



CHAPTER BYLAWS

SOLID WASTE ASSOCIATION OF NORTH AMERICA

WISCONSIN BADGER STATE CHAPTER

ARTICLE I

Purpose, Definitions and Membership

Mission

The Wisconsin Badger State Chapter of the Solid Waste Association of North America, Inc. (“Chapter”) is an association of professionals dedicated to environmentally sound and economically responsible resource management, through planning, education, advocacy, and research. The purpose of this organization is to provide a forum for resource management discussions through educational and networking opportunities.

Definitions

1.1 “Association” or “SWANA” refers to the Solid Waste Association of North America, Inc., with which the Chapter is affiliated.

1.2 “Board of Directors” (Board) refers to the 9-10 Chapter members elected or selected by the membership to lead the Chapter as Directors.

1.3 “Executive Committee” refers to the four Directors designated by the Board to fill the positions of President, Vice-President, Secretary and Treasurer.

1.4 “Officer” refers to the four Directors designated by the Board to fill the four Executive Committee positions to preside over the affairs of the Chapter.

1.5 “SWANA Advisory Board Delegate” refers to the Director elected by the Board of Directors to act as liaison between the Chapter and the Association as provided in Section 3.11 of these Bylaws.

1.6 “Regional Director” refers to the person designated by SWANA Region 9 to represent the Region on the SWANA Board of Directors as provided in Section 3.12 of these Bylaws.

1.7 “Quorum” is defined as simple majority of the Board and shall constitute a quorum for noticed meeting purposes. A two-thirds majority may be required for specific actions of the Board as defined elsewhere in the By-Laws. At no time shall an incidental gathering of a majority of Directors or Chapter members constitute a meeting requiring notice or permitting action.

Membership

1.8 Application for membership shall be made in writing to the Association Offices. All memberships are Association memberships. A member who works or resides in Wisconsin shall be affiliated with this Chapter unless such person elects affiliation with a different chapter.

1.9 The status of membership, including suspension or termination thereof for nonpayment of dues or for other reasons, shall be governed by the Association.

1.10 Any member may resign from membership by giving written notice of resignation to the Association and the Secretary of the Chapter. However, resignation of a member does not relieve such member of any obligations or commitments the member may have to the Association or the Chapter made or incurred prior to resignation.

1.11 The Chapter recognizes the classes of members defined and established in the Association Bylaws. (See Attachment to these Bylaws)

ARTICLE II

Dues and Assessments

2.1 Membership Dues. Dues for each membership category shall be as established from time to time by the Association. The Chapter may assess additional or special dues by majority vote of the Board.

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

2.3 Fiscal Year. The fiscal year shall be the period between October 1 and September 30. The operating year will be designated by the Board of Directors which will establish the terms of the Directors.

2.4 Membership Rights. Except as may be otherwise provided in the Association Bylaws and Policy Manual, the payment of dues entitles members to all privileges and benefits which may accrue from membership in the Association. Except as noted in sections 3.10 and 4.4, a Student Member shall not have the right to vote and hold office. A Student Member shall have all other rights and privileges of membership.

ARTICLE III

Duties of Directors, Officers and Committees

3.1 Duties. The members of the Chapter shall select members of the Chapter to be on the Board of Directors, in part, for the purpose of bringing to the Chapter the experiences and knowledge of their personal and professional lives. From time to time the Directors are called upon to make contributions and provide advice and expertise to the Chapter based on their personal, professional, occupational and educational experiences. The Directors within their role make such contributions as Directors and as part of their obligations and responsibility to the Chapter. Any Director or other individual working on behalf of the Chapter is expected to conduct themselves at all time with the highest degree of care and loyalty to the betterment of the Chapter and Association.

3.2 Conflict of Interest. The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization; and (c) an organization in or of which a director of the Association or Chapter is a director, officer, or legal representative, and in some way has a material financial interest unless:

1. that interest is disclosed or known to the Board of Directors;
2. the Board approves, authorizes or ratifies the action in good faith;
3. the approval is by a majority of directors (not counting the interested director); and
4. at a meeting where a quorum is present (not counting the interested director).

The interested director may be present for discussion to answer questions, and may advocate for the action to be taken but must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

3.3 The Board of Directors shall have full control of the affairs of the Chapter. The President, or in his/her absence, the Vice President, shall be the Chair of the Board of Directors and shall preside at all Board meetings and other events. The Board shall meet at the call of the Chair and shall hold meetings not less than twice yearly. All questions, business, and matters pertaining to the Chapter shall be decided by majority vote of the Board of Directors present at a meeting. A simple majority of the Board of Directors, either in person, electronically or telephone, shall constitute a quorum for a Board meeting. An action required or permitted to be taken at a regular board meeting may be taken without a called meeting if said action is approved by unanimous consent, in writing. Written unanimous consent includes a communication that is transmitted or received by electronic means and may include an electronic signature.

3.4 Directors shall not be allowed to vote by proxy.

3.5 The Board of Directors shall designate an Executive Committee consisting of the Officers of the Chapter that shall function on behalf of the Board of Directors in all affairs requiring emergency action when the Board is unable to be convened in a regular or special meeting.

3.6 The Officers of the Chapter shall be President, Vice President, Secretary, and Treasurer. An Officer must be a member of the Board of Directors.

3.7 President. The President shall call and preside at all meetings of the Board of Directors and the membership; nominate all committees; execute or approve on behalf of the Chapter and all contracts, bonds and other written instruments approved by the Board of Directors; supervise and manage the business affairs of the Chapter; and perform such other duties incidental to the office of President as may be prescribed from time by the Board of Directors.

3.8 Vice President. The Vice President shall assume the duties of the President in his or her absence; be the principal advisor to the President of the Chapter; and perform other tasks incidental to the office of Vice President as may be prescribed from time to time by the President or Board of Directors.

3.9 Secretary. The Secretary shall keep full and correct minutes of all meetings of the Chapter issue notices required by these Bylaws; maintain records of the Chapter other than financial records; prepare and submit required reports; and perform such other duties as may be prescribed by the President or Board of Directors.

3.10 Treasurer.

3.10.1 The Treasurer duties shall include, but not necessarily be restricted to, attending all meetings of the Chapter and of the Board of Directors, collecting of all monies due the Chapter, paying of monies due the Association, and preparing all claims against the Chapter for payment and paying the latter, the Board of Directors maintain the ability to review the actions of the Treasurer in regular or special session.

3.10.2 The Treasurer or President, without prior approval of the Board of Directors, may incur an indebtedness not to exceed \$1,000.00 per month for ordinary Chapter expenses.

3.10.3 The Treasurer shall keep a correct record of all monetary transactions and shall have general charge of the books of accounts and financial records of the Chapter, and shall render periodic and required reports to the Board of Directors and the Chapter showing the financial condition of the Chapter. Reports and bank statement shall be rendered to the Board of Directors at regular Board of Directors meetings.

3.10.4 For tax purposes, the Treasurer shall prepare and submit, subject to the approval of the Board of Directors, such reports as required by Federal and State tax laws.

3.10.5 The Treasurer shall make available all books of accounts and records for an annual audit, financial review, or at such other times as deemed necessary by the Board of Directors.

3.10.6 The Treasurer or designee shall prepare and submit the Annual Report as required by and to the Association.

3.11 Board of Directors. There shall be at least nine (9) and no more than eleven (11) Directors on the Chapter's Board of Directors. Directors may perform other duties as may be prescribed from time to time by the President or the Board of Directors. Each Director must be a SWANA member in good standing. The Chapter shall strive to maintain geographic and sector balance on the Board of Directors and in the membership. The tenth Director position shall be a YP member if a YP member is willing to serve on the Board of Directors. If no YP member is willing, the Board of Directors may leave that Director position open. The eleventh Director position shall be a Student Member if a Student Member is willing to serve on the Board of Directors. If no Student Member is willing, the Board of Directors may leave the Student Director position open.

3.12 Advisory Board Delegate. A representative of the Board shall serve on the SWANA Advisory Board and shall provide a means whereby views and opinions of the Chapter can be directed to the Association. The representative shall provide a means whereby policies, actions and plans of the Association can be explained and interpreted to the Officers, Directors and members of the Chapter. The Advisory Board Delegate shall be elected by the Board of Directors. The Advisory Board Delegate must be a Director and may also be an Officer for the Chapter. The Advisory Board Delegate shall have such term of office, rights, and responsibilities as set forth in the Association Policy Manual.

3.13 Regional Director. A representative of SWANA Region 9 shall serve on the SWANA Board of Directors and shall provide a means whereby views and opinions of the Chapters within the Region can

be directed to the Association. The representative shall provide a means whereby policies, actions and plans of the Association can be explained and interpreted to the Officers, Directors and members of the Chapters within the Region. The Regional Director shall be selected per the terms of the Memorandum of Understanding (MOU) by and among all Chapters in this Region 9. Part of the Chapter's support for SWANA governance is expressed in the MOU. All SWANA chapters have signed similar MOUs in their respective regions. The Chapter officers and directors are authorized and directed to assure the fulfillment of the MOU terms and conditions, and as they may be amended from time to time.

3.14 Safety Ambassador. A Chapter member shall serve in the role of Safety Ambassador. The Safety Ambassador shall be a safety leader in the Chapter, serving as a resource that members can go to with safety related questions. This person shall receive and distribute safety-related information from SWANA and the Chapter and help demonstrate an emphasis on safety at the Chapter level.

3.15 YP Liaison. A Chapter member shall serve in the role of YP Liaison. The YP Liaison shall represent the Chapter YP members, and serve as the liaison between the Chapter and SWANA YP leadership. This person shall receive and distribute YP-related information from SWANA and the Chapter and shall be instrumental in implementing YP initiatives at the local level. This person must be 35 years of age or younger.

3.16 Absences. The Board of Directors may, by at least two-thirds vote of the Directors, declare any office or position on the Board vacant.

3.17 Committees. There shall be standing committees nominated by the President and approved by the Board of Directors as follows: (1) Membership; (2) Scholarship; (3) Legislative and Advocacy; (4) Social Media, (5) Young Professionals; and (6) Safety. The President may appoint such other committees or subcommittees as deemed necessary for conducting the affairs of the Chapter. All committee appointments shall continue until new appointments are made or until a member resigns or is removed.

3.18 Committee Structure. There shall be at least 3 Chapter members per committee, and the Committee Chair must be a current Director. Recognizing that committees are an integral part of this organization and that the work performed at the committee level is invaluable, the committees act under direction from the Board of Directors and cannot take Independent action requiring time, money, or Chapter representation without prior approval from the full Board.

3.19 Membership Committee. The function of the Membership Committee is to recruit new members for the Chapter while working to retain the current membership.

3.20 Scholarship Committee. The function of the Scholarship Committee is to operate the Chapter and Association Scholarship Programs as established by Policy.

3.21 Legislative/Advocacy Committee. The function of the Legislative/ Advocacy Committee is to keep the Board aware of pertinent legislative issues and to work closely with other organizations regarding these issues, as necessary.

3.22 Social Media. The function of the Social Media Committee is to properly use and maintain the appropriate social media sites and technologies in support of Board goals and other committee initiatives.

3.23 Young Professionals Committee. The function of the Young Professionals (YP) Committee is

to encourage involvement of YP members in the Chapter and to advance and serve the needs of YP members.

3.24 Safety Committee. The function of the Safety Committee is to provide promotion and education of safety to members and the solid waste and recycling industry.

ARTICLE IV

Elections

4.1 Qualifications. Directors of the Chapter shall be elected by Chapter members and be at least 18 years of age. Each Director, except for the Student Director, must be a dues-paying Chapter member in good standing. No person may serve simultaneously in more than one officer position. The Advisory Board Delegate and/or Regional Director may also be an Officer for the Chapter. The Student Director may not serve in an Officer role.

4.2 Election of Officers. The President, Vice President, Secretary, and Treasurer shall be elected by majority vote of the Board of Directors present at the first Board meeting of the operating year. Officers shall serve for two years until his or her successor has been duly elected and installed in office.

4.3 Election of Directors. Directors, except for the Student Director, shall be elected by the members at the annual meeting. Election shall be by ballot sent to each member of the Chapter at least fifteen (15) days in advance of the annual meeting. A simple majority of votes cast shall constitute election. In the event of a tie between nominees, the winner shall be determined by the toss of a coin. Directors shall serve two-year terms. Efforts will be made to stagger the terms so that approximately one half of the Directors will be elected each year.

4.4 The Student Director shall be selected by the nominating committee. The nominating committee shall review applications for the Student Director position and select the most qualified candidate. The Student Director shall serve a one-year term, beginning at the annual meeting, and shall be able to vote on all matters before the Board.

4.5 Election of Advisory Board Delegate. The Advisory Board Delegate to serve on the SWANA Advisory Board shall be elected by the Board of Directors for a term of two (2) years, beginning July 1 and ending June 30.

4.6 Election of SWANA Regional Director. The Regional Director shall be selected per the terms of the MOU by and among all Chapters in this Region.

4.7 Vacancies. Vacancies may be filled by a majority vote of the Board of Directors. Appointees shall hold office for the remaining portion of the term of such office.

4.8 Nominations. The Chapter President shall appoint at least two (2) members to serve on a committee for the purpose of nominating Directors for the ensuing year. This Committee shall submit its recommendations to the Board of Directors in advance of the annual business meeting of the Chapter. Notice of a request for nominations shall be made known to the membership of the Chapter thirty (30) days in advance of the annual business meeting.

ARTICLE V

Meetings of Members

5.1 Annual Meeting. An annual business meeting of the members shall be at a specific date and place as determined by the Board of Directors.

5.2 Special Meetings. Special meetings of the members may be held at any time on the call of the President or 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.

5.3 Notice of Meetings. Written notice, via electronic or regular mail, of all member meetings shall be sent to the membership not less than one day (24 hours) prior to the date of the meeting. Notice of the annual business meeting shall be made to the membership seven (7) days in advance of the meeting. The annual schedule will be posted on the website within 30 days of approval by the Board at the annual meeting. If a meeting change is required, all effort will be made to notify members in a timely manner via electronic means.

5.4 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 VI

Indemnification

The Association shall indemnify and hold harmless any person who shall be a director, officer, member or executive director 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 them in connection with Chapter or Association business. However, such officer, director or executive director shall not be relieved from any liability to the Association imposed by law, including liability 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) circumstance providing good reason to anticipate commencement of an action, suit or proceeding.

ARTICLE VII

Amendments

These Bylaws may be amended upon the affirmative vote of two-thirds of the voting members present in person at a meeting of the Chapter, provided notice of such amendment was sent by mail or electronic communication to each member not less than thirty (30) days prior to the meeting, or upon the affirmative vote of two-thirds of the voting members returning ballots pursuant to a ballot amendment. The Board shall decide if the Bylaws amendment vote shall be conducted at a meeting of the Chapter or via a ballot amendment. Voting by proxy shall not be allowed.

ARTICLE VIII

Conformity

The Chapter shall conform in its activities with the provisions of these Bylaws; the Chapter's articles of incorporation; the Association Bylaws; the Association Policy Manual; and all applicable federal, state and local laws, regulations and ordinances.

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Revised: March 2020

Approved by Board: June 2020