

**BYLAWS FOR THE  
SWANA UTAH BEEHIVE CHAPTER**

**ARTICLE I  
Identity**

1. Name. The name of this corporation is SWANA Utah Beehive Chapter, herein after referred to as the 'Chapter'.
2. Geographical Boundaries. The Chapter boundaries are the State of Utah.
3. Affiliation. The Chapter is affiliated with the Solid Waste Association of North America, Inc. ("SWANA" or "Association"), a California nonprofit public benefit corporation. The Chapter supports SWANA governance as expressed in a Memorandum of Understanding (MOU) by and among all SWANA chapters in Region 2. 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, and as they may be amended from time to time.
4. Principal and Business Offices. The Chapter may have such principal and other business offices and mailing addresses within the State of Utah as designated by the Beehive Chapter Board of Directors, which is SWANA Beehive Chapter, c/o Trans-Jordan Cities, PO Box 95610, South Jordan, Utah 84095

**ARTICLE II  
Purpose and Objectives**

1. Purpose. The Chapter is organized as a nonprofit corporation of the State of Utah as a professional association exclusively for educational purposes.
2. Objectives. The objectives of the Chapter are to develop increased professionalism in the field of solid waste management; encourage and share knowledge about environmentally sound, economically competitive, and effective systems for the storage, collection, transfer, and disposal of wastes; and foster a cooperative atmosphere between the public and private sectors of the waste management field through the dissemination of information, continuing education, professional development, and research programs.

**ARTICLE III  
Members**

1. Membership Rights. Any individual who joins SWANA in any membership class shall receive all membership rights at Association and Chapter functions and activities. All memberships are Association memberships. A member who works or resides in Utah shall be affiliated with this Chapter unless such member elects affiliation with a different chapter.
2. Application. Application for membership shall be made in writing to the SWANA International Offices or submitted online at [www.swana.org](http://www.swana.org). The secretary of the Chapter shall be prepared to direct potential new members to a membership application on the SWANA website or provide a form, when requested.

3. Membership Categories. The Chapter recognizes the membership classes established and defined in the SWANA Bylaws.
4. Resignation. Any member may resign from membership, at any time, by giving written notice thereof to the SWANA International Offices and to the Chapter President or Chapter Secretary. However, the resignation of a member may not release the member from any outstanding obligations the member may have to the Chapter or to SWANA. Release of outstanding obligations to the Chapter shall be determined by a vote of the board of directors.
5. Membership Status. The status of membership, including suspension or termination thereof for nonpayment of dues or for other reasons, shall be governed by SWANA.
6. Membership Revisions. These bylaws shall be amended to reflect any membership revisions by SWANA.

#### **ARTICLE IV Dues and Assessments**

1. Dues. Dues for each membership category shall be as established by SWANA. The Chapter, by majority vote of the board of directors and as ratified by simple majority of the membership, may assess additional or special dues.
2. Dues and Assessment Management. The timing and manner of invoicing, paying, rebating and disbursing dues shall be governed by SWANA. Chapter practices and procedures shall be consistent with dues and assessment policies established from time to time by the SWANA Board of Directors.
3. Fiscal Year. The Chapter's fiscal year shall be October 1 through September 30.
4. Benefits of Dues Payments. Except as provided in the SWANA Bylaws and the Policy Manual, the payment of dues entitles members to all privileges and benefits of membership.
5. Amendments to Dues and Assessments. This Article IV shall be amended to reflect dues and assessment policies established from time to time by the SWANA Board of Directors.

#### **ARTICLE V Officers**

1. Generally. The officers shall consist of a president, one vice president, a secretary, and a treasurer. All Chapter officers shall be members in good standing. The offices of secretary and treasurer may be filled by one person but normally are filled by two people. All Chapter officers shall also be Directors of the Chapter by virtue of their election to office. The past president has a standing request to attend all board meetings for the year following the presidency. The past president will have no voting power on the board, except in the case of a tie.
2. President. The president shall call and preside at all meetings of the Chapter membership and of the board of directors, 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 incident to the office of president as may be prescribed from time to time by the board of directors.

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 on Chapter affairs, and shall perform other tasks incidental to the office of vice-president as may be prescribed by the Board of Directors.
4. Secretary. The secretary shall keep full and correct minutes of all proceedings of the Chapter, its members, officers, directors, and committees, shall issue notices required by these bylaws, shall prepare and submit required annual, periodic or special reports, and shall perform such other duties as may be prescribed by the Board of directors.
5. Treasurer. The treasurer's duties shall include, but not be limited to, collecting all monies owed to the Chapter, paying amounts due to SWANA, and paying all just and valid debts and obligations of the Chapter upon approval of payments by the board of directors.
  - a. The treasurer, without prior approval of the board of directors, may incur an indebtedness not to exceed \$250.00 per month for ordinary Chapter expenses.
  - b. 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, shall render periodic and required financial reports of the Chapter to the board of directors, to the SWANA, and to the membership showing the financial condition of the Chapter. Reports to the board of directors shall be rendered as often as the board of directors deems necessary, but no less than twice per year.
  - c. The treasurer shall prepare and submit such financial reports as may be required by federal and state laws.
  - d. The treasurer shall make available all books of accounts and records for an annual auditor or at such other times as deemed necessary by the board of directors, but not less than biennially.
6. Term of Office. The president and the vice-president shall serve for one year and until their respective successors shall have been duly elected and shall have qualified. The treasurer and secretary shall serve for two years. The term of office of the officers shall coincide with the Chapter's fiscal year.
7. 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 such office.
8. Removal. An officer who has been appointed by the board of directors may be removed by the board of directors. An officer who has been elected by the members may be removed only by vote of the membership. If an Officer or Director is terminated, expelled, or suspended from membership, per Article III, Section 5, the Officer or Director's resignation from the Board shall be effective immediately.
9. Election. All officers (except appointees) shall be elected by vote of the membership.

**ARTICLE VI**  
**Directors**

1. Generally. The board of directors shall manage the activities, property, 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 of directors shall meet at the call of the chair and not less than twice a year. Special meetings of board of directors may be called by the president, or any two directors. Upon receipt of such call for a special meeting, the secretary shall give at least five days' notice to all directors of the place, date, and time of such meeting and the purpose(s) for which the meeting was called. A majority of the number of officers and directors fixed under 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 a majority vote of the board of directors present at a meeting at which a quorum exists. Any action that can or must be taken at a board of directors meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the officers and directors. Notice of a meeting need not be given to any officer or director if he/she, before or after the meeting, signs a waiver of notice which is filed with the records of the meetings.
2. Number. The number of elected directors shall be six who, together with the president, vice president, secretary, and treasurer, shall constitute a ten-member board of directors. The past president shall serve as an ex-officio member of the board of directors and shall have no vote except as provided in section 5.1 and 6.11 of these bylaws.
3. Qualifications. All directors shall be members in good standing, and ready to perform their duties as a Chapter officer, per sections 6.5 and 6.12 of these bylaws.
4. Election. Except for the officers, serving as directors by virtue of their election or appointment to their respective offices, all directors shall be elected by vote of the membership.
5. Elected Board Member Categories. The elected directors shall consist of certain categories. Prior to the election, the board of directors shall designate each nominee as an Advisory Board Delegate/Director, a Public Sector Director, a Private Sector Director, a Safety Ambassador, a Young Professional (YP), and an At Large Director.
  - a. Advisory Board Delegate/Director. The Advisory Board Delegate/Director shall have such rights and responsibilities as set forth in the SWANA Policy Manual. In addition, he/she shall have other Chapter duties as assigned. The purpose of this position is to provide a mechanism to express the Chapter's views and opinions to SWANA and to receive input from SWANA regarding its policies, actions, and plans.
  - b. Public Sector Director. The Public Sector Director shall be employed, or retired from, a public, non-profit, or governmental agency and shall perform other Chapter duties as assigned.
  - c. Private Sector Director. The Private Sector Director shall not be employed by, or be retired from, a public, non-profit, or government agency and shall perform other Chapter duties as assigned.
  - d. Safety Ambassador. The Safety Ambassador shall be a useful local resource for safety and compliance-related information. The Safety Ambassador will serve as safety leader and speak at Chapter events about workplace accident and injury reduction. The Safety Ambassador shall perform other Chapter duties as assigned.

- e. Young Professional Director. The Young Professional (YP) Director shall be a member that is 35 years or younger on the first day of his/her elected term.
- f. At Large Director. The At Large Director shall perform Chapter duties as assigned.

6. Term. The term office of a director shall be two years beginning on October 1 and ending on September 30 and until their respective successors have been duly elected and shall have qualified. The term of office of the Advisory Board Delegate shall be as set forth in the SWANA Policy Manual.

7. Vacancies. By a vote of two-thirds, the Board may declare a vacancy within the Board of any office by reason of:

- a. Two or more consecutive unjustified absences from Board or Chapter meetings,
- b. conviction of a criminal offense, or
- c. conduct unethical or contrary to the best interests of the Chapter.

8. Removal. A director may be removed from office for cause by a majority vote of the membership.

9. Resignation. A director may resign at any time by delivering written notice to the board of directors or to the president.

10. Filling Vacancies. All vacancies occurring on the Board shall be filled by the affirmative vote of a majority of the remaining directors. The nomination committee shall provide nominees for Board vacancies. A director, so selected shall serve for the unexpired term of his/her predecessor.

11. Voting. Each Board member present at a meeting shall have one vote. Board members may not give or hold proxies. A Board member shall also be deemed present at a meeting if he/she is connected electronically and can communicate with all the other Board members. The past president shall not have a vote in any matter except in the case of a tie.

12. Committees and Assignments. The following standing committees shall consist of at least two Board members and may also include additional Board members and/or Chapter members, as assigned by the Board. Committee duties shall be headed by the designated Chair of each committee. If no Chair has been designated, Board members assigned to that committee will work together to accomplish that committee's duties.

- a. Standing board member assignments are listed below:
  - 1) Audit
    - a) Vice President, Chair
    - b) Private Sector Director
  - 2) Membership
    - a) Young Professional, Chair
    - b) At Large Director
  - 3) Programs, Monthly Events
    - a) Private Sector Director
    - b) Public Sector Director
  - 4) Programs, Large Events
    - a) At Large Director
    - b) Advisory Board Delegate/Director

- 5) Training
  - a) Public Sector Director, Chair
  - b) Safety Ambassador
  - c) Vice President
- 6) Scholarship
  - a) President, Chair
  - b) Past President
- 7) Bylaws
  - a) Advisory Board Delegate/Director, Chair
  - b) Safety Ambassador
- 8) Nominating
  - a) Treasurer, Chair
  - b) President
- 9) Website
  - a) Secretary
  - b) Young Professional

- b. All such committee assignments shall coincide with the Board Member's elected term, unless otherwise specified by the board of directors.
- c. Audit Committee. The audit committee shall oversee the Chapter's financial affairs and, at such times as the Board directs, shall conduct a financial audit or make arrangements for a financial audit to be performed. Preference for appointment to this committee should be given to a past treasurer and a past secretary, if possible.
- d. Membership Committee. The function of the membership committee is to recruit new members for the Chapter. A yearly membership goal should 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. The package could 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.
- e. Programs-Monthly Events. The function of this committee is to coordinate the Chapters' monthly meetings. Dates of all the meetings for the upcoming year should be selected by the board of directors at the first meeting of the fiscal year. Training committee members should coordinate with the website committee to ensure events are posted on the website. The annual membership meeting may include a dinner and award ceremony in addition to the regular business meeting.
- f. Programs-Large Events. The function of this committee is to coordinate and plan the Chapter's large events, including the biennial vendor event and symposium. Training committee members should coordinate with the website committee to ensure events are posted on the website.
- g. Training Committee. The training committee will be responsible for scheduling training events, arranging trainers to train and facilitate, and securing training facilities. Training committee members should coordinate with the website committee to ensure events are posted on the website. Dates of all training events for the upcoming year should be scheduled within the first quarter of the fiscal year.
- h. Scholarship Committee. The scholarship committee shall review all scholarship applications submitted. Applications will be ranked primarily on

academic merit. Eligible applicants shall have met all criteria in Article X of the SWANA Utah Beehive Chapter Bylaws.

- i. Bylaws Committee. It shall be the duty of the Bylaws Committee to review the Chapter's Bylaws and give guidance to the Board. It is also the responsibility of the Bylaws Committee to present any proposed changes or amendments to the bylaws to the membership. Copies of any proposed amendments shall be sent to International Headquarter no less than 30 days prior to any action thereon.
- j. Nominations Committee. The nominations committee shall develop a slate of nominees for each office and directorship for the ensuing year. The president shall be a member of the nominating committee and shall act as its presiding officer.
  - 1) This committee shall select nominees from the public or private membership categories such that there shall be at least one board member each from the public and private sector.
  - 2) This committee shall submit its recommendations to the at least 90 days in advance of the annual business meeting of the Chapter.
  - 3) The nominating committee shall verify that all nominees are members in good standing which shall include the fact that the dues for the current year are paid in full and verify the nominee intends to pay dues for the ensuing years for which he/ she may be elected and hold office.
  - 4) The nominating committee shall ask each nominee to verify, in writing, their consent to serve, if elected.
  - 5) The committee shall tally the results of all elections of directors and officers and 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.
- k. Website Committee. The website committee shall be responsible for regularly maintaining and updating the Beehive Chapter website to inform the members of upcoming training and events.

## **ARTICLE VII**

### **Elections**

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 nor as president and secretary.
2. Elections. The vice president, and other board and officer positions, which are due to expire, shall be elected by a majority of the members by written ballot distributed to the membership and returned to the nominations committee prior to the annual business meeting of the Chapter.
3. Succession in office. The vice president shall automatically succeed to the office of president at the end of each term, without further action by the membership. All other officers and directors may succeed themselves. Retiring or former officers or directors shall be eligible for other offices or positions on the board of directors.

4. Nominations. Notice of nominations for officers and directors shall be made known to the membership of the Chapter by the Chapter secretary at least sixty (60) days in advance of the annual business meeting.

## **ARTICLE VIII Meetings of Members**

1. Annual Meeting. An annual meeting of the members shall be held during the fourth quarter of the Chapter's fiscal year (the third quarter of the calendar year) at such time and such 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.

2. Special Meetings. Special meetings of the members may be called by the president or by a majority of the board of directors. Upon receipt of such a call for a special meeting, the secretary shall cause notice of the special meeting to be given as hereinafter provided. Upon the written request of members having not less than ten percent (10%) of the votes entitled to be cast at the meeting, the secretary shall call a special members' meeting for the purposes specified in such request and cause notice thereof to be given as hereinafter provided.

3. Notice of Meetings. Written notice stating the place, day, and time of all meetings and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be given to each member entitled to vote at such meeting not less than seven (7) days nor more than forty (40) days before the date of the meeting. Notice of the annual business meeting shall be made to the membership not less than sixty (60) days before such meeting. Notice shall be delivered to a member at his/her residence, or usual place of business or mailed to the member, postage prepaid, at his/her address as it appears on the Chapter records or e-mailed to his currently listed e-mail address. Proxies for the purpose of voting on Chapter issues are allowed under the following conditions:

- a. only members in good standing may give or hold proxies,
- b. all proxies must be provided to the Chapter secretary at least seven days prior to the scheduled meeting
- c. proxies shall not be extended
- d. shall not be good for more than one meeting.

4. Quorum. Ten percent (10%) of the votes entitled to be cast on a matter to be voted upon either in person or by proxy must be represented at a meeting or vote of members to constitute a quorum on that matter. If less than a quorum is present, the majority of those present may adjourn the meeting to a new date, time, and place. The secretary shall notify the absent members of such adjourned meeting.

5. 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.

- a. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action.
- b. Approval by written ballot under this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of voters that would be required to approve the matter at



- a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
  - c. 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 and specify the time by which a ballot must be received by the Chapter to be counted.
  - d. A written ballot may not be revoked.
6. Meetings of Chapter. Meetings of the Chapter shall be held at such time and place as is determined by the board of directors, but no less than twice each year. Any meeting may be canceled by the board of directors for sufficient cause.

## **ARTICLE IX Awards**

1. Service Awards. Service awards shall be awarded for service to the Chapter or SWANA on the following criteria:
- a. Lifetime Member Awards. To receive this award, the recipient shall have been a member in good standing for a minimum of 15 years, served at least one term as Chapter president, and served a minimum of 10 years on the board. A Lifetime Member will be recognized with a lifetime SWANA membership, to be annually paid by the Chapter, as long as the member desires.
  - b. Recognition of Service Award. To receive this award, the recipient shall have been a member in good standing for a minimum of 15 years and served a minimum of one term on the board.
  - c. Special Achievement Award. To receive this award, the recipient shall have been a member in good standing for a minimum of 10 years and show outstanding service in a specific area, to be determined by the board of directors.

## **ARTICLE X Scholarships**

1. Scholarships. The Beehive Chapter shall award no more than three scholarships per year, awarding no more than \$2,500 total with no single award to exceed \$1,500. Exceptions to the limit on both number of scholarships and dollar amount awarded, may be made with a 2/3 majority vote of the board. Scholarships shall be awarded per the criteria set forth by SWANA.
2. Applications. Scholarships applications should be downloaded from the national SWANA website, [www.swana.org](http://www.swana.org), where the most current application can be found. Applicants shall be awarded based on the current national SWANA scholarship rules.
3. Application Deadlines. Deadline for submission of application materials to the Chapter Scholarship Committee is May 1<sup>st</sup>.

## **ARTICLE XI Indemnification**

1. Indemnification. The Chapter shall indemnify and hold harmless any person who

shall be a director or officer of the Chapter or of SWANA from and against any and all actions, claims, lawsuit, 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.

2. Notification. The board of directors shall be notified by an officer or director, in writing, within thirty (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 XI**  
**Bylaws**

1. Voting. These bylaws may be amended upon the affirmative vote of a majority of the members voting on the issue.

2. Amendment Submittals. Proposed amendments to these bylaws may be submitted by the board of directors or upon written request, filed with the secretary, of ten percent (10%) of the members in good standing.

**ARTICLE XII**  
**Conformity**

1. Conformity. Chapter operations and activities shall comply with the SWANA Policy Manual, SWANA Bylaws, these bylaws, and any applicable state and federal laws.

**APPROVAL OF BYLAWS**

On the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, the foregoing bylaws were formally approved by the Membership of the Utah Beehive Chapter of the Solid Waste Association of North America, Inc.

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Utah Beehive Chapter President

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Utah Beehive Chapter Vice-President