

**BYLAWS FOR THE
WISCONSIN COUNTY SOLID WASTE MANAGEMENT ASSOCIATION
(WCSWMA)**

ARTICLE I - Name

- A. The name of the Association shall be WISCONSIN COUNTY SOLID WASTE MANAGEMENT ASSOCIATION (WCSWMA).

ARTICLE II - Purpose

- A. The Association shall be a non-profit policymaker/professional Association.
- B. The purpose of the Association shall be expressed in the following declarations:
1. To act as an advisory and educational body for Wisconsin counties on State of Wisconsin solid waste, recycling, and resource recovery policies and programs.
 2. To advocate on behalf of Wisconsin counties on solid waste, recycling, and resource recovery efforts.
 3. To promote harmonious relations and provide a forum for the exchange of ideas between its members, other public officials, the people they represent and other solid waste management and resource recovery agencies, organizations and companies.
 4. To promote effective, efficient and environmentally sound solid waste management systems and resource recovery efforts.
 5. To act as a unified body to formulate and recommend changes in solid waste management and resource recovery policies.
 6. To perform the duties of our office in a manner that will reflect our sense of responsibility as administrative officers in the public interest and to participate in matters of civic betterment and welfare.
 7. To transact and carry on any business as may be necessary for the betterment and welfare of the Association, and to call and hold meetings at such times as may be deemed necessary to obtain the expressed opinions and judgments of its members in establishing and carrying out the policies of the Association.
 8. To enter into contracts necessary or incidental to the carrying out of business and purposes herein stated.

ARTICLE III-Membership

- A. **REGULAR MEMBERS** - WCSWMA regular membership shall be limited to Wisconsin counties, municipalities, or tribes involved in solid waste or resource recovery management and policies. Other Wisconsin governmental agencies may be granted membership status if determined eligible through a majority vote by the Executive Committee.
- B. **ASSOCIATE MEMBERS** - WCSWMA Associate membership, without voting rights, may be granted to any professionals, whose experience or position has given said professionals expertise in solid waste or resource recovery management that may benefit the Association if determined eligible through a majority vote by the Executive Committee. A membership fee, if so determined by the Executive Committee, may be assessed upon the business or individual for Associate membership status.
- C. **STUDENT MEMBERS** - A Student Member shall be any student who is enrolled in courses pertinent to the objectives of the Association and who has an interest in the objectives of the Association. Student Members of the Association may attend regular Association meetings, special meetings, seminars, and other shows of the Association. There shall be no registration fee at seminars for student members, but there shall be a charge for meals consumed. A Student Member shall have all of the rights and privileges of membership except for the right to vote or hold office.
- D. **HONORARY MEMBER** - Honorary Memberships may be bestowed on any person upon the unanimous recommendation of the Executive Committee. An Honorary Member of the Association shall have all of the rights and privileges a regular membership. An Honorary Member shall be exempt from dues. No more than one Honorary Membership shall be bestowed in any fiscal year.
- E. **VOTING** - All voting by the Members shall be conducted by written, roll call, or other designated vote in order to ensure that only members vote.
- F. **QUORUM** - A quorum for Association meetings shall consist of a majority of members present.
- G. **VOTING RIGHTS** - Each WCSWMA regular member shall have two votes, one for the policy makers, one for professionals. Associate members have no voting rights.
- H. **PECUNIARY GAIN** - The WCSWMA Association shall not afford pecuniary gain of profit, incidentally or otherwise, to its members.

ARTICLE IV - Executive Committee

- A. **ROLE AND COMPENSATION**. The Executive Committee is responsible for overall policy and direction of the Association, and to delegate responsibility of day-to-day operations to the staff and committees. The board receives no compensation other than reasonable expenses (upon a majority vote of the Executive Committee this would include paid attendance and miscellaneous expenses to various conferences, workshops and other programs as deemed advantageous to the Association).
- B. **EXECUTIVE COMMITTEE MEMBERS** - The Executive Committee shall consist of no fewer than six (6) members and no more than eight (8) members, with every effort to have equal representation from both policy makers and professionals. Policy makers are defined as elected or appointed

supervisors or representatives of a county, municipality, or tribe with jurisdiction over solid waste or resource recovery management or policy. Professionals are defined as professional staff from a county, municipality, or tribe who is responsible for planning, implementing and managing a Solid Waste or resource recovery policies or programs. No county, municipality, or tribe may have more than two representatives on the Executive Committee, one Professional member and one Policymaker member. The Executive Committee shall be elected by a majority vote of the voting members present at the annual meeting.

- C. Prior to the annual business meeting, the Chairperson shall appoint a two (2) member Nominating Committee charged with recruiting potential candidates for Executive Committee Members. The Nominating Committee shall present a slate of candidates for the Memberships' consideration. In addition to those nominated by the committee, any voting member may make a nomination from the floor prior to nominations being closed at the Annual meeting.
- D. VACANCIES - Any vacancy occurring on the Executive Committee, except in the position of the Chair, shall be filled for the remainder of that term by a majority vote of the remaining Committee Members. In the event of a vacancy in the position of the Chair, the Vice-Chair shall automatically fill the Chair position.
- E. MEETINGS. The Executive Committee shall meet at least three (3) times annually, or more as called by the Chair. By majority vote of the Executive Committee up to one (1) of the three (3) required meetings per year may be cancelled. All Executive Committee Members are expected to attend all meetings during their two (2) year term. If a Member misses 2 or more meetings during their term they may be dismissed by majority vote of the Executive Committee.
- F. QUORUM - A quorum for Executive Committee meetings shall consist of majority of the members present.
- G. VOTING - For the purposes of conducting business and adopting policy, when a vote is taken, the affirmative vote of a majority of Executive Committee members present, at a legally posted meeting, will be deemed the action to be taken by the Executive Committee.
- H. VOTING - ACTION WITHOUT MEETING. An action required or permitted to be taken at an Executive Committee meeting may be taken without a meeting if said action is approved by unanimous consent, in writing. Written unanimous consent includes a communication that is transmitted or received by electronic means and may include an electronic signature.
- I. QUALIFICATIONS. All elected members of the Executive Committee shall be Members of WCSWMA to the extent possible represent the groups listed in Article III.A.

ARTICLE V - OFFICERS

- A. ELECTION OF OFFICERS - The election of the Executive Committee Officers shall be determined by a majority vote of the Executive Committee at their first meeting following the Annual Meeting.
- B. OFFICERS - The officers of the Association shall consist of the following:
 - Chairperson
 - Vice Chairperson
 - Treasurer

Secretary

- C. ELECTIONS AND TERMS OF OFFICERS – The positions will have two year terms with all Executive Committee Members qualifying for nominations. Each officer shall be elected by a majority vote of the Executive Committee Members present. The duties of the Secretary may be performed by the Executive Director.
- D. CHAIRPERSON - The Chairperson shall act as Chair of the Executive Committee, preside at the Executive Committee meetings and full membership meetings, and shall be responsible for agendas of said meetings; shall be empowered to sign legal documents, contracts, checks, and other needed documents as directed by the Executive Committee; shall appoint other Executive Committee members, WCSWMA Members and Associate Members to serve as Chair of committees and/or work groups, as researchers, and as Committee Liaisons to any active committees and/or work groups. The Chairpersons shall be elected from the membership of the sitting Executive Committee members. The term of Chairpersons shall be for two years. The duties of the Chairperson may be performed by the Executive Director, at the direction of the board.
- E. VICE CHAIRPERSON - The Vice Chairperson shall, in the absence, disability, death, resignation, or removal of the Chairperson, have the following duties; possess all the duties and responsibilities of the office until such a time that the Chairperson is able to resume those duties as determined by the Committee. The term of Vice Chairperson shall be for two years. The duties of the Vice Chairperson may be performed by the Executive Director, at the direction of the board.
- F. SECRETARY - The Secretary shall keep minutes of all meetings of the Executive Committee and of the full membership; keep a file of those minutes and other documents as deemed necessary by the Executive Committee Members; and perform other duties that that are incident to that office as directed by the Executive Committee Members. The duties of the Secretary may be performed by the Executive Director, at the direction of the Committee.
- G. TREASURER - The Treasurer shall keep full and accurate records of all financial transactions made by the Executive Committee in the interest of WCSWMA; promptly deposit all dues, donations, grants, and other moneys directed to WCSWMA in a conventional financial institution; provide the Executive Committee with a Statement of Financial Position at the WCSWMA meetings and year to date financial position at the Annual Meeting. The Treasurer shall be elected from the membership of the sitting Executive Committee. The duties of the Treasurer may be performed by the Executive Director at the direction of the Committee. The term of Treasurer shall be for two years. For tax purposes the Treasurer shall prepare and submit, subject to approval of the Executive Committee, such reports as required by Federal and State tax laws.
- H. REMOVAL AND RESIGNATIONS - Any member of the Executive Committee may be removed, with cause, by a majority vote to remove by five (5) Board Members at an Executive Committee Meeting or by a majority vote of the membership at the Annual or a Special Meeting. The Chairperson may choose to consider a resignation effective immediately upon notification from the resigning member of the board.
- I. DELEGATIONS AND CHANGE OF DUTIES - In the event of the absence or disability, with the exception of the position of Chairperson, of any officer, the Executive Committee, during such absence or disability, may delegate the duties and responsibilities of such officer to any other officer or Executive Committee member by a majority vote of the remaining Executive Committee members.

ARTICLE VI - COMMITTEES

- A. **ADVISORY COMMITTEES** - The Executive Committee may create and/or dissolve committees as needed and the Committees shall be advisory to the WCSWMA Executive Committee. Advisory Committee members shall be limited to WCSWMA Members in good standing and shall have a minimum of three (3) members, but not more than seven (7) members. The Executive Committee may establish an Advisory Committee of less than three (3) members or more than seven (7) members by a majority vote of the Executive Committee. The Chairperson may appoint the Advisory Committee chairperson, vice-chairperson and secretary. Each Advisory Committee shall have a Board liaison member. Voting shall be via a quorum of the Advisory Committee members.

Advisory committees shall provide professional development opportunities and develop proposals related to general policies, advocacy and programming that will benefit WCSWMA members. Said proposals, once approved by the Advisory Committee, shall be forwarded to the Board of Executive Committee Members for consideration and any potential action by the WCSWMA Executive Committee.

- B. **CONFERENCE COMMITTEE** – There may be a Conference Committee, as appointed by the Chairperson and approved by the Executive Committee that shall have at a minimum one Executive Committee member and up to two Regular Members for planning the annual and any other conferences as directed by the Executive Committee. The Conference Committee shall be the representatives for WCSWMA, with all of the powers of the Executive Committee, for the planning, development and any other activities related to preparing and having a conference. The Conference Committee shall make all decisions, following Executive Committee policies and procedures, related to these duties and make reports back to the Executive Committee at their regular meetings.

ARTICLE VII: STAFF

- A. **EXECUTIVE DIRECTOR** - The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all Executive Committee meetings and other meetings as directed, report on the progress of the organization, answer questions of the Executive Committee members and carry out the duties described in the job description or contract agreement. The Executive Committee can designate other duties as necessary.
- B. **PROGRAM & ADMINISTRATIVE STAFF** - Program and/or administrative staff may be either hired or contracted by the Executive Committee. The duties shall be described in job description(s) or contract agreement.

ARTICLE VIII – AFFILIATIONS AND PARTNERSHIPS

- A. **AFFILIATIONS** - The Executive Committee may approve formal or informal affiliation agreements with other state, national and/or international organizations for the purposes of membership benefits and/or WCSWMA programming.

- B. PARTNERSHIPS - The Executive Committee may form formal or informal partnerships with other state, national and/or international agencies, organizations and companies for the purposes of advocacy, programming, education or operational efficiencies related to WCSWMA's purpose.

ARTICLE IX: BUSINESS ADMINISTRATION

- A. FISCAL AND MEMBER YEAR - The fiscal and membership year of WCSWMA shall coincide with the calendar year, running January 1 to December 31.
- B. BUDGET - A budget for the ensuing year shall be approved by the Executive Committee in the prior year, and presented to the general membership at the Annual Meeting.
- C. FEES – Fees shall be established by the Executive Committee by a 2/3 majority vote of the Executive Committee members present. Proposed fees shall be included in the proposed annual budget.
- D. ASSOCIATION FUNDS - The funds of the Association shall be maintained by the Association and shall be used for the purpose of defraying the expenses of the Association incurred in carrying on its mission and affairs. It shall be the function of the Executive Committee to approve dispersal of funds.
- E. INSPECTION AND AUDIT - The books, records, and papers of WCSWMA shall at all times during reasonable business hours, be subject to inspection by any voting member of WCSWMA at the location in which said documents are kept. An audit by a Certified Public Accountant shall be performed as deemed necessary by the Executive Committee. An internal financial review shall be performed, by the Treasurer, prior to the Annual Meeting in which the budget is presented.
- F. ANNUAL MEETING - An Annual Meeting shall be held once during the first four months of each calendar year the specific date, time and location of which will be designated by the Chair. At the annual meeting the members shall elect the Executive Committee, receive reports on the budget and activities of the Association, and provide input on the direction of the Association for the coming year. Membership shall be notified at least 30 days in advance.
- G. RESOLUTION AND POSITION PAPERS - Resolutions and Position Papers may be considered during the annual meeting or at any other meeting properly called by the Executive Committee. Any resolution or position paper to be brought before the membership at the Annual Business Meeting or before the Executive Committee at any other meeting should be submitted, in writing, to the Executive Committee prior to that meeting for approval. Exceptions may be made for emergency situations.

Article X - Amendments

- A. AMENDMENTS - The power to amend or repeal the bylaws is vested in the Executive Committee, provided that a majority of the Executive Committee is present and majority of these concur.
- B. PROCEDURE - Procedural questions will be dealt with according to Robert's Rules of Order at all Executive Committee Meetings.
- C. DISSOLUTION. If this Association is dissolved, any remaining funds shall be distributed to one or more solid waste or recycling organizations as designated by the Executive Committee. In the event of liquidation and dissolution of the corporation, all of its then remaining assets shall be distributed to organization(s) that then qualify for tax exemption under Section 501(c)(3) of the Internal Revenue Code of successor provisions.

Article XI - Order of Business and Procedure

- A. The regular order of business for the annual or any other meeting of the Association, unless directed otherwise by a majority of those present, shall be as follows:
 - 1. Call to order by the Chairperson.
 - 2. Calling of the roll of members.
 - 3. Approval of minutes of the last annual or any other meeting.
 - 4. Report of officers.
 - 5. Unfinished business.
 - 6. New business.
 - 7. Report of committees.
 - 8. Approval of future meeting dates and locations.
 - 9. Election of Executive Committee (Annual meeting only).
 - 10. Appointment of committees.
- B. The procedure of all meetings shall conform to the latest edition of Robert's Rules of Order.

Revised and Approved 3/1/2017.

Amended and Approved 10/15/2020.