

APPROVED: AUGUST 10, 1984
at General Membership Meeting



CHAPTER CONSTITUTION

GOVERNMENTAL REFUSE COLLECTION AND DISPOSAL ASSOCIATION (GRCDA)

MID-ATLANTIC CHAPTER, INC.

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CHAPTER CONSTITUTION

GOVERNMENTAL REFUSE COLLECTION AND DISPOSAL ASSOCIATION (GRCDA)

MID-ATLANTIC CHAPTER CONSTITUTION

ARTICLE I

Name, Geographical Boundaries, Affiliation

The name of this organization is the Governmental Refuse Collection and Disposal Association (GRCDA) Mid-Atlantic Chapter, Inc. The area in which this organization's operations are to be carried on is limited to the states of Maryland and Delaware, and the District of Columbia. The organization is affiliated with the international organization known as the Governmental Refuse Collection and Disposal Association (Association/ GRCDA), which has authorized the use of the Association's name and service marks.

ARTICLE II

Objectives

The objectives of the Chapter, a nonprofit corporation in the State of Maryland, are to develop increased professionalism in the field of governmental waste management; develop environmentally sound, economically competitive, and effective systems for the storage, collection, transfer and disposal of wastes; foster the development of viable resource recovery and waste to energy facilities; and foster a cooperative atmosphere between the public and private sectors of the waste management field through the dissemination of information, continuing education, and professional development and research programs.

ARTICLE III

Membership

Individuals and organizations (public and private) with activities, responsibilities, or interests in the field of waste management shall be eligible for membership in the Chapter.

ARTICLE IV

Officers and Directors

The officers of the Chapter shall be a President, Vice-President, Secretary, Treasurer and Immediate Past-President. There shall be a Chapter Director who shall serve on the International Board of Directors. The officers and a minimum of four Directors (one of whom



shall be the Chapter Director) shall constitute the Chapter Board of Directors, one of whom shall be appointed parliamentarian by a majority vote of the Chapter Board. At least one of the Directors shall be a Sustaining Member. A majority of the Board members shall constitute a quorum. The Officers and Directors shall be elected annually and their term of office shall be for one year (except that the Chapter Directors term shall be two years).

ARTICLE V
Powers of the Board of Directors

The Board of Directors shall be responsible for the management of the Chapter and its affairs and shall constitute its governing body. The Board of Directors may, subject to the Chapter Bylaws, do all things reasonably necessary and proper in all matters affecting the conduct of the Chapter's business to preserve and promote the objectives of the Chapter.

ARTICLE VI
Amendments

6.1 Amendments to the Constitution may be made by a two-thirds vote of the Chapter members at the next regular meeting following a regular meeting at which the proposed amendments have been introduced, or at the next regular meeting following written notification to each member of the proposed amendments, such notification to be mailed at least thirty (30) days prior to the next regular meeting.

6.2 To the extent that items of this Constitution are included in the Articles of Incorporation, amendment to those items shall be governed by the laws of the State of Maryland.

ARTICLE VII
Affiliation Agreement and Charter

The relationship between the Chapter and the Governmental Refuse Collection and Disposal Association shall be governed by an Affiliation Agreement between the Chapter and the Association. Said agreement, together with the GRCDA Constitution and Bylaws, and the Chapter Articles of Incorporation, Constitution and Bylaws, shall be the basis for the granting of a Charter to the Chapter by GRCDA, and shall govern the conduct of the Chapter business.



**SOLID WASTE ASSOCIATION OF NORTH AMERICA (SWANA)
MID-ATLANTIC CHAPTER, INC.**

ARTICLES OF RESTATEMENT

Solid Waste Association of North America (SWANA) Mid-Atlantic Chapter, Inc., a Maryland nonstock corporation, (hereinafter referred to as the "corporation"), hereby certifies to the State Department of Assessments and Taxation (hereinafter referred to as the "Department") that:

FIRST: The corporation desires to, and does hereby, restate its charter as currently in effect, as follows:

FIRST: [Names and addresses of incorporators omitted.]

SECOND: The name of the corporation (hereinafter referred to as the "corporation") is
SOLID WASTE ASSOCIATION OF NORTH
AMERICA (SWANA) MID-ATLANTIC
CHAPTER, INC.

THIRD: The purposes for which the corporation is formed are as follows:

(a) The corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law), and, more specifically, to receive and administer funds for such educational purposes, all for the public welfare, and for no other purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of "charitable purposes" within the meaning of Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign (including the publishing or

distribution of statements) on behalf of any candidate for public office. Not with-standing any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (ii) by a corporation, the contributions to which are deductible under Section 170(c) (2) of the Internal Code of 1954 (or the corresponding provision of any future United States internal revenue law).

(c) Included among the educational purposes for which the corporation is organized, as qualified and limited by paragraphs (a) and (b) of this THIRD Article, are the following:

(1) To offer training programs, technical seminars and information services for the continuing professional education of persons in the waste management field; to facilitate the enhancement of individual skills and knowledge on waste management programs, practices, techniques and technologies, thereby helping to preserve and protect the urban and natural environments for the benefit of the general public. The corporation will not discriminate on the basis of race, sex, religion, or national origin in the operation of its programs and activities.

(2) To deal in real and personal property of every description, to enter into contracts of every nature and description that may be necessary or convenient for the interests, or to further the educational purposes, of the corporation, and in general to do any and all things and exercise any and all powers, rights, and privileges which a not-for-profit corporation or charitable organization may now or hereafter be organized to do or to exercise under the laws of the State of Maryland and of the United States.

(d) Upon dissolution of the corporation, the board of directors shall, after paying or providing for the payment of all of the liabilities of the corporation, distribute, transfer and pay over all remaining assets of the corporation to such organization(s) as at the time shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), in such manner as the board of directors shall determine. Any such assets not so disposed of shall be distributed, transferred and paid over by order of the circuit court of the county in which the principal office of the corporation is then located to one or more other exempt organizations to be used in such manner as, in the judgment of the court, will best accomplish the purposes for which the corporation was organized.

FOURTH: [No longer current. See Articles FIFTH and SIXTH of these Articles of Restatement.]

FIFTH: The corporation shall not be authorized to issue capital stock.

SIXTH: [No longer current. See Article SEVENTH of these Articles of Restatement.]

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and members:

The directors of the corporation shall be responsible for the management of the corporation and its affairs, and shall constitute its governing body. The directors may, subject to the bylaws, do all things reasonably necessary and proper in all matters affecting the conduct of the corporation's business to preserve and promote the objectives of the corporation.

EIGHTH: The duration of the corporation shall be perpetual.

SECOND: the provisions set forth above are all of the charter provisions currently in effect, except for provisions omitted pursuant to MD Corps. & Ass'ns Code Ann. 2-608

THIRD: A majority of the entire board of directors duly authorized and approved these Articles of Restatement.

FOURTH: These Articles of Restatement do not amend the charter.

FIFTH: The current address of the principal office of Suite 700, 1100 Wayne Avenue, Silver Spring, Maryland 20910 (P.O. Box 7219, Silver Spring, MD 20907).

SIXTH: The name and address of the Corporation's current resident agent: HIQ Maryland Corporation, 516 North Charles Street, 5th Floor, Baltimore, Maryland 21202.

SEVENTH: The number of directors of the Corporation is eleven (11). This number may be increased or decreased pursuant to the bylaws of the corporation. The names of the directors currently in office are:

Edward A. Serp
James Reynolds

Steve Lippy
Dana Turner

William Chicca
Steve Hudgins
Rick Watson
Robin Depot

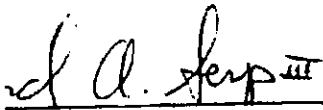
Robert Fletcher
P. Rai Sharma
Mark Mallamo

EIGHTH: These Articles of Restatement shall be effective as of the time the department accepts the same for record.

IN WITNESS WHEREOF, Solid Waste Association of North America (SWANA), Mid-Atlantic Chapter, Inc., has caused these presents to be signed in its name and fondant and attested by its Secretary this 18 day of _____, 1995, and its President acknowledges that these Articles of Restatement are the act and deed of the Corporation, and states, under the penalties for perjury, that the matters and facts set forth herein are true in all material respects to the best of his knowledge, information and belief.

SOLID WASTE ASSOCIATION OF NORTH AMERICA (SWANA) MID-ATLANTIC CHAPTER, INC.

By :



President

ATTEST:


Secretary



CHAPTER CHARTER

GOVERNMENTAL REFUSE COLLECTION AND DISPOSAL ASSOCIATION, INC.

Whereas the GRCDA is an organization of solid waste management professionals with admission to provide information assistance, training and education to the solid waste management field, and;

Whereas GRCDA was begun by professionals responsible for the management and direction of solid waste management systems, and;

Whereas GRCDA expanded its membership to include employees of both the public and private sector reflecting the partnership between the private and public sector, and;

Whereas GRCDA, because of the nature of its mission and the results of that mission, has found it necessary and fit to establish chapters in the United States and Canada, as a means to carry out its mission, and;

Whereas because of this chapter structure and arrangement, solid waste management professionals presently not part of the GRCDA movement have sought membership in the association, and;

Whereas those in the association recognize and appreciate the opportunities offered by these professionals seeking affiliation with the International Association of the GRCDA

Be it therefore resolved that on this date in Denver, Colorado the Mid Atlantic Chapter was duly installed in the Government Refuse Collection and Disposal Association.

August 29th



Jim L. Casideri
INTERNATIONAL PRESIDENT



STATE OF MARYLAND

State Department of Assessments and Taxation

GOVERNMENTAL REFUSE COLLECTION AND DISPOSAL
ASSOCIATION (GRCDA) MID-ATLANTIC CHAPTER, INC.

THE

ARTICLES OF INCORPORATION

OF

GOVERNMENTAL REFUSE COLLECTION AND DISPOSAL
ASSOCIATION (GRCDA) MID-ATLANTIC CHAPTER, INC.

HAVE BEEN RECEIVED AND APPROVED BY THE STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION THIS 20TH DAY OF SEPTEMBER, 1984, AT 08:46 A.M.
AND WILL BE RECORDED.

DEAN W. KITCHEN
By: CORPORATE ADMINISTRATOR

<u>FEE PAID</u>	<u>FEE CODE</u>	<u>AMOUNT</u>	<u>CO. CODE</u>	<u>DOCUMENT REFERENCE</u>
RECORDING FEE	61	20	65	
BONUS TAX	20	20		
CERTIFIED COPY FEE	13	0		

DIVISION OF ENVIRONMENTAL
PLANNING AND MONITORING



MONTGOMERY COUNTY, MD

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