

CHAPTER BYLAWS
OKLAHOMA INDIAN NATIONS CHAPTER OF THE
SOLID WASTE ASSOCIATION OF NORTH AMERICA (SWANA)

ARTICLE I
Identity

1.1 Name: The name of this corporation is the Oklahoma Indian Nations Chapter of the Solid Waste Association of North America, an independent not-for-profit organization incorporated in the State of Oklahoma, and referred to herein as "Chapter".

1.2 Geographical Boundaries: The Chapter boundaries are the State of Oklahoma.

1.3 Affiliation: The Chapter is affiliated with the Solid Waste Association of North America, Inc., a non-profit public benefit corporation headquartered in Silver Spring, Maryland, and referred to herein as "Association".

1.4 Principal and Business Offices: The Chapter may have such principal and other business offices and mailing addresses within the State of Oklahoma as shall be designated by the Chapter Board of Directors.

ARTICLE II
Objectives

2.1 Objectives : The objectives of the Chapter are to develop increased professionalism in the field of solid waste management; to develop environmentally sound, economically competitive, and effective integrated municipal solid waste management systems, including reduction, recycling, collection, transfer, processing, landfilling, and waste-to-energy conversion of solid wastes; and to foster a cooperative atmosphere among municipal solid waste management professionals through dissemination of information, continuing education and professional development, and research programs to best serve the public interest.

ARTICLE III
Membership and Dues

3.1 Eligibility: Individuals with activities, responsibilities, or interests in the field of waste management shall be eligible for membership.

3.2 Application for Membership: Application for membership shall be made in writing to the Association and all appropriate Chapter and Association dues, assessments, and fees shall be paid in full before membership is valid.

3.3 Membership Class: The Chapter shall have the same membership classes as those defined by the Association.

3.4 Membership Rights: Any individual who joins the Association in any membership class shall be considered a member of both the Association and the Chapter and shall receive all applicable membership rights and privileges at Association or Chapter functions and activities. Members attending functions or activities

sponsored by a chapter other than their own have no right to vote or otherwise participate in such chapter's business and financial matters. Payment of dues entitles members to all privileges and benefits which may exist from membership in the Association.

3.5 Special Assessments: The Chapter, by majority vote of the Board of Directors and ratified by a majority of the membership, may assess additional or special dues as deemed necessary to support the activities and purposes of the Chapter.

3.6 Resignation of Membership: Any member may resign from membership by giving written notice to both the Association and Chapter Secretary.

3.7 Non-Payment of Dues: The penalty for nonpayment of dues shall be governed by the Association's Policy Manual.

3.8 Fiscal Year: The Chapter's fiscal year shall be the period of October 1 through September 30.

ARTICLE IV Duties of Directors, Officers and Committees

4.1 Directors, Generally: The Board of Directors shall be an eleven (11)-member body consisting of five (5) officers and six (6) directors, all of whom (except Past President) shall be elected by the members of the Chapter, and shall have full control of the affairs of the Chapter. The President, or in his/her absence, the Vice President, shall be the Chairman of the Board of Directors and shall preside at all board meetings. The board shall hold meetings not less than quarterly. Directors shall attend all Board of Directors meetings and all other meetings of the Chapter. Directors may perform other duties as may be prescribed from time to time by the President and/or the Board of Directors.

4.2 Qualifications: All officers and directors of the Chapter shall be members in good standing.

4.3 Board Meetings: The board shall meet at the call of the Chairman or any five (5) members of the Board of Directors. Upon receipt of such a call for a meeting, the Secretary shall give at least four (4) days notice by first-class mail or a minimum of three (3) days notice (excluding weekends) delivered personally or by telephone (including voice mail), fax or e-mail to all directors of the place, date and time of such meeting which shall include a business agenda identifying the purpose(s) for which the meeting was called. A majority of all directors shall constitute a quorum for the transaction of business. Any one (1) or more members of the Board of Directors or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone, computer, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. All questions, except the expulsion of members, shall be decided by a majority vote of directors present at a meeting at which a quorum exists.

4.4 International Chapter Director: One elected director shall be appointed by the Board of Directors as the International Chapter Director. The International Chapter Director shall serve on the Association's International Board of Directors and shall provide a means whereby views and opinions of the Chapter can be directed to the Association. The International Chapter Director shall provide a means whereby policy actions and plans of the Association can be explained and interpreted to the officers, directors and members of the Chapter. The

International Chapter Director shall be a member of the Chapter Board of Directors and the International Board of Directors.

4.5 Director's Term of Office: The term of office of all elected directors shall be two (2) years. Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year. Initially, three (3) of the elected directors shall be elected to serve terms of only one (1) year while the remaining three (3) directors will, upon their election, serve for a term of two (2) years each. At the end of each initial term thereafter, all directors elected shall serve a term of two (2) years and until their respective successors have been duly elected and qualified.

4.6 Removal of Board Members: The Board of Directors may, by affirmative vote of at least two-thirds (2/3) of all members of the Board, declare any office or the position of any director vacant for: Unjustified absences from two (2) or more consecutive meetings of the Board or Chapter; conviction of an offense punishable by incarceration in a penal institution; or conduct which is patently unethical or inimical to the interest or public image of the Chapter.

4.7 Officers: The officers of the Chapter shall be President, Past President, Vice President, Secretary, and Treasurer.

4.8 Officer's Term of Office: The term of office of any elected officer of the Chapter shall be two (2) years, unless otherwise provided for in these Bylaws. Terms of elected officers shall be staggered so that approximately half the number of officers will end their terms in any given year. Initially, the Secretary and Treasurer shall be elected to serve terms of only one (1) year while the President and Vice President will, upon their election, serve for a term of two (2) years each. At the end of each initial term thereafter, all officers elected shall serve a term of two (2) years and until their respective successors have been duly elected and qualified.

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

4.10 Vice President: The Vice President shall assume the duties of the President in his or her absence; be the principal advisor to the President on Chapter affairs; and perform other tasks incidental to the office of the Vice President as may be prescribed from time to time by the Board of Directors.

4.11 Secretary: The Secretary shall keep full and correct minutes of all meetings of the Chapter; issue notices required by these Bylaws; maintain Chapter records other than financial records; prepare and submit required reports; and perform such other duties as may be prescribed by the Board of Directors.

4.12 Treasurer: The Treasurer's duties shall include, but are not necessarily restricted to, attending all meetings of the Chapter and of the Board of Directors, collecting of all funds due and payable to the Chapter, and preparing all claims against the Chapter for payment and shall execute such payment upon approval thereof by the Board of Directors at any duly-convened meeting of said board.

The Treasurer, without prior approval of the Board of Directors, may incur an indebtedness not to exceed five hundred dollars (\$500.00) per month for ordinary Chapter expenses. The Treasurer shall keep correct records of all monetary transactions and shall have general charge of all books, accounts, and financial records of the

Chapter, and shall render monthly written reports to the Board of Directors showing the financial condition of the Chapter. Reports rendered to the Board of Directors shall be rendered as often as the Board of Directors deems it necessary.

The Treasurer shall prepare and submit such reports and returns as required by Federal and State tax laws as well as other applicable policy or rules of the SWANA Association and laws of the State. The Treasurer shall make available all books of accounts and records for an annual audit or at such other times as deemed necessary by the Board of Directors.

4.13 Past President. The Past President shall be the most immediate Past President eligible to hold office in the Chapter and shall serve as an advisor to the Board. 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.

4.14 Committees: There shall be standing committees of not less than two (2) members, each nominated by the President and approved by the Board of Directors as follows: (A) Membership; (B) Programs and Arrangements; (C) Nominations; and (D) Audit. The President may appoint such other committees as deemed necessary for conducting the affairs of the Chapter. All committee appointments shall terminate at the end of the fiscal year, unless otherwise specified by the President.

4.15 Audit Committee: There shall be an Audit Committee, with the chairperson to be selected by the President and with approval by the Board of Directors. The committee shall oversee or conduct an annual audit of the Chapter's financial affairs as appropriate to the Chapter's business calendar and at such other times as the Board of Directors feels the necessity. The committee shall also tally all the election ballots of the Chapter and shall report its findings to the Board of Directors and the membership.

4.16 Closed Meetings: The Board of Directors, at its discretion, may conduct business in closed session as follows: (A) Personnel /Litigation -- On personnel matters, pending or anticipated litigation, or other matters that, if discussed in open session, would violate lawful privilege or disclose information protected by law. The proceedings and minutes of all closed sessions on these matters shall be confidential. (B) Nominations and Awards -- To consider recommendations from any Nominating and Awards committees to discuss matters that, if discussed in open session, would prematurely disclose nominations or awards recommendations. The proceedings and minutes of the closed sessions on these matters shall be confidential until the Board has authorized the slate of candidates and/or publicly announced award recipients. (C) Decision -- A decision to enter into closed session for these purposes shall be supported by a two-thirds (2/3) vote of those present and eligible to vote. No votes shall be taken during closed session. Final action on matters discussed in closed session shall be taken during open session, taking care however, to maintain appropriate levels of confidentiality in the wording of the motion.

ARTICLE V Elections

5.1 Qualifications: Officers (except Past President) and directors of the Chapter shall be elected from members in good standing. Only the offices of Secretary and Treasurer may be served simultaneously by one person.

5.2 Election Schedule: The President, Vice President, Secretary, Treasurer and all directors shall be elected by majority vote of the members present at the annual business meeting of the Chapter. Each elected officer and

director shall serve for the term set forth in these Bylaws or until his or her successor has been duly elected and installed into office.

5.3 Succession in Office: Any elected officer and/or elected director may succeed him/herself in office.

5.4 Vacancies: Vacancies may be filled by appointment of the Board of Directors except that the Vice President shall succeed the President. Appointees shall hold office for the remaining portion of the term of such vacated director's seat or officer's position.

5.5 Nominations Committee: The Chapter President shall appoint two (2) members in good standing to serve on a committee for the purpose of nominating officers and directors for the ensuing year. This committee shall submit its recommendation to the Board of Directors in advance of the annual business meeting of the Chapter. The President shall be the presiding officer of the Nominating Committee. Nominations shall be allowed from the floor at the election meeting. Notice of nominations shall be made known to the membership of the Chapter thirty (30) days in advance of the annual business meeting.

ARTICLE VI

Meeting of Chapter Members

6.1 Annual Meeting: An annual business meeting of the members shall be held at such specific date, -place, and time as shall be determined by the Board of Directors.

6.2 Special Meetings: Special meetings of the Chapter members may be held at any time on the call of the President, a majority of the Board of Directors, or upon the signed request submitted to the Secretary by not less than ten percent (10%) of the Chapter members in good standing. Upon receipt of such call for a special meeting, which shall include the nature of the business to be transacted, the Secretary shall cause notice of the special meeting to be given as hereinafter provided.

6.3 Notice of Meetings: Notice of all membership meetings shall be posted to the Chapter website not less than ten (10) days prior to the date of the meeting. Notice of the annual business meeting shall be made to the membership thirty (30) days in advance of the meeting. Notice shall be given either by (A) electronic notice to individual members, (B) by delivery to the member's residence or usual place of business, or (C) by first-class mail to the member's address that appears in the Chapter records. Notice of any meeting at which directors and/or officers are to be elected shall include the name of all nominees at the time such notice is given to members.

6.4 Quorum: Twenty percent (20%) of all members in good standing shall constitute a quorum. If less than a quorum is present, the majority of those present may adjourn the meeting to a specific date, time and place, and the Secretary shall notify the absent members of such adjourned meetings.

6.5 Proxy Votes: Every member may authorize another person to act for him/her by proxy in all matters in which a member may participate, including voting or participating in a meeting. Every proxy shall be delivered to the Secretary in writing, dated and signed by the member or his/her attorney-in-fact, and shall be revocable at the pleasure of the member executing it. Except as otherwise provided by law, no proxy shall be valid after the expiration of election, vote, or other membership matter for which the proxy was intended to be applied.

ARTICLE VII
Indemnification

The Chapter shall indemnify and hold harmless any person who shall be a director, officer or executive director of the Chapter (or of the Association) from and against any and all actions, claims, lawsuits, and demands, including reasonable attorney fees and expenses defending the same that might arise or be asserted against them in connection with Chapter (or Association) business. However, such officer, director or executive director shall not be relieved from any liability of fraud, bad faith or willful neglect.

Any indemnification shall be made by the Chapter only as authorized in each case by the Board of Directors upon a determination that indemnification is proper. Requests for indemnification shall be made in writing to the Board of Directors within thirty (30) days after the earlier of the following: (A) commencement of any action, suit or proceeding, or (B) circumstances providing good reason to anticipate commencement of an action, suit or proceeding.

ARTICLE VIII
Amendments

These Bylaws may be amended upon the affirmative vote of two-thirds (2/3) of the voting members present in person at an annual business meeting of members, provided notice of such amendment was sent to each member not less than thirty (30) days prior to the meeting.

ARTICLE IX
Conformity

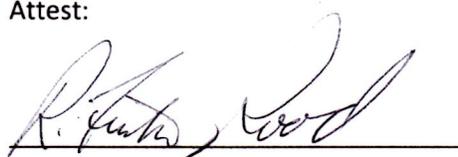
The Chapter shall conform in its activities with the provisions of these Bylaws, the policies and Bylaws of the Solid Waste Association of North America, and the Affiliation Agreement existing between the Chapter and the Solid Waste Association of North America.

ADOPTED this 24th day of MARCH, 2015



Chapter President

Attest:



Chapter Secretary