

SWANA Arizona State Chapter By-Laws

Contents

PREAMBLE.....	2
ARTICLE 1	2
ARTICLE II.....	2
ARTICLE III	3
ARTICLE IV	4
ARTICLE V	4
Article VI.....	6
ARTICLE VII.....	7
ARTICLE VIII.....	8
ARTICLE IX	8
ARTICLE X	8

SWANA Arizona State Chapter By-Laws

PREAMBLE

The Solid Waste Association of North America, Arizona Chapter, an Arizona non-profit corporation, (AZ SWANA), an affiliate of the Solid Waste Association of North America, (Association), hereby adopts these by-laws.

ARTICLE 1

Objectives

The objectives of AZ SWANA are to develop increased professionalism and safety, in the field of solid waste management; 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.

ARTICLE II

Membership

Any individual who joins the Association and is associated with AZ SWANA (Chapter Member) in any membership class shall receive all membership rights at Association or Chapter functions and activities, regardless of residence except as provided in these bylaws. Members at large or associated with other Chapters of the Association and who are not associated with AZ SWANA that attend functions or activities sponsored by AZ SWANA have no right to vote or otherwise participate in AZ SWANA's business and financial matters. Chapter Members shall have all the rights and privileges of non-profit corporation members of AZ SWANA as defined in Title 10, Chapter 19 of the Arizona Revised Statutes, the AZ SWANA Articles of Organization, as amended, and as provided by these Bylaws.

The Association has the following classes of 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) a self-employed individual working in solid waste management or a related field, or 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 AZ SWANA. A Student Member may attend meetings, seminars and equipment shows of AZ SWANA. A Student Member shall be exempt from any registration fees. A Student Member shall have all the rights and privileges of the membership except the right to vote and hold office.

2.4 Life Member. Life Members shall have all the rights and privileges of membership. Such members shall be exempt from dues.

2.4.1 AZ SWANA recognizes life memberships granted by the Association.

2.5 Honorary Member. Honorary Members recognized by the Association shall have all the rights and privileges of membership. Such members shall be exempt from dues.

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 the Arizona Chapter.

Membership rights may be suspended or terminated, in whole or in part, for the substantive grounds and according to procedures set forth in the Association Policy Manual.

ARTICLE III

Meetings of Members

3.1 Annual Meeting. An annual meeting of the Chapter Members shall be held at a specific date and place as determined by the AZ SWANA Board of Directors (BOD).

3.2 Regular Meetings. Regular meetings of AZ SWANA will be held quarterly at a specific date and place as determined by the BOD.

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

3.4 Notice of Meetings. Written notice of a meeting shall be given not less than 30 or more than 60 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 AZ SWANA newsletter, e-mail or by other means as determined by the BOD. 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 BOD, at the time the notice is given, intends to present for action by the Chapter 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 the members.

3.5 Quorum. Ten percent (10%) of the Chapter Members present in person or by proxy at any meeting shall constitute a quorum. If less than a quorum is present, the meeting may be rescheduled by the BOD.

3.6 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.

ARTICLE IV

Dues, Assessments and Finances

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

4.2 Chapter Dues. AZ SWANA may establish and levy dues, assessments and fees on Chapter Members in addition to amounts established and levied by the Association under Section 4.1 of these bylaws. Chapter Members shall pay such dues, assessments and fees directly to the Association Offices.

4.3 Form of Payment. Chapter Members shall pay all amounts in U.S. dollars.

4.4 Dues Date. Members shall pay AZ SWANA affiliation dues and assessments on or before December 31.

4.5 Administrative and Fiscal Year. AZ SWANA's administrative and fiscal year shall begin on July 1 and end on June 30.

4.6 Symposia, Conferences, and Training. The Association and AZ SWANA may plan and conduct Regional Symposiums. AZ SWANA may plan and conduct Chapter Conferences and Chapter Partnering Training. Such activities shall conform to procedures established in the Policy Manual.

ARTICLE V

AZ SWANA Board of Directors

5.1 Duties and Powers. The BOD shall constitute AZ SWANA's governing body and shall plan and oversee the operations, finances, policies, and requirements for association with AZ SWANA. The BOD may delegate to committees any of its duties and powers.

5.2 Number and Election. The BOD shall consist of the following:

5.2.1 Seven (7) Director At-Large positions. No more than two (2) At-Large Directors can be Corporate Members. The Directors At-Large shall be Chapter Members elected at the annual meeting.

5.2.2 One (1) Private Sector Individual Director. The Private Sector Individual Director shall be selected from Private Sector Individual Members associated with AZ SWANA

5.2.3 One (1) Legislative Director. The Legislative Director shall be a Chapter Member elected at the annual meeting.

5.2.4 One (1) International Chapter Director. The International Chapter Director shall be selected from the Chapter Members that has previously served as Past President of AZ SWANA.

5.2.5 Five (5) Director's ex-officio. The following Officers will be Director's ex-officio: The President, Past President, Vice President, Secretary, and Treasurer

5.2.6 The Directors shall be elected by the Chapter Members at the annual meeting.

5.3 Term. Each AZ SWANA Director shall serve from the time of his or her installation at the annual meeting of members for a term of one (1) year with the exception of the International Chapter Director who shall be representative of the AZ SWANA to the Association Board of Directors for two (2) years. If the International Board Director is serving as a Regional Council Director on the International Board (a 3 year term), their term will be extended for a second term to accommodate the extra year difference.

5.4 Quorum. At least 50% of the BOD shall constitute a quorum.

5.5 Vacancies. A vacancy on the BOD shall be appointed immediately by the President for the unexpired term, selecting a suitable replacement as acting from the existing Directors or Chapter Members in good standing. The recommendation of the replacement must be approved by the majority of the BOD and by the Chapter Members at the next Regular Meeting.

5.6 Meeting. A regular meeting of the BOD shall be held at the annual meeting of Chapter Members and following election of officers and Directors for the ensuing term. The Directors by resolution may determine the date and place of additional regular meetings of the BOD. Special meetings of the BOD may be called by the President or a majority of the BOD or by five percent or more of the Charter Members. Upon receipt of a call for a special meeting of the BOD, the Secretary shall cause notice to be given at least ten (10) calendar days in advance of the meeting. No notice shall be required if a meeting schedule of the BOD was approved in advance by resolution.

5.7 Removal of Officers and Directors.

5.7.1 For Cause. The BOD 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 established under the Standards of Conduct identified in A.R.S. §10-3830 or A.R.S. §10-3842.
- (d) who has failed to attend two or more BOD meetings over the course of their term; 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 by the BOD without cause if such removal is approved by the members.

Article VI

AZ SWANA Officers

- 6.1 Officers. The Officers of AZ SWANA shall be President, Past President, Vice President, Secretary, Treasurer, and International Chapter Director.
- 6.2 Qualifications. All Officers of AZ SWANA shall be a Public Sector Individual Member associated with AZ SWANA in good standing.
- 6.4 President. The President shall call and preside at all meetings of the BOD and the membership; nominate all committees provided for by the BOD; execute or approve on behalf of the Association all contracts, bonds, and other written instruments approved by the BOD; supervise and manage the business affairs of AZ SWANA; and perform such other duties incident to the office of the President as may be prescribed from time to time by the BOD.
- 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 BOD may direct. The Vice President shall succeed the President in the event the President's office is vacant.
- 6.6 Secretary. The Secretary shall keep complete and accurate minutes of all meetings of AZ SWANA; shall cause all required notices to be issued; shall oversee the maintenance of AZ SWANA records; and shall perform such other duties as may be prescribed by the BOD.
- 6.7 Treasurer. The Treasurer shall be the principal officer responsible for the finances of AZ SWANA. The Treasurer's duties shall include, but not be limited to: analyzing financial records; reviewing expenditures and AZ SWANA records; guiding the development of the annual budget; guiding the conduct of the review of financial records; periodically reviewing the AZ SWANA's financial condition; and performing such other duties as the BOD may direct.

The Treasurer shall keep an accurate record of all monetary transactions and shall have general charge of the books of accounts and financial records of AZ SWANA and shall render

periodic and required reports to the BOD and AZ SWANA showing the financial condition of AZ SWANA. Reports to the BOD shall be rendered as often as the BOD deem necessary.

For tax purposes, the Treasurer shall prepare and submit such reports as required by Federal and State tax laws.

The Treasurer shall make available all books of accounts and records for a review of financial records or at such times as deemed necessary by the BOD.

5.

6.8 Committees. The BOD may establish committees for executing the purposes and functions of AZ SWANA. The President may appoint committee members from members associated with AZ SWANA in good standing as deemed necessary for conducting the affairs of AZ SWANA. All committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the President.

6.9 Audit Committee. There shall be an Audit Committee which shall consist of two (2) active members, which may include a past Treasurer and a past secretary selected by the President with approval by the BOD. The committee shall oversee or conduct review of financial records as appropriate to AZ SWANA's business calendar and at such other time as the BOD feels the necessity.

ARTICLE VII

Nomination and Election of Directors and Officers

7.1 Nominating Committee. At least sixty (60) days before the annual meeting of the Chapter Members, the President shall appoint a Nominating Committee consisting of not less than three (3) Chapter Members, including the Past President (who shall chair the Committee), and two (2) or more Public Sector Individual Members. 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. In addition, the Committee shall recommend candidates for the At-Large, Private Sector Individual, Legislative, and International (every other year) Director positions. All such recommendations shall be subject to approval by the BOD.

7.2 Election of Directors and Officers. The Director and Officer recommendations approved by the BOD shall be recommended by the BOD and voted by the General Membership at the annual Membership meeting. Chapter Members may nominate Chapter Members in good standing from the floor for any Director or Officer position consistent with the qualifications for each Director and Officer position.

7.3 Election. Director positions up for election, the President, Vice President, Secretary, and Treasurer shall be elected by the members present or by proxy at each annual meeting and shall serve from his or her installation into office until his or her successor has been duly elected and installed into office. The International Chapter Director shall be elected by the

Chapter Members present or by proxy at every other annual meeting and shall serve from his or her installation into office at the annual meeting of members until his or her successor has been duly elected and installed into office. No person may serve simultaneously in more than one Director or Officer position.

ARTICLE VIII

Chapter Relations

- 8.1 Recognition of Associations. AZ SWANA recognizes the responsibility and obligations of the association to provide information and leadership in the rapidly changing areas of Solid Waste Management.
- 8.2 Chapter Documents - Good Standing. AZ SWANA shall maintain files and provide notices in a manner consistent with Association Policy Manual MA-14.
- 8.3 Limitation on Authority to Bind the Association Chapters. The Association and its Chapters are separate, distinct, and supporting organizational entities. AZ SWANA may not incur on behalf of the Association or another chapter without express written approval by the effected entity.

ARTICLE IX

Indemnification

AZ SWANA shall indemnify and hold harmless any person who shall be an Officer or Director of AZ SWANA from and against any action, suit, proceeding, claim, damage, liability, cost, and expense by reason of any act or failure to act by them in connection with Association business. However, such Officer or Director shall not be relieved from any liability to the Association imposed by law, including liability of fraud, bad faith, or willful neglect.

ARTICLE X

Amendments

These Bylaws may be amended upon the affirmative vote of two-thirds of the voting Chapter Members present in person or by proxy at an annual membership meeting, provided notice of such amendment was sent by email to each Chapter Member not less than thirty (30) days prior to the general membership meeting.