

BY LAWS

MISSISSIPPI “MAGNOLIA CHAPTER” OF THE SOLID WASTE ASSOCIATION OF NORTH AMERICA. INC.

Approved by the Board of Directors – ~~March 19~~April 7, 2015~~2019~~
for adoption by the membership during the ~~Fall 2015~~Spring 2019 Conference

This corporation is ~~a chapter of~~affiliated with the Solid Waste Association of North
America, Inc. (“Association” or “SWANA”)

ARTICLE I Identity

1.1 These are the Bylaws of the Mississippi “Magnolia Chapter” of the Solid Waste Association of North America, Inc., hereinafter called the “Corporation”, a nonprofit corporation under the laws of the state of Mississippi.

1.2 The business of the Corporation shall be conducted from such place of business as directed by the Board of Directors.

1.3 The seal of the of the Corporation shall bear the name of the Corporation, the words “Mississippi”, “Corporation”, “not for profit” and the year of incorporation.

ARTICLE II Membership

~~2.1 Members of this corporation shall be “chapter” members of the Solid Waste Association of North America, Inc (International)~~

2.1 Individuals who desire membership must join the Association and then, by virtue of where they reside or work, can be affiliated with this Chapter.

2.2 Public Sector Individual Member. A Public Sector Individual 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 ~~Corporation~~
Association.

2.3 Private Sector Individual Member. A Private Sector Individual 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 ~~Corporation~~ Association.

2.4 Student Member. A student member shall be a full-time student who is enrolled in the courses pertinent to, and who has an interest in, the objectives of the ~~Corporation~~ Association. A Student Member may attend meetings, seminars and conferences of the corporation. A Student Member shall be exempt from any 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.

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

(a) ~~Corporation~~ Life/Honorary Membership may be conferred upon any person upon the approval of the Board of Directors. Not more than one Life/Honorary Membership shall be conferred by the Corporation in any Corporation fiscal year. Dues for such memberships shall be paid by the Corporation to the Association.

(b) Members who have served as International President shall be granted life membership at the completion of their term as International President.

2.6 Retired Member. A Retired Member shall be any individual member of the ~~Corporation~~ Association who has retired from service (ceased 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~~ Chapter.

2.7 Small Business Member. A small business member is an individual who is employed by a company with ten (10) or fewer full-time employees or works for an independent solid waste hauling company with an annual gross revenue of less than \$10 million.

2.8 Newly Joining Young Professional Member. A newly joining young professional is an individual under 35 years of age and is joining SWANA for the first time as a working professional. This category of membership is only available for one year of membership. After that first year, the member should renew according to the proper designation per paragraph 2.2, 2.3 or 2.7.

2.9 Application for Membership. Application for membership ~~in this Corporation~~ shall be made ~~to Solid Wastethrough the Association of North America, Inc., International headquarters Offices.~~

2.10 Termination and Suspension of Membership. Any membership may be terminated for cause by a two-thirds vote of the entire membership of the Board of Directors. Such termination is subject to the provisions of Section 2.12.

2.11 Suspension of Member. Any member whose dues are in arrears shall be automatically suspended from membership. Any member who has been suspended for non-payment of dues shall be reinstated by the Board of Directors upon payment of current dues. Such suspension is subject to the provisions of Section 2.10.

2.12 Notice of Membership Termination or Suspension. Other than automatic suspension for non-payment of annual dues, any member shall have not less than (15) days prior written notice of his/her membership suspension or termination and the reason(s) for same. This notice shall be sent by first class or certified mail to the member's last address shown in the Corporation records. Notice can also be sent via email if the Corporation has been provided an appropriate email address by the member. The corporation is not responsible for any invalid address. The member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the membership termination or suspension. Persons designated by the Board of Directors to consider the "member in question's" explanation of offense shall be authorized by the Board to reverse the decision of membership termination or suspension if deemed appropriate.

ARTICLE III **Membership Dues**

3.1 Annual dues for membership ~~in the Corporation~~ shall be paid directly to the ~~SWANA's International Headquarters Association Offices.~~ Membership dues shall be payable on an annual basis depending on the members annual membership date. The amount of the dues are as established and may be revised from time to time by the ~~SWANA's International Headquarters Association Board.~~ This corporation may establish and levy dues, assessments and fees on its members in addition to amounts established and levied by the ~~International Association Chapter, and~~ members shall pay such additional dues, assessments and fees directly to the ~~International~~ Association Offices.

3.2 The payment of dues entitles members to all the privileges and benefits, which may accrue from membership ~~in the Corporation.~~

3.3 The Board of Directors of the Corporation may make special assessments from time to time, as they deem necessary.

ARTICLE IV

Fiscal year

4.1 The administrative and fiscal year shall be from October 1 through September 30.

ARTICLE V

Officers and Directors

5.1 The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, Legal Counsel, the ~~International Chapter Director~~ Advisory Board Delegate and Past President. All officers of the Corporation shall be Members in good standing ~~of the Corporation.~~

5.2 The Board of Directors shall consist of the above officers and six (6) directors elected from the membership as follows:

- Two from Regular Members (a part of Government)
- Two from private sector (not part of Government)
- Two from membership (any member)

All Board Members and Technical Advisors must be ~~paid-up~~ members in good standing.

5.3 The Board of Directors may select and appoint any number of technical advisors from the ~~corporation's~~ membership to provide specialized knowledge and assistance. Such technical advisors shall be voting members of the Board and have all rights associated with the corporation and the Board except they cannot serve as elected officers.

ARTICLE VI

Elections

6.1 The Officers and Directors of the Corporation shall be elected by majority vote of the members ~~of the Corporation~~ at the annual meeting as defined in Article IX, paragraph 9.2 and shall serve for one year and until their successors are elected and qualified. Directors are eligible for re-election. Officers may succeed themselves. Officers will assume office on the first day of the month following the annual meeting.

6.2 A vacancy in the Board of Directors may be filled by appointment of the Board of Directors at any regular meeting. The appointment shall be for the balance of the unexpired term. Vacancies in the offices shall be filled by a majority vote at a regular meeting of the Board, except that the Vice President shall succeed to the Presidency for the balance of the term and a new Vice President shall be elected.

ARTICLE VII
Duties of Officers and Directors

7.1 Board of Directors. The duties of the Board of Directors of the Corporation are to act on all matters pertaining to the operation of the Corporation. Generally, the Board of Directors shall manage the activities, property and affairs of the Corporation.

7.2 President. The President is the Chief Operating Officer of the Corporation. The President's duties and responsibilities are:

- a. Preside at all member meetings ~~of the Corporation Membership~~ and Board of Directors meetings.
- b. Call specific meetings of the Board of Directors.
- c. Develop an agenda for meetings, including committee reports and reports by officers and old and new business.
- d. Appoint Committee Chairperson and members for each committee.
- e. Serve as an ex-officio member of all committees.
- f. Coordinate policy and position statements issued by the Corporation.
- g. Supervise the business operations of the Corporation.
- h. Execute all legal documents for the Corporation except as otherwise directed or permitted by the Board.

7.3 Vice President. The duties and responsibilities of the Vice President are:

- a. Assume the duties of the President ~~in his/her~~the absence ~~of the~~ President.
- b. Serve as member of the Audit Committee.
- c. Serve as the President's liaison to Program and Arrangements Committee.
- d. Perform other duties as assigned.

7.4 Secretary. The duties and responsibilities of the Secretary include:

- a. To take roll call for each Board Meeting to be kept in permanent record with minutes.
- b. Verify quorum at annual meeting and Board meetings.

- c. Keep full and correct minutes of all meetings of members and of the Board of Directors.
- d. Prepare and submit the Annual Report to International Headquarters the Association Offices within 90 days of the close of fiscal year.
- e. To maintain an up-to-date copy of the Bylaws as well as other records of the Corporation that are non-financial in nature.
- f. Maintain a permanent record of minutes and pass these records on expeditiously upon the election of a new Corporation Secretary.
- g. Perform other duties as assigned.

7.5 Treasurer. The duties and responsibilities of the Treasurer are:

- a. Analyze and plan the annual budget.
- b. Oversee the Corporation's funds and expenditures.
- c. Prepare the annual budget.
- d. Pay the Chapter's bills.
- e. Received all funds from seminars, donations and registration.
- f. Maintain the Corporation's bank account.
- g. 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 and with the consent of the President may also obligate financial resources for necessary one-time purchases in amount not to exceed \$1,500.00.
- h. Prepare a booklet of claims for approval of the Board of Directors at each meeting of the Board.
- i. Perform other duties as assigned.
- j. Shall prepare and submit such **financial** reports as required by federal and state laws.
- k. 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.

7.6 ~~International Chapter Director. Advisory Board Delegate.~~ The duties and responsibilities of the ~~International Chapter Director~~ Advisory Board Delegate are:

- a. Attend the ~~International Advisory~~ Board meetings as representative of the Corporation.
- b. Act as a liaison for the opinion of the Corporation to the ~~International Board Advisory Board, the Region Director and the Association Board~~ and report back to the Corporation.
- c. Perform other duties as assigned.

7.7 Legal Counsel. The ~~duitesduties~~ and responsibility of the Legal Counsel Director are to provide legal advice to the Board. Legal Counsel must be a member of the Mississippi Bar and be in good standing and must have knowledge of solid waste issues.

7.8 Vacancies. . The Board of Directors may, by majority vote of a minimum of two-thirds of its membership, declare any Board of Directors position vacant by reason of

- (1) in cases of unexcused absences from two or more consecutive regular meetings of the Board of Directors. Absences may be excused only by majority consent of the officers of the Corporation, (President, Vice-President, Secretary, ~~Treasure,~~ International Chapter Director, Treasurer, Advisory Board Delegate, and Past President.)
- (2) conviction of a felony criminal offense,
- (3) conduct unethical or contrary to the best interests of the Chapter
- (4) who has been declared of unsound mind by final court order; or
- (5) who fails or ceases to meet any required qualification that was in effect at the beginning of such individual's term of office.

7.9 Resignation. A director may resign at any time by delivery of written notice to the Board of Directors or to the President. In such an instance, the vacancy shall be filled in the manner set forth above.

ARTICLE VIII **Committees**

8.1 There shall be standing Committees of not less than three members, each appointed by the President and approved by the Board of Directors as follows:

- a. Membership,
- b. Program and Arrangements,
- c. Nominating,
- d. Bylaws,
- e. Audit,

- f. Legislative, and
- g. Scholarship

The President may appoint such other ad-hoc committees as deemed necessary for conducting the affairs of the Corporation. All committee appointments shall terminate when the new officers take office as defined in Article VI, paragraph 6.1. each committee Chairperson must prepare a report of committee activities and submit it in writing at each and every regular Board meeting.

8.2 Membership Committee. The function of the committee is to recruit new members ~~for the Corporation.~~ A yearly membership goal will be established by the Board of Directors at the first meeting of the new officers to enable the Membership Committee to begin its efforts. The Committee is required to send an introduction package to all new ~~chapter~~ members. The package is to include a letter of welcome, list of current chapter officers and Board Members, Chapter Bylaws, Chapter membership list and any other pertinent SWANA information available.

8.3 Program/Conferences and Arrangement Committee. The function of this committee is to coordinate the seminars and meetings. Locations for the next Board meeting will be selected by the Board of Directors at the current meeting. The Corporation shall host/conduct a minimum of two seminars/conferences per year, one in the spring and one in the fall. The Board shall select the location of each conference within 30 days after conclusion of its proceeding corresponding conference, spring or fall.

8.4 Nominating Committee. The function of the Committee is to advise the Board of Directors of its nominations for officers and directors.

The Committee should make its regular nomination for officers and directors at the annual meeting of the ~~Corporation~~ membership. The nominations must be announced to the membership prior to the meeting as outlined in Section 13.1 herein. Additional nominations may be made from the floor at the Annual Business Meeting.

Nominations to fill vacancies on the Board and vacancies in offices must be made at a regular meeting of the Board or at any meeting especially called for that purpose. Additional nominations may be made by the members of the Board.

8.5 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 amendment to the membership after obtaining approval of the Board of Directors for the changes. ~~Copies of any proposed~~Proposed amendments shall be ~~sentsubmitted~~ submitted to the ~~International Headquarters Association General Counsel for review~~ no less than 30 days prior to any action thereon.

8.6 Audit Committee. The Audit Committee shall include the Vice President, who shall preside as Committee Chairperson. The committee shall audit the Corporation financial affairs at least annually at such time as appropriate to the Corporation's business calendar and at such other times as the Board of Directors feels pertinent.

8.7 Legislative Committee. The function of the Legislative Committee shall be to track all related pending legislation and regulations and keep the ~~Corporation Members~~ members informed regarding this information.

8.8 Scholarship Committee. The Scholarship Committee will receive the scholarship applications, review said applications for completeness and confirm achievement of the minimum qualifications. The committee will review the applications and make recommendations on awarding scholarships in accordance with the scholarship policy.

ARTICLE IX

Meetings of the ~~Corporation~~ Membership

9.1 General. Meetings of the Corporation shall be held at such time and place as determined by the Board of Directors, but in no event less frequently than once a year. Any meeting may be cancelled by the Board of Directors for sufficient cause.

9.2 Annual Meeting. The Annual Meeting shall be held on the day and at the hour determined by the Board of Directors. The meeting will take place during the Corporation's annual fall conference.

9.3 Special Meetings. Special Meetings may be held at such times and place as may be determined by the President with concurrence of the Board of Directors.

9.4 Quorum. Ten percent (10%) of the general membership present in person or by proxy at any business meeting shall constitute quorum. If less than a quorum is present, the majority of those present may adjourn the meeting from time to time without notice, provided that the Secretary shall notify the absent members of the time and place of the adjourned meeting.

9.5 Proxies. Proxies are for the purpose of voting on Corporation issues and are allowed under the following conditions: The person giving the proxy and the person receiving the proxy must be members in good ~~standings in the Corporation~~ standing; all proxies must be in writing, signed by the member giving the proxy and dated. Each proxy shall be delivered to the Secretary prior to the start of the meeting. Proxies shall not be extended, and shall be good for not more than one meeting.

9.6 Meeting Notices. Notice of all regular and special meetings shall be sent to members not less than ten (10) days (or if notice is mailed by other than first class or registered mail, thirty (30) days, and not more than sixty (60) days) before the meeting date. The notice shall be sent by first class to the member's last address shown in the Corporation records, be sent via email if the Corporation has been provided an appropriate email address by the member or posted on the Mississippi SWANA website. The corporation is not responsible for any invalid address or for members not accessing the data from the website.

9.7 Order of Business. In all cases not provided for by the Bylaws, Robert's Rules of Order shall prevail.

ARTICLE X

Meeting of the Board of Directors

10.1 Frequency, Time and Place. The Board of Directors must meet no less frequently than quarterly. The Board will establish the time and place of the regular meetings.

10.2 Quorum. A quorum of the Board of Directors shall consist of 50% of its members. A Board member shall be deemed present at a meeting if he/she is connected telephonically and can communicate with all the other Board members. If less than a quorum is present, the majority of those present may reschedule the meeting without notice, provided that the Secretary shall notify the absent members of the time and place of the rescheduled meeting.

10.3 Proxies. Proxies are not permitted for board members.

10.4 Order of Business. In all cases not provided for in the Bylaws, Robert's Rules of Order shall prevail.

10.5 Voting: Each Board member present at a meeting shall have one vote.

ARTICLE XI

Amendments to Bylaws

11.1 Amendments Subject to Sec. 8.5, amendments to Bylaws shall be approved by the affirmative vote of a majority of the Membership. The vote will be conducted at the next regular meeting following a regular meeting at which the amendments have been introduced, or at the next regular meeting, following written notification sent to all members at least thirty (30) days prior to the regular meeting at which the proposed amendments are to be voted upon.

11.2 Pursuant to Miss. Code 79-11-315, as amended, any amendment not relating to the number of directors, the composition of the board, the term of office of the directors, or the method or way in which directors are elected or selected, must also be approved by a majority of the Board.

ARTICLE XII **Indemnification**

12.1 The Corporation may indemnify and hold harmless any person who shall be a Director or Officer of the Corporation (or of SWANA) from and against any and all actions, claims, lawsuits and demands, including reasonable attorney fees and expenses defending the same that might arise or be asserted against them in connection with Corporation (or SWANA) business to the fullest extent permitted under applicable law.

However, such Officer or Director shall not be relieved from liability to SWANA imposed by law.

The Corporation's decision to indemnify or not indemnify shall be pursuant to the standards and procedures set forth in Miss. Code 79-11-281, as amended.

ARTICLE XIII **General Conditions**

13.1 Unless specifically stated otherwise in these by-laws, any notices required to be provided to the ~~chapter~~ membership shall be sent to members not less than ten (10) days before the date of the event requiring the notice. The notice shall be sent by first class mail to the member's last address shown in the Corporation records, be sent via email if the Corporation has been provided an appropriate email address by the member or posted on the Mississippi SWANA website. The corporation is not responsible for any invalid address or for members not accessing the data from the website.

13.2 Any notice required by these by-laws can be waived by a majority vote of the Board of Directors.

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