

SWANA CALIFORNIA GOLD RUSH CHAPTER, INC.

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

By-Laws **approved March 11, 2020**

ARTICLE I

Members

- 1.1. Application for membership shall be made in writing to the Association Offices. All memberships are Association memberships. Any member who works or resides in the Chapter Territory (Sec. 1.5) shall be affiliated with this Chapter unless such person elects affiliation with a different chapter.
- 1.2. The status of membership, including suspension or termination thereof for nonpayment of dues or for other reasons, shall be governed by the Association.
- 1.3. Any member may resign from membership by giving written notice to the Association Offices and the Chapter. Such action shall not relieve the resigning member from any obligations to the Association and the Chapter incurred prior to resignation, and shall not diminish the right of the Association and the Chapter to enforce such obligations or obtain damages for their breach.

Membership Classes

- 1.4. The SWANA California Gold Rush Chapter, Inc. (Chapter) recognizes the membership classes established and defined in the Association Bylaws.

Chapter Territory

- 1.5. The territory of the Gold Rush Chapter is all those counties in California north of and including the Counties of Monterey, San Benito, Santa Clara, Stanislaus, Tuolumne, and Mono.

ARTICLE II

Dues and Assessments

- 2.1 **Schedule of Dues.** Dues for each membership category shall be established by the Association Board of Directors (“SWANA Board”). 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 these Bylaws, 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, paying, rebating and disbursing dues shall be governed by the Association Offices. Chapter practices and procedures shall be consistent with dues and assessments policies established from time to time by the Association.

ARTICLE III

Officers

- 3.1 **Generally.** The officers shall consist of a president, a vice president, a secretary, a treasurer, and the immediate past president.
- 3.2 **President.** The president shall call and preside at all meetings of the membership and of the board of directors (also referred to herein as Chapter Board), shall nominate all committees, shall execute or approve on behalf of the Chapter all contracts, bonds, and other written instruments approved by the Chapter Board, shall supervise and manage the business affairs of the Chapter, and shall perform such other duties as may be prescribed from time to time by the Chapter Board.
- 3.3 **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 Chapter Board.
- 3.4 **Secretary.** The secretary shall keep full and correct minutes of all proceedings of the Chapter, its members, directors, and committees, shall prepare and issue notices required by these Bylaws, shall prepare and review correspondence, shall maintain Chapter records other than financial records, shall prepare and submit required annual, periodic, or special reports, and shall perform such other duties (including serving as acting treasurer) as may be prescribed by the Chapter Board.
- 3.5 **Treasurer.** The treasurer's duties shall include, but not be restricted to, attending meetings of the membership and the Chapter Board, 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 Chapter Board.
- (a) The treasurer, without prior approval of the Chapter Board, may incur an indebtedness not to exceed \$1,000.00 per month for ordinary Chapter expenses.
 - (b) 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 Chapter Board, to the Association, and to the membership showing the financial condition of the Chapter. Reports to the Chapter Board shall be rendered as often as the Chapter Board deems necessary.
 - (c) The treasurer shall prepare and submit such financial reports and other filings as are required by federal and state laws.
 - (d) 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 Chapter Board.
- 3.6 **Immediate Past President.** The immediate past president shall serve as an advisor to the officers and assist the Chapter Board as directed by the president.
- 3.7 **Vacancies.** The President shall recommend candidates for the Chapter Board's consideration to fill vacancies in any office except that the vice president shall succeed the president. Upon confirmation by majority vote of the directors, appointees shall hold office for the remaining portion of the former officer's term. Vacant officer positions may be filled by current directors or as per Section 4.4.

ARTICLE IV

Directors & Committees

- 4.1 **Generally.** The Chapter Board shall manage the activities, property, and affairs of the Chapter. The president or, in his/her absence, the vice-president shall chair the Chapter Board and preside at all meetings. The Chapter Board shall hold its regular meetings in conjunction with regular membership meetings and shall so meet 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 at least 48 hours' notice delivered personally or by telephone (including voice mail) or e-mail to all directors of the place, date, and time of such meeting and the purpose(s) for which the meeting was called. For the transaction of business, a quorum shall be defined as the number of directors equal to 50% of the current number of directors then holding office plus one (1). 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. 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 so taken, is signed by all the directors. Such consents may be solicited and submitted electronically. 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 or if such director participates without objection in such meeting.
- 4.2 **Number.** The number of elected directors shall be a maximum of 18, which shall consist of not less than eight but not more than eleven Public Sector Members and not less than four but not more than seven Private Sector Members. Not more than three Life Members or Retired Members who are or were employed in the public sector may fill the director positions set aside for Public Sector Members. The elected directors, the five officers, and any ex officio directors as provided in Section 4.6 shall constitute a maximum 25-member Chapter Board.
- 4.3 **Term.** Elected directors under Article V shall serve two-year staggered terms. Directors nominated and appointed mid-year shall serve until the next annual election.
- 4.4 **Vacancies.** By a vote of two-thirds of its members, the Chapter Board may declare a vacancy within the Chapter Board or in any office by reason of (a) two or more consecutive unjustified absences (as determined by the president) from Chapter Board or Chapter meetings, (b) conviction of an offense punishable by imprisonment in a correctional institution, or (c) conduct manifestly unethical or contrary to the best interests of the Chapter or the Association. The president shall recommend candidates to the Chapter Board to fill vacancies. All such vacancies 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.
- 4.5 **Advisory Board Delegate.** Subject to Chapter Board approval, the President shall nominate a director to serve as the Advisory Board Delegate on the Association Advisory Board (AB). The purpose of this position is to provide mechanisms for the expression to the Association of the Chapter's views and opinions and for the explanation to Chapter members of the Association's policies, actions, and plans. Except as may be otherwise provided in the Association Policy Manual, this individual will serve a two-year term, beginning July 1 of each odd year. Subject to procedures established by the AB, the Chapter may, using the foregoing process, designate a substitute delegate for the AB annual meeting.
- 4.6 **Ex-Officio Board Member.** Subject to the limitation set forth in Section 4.2 above, any Chapter member who is a current Association officer shall be an ex officio member of the board and shall have full voting privileges.
- 4.7 **Regional Memorandum of Understanding.** Part of the Chapter's support for SWANA's governance structure is expressed in a Memorandum of Understanding (MOU) by and among all SWANA Chapters in Region 1. 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.

4.8 **Committees.** The following standing committees, which shall consist of at least three members, shall be appointed by the president:

- (a) Audit
- (b) Bylaws
- (c) Legislative
- (d) Membership
- (e) Nominations
- (f) Program and Arrangements
- (g) Symposium

The president may appoint such other committees as necessary for conducting the business and affairs of the Chapter. Except for the Symposium Committee, all committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the president. Symposium Committee members shall serve staggered three-year terms.

ARTICLE V

Elections

5.1 **Qualifications.** All Chapter officers shall be Public Sector Members, Private Sector Members, Life Members, or Retired Members in good standing at the time of the election. No person may serve concurrently in more than one office. At any time no more than three (3) officers shall be from the Life Member, Retired Member or Private Sector Member classes; provided, however that an officer who is a Public Sector Member and who becomes a Retired Member, Life Member or Private Sector Member may complete his/her term of office, and shall be eligible for nomination and election to succeeding offices even if, as a result, more than three (3) officers are from said classes.

5.2 **Election of Officers.** The President, Vice President, Secretary, Treasurer, shall be elected by majority vote of the members present in person or by proxy in the manner provided by law under Cal. Corp. Code §§ 5514 at the last membership meeting of the fiscal year, which shall be the annual business meeting of the Chapter; or may be elected by written electronic ballot in the manner provided by law under Cal. Corp. Code §§ 5513 . Prior to each year's election, the Chapter Board shall select and approve the method of election. The Past President shall be the most immediate Past President eligible to hold office in the Chapter (No vote required). All officers shall serve one year, except as noted in Section 5.4, and until their respective successors have been duly elected and qualified.

5.3 **Election of Directors.** Directors shall be elected by majority vote of the members present in person or by proxy in the manner provided by law under Cal. Corp. Code §§ 5514 at the last membership meeting of the fiscal year, which shall be the annual business meeting of the Chapter; or may be elected by written electronic ballot in the manner provided by law under Cal. Corp. Code §§ 5513 Prior to each year's election, the Chapter Board shall select and approve the method of election.

5.4 **Succession in Office.** Except for the Treasurer and Secretary, no officer may serve more than two consecutive terms in office, but a former officer shall be eligible for a position on the Chapter Board. An appointed officer may succeed him/herself. Directors may be re-elected to the position.

5.5 **Nominations.** The President shall appoint a Nominating Committee (not less than three members) composed of directors and officers for the purpose of nominating officers and/or directors (excluding open Private Sector Member Director positions). The Private Sector Members serving the first year of their term will nominate a slate to fill the open Private Sector Member Director positions and will so advise the Nominating Committee. If the nominated slate of officers and/or directors receives the affirmative vote of a majority of directors, the members shall be so notified at least 30 days before the annual business meeting. Nominations shall be allowed from the floor at the election meeting.

ARTICLE VI

Meetings of Members

- 6.1 **Annual Meeting.** An annual membership (business) meeting shall be held during the last quarter of the fiscal year on such date and at such time and place, as the Chapter Board shall determine.
- 6.2 **Meetings of Chapter.** Meetings of the Chapter shall be held on such dates and at such times and places as are determined by the Chapter Board and the Program and Arrangements Committee, but in no event less frequently than six per year. Any meeting may be canceled by the Chapter Board for sufficient cause.
- 6.3 **Special Meetings.** Special meetings of the members may be called by the president or by a majority of the Chapter Board. Upon receipt of such call for a special meeting, the secretary shall cause notice of the special meeting to be given as provided in Cal. Corp. Code § 5511 or the corresponding provision of any subsequent state nonprofit corporation law. Upon the written request of members representing not less than five (5%) of the membership, the secretary shall call a special meeting of members for the purposes specified in such request and shall cause notice thereof to be given as hereinabove provided.
- 6.4 **Notice of Meetings.** Notice of Chapter meetings shall be given to each member entitled to vote at such meeting not less than 14 days nor more than 90 days before the scheduled meeting date. Notice shall be given delivered personally or by telephone (including voice mail) or by e-mail to the member's e-mail address on file with the Association. Notice of any meeting at which directors are to be elected shall include the names of all nominees at the time such notice is given to members.
- 6.5 **Quorum.** Ten percent (10%) of the members, represented in person or by proxy at any meeting, shall constitute a quorum. If less than a quorum is present, the majority of the votes represented, either in person or by proxy, 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 **Proxies.** A member may vote in person, by electronic transmission, or by proxy.

ARTICLE VII

Symposium

The chapter may hold a symposium each year and other training or legislative information programs on such dates and at a place approved by the Chapter Board. The symposium and other programs may be jointly sponsored and conducted with one or more other SWANA chapters (or, as the Chapter Board may approve, with other organizations) on terms that provide for the sharing of revenues and expenses therefrom. The Symposium Committee shall manage the symposium.

ARTICLE VIII

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, lawsuits, and demands, including reasonable attorneys' fees and expenses defending the same, that 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.

Any indemnification shall be made by the Chapter only as authorized in each specific case by the Chapter Board upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the Chapter Board within 90 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 IX

Amendments

These bylaws may be amended upon the affirmative vote of a two-thirds majority of the votes represented and voting at a duly held meeting. Prior to any such vote, the Chapter Board shall select and approve the method of voting. Such vote must either (a) follow a regular meeting at which proposed amendments have been introduced or (b) be preceded by least 30 days' written notice to members with a statement or summary of the proposed amendments.

ARTICLE X

Conformity

Chapter operations and activities shall conform with state and federal law, these bylaws, any regional memorandums of understanding, and the Association Bylaws and Policy Manual and as they may be amended from time to time.

We hereby certify that the above By-Laws were read at two meetings and adopted on:

March 11, 2020, a quorum being present and approved by two-thirds majority vote of those present and voting.”

First Reading - January 15, 2020

Second Reading and Adoption - March 11, 2020

Signed: *Jacqui Orsted Bell* (Chapter President)

Signed: *Patrick Math* (Chapter Secretary)