

AMENDED CHAPTER BYLAWS

Effective December 7, 2007

**ROADRUNNER CHAPTER OF SOLID WASTE ASSOCIATION OF NORTH AMERICA,
STATE OF NEW MEXICO
"A Non-Profit Corporation"**

SECTION I MEMBERSHIP

SECTION II DUES AND ASSESSMENTS

SECTION III DUTIES OF DIRECTORS, OFFICERS AND COMMITTEES

SECTION IV ELECTIONS

SECTION VI INDEMNIFICATION SECTION

SECTION VII AMENDMENTS

SECTION I

Membership

The chapter shall have the following classes of members.

- 1.1 Public Sector -A member shall be any person employed by a public agency associated with the field of solid waste management and interested in the objectives of the Association.
- 1.2 Private Sector -A member shall be any firm, company, organization or corporation, including, but not limited to, equipment, manufacturers, distributors, consultants and others basically functioning within the geographic confines of the Chapter with interests in the objectives of the Chapter.

SECTION II

Dues and Assessments

- 2.1 Schedule of Dues--Annual Association dues for members within a chapter shall be paid directly to the International. Membership dues for categories of members are:
 - 2.1.2 Public Sector \$169 (or as modified by SWANA)
Private Sector \$329 (or as modified by SWANA)
- 2.2 The fiscal year shall be the period between October 1, and September 30.
- 2.3 The payment of dues entitles members to all privileges and benefits, which may accrue from membership in the Association.
- 2.4 Dues Date -Annual Association membership dues shall be paid on or before December 31. Dues are prorated as follows: October I-December -100%; January I-March 31 - 80%; April I-June 30 -60%; July I-September 30 -40%.
- 2.5 Administrative and Fiscal Year. The Association's administrative and fiscal year shall be from October 1 through September 30.
- 2.6 Special Assessments. The board of directors may authorize special assessments from time to time as necessary.
- 2.7 Amendments to Dues and Assessments. The Article 2.1 shall be amended to reflect dues and assessment policies established from time to time by the Association's Board of Directors.

SECTION III

Duties of Directors, Officers and Committees

- 3.1 The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Chapter (IB) Director, Past President, and the Membership Chairman, ROAD-E-O Chairman, Legislative Chairman, and Education Chairman.
- 3.2 The Board of Directors shall have full control of the affairs of the Chapter, subject to the approval of the slate of six Officers and four Chairmen by the general membership at regular annual meeting. The President, or in his/her absence, the Vice President shall be the Chairman of the Board of Directors and shall preside at all Board Meetings. The Board shall meet at the Call of the Chairman and shall hold meetings not less than four times yearly. All questions, except the removal of officers, directors, and members, shall be decided by a majority vote of the Board of Directors. A simple majority of the Board of Directors shall constitute a quorum.
- 3.3 The Officers of the Chapter shall be President, Past President, Vice President, Secretary, Treasurer and Chapter (IB) Director.
- 3.4 Qualifications. All Directors of the Chapter shall be Chapter members in good standing.
- 3.5 President. The President shall call and preside at all meetings of the Board of Directors 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 of Directors; 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 of Directors.
- 3.6 Vice President. The Vice President shall assume the duties of the President in his or her absence; shall be principal advisor to the President on Chapter affairs; and perform other tasks incidental to the office of Vice President as may be prescribed from time to time by the Board of Directors.
- 3.7 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 such other duties as may be prescribed by the Board of Directors.
- 3.8 Treasurer
 - 3.8.1 The Treasurer's duties shall include, but are not necessarily be restricted to, attending all meetings of the Chapter and of the Board of Directors, collecting monies due by the Chapter, and preparing all claims against the Chapter for payment and shall pay the latter upon approval thereof by the membership present at a regular Chapter meeting or by the Board of Directors in regular sessions.

- 3.8.2 The Treasurer, without prior approval of the Board of Directors, may incur an indebtedness not to exceed \$300 per month for ordinary Chapter expenses.
- 3.8.3 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 Board of Directors and the Chapter showing the financial condition of the Chapter. Reports rendered to the Board of Directors shall be rendered as often as the Board of Directors deem necessary.
- 3.8.4 The Treasurer shall prepare and submit such reports as required by Federal and State/Provincial tax laws.
- 3.8.5 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 of Directors.
- 3.9 Chapter (IB) Director: The Chapter (IB) Director shall serve on the International Board of Directors and shall provide a means whereby views and opinions of the Chapter can be directed to the Association. The Chapter (IB) Director shall provide a means whereby policies; actions and plans of the Association can be explained and interpreted to the Officers, Directors, and Members of the Chapters. The Chapter (IB) Director shall be a member of the Chapter Board of Directors and the International Board of Directors.
- 3.10 Membership Chairman: The Membership Chairman shall retain current membership and recruit new members from both the public and private sector. To assist the Membership Chairman, the President shall appoint four Membership Representatives.
- 3.11 ROAD-E-O Chairman. The ROAD-E-O Chairman shall coordinate the annual Chapter ROAD-E-O and associated functions and to arrange for all details of the ROAD-E-O winner to attend the International ROAD-E-O competition.
- 3.12 Past President. The immediate Past President shall serve on the Board of Directors and shall serve as advisor to the Board of Directors.
- 3.13 Legislative Chairman. The Legislative Chairman shall advise the Chapter of all pending and changes to legislation at the State and National level that will affect the solid waste industry. The Chairman shall see that the Chapter is properly represented at the State Legislative session as needed.
- 3.14 Training and Education Chairman. The Training and Education Chairman shall co-ordinate seminars for the Chapter as well as provides any and all educational materials to the Chapter as needed. The Training and Education Chairman shall also serve as the Chapter's liaison with the NMED/SWB regarding the Landfill Operator and Transfer Station Operator Training and Certification classes offered throughout the year.
- 3.15 The four Chairmen (Membership, Road-E-O, Legislative, Training and Education) shall serve on the Board of Directors.

- 3.16 Committees. The President may appoint committees as deemed necessary for conducting the affairs of the Chapter. Committees shall consist of at least two members in good standing. All committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the President.
- 3.17 Audit Committee. There shall be an Audit Committee, which committee shall consist of three active members, which should include a past Treasurer and a past Secretary; the chairperson shall be selected by the President and with approval by the Board of Directors. The committee cannot be current directors, officers or employees per New Mexico law. If the annual revenue of the chapter ever exceeds \$10,000 per year, a bookkeeper or CPA shall be hired in lieu of the audit committee.

The audit committee shall oversee or conduct the audit of the Chapter's financial affairs as appropriate to the Chapter's business calendar and at such other times as the Board of Directors feels the necessity. A written report of the audit findings shall be submitted to the annual meeting of the association.

The audit committee shall also tally all election ballots of the Chapter and shall report its findings to the Board of Directors and the membership.

- 3.18 Removal of Officer, Directors, and Members. The Board of Directors may, by Affirmative vote of at least two-thirds of its members, remove any officer, position of Chapter Director, or member for:
- a. Unjustified absences from two or more consecutive meetings of the Board or Chapter; or
 - b. Conviction of an offense punishable by incarceration in a penal institution; or
 - c. Conduct which is blatantly unethical, or inimical to the interests or public image of the Chapter

SECTION IV

Elections

- 4.1 **Qualifications.** Officers and Directors of the Chapter shall be elected from members in good standing. No person may serve simultaneously in the office of President and Vice President.
- 4.2 **Election of Officers and Directors.** The President, Vice-President, Secretary, Treasurer, Past President, and Chapter (IB) Directors shall be elected by majority vote of the members casting a ballot. In addition, the four Chairman Directors (Membership, Road-E-O, Legislative, Training and Education) shall also be elected by majority vote of the members casting a ballot. Elections are to be held once every two years and elected officers shall serve for a period of one term (two years) and until his or her successor has been duly elected and installed into office. The elected officers shall be rotated upward from Secretary, Treasurer, Vice President and President. The Chapter (IB) Director, and the four Chairman Directors shall be elected for a term of two years and can serve up to four years.
- 4.3 **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 the term of such office.
- 4.4 **The Chapter President shall appoint two (2) members in good standing to serve on a Nominating Committee for the purpose of nominating Officers and Directors for the ensuing year. This Committee shall submit its recommendation to the Board of Directors. The President shall be the presiding officer of the Nominating Committee. Notice of nominations shall be made known to the membership of the Chapter thirty (30) days in advance of the annual business meeting in the form of a mail-in or electronic election ballot. Ballots must be returned at least one week before the annual meeting for tabulation.**

SECTION V

Meetings of Members

- 5.1 **Annual Meeting.** An annual business meeting of the members shall be held each year in December at a specific date and place as determined by the Board of Directors.
- 5.2 **Special Meetings.** Special meetings of the members may be held at any time on call of the President or a majority of the Board of Directors. Upon receipt of such call for a special meeting, the secretary shall cause notice of the special meeting to be given as hereinafter provided.

- 5.3 Notice of Meetings. Written notice of all meetings (including Board meetings) shall be sent to the membership not less than thirty (30) days prior to the date of the meeting. Notice of the annual business meeting shall be made to the membership forty-five (45) days in advance of the meeting.
- 5.4 Quorum. A quorum shall consist of members (whether present in person or by proxy) holding ten percent (10%) of the votes entitled to be cast. If less than a quorum is present, the majority of those present may adjourn the meeting from time to time without notice; provided that the Secretary shall notify the absent members of the time and place of such adjourned meetings.

SECTION VI

Indemnification

The Chapter shall indemnify and hold harmless any person who shall be a director, officer, or executive director 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 them in connection with Chapter (or Association) business. The director or officer shall not be indemnified if he/she shall be adjudged to be liable on the basis that he/she has breached or failed to perform the duties of his /her office and the breach of failure to perform constitutes willful misconduct or recklessness.

SECTION VII

Amendments

These bylaws may be amended upon the affirmative vote of two-thirds of the votes represented and voting (in person or by proxy) at a duly held meeting of members at which a quorum is present, provided notice of such amendment was sent by mail to each member not less than thirty (30) days prior to such meeting.

The undersigned officers hereby declare, under the penalties of perjury, that the foregoing is a true and complete copy of the bylaws of the Roadrunner Chapter of the Solid Waste Association of North America, a New Mexico nonprofit corporation.

Date: December 7, 2007

Terry Nelson, President _____

Marcia Pincus, Vice President _____