

**MICHIGAN GREAT LAKES CHAPTER
OF
THE SOLID WASTE ASSOCIATION OF NORTH AMERICA, INC.**
Affiliated with Solid Waste Association of North America, Inc.
("Association" or "SWANA")

BYLAWS

SECTION 1

Objectives

The objectives of the Chapter are to develop increased professionalism in the field of solid waste management and resource management; to develop environmentally sound, economically competitive, and effective integrated municipal solid waste management systems, including reduction, recycling, collection, transfer, processing, landfilling, and waste-to-energy conversion of solid wastes; and to foster a cooperative atmosphere among solid waste management professionals through dissemination of information, continuing education and professional development and research programs to best serve the public interest.

SECTION 2

Members

- 2.1 Application for SWANA membership shall be submitted to the Association Offices.
- 2.2 Any individual who joins SWANA in any membership class, who resides or works in Michigan, who has not elected affiliation with a different SWANA chapter, whose dues are paid in full, and whose membership status has not been suspended or terminated shall receive all membership rights at SWANA and Chapter functions and activities. Such individual is referred to in these Bylaws as a "member."
- 2.3 Any member may resign from membership by giving written notice to that effect to the Association Offices and to the Chapter Secretary. However, resignation does not release the member from any outstanding financial obligations he or she may have to the Chapter or SWANA.
- 2.4 The Chapter recognizes the membership classes as established and defined in the SWANA Bylaws.

SECTION 3

Dues and Fiscal Year

3.1 Dues for each membership class shall be established by SWANA. By a majority vote of the Board and ratified by a majority of the members, the Chapter may assess additional or special dues.

3.2 The Chapter's fiscal year shall be July 1 thru June 30.

SECTION 4

Officers

4.1 Officers. The officers of the Chapter shall consist of a President, Vice President, Secretary, Treasurer, and Past President. With the exception of the Past President, all officers of the Chapter shall be serving as a director at the time of their election to such office. No person may serve simultaneously in the offices of President and Vice President or President and Secretary. No person may serve more than two successive terms as President or Vice President.

4.2 Term. The respective terms of all officers shall commence upon their election at the Annual Meeting, and they shall serve a two-year term and until their respective successors are elected and installed into office, except in the case of earlier resignation, removal or death.

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

4.4 Vice President. The Vice President shall assume the duties of the President in his or her absence; be the principal advisor to the President on Chapter affairs; plan and manage the Annual Meeting; and perform such other duties incident to the office of Vice President as may be prescribed from time to time by the President or the Board.

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

4.6 Treasurer.

4.6.1 The Treasurer's duties shall include, but not be limited to, attending all Board and membership meetings; collecting all dues and monies due the Chapter; paying of dues rebates to SWANA; and preparing all claims against the Chapter for payment and shall

pay the latter upon approval of the membership present at a regular Chapter meeting or by the Board in regular session.

4.6.2 The Treasurer, without prior approval of the Board, may expend Chapter funds not to exceed \$500.00 per month for ordinary Chapter expenses. With the approval of a majority of the Chapter officers, the Treasurer may expend Chapter funds up to \$2,000.00 per transaction. Expenditures greater than \$2,000.00 require the approval of the full Board.

4.6.3 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 members, the Board, and SWANA showing the financial condition of the Chapter. Reports rendered to the Board shall be submitted as often as the Board deems necessary.

4.6.4 The Treasurer shall prepare and submit such reports and filings as required by federal, state, and local laws.

4.6.5 The Treasurer shall make available all books of accounts and records for an annual audit or at such other times as deemed necessary by the Board.

4.6.6 The Treasurer shall perform such other duties incident to the office of Treasurer as may be prescribed from time to time by the President or the Board.

4.7 Past President. The Past President shall be the immediate past President of the Chapter and shall perform those duties as prescribed by the Board and the President.

4.8 Vacancies. Vacancies may be filled by appointment of the Board, except that the Vice President shall succeed the President and the President shall succeed the Past President. Appointees shall hold office for the remaining term of such office.

4.9 Removal. An officer who has been appointed by the Board may be removed by the majority vote of the Board. An officer who has been elected by the members may be removed only by a vote of two-thirds of the membership.

SECTION 5

Directors

5.1 Directors. The Board shall have full control of the business and affairs of the Chapter.

5.2 Number. The Board of Directors shall consist of five (5) elected members who, together with the officers, shall constitute a 10-member Board. Any member who serves on the SWANA Board shall be an ex officio director with voting privileges.

5.3 Term. Directors shall hold office for a term of two (2) years and until their respective successors are elected and qualified, except in the case of earlier resignation, removal or death. In order to stagger Directors' terms of office, at the direction of the President, the terms of two (2) initial Directors shall be two (2) years; the terms of three (3) initial Directors shall be three (3) years. Following the terms of the initial Directors, the term of office for Directors shall be two (2) years. The first board of directors shall hold office until the first annual meeting of members.

5.4 Meetings. The President, or in his/her absence, the Vice President, shall preside at all Board meetings. The Board shall hold meetings not less than twice per year at the principal offices of the Chapter or at such other place within or without the State of Michigan as the Board shall determine.

5.5 Special Meetings. Special meetings of the Board may be called by the President or any two directors. Upon receipt of such call for a special meeting and at least five days prior to such meeting, the Secretary shall give notice to all directors of the place, date, time, and the purpose(s) of such meeting.

5.6 Notice; Waiver of Notice. In addition to any other reasonable method, written notice of the place, if any, and the date and time of a meeting may be given by electronic mail. Notice of the time, place, and purposes of any meeting of the Board may be waived by any director in writing either before or after the holding of the meeting. A director's presence at or participation in a meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting, or when he or she arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting.

5.7 Action Without a Meeting. Any action that may be authorized or taken at a meeting of the Board may be authorized or taken without a meeting if, before or after the action, all members of the Board then in office consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the board. The consent has the same effect as a vote for all purposes.

5.8 Quorum and Vote. A majority of the directors who are then in office and present at a meeting shall constitute a quorum for the transaction of business at any meeting of the Board. The affirmative vote of a majority of directors present at a meeting shall be an act of the Board.

5.9 Removal; Vacancies. By a majority vote of the members, a director may be removed by reason of (a) unjustified absences from two or more consecutive Board meetings or membership meetings; (b) conviction of a criminal offense; or (c) conduct that is unethical or inimical to the interests or public image of SWANA or the Chapter. Vacancies on the Board caused by death, resignation, removal from office or other than expiration of a term shall be filled for the unexpired portion of the two-year term by the Board, except that the Vice President shall succeed the President.

5.10 Meeting by Means of Communications Equipment. One or more directors may participate in a Board meeting by a telephone conference or other comparable means of remote

communication that permits all persons who participate in the meeting to communicate with all the other participants. Participation of a director at a meeting using such equipment shall constitute presence in person at such meeting.

5.11 Advisory Board Delegate (“AB Delegate”). The Board shall designate one of its directors to serve, when the Chapter is eligible, as the AB Delegate on the SWANA Advisory Board for a two- year term or such other term as the SWANA Policy Manual shall provide. The AB Delegate is a means by which the views and opinions of the Chapter can be directed to the SWANA Board and or SWANA standing committees. The AB Delegate can explain and interpret SWANA policies, actions, and plans to the officers, directors, and members of the Chapter. The AB Delegate rights and responsibilities shall be governed by the SWANA Policy Manual.

5.12 SWANA Board Member. If the AB Delegate, during his or her term, is elected or appointed to a SWANA office, he or she shall resign as AB Delegate, and the vacancy so created shall be filled by vote of the Board.

SECTION 6

Committees

6.1 Generally. Committee structure - Each committee shall be composed of three individuals, one of which must be a current Director, each nominated by the President and approved by the Board per committee. 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 and cannot take independent action requiring time, money or Chapter representation without prior approval from the full Board. The Committees are as follows: (a) Membership Committee; (b) Programs and Arrangements Committee; (c) Bylaws Committee; (d) Nominating Committee; and (e) Young Professionals Committee. The President may appoint such other committees and sub-committees as deemed necessary for conducting the affairs of the Chapter. All committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the President.

6.2 Membership Committee. The Membership Committee recruits new members for the Chapter. A yearly membership goal will be established by the Board at the first meeting of the fiscal year. The Committee shall send an introduction package to all new members. The package shall include a letter of welcome, a list of current officers and directors, the latest Chapter newsletter, Chapter Bylaws, and other Chapter information of interest.

6.3 Programs and Arrangements Committee. The Programs and Arrangements Committee coordinates the Chapter’s seminars and meetings. The annual membership meeting may include a dinner and award ceremony in addition to the regular business meeting.

6.4 Bylaws Committee. The Bylaws Committee shall consider and draft proposed Bylaws amendments when the Committee deems necessary or if requested by the Board to ensure conformity with evolving state law, SWANA bylaws and policies, and Chapter organizational functions. Any such proposed amendments shall be presented to the Board.

6.5 Nominating Committee. The Nominating Committee shall consist of the Past President and two Directors for the purpose of nominating officers and directors for the ensuing year. This Nominating Committee shall submit its recommendations to the Board at the regularly scheduled 2nd Board meeting of the year. The Past President shall be the presiding officer of the Nominating Committee. Notice of nomination shall be made known to the membership at least 15 days in advance of the annual membership meeting. The Nominating Committee shall make every reasonable effort to solicit nominations for the Board from the membership and present only the names of members who have consented to serve if elected.

6.6 Young Professionals Committee. The function of the Young Professionals (YP) Committee is to encourage involvement of YP members in the Chapter and to advance and serve the needs of the YP members.

SECTION 7

Elections

7.1 Qualifications. Officers and directors shall be elected from current Chapter members.

7.2 Election of Directors. The election of directors shall be conducted by secret ballot distributed by the Secretary via mail, email, electronic survey or fax to all members entitled to vote at least 15 calendar days prior to the annual membership meeting and returned to the Secretary at least three business days prior to such meeting. A simple majority of votes cast shall constitute election. Efforts will be made to stagger the terms so that approximately one-half of the Directors will be elected each year. In the event of a tie between nominees, the winner shall be determined by the toss of a coin.

7.3 Election of Officers. The President, Vice President, Secretary and Treasurer shall be elected by majority vote of the Board of Directors. In the event of a tie between nominees, the winner shall be determined by the toss of a coin.

7.4 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.

SECTION 8

Meetings of Members

8.1 Annual Meeting. The annual membership meeting shall be held on such date and at such place as shall be fixed by the Board and with notice to the members.

8.2 Regular Meetings. Member meetings may be called by (a) the President, (b) a majority of the directors, or (c) the lesser of (i) 10 percent of members or (ii) 25 members. Regular meetings of the members shall be held at such time and place as is determined by the Board after consultation with the Programs and Arrangements Committee. Any meeting may be canceled by the Board for sufficient cause, unless such meeting was called by the members. At every member meeting, the Chair of the Membership Committee shall present a list of members based on information furnished by the SWANA Membership Department. Such list shall entitle the members named therein to vote at such meetings.

8.3 Special Meetings. Special meetings of the members may be held at any time by call of the President, a majority of the Board, or 10 percent of the membership. Upon receipt of such call for a special meeting, the Secretary shall cause notice of the special meeting to be given at least fifteen (15) days prior to such meeting.

8.4 Notice of Meetings. Written notice of regular meetings shall be sent to the membership not less than ten (10) or more than thirty (30) days before the date of the meeting. Notice of the annual meeting shall be sent to the membership not less than ten (10) days or more than thirty (30) days before the meeting. Prior "Hold the Date" notices do not constitute official written notice for meetings. Written notice of the place, date, time and purposes of a meeting may be given by postal mail or electronic mail. The annual schedule will be posted or sent to all members within 30 days of approval by the Board at the annual meeting. Notice of the purposes of a meeting shall include notice of any matter a member intends to propose, if such matter is a proper subject for member action and if the member notified the Board in writing of the member's intention to present the proposal at the meeting.

8.5 Quorum. Members, present in person, entitled to cast ten percent (10%) of the total number of votes entitled to be cast at a meeting of members shall constitute a quorum for the transaction of any business. If less than a quorum is present, the majority of the votes represented in person may adjourn the meeting to a specific date, time and place, and the Secretary shall notify the absent members of such adjourned meeting.

8.6 Meeting Participation. A member may participate in a meeting of members by a telephone conference or other means of remote communication that permits all persons who participate in the meeting to communicate with all the other participants. All participants shall be advised of the means of remote communication. Such participation constitutes presence in person at the meeting.

8.7 Action Without a Meeting. Any action the members are required or permitted to take at an annual or special meeting, including the election of directors, may be taken without a meeting if the Secretary provides a ballot to each member that is entitled to vote on the action in the

manner for providing notice of meetings of members. The ballot provided shall meet all of the following: (a) set forth each proposed action; (b) provide an opportunity for the members to vote for or against each proposed action; (c) specify a time by which the Secretary must receive a ballot in order to be counted as a vote of the member. The time specified shall be not less than 20 or more than 90 days after the date the Secretary provides the ballot to the members. An action is considered approved by the members by ballot if the total number of members voting or the total number of member votes cast in ballots timely received by the Secretary equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by members present was the same as the number of votes cast by ballot.

SECTION 9

Indemnification

9.1 The Chapter shall indemnify to the fullest extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that such person is or was a director, officer, employee or volunteer of the Chapter or is or was serving at the request of the Chapter as a director, trustee, officer, member, manager, employee or volunteer of another domestic or foreign nonprofit corporation, business corporation, partnership, limited liability company, joint venture, trust, or other enterprise including SWANA. Notwithstanding the foregoing, any past or present director, officer, employee or volunteer of the Chapter shall not be relieved from any liability to the Chapter or SWANA imposed by law, including liability for fraud, bad faith or willful neglect.

9.2 Any indemnification shall be made by the Chapter only if authorized in the specific case based on a determination that indemnification of the director, officer, employee, non-director volunteer, or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth in Mich. Comp. Laws §§ 450.2561 and 450.2562 and based on an evaluation that the expenses and amounts paid in settlement are reasonable. The Chapter shall make a determination and evaluation in the manner provided by law. Requests for indemnification shall be made in writing to the Board within 30 days after the earlier of the following: (a) commencement of any action, suit or proceeding, or (b) circumstances providing good reason to anticipate commencement of any action, suit, or proceeding. In its sole discretion, the Board may waive any failure of a person to timely request indemnification.

SECTION 10

Amendments

These Bylaws may be amended or repealed, and new bylaws may be adopted upon the affirmative vote of a 2/3 majority of the voting members present in person at a regular or special membership meeting or 2/3 of the voting members returning ballots.

SECTION 11

Conformity

All Chapter programs and activities shall conform with the SWANA Bylaws, SWANA Policy Manual, these Bylaws, and applicable local, state and federal law.

Approved _____ (Date) _____