

BY – LAWS

**ILLINOIS LAND OF LINCOLN CHAPTER
OF THE
SOLID WASTE ASSOCIATION OF NORTH AMERICA, INC.
[Affiliated with the Solid Waste Association of North America, Inc.,
A California nonprofit public benefit corporation (“Association” or “SWANA”)]**

Objectives

The objectives of the Association are to develop increased professionalism in the field of solid waste management, to develop environmentally sound, economically competitive, and effective integrated solid waste management systems, including reduction, reuse, recycling, collection, transfer, processing, landfilling and waste-to-energy conversion of solid waste; 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.

Article I / Section 1

Membership

Any individual who joins the Association in any membership class shall receive all membership rights at Chapter functions and activities, and otherwise participate in the Chapter’s business and financial matters.

- 1.1 Application for membership shall be made in writing to the Association Offices.
- 1.2 Association membership may be suspended or terminated in accordance with the SWANA Policy Manual.
- 1.3 Any member may resign by so advising the Association Offices and the Chapter Secretary in writing. However, resignation does not release the member from any outstanding financial obligations the member may have to the Chapter or to SWANA.

Article I / Section 2

Membership Classes

Membership classes and eligibility therefore are set forth in the Association Bylaws.

Article II

Dues and Assessments

- 2.1 Schedule of Dues. Pricing for each membership category appears on the Association website. The Chapter may establish and levy dues, assessments and fees in addition to amounts due to the Association.
- 2.2 Fiscal Year. The Chapter's fiscal year shall be July 1 through June 30.
- 2.3 Dues Payment Confers Benefits. Except as otherwise provided in the by-laws, the payment of dues entitles members to all privileges and benefits of membership in the Association.
- 2.4 Dues and Assessments Management. The timing and manner of invoicing and paying dues shall be governed by the Association Policy Manual. Chapter practices and procedures shall be consistent with dues and assessments policies established from time to time by the Association's Board of Directors.

Article III

Officers

- 3.1 General. The officers shall consist of a President, Vice President, Secretary, Treasurer, Advisory Board Delegate and immediate Past President. All Chapter officers shall be members in good standing.
- 3.2 President. The President shall call and preside at all membership meetings and board meetings, shall nominate all committees, shall execute or approve on behalf of the Chapter all contracts, bonds and other written instruments approved by the Board, shall supervise and manage the business affairs of the Chapter, and shall perform such other duties incident to the office of President as may be prescribed

from time to time by the Board. The final duty of the President's term will be to deliver a packet of information for each incoming Board member which outlines the Board members' responsibilities to the chapter.

3.3 Vice President. The Vice President shall assume the duties of the President in his/her absence, shall be the principle advisor to the President on Chapter affairs, and shall perform other tasks incidental to the office of Vice President, as the Board shall prescribe.

3.4 Secretary. The Secretary shall keep full and correct minutes of all proceedings of the Chapter, its members, directors and committees, shall issue notices required by law and these by-laws, shall maintain Chapter records other than financial records, shall prepare and submit required annual, periodic or special reports, and shall perform such other duties as the Board shall prescribe.

3.5 Treasurer.

3.5.1 The Treasurer's duties shall include, but not be restricted to, attending membership meetings and Board meetings, collecting all monies due and owing to the Chapter, paying amounts due to the Association, and paying all just and valid debts and obligations of the Chapter upon approval of the Board.

3.5.2 The Treasurer, without prior approval of the Board, may incur an indebtedness not to exceed \$500.00 per month for ordinary Chapter expenses.

3.5.3 The Treasurer shall keep a correct and complete record of all monetary transactions, shall have general charge of the books of accounts and financial records of the Chapter, shall render periodic and required financial reports of the Chapter, and shall render periodic and required financial reports to the Board, to the Association, and to the membership showing the financial condition of the Chapter. Reports to the Board shall be rendered as often as the Board deems necessary.

3.5.4 The Treasurer shall prepare and submit such financial reports as required by federal and state laws.

3.5.5 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.

3.6 Advisory Board Delegate.

3.6.1 The Advisory Board Delegate shall serve as the Chapter's representative on the Association's Advisory Board . The purpose of the Advisory Board is to provide guidance to the SWANA Board of Directors on the Association's policies, programs, actions and plans.

3.6.2 The term of this position, as well as Delegate rights and responsibilities, shall be governed by the SWANA Policy Manual.

3.6.3 Part of the Chapter's support for SWANA governance is expressed in a Memorandum of Understanding (MOU) by and among all SWANA chapters in this Region. 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.

3.7 Vacancies. The Board shall declare and fill vacancies in any office, except that the Vice President shall be the successor to the President. Appointees shall hold offices for the remaining portion of the former officer's term.

Article IV

Directors

4.1 General. The Board of Directors shall manage the activities, property and affairs of the Chapter. 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 and not less than twice a year. Special meetings of directors may be called by the President or any two directors. Upon receipt of such call for a special meeting, the Secretary shall give notice to all directors of the place, date and time of such meeting and the purpose(s) for which the meeting was called. A majority of the number of the directors fixed under these by-laws shall constitute a quorum for the transaction of business. All questions, except the removal of a director or an officer or the expulsion of a member, shall be decided by a majority vote of

directors present at a meeting at which a quorum exists. Any action that can or must be taken at a directors' meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the directors. Notice of a meeting need not be given to any director who, before or after the meeting, signs a waiver of notice which is filed with the records of the meeting. No director may act by proxy on any matter.

4.2 Number. The Chapter shall have five (5) elected directors who, together with the officers, shall constitute an eleven (11) member Board.

4.3 Qualification. All directors shall be, Public Sector, Private Sector, Small Business Individual, Young Professional or Retired Members in good standing.

4.4 Term. As described in Section 5.2.

4.5 Removal. An officer or director may be removed, with or without cause, by the affirmative vote of two-thirds of the existing board members at a meeting of the Board, provided that written notice of such meeting is given in the manner and form prescribed by law.

4.6 Vacancies. By a vote of two-thirds of the board members, the Board may declare a vacancy on the Board or in any office by reason of (a) two or more consecutive unjustified absences from Board or Chapter meetings, (b) conviction of a criminal offense, or (c) conduct manifestly unethical or contrary to the best interests of the Chapter. All vacancies on the Board shall be filled by the affirmative vote of a majority of the remaining members of the Board of Directors. An officer or director so appointed shall serve for the remaining portion of the former officer's or director's term.

4.7 Committees.

4.7.1 Executive Committee. The Executive Committee shall be composed of the President, Vice President, Treasurer, Secretary, Advisory Board Delegate and Past President.

4.7.2 Audit Committee. The audit committee, which shall consist of three current Board members, shall be appointed by the President (who shall designate

the committee chair) and confirmed by a majority of the other members of the Board. Preferences for appointment should be given to a past Treasurer and a past Secretary. The committee shall oversee the Chapter's financial affairs and, at such time as the Board directs, shall conduct a financial audit. In addition, the committee shall tally the results of (a) all elections of directors and officers and (b) voting on such other issues and matters as the Board shall direct. All such results shall be reported to the members and to the Board.

4.7.3 Technical Division Director. This position will be appointed by the President and will represent the Chapter's members in response to inquiries of the Association's Technical Divisions.

4.7.4 Committees. The President may appoint such other committees as necessary for conducting the business and affairs of the Chapter. All such committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the President.

4.7.5 Association Data Base. The President shall appoint, with the affirmation of the Board, two members of the Board to have access to and maintain the Association's Chapter member data base.

Article V

Elections

- 5.1 Qualifications. Officers and directors of the Chapter shall be elected from members in good standing. No person may serve simultaneously as President and Vice President or as President and Secretary.
- 5.2 Election of Officers. The President, Vice President, Secretary, and Treasurer shall be elected by majority vote of the members present in person at the last membership meeting of the fiscal year, which shall be the annual meeting of the Chapter. Except for the Advisory Board Delegate who shall be appointed by the Chapter President for such term as the Policy Manual so provides, all officers shall serve for a one-year term and until their respective successors shall have been duly elected.

- 5.3 Election of Directors. Directors shall be elected by an affirmative vote of a majority of the votes present and voted in person at the annual meeting. Two (2) Directors shall be elected at the annual meeting in each odd numbered year and three (3) Directors shall be elected at the annual meeting in each even numbered year. Each Director shall serve for two years and/or until their respective successor shall have been duly elected.
- 5.4 Advisory Board Delegate. The Advisory Board Delegate shall be appointed by the incoming President and be approved by a majority of the Officers and Directors present at the last meeting of the fiscal year which shall be the annual meeting of the Chapter.
- 5.5 Succession in Office. An appointed Director may succeed him/herself. An appointed Officer may succeed him/herself. An elected Director may succeed him/herself. An elected Officer may succeed him/herself. A former Officer shall be eligible for a position on the Board.
- 5.6 Nominations. At least ninety (90) days in advance of the annual meeting a Nominating Committee shall be formed. The Nominating Committee shall consist of the two (2) immediate Past Presidents and the current President. The most immediate Past President shall serve as the Chair of the committee. The Nominating Committee shall make recommendations for candidates to fill vacancies on the Board of Directors by submitting one name for each vacant position. The Nominating Committee shall furnish a slate of candidates to the general membership by written notice a minimum of sixty (60) days before the annual meeting. At the Chapter meeting prior to the annual meeting, and at the annual meeting, nominations from the floor shall be accepted. Any person nominated for a vacancy may be elected by a majority of the members present at the annual meeting.

Article VI

Meetings of Members

- 6.1 Annual Meeting. An annual meeting of the members shall be held on such date and at such time and place as the Board shall determine. If extenuating circumstances require a change, any such change shall be approved by the Board.

6.2 Meetings of Chapter. Chapter meetings shall be held on a monthly basis excluding the months of July and August. The Board may cancel or add any meeting dates, as they deem necessary.

6.3 Special Meetings

6.3.1 Special meetings of the members may be called by the President or by a majority of the Board. Upon receipt of such call for a special meeting, the Secretary shall cause notice of the special meeting to be given as hereinafter provided. Upon the written request of members representing not less than ten percent (10%) of all the votes entitled to be cast at a meeting, the Secretary shall call a special meeting of members for the purpose specified in such request and shall cause notice thereof to be given as hereinafter provided.

6.3.2 The Executive Committee, in its discretion, may conduct business in executive session on personnel matters, pending or anticipated litigation, or other matters which, if discussed in open session, would violate lawful privilege or disclose information protected by law. The proceedings of any executive sessions shall be confidential, and no votes or minutes shall be taken during such proceedings. Final action on matters discussed in executive session shall be taken at an open meeting. Whenever an executive session is held, the Executive Committee shall post a notice of the general subject matter of such meeting immediately outside the meeting room.

6.4 Notice of Meetings

6.4.1 Written notice stating the place, date and time of all meetings and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be given to each member entitled to vote at such meeting not less than five (5) days nor more than sixty (60) days before the scheduled meeting date. Notice of the annual meeting shall be given to each member not less than sixty (60) days before the scheduled meeting date. Notice shall be delivered to a member at his/her residence or usual place of business. Delivery to the member shall be postage prepaid, facsimile or email, at his/her address as it appears on the Chapter records.

6.4.2 The Chapter may maintain a mailing list separate from the membership list of individuals who do not carry the benefits of membership, for the purpose of sending notices of Chapter meetings and events, via prepaid postage, facsimile or email. Any individual who is not a member of the Chapter may attend Chapter meetings and events, with the concurrence of the Board, but do not have the right to vote or otherwise exercise rights only accorded to members.

6.5 Quorum. Ten percent (10%) of the votes entitled to be cast on a matter, represented in person at any meeting, shall constitute a quorum. If less than a quorum is present, the majority of those present may adjourn the meeting to a specific date, time and place, and the Secretary shall notify the absent members of such adjourned meeting.

6.6 Proxy Voting Prohibited. Proxy voting by members is prohibited.

Article VII

Indemnification

The Chapter shall indemnify and hold harmless any person who shall be a director or officer of the Chapter or of the Association from and against any and all actions, claims, demands, lawsuits, losses, damages, costs and expenses (including reasonable attorney's fees) that arise or are asserted against such person in connection with Chapter 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.

Any indemnification shall be made by the Chapter only as authorized in each specific case by the Board upon determination that indemnification is proper. Requests for indemnification shall be made in writing to the Board within thirty (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 action, suit, claim or demand.

Article VIII

Amendments

Upon not less than thirty (30) days' notice to members, these by-laws may be amended upon the affirmative vote of two-thirds (2/3) of the votes present and voted at a meeting of members. The Secretary shall provide written notice to members of any meeting where any amendment(s) to the by-laws will be considered. Such notice shall include a copy of the proposed amendment(s) or a summary thereof.

Article IX

Conformity

Chapter operations and activities shall conform with state and federal law, these by-laws, and the Association Policy Manual.

Amended _____, 2019