BYLAWS FOR COLORADO ROCKY MOUNTAIN SOLID WASTE ASSOCIATION OF NORTH AMERICA
Affiliated with the Solid Waste Association of North America ("SWANA" or "Association").

ARTICLE I
Name
The name of the organization shall be the Colorado Rocky Mountain Solid Waste Association of North America (SWANA). The word "Chapter" hereinafter shall refer to this organization. The word "Association" hereinafter shall refer to the national organization.

ARTICLE II
Mission and Goals
The mission of the Chapter is to advance the practice of environmentally and economically sound management of municipal solid waste in Colorado. To accomplish this mission, the Chapter will undertake the following:

2.1 Coordinate periodic meetings to provide members with information and technology transfer, as well as opportunities for networking with professional colleagues.

2.2 Provide information to members regarding the activities of the Association, and provide input to the Association regarding the needs and priorities of our membership.

2.3 Provide information regarding proposed national and local legislation and regulation changes to facilitate awareness by the membership.

2.4 Facilitate training and certification of our members by supporting the Association in presentation of training courses in the Rocky Mountain Region and/or providing scholarships to needy members if funds are available.

2.5 Encourage constructive dialogue among public and private members of the Chapter.

ARTICLE III
Members
3.1 Membership. Individuals who desire membership must join the Association and then, by virtue of where they reside or work, can be affiliated with this chapter.

3.2 Resignations. A member may resign from membership at any time by giving written notice to that effect to the Association. However, the resignation of a member does not relieve the member of any obligations that member may have to the Chapter or the Association.

3.3 Suspensions. Suspension for nonpayment of dues shall be governed by the Association Policy Manual.

3.4 Termination. Only the Association may terminate membership in accordance with Association Policy Manual.

3.5 Classes. The Chapter recognizes the membership classes as set forth in the Association Bylaws.

3.6 Revisions. These bylaws shall be amended to reflect any membership revisions established by the Association.

ARTICLE IV
Meetings of Members
4.1 Annual Meeting. An annual meeting of the members shall be held each year at such time and place as the board of directors shall determine by resolution, unless extenuating circumstances require a change, which shall be approved by the board of directors.

4.2 Special Meeting. Special meetings of the members 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 secretary shall cause notice of the special meeting to be given as hereinafter provided. The Secretary upon a written request of ten percent (10%) of the members shall call a special members' meeting.

4.3 Notice of Meeting. Within thirty (30) days after such call or request, written notice stating the place, day and time of all meetings and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting. Such notice shall be given not less than ten (10) days nor more than fifty (50) days before the date of the meeting. Notice of the annual business meeting shall be made to the membership not less than thirty (30) days before such meeting nor more than sixty (60) days. Notice shall be delivered to a member at his/her residence or usual place of business or mailed (by postal or electronic media) to the member at his/her address as it appears on the Chapter record.

4.4 Meeting Process. Roberts Rules of Order shall govern all member meetings of the Chapter, unless otherwise so designated at the beginning of the meeting.

4.5 Quorum and Voting. A quorum shall consist of not less than 10 percent of the members entitled to vote at the time of the meeting. If a quorum is not present, no action may be voted on, and no official business may be conducted. An action shall pass only if it receives affirmative votes from a majority of members present, provided the following occurs.

4.5.1. The majority is calculated by determining the number of affirmative, negative, and abstaining members present. Total affirmative votes must exceed the total of negative votes and abstentions for the measure to pass.

4.5.2. A tie shall fail to pass, and the action shall die.

4.6 [Section Reserved]

4.7. Action without Meeting. An action that may be taken at an annual, a regular, or a special meeting of members may be taken without a meeting if the Chapter delivers a written ballot to every member entitled to vote on the matter.
4.7.1. A written ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action.

4.7.2. Approval by written ballot under this section is valid only when the number of votes cast by ballot equals or exceeds the number needed for a quorum as defined in Article 4.5, and the number of approvals equals or exceeds the number of votes required to approve the matter at a meeting whether the number of votes cast was the same as the number of votes cast by ballot.

4.7.3. A solicitation for votes by written ballot must indicate the number of responses needed to meet the Quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, specify the time by which a ballot must be received by the chapter to be counted, and the written information sufficient to permit each person casting such ballot to reach an informed decision on the matter.

4.7.4. A written ballot may not be revoked.

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

ARTICLE V
Dues and Assessments

5.1. Dues. Membership dues for the categories of members shall be the membership dues as established by the SWANA Board of International Directors.

5.2. Rebates to the Chapter. The Association will rebate to the Chapter such amounts for each membership category as set forth in the Association Policy Manual.

5.3. Fiscal Year. The Chapter’s fiscal year shall be November 1 through October 31.

5.4. [Section Reserved]

5.5. Currency of Dues. All annual Association dues for membership shall be paid in U.S. dollars.

5.6. Collection of Dues. Chapter Members shall pay annual dues directly to the Association.

5.7. Amendments to Dues and Assessments. This Article may be amended to reflect dues and assessments policies established from time to time by the Association’s Board of International Directors.

ARTICLE VI
Board of Directors

6.1. General. The Board of Directors shall be composed of the officers and directors of the Chapter. The Board shall manage the activities, property and affairs of the Chapter. The president, or in his/her absence, the vice-president, shall serve as the chairperson of the Board of Directors and shall preside at all meetings and over all activities of the Board. The duties of the officers are specified in Article VIII.

6.2. Meetings. The Board may meet at the call of the President and shall hold regular meetings not less than twice yearly. Notice of each regular meeting shall be made to each director verbally or in writing (by postal or electronic media) at least 30 days prior to the meeting date.

6.3. Special Meetings. Special meetings of the directors may be called by the president or any two directors. Upon such call for a special meeting, the secretary shall give at least two (2) days’ notice to each director of the place, date and time of such meeting and the purpose(s) for which the meeting was called.

6.4. Meeting Process. Roberts Rules of Order shall govern all Board and member meetings of the Chapter, unless so designated at the beginning of the meeting. Meetings may be conducted as face to face or via telephone conference call.

6.5. Quorum and Voting. A quorum shall consist of not less than 50 percent of the board members in office at the time of the meeting. If a quorum is not present, no action may be voted on, and no official business may be conducted. An action shall pass only if it receives affirmative votes from a majority of members present, provided the following occurs.

6.5.1. The majority is calculated by determining the number of affirmative, negative, and abstaining members present. Total affirmative votes must exceed the total of negative votes and abstentions for the measure to pass.

6.5.2. A tie shall fail to pass, and the action shall die.

6.6. E-Mail Voting. Any one or more directors may call for a vote or action of the directors outside of a meeting by electronic mail. The vote initiator shall request this action through the President, or in the President’s absence, through the Vice President. The President shall forward the electronic motion to all directors and request a second by another director. If a second occurs, the President shall facilitate discussion for a minimum of one (1) full business day after the motion has been seconded. At the end of the discussion period, the President shall call for a vote with a voting period of a minimum of one (1) full business day. If a quorum (including abstentions) is obtained during the voting period, the vote shall be valid. Otherwise, the manner of voting shall be as prescribed by CRS 7-128-202 for directors taking action without a meeting.

6.7. [Section Reserved]

6.8. Conflicting Interest Transactions. No director or officer shall be interested, directly or indirectly, in any contract relating to the operations conducted by the Chapter, nor in any contract relating to the operations conducted by the Chapter, nor in any contract for furnishing services or supplies to the Chapter. Further no director or officer who may have such interest either directly or indirectly may participate in the voting on any actions taken regarding contracts. All actions will be in accordance with CRS 7-128-501 regarding conflicting interest transactions.

6.9. Number and Affiliation of Directors. The number of elected directors shall not be less than three nor more than 25. Such elected directors, together with the president, past president, vice-president, secretary, treasurer, and international chapter director, shall constitute a minimum nine- member and maximum 31-member Board. The past president and international chapter director may serve in a dual capacity with another office as approved by the Board. At least one director shall be elected from the private sector and one from the public sector.

6.10. Qualification. All directors shall be Association members in good standing.
6.11. **Term.** The term of office of a director shall be one year, except for the international chapter director who shall serve a two-year term. No officer, except the international chapter director whose term limit is at the discretion of the Board, may serve more than two consecutive terms in the same office, unless otherwise approved by the membership. Consecutive terms of directors is unlimited. A former officer shall be eligible for a position on the board of directors. An appointed office or director may succeed him/herself.

6.12. **Vacancies and Removal.** By a vote of two-thirds of the Board members, the board may declare removal of a director or officer by reason of (a) two or more consecutive unjustified absences from board meetings, and/or (b) if deemed in the best interest of the Chapter. An officer or director who has been elected by the members may be removed for any reason only by a majority vote of the membership and board. All vacancies occurring on the board shall be filled by the affirmative vote of a majority of the remaining Board. A director so appointed shall serve for the unexpired term of his/her predecessor.

6.13. **Resignations.** A director may resign at any time by delivery of written notice to the board of directors or to the president. In such an instance, the vacancy shall be filled in the manner described above.

**ARTICLE VII**

**Officers**

7.1. **Officers.** The officers shall consist of a president, past president, a vice-president, a secretary, a treasurer, and an international chapter director. The position of International Chapter Director may be held by any Board member, including a person holding another office; the positions of Secretary and Treasurer may be combined. All other officer positions shall be filled by separate individuals, so that there are not less than four officers following any election.

7.2. **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 instructions approved by the Board of Directors, shall supervise and manage the business affairs of the Chapter, and shall perform such other duties incident to the office of president as may be prescribed from time to time by the Board of Directors.

7.3. **Vice President.** The vice-president shall assume the duties of the president in his/her absence, shall be the principal advisor to the president of Chapter affairs, and shall perform other tasks incidental to the office of vice-president as may be prescribed by the Board of Directors. In addition, the vice-president will be the chair of the annual meeting/conference committee as referenced in Article 10.4.1

7.4. **Secretary.** The secretary shall keep full and correct minutes of all proceedings of the Chapter, its members, directors and committees, shall issue notices required by these bylaws, shall maintain Chapter records, other than financial records, shall prepare and submit required annual, periodic or special reports, and shall perform such duties as may be prescribed by the Board of Directors.

7.5. **Treasurer.**

7.5.1. The treasurer’s duties shall include, but not be restricted to, collecting all monies due and owing to the Chapter, paying amounts due to the Association, and paying all just and valid debts and obligations of the Chapter upon approval thereof by the Board of Directors.

7.5.2. The treasurer, without prior approval of the Board of Directors, may incur an indebtedness not to exceed $100.00 in any one month for ordinary Chapter expenses.

7.5.3. The treasurer shall keep a correct and complete 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 financial reports to the board of directors, to the Association, and to the membership showing financial condition of the Chapter. Reports to the board of directors shall be rendered as often as the Board of Directors deems necessary.

7.5.4. The treasurer shall prepare and submit such financial reports as required by federal and state laws.

7.5.5. 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.

7.5.6. The treasurer shall make available a list of new, current, and unpaid members to the secretary and the Chairman of the Membership Committee, as requested.

7.6. **Past President.** The past president shall be the most immediate past president eligible to hold office in the Chapter and shall provide guidance and counsel to the board.

7.7. **International Chapter Director.** The international chapter director shall attend the International Board meetings as a representative of the Chapter, shall act as a liaison for the opinion of the Chapter to the International Board and report back to the Chapter, and shall perform other duties as assigned.

7.8. **Vacancies.** Vacancies may be filled by appointment by the Board of Directors. Appointees shall hold office for the remaining portion of the term of such office.

7.9. **Removal.** An officer who has been appointed by the Board of Directors may be removed by the board. An officer who has been elected by the members may be removed only by vote of the membership.

**ARTICLE VIII**

**Elections**

8.1. **Qualifications.** Officers and directors of the Chapter shall be elected from members in good standing. No person may serve simultaneously as president and vice president or as president and secretary or treasurer. Any officer must serve a minimum of one year as a Chapter director prior to being elected to an officer position. Any officer not present for fifty percent or more of the monthly board meetings within a given term is not eligible to service as an officer in the following term.

8.2. **Election of Officers.** The president, vice president, secretary, treasurer and international chapter director shall be elected by majority vote of the members (a) at the annual business meeting of the Chapter by an appropriate method or (b) submitting a written ballot which may be sent to the member beforehand by mail or (c) submitting a pre-sent E-mail. Members can only vote by one of the three methods. Officers’ terms shall continue until their respective successors have been duly elected. Unless he/she is specifically removed from office by an action of the members, the past president shall be the person
who held the office of president immediately prior to the current president.

8.3. Nominations. The Chapter president shall appoint two members in good standing to serve on a committee for the purpose of nominating officers and directors for the ensuing year. This Committee shall submit its recommendations to the board of directors in advance of the annual business meeting of the Chapter. The past president shall be a member of the Nominating Committee and shall serve as its presiding officer. In the absence of an active past president, the president will appoint a presiding officer. Notice of nominations shall be given to the membership not less than thirty (30) days before the commencement of any voting.

ARTICLE IX
Chapter Staff

9.1. Board of Directors Authority and Responsibility. The Board of Directors has the authority and right to recruit, employ or subcontract staff, on a part- or full-time basis. Terms of employment shall not exceed two years without review and renewal. If individuals are employed by the Chapter, they shall become staff. Completion of duties shall be conducted in accordance with the employment contract, subcontractor agreement and/or job description.

9.2. Hiring and Administration. Chapter staff shall be recruited and employed or subcontracted with and administered by the Board of Directors.

ARTICLE X
Committees

10.1. General. The following standing committees may be appointed by the president and confirmed by a majority of the other members of the board.

10.1.1. Audit
10.1.2. Membership
10.1.3. Programs and Training
10.1.4. Bylaws
10.1.5. Nominating
10.1.6. Road-E-O
10.1.7. Legislative.
10.1.8. Scholarship/Awards
10.1.9. Communications

By resolution adopted by the affirmative vote of a majority of the directors, the board may designate two or more directors to constitute such other committees as necessary for conducting the business and affairs of the Chapter. All such committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the board.

10.2. Audit Committee. The Audit Committee shall consist of the president and two other members of the board, with preference for appointment given to the past officers. The Committee shall oversee the Chapter’s financial audit. 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. All such results shall be reported to the Chapter secretary and to the board.

10.3. Membership Committee. The function of this 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 Committee should send an introduction package to all new members. This package is to include a letter of welcome, list of current officers, latest Chapter newsletter, Chapter Bylaws, membership list and any other pertinent information available on SWANA programs and services.

10.4. Programs and Training Committee(s)

10.4.1. Annual Meeting/Conference. This committee will be chaired by the Vice President and such other members from either the board or among the general membership as is needed. The function of this committee is to coordinate the dates, logistics, agenda, budget, sponsorship and related development of the annual conference which coincides with the annual membership meeting. The annual Membership Meeting may include a dinner and award ceremony in addition to the regular business meeting.

10.4.2. Technical Seminars and Training. The function of this Committee is to coordinate the Chapter’s seminars and technical training meetings. Dates of all the proposed seminars and technical training meetings as well as the board business meetings for the upcoming year will be selected by the board of directors at the first meeting of the fiscal year. Dates may be changed by a majority vote of the Board and any change notices will be sent out in accordance with Article 4.3 of these bylaws. Each seminar and/or technical training meeting planning committee shall include at a minimum one board member act as a liaison with the board.

10.5. Bylaws Committee. The function of this Committee is to review the Chapter’s Bylaws and to give guidance to the board of directors. At least 90 days prior to any action thereon by the board or the members, the committee shall send amendments to the association General Counsel for review and comment. The Committee shall send copies of any proposed amendments to International headquarters after approval of the board, and not less than 90 days prior to any action thereon by the membership.

10.6. Nominating Committee. The Nominating Committee shall be established and shall operate in accordance with Article 8.3 herein.

10.7. Road-E-O Committee. The function of this Committee is to coordinate the annual Chapter Road-E-O competition including dates, location, marketing, publications, participant/sponsorship recruitment, and awards. The Committee will determine the state Road-E-O champion(s) upon completion of the competition. The Chapter Road-E-O champion(s) will be designated as Colorado’s representative(s) at the Association’s International Road-E-O competition. The Road-E-O Committee will provide the Board of Directors an annual budget in advance of the Road-E-O event as well as program cost report upon completion of each Road-E-O event.

10.8. Legislative Committee. The Legislative Committee shall consist of a minimum of two directors, preferably including at least one director each from the public sector and from the private sector. The function of this Committee is to track and report to the Board of Directors and Chapter membership the status of proposed changes in legislation and regulation that may affect the members. Reporting shall be fair and unbiased, as timely as practicable (at...
least monthly during the legislative session), and by electronic transmission when practicable.

10.9. Scholarship/Awards Committee. The function of this committee is to recommend to the Board the offering of financial support such as scholarships, awards, stipends, or tuition for approved programs associated with the organization in furtherance of the mission of the organization. The recommendation will include the type of financial support, the amount of financial support, the method of application, the method of advertisement, the minimum qualifications and/or criteria necessary to be considered for award, and the method of selection of successful applicants. The money for the scholarship, awards, stipends, or tuition shall come out of the general account of the Chapter and may be used for any purposes approved by the Board. The Board, by vote in accordance with these bylaws, shall approve, disapprove or amend any recommendations. The Board will ensure that the criteria for selection are clearly stated in any advertisement, and the decisions of the Board shall be final.

10.10. Communications Committee. The function of this Committee is to ensure timely notification to the membership regarding upcoming events, newsletter publications, announcements of training opportunities and other information as determined by the board of directors. Additionally, this committee is to ensure the chapter’s website is kept current on posting of minutes, current programs, registrations, training opportunities, links to related organizations including National SWANA, sponsor logos, and other items related to a professional up to date website.

ARTICLE XI
Indemnification

11.1. The Chapter shall indemnify and hold harmless any person who shall be a director or officer of the Chapter or of the Association from and against any and all actions, claims, lawsuits, and demands, including reasonable attorney’s fees and expenses defending the same, that might arise or be asserted against such person in connection with Chapter business. 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.

11.2. 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: (1) commencement of any action, suit or proceeding; or (b) circumstances providing good reason to anticipate commencement of an action, suit or proceeding.

ARTICLE XII
Amendment

12.1. These Bylaws may be amended upon the affirmative vote of a majority of the votes cast by members in good standing (a) present at the annual business meeting, in person, or (b) submitting a written electronic or paper ballot provided the number of votes cast at the annual meeting or by written ballot meets the criteria for a quorum as defined in Article 4.5).

12.2. The amended Bylaws shall become effective immediately upon the closing of a vote provided a majority of the votes cast is in the affirmative.

ARTICLE XIII
Affiliation Agreement

The Chapter shall comply with the Affiliation Agreement between the Chapter and the Association.