

On September 6, 2018 at 1:34 pm, the Keystone Chapter of SWANA Board of Directors Annual Business Meeting was called to order by **Mr. Wehler**. Meeting was held at the Hilton Harrisburg. Those in attendance were:

Officers

Bryan Wehler
Sean Sweeney
Michele Nestor
Larry Taylor

Board of Directors

Mike Engel
Robert Hasemeier
David Horne
Tom Lock
Scott McGrath
Chuck Raudenbush
Scot Sample
Bob Watts
Denise Wessels

Committee Chairs, Members, & Visitors

Dan Brown
Chanda Martino
Lynne Jeffries
Fiona Adamsky
Kay Dougherty
Robert Shoenberger

Not present: Robert Zorbaugh, Tessa Antolick, Alison D'Airo

SECRETARY'S REPORT

Ms. Nestor presented the minutes from the August 2, 2018 Board Meeting. A motion was made by **Ms. Wessels** to approve the minutes. **Mr. Lock** seconded. Vote was called; the motion passed unanimously.

The August 2, 2018 Board Meeting minutes are attached and hereto made part of the minutes.

TREASURER'S REPORT

Mr. Taylor reviewed the submitted Treasurer's Report. A motion to approve the Treasurer's Reports and all transactions from July 31 through August 31 was requested. Motion was made by **Mr. Raudenbush** and seconded by **Mr. Sample**. Vote was called; motion passed unanimously.

A motion to approve payment of the Administrative and Marketing Director invoice as presented was requested. **Mr. Horne** so moved and **Mr. Horne** seconded. Vote was called; the motion passed unanimously.

Mr. Taylor reviewed the Budget for FY 18/19. A motion to approve the Budget for 2019 was requested. Motion was made by **Mr. Watts** and seconded by **Mr. Horne**. Vote was called; motion passed unanimously.

Mr. Taylor presented his recommendation to keep his name on the signature card for the bank account to give the incoming Treasurer time to learn the processes and get up to speed with the position. A motion was made to keep **Mr. Taylor** on the signature card for FY 2019. **Mr. Raudenbush** so moved, seconded by **Mr. Hasemeier**. Vote was called; motion passed unanimously.

A motion was requested to conduct an internal audit/review of the Chapter finances, to be reviewed by the Board. Motion was made by **Mr. Wehler** and seconded by **Mr. Hasemeier**. Vote was called; motion passed unanimously. The internal audit/review will be held directly following the November Board Meeting.

A motion was requested to ratify all Board actions for FY 2018. Motion was made by **Mr. Taylor**, seconded by **Mr. Raudenbush**. Vote was called; motion passed unanimously.

The Treasurer's Report and referenced documents are attached and hereto made part of the minutes.

COMMITTEE REPORTS

Legislative Policy

No report.

Membership/Marketing

The Chapter had a booth at the PROP conference. **Mr. Raudenbush** and **Mr. Hasemeier** volunteered their time in the booth.

Newsletter

Mr. Hasemeier reported on the series of articles celebrating the 30th Anniversary of the Chapter that will appear in each of the next three newsletters. The next article deadline is September 14.

Nominating

Mr. Sweeney asked for any nominations from the floor. There were no nominations from the floor.

Fall Conference

Ms. Nestor thanked everyone for their help with the Fall Conference and requested any suggestions or comments. A brief discussion regarding the Fall Conference followed.

Mini-Tech Seminars

Ms. Wessels reviewed her report.

The Mini-tech report is attached and hereto made part of the minutes.

Road-E-O & International

Mr. Watts reviewed the International Director's Report. With the reorganization of the International SWANA Board, Mr. Watts has been nominated by our region to be the Regional International Board Representative. A vote will be held at a future Board of Directors Meeting to approve.

The International Director's report is attached and hereto made part of the minutes.

Safety

No report.

Scholarships

No report.

Young Professionals

No report.

Website

No report.

CHAPTER CALENDAR

October 2018

- Chapter fiscal year begins
- **No Board Meeting**
- Thursday, 10/17, 10 am, **Young Professionals Tour, LCSWMA, PA**
- Treasurer prepares fiscal audit packets
- Distribute fall edition of *The Keystone*

November 2018

- Thursday, 11/1, 10 am, **LCSWMA Waste-to-Energy Tour Mini-Tech, Bainbridge, PA**
- Thursday, 11/1, 2 pm - **Board Meeting, LCSWMA, Bainbridge, PA**
- Audit Committee meeting, immediately following Board Meeting
- Treasurer submits Chapter financial report to the accountant
- Plan to renew Administrative & Marketing Director Contract for next year

December 2018

- **No Board Meeting**
- Submit Chapter annual reports to SWANA International

January 2019

- Thursday, 1/3, 10 am, **Board Meeting Conference Call**
- 1/15, Article Deadline for winter edition of *The Keystone*
- Accountant audits financial report and prepares 990 IRS Tax Filing

February 2019

- Thursday, 2/7, 10 am - **Board Meeting Conference Call**
- Receive Scholarship applications from SWANA Headquarters
- Send Scholarship announcement to members
- Distribute winter edition of *The Keystone*

March 2019

- Thursday, 3/7, 10 am - **Board Meeting Conference Call**

April 2019

- Thursday, 4/4, 10 am - **Board Meeting Conference Call**

May 2019

- 5/1, Chapter Scholarship Application Deadline
- Thursday, 5/2, 10 am - **Board Meeting, TBD**
- Nominating Committee presents Slate of Officers and Directors for election
- 5/15, Article deadline for summer edition of *The Keystone*

June 2019

- Thursday, 6/6, 10 am - **Board Meeting Conference Call**
- 6/1, Deadline for submittal of Grant H. Flint Scholarship recommendations to SWANA Headquarters
- Review annual budget
- Distribute summer edition of *The Keystone*

July 2019

No activities planned.

August 2019

- Thursday, 8/1, 10 am - **Board Meeting Conference Call**

September 2019

- **9/4 – 9/5, 21th Annual Joint Fall Conference, Hilton Harrisburg**
- **9/5, Chapter Annual Business Meeting and Election** immediately following Fall Conference
- 9/14, deadline to submit articles for fall edition of *The Keystone*
- Chapter Fiscal Year Ends

OLD BUSINESS

No old business.

NEW BUSINESS

Ms. Nestor presented the results from the 2018 Keystone SWANA Election of Officers and Directors.

President: Sean Sweeney

Vice President: Michele Nestor

Secretary: Tom Lock

Treasurer: Lynne Jeffries

Private Sector Directors: Jill Hamill and Carolyn Witwer

Public Sector Directors: Scot McGrath and Scott Sample

Young Professionals Director: Dan Brown

Chapter International Board Member: Robert Watts

A motion was requested to accept the election results as presented, pending verification of a quorum. Motion was made by **Mr. Raudenbush** and seconded by **Mr. Hasemeier**. Vote was called; motion passed unanimously.

NEXT MEETING

The next regularly scheduled meeting of the Keystone Chapter Board of Directors will be the Annual Board Meeting on September 6, 2018, immediately following the Fall Conference.

ADJOURN

Mr. Sweeney thanked **Mr. Wehler** for his service as President for the past two years and presented the Past President plaque.

There being no further business, the meeting adjourned at 2:44 pm.

Respectfully Submitted,

Chanda Martino

MEMORANDUM

TO: KEYSTONE SWANA Board of Directors

4 Sep 18

SUBJECT: *Treasurers Report*

1. Balance Sheet(s) as of 31 August 2018 for First Citizens and Edward Jones
2. Transactions from 31 July 2018 thru 31 August 2018
3. Account Reconciliation Summaries for PNC, First Citizens, and Edward Jones

A MOTION is requested to approve the Treasurer's Report(s) and all transactions from 31 July 2018 through 31 August 2018.

4. Administrative & Marketing Director Invoice (attached)

A MOTION is requested to approve payment of the Administrative and Marketing Director Invoice as presented.

5. Fall Conference Summary (To Date)
6. Budget

A MOTION is requested to approve the Budget for 2019.

LAWRENCE D. TAYLOR P.E.
TREASURER

11:53 AM
09/04/18

PA Keystone Chapter of Solid Waste Association of N.America
Reconciliation Summary
1003 · First Citizens, Period Ending 08/31/2018

	Aug 31, 18
Beginning Balance	74,686.28
Cleared Transactions	
Checks and Payments - 18 items	-8,200.43
Deposits and Credits - 28 items	35,059.00
Total Cleared Transactions	26,858.57
Cleared Balance	<u>101,544.85</u>
Uncleared Transactions	
Checks and Payments - 3 items	-183.39
Deposits and Credits - 1 item	150.00
Total Uncleared Transactions	-33.39
Register Balance as of 08/31/2018	<u>101,511.46</u>
Ending Balance	101,511.46

11:12 AM
09/04/18

PA Keystone Chapter of Solid Waste Association of N.America
Reconciliation Summary
1005 · Edward Jones, Period Ending 08/27/2018

	Aug 27, 18
Beginning Balance	49,364.21
Cleared Transactions	
Checks and Payments - 1 item	-9.02
Deposits and Credits - 1 item	505.43
Total Cleared Transactions	496.41
Cleared Balance	<u>49,860.62</u>
Register Balance as of 08/27/2018	49,860.62
Ending Balance	49,860.62

ADMINISTRATIVE AND MARKETING DIRECTOR INVOICE

DATE: 8/31/2018

TO:
Pennsylvania Keystone Chapter of SWANA

1610 Russell Road
Lebanon, Pa 17046

Chanda J. Martino

5 Heart Lane
Lebanon, PA 17046
717.507.7462

DESCRIPTION	HOURS/MILES	RATE	AMOUNT
Hours for August 1, 2018 – August 30, 2018	118.75	35.00	4296.25
Mileage	86.2	.545	46.98
Phone (August)		60.00	60.00
Internet (August)		30.00	30.00
		TOTAL	4,433.23

EXPENSES DESCRIPTION	AMOUNT
Reimbursable Expenses; Costco	183.39
TOTAL	

TOTAL DUE:

\$4,616.62

PA Keystone Chapter of Solid Waste Association of N.America
Profit & Loss Budget Overview
 October 2018 through September 2019

09/04/18

Accrual Basis

	Oct '18 - Sep 19
Ordinary Income/Expense	
Income	
4120 · Special Events Income	
4130 · FALL Conf. Revenue	83,227.57
4140 · SWANA Training Event	1,500.00
4150 · Mini Tech Session	12,500.00
4255 · Road EO Revenue	0.00
Total 4120 · Special Events Income	97,227.57
4301 · Program Income	
4500 · Membership Dues	19,243.10
Total 4301 · Program Income	19,243.10
4800 · Newsletter Advertising	375.00
4850 · Miscellaneous Revenue	
4851 · Other Types of Income	0.00
Total 4850 · Miscellaneous Revenue	0.00
Total Income	116,845.67
Gross Profit	116,845.67
Expense	
3000 · Miscellaneous	248.00
5020 · Special Events Exp	
5030 · Fall conference expenses	
5032 · Secretariat Labor	9,905.25
5034 · Secretariat Expenses	200.00
5036 · Partner Disbursement	17,233.31
5030 · Fall conference expenses - Other	40,000.00
Total 5030 · Fall conference expenses	67,338.56
5040 · MINI Tech Expenses	
5042 · Credit Card Processing Fee	0.00
5045 · MiniTech Secretariat Labor	907.50
5040 · MINI Tech Expenses - Other	10,106.65
Total 5040 · MINI Tech Expenses	11,014.15
5050 · Rodeo Expense	
5052 · Credit Card Processing Fee	0.00
5055 · Rodeo Secretariat Labor	1,064.25
5050 · Rodeo Expense - Other	178.29
Total 5050 · Rodeo Expense	1,242.54
Total 5020 · Special Events Exp	79,595.25
6000 · Advertising	0.00
6010 · Awards and Grants	
6011 · Scholarship Award	6,500.00
6020 · Cash Awards and Grants	500.00
Total 6010 · Awards and Grants	7,000.00
6320 · Operation Expenses	
6325 · Contract Services	
6326 · Secretariat	16,732.25
6327 · Accounting Fees	2,090.00
Total 6325 · Contract Services	18,822.25

**Mini-tech Committee Report
September 2018**

Past Mini-techs

None

Future Mini-techs

November 1: Lancaster County SWMA Waste-to-Energy

Possible: Wind Defender (Elliot Pugh) – checking with WM representatives

Other ideas

MRF tour?

E-waste facility tour?

Growth of trees in final cover – WM site?

LCSWMA – removal of metal fines from incinerator ash (2019)

Anaerobic Digester: Brubaker Farm Tour (Lancaster County), Reinhold Farm Tour (Juniata County) or City of Philadelphia digester, or Milton Sewer Authority?

SWANA Zero Waste Course

Planned for Spring 2019 at Lanchester Landfill. Will check with instructors later in 2018 for availability.

Current list of instructors:

		Zero Waste Principles and Practices	
Tracie	Bills	SCS Engineers	Pleasanton, CA
Robin	Ennis	Montgomery County Maryland	Rockville, MD
Andrew	Kays	Northeast Maryland Waste Disposal Authority	Baltimore, MD
Mike	Tilley	Escape Consulting	Orangeville, CA
Mitch	Kessler	Kessler Consulting Inc.	Tampa, FL
Rob	Hilton	HF&H Consulting	Walnut Creek, CA
Christina	Seibert	Aptim	St. Charles, IL

International Director's Report September 6, 2018

Recent Activity

- FY 2018 financial performance exceeded budget by \$200,000
- Membership about 10,500
- Over 1,100 Young Professionals
- 46th and newest provisional Chapter – Pacific Basin
- Website will be updated soon
- SWANA's survey indicated most members ranked the Chapter as the highest value of their SWANA membership
- SWANA continues to work with the National Waste and Recycling Association and other associations on national waste issues
- SWANA is focusing efforts to improve relationships with Mexico and Latin America
- Slow Down and Go Around has been adopted by 21 states
- WASTECON registration was about 1,800
- WASTECON sponsorships and floor space sales were down
- Once new SWANA International governance is approved Chapter bylaws will need to be updated
- West Virginia will be part of our new Region 7 even though the state does not have a SWANA Chapter

Calendar of Events:

2018 International Road-E-O Colorado – September 22, 2018.

2019 SWANApalooza – Boston – February 25-28

2019 International Road-E-O Phoenix - TBD

Future WASTECONs:

2019: Phoenix – October 21-23, 2019

2020: Dallas – August 25-27, 2020

2024: Orlando – TBD

REGION 7
MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (“MOU”) is a mutual engagement and covenant by and among the undersigned Chapters (“Chapters”) of the Solid Waste Association of North America, Inc. (“SWANA”).

1. Purpose. To create and sustain, through a collaborative relationship, the necessary and proper governance of SWANA, the Chapters hereby jointly and severally undertake the obligations, actions and functions herein set forth.

2. Term. This MOU shall be in force on the date when it has been signed by all the Chapters (“Effective Date”). Upon the second anniversary of the Effective Date and biennially thereafter, this MOU shall automatically renew for successive 24-month periods on the same terms and conditions (but subject to the addendum referred to in Paragraph 7) unless, during any of such two-year periods, the Chapters shall have otherwise unanimously agreed in writing with respect to Region-specific content in Paragraphs 5 and 7.

3. General Provisions.

(a) The Chapters acknowledge and agree that, besides the commitments hereby pledged, they and each of them shall discharge their responsibilities under applicable law, the SWANA Bylaws (“Bylaws”) and the SWANA Policy Manual (“Policy Manual”).

(b) This MOU shall not restrict the Chapters or any of them from engaging or participating by themselves or with any individuals, groups, or public or private organizations and entities in ventures or activities that do not conflict with their duties hereunder.

4. Regional Director Qualifications.

(a) By vote of the Chapters, the Region shall elect or appoint as its representative to the SWANA Board of Directors (“Board”) a SWANA member who:

(1) (A) Resides or works in the geographical area of a Chapter in this Region or (B) has designated a Chapter in this Region for affiliation;

(2) Has served on the SWANA International Board or as a Chapter officer; and

(3) Provides a written commitment from their employer to accommodate their service on the Board. Such commitment shall specifically acknowledge that a Board member is expected to:

(A) Prepare for, attend and participate in (i) three Board meetings annually, (ii) Board and Standing Committee teleconferences and email exchanges, (iii) Regional and Advisory Board (“AB”) meetings, teleconferences and email exchanges and (iv) WASTECON®;

(B) Consider and vote on all matters presented to the Board for action; and

(C) Devote such time and attention as necessary and sufficient to fulfill Board duties for the upcoming term of service.

(b) The Region may elect or appoint a Deputy Regional Director who may attend and participate in meetings and conference calls if and when attendance and participation by the Regional Director is excused as provided in the Policy Manual. Such participation shall not include the right to vote. Besides such other suitability factors as the Region may require, any such deputy shall possess the qualifications set forth in Paragraph 4(a)(1) and (2) above.

5. Regional Director Selection. The Regional Director and any Deputy Regional Director shall be elected or appointed in the following manner:

(a) Each Chapter will have one vote for each the Regional Director and Deputy Regional Director.

(b) Elections shall take place every 2 years.

(c) After 3 2-year terms, the Regional Director must be from a chapter other than the chapter currently affiliated with the Regional Director.

(d) Each candidate for Regional Director or Deputy Regional Director shall provide each chapter in the Region with an application that shows he or she meets the requirements set forth in Section 4(a) of this MOU and a personal statement that includes such things as why he or she wants the position and goals for the organization and the Region.

The Regional Director shall hold office for such term or terms as provided in the Bylaws.

6. Regional Director Responsibilities and Standards of Conduct. The Regional Director shall be subject to such obligations as are prescribed, in descending authority, by applicable law, the Bylaws, and the Policy Manual. The Regional Director shall attend all Board meetings and conference calls required by the Board. Failure to attend two consecutive meetings or conference calls are grounds for removal from the position. The Regional Director shall be responsible for the following communications with the Chapters in the Region:

(a) The Regional Director shall hold a conference call with the AB Representatives prior to all Board meetings to inform on meeting agenda and to obtain input from the Chapters within the Region.

(b) The Regional Director shall hold a conference call with the Advisory Board Members within one month of all Board meetings to inform the AB Representatives on significant issues coming from the Board meeting.

(c) The Regional Director shall attend one Board of Director meeting annually for each Chapter in the Region either in person or by conference call.

7. Regional Director Funding Assurance. To enable the Regional Director to fulfill their duties, the Chapters jointly and severally commit to paying the costs and expenses of the Regional Director from such sources and in such amounts as the Chapters shall agree. For the 24-month period beginning on the Effective Date, the funding sources shall be:

- (a) Each chapter will share the cost of the travel equally for the Regional Director for the Winter Meeting and the Mid-Year Meeting if the Regional Director's employer does not cover the cost of travel. Travel costs include airfare, hotel and meal per diem for meals not covered by SWANA IB. Reimbursement for travel costs will be based on the following guidelines:
 - (1) Airfare must be purchased 30 days before or provide reasonable explanation as to why it was not.
 - (2) Hotel costs will be covered for the official SWANA hotel hosting the meeting or a less expensive option. Hotel nights include the night before the meeting and the night between day 1 and day 2 of the meeting. The night following the 2nd day of the meeting will be covered if there is no reasonable air transportation options available following the meeting on the 2nd day.
 - (3) Meals will be covered at the published U.S. State Department government per diem rates for meals that are not included as part of the SWANA IB itinerary.
- (b) Travel cost for the Annual Meeting will be covered by the Regional Director's affiliated chapter or employer.
- (c) Each chapter will pay the cost of travel for their Advisory Board Member for the Annual Meeting if the AB member's employer does not pay for travel
- (d) Travel costs for the Deputy Regional Director are not covered by the chapters in the region unless the Deputy Regional Director is attending the Winter or Mid-Year Meeting in place of the Regional Director.

On the second anniversary of the Effective Date and biennially thereafter, the Chapters shall prepare and execute an addendum to this MOU identifying the sources of funding and re-confirming the above-stated financial commitment for the ensuing 24 months. A failure to meet this continuing obligation shall be addressed as provided in the Policy Manual.

8. Advisory Board and Standing Committee Participation. Except for the Chapter with which the Regional Director is affiliated, each of the Chapters shall elect or appoint an individual to serve as its AB delegate and, as assigned by the AB Chair, Standing Committee member. All delegates shall prepare for, attend, and participate in all AB and Standing Committee meetings, conference calls, and email exchanges and discussions. The general organization and functioning of the AB and its members shall be as prescribed in the Policy Manual. The Regional Director shall seek to have balance in representation of the Region on the Standing Committees. This may require assigning AB Representatives to a Standing Committee.

9. Dispute Resolution. Any claim or dispute arising out of this MOU, if not settled after the affected Chapters confer in good faith, shall be resolved by the AB. If one or more Chapters consider such resolution unsatisfactory, they may appeal to the Board whose decision, by majority vote, shall be final and binding.

10. Entire Agreement. This MOU constitutes the entire understanding and agreement of the Chapters, and all prior agreements, understandings, representations and statements have been merged herein. This MOU may not be modified, and no agreement hereafter made by and among the Chapters or any of them shall be binding on any party, unless expressed in writing

and signed by the affected parties. The fully executed original of this MOU and any subsequent amendments hereof, including the addendum referred to in Paragraph 7, shall be filed with the SWANA Office. Copies shall be retained by each of the Chapters.

IN WITNESS WHEREOF, the Chapters have caused this MOU to be signed by their respective duly authorized presidents.

Enter formal name of Chapter

By: _____
Signature and date
_____ Print name
President

Enter formal name of Chapter

By: _____
Signature and date
_____ Print name
President

Enter formal name of Chapter

By: _____
Signature and date
_____ Print name
President

Enter formal name of Chapter

By: _____
Signature and date
_____ Print name
President

Enter formal name of Chapter

Pennsylvania Keystone Chapter SWANA

FY 2018 – 2019 Calendar

October 2018

- Chapter fiscal year begins
- **No Board Meeting**
- Thursday, 11/7, 10 am, **Young Professionals Tour, LCSWMA, PA**
- Treasurer prepares fiscal audit packets
- Distribute fall edition of *The Keystone*

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