

Bylaws

of the

Association of West Virginia Solid Waste Authorities

Chair

Vice-Chair

Secretary

Treasurer

Association of West Virginia Solid Waste Authorities

Bylaws

Article I: Name

The name of this organization shall be **The Association of West Virginia Solid Waste Authorities**.

Article II: Purpose

This Association shall be non-profit. Its purpose shall be to address the common concerns of its member authorities in all matters affecting solid waste management, including reduction, reuse, recycling, and litter control in West Virginia.

The scope of activities may include, but is not limited to:

Serving as a liaison communication link between authorities and the various Federal and State agencies that regulate and manage solid waste;

Initiating, reviewing and preparing recommendations on existing and/or proposed legislation as well as promulgated rules and regulations;

Sharing information;

Sponsoring educational conferences, seminars and workshops; and

Encouraging cooperation among member authorities to promote effective solid waste management and litter control.

Article III: Membership and Dues

Section 1. Types and Membership

A. The Association shall have two types of members - Member Authority and Association Member.

B. Each authority or regional solid waste authority established pursuant to §22C-4-3 or §22C-4-4 of the Code of West Virginia shall be a

Member Authority of this Association with full membership privileges upon payment of annual dues. Each Member Authority shall have one vote in all matters of business before the Association. Individual solid waste authority members of a Member Authority may serve on the Board of Directors or on committees of the Association.

- C. Any other corporation, organization or individual with an interest in solid waste issues may join the Association as an Associate Member upon payment of the appropriate level of associate dues. An Associate Member may attend Association conferences at member rates and will receive Association newsletters and other Association educational mailings. An Associate Member may be appointed to serve on Association committees. However, an Associate Member may not hold an elected position in the Association nor vote. An Associate member may not participate in the business meetings of the Association with the exception that an Association Member may address the Association during a business meeting or board meeting with prior approval of the Board of Directors.

Section 2: Dues

- A. Dues will be assessed in three (3) categories:
 - 1. Solid Waste Authority Member Dues..... \$200.00 / year
 - 2. Corporation/Organization Associate Member Dues \$200.00 / year
 - 3. Individual Associate Member Dues.....\$50.00 / year
- B. Annual dues shall cover the period from July 1 to June 30 of the following year.
- C. In order to maintain the privileges of membership, each Member Authority and Associate Member must have paid their dues by July 31 of each year. The Treasurer shall send out delinquent notices and update the membership roster on that date.

Section 3: Fiscal Year

The Association’s fiscal year shall run July 1 to June 30 of the following year.

Article IV: Officers

Section 1. List of Officers

The elected officers of the Association shall be the Chair, Vice-Chair, Secretary and Treasurer, each of who shall be a member or employee of a solid waste authority that is a current Member Authority of the Association.

Section 2. Term of Office

The officers shall be elected to staggered two year terms by the Member Authorities at the Association Annual Meeting held in October. The Chair and Vice-Chair shall be elected in even-numbered years and the Secretary and Treasurer in odd-numbered years. They shall assume office immediately following the meeting at which they were elected and shall serve, so long as they meet the qualifications to hold office, until their successors are duly elected.

Section 3. Duties of Officers

- A. The Chair shall preside at all regular, special and board meetings of the Association and shall be an ex-officio member of all Standing and Special Committees that may be designated to carry out the functions of the Association, except the audit and nominating committees.

The Chair shall appoint, with the consent of the Board of Directors, all Standing and Special Committees as required by the bylaws and/or recommended by the membership. The Chair shall, together with the Secretary, co-sign the minutes of all meetings at which he/she presided.

The Chair shall attend to the executive business of the Association and exercise such powers as may be conferred to that office by the membership and the bylaws. The Chair shall execute for recording any deeds, deeds of trust, contracts, notes, bonds, agreements, or any other papers necessary, requisite, proper, or convenient by or on behalf of the Association when and if directed by the membership.

If the Chair is absent, or for any reason is unable to discharge any duties of the office, the Vice-Chair shall discharge.

- B. The Vice-Chair shall have the power and authority to act as Chair of the Association during the absence or disability of the Chair. That individual shall acquaint himself/herself with all functions, programs, and activities of the Association to be able to assume the responsibilities of the Chair if required to do so.

The Vice-Chair shall carry out such assignments as requested by the Chair and/or the membership.

- C. The Secretary shall record the business conducted at all regular, special and board meetings of the Association. The Secretary shall have charge of the minute book and be the custodian of deeds and other important records of the Association. The Secretary shall file such reports as may be required from time to time, answer correspondence addressed to the Association, send out notices of meetings and carry out other functions as requested or assigned by the Chair and/or the membership.

The Secretary shall maintain the list of Qualified Representatives of Member Authorities for voting purposes.

The Secretary shall maintain a record of all policies and procedures adopted by the association.

The Secretary shall, together with the Chair, co-sign the minutes of the Association meetings at which he/she was present.

- D. The Treasurer shall have charge of the funds and monies of the Association and maintain a record of all income and expenditures of these funds. The Treasurer shall provide regular financial statements to the membership.

The Treasurer shall promptly pay all obligations authorized by the membership and / or the Board of Directors. All checks drawn upon the Association shall be co-signed by two of the following officers: the Chair, the Vice-Chair, the Treasurer or the Secretary.

The Treasurer shall maintain the membership roster.

The Treasurer shall be an ex-officio member of the Finance Committee.

Section 4. Past Chair

The Past Chair will remain on the Board as a non voting member to provide guidance and support for the new officers. This will allow continuity of operation. His term of office will be in conjunction and continuity with that of the newly elected Chair.

Article V: Board of Directors

Section 1. Membership of the Board

The Board of Directors shall consist of the five officers of the Association, four Directors and one Ex-Officio representative of the WV Solid Waste Management Board. The Past Chair and Ex-Officio shall enjoy all the privileges of membership except voting.

Section 2. Ex-Officio

The Ex-Officio shall act as liaison between the Association and the Solid Waste Management Board.

Section 3. Directors

The Directors shall each be a member of a solid waste authority that is currently a Member Authority of the Association. Directors will be elected at the Annual Meeting of the Association for staggered two year terms with two Directors being elected in even numbered years and two Directors being elected in odd numbered years. Each Director shall assume his/her position on the Board immediately following said election and serve, so long as he/she meets the qualifications to hold the directorship, until his/her successor is duly elected. The Directors shall act, as liaison to student organizations, the Solid Waste Reporter and member associations as well as other such duties as shall be specified by the Chair.

Section 4. Qualifications

If any Officer or Director of the Association resigns from or loses his/her appointment to the solid waste authority on which he/she has served or if the solid waste authority of which an Officer or Director is a member ceases to be a Member Authority of the Association, then that Officer or Director shall be considered to have resigned from his/her elected position in the Association and that position shall be filled according to the provisions of Article VI Section 3 of these bylaws.

Section 5. Duties of the Board

The Board of Directors shall have general supervision of the affairs of the Association between its business meetings, shall set the time and place of such meetings and shall perform other duties as directed by the membership or these bylaws. The Board shall make a brief report on their actions to the membership at each meeting.

Section 6. Meetings of the Board

- A. The Board of Directors shall meet as needed to perform their duties and carry out their responsibilities.

- B. Meetings of the Board shall be called by the Chair with approval of a majority of the Board's voting members or by petition of any four voting Board members presented to the Chair. The time and place of the meeting shall be designated in the notice of the meeting, which shall be sent to each Board member.
- C. A majority of the voting members of the Board shall constitute a quorum for the transaction of business.

Article VI: Elections

Section 1. Nominations

In the summer of each year, the Nominating Committee shall solicit from the Association membership nominations for Officer and Director positions to be filled at the following Annual Meeting; i.e., Chair, Vice-Chair and two Director positions in even-numbered years and Secretary, Treasurer and two Director positions in odd-numbered years. The Committee shall contact each nominee and determine that he/she meets the qualifications of the position and is willing to serve if elected. The Nominating Committee shall prepare a slate of candidates listing at least two nominees for each of the Officer and Director positions. The Committee shall distribute this slate of nominees to the Member Authorities at least one month prior to the Annual Meeting.

Section 2. Elections

- A. At the Annual Meeting, the Chair shall also solicit nominations from the floor, provided the nominee is qualified and willing to serve. Voting shall be by secret ballot by the Qualified Representative of each of the Member Authorities present.
- B. The Nominating Committee shall act as Election Committee-distributing, collecting and counting the ballots and verifying the results of the election to the Chair.
- C. The nominee receiving the highest number of votes for each of the positions open shall be elected, **except that**, in even numbered years the two director nominees receiving the highest and second highest number of votes shall be elected to the two director positions.

Section 3. Filling Vacancies in Unexpired Terms

- A. If a vacancy occurs in the position of Chair, the Vice-Chair shall become Chair to serve for the remainder of the unexpired term. A

vacancy will be deemed to have occurred if the Chair has three consecutive absences from the quarterly general meetings.

- B. If a vacancy occurs in the position of Vice-Chair, Secretary, Treasurer or Director, the Nominating Committee shall nominate at least two qualified persons to fill the unexpired term. The list of nominees shall be distributed to the Member Authorities one month prior to the next Association meeting. A special meeting may be called for the purpose of holding an election if necessary. At that meeting nominations will also be accepted from the floor, provided the nominee is qualified and willing to serve. Voting will be by secret ballot. The nominee receiving the plurality vote shall be elected to serve the remainder of the unexpired term.
- C. If a vacancy occurs in the position of Vice-Chair, Secretary, Treasurer or Director, the position shall be filled by appointment of the Chairman. This appointment shall remain in effect until the annual elections. A vacancy will be deemed to have occurred if the Vice-Chair, Secretary, Treasurer or Director has three consecutive absences from the quarterly general meetings.

Article VII: Meetings

Section 1. Regular Meetings

- A. The Association membership shall meet at least quarterly. The budget for the upcoming fiscal year shall be adopted at a regular meeting held during the second quarter of each calendar year. The business meeting for the fourth quarter shall be held in October of each year and shall be the Annual Meeting where elections are held and committee reports made.
- B. The time and location of regular meetings will be determined by the Board of Directors. Notice of regular meetings shall be given to the membership at least one month in advance of the meeting.

Section 2. Special Meetings

- A. Special meetings of the Association may be called by the Chair, the Board of Directors or by petition of the Qualified Representatives of any ten (10) Member Authorities. A special meeting petition should

state the purpose or need for a special meeting and should be sent to the Secretary of the Association.

- B. Meetings called by petition must be held within thirty (30) days of the presentation of the petition to the Secretary.
- C. At least seven days notice of a special meeting shall be given to all Member Authorities, except that this notice requirement may be waived by express consent of the Qualified Representatives of no less than fifteen (15) Member Authorities.

Section 3. Quorum

A quorum at any meeting of the Association shall be the presence of a simple majority of the Qualified Representatives of Member Authorities. In the event that a quorum is not present for a regular meeting, the board can act in its place, so long as a quorum of the board is present. In this case members in attendance will have voting rights.

Section 4. Voting

- A. Each Member Authority shall have one vote to be cast by its Qualified Representative.
- B. The Qualified Representative of a Member Authority shall be the chairperson of that authority or, in the absence of the chairperson, the vice-chairperson or, in the absence of the vice-chairperson, another solid waste authority member or staff person of that authority who has been designated by that Member Authority in writing as its representative at the meetings of the Association. Written authorization must specify the time frame and can be given for the current fiscal year, but cannot exceed the fiscal year
- C. All votes shall be cast in person by the Qualified Representatives present at the meeting. No proxy voting shall be permitted.

Article VIII: Committees

Section 1. Appointments

- A. All committee members shall be appointed by the Chair with the consent of the Board of Directors. Each committee chair shall be

appointed by the Association Chair and shall be from a Member Authority.

- B. To the maximum extent practicable each committee shall be composed such that as broad an area as possible is represented. No authority may have more than one member on the same committee.

Section 2. Standing Committees

Standing Committees shall include, but not necessarily be limited to:

- A. Financial Review - This committee shall be independent of the Chair, the Secretary and the Treasurer. This committee shall be responsible for conducting an annual audit of the Association's financial records after the end of the fiscal year. The Financial Review committee shall make a report to the membership during the Annual Meeting.
- B. Education - This committee shall be responsible for organizing and conducting educational meetings, developing resource data for distribution to the membership and coordinating the scheduling of such other workshops and/or seminars as may be necessary to acquaint the membership with new or proposed regulations and technical data relating to solid waste management.
- C. Ethics - This committee shall monitor WV Ethics Commission and court decisions related to solid waste management and keep members informed about the rulings made by these bodies.
- D. Finance - This committee shall prepare an annual budget for adoption by the Board of Directors and ratification by the membership during an Association meeting held during the second quarter of the calendar year. This committee may also assist the Board in identifying sources of funds or grants to underwrite educational or other projects of the Association. The Treasurer is an ex-officio member of this committee.
- E. Legislative Affairs - This committee shall be responsible for developing an agenda and strategy for achieving laws and regulations to cope more efficiently with solid waste management. Reports and recommendations of this committee will be presented to the Authority Members for adoption at a regular or special meeting. The adopted legislative program shall be presented to the legislative leaders and administrative agencies for their consideration.
- F. Nominating - This committee shall consist of five (5) members, each of whom is a member of a Member Authority. This committee is

responsible for nominating qualified persons for the Board of Directors before each election and for nominating qualified persons to fill vacancies, which may arise between elections. This committee shall also act as election committee to conduct Association elections.

- G. Volunteer of the Year - This committee is responsible for developing criteria, application forms, and for receiving applications for Volunteer of the Year and evaluating them to pick a volunteer candidate that has contributed greatly to the efforts of the Association and/or Industry. This will be done on fair bases and the results will be presented at each Annual Conference with appropriate awards and salutation.

Section 3. Special Committees

Other committees may be appointed by the Chair with the consent of the Board of Directors, as needed for issues such as recycling, mandatory disposal, new technologies or other related topics, and special designated events.

Article IX. Parliamentary Authority

Section 1. Rules of Order

Unless otherwise addressed in these bylaws, all meetings of the Association shall be conducted in accordance with the most current edition of Robert's Rules of Order.

Section 2. Parliamentarian

A Parliamentarian shall be appointed by the Chair and approved by a majority vote of the Board of Directors. The Parliamentarian shall be someone with knowledge of Robert's Rules of Order. The Chair shall rule on points of order and may consult with, and be advised by, the Parliamentarian in such matters.

Article X: Amendments to the Bylaws

Any Member Authority may propose amendments to these by-laws. Proposed amendments must be filed with the Secretary and be distributed in writing to each Member Authority at least one month in advance of the Annual Association meeting. Amendments must be approved by a two thirds (2/3) vote of the Qualified Representatives present to be ratified.

END OF BY-LAWS