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BY-LAWS
ASSOCIATION OF STATE AND TERRITORIAL
SOLID WASTE MANAGEMENT OFFICIALS, INC.

PREAMBLE

We, the members of the Association of State and Territorial Solid Waste Management Officials, Inc., being designated representatives of the solid waste agencies of the state and territorial governments, hereby declare it our intent to protect and promote the health, welfare and safety of the people of the United States of America and Her Territories, to protect and enhance the environment, and to conserve natural resources.

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

Section 1. The Association will work for the development and advancement of positive programs in the management of all solid waste to include:

- a. seeking solid waste reduction by promoting resource recovery and resource conservation;
- b. assurance of appropriate input from all Association members regarding all related Federal programs and activities of the Federal Environmental Protection Agency;
- c. promoting uniform enforcement of solid waste laws and regulations at all levels of government;
- d. promotion of the dissemination of information on solid waste technology and management techniques to inform the public, elected officials, and solid waste managers and operators;
- e. advancement of training for effective management and operation of solid waste programs at all levels;
- f. coordination of activities which tend to further and implement the policies and purposes of the Association.



ARTICLE III
TYPE OF ORGANIZATION

Section 1. 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, 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. This Association shall be devoted exclusively to activities with the characteristics of a business league and other organizations organized to promote common business interest that 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 1954 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.

Section 3. In the event of dissolution or final liquidation of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner as the Board shall determine.

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. There shall be three (3) classes of membership in the Association to be designated as: Regular Membership, Individual Associate Membership, and Regional Caucus Affiliate Membership.

Section 2. The qualification for each class of membership shall be:

- a. Regular Membership: Individuals eligible to hold a regular membership shall be the official director or administrative head of the solid waste management program in each state and territory or their officially designated alternate. Where more than one state or territorial agency has responsibility for solid waste management in that state or territory, then one official of each agency shall be entitled to membership.
- b. Individual Associate Membership: Individuals eligible to hold

an Individual Associate Membership shall be any staff members from any state and territorial solid waste management program.

- c. Regional Caucus Affiliate Membership: Individual members of all regional caucuses of solid waste officials approved by the Board are eligible for a Regional Caucus Affiliate Membership, providing the affiliate By-Laws are consistent with those of this Association as determined by the Board of Directors of ASTSWMO.

Section 3.

a. For purposes of this article, the term "solid waste management program in each state", or "solid waste management in that state or territory", or any other variation of that term, means those programs that provide individual(s) employed by a state or territorial government with responsibility for the regulation or management of "solid waste" "hazardous waste", "leaking underground storage tanks", "recovered materials" and "resource recovery" as those terms are defined by the Resource Conservation and Recovery Act, 42 U.S.C. §6901 et seq.; recycling and waste minimization activities; and waste remediation activities under the Comprehensive Environmental Response, Compensation and Liability Act, ("CERCLA") 42 U.S.C. §9601 et seq., and state remediation acts intended to clean up non-designated CERCLA sites within the respective states.

b. Disputes over membership. All disputes over the determination of any employee's status with regard to meeting the qualifications of subsection a. of this section shall be determined by the Board of Directors, but only after the State officials are unable to resolve the matter within the state executive branch.

ARTICLE VI
MEMBERSHIP RIGHTS AND PRIVILEGES

Section 1. Individual classes of membership shall be entitled to the following rights and privileges.

- a. Regular Member: Regular members shall be entitled to the full rights and privileges of the Association, including the right to hold office, to be a members of or chair committees, and to vote on issues to come before the Association. Regular members shall be entitled to receive routine mailings of the Association. In addition, if their state or territory's financial obligations to the Association have been fulfilled, they may call upon the Association to perform special studies and surveys if such requests are within reason.
- b. Individual Associate Member: Individual Associate Members shall be entitled to all rights and privileges except they shall not be entitled to hold office, chair standing committees, vote on issues to come before the Association, or call upon the Association for special services.
- c. Regional Caucus Affiliate Member: Individual Members of Board-

approved regional caucuses are considered Regional Affiliate Members of this Association, provided any dues established by the Board for such Regional Caucuses collectively or for each individual Regional Caucus member has been paid to ASTSWMO and such payment is current. They shall be entitled to the same rights and privileges as individual Associate members. Regional Caucus Affiliate Members may formulate consensus opinions when responding to Association questionnaires and positions.

Section 2. Dues: The dues will be established by the Board of Directors annually. Dues shall be paid to the Association's Secretary-Treasurer or other official on or before October 1, of each year.

Section 3. Resignation: Any member may resign at any time by filing a written resignation with any officer of the Association or member of the Board, except as may be otherwise provided in any written pledge agreement executed by the resigning members. Such resignation shall relieve the member so resigning from all obligation to pay dues or contributions accruing after the effective date of such resignation.

Section 4. Termination of Membership: The Board of Directors, by majority of those present at a meeting at which a quorum is present, may suspend or expel a member for cause after a hearing before the Board, and may, by the same vote, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

Section 5. Annual Conference: The Association shall hold an annual conference each year, the exact date and place to be determined by the Board of Directors of the Association. Reasonable notice shall be given to the membership. Special meetings of the Association may be called by the Board, by the President, or by petition of not less than fifteen (15) regular members of the Association.

Section 6. Quorum: At any meeting of the Association, the members present shall constitute a quorum.

Section 7. Voting:

a. One Vote One State: Each state or territory shall be entitled to only one vote per state or territory when the membership of the Association conducts business.

b. States with More than One Regular Member: In those states with more than one regular member because of the division of responsibility, the state has the responsibility of determining the manner in which that single ballot will be cast. As determined by the Board of Directors, states may be required, in advance of a membership business meeting, to identify in writing the regular member who will cast the single state vote.

c. All state votes shall be cast by a regular member or an officially designated member or associate member of the Association. Such

designation shall be in writing, signed by the regular member and submitted to the President prior to vote.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. Number, election, and term of membership:

- a. The Board of Directors shall consist of one solid waste management program director or administrative head from each of the regions currently recognized by the U.S. Environmental Protection Agency not currently holding Association office and the officers.
- b. Solid waste management program directors or administrative heads serving on the Board shall be elected by the regular members of their respective regions.
- c. Vacancies on the Board of Directors or officers occurring between annual meetings shall be filled by election by the Board of Directors for the unexpired term from candidates recommended by the Nominating Committee.
- d. The term of membership shall be three years.
- e. Any director, having served two full concurrent three-year terms shall be ineligible for re-election as a director representing a region for at least one (1) year.

Section 2. Duties and Powers:

- a. Management shall be vested in the Board of Directors with full power and authority to carry out the affairs of the Association and to exercise leadership in raising and exploring problems of policy for approval by the membership. It shall have responsibility for raising the necessary monies to support its program.
- b. It shall recommend a program for the ensuing year to the members at the annual meeting.
- c. It shall consider the annual budget presented by the Budget, Finance and Membership Committee, and after any revision it may determine to be advisable, it shall adopt the same. It shall make such subsequent revision in the budget as it may deem advisable after consultation with the Budget, Finance and Membership Committee and the Executive Director.
- d. It shall have power of approval of the President's appointments of committee chairpersons, and legal counsel.
- e. It shall have full authority to employ an Executive Director and direct the activities assigned to that employee by the Board. It shall require that employees be bonded as deemed necessary to carry out the business of the Association. It

shall also fix the terms of the Executive Director's tenure and assume authorities granted to the Executive Director as may be necessary.

- f. It shall appoint the auditor as provided in Article XII, Section 1 of these By-Laws.
- g. It shall require periodic reports on operations from the Executive Director and from the various committees.
- h. It shall fix the time and place for the annual conference and other special meetings of the membership.

ARTICLE VIII BOARD MEETINGS

Section 1. The Board of Directors shall meet at least quarterly.

Section 2. Special meetings of the Board of Directors may be called at any time by the President or on the written petition of three (3) members of the Board.

Section 3. 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. A quorum shall consist of one-third (1/3) of the Board of Directors, and a majority vote of those present shall decide all questions.

Section 5. Any member of the Board of Directors who shall be absent from three (3) consecutive meetings without adequate explanation shall be regarded as thereby resigning from the Board and shall be so notified by the Secretary.

ARTICLE IX OFFICERS

Section 1. The officers of the Association shall be regular members and shall be the President, Vice-President, Secretary-Treasurer, and the immediate Past-President.

Section 2. Commencing with the 1981 annual meeting of the Association, there shall be the following order of succession for the officers of the Association:

- a. The Vice-President shall be elected from a slate presented by the Nominating Committee for a one-year term by majority of the regular members present and voting at the annual conference. At the conclusion of his term of office, the Vice-President shall advance to the position of President for a one-year term. At the conclusion of the President's term he shall be advanced to the position of immediate Past-President

for a one-year term. The immediate Past-President shall not be eligible for nomination to the position of Vice-President.

- b. The Secretary-Treasurer shall be elected for a two-year term by a majority of the regular members present and voting at the annual conference every even-numbered year beginning in 1980.

Section 3. For the purposes of this article, "one year" shall mean from the close of one annual conference General Business Meeting to the close of the next succeeding one regardless of the lapsed time.

Section 4. Duties of Officers:

- a. The President shall be the chief officer of the Association and shall preside at all meetings of the Board of Directors and at the annual conference and any special meetings. The President shall, with the approval of the Board of Directors, appoint the chairpersons of all standing committees, except the Executive Committee and the Nominating Committee; shall be a member, ex officio with a vote, of all standing committees except the Nominating Committee; shall with the Secretary-Treasurer, sign all contracts and obligations authorized by the Board of Directors; and shall, with the approval of the Board of Directors, appoint legal counsel.
- b. The Vice-President shall perform all the duties of the President in the event of the absence or inability of the President to act, or in the event of a vacancy in that office. In the event that the Vice-President is required to perform the duties of the President because of vacancy in that office, the Vice-President shall be entitled to perform the duties of the President for the immediate term and shall be permitted to serve the term as President to which he would have advanced to had the vacancy in that office not occurred.
- c. The Secretary-Treasurer shall be responsible for the general correspondence of the Board; shall issue adequate advance written notice of all meetings of the membership, Board of Directors, and Executive Committee; 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; 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 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, and perform such other duties as may be authorized and directed by the Board of Directors from time to time; shall cause all debts and obligations of the Association to be paid, upon verification by the person or

persons authorizing the indebtedness; shall insure that an account is kept of all receipts and disbursements, which shall be open for inspection by the Directors and auditors at all times, and shall give a report of his accounts at each meeting of the Board of Directors; shall furnish an annual statement of all receipts and disbursements of the Association at each Mid-year conference of the membership, which statement shall be certified by a public accountant in accordance with Article XII of the By-Laws.

- d. No officer nor the Executive Director shall obligate the Association beyond the limits of items in the approved budget without specific authority in writing from the Board of Directors.

ARTICLE X

COMMITTEES: APPOINTMENT, MEMBERSHIP AND FUNCTIONS

Section 1. Appointment of Chairpersons: Chairpersons of standing committees need not necessarily be selected from current members of the Board of Directors.

Section 2. Membership: Each chairperson, in consultation with the President, shall select his or her committee members. With the exception of the Executive Committee, members of committees are not required to be members of the Board.

Section 3. The committees shall be as follows:

- a. Executive
- b. Budget and Finance and Membership
- c. Nominating

and such others as may be deemed advisable by the Board of Directors.

Section 4. Functions:

- a. Executive: The Executive Committee shall consist of the officers of the Association. 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.
- b. Budget, Finance and Membership: The Budget, Finance and Membership Committee shall include the Secretary-Treasurer. It shall meet at least two times a year. It shall recommend to the Board of Directors a yearly budget. It shall

periodically review the financial position of the Association and it shall recommend to the Board of Directors its revisions as may be necessary. No expenditures not specified in the budget shall be made without the approval of the Board of Directors. It shall recommend to the Board of Directors the accounting methods to be used and the auditors to be employed. It shall perform such other functions dealing with finance and membership as assigned by the President with the concurrence of the Board of Directors.

- c. Nominating: The Nominating Committee will consist of the immediate three Past-Presidents so long as they are eligible for Regular Membership. If these are not available or vacancies occur, the Executive Committee shall appoint members from the Regular Membership who do not currently hold elected office within the Association. It shall present for election at the annual conference of the membership a slate of directors and officers. In no event shall the slate of officers for any elected office contain less than two names. They shall solicit suggestions for the slate of officers from the membership at least 90 days prior to the annual conference. It shall keep in close touch through the year with the personnel of the Board of Directors and it shall give careful consideration to the needs of each office to be filled, to the end that the Association shall at all times have responsible and dynamic leadership, with particular attention to developing successors under the system of rotation of Board members and officers. It shall recommend names for the new directors as vacancies shall occur.

ARTICLE XI LEGAL COUNSEL

Section 1. 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, By-Laws, and subsequent amendments shall be submitted to legal counsel for approval before adoption.

ARTICLE XII AUDIT

Section 1. 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 presented for action at the Mid-year conference.

ARTICLE XIII FISCAL YEAR

Section 1. The fiscal year of the Association shall end on September 30 each year.

ARTICLE XIV
AMENDMENTS

Section 1.

a. These By-Laws may be amended by a majority vote of the quorum at the annual conference, or at a special meeting of the Board of Directors, providing notice of the proposed amendment has been sent to all voting members not less than thirty (30) days before the conference or special meeting and providing that a copy of the proposed amendment shall accompany the notice.

b. When considering an amendment proposed under Subsection (a), such amendment can be further amended by the membership at any annual conference or special meeting at which members are considering such officially proposed amendment and are voting upon it.