

# CONSTITUTION AND BY-LAWS OF THE MINNESOTA SOLID WASTE ADMINISTRATORS ASSOCIATION

## CONSTITUTION

### **ARTICLE I. NAME**

The name of this non-profit membership corporation shall be the Minnesota Solid Waste Administrators 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, Associate, and Affiliate members.
- A. An Organizational Member hereinafter referred to as Member, shall be a county or solid waste management district or sanitary board established by the legislature or a governmental joint power having legal statutory responsibility for solid waste management at the local level. A Member is represented by a designee of their choosing who will be known as the "Full member".
  - B. Associate members shall be additional employees of an Organizational Member, besides the Full member.
  - C. Affiliate members hereinafter referred to as Affiliate, shall include:

- 1) Consultants;
  - 2) State agency solid waste officials;
  - 3) Private industry representatives;
  - 4) Other government officials; and
  - 5) Other waste management organizations.
- D. Full members in good standing shall each have one (1) vote on each matter submitted to a vote of the Members. Members shall designate in writing to the Secretary the individual who is authorized to vote as well as an alternate.
- E. Associate members have no voting privileges except while serving as an elected Officer or as a district representative to the Executive Board.
- F. Affiliates have no voting privileges.
- G. 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 Executive Board.
- Section 4. Full members and Associate members may hold office, serve as a member of the Executive Board, or serve in a committee leadership position.
- Section 5. Affiliates 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. The President and President-Elect shall serve two-year terms and shall not serve more than two consecutive terms.
- Section 6. 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. EXECUTIVE BOARD**

- Section 1. There shall be an Executive Board 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 Full members or Associate members in good standing.
- Section 2. AMC District Representatives to Executive Board. Each AMC District will be represented on the Executive Board by a voting member. Members from each District shall elect a District Representative to the Executive Board 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 Executive Board, they are authorized and encouraged to delegate (to other Members or Associate 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 Members of the delegation in a timely fashion.
- Section 3. The Executive Board 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 Executive Board shall be held each year at such times as selected by the President or President-elect.
- Section 5. The Executive Board shall have the power to make interim appointments to fill a vacancy in the office of the Secretary and Treasurer, until the next Annual Business Meeting.
- Section 6. A quorum of the Executive Board shall consist of one third of the voting members of the Board or five (5) members.
- Section 7. Any member of the Executive Board who misses two (2) consecutive meetings with unexcused absences and fails to delegate authority to attend to another Member from the District pursuant to Section 2 shall submit a written resignation to the President for Executive Board action. The Executive Board will at their next meeting review the circumstances

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 Executive Board 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 Executive Board 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 -Member meeting of the Association.
- Section 10. The Executive Board shall annually appoint a Chair and Secretary to each Committee and report those appointments to the Association at the Annual Business Meeting.

## **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 Executive Board.
- Section 2. A quorum of the Association's Annual Business Meeting shall consist of one-third (1/3) paid Members in good standing.
- Section 3. Special meetings of the Association may be called at the discretion of the President or the Executive Board.

## **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 judgment and discretion

of the Executive Board or as the By-Laws of the Association shall otherwise provide. No officer or member of the Executive Board 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 I            ELECTION**

- Section 1.     Officers of the Association shall be elected from a -slate of candidates chosen by the Nominating Committee. -The vote shall be cast by Members on an official ballot at a Member 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 Executive Board shall choose by secret ballot between the candidates who have an equal number of votes.
- Section 2.     The new Officers and Executive Board members shall assume their official duties at the close of the Annual Business Meeting.
- Section 3.     The Nominating Committee shall be appointed by the Executive Board.
- 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 Member meeting.

### **ARTICLE II.           DUTIES OF OFFICERS**

- Section 1.     President  
The President shall call and preside at all meetings of the Executive Board and at the Annual Business Meeting. The President shall appoint, or assign, with the approval of the Executive Board, a Chair for each Standing Committee and other ad hoc committees deemed necessary by the Executive 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 Executive Board meetings in the absence of the President. In addition, the President-elect shall develop with the advice and consent of the Executive Board 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

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 Executive Board and Annual Business Meeting.

Section 4. Treasurer

The Treasurer shall have charge of all funds of the Association and shall disburse funds as directed by the Executive Board. 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 Executive 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 Executive Board.

### **ARTICLE III. STANDING COMMITTEES**

Section 1. Program Managers (PMs)

The purpose of the PMs shall be to represent and promote the interests of Minnesota Household Hazardous Waste (HHW) programs and promote a progressive, environmentally sound, safe, compliant and cost-effective program through HHW reduction and management strategies. This may be accomplished by:

- a. Coordinating with and reporting to the Executive Board on matters that impact HHW Programs.
- b. Facilitating communication and cooperation between HHW program managers, SWAA and State hazardous and solid waste professionals on matters that impact HHW programs.
- c. Monitor proposed legislation and State policy that affect the HHW programs and present implications of such policy to the Executive Board.
- d. Identifying operational issues by working with the State to assist in the development of Standard Operating Procedures.
- e. Working with the State to assist in providing health and safety and regulatory training for HHW programs to meet OSHA, hazardous

- waste, and MNDOT training requirements.
- f. Working with the State to establish goals and priorities for HHW public education programs, including education materials and training that promotes HHW reduction and property management.
  - g. Providing assistance to HHW programs by sharing information and expertise.
  - h. Working with the State to provide cost-effective hazardous materials management contracts that minimize potential environmental liability.
  - i. Assisting in the development of agreements and contracts for HHW programs with the State and other responsible parties.

Sub-Section 1. Membership Members shall consist of Regional or Metro County HHW program managers or a designee whose County or political sub-division employer is a member of SWAA, hereinafter referred to as PM.

- a. A PM shall have one vote on each matter submitted to a vote of the members of the committee. A PM may designate a proxy to vote on the Member's behalf. A PM shall notify the Chair or committee Secretary if a proxy is to vote on the PM's behalf.

#### Sub-Section 2. Meetings

- a. Executive Board and PMs shall meet annually before the Annual Business Meeting. The date, time, and place of this meeting shall be selected by the SWAA President in consultation with the PMs.
- b. At the annual meeting with the Executive Board, PMs shall;
  - i. Report the past year's actions and the next year's work plan; as it relates to Article III Section 1.
  - ii. Provide a recommendation of the next year's PMs chair and secretary.
- c. Additional meetings may be called by the Chair.
- d. Representatives of co-sponsoring counties may participate in PMs meetings and serve on workgroups.
- e. Representatives of private industry, State agency officials, and other waste management organizations may be invited by the Chair to participate in PMs meetings and serve on committees.

#### Sub-Section 3. Voting

- a. PMs may vote on all matters brought before the committee except when that matter pertains to an issue specific to either to Metro HHW programs or greater Minnesota HHW programs only; in this case RPMs may then only vote on the matters relative to their respective programs.



- b. The Chair and/or committee Secretary shall report the outcomes of voting to the Executive Board. In cases of dissent, the minority of the committee may present their views to the Executive Board.

## Section 2. Landfill Operators Group (LOG)

The purpose of the LOG shall be to represent and promote the interests of Minnesota landfills as an environmentally sound and cost-effective component of an integrated solid waste management system. This may be accomplished by:

- a. Coordinating with and reporting to the Executive Board on matters that impact landfills.
- b. Facilitating communication and cooperation between public & private landfills, SWAA and State solid waste professionals on matters that impact Minnesota landfills.
- c. Monitor proposed legislation and State Rule and policy that affect the landfill operations.
- d. Identifying operational and permitting issues and work with the State to resolve issues in an environmentally sound and cost-effective manner.
- e. Work with the State on the development of statutes, rules, and guidance documents that will affect landfill operations.
- f. Provide assistance to landfill operators by sharing information and expertise.
- g. Working with the State to promote new technologies.
- h. Working with the State & others to promote and support training of landfill operators.
- i. Working with private facilities, where appropriate, on issues affecting all land disposal facilities.

### Sub-Section 1. Membership

- a. Members shall consist of a designee from a County, City, sanitary district, or public joint powers board that owns and or operates a solid waste land disposal facility whose employer is a member of SWAA, hereinafter referred to as Operator.
- b. An Operator shall have one vote on each matter submitted to a vote of the members of the committee. An Operator may designate a proxy to vote on the Operator's behalf. An Operator shall notify the Chair or committee Secretary if a proxy is to vote on the Operator's behalf.

### Sub-Section 2. Meetings

- a. Executive Board and LOG shall meet annually before the Annual Business Meeting. The date, time, and place of this meeting shall be selected by the SWAA President in consultation with LOG.
- b. At the annual meeting with the Executive Board, LOG shall report the past year's actions and the next year's work plans as it relates to Article III Section 2.
- c. Additional meetings may be called by the Chair.
- d. Representatives of engineering and or environmental consulting firms and private contractors under contract of an Operator may participate in LOG meetings and serve on workgroups.
- e. Representatives of private industry, State agency officials, and other waste management organizations may be invited by the Chair to participate in LOG meetings and serve on committees.

#### Sub-Section 3. Voting

- a. Operators may vote on all matters brought before the committee.
- b. The Chair and/or committee Secretary shall report the outcomes of voting to the Executive Board. In cases of dissent, the minority of the committee may present their views to the Executive Board.

### Section 3. Product Stewardship Committee (PSC)

The purpose of the PSC shall be to protect County economic, public and environmental health through the promotion of product stewardship principles. This may be accomplished by:

- a. Coordinating with and reporting to the Executive Board on matters that concern product stewardship (PS) or extended producer (EPR) responsibility.
- b. Facilitating communication and cooperation between Counties, SWAA, State Agencies, businesses and other stakeholders on product stewardship matters that impact county programs.
- c. Monitoring proposed legislation, State Rule and policy that concern PS and would affect County programs.
- d. Identifying PS issues and recommending PS policy to the SWAA Executive Board for enacting.
- e. Working with the State and other responsible parties to develop PS

infrastructure that will assist County programs, including expertise and financial assistance.

- f. Working with the Counties to establish PS product-priorities through use of the MATRIX system, which objectively evaluates a list of products by a series of criteria in order to determine future product stewardship initiatives.
- g. Vetting and recommending legislative language, formal agreements and contracts for PS and EPR programs with the State and other responsible parties.

#### Sub-Section 1. Membership

- a. Members shall consist of County environmental or solid waste staff or a designee whose County or political subdivision employer is a member of SWAA, hereinafter referred to as PSC member.
- b. A PSC member shall have one vote on each matter submitted to a vote of the members of the committee. A PSC member may designate a proxy to vote on the member's behalf. A PSC member shall notify the Chair or committee Secretary if a proxy is to vote on the PSC member's behalf.
- c. Members and Committee Participants shall be approved by the Executive Board.

#### Sub-Section 2. Meetings

- a. The Executive Board and PSC representatives shall meet annually before the Annual Business Meeting. The date, time, and place of this meeting shall be selected by the SWAA President in consultation with the PSC representatives.
- b. At the annual meeting with the Executive Board, PSC representatives shall;
  - i. Report the past year's actions and the next year's work plans as it relates to Article III Section 3.
  - ii. Provide a recommendation for next year's PSC

chair and secretary.

- c. Additional PSC meetings may be called by the PSC Chair.
- d. Representatives of private industry, State agency officials, and other waste management organizations may be invited by the PSC Chair to participate in PSC meetings and serve on committees.

#### Sub-Section 3. Voting

- a. PSC members may vote on all matters brought before the committee.
- b. The PSC Chair and/or committee Secretary shall report the outcomes of voting to the Executive Board.

### **ARTICLE IV. WORKGROUPS**

Section 1. Workgroups may be appointed at the discretion of the Executive Board.

Section 2. Affiliate members may serve on Workgroups in a non-voting status.

### **ARTICLE V. OFFICERS**

Section 1. The Officers shall be authorized to act on behalf of the membership when a full Executive Board meeting time does not permit, or a quorum does not exist to vote on important pending issues. The Officers shall report to the Executive Board at the next scheduled meeting activities conducted under this Article.

Section 2. The Officers may respond to inquiries or make inquiries of state agencies regarding solid waste issues between regularly scheduled Association meetings. Officers 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 Boards of Commissioners make such statements by resolution.

### **ARTICLE VI. 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 rolls.

## **ARTICLE VII. 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 Executive Board 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 Executive Board members, removal from the Executive 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 undesirable conduct or communication is made a term or condition, either explicitly or implicitly, of an individual's Executive 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 Executive Board duties or membership in MSWAA;
3. That conduct or communication has the purpose or effect of substantially interfering with an individual's Executive 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 Executive Board. Any claims of sexual harassment or violations of this policy which are discovered or reported will be investigated by the MSWAA Executive Board or an outside agent as appropriate. Upon notice of a violation or receipt of a complaint, the Executive Board 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 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 VIII. RESOLUTIONS**

All resolutions to be presented at any meeting of the Association shall be in writing and be referred to the Executive Board, 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 IX. AMENDMENTS**

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

## **ARTICLE X. ELECTRONIC MEETINGS & VOTING**

Section 1. Business of the Annual Business Meeting, Officers and the Executive Board may be conducted by electronic means.

Section 2. E-Mail shall be limited to voting on Association letters, resolutions, meeting minutes and authorization for payment of bills.

1. Members shall submit by e-mail the item for discussion to Officers or the Executive Board.
2. The President shall ensure all Officers, or all members of the Executive Board, are addressed in the e-mail.
3. The President shall set a date and time that discussion will conclude, and the item be voted on.
4. Voting shall conclude once all Officers and/or Executive Board votes are received or after a period not to exceed thirty-six (36) hours.
5. The President shall report the final vote results.

Section 3. Audio and video conferences may be used to conduct a regular meeting of the Executive Board.

1. Voting by audio or video conference shall be by unanimous consent or roll call vote only.

2. At locations where a group of Association members gather for audio or video conference, the President shall appoint a teller at each location. Tellers will record and pass to the chair the outcome of votes taken at their respective locations.

Section 4. The Secretary shall draft minutes of any electronic meeting and vote(s) for approval of the Executive Board.