



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 Offices. All memberships are Association memberships. A member who works or resides in Southern California, as defined by the Association, shall be affiliated with this Chapter unless such person elects affiliation with a different chapter.

1.2 The status of membership, including suspension or termination thereof for nonpayment of dues or for other reasons, shall be governed by the Association.

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

Membership Classes

The Chapter recognizes the membership classes established and defined in the Association Bylaws.

ARTICLE II

Dues and Assessments

2.1 Schedule of Dues. Dues for each membership category shall be established by the Association Board of Directors. 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, rebating and disbursing dues shall be governed by the Association Offices. Chapter practices and procedures shall be consistent with dues and assessments policies established by the Association's Board of Directors.

ARTICLE III

Chapter Officers

3.1 **Generally.** The Chapter shall be governed by a Chapter Board of Directors consisting of Chapter Officers and Directors, as outlined in Article IV. Hereafter, the Chapter Board of Directors shall be referred to as either the “Board”, or “Directors”. The Chapter 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 a one-year term 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, 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.

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.

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.

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, 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 \$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, to the Association, and to the membership showing the financial condition of the Chapter. Reports rendered to the Board 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.

3.6 Past President. The Past President shall be the most immediate Past President eligible to hold office. 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. The Past President shall assist the President and perform duties as needed.

ARTICLE IV

Directors

4.1 Generally. The Board (or Directors) shall manage the activities, property and affairs of the Chapter. The President or, in his/her absence, the Vice President shall chair (hereafter, the Chair) and preside at all official meetings. The Board, as described below in Section 4.2, 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 48 hours' notice delivered by the most appropriate means, as determined by the Board (e.g., personally, first-class mail, telephone, including voice mail, fax or e-mail/texts, etc.), 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, will be signed by all of the Directors present, or recorded in the official Board minutes. 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. An action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to such action.

4.2 Number. The number of elected Directors shall be a minimum of six and maximum of eight who, together with the Officers, shall constitute an 11 to 13 member Board. If the Secretary and Treasurer positions are combined, 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 Public Sector Member and at least one shall be a Private Sector Member.

4.4 Election. Officers and Directors shall be elected by vote of the membership, as described below.

4.5 Term. Elected Directors shall serve for two years and until their respective successors have been duly elected and qualified, except that a Director who is a Private Sector 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 or the Association.. 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 Advisory Board Delegate. The Board shall designate an Advisory Board Delegate (Delegate) from the Directors to serve on the Association's Advisory Board. 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 Delegate represents the Chapter, and potentially Region 1 if elected by other Chapter Delegates of Region 1, as a Regional Director. At a minimum, the Delegate shall have served on the Association Board or as a Chapter Officer/Director. If no current Director is available to fill the role as Delegate, the position can be selected from the general membership that meets the minimum qualifications. However, this position shall be considered a non-voting member of the Board. The Delegate's term begins on July 1 following their designation. Specifics of qualifications, responsibilities and terms of office are contained in the Region 1 Memorandum of Understanding, and the Association Policy Manual. Responsibilities at a minimum include attending and participating in the Association's Annual Advisory Board meeting (or other meetings as deemed necessary) and serving and participating on the

Standing Committees and other Region 1 business activities of the Board of Directors. The Association can at their discretion eliminate the Delegate position which would negate the need for this Section.

4.8 Committees. The following standing committees of the Chapter, which shall consist of at least three members, shall be appointed by the President, as deemed necessary, and confirmed by a majority of the other members of the Board:

- (a) Membership
- (b) Legislative
- (c) Program and Arrangements
- (d) Bylaws
- (e) Audit
- (f) Awards

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 current 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. Note that the President may appoint a member or members of the Legislative Committee as representative of the Region's Legislative Task Force, or a member at large.

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), no Officer may serve more than two consecutive terms in office, but a former Officer shall be eligible for a position as a Director. An appointed Officer may succeed him/herself. A Director may be re-elected to the position. .

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 the committee. This Nominating Committee shall submit its recommendations to the Board 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 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 and the Program and Arrangements Committee shall determine, but not less frequently than twice a year. The Board for sufficient cause may cancel any meeting with a majority vote of the Board.

6.3 Special Meetings. Special 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 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 herein above 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 at least 30 days before the date of such meeting. Notice shall be delivered by the most appropriate means, as determined by the Board (e.g., personally, first-class mail, telephone, including voice mail, fax or e-mail/texts, etc.), to the member's 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 cannot 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. The types of awards, as well as procedures, are contained in a Chapter Handbook.

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 upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the Board 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 (or authority delegated to the Board to amend the Bylaws with respect to specific actions) 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 Bylaws, and the Association Policy Manual.

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 pages, are the Bylaws of this corporation as approved at a membership meeting held on September 5, 2019, in the City of Huntington Beach, State of California.

Dated: 3/16/2020



Secretary