

**SOUTH CAROLINA CHAPTER
OF THE
SOLID WASTE ASSOCIATION OF NORTH AMERICA, INC.**

[Affiliated with the Solid Waste Association of North America, Inc., a California nonprofit public benefit corporation ("Association" or "SWANA")]

BYLAWS

ARTICLE 1

OBJECTIVES

The objectives of the South Carolina Chapter of SWANA ("Palmetto Chapter" or "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.

Members

1 . 1 Application for membership in SWANA shall be made in writing to the Association Offices.

1 . 2 Association membership may be suspended or terminated as provided in the Association Policy Manual.

1 . 3 Any member may resign by so advising the Association Offices and the Palmetto Chapter Secretary in writing. However, resignation does not release a member from any outstanding financial obligations the member may have to the Palmetto Chapter or to SWANA.

Membership Classes

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.

Membership classes and eligibility therefor are set forth in the Association Bylaws.

ARTICLE II

Dues and Assessments

2.1 **Schedule of Dues.** Dues for each membership category shall be consistent with the Association Policy Manual and appear on the Association website. The Chapter may establish and levy dues, assessments and fees in addition to amounts due to the Association.

2.2 **Fiscal Year.** The Chapter's fiscal year shall be July 1 through June 30.

2.3 **Dues Payment Confers Benefits.** Except as otherwise provided in these bylaws, the payment of dues entitles members to all privileges and benefits of membership in the Association.

2.4 **Dues and Assessments Management.** The timing and manner of invoicing and paying dues shall be governed by the Association Policy Manual. Chapter practices and procedures shall be consistent with dues and assessments policies established from time to time by the Association's board of directors.

ARTICLE III

Officers

3.1 **Generally.** The officers of the Palmetto Chapter shall consist of a President, a Vice President, a Secretary and a Treasurer. All Chapter officers shall be members in good standing.

3.2 **President.** The President shall call and preside at all membership meetings and board meetings, shall nominate all committees, shall execute or approve on behalf of the Chapter all contracts, bonds and other written instruments approved by the board, shall supervise and manage the business affairs of the Chapter, and shall perform such other duties incident to the office of President as the board shall prescribe from time to time.

3.3 **Vice President.** The Vice President shall assume the duties of the President in his/her absence, shall be the principal advisor to the President on Chapter affairs, and shall perform other tasks incidental to the office of Vice President as the board shall prescribe.

3.4 **Secretary.** The Secretary shall keep full and correct minutes of all proceedings of the Chapter, its members, directors and committees, shall issue notices required by law and these bylaws, shall maintain Chapter records other than financial records, shall prepare and submit required annual, periodic or special reports, and shall perform such other duties as the board shall prescribe.

3.5 **Treasurer.**

3.5.1 The Treasurer's duties shall include, but not be restricted to, attending membership meetings and board meetings, collecting all monies due and owing to the Chapter, paying amounts due to the Association, and paying all just and valid debts and obligations of the Chapter upon approval thereof by the board.

3.5.2 The Treasurer, without prior approval of the board, may incur an indebtedness not to exceed \$1,000.00 per month for ordinary Chapter expenses.

3.5.3 The Treasurer shall keep a correct and complete record of all monetary transactions, shall have general charge of the books of accounts and financial records of the Chapter, shall render periodic and required financial reports of the Chapter, and shall render periodic and required reports to the board, to the Association, and to the membership showing the financial condition of the Chapter. Reports to the board shall be rendered as often as the board deems necessary.

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

3.5.5 The Treasurer shall make available all books of accounts and records for an annual internal audit or at such other times as deemed necessary by the board.

3.6 **Vacancies**. The board shall declare and fill vacancies in any office, except that the Vice President shall be the successor to the President. Appointees shall hold office for the remaining portion of the former officer's term.

3.7 **Removal**: The board may remove an officer at any time with or without cause by majority vote.

ARTICLE IV

Directors

4.1 **General**.

4.1.1 The board of directors shall manage the activities, property and affairs of the Palmetto Chapter. The President or, in his/her absence, the Vice President shall chair the board and preside at all meetings. The board shall meet at the call of the chair and not less than twice a year. Special meetings of directors may be called by the President or any two directors. Upon receipt of such call for a special meeting, the Secretary shall give notice to all directors of the place, date and time of such meeting and the purpose (s) for which the meeting was called. A majority of the number of directors fixed under these bylaws shall constitute a quorum for the transaction of business. All questions, except the removal of a director or an officer or the expulsion of a member, shall be decided by majority vote of directors present at a meeting at which a quorum exists. Any action that can or must be taken at a directors' meeting may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the directors. Notice of a meeting need not be given to any director who, before or after the meeting, signs a waiver of notice which is filed with the records of the meeting. No director may act or vote by proxy.

4.1.2 Part of the Palmetto Chapter's support for SWANA governance is expressed in a Memorandum of Understanding (MOU) by and among all SWANA chapters in the Southeast

Region. All SWANA chapters have signed similar MOUs in their respective regions. The officers and directors of the Palmetto Chapter are authorized and directed to assure the fulfillment of the MOU terms and conditions, and as they may be amended from time to time.

4.2 **Number.** The Chapter shall have three appointed directors (the Advisory Board Delegate, and two Committee Chairs) who, together with the President, Vice President, Secretary and Treasurer, shall constitute a seven-member board.

4.3 **Qualification.** All directors shall be members in good standing. No more than three members of the board shall be private sector members.

4.4 **Term.** The term of office of an appointed director shall be two years.

4.5 **Removal.** A director may be removed, with or without cause, by the affirmative vote of a majority of the votes present and voted, either in person or by proxy, at a meeting of members, provided that such meeting is called and conducted in the manner and form prescribed by law.

4.6 **Vacancies.** By a vote of two-thirds of its members, the board may declare a vacancy on the board or in any office by reason of (a) two or more consecutive unjustified absences from board or Chapter meetings, (b) conviction of a criminal offense, or (c) conduct manifestly unethical or contrary to the best interests of the Chapter. All vacancies on the board shall be filled by the affirmative vote of a majority of the remaining directors. A director so elected shall serve for the remaining portion of the former director's term.

4.7 **Advisory Board Delegate.** The board shall designate one of its members to serve as Advisory Board Delegate. The term of the Advisory Board Delegate, as well as Delegate rights and responsibilities, shall be governed by the SWANA Policy Manual. The purpose of this position is to provide mechanisms for the expression to the Association of the Palmetto Chapter's views and opinions and for the explanation to Palmetto Chapter members of the Association's policies, actions and plans. .

4.8 **Committees.**

4.8.1 Generally, the following standing committees, which shall consist of at least three members, shall be appointed by the President and confirmed by a majority of the other members of the board:

- (a) Membership
- (b) Legislative
- (c) Recycling
- (d) Safety
- (e) Conferences and Training
- (f) Young Professionals
- (g) Audit

The President may appoint such other committees as necessary for conducting the business and affairs of the Chapter. All such committee appointments shall terminate at the end of the fiscal

year, unless otherwise specified by the President.

4.8.2 **Audit Committee.** The Audit Committee, which shall consist of three members, shall be appointed by the President (who shall designate the committee chair) and confirmed by a majority of the other members of the board. Preference for appointment should be given to a past Treasurer and a past Secretary. The Committee shall oversee the Chapter's financial affairs and, at such times as the board directs, shall conduct a financial audit. In addition, the Committee shall tally the results of (a) all elections of directors and officers and (b) voting on such other issues and matters as the board shall direct. All such results shall be reported to the members and to the board.

ARTICLE V

Elections

5.1 **Qualifications.** Officers of the Chapter shall be elected from members in good standing. No person may serve simultaneously as President and Vice President or as President and Secretary.

5.2 **Election of Officers.** The President, Vice President, Secretary and Treasurer shall be elected by the members under written ballot procedures set forth in the SWANA Policy Manual. Their respective terms of office shall begin on the first day of July following their election and they shall serve for two years ending on June 30 of the second year or until their respective successors have been duly elected. The President and Vice President may serve up to four terms consecutively. The Secretary and Treasurer may serve an unlimited number of terms consecutively.

5.3 **Appointment of Directors.** Non-Officer Directors shall be appointed by the President. 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 appointed to and serve up to three additional terms as a non-officer director or (b) may immediately be nominated and elected as an officer.

5.4 **Succession in Office.** Except for the Secretary and the Treasurer, no elected or appointed officer may serve more than three consecutive terms in office, but a former elected or appointed officer shall be eligible for a position on the board. An appointed officer may succeed him/herself.

5.5 **Nominations.** The President shall appoint two members in good standing to serve on a three-person committee for the purpose of nominating officers and/or non-officer directors. The President shall be the third member of the Committee and shall serve as its chair. The committee shall submit its recommendations to the Chapter board at least 45 days before the annual business meeting of the Chapter. After reviewing such recommendations, the board shall determine the recognized nominees. Notice of such nominations shall be given to the membership of the Chapter at least 30 days in advance of the annual business meeting. Nominations shall be allowed from the floor at the election portion of the annual business meeting.

ARTICLE VI

Meetings of Members

6.1 **Annual Meeting.** An annual Chapter meeting of the members shall be held on such date and at such time and place as the board shall determine. If extenuating circumstances require a change in date/place or cancellation of the meeting, any such change shall be approved by the board.

6.2 **Regular Meetings of Chapter.** Regular membership meetings of the Chapter shall be held on such dates and at such times and places as the board shall determine, but in no event less frequently than twice each calendar year. The board may cancel any meeting for sufficient cause.

6.3 **Special Meetings.** Special Chapter meetings of the members may be called by the President or by a majority of the board. Upon receipt of such call for a special meeting, the Secretary shall cause notice of the special meeting to be given as hereinafter provided. Upon the written request of members representing not less than ten percent (10%) of the all votes entitled to be cast at a meeting, the Secretary shall call a special meeting of members for the purposes specified in such request and shall cause notice thereof to be given as hereinafter provided.

6.4 **Notice of Meetings.** Written notice stating the place, date and time of all Chapter meetings and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be given to each member entitled to vote at such meeting not less than 10 business days (or 30 calendar days, if notice is mailed other than by first-class or certified mail) nor more than 60 calendar days before the scheduled meeting date. Notice of the Chapter annual business meeting shall be given to each member not less than 60 calendar days before the scheduled meeting date. Notice shall be delivered to a member at his/her residence or usual place of business or mailed to the member, postage prepaid, at his/her address as it appears on the Chapter records. Notice of an annual, regular, or special Chapter meeting shall include notice of a matter a member intends to raise at the meeting if (a) the member so requests in writing and (b) the Secretary or the President receives the request at least 10 business days before the Chapter gives notice of the meeting.

6.5 **Quorum.** Ten percent of the votes entitled to be cast on a matter, represented in person at any Chapter meeting, shall constitute a quorum. If less than a quorum is present, the majority of those present may adjourn the meeting to a specific date, time and place, and the Secretary shall notify the absent members of such adjourned meeting and the new date, time and place.

6.6 **Proxies.** No member may vote by proxy.

ARTICLE VII

Indemnification

The Chapter shall indemnify and hold harmless any person who shall be an elected or appointed director or officer of the Chapter from and against any and all actions, claims, demands, lawsuits, liability, losses, damages, costs and expenses (including reasonable attorney's fees) that arise or are asserted against such person in connection with Chapter business. However, such officer or director shall not be relieved from any liability to the Chapter imposed by law, including liability for fraud, bad faith or willful neglect.

Any indemnification shall be made by the Chapter only as authorized in each specific case by the board upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the board 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, claim or demand.

ARTICLE VIII

Amendments

Upon due notice to members, these bylaws may be amended upon the affirmative vote of two-thirds of the members present in person at the Chapter's annual membership meeting where a quorum exists. The Secretary shall provide written notice to members of any meeting where any amendment(s) to the bylaws will be considered. Such notice shall include a copy of the proposed amendment(s) or a summary thereof and shall meet the notice requirements set forth in Section 6.4.

ARTICLE IX

Conformity

Chapter operations and activities shall conform with applicable state and federal law, SWANA Bylaws, these bylaws, and the Association Policy Manual.

#

Initial: October 28, 1996

Revised: June 17, 2019