

BYLAWS FOR THE
KANSAS SUNFLOWER CHAPTER
OF THE
SOLID WASTE ASSOCIATION OF
NORTH AMERICA, INC.

Affiliated with the Solid Waste Association of North America (“SWANA” or “Association”)

ARTICLE I

Members

1.1 Applicants for membership shall be made in writing to the Association Offices. All memberships are Association memberships. A member who works or resides in Kansas shall be affiliated with this Chapter unless such member elects affiliation with a different chapter. The secretary of the chapter shall maintain application forms for potential new members.

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

1.3 Any member may resign by giving written notice to that effect to the Association and the chapter secretary. However, such resignation does not relieve the member of any obligations or commitments the member may have to the Chapter or the Association incurred prior to resignation.

Membership Class

1.4 The Chapter recognizes the classes of members and qualifications for membership as defined and established in the Association Bylaws.

1.5 Membership revisions. These Bylaws shall be amended to reflect any membership revisions established by the Association.

ARTICLE II

Dues and Assessments

2.1 Membership dues for the categories of members shall be established by the Association. The Chapter, by majority vote of the board of directors and ratified by a simple majority of the membership, may assess additional or special dues.

2.2 Dues Management. The timing and manner of invoicing, paying, rebating and disbursing dues shall be governed by the Association.

2.3 Fiscal Year. The Chapter's fiscal year shall be January 1 through December 31.

2.4 Benefits of dues payments. The payment of dues entitles members to all privileges and benefits of membership in the Association.

2.5 Amendments to Dues and Assessments. This Article II shall be amended to reflect dues and assessment policies established from time to time by the Association's board of directors.

ARTICLE III

Officers

3.1 Generally. The officers shall consist of a president, one vice president, a secretary and a treasurer. All Chapter officers shall be members in good standing.

3.2 President. The president shall call and preside at all meetings of the Chapter membership and of 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 Chapter, and shall perform such other duties incident to the office of president as may be prescribed from time to time by the board of directors.

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 duties incidental to the office of vice-president as may be prescribed by the board of directors.

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 these Bylaws, shall maintain Chapter record other than financial records, shall prepare and submit required annual, periodic or special reports, and shall perform other duties as may be prescribed by the board of directors.

3.5 Treasurer.

3.5.1 The treasurer's duties shall include, but not limited to, attending meetings of the Chapter and of 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 of payment by the board of directors.

3.5.2 The treasurer, without prior approval of the board of directors, may incur an indebtedness not to exceed \$250.00 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 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 of directors 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 times as deemed necessary by the board of directors.

3.6 Vacancies. Vacancies may be filled by appointment of the board of directors except that the vice-president shall succeed the president. Appointees shall hold office for the remaining portion of such office.

3.7 Removal. An officer who has been appointed by the board of directors may be removed by the board of directors. An officer who has been elected by the members may be removed only by vote of the membership.

ARTICLE IV

Directors

4.1 Generally. 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 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 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 so taken, is signed by all of the directors. 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 record of the meeting.

4.2 Number. The number of elected directors shall be four who, together with the president, vice-president, secretary and treasurer, shall constitute an eight member board of directors.

4.3 Qualifications. All directors shall be members in good standing.

4.4 Election. Except for the officers, serving as directors by virtue of their election to their respective offices, all directors shall be elected by vote of the membership.

4.5 Term. The term of office of a director shall be two years. Initially, two of the non-officer directors shall be elected to serve terms of only one year while the remaining two directors will, upon their election, serve for a term of two years each. At the end of each initial term thereafter, all directors shall serve a term of two years.

4.6 Vacancies; Removal; Resignations. 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 the Board or Chapter meetings, (b) conviction of a criminal offense, or (c) conduct unethical or contrary to the best interests of the Chapter. For any reason a director may be removed from office by a majority vote of the membership. All vacancies occurring on the Board shall be filled by the affirmative vote of a majority of the remaining directors, which shall be ratified by a majority vote of the membership. A director so elected shall serve the unexpired term of his/her predecessor. A director may resign at any time by delivery of written notice to the board of directors or to the president. In such an instance, the vacancy shall be filled in the manner described above.

4.7 Chapter Advisory Board Delegate. The Board shall designate one of its members to serve as the Chapter Advisory Board Delegate on the Association's Advisory Board. The purpose of this position is to provide mechanisms for the expression to the Association and to the region the chapter is assigned to and for the explanation to Chapter members of the Association's policies, actions and plans. Advisory Board Delegate rights, responsibilities, and term of office shall be governed by the Association Policy Manual.

4.8 Committees.

4.8.1 Generally. The following standing committees, which shall consist of at least two members, shall be appointed by the president and confirmed by a majority of the other members of the Board:

- (a) Membership
- (b) Annual Conference and Arrangements
- (c) Bylaws

By resolution adopted by the affirmative vote of a majority of the Directors, the Board may designate two or more directors to constitute 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 Board.

4.8.2 Audit Committee. The audit committee, which shall consist of three members, shall be appointed by the president (who shall designate the committee chair) and confirmed by a majority of the members of the Board. Preference for appointment should be given to a past treasurer and a past secretary, if possible. The committee shall oversee the Chapter's financial affairs and, at such times 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 Chapter secretary and to the Board.

4.8.3 Membership Committee. The function of the committee is to recruit new members for the Chapter. A yearly membership goal will be established by the board of directors at the first meeting of the fiscal year to enable the membership committee to begin its efforts. The committee is to send an introduction package to all new members. The package is to include a letter of welcome, list of current officers, and any other pertinent information available on SWANA programs and services.

4.8.4 Annual Conference and Arrangement Committee. The function of this committee is to coordinate the Chapter's seminars and membership meetings. Locations of all of the meetings for the upcoming year will be selected by the board of directors at the first meeting of the fiscal year. The Annual membership meeting may include a dinner and award ceremony in addition to the regular business meeting.

4.8.5 Bylaws Committee. It shall be the duty of the committee to review the chapter's Bylaws and be able to give guidance to the board of directors. It is also the responsibility of the Bylaws committee to review the Bylaws and propose any changes or amendments to the membership after obtaining approval by the board of directors of the changes. Copies of any proposed amendments shall be sent to International Headquarter no less than 30 days prior to any action thereon.

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 of the members present in person or by proxy at the last membership meeting of the fiscal year, which shall be the annual business meeting of the Chapter. All officers shall serve for one year and until their respective successors shall be duly elected and shall have qualified.

5.3 Election of Directors. Two of the four director's terms shall expire each year. Directors may be re-elected to their same position.

5.4 Succession in Office. Except for the secretary and the treasurer, no officer may serve more than two consecutive terms in office, but a former officer shall be eligible for a position on the board of directors. An appointed officer may succeed him/herself and a private sector or public sector director may succeed him/herself.

5.5 Nominations. The Chapter president shall appoint two members in good standing to serve on a committee for the purpose of nominating officers and directors for the ensuing year. This committee shall submit its recommendations to the board of directors in advance of the annual business meeting of the chapter. The president shall be a member of the Nominating committee and shall as its presiding officer. Nominations shall be made known to the membership of the chapter sixty (60) days in advance of the annual business meeting.

ARTICLE VI

Meetings of Members

6.1 Annual Meeting. An annual meeting of the members shall be held no later than the month of December at such time and place as the board of directors shall determine by resolution, unless extenuating circumstances requires a change, which shall be approved by the board of directors.

6.2 Special Meeting. Special meetings of the members may be called by the president or by a majority of the board of directors. Upon receipt of such a 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 having not less than ten percent (10%) of the votes entitled to be cast at the meeting, the secretary shall call a special members' meeting for the purposes specified in such request and cause notice thereof to be given as hereinafter provided.

6.3 Notice of Meetings. Written notice stating the place, day and time of all meetings and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting not less than seven (7) days nor more than fifty (50) days before the date of the meeting. Notice of the annual business meeting shall be made to the membership not less than sixty (60) days before such meeting. Notice shall be delivered to a member at his/her residence or usual place of business or mailed to the member, postage prepaid, at his/her address as it appears on the Chapter records.

Proxies for the purpose of voting on Chapter issues are allowed under the following conditions: The person giving the proxy and the person receiving the proxy must be members in good standing of the Association; all proxies must be provided to the Chapter secretary on or before the seven days prior to the scheduled meeting of the Chapter. Proxies shall not be extended and shall be good for not more than one meeting. Proxies are not permitted for board members.

6.4 Quorum. Ten percent (10%) of the votes entitled to be cast on a matter to be voted upon represented in person or by proxy must be represented at a meeting of members to constitute a quorum on that matter. If less than a quorum is present, the majority of those present may adjourn the meeting to a date, time and place certain, and the secretary shall notify the absent members of such adjourned meeting.

6.5 Meetings of Chapter. 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 twice each year. Any meeting may be cancelled by the board of directors for sufficient cause.

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, lawsuits, and demands, including reasonable attorney's fees and defenses 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 board of directors upon determination that indemnification is proper. Requests for indemnification shall be made in writing to the board of directors within thirty (30) days after the earlier of the following: (a) commencement of an action, suit or proceeding; or (b) circumstances providing good reason to anticipate commencement of an action, suit or proceeding.

ARTICLE VIII

Amendments

These Bylaws may be amended upon the affirmative vote of a majority of the members in good standing.

ARTICLE IX

Conformity

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

APPROVAL OF BYLAWS

On the _____ day of _____, 2020, the foregoing Bylaws were formally approved by the Membership of the Kansas Sunflower Chapter of the Solid Waste Association of North America with a vote count of _____ in favor; and _____ against.

President, Sunflower Chapter of
SWANA