

**BYLAWS OF THE
SOLID WASTE ASSOCIATION OF NORTH AMERICA (SWANA)
MID-ATLANTIC CHAPTER, INC. (the "Chapter")
(Revised ~~September 19, 2007~~ 2012-January XXX, 2013)
(Affiliated with Solid Waste Association of
North America, Inc., a California nonprofit
public benefit corporation, the "Association")**

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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 be expelled from membership for cause, by a two-thirds vote of the entire membership of the Board of Directors.~~

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1.1.3 ~~Any member may resign from membership by so notifying the Chapter Secretary or and the Association in writing. ———RResignation does not absolve a member from any debts or obligations to the Chapter or the Association.~~

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1.1.4 ~~Any member whose dues are in arrears shall be suspended from membership as determined by Association policies. Any member who has been suspended for non-payment of dues may be reinstated at the direction of the Board of Directors upon payment of back dues. Suspension for nonpayment of dues shall be governed by the Association Policy Manual.~~

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1.2 Membership Classes

~~Membership classes and privileges shall correspond to the appropriate provisions of the Association's Bylaws. The Chapter recognizes the membership classes set forth in the Association's Bylaws.~~

ARTICLE II

Dues and Assessments

2.1 Schedule of Dues

SWANA Mid-Atlantic Chapter Bylaws

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 ~~Chairman~~ man-person of the Board and shall

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preside at all Board meetings. The Board shall meet at the call of the ~~Chairman~~ man 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. ~~Directors~~ BOD members shall attend Board meetings and

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~~membership~~ Chapter meetings. ~~Directors~~ 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 ~~Director~~ BOD member or by the ~~Directors~~ 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.

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3.1.2 Number on Board. The Chapter shall have not less than four nor more than ~~ten~~ nine elected

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_____ 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~~ Board members or a majority of the _____ Board positions that are filled, whichever _____ is less.

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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, as if circumstances necessitate, not more than two Board _____ members may be _____ employed by the same entity, and but not more than two employees from the same entity

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_____ may be placed on a nominations slate to be voted on,

~~the Board may be ?~~ If a change of employment by

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_____ any Officer, Director, or CR produces a Board with three ~~Directors~~ members being _____ employed

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_____ by the same entity, then such ~~Director~~ member may complete A Board member _____ who, voluntarily or involuntarily, becomes employed in

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_____ 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, unless one of the other members from the same entity _____ is not on the nominations slate. ~~Of the~~

_____ Officers and Board members, at least one of them At least one Officer, Director or _____ CR shall represent

_____ the District of

_____ Columbia ~~and each of the states of~~, one shall represent the state of Maryland, and _____ one shall

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_____ represent the state of Delaware. If any of the three aforementioned jurisdictions are _____ not represented on the Board, ~~the related~~ a Director slot(s) shall be deemed vacant _____ until a

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_____ representative from such jurisdiction is elected by the members associated with the _____ Chapter or appointed by the BOD ~~if there is no current~~

_____ Board member representing one of the three aforementioned jurisdictions, then ~~the~~

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~~a director's position on the Board for that jurisdiction shall remain unfilled until such time that a member from that jurisdiction is elected.~~

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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. ~~Director.~~ One of the elected Directors shall be the Chapter ~~Director Representative~~ who 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 of associated with the Chapter. (Note:—This position was previously denoted as the Chapter Director.)

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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.

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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 ~~or Directors~~ who represent the District of Columbia, Maryland, and Delaware shall either reside in or have their work office in the jurisdiction.

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3.1.5.2 President. The President shall call and preside at all ~~Directors'~~ BOD meetings and ~~Chapter membership~~ 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.

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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 preparing all claims against paying all bills on behalf of~~ the Chapter ~~for~~ payment and shall pay the latter upon approval thereof by a majority of the membership present in person or by proxy at a regular Chapter meeting or by the Board of Directors in a regular session, ~~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.

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3.1.5.6.2 -The Treasurer, without prior approval of the Board of Directors, may incur a ~~cumulative or individual~~ cumulative ~~maximum~~ fiscal year expenditure of \$1,200 ~~500~~500 for ordinary, ~~Chapter~~ expenses, as defined by the BOD.

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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 ~~Chapter members hip~~ 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.

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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, ~~or any Director,~~ or the CR position vacant for one or more of the following reasons:

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- 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, ~~or 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

~~There shall be~~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 ~~for 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.

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

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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 ~~shall~~ may be established to review the Chapter's

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Bylaws, Association's Bylaws, ~~Affiliation Agreement,~~ the Association's Policy Manual,

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~~_____~~ 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 ~~shall~~ 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 ~~C~~committee shall also tally all election ballots of the Chapter and shall report its findings to the Board Directors and the membership associated with the Chapter.

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~~3.3~~ Vacancies

~~The Board of Directors may, by affirmative vote of at least two thirds of the Board members, declare any Office or any Director 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 or Board member. 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.~~

ARTICLE IV

Elections

4.1 Qualifications

~~The Officers, and 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.~~

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4.2 Election Method

~~All Officers, and all Directors, and the CR (including the Chapter Director) 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.~~

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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 ~~Director's Representative's~~ term of office shall be two years and until his/her qualified successor is elected.

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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, ~~and 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, ~~or Director, or CR.~~

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4.5 Nominating Committee

The President shall appoint two members in good standing to serve on a committee for the purpose of nominating Officers, ~~and 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 membership ~~of associated with the Chapter thirty (30) days in advance of the annual business meeting.~~ Such notice may be given by electronic transmission. Nominations

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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.

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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 membership ~~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.

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5.4 Quorum

Ten percent (10%) of ~~the 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.

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5.5 Meetings of Membership

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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 ~~m~~Membership at any meeting of the ~~m~~members-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.

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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.

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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 membership 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.

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ARTICLE VIII

Conformity

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

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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.)

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- #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

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is cumulative/individual. 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.