BYLAWS
of the
SWANA IOWA SOCIETY OF SOLID WASTE OPERATIONS CHAPTER, INC.
(Chapter)
Affiliated with the Solid Waste Association of North America (SWANA or Association)

ARTICLE I
Membership

1.1 Members. Application for Membership shall be made in writing to the Association Offices. The President and members of the Membership Services Committee shall maintain current application forms for potential new members or have the capability to access such application forms through the Association website. Membership rights may be suspended or terminated as set forth in the Association Policy Manual. Any member may resign from membership by giving notice to the Association Offices and Chapter Secretary. However, resignation does not relieve the member from any obligations the member may have to the Association or to the Chapter as the result of obligations incurred or commitments made prior to resignation.

1.2 Membership Classes. Any individual who joins the Association in any membership class shall receive all membership rights at Association or Chapter functions and activities, regardless of residence. Members of another Association chapter attending Iowa Chapter functions or activities have no right to vote or to participate in the Chapter’s business and financial matters. The Chapter adopts by reference the membership classes and eligibility therefor as set for the Association Bylaws and as the same may be amended from time to time.

ARTICLE II
Dues and Assessments

2.1 Schedule of Dues. Dues for each membership class are established by the Association. The Chapter, by majority vote of the Board of Directors and as ratified by a simple majority of the membership, may assess additional or special dues, which shall also be collected by the Association but returned in their entirety to the Chapter.

2.2 Dues and Assessment Management. The timing and manner of invoicing, as well as the payment and disbursement of dues, shall be governed by the Association. Chapter practices and procedures shall be consistent with dues and assessment policies established from time to time by the SWANA Board of Directors.

2.3 Fiscal Year. The Chapter’s fiscal year shall be July 1 through June 30.

2.4 Benefits of Dues Payments. Except as otherwise provided in these bylaws, the payment of dues entitles members to all privileges and benefits of membership in the Association.
2.5 Amendments to Dues and Assessments. Chapter practices shall be consistent with dues and assessment policies established by the Association.

ARTICLE III
Chapter Officers

3.1 Generally. The officers shall consist of a President, one Vice President, a Secretary, a Treasurer, and an Advisory Board Delegate. All Chapter officers shall be members in good standing.

3.2 President. The President shall call and preside at all meetings of the Chapter membership and of the Board of Directors; shall nominate all committees; shall execute or approve on behalf of the Chapter all contracts, bonds, and other written instruments approved by the Board of Directors; shall supervise and manage the business affairs of the Chapter; and shall perform such other duties as the Board of Directors may assign.

3.3 Vice President. The Vice President shall assume the duties of the President in his/her absence. The Vice President shall be the principal advisor to the President on Chapter affairs and shall perform other tasks as the Board of Directors may assign.

3.4 Secretary. The Secretary shall keep full and correct minutes of all meetings of the Chapter, shall issue or cause to be issued notices required by these Bylaws, shall maintain Chapter records other than financial records, shall authenticate Chapter records as and when necessary, shall prepare and submit required annual, periodic, or special reports, and shall perform such other duties as the Board of Directors may assign.

3.5 Treasurer
(a) Duties. The Treasurer's duties shall include, but not be restricted to, attending meetings of the Chapter and of the Board of Directors, collecting all monies due and owing to the Chapter, completing requisite Internal Revenue Service (IRS) submittals, paying amounts due to the Association, paying all claims against the Chapter upon approval thereof by the Board of Directors. The Treasurer shall also serve as Chairperson of the Investment Committee, shall be responsible for monitoring and reporting upon long-term investments recommended by the Investment Committee and approved by the Board of Directors.
(b) Indebtedness. The Treasurer, without prior approval of the Board of Directors, may incur an indebtedness not to exceed $1,000 per month for ordinary Chapter expenses.
(c) Reports to Board. The Treasurer shall keep a correct and complete record of all monetary transactions and shall have general charge of the books and accounts and financial records of the Chapter, and shall render periodic and required financial reports of the Chapter to the Board of Directors, to the Association, and to the membership showing the financial condition of the Chapter. Reports to the Board of Directors shall be rendered at each Board meeting or as often as the Board of Directors deems necessary. The Treasurer shall provide the Board of Directors with any and all information deemed
necessary to address questions and concerns.

(d) **Reports Required by Law.** The Treasurer shall prepare and submit financial reports as required by federal and state laws. Unless otherwise authorized by the Board on a case by case basis, the reports shall be submitted to the Board one month in advance of the deadline for review and approval.

(e) **Audit.** 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. The Treasurer shall fully cooperate with the Audit Committee and assist them with their designated duties.

(f) **Budget.** The Treasurer shall guide development of an annual budget, present it to the Board of Directors for review in May and approval in June. The Treasurer shall provide the Board with a monthly budget status report containing all financial information required by the Board per adopted policy.

(g) **Dedicated Reserve Funds.** The Board may from time to time order the creation of a dedicated reserve fund for a specific Chapter purpose (e.g., scholarships). The Treasurer shall work with the Chapter’s financial institution to create and maintain separate, interest-bearing instruments to receive donations and other Chapter contributions for these specific purposes. The Treasurer shall include monthly updates on any dedicated reserve funds in the monthly financial status report to the Board.

### 3.6 Advisory Board Delegate

(a) **Chapter Responsibilities.** The Chapter shall elect a member in good standing to serve as the Advisory Board Delegate. This individual shall serve as a member of the Chapter Board with all duties and responsibilities therein, including voting, participation and attendance in Chapter meetings and activities, and fiduciary requirements established elsewhere in these bylaws.

(b) **Association Responsibilities.** The Advisory Board Delegate’s rights and responsibilities shall be governed by the SWANA Policy Manual.

(c) **Term Limits.** The Advisory Board Delegate may serve such number of terms in office as provided in the Policy Manual.

(d) **Reimbursement of Expenses.** The Chapter will reimburse the Advisory Board Delegate or Advisory Board Delegate’s employer, as appropriate, for 100% of reasonable travel, lodging, and meal expenses related to attendance at two SWANA Board (Mid-Year and Annual) meetings per year.

(e) **Advancement to Association Officer.** If the Advisory Board Delegate is elected to serve as an Association officer, he/she shall resign from the Advisory Board Delegate position effective on the July 1 following the announcement of his/her election. Upon such announcement, a new Advisory Board Delegate shall be elected by the Chapter for a term commencing on the July 1 following such election. Expenses of an Association officer shall be paid by the Officer, the Officer’s employer, and/or as provided in the SWANA Policy Manual.

### 3.7 Vacancies

Vacancies may be filled by appointment of the Board of Directors, except the Vice President shall succeed the President. Appointees shall hold office for the remaining portion of such office.
3.8 **Limitations.** There shall be no more than three (3) Private Sector Members serving as Chapter Officers.

3.9 **Past President.** Although not a Chapter Officer, the Past President shall continue to participate on the Board as a voting member with all associated duties and responsibilities. The Past President shall be the most immediate Past President eligible to hold office in the Chapter and shall complete such duties as may be otherwise assigned in these Bylaws or requested by the Board. If a serving Past President resigns or is unable to continue in such office, the next preceding Past President shall be asked to assume the duties of Past President.

**ARTICLE IV**

**Directors**

4.1 **Generally.** The Board of Directors shall manage the activities, properties and affairs of the Chapter. The President, or in his/her absence, the Vice President, shall chair the Board and preside at all meetings. The Board shall meet at the call of the Chair and not less than twice a year. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. All questions, except the removal of a Director from office, shall be decided by majority vote of Directors present at a meeting at which a quorum is present.

4.2 **Number.** The number of elected Directors shall be five (5) who, together with the President, Vice President, Secretary, Treasurer, Advisory Board Delegate, and Past President, shall constitute an eleven (11)-member Board.

4.3 **Qualification.** All Directors shall be members in good standing. There shall be no more than three (3) members of the Board of Directors, including Officers, who are Private Sector Members at any one time. For the purposes of this determination, members who have joined as small business members shall be considered Private Sector Members.

4.4 **Election.** Except for the Officers (who shall serve as Directors by virtue of their election to their respective offices), all Directors shall be elected by vote of the membership.

4.5 **Term.** The term of office for each Board Member shall be two (2) years.

4.6 **Vacancies, Removal and Resignations.** By a vote of two-thirds (2/3) of all Board members, the Board may declare a vacancy within the Board or any office by reason of:
(a) two or more consecutive, unjustified absences from regularly recurring Board or Chapter meetings;
(b) conviction of a criminal offense;
(c) conduct unethical or contrary to the best interests of the Chapter; or
(d) any reason deemed necessary by the Board.
Any vacancy occurring on the Board shall be filled by the affirmative vote of a majority of the remaining Directors. A Director so elected shall serve for the unexpired term of his/her predecessor.

4.7 **Commitment to attend.** Board members make a commitment to fulfill the duties of a Director when they agree to be nominated as a candidate for election. One of the inherent duties of a Director is to attend Board and Chapter meetings. To facilitate honoring this commitment, the ISOSWO Board schedules its regular/periodic Board meetings on a recurring schedule (e.g., the first Friday of a month) and provides at least 72 hours’ notice to Chapter members of those meetings.

4.8 **Justified absences.** Unplanned or unexpected events and emergencies may sometimes create a situation in which absence from a Board meeting is justified. These extenuating circumstances include but are not limited to illness, death, work emergency, vehicle malfunction while in route, inclement weather that prohibits travel, and mandatory participation at another meeting or appointment that cannot be rescheduled. In all such circumstances, a phone call to the President or another Board member to explain the situation is warranted as soon as possible.

4.9 **Unjustified absences.** Unjustified absences stem from a repeated inability to prioritize the commitment to the ISOSWO Chapter and Board above other commitments. While the Board and Chapter recognize the demands of work and family, they also believe routinely prioritizing those demands above the commitment to attend regular/periodic Board meetings may indicate the Director’s need to reassess Board participation.

4.10 **Reimbursement of Expenses.** The Chapter will reimburse mileage for Chapter Officers and Directors attending monthly Board meetings when travel is completed in personal vehicles and not otherwise covered by the Officer or Director’s employer. The mileage reimbursement rate shall be equal to the IRS allowable reimbursement rate.

**ARTICLE V**

**Committees**

5.1 **Generally.** The following standing committees, which shall consist of at least three (3) chapter members, shall have Chairs appointed by the President on an annual basis and confirmed by a majority of the other members of the Board:

(a) Audit  
(b) Member Services  
(c) Programs and Arrangements  
(d) Bylaws  
(e) Investment  
(f) The President may activate such other committees as necessary, and appoint a Chair for each, to conduct the business and affairs of the Chapter. All such committee
activations and chair appointments shall terminate at the annual meeting, unless otherwise specified by the President.

5.2 Audit Committee. The Audit Committee, which shall consist of three members, shall be appointed by the President (who shall designate the Committee Chair) and confirmed by a majority of the other members of the Board. Preference for an appointment should be given to a past Treasurer and a past Secretary. The committee shall oversee the Chapter's financial affairs and at such times as the Board shall direct, but at least once per year prior to the annual meeting, conduct a financial audit. The Board shall adopt a policy governing the form of an audit report. In addition, the committee shall tally the results of (a) all elections of Directors and Officers; and (b) voting on such other issues and matters as the Board shall direct. If the Audit Committee Chair is not a candidate in that year, ballots should be sent to the Chair who will hold them until the Audit Committee meets. The tallied results will be reported to the Chapter Secretary and to the Board during the annual business meeting. If the Audit Committee Chair is a candidate, the President shall appoint another eligible member to receive and hold the ballots until the Audit Committee meets.

5.3 Member Services Committee. The function of the Member Services Committee is to recruit new members and retain current members for the Chapter. Yearly goals for the Member Services Committee shall be established and may include, but are not limited to, the number of new members to be gained, the number of membership renewals achieved, and degree of services. Goals will be established by the Committee at its first meeting and reported to the Board for approval.

5.4 Programs and Arrangements Committee. The function of this Committee is to coordinate the Chapter's seminars and meetings. All Chapter-sponsored programs or meetings are to be approved by the Committee and the Board of Directors. The annual meetings may include a dinner and awards ceremony in addition to the annual business meeting.

5.5 Bylaws Committee. It shall be the duty of the Committee to review the Chapter's Bylaws and to give guidance on questions of process when requested by the Board of Directors. It is also the responsibility of the Bylaws Committee to review the bylaws and propose needed changes or amendments first to the Board of Directors and upon approval, to the membership.

5.6 Investment Committee. It shall be the duty of the Committee to research long-term investment options for Chapter funds, recommend investment action to the Board of Directors for approval, and execute the approved investment action. The Committee shall additionally be responsible for monitoring Chapter investments and reporting investment status to the Board of Directors on no less than a quarterly basis.
ARTICLE VI
Elections

6.1 **Qualifications.** Officers and directors of the Chapter shall be elected from members in good standing. No person may serve simultaneously in more than one office.

6.2 **Election of Officers.** The President, Vice President, Secretary, and Treasurer shall be elected by majority vote of the members casting their vote. All officers shall serve for two years and until his/her successor shall have been duly elected or appointed (in the case of a mid-term resignation) and shall have qualified.

6.3 **Election of Directors.** Directors shall be elected by majority vote of those members participating in the election to serve two (2) year, staggered terms on the Board of Directors. When possible, Directors shall be nominated from a geographic area not already represented. Three of the Director terms shall expire in one year and two in the next. Directors may be re-elected to the position. If a Director is elected to an officer position, the Board vacancy shall be filled by the election of the members for the unexpired portion of the term.

6.4 **Election of Advisory Board Delegate.** The Advisory Board Delegate shall be elected by majority vote of those members participating in the election to serve a two (2) year term aligned with SWANA’s fiscal year (July 1 through June 30) but subject to the Policy Manual. The individual nominated to serve as Advisory Board Delegate must have previous experience serving as a Chapter Board member or Officer.

6.5 **Succession in Office.** No Officer may serve more than two consecutive terms in office, except the Advisory Board Delegate who may serve such number of terms in office as provided in the Policy Manual. A former officer shall be eligible for a position on the Board of Directors. An appointed officer may succeed him/herself and a private sector or public sector Director may succeed him/herself.

6.6 **Vacancies.** Vacancies may be filled by appointment of the Board of Directors except that the Vice President shall succeed the President. Appointees shall hold office for the remaining portion of the term of such office.

6.7 **Nominations.** The Chapter President shall appoint four members in good standing to serve on a committee for the purpose of nominating officers and Directors for the ensuing year. The Past President shall be a member of the Nominating Committee and shall serve as its presiding officer.

6.8 **Schedule.** The Nominating Committee shall be formed in June of each year. The committee shall submit its recommendations to the Board of Directors no later than mid-August of that year so nominations can be approved. Notice of nominations shall be made known to the membership of the Chapter at least thirty (30) days and no more than sixty (60) in advance of the annual business meeting. Ballots must be completed and returned no later than a
deadline of five (5) calendar days prior to the annual business meeting of the Chapter. If mailed via the U.S. Postal Service, the ballot must be postmarked by the deadline. If returned electronically or via facsimile the ballot must be received by the deadline. Electronic ballots shall be printed out on the day they are received in order to document the receipt date. Anything returned after the deadline shall be considered invalid and discarded.

6.9 **Ballot Retention.** Once tallied by the Audit Committee as required by these Bylaws, ballots shall be destroyed.

**ARTICLE VII**

**Meetings**

7.1 **Annual Meeting.** An annual meeting of the members shall be held during the month of September or October at such place as the Board of Directors shall determine unless extenuating circumstances warrant a schedule change that will be approved by the Board of Directors.

7.2 **Regular/Periodic Board Meetings.** The Board will meet in person as often as needed to conduct regular business of the organization. The President will be responsible for determining a meeting location; setting the meeting agenda; and publicizing the agenda and location via the ISOSWO list-serve at least 72 hours in advance of the meeting’s scheduled start time. Board members are to make every effort to attend each regular Board meeting as this is where the ongoing business of the organization is conducted.

7.3 **Special Board Meetings.** Special meetings of the Board may be called by the President or by a majority of the Board of Directors. Upon receipt of such call for a special meeting, the President or Secretary shall cause notice of the special meeting to be given as hereinafter provided.

7.4 **Conference Call.** If the Board must meet in special session, it is preferred that they meet in person. However, the Board may hold a special Meeting via conference call if arrangements are made to allow participation by all directors:

(a) A dial-in number and password should be made available to all members as part of the meeting notice.

(b) The Board is required to use roll call voting if a vote is called.

(c) Meeting minutes must be kept and posted as with a regularly called Board meeting.

(d) The minutes will include a complete list of those who dialed in to the call.

7.5 **Notice of Meetings.**

(a) **Regular/Periodic Board Meetings.** Notice of the regular/periodic Board meetings, including tentative agenda and location, shall be published via the ISOSWO list-serve at least 72 hours in advance of the meeting’s scheduled start time.

(1) If the Board is asked to add an item to the agenda after the distribution of the tentative agenda per Section 7.6(a), the request to add the item shall be presented at the
beginning of the Board meeting prior to approval of the tentative agenda.

(2) The person making the request shall identify whether the new item is intended to be a discussion item or an action item.

(3) Items can be added for discussion purposes at the request of a Board member. Extensive justification is not required because no action has been requested; however, the Board member should be prepared to say why the item should be considered by the Board.

(4) Action items can be added to the agenda at the request of a Board member and by regular vote of the Board. The requesting Board member must describe why the item needs to be added and why it requires action at the meeting then in process. This justification must be included in the motion to add the item and documented in the meeting minutes. The Board will vote on whether or not the proposed action item will be added to the tentative agenda. It will take a second vote on the approval of the original (tentative) or amended agenda.

(b) Special Board Meetings. Written notice stating the place, day, and time, and the purpose or purposes for which the special board meeting is called, shall be given to the membership not less than twenty-four (24) hours in advance of the scheduled start time of the special board meeting and distributed via the list-serve.

(c) Member Meetings. Meetings of the members shall be held at such time and place as is determined by the Board of Directors and, for conferences, the Program and Arrangements Committee, but in no event less frequently than twice each year. Notice of the place, date and time of the annual, regular and special meetings shall be made to the membership not more than sixty (60) days and not less than thirty (30) days before such meeting. Notice shall be delivered in person or by mail to the member at his/her address as it appears on the Chapter records or via fax or e-mail to a number or e-mail address provided by the member. Any meeting for which notice has been given may be canceled by the Board of Directors for sufficient cause and with adequate notice to members.

7.6 Quorum.

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

(b) Monthly Board meetings. Six members of the Chapter Board of Directors shall constitute a quorum. If less than a quorum is physically present in one location, the majority of those present may add one additional Board member via conference call or other distance communication means to reach quorum or adjourn the meeting until another date, time, and place. The President or Secretary shall notify the members of such adjourned meeting and its reschedule information.

7.7 Closed Meetings. The Board of Directors, at its discretion, may conduct business in closed session as follows:

(a) Personnel. On personnel matters, pending or anticipated litigation, or other matters that,
if discussed in open session, would violate lawful privilege or disclose information protected by law. The proceedings and minutes of all closed sessions on these matters shall be confidential. No votes shall be taken during closed session. Final action on matters discussed in closed session shall be taken during open session.

(b) **Nominations and Awards.** To consider recommendations from the Nominating and Awards committees to discuss matters that, if discussed in open session, would prematurely disclose nominations or awards recommendations. The proceedings and minutes of the closed sessions on these matters shall be confidential until the Board has authorized the slate of candidates and/or publicly announced award recipients. No votes shall be taken during closed session. Final action on matters discussed in closed session shall be taken during open session, taking care however, to maintain appropriate levels of confidentiality in the wording of the motion.

(c) **Decision.** A decision to enter into closed session for either of these purposes shall be supported by a two-thirds vote of those present and eligible to vote.

**ARTICLE VIII**

**Indemnification**

8.1 The Chapter shall indemnify and hold harmless any Director or Officer who is a party to a proceeding against liability incurred in the proceeding, subject to such terms and conditions as set forth in Iowa Code Ann. §§ 504.852 and .857 or successor provisions. However, such Officer or Director shall not be relieved from any liability to the Chapter imposed by law, including liability for fraud, bad faith or willful neglect.

8.2 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 30 days after the earlier of the following: (a) commencement of any action, suit or proceeding; or (b) circumstances providing good reason to anticipate commencement of an action, suit or proceeding.

**ARTICLE IX**

**Amendments**

9.1 **Vote:** These Bylaws may be amended upon the affirmative vote of a majority of the qualified members casting votes. Members are considered “qualified” to vote if they are not identified in the Association’s membership database as “inactive” or “former” members. This determination shall be made on the first day of the month in which the annual meeting is held.

9.2 **Process:**
(a) The process for a bylaws change begins when the Bylaws Committee convenes to review bylaws and discuss the need to add, delete, or amend bylaws. The Bylaws Committee will develop draft modifications, which shall be presented at least twice to the
Chapter Board for initial consideration and final consideration, respectively.
(b) Copies of any proposed amendments must also be sent to the Association’s International Headquarters for review and comment no less than 30 days prior to any final action thereon.
(c) Following approval by the Chapter Board, the proposed amendments shall be submitted to the Chapter membership for consideration. The proposed amendments and a ballot shall be distributed to members no less than 30 days and no more than 60 days in advance of the deadline for returning ballots.
(d) If mailed via the U.S. Postal Service, the ballot must be postmarked by the deadline. If returned electronically or via facsimile the ballot must be received by the deadline. Electronic ballots shall be printed out on the day they are received in order to document the receipt date. Anything returned after the deadline shall be considered invalid and discarded.
(e) The Audit Committee shall certify the results of the ballot vote and report on the results.
(f) Within thirty (30) days after adoption of an amendment, the Chairperson of the Bylaws Committee shall file a copy of the amended bylaws with the Association on behalf of the Chapter.

ARTICLE X
Regional Organization

10.1 Part of the Chapter’s support for SWANA governance is expressed in a Memorandum of Understanding (MOU) by and among all SWANA chapters in this Region. All chapters have signed similar MOUs in their respective regions. The officers and directors are authorized and directed to assure the fulfillment of the MOU terms and conditions, as they may be amended from time to time.

Amended September 30, 2019

Bill Rowland
President

Jennifer Frampton
Secretary

Garrett Prestegard
Bylaws Committee Chairman