

**BYLAWS
ASSOCIATION OF STATE AND TERRITORIAL
SOLID WASTE MANAGEMENT OFFICIALS, INC.**

PREAMBLE

The Association of State and Territorial Solid Waste Management Officials, Inc., also known as "ASTSWMO", is an organization representing the States, Territories and the District of Columbia (hereinafter "Members") responsible for waste and materials management. It is the intent of the Association to enhance and promote effective programs for waste and materials management, to encourage environmentally sustainable practices and to influence relevant national waste and materials management policies.

**ARTICLE I
NAME**

The name of this Association shall be the Association of State and Territorial Solid Waste Management Officials, Inc., referred to herein as "the Association".

**ARTICLE II
OBJECTIVES**

The Association will work for the development and advancement of positive programs in the management of all solid waste and hazardous substances to include: seeking solid waste reduction by promoting resource recovery and resource conservation; promoting protective remediation and management of hazardous substances; promoting effective containment of regulated substances and efficient leak response; assuring constructive input from Association Members regarding all related Federal programs and activities of the U.S. Environmental Protection Agency; promoting uniform enforcement of pertinent laws and regulations at all levels of government; promoting the dissemination of information on technology and management techniques to inform the public, elected officials, managers and operators; advancing training for effective management and operation of materials management, environmental protection and remediation programs at all levels; coordinating activities which tend to further and implement the policies and purposes of the Association.

**ARTICLE III
TYPE OF ORGANIZATION**

Section 1, NON-PROFIT PURPOSES: The Association is organized solely for non-profit purposes as set forth herein, and no part of the net earnings of the Association shall inure to the benefit of or be distributable to its Members, Board of Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the objectives set forth in these articles.

Section 2, TYPE OF NON-PROFIT: The Association shall be devoted exclusively to activities with the characteristics of a business league and other organizations that promote common business interests and receive tax-exempt status under Section 501(c)(6) of the Internal Revenue Code. The Association shall not exercise any power nor engage in any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(6) of the Internal Revenue Code of 1986 as the same may from time to time be amended (or the corresponding provision of any future United States Internal Revenue Law) or cause it to lose its exempt status under such exemption.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Association shall be in such location as may be determined by the Board of Directors.

ARTICLE V

MEMBERSHIP

Section 1, MEMBERS OF THE ASSOCIATION: "Members" shall be the States, Territories and the District of Columbia. The Members shall designate "Member Representatives" who may represent the Member in various capacities within the Association. Member Representatives shall be individuals employed by the Member with individual responsibility for the regulation or management of wastes and hazardous substances, including remediation, tanks, materials management and environmental sustainability programs.

Section 2, RIGHTS AND PRIVILEGES: Members shall be entitled to the full rights and privileges of the Association, including the right to vote on issues that come before the Association. Member Representatives shall be eligible to hold leadership positions in the Association. Leadership positions include: Association Officers, Regional Representatives on the Board of Directors, Subcommittee Chairs or other elected or appointed positions.

Section 3, VOTING: Each Member shall designate one individual to be the "Voting Representative" who shall be entitled to only one vote when the Membership of the Association conducts business. Member votes shall be cast by the Voting Representative or an individual officially designated by proxy for the Voting Representative. Such designation shall be submitted in writing by the Voting Representative to the President prior to the vote.

Section 4, DUES: The Membership dues will be established by the Board of Directors annually. Dues shall be paid to the Association by September 30th of each year.

Section 5, SUSPENSION: Membership in the Association may be suspended for cause. Cause may include defaulting on the payment of dues. Cause may include a serious violation of Association policies. A Member Representative may be suspended from participating in all or some Association activities. Members and Member Representatives shall have a right to appeal a suspension decision to the Board of Directors. A Member or Member Representative may be reinstated upon satisfaction of the Board of Directors' conditions for reinstatement such as payment of dues. A majority vote of the Board of Directors is required for suspension or reinstatement of Membership.

ARTICLE VI
MEMBERSHIP MEETINGS

Section 1, ANNUAL BUSINESS MEETING: The Association shall hold an Annual Business Meeting each year and may hold a Mid-Year Business Meeting, the exact date(s) and place(s) to be determined by the Board of Directors of the Association.

Section 2, ADDITIONAL MEETINGS: The Association may hold additional Business Meetings during the year, the exact date(s) and place(s) to be determined by the Board of Directors of the Association.

Section 3, NOTICE: The Secretary of the Association shall notify all Members of the Association of the Annual Business Meeting and any other business meetings by mail sent to each member at his/her address in the records of the Association not more than fifty (50) days nor less than ten (10) days before the date of the meeting. The notice shall state the place, day and hour of such meeting.

Section 4, QUORUM: Individuals, either as a Voting Representative or a Member Representative with a proxy, representing fifty percent (50%) of Members must be present to constitute a quorum.

ARTICLE VII
BOARD OF DIRECTORS

Section 1, COMPOSITION: The Executive Officers of the Association identified in Article IX shall be members of the Board of Directors. The Board of Directors shall also consist of one Representative (hereinafter "Regional Representative" or "Board Director") from each of the regions recognized by the U.S. Environmental Protection Agency or other means by which States are organized into regions (hereinafter "Regions").

Section 2, APPOINTMENT: The Regional Representative shall be nominated by the Voting Representatives in each Region. A Regional Representative may not concurrently hold an Association Executive Office. The Board of Directors may identify other leadership position(s) that a Regional Representative should not hold concurrently as appropriate. The nominated Regional

Representative must be confirmed by the Board of Directors at the meeting of the Board of Directors held in conjunction with the annual business meeting.

Section 3, TERM: A Member Representative may serve one term of three (3) years as a Regional Representative. If at the end of the Representative's first term no other Member in the Region offers a successor candidate for Regional Representative, the sitting Member Representative may continue to represent the Region, but may do so for only one additional term. No Member shall have a Regional Representative on the Board of Directors for more than two consecutive terms unless approved by the Voting Representatives in the Region and the Board of Directors.

Section 4, BOARD OF DIRECTORS VACANCIES: The Members of a Region shall nominate a Regional Representative to fill a vacancy that may arise in the period between Annual Business Meetings. The nominated Regional Representative must be confirmed by the Board of Directors at the subsequent meeting of the Board of Directors and shall serve the Region's unexpired term.

Section 5, GOVERNANCE: Governance of the Association shall be vested in the Board of Directors with full power and authority to carry out the affairs of the Association and to set policy for the Association. The Board of Directors shall have a fiduciary obligation to protect the financial position of the Association and ensure that the Association has sufficient resources to support the operations and programs of the Association.

Section 6, ANNUAL BUDGET: The Board of Directors shall consider the annual budget presented by the Treasurer and Executive Director and, after any revision it may determine to be advisable, it shall adopt the same. It shall make such subsequent revisions in the budget as it may deem advisable after consultation with the Treasurer and the Executive Director.

Section 7, COMMITTEE APPOINTMENTS: The Board of Directors shall have power of approval of the President's appointments of Committee and Subcommittee Chairpersons and legal counsel.

Section 8, EXECUTIVE DIRECTOR: The Board of Directors shall have full authority to employ an Executive Director and direct the activities assigned to that employee by the Board of Directors. The Board of Directors shall require that employees be bonded as deemed necessary to carry out the business of the Association. The Board of Directors may delegate Board of Directors' authorities to the Executive Director as appropriate. The Board of Directors may assume authorities granted to the Executive Director as may be necessary.

Section 9, FINANCIAL OBLIGATIONS: Neither an Executive Officer nor the Executive Director shall obligate the Association beyond the limits of an approved budget without specific authority in writing from the Board of Directors.

Section 10, APPOINTMENT OF AUDITOR: The Board of Directors shall appoint the auditor as provided in Article XII of these Bylaws.

Section 11, REPORTS TO THE BOARD OF DIRECTORS: The Board of Directors shall require periodic reports on operations from the Executive Director and from the various Committees.

Section 12, MEMBERSHIP MEETING PLANNING: The Board of Directors shall fix the time and place for the Annual Business Meeting and other meetings of the Membership.

ARTICLE VIII
BOARD MEETINGS

Section 1, FREQUENCY OF MEETINGS: The Board of Directors shall meet at least quarterly.

Section 2, SPECIAL MEETINGS: Special meetings of the Board of Directors may be called at any time by the President or upon the written petition of two (2) Board Members.

Section 3, MEETING NOTICE: Notices of both regular and special meetings shall be sent by the Secretary to each Member of the Board of Directors at least seven (7) days before such meeting.

Section 4, QUORUM: A quorum shall consist of a majority of the Board of Directors and a majority vote of those present shall decide all questions.

Section 5, MEMBER ABSENCES: Absence by a Board Member from three (3) consecutive meetings without adequate explanation shall be considered resigned from the Board of Directors and such member shall be notified by the Secretary.

Section 6, FORM OF MEETING: Unless otherwise provided in the articles of incorporation or the Bylaws, any or all Board Directors may participate in a meeting of the Board of Directors or a committee of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. It is expected that Board Members shall attend meetings in person unless they are unable to do so due to restrictions on their ability to travel.

Section 7, ACTION WITHOUT MEETING: Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board Directors.

ARTICLE IX
OFFICERS

Section 1, EXECUTIVE OFFICERS: The Executive Officers of the Association shall be the President, Vice-President, Secretary-Treasurer, and the immediate Past-President. Executive Officers shall be members of the Board of Directors.

Section 2, DUTIES OF THE PRESIDENT: The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board of Directors, at the Annual Business Meeting and at any other Membership Business Meetings. The President shall, with the approval of the Board of Directors: establish and disband all standing committees as appropriate; appoint the chairpersons of all standing Committees and Subcommittees; sign all contracts and obligations with the Secretary-Treasurer; and appoint legal counsel.

Section 3, DUTIES OF THE SECRETARY-TREASURER: The Secretary-Treasurer shall be responsible for the general correspondence of the Board of Directors; shall issue adequate advance written notice of all meetings of the Membership and the Board of Directors; shall send written notices of termination of service to Board Members who have been absent from three (3) consecutive meetings without adequate explanation; shall attend all meetings and keep the minutes; and shall perform all such duties as are incident to the office. The Board of Directors may delegate duties of the Secretary-Treasurer to an Executive Director. The Secretary-Treasurer shall be the Chief Financial Officer of the Association and shall be responsible for the custody and control of its funds; shall be bonded in an amount determined by the Board of Directors; shall have authority to open such bank accounts in the name of the Association and sign checks and drafts and other papers requiring the payment of money; shall cause all debts and obligations of the Association to be paid upon verification by the person or persons authorizing the indebtedness; shall ensure that an account is kept of all receipts and disbursements, which shall be open for inspection by the Board of Directors and auditors at all times; shall give a report of accounts at each meeting of the Board of Directors; shall provide a report of the audited statement of all revenue and expenses of the Association annually at a Membership business meeting, which statement shall be certified by a public accountant in accordance with Article XII of these Bylaws; and perform such other duties as may be authorized and directed by the Board of Directors from time to time.

Section 4, DUTIES OF THE VICE-PRESIDENT: The Vice-President shall perform all duties of the President in the event of the absence or inability of the President to act or if there is a vacancy in that office. The Vice-President may Chair or Co-Chair with the Past-President, as determined by the President, any select Committees that the President may establish with concurrence of the Board of Directors. At the conclusion of the Vice-President's term of office, the Vice-President shall advance to the position of President for a one-year term.

Section 5, DUTIES OF THE PAST-PRESIDENT: The Past-President shall Chair the Nominating Committee. The Past-President may Chair or Co-Chair with the Vice-President, as determined by the President,

any select Committees that the President may establish with concurrence of the Board of Directors. The immediate Past-President shall not be eligible for nomination to the position of Vice-President.

Section 6, ELECTIONS: For the purposes of this article, a year shall mean from the close of elections at the Annual Business Meeting to the close of elections at the next succeeding meeting regardless of the lapsed time.

Section 7, VICE-PRESIDENT: The Vice-President shall be elected from a slate presented by the Nominating Committee for a one-year term by a majority of the Voting Representatives or individuals with Voting Representatives' proxies present and voting at the Annual Business Meeting. If the Vice-President is required to perform the duties of the President in the event of a vacancy, the Vice-President shall still advance to the position of President for a one-year term at the conclusion of the Vice-President's term of office.

Section 8, SECRETARY-TREASURER: The Secretary-Treasurer shall be elected from a slate presented by the Nominating Committee for a two-year term by a majority of the Voting Representatives or individuals with Voting Representatives' proxies present and voting at the Annual Business Meeting every even-numbered year.

Section 9, VACANCIES: In the event of an absence or inability of the Vice-President to act or if there is a vacancy in that office, the Board of Directors shall appoint an individual to fill the remainder of the Vice-President's term. At the subsequent Annual Business Meeting, a President shall be elected from a slate presented by the Nominating Committee for a one-year term by a majority of the Voting Representatives or individuals with Voting Representatives' proxies present and voting at the Annual Business Meeting. In the event of an absence or inability of the Secretary-Treasurer to act or if there is a vacancy in that office, the Board of Directors shall appoint an individual to fill the Secretary-Treasurer's term until the subsequent Annual Business Meeting. At that meeting a Secretary-Treasurer shall be elected from a slate presented by the Nominating Committee by a majority of the Voting Representatives or individuals with Voting Representatives' proxies present and voting at the Annual Business Meeting, and shall serve until the election at the Annual Business Meeting in the next even-numbered year.

ARTICLE X

COMMITTEES: APPOINTMENT, MEMBERSHIP AND FUNCTIONS

Section 1, STANDING COMMITTEES: In addition to the Standing Committees identified in these Bylaws, the Board of Directors may establish additional Standing Committees as may be deemed advisable by the Board of Directors.

Section 2, EXECUTIVE COMMITTEE: The Executive Committee shall consist of the Executive Officers of the Association identified in Article IX, Section 1. The Executive Committee shall perform the

functions of the Board of Directors in the routine management of the affairs of the Association during the intervals between meetings of the Board of Directors. All actions taken by the Executive Committee shall be presented for ratification at the next meeting of the Board of Directors. The President may appoint additional representatives to the Executive Committee. This Committee shall be responsible for the annual review of the Executive Director.

Section 3, AUDIT COMMITTEE: The Audit Committee shall consist of five members of the Board of Directors. The Secretary-Treasurer shall serve as Chair of the Committee. The Past-President shall also be a member of the Committee. The President shall appoint three other Board Directors to the Committee. The Committee shall assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control over financial reporting, the audit process, and the Association's process for monitoring compliance with laws and regulations and the code of conduct. The Audit Committee shall periodically make recommendations to the Board of Directors for selecting firms to provide accounting and auditing services. It shall perform such other functions dealing with finance as assigned by the President with concurrence of the Board of Directors.

Section 4, NOMINATING COMMITTEE: The Past-President shall chair the Nominating Committee with other Committee members, as appropriate, appointed by the Past-President. The Committee shall present a slate of candidates for Executive Office to be presented to the Members for the election at the Annual Business Meeting. They shall solicit suggestions for the slate of officers from the Membership at least 90 days prior to the Annual Business Meeting.

Section 5, SELECT COMMITTEES AND SUBCOMMITTEES: The Board of Directors may establish Committees or Subcommittees to address issues of concern that are beyond the scope of the Board of Directors responsibilities but are important to the Association and its Members.

Section 6, APPOINTMENT OF CHAIRPERSONS: The President shall appoint Chairpersons of Committees and Subcommittees with the concurrence of the Board of Directors. With the exception of the Committee Chairpersons designated in these Bylaws, a Subcommittee Chairperson may not concurrently serve as a member of the Board of Directors.

ARTICLE XI

LEGAL COUNSEL

Legal counsel shall be appointed by the President with the approval of the Board of Directors. All matters involving interpretation of Federal law and State law, local ordinances, tax questions, and legal responsibilities of the Association shall be promptly referred to such counsel for opinion and advice. Charter, Bylaws, and subsequent amendments shall be submitted to legal counsel for approval before adoption.

ARTICLE XII
AUDIT

The books of the Association shall be audited annually by a certified public accountant appointed by the Board of Directors. The auditor's report shall be filed with the records of the Association. A summary of this report shall be provided to the Membership annually at a Member Business Meeting.

ARTICLE XIII
AMENDMENTS

Section 1, AMENDMENT BY MAJORITY VOTE: These Bylaws may be amended by a majority vote of a quorum at the Annual Business, providing notice of the proposed amendment has been sent to all Voting Representatives not less than thirty (30) days before the Annual Business Meeting and providing that a copy of the proposed amendment shall accompany the notice.

Section 2, AMENDMENT BY BOARD OF DIRECTORS VOTE: These Bylaws may also be amended by a majority vote of a quorum at a meeting of the Board of Directors, subject to ratification by a majority vote of a quorum at the next Annual Business Meeting, providing notice of the proposed amendment has been sent to all Voting Representatives not less than thirty (30) days before the subject meeting of the Board of Directors and providing that a copy of the proposed amendment shall accompany the notice. Should the revised Bylaws not be ratified at the Annual Business Meeting, the Bylaws shall immediately revert back to the form which existed prior to the amendment by the Board of Directors.

Section 3, FURTHER AMENDMENT BY MEMBERSHIP: When considering an amendment proposed under Section 1, or a ratification as required under Section 2, such amendment can be further amended by the Membership at any Annual Business Meeting or other Membership Meeting at which Members are considering such officially proposed amendment and are voting upon it.

Approved by the Voting Representatives during the ASTSWMO Annual Meeting on October 26, 2011 in Bethesda, MD.