

**BYLAWS FOR THE SOLID WASTE ASSOCIATION OF NORTH AMERICA -
NORTHERN NEW ENGLAND CHAPTER**

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

**ARTICLE I
Name**

The name of this organization is the Solid Waste Association of North America-Northern New England Chapter. The word "Chapter" hereinafter shall refer to this organization.

**ARTICLE II
Members**

2.1 Application for membership shall be made in writing to the Association Offices. All memberships are Association memberships. A member who works or resides in Vermont, New Hampshire or Maine shall be affiliated with this Chapter unless such person elect's affiliation with a different SWANA chapter. Any member may resign from membership by giving written notice to the Association and the Chapter Secretary. However, the resignation of a member does not relieve such member of obligations, financial or otherwise, to the Chapter or the Association incurred prior to resignation.

2.2 The status of membership, including the suspension or termination thereof for non-payment of dues, shall be governed by the Association.

2.3 Membership Classes. The Chapter recognizes the membership classes set forth in the Association Bylaws. (See Attachment hereto)

**ARTICLE III
Dues and Assessments**

3.1 Membership dues for the categories of members shall be the membership dues as established by the SWANA board of directors. The Chapter, by majority vote of the board of directors and as ratified by a simple majority of the membership, may assess additional or special dues.

3.2 Dues Management. The timing and manner of invoicing, paying, disbursing and rebating of dues shall be governed by the Association.

3.3 Fiscal Year. The Chapter's fiscal year shall be July 1 through June 30.

3.4 Amendments to Dues and Assessments. This Article III shall be amended to reflect dues and assessments policies established from time to time by the Association's board of directors.

ARTICLE IV

Officers

4.1 Generally. The officers of the Chapter shall consist of a president, vice-president, a secretary, a treasurer, and an Advisory Board Delegate. All Chapter officers shall be members in good standing.

4.2 President. The president shall call and preside at all meetings of the Chapter membership and of the board of directors. He/she 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.

4.3 Vice President. The vice president shall assume the duties of the president in his/her absence, shall be the principal advisor to the president of Chapter affairs, and shall perform other tasks incidental to the office of vice president as may be prescribed by the board of directors.

4.4 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 maintain Chapter records and other than financial records; shall prepare and submit required annual, periodic or special reports; and shall perform such duties as may be prescribed by the board of directors.

4.5 Treasurer.

4.5.1 The treasurer's duties shall include, but not be restricted to, attending meetings of the Chapter and of 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 thereof by the board of directors.

4.5.2 The treasurer, without prior approval of the board of directors, may incur an indebtedness not to exceed \$250.00 per month for ordinary Chapter expenses.

4.5.3 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.

4.5.4 The treasurer shall prepare and submit such financial reports and other filings as required by federal and state law and Association policy.

4.5.5 The treasurer shall make available all books or accounts and records for an annual audit or at such other times as deemed necessary by the board of directors.

4.6 Advisory Board Delegate. The Advisory Board Delegate shall participate on the SWANA Advisory Board as a representative of the Chapter, shall act as a liaison and report back to the Chapter, shall be subject to such term of office, obligations and conditions as are set forth in the Association Policy Manual, and shall perform other duties as assigned. Part of the Chapter's support for SWANA governance is expressed in the Memorandum of Understanding (MOU) by and among all SWANA chapters in Region 8. The officers and directors are authorized and directed to assure the fulfillment of the MOU terms and conditions and as they may be amended as needed.

4.7 Vacancies. Vacancies may be filled by appointment of the board of directors except that the vice president shall succeed the president if able and willing to do so. Appointees shall hold office for the remaining portion of the term of such office.

4.7 Removal. An officer who has been appointed by the board of directors may be removed by the Board. An officer who has been elected by the members may be removed only by vote of the membership.

ARTICLE V

Directors

5.1 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, or in their absence, another Board member 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. Directors may participate in a meeting through use of conference telephone or electronic video screen communication. Participation in a meeting in such manner constitutes presence in person as long as all directors participating in the meeting are able to hear one another. Special meetings of directors may be called by the president or any two directors. Upon such call for a special meeting, an officer shall give at least five (5) day notice to each director 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 majority vote of directors' present at a meeting at which a quorum exists. Any action that can or must be taken at a director's meeting may be taken without a meeting if 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 meeting.

5.2 Number. The number of elected directors shall be six who, together with the president, vice president, secretary, treasurer, and Advisory Board Delegate, shall constitute an eleven-member board of directors, except that the Advisory Board Delegate may also serve as an officer.

5.3 Qualification. All directors shall be members in good standing.

5.4 Election. Except for the officers (who shall serve as directors by virtue of their election to their respective offices), all directors shall be elected by vote of the Chapter membership.

5.5 Term. The term of office of a director shall be two 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 six directors elected at the organizational meeting, three directors shall be elected to serve for a term of only one year while the remaining three directors will, upon their election, serve for a term of two years each. At the end of each term thereafter, all directors elected shall serve a term of two years.

5.6 Vacancies. Removal: Resignations. By majority vote, The Board may declare a vacancy within the Board or any office by reason of (a) two or more consecutive unjustified absences from Board or Chapter meetings, (b) circumstances where a director shows up for meetings but is generally unresponsive to e-mail, phone messages, etc., and/or neglects his/her assignments, (c) conviction of a criminal offense, or (d) conduct manifestly unethical or contrary to the best interest of the Chapter. For any reason a director may be removed from office by the majority vote of the Chapter membership. 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 vote of the Chapter membership. A director so elected shall serve for the unexpired term of his/her predecessor.

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.

5.7 Committees.

5.7.1 Generally. 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.

Audit

Membership

Programs and Arrangements

Bylaws

By resolution adopted by the affirmative vote of a majority of the Directors, the Board may designate two or more directors 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.

5.7.2 Audit Committee. The Audit committee, which shall consist of three or more 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/ financial review and report findings to the directors.

5.7.3 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 newsletters, Chapter Bylaws, Affiliation Agreement, membership list and any other pertinent information available on SWANA programs and services.

5.7.4 Programs and Arrangements Committee. The function of this committee is to coordinate the Chapter's seminars and meetings. Locations and dates of all the meetings for the upcoming year will be selected by the board of directors. The Annual Membership Meeting may include a dinner and award ceremony in addition to the regular business meeting.

5.7.5 By-Laws Committee. It shall be the duty of the Committee to review the Chapter's Bylaws 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 for the changes. Copies of any proposed amendments shall be submitted to the SWANA General Counsel (GC) for review at least 30 days prior to the board of directors' vote on such changes. Such review will be limited to conformity with SWANA organizational requirements. Unless the GC has participated in the drafting of the proposed amendment and has conducted a legal review, the submission shall include an opinion from an attorney engaged by the Chapter that the amendments conform with state law.

ARTICLE VI Elections

6.1 Qualifications. Officers and directors of the Chapter shall be elected from members in good standing. No person may service simultaneously as president and vice president or as president and secretary.

6.2 Election of Officers. The president, vice president, secretary, treasurer and Advisory Board Delegate shall be elected by majority vote of the members present in person or by conference call. The Board of Directors may also hold an electronic vote by email if not done at a scheduled meeting. All officers shall serve for two years and until their respective successors shall have been duly elected and shall have qualified.

6.3 Election of Directors. Three of the six director's terms shall expire each year. Directors may be re-elected to the position. No more than 2 members from any one organization may serve on the Board of Directors at the same time.

6.4 Nominations. The Nominating Committee shall submit to the board of directors its recommendations for officers and directors. The President, who shall be a member of the Nominating Committee and shall serve as its Presiding officer, shall appoint two members in good standing to serve on the committee. Nomination shall be allowed from the floor at the election meeting. Notice of nomination shall be made known to the membership of the Chapter five (5) days prior to the annual business meeting.

ARTICLE VII Meetings of Members

7.1 Annual Meeting. An annual meeting of the members shall be held each year, at such time and 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.

7.2 Special Meetings. Special meetings of the members may be called by the president or by a majority of the board of directors. Upon receipt of such call for a special meeting, the secretary shall cause notice of the special meeting to be given as hereinafter provided. 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, who shall call a special members' meeting for the purposes specified in such request and cause notice thereof to be given as hereinafter provided.

7.3 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 fifty (50) days before the date of the meeting. Notice of the annual business meeting shall be made to the membership not less than thirty (30) days before such meeting. Notice shall be delivered to a member at his/her residence or usual place of business, mailed to the member first class postage prepaid at his/her address as it appears on the Chapter record, or transmitted to the email address furnished by the member.

Proxies for the purpose of voting on Chapter issues are allowed under the following conditions: The persons giving the proxies and the persons receiving the proxies must be members in good standing of the Association; all proxies must be in writing, signed by the member giving the proxy and dated. The proxy

shall be provided to the Chapter Secretary on or before seven days prior to the scheduled meeting of the Chapter. Proxies shall not be extended and shall be good for not more than one meeting. Proxies are not permitted for board members.

7.4 Quorum. Five percent 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.

7.5 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 corporation delivers a written ballot or an electronic ballot to every member entitled to vote on the matter.

7.5.1 Approval by a written ballot or an electronic 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.

7.5.2 A solicitation for votes by written ballot must indicate the number of responses needed to meet with 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.

7.5.3 A written or an electronic ballot may not be revoked.

7.6 General Meetings of Chapter. General 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 two times each year. Any meeting may be cancelled by the board of directors for sufficient cause.

ARTICLE VIII

Indemnification

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 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 bylaw, including liability for fraud, bad faith or willful neglect.

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. Requests for indemnification shall be made in writing to the board of directors within thirty (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.

**ARTICLE IX
Amendment**

These bylaws may be amended upon the affirmative vote of a majority of the members present and in good standing.

**ARTICLE X
Conformity**

Chapter operations and activities shall comply with these bylaws, the Association Bylaws, the Association Policy Manual, and applicable federal and state laws.

AMENDMENTS:

October 27, 2015

March 25, 2020