

**BYLAWS OF THE
SOLID WASTE ASSOCIATION OF NORTH AMERICA (SWANA)
MID-ATLANTIC CHAPTER, INC. (“Chapter”)
(Revised September 19, 2019)
(Affiliated with Solid Waste Association of
North America, Inc., a California nonprofit,
public benefit corporation, “SWANA”)**

ARTICLE I

Members

1.1 Generally

- 1.1.1 Application for membership in the Solid Waste Association of North America (SWANA) shall be submitted to SWANA’s offices.
- 1.1.2 Any member may resign from membership by so notifying the Mid-Atlantic Chapter (Chapter) Secretary and SWANA in writing. Resignation does not absolve a member from any debts or obligations to the Chapter or SWANA.
- 1.1.3 Termination or suspension of membership for nonpayment of dues or for any other reason shall be governed by SWANA’s Policy Manual.

1.2 Membership Classes

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

ARTICLE II

Dues and Assessments

2.1 Schedule of Dues

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

2.2 Dues Date

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

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 SWANA.

ARTICLE III

Duties of Directors, Advisory Board Delegate (AB Delegate), Officers, and Committees

3.1 Board of Directors (BOD)

3.1.1 Generally. The BOD 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 BOD and shall preside at all BOD meetings. The BOD shall meet at the call of the Chair and shall hold meetings not less than twice yearly. Notices of BOD meetings shall be by letter, telephone, fax, e-mail or other method, or announced at a BOD meeting, and shall be given to all BOD members. All questions (except expulsion of BOD members as addressed in 3.1.6) shall be decided upon a majority vote. BOD members shall attend BOD meetings and Chapter meetings and may perform other duties as may be prescribed from time to time by the President and/or the BOD. In lieu of holding a meeting to address specific issue(s) that arise in between regularly scheduled BOD 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 each BOD member's official e-mail address or signed, either manually or by an appropriate agreed upon electronic procedure, by each BOD member) or by the BOD members participating in a conference telephone call (or similar arrangement) where all BOD members are participating and 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 BOD. The Chapter shall have not less than four or more than ten elected Directors who, together with the President, Vice President, Secretary, Treasurer and Past President, shall constitute a nine to fifteen-member BOD. One member of the BOD (not the President) will be elected by the BOD to serve as the Chapter's Delegate to SWANA's Advisory Board (AB Delegate). A quorum shall consist of two-thirds of the BOD positions that are filled.

- 3.1.3 Composition of the BOD. To promote participation by diverse and various organizations, the Chapter shall strive for a BOD composed of not more than one member from the same employer. However, if circumstances necessitate, two BOD 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 or Director produces a BOD 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 or Director 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 BOD, 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 AB Delegate.
- 3.1.4.1 Qualifications. All Directors shall be members in good standing. Those Directors 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 Advisory Board Delegate. The AB Delegate shall serve a term as the Chapter's representative for Region 7, on SWANA Advisory Board, and be subject to such responsibilities as provided in the Policy Manual and the Region 7 Memorandum of Understanding (MOU). Part of the Chapter's support for SWANA governance is expressed in a MOU by and among all SWANA chapters in Region 7. All Chapters have signed similar MOUs in the respective regions. The Officers and directors are authorized and directed to assure the fulfillment of the MOU terms and conditions as they may be amended from time to time.
- 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 BOD; 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 BOD.

- 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 BOD.
- 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 BOD.
- 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 BOD, may incur a cumulative maximum fiscal year expenditure of \$500 for ordinary Chapter expenses, as defined by the BOD; this value is exclusive of those expenditures referenced in 3.1.5.6.1 where Chapter actions, activities, expenditures, etc. were previously discussed and approved, whether by explicit motion or tacit concurrence at BOD meetings; as well as assessments or invoices by the Association. Any such expenditures not explicitly previously approved by the BOD shall be discussed or reported by the Treasurer at the next BOD meeting.
- 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 BOD and the members. Reports submitted to the BOD shall be rendered as often as the BOD deems necessary. Typically, a report is to be given at each BOD meeting and the annual Chapter business meeting.
- 3.1.5.6.4 The Treasurer shall prepare and submit in a timely manner all reports required by federal and state 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 BOD.

3.1.6 Vacancies

The BOD may, by affirmative vote of at least two-thirds of the BOD members, declare any Office or any Director 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 BOD 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 BOD, except that the Vice President shall succeed the President. Appointees shall serve for the remaining portion of the term of the previous officeholder, BOD member, or AB Delegate. 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 BOD: (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 BOD 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 SWANA information.

3.2.2 Programs and Arrangement Committee. The BOD 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, SWANA's Bylaws, SWANA'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 BOD. 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 BOD feels the necessity. When appropriate, the Committee shall also tally all election ballots of the Chapter and shall report its findings to the BOD Directors and the members.

ARTICLE IV

Elections

4.1 Qualifications

The Officers and Directors 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 for Officers and Directors

All Officers (except Past President per Section 3.1.5.3) and all Directors 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 BOD 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 BOD' 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) with the exception of the AB Delegate and until a qualified successor is elected. The AB Delegate's term of office shall coincide with Region 7 Director election and end when 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 and any Director, including the AB Delegate, 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 AB Delegate.

4.5 Nominating Committee

The President shall appoint two members in good standing to serve on a committee for the purpose of nominating Officers and Directors for the coming fiscal year. This Committee shall submit its recommendation to the BOD 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. Special consideration shall be given to increase diversity on the BOD and include young professionals (younger than 35).

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 BOD.

5.2 Special Meetings

Special meetings of the members may be held at any time on call of the President, a majority of the BOD, 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 BOD or the Program and Arrangement Committee, but in no event less frequently than twice each year. Any meeting may be canceled by the BOD for sufficient cause.

5.6 Proxies

All votes by the members at any meeting of the members may be voted by proxy. Retroactive to August 1, 2019, all proxies shall be in writing, signed by the member, 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. Proxy voting is not allowed for BOD members to vote at BOD meetings.

ARTICLE VI

Indemnification

6.1 The Chapter shall indemnify and hold harmless any person who shall be an Officer or Director of the Chapter and any person who is an Officer or Director or Executive Director of SWANA 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 SWANA business. However, such Officer or Director or Executive Director shall not be relieved

from any liability to the Chapter or SWANA 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 BOD upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the BOD 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 BOD 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 AB Delegate shall conform with these Chapter Bylaws, SWANA Bylaws, and SWANA Policy Manual, and the Region 7 MOU.

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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 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.

#11 - September 19, 2019 at the Annual Business Meeting
Changes throughout to reflect the amended SWANA Bylaws, including the 2018 SWANA governance changes including establishing new regions, Advisory Board and SWANA Board. Replacing the Chapter Representative with Advisory Board Delegate (AB Delegate). Changing BOD quorum from seven to two-thirds of the BOD members. Changing the abbreviation “Board” to “BOD” to designate the Chapter Board of Directors. Changing the abbreviation from “Association” to “SWANA” to designate the Solid Waste Association of North America, Inc. Establishing the methods for election of the AB Delegate. Added that the Nominating Committee give special consideration to increase diversity and include young professionals. Changes to proxy voting to remove requirement for signing under oath.

**End of Amendments
