

BYLAWS FOR THE VIRGINIA OLD DOMINION CHAPTER OF THE
SOLID WASTE ASSOCIATION OF NORTH AMERICA

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

ARTICLE I: Name

- 1.1 The name of this organization shall be Virginia Old Dominion Chapter of the Solid Waste Association of North America, Inc. The word "Chapter" hereinafter shall refer to this organization.

ARTICLE II: Objectives

- 2.1 The objectives of the Chapter 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, land filling 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 within and throughout the Commonwealth of Virginia.

ARTICLE III: Members

- 3.1 Application for membership shall be made in writing to the Association's offices.
- 3.2 Any member may resign at any time by giving written notice to the Association Offices. However, the resignation of a member does not relieve the member of any financial obligation to the Chapter of the Association incurred prior to resignation.
- 3.3 The Chapter shall have classes of members that correspond to the membership classes defined in the Association's Bylaws.
- 3.6 These Bylaws shall be amended to reflect any membership revisions established by the Association.

ARTICLE IV: Dues and Assessments

- 4.1 **Membership Dues.** Dues for each membership category shall be established in the Association Policy Manual. 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.
- 4.2 **Dues and Assessments Managements.** The timing and manner of paying, invoicing, disbursing and reimbursing of 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 January 1 through December 31.
- 4.4 **Dues Payment Confers Benefits.** The payment of dues entitles members to all privileges and benefits of membership in the Association.
- 4.5 **Dues Deadline.** Annual Association dues for membership shall be paid as per the guidelines of the Association Policy Manual each and every year.
- 4.6 **Currency of Dues.** All annual Association dues for membership shall be paid in U.S. dollars.
- 4.7 **Collection of Dues.** Chapter members shall pay annual dues directly to the Association's international office.
- 4.8 **Amendments to Dues and Assessments.** This Article IV shall be amended to reflect dues and assessments policies established from time to time by the Association's Board of Directors.

ARTICLE V: Officers

- 5.1 **Generally.** The officers shall consist of a President, a Vice President, a Secretary, a Treasurer, and an International Chapter Director. All Chapter officers shall be members in good standing.
- 5.2 **President.** The President shall call and preside at all meetings of the Chapter membership and the Board of Directors, shall nominate all committees and chairpersons to the Board of Directors, and 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 incidental 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 adviser 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.
- 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 maintain Chapter records 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. In addition, the Secretary 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 Board of Directors.

5.5 **Treasurer.**

5.5.1 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 owed to the Chapter, paying amounts due to the Association, paying all just and valid debts and obligations of the Chapter upon approval thereof by the Board of Directors and may execute contracts approved by the Board of Directors.

5.5.2 The Treasurer, without prior approval of the Board of Directors, may pay indebtedness not to exceed \$250.00 per month for ordinary Chapter expenses.

5.5.3 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.

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

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

- 5.6 **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 the International Board and report back to the Chapter, and shall perform other duties as assigned.
- 5.7 **Vacancies.** Vacancies may be filled by appointment of the Board of Directors, based upon the recommendation of the Nominating Committee, except that the Vice President shall

succeed the President. Appointees shall hold office for the remaining portion of the term of such office.

- 5.8 **Removal.** Any 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.
- 5.9 **Past President.** The Past President shall perform all the duties as does a director on the Board of Directors including the right to vote on any action that can or must be taken by a Director.

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 officers. Upon such call for a special meeting, the Secretary shall give at least two (2) days notice to each director of the place, date and time of such meeting and the purposes(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 agreed to by a majority of the directors. Such consent may be electronic mail or facsimile.
- 6.2 **Number.** The number of elected directors shall be eight who, together with the President, Vice President, Secretary, Treasurer, Past President and International Chapter Director, shall constitute a 14-member Board of Directors.
- 6.3 **Qualification.** All directors shall be members of the Association in good standing.
- 6.4 **Election.** All directors shall be elected by vote of the membership.
- 6.5 **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.
- 6.6 **Vacancies, Removals and Resignations.** A director may resign at any time by delivery of written notice to the Board of Directors or to the President. Vacancies occurring on the Board may be filled by the affirmative vote of a majority of the remaining directors, based upon the recommendation of the Nominations Committee. A director or officer so elected shall serve for the unexpired term of his/her predecessor. By a vote of two-thirds of its members, the Board may declare a vacancy within the Board or any office by reason of (a) three consecutive absences from the Board or Chapter meetings, (b) conviction of a criminal offense, or (c) conduct manifestly unethical or contrary to the best interests of the Chapter. A Director or Officer may be removed from office by the majority vote of the membership.
- 6.7 **Ex-Officio Director.** The Ex-Officio Director shall serve on the Chapter Board of Directors as a non-voting representative of the Commonwealth of Virginia, Department of Environmental Quality (DEQ), . The Ex-Officio Director shall be nominated by the Chapter President and approved by a majority vote of the Board of Directors.

6.8 Committees.

6.8.1 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:

- Technical
- Annual Conference
- Legislative
- Awards and Scholarships
- Communications
- Membership
- Training
- Nominations

By resolution adopted by the affirmative vote of majority of the Board of 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.

An Audit Committee shall be appointed by the President annually and confirmed by the other members of the board as described above.

6.8.2 Technical Committee. The Technical Committee is responsible for promoting best practices in waste collection, disposal and recycling.

In addition, the Technical Committee is responsible for (1) a systematic review of existing solid waste regulations, (2) communication with State agencies and the preparation of proposed amendments of concern to the membership, and (3) the tracking of proposed rule changes that may affect the membership at large, to include participation on Technical Advisory Committees and the submission of comments as appropriate.

6.8.3 Annual Conference Committee. The Annual Conference Committee is responsible for the organization and planning of the Chapter annual conference , the biennial multi-state conference and other events as deemed necessary by the Board. The planning will include the arrangement of facilities and speakers. The committee will coordinate all actions and plans with the Board of Directors.

6.8.4 Legislative Committee. The Legislative Committee will be responsible for tracking legislation within the State that may affect the membership at-large. The committee will notify the Chapter Board of significant proposed legislation. The committee will educate

the membership at-large and promote SWANA positions to the State legislature as appropriate.

6.8.5 Awards and Scholarships Committee. The Awards and Scholarships Committee is responsible for promoting and monitoring the Association's International and the Chapter's scholarship programs and recognition of outstanding members and programs throughout the Commonwealth. The committee will receive and review all applications for scholarships and recognition awards and make recommendations for approval by the Board of Directors. .

6.8.6 Communications Committee. The Communications Committee is responsible for producing the SWANA Virginia Chapter newsletter, managing the Chapter website and ensuring that active communications occur within the Chapter. This committee will develop and implement programs and activities to increase awareness and interest in the SWANA Virginia Chapter and its programs.

6.8.7 Membership Committee. The Membership Committee is responsible for promoting and monitoring the membership of the chapter. The committee will develop and implement programs designed to increase membership in the Chapter.

6.8.8 Training Committee. The Training Committee is responsible for providing training opportunities to members and assuring continuing education credits are available to members. The committee will monitor State requirements for training and certification, and will disseminate appropriate information to the membership at-large.

6.8.9 Nominations Committee. The Nominations Committee is responsible for nominating a slate of candidates for the positions of the Officers and Directors which expire in the ensuing year. The committee shall be made up of the Chapter Past President, who shall preside over the Committee, and two members in good standing appointed by the President. In developing the slate of Officers and Directors, the Nominations Committee shall notify the membership of vacant positions and request applications to fill the positions. The committee shall submit its recommendations to the Board of Directors for approval for consideration by the membership.. The nominees for the positions of Officers and Directors shall have been members in good standing for a minimum of one year.

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 of Officers.** The President, Vice President, Secretary, Treasurer, Past President, and International Chapter Director shall be elected by a majority of written ballots received in an annual election held in a thirty (30) day election period within the last

ninety (90) days of the Chapter's fiscal year. All officers shall serve for two years or until their respective successors shall have been duly elected.

- 7.3 **Election of Directors.** Directors shall be elected by a majority of written ballots received in an annual election held in a thirty (30) day election period within the last ninety (90) days of the Chapter's fiscal year. Directors will serve for a term of two years.
- 7.4 **Nominations.** The Nominations Committee shall make its recommendations for the election of Officers and Directors to the Board of Directors so that the Board may approved the proposed slate of Officers and Dircetors and provide notice of the nominations to the membership of the Chapter thirty (30) days in advance of the election period

ARTICLE VIII: Meetings of Members

- 8.1 **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.
- 8.2 **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, shall call a special members' meeting for the purpose specified in such request and cause notice thereof to be give as hereinafter provided.
- 8.3 **Notice of Meeting.** 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 meeting shall be made to the membership not less than thirty (30) days before such meeting. Notice shall be delivered to each member at his/her residence or usual place of business by US Mail, facsimile or electronic mail
- 8.4 **Quorum.** Ten percent (10%) of the eligible members present in person or by proxy shall constitute a quorum. 8.5 **Action without Meeting.** An action that may be taken at any regular or special meeting of members may be taken without a meeting if the Chapter delivers a written ballot (for elections of officers or directors) or proxy (for all other matters) to every member entitled to vote. In the remaining portion this §8.5, the word "ballot" shall be interpreted as including the word "proxy" as the case may be.
- 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 of a written ballot under this section is valid only when the number of votes cast by ballot constitutes a quorum.

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.

- 8.6 **Meeting 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 once each year. Any meeting may be canceled by the Board of Directors for sufficient cause.

ARTICLE IX: Indemnification

- 9.1 To the extent and in the manner prescribed by law, the Association shall indemnify any person who is a director or officer of the Chapter or of the Association from and against any and all actions, claims, lawsuits, and demands, including reasonable attorneys 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.
- 9.2 Any indemnification shall be made by the Association 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 an action, suit or proceeding, or (b) circumstances providing good reason to anticipate commencement of an action, suit or proceeding.

ARTICLE X: Amendment

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

ARTICLE XI: Conformity

- 11.1 The Chapter operations and activities shall comply with state and federal law, the Association Bylaws, the Association Policy Manual, and any directives of the International Board.