

**BYLAWS FOR THE INDIANA HOOSIER CHAPTER
OF THE
SOLID WASTE ASSOCIATION OF
NORTH AMERICA, INC.**

ARTICLE I

Name

- 1.1 The name of this organization shall be the “Indiana Hoosier Chapter of the Solid Waste Association of North America, Inc.”, hereinafter referred to as “Chapter”.

ARTICLE II

Membership

- 2.1 The Chapter shall be affiliated with the Solid Waste Association of North America, Inc., hereinafter referred to as “SWANA” or “Association.” Part of the Chapter’s support for SWANA governance is expressed in a Memorandum of Understanding (MOU) by and among all SWANA chapters in Region 9, hereinafter referred to as “Regional MOU”. All chapters have signed similar MOUs in their respective regions.
- 2.2 Applications for membership shall be made in writing directly to the Association Offices.
- 2.3 The Chapter recognizes the classes of members defined and established in the SWANA Bylaws.

ARTICLE III

Suspension, Termination, or Resignation of Membership

- 3.1 The status of membership, including the suspension or termination thereof for nonpayment of dues, shall be governed by the Association.
- 3.2 Any member may resign from membership at any time by giving written notice to the Association and the Chapter Secretary, but said resignation shall not relieve that member from any outstanding obligations or commitments he or she may have to the Chapter or the Association incurred prior to resignation and shall not affect the right of the Chapter to enforce such obligations or commitments and obtain damages for their breach.

ARTICLE IV

Dues and Assessments

- 4.1 Chapter members shall pay annual dues directly to the Association Offices. Membership dues for the categories of members shall be the membership dues as established by the SWANA Board of Directors.
- 4.2 The Chapter, by a simple majority of the Board and as ratified by a simple majority of the membership, may assess additional or special dues.
- 4.3 The timing and manner of invoicing, paying, disbursing and rebating dues shall be governed by the Association.
- 4.4 The Chapter's fiscal year shall be January 1 through December 31.
- 4.5 Except as otherwise provided in these Bylaws, the payment of dues entitles members to all privileges and benefits of membership in SWANA.

ARTICLE V

Meetings of Members

- 5.1 An annual fall meeting of the members shall be held each year at such time and place as the Board shall determine, unless extenuating circumstances require a change, which shall be approved by the Board.
- 5.2 Special meetings of the members may be called by the President or by a majority of the Board. Upon receipt of such call for a special meeting, the Secretary shall cause notice of the special meeting to be given as hereinafter provided. In addition, the Secretary, upon a written request of members having not less than ten percent (10%) of the votes entitled to be cast at the meeting, which request shall be dated and delivered to the Secretary, shall call a special members' meeting for the purposes specified in such request and cause notice thereof to be given as hereinafter provided.
- 5.3 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 according to the following schedule:
 - 5.3.1 For a regularly scheduled, or annual membership meeting, not less than sixty (60) days before such meeting;
 - 5.3.2 For a special meeting, called according to the provisions of the preceding section, not less than ten (10) days nor more than fifty (50) days before the date of the meeting.

Notice to the member shall be:

- 5.3.4 Delivered to the member at his/her residence or usual place of business;
 - 5.3.5 Mailed to the member, first class postage prepaid, at his/her address as it appears on the Chapter record; or
 - 5.3.6 Emailed to the member using his/her email address as it appears in the Chapter record.
- 5.4 Proxies for the purpose of voting on Chapter issues are allowed under the following conditions:
- 5.4.1 The person giving the proxy and the person receiving the proxy must be members in good standing of the Chapter;
 - 5.4.2 All proxies must be in writing, signed by the member giving the proxy, and must include the date of the meeting for which it is given; and
 - 5.4.3 The proxy shall be provided to the Chapter Secretary at or before the start of the scheduled meeting.
- 5.5 Ten percent (10%) of the members entitled to vote shall constitute a quorum. 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 meeting.
- 5.6 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 Secretary delivers a written ballot to every member entitled to vote on the matter.
- 5.6.1 A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action;
 - 5.6.2 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 votes 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;
 - 5.6.3 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;

- 5.6.4 A cast ballot shall only be counted if the member is in good standing according to records maintained and provided by SWANA; and
- 5.6.5 A written ballot may not be revoked.

ARTICLE VI

Board of Directors

- 6.1 There shall be a nine member elected Board of Directors.
- 6.2 All Directors shall be members in good standing.
- 6.3 All Directors shall be elected by a vote of the membership.
- 6.4 The Board of Directors shall elect, from the Directors, the officers of the Chapter as defined in Article VII herein.
- 6.5 The officers and directors shall manage the activities, property, and affairs of the Chapter, including assuring the fulfillment of the terms and conditions of the Regional MOU, and as they may be amended from time to time.
- 6.6 The Board shall meet not less than twice a year. Special meetings of the Board may be called by the President or any two Directors. Upon such call for a special meeting, notice shall be given to each Director by read receipt email, not less than five (5) business days before such meeting. The notice of the meeting shall contain 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. Directors may participate in a meeting through teleconference or other electronic transmission, which shall constitute presence at the meeting. Any action that can or must be taken at a Board meeting may be taken without a physical meeting if written consent, setting for the action so taken, is given by a majority 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.
- 6.7 The term of office of a Director shall be two (2) years. However, it is the desire of the Chapter that such terms be staggered so as to provide a continuity of leadership among the Directors. Therefore, among the nine (9) Directors elected at the organizational meeting, five (5) Directors shall be elected to serve for a term of only one (1) year while the remaining four (4) Directors will, upon their election, serve for a term of two (2) years each. At the end of each term thereafter, all Directors elected shall serve a term of two (2) years. Directors may be re-elected to the position.
- 6.8 By a vote of two-thirds (2/3) of its members, the Board may remove any Director and declare a vacancy within the Board or any office by reason of (a) two (2) or more consecutive unjustified

absences from Board or Chapter meetings, (b) conviction of a criminal offense, or (c) conduct manifestly unethical or contrary to the best interest of the Chapter. A Director may resign at any time by delivery of written notice to the Board or to the President. All vacancies occurring on the Board shall be filled by the affirmative vote of a majority of the remaining Directors which shall be ratified by a majority of the membership concurrent with the next regularly scheduled director election. A Director so elected and ratified shall serve for the unexpired term of his/her predecessor.

- 6.9 For any reason and at any time, a Director may be removed from office by the majority vote of the membership.

ARTICLE VII

Officers

- 7.1 The Chapter officers shall consist of a President, a Vice-President, a Secretary, a Treasurer, and an Advisory Board Delegate. All Chapter officers shall be members in good standing.
- 7.2 The President, Vice-President, Secretary, and Treasurer shall be elected by majority vote of a quorum of the Directors at the last Board meeting of the fiscal year. These officers shall serve for one year and until their respective successors shall have been duly elected and shall have qualified.
- 7.3 The Advisory Board Delegate (ABD) shall be elected by majority vote of a quorum of the Directors at the last Board meeting before June 1 of 2019 and every other calendar year thereafter. The ABD shall serve for two (2) years, beginning July 1 through June 30 of the second year and until their successor shall have been duly elected and shall have qualified.
- 7.4 No person may serve simultaneously as President and Vice-President or as President and Secretary.
- 7.5 The President shall call and preside at all meetings of the Chapter membership and of the Board, shall appoint members to all committees unless otherwise provided, shall execute or approve on behalf of the Chapter all contracts, bonds, and other written instruments approved by the Board, shall supervise and manage the business affairs of the Chapter, and shall perform such other duties incidental to the office of President as may be prescribed from time to time by the Board.
- 7.6 The Vice-President shall assume the duties of the President in his/her absence, shall be the principal advisor to the President regarding Chapter affairs, and shall perform other tasks incidental to the office of the Vice-President as may be prescribed by the Board.
- 7.7 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 maintain Chapter records other than financial records, shall prepare and submit required annual, periodic, or

special reports, other than financial reports, and shall perform such other duties incidental to the office of Secretary as may be prescribed by the Board.

- 7.8 The Treasurer shall attend meetings of the members and of the Board, collect all monies due and owing to the Chapter, pay amounts due to SWANA, and pay all just and valid debts and obligations of the Chapter upon approval thereof by the Board. Such approval may be in the form of previously approved budgets and/or contracts.
- 7.8.1 The Treasurer, without prior approval of the Board, may incur and/or pay an indebtedness not to exceed \$300.00 per month for ordinary Chapter expenses;
 - 7.8.2 The Treasurer shall keep a correct and complete record of all monetary transactions, have general charge of the books of accounts and financial records of the Chapter, render periodic and required financial reports of the Chapter and render periodic and required financial reports to the Board, SWANA, and the membership showing the financial condition of the Chapter. Reports to the Board shall be rendered as often as the Board deems necessary;
 - 7.8.3 The Treasurer shall prepare and submit such financial reports as required by federal and state laws; and
 - 7.8.4 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.
- 7.9 The ABD shall prepare for, attend, and participate in SWANA Advisory Board and Standing Committee meetings, conference calls, email exchanges and discussions as a representative of the Chapter and shall report back to the Chapter on proceedings of the same. The ABD shall have such rights and shall fulfill such responsibilities as set forth in the Association Policy Manual. Consistent with the foregoing, the ABD shall perform such other duties as assigned by the Board and shall fulfill the role of the Regional Director if so selected according to the Regional MOU.
- 7.10 Vacancies in any office may be filled by appointment by the Board, except that the Vice-President shall fulfill a vacancy in the office of the President. Appointees shall hold office for the remaining portion of the term of such office.

ARTICLE VIII

Committees

8.1 The following standing committees, which shall consist of at least three members, shall be appointed by the President and confirmed by a majority of the other members of the Board:

- (A) Membership
- (B) Programs and Training
- (C) Bylaws and Policy
- (D) Budget

By the affirmative vote of a majority of the Board, the Board may designate two or more members to constitute such other committees (e.g. Audit, Nomination) 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.

8.2 The Audit Committee, which shall consist of three members, shall be appointed by the President (who shall designate the committee chair) and confirmed by a majority of the other members of the Board. Preference for appointment should be given to a past Treasurer and a past Secretary. The Committee shall oversee the Chapter's financial audit. In addition, the Committee shall tally the results of (a) all elections of Directors and officers and (b) 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.

8.3 The function of the Membership Committee is to recruit new members for the Chapter. A yearly membership goal will be established by the Board 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 programs and services.

8.4 The function of the Programs and Training Committee is to coordinate the Chapter's seminars and meetings. Locations and dates of all of the meetings for the upcoming year will be selected by the Board at the first meeting of the fiscal year, or as soon thereafter as practical. The Annual Membership Meeting may include a dinner and award ceremony in addition to the regular business meeting.

8.5 It shall be the duty of the Bylaws and Policy Committee to review the Chapter's Bylaws and policies and be able to give guidance to the Board. It is also the responsibility of this Committee to review the Bylaws and policies and propose any changes or amendments to the membership after obtaining approval by the Board for the changes. Copies of any proposed amendments shall be sent to SWANA no less than sixty (60) days prior to any action thereon.

8.6 It shall be the duty of the Nomination Committee to nominate officers and Directors for the ensuing year. This Committee shall submit its recommendation to the Board in advance of the

annual business meeting of the Chapter. The President shall be a member of the Nomination Committee and shall serve as its presiding officer. Nominations shall be allowed from the floor at the election meeting. Notice of nomination shall be made known to the membership of the Chapter sixty (60) days in advance of the annual business meeting.

- 8.7 It shall be the duty of the Budget Committee to prepare an annual budget for the Chapter to be reviewed and voted on by the Board. The Treasurer shall be a member of the Budget Committee and shall serve as its presiding officer. The Budget Committee shall provide advice and assistance to the Treasurer and the Board on Chapter financial investments and major financial initiatives.

ARTICLE IX

Indemnification

- 9.1 The indemnification provision set forth in the Indiana Nonprofit Corporation Act of 1991, as amended, or any subsequent amendment thereof, is incorporated herein by reference and made a part hereof.

ARTICLE X

Amendment

- 10.1 These Bylaws may be amended upon the affirmative vote of a majority of a quorum of the members in good standing.

ARTICLE XI

Conformity

- 11.1 Chapter operations and activities shall conform with local, state and federal law, these Bylaws, the Association Bylaws, and the Association Policy Manual.

All of which is adopted and approved this xxth day of XXXXXXXX, 2019.

_____, President, Indiana Hoosier Chapter of SWANA

Attest: _____, Secretary, Indiana Hoosier Chapter of SWANA