

CHAPTER CODE OF REGULATIONS

OHIO BUCKEYE CHAPTER OF SWANA
(A Not-For-Profit Corporation, hereinafter, the "Chapter")

AFFILIATED WITH
THE SOLID WASTE ASSOCIATION OF NORTH AMERICA, INC.
(Hereinafter, "SWANA")

ARTICLE I: OBJECTIVES

The objectives of the Chapter are to develop increased professionalism in the field of solid waste management; to develop environmentally sound, economically competitive, and effective integrated municipal solid waste management systems, including reduction, recycling, collection, transfer, processing, landfilling, and waste-to-energy conversion of solid wastes; and to foster a cooperative atmosphere among solid waste management professionals through dissemination of information, continuing education and professional development and research programs to best serve the public interest.

ARTICLE II: MEMBERS

- 2.1 Application for membership in SWANA shall be made to SWANA Headquarters.
- 2.2 Any individual who joins SWANA in any membership class shall receive all membership rights at SWANA and Chapter functions and activities.
- 2.3 Any member may resign from membership by giving written notice to that effect to SWANA Headquarters and to the Chapter Secretary. However, the resignation of the member does not release the member of any outstanding financial obligations the member may have to the Chapter or SWANA.
- 2.4 The Chapter shall have the same membership classes, with the rights and privileges, as defined by SWANA.

ARTICLE III: DUES

- 3.1 Dues. Dues for each membership shall be established by SWANA. The Chapter, by a majority vote of the Board of Directors and ratified by a simple majority of the Chapter membership, may assess additional or special dues.
- 3.2 Fiscal Year. The Chapter's fiscal year shall be October 1 through September 30 of each year.

ARTICLE IV: OFFICERS

- 4.1 Officers. The Officers of the Chapter shall consist of a President, Vice President, Secretary, Treasurer, and Past President. With the exception of the Past President, all Officers of the Chapter shall be serving as a Director at the time of their election to such office. No person may serve simultaneously in the office of President and Vice President. No person may serve more than two successive terms as President or Vice President.
- 4.2 Term. All Officers shall serve until the next Annual Meeting of the Members and shall hold office until their respective successors are elected and installed into the office, except in the case of earlier resignation, removal or death.
- 4.2 President. The President shall call and preside at all meetings of the Board of Directors and the membership; nominate all committees; execute or approve on behalf of the Chapter all contracts, bonds and other written instruments approved by the Board of Directors; supervise and manage the business affairs of the Chapter; and perform such other duties incident to the office of President as may be prescribed from time to time by the Board of Directors.
- 4.3 Vice President. The Vice President shall assume the duties of the President in his or her absence; be the principal advisor to the President on Chapter affairs; plan and manage the Annual Meeting; and perform such other duties incident to the office of Vice President as may be prescribed from time to time by the President or Board of Directors.
- 4.4 Secretary. The Secretary shall keep full and correct minutes of all meetings of the Chapter; issue notices required by this Code of Regulations; maintain Chapter records other than financial records; prepare and submit required reports; and perform other such duties incident to the office of Secretary as may be prescribed by the President or Board of Directors.

4.5 Treasurer.

- 4.5.1 The Treasurer's duties shall include, but not necessarily be restricted to, attending all meetings of the Chapter and of the Board of Directors; collecting all dues and monies due the Chapter; paying of dues rebates to SWANA; and preparing all claims against the Chapter for payment and shall pay the latter upon approval of the membership present at a regular Chapter meeting or by the Board of Directors in regular session.
- 4.5.2 The Treasurer, without prior approval of the Board of Directors, may expend Chapter funds not-to-exceed a total of \$500.00 per month for ordinary Chapter expenses. With the approval of a majority of the Chapter Officers, the Treasurer may expend Chapter funds not-to-exceed \$2,000.00 per occurrence.
- 4.5.3 The Treasurer shall keep a correct record of all monetary transactions and shall have general charge of the books of accounts and financial records of the Chapter, and shall render periodic and required reports to the Chapter, its Board of Directors, and SWANA showing the financial condition of the Chapter. Reports rendered to the Board of Directors shall be submitted as often as the Board of Directors deems necessary.
- 4.5.4 For tax purposes, the Treasurer shall prepare and submit such reports as required by Federal, State, and local tax laws.
- 4.5.5 The Treasurer shall make available all books of accounts and records for an annual audit or at such other times as deemed necessary by the Board of Directors.
- 4.5.6 The Treasurer shall perform such other duties incident to the office of Treasurer as may be prescribed from time to time by the President or Board of Directors.

4.6 Past President. The Past President shall be the immediate past President of the Chapter and shall perform those duties as prescribed by the Board of Directors and the President.

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

4.8 Removal. An Officer who has been appointed by the Board of Directors may be removed by the majority vote of the Board of Directors. An Officer who has been elected by the Members may be removed only by a vote of two-thirds of the Chapter membership.

ARTICLE V: DIRECTORS

- 5.1 Directors. The Board of Directors shall have full control of the affairs of the Chapter, subject to the approval of the general membership at regular meetings.
- 5.2 Number. The number of Directors shall be fixed by the Board of Directors from time to time but shall be not fewer than nine (9) nor more than twenty-one (21). The President, Vice President, Secretary, Treasurer, Past President and Chapter (International Board) Director, shall serve as *ex officio* Directors with vote. Any Member who serves on the SWANA Executive Committee or who serves on the SWANA International Board as a Private Sector Director or as a representative of a Technical Division shall be an *ex officio* Director.
- 5.3 Term. Directors shall serve for a term of three (3) years and shall hold office until their respective successors are elected, except in the case of earlier resignation, removal or death.
- 5.4 Meetings. The President, or in his/her absence, the Vice President, shall be the Chairman of the Board of Directors and shall preside at all Board Meetings. The Board of Directors shall hold meetings not less than twice per year at the principal offices of the Chapter or at such other place within or without the State of Ohio as the Board of Directors shall determine.
- 5.5 Special Meetings. Special meetings of the Board of Directors may be called by the President or any two Directors. Upon receipt of such call for a special meeting and at least two (2) days prior to such meeting, the Secretary shall give notice to all Directors of the place, date, time, and the purpose(s) of such meeting.
- 5.6 Waiver of Notice. Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived by any Director in writing either before or after the holding of the meeting. The attendance of any Director at any meeting (or participation at a meeting held through the use of telephone or other communications equipment) without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed a waiver by that Director of notice of the meeting.
- 5.7 Action Without a Meeting. Any action that may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Directors entitled to vote, which writing or writings shall be filed with or entered upon the records of the Chapter.

- 5.8 Quorum and Vote. A majority of the Directors entitled to vote present at a meeting shall constitute a quorum for the transaction of business at any meeting of the Directors. Unless otherwise required under the Articles of Incorporation or this Code of Regulations, the affirmative vote of a majority of Directors present at a meeting shall be an act of the Board.
- 5.9 Removal; Resignations and Vacancies. By a vote of two-thirds of the Directors, the Board of Directors may remove a Director by reason of (A) unjustified absences from two or more consecutive meetings of the Board or Chapter; (B) conviction of a criminal offense; or (C) conduct which is unethical, or inimical to the interests or public image of SWANA or the Chapter. Vacancies on the Board of Directors caused by death, resignation, removal from office, or any other cause other than expiration of a term shall be filled for the unexpired portion of the three year term by the Board of Directors, except that the Vice President shall succeed the President.
- 5.10 Meeting by Means of Communications Equipment. One or more Directors may participate in a meeting of the Directors by means of authorized communications equipment within the meaning of Section 1702.01(Q) of the Ohio Revised Code. Participation of a Director at a meeting by authorized communications equipment in accordance with this Section 5.10 shall constitute presence in person at such meetings.
- 5.11 Chapter Director. The Board of Directors shall designate one of its Directors to serve as the Chapter Director on the International Board of Directors of SWANA for a three (3) year term and shall provide a means whereby views and opinions of the Chapter can be directed to SWANA. The Chapter Director shall provide a means whereby policies, actions, and plans of SWANA can be explained and interpreted to the Officers, Directors, and Members of the Chapter.
- 5.12 International Officer. If a Chapter Director, while being duly appointed, is elected or appointed to an office of SWANA International, the Director shall resign the position of Chapter Director, and be replaced by the Board of Directors.

ARTICLE VI: COMMITTEES

- 6.1 Committees & Sub Committees. There shall be standing committees of not less than three (3) members of the Board, each nominated by the President and approved by the Board of Directors as follows: (1) Audit Committee; (2) Membership Committee; (3) Programs and Arrangements Committee; (4) Code of Regulations Committee; and (5) Nominating Committee. The President may appoint such other committees and sub 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.

- 6.2 Audit Committee. There shall be an Audit Committee consisting of three (3) Directors, which should include a past Treasurer and a past Secretary; the chairperson of the Audit Committee shall be selected by the President and approved by the Board of Directors. The Audit Committee shall oversee or conduct the audit of the Chapter's financial affairs as appropriate to the Chapter's business calendar and at such other times as the Board of Directors deems necessary. The Audit Committee shall also tally all election ballots of the Chapter and shall report its findings to the Board of Directors and the membership.
- 6.3 Membership Committee. The function of the Membership Committee is to recruit new members for the Chapter. A yearly membership goal will be established by the Board of Directors at the first meeting of the fiscal year to enable the Membership Committee to begin its efforts. The Membership Committee is required to send an introduction package to all new members. The package shall include a letter of welcome, a list of current Officers and Directors, the latest Chapter newsletter, Chapter Code of Regulations, and other Chapter information of interest.
- 6.4 Programs and Arrangements Committee. The function of the Programs and Arrangements Committee is to coordinate the Chapter's seminars and meetings. The Annual membership meeting may include a dinner and award ceremony in addition to the regular business meeting.
- 6.5 Bylaws Committee. The function of the Bylaws Committee is to draft and present draft changes of the Chapter Code of Regulations when requested by the Board of Directors to ensure conformity with SWANA bylaws and Chapter organizational functions. The Bylaws Committee will be responsible for proposing to the Board of Directors any changes to this Code of Regulations and for ensuring any changes are adopted in accordance with SWANA and Chapter policies and procedures.
- 6.6 Nominating Committee. There shall be a Nominating Committee, which shall consist of the Past President and two (2) Directors for the purpose of nominating Officers and Directors for the ensuing year. This Nominating Committee shall submit its recommendations to the Board of Directors at the regularly scheduled 3rd quarter meeting of the Board of Directors. The Past President shall be the presiding officer of the Nominating Committee. Notice of nomination shall be made known to the membership of the Chapter at least 45 days in advance of the annual business meeting. The Nominating Committee shall make every reasonable effort to solicit nominations for the Board of Directors from the membership and present only the names of voting members who have consented to serve if elected.

ARTICLE VII: ELECTIONS

- 7.1 Qualifications. Officers and Directors of the Chapter shall be elected from Chapter members, eligible to hold such office, in good standing.
- 7.2 Election of Officers. The election of the President, Vice President, Secretary, and Treasurer shall be conducted as prescribed in, Section 7.4 of this Code of Regulations.
- 7.3 Election of Directors. The Members in good standing shall elect Directors in the manner prescribed in Section 7.4 of this Code of Regulations.
- 7.4 Election Method. The election of Officers and Directors under this Article VII shall be conducted by secret ballot distributed by the Secretary via mail, email, or fax to all Members entitled to vote at least forty-five (45) calendar days prior to the Annual Meeting of the Members and returned to the Secretary at least three (3) business days prior to the Annual Meeting of the Members. In the event of a tie vote, the election shall be decided by drawing straws at the Annual Meeting of the Members.

ARTICLE VIII: MEETINGS OF MEMBERS

- 8.1 Annual Meeting. The Annual Meeting of Members of the Chapter shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the Chapter. The Annual Meeting may be held at such place within or without the State of Ohio as the Board of Directors may determine.
- 8.2 Special Meetings. Special meetings of the members may be held at any time by call of the President, a majority of the Board of Directors, or fifty (50) percent of the Members eligible to vote. Upon receipt of such call for a special meeting, the Secretary shall cause notice of the special meeting to be given at least two (2) days prior to such meeting.
- 8.3 Notice of Meetings. Written notice of all regular meetings shall be sent to the membership not less than 30 days prior to the date of the meeting. Notice of the Annual Meeting shall be made to the membership 45 days in advance of the meeting.
- 8.4 Quorum. The Members present and entitled to vote at a meeting shall constitute a quorum at the meeting for the transaction of business. The Members present may adjourn the meeting despite the absence of a quorum.
- 8.5 Regular Meetings. Regular meetings of the Members shall be held at such time and place as is determined by the Board of Directors and the Program and Arrangements Committee, but not less frequently than twice each year. Any meeting may be canceled by the Board of Directors for sufficient cause, unless such meeting was

called by the Members. At every meeting of Members, there shall be presented a list or record of Members as of the record date, certified by the Chair of the Membership Committee, and upon request therefore, any Member who has given written notice to the Chapter, which request shall be made at least 10 days prior to such meeting. Such list shall be evidence of the right of the Members to vote at such meeting, and all Members who appear on such list may vote at such meetings.

- 8.6 Proxy. Every Member may authorize another person to act for him/her by proxy in all matters in which a Member may participate. Every proxy shall be signed by the Member and shall be revocable at the pleasure of the Member executing it.

ARTICLE IX: INDEMNIFICATION

- 9.1 The Chapter shall indemnify and hold harmless, to the full extent permitted by the Nonprofit Corporation Law of Ohio, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, Officer, employee or volunteer of the Chapter or is or was serving at the request of the Chapter as a Director, trustee, Officer, member, manager, employee or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, limited liability company, joint venture, trust, or other enterprise including SWANA. The Chapter may, but shall not be required to, indemnify any other person whom it may indemnify under the provisions of the Nonprofit Corporation Law of Ohio.

Notwithstanding the foregoing, any past or present Director, Officer, employee or volunteer of the Chapter shall not be relieved from any liability to the Chapter or SWANA imposed by law, including liability for fraud, bad faith, or willful neglect.

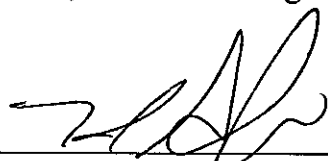
- 9.2 Any indemnification shall be made by the Chapter only as authorized in each specific case by the Board of Directors upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the Board of Directors within 30 days after the earlier of the following: (a) commencement of any action, suit or proceeding, or (b) circumstances providing good reason to anticipate commencement of any action, suit, or proceeding. In its sole discretion, the Board of Directors may waive any failure of a person to timely request indemnification.

ARTICLE X: AMENDMENTS

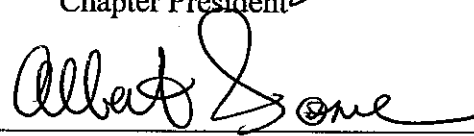
This Code of Regulations may be amended upon the affirmative vote of the Directors.

ARTICLE XI: CONFORMITY

All Chapter programs and activities shall conform with the Affiliation Agreement between the Chapter and Solid Waste Association of North America, the SWANA Policy Manual, this Code of Regulations, and applicable state and federal law.

Approved 
Chapter President

(Date) 09/08/11

Certified 
Chapter Secretary

(Date) 09/08/11