

**CHAPTER BYLAWS**

**SWANA –**

**FLORIDA SUNSHINE CHAPTER, INC.**

Approved by the Chapter Membership on October 22, 2019.

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# SWANA – FLORIDA SUNSHINE CHAPTER, INC.

## BYLAWS

### ARTICLE I

#### Objectives

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; and 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

SWANA – Florida Sunshine Chapter, Inc. (hereinafter referred to as “Chapter”), is organized under the Florida Not-For-Profit Corporation Act (Chapter 617, Florida Statutes). The Chapter is affiliated with the Solid Waste Association of North America, Inc. (hereinafter referred to as “Association”), a California nonprofit public benefit corporation.

### ARTICLE III

#### Members

3.1 Any individual who joins the Association in any membership class shall receive all membership rights at Association and Chapter functions and activities. A member who works or resides in Florida shall be affiliated with this Chapter unless such member elects affiliation with another chapter. Application for membership in the Association shall be made in writing or by electronic transmittal to the Association Offices. In these bylaws, the terms “in writing” or “written notice” shall include email and other electronic correspondence.

3.2 The status of membership, including the suspension or termination thereof for nonpayment of dues, shall be governed by the Association.

3.3 Membership, and any rights arising from membership, may not be transferred or assigned.

## ARTICLE IV

### Membership Classes

The Chapter recognizes the membership classes established and defined in the Association Bylaws. (See attachment to these Bylaws.)

## ARTICLE V

### Dues & Assessments

5.1 Schedule of Dues. Dues for each membership category shall be established by the Association. The Chapter may establish and levy dues, assessments and fees in addition to the dues of the Association. Such dues, assessments and fees shall be paid directly to the Association Offices.

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 the applicable dues entitles members to all rights, privileges, and benefits of membership in the Association and Chapter.

5.4 Dues and Assessment Management. The timing and manner of invoicing, paying, disbursing and rebating dues shall be determined by the Association. 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 (2) 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 (1) 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 Association (i.e., the Association's Chapter Administrator) and the directors; promptly cosign, copy for files and forward all checks issued against the Chapter's accounts upon receipt from the Chapter Administrator; 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.

The Chapter Administrator is an outside contractor approved by the Chapter Board and paid by the Chapter to provide services as delineated in a separate contract executed between the Chapter and the Chapter Administrator.

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 (2/3) 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 Chapter Board and preside at all meetings. The Chapter Board shall meet at the call of the chair, or upon the request of at least three (3) directors. At least seven (7) of the thirteen (13) Chapter directors must be present and in person to 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 when there is a quorum. The method of voting on questions before the Chapter 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 Chapter Board take the action. Such action must be evidenced by one (1) or more written consents, describing the action taken and approved by each director.

The Chapter 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 simultaneously hear and 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 Chapter Board may be held without notice of the date, time, place or purpose thereof. Special meetings of the Chapter Board shall be preceded by at least seven (7) days' notice of the date, time, place and purpose thereof.

7.2 Number. The number of elected directors shall be eight (8). The elected directors, together with the officers, shall constitute a thirteen (13) member Chapter Board.

7.3 Qualifications. Directors shall be members in good standing at the time of nomination and election and must 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. Each elected director and the Advisory Board Member shall serve for two (2) years and until their respective successor has been duly elected and installed into office. In order to maintain continuity on the Chapter Board, a system of staggered terms shall be utilized. The staggered terms shall include the annual election of four (4) directors. All elected directors and the Advisory Board Member will begin their terms at the start of the Association's fiscal year regardless of the Chapter's fiscal year or the Annual Meeting schedule.

**7.6 Advisory Board Delegate.** The Chapter Board shall designate, select or appoint any officer or director, or past officer or director, in good standing to assume the additional duties of Advisory Board Delegate on the Association's Advisory Board. The purpose of this position is to provide (a) representation for the Chapter on the Association Advisory Board 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 Delegate's term of office, rights and responsibilities shall be governed by the Association Policy Manual.

The Advisory Board Delegate may also serve as a Regional Director on the Association Board of Directors in accordance with the Association's governance structure as specified in the Association Bylaws and Policy Manual.

Part of the Chapter's support for SWANA governance is expressed in a Memorandum of Understanding (MOU) between the chapters in this Region 5. All chapters have signed similar MOUs in their respective regions. The officers and directors are authorized and directed to assure the fulfillment of the MOU terms and conditions and as they may be amended from time to time.

**7.7 Removal of a Chapter Board Member.**

**7.7.1. By the Chapter Board.** Any director elected or appointed by the Chapter Board may be removed from office with or without cause. Such action shall take place during a regular or special meeting of the Chapter Board at which a quorum exists. Removal shall require the affirmative vote of two-thirds (2/3) 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 elected or appointed by the members. 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 Section 617.0808, Florida Statutes, 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 (5) minutes to present his or her reasons for the request to remove a member of the Chapter Board to the members present; the challenged Chapter Board member shall be given up to five (5) minutes to respond. The issue will then be presented to the membership in good standing for a vote. If a vacancy or vacancies occur due to removal of one or more directors by the membership, such vacancy or vacancies shall be filled by majority vote of the members physically 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 Chapter Board by reason other than removal of a director by the members, may be filled by the affirmative vote of a majority of the remaining directors even when the remaining directors constitute less than a quorum, except that an officer shall succeed the president. If no current officer wishes to assume the presidency, the Chapter Board may fill the vacancy from among the Chapter's current directors or committee chairs. Any

individual elected or appointed to fill a vacancy for any reason, 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 Chapter 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; (j) Training and Health & Safety; and (k) Technical Divisions. The incoming President shall appoint all committee Chairs as soon as possible but no later than the first Chapter 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(s) 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 Chapter Board. The slates shall be comprised of members in good standing whose names have been submitted in nominations by any member in good standing. The Chapter Board may

not remove the name of any member in good standing from such slates 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 Chapter Board shall fill the open or vacant director positions at the first meeting of the Chapter 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 Chapter Board shall determine the method used to solicit nominations and a schedule for preparing a slate of officers 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 annually at least six (6) months prior to the beginning of their terms. The proposed slates, instructions on voting procedures, and online ballots shall be sent to members in good standing via electronic mail.

8.4 Casting of Ballots. Members in good standing shall cast their ballots by electronic voting or other method approved by the Chapter Board. All ballots must be received at least thirty (30) days before the end of the Association’s fiscal year. Voting by proxy is prohibited.

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 Meeting or at a time not to exceed thirty (30) days following the close of the election, as determined by the President.

8.5 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 Chapter Board. An incumbent who cannot or will not continue to serve shall resign. Thereupon the Chapter Board shall declare a vacancy and appoint a director under Article 7.8.

## ARTICLE IX

### Meetings of Members

9.1 Meeting. The Chapter Board shall conduct at least one (1) meeting annually with the Chapter membership. The time and place of member meetings shall be determined by the Chapter Board. The Chapter Board may conduct any and all Chapter business during any meeting. If more than one (1) 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 (e.g., Spring Meeting, Winter Meeting, etc.). The Chapter Board shall comply with the requirements

for prior notification of the membership of scheduled meetings as set forth in Section 617.0141 (3) (a)-(e), Florida Statutes. The Chapter Board may cancel any scheduled meeting for good cause. Canceled meetings should be rescheduled as soon as possible.

9.2 Other Scheduled Meetings. The Chapter 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 simultaneously hear and communicate with each other during the meeting. A Chapter 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 Chapter Board, or by five (5) percent of the membership eligible to vote and in good standing. The methods and procedures for calling a special meeting shall be included in the Chapter Policy Manual.

9.4 Notice of Meetings. By becoming a member of the Chapter, all members consent to receive notice via electronic transmission and via electronic network, unless such consent is revoked in a writing delivered by the member to the Chapter. 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 pursuant to Article VIII of these Bylaws, may be provided via email, on the Chapter website, or by any other method approved by the Chapter Board.

9.5 Quorum. A quorum to conduct Chapter business at hand during meetings of the members 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 Proxies/Consent to Action Without Meeting. Members may not vote by proxy. However, 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 ninety (90) days of the earliest dated consent. Within thirty (30) days of receipt of such written consent, the Secretary shall provide notice to all members who were entitled to vote on such action, but who did not provide 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 Chapter 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 Chapter Board. Such recommendations may be accepted, amended or rejected by the Chapter 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 Chapter Board for approval. Chapter Awards shall be presented to the recipients at an appropriate time as determined by the Chapter 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 person 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 for 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 either present and in person at a scheduled meeting of the membership or who participate in an electronic election. Adequate notice of said meeting, including date, time, and place and a list of proposed changes must have been provided to each member. Said information may be provided via email, on the Chapter website, or by any other method approved by the Chapter Board. If an electronic election is held, ballots will be sent to all members in good standing via email and adequate time to vote shall be provided. Voting by proxy is prohibited.

## ARTICLE XIII

### 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 XIV

### Conformity

Chapter operations and activities shall conform with applicable state and federal laws, these Bylaws, Association Bylaws, and the Association Policy Manual.

## CERTIFICATE OF SECRETARY

I, Rebecca Rodriguez, 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 13 pages (this page included) are the Bylaws of this Chapter, as duly adopted by the affirmative vote of the majority of the membership voting in an electronic election held between October 8, 2019 and October 22, 2019.

Dated: 10 . 25 . 2019

  
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Rebecca Rodriguez