CHAPTER BYLAWS
SOLID WASTE ASSOCIATION OF NORTH AMERICA
WISCONSIN BADGER CHAPTER

ARTICLE I
Purpose, Definitions and Membership

Mission
The Wisconsin Badger Chapter of the Solid Waste Association of North America, Inc. (“Chapter”) is an association of professionals dedicated to environmentally sound and economically responsible resource management, through planning, education, advocacy, and research. The purpose of this organization is to provide a forum for resource management discussions through educational and networking opportunities.

Definitions
1.1 “Association” refers to the Solid Waste Association of North America (SWANA) National and International offices.
1.2 “Board of Directors” (Board) refers to the 9-10 Chapter members elected or selected by the membership to lead the Chapter as Directors.
1.3 “Executive Committee” refers to the four Directors designated by the Board to fill the positions of President, Vice-President, Secretary and Treasurer.
1.4 “Officer” refers to the four Directors designated by the Board to fill the four Executive Committee positions to preside over the affairs of the Chapter.
1.5 “International Board (IB) Representative” refers to the Director elected by the Board of Directors to act as liaison between the Chapter and the Association.
1.6 “Member” refers to an individual who pays their annual dues to the Chapter.
1.7 “Young Professional” (YP) refers to a Class of Chapter member as defined by the Association.
1.8 “Quorum” is defined as simple majority of the Board and shall constitute a quorum for noticed meeting purposes. A two-thirds majority may be required for specific actions of the Board as defined elsewhere in the By-Laws. At no time shall an incidental gathering of a majority of Directors or Chapter members constitute a meeting requiring notice or permitting action.

**Membership**

1.9 Application for Membership in this Chapter shall be made through the Association.

1.10 Any member may be expelled from membership in the Chapter for cause by two-thirds vote of the Chapter’s Board of Directors.

1.11 Any member may resign from membership in the Chapter by giving written notice of resignation to the Secretary of the Chapter.

1.12 The membership of any member whose dues or other indebtedness to the Association continue longer than 30 days delinquent may be expelled as a member of the Chapter by the Board of Directors. Reinstatement of membership into the Chapter is at the discretion of the Board of Directors when all such dues and indebtedness have been paid in full.

1.13 The Chapter may have classes of members that are the same as those defined and established by the Association.

1.14 Individuals who join the Chapter through the Association are members of both the Association and the Chapter.

**ARTICLE II**

**Dues and Assessments**

2.1 Dues and Assessments. All members shall be required to pay membership dues to be a member in the Chapter with said dues being in the amounts as established time to time by the Association.

2.2 Rebates to the Chapter. The Association will provide a rebate to the Chapter in such amounts for each membership category as set forth in the Association Policy Manual.

2.3 Fiscal Year. The fiscal year shall be the period between January 1 and December 31. The operating year will be designated by the Board of Directors which will establish the terms of the Directors.

2.4 Membership Rights. The payment of dues entitles members to all privileges and benefits which may accrue from membership in the Association and Chapter.

2.5 Currency of Dues. All annual Association dues for membership shall be paid in U.S. dollars, or equivalent foreign exchange at rates established by the Association on a fiscal year basis.
2.6 Collection of Dues. Dues for membership shall be paid directly to the Association’s International Headquarters.

ARTICLE III

Duties of Directors, Officers and Committees

3.1 Duties. The members of the Chapter shall select members of the Chapter to be on the Board of Directors, in part, for the purpose of bringing to the Chapter the experiences and knowledge of their personal and professional lives. From time to time the Directors are called upon to make contributions and provide advice and expertise to the Chapter based on their personal, professional, occupational and educational experiences. The Directors within their role make such contributions as Directors and as part of their obligations and responsibility to the Chapter. Any Director or other individual working on behalf of the Chapter is expected to conduct themselves at all time with the highest degree of care and loyalty to the betterment of the Chapter and Association.

3.2 Conflict of Interest. The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization; and (c) an organization in or of which a director of the Association or Chapter is a director, officer, or legal representative, and in some way has a material financial interest unless:

1. that interest is disclosed or known to the Board of Directors;
2. the Board approves, authorizes or ratifies the action in good faith;
3. the approval is by a majority of directors (not counting the interested director); and
4. at a meeting where a quorum is present (not counting the interested director).

The interested director may be present for discussion to answer questions, and may advocate for the action to be taken but must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

3.3 The Board of Directors shall have full control of the affairs of the Chapter. The President, or in his/her absence, the Vice President, shall be the Chair of the Board of Directors and shall preside at all Board meetings and other events. The Board shall meet at the call of the Chair and shall hold meetings not less than twice yearly. All questions, business, and matters pertaining to the Chapter shall be decided by majority vote of the Board of Directors. A simple majority vote of the Board of Directors, either in person, electronically or telephone, shall constitute a quorum for a Board meeting. An action required or permitted to be taken at a regular board meeting may be taken without a called meeting if said action is approved by unanimous consent, in writing. Written unanimous consent includes a communication that is transmitted or received by electronic means and may include an electronic signature.
3.4 The Board of Directors shall designate an Executive Committee consisting of the Officers of the Chapter that shall function on behalf of the Board of Directors in all affairs requiring emergency action when the Board is unable to be convened in a regular or special meeting.

3.5 The Officers of the Chapter shall be President, Vice President, Secretary, and Treasurer. An Officer must be a member of the Board of Directors.

3.6 President. The President shall call and preside at all meetings of the Board of Directors and the membership; nominate all committees; execute or approve on behalf of the Chapter and all contracts, bonds and other written instruments approved by the Board of Directors; supervise and manage the business affairs of the Chapter; and perform such other duties incidental to the office of President as may be prescribed from time by the Board of Directors.

3.7 Vice President. The Vice President shall assume the duties of the President in his or her absence; be the principal advisor to the President of the Chapter; and perform other tasks incidental to the office of Vice President as may be prescribed from time to time by the President or Board of Directors.

3.8 Secretary. The Secretary shall keep full and correct minutes of all meetings of the Chapter issue notices required by these Bylaws; maintain records of the Chapter other than financial records; prepare and submit required reports; and perform such other duties as may be prescribed by the President or Board of Directors.

3.9 Treasurer.

3.9.1 The Treasurer duties shall include, but not necessarily be restricted to, attending all meetings of the Chapter and of the Board of Directors, collecting of all monies due the Chapter, paying of monies due the Association, and preparing all claims against the Chapter for payment and shall pay the latter subject to the review of the Board of Directors in regular or special session.

3.9.2 The Treasurer or President, without prior approval of the Board of Directors, may incur an indebtedness not to exceed $1000.00 per month for ordinary Chapter expenses.

3.9.3 The Treasurer shall keep a correct record of all monetary transactions and shall have general charge of the books of accounts and financial records of the Chapter, and shall render periodic and required reports to the Board of Directors and the Chapter showing the financial condition of the Chapter. Reports and bank statement shall be rendered to the Board of Directors at regular Board of Directors meetings.

3.9.4 For tax purposes, the Treasurer shall prepare and submit, subject to the approval of the Board of Directors, such reports as required by Federal and State tax laws.

3.9.5 The Treasurer shall make available all books of accounts and records for an annual audit, financial review, or at such other times as deemed necessary by the Board of Directors.
3.9.6 The Treasurer or designee shall prepare and submit the Annual Report as required by and to the Association.

3.10 Board of Directors. There shall be at least nine (9) and no more than ten (10) Directors on the Chapter’s Board of Directors. Directors may perform other duties as may be prescribed from time to time by the President or the Board of Directors. The Chapter shall strive to maintain geographic and sector balance on the Board of Directors and in the membership. The tenth Director position shall be a YP member if a YP member is willing to serve on the Board of Directors. If no YP member is willing, the Board of Directors may leave that Director position open.

3.11 International Board Representative. A representative of the Board shall serve on the International Board of Directors and shall provide a means whereby views and opinions of the Chapter can be directed to the Association. The representative shall provide a means whereby policies, actions and plans of the Association can be explained and interpreted to the Officers, Directors and members of the Chapter. The IB Representative shall be elected by the Board of Directors. The IB Representative must be a Director and may also be an Officer for the Chapter. The Representative shall attend the Association meetings as required for the Chapter to be in good standing with the Association.

3.12 Committees. There shall be standing committees nominated by the President and approved by the Board of Directors as follows: (1) Fundraising; (2) Membership; (3) Programs; (4) Scholarships; (5) Legislative and Advocacy; and, (6) Social Media. The President may appoint such other committees or subcommittees as deemed necessary for conducting the affairs of the Chapter. All committee appointments shall continue until new appointments are made or until a member resigns or is removed.

3.13 Committee Structure. There shall be at least 3 Chapter members per committee, and the Committee Chair must be a current Director. Recognizing that committees are an integral part of this organization and that the work performed at the committee level is invaluable, the committees act under direction from the Board of Directors and cannot take Independent action requiring time, money, or Chapter representation without prior approval from the full Board.

3.14 Fundraising Committee. The function of the Fundraising Committee is to explore and oversee fundraising events to sustain Chapter duties and maintain a fiscally responsible treasury. The Fundraising Committee will work closely with the Program Committee.

3.15 Membership Committee. The function of the Membership Committee is to recruit new members for the Chapter while working to retain the current membership.

3.16 Programs Committee. The function of the Programs Committee is to coordinate Chapter events in support of Fundraising and Membership efforts and goals.

3.17 Scholarship Committee. The function of the Scholarship Committee is to operate the Chapter and Association Scholarship Programs as established by Policy.
3.18 Legislative/Advocacy Committee. The purpose of the Legislative/Advocacy Committee is to keep the Board aware of pertinent legislative issues and to work closely with other organizations regarding these issues, as necessary.

3.19 Social Media. The purpose of the Social Media Committee is to properly use and maintain the appropriate social media sites and technologies in support of Board goals and other committee initiatives.

3.20 Absences. The Board of Directors may, by at least two-thirds vote of the Directors, declare any office or position on the Board vacant.

ARTICLE IV

Elections

4.1 Qualifications. Directors of the Chapter shall be elected by chapter members and be at least 18 years of age. No person may serve simultaneously in more than one officer position except for the IB Representative.

4.2 Election of Officers. The President, Vice President, Secretary, and Treasurer shall be elected by majority vote of the Board of Directors present at the first Board meeting of the operating year. Officers shall serve for two years until his or her successor has been duly elected and installed in office.

4.3 Election of Directors. Directors shall be elected by the members. Election shall be by ballot submitted to each member of the Chapter fifteen (15) days in advance of the annual meeting. A simple majority of votes cast shall constitute election. In the event of a tie between nominees, the winner shall be determined by the toss of a coin. Directors shall serve two-year terms. Efforts will be made to stagger the terms so that approximately one half of the Directors will be elected each year.

4.4 International Board Representative. The IB Representative to serve on the International Board shall be elected by the Board of Directors for a term of two (2) years.

4.5 Vacancies. Vacancies may be filled by a majority vote of the Board of Directors. Appointees shall hold office for the remaining portion of the term of such office.

4.6 Nominations. The Chapter President shall appoint at least two (2) members to serve on a committee for the purpose of nominating Directors for the ensuing year. This Committee shall submit its recommendations to the Board of Directors in advance of the annual business meeting of the Chapter. The President shall be the presiding officer of the Nominating Committee. Notice of nomination shall be made known to the membership of the Chapter thirty (30) days in advance of the annual business meeting.
ARTICLE V
Meetings of Members

5.1 Annual Meeting. An annual business meeting of the member shall be at a specific date and place as determined by the Board of Directors.

5.2 Special Meetings. Special meetings of the members may be held at any time on the call of the President or a majority of the Board of Directors. Upon receipt of such a call for a special meeting, the Secretary shall cause notice of the special meeting to be given as hereinafter provided.

5.3 Notice of Meetings. Written notice, via electronic or regular mail, of all member meetings shall be sent to the membership not less than one day (24 hours) prior to the date of the meeting. Notice of the annual business meeting shall be made to the membership seven (7) days in advance of the meeting. The annual schedule will be posted on the website within 30 days of approval by the Board at the annual meeting. If a meeting change is required, all effort will be made to notify members in a timely manner via electronic means.

5.4 Meetings of Chapter. Meetings of the Chapter shall be held at such time and place as is determined by the Board of Directors but in no event less frequently than twice each year. Any meeting may be canceled by the Board of Directors for sufficient cause.

ARTICLE VI
Indemnification

The Association shall indemnify and hold harmless any person who shall be a director, officer, member 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 them in connection with Chapter or Association business. However, such officer, director or executive director shall not be relieved from any liability to the Association imposed by law, including liability fraud, bad faith or willful neglect.

Any indemnification shall be made by the Chapter only as authorized in each specific case by the Board of Directors upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the Board of Directors within thirty (30) days after the earlier of the following: (a) commencement of any action, suit or proceeding; or (b) circumstance providing good reason to anticipate commencement of an action, suit or proceeding.
ARTICLE VII

Amendments

These Bylaws may be amended upon the affirmative vote of two-thirds of the voting members present in person at a membership meeting of the chapter, provided notice of such amendment was sent by mail to each member not less than thirty (30) days prior to the general membership meeting, or upon the affirmative vote of two-thirds of the voting members returning ballots pursuant to a ballot amendment.

ARTICLE VIII

Conformity

The Chapter shall conform in its activities, with the provisions of the Bylaws; the Chapter Constitution; the Constitution and Bylaws of the Solid Waste Association of North America; and the Affiliation Agreement existing between the Chapter and the Solid Waste Association of North America; in conformance to all applicable national, state and local laws, regulations and ordinances.

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Revised: January 2015

Approved by Board: