04/30/01

CHAPTER BYLAWS
FOUNDING CHAPTER SOUTHERN CALIFORNIA 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")]

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BYLAWS

ARTICLE I

Members

1.1 Application for membership shall be made in writing to the Association's Headquarters.

1.2 Any member may be expelled or suspended from membership under procedures that
satisfy California Corporation Code § 5341 (1999) or the corresponding provisions of any subsequent
state corporation law.

1.3 Any member may resign from membership by giving written notice to that effect to the
Secretary. Such action shall not relieve the resigning member from any obligations to the Chapter, and
shall not diminish the right of the Chapter to enforce such obligations or obtain damages for their breach.

1.4 Subject to Section 1.2 above, any member whose dues are in arrears on February 1 shall
be suspended from membership. Any member who has been suspended for non-payment of dues may be
reinstated at the discretion of the Board of Directors upon payment of back dues.

Membership Classes

The Chapter shall have the following classes of members:

1.5 Regular Member. A Regular Member shall be an individual (a) employed by a public
agency or a not-for-profit or tax-exempt organization responsible for (i) education in solid waste
management or a related field or (ii) planning, developing, implementing, regulating, or operating solid
waste management systems, (b) whose interests coincide with the objectives of the Association, and (c)
who holds membership in his/her own right or who, under Section 1.8 is the designated representative of
such agency or organization.

1.6 Corporate Member. A Corporate Member shall be any for-profit organization that (a)
provides goods or services for solid waste management and (b) has interests that coincide with the
objectives of the Association. A Corporate Member shall designate an individual as its representative.

1.7 Sustaining Member. A Sustaining Member shall be any individual (a)(1) who is self-
employed in solid waste management or a related field or (a)(2) who is employed by a for-profit
organization that furnishes goods and services for the planning, development, implementation or
operation of solid waste management systems, (b) whose interests coincide with the objectives of the
Association, and (c) who holds membership in his/her own right or who, under Section 1.6, is the
designated representative of such for-profit organization.
1.8 **Agency Member.** An Agency Member shall be a governmental agency or a nonprofit 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.

1.9 **Student Member.** A Student Member shall be a full-time student who is enrolled in courses pertinent to, and who has as interest in, the objectives of the Association. A Student Member may attend regular and special meetings, conferences, seminars and equipment shows of the Association and the Chapters. A Student Member shall be exempt from 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 or hold office.

1.10 **Honorary Member.** Honorary Memberships may be conferred upon any person upon the unanimous recommendation of the board of directors. An Honorary Member shall have all the rights and privileges of attending regular and special Chapter meetings, conferences, seminars and equipment shows of the Association and its chapters. An Honorary Member shall be exempt from dues. Not more than one Honorary Membership shall be conferred in any fiscal year.

1.11 **Life Member.** A Life Member shall have all rights and privileges of membership. A Life Member shall be exempt from the payment of Chapter dues, but such member's dues shall be paid to the Association by the Chapter. No more than one Life Membership shall be conferred in any fiscal year.

1.12 **Retired Member.** A Retired Member shall be any individual who has retired from full-time employment or service in solid waste management. A Retired Member shall have all rights and privileges of membership. A Retired Member may serve as an officer or director.

1.13 **Membership Revisions.** These Bylaws shall be amended to reflect any membership revisions established by the Association.
ARTICLE II

Dues and Assessments

2.1 Schedule of Dues. Dues for each membership category shall be established in the Association Policy Manual. 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 October 1 through September 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 Assessment Management. The timing and manner of invoicing, paying and disbursing 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 shall consist of a president, the immediate past president, a vice president, a secretary and a treasurer. The latter two offices may be combined into a single position known as secretary/treasurer. Except for the combined position of secretary/treasurer, no person may hold or serve in simultaneous offices. All officers shall be members in good standing. All officers shall serve for one year and until their respective successors have been duly elected and qualified.

3.2 President. The President shall call and preside at all meetings of the membership and the board of directors, shall appoint the members of all committees, execute or approve on behalf of the Chapter all contracts, bonds and other written instruments approved by the board of directors, shall supervise and manage the business affairs of the Chapter, and shall perform such other duties as may be prescribed from time to time by the board of directors.

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 may be prescribed by the Board of Directors.

3.4 Secretary. The Secretary shall keep full and correct minutes of all proceedings of the Chapter, its members, directors and committees, shall prepare and issue notices required by these Bylaws, shall prepare and review correspondence, 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 may be prescribed by the Board of Directors.
3.5 **Treasurer.**

3.5.1 The Treasurer's duties shall include, but not be restricted to, attending all meetings of the membership and the board of directors, 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 of Directors.

3.5.2 The Treasurer, without prior approval of the board of directors, may incur an indebtedness not to exceed $500.00 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 of directors, to the Association, and to the membership showing the financial condition of the Chapter. Reports rendered to the board of directors shall be rendered as often as the board deems necessary.

3.5.4 The Treasurer shall prepare and submit such 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 audit or at such other times as deemed necessary by the board of directors.

3.6 **Vacancies.** By a vote of two-thirds of its members, the board may declare a vacancy in any office by reason of (a) two or more consecutive unjustified absences from board or Chapter meetings, (b) conviction of an offense punishable by imprisonment in a correctional institution, or (c) conduct manifestly unethical or contrary to the interests or reputation of the Chapter. Vacancies in any office shall be filled by the affirmative vote of a majority of the board of directors, except that the vice president shall succeed the president. An individual so appointed shall hold office for the remaining portion of his/her predecessor's term.
ARTICLE IV

Directors

4.1 Generally. The board of directors shall manage the activities, property and affairs of the 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. Directors shall attend all board meetings and membership meetings. Special meetings of directors may be called by the president or any two directors. Upon receipt of such a call for a special meeting, the Secretary shall give at least four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone (including voice mail), fax or e-mail 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 all directors shall constitute a quorum for the transaction of business. All questions, except the removal of a director from office, shall be decided by a majority vote of directors present at a meeting at which quorum exists. Any action so taken, is signed by all of the directors. Notice of a meeting need not be given to any director if he/she, before or after the meeting, signs a waiver of notice which is filed with the records of the meeting.

4.2 Number. The number of elected directors shall be a minimum of six and maximum of eight who, together with the officers and Chapter Director, shall constitute a 12-14 member board. If the secretary and treasurer positions are combined and/or if the immediate past president serves as the Chapter Director, then the number of directors shall be correspondingly reduced.

4.3 Qualification. All directors shall be members in good standing. At least one director shall be a Regular Member and at least one shall be a Sustaining Member.

4.4 Election. Except for the officers and the Chapter Director, who serve as directors ex officio, all directors shall be elected by vote of the membership.

4.5 Term. Elected directors and the Chapter Director shall serve for two years and until their respective successors have been duly elected and qualified, except that a director who is a Corporate Member representative or a Sustaining Member shall serve a three-year term.

4.6 Vacancies. By a vote of two-thirds of its members, the board may declare a vacancy on the board by reason of (a) two or more consecutive unjustified absences from board or Chapter meetings, (b) conviction of an offense punishable by imprisonment in a correctional institution, or (c) conduct manifestly unethical or contrary to the interests or reputation of the Chapter. Vacancies on the board shall be filled by the affirmative vote of a majority of the remaining directors. An individual so appointed shall serve on the board for the unexpired term of his/her predecessor.

4.7 Chapter Director. The board shall designate a past president to serve as chapter director on the Association's board of directors. The purpose of this position is to provide mechanisms for the expression to the Association of the Chapter's views and opinions and for the explanation to Chapter members of the Association's policies, actions and plans. The chapter director shall be an ex officio member to the board. The board may designate another individual to serve as alternate chapter director.

4.8 Committees. 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:
The Audit Committee shall consist of three (3) active members, including (when possible) a past secretary and a past treasurer. The Committee chair shall be appointed by the president and approved by a majority of the other members of the board. 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 directs. The Committee shall also tally all election ballots and shall report its findings to the board and the membership.

The president may appoint such other committees as necessary for conducting the business and affairs of the Chapter. Except for the Legislative Committee whose members shall serve a two-year term, all committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the president.

**ARTICLE V**

**Elections**

5.1 **Election of Officers and Directors.** Officers and directors shall be elected by majority vote of the members present in person at the annual business meeting of the fiscal year, as members voting by proxy shall not be allowed.

5.2 **Succession in Office.** Except for the secretary, treasurer (or secretary/treasurer) and Chapter Director no officer may serve more than two consecutive terms in office, but a former officer shall be eligible for a position on the board of directors. An appointed officer may succeed him/herself. A director may be re-elected to the position. The Chapter Director may serve up to three consecutive two-year terms.

5.3 **Nominations.** The president shall appoint two members in good standing to serve on a committee for the purpose of nominating officers and/or directors. The president shall be a member of and chair such committee. This Nominating Committee shall submit its recommendations to the board of directors at least 45 days before the annual business meeting. Nominations shall be allowed from the floor at the election meeting. Notice of nominations shall be given to the membership at least 30 days before the annual business meeting.
ARTICLE VI

Meetings of Members

6.1 **Annual Meeting.** An annual membership (business) meeting shall be held during August or September on such date and at such time and place, as the board of directors shall determine.

6.2 **Meetings of Chapter.** Meetings of the Chapter shall be on such dates and at such times and places as the board of directors and the Program and Arrangements Committee shall determine, but not less frequently than twice a year. The board of directors for sufficient cause may cancel any meeting.

6.3 **Special Meetings.** Special meetings of the members may be called by the president or by a majority of the board of directors. Upon receipt of such call for a special meeting, the secretary shall cause notice thereof to be given as provided in Cal. Corp. Code §5511 (c) or the corresponding provision of any subsequent state nonprofit corporation law. Upon the written request of members representing not less than five percent (5%) of the membership, 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 hereinabove provided.

6.4 **Notice of Meetings.** Written notice stating the place, day and time of all meetings and, in the case of a special meeting, the general nature of the business to be transacted, shall be given to each member entitled to vote at such meeting not less than ten (10) days nor more than 90 days before the date of the meeting. Notice of the annual business meeting shall be given to each member 30 days before the date of such meeting. Notice shall be given either (a) by delivery to the member's residence or usual place of business or (b) by first-class mail to the member's address that appears in the Chapter records. Notice of any meeting at which directors are to be elected shall include the name of all nominees at the time such notice is given to members.

6.5 **Quorum.** Ten percent (10%) of all members, which number is present in person at any meeting, shall constitute a quorum. Voting by proxy shall not be allowed and therefore can not count towards 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 meetings.

ARTICLE VII

Chapter Awards Program

The Chapter Awards Program is established to recognize individuals and organizations for their contribution to solid waste management and public health/environment protection. Candidates will be considered annually. Selection of the Awardee in each category shall be the responsibility of the Awards Committee which shall consist of not less than three members of the board of directors, one of whom will be the chair. Upon receiving the annual candidates from each category, the Committee shall make final selections and shall be compatible and supported by the Chapter. Chapter awards shall be presented at the Annual Installation Banquet. Awards by the Chapter may be given annually. A Founding Chapter, Southern California member may be nominated for awards at the Chapter and International Level concurrently.

7.1 **Founding Chapter, Southern California Awards.**

7.1.1 **Regular Member Professional Achievement Award.**
7.1.1 Nominees must be active or retired members of the Chapter. Nomination must be made by an active Chapter member.

7.1.2 Nominees must demonstrate that he/she gave valuable services and distinguished contributions to the Association Chapter, the governmental agency served and the public in general. The length of continuous contribution and service shall be given consideration in selecting the Awardee. the Chapter.

7.1.3 No more than one award shall be awarded each fiscal year.

7.2 Sustaining/Corporate Professional Achievement Award

7.2.1 This award shall recognize both Sustaining Members and Corporate Members employing those Sustaining Members.

7.2.2 Sustaining Member nominees must be active or retired members of the Chapter. The Corporate Member must be an active Corporate Member. Nomination must be made by an active Chapter member.

7.2.3 Nominees must demonstrate that he/she gave valuable services and distinguished contributions to the Chapter, their employing organization and the public in general. The length of continuous contribution and service shall be given consideration in selecting the Awardee. the Chapter.
7.1.2.4 No more than one award shall be awarded each fiscal year.

7.1.3 New Members Recruitment Award

7.1.3.1 This award shall recognize the Chapter Member who recruits the most new members between October 1 and June 30 of each fiscal year.

7.1.3.2 Membership application forms are available to all Chapter members, which will enable members to receive credit for their efforts.

7.1.3.3 Membership application forms must be submitted along with payment of dues to the Association headquarters for official recognition.

7.1.3.4 No more than one award shall be awarded each fiscal year.

7.1.4 Past President's Award

7.1.4.1 The immediate past president shall be recognized. Recognition shall include a past presidents pin and, other suitable memorabilia as determined by the board of directors.

7.1.5 Life/Honorary Members Award

7.1.5.1 This award shall be given to Regular and/or Sustaining Members.

7.1.5.2 No more than one award may be given by the Association. No more than one award may be given in any one year by a Chapter.

7.1.5.3 Life/Honorary Members shall have full membership status, without charge, in the Association and all Chapters during their lifetime.

7.1.5.4 The Association's board of directors shall establish the criteria for the selection of a life/honorary member.

7.1.5.5 The Association's board of directors shall approve all nominees.

7.1.5.6 The Chapter shall submit the name of the nominee to Association Headquarters for approval.
ARTICLE VIII

Indemnification

The Chapter shall indemnify and hold harmless any person who shall be a director, officer, or executive director of the Chapter or of the Association from and against any and all actions, claims, lawsuits, and demands, including reasonable attorney's fees and expenses defending the same, that might arise or be asserted against such person in connection with the Chapter business. However, such officer, director, or executive director shall not be relieved from any liability to the Chapter imposed by law, including liability of fraud, bad faith, or willful neglect.

Any indemnification shall be made by the Chapter only as authorized in each specific case by the board of directors upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the board of directors within ninety (90) days after the earlier of the following: (a) commencement of any action, suit, proceeding; or, (b) circumstances providing good reason to anticipate commencement of an action, suit, or proceeding.

ARTICLE IX

Amendments

These Bylaws may be amended upon the affirmative vote of a two-thirds majority of members present in person at an annual membership meeting at which quorum is present. Members voting by proxy shall not be allowed. Such meeting must be preceded by at least thirty (30) days' written notice to members with a statement or summary of the proposed amendments.

ARTICLE X

Conformity

Chapter operations and activities shall conform with state and federal law, these bylaws, the Association Policy Manual, and the Affiliation Agreement between the Chapter and the Association.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Founding Chapter Southern California of the Solid Waste Association of North America, a California nonprofit public benefit corporation, and the above Bylaws, consisting of nine (9) pages, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on __________, 20__, in the City of __________, State of California.

Dated: __________, 20__

___________________________________
Secretary