

**CONSTITUTION
OF THE
SOUTHWEST VIRGINIA
SOLID WASTE MANAGEMENT ASSOCIATION**

Preamble

Whereas the political jurisdictions in Virginia have a common goal in the proper management of their solid waste, it is deemed desirable for interested persons to join together in an association for the following purposes:

1. To protect the health and welfare of the people;
2. To protect the environment from degradation;
3. To promote better service to the public;
4. To keep up with the latest developments in the field;
5. To exchange ideas and procedures for improving the efficiency and effectiveness of the various Association programs; and
6. To train those who are responsible for operations; and to educate the general public as to how they can cooperate.

Article I

1.0 Board of Directors.

- 1.1 The Board of Directors is elected to oversee the management of the Association. The President, or in his/her absence, the Vice President, shall be the Chairperson of the Board of Directors.
- 1.2 Number of Directors. There shall be nine (9) Directors of the Board of Directors, which shall include the four officers of the Association and five additional Directors.
- 1.3 Term of Office of Directors. The term of office of a Director is for three (3) years and/or until his or her successors has been duly elected. The terms of the Directors will be staggered such that three new Directors will be elected each year at the December quarterly meeting. Any Director may be elected as an Officer for a term of one year.
- 1.4 Duties of the Directors:
 - 1.4.1. To attend Board of Directors meetings and other meetings of the Association. Directors that cannot attend meetings in person may have the option to attend via teleconference, in the sole discretion of the President, who should consider the availability of the necessary technology, the complexity and importance of issues to be presented at the meeting, the need for review of exhibits by attendees and such other factors as the President deems relevant and material to that

determination. If a Director cannot personally attend a meeting, the Director must notify the President or his/her designee.

- 1.4.2 To serve as Chairperson of Committees if appointed by the Board of Directors.
 - 1.4.3 To appoint an independent certified public accountant (CPA) to perform an annual financial review/audit of the Association.
 - 1.4.4 To approve in advance all expenditures of the Authority in excess of Three Hundred Dollars (\$300) and to review and have oversight of all expenditures and receipts of the Association whatsoever.
 - 1.4.5 To set the amount of Membership dues for the next fiscal year before the June quarterly meeting, with fees due by September 1, which is the start of the fiscal year.
 - 1.4.6 To approve the amounts charged to Members and Vendors for attendance at programs, seminars or conferences and to approve amounts charged to Members for Program materials with the advice of any relevant Committee Chairperson assigned responsibility for said programs, seminars or materials.
 - 1.4.7 To approve a slate of officers as presented by the Membership Committee prior to the December quarterly meeting. The Board of Directors has discretion to determine whether the nominees are qualified for their proposed positions.
 - 1.4.8 Directors may perform other duties as may be prescribed from time to time by the President and/or the Board of Directors.
- 1.5 Election of Directors. The Board of Directors shall be elected in the following manner:
- 1.5.1 The Membership Committee will submit a list of candidates for the following term to the Board of Directors prior to the December quarterly meeting (“the Annual Meeting”) for the Directors whose terms are about to expire.
 - 1.5.2 The draft nomination list will be finalized prior to the December quarterly meeting/Annual Meeting.
 - 1.5.3 The final list of candidates will be provided to the Association members at the December quarterly meeting/Annual Meeting. At that time, nominations will also be taken from the floor before votes are cast.
 - 1.5.4 The Association members in good standing and in attendance at the December quarterly meeting/Annual Meeting will vote on the candidate list.

- 1.5.5 All of the nominees for Directors will be listed on a ballot. The three nominees with the highest number of votes will serve as Directors.
- 1.5.6 Should there be but three nominees for Director, a ballot may be dispensed with and the Directors shall be elected by voice vote.
- 1.5.7 Voting by proxy shall be permissible for the election of Directors.
- 1.6 Vacancies of a Director or Removal of a Director.
 - 1.6.1 A Director may be removed by vote of two-thirds of the membership in good standing and in attendance.
 - 1.6.2 Vacancies in Director positions that occur between elections may be filled by an Association member in good standing with two-thirds vote of the Board of Directors. The newly appointed Director shall complete the term left vacant.
- 1.7 Board meetings will be held at times and places in the discretion of the President with the provision of at least one week of advance notification.

Article II

2.0 Officers.

- 2.1 The officers of the Association shall be President, Vice President, Secretary and Treasurer.
- 2.2 Term of Office. Each officer shall serve for one year and may be re-appointed from year to year but for not more than three years consecutively.
- 2.3 The President shall have the following duties:
 - 2.3.1 To schedule and preside over all meetings of the Board of Directors and the Association.
 - 2.3.2 To oversee the appointment of all committees recommended by the Board of Directors.
 - 2.3.3 To execute and approve on behalf of the Association all contracts, bonds, and other written instruments approved by the Board of Directors.
 - 2.3.4 To maintain possession of one of the two Association checkbooks with the authority to sign checks for disbursements approved by the Board of Directors.
 - 2.3.5 To supervise and manage the business affairs of the Association.

- 2.3.6 To approve all discretionary expenses incurred by the Treasurer on behalf of the Association.
- 2.3.7 To perform such other duties associated with the office of President as may be prescribed from time to time by the Board of Directors.
- 2.4 The Vice President shall have the following duties:
 - 2.4.1 To assume the duties of the President in his or her absence.
 - 2.4.2 To be an advisor to the President on Association affairs.
 - 2.4.3 To serve as Chairperson of the Annual Conference Committee.
 - 2.4.4 To perform other tasks incidental to the office of Vice President as may be prescribed from time to time by the Board of Directors or the President.
- 2.5 The Secretary shall have the following duties:
 - 2.5.1 To keep general minutes of all meetings of the Association to include but not be limited to recording votes and decisions.
 - 2.5.2 To issue notices of required information.
 - 2.5.3 To maintain Association records other than financial records within the duties of the Treasurer.
 - 2.5.4 To prepare and submit required reports.
 - 2.5.5 To serve on the Membership Committee.
 - 2.5.6 To perform such other duties as may be prescribed by the Board of Directors.
- 2.6 The Treasurer shall have the following duties:
 - 2.6.1 To oversee the management of accounts payable and accounts receivables in accordance with the approved annual budget.
 - 2.6.2 To oversee the management of all financial records of the Association.
 - 2.6.3 To present quarterly balance sheets to the Association.
 - 2.6.4 To prepare all required financial reports to the Board of Directors.
 - 2.6.5 To act as Chairperson of the Budget Committee.

- 2.6.6 To present the recommended annual budget for approval to the Board prior to the June quarterly meeting.
 - 2.6.7 To prepare or have prepared all reports required by Federal and State law and to direct the timely submission of all said reports.
 - 2.6.8 To make available all financial information for the financial review/audit as directed by the Board of Directors.
 - 2.6.9 To facilitate the preparation of the annual financial review/audit by the independent CPA selected by the Board of Directors.
 - 2.6.10 To take responsibility or oversee the designee for collecting all dues from Members and all income to the Association from any other source, including vendor fees.
 - 2.6.11 To maintain one of the Association's two checkbooks and prepare checks and other documents necessary to make expenditures approved by the Board of Directors.
 - 2.6.12 To incur expenditures necessary for the operation of the business of the Association in an amount not to exceed Three Hundred Dollars (\$300) monthly in the discretion of the Treasurer without advance approval of the Board of Directors. Examples of such necessary expenses would include but not be limited to for copying costs and mailing costs associated with preparation of Board materials, financial reports and membership meeting packages, office supplies and postage. The discretionary expenditures of the Treasurer will be regularly reviewed by the President and the Board of Directors and will be reviewed as part of the annual financial reviews/audits.
- 2.7 Appointment of Officers. Officers shall be appointed in the following manner:
- 2.7.1 At the December quarterly meeting, once the new Board of Directors has been elected, the Board of Directors will appoint the new Officers.
- 2.8 Vacancies in an Officer position or Removal of an Officer.
- 2.8.1 An Officer may be removed by vote of a majority of the Board of Directors at a scheduled meeting.
 - 2.8.2 Vacancies in Officer positions that occur between elections (other than a vacancy in the Office of President, which is then filled by the Vice-President) may be filled by an Association member in good standing with majority vote of the Board of Directors. The newly appointed Officer shall complete the term left vacant.

Article III

3.0 Membership.

- 3.1 Who may be a member. Individual membership is open to the general public, including individuals who work for corporations, unincorporated associations and government bodies.
- 3.2 Rights of Members in Good Standing. Members in good standing are vested with voting rights, the right to hold elected office and all other privileges afforded by the Association to include earning Continuing Education Units (CEUs).
- 3.3 Effect of failure to timely pay dues. Members who have not timely paid membership dues will lose their right to vote and will not earn CEUs until dues are submitted. Officers and Committee members and Chairperson are subject to dismissal from office if membership dues are unpaid within 45 days after the beginning of the fiscal year.
- 3.4 Dues. The membership dues shall be as set forth in an amount determined by the Board of Directors and will be invoiced by the Treasurer or designee on a form approved by the Board of Directors, at least 45 days prior to the beginning of the fiscal year. The Board of Directors has the discretion to set different dues amounts for individuals. Dues shall be remitted to the Treasurer or designee by each member on or before the beginning of the fiscal year in order for the member to remain in good standing. At the discretion of the Board of Directors, memberships may be granted without fees where the participation of such a voluntary participant will be of benefit to the Association.

Article IV

4.0 Committees.

- 4.1 Standing Committees. The standing committees of the Association are as follows: Membership, Annual Conference, Programs, Legislative, and Budget.
- 4.2 The responsibilities of the Membership Committee, which is Chaired by the Secretary of the Association include:
 - 4.2.1 Maintaining or delegating the maintenance of the active membership list.
 - 4.2.2 Promoting membership growth.
 - 4.2.3 Receiving nominations for all elected offices and presenting the nominations to the Board of Directors prior to the December quarterly meeting/Annual Meeting.
 - 4.2.4 Securing the acceptance of nominees and causing a ballot to be prepared containing the names of all nominees for each elected position coming open in the following term.

- 4.3 The responsibilities of the Annual Conference Committee include:
 - 4.3.1 The complete planning and oversight of the Annual Conference.
 - 4.3.2 Preparation of the Annual Conference program to include presentations and CEUs, promotions, vendors, and coordination of the collection of the vendor fees with the assistance of the Treasurer and/or designee.
- 4.4 The responsibilities of the Program Committee include:
 - 4.4.1 The complete planning and oversight of all quarterly meeting programs to include venue and food, presentations, and CEUs.
- 4.5 The responsibilities of the Legislative Committee include:
 - 4.5.1 Reporting to the members on legislative issues.
 - 4.5.2 Representing the Association on regulatory, legislative, and advisory groups.
- 4.6 The responsibilities of the Budget Committee include:
 - 4.6.1 Assisting the Treasurer in drafting the Association annual budget;
 - 4.6.2 Preparing a recommendation to the Board of Directors on the appointment of the independent CPA.
 - 4.6.3 Including in financial reports information from previous reporting periods for comparison wherever practicable.
- 4.7 Other Committees. The Board of Directors has full discretion to appoint other committees to fulfill the mission of the Association as stated in the Preamble.
- 4.8 Appointment of committees.
 - 4.8.1 Standing Committees will consist of a minimum of three members.
 - 4.8.2 The Membership committee will make recommendations to the Board of Directors at the first Board of Directors meeting of the calendar year for a slate of Committee Chairpersons and Committee members for the current term.
 - 4.8.3 Each Committee Chairperson and its members shall be approved by the Board of Directors at the first Board of Directors meeting of the calendar year.

Article V

5.0 Meetings.

- 5.1 Meeting Schedule. The Association will meet once every quarter on the second Wednesday of the last month in the quarter (March, June and December) except for September when the Association will meet during the Annual Conference. The September meeting will serve as the Annual Conference date. The December meeting will serve as the Annual Meeting date. The place of the quarterly meetings will be decided by the Program Committee, and the Annual Conference Committee will oversee the arrangements of the September meeting. Regular meeting dates may be modified or omitted as determined by the Board of Directors.
- 5.2 Rules of Procedure. Meetings shall be conducted in accordance with the latest published version of Roberts Rules of Order. A Majority of the Directors shall constitute a quorum. All actions shall be decided by a majority vote of those Directors present and voting, except for amendment of the Constitution, removal of a Director, dissolution, or consolidation. Upon the request of one or more Directors, a roll call vote shall be taken on any proposed action and the names of those voting in the affirmative and the negative recorded in the minutes. For those items of urgent business requiring only a majority vote, the Directors may vote by facsimile or e-mail after the issue has been fully explained to them.

Article VI

6.0 Indemnification.

- 6.1 The Association shall indemnify and hold harmless to the full extent allowed by law, any person who shall be Director or Officer of the Association from and against any and all actions, claims, lawsuits and demands, including reasonable attorney fees and expenses defending the same that might arise or be asserted against them in connection with Association business. Notwithstanding the above, such Officer, or Director shall not be relieved from any liability to the Association imposed by law, including liability of fraud, bad faith or willful neglect.
- 6.2 Any indemnification shall be made by the Association only as authorized in each specific case by Board of Directors upon determination that indemnification is proper. Request 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 actions, suits, or proceedings; or (B) circumstances providing good reason to anticipate commencement of an action, suit, or proceeding.

Article VII

7.0 General Provisions.

- 7.1 Fiscal Year. The fiscal year will begin each year on September 1 and end on August 31.
- 7.2 This Constitution can be amended by the majority vote of the members present after the proposed amendment has been circulated to the membership one month prior to the meeting at which a vote is taken.
- 7.3 Dissolution or consolidation may be decided by two thirds vote of all members in good standing after the proposed action has been circulated to the membership one month prior to the meeting at which a vote is taken. Voting by proxy shall be permissible.