



Records

MID-ATLANTIC CHAPTER
Howard County Government
Gateway Building
6751 Columbia Gateway Drive, Rm. 303
Columbia, Maryland 21046

Date: November 29, 2012

To: Board of Directors - SWANA Mid-Atlantic Chapter

From: Andrew Kays, Secretary

Re: November 15, 2012 Board of Directors Meeting Minutes

CALL TO ORDER

- Niti Blackwell, Chapter President, called the November 15, 2012 Mid-Atlantic Chapter Board of Directors (BOD) meeting to order at 10:05 AM at the Howard County Government Gateway Building in Columbia, MD.

INTRODUCTIONS

- The Board of Directors and other members present introduced themselves.
- A sign-in sheet was circulated for members to sign-in. An attendance list is included at the end of these minutes.

PRIOR MEETING MINUTES

- Minutes from the September 19, 2012 BOD meeting were presented and approved (Motion by Steve Lippy, 2nd by John Neyman).

OFFICER REPORTS AND DISCUSSION

- President's Report
 - Niti Blackwell participated in the Chapter Officer's Call on October 16, 2012 and reported the following information from the call:
 - The individual Chapters will now be responsible for insurance payments payable to National SWANA.
 - Annual Financial and progress forms are due by December 31, 2012. (Mark Gutberlet has the forms and will complete).
 - There are new application forms.
 - There was a discussion of the breakdown of general membership [60% Public, 29% private with the remainder small business, retired and student].
 - SWANA National has a membership goal of 8,905 [currently 8,106].
 - The next call is on January 23, 2013.
 - Niti will coordinate with Carrie Pendleton to form an audit committee. Of note, the audit should be performed before completing the annual financial report.



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- Treasurer's Report
 - Carrie Pendleton was not present. Niti Blackwell reported that Carrie will have the budget summary for the January 2013 meeting. There were no changes from the last report other than noting the receipt of a check from SWANA for the Chapter's efforts at WASTECON (in the amount of \$7,289.22).
- Secretary's Report
 - Andrew Kays had no report. Past Secretary Mark Gutberlet noted that he will complete the 2012 Annual Report.
- Chapter Director's Report
 - Dana Murray handed out the revised organization chart for SWANA National. Mary Beth Wojtaszek is now the Deputy Executive Director for SWANA but is maintaining her responsibilities for planning WASTECON.
 - The International Board (IB) will hold a planning committee conference call in December 2012. Region 4 will have a call in December 2012 as well. These meetings are to provide input for the Executive Committee Winter Meeting in 2013. There will be a follow-up call in March 2013.

COMMITTEE REPORTS AND DISCUSSION

- Programs
 - MRN-SWANA (June 20-21, 2013) Tom Hilton and John Neyman reported on the planning for the combined conference. There will be a call on November 16, 2012.
 - Tom is coordinating with Dr. Walter Maestri (disaster planning consultant) to be a keynote speaker at the conference. The BOD discussed possible remuneration for Mr. Maestri for providing a keynote address and participating on a panel during one of the sessions.
 - The BOD approved (Motion by D. Murray, 2nd by S. Lippy) for the expenditure of \$1,000 in compensation for costs associated with speaking at the conference for Mr. Maestri. This motion was modified as noted below:
 - The BOD approved (Motion by P. Bieniek, 2nd by M. Gutberlet) the Programs Committee to negotiate up to \$1,000 in compensation for costs associated with speaking at the conference.
 - The BOD also discussed the following potential topics for the conference:
 - Operations impacts of tropical storms (loss of power, air space consumption and challenges with certain C&D materials);
 - Possible round table/open panel discussion of disaster responses (after action discussion);



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- Effect on landfill operations during law enforcement led searches for bodies in landfills.
- RODEO
 - MES is investigating option of hosting the RODEO again as Delaware is not interested in hosting this year. Tim Ford was to get back to Niti within the week to let her know whether MES could host it again next year. A decision by the committee in regards to the location of the event needs to be made in the next few weeks.
 - Steve Lippy will assist Chuck Ingram of MES on the committee.
- Training
 - Chapter led Training Courses
 - The BOD discussed hosting two training courses in 2013. The discussion included a review of the WASTECON participant training summary. The Chapter will host the Transfer Station Certification class in March of 2013. The lecture will be held at the DUSWM offices in Frederick County with a tour of the transfer station at Reichs Ford Road Landfill. Don Birnesser of KCI will teach the course. Fees will be \$325 per student plus \$100 for the exam. Pete Bieniek suggested adding a second instructor for the course.
 - The BOD discussed a second course (likely Manager of Landfill Operations) to be held in the fall of 2013. The HEAT Center was suggested as a location.
- Membership
 - Tim Ford distributed a membership report (attached).
 - There was a net increase of thirteen members since the last report and a total of forty-four new members in the Chapter for the year to date.
 - Tim noted that SWANA National does not track the source (e.g., existing member referral, Chapter recruiting or SWANA marketing) of the new members.
 - The BOD also discussed an initiative for referrals and placing Chapter related materials in an exhibitor's booth at the MRN Conference.
- Scholarship
 - Mehal Trivedi reported that the application forms are on the Chapter website. Applications are due May 1.
 - Mehal is verifying that OPS will still be sponsoring the \$2,000 Kevin Stearman Memorial Scholarship.
 - It is likely that the Chapter can hold the awards ceremony during lunch at the MRN-SWANA Conference.



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- **Budget**
 - Carrie Pendleton was not present but Niti Blackwell presented the budget related matters for discussion (see above).

- **Legislative Liaison**
 - Jonathan Myers reported on several biogas laws in California.
 - The comment period for the Stationary Combustion Turbine Rule has been extended by 60 days. [<http://www.regulations.gov/#!documentDetail;D=EPA-HQ-OAR-2004-0490-0327>]. This Rule may affect Landfill Gas to Energy projects.
 - The BOD discussed Renewable Energy Tax Credits, Renewable Identification Number [RIN] Fraud and a recent letter to the International Trade Commission regarding the status of international E-waste market.

- **Technical Division Liaison**
 - Pete Bieniek will continue to forward emails with Technical Division information.

- **Newsletter**
 - Steve Lezinski noted that the next edition of the newsletter will be issued in January. Submission dates and details will follow.
 - Discussion of having an issue with the biographies of the BOD; Directors to send information to Steve.
 - Steve and Tim Ford will discuss the new membership initiative for a future article.

OLD BUSINESS

- **Upcoming Board Meeting Dates and Locations** – Niti Blackwell requested ideas for future Board meetings. The BOD discussed options and agreed to the following meetings:
 - Thursday, January 17, 2013 – MES Headquarters in Anne Arundel County, MD (Disaster Debris) **BOD or members to send topics to Peter Bieniek by mid-December, 2012.
 - Thursday, March 21, 2013 –Howard County, MD (Alpha Ridge Landfill Composting Tour?)
 - Thursday, May 16, 2011 –Cecil County, MD(E&S pretreatment tour)

NEW BUSINESS

- Bylaws changes are due by January;



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- Niti reported that Carrie Pendleton is investigating Professional Development Hours compatibility with SWANA CEUs. Steve Lippy to assist. Steve mentioned that he is trying to get SWANA to change their CEU's to PDH's to be compatible with most state boards and that he would check with SWANA to see if they could become an approved provider for PDH's for MD.
- Chapter Committees – The BOD discussed participation in the following committees:
 - By-Laws Committee [Andrew Kays, Steve Lippy, Niti Blackwell];
 - Training Committee [Peter Bieniek, Niti Blackwell and Brent Diehlman];
 - Program Committee [Tom Hilton, John Neyman, Robin Roddy];
 - Audit Committee [Carrie Pendleton, Mark Gutberlet].
- Tom Hilton introduced Mr. Timothy Whittie who is the new Director of Public Works for Harford County.

ADJOURN

The BOD meeting adjourned at 12:07 PM.

The next meeting will be Thursday, January 17th, 2013 at the MES headquarters in Anne Arundel County.

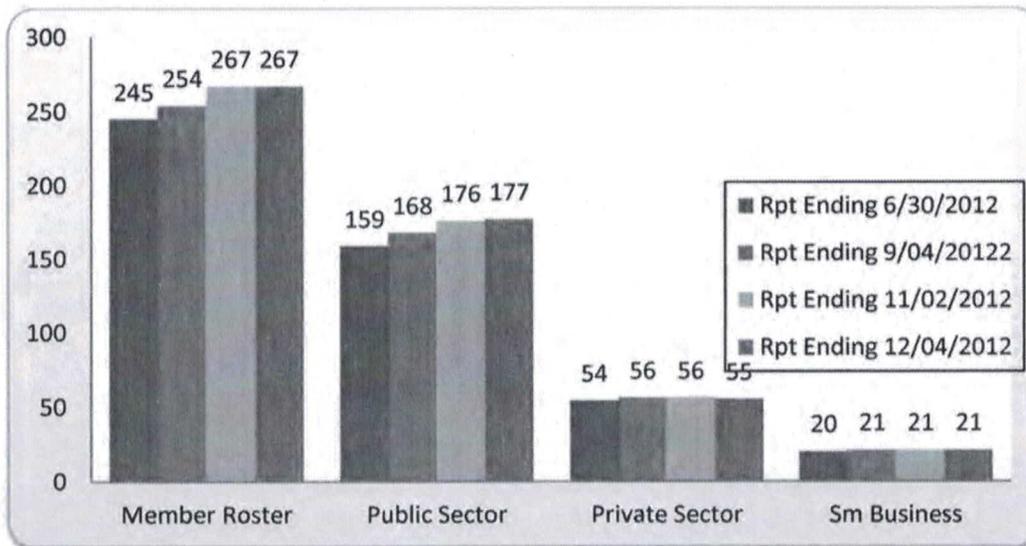
Andrew Kays, Secretary

Mid-Atlantic Chapter of SWANA Meeting 11/15/2012

Tim Ford, Membership Chair
Membership Report

- A. **Active Member Roster- 267** total members, **12** suspended
 - Member breakdown by Type-
 - Public Sector- **176**
 - Private Sector - **56**
 - Small Business Individual- **21**,
 - Retired- **4**
 - Student - **6**
 - Life - **4**
 - New Members YTD-**44**

Table 1 Membership Trend by Type



B. New members since last report

- a) Ms. Adrienne Small, University of Maryland

C. Members currently suspended

- a) Mr. Peter Mitchell, DC-DPW
- b) Ms. Verna Clayborne-Lee, DC-DPW
- c) Mr. Steve Pearson, Charles County
- d) Mr. Terrance McBride
- e) Mr. Shaun Merrell, Big Red Dumpster
- f) Ms. Stefanie Brackmann, Inter-American Development Bank
- g) Mr. Sam Davis, EA Engineering
- h) Mr. John Cooney, MES
- i) Mr. Joe Kosciuszko, DSWA
- j) Mr. John Lechner, DSWA
- k) Mr. David Hines, DSWA
- l) Mr. Tom Heck, DSWA

D. Members dropped since last report

E. Members reinstated since last report

- A. Mr. Richard Tarr, St Mary's County
- B. Ms. Laura Jo Oaks, EA Engineering

F. Membership Referral Initiative

SWANA Chapter Member Recruitment Guide

I. Pre-Planning

Create a solution based goal

Set an overall goal for the year, within the overall goals of SWANA, that focuses on creating solutions to members' problems rather than just building member numbers. Then tie all your plans to the established goal.

Note: You can create a survey in survey monkey and include the question, "What keeps you up at night?" in order to find out what specific problems need solutions.

II. Prospecting

- Go to www.SWANACHapters.org to pull up a list of prospects for your Chapter.
 - a. Your co-workers, young professionals and new employees in your organization are all great prospects and will appreciate that you have gone out of your way to help them with their careers
 - b. Students from local universities
 - c. Request a list of local prospects from SWANA National
 - d. Companies, event speakers, or anyone you have already had some form of contact or relationship with in the industry.
- Set a goal a target/goal for how many members you wish to recruit. Times that number by 10 to = the number of prospects you need to contact in order to reach your goal.

III. Recruiting

Phase I - Relationship Building Process

Initially, offer a mix of ways for prospects to get involved and interact with you. This allows them to get to know you before making a financial commitment.

- Thank you notes: send written thank you notes, emails or make phone calls to non-members that participate in your events, meetings and programs.
- Partner up with local groups affiliated with the industry or connected to your target audience by hosting events, trading contact lists, forwarding emails, or offering services (i.e. partner with a solid waste marketing group to offer press releases to local solid waste companies in need of PR services).
- Survey local companies and prospects to see how you can meet their needs and familiarize them with your name.
- Volunteer to help or collaborate with a local company on a project. Or offer your chapter as a resource for finding help with needed projects.
- Offer free information by referring prospects to SWANA articles, news, e-groups, etc. Or by automatically opting-in new prospects to chapter e-groups for a limited time when they join.
- Build an online community through social networks, blogs, e-newsletters, online meetings, to build your presence online and become more convenient to members and non-members who can't make meetings.

SWANA Chapter Member Recruitment Guide

- Offer tools needed in the day-to-day work of prospects: project collaboration accounts, SWANA news subscription, job alerts, etc. Use your survey to find out what's needed.
- Offer an email opt-in option for prospects to receive invites for chapter events and meetings.

Phase II in Relationship Building Process

Share the benefits of being a member of a SWANA chapter and how it can benefit them. Also a good time to ask more about their needs and actively listen for ways you can help.

- Share your story of how SWANA and your chapter have helped you with your career and why you joined. Follow up with how it can benefit them (use the information you gathered about them in Phase I to make it personal to their needs).
- Create a list of at least 10 reasons to join SWANA or your chapter to include in collateral materials, website, communications, etc.
- Pass out brochures and marketing collateral at all events.
- Create a phone schedule for a handful of current members to regularly check up on prospects throughout the year.

Former Members Involvement

- Create a reinstatement application/form on website and in print
- Include former members in all email, and phone communications to update on new happenings in the chapter and ask about their current needs
- Organize a class reunion for former members to get together
- Create a "reinstate your membership" page on your website
- Profile former members who had a successful comeback to the organization or chapter

Phase III in Relationship Building Process

Then when the time is right, ask for membership.

- Hand them an application in-person at an event or deliver to their office.
- Call prospects to ask if they have thought about joining your chapter and if they know how. If not, direct them to the website or offer an application.
- Send a specialized email to prospects asking to join.
- Send individual notes to specific contacts in social media networks to ask for membership.
- Send a mailer (postcard, flyer or letter) with the benefits and a strong call to join message and offer.
- Forward them any current SWANA offers via email.
- Hold a member-get-a-member contest amongst current chapter members by rewarding those who recruit the most new members.

SWANA Chapter Member Recruitment Guide

- Create a visual presentation with a strong call to join to show at events and post on website.

Communication Tools and Scheduling (Tip: You need at least 7 touches before you can get people to respond to your requests)

Choose a mix of different communications vehicles to accomplish the tasks above. Make the messaging **personal, consistent, and relatable**. Then create a schedule or calendar that includes the actions you plan to take, the message used in the communication pieces and the communication tool(s) you will use for each action. Some suggested tools are:

- Email lists: www.mailchimp.com, www.constantcontact.com, etc.
- Mail
- Phone
- Chapter website
- Surveys: www.surveymonkey.com
- Social networks: www.facebook.com, www.linkedin.com, www.twitter.com, etc.
- E-group on SWANA website
- Text message opt-in for quick reminders, upcoming meetings, industry news, offers: <http://www.eztexting.com/>, <http://trumpia.com/>, etc.
- In-person meetings and events
- Visual/Video presentations: smart phone video testimonial submissions, YouTube videos of events, etc.

Thank you! Feel free to contact Estela Martinez (emartinez@swana.org) or Shelby Truxon (struxon@swana.org) with questions or recruitment ideas.

**BYLAWS OF THE
SOLID WASTE ASSOCIATION OF NORTH AMERICA (SWANA)
MID-ATLANTIC CHAPTER, INC.(the "Chapter")
(Revised January XXX, 2013)
(Affiliated with Solid Waste Association of
North America, Inc., a California nonprofit
public benefit corporation, the "Association")**

ARTICLE I

Members

1.1 Generally

- 1.1.1 Application for membership in the Association shall be made on an approved application form which shall be submitted to the Association's offices. Members shall be associated with a recognized chapter, or if not residing within a recognized geographical area, shall be at-large members.
- 1.1.2 Any member may resign from membership by so notifying the Chapter Secretary and the Association in writing. Resignation does not absolve a member from any debts or obligations to the Chapter or the Association.
- 1.1.3 Suspension for nonpayment of dues shall be governed by the Association Policy Manual.

1.2 Membership Classes

The Chapter recognizes the membership classes set forth in the Association's Bylaws.

ARTICLE II

Dues and Assessments

2.1 Schedule of Dues

Membership dues for the various classes of members are as determined by the Association.

2.2 Dues Date

Annual Association and Chapter membership dues shall be paid when invoiced by the Association.

2.3 Fiscal Year

The Chapter's fiscal year shall be the period between October 1 and September 30.

2.4 Benefits

The payment of dues entitles members to all of the privileges and benefits which may accrue from membership in the Chapter and Association.

ARTICLE III

Duties of Directors, Chapter Representative (CR), Officers, and Committees

3.1 Board of Directors (BOD)

3.1.1 Generally. The Board of Directors shall be responsible for the management of the Chapter and its affairs, and shall constitute its governing body. The President, or in his/her absence, the Vice President, shall be the Chairperson of the Board and shall preside at all Board meetings. The Board shall meet at the call of the Chair and shall hold meetings not less than twice yearly. Notices of Board meetings shall be by letter, telephone, fax, e-mail or other method, or announced at a Board meeting, and shall be given to all Board members. All questions, excepting expulsion of members, shall be decided upon a majority vote. BOD members shall attend Board meetings and Chapter meetings and may perform other duties as may be prescribed from time to time by the President and/or the Board. In lieu of holding a meeting to address specific issue(s) that arise in between regularly scheduled Board meetings and cannot wait for a vote at the next scheduled meeting, the President, or in his/her absence, the Vice President, may elect to take action either by unanimous written consent (which recites the action and which may be submitted electronically from their e-mail addresses) signed by each BOD member or by the BOD members participating in a conference telephone call (or similar arrangement) where all participants can hear each other at the same time. The result of the vote shall be denoted in the minutes of the next meeting.

3.1.2 Number on Board. The Chapter shall have not less than four nor more than nine elected Directors and one Chapter Representative who, together with the President, Vice President, Secretary, Treasurer and Past President, shall constitute a nine to fifteen-member Board. A quorum shall consist of seven Board members or a majority of the Board positions that are filled, whichever is less.

3.1.3 Composition of Board. To promote participation by diverse and various organizations, the Chapter shall strive for a Board composed of not more than one member from the same employer. However, if circumstances necessitate, two Board members may be employed by the same entity, but not more than two employees from the same entity may be placed on a nominations slate to be voted on. If a change of employment by any Officer, Director, or CR produces a Board with three members being employed by the same entity, then such member may complete his/her current term, but shall be disqualified from re-election, unless one of the other members from the same entity is not on the nominations slate. At least one Officer, Director or CR shall represent the District of Columbia, one shall represent the state of Maryland, and one shall represent the state of Delaware. If any of the three aforementioned jurisdictions are not represented on the Board, a Director slot(s) shall be deemed vacant until a representative from such jurisdiction is elected by the members associated with the Chapter or appointed by the BOD.

3.1.4 Directors and Chapter Representative (CR).

3.1.4.1 Qualifications. All Directors and the CR shall be members in good standing. Those Directors or CR who represent the District of Columbia, Maryland, and Delaware shall either reside in or have their work office in the jurisdiction.

3.1.4.2 Chapter Representative. The Chapter Representative shall serve as the Chapter's representative on the Regional Council and on the Association's Board of Directors, and shall provide a means whereby (a) views and opinions of the Chapter can be directed to the Association and (b) policies, actions, and plans of the Association can be explained and interpreted to the Officers, Directors, and members associated with the Chapter. (Note: This position was previously denoted as the Chapter Director.)

3.1.4.3 Removal. By the affirmative vote of a majority of the members associated with the Chapter and in good standing any Director or the CR may be removed, with or without cause.

3.1.5 Officers. The Officers of the Chapter shall be President, Past President, Vice President, Secretary, and Treasurer.

3.1.5.1 Qualifications. All Officers of the Chapter shall be members in good standing. Those Officers who represent the District of Columbia, Maryland, and Delaware shall either reside in or have their work office in the jurisdiction.

3.1.5.2 President. The President shall call and preside at all BOD meetings and Chapter meetings; nominate all committees; execute or approve on behalf of the Chapter all contracts, bonds, and other written instructions 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.

3.1.5.3 Past President. The Past President shall be the most immediate former President eligible to hold office. In the event of the resignation of a serving Past President or his/her inability to serve, the next preceding, able President shall assume the duties of the Past President.

3.1.5.4 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 from time to time by the Board of Directors.

3.1.5.5 Secretary. The Secretary shall keep full and correct minutes of all meetings of the Chapter, shall issue notices required by these Bylaws, shall maintain Chapter records other than financial records, shall prepare and submit required reports, and shall perform such other duties as may be prescribed by the Board of Directors.

3.1.5.6 Treasurer

3.1.5.6.1 The Treasurer's duties shall include, but not necessarily be restricted to, collecting any monies due the Chapter; and paying all bills on behalf of the Chapter if the Chapter BOD or any of its committees have approved the payment, which may be approved either in anticipation of the expense or after the fact.

3.1.5.6.2 The Treasurer, without prior approval of the Board of Directors, may incur a cumulative maximum fiscal year expenditure of \$500 for ordinary, Chapter expenses, as defined by the BOD.

3.1.5.6.3 The Treasurer shall keep a correct record of all monetary transactions, shall have general charge of the books of accounts and financial records of the Chapter, and shall render periodic and required reports showing the financial condition of the Chapter to the Board of Directors and the members associated with the Chapter. Reports submitted to the Board shall be rendered as often as the Board deems necessary. Typically, a report is to be given at each BOD meeting and the annual Chapter business meeting.

3.1.5.6.4 For tax purposes, the Treasurer shall prepare and submit such reports as required by federal and state tax laws.

3.1.5.6.5 The Treasurer shall make available all books of accounts and records for an annual audit or at such other time as deemed necessary by the Board of Directors.

3.1.6 Vacancies

The Board of Directors may, by affirmative vote of at least two-thirds of the Board members, declare any Office, any Director, or the CR position vacant for one or more of the following reasons:

- Suspension, resignation or loss of eligibility for membership.
- Unjustified absences from two or more consecutive meetings of the Board or Chapter.
- Conviction of an offense punishable by incarceration in a penal institution.
- Conduct which is patently unethical, or inimical to the interest or public image of the Chapter.

Vacancies may be filled by appointment of the Board, except that the Vice President shall succeed the President. Appointees shall serve for the remaining portion of the term of previous officeholder, Board member, or CR. Should a Vice President be required to assume the office of President to complete the remainder of the President's term, the individual is still eligible to be elected as President for one full one-year term.

3.2 Committees

The Chapter may have the following standing committees of not less than three members associated with the Chapter, each nominated by the President and approved by the Board of Directors: (1) Membership, (2) Programs and Arrangements, (3) Bylaws, and (4) Audit. The President may appoint such other committees as deemed necessary for conducting the affairs of the Chapter. All committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the President.

3.2.1 Membership Committee

3.2.1.1 The principal function of the Membership Committee shall be to recruit new members and to retain existing members who would be associated with the Chapter. At its first meeting of each fiscal year, the Board of Directors may establish a membership goal for the Chapter for that fiscal year. The activities of the Membership Committee shall primarily focus on achievement of this goal.

3.2.1.2 The Membership Committee may also provide to each new member associated with the Chapter an introduction package. This package may include a letter of welcome, list of current officers, Chapter website address, the latest Chapter Newsletter, etc. The letter of welcome shall inform the new member how to obtain a copy of the Chapter Bylaws, and any other pertinent Association information available.

- 3.2.2 Programs and Arrangement Committee. The Board of Directors shall determine the number and location of all Chapter meetings and seminars to be held during that fiscal year. The principal function of the Programs and Arrangements Committee shall be to coordinate these Chapter seminars and meetings.
- 3.2.3 Bylaws Committee. A Bylaws Committee may be established to review the Chapter's Bylaws, Association's Bylaws, the Association's Policy Manual, and any other pertinent documents to determine the necessity for revisions in the Chapter's Bylaws. The Committee shall make any recommendations for amendments to the Chapter Bylaws in accordance with the amendment procedures outlined in ARTICLE VII.
- 3.2.4 Audit Committee. There may be an Audit Committee consisting of three active members, which should include, whenever possible, a past Treasurer and a past Secretary. The Chairperson shall be selected by the President with approval by the Board of Directors. The 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. When appropriate, the Committee shall also tally all election ballots of the Chapter and shall report its findings to the Board Directors and the members associated with the Chapter.

ARTICLE IV

Elections

4.1 Qualifications

The Officers, Directors, and the CR of the Chapter shall be elected from members in good standing and are associated with the Chapter. No person may serve simultaneously as President and Vice President, or as President and Secretary, or as President and Treasurer.

4.2 Election Method

All Officers, all Directors, and the CR shall be elected by a majority vote of the members associated with the Chapter and present in person or by proxy at the last meeting of the fiscal year, which shall be the annual business meeting of the Chapter. The Board may authorize elections to be conducted by electronic transmission of votes, subject to reasonable rules and conditions.

4.3 Term of Office

All terms of office shall be one year (October 1 through September 30), and until a qualified successor is elected. The Chapter Representative's term of office shall be two years and until his/her qualified successor is elected.

4.4 Succession in Office

Individuals who are elected to the office of President and Vice President shall be restricted to a one-year term, with an optional additional one-year term, based on the recommendation of the Nominating Committee. Any other Officer, any Director, or the CR may succeed himself/herself; nevertheless, the Chapter shall endeavor to provide continuity and effective leadership, while at the same time providing opportunity for all interested and qualified members to serve as an Officer, Director, or CR.

4.5 Nominating Committee

The President shall appoint two members in good standing to serve on a committee for the purpose of nominating Officers, Directors, and the CR for the coming fiscal year. This Committee shall submit its recommendation to the Board in advance of the annual business meeting of the Chapter. The President shall be the presiding officer of the Nominating Committee. Notice of nominations shall be made known to the members associated with the Chapter thirty (30) days in advance of the annual business meeting. Such notice may be given by electronic transmission. Nominations shall be allowed from the floor at during the election at the annual meeting. In preparing its list of nominees, the Committee shall endeavor to include such public sector employees or private sector employees who are actively engaged in the field of solid waste management, who represent a cross-section of employers, and who represent a geographical balance of the overall membership.

ARTICLE V

Meetings of Members associated with the Chapter

5.1 Annual Meeting

An annual business meeting of the members shall be held in August or September of 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, a majority of the Board of Directors, or by members having twenty-five percent (25%) of the votes entitled to be cast at such meeting. If a requisite number of members call a special meeting, they shall submit in writing to the Secretary their request and shall indicate the purpose of the meeting. Upon receipt of such call for a special meeting, the Secretary shall cause notice of the special meeting to be given in accordance with Section 5.3.

5.3 Notice of Meetings

Written notice of all meetings shall be sent to the membership not less than fourteen (14) days nor more than ninety (90) days prior to the date of the meeting. Notice of the annual business meeting shall be given to the members thirty (30) days in advance of the meeting. The notice shall state the time and place of the meeting and, if the meeting is a special meeting, the purpose(s) of the meeting and the matter(s) proposed to be acted on. Notice is deemed to be given to a member when it is mailed to his/her home/office address or e-mail as it appears in the Chapter records.

5.4 Quorum

Ten percent (10%) of the members who are in good standing and are present 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 from time to time without notice; provided that the Secretary shall notify the absent members of the time and place of such adjourned meetings.

5.5 Meetings of Members

Meetings of the Chapter shall be held at such time and place as is determined by the Board of Directors or the Program and Arrangement Committee, but in no event less frequently than twice each year. Any meeting may be canceled by the Board of Directors for sufficient cause.

5.6 Proxies

All votes by the members at any meeting of the members (but not the Board of Directors) may be voted by proxy. All proxies shall be in writing signed by the member under oath and dated. A proxy shall not be effective unless it is received by the Chapter Secretary. A proxy shall not be valid for more than eleven months from its date.

ARTICLE VI

Indemnification

- 6.1 The Chapter shall indemnify and hold harmless any person who shall be an Officer, or Director or CR of the Chapter and any person who is an Officer, Director, CR, or Executive Director of the Association if he/she was conducting business on behalf of or for the Chapter, from and against all actions, claims, demands, lawsuits, liabilities, damages, costs and expenses (including reasonable attorneys' fees and charges defending the same) that might arise or be asserted against them in connection with the Chapter or Association business. However, such Officer, Director, CR, or Executive

Director shall not be relieved from any liability to the Chapter or the Association imposed by law, including liability or 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 thirty (30) days after the earlier of the following: (a) commencement of any action, claim, demand, suit or proceeding, (b) notice of any liability, damages, costs or expenses or (c) circumstances providing good reason to anticipate such commencement or notice.

ARTICLE VII

Amendments

These Bylaws may be amended upon the affirmative vote of two-thirds of the voting members who are associated with the Chapter and are present in person or by proxy at an annual Chapter business meetings, provided notice of such amendment was sent by mail or electronic transmission to each member not less than thirty (30) days prior to such meeting. The Board may authorize electronic voting on Bylaws amendments.

ARTICLE VIII

Conformity

The activities of the Chapter, its Officers, Directors, and CR shall conform with these Chapter Bylaws, the Association Bylaws, and the Association Policy Manual.

NOTES:

1. Original Bylaws approved at August 10, 1984 General Membership Meeting.
2. Amendments
 - #1 - September 23, 1986 at Annual Business Meeting
(Section 3.2.1)
 - #2 - September 23, 1987 at Annual Business Meeting
(Sections 3.2.1 and 4.7, to allow other than regular members to be President or Vice President)
 - #3 - September 20, 1988 at Annual Business Meeting
(Sections 1.1.1, 1.2.11, 1.2.2.6, 2.1, 2.2, 2.3, 2.4, 3.2.6, 3.3, 3.3.1, 4.3, 4.4.2, 4.5 to reflect Association's billing of dues; allow up to eight Directors; conform to revised dues structure approved by Association in August 1987; and typographical errors.)

- #4 - September 17, 1992 at Annual Business Meeting
(Sections 1.2, 1.3, 2.1, 2.2, 2.3, 2.4, 2.5, 2.6, 3.2.4, 3.2.6.1, 3.2.6.2, 3.3, 3.3.1, 3.4, 3.4.1, 3.4.2, 3.4.3, 3.4.4, 4.4, 4.7, 5.2, 8.0 to reflect Associations name change to SWANA, changes to billing of dues, allowing the Treasurer a higher monthly expenditure for ordinary Chapter expenses, description of Committee duties, addition of the allowance for the general membership to call Special Meetings, and typographical errors.)
- #5 - September 14, 1995 at Annual Business Meeting
(Sections 1.1, 1.2, 1.3, 2.2, 2.4, 3.1, 3.2.2, 3.2.6, 3.3, 3.4, 4.1, 4.2, 4.3, 4.4, 4.5, 5.2, 5.4, 5.6, 7.0 and 8.0 to reflect conformation with the Association Bylaws, a clarification of the duties of the Directors and Officers, a clarification of the qualification of the Officers, a change in the election method to allow for proxies, an increase in the number of members required to call a special meeting, and other changes to re-format the Bylaws.)
- #6 - September 24, 1999 at Annual Business Meeting
(Sections 1.1.4, 2.2, 3.1.1, 3.3.1.1, 3.3.2, 3.3.4, 3.4, 4.1, 4.4, 5.3 to reflect conformation with Association bylaws and procedures, stipulating notices for Board meetings, allowing action without a Board meeting, provide flexibility in committee duties, clarification of Vice President's and President's terms, restriction of combined offices, clarification of meeting notices, as well as capitalization consistency in other sections.)
- #7 - September 27, 2002 at Annual Business Meeting
(Changed Section 3.1.2 from "*...not less than four and not more than eight elected Directors...*" to "*...not less than four and not more than ten elected Directors...*". Also change "*...nine to thirteen-member Board.*" to "*...nine to fifteen-member Board.*" Also added at the end of Section 3.1.3 the following: "*The Board shall consist of at least one member position representing each of the states of Maryland and Delaware and the District of Columbia. Board members may work or live in the jurisdiction that they represent. If there is no current Board member representing one of the three aforementioned jurisdictions, then the position on the Board for that jurisdiction shall remain unfilled until such time that a member from that jurisdiction is elected.*")
- #8 - September 26, 2006 at Annual Business Meeting
Correction of miscellaneous misspellings, capitalization, and editing.
Reformatting of Article III and inclusion of the following new sentences in 3.1.3. "To promote participation by diverse and various organizations, the Chapter shall strive for a Board comprised of not more than one member from the same employer. However, as circumstances necessitate, not more than two Board members may be employed by the same entity, and not more than two entities may have two employees on the Board. A Board member who, voluntarily or involuntarily, becomes employed in such a way that the limits of the preceding sentence are exceeded, then he/she may complete his/her current term, but shall be disqualified from re-election."
- #9 - September 19, 2007 at Annual Business Meeting
Deletion of quorum definition in 3.1.1. with insertion in 3.1.2 and changed to seven or majority, whichever is less. Allowing electronic voting by Board (3.1.1), voting for elections (4.2), notice of meetings (4.5), and notice and voting on Bylaw amendments (Article VII). Clarification of jurisdiction representation in 3.1.3 and placing definition in 3.1.5.1. In 3.2.4, modifying Audit Committee members.
- #10 - September 19, 2012 at Annual Business Meeting
Section 1.1.2 has been deleted as the Chapter has no authority to change a member's status. A sentence has been added to Section 1.1.3 to state that member must notify both the

Association and Chapter Secretary of resignation and to clarify that resignation does not absolve a member's debt or obligation to the Chapter or Association. Section 1.1.4 has been revised to reference back to the Association Policy Manual regarding suspension for nonpayment of dues. Section 1.2 has been revised to reference back to the Association Bylaws regarding membership classes. Section 3.1.3 has modified so that it reads better and to complete a sentence that was previously incomplete. Section 3.1.4.3 has been added in accordance with State law which gives members the right to remove a director. Section 3.1.5.6.1 has beenSection 3.1.5.6.2 has been clarified that maximum fiscal expenditure is cumulative. Section 3.2 has been modified so that it reads better. Section 3.3 regarding vacancies has been moved and renumbered as Section 3.1.6. Article VIII has been rewritten and the reference to the Affiliation Agreement has been deleted as this will be written out of the Association Bylaws. References to the Chapter Director were changed to Chapter Representative, as well as other changes throughout to indicate the CR is different from a Director. Also, editing of capitalizations, etc. and clarification of membership vs. members, as well as, clarification of members who are associated with the Chapter vs. those who are not.