or policy of the corporation are null and void.