

On March 5, 2020 at 10:02 am, the Keystone Chapter of SWANA Board of Directors Meeting was called to order by **Mr. Sweeney**. Meeting was a conference call. Those in attendance were:

<b>Officers</b>	<b>Board of Directors</b>	<b>Committee Chairs, Members, &amp; Visitors</b>
Sean Sweeney	Dan Brown	Elizabeth Osbourne
Michele Nestor	Mike Engel	Scot Sample
Tom Lock	Jill Hamill	Bob Watts
Dayle Anderson	Jim Lambert	Denise Wessels
	Scott McGrath	Carolyn Witwer

Not present: Bryan Wehler, Chuck Raudenbush

### **SECRETARY'S REPORT**

**Mr. Lock** presented the minutes from the February 6, 2020 Board of Directors Meeting. A motion was made by **Mr. Lambert** to approve the minutes as presented. **Ms. Wessels** seconded. Vote was called; the motion passed unanimously.

The February 6, 2020 Board of Directors Meeting minutes are attached and hereto made part of the minutes.

### **TREASURER'S REPORT**

**Ms. Anderson** reviewed the Treasurer's Reports.

Motion was made by **Mr. Lambert** to approve the Treasurer's Report and transactions from January 1 through January 31, 202, as presented. **Mr. Watts** seconded. Vote was called; the motion passed unanimously.

A motion was requested to approve the PWIA partner distribution of \$14,018.51. Motion made by **Mr. Sample** and seconded by **Mr. Lambert**. Vote was called; motion passed unanimously.

A motion was requested to approve the Administrative and Marketing Director invoice for February 1 through February 29, 2020, for \$1,663.54. Motion made by **Mr. Engle** and seconded by **Mr. McGrath**. Vote was called; motion passed unanimously.

The Treasurer's Report and Administrative and Marketing Director invoice are attached and hereto made part of the minutes.

### **COMMITTEE REPORTS**

#### **Advisory Board**

**Mr. Watts** reviewed the mid-year meeting he attended at SWANA International and the Advisory Board report. Brief discussion regarding membership dues and the cause of SWANA's loss of money from Wastecon.

The Advisory Board report is attached and hereto made part of the minutes.

#### **Articles & Bylaws**

The changes recommended by the attorney were reviewed and discussed. The Board decided to keep the current fiscal year (Oct-Sept). Quotes will be obtained regarding Treasurer bonding as SWANA International will not add this option for the chapters.

The suggested changes to the by-laws will be made and a final copy ready for Board approval at the April meeting.

#### **Communications & Newsletter**

The Spring edition of the newsletter is scheduled for the end of April.

## **Legislative & Policy**

No report.

Advocacy Alert is attached and hereto made part of the minutes.

## **Membership & Marketing**

**Ms. Witwer** discussed the possibility of having membership posts on Facebook.

## **Personnel & Nominating**

The Nomination Request email will be ready to distribute to member in April.

## **Fall Conference**

**Ms. Nestor** reported the exhibitor registration scheduled to open in April. A request was sent out for speakers with very few responses. Contact Michele with speaker suggestions.

## **Mini-Tech Seminars**

**Ms. Wessels** reported on mini-techs currently scheduled and the other possible mini-techs for 2020. A survey was sent to members to gauge interest in a SWANA certification course for compost operations to be held in the Erie area. There were 21 responses with 11 saying they would be interested in attending the course. All preferred an October time-frame. **Ms. Wessels** is contacting SWANA to get cost and instructor details.

Mini-Tech Seminar Report is attached and hereto made part of the minutes.

## **Road-E-O**

**Mr. Sample** provided a brief update of the 2020 Road-E-O to be held on June 4 & 5 in Blossburg, PA. Sponsor letters will be going out in the next few weeks and volunteers are needed to judge at the competition. Competitor and volunteer registrations are open on the Chapter website.

## **Safety**

**Ms. Osborne** will be organizing the Hauler Safety Outreach. Lycoming County has offered to host one event in that program. Details to follow.

## **Scholarships**

Applications are due by May 1, 2020.

## **Young Professionals**

The YP Committee is discussing a YP event to be held at the Fall Conference.

## **Strategic Planning**

No report.

## **CHAPTER CALENDAR**

### **April 2020**

- Thursday, 4/2, 10 am - **Board Meeting Conference Call**
- Distribute Spring Edition of *The Keystone*

### **May 2020**

- 5/1, Chapter Scholarship Application Deadline
- Thursday, 5/7, 10 am - **Board Meeting, Conference Call**
- Nominating Committee requests nominees for Officers/ Directors positions

## June 2020

- Thursday, 6/4, 10 am - **Board Meeting**, possible in person
- 6/1, Deadline for submittal of Grant H. Flint Scholarship recommendations to SWANA
- 6/4 & 6/5 - **2020 Mid-Atlantic Regional Road-E-O, Blossburg, PA**
- Review annual budget
- Nominating Committee presents Slate of Officers/Directors for election

## July 2020

- **No Board Meeting**
- Wednesday 7/15, Article Deadline for Summer Edition of *The Keystone*

## August 2020

- Thursday, 8/6, 10 am - **Board Meeting Conference Call**
- Distribute Summer Edition of *The Keystone*

## September 2020

- **9/17 – 9/18, 21<sup>th</sup> Annual Joint Fall Conference, Hilton Harrisburg**
- **9/18, Chapter Annual Business Meeting and Election** immediately following Fall Conference
- Chapter Fiscal Year Ends

## OLD BUSINESS

No old business.

## NEW BUSINESS

No new business.

## NEXT MEETING

The next regularly scheduled meeting of the Keystone Chapter Board of Directors will be a conference call on April 2, 2020 at 10:00 am. All members are welcome.

## ADJOURN

Motion was made to adjourn the meeting at 10:49 am by **Mr. Lambert**. Motion was seconded by **Ms. Nestor**. Vote was called; motion passed unanimously.

Respectfully Submitted,

Chanda Martino

## MEMORANDUM

TO: KEYSTONE SWANA Board of Directors

March 5, 2020

SUBJECT: Treasurer's Report

1. Balance Sheet as of January 31, 2020.
2. Transactions from January 1 thru January 31, 2020
3. Account Reconciliation Summary (available to date)
  - a. First Citizens January 1 through January 31, 2020
  - b. Edward Jones January 1 through January 31, 2020

A MOTION is requested to approve the Treasure's Reports and all transactions from January 1 through January 31, 2020.

4. 2019 Fall Conference Report & Request for Partner Distribution of \$14,018.51

A MOTION is requested to approve the Pennsylvania Waste Industries Association Partner Distribution.

5. Administrative and Marketing Director Invoice (for the period of February 1 through February 29, 2020).

A MOTION is requested to approve the payment of the Administrative and Marketing Director's Invoice of \$,1663.54 as presented.

DAYLE L. ANDERSON,

TREASURER (INTERIM)

## PA Keystone Chapter of Solid Waste Association of N.America

03/04/20

## Summary Balance Sheet

Accrual Basis

As of January 31, 2020

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	<u>Jan 31, 20</u>
<b>ASSETS</b>	
Current Assets	
Checking/Savings	103,858.89
Accounts Receivable	8,585.00
Other Current Assets	185.01
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Total Current Assets	112,628.90
<b>TOTAL ASSETS</b>	<b>112,628.90</b>
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<b>LIABILITIES &amp; EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	-141.13
	<hr/>
Total Current Liabilities	-141.13
<b>Total Liabilities</b>	-141.13
<b>Equity</b>	112,770.03
	<hr/>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>112,628.90</b>
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## PA Keystone Chapter of Solid Waste Association of N.America

03/04/20

## Transactions by Account

Accrual Basis

As of January 31, 2020

Type	Date	Num	Name	Memo	Split	Amount
<b>1003 · First Citizens</b>						
Bill Pmt -C...	01/14/2020	1060	Chanda Mart...	Invoice for 2019 Dece...	20000 · Accounts Paya...	-1,379.94
Bill Pmt -C...	01/02/2020	EFT	LAW PAY	Dec CC Fees	20000 · Accounts Paya...	-12.77
Bill Pmt -C...	01/27/2020	EFT	Phone.com, ...	ACH Payment for Pho...	20000 · Accounts Paya...	-14.93
Deposit	01/27/2020			Deposit	4500 · Membership Dues	1,604.60
Deposit	01/08/2020			Deposit	1200 · Undeposited Fu...	240.00
Deposit	01/14/2020			Deposit	-SPLIT-	410.00
Total 1003 · First Citizens						846.96
<b>1005 · Edward Jones</b>						
Deposit	01/31/2020			Deposit	7020 · Change in Inves...	642.13
Total 1005 · Edward Jones						642.13
<b>TOTAL</b>						<b>1,489.09</b>

**PA Keystone Chapter of Solid Waste Association of N.America**  
**Reconciliation Detail**  
**1003 · First Citizens, Period Ending 01/31/2020**

Type	Date	Num	Name	Clr	Amount	Balance
<b>Beginning Balance</b>						75,023.29
<b>Cleared Transactions</b>						
<b>Checks and Payments - 3 items</b>						
Bill Pmt -Check	01/02/2020	EFT	LAW PAY	X	-12.77	-12.77
Bill Pmt -Check	01/14/2020	1060	Chanda Martino	X	-1,379.94	-1,392.71
Bill Pmt -Check	01/27/2020	EFT	Phone.com, Inc	X	-14.93	-1,407.64
Total Checks and Payments					-1,407.64	-1,407.64
<b>Deposits and Credits - 3 items</b>						
Deposit	01/08/2020			X	240.00	240.00
Deposit	01/14/2020			X	410.00	650.00
Deposit	01/27/2020			X	1,604.60	2,254.60
Total Deposits and Credits					2,254.60	2,254.60
Total Cleared Transactions					846.96	846.96
Cleared Balance					846.96	75,870.25
<b>Uncleared Transactions</b>						
<b>Deposits and Credits - 1 item</b>						
Deposit	07/12/2019				700.00	700.00
Total Deposits and Credits					700.00	700.00
Total Uncleared Transactions					700.00	700.00
Register Balance as of 01/31/2020					1,546.96	76,570.25
<b>Ending Balance</b>					<b>1,546.96</b>	<b>76,570.25</b>

**Reconciliation Detail**

1005 · Edward Jones, Period Ending 01/31/2020

Type	Date	Num	Name	Clr	Amount	Balance
<b>Beginning Balance</b>						52,277.26
<b>Cleared Transactions</b>						
<b>Deposits and Credits - 1 item</b>						
Deposit	01/31/2020			X	642.13	642.13
Total Deposits and Credits					642.13	642.13
Total Cleared Transactions					642.13	642.13
Cleared Balance					642.13	52,919.39
Register Balance as of 01/31/2020					642.13	52,919.39
<b>Ending Balance</b>					<b>642.13</b>	<b>52,919.39</b>



2019 FALL CONFERENCE REPORT  
(FINAL)

	<u>Mar - Dec 19</u>
Ordinary Income/Expense	
Income	
4120 - Special Events Income	
4130 - FALL Conf. Revenue	80,532.26
Total 4120 - Special Events Income	<u>80,532.26</u>
Total Income	<u>80,532.26</u>
Gross Profit	80,532.26
Expense	
5020 - Special Events Exp	
5030 - Fall conference expenses	
5032 - Secretariat Labor	8,264.48
5034 - Secretariat Expenses	99.56
5030 - Fall conference expenses - Other	44,131.21
Total 5030 - Fall conference expenses	<u>52,495.25</u>
Total 5020 - Special Events Exp	<u>52,495.25</u>
Total Expense	<u>52,495.25</u>
Net Ordinary Income	<u>28,037.01</u>
Net Income	<u><u>28,037.01</u></u>
2019 Partner Disbursement	14,018.51
2019 PA Keystone Chapter Revenue	14,018.51
PWIA Check Amount	\$ 14,018.51



**Bill To**

**Date: 3/2/2020**

Pennsylvania Keystone Chapter of SWANA  
1610 Russell Road, Lebanon, PA 17046

Admin & Marketing	Amount
Hours for February 1, 2020 - February 29, 2020	\$1,550.19
Mileage	\$23.35
Phone	\$60.00
Internet	\$30.00
Total Admin & Marketing	<b>\$1,663.54</b>

Expenses	Amount
	\$0.00
Total Expenses	<b>\$0.00</b>

February Total: **\$1,663.54**

**Pennsylvania Keystone Chapter of SWANA  
Administrative and Marketing Director**

February 1, 2020 - February 29, 2020

Date	Mileage		General	Fall Conf	Roadeo	MiniTech	Total Hours
4-Feb		email, member list, update roadeo email, website updates	2		0.75		2.75
5-Feb		call w TR, email, invoice/timesheet, docs & reports, unpaid invoice call, FC ex email, meetin	3.5	0.5			4
6-Feb		email, meeting prep, DB updates, website updates, BOD meeting and followup	3	0.75		0.5	4.25
10-Feb	7.2	GLRA - mail, tax docs, scholarship, MT to website, MT event reg, email, monthly docs, syste	3.75			1.25	5
12-Feb		MT to SWANA calendar, email, docs to DB, email, FC ad, website cleanup	3	0.5		0.75	4.25
13-Feb		email	0.25				0.25
14-Feb	7.2	GLRA - mail, bylaws email website mods	1.5			0.25	1.75
18-Feb	7.2	GLRA - mail, facebook mods and ad, minutes to website, Fall Conf website mods, email, byl	2.25	0.75		0.5	3.5
19-Feb		bylaws email, email	0.5				0.5
20-Feb		March agenda, email, MT edit, minutes, report request email scheduled, member updates,	3.75			0.25	4
21-Feb		monthly TR docs, email, BOD report request, website updates	2				2
25-Feb		FC sponsor email, roadeo email, financial docs	1	0.25	0.5		1.75
26-Feb		FB ad, website ads for MT, scholarship, roadeo, email, timesheet, MT update, roadeo regist	3	0.75	1	1	5.75
27-Feb	19	GLRA & FCCB - mail, deposit checks; email, check processing, prepare deposit	1.5				1.5
28-Feb		SWANA email, website update	0.5				0.5

Total Miles **40.6** 41.75

Total February Hours	31.5	3.5	2.25	4.5	41.75
	\$ 1,169.60	\$ 129.96	\$ 83.54	\$ 167.09	

TIME	\$1,550.19
MILEAGE	\$ 23.35
PHONE	\$ 60.00
INTERNET	\$ 30.00
<b>FEBRUARY TOTAL</b>	<b>\$1,663.54</b>

1st QTD Hours	65.5	4.5	3.5	4.5	<b>78</b>
2nd QTD Hours	0	0	0	0	<b>0</b>
3rd QTD Hours	0	0	0	0	<b>0</b>
4th QTD Hours	0	0	0	0	<b>0</b>
YTD hours	65.5	4.5	3.5	4.5	<b>78</b>

Larry Taylor's comments regarding By-laws review:

Although not a voting member, my advice is that this draft is not ready for a vote. As requested, the draft has been reviewed by an Attorney, Matt Karinch, to confirm compliance with PA State Law. He has done this. I was under the impression that we had a committee in charge of reviewing the document. To me the next step is to review both Matt's comments, and Barry's comments and come up with a clean draft for review. My comments in this regard are noted below.

1. In paragraph 1.3 the advice was to define the "Association Offices". It is not defined anywhere.
2. Under Membership Classes the advice is to add an Attachment based on the SWANA Bylaws: that attachment is not included.
3. In paragraph 2.2 Barry notes a conflict with the SWANA Associations bylaws. It is up to us to make a decision and modify this statement.
4. Under 3.5.6 we still have an open question related to bonding of the Treasurer.
5. 4.3 notes both "Public Sector Members" and "Private Sector Members"; the legal advice was to define these someplace. The attachment referenced in item 2 may resolve this.
6. I don't understand Barry's comment re "as substitute".
7. I think Bob Watts is correct regarding the second to last line; the word should be "Bylaws"

# Pennsylvania Keystone Chapter of the Solid Waste Authority of North America, Inc Bylaws

## Article I - Members & Membership Classes

### Members

1.1 Application for membership shall be made in writing to the ~~Offices of the Solid Waste Association of North America, Inc. ("Association")~~. All memberships are Association memberships. A member who works or resides in Pennsylvania shall be affiliated with this Chapter unless such person elects affiliation with a different chapter.

1.2 The status of membership, including the suspension or termination thereof for nonpayment of dues or for other reasons, shall be governed by the Association.

1.3 Any member may resign by so advising the Association Offices and the Chapter Secretary in writing. However, the resignation of a member does not relieve such member of any financial or other obligation the member may have to the Association or the Chapter incurred prior to resignation.

**Commented [MK1]:** Since "Association Offices" is capitalized, you may want to define that term someplace in the bylaws or provide the appropriate address.

### Membership Classes

The Chapter recognizes the classes of members established and defined in the Association Bylaws (hereinafter "Bylaws"). (See Attachment to these Bylaws)

**Commented [B2]:** I recommend adopting the SWANA membership classes by reference, which is common among the chapters. If nothing else, you save a lot of words. Chapters simply copy the related section from the SWANA Bylaws and attach it to the back end of their bylaws.

### Membership Revisions.

These Bylaws shall be amended to reflect any membership revisions established by the Association.

## Article II - Dues & Assessments

2.1 **Schedule of Dues.** Dues for each membership category shall be established by the Association Policy Manual. The Chapter may establish and levy dues, assessments and fees in addition to amounts due to the Association.

2.2 **Fiscal Year.** The Chapter's fiscal year shall be October 1 through September 30; however, the Chapter's fiscal year shall be governed by the Association's Policy and Procedure Manual.

2.3 **Dues Payment Confers Benefits.** Except as otherwise provided in the Association Bylaws and Policy Manual, the payment of dues entitles a member to all privileges and benefits of membership.

**Commented [B3]:** This sentence creates a conflict. Per Sec. 4.7 of the SWANA Bylaws, the SWANA fiscal year is July 1 – June 30. Some chapters align their fiscal year with SWANA's, some don't. Purely optional. If you want to adopt the SWANA fiscal year, best if you say it outright.

**Commented [B4]:** This is picked up in Art. IX.

2.4. **Dues and Assessments Management.** The timing and manner of invoicing, ~~paying~~, disbursing, rebating and reimbursing- dues shall be governed by the Association. Chapter practices and procedures shall be consistent with dues and assessments policies established from time to time by the Association's board of directors as defined in Article IV of V of these Bylaws (hereinafter "the Board" or "Board").

## Article III - Officers

**3.1 Generally.** The officers shall consist of a President, a Vice President, a Secretary, a Treasurer and the immediate Past President. Chapter officers shall be members in good standing.

**3.2 President.** The President shall call and preside at all membership meetings and **B**board meetings, shall nominate all committees, shall execute or approve on behalf of the Chapter all contracts, bonds and other written instruments approved by the **B**board, shall supervise and manage the business affairs of the Chapter, and shall perform such other duties incident to the office of President as may be prescribed from time to time by the **B**board.

**3.3 Vice President.** The Vice President shall assume the duties of the President in his/her absence, shall be the principal advisor to the President on Chapter affairs, and shall perform other tasks incidental to the office of Vice President as may be prescribed by the **B**board.

**3.4 Secretary.** The Secretary shall keep full and correct minutes of all proceedings of the Chapter, its members, directors and committees, shall issue notices required by law and these **B**y-laws, shall maintain Chapter records other than financial records, shall prepare and submit required annual, periodic or special reports, and shall perform such other duties as may be prescribed by the **B**board.

### **3.5 Treasurer**

- **3.5.1** The Treasurer's duties shall include, but not be limited to, attending membership meetings and **B**board meetings, collecting all monies due and owing to the Chapter, paying amounts due to the Association, and paying all just and valid debts and obligations of the Chapter upon approval thereof by the **B**board.
- **3.5.2** The Treasurer, without prior approval of the **B**board, may incur an indebtedness not to exceed \$500.00 per month for ordinary Chapter expenses.
- **3.5.3** The Treasurer shall keep a correct and complete record of all monetary transactions, shall have general charge of the books of accounts and financial records of the Chapter, shall render periodic and required financial reports of the Chapter, and shall render periodic and required reports to the **B**board, to the Association, and to the membership showing the financial condition of the Chapter. Reports to the **B**board shall be rendered as often as the **B**board deems necessary.
- **3.5.4** The Treasurer shall prepare and submit such financial reports as required by federal and state laws.
- **3.5.5** **As t**The Chapter's Fiduciary Officer, the Treasurer shall make available all books of accounts and records for a complete fiscal audit every other year of the two-year term served or at such other times as deemed necessary by the **B**board. On the other year of the term, a fiscal review will be completed.
- **3.5.6** The Treasurer shall be bonded during his/her term of office in an amount deemed sufficient by the **Chapter's Board of Directors**.

**3.6 Vacancies.** The **B**board shall declare and fill vacancies in any office, except that the Vice President shall succeed the President. Appointees shall hold office for the remaining portion of the

former officer's term.

**3.7 Past President.** The Past President shall be the most immediate Past President eligible to hold office in the Chapter. If a serving Past President resigns or is unable to continue in such office, the next preceding Past President shall be eligible to assume the duties of the Past President.

#### Article IV - Directors

**4.1 Generally.** The board of directors shall manage the activities, property and affairs of the Chapter. The President or, in his/her absence, the Vice President, shall chair the board and preside at all meetings. The Board shall meet at the call of the chair and not less than twice a year. Special meetings of directors may be called by the President or any two directors. Upon receipt of such call for a special meeting, the Secretary shall give notice to all directors of the place, date and time of such meeting. A majority of the number of directors fixed under these bylaws shall constitute a quorum for the transaction of business. All questions, except the removal of a director or an officer or the expulsion of a member, shall be decided by majority vote of directors present at a meeting at which a quorum exists. Any action that can or must be taken at a directors meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors. The Board may meet via telephone conference or by any other mechanism whereby all participants can hear each other. Notice of a meeting need not be given to any director who, before or after the meeting, signs a waiver of notice and such waiver is filed with the records of the meeting. Written notice may be given in person, by first class or express mail, by courier service with charges prepaid, or by faxtransmission.

**4.2 Number.** The Chapter shall have eight elected directors who, together with the Advisory Board Delegate, Young Professional Director and the President, immediate Past President, Vice President, Secretary and Treasurer, shall constitute a 15-member board.

**4.3 Qualification.** All directors shall be members in good standing. Four of the elected directors shall be Public Sector Members and four shall be Private Sector Members.

**4.4 Term.** The term of office of an elected director shall be two years.

**4.5 Vacancies.** By a vote of two-thirds of its members, the board may declare a vacancy on the board (including the position of Chapter Director) or in any office by reason of (a) two or more consecutive unjustified absences from board or Chapter meetings, (b) conviction of a criminal offense, or (c) conduct manifestly unethical or contrary to the best interests of the Chapter. All vacancies on the board shall be filled by the affirmative vote of a majority of the remaining directors. A director so elected shall serve for the remaining portion of the former director's term.

**4.6 Advisory Board Delegate.** An Advisory Board Delegate shall be elected from members in good standing. Such individual shall serve as the Chapter's representative on the Association Advisory Board, and shall serve on the Chapter's Board. The purpose of this position is to provide mechanisms for the expression to the Association of the Chapter's views and opinions and for the explanation to Chapter members of the Association's policies, actions and plans. As and when permitted by the Association

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Commented [B5]: Changed to current member class names.

Commented [MK6]: This term should be defined since it is capitalized and not defined elsewhere in the Bylaws.

Commented [MK7]: This term should be defined since it is capitalized and not defined elsewhere in the Bylaws.

Policy Manual, the **B**oard may designate another member, including a director, to serve as substitute Advisory Board Delegate. The Advisory Board Delegate shall serve such term of office and have such rights and responsibilities as set forth in the Association Policy Manual.

**Commented [B8]:** This term is used in MA-39, Sec. V.B.

Part of the Chapter's support for SWANA governance is expressed in a Memorandum of Understanding (MOU) by and among all SWANA chapters in this Region 7. All chapters have signed similar MOUs in their respective regions. The officers and directors are authorized and directed to assure the fulfillment of the MOU terms and conditions, and as they may be amended from time to time.

**Commented [B9]:** This paragraph need not be in italics.

**4.7 Young Professional Director.** A Chapter Young Professional Director shall be elected from members in good standing. Such individual shall be 35 years of age or less at the time of election, and serve as the Chapter's Young Professional representative on the Chapter **B**oard of directors. The individual shall also be the chair of the Chapter's Young Professionals Committee. The purpose of this position is to provide mechanisms for expressions to the **B**oard of the young professional member's views and opinions as they relate to the Chapter's policies, actions and plans. The Chapter Young Professional Director shall serve a two-year term.

#### 4.8 Committees

- **4.8.1 Generally.** The following standing committees, which shall consist of at least three members, shall be appointed by the President and confirmed by a majority of the other members of the **B**oard:

- (a) Articles & Bylaws
- (b) Audit/Budget/Finance
- (c) Communications & Newsletter
- (d) Legislative & Policy
- (e) Membership & Marketing Strategy
- (f) Personnel & Nominating
- (g) Program & Training
- (h) Road-E-O
- (i) Scholarship
- (j) Safety
- (k) Strategic Planning
- (l) Young Professionals
- (m) Administrative & Marketing Director Subcommittee

**Commented [B10]:** OK to include it here as committee subject matter. See Comment B1.

- **4.8.2** The President may appoint such other committees as necessary for conducting the business and affairs of the Chapter. All such committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the President.



- **4.8.37-2 Audit Committee.** The Audit Committee, which shall consist of three members, shall be appointed by the President (who shall designate the Committee chair) and be confirmed by a majority of other members of the board. Preference for appointment should be given to a past Treasurer and a past Secretary. The Committee shall oversee the Chapter's financial affairs and, at such times as the Bboard directs, shall conduct a financial audit. The Bboard shall present an annual report to members on the financial condition of the Chapter, including a balance sheet and an income statement. In addition, the Committee shall tally the results of (a) all elections of directors and officers and (b) voting on such other issues and matters as the Bboard shall direct. All such results shall be reported to the members and the Bboard.

**Article V - Elections**

**5.1 Qualifications.** Officers and directors of the Chapter shall be elected from members in good standing. No person may serve simultaneously as President and Vice President or as President and Secretary.

**5.2 Election of Officers; Term.** The President, Vice President, Secretary and Treasurer shall be elected by majority vote of the members present in person or by proxy at the last membership meeting of the fiscal year, which shall be the annual business meeting of the Chapter. All officers shall serve for two years and until their respective successors shall have been duly elected and qualified.

**5.3 Election of Directors.** Directors shall be elected by majority vote of the members present in person or by proxy at the annual business meeting.

**5.3**

**5.4 Succession in Office.** Except for the Secretary and the Treasurer, no officer may serve more than one consecutive term in office, but a former officer shall be eligible for a position on the Bboard. Former officers can again be eligible to serve in an officer position provided they have not served in that capacity for at least the length of one term of office. An appointed officer may succeed him/herself.

**5.5 Nominations.** The Ppresident shall appoint two members in good standing to serve on a three-person committee for the purpose of nominating officers and/or directors. The Secretary shall be the third member of the Committee and shall serve as its presiding officer. The committee shall submit its recommendations to the Bboard at least 45 days before the annual business meeting of the Chapter. After reviewing such recommendations, the Bboard shall determine the recognized nominees. Notice of nominations shall be given to the members at least 30 days before the annual business meeting. Nominations shall be allowed from the floor at such meeting.

**Article VI - Meetings of Members**

**6.1. Annual Meeting.** An annual meeting of members shall be held on such date in the month of August or September and at such time and place as the Bboard shall determine. If extenuating circumstances require a change, any such change shall be approved by the Bboard.

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**6.2. Meetings of Chapter.** Chapter meetings shall be held on such dates and at such times and places as are determined by the Bboard, but in no event less frequently than twice a year. The Bboard may cancel any meeting for sufficient cause.

**6.3 Special Meetings.** Special meetings of members may be called by the President or by a majority of the Bboard. Upon receipt of such call for a special meeting, the Secretary shall cause notice of the special meeting to be given as hereinafter provided. Upon the written request of members representing not less than ten percent (10%) of all votes entitled to be cast at a meeting, the Secretary shall call a special meeting of members for the purposes specified in such request and shall cause notice thereof to be given as hereinafter provided. The Secretary shall fix the date, time and place of such meeting within 60 days after receipt of such request.

**6.4 Notice of Meetings.** Written notice stating the place, day and time of all meetings and, in the case of a special meeting, a description of the general nature of the business for which the meeting is called, shall be given to each member entitled to vote at such meeting not less than 14 days nor more than 35 days before the scheduled meeting date. Notice of the annual business meeting shall be given to each member not less than 30 days before the scheduled meeting date. Notice shall be given to a member by any method set forth in Section 4.1 of these bylaws.

**6.5. Quorum.** Ten percent (10%) of the votes entitled to be cast on a matter, represented in person or by proxy at any meeting, shall constitute a quorum. If less than a quorum is present, the majority of other members present may adjourn the meeting to a specific date, time and place, and the Secretary shall notify the absent members of such adjourned meeting.

**6.6 Proxies.** Any member may vote in person or by proxy. All proxies shall be filed with the Secretary. A proxy shall be revocable at will, but such revocation shall not be effective unless the Secretary receives written notice thereof. No proxy shall be valid for longer than 11 months from its date.

**6.7 Voting Procedures.** The board may adopt voting procedures that include mail-in written ballots or other reasonable methods.

#### **Article VII - Indemnification**

The Chapter shall indemnify and hold harmless any person who shall be a director or officer of the Chapter or of the Association from and against any and all actions, claims, demands, lawsuits, liability, losses, damages, costs and expenses (including reasonable attorney's fees) that arise or are asserted against such person in connection with Chapter business. However, such officer or director shall not be relieved from any liability to the Chapter imposed by law, including liability for fraud, bad faith or willful neglect.

Any indemnification shall be made by the Chapter only as authorized in each specific case by the Bboard upon a determination that indemnification is proper. Requests for

indemnification shall be made in writing to the board within 30 days after the earlier of the following: (a) commencement of any action, (b) suit or (c) proceeding;

**Article VIII - Amendments**

Upon due notice to members, these Bylaws may be amended upon the affirmative vote of a quorum of the membership. The Secretary shall provide written notice to members of any meeting where any amendment(s) to the Bylaws will be considered, and such notice shall include a copy of the proposed amendment(s) or a summary thereof.

**Article IX - Conformity**

Chapter operations and activities shall conform with state and federal law, these bylaws, and the Association Policy Manual, ~~and the Association Bylaws.~~

**Commented [MK11]:** This isn't necessary because reference is made to "these Bylaws" which are the Association Bylaws.

**Commented [B12]:** By virtue of the SWANA Bylaws amendments late last year, not to mention long-standing neglect, affiliation agreements are no longer operative.



FROM: Jesse Maxwell, Advocacy & Safety Senior Manager, SWANA

TO: SWANA Core Advocacy Group, SWANA Recycling Task Force

DATE: March 2, 2020

**SUBJECT: U.S. House Hearing on “Addressing America's Plastic Waste Crisis”**

This Advocacy Alert is to notify the SWANA Core Advocacy Group and Recycling Task Force that the U.S. House of Representatives Subcommittee on Environment and Climate Change of the Committee on Energy and Commerce will hold a hearing on Wednesday, March 4, entitled, "[Reduce, Reuse, Recycle, Reform: Addressing America's Plastic Waste Crisis.](#)"

This hearing will explore the challenges facing solid waste management and recycling in the United States, as well as possible solutions. We expect some discussion of the Udall-Lowenthal bill that supports extended producer responsibility (EPR), deposit programs, and bans on single-use plastics. It is possible that other federal legislation concerning recycling may also be discussed, including the Save Our Seas 2.0 Act and the RECOVER Act.

Witnesses scheduled to testify during the hearing are Enrique C. Zaldivar, P.E., General Manager, Los Angeles Sanitation and Environment Bureau, City of Los Angeles; Lynn Hoffman, Co-President, Eureka Recycling, Denise Patel, U.S. Program Director, Global Alliance for Incinerator Alternatives; Keith Christman, Managing Director, Plastic Markets, American Chemistry Council; William H. Johnson, Chief Lobbyist, Institute of Scrap Recycling Industries, Inc.; and Jenna Jambeck, Ph.D., Professor, College of Engineering, University of Georgia. Ms. Jambeck will also be a speaker during the opening keynote at [SWANApalooza](#) on March 23 in Atlanta, Georgia.

A [memorandum](#) to the Subcommittee from Chairman Frank Pallone (NJ-D) includes background information on the issue as well as potential policy mechanisms, including:

- Extended producer responsibility (EPR), which shifts the cost of managing postconsumer waste away from municipalities and onto producers;
- Container deposit programs, in which a small fee for packaging is levied at the point of purchase and refunded to the consumer upon return of the original material;
- Post-consumer recycled (PCR) content requirements, which require a minimum amount of recycled material in specified products;
- Fees or taxes on single-use items or certain materials;
- Bans or restrictions on single-use items or certain materials;
- Infrastructure investments to improve waste sorting and processing; and
- Improved labeling and education to clarify recycling rules.

A full list of members of the Subcommittee on Environment and Climate Change can be viewed [here](#).

SWANA will attend the hearings and provide an update to the Core Advocacy Group and Recycling Task Force. If you have any questions, please don't hesitate to get in touch with me at (240) 494-2237 or [jmaxwell@swana.org](mailto:jmaxwell@swana.org).

[View this email in your browser](#)



**SWANA NJ Spring Conference**  
**April 2-3, 2020**  
**Golden Nugget Hotel & Casino**  
**Atlantic City, NJ**

[Register Today for Early-Bird Pricing](#)

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**SESSION SPOTLIGHT**  
*Recycling Industry Update*



Changing markets bring new challenges for recyclers. This session will help you understand where the recycling industry is heading and how to take advantage of opportunities to improve your operation. The session will bring together speakers from Republic Services of NJ, Rutgers EcoComplex, Environmental Services Management Group and AeroAggregates.

[View the Agenda](#)

## **Advisory Board Report March 5, 2020**

### **Recent Activity**

- SWANA membership is now over 11,000 total and over 1,000 in Canada
- Almost half the members have joined SWANA in the last two years – member retention is a top priority
- Pacific Basin Chapter has grown to almost 100 members
- Michigan Provisional Chapter is doing well
- We have added new international membership probably as a result of the new \$150 international membership category
- At mid-year SWANA is ahead of budget, interest income is down so far this year
- WasteDive named SWANA their 2019 Organization of the year
- Almost 2,000 attended WASTECON
- WASTECON 2019 lost \$62,000
- New Logo and website will be revealed mid-March
- SOAR (Sustainability Operations Actions Resources) April 12-15 Kansas City, MO will replace SWANApalooza going forward
- SWANA Board approved \$10,000 to start diversity task force
- Chapters should report to SWANA International by June 1st if they want to change their surcharge
- NJ PADEP has added SWANA as a recycling resource

### **Calendar of Events:**

2020 Mid-Atlantic Regional Road-E-O will be held at the Northern Tier Solid Waste Authority's Blossburg, PA June 4 & 5, 2020

2020 October El Paso, TX - International Road-E-O

### **Future WASTECONs & SWANApalooza:**

2020: Atlanta – SWANApalooza March 23-26

2020: Dallas – WASTECON December 7-10

2021: Kansas City – SOAR (Sustainability Operations Actions and Resources – replaces SWANApalooza going forward) April 12-15

2021: Orlando – November 1-4

2024: Orlando – TBD

## Mini-tech Committee Report March 2020

Past Mini-techs - None

### Scheduled Mini-techs

- April 16 - LCSWMA – removal of metal fines from incinerator ash (5 signed up so far)
- July 9 - Plant-based leachate treatment options – Leachate Management Specialists, LLC
- Fall 2020 (date TBD) – York County recycling plant upgrades
- Fall 2020 (date TBD) - Lanchester trees planted in final cover, monthly drone surveys, 70-ft. long sliding board, and closure project

### Planning Stages

Rochem Reverse Osmosis Plant in Scranton or Hegins

### Other ideas

Radiation Monitoring

E-waste facility tour

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

Wind Defender (Elliot Pugh)

### SWANA Managing Composting Programs Certification Course

- 3 days, certification test can be taken on the 4<sup>th</sup> day or online anytime
- SWANA charges Chapter \$425/manual
- National rate is \$859 for members and \$1,059 for non-members, plus exam (\$250 members, \$400 non-members). Chapter can charge less.

Survey sent to all members – 20 responses to date (11 interested in course, 9 are not)

### Interested and # of attendees (potential # of Attendees = 15-19)

- City of Pittsburgh (2 individuals responded) (2-4)
- LCSWMA (1)
- Centre County Recycling & Refuse Authority (3)
- Allegheny County Health Dept. (1)
- Chestnut Hill Township (1)
- Chrin (1)
- City of Harrisburg (1-2)
- Millcreek Township (1-3)
- City of Lancaster (1)
- CCSWA (3)

Preferred Month: **October (12 responses)**

For 9 who said no: 5 not interested, 4 too expensive, 1 interested in Managing Recycling Systems Course

# Pennsylvania Keystone Chapter SWANA

## FY 2019 – 2020 Calendar

### March 2020

- Thursday, 3/5, 10 am - **Board Meeting Conference Call**
- 3/15, Article Deadline for Spring Edition of *The Keystone*

### April 2020

- Thursday, 4/2, 10 am - **Board Meeting Conference Call**
- Thursday, 4/16, 10 am – **Metals Recovery from MSW Ash Mini-Tech Seminar, Conestoga, PA**
- Distribute Spring Edition of *The Keystone*

### May 2020

- 5/1, Chapter Scholarship Application Deadline
- Thursday, 5/7, 10 am - **Board Meeting, TBD**
- Nominating Committee presents Slate of Officers and Directors for election

### June 2020

- Thursday, 6/4, 10 am - **Board Meeting Conference Call**
- 6/1, Deadline for submittal of Grant H. Flint Scholarship recommendations to SWANA
- 6/4 & 6/5 - **2020 Mid-Atlantic Regional Road-E-O, Blossburg, PA**
- Review annual budget

### July 2020

- **No Board Meeting**
- Thursday, July 9, 10 am – **Natural Aquatic Life Treatment System Mini-Tech, Lebanon, PA**
- Wednesday 7/15, Article Deadline for Summer Edition of *The Keystone*

### August 2020

- Thursday, 8/6, 10 am - **Board Meeting Conference Call**
- Distribute Summer Edition of *The Keystone*

### September 2020

- **9/17 – 9/18, 21<sup>th</sup> Annual Joint Fall Conference, Hilton Harrisburg**
- **9/18, Chapter Annual Business Meeting and Election** immediately following Fall Conference
- Chapter Fiscal Year Ends