

**TEXAS LONE STAR CHAPTER
SOLID WASTE ASSOCIATION OF NORTH AMERICA
BYLAWS**

Affiliated with Solid Waste Association of North America, Inc., a California nonprofit public benefit corporation (“SWANA” or “Association”)

ARTICLE I

Name and Objectives

1.1 The name of this organization is Texas Lone Star Chapter, Solid Waste Association of North America, Inc. (hereafter referred to as “TXSWANA Chapter” or “Chapter”).

1.2 The objectives of the TXSWANA 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 waste; to participate in the review and development of laws, rules and regulations and other legal proceedings likely to affect the membership, 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 within and throughout the State of Texas.

ARTICLE II

Membership

The Chapter adopts by reference the provisions of Section 2 of the SWANA Bylaws (Membership). See Attachment A hereto.

ARTICLE III

Meetings of Members

3.1 General Membership Annual Meeting: A meeting of the members shall be held at least once each fiscal year at such time and place as the board of directors shall determine unless extenuating circumstances required a change, which shall be approved by the board of directors.

3.2 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 of the special meeting to be given as hereinafter provided. Upon the written request of ten (10) percent of TXSWANA Chapter members in good standing, the secretary shall call a special members’ meeting for the purposes specified in such request and cause notice thereof to be given as hereinafter provided.

3.3 Notice of Meetings:

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- (a) General Membership: Notice shall be delivered stating the place, day and time of all special meetings and the purpose or purposes for which the meeting is called.
- (b) Notice of the General Membership annual meeting shall be made to the membership not less than thirty (30) days nor more than sixty (60) days before such meeting.
- (c) Notice of all special or general membership meetings shall be delivered to a member via USPS, electronic mail or facsimile. Alternatively, notice can be sent via the TXSWANA website or newsletter.

3.4 Quorum: A quorum is defined as 10% of the TXSWANA Chapter General Membership in good standing present at the meeting. A quorum is required to conduct TXSWANA Chapter general business voting by proxy shall not be allowed and therefore can not count towards quorum. A quorum will be determined by the TXSWANA Chapter President or the President's designee.

ARTICLE IV
Dues and Fiscal Administration

4.1 Schedule of Dues: Dues for each membership category shall be as established by the Association.

4.2 Dues and Assessments Management: The timing and manner of invoicing, paying, and disbursing of dues shall be governed by the Association. TXSWANA Chapter practices and procedures shall be consistent with dues and assessments policies established from time to time by the SWANA International Board of Directors. The TXSWANA Chapter may establish and levy dues, assessments and fees on its members in addition to amounts established and levied by the Association. TXSWANA Chapter members shall pay such dues, assessments and fees directly to the Association.

4.3 Fiscal Year: The TXSWANA Chapter's fiscal year shall be September 1 through August 31.

4.4 Dues Payment Confers Benefits: Except as otherwise provided in these bylaws and subject to SWANA policies, payment of dues entitles members to all privileges and benefits of membership.

ARTICLE V
Board of Directors

5.1 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 which meeting could be held in person or by conference call. Upon receipt of such call for a meeting, the president or the secretary shall give notice to all directors of the place, date and time for such meeting. Special meetings of directors may be called by the president or any two directors. Upon receipt of such call for a special meeting of the directors, the president or

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 quorum must be present for the transaction of business. All questions, except the removal of a director from office, shall be decided by majority vote of directors present at a meeting at which a quorum exists.

5.2 Number: The number of elected directors not also serving as officers shall be no less than six (6) who, together with the president, vice president, treasurer, secretary, and the immediate past president shall constitute a minimum of an eleven (11) member board of directors. Additionally, the TXSWANA Chapter President shall nominate a board member with confirmation by the Board to serve as the IB representative. This person will also serve as an officer.

5.2.1 Additionally, the president may appoint, by nomination and with confirmation by an affirmative vote of a majority of the board of directors, one or more members of the Chapter to serve as representatives to the board of directors. Representatives shall not be members of the board of directors, and may not vote. Representatives' terms shall begin on the day their appointment is affirmed, and shall end on the day of the first meeting of the board of directors following the beginning of each fiscal year, unless re-nominated by the president on a year-to-year basis, and re-confirmed by an affirmative vote of a majority of the board of directors. The president may not re-nominate a representative unless that representative attended at least 50% of the board meetings during the prior fiscal year, either in person or by phone. A representative may be removed at any time by motion of any board member, and an affirmative vote of a majority of the board of directors.

5.3 Quorum: A simple majority of the Board members then in office shall constitute a quorum either by being physically present at a meeting or via conference call. Board members must physically be in attendance for a minimum of 50% of all board meetings held in the State of Texas in a fiscal year.

5.4 Qualification: All directors shall be members of the Chapter in good standing.

5.5 Election: All directors and officers shall be elected by vote of the TXSWANA membership.

5.6 Term: The term of office of a director shall be a two (2) year term to commence on the first day of the fiscal year. The public sector individual directors will serve a term to begin in every odd numbered year. The corporate member directors will serve a term to begin in every even numbered year. The TXSWANA Chapter director to the International Board (IB) of Directors will serve in that capacity for a term to begin in every even numbered year. The Immediate Past President may be nominated and elected to the board to serve a one-year term to begin in even numbered years, when the Immediate Past President is a public sector member.

5.7 Removal of Directors: By the Board by a vote of a 2/3 of the members of the board, the board may remove a director for;

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5.7.1 For Cause: The Board may remove a director:

- (a) Who has been declared of unsound mind by final court order;
- (b) Who has been convicted of a felony;
- (c) Who has three or more consecutive absences in a term; or who has failed to be physically in attendance at the required number of annual board meetings;
- (d) Who fails or ceases to meet any required qualification that was in effect at the beginning of such individual's term of office.

5.7.2 Without Cause. Any director may be removed without cause if such removal is approved by the members.

5.7.3 by the Members. Any director may be removed with or without cause by the vote or written consent of a majority of all members entitled to vote. If the action to recall one or more directors will occur at a regular or special meeting of members, then the meeting notice shall name the directors sought to be removed. If removal is effected at a meeting, any vacancies created thereby shall be filled by majority vote of the members at such meeting. The method of filling a vacancy created by a vote of the membership shall be by a majority vote of the members present at such meeting following nominations from the floor.

5.8 Vacancies. Vacancies on the board shall be filled by the affirmative vote of a majority of the remaining directors. An individual so appointed shall hold office for the remaining portion of the term of such office.

5.9 Committees: All committees established under this Section 5.9 shall be subject to direction and oversight by the Board.

The TXSWANA Chapter will maintain standing committees of not less than three members, each nominated by the president and approved by the Board of Directors, as follows:

- (a) Nominating Committee
- (b) Audit Committee

The TXSWANA Chapter shall maintain any other committees required by the Association and all other committees deemed necessary to conduct the TXSWANA Chapter's business.

Generally: The following standing committees, which shall consist of at least three members, members shall be appointed by the president and confirmed by a majority of the other members of the board. The Chair of each of the following committees, except for other committees adopted under paragraph (f), shall be a member of the Board:

- (a) Membership: The function of the committee is to recruit new members for the Association. A yearly membership goal will be established by the board of directors at the first meeting of the fiscal year to enable the membership committee to begin its

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efforts. The committee is required to send an introduction package to all new members. The package is to include pertinent SWANA information such as a letter of welcome, list of current officers, past TXSWANA Chapter newsletter, and TXSWANA Chapter bylaws. Contents of the package will be approved by the board of directors annually.

(b) Program Committee: The function of this committee is to coordinate seminars and meetings. Locations of all of the meetings for the upcoming year will be selected by the board of directors at the first meeting of the fiscal year. The annual membership meeting may include a dinner and awards ceremony in addition to the regular business meeting.

(c) Bylaws Committee: It shall be the duty of the committee to review the bylaws and be able to give guidance to the Board of Directors. It is also the responsibility of the Bylaws Committee to review the bylaws and propose any changes or amendments to the membership after obtaining approval of the Board of Directors. Copies of any proposed amendments shall be sent to the Association headquarters no less than 30 days prior to any action thereon.

(d) Scholarship and Awards Committee: The function of the scholarship and awards committee is to promote the TXSWANA Chapter's and Association's scholarship program and the awards program. This Committee shall also disseminate information to the membership concerning these programs, review applications at the TXSWANA Chapter level and submit applicants to be placed on the international ballot for such programs. The committee shall address the issue of the development and implementation of a TXSWANA Chapter scholarship fund.

(e) Audit Committee: The audit committee, which shall consist of three members, Preference for appointment should be given to a past treasurer and a past secretary. The committee shall oversee the TXSWANA 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 TXSWANA Chapter secretary and to the Board.

(f) Other Committees: By resolution adopted by the affirmative vote of a majority of the directors, the Board may designate three or more members to constitute such other committees as necessary for conducting the business and affairs of the TXSWANA Chapter. All such committee appointments shall terminate at the end of the fiscal year unless otherwise specified by the board. At least one member of each committee adopted under this paragraph (f) shall be a member of the Board.

ARTICLE VI
Officers

6.1 Officers of the TXSWANA Chapter: The President, Vice President, Treasurer, Secretary, Immediate Past President, International Board Representative shall be designated officers of the TXSWANA Chapter and shall constitute the Executive Committee.

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

6.3 Vice President: The vice president shall assume the duties of the president in his/her absence, shall be an advisor to the president on TXSWANA Chapter affairs, and shall perform other tasks incidental to the office of vice president as may be prescribed by the board of directors. The vice president shall upon taking office assume the chair of the membership committee.

6.4 Secretary: The secretary shall keep full and correct minutes of all proceedings of the TXSWANA Chapter, its members, directors and committees, shall issue notices required by these bylaws, shall maintain TXSWANA 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.

6.5 TXSWANA Chapter Director to the International Board (IB) of Directors: The TXSWANA Chapter shall be represented at the international level by the TXSWANA Chapter Director to the IB. The purpose of this position is to provide mechanisms for the expression to the Association of the TXSWANA Chapter's views and opinions and for the explanation to TXSWANA Chapter members of the Association's policies, actions and plans.

6.6 Immediate past President: The immediate past president shall act as the primary advisor to the president. He/She shall have the responsibility of coordinating the transition between administrations and shall provide guidance and advice to the Board of Directors as needed. If the Immediate Past President is unable to serve or continue in office, the next preceding Past President shall be eligible to assume the duties of the office.

6.7 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 TXSWANA Chapter records; guiding the development of the annual budget; guiding the conduct of the annual audit; periodically reviewing the

TXSWANA Chapter's financial condition; and performing such other duties as board may direct.

6.8 Vacancies: Vacancies in any office shall be filled by the affirmative vote of a majority of a quorum 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.

6.9 Corporate Member Directors as Officers: No more than one corporate member director may serve as an Officer at any time.

6.10 Terms of Office: The term of office or an officer shall be two (2) years to commence on the first day of the fiscal year. The executive committee will serve a term to begin in every even numbered year.

6.11 Removal of Officers: The Board may remove any officer at any time with or without cause. Such action shall take place during a regular or special meeting of the Board at which a quorum exists. Removal of an officer shall require the affirmative vote of two-thirds (2/3) of all directors then holding office.

ARTICLE VII Elections

7.1 Election of Chapter Officers and Directors: Officers and directors shall be elected by a majority vote of the membership entitled to cast a vote. The method of voting and other election procedures are specified herein.

7.2 Slate of Officers: The nominating committee shall prepare a proposed slate of officers, including nominations for President, Vice President, Treasurer, and Secretary for consideration by the Board. Nominations for TXSWANA Chapter officers must originate from a Board Member and/or a Committee Chair. Nominees shall be currently serving as a Board Member or Committee Chair. By majority vote, the Board may accept, amend or reject any or all of the proposed slate. The approved officer slate shall be presented to the membership for ratification.

7.3 Slate of Elected Directors: The Nominating Committee shall prepare a proposed slate of elected directors for consideration by the Board. The slate shall be composed of members in good standing whose names have been submitted in nomination by any member in good standing. Any officer removed from office shall not be eligible for re-election for a period of two (2) years. The Board may not remove the name of any member in good standing from such slate unless so directed in writing by a nominee. If a full slate cannot be assembled due to insufficient nominations from the membership, then an incomplete slate shall be presented to the membership "as is". The Board at the first meeting of the Board following the election shall fill the open or vacant director positions. In the event no nominations for director are received from the membership, a second call for nominations shall be issued. The Board shall determine the method used to solicit nominations and a schedule for preparing a slate of

directors. The election process shall proceed as scheduled or as quickly as possible if the scheduled date is missed.

7.4 Election Schedule: The Nominating Committee shall determine the schedule for election of officers and directors annually. The proposed slates, instructions on voting procedures and paper ballots shall be sent by first class US Mail or other method approved by the Board to each member's last known physical or electronic address of record as listed in the latest Chapter roster.

7.5 Casting of Ballots: Members in good standing shall cast their ballots by US Mail or other method approved by the Board. All mailed ballots must be received not later than 10 days before the date of the Annual Business Meeting. Voting by proxy is prohibited. A valid ballot will include a member's identification number.

7.6 Election Results: All ballots will be authenticated by the Auditing Committee. If possible, the results of the election of officers and directors will be announced at the next TXSWANA Chapter Board meeting or at a time not to exceed thirty (30) days following the close of the election as determined by the President. The President will notify the TXSWANA Chapter membership via USPS, email, facsimile or other method approved by the board

7.7 Election Dispute: Only members in good standing may dispute the procedure or results of an election. Any dispute must be filed in writing with the President no later than 24 hours following the announced outcome of the election. The dispute resolution process shall be determined by one appointed member for each director not serving as an officer of the board. These appointed members shall present their findings to the Board within thirty (30) days of the dispute filing. The President shall notify the TXSWANA Chapter membership by USPS, email, facsimile or other method approved by the Board.

7.8 Election Impasse: In the event any election results are invalidated, the incumbent officer(s) or director(s), as the case may be, shall remain in office until the next election as determined by the Board. An incumbent who cannot or will not continue to serve shall resign. Thereupon the Board shall declare a vacancy and appoint a director under Article 6.8.

ARTICLE VIII Indemnification

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

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Any indemnification shall be made by the TXSWANA 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 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.

ARTICLE IX
Amendments

These bylaws may be amended upon the affirmative vote of a majority of the membership represented in person or by electronic ballot.

ARTICLE X
Conformity

TXSWANA Chapter operations and activities shall conform with state and federal law, these bylaws, SWANA bylaws and policies, and the Affiliation Agreement between the TXSWANA Chapter and the Association.