

Proposed

AMENDED CHAPTER BYLAWS

Effective December 6, 2019

**ROADRUNNER CHAPTER OF THE SOLID WASTE
ASSOCIATION OF NORTH AMERICA (Chapter)**

STATE OF NEW MEXICO

"A Non-Profit Corporation"

**AFFILIATED WITH THE SOLID WASTE ASSOCIATION OF
NORTH AMERICA, INC.**

(Hereinafter, "SWANA" or "Association")

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SECTION I

Membership

- 1.1 Application for membership in SWANA shall be made in writing to the Association Offices. All memberships are Association memberships. A member who works or resides in New Mexico shall be affiliated with this Chapter unless such member elects affiliation with different chapter. The status of membership, including suspension or termination thereof for nonpayment of dues or for other reasons, shall be governed by the Association.
- 1.2 The Chapter, recognizes the membership classes established and defined in the Association Bylaws, with the rights and privileges, as defined by SWANA.
- 1.3 See Attachment A hereto.
- 1.4 The Chapter's fiscal year shall be from July 1 through June 30.

SECTION II

Dues and Assessments

- 2.1 Dues. Dues for each membership shall be established by SWANA. The NMSWANA Chapter, by a majority vote of the Chapter Board of Directors and ratified by a simple majority of the Chapter membership, may assess additional or special dues.

SECTION III

Duties of Directors, Officers and Committees

- 3.1 Board Role, Size. The Board of Directors shall have full control of the affairs of the Chapter; including policy and day to day operations. The Board shall have up to ten, and no less than five members.
- 3.2 Officers of the Board. The Officers of the Board shall be President, Vice President, Secretary, Treasurer and Chapter Advisory Board (AB) Delegate. These Officers will be elected by the Board.
- 3.3 Meetings and Quorum. The Board shall meet at the Call of the President and

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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.

- 3.4 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 incidental 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 Treasurer.
 - 3.7.1 The Treasurer's duties shall include, but 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.
 - 3.7.2 The Treasurer, without prior approval of the Board of Directors, may incur an indebtedness not to exceed \$300 per month for ordinary Chapter expenses.
 - 3.7.3 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.
 - 3.7.4 The Treasurer shall prepare and submit such reports as required by Federal and State tax and corporation laws.
 - 3.7.5 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.

- 3.8 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.
- 3.9 Immediate Past President: The immediate past president shall act as the primary advisor to the president. The Past President shall have the responsibility of coordinating the transition between administrations and shall provide guidance and advice to the Board of Directors as needed. If the Immediate Past President is unable to serve or continue in office, the next preceding Past President shall be eligible to assume the duties of the office.
- 3.10 Advisory Board (AB) Delegate. The Board of Directors shall elect or appoint one of its Directors to serve as the Advisory Board (AB) Delegate on the SWANA Advisory Board of SWANA for a minimum of a two-year (2) term unless such term is enlarged or shortened under the SWANA Policy Manual. The term shall commence at the beginning of SWANA's fiscal year which starts on July 1st of each fiscal year. The Advisory Board (AB) Delegate shall provide a means whereby views and opinions of the Chapter can be directed to the SWANA Board and/or SWANA committees of the SWANA Board. The Advisory Board (AB) Delegate shall provide a means whereby policies, actions, and plans of SWANA can be explained and interpreted to the Officers, Directors, and Members of the Chapter.

Advisory Board Delegate term-of-office, rights and responsibilities shall be governed by the SWANA Bylaws and Policy Manual.

Part of the Chapter's support for SWANA governance is expressed in a Memorandum of Understanding (MOU) by and among all SWANA chapters in Region 2 for which the Chapter is a signatory on the MOU. The Officers and Directors of the Chapter are authorized and directed to assure the fulfillment of the MOU terms and conditions, and as they may be amended from time to time.

- 3.11 Committees. The President shall appoint those committees as required by this section and may appoint committees from time to time 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.

Committees may include the following:

- 3.11.1 Membership. The Membership Committee should retain current membership and recruit new members from both the public and private sector.

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- 3.11.2 ROAD-E-O. The ROAD-E-O Committee should 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.
 - 3.11.3 Legislative. The Legislative Committee should advise the Chapter of all pending and changes to legislation at the State and National level that will affect the solid waste industry. The Chairperson shall see that the Chapter is properly represented at the State Legislative session as needed.
 - 3.11.4 Training and Education. The Training and Education Committee shall coordinate seminars for the Chapter as well as provides any and all educational materials to the Chapter as needed. The Training and Education Chairperson 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.
- 3.12 Required Committees
- 3.12.1 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 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.
 - 3.12.2 Nominating Committee. 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.
- 3.13 Removal, Resignation and Vacancies. The Board of Directors may, by Affirmative vote of at least two-thirds of its members, remove any officer, the Advisory Board Delegate or a director, whenever in its judgment; the best interests of the Chapter will be served.

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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.

- 3.14 Meeting by Means of Communications Equipment. One or more Directors may participate in a meeting of the Directors by means of authorized communications equipment. Participation of a Director at a meeting using such equipment shall constitute presence in person at such meetings.

SECTION IV

Elections

- 4.1 Election of Chapter Directors: Directors shall be elected by a majority vote of the membership affiliated with the Chapter entitled to cast a vote.
- 4.2 Slate of Elected Directors: The Nominating Committee shall prepare a proposed slate of directors for consideration by the Membership. The slate shall be composed of members affiliated with the Chapter in good standing whose names have been submitted in nomination by any member affiliated with the Chapter in good standing.
- 4.3 Terms. Elected directors shall serve for a two-year term to commence on the first day of the fiscal year. Elections are to be held once every year with five of the director positions up for election each year, so the that two-year terms are staggered.
- 4.4 Election Schedule: The Nominating Committee shall determine the schedule for election of directors annually. The proposed slates, instructions on voting procedures and paper ballots shall be sent by first class US Mail, email, or other method approved by the Board to each member's last known physical or electronic address of record as listed in SWANA's list of members in good standing.
- 4.5 Casting of Ballots: Members affiliated with the Chapter in good standing shall cast their ballots by US Mail or other method approved by the Board. All mailed ballots must be received not later than 10 days before the date of the Annual Business Meeting. Voting by proxy is prohibited. A valid ballot will include a member's identification number.
- 4.6 Election Results: All ballots will be authenticated by the Audit Committee. If possible, the results of the election of directors will be announced at the next NMSWANA Chapter Board meeting or at a time not to exceed thirty (30) days following the close of the election as determined by the President. The President will notify the NMSWANA Chapter membership via USPS, email, or other method

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approved by the board.

SECTION V

Meetings of Members

- 5.1 Annual Meeting. An annual business meeting of the members shall be held each year 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. A special meeting of members may be called by members having one-twentieth of the votes entitled to be cast at such meeting.
- 5.3 Notice of Meetings. Written notice of all meetings (including Board meetings and the annual business meeting) shall be sent to the membership not less than thirty (30) days nor more than fifty (50) days prior to the date of the meeting. Such notice shall contain the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called.
- 5.4 Notice may be given by US Mail or electronic mail to the member address on file with the Chapter.
- 5.5 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

- 6.1 Indemnification. The Chapter shall indemnify and hold harmless any person who shall be a director, officer, or executive director of the Chapter (or of SWANA) from and against any and all actions, claims, lawsuits, and demands, including reasonable attorney fees and expenses defending the same that might arise or be asserted against them in connection with Chapter (or SWANA) business. Such indemnification shall be conducted in the manner provided by NMSA & 53-8-26 or the corresponding provision of any future Nonprofit Corporation Act.

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SECTION VII

Amendments

- 7.1 Amending Bylaws. 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.

SECTION VIII

Conformity

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

Approved by the members on the _____ day of _____, 20____

_____. Date: _____, 20____
Chapter President

_____. Date: _____, 20____
Chapter Secretary