

BYLAWS
OF
SOLID WASTE ASSOCIATION OF NORTH AMERICA, INC.
ALASKA CHAPTER

WITH AMENDMENTS THROUGH January 2007

ARTICLE I

Identity

- 1.1 Name – The name of the corporation is the Solid Waste Association of North America, Alaska Chapter, a non-profit corporation in the State of Alaska; referred herein as “Chapter”.
- 1.2 Geographical Boundaries – The Chapter boundaries are the State of Alaska.
- 1.3 Affiliation – The Chapter is affiliated with the Solid Waste Association of North America, Inc., a California non-profit corporation; referred herein as the “Association”.
- 1.4 Principal and Business Offices – The Chapter may have such principal and other business offices and mailing addresses within the State of Alaska as designated by the Chapter Board of Directors.

ARTICLE II

Objectives

- 2.1 Objectives – 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 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 III

Membership

- 3.1 Eligibility – Individuals with activities, responsibilities, or interests in the field of waste management shall be eligible for membership in the Chapter.
- 3.2 Application for Membership – Application for membership in the Chapter shall be made in writing to the Association and all appropriate Chapter and Association dues assessments and fees shall be paid in full before membership is valid.
- 3.3 Membership Rights - Any individual who joins the Association in any membership class is a member of the Association and the Chapter, and 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. Payment of dues entails members to all privileges and benefits which may exist from membership in the Association.
- 3.4 Class of Membership – The Chapter shall have the following classes of members:
 - 3.4.1 Regular Member. A Regular Member shall be any individual:

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- (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 system;
- (b) whose interests coincide with the objectives of the Association and Chapter; and
- (c) who holds membership in his/her own right or who, under Article 3.4.3, is the designated representative of an Agency Member.

3.4.2 Sustaining Member. A Sustaining 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 in the planning, development, implementation, or operation of solid waste management systems;
- (b) whose interests coincide with the objectives of the Association and Chapter; and
- (c) who holds membership in his/her own right or who, under Article 3.4.4, is the designated representative of a Corporate Member.

3.4.3 Agency Member. An Agency Member shall be a public agency, non-profit, or tax-exempt organization responsible for

- (a) education in solid waste management or a related field, or
- (b) the planning, development, implementation, regulation, or operation of solid waste management systems.

An Agency Member shall designate an individual as its representative.

3.4.4 Corporate Member. A corporate Member shall be any for-profit organization that

- (a) furnishes goods or services for solid waste management, and
- (b) has interests coinciding with the objectives of the Association and Chapter.

A Corporate Member shall designate an individual as its representative.

3.4.5 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 and Chapter. A Student Member may attend meetings, seminars and equipment shows of the Association and its Chapters. A Student Member shall be exempt from 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 to hold office.

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

3.4.6.1 The International Board of Directors (IB) may grant Life Membership to members of the Association. No more than two (2) Life Memberships may be awarded by the Association in a fiscal year. 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 IB may nevertheless award a Life Membership. Criteria for award of a Life Membership shall be established in the Association Policy Manual.

3.4.6.2 No more than one Life Membership shall be granted by a Chapter in a fiscal year. Dues for Life Memberships awarded by a Chapter, shall be paid for by the Chapter that awards the Life Membership.

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

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The IB 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 award of Honorary Membership shall be established in the Policy Manual.

- 3.4.8 Retired Member. A Retired Member shall be any individual member of the Association and Chapter 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.
- 3.5 Suspension – Any member whose dues are in arrears on February 1 shall automatically be suspended from membership. A member who has been suspended for non-payment of dues may be reinstated upon payment of back dues.
- 3.6 Expulsion – Any member may be expelled from membership for cause by a two-thirds vote of the members of the Chapter Board of Directors.
- 3.7 Resignation – Any member may resign from membership by giving written notice to that effect to the Chapter Secretary. Paid dues will remain the property of the Chapter and will not be refunded.
- 3.8 Membership Revisions – These bylaws shall be amended to reflect any membership revisions established by the Association.

ARTICLE IV

Dues, Assessments and Finances

- 4.1 Establishment of Dues – Payment of Association dues and Chapter Dues is required. Members cannot join either the Association or the Chapter, but must join both. Members shall pay annual Association dues directly to the Association's principal office. The International Board of Directors shall determine dues for each membership class. The Association Policy Manual shall contain a schedule of all such duly approved dues.
- 4.2 Chapter Dues – The Chapter may establish and levy dues, assessments and fees on its members in addition to amounts established and levied by the Association. Chapter members shall pay such dues, assessments and fees directly to the Association's principal office.
- 4.3 Dues Dates – Annual Association and Chapter dues shall be paid on or before the date the member's annual membership expires.
- 4.4 Disbursement to Chapter – The Association shall disburse to the Chapter their respective allocation of dues and assessments as set forth in the Association Policy Manual.
- 4.5 Administrative and Fiscal Year – The Chapter's administrative and fiscal year shall be from October 1 through September 30.
- 4.6 Amendments to Dues and Assessments – This Article shall be amended, when necessary, to reflect dues and assessment policies established by the Association's International Board of Directors.

ARTICLE V

Board of Directors

- 5.1 Board of Directors – The Officers and four (4) Directors shall constitute the Chapter Board of Directors, herein referred to as the "Board". A simple majority of the Board shall constitute a quorum.
- 5.2 Powers of the Board of Directors – The Board shall be responsible for the management of the Chapter and its affairs and shall constitute its governing body. The Board may, subject to the bylaws, take all actions reasonably necessary and proper in all matters affecting the conduct of the Chapter's business to preserve

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and promote the objectives of the Chapter. The President, or in his/her absence the Vice President, shall be the Chairman of the Board and shall preside at all meetings of the Board. The Board shall meet at the call of the Chairman and shall hold meetings not less than twice yearly. All questions, excepting expulsion of members, shall be decided by a majority vote.

- 5.3 Removal – The Board may, by affirmative vote of at least two-thirds of its members, remove from office any Officer or Director for:
- (a) Unjustified absences from two or more consecutive meetings of the Board or Chapter; or
 - (b) Conviction of an offense punishable by incarceration in a penal institution; or
 - (c) Conduct which is patently unethical, or inimical to the interests or public image of the Chapter.
- 5.4 Term – The term of Office of an elected Officer or Director shall be two years. The term shall commence at the annual meeting in the year of his/her election. Positions do not terminate until a successor has been duly elected and installed into office.
- 5.5 Vacancies – Except for the office of President, a vacancy in an office of the Chapter shall be filled by appointment of the Board for the unexpired portion of the term. If the office of President becomes vacant, the Vice President shall automatically succeed to that office, and the office of Vice President shall thereafter be deemed vacant.
- 5.6 Removal – An officer who has been appointed by the Board may be removed by the Board or by a majority of the membership of the Chapter. An officer who has been elected by the members may be removed only by a majority vote of the members of the Chapter. In either case, an officer may be removed whenever in the judgment of the removing authority the best interest of the Chapter will be served by the officer's removal. The removal, however, shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

ARTICLE VI

Officers

- 6.1 Composition – The four officers of the Chapter shall be a President, a Vice President, a Secretary, and a Treasurer. However, the Board, at its discretion, may combine the offices of Secretary and Treasurer into one office. The duties of these positions are described briefly herein and within the Association *Chapter Handbook* and *The SWANA Desk Reference*.
- 6.2 President - The President shall:
- (a) Call and preside at all meetings of the Chapter membership and the of the Board;
 - (b) Nominate all committees of the Chapter;
 - (c) Execute or approve on behalf of the Chapter all contracts, bonds, and other written instruments or documents necessary and proper to be executed in the course of the Chapter's regular business or otherwise authorized by resolution of the Board;
 - (d) Supervise and manage the business affairs of the Chapter; and
 - (e) Perform such other tasks incidental to the office of President as may be prescribed by the Board.
- 6.3 Vice President – The Vice President shall:
- (a) Assume the duties and powers of the President if the President is absent, or is unable or unwilling to act;
 - (b) Be the principal advisor to the President on Chapter affairs;
 - (c) Serve as the chair of the Training Committee and Program Committee; and

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- (d) Perform such other tasks incidental to the office of Vice President prescribed by the Board.

6.4 Secretary– The Secretary shall;

- (a) Attend all meetings of the Chapter and Board and keep full and accurate minutes of all proceedings of the Chapter, the membership, the Board and Chapter committees, distribute the minutes and chapter meeting agenda before the next meeting;
- (b) Prepare and submit required annual, periodic, or special reports, including the submittal of the Chapter's Annual Report to the Association's principal office, before the deadline established by the Association (usually December 31);
- (c) Issue notices required by these Bylaws;
- (d) Maintain Chapter records;
- (e) Check for mail at the Post Office box regularly; and
- (f) Perform other duties as prescribed by the Board.

6.5 Treasurer – The Treasurer shall;

- (a) Collect all monies due and owing to the Chapter, pay all amounts due to the Association, and pay all just and valid debts and obligations of the Chapter approved by the Board;
- (b) Keep accurate and complete record of all monetary transactions and maintain the books and accounts and financial records of the Chapter;
- (c) Render periodic and required financial reports of the Chapter to the Board as deemed necessary by the Board, the Association and the membership;
- (d) Present the Treasurer's report to the annual business meeting of the membership;
- (e) Prepare and submit such financial reports as are required by federal and state laws;
- (f) Make available all books of accounts and records for an audit as deemed necessary by the Board;
- (g) Not incur an indebtedness exceeding \$100.00 per month for ordinary Chapter expenses without prior approval from the Board; and
- (h) Perform other duties as prescribed by the Board.

ARTICLE VII

Directors

7.1 Composition – There shall be a minimum of four (4) Directors; one of which shall be designated by the Board to serve as the International Chapter Director. At least one of the Directors shall be employed by a public agency, and at least one Director shall be employed by a private firm.

7.2 Chapter Directors – The Directors shall:

- (a) Attend all Chapter Meetings;
- (b) Vote on Chapter issues;
- (c) Perform duties within the Chapter as prescribed by the President;
- (d) Serve as alternates for other officers; and
- (e) Serve on committees as needed.

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- 7.3 International Chapter Director – The International Chapter Director shall:
- (a) Attend all Chapter meetings and the Association mid-year and annual International Board and Regional Council meetings;
 - (b) Review International Board materials with the Chapter and solicit comments and decisions on action items requested by the Association;
 - (c) Assist and guide the Chapter officers and directors on the Association's programs and issues;
 - (d) Represent the Chapter's interests and make recommendations to the International Board;
 - (e) Report the results of the International Board meetings and explain important decisions formalized in the meetings; and
 - (f) Serve on an International Board committee at the request of the International President and Regional Director.

ARTICLE VIII

Elections

- 8.1 Qualification – All officers and directors of the Chapter, whether elected or appointed, shall be members in good standing.
- 8.2 Election of Officers – The officers shall be elected by majority vote of the members present in person or by proxy at the last scheduled meeting of the calendar year.
- 8.3 Election of Directors – Directors shall be elected at the same time as the officers as stated in 8.2, Election of Officers. The membership shall elect four (4) directors, whose composition is described in 7.1, Composition.
- 8.4 Succession in Office – No person may serve more than two successive terms as President or Vice President. Either officer, however, shall be eligible to serve in any other office or on the Board of Directors subsequent to the completion of their consecutive terms as either President or Vice President. An individual appointed to fill a vacancy in the office of President or Vice President may, in addition to the unexpired term, be elected by the membership to serve in either capacity for two consecutive terms.
- 8.5 Nominations – By August 15 of each voting year, the President shall appoint two members in good standing to serve, together with the President, on the Nominations Committee. The purpose of the Nominations Committee shall be to select individuals to be nominated for those officer and director positions whose terms are to expire at the end of that fiscal year. The President shall serve as presiding officer of the Nominations Committee. The Nominations Committee shall submit its recommendations to the Board before September 15.. These nominations shall be thereafter presented to the whole membership for its consideration prior to the last meeting of the year.

ARTICLE IX

Meetings of Members

- 9.1 Annual Meeting – An annual meeting of the members shall be held during the month of January of each year at a specific date and place as determined by the Board.
- 9.2 Special Meetings – Special meetings of the members may be held at any time on call of the President or a majority of the Board. Upon receipt of such a call for a special meeting, the Secretary shall give notice of the special meeting as hereinafter provided.

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- 9.3 Notice of Meetings – Written notice of all meetings shall be sent to the membership not less than thirty (30) days prior to the date of the meeting. Notice of the annual business meeting shall be made to the membership at least sixty (60) days in advance of the meeting.
- 9.4 Quorum – Ten percent (10%) of the total membership at any meeting shall constitute a quorum. If less than a quorum is present, the majority of those present may adjourn the meeting without notice, provided that the Secretary shall notify the absent members of the time and place of such adjourned meeting.
- 9.5 Conduct of Meeting – The President, or in the President's absence, the Vice President, or in the Vice President's absence, any member in good standing chosen by the members present, shall call the meeting of the members to order and shall act as chair of the meeting. The Secretary of the Chapter shall act as secretary of all meetings of the members. If the Secretary is absent, the presiding officer may appoint any other member in good standing to act as secretary of the meeting.
- 9.6 Voting of Members – Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members, except to the extent that the voting rights of any member class or classes may be enlarged, limited, or denied by the Articles of Incorporation. Unless otherwise provided by law or these Bylaws, any matter submitted to a vote of the membership shall be approved by a simple majority of the votes cast by those members present in person or by absentee proxy.
- 9.7 Meetings of Chapter – The meetings of the Chapter shall be held at such time and place as determined by the Board, but in no event shall they be held less frequently than twice each year. Any meeting may be canceled by the Board for sufficient cause.

ARTICLE X

Committees

- 10.1 Committee Formation – The President may appoint committees as deemed necessary to conduct the affairs of the Chapter. Each committee shall consist of not less than two members, each nominated by the President and approved by the Board. All committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the President.
- 10.2 Standing Committees – Standing committees of the Chapter shall include, but are not limited to the following:
- (a) Membership. The principal function of the Membership Committee shall be to recruit new members for the Chapter;
 - (b) Programs and Arrangements. The Programs and Arrangements Committee shall arrange topics, speakers, and the meeting locations for the Chapter meetings;
 - (c) Bylaws. The Bylaws Committee shall draft bylaws changes as necessary to maintain conformance with the Association Bylaws, Policies, and Chapter goals. Recommended changes shall be presented to the membership for consideration as described in Article XII; and
 - (d) Audit. The past Treasurer shall be included on the Audit Committee. The Committee shall oversee or conduct the audit of the Chapter's financial affairs as appropriate to the Chapter's business calendar and at such other times as the Board deems necessary. The Committee shall also tally all election ballots of the Chapter and shall report its findings to the Board and membership.

ARTICLE XI

Indemnification

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- 11.1 Indemnification – The Chapter shall indemnify and hold harmless any director or officer of the Chapter or of the Association from and against any action, claim, lawsuit, demand, or liability, including reasonable attorney’s fees and expenses defending the same, arising out of or in connection with Chapter business, unless the action, claim, lawsuit, demand, or liability was the result of the director’s or officer’s breach of, or failure to perform, a duty that he/she owes to the Chapter and the breach or failure to perform constitutes any of the following:
- (a) A willful failure to deal fairly with the Chapter or its members in connection with a matter in which the director or officer has a material conflict of interest;
 - (b) A violation of criminal law, unless the director or officer had reasonable cause to believe his/her conduct was lawful or no reasonable cause to believe his/her conduct was unlawful;
 - (c) A transaction from which the director or officer derived an improper personal profit; or
 - (d) Willful misconduct.
- 11.2 Determination of Right to Indemnification – The determination of a director’s or officer’s right to indemnification by the Chapter shall be made and, if appropriate, authorized by the Board on a case-by-case basis. The affected director or officer shall submit in writing to the Board his/her request for indemnification within thirty (30) days after the earlier of the following:
- (a) Commencement of any action, lawsuit, or proceeding against the director or officer;
 - (b) Circumstances provide good reason to anticipate commencement of an action, lawsuit or proceeding against the director or officer.

ARTICLE XII

Amendments

- 12.1 By Members – These bylaws may be altered, amended or repealed and new bylaws may be adopted by affirmative vote of two-thirds of the voting membership in person or proxy, at a meeting of the Chapter, provided that notice of such amendment or change was presented to each member not less than thirty (30) days prior to the general membership meeting.
- 12.2 Legal Conformity – To the extent that items of these bylaws are included in the Articles of Incorporation, amendment to those items shall be governed by the laws of the State of Alaska.

ARTICLE XIII

Conformity

- 13.1 Conformity – Chapter operations and activities shall conform to state and federal law, these bylaws, the Association Policy Manual, and the Affiliation Agreement between the Chapter and the Association.

CERTIFIED AS CORRECT AND COMPLETE

(signed) William T Hawley

William T Hawley, President

DATED: