

September 9, 2011

CONSTITUTION AND BY-LAWS OF THE MINNESOTA SOLID WASTE ADMINISTRATOR'S ASSOCIATION

CONSTITUTION

ARTICLE I. NAME

The name of this non-profit, membership corporation shall be the Minnesota Solid Waste Administrator's Association, hereinafter referred to as the Association.

ARTICLE II. MISSION

The mission of the Association shall be to represent and promote the interests of county and district solid waste administrators and their programs, and to promote environmentally sound, cost effective waste management systems.

ARTICLE III. GOALS

The goals of the Association include:

1. To stimulate and facilitate educational opportunities for solid waste administrators and staff;
2. To increase awareness of local solid waste management concerns;
3. To initiate and/or support needed action on specific solid waste and related concerns (e.g. legislation, regulations, education, etc.); and
4. To facilitate communication between local and state solid waste professionals.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. The membership of the Association shall consist of Organizational and Affiliate members.

- A. An Organizational Member shall be a county, solid waste management district, or official group having legal statutory responsibility for solid waste management at the local level.
- B. Affiliate members shall include:
 - 1) Consultants;
 - 2) State agency solid waste officials;
 - 3) Private industry representatives;
 - 4) Other government officials; and
 - 5) Other waste management organizations.
- C. Organizational Members in good standing shall each have one (1) vote on each matter submitted to a vote of the members. Organizational Members shall designate in writing to the Secretary the individual who is authorized to vote as well as an alternate.
- D. Affiliate members have no voting privileges.

- E. Additional representatives of organizations or affiliates besides the designated voting member may join the Association and participate in its activities.
- F. The Association shall have annual dues.
- Section 2. Persons and/or organizations applying for membership shall be accepted as members when they meet the eligibility requirements.
- Section 3. Affiliate Membership may be revoked for cause upon a three-fourths (3/4) vote of the Board of Directors.
- Section 4. Organizational Members may hold office, serve as a member of the Board of Directors, or serve in a committee leadership position.
- Section 5. Affiliate Members may participate in committees but may not serve in a committee leadership position nor hold an elected position.

ARTICLE V. OFFICERS

- Section 1. The Officers of the Association shall be a President, President-Elect, Secretary, Treasurer, and Immediate Past President. The Secretary and Treasurer may be held jointly, if accepted by the officer elect.
- Section 2. The President-Elect shall automatically become President upon completion of a term as President-Elect.
- Section 3. In the event the President is unable to complete the term of office, the President-Elect shall serve as President for the remainder of the term and for an additional two year term.
- Section 4. A vacancy in the office of President-Elect shall be filled in a general membership election called by the President. The provisions for election in the By-laws Article I, Section 1, shall apply.
- Section 5. Officers of the Association shall comprise the Executive Committee of the Board of Directors.
- Section 6. The President and President-Elect shall serve two year terms and shall not serve more than two consecutive terms.
- Section 7. The Secretary and Treasurer shall serve two year terms. There are no limits on the number of consecutive terms served by the Secretary and Treasurer.

ARTICLE VI. BOARD OF DIRECTORS

- Section 1. There shall be a Board of Directors consisting of the Officers of the Association and One (1) member from each Association of Minnesota Counties (AMC) District. The President shall be the Chair. All members of the Board of Directors shall be Organizational Members in good standing of the Association.
- Section 2. AMC District Representatives to Board of Directors. Each AMC District will be represented on the Board of Directors by a voting member. Organizational Members from each District shall elect a District Representative to the Board of Directors prior to or at the Annual Business Meeting to fill any expired District Representative Position. District representatives shall serve two year terms. The terms of Representatives from even numbered districts expire on even numbered years; terms of

Representatives from odd numbered districts expire on the odd numbered years.

In the event that District Representatives are unable to attend regular or special meetings of the Board of Directors, they are authorized and encouraged to delegate to other Organizational Members from the AMC District authority to attend and participate as a voting member at the meeting. District Representatives who delegate meeting attendance shall inform other Organizational Members of the delegation in a timely fashion.

- Section 3. The Board of Directors shall have full power of the Association in all matters demanding action between meetings of the Association. The President shall submit for approval at the Annual meeting of the Association a report of actions taken under authority of this section.
- Section 4. At least three regular meetings of the Board of Directors shall be held each year at such times as selected by the President or President-elect.
- Section 5. The Board of Directors shall have the power to make interim appointments to fill a vacancy in the office of Secretary and Treasurer, until the next Annual Business Meeting.
- Section 6. A quorum of the Board of Directors shall consist of one third of the voting members of the Board or five (5) members.
- Section 7. Any member of the Board of Directors who misses two (2) consecutive meetings with unexcused absences and fails to delegate authority to attend to another Organizational Member from the District pursuant to Section 2 shall submit a written resignation to the President for Board action. The Board of Directors will at their next meeting review the circumstance and if warranted accept the resignation. If a vacancy is declared in a District Representative position the vacancy shall be filled by vote of Organizational Members of the appropriate affected district.
- Section 8. By January 30 following the Annual Business Meeting, the Board of Directors shall review, revise as necessary and recommend to the Association an annual work plan and detailed budget for the Association prepared by the President-Elect pursuant to Article II, Section 2, of the By-Laws of the Association.
- Section 9. The Board of Directors shall serve without compensation from the Association. In the event of a proven financial hardship by a member, per diem, mileage, and other expenses may be paid by the Association. Information regarding such payments shall be provided to the membership at the next general meeting of the Association.

ARTICLE VII. MEETINGS

- Section 1. The Association shall hold an Annual Business Meeting of the membership to conduct the business of the Association. The dates, time and place of the Annual Meeting shall be selected by the Board of Directors.
- Section 2. A quorum of the Association's Annual Business Meeting shall consist of one-third (1/3) paid Organizational Members in good standing.

Section 3. Special meetings of the Association may be called at the discretion of the President or the Board of Directors.

ARTICLE VIII. PROPERTY AND DEDICATED FUNDS

The Association may receive and acquire by purchase, gift, grant or devise, and may hold, use, invest, expend, convey or dispose of any real or personal property whatsoever for any of the purposes of the Association specified herein, and may lease, mortgage, or use the same in any manner conducive to its interest and prosperity and to the accomplishment of any such purposes; but it shall not divert any gift, grant, devise, or bequest from the specific purposes designed by a donor's consent; but if so authorized by a donor, the Association may expend, use or dispose of any property transferred to it, or the income thereof, in accordance with the judgement and discretion of the Board of Directors or as the By-Laws of the Association shall otherwise provide. No officer or member of the Board of Directors shall profit personally from the organization.

ARTICLE IX. AMENDMENTS

This Constitution may be amended by a two-thirds vote of the quorum present at any Annual Business Meeting, provided the notice for the proposed amendments has been given in writing to the President and transmitted by the President to active members not less than thirty days prior to the meeting.

ARTICLE X. FISCAL YEAR

The fiscal year of the Association shall be from January 1st through December 31st.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Roberts' Rules of Order Revised shall govern the Association in all cases except when they are inconsistent with the Constitution and By-Laws of the Association.

BY-LAWS

ARTICLE 1. ELECTION

- Section 1. Officers of the Association shall be elected from at least a dual slate of candidates chosen by the Nominating Committee. The vote shall be cast by Organizational Members on an official ballot at the Annual Business Meeting. The Nominating Committee shall be responsible for any absentee ballots, ballot tallying, assuring only one vote per member, and all other appropriate activities of the election. A plurality shall elect. In the case of a tie, the Board of Directors shall choose by secret ballot between the candidates who have an equal number of votes.
- Section 2. The new Officers and Board of Director Members shall assume their official duties at the close of the Annual Business Meeting.
- Section 3. The Nominating Committee shall be appointed by the Board of Directors.
- Section 4. The Nominating Committee shall send its list of nominees for election to the Association's Secretary who shall send the list of nominees for election to the membership no later than thirty (30) days prior to the Annual Business Meeting.

ARTICLE II. DUTIES OF OFFICERS

- Section 1. **President**
The President shall call and preside at all meetings of the Board of Directors and at the Annual Business Meeting. The President shall appoint, or assign, with the approval of the Board of Directors, a Chair for each Standing Committee and other ad hoc committees deemed necessary by the Board. The President shall be responsible for the overall direction of the organization and the conduct of the work of its officers and its committees. The President of the Association is expected to represent the interests of the Association and its membership at all times, to take the leadership responsibility in aggressively pursuing the strengthening of the Association and membership.
- Section 2. **President-Elect**
The President-Elect shall assist the President as presiding officer and as executive officer. The President-Elect shall preside at Board of Director meetings in the absence of the President. In addition, the President-elect shall develop with the advice and consent of the Board of Directors the program and budget plan for the next Presidential term and shall present that plan including membership dues to the membership at the Annual Business Meeting.
- Section 3. **Secretary and Treasurer**
The Secretary will be responsible for coordinating the Administrative affairs and assist the President in conducting the operational affairs of the Association. The Secretary will be responsible for maintaining records of all official action, meetings, and correspondence and preparing and

distributing minutes of each Board of Directors and Annual Business Meeting.

The Treasurer shall have charge of all funds of the Association and shall disperse funds as directed by the Board of Directors. The Treasurer shall prepare a financial statement of all receipts and disbursements for the Annual Meeting and at other such times as directed by the Board. The Treasurer shall also be responsible for membership billings for renewals and for maintaining an up-to-date membership list which shall be periodically distributed to the Board.

ARTICLE III. COMMITTEES

- Section 1. Committees may be appointed at the discretion of the Board of Directors.
- Section 2. Non-voting members may serve on committees in a non-voting status.

ARTICLE IV. EXECUTIVE COMMITTEE

- Section 1. The Executive Committee shall be authorized to act on behalf of the membership when a full Board of Director's meeting time does not permit or a quorum does not exist to vote on important pending issues. The Executive Committee shall report to the Board at the next scheduled meeting activities conducted under this Article.
- Section 2. The Executive Committee may respond to inquiries, or make inquiries of state agencies regarding solid waste issues between regularly scheduled Association meetings. The Executive Committee may provide insight as to the Association's general feelings regarding a particular issue but do not represent these responses to be Policy Statements from Minnesota Counties, as only Board of Commissioners make such statements by resolution.

ARTICLE V. DUES

- Section 1. The membership year shall be based on the calendar year.
- Section 2. The annual dues for each category of membership shall be set at the Annual Business Meeting.
- Section 3. Annual Dues shall be billed by November of every year and shall be due and payable within 60 days of the billing; members whose dues are unpaid after 60 days shall be considered not to be in good standing and shall be removed from the membership roles.

ARTICLE VI. HARASSMENT OR INAPPROPRIATE CONDUCT

It is the policy of the Minnesota Solid Waste Administrator's Association (MSWAA) that sexual harassment and inappropriate conduct by its members and its Board of Directors is prohibited. Any person in the above mentioned positions found to have acted in violation of this policy will be subject to appropriate disciplinary action, which may include immediate termination of membership or in the case of Board members, removal from the Board.

“Sexual harassment” and other inappropriate conduct includes unwelcome sexual advances, requests for sexual favors, sexually motivated physical contact or other verbal or physical conduct or communication of a sexual nature when:

1. Submission to the undesirable conduct or communication is made a term or condition, either explicitly or implicitly, of an individual’s Board duties or membership in MSWAA;
2. Submission to or rejection of that conduct or communication by an individual is used as a factor in decisions affecting that individual’s Board duties or membership in MSWAA;
3. That conduct or communication has the purpose or effect of substantially interfering with an individual’s Board duties or creates an intimidating, hostile, or offensive work environment; and MSWAA knows or should know of the existence of the harassment and fails to take timely and appropriate action; or
4. Such conduct or communication occurred because of the sex of the victim even though it is not clearly sexual in nature or an explicit sexual advance.

Any person with knowledge of or who claims a violation of this policy must report such violations to the President, or a member of the Board of Directors. Any claims of sexual harassment or violations of this policy which are discovered or reported will be investigated by the MSWAA Board of Directors or an outside agent as appropriate. Upon notice of a violation or receipt of a complaint, the Board of Directors will determine how to proceed with investigation and resolution. If the facts appear to support the allegations of sexual harassment or violation of this policy, disciplinary action up to and including immediate termination may result. All reports or claims will be handled as confidentially as possible by MSWAA subject to state and/or federal law regarding disclosure. Any person subject to this policy found to have knowingly or intentionally have made a false complaint of a violation of this policy or found to have knowingly or intentionally given false information during an investigation of such a complaint may also be subject to disciplinary action. This policy applies to all members of MSWAA while performing their duties within or outside the workplace, or while participating in MSWAA functions or activities.

ARTICLE VII. RESOLUTIONS

All resolutions to be presented at any meeting of the Association shall be in writing and be referred to the Board of Directors, which shall consider the same and report its recommendations back to the Association at the Annual Business Meeting or other meeting called by the President to address ongoing issues.

ARTICLE VIII. AMENDMENTS

The procedure for amending the By-Laws shall be the same procedure as is described in Article IX of the Constitution.