

**BYLAWS OF THE  
SOLID WASTE ASSOCIATION OF NORTH AMERICA (SWANA)  
MID-ATLANTIC CHAPTER, INC. (the “Chapter”)  
(Revised September 12, 2013)  
(Affiliated with Solid Waste Association of  
North America, Inc., a California nonprofit  
public benefit corporation, the “Association”)**

**ARTICLE I**

**Members**

1.1 Generally

- 1.1.1 Application for membership in the Association shall be made on an approved application form which shall be submitted to the Association’s offices.
- 1.1.2 Any member may resign from membership by so notifying the Chapter Secretary and the Association in writing. Resignation does not absolve a member from any debts or obligations to the Chapter or the Association.
- 1.1.3 Suspension for nonpayment of dues shall be governed by the Association Policy Manual.

1.2 Membership Classes

The Chapter recognizes the membership classes set forth in the Association’s Bylaws. Member’s rights and privileges are determined in accordance with the Association’s Bylaws.

**ARTICLE II**

**Dues and Assessments**

2.1 Schedule of Dues

Membership dues for the various classes of members are as determined by the Association.

2.2 Dues Date

Annual Association and Chapter membership dues shall be paid when invoiced by the Association.

2.3 Fiscal Year

The Chapter's fiscal year shall be the period between October 1 and September 30.

2.4 Benefits

The payment of dues entitles members to all of the privileges and benefits which may accrue from membership in the Chapter and Association.

**ARTICLE III**

**Duties of Directors, Chapter Representative (CR), Officers, and Committees**

3.1 Board of Directors (BOD)

3.1.1 Generally. The Board of Directors shall be responsible for the management of the Chapter and its affairs, and shall constitute its governing body. The President, or in his/her absence, the Vice President, shall be the Chairperson of the Board and shall preside at all Board meetings. The Board shall meet at the call of the Chair and shall hold meetings not less than twice yearly. Notices of Board meetings shall be by letter, telephone, fax, e-mail or other method, or announced at a Board meeting, and shall be given to all Board members. All questions, excepting expulsion of members, shall be decided upon a majority vote. BOD members shall attend Board meetings and Chapter meetings and may perform other duties as may be prescribed from time to time by the President and/or the Board. In lieu of holding a meeting to address specific issue(s) that arise in between regularly scheduled Board meetings and cannot wait for a vote at the next scheduled meeting, the President, or in his/her absence, the Vice President, may elect to take action either by unanimous written consent (which recites the action and which may be submitted electronically from their e-mail addresses) signed by each BOD member or by the BOD members participating in a conference telephone call (or similar arrangement) where all participants can hear each other at the same time. The result of the vote shall be denoted in the minutes of the next meeting.

3.1.2 Number on Board. The Chapter shall have not less than four or more than nine elected Directors and one Chapter Representative who, together with the President, Vice President, Secretary, Treasurer and Past President, shall constitute a nine to fifteen-member Board. A quorum shall consist of seven Board members or a majority of the Board positions that are filled, whichever is less.

3.1.3 Composition of Board. To promote participation by diverse and various organizations, the Chapter shall strive for a Board composed of not more than one member from the same employer. However, if circumstances necessitate, two Board members may be employed by the same entity, but not more than two employees from the same entity may be placed on a nominations slate to be voted on. If a change of employment by any Officer, Director, or CR produces a Board with three members being employed by the same entity, then such member may complete his/her current term, but shall be disqualified from re-election, unless one of the other members from the same entity is not on the nominations slate. At least one Officer, Director, or CR shall represent the District of Columbia; one shall represent the state of Maryland; and one shall represent the state of Delaware. If any of the three aforementioned jurisdictions are not represented on the Board, a Director slot(s) shall be deemed vacant until a representative from such jurisdiction is elected by the members or appointed by the BOD.

3.1.4 Directors and Chapter Representative (CR).

3.1.4.1 Qualifications. All Directors and the CR shall be members in good standing. Those Directors or CR who represent the District of Columbia, Maryland, and Delaware shall either reside in or have their work office in the jurisdiction.

3.1.4.2 Chapter Representative. The Chapter Representative shall serve as the Chapter's representative on the Regional Council and on the Association's Board of Directors, and shall provide a means whereby (a) views and opinions of the Chapter can be directed to the Association and (b) policies, actions, and plans of the Association can be explained and interpreted to the Officers, Directors, and members. (Note: This position was previously denoted as the Chapter Director.)

3.1.4.3 Removal. By the affirmative vote of a majority of the members in good standing, any Director or the CR may be removed, with or without cause.

3.1.5 Officers. The Officers of the Chapter shall be President, Past President, Vice President, Secretary, and Treasurer.

3.1.5.1 Qualifications. All Officers of the Chapter shall be members in good standing. Those Officers who represent the District of Columbia, Maryland, and Delaware shall either reside in or have their work office in the jurisdiction.

3.1.5.2 President. The President shall call and preside at all BOD meetings and Chapter meetings; nominate all committees; execute or approve on behalf of the Chapter all contracts, bonds, and other written instructions approved by the Board of Directors; supervise and manage the business affairs of the Chapter; and perform such other duties incident to the office of President as may be prescribed from time to time by the Board of Directors.

3.1.5.3 Past President. The Past President shall be the most immediate former President eligible to hold office. In the event of the resignation of a serving Past President or his/her inability to serve, the next preceding, able President shall assume the duties of the Past President.

3.1.5.4 Vice President. The Vice President shall assume the duties of the President in his/her absence, shall be the principal advisor to the President on Chapter affairs, and shall perform other tasks incidental to the office of Vice President as may be prescribed from time to time by the Board of Directors.

3.1.5.5 Secretary. The Secretary shall keep full and correct minutes of all meetings of the Chapter, shall issue notices required by these Bylaws, shall maintain Chapter records other than financial records, shall prepare and submit required reports, and shall perform such other duties as may be prescribed by the Board of Directors.

3.1.5.6 Treasurer

3.1.5.6.1 The Treasurer's duties shall include, but not necessarily be restricted to, collecting any monies due the Chapter and paying all bills on behalf of the Chapter if the Chapter BOD or any of its committees have approved the payment, which may be approved either in anticipation of the expense or after the fact.

3.1.5.6.2 The Treasurer, without prior approval of the Board of Directors, may incur a cumulative maximum fiscal year expenditure of \$500 for ordinary Chapter expenses, as defined by the BOD.

3.1.5.6.3 The Treasurer shall keep a correct record of all monetary transactions, shall have general charge of the books of accounts and financial records of the Chapter, and shall render periodic and required reports showing the financial condition of the Chapter to the Board of Directors and the members. Reports submitted to the Board shall be rendered as often as the Board deems necessary. Typically, a report is to be given at each BOD meeting and the annual Chapter business meeting.

3.1.5.6.4 For tax purposes, the Treasurer shall prepare and submit such reports as required by federal and state tax laws.

3.1.5.6.5 The Treasurer shall make available all books of accounts and records for an annual audit or at such other time as deemed necessary by the Board of Directors.

3.1.6 Vacancies

The Board of Directors may, by affirmative vote of at least two-thirds of the Board members, declare any Office, any Director, or the CR position vacant for one or more of the following reasons:

- Suspension, resignation or loss of eligibility for membership.
- Unjustified absences from two or more consecutive meetings of the Board or Chapter.
- Conviction of an offense punishable by incarceration in a penal institution.
- Conduct which is patently unethical, or inimical to the interest or public image of the Chapter.

Vacancies may be filled by appointment of the Board, except that the Vice President shall succeed the President. Appointees shall serve for the remaining portion of the term of the previous officeholder, Board member, or CR. Should a Vice President be required to assume the office of President to complete the remainder of the President's term, the individual is still eligible to be elected as President for one full one-year term.

### 3.2 Committees

The Chapter may have the following standing committees of not less than three members, each nominated by the President and approved by the Board of Directors: (1) Membership, (2) Programs and Arrangements, (3) Bylaws, and (4) Audit. The President may appoint such other committees as deemed necessary for conducting the affairs of the Chapter. All committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the President.

#### 3.2.1 Membership Committee

3.2.1.1 The principal function of the Membership Committee shall be to recruit new members and to retain existing members. At its first meeting of each fiscal year, the Board of Directors may establish a membership goal for the Chapter for that fiscal year. The activities of the Membership Committee shall primarily focus on achievement of this goal.

3.2.1.2 The Membership Committee may also provide to each new member an introduction package. This package may include a letter of welcome, list of current officers, Chapter website address, the latest Chapter Newsletter, etc. The letter of welcome shall inform the new member how to obtain a copy of the Chapter Bylaws and any other pertinent Association information available.

- 3.2.2 Programs and Arrangement Committee. The Board of Directors shall determine the number and location of all Chapter meetings and seminars to be held during that fiscal year. The principal function of the Programs and Arrangements Committee shall be to coordinate these Chapter seminars and meetings.
- 3.2.3 Bylaws Committee. A Bylaws Committee may be established to review the Chapter's Bylaws, Association's Bylaws, the Association's Policy Manual, and any other pertinent documents to determine the necessity for revisions in the Chapter's Bylaws. The Committee shall make any recommendations for amendments to the Chapter Bylaws in accordance with the amendment procedures outlined in ARTICLE VII.
- 3.2.4 Audit Committee. There may be an Audit Committee consisting of three active members, which should include, whenever possible, a past Treasurer and a past Secretary. The Chairperson shall be selected by the President with approval by the Board of Directors. The Committee shall oversee or conduct the audit of the Chapter's financial affairs as appropriate to the Chapter's business calendar and at such other times as the Board of Directors feels the necessity. When appropriate, the Committee shall also tally all election ballots of the Chapter and shall report its findings to the Board Directors and the members.

## **ARTICLE IV**

### **Elections**

#### **4.1 Qualifications**

The Officers, Directors, and the CR of the Chapter shall be elected from members in good standing. No person may serve simultaneously as President and Vice President, or as President and Secretary, or as President and Treasurer.

#### **4.2 Election Method**

All Officers, all Directors, and the CR shall be elected by a majority vote of the members present in person or by proxy at the last meeting of the fiscal year, which shall be the annual business meeting of the Chapter. The Board may authorize elections to be conducted by electronic transmission of votes, subject to reasonable rules and conditions, which, at a minimum, will be at least a 30-day notice before the votes are due, and, for the nominated Board of Directors' members to be elected, the total number of valid votes shall represent a minimum of 10% of the members who are in good standing, and at least a majority of the valid votes cast shall be "For."

#### **4.3 Term of Office**

All terms of office shall be one year (October 1 through September 30) and until a qualified successor is elected. The Chapter Representative's term of office shall be two years and until his/her qualified successor is elected.

4.4 Succession in Office

Individuals who are elected to the office of President and Vice President shall be restricted to a one-year term, with an optional additional one-year term, based on the recommendation of the Nominating Committee. Any other Officer, any Director, or the CR may succeed himself/herself; nevertheless, the Chapter shall endeavor to provide continuity and effective leadership, while at the same time providing opportunity for all interested and qualified members to serve as an Officer, Director, or CR.

4.5 Nominating Committee

The President shall appoint two members in good standing to serve on a committee for the purpose of nominating Officers, Directors, and the CR for the coming fiscal year. This Committee shall submit its recommendation to the Board in advance of the annual business meeting of the Chapter. The President shall be the presiding officer of the Nominating Committee. Notice of nominations shall be made known to the members thirty (30) days in advance of the annual business meeting. Such notice may be given by electronic transmission. Nominations shall be allowed from the floor during the election at the annual meeting. In preparing its list of nominees, the Committee shall endeavor to include such public sector employees or private sector employees who are actively engaged in the field of solid waste management, who represent a cross-section of employers, and who represent a geographical balance of the overall membership.

**ARTICLE V**

**Meetings of Members**

5.1 Annual Meeting

An annual business meeting of the members shall be held in August or September of each year at a specific date and place as determined by the Board of Directors.

5.2 Special Meetings

Special meetings of the members may be held at any time on call of the President, a majority of the Board of Directors, or by members having twenty-five percent (25%) of the votes entitled to be cast at such meeting. If a requisite number of members call a special meeting, they shall submit in writing to the Secretary their request and shall indicate the purpose of the meeting. Upon receipt of such call for a special meeting,

the Secretary shall cause notice of the special meeting to be given in accordance with Section 5.3.

5.3 Notice of Meetings

Written notice of all meetings shall be sent to the members not less than fourteen (14) days or more than ninety (90) days prior to the date of the meeting. Notice of the annual business meeting shall be given to the members thirty (30) days in advance of the meeting. The notice shall state the time and place of the meeting and, if the meeting is a special meeting, the purpose(s) of the meeting and the matter(s) proposed to be acted on. Notice is deemed to be given to a member when it is mailed to his/her home/office address or e-mail as it appears in the Chapter records.

5.4 Quorum

Ten percent (10%) of the members who are in good standing and are present in person or by proxy at any meeting shall constitute a quorum. If less than a quorum is present, the majority of the votes represented either in person or by proxy may adjourn the meeting from time to time without notice; provided that the Secretary shall notify the absent members of the time and place of such adjourned meetings.

5.5 Meetings of Members

Meetings of the Chapter shall be held at such time and place as is determined by the Board of Directors or the Program and Arrangement Committee, but in no event less frequently than twice each year. Any meeting may be canceled by the Board of Directors for sufficient cause.

5.6 Proxies

All votes by the members at any meeting of the members, except at Board of Directors' meetings, may be voted by proxy. All proxies shall be in writing signed by the member under oath and dated. A proxy shall not be effective unless it is received by the Chapter Secretary. A proxy shall not be valid for more than eleven months from its date.

**ARTICLE VI**

**Indemnification**

6.1 The Chapter shall indemnify and hold harmless any person who shall be an Officer, Director, or CR of the Chapter and any person who is an Officer, Director, CR, or Executive Director of the Association if he/she was conducting business on behalf of or for the Chapter, from and against all actions, claims, demands, lawsuits, liabilities, damages, costs and expenses (including reasonable attorneys' fees and charges



defending the same) that might arise or be asserted against them in connection with the Chapter or Association business. However, such Officer, Director, CR, or Executive Director shall not be relieved from any liability to the Chapter or the Association imposed by law, including liability or fraud, bad faith or willful neglect.

6.2 Any indemnification shall be made by the Chapter only as authorized in each specific case by the Board of Directors upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the Board of Directors within thirty (30) days after the earlier of the following: (a) commencement of any action, claim, demand, suit or proceeding, (b) notice of any liability, damages, costs or expenses, or (c) circumstances providing good reason to anticipate such commencement or notice.

**ARTICLE VII**

**Amendments**

These Bylaws may be amended upon the affirmative vote of two-thirds of the voting members who are present in person or by proxy at an annual Chapter business meeting, provided notice of such amendment was sent by mail or electronic transmission to each member not less than thirty (30) days prior to such meeting.

The Board may authorize electronic voting on Bylaws amendments. If electronic voting is authorized, there shall be a minimum 30-day notice before the votes are due; and, for the proposed amendment(s) to pass, the total number of valid votes shall represent a minimum of 15% of the members who are in good standing, and at least two-thirds of the votes cast shall be "For."

**ARTICLE VIII**

**Conformity**

The activities of the Chapter, its Officers, Directors, and CR shall conform with these Chapter Bylaws, the Association Bylaws, and the Association Policy Manual.

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**NOTES:**

- 1. Original Bylaws approved at August 10, 1984 General Membership Meeting.
- 2. Amendments
  - #1 - September 23, 1986 at Annual Business Meeting  
(Section 3.2.1)

- #2 - September 23, 1987 at Annual Business Meeting  
(Sections 3.2.1 and 4.7, to allow other than regular members to be President or Vice President)
- #3 - September 20, 1988 at Annual Business Meeting  
(Sections 1.1.1, 1.2.11, 1.2.2.6, 2.1, 2.2, 2.3, 2.4, 3.2.6, 3.3, 3.3.1, 4.3, 4.4.2, 4.5 to reflect Association's billing of dues; allow up to eight Directors; conform to revised dues structure approved by Association in August 1987; and typographical errors.)
- #4 - September 17, 1992 at Annual Business Meeting  
(Sections 1.2, 1.3, 2.1, 2.2, 2.3, 2.4, 2.5, 2.6, 3.2.4, 3.2.6.1, 3.2.6.2, 3.3, 3.3.1, 3.4, 3.4.1, 3.4.2, 3.4.3, 3.4.4, 4.4, 4.7, 5.2, 8.0 to reflect Associations name change to SWANA, changes to billing of dues, allowing the Treasurer a higher monthly expenditure for ordinary Chapter expenses, description of Committee duties, addition of the allowance for the general membership to call Special Meetings, and typographical errors.)
- #5 - September 14, 1995 at Annual Business Meeting  
(Sections 1.1, 1.2, 1.3, 2.2, 2.4, 3.1, 3.2.2, 3.2.6, 3.3, 3.4, 4.1, 4.2, 4.3, 4.4, 4.5, 5.2, 5.4, 5.6, 7.0 and 8.0 to reflect conformation with the Association Bylaws, a clarification of the duties of the Directors and Officers, a clarification of the qualification of the Officers, a change in the election method to allow for proxies, an increase in the number of members required to call a special meeting, and other changes to re-format the Bylaws.)
- #6 - September 24, 1999 at Annual Business Meeting  
(Sections 1.1.4, 2.2, 3.1.1, 3.3.1.1, 3.3.2, 3.3.4, 3.4, 4.1, 4.4, 5.3 to reflect conformation with Association bylaws and procedures, stipulating notices for Board meetings, allowing action without a Board meeting, provide flexibility in committee duties, clarification of Vice President's and President's terms, restriction of combined offices, clarification of meeting notices, as well as capitalization consistency in other sections.)
- #7 - September 27, 2002 at Annual Business Meeting  
(Changed Section 3.1.2 from "...not less than four and not more than eight elected Directors..." to "...not less than four and not more than ten elected Directors...". Also change "...nine to thirteen-member Board." to "...nine to fifteen-member Board." Also added at the end of Section 3.1.3 the following: *"The Board shall consist of at least one member position representing each of the states of Maryland and Delaware and the District of Columbia. Board members may work or live in the jurisdiction that they represent. If there is no current Board member representing one of the three aforementioned jurisdictions, then the position on the Board for that jurisdiction shall remain unfilled until such time that a member from that jurisdiction is elected."*)
- #8 - September 26, 2006 at Annual Business Meeting  
Correction of miscellaneous misspellings, capitalization, and editing.  
Reformatting of Article III and inclusion of the following new sentences in 3.1.3. "To promote participation by diverse and various organizations, the Chapter shall strive for a Board comprised of not more than one member from the same employer. However, as circumstances necessitate, not more than two Board members may be employed by the same entity, and not more than two entities may have two employees on the Board. A Board member who, voluntarily or involuntarily, becomes employed in such a way that the limits of the preceding sentence are exceeded, then he/she may complete his/her current term, but shall be disqualified from re-election."
- #9 - September 19, 2007 at Annual Business Meeting

Deletion of quorum definition in 3.1.1. with insertion in 3.1.2 and changed to seven or majority, whichever is less. Allowing electronic voting by Board (3.1.1), voting for elections (4.2), notice of meetings (4.5), and notice and voting on Bylaw amendments (Article VII). Clarification of jurisdiction representation in 3.1.3 and placing definition in 3.1.5.1. In 3.2.4, modifying Audit Committee members.

- #10 - September 12, 2013 at Annual Business Meeting  
 Section 1.1.2 has been deleted as the Chapter has no authority to change a member’s status. A sentence has been added to Section 1.1.3 to state that member must notify both the Association and Chapter Secretary of resignation and to clarify that resignation does not absolve a member’s debt or obligation to the Chapter or Association. Section 1.1.4 has been revised to reference back to the Association Policy Manual regarding suspension for nonpayment of dues. Section 1.2 has been revised to reference back to the Association Bylaws regarding membership classes and the rights and privileges of the members. Reference to the pertinent section in the Association Bylaws is below. Section 3.1.3 has been modified so that it reads better and to complete a sentence that was previously incomplete. Section 3.1.4.3 has been added in accordance with State law which gives members the right to remove a director. 3.1.5.6.1 has been changed to clarify the Treasurer’s duties. Section 3.1.5.6.2 has been clarified that maximum fiscal expenditure is cumulative. Section 3.2 has been modified so that it reads better. Section 3.3 regarding vacancies has been moved and renumbered as Section 3.1.6. Article VIII has been rewritten and the reference to the Affiliation Agreement has been deleted as this will be written out of the Association Bylaws. References to the Chapter Director were changed to Chapter Representative, as well as other changes throughout to indicate the CR is different from a Director. Also, editing of capitalizations, etc. and clarification of membership vs. members. Clarifications to Section 4.2 and Article VII in regard to electronic voting, specifically to reference the days of notice required, the percentage of voting members and percentage of affirmative votes to validate the item under consideration. Section 5.6 has been edited to further clarify that the proxy voting may not occur at a BOD meeting.

\*\*End of Amendments

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**Section 2 of the Association Bylaws**

**Membership**

Any individual who joins the Association in any membership class shall receive all membership rights at Association or Chapter functions and activities, regardless of residence. Members attending functions or activities sponsored by a Chapter other than their own have no right to vote or otherwise participate in such Chapter's business and financial matters.

A member who works or resides in a geographical area served by a Chapter shall be affiliated with such Chapter unless the member elects affiliation with a different Chapter. A member not working or residing in a Chapter area shall be an at-large member unless the member designates a Chapter for affiliation. The Association shall have the following classes of members:

- 2.1 Public Sector Individual Member. A Public Sector Individual Member shall be any individual:
  - (a) who is employed by a public agency or a non-profit or tax-exempt organization responsible for
    - (1) education in solid waste management or a related field, or
    - (2) planning, developing, implementing, regulating or operating solid waste management systems; and
  - (b) whose interests coincide with the objectives of the Association.

2.2 Private Sector Individual Member. A Private Sector Individual Member shall be:

- (a)
  - (1) a self-employed individual working in solid waste management or a related field, or
  - (2) an employee of a for-profit organization that furnishes goods or services for the planning, development, implementation or operation of solid waste management systems; and
- (b) whose interests coincide with the objectives of the Association.

2.3 Student Member. A Student Member shall be a full-time student who is enrolled in courses pertinent to, and who has an interest in, the objectives of the Association. A Student Member may attend meetings, seminars and equipment shows of the Association and its Chapters. A Student Member shall be exempt from any registration fees, but shall pay for meals consumed. A Student Member shall have all the rights and privileges of membership except the right to vote and hold office.

2.4 Life Member. Life Members shall have all rights and privileges of membership. Such members shall be exempt from dues.

2.4.1 The International Board of Directors (IB) may grant life membership to members of the Association. No more than two life memberships may be awarded by the Association in a fiscal year. One shall be awarded to the Past President at the completion of his/her term. If a Past President does not complete a full term of office, the IB may nevertheless award a life membership. Criteria for the award of a Life Membership shall be established in the Association Policy Manual.

2.4.2 No more than one life membership shall be granted by a Chapter in a fiscal year. Dues for Life Memberships awarded by a Chapter shall be paid by the Chapter that awards the membership.

2.5 Honorary Member. Honorary Members shall have all rights and privileges of membership. Such members shall be exempt from dues. The IB may grant honorary membership to nonmembers of the Association including SWANA Staff. Honorary membership is for life. Not more than one Honorary Membership per fiscal year shall be granted. Criteria for the award of Honorary Membership shall be established in the Policy Manual.

2.6 Retired Member. A Retired Member shall be any individual member of the Association who has retired from service (ceased full-time employment) in the field of solid waste management. A Retired Member shall have all rights and privileges of active members of the Association and its Chapters. Membership rights may be suspended or terminated, in whole or in part, for the substantive grounds and according to procedures set forth in the Policy Manual.