

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")

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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 Offices.
- 2.2 Members shall be Association members who have affiliated with this Chapter, subject to all Association rules.
- 2.3 A member may resign at any time by giving written notice to the Association and the Chapter. However, the resignation of a member does not release the member from any outstanding obligations and commitments the member may have to the Chapter or Association incurred prior to resignation.
- 2.4 Membership Classes. The Chapter recognizes the membership classes established and defined in the Association Bylaws. See Attachment A.

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. By or at the direction of the President, the Secretary, or the officers or persons calling the meeting, 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 fifty (50) 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, see Attachment B, 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 by the Association. The Chapter, by majority vote of the Board of Directors and following procedures, if any, 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, rebating 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 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, Advisory Board Delegate, and Regional Director

5.1 Generally. The officers shall consist of a President, a Vice President, a Secretary and a Treasurer. The Advisory Board Delegate, shall be an officer and an ex officio member of the Board of Directors. All Chapter Officers shall be members in good standing.

5.2 Advisory Board Delegate; Regional Director. The Advisory Board Delegate acts as a liaison between the Chapter and the Association and serves on the Advisory Board. 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 Advisory Board Delegate shall serve such term and shall have such rights and responsibilities as set forth in the SWANA Policy Manual.

Part of the Chapter's support for SWANA governance is expressed in a Memorandum of Understanding (MOU) by and among SWANA chapters in Region 11. The Chapter officers and Directors are authorized and directed to assure the fulfillment of the MOU terms and conditions. The MOU stipulates Region 11 shall elect or appoint a Regional Director as its representative to the SWANA Board of Directors. The Advisory Board Delegate shall fill the role of Regional Director if elected per the MOU. .

5.3 President. The President shall call and preside at 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 Directors, 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. 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. 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. 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. Treasurer shall prepare and submit such financial reports as required by federal and state laws.

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

i. 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 Treasurer, Secretary and Vice President. Every two (2) years, the President will call on the Nominations Committee to solicit nominations from amongst the Directors to fill the position of Treasurer, Secretary and Vice President. The Board of Directors shall nominate the current Treasurer to serve as Secretary and current Secretary to serve as Vice President and shall submit names 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 or an officer requests to remain in his/her current position. 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 individuals to serve as Treasurer, Secretary and Vice President pending a confirmation vote by the membership at the Annual Meeting.

- 5.8 Election of President. After serving two (2) 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 as described in paragraph 5.7.
- 5.9 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.
- 5.10 Removal. Any officer elected may be removed by a two-thirds vote of the Board of Directors consistent with paragraph 7.7.
- 5.11 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 via 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 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) 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, 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 7.2, 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 two (2) 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. The Board shall make all reasonable efforts to ensure that terms shall be staggered such that an equal number of Directors' positions shall be up for election annually.

- 7.7 Removal and Vacancies. By a vote of two-thirds of its members, the Board may remove a Director 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 thus created 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 Website
 - (b) Technical Programs, Trainings and Education
 - (c) Budget
 - (d) Bylaws
 - (e) Scholarship
 - (f) Nominating
 - (g) Safety

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

All Board Officers and Directors are expected to actively participate in a minimum of two committees, voluntarily, or as appointed by the Chapter President. Committee assignments shall be made once per year.

ARTICLE VIII Elections and Voting

- 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 vote of the members in the manner provided in Section 8.5. 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 General Voting. Members may vote by mail, by electronic transmission, or by proxy. Whenever action items proposals are presented or Directors or officers are to be elected, the Board may authorize members to vote by mail or by electronic transmission if the name of each candidate and the text of each action item or proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. An election may be conducted by electronic transmission if the Board has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present. 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 with the Association Bylaws, Association Policy Manual, 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 by electronic transmission. Notice is to be 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 voting

APPROVAL OF BYLAWS

On the 1st day of April, 2020, the foregoing Bylaws were formally approved by the membership of the Washington Evergreen Chapter of the Solid Waste Association of North America.


_____ President


_____ Secretary

Attachment A

SECTION 2

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 Member. A Public Sector 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 Member. A Private Sector Member shall be:

- (a)(1) a self-employed individual working in solid waste management or a related field, or
- (a)(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 event 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 Board of Directors (Board) may grant life membership to members of the Association. No more than three life memberships may be awarded by the Association in a fiscal year, one of which 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 Board 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. Chapter awards of life membership do not count in the limit placed upon the Association. 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 Board 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 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.

Attachment B

Notice by electronic transmission—Consent required—When effective.

- (1) A notice to be provided by electronic transmission must be electronically transmitted.
- (2) Notice to members and directors in an electronic transmission that otherwise complies with the requirements of this chapter is effective only with respect to members and directors who have consented, in the form of a record, to receive electronically transmitted notices under this chapter.
 - (a) Notice to members and directors includes material that this chapter requires or permits to accompany the notice.
 - (b) A member or director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted.
 - (c) A member or director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record.
 - (d) The consent of any member or director is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.
- (3) Notice to members or directors who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic network and delivering to the member or director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.
- (4) Notice provided in an electronic transmission is effective when it: (a) Is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.