

**CHAPTER BYLAWS**

**SWANA**

**FLORIDA SUNSHINE CHAPTER**

Approved by the Chapter Membership on April 6, 2006

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FLORIDA SUNSHINE CHAPTER

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# SWANA-FLORIDA SUNSHINE CHAPTER, Inc.

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

## BYLAWS

### ARTICLE I

#### Objectives

1.1 The objectives of SWANA, Florida Sunshine Chapter, Inc., a Florida nonprofit corporation, 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 foster a cooperative atmosphere among municipal solid waste management professionals through dissemination of information, continuing education, professional development, and research programs to best serve the public interest.

### ARTICLE II

#### Identity

2.1 SWANA- Florida Sunshine Chapter, Inc. (hereafter referred to as “Chapter”) is organized under the Florida Not-For-Profit Corporation Act (Florida Statutes, Chapter 617).

2.2 The Chapter seal shall bear the name of the Chapter, the word “Florida”, the words “corporation-not-for-profit”, and the year of incorporation.

### ARTICLE III

#### Members

3.1 Application for membership shall be made in writing to the Association’s headquarters.

3.2 Membership rights may be suspended or terminated, in whole or in part, for the reasons and subject to the procedures set forth in the Association Policy Manual.

3.3 Any member may resign from membership by giving written notice to that effect to the Secretary and to the Association. Such Action shall not relieve the resigning member from any obligations to the Chapter and shall not affect the right of the Chapter to enforce such obligations or obtain damages for breach.

## ARTICLE IV

### Membership Classes

4.1 Regular Member. A regular member shall be any individual:

(a) who is employed by a public agency or a non-profit or tax exempt organization responsible for:

- (i) education in solid waste management or related field; or
- (ii) planning, developing, implementing or operating solid waste management systems; and

(b) whose interests coincide with the objectives of the Association.

4.2 Corporate Member. A Corporate Member shall be

(a)(i) a self-employed individual working in solid waste management or a related field, or

(a)(ii) 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.

4.3 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 any registration fees, but shall pay for meals consumed. A Student Member shall have all rights and privileges of membership except the right to vote or hold office.

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

4.4.2 The International Board of Directors (IB) may grant Life Membership to members of the Association.

4.5 Honorary Member. Honorary Members shall have all rights and privileges of membership. Such Members shall be exempt from dues. The IB may grant honorary memberships to nonmembers of the Association including SWANA staff. Honorary membership is for life. Not more than (1) Honorary Membership per fiscal year shall be granted. Criteria for the award of Honorary Membership shall be established in the Policy Manual.

4.6 Retired Member. A Retired Member shall be any individual member who has ceased full-time employment in the field of solid waste management. A Retired member shall have all rights and privileges of membership.

## ARTICLE V

### Dues & Assessments

5.1 Schedule of Dues. Dues for each membership category shall be established in the Association Policy Manual. The Chapter may establish and levy dues, assessments and fees in addition to the dues of the Association.

5.2 Fiscal Year. The Chapter's fiscal year shall begin on September 1<sup>st</sup> and end on August 31<sup>st</sup>.

5.3 Dues Payment Confers Benefits. Except as otherwise provided in the Association Bylaws and these Bylaws, the payment of dues entitles members to all rights, privileges, and benefits of membership in the Association.

5.4 Dues and Assessment Management. The timing and manner of invoicing, paying and disbursing dues shall be determined by the Association and included in the Association's Policy Manual. Chapter policies and procedures regarding dues and assessment management shall be consistent with the Association's policy.

## ARTICLE VI

### Officers

6.1 Titles. The Officers of the Chapter shall be (in order of seniority) President, Vice President, Treasurer, Secretary and Immediate Past President. All officers shall serve for two years and until their successors have been duly elected and installed into office.

6.2 Qualifications. All officers of the Chapter shall be members in good standing at the time of their election. No person may hold or serve concurrently in more than one office. An officer whose classification changes to any other classification except Honorary or Student member during his/her term of office may complete his/her term of office and shall be eligible for nomination and election to succeeding offices.

6.3 Duties of the President. The President shall: call and preside at membership and directors meetings; appoint the Chairs of committees; execute or approve on behalf of the Chapter, all contracts, bonds, and other written instruments approved by the directors; supervise and manage the business affairs of the Chapter; perform such other duties as the directors may decide.

6.4 Duties of the Vice President. The Vice President shall: assume the duties of the President in his/her absence; be the principal advisor to the President on Chapter affairs; and perform other duties incidental to the office as the directors may decide.

6.5 Duties of the Treasurer. The Treasurer shall: attend all membership and directors meetings; provide liaison on fiscal matters between the Independent Service Provider and the directors; promptly cosign, copy for files and forward all checks issued against the Chapter's accounts upon receipt from the Independent Service Provider; prepare and submit all financial reports required by federal and state statutes; prepare and submit up to date quarterly budget and financial balance reports to the directors; initiate the annual budget process; prepare a proposed fiscal year budget for the directors to consider at the Annual Directors Meeting; and perform such other duties as the directors may decide.

6.6 Duties of the Secretary. The Secretary shall: keep full and correct minutes of all proceedings of the Chapter, its Members and Directors; prepare and issue notices required by state law and these Bylaws; prepare and review correspondence; maintain chapter records except financial records; prepare and submit annual, periodic or special reports; and perform other such duties as the directors may decide.

6.7 Duties of the Immediate Past President. The Immediate Past President shall: attend all membership and directors meetings; serve as advisor to the President on Chapter matters; chair the Nominating Committee; and perform such other duties as the directors may decide. 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

6.8 Removal of Officers. The directors may remove any officer at any time with or without cause. Such action shall take place during a regular or special meeting of the directors at which a quorum exists. Removal of an officer shall require the affirmative vote of two-thirds of the remaining directors then holding office. The officer subject to removal shall not be permitted to vote.

## ARTICLE VII

### Directors

7.1 General. The officers and the directors shall manage the activities, property and affairs of the Chapter. Officers shall serve as ex officio directors. 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. Seven directors present and in person shall constitute a quorum. A majority of directors present, whether or not a quorum exists may adjourn any meeting of directors to another time and place. The Secretary shall notify all directors of any such adjourned and rescheduled meeting. With the exception of the removal of an officer or director, all questions shall be decided by the affirmative vote of a majority of the directors present. The method of voting on questions before the Board shall include voice, show of hands or secret ballot as determined by the majority. Proxy voting by directors is not permitted.

Action required or permitted to be taken during a directors meeting may be taken without a meeting if all members of the board take the action. Such action must be evidenced by one or more written consents, describing the action taken and signed by each director.

The Board may permit any or all directors to participate in a regular or special meeting by, or may conduct any such meeting, through the use of any means of communication that allows all participating parties to communicate with each other during the meeting. A director so participating shall be deemed to be present and in person at the meeting.

Regular meetings of the Board may be held without notice of the date, time, place or purpose thereof. Special meetings of the Board shall be preceded by at least seven days' notice of the date, time, place and purpose thereof.

7.2 Number. The number of elected directors shall be eight. The elected directors, together with the officers, shall constitute a thirteen-member Board.

7.3 Qualifications. Directors shall be members in good standing at the time of nomination and election and shall remain in good standing throughout their term of office.

7.4 Election. Directors shall be elected by a majority vote of the general membership.

7.5 Term. Elected directors and the Chapter Director shall serve for two years and until each respective successor have been duly elected and installed into office. In order to maintain continuity on the Board, a system of staggered terms shall be utilized. The staggered terms shall include the annual election of four directors.

7.6 Chapter Director. The board shall designate, select or appoint any officer or director in good standing to assume the additional duties of Chapter Director, provided however, said designation, selection or appointment is not in conflict with any other provision of these Bylaws. The purpose of this position is to provide (a) representation for the Chapter on the Association board of directors and (b) a method for the expression of Chapter views and opinions to the Association and for the explanation of the Association policies, plans and proposed actions to the Chapter. The Board may designate another member in good standing to serve as alternate Chapter Director.

7.7 Removal of a Board Member.

7.7.1 By the Board. Any director may be removed from office with or without cause. Such action shall take place during a regular or special meeting of the Board at which a quorum exists. Removal shall require the affirmative vote of two thirds of the remaining directors then holding office. The director subject to removal shall not be permitted to vote.

7.7.2. By the Membership. Any member in good standing except Honorary and Student members may request the removal of any director. A director may be removed from office with or without cause by a majority of all votes of the membership under procedures set forth in Fla. Stat. 617.0808 and these Bylaws. Notice of any action to remove a specific director shall be provided in a written notice to all members in advance of the meeting where the matter will be considered. Such request shall be placed on the Meeting Agenda under New Business. The member making the request shall be given up to five minutes to present his or her reasons for the request to remove a member of the Board to the members present; the challenged Board member shall be given up to five minutes to respond. The issue will then be presented to the membership in good standing for a vote. Proxies will be acceptable for a vote to remove a member of the Board. If a vacancy or vacancies occur due to removal of one or more directors, such vacancy or vacancies shall be filled by majority vote of the members actually present at such meeting immediately following the removal(s). The chair shall open nominations from the floor for the vacated position(s).

7.8 Vacancies. A vacancy on the board by reason other than removal of a director may be filled by the affirmative vote of a majority of the remaining directors even when the remaining members constitute less than a quorum, except that an officer shall succeed the president. If no current officer wishes to assume the presidency, the board may fill the vacancy from among the current directors or committee chairs. An individual elected or appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor or until a successor has been duly elected and installed into office.

7.9 Executive Committee. The Executive Committee (EC) shall consist of all Chapter officers. The president shall chair the EC. The authority of the EC derives solely from the board as provided in the Chapter Policy Manual. The purpose and duties of the EC shall be identified in the Chapter Policies and Procedures Manual.



7.10 Standing Committees. The Chapter shall utilize active standing committees for conducting the business and affairs of the Chapter. Standing committees include: (a) Membership, (b) Conference, (c) Awards, (d) Bylaws, (e) Audit, (f) Nominating, (g) Legislative, (h) Communications, (i) Finance and Budget and (j) Training and Technical Divisions. The incoming President shall appoint all committee Chairs as soon as possible but no later than the first Board meeting following his/her election. The appointing President shall determine the number of members assigned to each standing committee. All standing committee Chairs terms shall coincide with the term of the appointing President. The organization, membership, and responsibilities of each standing committee shall be detailed in the Chapter Policy Manual.

7.11 Special Committees. The President may create Special Committees as necessary from time to time to address specific issues not covered by a standing committee. The President shall determine the Chair and membership of the special committee. The term of the special committee shall be determined by the appointing President but shall not exceed his/her term of office.

7.12 Committee Procedures. Using the corresponding provisions of this Article as guidance, standing committees shall set their own rules regarding meetings, notice, quorum and voting requirements provided they conform to the applicable provisions of the Chapter Policy Manual. Special committees shall use guidelines similar to those specified in the Chapter Policy Manual for Standing Committees except as otherwise directed by the President.

## ARTICLE VIII

### Elections

8.1 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 and in the Chapter Policy Manual.

8.2 Slate for Officers and Directors. The nominating committee shall prepare separate proposed slates for officers and directors, including nominations for President, Vice President, Treasurer, and Secretary from nominations received from the membership for consideration by the Board. The slates shall be composed of members in good standing whose names have been submitted in nominations by any member in good standing. The Board may not remove the name of any member in good standing from such slates 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 shall fill the open or vacant director positions at the first meeting of the Board following the election. In the event no nominations for officer and/or 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 offices and directors. The election process shall proceed as scheduled or as quickly as possible if the scheduled date is missed.

- 8.3 Election Schedule. The Nominating Committee shall determine the schedule for election of officers and directors during the month of January annually. The proposed slates, instructions on voting procedures and paper ballots shall be sent by first class U.S. Mail or any other method approved by the Board to each member's last known address of record as listed in the latest Chapter roster.
- 8.4 Casting of Ballots. Members in good standing shall cast their ballots by US Mail or other method approved by the Board. All ballots must be received ten (10) days before the date of the Annual Business Meeting. Voting by proxy is prohibited.
- 8.5 Election Results. All ballots will be counted by the Nominating Committee. If possible, the results of the election of officers and directors will be announced at the Annual Business Lunch or at a time not to exceed thirty (30) days following the close of the election as determined by the President.
- 8.6 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 included in the Chapter Policy Manual.
- 8.7 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 6.9.

## ARTICLE IX

### Meetings of Members

- 9.1 Meeting. The Board shall conduct at least one (1) meeting annually with the Chapter membership. The Board may conduct any and all Chapter business during any meeting except election of Chapter officers and directors, which shall only occur in conjunction with the Annual meeting. If more than one Chapter Meeting with the membership is scheduled in a calendar year, the meeting shall be known by the season of the year in which the meeting is held (i.e. Spring Meeting, Winter Meeting, etc.). The Board shall adhere to requirements for prior notification of the membership of scheduled meetings. The Board may cancel any scheduled meeting for sufficient cause. Canceled meetings should be rescheduled as soon as possible.
- 9.2 Other Scheduled Meetings. The Board shall hold at least one (1) other meeting during the year for the purpose of planning future activities of the Chapter. Attendance at said meetings shall be in person or through the use of any means of communication that allows all participating parties to communicate with each other during the meeting. A Board member thus participating shall be deemed to be present in person at the meeting.

9.3 Special Meetings. Special meetings may be called by the President, by a majority of the Board, or by five (5) percent of the membership. The methods and procedures for calling a special meeting shall be included in the Chapter Policy Manual.

9.4 Notice of Meetings. Notice of all scheduled meetings, which shall include the date, time and place of the meeting and a statement of the general nature of business to be transacted shall be provided to each member in good standing. Additional information concerning technical and training programs offered and social events shall be included. Said information, except balloting and voting information that must be distributed by first class US Mail or other method approved by the Board may be provided by publication in the Chapter newsletter.

9.5 Quorum. A quorum to conduct Chapter business at hand during meetings of the Board shall be considered present with such members as may be in attendance. However, such meetings shall be duly scheduled and the membership shall be notified in accordance with these Bylaws.

9.6 Consent to Action Without Meeting. Action required or permitted to be taken at a scheduled meeting or special meeting of members may be taken without a meeting and without prior notice if the action is taken by the members who are entitled to vote and who represent the minimum number of votes necessary to authorize such action at a meeting where all members entitled to vote could have been present. To be effective, such action must be evidenced by written consents describing the action taken, dated and signed by the requisite number of approving members, and delivered to the Secretary. All written consents must be signed and dated within 60 days of the earliest dated consent.

## ARTICLE X

### Chapter Awards Program

The Chapter shall have an Awards program to recognize individuals and organizations for their contribution to solid waste management and public health/ environmental protection. The Board shall be responsible for establishing the criteria for the administration of the Awards program. The Chapter Awards program shall be fully described in the Chapter Policy Manual. It shall be the responsibility of the Awards Committee to recommend modifications to the Awards Program to the Board. Such recommendations may be accepted, amended or rejected by the Board. Candidates for Chapter Awards shall be considered annually. Recommendations for the recipients of awards shall be the responsibility of the Awards Committee. All such recommendations shall be forwarded to the Board for approval. Chapter Awards shall be presented to the recipients at an appropriate time as determined by the Board. Chapter members may be nominated for awards at the Chapter and Association levels simultaneously.

## ARTICLE XI

### Indemnification

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

## ARTICLE XII

### Amendments

These Bylaws may be amended upon the affirmative vote of a majority of members who are present and in person at a scheduled meeting of the membership. Adequate notice of said meeting, including date, time, and place and a list of proposed changes must have been provided to each member. Voting by proxy is prohibited.

## ARTICLE XIII

### Bonding

13.1 Bonding. All officers and the Chapter Director shall be bonded under a policy known as the "Combination Crime Policy," a blanket coverage policy for employee dishonesty. Said blanket coverage shall be in an amount equal to all chapter funds on deposit, invested or otherwise held to the credit of the Chapter rounded upward to the next \$1,000.00 increment as determined annually. Additional coverage under the policy shall include requirements for a \$5,000.00 limit of coverage for theft, disappearance, and destruction of money and securities inside the premises; and a \$5,000.00 limit of coverage for theft, disappearance and destruction of money or securities outside the premises.

13.2 Independent Service Provider. The Independent Service Provider shall be included in the blanket coverage so long as a valid contract or Services Agreement is in effect during the term of the policy. The Administrative Coordinator performs certain Administrative and management functions for the Chapter as an independent contractor and not as an officer, director or employee of the Chapter.

13.3 Combined Crime Policy. The Combined Crime Policy shall be procured at Chapter expense and shall be renewed annually.

## ARTICLE XIV

### Insurance

The Chapter, in conjunction with the Association, shall comply with Association Policy in effect regarding Directors and Officers/Comprehensive General Liability (D&O/CGL) insurance. A complete description of minimum coverage and other pertinent data shall be included in the Chapter Policy Manual.

## ARTICLE XV

### Conformity

Chapter operations and activities shall conform with state and federal laws, these Bylaws, the Association's policies, and the Affiliation Agreement between the Chapter and the Association.

## CERTIFICATE OF SECRETARY

I, Regina M. Hawkins, certify that I am the duly elected and acting Secretary of the SWANA-Florida Sunshine Chapter, Inc., a Florida nonprofit corporation, and that the above Bylaws, consisting of 12 pages (this page included) are the Bylaws of this Chapter as duly adopted at a meeting of the membership held on April 4, 2006, in Panama City, Florida.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Regina M. Hawkins