

**BYLAWS
FOR THE MISSOURI CHAPTER
OF THE
SOLID WASTE ASSOCIATION OF NORTH AMERICA**

**ARTICLE I
IDENTITY**

- 1.1 Name. The name of this corporation shall be the Missouri Chapter of the Solid Waste Association of North America, Inc., herein after referred to as the “Chapter”.
- 1.2 Geographical Boundaries. The Chapter boundaries are the State of Missouri.
- 1.3 Affiliation. The Chapter is affiliated with the Solid Waste Association of North America, Inc. (“SWANA” or “Association”), a Missouri nonprofit public benefit corporation.
- 1.4 Principal and Business Offices. The Chapter may have such principal and other business offices and mailing addresses within the State of Missouri as designated by the Chapter Board of Directors.
- 1.5.1 Records. The Chapter shall keep as permanent records, minutes of all meetings of its members (within the past three (3) years) and Board of Directors, a record of all actions taken by the members of Directors without a meeting, a record of all actions taken by committees of the Board of Directors, appropriate accounting records, the names and addresses of its members, copies of its Articles of Incorporation of Bylaws, board resolutions, all written communications to members (within the past three (3) years), the names and addresses of its Board of Directors and officers, and the most recent annual report delivered to the Secretary of State of Missouri. Any member may inspect and copy the corporation’s records upon five (5) days prior written notice at a reasonable time and location.

**ARTICLE II
PURPOSE AND OBJECTIVES**

- 2.1 Purpose. The Chapter is organized as a non-profit corporation of the State of Missouri as a professional association exclusively for educational purposes.
- 2.2 Objectives. The objectives of the Chapter are to develop increased professionalism in the field of solid waste management; encourage and share knowledge about environmentally sound, economically competitive, and effective systems for the storage, collection, transfer and disposal of wastes; 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 **MEMBERS**

- 3.1 (Reserved)
- 3.2 Membership Rights. Members whose dues are paid in full to the Association in all categories of membership except student memberships shall have membership rights in the Chapter in accordance with SWANA Bylaws, including revisions thereto.
 - 3.2.1 Student members shall not be eligible to hold office or vote on any Chapter business, but shall have all other membership rights.
- 3.3 Application. Application for membership shall be made in writing to the Association's headquarters. The secretary of the Chapter shall maintain application forms for potential new members.
- 3.4 Membership Categories. The Chapter shall have categories of membership that shall be the same as those established in Section 2 of the SWANA Bylaws, (ATTACHMENT A) including revisions thereto.
- 3.5 Resignation. Any member may resign from membership, at any time, by giving written notice to the Association Offices. However, the resignation of a member does not release the member from any outstanding obligations the member may have to the Chapter or Association incurred prior to resignation.
- 3.6 Non-Payment of Dues. Suspension for nonpayment of dues shall be governed by the Association Policy Manual.
- 3.7 (Reserved)
- 3.8 Membership Revisions. These Bylaws shall be amended to reflect any revisions to the membership provisions made by the Association.

ARTICLE IV **DUES AND ASSESSMENTS**

- 4.1 Association Policy Manual. The Chapter, by majority vote of the Board of Directors and as ratified by a simple majority of the memberships, may assess additional or special dues.

- 4.2 Dues and Assessment Management. The timing and manner 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 board of directors.
- 4.3 Fiscal year. The Chapter's fiscal year shall be October 1 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 Chapter and the Association.
- 4.5 (Reserved)
- 4.6 Currency of Dues. All annual Association dues shall be paid in U.S. dollars.
- 4.7 Collection of Dues. All annual Association dues (annual, and any additional or special dues as ratified by the Chapter membership) shall be paid directly to the Association's International Headquarters.

ARTICLE V **OFFICERS**

- 5.1 Generally. The officers shall consist of a president, one vice president, immediate past president, a secretary and a treasurer. All chapter officers shall be members in good standing. The same person may serve as both Secretary and Treasurer. All Chapter officers shall also be directors of the Chapter by virtue of their election to office.
- 5.2 President. The president shall call and preside at all meetings of the Chapter membership and of the Board of Directors, shall nominate all committees, 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.
- 5.3 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.
- 5.4 Secretary. The secretary shall keep full and correct minutes of all proceedings of the Chapter, its members, directors and committees, shall issue notices required by these Bylaws, shall prepare and submit required annual, periodic or special reports, and shall perform such other duties as may be prescribed by the Board of Directors.

- 5.5 Treasurer. The treasurer's duties shall include, but not be limited to , attending meetings of the Chapter and 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 upon approval of payment by the Board of Directors.
- 5.5.1 The treasurer, without prior approval of the Board of Directors, may incur an indebtedness not to exceed \$250 per month for ordinary Chapter expenses.
- 5.5.2 The treasurer 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, shall render periodic and required financial reports of the Chapter, and shall render periodic and required financial reports to the Board of Directors, to the Association, 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.
- 5.5.3 The treasurer shall prepare and submit such financial reports as required by federal and state laws.
- 5.5.4 The treasurer shall make available all books of accounts and records for an annual audit or at such other times as deemed necessary by the Board of Directors.
- 5.6 Term of Office. All officers shall serve for one year and until their respective successors shall have been duly elected and shall have qualified. The term of office of the officers shall coincide with the Chapter's fiscal year.
- 5.7 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.
- 5.8 Removal. An officer who has been appointed by the Board of Directors may be removed by the Board of Directors. An officer who has been elected by the members may be removed only by vote of the membership.
- 5.9 Immediate Past President. The immediate past president shall continue to serve as an officer of the Chapter for one year following the term as Chapter President. The past president shall serve as an advisor to the Board of Directors.)

ARTICLE VI **DIRECTORS**

- 6.1 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 chair and not less than twice a year. Special meetings of directors may be called by the president or any two directors. Upon receipt of such call for a special meeting, the secretary shall give at least five days notice 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 the number of directors fixed under these Bylaws 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 that can or must be taken at a directors meeting may be taken without a meeting if a consent in writing, setting forth the 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 meetings.

- 6.2 Number. The number of elected directors shall be four who, together with the president, immediate past president, vice president, secretary, and treasurer, shall constitute a nine member Board of Directors.)
- 6.3 Qualifications. All directors shall be members in good standing.
- 6.4 Election. Except for the officers serving as directors by virtue of their election to their respective offices, all directors shall be elected by vote of the membership.
- 6.5 Elected Board Member Categories. The elected directors shall consist of certain categories. After election, the Board of Directors shall designate an International Chapter Director, a Public Sector Director and a Private Sector Director.
- 6.5.1 International Chapter Director. The International Chapter Director shall attend the International Board meetings as a representative of the Chapter, shall act as a liaison for the opinion of the Chapter to International Board and report back to the Chapter and shall perform other duties as assigned. 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.
- 6.5.2 Public Sector Director. The Public Sector Director shall be employed, or retired from, a public, non-profit or governmental agency.
- 6.5.3 Private Sector Director. The Private Sector Director shall be employed or retired from the Private Sector.
- 6.6 Term. The term of office of a director shall be two years beginning on October 1 and ending on September 30, two years hence. Initially, two of the elected directors shall be elected to serve terms of only one year while the remaining two directors will, upon their election, serve for a term of two years each. At the end of each initial term thereafter, all directors elected shall serve a term of two years, and until their respective successors have been duly elected and shall have qualified.

- 6.7 Vacancies. By a vote of two-thirds of its members, the Board may declare a vacancy within the Board of any office by reason of
- (1) two or more consecutive unjustified absences from Board or Chapter meetings,
 - (2) conviction of a criminal offense, or
 - (3) conduct unethical or contrary to the best interests of the Chapter.
- 6.8 Removal. For any reason a director may be removed from office by a majority vote of the membership. All vacancies occurring on the Board shall be filled by the affirmative vote of a majority of the remaining directors. A director so elected shall serve for the unexpired term of his/her predecessor.
- 6.9 Resignation. A director may resign at any time by delivery of written notice to the Board of Directors or to the president. In such an instance, the vacancy shall be filled in the manner described above.
- 6.10 Voting. Each Board member present at a meeting shall have one vote. Board members may not give or hold proxies. A Board member shall be deemed present at a meeting if he/she is connected telephonically and can communicate with all the other Board members.
- 6.11 Committees: The following standing committees, which shall consist of at least three members, including at least one Board member, shall be appointed by the president, who shall also appoint the committee chairman, and confirmed by a majority of the other members of the Board:
- (1) Audit
 - (2) Membership
 - (3) Programs and Arrangements
 - (4) Bylaws
 - (5) Nominating

By resolution adopted by the affirmative vote of a majority of the directors, the Board may designate one or more directors and two or more members to constitute such other committees as necessary for conducting the business and affairs of the Chapter. All such committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the Board.

- 6.11.1 Audit Committee. The audit committee shall oversee the Chapter's financial affairs and, at such times as the Board directs, shall conduct a financial audit. In addition, the committee shall tally the results of all elections of directors and voting on such other issues and matters, as the Board shall direct. All such results shall be reported to the Chapter secretary and to the Board. Preference for appointment should be given to a past treasurer and a past secretary, if possible.
- 6.11.2 Membership Committee. The function of the committee is to recruit new members for the Chapter. A yearly membership goal will be established by the Board of Directors at the first meeting of the fiscal year to enable the membership

committee to begin its efforts. The committee is required to send an introduction package to all new members. The package is to include a letter of welcome, list of current officers, latest chapter newsletter, Chapter Bylaws, Affiliation agreement, membership list and any other pertinent information available on SWANA program and services.

- 6.11.3 Programs and Arrangements Committee. The function of this committee is to coordinate the Chapter's seminars and meetings. Location of all the meetings for the upcoming year will be selected by the Board of Directors at the first meeting of the fiscal year. The Annual membership meeting may include a dinner and award ceremony in addition to the regular business meeting.
- 6.11.4 ByLaws Committee. It shall be the duty of the committee to review the Chapter's Bylaw's and be able to give guidance to the Board of Directors. It is also the responsibility of the Bylaws committee to review the Bylaws and propose any changes or amendments to the membership after obtaining approval by the Board of Directors of the changes. Copies of any proposed amendments shall be sent to International Headquarters no less than 30 days prior to any action thereon.
- 6.11.5 Nominations Committee. The nominations committee shall develop a slate of nominees for each office and directorship for the ensuing year. The president shall be a member of the Nominating committee and shall act as its presiding officer.
- 6.11.5.1 This committee shall select nominees from the public or private membership categories such that there will be at least one board member each from the public and private sector.
- 6.11.5.2 This committee shall submit its recommendations to the Board of Directors at least 90 days in advance of the annual business meeting of the Chapter.
- 6.11.5.3 The nominating committee shall verify that all nominees are members in good standing, which shall include the fact that the dues for the current year are paid in full and verify the nominee intends to pay dues for the ensuing years for which he/she may be elected and hold office.
- 6.11.5.4 The nominating committee shall ask each nominee to verify, in writing, their consent to serve if elected.

ARTICLE VII **ELECTIONS**

- 7.1 Qualifications. 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.

- 7.2 Elections. The vice president, secretary, treasurer, and the two board directorships which shall have expired shall be elected by a majority of the members present in person or by proxy at the last membership meeting of the fiscal year, which shall be the annual business meeting of the Chapter.
- 7.3 Succession in Office. The vice president shall automatically succeed to the office of president at the end of each term, without further action by the membership. All other officers and directors may succeed themselves. Retiring or former officers or directors shall be eligible for other offices or positions on the Board of Directors.
- 7.4 Nominations. Notice of nominations for officers and directors shall be made known to the membership of the Chapter by the Chapter secretary at least sixty (60) days in advance of the annual business meeting. Nominations shall be allowed from the floor at the election meeting.

ARTICLE VIII **MEETINGS OF MEMBERS**

- 8.1 Annual Meeting. An annual meeting of the members shall be held during the fourth quarter of the Chapter's fiscal year (the third quarter of the calendar year) at such time and such place as the Board of Directors shall determine by resolution, unless extenuating circumstances require a change, which shall be approved by the Board of Directors.
- 8.2 Special Meetings. Special meeting of the members may be called by the president or by a majority of the Board of Directors. Upon receipt of such a call for a special meeting, the secretary shall cause notice of the special meeting to be given as hereinafter provided. Upon the written request of members having not less than five percent (5%) of the votes entitled to be cast at the meeting, the secretary shall call a special members' meeting for the purposes specified in such request and cause notice thereof to be given as herinafter provided.
- 8.3 Notice of Meetings. Written notice stating the place, day and time of all meetings and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting not less than ten (10) days nor more than forty (40) days before the date of the meeting. Notice of the annual business meeting shall be made to the membership not less than sixty (60) days before such meeting. Notices shall be delivered to a member of his/her residence or usual place of business or mailed to the member, postage prepaid, at his/her address as it appears on the Chapter records.

Proxies for the purpose of voting on Chapter issues are allowed under the following conditions: Only members in good standing may give or hold proxies. All proxies must be provided to the Chapter secretary at least seven (7) days prior to the scheduled meeting. Proxies shall not be extended, and shall be good for not more than one meeting.

- 8.4 Quorum. Ten percent (10%) of the votes entitled to be cast on a matter to be voted upon represented in person or by proxy must be represented at a meeting of members to constitute a quorum on that matter. If less than a quorum is present, the majority of those present may adjourn the meeting to a date, time, and place certain, and the secretary shall notify the absent members of such adjourned meeting.
- 8.5 Action Without Meeting. An action that may be taken at an annual, a regular, or a special meeting of members may be taken without a meeting if the Chapter delivers a written ballot to every member entitled to vote on the matter.
- 8.5.1 A written ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action.
- 8.5.2 Approval by written ballot under this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of voters that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- 8.5.3 A solicitation for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors and specify the time by which a ballot must be received by the Chapter to be counted.
- 8.5.4 A written ballot may not be revoked.
- 8.6 Meetings of Chapter. Meetings of the chapter shall be held at such time and place as is determined by the Board of Directors, but in no event less frequently than twice each year. Any meeting may be canceled by the Board of Directors for sufficient cause.

ARTICLE IX **IDEMNIFICATION**

- 9.1 Indemnification. The Chapter shall indemnify and hold harmless any person who shall be a director, or officer of the Chapter or the Association, from and against any and all actions, claims, lawsuits, and demands, including reasonable attorney's fees and expenses defending the same, that might arise or be asserted 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 for fraud, bad faith, or willful neglect.

ARTICLE X **AMENDMENTS**

- 10.1 Voting. These Bylaws may be amended upon the affirmative vote of a majority of the members voting on the issue.
- 10.2 Amendment Submittals. Proposed amendments to these Bylaws may be submitted by the Board of Directors or upon written request, filed with the Secretary, of ten (10%) of the members in good standing.
- 10.3 Notice. The Board shall provide a written notice to the membership of any proposed amendment at least sixty (60) days prior to the vote on the amendment. The written notice shall include the full text of any proposed amendment.

ARTICLE XI **CONFORMITY**

Chapter operations and activities shall comply with the Affiliation Agreement between the Chapter and the Association, the Association Policy Manual, these Bylaws and applicable state and federal law.

APPROVAL OF BYLAWS

On the XXXXXXXXXXXXXXXXXXXX, the foregoing Bylaws were formally approved by the membership of the Missouri Chapter of the Solid Waste Association of North America, Inc.

Bylaw Amendment Dates

July, 1999
_____, 2001.

ATTACHMENT A

BYLAWS

OF

SOLID WASTE ASSOCIATION OF NORTH AMERICA, INC.

WITH AMENDMENTS THROUGH OCTOBER 2009

SECTION 1

Objectives

The objectives of the Association are: to develop increased professionalism in the field of solid waste management; to develop environmentally sound, economically competitive, and effective integrated municipal solid waste management systems, including reduction, recycling, collection, transfer, processing, landfilling and waste-to-energy conversion of solid wastes; and to foster a cooperative atmosphere among municipal solid waste management professionals through dissemination of information, continuing education and professional development and research programs to best serve the public interest.

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.

The Association shall have the following classes of members who either shall be associated with a recognized Chapter or, if not residing in a recognized Chapter geographical area, shall be at-large 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

(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 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.

SECTION 3 Meetings of Members

3.1 Annual Meeting. An annual meeting of members shall be held each year on such date and at such place as the IB shall fix and determine.

3.2 Special Meetings. Special meetings of members may be called by the President, by a majority of the IB, or by five percent or more of the members. Upon receipt of such call for a special meeting, the Secretary shall give notice of the special meeting as hereinafter provided.

3.3 Notice of Meetings. Written notice of a meeting shall be given not less than 30 nor more than 90 days prior to the date of the meeting to each member who is entitled to vote at such meeting. Such notice may be given in the Association's monthly newsletter or by other means as determined by the Executive Committee (EC). Such notice shall state the place, date and time of the meeting and:

- (a) in the case of a special meeting, the general nature of the business to be transacted with no other business allowed to be transacted; or
- (b) in the case of the regular meeting, those matters which the IB, at the time the notice is given, intends to present for action by the members.

The notice of any meeting at which directors are to be elected shall include the names of all individuals who are nominees at the time the notice is given to members.

3.4 Quorum. One hundred (100) members 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; provided that the Secretary shall notify the absent members of the time and place of such adjourned meeting.

3.5 Proxies. 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 Secretary. A proxy shall not be valid for more than 11 months from its date.

SECTION 4

Dues, Assessments and Finances

4.1 Establishment of Dues. Members shall pay annual Association dues directly to the Association Offices. The IB shall determine dues for each membership category. The Policy Manual shall contain a schedule of all such duly approved dues and adjustments.

4.2 Special Assessments. The IB may authorize special assessments from time to time as necessary.

4.3 Chapter Dues. A Chapter may establish and levy dues, assessments and fees on its members in addition to amounts established and levied by the Association under Sections 4.1 and 4.2 of these bylaws. Chapter members shall pay such dues, assessments and fees directly to the Association Offices.

4.4 Form of Payment. U.S. members shall pay all amounts in U.S. dollars. Canadian members may pay in Canadian dollars at the rate of exchange fixed by the Executive Director/Chief Executive Officer (ED/CEO) on June 1 of each year.

4.5 Dues Date. Members shall pay annual Association and Chapter membership dues and assessments on or before December 31.

4.6 Disbursements to Chapters. The Association shall disburse to the Chapters their respective allocation of dues and assessments as set forth in the Policy Manual.

4.7 Administrative and Fiscal Year. The Association's administrative and fiscal year shall begin on July 1 and end on June 30.

4.8 Finances Regarding Annual Exposition. An annual international solid waste exposition shall be held by the Association. The Association shall pay the cost thereof and shall be entitled to all revenues therefrom, except that the Association may share revenue with one or more Chapters as established in the Policy Manual. The exposition shall be known as "WASTECON®".

4.9 Regional Symposiums. The Association and Chapters may plan and conduct Regional Symposiums. Such activities shall conform to procedures established in the Policy Manual.

SECTION 5

Board of Directors

5.1 Duties and Powers. The IB shall constitute the Association's governing body and shall plan and oversee the operations, finances, policies and membership

requirements of the Association. However, the IB may delegate to an executive committee any of its duties and powers.

5.2 Executive Committee (EC).

5.2.1 Authority. Consistent with the Policy Manual, the EC shall be responsible for budget, operations and management of the Association, and shall provide direction to the ED/CEO. The EC is authorized to act on all Association activities and affairs, except for electing officers and directors, approving Provisional and Regular Chapters, amending these bylaws, or exercising any power reserved by law exclusively for the IB.

5.2.2 Composition. The EC shall consist of the President, Vice President, Treasurer, Secretary and Past President; one Private Sector EC Representative (who shall be selected as provided in the Policy Manual and who shall serve a one-year term on the EC and, by approval of the Private Sector Directors, may serve additional one-year terms); the WASTECON® Chair; the Technical Divisions EC Representative (who shall be selected as provided in the Policy Manual and who shall serve a three-year term on the EC); the Canadian Representative, and one Regional Council Director from each Association region. The ED/CEO shall be a member ex officio of the EC.

5.2.3 Closed Meetings. The EC, in its discretion, may conduct business in executive session on personnel matters, pending or anticipated litigation, or other matters that, if discussed in open session, would violate lawful privilege or disclose information protected by law. The proceedings and minutes of all executive sessions shall be confidential. No votes shall be taken during such sessions. Final action on matters discussed in executive session shall be taken at an open meeting.

5.2.4 Quorum. Two-thirds of the EC members then in office shall constitute a quorum.

5.3 Directors

5.3.1 Number and Representation. The IB shall number not less than 30 nor more than 75 with the exact number to be fixed as follows:

One director from each Regular Chapter (Chapter Director)

One non-voting delegate from each Provisional Chapter
(Provisional Chapter Delegate)

One director from the at-large membership (At-Large Director)

Seven Private Sector Individual Members (Private Sector Directors)

Technical Divisions EC Representative

Canadian Representative

WASTECON® Chair
WASTECON® Equipment Show Floor Manager
WASTECON® National Sales Manager

The President, Vice President, Treasurer, Secretary, Past President and the ED/CEO shall be directors ex officio.

Beginning at the first mid-year IB meeting following the election of Technical Division International Board Representatives (TDIBRs) by the Technical Divisions or June 15, 2010 (whichever is later), the IB shall also include one TDIBR from each Technical Division (except from the Technical Division from which the Technical Division EC Representative was elected). The foregoing provision shall expire at the mid-year IB meeting in 2013 or June 15, 2013 (whichever is later).

An individual may not hold more than one position on the IB, and no IB member may cast more than one vote on any motion, proposal, action, or other matter.

5.3.2 Election and Appointment of Directors. The members of each Regular Chapter and Provisional Chapter shall designate or elect the director or delegate of such Chapter, as the case may be. The At-Large Director shall be elected from the membership not affiliated with a Chapter. The Private Sector Directors, the Technical Division EC Representative, and the Canadian Representative shall be elected as provided in the Policy Manual. The WASTECON® Chair, WASTECON® Equipment Show Floor Manager and WASTECON® National Sales Manager shall each be nominated by the President and approved by the IB. The TDIBRs shall be elected as provided in the Policy Manual with a term expiration date as noted in Section 5.3.1.

5.3.3 Term. Each Chapter Director shall serve a two-year term. The At-Large Director, TDIBRs and the Canadian Representative shall each serve a three-year term. The Canadian Representative may serve no more than two consecutive three-year terms. The Private Sector Directors shall serve three-year terms on a staggered basis. The WASTECON® Chair, WASTECON® Equipment Show Floor Manager and WASTECON® National Sales Manager shall each serve a three-year term, subject to annual reconfirmation by the IB, and may serve additional three-year terms by consent of the IB. The terms of Chapter Directors, Provisional Chapter Delegates, Private Sector Directors, the At-Large Director, the Canadian Representative and the Technical Division EC Representative shall begin immediately upon their respective election or designation.

5.3.4 Quorum. Fifty percent (50%) of all board members shall constitute a quorum. In determining a quorum and the required vote on any matter,

directors ex officio shall be counted but Provisional Chapter Delegates shall not be counted.

5.3.5 Vacancies. A vacancy on the IB shall be filled for the unexpired term by the individual, chapter, geographic group or organizational unit that is entitled to elect, designate or appoint such director.

5.4 Meetings. A regular meeting of the IB shall be held at any time within seven days preceding the annual meeting of members. The IB, by resolution, may determine the date and place of additional regular meetings of the IB. Special meetings of the IB may be called by the President or a majority of the directors.

Upon receipt of a call for a special meeting, the Secretary shall cause notice of such meeting to be given at least ten days before such meeting. No notice shall be required for any annual meeting of directors nor for any meeting of directors scheduled in advance by IB resolution passed at any regular meeting.

5.5 Removal of Officers and Directors.

5.5.1 For Cause. The IB may remove an officer or director:

- (a) who has been declared of unsound mind by final court order;
- (b) who has been convicted of a felony;
- (c) who has been found by final court order to have breached any duty under Article 3 (Standards of Conduct) of the California Nonprofit Corporation Law;
- (d) who has failed to attend one IB meeting; or
- (e) who fails or ceases to meet any required qualification that was in effect at the beginning of such individual's term of office.

5.5.2 Without Cause. Any officer or director may be removed without cause if such removal is approved by the members, except that when, under these bylaws, an individual, Chapter, geographic grouping or other organizational unit is entitled to elect or designate one or more directors, then (unless otherwise provided in these bylaws) any director so elected or designated may be removed without cause only by such person, group, entity or unit.

SECTION 6

Officers

6.1 Offices. The officers of the Association shall be (in order of seniority) President, Vice President, Treasurer, Secretary, Past President.

6.2 Qualifications. All officers of the Association shall be Life, Public Sector Individual, Retired or Private Sector Individual Members in good standing at the time of their election. Not more than two officers shall be members of the same chapter, and no person may serve concurrently in more than one office. At any time no more than two officers shall be from the Private Sector Individual Member class, except that an officer who is a Public Sector Individual Member and who becomes a Private Sector Individual Member may complete his/her current term and shall be eligible for successive offices. Two or more officers shall not be employed by the same entity, except that an officer who involuntarily becomes employed by an entity where another officer is employed may complete his/her current term and shall be eligible for successive offices. An officer who voluntarily becomes employed at such an entity may complete his/her current term, but shall be disqualified from successive offices.

6.3 Election. The President, Vice President, Secretary and Treasurer shall be elected by the members under written ballot procedures set forth in the Policy Manual. Their respective terms of office shall begin at the annual membership meeting, and they shall serve until the next annual membership meeting and until their respective successors have been duly elected and installed into office.

6.4 President. The President shall call and preside at all EC meetings, IB meetings and membership meetings; shall nominate all persons for membership on all committees created by the IB; shall execute or approve on behalf of the Association all contracts, bonds and other written instruments approved by the IB; shall guide the business and affairs of the Association; and shall perform such other duties as the EC or IB may direct.

6.5 Vice President. The Vice President shall assume, in the absence of the President, the duties of the President, and shall perform such other duties as the EC or IB may direct.

6.6 Treasurer. The Treasurer shall be the principal officer responsible for the finances of the Association. The Treasurer's duties shall include, but not be limited to: analyzing financial records; reviewing expenditures and Association records; guiding the development of the annual budget; guiding the conduct of the annual audit; periodically reviewing the Association's financial condition; and performing such other duties as the EC or IB may direct.

6.7 Secretary. The Secretary shall keep complete and accurate minutes of all meetings of the Association; shall cause all required notices to be issued; shall oversee the maintenance of Association records; and shall perform such other duties as the EC or IB may direct.

6.8 Past President. The Past President shall be the most immediate Past President eligible to hold office in the Association. If a serving Past President resigns or is unable to continue in such office, the next preceding Past President shall be eligible to assume the duties of Past President.

6.9 Vacancies. Vacancies in any office shall be filled by the IB, except that the Vice President shall succeed to a vacancy in the office of President.

SECTION 7

Nomination and Election of Officers

The President shall appoint a Nominating Committee consisting of not less than three members, including the Past President (who shall chair the Committee), the Vice President and one or more directors. The Nominating Committee shall recommend a candidate for Secretary and recommend the advancement of the current officers to the next level of office. If, due to resignation, ineligibility or disqualification, one or more other offices are or will become vacant, then the Committee shall consider and recommend a qualified individual for each such office. All such recommendations shall be subject to approval by the IB and election by written ballot under procedures set forth in the Policy Manual.

SECTION 8

Executive Staff

8.1 The Executive Staff may consist of an Executive Director/Chief Executive Officer, Chief Operating Officer and Chief Financial Officer.

8.2 Executive Director/Chief Executive Officer (ED/CEO). The Association shall have an ED/CEO with duties and responsibilities as described herein. The ED/CEO shall be appointed by the IB upon recommendation of the EC.

8.2.1 The ED/CEO shall be the principal representative and administrator of the Association. As such, the ED/CEO shall promote, serve and protect the interests of the Association and its membership in its dealings with all parties, shall direct the offices and Staff of the Association in providing services and support to the membership and Chapters, and shall manage approved programs.

8.2.2 The duties and responsibilities of the ED/CEO shall be set forth in a contract between the ED/CEO and the Association, and the ED/CEO shall have full power and authority to carry out such obligations.

8.2.3 The ED/CEO shall report to and serve under the immediate supervision of the President, and shall receive general direction from the IB and the EC.

8.3 Chief Operating Officer (COO). The Association may have a COO with duties and responsibilities as determined by the ED/CEO with concurrence of the EC, and supervised by the ED/CEO. The COO shall be selected by the ED/CEO with the concurrence of the EC.

8.4 Chief Financial Officer (CFO). The Association may have a CFO with duties and responsibilities as determined by the ED/CEO with the concurrence of the EC, and supervised by the ED/CEO. The CFO shall be selected by the ED/CEO with the concurrence of the EC.

SECTION 9

Technical Divisions

The Association shall have Technical Divisions and subordinate units thereof. The number, nature and purpose of such Technical Divisions shall be determined by the ED/CEO with the consent of the IB.

SECTION 10

Chapters

10.1 Chapter Formation. Any organization that is, or intends to be, a duly established non-profit corporation with the same purposes and objectives as the Association may apply for recognition as a Chapter under procedures set forth in the Policy Manual. Provisional Chapter status shall be awarded by the IB. If a Provisional Chapter fulfills all criteria and requirements, the IB shall approve such chapter's petition for Regular Chapter status.

10.2 Chapter Documents.

10.2.1 Notification. Each U.S. Chapter shall provide the Association Office with a copy of (a) its incorporation papers and all amendments thereto and (b) its current bylaws. Each Canadian Chapter shall provide copies of corresponding documents evidencing its formation under applicable law and its adoption of rules and procedures for internal management. Not less than 30 days prior to taking any action on a proposed amendment to its formative documents, bylaws, etc., a Chapter shall submit such proposed amendment to the Office for review and approval. Within 30 days after final action on such amendment, a Chapter shall file a copy of such amendment with the Office. If, under law, an amendment is not valid or effective until it is officially filed with state/provincial corporation authorities, then the copy sent to the Office shall bear evidence of such filing.

10.2.2 State/Provincial Requirements. Chapter officers shall take timely and appropriate actions to maintain the Chapter in good standing under the laws of the jurisdiction where the Chapter is incorporated. Such actions include, but are not limited to, the filing of required periodic reports and the payment of fees, assessments and other charges.

10.3 Association Policy for Chapter Good Standing. Besides the obligations under Section 10.2.2 above, a Chapter shall be subject to such requirements as are set forth in the Policy Manual.

10.4 Limitation on Authority to Bind the Association or Chapters. The Association and its Chapters are separate and distinct legal entities. A Chapter may not incur any liability, obligation or expense on behalf of the Association or another Chapter without express written approval in each instance by the IB or the affected Chapter, as the case may be.

10.5 Affiliation Agreements. There shall be an affiliation agreement between the Association and each Chapter. The IB shall approve all such agreements.

SECTION 11 Awards Program

11.1 Awards Program. The Association shall have an Awards Program to recognize individuals and organizations for their contributions to solid waste management and public health/environmental protection. Nominees will be considered annually. Awards programs at the chapter and Association levels shall be compatible and supportive. Association awards shall be presented at WASTECON®. The criteria, procedures and standards for all awards shall be approved by the IB and set forth in the Policy Manual.

11.2 Awards.

The following awards are established:

- 11.2.1 Professional Achievement Award, Public Sector Individual Member
- 11.2.2 Professional Achievement Award, Private Sector Individual Member
- 11.2.3 Public Sector Individual Member Award
- 11.2.4 Private Sector Individual Member Award
- 11.2.5 Past Presidents Award
- 11.2.6 Life Member Award
- 11.2.7 Honorary Member Award
- 11.2.8 Robert L. Lawrence Distinguished Service Award
- 11.2.9 Robert L. Lawrence Lecture Award

SECTION 12

Regional Organization

12.1 Regional Councils. The Association shall have area-wide organizational units known as Regional Councils whose membership shall consist of the Chapter Directors within a certain geographic grouping (region). The WASTECON® Chair, WASTECON® Equipment Show Floor Manager, WASTECON® National Sales Manager, Private Sector Directors and the At-Large Director, shall be members of the Regional Council for the region in which they reside. The Canadian Representative shall choose any Regional Council on which to serve. Officers of the Association shall be ex officio members of the Regional Council for the region in which they reside. The boundaries of all Regions shall be designated by the EC and shall be described in the Policy Manual.

The Technical Division EC Representative and the TDIBRs shall be assigned to Regional Councils by the Associate Director such that each council has one to two representatives. The foregoing provision shall expire at the mid-year IB meeting in 2013 or June 15, 2013 (whichever is later).

12.2 Regional Council Director. The Directors within each region shall select one of their number to serve as a member (Regional Council Director) of the EC for a three-year term. Regional Directors shall be elected at the annual Regional Council meeting and shall take office at the end of the annual membership meeting. A Regional Director may succeed him/herself.

12.3 Regional Activities. Each Regional Council shall meet twice each year. One of such meetings shall be held at the time of WASTECON®. The Chapter Directors, as delegates of their respective chapters, shall authorize and direct their Regional Director with respect to position statements, voting, etc., on EC agenda items. Procedures for meetings of the Regional Councils shall be specified in the Policy Manual.

SECTION 13 Policy Manual

The EC shall establish an Association Policy Manual (Policy Manual) for the operation and management of the Association. Procedures for the establishment of policy shall be specified in the Policy Manual. All Chapters, members and staff shall be bound by established policies.

SECTION 14 Association Offices

The EC shall designate a location as the Association Offices for all business purposes of the Association.

SECTION 15
Indemnification

15.1 To the extent and in the manner prescribed by law, the Association shall indemnify any person who is or was an employee, officer, director, or ED/CEO of the Association from and against any action, suit, proceeding, claim, damage, liability, obligation, cost and expense by reason of any act or failure to act by them in connection with Association business.

15.2 Any indemnification shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the President within 30 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.

SECTION 16
Amendments

These bylaws shall be amended by written ballot. Approval by written ballot shall require the affirmative vote of a majority of the votes cast by written ballot, and the number of votes cast by written ballot shall represent not less than the number of members required to establish a quorum. Written ballot procedures shall be governed by the Policy Manual.