



**BYLAWS OF THE
SOUTHERN NEW ENGLAND CHAPTER OF THE SOLID WASTE ASSOCIATION OF
NORTH AMERICA, INC. (Revised January 2025)
(Affiliated with Solid Waste Association of
North America, Inc.)**

ARTICLE I

Members

1.1 Generally

- 1.1.1 Application for membership in this Chapter shall be made in writing to the Association Offices.
- 1.1.2 Any member may resign from membership by giving written notice to the Association Offices with an optional courtesy copy to the Chapter Secretary. The status of membership, including the suspension or termination thereof for nonpayment of dues, shall be governed by the Association.

1.2 Membership Classes

- 1.2.1 Any individual who joins the Association in any membership class shall receive all membership rights at Association or Chapter functions and activities, regardless of residence. Members attending functions or activities sponsored by a Chapter other than their own have no right to vote or otherwise participate in such Chapter's business and financial matters.
- 1.2.2 The Chapter recognizes the membership classes established and defined in the Association Bylaws. The Association membership class descriptions are included as Attachment A to these bylaws, which is excerpted from the Solid Waste Association of North America By-Laws (amended December 2018, taking affect July 2019).

ARTICLE II

Dues and Assessments

2.1 Schedule of Dues

The Association shall determine dues for each membership category.

- 2.2 Calendar Year
The Chapter's calendar year shall be January 1 through December 31.
- 2.3 Benefits
The payment of dues entitles members to all privileges and benefits, which may accrue from membership in the Chapter and Association.
- 2.4 Dues and Assessments Management
The Association shall govern the timing and manner of invoicing, paying, disbursing and rebating dues.

ARTICLE III

Duties of Officers, Directors, and Committees

- 3.1 Powers and Duties: The Board of Directors shall constitute the Chapters governing body, shall plan and oversee its activities and affairs, including but not limited to management, operations, finances and polices. Directors shall perform their responsibilities under law and shall faithfully comply with normal standards of conduct applicable to such positions. To the extent practicable, there shall be at least one elected Director from Massachusetts, one Director from Rhode Island and one Director from Connecticut, qualified by either their place of residence or their primary work location. In the event that this is not obtainable, the Board may consist of Directors from any combination of the six New England States plus New York as nominated and elected. Preference is to be given to the three primary states associated with the Southern New England area. Additionally, one of the Directors may be designated as a Young Professional representative as defined by the Association, if available. No member may represent more than one vote on any motion, proposal, action or other matter.
- 3.2 Officers
The officers shall be (in the order of seniority) President, Vice President, Treasurer, Secretary, Past President. All Chapter Officers shall be members in good standing.
- 3.2.1 Qualifications
All Officers of the Chapter shall be members in good standing. Those Officers or Directors who represent the Chapter shall preferably reside in or have their work office in the jurisdiction which includes Massachusetts, Rhode Island and Connecticut.
- 3.2.2 Term
The term of office of an elected officer shall be **two years**. Terms shall run for successive Calendar Years following the election.
- 3.2.3 President
The President shall call and preside at all meetings of the membership and the board of directors, shall nominate all committees, shall execute or approve on

behalf of the Chapter all contracts, bonds and other written instruments approved by the board of directors, shall supervise and manage the business affairs of the office of President as may be prescribed from time to time by the board of directors.

3.2.4 Vice-President

The Vice President shall assume the duties of the President in his/her absence, shall be the principal advisor to the President on Chapter affairs, and shall perform other tasks incidental to the office of Vice President as may be prescribed by the board of directors.

3.2.5 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 these bylaws, 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 may be prescribed by the board of directors. Whenever, by law or other authority, an action may or shall be taken or performed by the clerk of a corporation, such action shall be taken or performed by the Secretary, and he or she may use the title "Clerk." The Secretary shall assume the duties of the President only in the absence of the President, Vice President and Treasurer.

3.2.6 Treasurer

3.2.6.1 The Treasurer's duties shall include, but not be restricted to, attending meetings of the membership and the board of directors, 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 thereof by the board of directors.

3.2.6.2 The Treasurer shall assume the duties of the President in his/her absence only in the absence of the Vice President.

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

3.2.6.4 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 reports to the board of directors, to the Association, and to the membership showing the financial condition of the Chapter. Reports to the board of directors shall be rendered as often as the board deems necessary.

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

3.2.6.6 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 of directors.

3.2.6.7 In addition to the Treasurer, the President shall also be listed on the bank account for the Chapter. At no time shall there be only one person listed on the bank account.

3.2.7 Vacancies

The board of directors shall fill vacancies in any office, except that the Vice President shall succeed the President. In the absence of the Vice President, the vacancy shall be filled by the Treasurer then Secretary, in that order, until such time that a new election can be arranged for a successor to the President. This election shall be held within 60 days of the vacancy occurring. Appointees shall hold office for the remaining portion of the former officer's term.

3.3 Directors

3.3.1 Number

The total number of elected Directors shall be twelve (12), including the President, Vice President, Treasurer, Secretary, Past President, and seven other directors.

3.3.2 Qualification

All directors shall be members in good standing. Directors who represent the Chapter shall preferably reside in or have their work office in the jurisdiction which includes Massachusetts, Rhode Island and Connecticut.

3.3.3 Election

Except for the officers, who serve as directors ex officio, all directors shall be elected by vote of the membership as stated in Section 4.2 during every even year. (Example 2020, 2022, etc.)

3.3.4 Term

The term of office of an elected director shall be **two years**. Terms shall run for successive Calendar Years following the election.

3.3.5 Regional Memorandum of Understanding

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 8. 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.

3.3.6 Vacancies

By a vote of two-thirds of its members, the Board may declare a vacancy within the Board or 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 directors. A director so elected shall serve for the unexpired term of his/her predecessor.

- 3.4 Advisory Board Delegate and Regional Director
The board shall designate one of its members to serve as Advisory Board Delegate on the Association Advisory Board. That designee may also serve as Regional Director if elected under the Region 8 MOU. The purpose of this position is to provide mechanisms for the expression of the Chapter's views and opinions and for the explanation to Chapter members of the Association's policies, actions and plans. The board may designate another board member to serve as alternate Advisory Board Delegate. The Advisory Board Delegate shall have such rights and shall fulfill such responsibilities as set forth by the Association.
- 3.5 Committees
The following standing committees, which shall consist of at least three members, shall be nominated by the President and confirmed by a majority of the other members of the board: (a) Membership, (b) Programming, (c) Scholarship and (d) Audit. 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 calendar year, unless otherwise specified by the President.
- 3.6 Removal of Officers and Directors.
- 3.6.1 For Cause. The Board may remove a director or an officer who has violated the standards of conduct applicable to such position, including malfeasance, misconduct, or other aggression against the organization. Removal shall be an affirmative vote of at least nine (9) members of the Board.
- 3.6.2 Without Cause. A director or an officer may be removed by an affirmative vote of eleven (11) members of the Board.

ARTICLE IV

Elections

- 4.1 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.
- 4.2 Election of Officers
The President, Vice President, Secretary and Treasurer shall be elected by majority vote of the members present in person or by proxy at the last membership meeting of the calendar year, which shall be the annual business meeting of the Chapter. All officers shall serve until their respective successors have been duly elected and qualified.

- 4.3 Election of Directors
Directors shall be elected by majority vote of the members present in person or by proxy at the Annual Business meeting of the Chapter. All Directors shall serve until their respective successors have been duly elected and qualified.
- 4.4 Succession in office
Except for the secretary and the treasurer, no officer may serve more than two consecutive terms in office. A former officer shall be eligible for a position on the Board of Directors upon the expiration of his/her term as an officer and may serve again as an officer for a term or terms commencing at least two years after the end of his/her term as an officer. An appointed officer may serve for two elected terms beyond the term they were appointed for.
- 4.5 Nominations
The President shall appoint two members in good standing to serve on a committee for the purpose of nominating officers and/or directors. This Nominating Committee shall submit its recommendations to the Board of Directors in advance of the annual business meeting of the Chapter. Nominations shall be allowed from the floor at the Annual Business meeting. Notice of nomination by the Nomination Committee shall be made known to the membership of the Chapter sixty (60) days in advance of the Annual Business meeting.
- 4.6 Elections
Elections as set forth in these by-laws shall occur as stated in Section 4.2 during every even year. (Example 2020, 2022, etc.)

ARTICLE V

Meetings of Members

- 5.1 Annual Meeting
An Annual Meeting of the members shall be held each calendar year at such time and place as the Board of Directors shall determine by resolution, unless extenuating circumstances require a change, which shall be approved by the Board of Directors. Further, said Annual Meeting may be conducted remotely via the internet if an in-person meeting is not feasible because of weather, natural disaster, pandemics, order of Local, State or Federal officials prohibiting gathering, or other valid reason.
- 5.2 Meetings of Chapter
- 5.2.1 Meetings of the Board of Directors shall be held at such time and place as is determined by the Officers, but in no event less frequently than four (4) times per year. This meeting can be held either in person or via tele-conference to conduct routine normal business of the Chapter. Any action that is typically taken at a Directors meeting may, however, be taken without a meeting by consent in writing electronically or otherwise, setting forth the action taken, is signed by a majority of the Directors. Such action shall be recognized in the minutes of the following Directors meeting. Notice of a meeting need not be given to any Director if he/she,

before or after the meeting, signs a waiver of notice, which is filed with the records of the meeting.

5.2.2 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 two (2) times each year, inclusive of the Annual Meeting. The Board of Directors for sufficient cause and with notice to the members may cancel any previously scheduled and announced meeting. Further, said meetings may be conducted remotely via the internet if an in-person meeting is not feasible because of weather, natural disaster, pandemics, order of the Governor prohibiting gathering, or other valid reason.

5.3 Special Meetings

Special meetings of the members may be called by the President, by a majority of the Board of Directors, or by ten (10) percent of the Chapter members in good standing. Request for a Special meeting shall be in writing, either electronically or other means, and delivered to the Secretary. Upon receipt of such call for a special meeting, the Secretary shall cause notice of the special meeting to be given as hereinafter provided.

5.4 Notice of Meetings

Written notice of a meeting shall be given by the President or Secretary via email, chapter website, or other electronic means to each member who is entitled to vote at such meeting, based on records available at the time of such notice. Such notice shall state the place, date and time of the meeting and:

- a) In the case of a Board meeting, notice shall be given no less than five (5) days prior to the meeting and include those matters which the Board, at the time the notice is given, intends to present for action by the Board; or
- b) In the case of a Special meeting, notice shall be given no less than thirty (30) days prior to the meeting and include the general nature of the business to be transacted with no other business allowed to be transacted; or
- c) In the case of the Chapter meetings, notice shall be given no less than thirty (30) days prior to the meeting.
- d) In the case of the Annual Meeting where elections shall occur, notice shall be given no less than sixty (60) days prior to the meeting and shall include the names of all individuals recommended by the Nominating committee for the Board of Directors.

5.5 Quorum

5.5.1 Board of Director meetings - A majority number of directors fixed under these bylaws shall constitute a quorum for the transaction of business. All questions, except the removal of a director from office, shall be decided by majority vote of Directors present at a meeting at which a quorum exists. 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.

5.6 Proxies

A member may vote in person or by proxy. All proxies shall be in writing, signed by the member, dated and delivered to the Secretary prior to the meeting. No proxy shall be valid if it is dated more than six months before the meeting designated therein, and no proxy shall be valid after final adjournment of such meeting.

5.7 Electronic Voting

Electronic votes are acceptable as directed by the President. Board members may respond to electronic polls as coordinated by the President. Vote decisions shall carry by quorum of the Bboard.

ARTICLE VI

Indemnification

6.1 The Chapter shall indemnify and hold harmless any person who shall be a director or officer of the Chapter from and against any and all actions, claims, lawsuits, and demands, including reasonable attorneys' fees and expenses defending the same, which might arise or be 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.

6.2 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 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 an action, suit or proceeding.

ARTICLE VII

Amendments

7.1 Upon due notice to members, these bylaws may be amended upon the affirmative vote of a majority of the membership.

ARTICLE VIII

Conformity

- 8.1 Chapter operations and activities shall conform to state and federal law, these bylaws, the SWANA Bylaws and the Association Policy Manual.