

ALL PROPOSED CHANGES TO THE CURRENT BYLAWS – non-substantive only in redline; SUBSTANTIVE are HIGHLIGHTED and provided in redline

BYLAWS
OF
**SOLID WASTE ASSOCIATION OF
NORTH AMERICA, INC.**

WITH AMENDMENTS APPROVED THROUGH JULY 2015
AND PROPOSED THROUGH AUGUST 2018

SECTION 1

Objectives

The objectives of the Association 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, 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.

SECTION 2

Membership

Any individual who joins the Association in any membership class shall receive all membership rights at Association or Chapter functions and activities, regardless of residence. Members attending functions or activities sponsored by a Chapter other than their own have no right to vote or otherwise participate in such Chapter's business and financial matters.

A member who works or resides in a geographical area served by a Chapter shall be affiliated with such Chapter unless the member elects affiliation with a different Chapter. A member not working or residing in a Chapter area shall be an at-large member unless the member designates a Chapter for affiliation. The Association shall have 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.

Commented [SB1]: Explanatory only: Young Professionals and Small Business Members are sub-categories of the Member type. YPs and small business members were codified in Board minutes and are defined in SWANA's membership materials,

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2.2 Private Sector Individual Member. A Private Sector ~~Individual~~ Member shall be:

- (a)(1) a self-employed individual working in solid waste management or a related field, or
- (a)(2) 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 Association. A Student Member may attend meetings, seminars and equipment shows of the Association and its Chapters. A Student Member shall be exempt from ~~event any~~ registration fees but shall pay for meals consumed. A Student Member shall have all the rights and privileges of membership except the right to vote and hold office.

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

2.4.1 The ~~International~~ Board of Directors (~~Board~~) may grant life membership to members of the Association. No more than ~~three two~~ life memberships may be awarded by the Association in a fiscal year, one of which. ~~One~~ shall be awarded to the Past President at the completion of his/her term. If a Past President does not complete a full term of office, the ~~Board~~ may nevertheless award a life membership. Criteria for the award of a Life Membership shall be established in the Association Policy Manual.

2.4.2 No more than one life membership shall be granted by a Chapter in a fiscal year. Chapter awards of life membership do not count in the limit placed upon the Association. Dues for Life Memberships awarded by a Chapter shall be paid by the Chapter that awards the membership.

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

The ~~IB Board~~ may grant honorary membership to nonmembers of the Association including SWANA Staff. Honorary membership is for life. Not more than one Honorary Membership per fiscal year shall be granted. Criteria for the award of Honorary Membership shall be established in the Policy Manual.

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 its Chapters.

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

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SECTION 3

Meetings of Members

3.1 Annual Meeting. An annual meeting of Association members shall be held each year on such date and at such place as the Board shall fix and determine.

3.2 Special Meetings. Special meetings of members may be called by the President, by a majority of the Board, or by five percent or more of the Association's total the members in good standing. Upon receipt of such call for a special meeting, the Secretary shall give notice of the special meeting as hereinafter provided.

3.3 Notice of Meetings. Written notice of a meeting shall be given not less than 30 nor more than 90 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 Association's monthly newsletter or by other means as determined by the Board ~~Executive Committee (EC)~~. 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 Board, at the time the notice is given, intends to present for action by the 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 members.

3.4 Quorum. One hundred (100) members present in person or by proxy at any meeting of the Association members shall constitute a quorum. If less than a quorum is present, a the majority of the votes represented either in person or by proxy may adjourn the meeting from time to time; provided that the Secretary shall notify the absent members of the time and place of such adjourned meeting.

3.5 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 in advance of the meeting. A proxy shall not be valid for more than 11 months from its date.

SECTION 4

Dues, Assessments and Finances

4.1 Establishment of Dues. Members shall pay annual Association dues directly to the Association Offices. The Board shall determine dues for each membership class and category as part of developing and approving the fiscal year budget. SWANA shall annually post on its website ~~The Policy Manual shall contain~~ a schedule of all such duly approved dues and adjustments.

4.2 Special Assessments. The Board may authorize special assessments from time to time as necessary.

4.3 Chapter Dues. A Chapter may establish and levy dues, assessments and fees on its members in addition to amounts established and levied by the Association under Sections 4.1 and 4.2 of

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these bylaws. Chapter members shall pay such dues, assessments and fees directly to the Association Offices.

4.4 Form of Payment. U.S. members shall pay all amounts in U.S. dollars. Canadian members may pay in Canadian dollars at the rate of exchange fixed by the Membership Department the first of each month.

4.5 Dues Date. Members shall pay annual Association and Chapter membership dues and assessments on an annual basis.

4.6 Disbursements to Chapters. The Association shall disburse to the Chapters their respective allocation of dues and assessments as set forth in the fiscal year budget and posted to the SWANA website. Policy Manual.

4.7 Administrative and Fiscal Year. The Association's administrative and fiscal year shall begin on July 1 and end on June 30.

4.8 Finances Regarding WASTECON® Annual Exposition. ~~The Association shall hold a~~ An annual international solid waste exposition known as WASTECON®. ~~shall be held by the Association.~~ The Association shall pay the cost thereof and shall be entitled to all revenues therefrom, except that the Association may share revenue with one or more Chapters as established in the Policy Manual. ~~The exposition shall be known as "WASTECON®".~~

4.9 Regional Symposiums. The Association and Chapters may plan and conduct Regional Symposiums. Such activities shall conform to procedures established in the Policy Manual.

SECTION 5
Board of Directors

Commented [SB2]: Per General Counsel Shanoff, replacing the existing language of this section in its entirety

~~5.1 Duties and Powers. The IB shall constitute the Association's governing body and shall plan and oversee the operations, finances, policies and membership requirements of the Association. However, the IB may delegate to an executive committee any of its duties and powers.~~

~~5.2 Executive Committee (EC).~~

~~5.2.1 Authority. Consistent with the Policy Manual, the EC shall be responsible for budget, operations and management of the Association, and shall provide direction to the ED/CEO. The EC is authorized to act on all Association activities and affairs, except for electing officers and directors, approving Provisional and Regular Chapters, amending these bylaws, or exercising any power reserved by law exclusively for the IB.~~

~~5.2.2 Composition. The EC shall consist of the President, Vice President, Treasurer, Secretary and Past President; one Private Sector EC Representative (who shall be selected as provided in the Policy Manual and who shall serve a one-year term on the EC and, by approval of the Private Sector Directors, may serve additional one-year terms); the WASTECON® Chair; the Technical Divisions EC Representative (who shall be selected as provided in the Policy~~

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~~Manual and who shall serve a three year term on the EC); the Canadian Representative, and one Regional Council Representative from each Association region. The ED/CEO shall be a member ex officio of the EC.~~

~~5.2.3 Closed Meetings. The EC, in its discretion, may conduct business in executive session on personnel matters, pending or anticipated litigation, or other matters that, if discussed in open session, would violate lawful privilege or disclose information protected by law. The proceedings and minutes of all executive sessions shall be confidential. No votes shall be taken during such sessions. Final action on matters discussed in executive session shall be taken at an open meeting.~~

~~5.2.4 Quorum. Two-thirds of the EC members then in office shall constitute a quorum.~~

~~5.3 Directors~~

~~5.3.1 Number and Representation. The IB shall number not less than 30 nor more than 75 with the exact number to be fixed as follows:~~

~~One director from each Regular Chapter (Chapter Director)~~

~~One non-voting delegate from each Provisional Chapter
(Provisional Chapter Delegate)~~

~~One director from the at large membership (At Large Director)~~

~~Seven Private Sector Individual Members (Private Sector Directors)~~

~~Technical Divisions EC Representative (TDECR)~~

~~One director from each Technical Division (TDIBR) except the division from which the TDECR was elected~~

~~One director from the membership not older than age 35 (Young Professionals Representative)~~

~~Canadian Representative~~

~~WASTECON[®] Chair~~

~~WASTECON[®] Equipment Show Floor Manager~~

~~WASTECON[®] National Sales Manager~~

~~The President, Vice President, Treasurer, Secretary, Past President and the ED/CEO shall be directors ex officio.~~

~~An individual may not hold more than one position on the IB, and no IB member may cast more than one vote on any motion, proposal, action, or other matter.~~

~~5.3.2 Election and Appointment of Directors. The members of each Regular Chapter and Provisional Chapter shall designate or elect the director or delegate of such Chapter, as the case may be. The At Large Director shall be elected from the membership not affiliated with a Chapter. The Private Sector Directors, the TDECRs, the TDIBRs, Young Professionals Representative and the Canadian Representative shall be elected as provided in the Policy Manual. The WASTECON[®] Chair, WASTECON[®] Equipment Show Floor Manager and WASTECON[®] National Sales Manager shall each be nominated by the President and approved by the IB~~

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~~5.3.3 Term. Each Chapter Director and the Young Professionals Representative shall serve a two-year term. The At Large Director, Technical Division International Board Representatives, and the Canadian Representative shall each serve a three year term. The Canadian Representative may serve no more than two consecutive three-year terms. The Private Sector Directors shall serve three year terms on a staggered basis. The WASTECON[®] Chair, WASTECON[®] Equipment Show Floor Manager and WASTECON[®] National Sales Manager shall each serve a three-year term, subject to annual reconfirmation by the IB, and may serve additional three-year terms by consent of the IB. The terms of Chapter Directors, Provisional Chapter Delegates, Private Sector Directors, the At Large Director, the Canadian Representative and the Technical Division EC Representative shall begin immediately upon their respective election or designation.~~

~~5.3.4 Quorum. Fifty percent (50%) of all board members shall constitute a quorum. In determining a quorum and the required vote on any matter, directors ex officio shall be counted but Provisional Chapter Delegates shall not be counted.~~

~~5.3.5 Vacancies. A vacancy on the IB shall be filled for the unexpired term by the individual, chapter, geographic group or organizational unit that is entitled to elect, designate or appoint such director.~~

~~5.4 Meetings. A regular meeting of the IB shall be held at any time within seven days preceding the annual meeting of members. The IB, by resolution, may determine the date and place of additional regular meetings of the IB. Special meetings of the IB may be called by the President or a majority of the directors.~~

~~Upon receipt of a call for a special meeting, the Secretary shall cause notice of such meeting to be given at least ten days before such meeting. No notice shall be required for any annual meeting of directors nor for any meeting of directors scheduled in advance by IB resolution passed at any regular meeting.~~

~~5.5 Removal of Officers and Directors.~~

~~5.5.1 For Cause. The IB 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 under Article 3 (Standards of Conduct) of the California Nonprofit Corporation Law;~~

~~(d) who has failed to attend one IB meeting; 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.~~

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~~5.5.2 Without Cause. Any officer or director may be removed without cause if such removal is approved by the members, except that when, under these bylaws, an individual, Chapter, geographic grouping or other organizational unit is entitled to elect or designate one or more directors, then (unless otherwise provided in these bylaws) any director so elected or designated may be removed without cause only by such person, group, entity or unit.~~

Commented [SB3]: REPLACEMENT LANGUAGE begins here.

5.1 Powers and Duties. The Board shall constitute the Association's governing body, shall plan and oversee its activities and affairs, including but not limited to management, operations, business, finances, policies and membership requirements, and shall advise and direct the Executive Director/Chief Executive Officer (ED/CEO). Directors shall perform their responsibilities under law and shall faithfully comply with Standards of Conduct as the Policy Manual shall provide.

5.2 —Number and Representation. The Board shall consist of 21 directors as follows:

- Five officers – President, Vice President, Treasurer, Secretary, Past President
- Thirteen Regional Directors – one from each Association region
- One Technical Divisions Director
- One Private Sector Director
- One Young Professional Director

The ED/CEO shall be an ex-officio non-voting member of the Board.

Commented [SB4]: The ED/CEO has historically been a voting member of the EC and the IB.
The new structure will create the ED/CEO as an ex-officio non-voting member of the Board, which changes the voting role but retains Board membership.

An individual may not hold more than one position on the Board and no Board member may represent more than one vote on any motion, proposal, action, or other matter.

5.3 Selection of Directors.

5.3.1 Officers. Officers shall be nominated and elected as these Bylaws shall provide. If otherwise qualified and duly elected, a Past President may serve as a director again or again as an officer for a term or terms commencing at least two years after the end of his/her term as Past President.

5.3.2 Regional Directors. Regional Directors shall be elected or appointed by each Region as its respective Memorandum of Understanding (MOU) shall provide.

5.3.3 Technical Divisions Director. The Technical Divisions Director shall be initially elected from individuals serving as Technical Division representatives on the Board and subsequently from individuals serving as such representatives on the Advisory Board as the Policy Manual shall provide.

5.3.4 Private Sector Director. The Private Sector Director shall be initially elected from individuals elected as Private Sector Directors on the Board and subsequently from individuals serving as such representatives on the Advisory Board as the Policy Manual shall provide.

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5.3.5 Young Professional Director. The Young Professional Director shall be elected as the Policy Manual shall provide.

5.4 Term. The terms of all elected directors shall begin on the first day of July following their election. Officers shall serve for the term and in such sequence as these Bylaws shall provide. Regional Directors shall be elected for two-year terms; provided, however, that even-number Regions shall initially elect their Directors for three-year terms and subsequently for two-year terms. The Technical Divisions Director, Private Sector Director and the Young Professional Director shall serve two-year terms. Non-officer directors may serve up to three terms consecutively. A non-officer director whose service ends after completing three or fewer successive terms (a) may, after a two-year interlude, be elected to and serve up to three additional terms or (b) may immediately be nominated and elected as an officer.

5.5 Quorum. Two-thirds of all duly elected or appointed and serving Board members, including at least three officers, who are present at a meeting, shall constitute a quorum.

5.6 Vacancies. A non-officer vacancy on the Board shall, within 30 days, be filled for the unexpired term by the Region or organizational unit entitled to elect, designate or appoint such director. An individual who fills a vacancy occurring in the first year of a term shall, upon completion of such term, be eligible for election to serve up to two additional consecutive terms. An individual who fills a vacancy during the second year of a term shall, upon completion of such term be eligible for election to serve up to three additional consecutive terms. The Board, by majority vote, may declare vacant the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of such director's current term of office.

5.7 Meetings. Regular meetings of the Board shall be held on such dates and at such times and places as the Board, after consultation with the ED/CEO, shall fix by resolution. No notice shall be required for any meeting of directors scheduled by such resolution.

Special meetings may be called by the President or a majority of the Board by notifying the ED/CEO. Upon receipt of a call for a special meeting, the ED/CEO (or such staff member as the ED/CEO may designate) shall cause notice of such meeting to be given by telephone or by electronic mail. Except in extraordinary circumstances, such notice shall be given at least five business days before such meeting. Directors may participate in a special meeting through teleconference or other electronic transmission, which shall constitute presence in person at such meeting.

5.8 Removal of Officers and Directors.

5.8.1 For Cause. The Board may remove an officer who has violated the Standards of Conduct. A Regional Director may be removed by vote of the chapters within that Region for violating the Standards of Conduct and for such other acts or omissions as the Region MOU provides. The Technical Divisions Director, Private Sector Director and Young Professional Director may be removed by vote of their respective organizational unit for violating the Standards of Conduct.

5.8.2 Without Cause. An officer may be removed by vote of the members. A Regional Director may be removed as the Region MOU provides. The Technical Division Director, Private Sector Director and Young Professional Director may be removed by vote of their respective organizational unit.

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5.9 Advisory Board. An Advisory Board (AB) shall provide information and recommendations to the Board on Association activities and affairs, and the Board shall give due consideration thereto. The structure and functioning of the AB, including participation thereon by Board members, shall be set forth in the Policy Manual.

5.10 Committees. Three standing committees (Policy, Finance, and Planning/Membership) shall advise the Board on matters within their respective purview.

5.10.1 Board Participation on Standing Committees. Each Board member shall serve on a committee. Seven Board members, including at least one officer, as appointed by the President, shall serve on each committee. The Treasurer shall chair the Finance Committee, and the Secretary shall be a member of such committee. The President may select any committee on which to serve. Following consultation with the Board and the AB Chair, the President shall appoint Board members as chairs of the Policy and Planning/Membership Committees.

5.10.2 Advisory Board Participating on Standing Committees. AB delegates shall serve on each standing Committee. The number, selection and assignment of such delegates shall be determined in the manner set forth in the Policy Manual.

5.10.3 Standing Committee Meetings. Committee meetings shall be held shall be held at the call of the respective committee chair in consultation with the ED/CEO. At least ten business days' notice shall be given to committee members by electronic mail. A quorum shall consist of 50% of committee members, including the committee chair (or vice chair) plus at least four directors. Meetings may be held by teleconference or other electronic transmission and committee members' participation therein shall constitute presence in person at such meeting.

SECTION 6

Officers

6.1 **Offices.** The officers of the Association shall be (in order of seniority) President, Vice President, Treasurer, Secretary, Past President.

6.2 **Qualifications.** All officers of the Association shall be Life, Public Sector ~~Individual~~, Retired or Private Sector ~~Individual~~ Members in good standing at the time of their election. Not more than two officers shall be members of the same Chapter, and no person may serve concurrently in more than one office. At any time no more than three officers shall be from the Private Sector ~~Individual~~ Member class. For purposes of such restriction, a Retired Member shall be deemed to belong to in the member class representing his/her most recent business or employment and an officer who becomes unemployed shall be deemed to belong to in the member class representing his/her most recent business or employment. An officer who is a Public Sector ~~Individual~~ Member and who becomes a Private Sector ~~Individual~~ Member may complete his/her current term and shall be eligible for successive offices. Two or more officers shall not be employed by the same entity, except that an officer who involuntarily becomes employed by an entity where another officer is employed may complete his/her current term and shall be eligible for successive offices. An officer who voluntarily becomes employed at such an entity may complete his/her current term, but shall be disqualified from successive offices.

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6.3 Election. The President, Vice President, Secretary and Treasurer shall be elected by the members under written ballot procedures set forth in the Policy Manual. ~~Their respective terms of office shall begin on the first day of July following their election at the annual membership meeting, and they shall serve until the following June 30 or next annual membership meeting and until their respective successors have been duly elected and installed into office.~~

6.4 President. The President shall ~~call and preside at all Board EC meetings, IB meetings and membership meetings; shall appoint or designate the chairs of the Policy and Planning/Membership each standing committees and all members of each ad hoc or special committee as the Board EC or IB may create; shall execute or approve on behalf of the Association all contracts, bonds and other written instruments approved by the IB; shall provide leadership with respect to guide the business and affairs of the Association; and shall perform such other duties as the Board EC or IB may direct.~~

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 ~~Board EC or IB~~ may direct.

6.6 Treasurer. The Treasurer shall be the principal officer responsible for the finances of the Association. The Treasurer's duties shall include, but not be limited to: analyzing financial records; reviewing expenditures and Association records; guiding the development of the annual budget; guiding the conduct of the annual audit; periodically reviewing the Association's financial condition; and performing such other duties as the ~~Board EC or IB~~ may direct.

6.7 Secretary. The Secretary shall keep complete and accurate minutes of all meetings of the Association; shall cause all required notices to be issued; shall oversee the maintenance of Association records; and shall perform such other duties as the ~~Board EC or IB~~ may direct.

6.8 Past President. The Past President shall be the most immediate Past President eligible to hold office in the Association. If a serving Past President resigns or is unable to continue in such office, the next preceding Past President shall be eligible to assume the duties of Past President.

6.9 Vacancies. Vacancies in any office shall be filled by the ~~Board, IB,~~ except that the Vice President shall succeed to a vacancy in the office of President.

SECTION 7

Nomination and Election of Officers

The President shall appoint a Nominating Committee consisting of not less than three members, including the Past President (who shall chair the Committee), the Vice President and one or more directors. The Nominating Committee shall have a majority of 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. All such recommendations shall be subject to approval by the ~~Board, IB~~ and election by written ballot under procedures set forth in the Policy Manual.

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SECTION 8

Executive Staff

8.1 ~~Executive Staff. The Executive Staff shall may consist of an Executive Director/Chief Executive Officer and one or more Deputy Executive Directors whom the ED/CEO may engage in consultation with the Board., Chief Operating Officer and Chief Financial Officer.~~

Commented [SB5]: This is the current system and as described by General Counsel Shanoff has been for nearly 20 years. This update to reflect the evolution of the actual management structure is noted as a substantive change in bylaws..

8.2 Executive Director/Chief Executive Officer (ED/CEO). The Association shall have an ED/CEO with duties and responsibilities as described herein. The ED/CEO shall be appointed by the Board. ~~It upon recommendation of the EC.~~

8.2.1 The ED/CEO shall be the principal representative and administrator of the Association. As such, the ED/CEO shall promote, serve and protect the interests of the Association and its membership in its dealings with all parties, shall direct the offices and Staff of the Association in providing services and support to the membership and Chapters, and shall manage approved programs.

8.2.2 The duties and responsibilities of the ED/CEO shall be set forth in a contract between the ED/CEO and the Association, and the ED/CEO shall have full power and authority to carry out such obligations.

8.2.3 The ED/CEO shall report to and serve under the immediate supervision of the President, and shall receive general direction from the Board.

8.2.4 All other SWANA staff are selected by, report to and serve under the supervision of the ED/CEO.

~~8.3 Chief Operating Officer (COO). The Association may have a COO with duties and responsibilities as determined by the ED/CEO with concurrence of the EC, and supervised by the ED/CEO. The COO shall be selected by the ED/CEO with the concurrence of the EC.~~

~~8.4 Chief Financial Officer (CFO). The Association may have a CFO with duties and responsibilities as determined by the ED/CEO with the concurrence of the EC, and supervised by the ED/CEO. The CFO shall be selected by the ED/CEO with the concurrence of the EC.~~

SECTION 9

Technical Divisions

The Association shall have Technical Divisions and subordinate units thereof. The number, nature and purpose of such Technical Divisions shall be determined by the ED/CEO with the consent of the Board.

SECTION 10

Chapters

10.1 Chapter Formation. Any organization that is, or intends to be, a duly established non-profit corporation with the same purposes and objectives as the Association may apply for recognition as a

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Chapter under procedures set forth in the Policy Manual. Provisional Chapter status shall be awarded by the Board. If a Provisional Chapter fulfills all criteria and requirements, the Board shall approve such chapter's petition for Regular Chapter status.

10.2 Chapter Documents.

10.2.1 Notification. Each U.S. Chapter shall provide the Association Office with a copy of (a) its incorporation papers and all amendments thereto and (b) its current bylaws. Each Canadian Chapter shall provide copies of corresponding documents evidencing its formation under applicable law and its adoption of rules and procedures for internal management. Not less than 30 days prior to taking any action on a proposed amendment to its formative documents, bylaws, etc., a Chapter shall submit such proposed amendment to the Office for review and approval. Within 30 days after final action on such amendment, a Chapter shall file a copy of such amendment with the Office. If, under law, an amendment is not valid or effective until it is officially filed with state/provincial corporation authorities, then the copy sent to the Office shall bear evidence of such filing.

10.2.2 State/Provincial Requirements. Chapter officers shall take timely and appropriate actions to maintain the Chapter in good standing under the laws of the jurisdiction where the Chapter is incorporated. Such actions include, but are not limited to, the filing of required periodic reports and the payment of fees, assessments and other charges.

10.3 Association Policy for Chapter Good Standing. Besides the obligations under Section 10.2.2 above, a Chapter shall be subject to such requirements as are set forth in the Policy Manual.

10.4 Limitation on Authority to Bind the Association or Chapters. The Association and its Chapters are separate and distinct legal entities. A Chapter may not incur any liability, obligation or expense on behalf of the Association or another Chapter without express written approval in each instance by the Board or the affected Chapter, as the case may be.

~~10.5 Affiliation Agreements. There shall be an affiliation agreement between the Association and each Chapter. The Board shall approve all such agreements.~~

SECTION 11

Awards Program

11.1 Awards Program. The Association shall have an Awards Program to recognize individuals and organizations for their contributions to solid waste management and public health/environmental protection. Nominees will be considered annually. Awards programs at the chapter and Association levels shall be compatible and supportive. Association awards shall be presented at a SWANA conference ~~WASTECON~~. The criteria, procedures and standards for all awards shall be approved by the Board and set forth in the Policy Manual.

11.2 Awards.

The following awards are established:

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- 11.2.1 Professional Achievement Award, Public Sector Individual Member
- 11.2.2 Professional Achievement Award, Private Sector Individual Member
- 11.2.3 Public Sector Individual Member Award
- 11.2.4 Private Sector Individual Member Award
- 11.2.5 Past Presidents Award
- 11.2.6 Life Member Award
- 11.2.7 Honorary Member Award
- 11.2.8 Robert L. Lawrence Distinguished Service Award
- 11.2.9 Robert L. Lawrence Lecture Award

SECTION 12

Regional Organization

The Association shall have geographically defined organizational units known as Regions whose boundaries and composition shall be designated by the Board and delineated in the Policy Manual. The Regions shall participate in the governance of the Association as the Policy Manual and their respective MOUs shall provide.

~~12.1 Regional Councils. The Association shall have area wide organizational units known as Regional Councils whose membership shall consist of the Chapter Directors within a certain geographic grouping (region). The WASTECON[®] Chair, WASTECON[®] Equipment Show Floor Manager, WASTECON[®] National Sales Manager, Private Sector Directors and the At Large Director, shall be members of the Regional Council for the region in which they reside. The Canadian Representative shall choose any Regional Council on which to serve. Officers of the Association shall be *ex officio* members of the Regional Council for the region in which they reside. The boundaries of all Regions shall be designated by the EC and shall be described in the Policy Manual.~~

~~The Technical Division EC Representative and the TDIBRs shall be assigned to Regional Councils by the Associate Director such that each council has one to two representatives. The foregoing provision shall expire at the mid year IB meeting in 2013 or June 15, 2013 (whichever is later).~~

~~12.2 Regional Council Representative. The Directors within each region shall select one of their number to serve as a member (Regional Council Representative) of the EC for a three year term. Regional Council Representatives shall be elected at the annual Regional Council meeting and shall take office at the end of the annual membership meeting. A Regional Council Representative may succeed him/herself.~~

~~12.3 Regional Activities. Each Regional Council shall meet twice each year. One of such meetings shall be held at the time of WASTECON[®]. The Chapter Directors, as delegates of their respective chapters, shall authorize and direct their Regional Council Representative with respect to position statements, voting, etc., on EC agenda items. Procedures for meetings of the Regional Councils shall be specified in the Policy Manual.~~

ALL PROPOSED CHANGES TO THE CURRENT BYLAWS – non-substantive only in redline;
SUBSTANTIVE are **HIGHLIGHTED** and provided in redline

SECTION 13
Policy Manual

The ~~Board EC~~ shall establish and maintain an Association Policy Manual (Policy Manual) consisting of two parts:

• Management/Administration. Means, methods and protocol for the operation of the Association, including a procedure for the formulation of all policies. All members, directors, officers, Chapters, Regions and staff shall be subject thereto.

• Technical. Information, insight and guidance representing the best practices in waste management and resource management.

With such exceptions as the Policy Manual shall authorize, the Board shall approve all new and amended policies.

~~for the operation and management of the Association. Procedures for the establishment of policy shall be specified in the Policy Manual. All Chapters, members and staff shall be bound by established policies.~~

SECTION 14
Association Offices

The ~~Board EC~~ shall designate a location as the Association Offices for all business purposes of the Association.

SECTION 15
Indemnification

15.1 To the extent and in the manner prescribed by law, the Association shall indemnify any person who is or was an employee, officer, director, or ED/CEO of the Association from and against any action, suit, proceeding, claim, damage, liability, obligation, cost and expense by reason of any act or failure to act by them in connection with Association business.

15.2 Any indemnification shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the President within 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.

ALL PROPOSED CHANGES TO THE CURRENT BYLAWS – non-substantive only in redline;
SUBSTANTIVE are **HIGHLIGHTED** and provided in redline

SECTION 16

Amendments

These bylaws shall be amended by written ballot. ~~Approval by written ballot shall require the affirmative vote of a majority of the votes cast by written ballot, and the number of votes cast by written ballot shall represent not less than the number of members required to establish a quorum.~~ Approval shall require the affirmative vote of a majority of member votes cast by ballot, and the number of such votes cast by ballot shall equal or exceed the number of members required to establish a quorum at a meeting.
Written ballot procedures shall be governed by the Policy Manual.

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