

CHAPTER BYLAWS OF THE WASHINGTON EVERGREEN CHAPTER OF THE SOLID WASTE ASSOCIATION OF NORTH AMERICA

(A Nonprofit Corporation)

Affiliated with the Solid Waste Association of North America, Inc. ("SWANA" or "Association")

- ARTICLE I Offices
- ARTICLE II Members
- ARTICLE III Meetings
- ARTICLE IV Dues and Assessments
- ARTICLE V Officers and International Chapter Director
- ARTICLE VI Board Voting Requirements
- ARTICLE VII Directors
- ARTICLE VIII Elections
- ARTICLE IX Indemnification
- ARTICLE X Conformity
- ARTICLE XI Amendments

CHAPTER BYLAWS OF THE WASHINGTON EVERGREEN CHAPTER OF THE SOLID WASTE ASSOCIATION OF NORTH AMERICA

(A Nonprofit Corporation)

Affiliated with the Solid Waste Association of North America, Inc. ("SWANA" or "Association")

ARTICLE I

Offices

- 1.1 The Chapter shall have and continuously maintain in this state a registered mailing address and registered agent.

ARTICLE II

Members

- 2.1 Application for SWANA membership shall be made online (www.swana.org) or by mailing an application form to the Association's headquarters.
- 2.2 Members shall be members of the Association, subject to all Association rules.
- 2.3 A member may resign at any time. However, the resignation of a member does not release the member from any outstanding obligations the member may have to the Chapter or Association.
- 2.4 Membership Classes. Membership classes shall conform to the Association Bylaws and as further defined by the Association in the Association Policy Manual.

ARTICLE III

Meetings of Members

- 3.1 Annual Meeting. An annual membership (business) meeting shall be held during each fiscal year on such date and at such time and place as the Board of Directors shall determine.
- 3.2 Special Meetings. Special meetings of the members may be called by the President or by a majority of the Board of Directors. Upon the written request of members representing not less than five percent (5%) of the membership, the Secretary shall call a special meeting of members for the purposes specified in such request and shall cause notice thereof to be given as hereinabove provided.

- 3.3 Notice of Meetings. Written notice stating the place, day and time of all meetings and, in the case of a special meeting, the general nature of the business to be transacted, shall be given to each member entitled to vote at such meeting not less than ten (10) days nor more than ninety (90) days before the date of the meeting. Notice of the annual business meeting shall be given to each member not less than thirty (30) days before the date of such meeting. Notice shall be given either by electronic notice to consenting members or by first-class mail to the member's address that appears in the Association records. Notice of any meeting at which directors are to be elected shall include the name of all nominees at the time such notice is given to members.
- 3.4 Quorum. Ten percent (10%) of all members, which number is present in person or by proxy at any meeting, shall constitute a quorum. If less than a quorum is present, the majority of those present may adjourn the meeting to a specific date, time and place, and the Secretary shall notify the absent members of such adjourned meetings.
- 3.5 Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting.

ARTICLE IV Dues and Assessments

- 4.1 Dues for each membership category shall be established in the Association Policy Manual. The Chapter, by majority vote of the Board of Directors and following procedures established in the Association Policy Manual, may assess additional or special dues.
- 4.2 Dues and Assessment Management. The timing and management of invoicing, paying and disbursing dues shall be governed by the Association Policy Manual. Chapter practices and procedures shall be consistent with dues and assessment policies established from time to time by the SWANA International Board of Directors.
- 4.3 Fiscal Year. The Chapter's fiscal year shall be from October 01 through September 30.
- 4.4 Benefits of Dues Payments. Except as otherwise provided in these Bylaws, the payment of dues entitles members to all privileges and benefits of membership in the Association.

ARTICLE V Officers and International Chapter Director

- 5.1 Generally. The officers shall consist of a President, a Vice President, a Secretary and a Treasurer. The International Chapter Director, while not an officer, is the fifth member

of the Chapter leadership. All Chapter Officers and the International Chapter Director shall be members in good standing.

- 5.2 International Chapter Director. The International Chapter Director acts as a liaison between the Chapter and the Association and serves on the International Board of Directors of the Association. The purpose of this position is to provide mechanisms for the expression to the Association of the Chapter's views and opinions and for the explanation to Chapter members of the Association's policies, actions and plans. The Chapter Board of Directors may designate another individual to serve as alternate International Chapter Director.
- 5.3 President. The President shall call and preside at all meetings of the Chapter membership and the Board of Directors; shall execute or approve on behalf of the Chapter all contracts, bonds and other written instruments approved by the Board of Directors; shall supervise and manage the business affairs of the Chapter; and shall perform such other duties incident to the office of President as may be prescribed from time to time by the Board of Directors.
- 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 by the Board of Directors.
- 5.5 Secretary. The Secretary shall keep full and correct minutes of all proceedings of the Chapter, its members, Directors and Committees; maintain an up-to-date list of Officers, Board Members, terms of office, etc.; shall issue notices required by these Bylaws; shall maintain Chapter records other than financial records; shall prepare and submit required annual, periodic or special reports including an annual report to the Association by December 31st of each year, and shall perform such other duties as may be prescribed by the Board of Directors.
- 5.6 Treasurer.
 - a. The Treasurer's duties shall include, but not be limited to, attending meetings of the Chapter, the Board of Directors, collecting all monies due and owing to the Chapter, paying amounts due to the Association, and paying all just and valid debts and obligations of the Chapter.
 - b. The Treasurer, without prior approval of the Board of Directors, may incur an indebtedness for ordinary Chapter expenses not specifically called out in a line-item budget not to exceed \$1,000 per month and all amounts included at a line item level, regardless of amount, in an annual budget previously approved by the board.

c. The Treasurer shall have full charge of all funds of the Chapter and shall keep a correct and complete 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 financial reports to the Board of Directors and to the membership showing the financial condition of the Chapter. Reports to the Board of Directors shall be rendered as often as the Board of Directors deems necessary. At each Annual Meeting, he/she shall present a statement showing the financial condition of the Chapter and perform such other duties as may be prescribed from time to time by the Board of Directors.

d. The Treasurer shall prepare and submit such financial reports as required by federal and state laws.

e. The Treasurer shall complete the annual fiscal report on forms supplied by the Association and submit it to the Secretary for submittal to the Association before December 31st of each year.

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

g. The Treasurer shall timely prepare and submit tax returns and other required tax-related filings as required by law.

h. The Treasurer shall prepare, submit and timely pay for filings prepared under State Corporation Law, prior to state mandated deadlines.

i. The Treasurer shall, with the assistance of the Budget Committee, prepare an annually updated budget for the next three (3) fiscal years, and submit to the Board of Directors for approval prior to the last regularly scheduled Board of Directors meeting each fiscal year.

5.7 Election of Vice President. Every three (3) years, immediately after the Evergreen Chapter Regional Symposium, the President will call on the Nominations Committee to solicit nominations from amongst the Directors to fill the position of Vice President. When considering nominations, the Nominations Committee shall not only consider potential candidates' interest in the position, but also candidates' prior service to the Board and Chapter, and whether candidates will assist in reflecting in the diversity of the Chapter membership. The Nominations Committee will recommend that the Board of Directors appoint an individual to serve as Vice President pending a confirmation vote by the Membership at the Annual Meeting.

5.8 Election of President. After serving three (3) years as Vice President, the Board of Directors shall nominate the Vice President to serve as President and shall submit his/her name for a confirmation vote by the Membership at the Annual Meeting UNLESS

the Board determines by majority vote that the Chapter's interests would be served best by nominating another candidate. In that event, the President shall call on the Nominating Committee to nominate a President and Vice President as described in paragraph 5.7.

- 5.9 Election of Secretary, Treasurer, and International Chapter Director. Every three (3) years, the President will call on the Nominations Committee to solicit nominations from amongst the Directors to fill the positions of Secretary, Treasurer, and International Chapter Director. The Nominations Committee will present nominations to the Board of Directors who shall then elect a Secretary, Treasurer, and International Chapter Director for a term of three (3) years. If the International Chapter Director becomes the Regional Director, the person shall remain in that position for at least three (3) years.
- 5.10 Vacancies. Vacancies may be filled by appointment of the Board of Directors except that the Vice President shall succeed the President. Appointees shall hold office for the remaining portion of such office.
- 5.11 Removal. Any officer elected or appointed may be removed by a two-thirds vote of the Board of Directors consistent with paragraph 6.7, or a majority vote of the membership called by the Board of Directors.
- 5.12 Resignation. An officer may resign from office by submitting a letter of resignation to the President or Board of Directors.

ARTICLE VI

Board Voting Requirements

- 6.1 Board voting will be conducted in one of two ways. At scheduled board meetings, business will be conducted and matters voted on and passed by the necessary quorum being present. When requested by the Officers, voting by the Board will be allowed via electronic means.
- 6.2 Electronic Voting for Chapter Business. Should the Chapter Officers decided that Chapter business requires Board action in a more timely manner than what the Chapter's scheduled meetings will allow, the Officers, by a simple majority, may request that an electronic vote occur vial e-mail, online survey, or other electronic response. Measures will be approved by a simple majority of all current Board members. The Chapter Officers, after receiving and reviewing the results, will then authorize the President, or Treasurer, to take appropriate action.

ARTICLE VII
Directors

- 7.1 Generally. The Board of Directors shall manage the activities, property and affairs of the Chapter. The President or, in his/her absence, the Vice President shall chair the Board and preside at all meetings. The Board shall meet at the call of the President and not less than once a year. Directors shall attend all board meetings and membership meetings. Special meetings of Directors may be called by the President or any two (2) Directors. Upon receipt of such a call for a special meeting, the Secretary shall give at least 48 hours' notice delivered personally or by telephone (including voice mail), fax or e-mail to all Directors of the place, date and time of such meeting and the purpose(s) for which the meeting was called. A majority of all Directors shall constitute a quorum for the transaction of business. All questions, except the removal of a Director from office, shall be decided by a majority vote of Directors present at a meeting at which a quorum exists. Any action so taken is signed by all of the Directors. Notice of a meeting need not be given to any Director if he/she, before or after the meeting, signs a waiver of notice which is filed with the records of the meeting.
- 7.2 Number. The number of elected Directors shall be a minimum of six (6) and maximum of fifteen (15) who, together with the Officers and International Chapter Director, shall constitute an 11-20 member board.
- 7.3 Sponsoring Organizations. The Board shall make all reasonable efforts to identify and nominate well-qualified candidates for Director whose SWANA memberships are sponsored by a balance of public- and private-sector organizations, such that neither public nor privately sponsored members have a majority of more than seventy-five percent (75%) on the Board of Directors. Further, the Board shall make all reasonable efforts to ensure that Directorships are distributed to the widest variety, and geographic diversity of organizations allowing for multiple Directors from the same organization only in rare circumstances.
- 7.4 Qualification. All Directors shall be members in good standing.
- 7.5 Appointed Directors. At any time, the Board of Directors may by a majority vote appoint additional Directors up to the limit under 6.2, as long as the appointees meet all qualifications required by these bylaws. Appointed Directors shall not have the right to vote as Directors until they are elected by the chapter members, but will otherwise participate in Board of Directors' meetings and have all rights and privileges of Directors.
- 7.6 Term. Elected directors shall serve for three (3) years or until their respective successors have been duly elected and qualified, and may be re-elected with no limit on the number of terms. Terms shall be staggered such that one-third of Directors' positions shall be up for election annually.

7.7 Vacancies. By a vote of two-thirds of its members, the Board may declare a vacancy on the Board by reason of (a) two or more consecutive unjustified absences from Board or Chapter meetings, (b) conviction of an offense punishable by imprisonment in a correctional institution, or (c) conduct manifestly unethical or contrary to the interests or reputation of the Chapter. Vacancies on the Board shall be filled by the affirmative vote of a majority of the remaining Directors. An individual so appointed shall serve on the Board for the unexpired term of his/her predecessor.

7.8 Committees. The following standing committees shall be appointed by the President and confirmed by a majority of the other members of the Board:

- (a) Membership, Communication and Marketing, Website
- (b) Technical Programs, Trainings and Education
- (c) Budget
- (d) Bylaws
- (e) Scholarship
- (f) Nominating.

The President may appoint such other committees as necessary for conducting the business and affairs of the Chapter.

ARTICLE VIII Elections

8.1 Qualifications. Officers and Directors of the Chapter shall be elected from members in good standing. No person may serve simultaneously in more than one office/directorship.

8.2 Election of Officers and Directors. All Directors shall be elected by a majority of the members present in person or by proxy at the Annual Business Meeting of the Chapter. The Board of Directors' nominees for Officers shall be placed before the members for a confirmation vote as warranted.

8.3 Announcement of Elections. See Notice of Meetings under Article III – Meetings of Members.

8.4 Nominations. Nominations for Directors will be those presented by the Nominating Committee and referred and recommended by the Board of Directors. Additionally, nominations shall be allowed from the floor at the election meeting. Notice of nomination shall be made known to the Chapter membership thirty days in advance of the election meeting. At a Board of Directors meeting before the announcement of the members' meeting at which elections will occur, the Nominating Committee will present to the Board of Directors the nominations for Officers and Directors for the next

election. The nominations of the Nominating Committee shall be included in the meeting announcement sent to Chapter members announcing the election.

- 8.5 Proxy Votes. Members may vote by proxy. Proxies can take the form of a ballot form mailed to members and containing the names of candidates nominated by the Nominating Committee or by other Directors, provided that the ballot includes provision for write-in candidates who may be nominated at the election meeting. All proxies must be signed by the person who is represented by the proxy. Proxy ballot forms shall be sent by electronic mail to each Chapter member at least thirty days (30) prior to the election meeting unless the member has specifically requested a ballot sent via US Mail.

ARTICLE IX Indemnification and Policies

- 9.1 The Chapter shall indemnify and hold harmless any person who shall be a Director or Officer of the Chapter or of the Association from and against any and all actions, claims, lawsuits, and demands, including reasonable attorney's fees and defenses defending the same, that might arise or be assessed against such person in connection with Chapter business. However, such Officer or Director shall not be relieved from any liability to the Chapter imposed by law, including liability from fraud, bad faith or willful neglect.
- 9.2 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. Request for indemnification shall be made in writing to the Board of Directors within thirty days after the earlier of the following: (a) Commencement of any action, suit or proceeding; or (b) Circumstances providing good reason to anticipate commencement of an action, suit or proceeding.
- 9.3 The Chapter will have and adopt policies as needed the business of the Chapter. Current policies in place are: 1) Conflict of Interest 2) Document Retention 3) Whistle Blower Clause.
- 9.4 Additional policies may be adopted as needed by the Board for the business needs of the Chapter.

ARTICLE X Conformity

- 10.1 Chapter operations and activities shall conform to the Affiliation Agreement between the Chapter and the Association, the Association Policy Manual, and these Bylaws and applicable state and federal law.

**ARTICLE XI
Amendments**

11.1 These Bylaws may be amended upon the affirmative majority vote of voting members present, in person or by proxy in a general membership meeting; provided such amendment and notice is provided to each Chapter member via the electronic mail address the member provided to the Association, at least thirty days (30) prior to the general membership meeting.

APPROVAL OF BYLAWS

On the 21st day of September 2016 the foregoing Bylaws were formally approved by the membership of the Washington Evergreen Chapter of the Solid Waste Association of North America.

Scott K. Wind President

_____ Secretary