

**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, composting, 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

2.1 The Chapter adopts by reference the membership classes and eligibility therefor as set forth in Section 2 of the SWANA Bylaws (Membership) and as the same may be amended from time to time. See Attachment A hereto.

ARTICLE III

Meetings of Members

3.1 Annual Meeting: A meeting of the members affiliated with the Chapter shall be held at least once each fiscal year at such time and place as the board of directors (the “Board”) shall determine, unless extenuating circumstances require a change, which shall be approved by the Board.

3.2 Special Meetings: Special meetings of the members affiliated with the Chapter 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 greater than ten percent (10%) of members affiliated with the Chapter 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:

(a) Notice shall be delivered stating the place, day and time of all meetings. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

(b) Notice of the Annual Meeting shall be given to the members affiliated with the Chapter not less than thirty (30) days nor more than sixty (60) days before such meeting.

(c) Notice of all special or regular meetings shall be delivered to a member affiliated with the Chapter via USPS, electronic mail, posted on the Chapter website or published in the Chapter newsletter.

3.4 Quorum for Meetings of Members: A quorum is defined as 10% of the members affiliated with the Chapter in good standing present at the meeting. A quorum is required to conduct Chapter general business. Voting by proxy shall not be allowed. A quorum will be determined by the Chapter President or, in the absence of the President, by the Officer who presides at the meeting.

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 Board of Directors. The Chapter may establish and levy dues, assessments and fees on the members affiliated with the Chapter in addition to amounts established and levied by the Association. Members affiliated with the Chapter shall pay such dues, assessments and fees directly to the Association.

4.3 Fiscal Year: The 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 shall manage the activities, property and affairs of the TXSWANA 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. Upon receipt of such call for a meeting, the president or the secretary shall give notice to all directors of the Board ("Directors") of the place, date and time for such meeting.

Special meetings of the Board may be called by the president or any two Directors. Upon receipt of a 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.

(a) Board and Board-designated committee meetings may be held in person or by means of a remote electronic communications system, including conference calling and/or videoconferencing technology. However, a meeting may be held by means of a remote electronic communications system only if each person entitled to participate in the meeting consents to the meeting being held by means of that system, or if circumstances (including but not limited to local, state, or national emergencies and restrictions on gatherings or travel) make in-person meetings impractical.

(b) An action required or permitted to be taken at a meeting of the Board or Board-designated committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors or committee members necessary to take that action at a meeting at which all of the Directors or committee members are present and voting. Such consent must state the date of each director's or committee member's signature. An email reply constitutes a signature for the purpose of this paragraph.

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, the immediate past president shall constitute a minimum of an eleven (11) member Board. The Board may have additional elected directors but the total number of such directors shall not exceed 14.

5.3 Board Representatives: The president may appoint, by nomination and with confirmation by an affirmative vote of a majority of the Board, one or more members affiliated with the Chapter to serve as representatives to the Board ("Representatives"). Representatives shall not be considered members of the Board, 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 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. 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 means of a remote electronic communications system. A Representative may be removed at any time by motion of any Board member, and an affirmative vote of a majority of the Board.

5.4 Quorum for Board of Director Meetings: A simple majority of the Board members then in office, but no fewer than six (6), shall constitute a quorum either by being physically present at a meeting or by means of a remote electronic communications system.

5.5 Qualification: All Directors shall be members affiliated with the Chapter in good standing.

5.6 Election: All Directors and Officers shall be elected by vote of the members affiliated with the Chapter, or appointed to fill vacant positions.

5.7 Term: The term of office of a Director shall be two (2) year terms commencing on the first day of the fiscal year following the election at which the Director is elected. Public Sector members who are elected as Directors will serve terms to begin in every odd numbered year. Private Sector members who are elected as Directors will serve terms that begin in every even numbered year.

5.8 Removal of Directors:

(a) For Cause: By a vote of 2/3 of its members, the Board may remove a Director in any of the following circumstances:

- (i) The Director has been declared of unsound mind by final court order;
- (ii) The Director has been convicted of a felony;
- (iii) The Director has three or more consecutive absences in a rolling year;
- (iv) The Director has failed to be physically in attendance at a minimum of 50% of all Board meetings
  - a. The Annual Meeting shall not be included as a meeting in calculating the percentage of meetings at which the Director was present;
  - b. Meetings held outside of the State of Texas shall not be included as a meeting in calculating the percentage of meetings at which the Director was present;
  - c. Meetings held only by means of a remote electronic communications system, including conference calling and/or videoconferencing technology shall be included as a meeting in calculating the percentage of meetings at which the Director was present, with the Director being counted as physically in attendance if the Director was present for the majority of the meeting;
- (iv) The Director fails or ceases to meet any required qualification that was in effect at the beginning of the Director's term of office.

(b) Without Cause. A Director may be removed without cause by a vote of a majority of the Board, and ratified by a vote of the majority of the members affiliated with the Chapter voting on the proposed removal of the Director.

(c) By the Members. A Director may be removed with or without cause by the vote or written consent of a majority of all members affiliated with the Chapter entitled to vote. If the action to remove one or more Directors will occur at a regular or special meeting of members affiliated with the Chapter, then the meeting notice shall name the Director(s) sought to be removed. If removal is effected at a meeting, any vacancies created thereby shall be filled by majority vote of the members affiliated with the

Chapter at that meeting. The method of filling a vacancy created by a vote of the membership shall be by a majority vote of the members affiliated with the Chapter present at such meeting following nominations from the floor.

(d) Effect on Officers. If the Director who is removed is also an Officer, such Director shall also be removed from the Officer's position.

5.9 Vacant Positions. Vacant positions on the Board may be filled by the affirmative vote of a majority of the remaining Directors. An individual so appointed shall hold office until the next election at which the type of director (Public Sector or Private Sector member) is held in accordance with Section 5.7.

5.10 Committees: All committees established under this Section 5.10 shall be subject to direction and oversight by the Board.

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

(b) Standing Committees: The following standing committees, which shall each consist of at least three members affiliated with the Chapter, shall be appointed by the president and confirmed by a majority vote of the other members of the Board. The Chair of each of the following committees, except for "other committees" created under paragraph (vii), shall be a member of the Board:

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

(ii) Program Committee: The function of this committee is to coordinate seminars, meetings of members, Road-E-Os, and conferences. Locations of all of the Board meetings and Annual Meeting for the upcoming year will be selected by the Board. The Annual Meeting may include a meal and awards ceremony in addition to the regular business meeting.

(iii) Bylaws Committee: The function of this committee is to give guidance to the Board related to the bylaws and to propose changes or amendments to the bylaws to the Board, and to present changes to the bylaws to the membership after approval of the Board. Copies of any proposed amendments shall be sent to the Association headquarters no less than 30 days prior to any action by the members to approve the proposed amendments.

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

committee shall address the issue of the development and implementation of a Chapter scholarship fund.

(v) Audit Committee: The function of this committee is to oversee the Chapter's financial affairs and, at such times as the Board directs, to conduct financial audits. The results of all audits performed by the Audit Committee shall be reported to the Chapter secretary and to the Board. In addition, the committee shall tally the results of all elections of Directors and Officers and such other issues and matters as the Board shall direct.

(vi) Nominating Committee: The function of this committee is to prepare a proposed slate of Officers each year for consideration by the Board, including nominations for President, Vice President, Treasurer, and Secretary.

(vii) Other Committees: By the affirmative vote of a majority of the Directors, the Board may designate three or more members affiliated with the Chapter to constitute 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 Board. At least one member of each committee adopted under this paragraph (f) shall be a member of the Board, but the Board member need not chair the committee. Representatives may chair committees created under this paragraph (vii).

## ARTICLE VI Officers

6.1 Officers of the TXSWANA Chapter: The President, Vice President, Treasurer, Secretary, Immediate Past President, and Advisory Board Delegate shall be designated officers ("Officers") of the TXSWANA Chapter and shall constitute the Executive Committee. The Officers shall also be Directors.

6.2 President: The president shall call and preside at all meetings of the Chapter membership and of the Board, 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 may be prescribed from time to time by the Board.

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 Chapter affairs, and shall perform other tasks incidental to the office of vice president as may be prescribed by the Board.

6.4 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 Chapter records; guiding the development of the annual budget; providing financial information to the audit committee; periodically reviewing the Chapter's financial condition; coordinating and preparing the annual Federal tax return,

preparing the annual financial report for the Association; providing monthly financial reports; and performing such other duties as Board may direct.

6.5 Secretary: The secretary shall keep full and correct minutes of all proceedings of the Chapter, shall issue notices required by 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 may be prescribed by the Board.

6.6 Advisory Board Delegate / Regional Director on the SWANA Board of Directors:

(a) The Advisory Board Delegate shall serve such term and shall have such rights and responsibilities as set forth in the SWANA Policy Manual. Part of the Chapter's support for SWANA governance is expressed in a Memorandum of Understanding (MOU) by and among all SWANA chapters in SWANA Region 3. All SWANA chapters have signed similar MOUs in their respective regions. As enumerated in the MOU, the chapters in Region 3 will appoint or elect a Regional Director to the SWANA Board of Directors.

(b) The Chapter President, rather than the Nominating Committee, shall nominate a Board member to serve as the Advisory Board Delegate, subject to confirmation by the Board.

(c) The Advisory Board Delegate will communicate the Chapter's questions, comments, and/or concerns related to the SWANA governance to the Regional Director.

(d) Upon appointment by SWANA Region 3, the Advisory Board Delegate may serve as the Regional Director on the SWANA Board of Directors. The MOU shall govern the Regional Director's selection, term and responsibilities.

6.7 Immediate Past President: The immediate past president shall act as the primary advisor to the president. The immediate past president shall have the responsibility of coordinating the transition between administrations and shall provide guidance and advice to the Board of Directors as needed.

6.8 Vacancies: Vacancies in any office shall be filled by the affirmative vote of a majority of a quorum of the Board, 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 Private Sector Member Directors as Officers: No more than one Private Sector Member may serve as an Officer at any time.

6.10 Terms of Office: The term of office of an Officer shall be one year, to commence on the first day of the fiscal year following the Officer's election.

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 at least 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 affiliated with the TXSWANA Chapter entitled to cast a vote that cast a vote, unless appointed to fill vacant positions.

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. Nominees shall be currently serving as a Board member or committee chair, and preference shall be given to Board members who have been serving on the Board for one year or more. 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 a vote.

7.3 Slate of Elected Directors: The Nominating Committee shall prepare a proposed slate of Directors for consideration by the Board. The slate shall be composed of members affiliated with the Chapter in good standing whose names have been submitted in nomination by any member affiliated with the Chapter in good standing. The Board shall determine the method used to solicit nominations. In the event no nominations for Director are received from the membership, a second call for nominations may be issued. 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 affiliated with the Chapter in good standing from such slate unless so directed in writing by the 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 election process shall proceed as scheduled or as quickly as practical if the scheduled date is missed. The Board may fill open or vacant Director positions, but only with members affiliated with the Chapter in good standing.

7.4 Election Schedule: The Nominating Committee shall present the schedule for election of Officers and Directors annually to the Board of Directors for their review, modification and adoption. The proposed slates, instructions on voting procedures, and ballots, shall be sent by first class US Mail, email, or other method approved by the Board to each member's last known physical or electronic address of record as listed in SWANA's list of members in good standing.

7.5 Casting of Ballots: Members affiliated with the Chapter in good standing shall cast their ballots by US Mail, email, in person at the Annual Meeting, or other method approved by the Board. All mailed and emailed ballots must be received not later than 10 days before the date of the Annual 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 Audit Committee. The results of the election of Officers and Directors will be announced at the next Board meeting and may also be announced by other methods, including posting on the Chapter website or publishing in the next available newsletter.

7.7 Election Dispute: Only members affiliated with the Chapter 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 affiliated with the Chapter for each Director not serving as an Officer. These appointed members shall present their findings to the Board within thirty (30) days following the dispute filing. The President shall notify the Chapter membership of the findings at the next Board meeting, and may also notify the Chapter membership by other methods, including posting on the Chapter website or publishing in the next available newsletter.

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 may appoint a Director under Article 6.8.

ARTICLE VIII  
Indemnification

8.1 The TXSWANA Chapter shall indemnify and hold harmless any person who shall be a Director or Officer of the 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 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.

8.2 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 or proceeding.

ARTICLE IX  
Amendments

9.1 These bylaws may be amended upon the affirmative vote of a majority of the membership affiliated with the TXSWANA Chapter casting a vote, whether in person or by electronic ballot.

APPROVED APRIL 9, 2021

ARTICLE X  
Conformity

10.1 TXSWANA Chapter operations and activities shall conform with state and federal law, these bylaws, and SWANA bylaws and policies.

BYLAWS  
OF  
**SOLID WASTE ASSOCIATION OF  
NORTH AMERICA, INC.**

WITH AMENDMENTS APPROVED THROUGH DECEMBER 2018

**SECTION 1**  
Objectives

The objectives of the Association 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.

**SECTION 2**  
Membership

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.

A member who works or resides in a geographical area served by a Chapter shall be affiliated with such Chapter unless the member elects affiliation with a different Chapter. A member not working or residing in a Chapter area shall be an at-large member unless the member designates a Chapter for affiliation. The Association shall have the following classes of members:

- 2.1 Public Sector Member. A Public Sector Member shall be any individual:
- (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 systems; and
  - (b) whose interests coincide with the objectives of the Association.
- 2.2 Private Sector Member. A Private Sector 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 for the planning, development, implementation or operation of solid waste management systems; and
- (b) whose interests coincide with the objectives of the Association.

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

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

2.4.1 The Board of Directors (Board) may grant life membership to members of the Association. No more than three life memberships may be awarded by the Association in a fiscal year, one of which 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 Board may nevertheless award a life membership. Criteria for the award of a Life Membership shall be established in the Association Policy Manual.

2.4.2 No more than one life membership shall be granted by a Chapter in a fiscal year. Chapter awards of life membership do not count in the limit placed upon the Association. Dues for Life Memberships awarded by a Chapter shall be paid by the Chapter that awards the membership.

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

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

2.6 Retired Member. A Retired Member shall be any individual member of the Association who has retired from 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.

Membership rights may be suspended or terminated, in whole or in part, for the substantive grounds and according to procedures set forth in the Policy Manual.