

# **SOUTH DAKOTA SOLID WASTE MANAGEMENT ASSOCIATION**

## **BYLAWS**

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# BYLAWS

## OF

### THE SOUTH DAKOTA SOLID WASTE MANAGEMENT ASSOCIATION

#### ARTICLE I. NAME AND PURPOSE OF CORPORATION

**Section 1. Name.** This Association shall be known as the South Dakota Solid Waste Management Association ("Association"). Throughout these Bylaws, the terms "association" and "corporation" may be used interchangeably, although referring to the same entity.

**Section 2. Offices.** The principal office of the Association shall be located within the boundaries of South Dakota. The Association may have such other offices, either within or without the state of South Dakota as the Governing Board may designate or as the business of the Corporation may require from time to time.

**Section 3. Purpose.** The purpose of the Corporation shall be as stated in the Articles of Incorporation, to wit:

- to receive and maintain funds from the Association, and to apply the income and principal there from to promote environmentally sound waste management practices within the state of South Dakota;
- to provide an information clearing house for recyclers and waste managers throughout South Dakota and adjoining states;
- to provide technical information and assistance to all levels of policy makers within the state of South Dakota;
- to provide training/seminars for Association members and non-members;
- to support practical and basic research in the area of solid waste management;
- to conduct and carry on its business in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business office or other facility; and,
- to engage in any lawful act or activity for which an association may be organized under SDCL 47-22, and have all the powers set forth therein to pay an additional assessment in support of special services, such as programs and seminars.

**Section 3. Membership Certificates.** The Association shall issue certificates evidencing membership to all members.

**Section 4. Membership List and Directory.** A membership list shall be kept which designates the members and includes the amount of money paid to the Association by each member and the date thereof. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any purpose, the Governing Board may provide that the membership list be closed for a stated period but not to exceed, in any case, fifty (50) days; and said membership list shall be closed for at least ten (10) days immediately preceding such meetings. The Governing Board shall publish an annual directory of all current members during the first quarter of the membership year.

**Section 5. Annual Meeting.** The annual meeting of the members shall be held at a time, date, and place to be set by the Governing Board. The annual meeting will be held in Pierre, South Dakota, unless otherwise specified.

**Section 6. Special Meetings.** Special meetings of the members for any purpose or purposes, may be called by the Governing Board. Special meetings will be held in Pierre, South Dakota, unless otherwise specified.

## ARTICLE II. MEMBERSHIP

**Section 1. Class of Members.** The Association shall be made up of all voting and nonvoting members who become members by obtaining a membership in the Association directly. A member shall be defined as an individual, organization, governmental agency, partnership, joint venture, or corporation. Each voting member shall be entitled to one vote. Although an organization, governmental agency, partnership, joint venture, or corporation which holds a single membership shall be entitled to only one vote at meetings of the members, employees of such entities may be designated to hold office such as a board director of the Association, to serve on Committees, and to take such other actions as may be authorized by the Governing Board. These employees are limited to the associates designated for the business/governmental entity. Affiliate memberships are only available to suppliers and consultants to the industry and are not open to entities handling waste through landfilling, hauling or recycling. Affiliate Members are nonvoting members with access to Association resources limited to receiving notice of Association workshops and conferences, newsletters and a listing as an Affiliate Member on the website and in the membership directory.

**Section 2. Dues.** The Governing Board shall determine from time to time the annual dues payable to the Association by members, and shall give appropriate notice to the members. Dues of a new member shall be specific to the class of membership and prorated on a quarterly basis from the first quarter of the fiscal year. Annual dues are due and payable no later than the ten (10) days prior to the announced date of the annual meeting (usually to be held during the month of September). If the member remains in default for a period of ninety (90) days or more after the annual meeting, their membership may thereupon be terminated by the Governing Board.

**Section 3. Notice of Meetings.** Notice of annual meeting to members shall be made by mail or electronic mail (email) not less than thirty (30) days nor more than sixty (60) days before the date of the meeting. Notice of special meetings shall be made by mail or email not less than fourteen (14) days nor more than thirty (30) days before the date of the meeting. Notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Association with postage thereon prepaid or emailed to the email address appearing on the records of the Association.

**Section 4. Waiver of Notice of Meeting.** Whenever any notice is required to be given to any member of the Association under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, or under the provisions of the South Dakota Business Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 5. Quorum.** Five percent (5%) of the membership shall constitute a quorum.

**Section 6. Voting.** For the purpose of accountability, only those people registered with the secretary/treasurer as a voting member of the Association, whether that person be a member as an individual, organization, governmental agency, partnership, joint venture, or corporation, shall be eligible to vote. Voice voting will be used for adoption of resolutions, election of officers and directors, adoption and/or changes to the bylaws, and any other item so designated by the Governing Board. However, a standing vote, a counted card vote, or a written ballot may be requested by the body. In order to encourage active participation in the business of the Association, there shall be no voting by proxy and only those members in attendance at a meeting shall have the right to vote. Each type of membership is entitled to one vote except affiliates which are non-voting. The majority will determine the outcome of the vote.

**Section 7. Adoption of Legislative Resolutions.** Any voting member may recommend resolutions for adoption by the Association membership during the annual meeting. Such resolutions must be presented to the Governing Board for final recognition prior to presenting the resolution(s) to the membership for voting. The Governing Board will present written resolutions to the voting members in advance of vote to adopt resolution(s) during the annual meeting.

### ARTICLE III. DIRECTORS AND OFFICERS

**Section 1. Duties.** The business affairs of this Association shall be managed by the Directors of the Association and officers herein referred to as the Governing Board.

**Section 2. Number and Election of Directors.** The Directors of the Association will be comprised of nine (9) elected members with three (3) year staggered terms of office, except that during the first three years of elected directors, three (3) directors will serve one year terms to be replaced by directors serving three year terms, three (3) directors will serve two year terms to be replaced by directors serving three (3) year terms, and three (3) directors will serve three year terms to be replaced by directors serving three (3) year term. A director must be a member in good standing. No elected member may serve more than two (2) consecutive terms of office. The directors shall be nominated by a committee comprised of three directors and the past president for a total of four (4) members. The nominating committee will offer a slate of candidates to the membership for approval; however, members may nominate an additional candidate(s) from the floor to call for a run off election. Runoff election will be determined by 50% plus 1 vote of the vote.

**Section 3. Number and Responsibilities of Officers.** The officers of the Association shall be a president, president-elect, vice president, secretary/treasurer, and the executive director of the Association. The President-elect, Vice President and Secretary/Treasurer are allowed to cast votes during the meeting of the Governing Board. In the event of a tie vote, the President will cast the tie breaking vote. The executive director will serve ex officio.

**Section 4. Term of Office.** The membership shall elect officers (except the executive director) during the annual meeting. Each officer shall serve for a three (3) year term beginning with Vice President for one (1) year succeeding to President-Elect for one (1) year then succeeding to President for one (1) year. The secretary/treasurer may serve for an indefinite number of terms. The officer must be a member in good standing. The nominating committee will offer a slate of candidate(s) for Vice President to the membership for approval; however, members may nominate a additional candidate(s) from the floor to call for a run off election. Runoff election will be determined by 50% plus 1 vote of the total vote cast. The executive director will be employed by the executive council per confirmation of appointment by the Governing Board. The executive director's appointment may be terminated by the executive council and/or the Governing Board at any time.

**Section 5. President.** The principal duties of the president, the chief elected officer of the Association and subject to the control of the Governing Board, shall be, in general, to supervise and control the business affairs of the Association. They shall, when present, preside at the meetings of the members and of the Governing Board. They may sign, with the secretary/treasurer or any other proper officer, certificates of membership, deeds, mortgages, contracts or other instruments which the Governing Board has authorized to be executed; and, in general, shall perform all duties incident to the office of the president, and such other duties as may be prescribed by the Governing Board from time to time. In the event of a tie vote during board of director meetings where a quorum is present, the president shall cast the tie breaking vote.

**Section 6. President-elect.** The principal duties of the president-elect shall be to serve as chairperson of the Program and Education Committee and to serve as the president in the absence of the president or in the event of the president's inability to act. When so acting, the president-elect shall have all the powers of and shall be subject to the restrictions upon the president.

**Section 7. Vice President.** The principal duties of the vice president shall be to serve as the chairperson of the Membership Committee. The vice president shall also serve as the president in the absence of the president and president-elect or in the event of their inability to act. When so acting, the vice president shall have all the powers of and shall be subject to the restrictions upon the president.

**Section 8. Secretary/Treasurer.** The principal duties of the secretary/treasurer shall be to: (1) keep the minutes of the meetings of the members and of the Governing Board; (2) give notice of members and directors meetings, as is required by the Bylaws; (3) have custody of the Association records; (4) keep a register of the post office addresses of each member, the amount paid in by each member, and the date thereof; (5) serve as a member on the Membership Committee chaired by the vice president; (6) execute with the president or vice president certificates of membership of the Association; (7) have charge of and custody of, and be responsible for all funds and securities of the Association, receive and give receipts for moneys due and payable to the Association, and deposit such moneys in the name of the Association in such depositories as shall be designated by appropriate resolution of the Governing Board; (8) serve as

chairperson of the Finance Committee; and (9) in general, perform all duties incident to the office of the secretary/treasurer and such other duties as from time to time may be assigned by the president or Governing Board. The Governing Board may authorize the executive director to assume the day to day duties of the secretary/treasurer, thereby providing staff support to these functions.

**Section 9. Executive director.** The principal duties of the executive director, who shall not be a member of the Governing Board, shall be the chief administrative and executive officer and shall be charged with the general supervision and management of the office, the program, the staff, and the business affairs of the Association. The executive director may have further duties and responsibilities as authorized by the Governing Board. The executive director may employ persons to assist in the day to day operations upon approval of the Governing Board.

#### **ARTICLE IV. GOVERNING BOARD**

**Section 1. Regular Meetings.** Quarterly meetings of the Governing Board shall be held without other notice than these Bylaws. One meeting will be held no sooner than one (1) week prior to and no later than one (1) day prior to the annual business meeting to review and adopt the wording of resolutions presented to the Governing Board. A meeting of the newly elected Governing Board will be held during or immediately after the annual meeting. The Governing Board may provide by resolution, the time and place for the holding of additional meetings without notice other than such resolution.

**Section 2. Special Meetings.** Special meetings of the Governing Board may be called by or at the request of the chairperson or any two (2) directors. Notice of any special meeting shall be given at least five (5) working days previously thereto by written notice emailed or mailed to each director at their business or home address. Written notice shall be deemed to be delivered when emailed or deposited in the United States mail so addressed with postage thereon prepaid. In addition to written notification, telephone notice shall be made to confirm attendance of directors. A record of such telephonic notification will be maintained by the secretary/treasurer.

**Section 3. Waiver of Notice.** Whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, or under the provisions of the South Dakota Business Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 4. Agenda.** The business to be transacted and the purpose of any regular or special meeting of the Governing Board shall be specified in the notice or waiver of notice of such meetings.

**Section 5. Quorum.** A majority of the number of voting directors and officers shall constitute a quorum for the transaction of all business. The act of the majority of the voting directors and officers at which a quorum is present shall be the act of the Governing Board.

**Section 6. Executive Council.** The six (6) member Executive Council shall be comprised of the president, president-elect, vice president, secretary/treasurer, immediate past president, and executive director of the Association. The immediate past president and the executive director of the Association shall be ex officio members of the Executive Council and, as such, shall not be entitled to vote. The Executive Council shall have the authority to take administrative action on behalf of the Governing Board and to manage the day-to-day business of the Association.

**Section 7. Vacancy of Office.** A vacancy of office shall be deemed to exist on the occurrence of the resignation, removal, or death of any member. A vacancy of office may be declared by the Governing Board in accordance with Article IV, Section 9 when any member misses three consecutive regular board meetings. Any member may resign at any time by giving written notice to the Governing Board, the President, or the Secretary/Treasurer. Such resignation shall take effect on the date of the receipt of the notice or at any later time specified in the resignation. Any vacancy occurring in the Governing Board may be filled by the recommendation of the executive Council and a majority vote of the remaining directors and officers. A director appointed to fill a vacancy shall be appointed for the unexpired portion of their predecessor's term. An officer who has been appointed by the Governing Board may be removed by the Governing Board. With the exception of the executive director, any vacancy occurring in the officers of the Association may be filled by the recommendation of the executive Council and a majority vote of the Governing Board present during the meeting in which action is taken. An officer appointed to fill a vacancy shall be appointed for the unexpired

portion of their predecessor's term. The vacancy of the executive director shall be filled through recruitment and hiring as specified in Section 4 of Article III of these bylaws.

**Section 8. Compensation.** The Governing Board shall not receive any compensation for their services except for reimbursement for actual expenses, e.g. travel.

**Section 9. Removal from Office.** The voting members of the Governing Board shall have the power to remove any Governing Board member for any reasonable cause by a two-thirds vote of the board members then qualified at any duly held Board meeting. Such cause may include, but is not limited to, neglecting of duties through nonattendance at Governing Board meetings, malfeasance, and misfeasance, but such removal shall be without prejudice to the contract rights, if any, of the member so removed.

**Section 10. Presumption of Assent.** A director or officer of the Association who is present at a regular meeting or special meeting at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail or email to the secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director or officer who voted in favor of such action.

**Section 11. Indemnification of Directors and Officers.** The Association, insofar as permitted by law, may indemnify any and all of its directors or officers, or both, or former directors or officers, against any liabilities arising and related expenses actually and necessarily incurred by them, in the defense of any claim, action, suit, or proceeding, civil or criminal, which they or any of them are made parties or a party, by reason of being or having been such director or officer, except in relation to matters as to which any such director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed to be exclusive of any other rights which those indemnified may be entitled, under any Bylaw, agreement or otherwise.

**Section 12. Corporate Seal.** The Governing Board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association and the state of incorporation and the words "Corporate Seal".

## **ARTICLE V. COMMITTEES**

**Section 1. Standing Committees.** The Governing Board is authorized to appoint Standing Committees as may be appropriate to carry out the purpose of the Association. Standing committees shall have such responsibility and authority as provided herein and by the Governing Board.

**Section 2. Executive Council.** The six (6) member Executive Council shall be comprised of the president, president-elect, vice president, secretary/treasurer, immediate past president, and executive director of the Association. The immediate past president and the executive director of the Association shall be ex officio members of the Executive Council and, as such, shall not be entitled to vote. The Executive Council shall have the authority to take administrative action on behalf of the Board of Directors and to manage the day-to-day business of the Association.

**Section 3. Policy Resolution Committee.** Members of the policy resolution committee will be drawn from the membership of the association and will be chaired by a director as appointed by the Governing Board. They will draft, review and finalize legislative and policy resolutions for the Governing Board. They will coordinate with the committee chairperson to obtain the membership consensus on any proposed resolutions.

**Section 4. Program and Education Committee.** The program and education committee shall be chaired by the President-Elect.

**Section 5. Finance Committee.** The finance committee shall be chaired by the Secretary/Treasurer. Their primary duties will be to prepare financial reports and budgets for the Governing Board. In addition, they will prepare annual financial report and proposed budget for the membership at the annual meeting.

**Section 6. Membership Committee.** The membership committee shall be chaired by the Vice President.

**Section 7. Nominating Committee.** The nominating committee will consist of four (4) members, three (3) directors and the past president who shall cast a tie breaking vote in the event of a tie. The nominating committee will offer a slate of candidates for directors and officers to the membership for approval; however, members may call for a run off election by petition with signatures of twenty (20) percent or more of the current membership nominating an additional candidate(s).

**Section 8. Standing Committees.** The following are standing committees that the Governing Board may appoint members to as specified within these bylaws: Scholarship Committee, Awards Committee and Audit Committee.

**Section 9. Ad Hoc Committees.** The Governing Board may establish and appoint ad hoc committees.

## **ARTICLE VI. BUDGET/MEMBERSHIP YEARS**

**Section 1. Budget Year.** The budget year of the Association shall begin on the first day of October and end on the last day of September of each year.

**Section 2. Membership Year.** The membership year of the Association shall begin on the first day of October and end on the last day of September of each year.

## **ARTICLE VII. CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**Section 1. Contracts.** The Governing Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Governing Board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Governing Board.

**Section 4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Governing Board may select.

## **ARTICLE VIII. LIABILITY AND BONDING**

**Section 1. Liability Insurance.** The Association shall maintain (a) comprehensive general liability insurance in the amount of \$1,000,000 (each occurrence), \$1,000,00 (aggregate) bodily injury liability and \$1,000,000 property damage liability, and (b) \$1,000,000 directors' and officers' liability insurance. The secretary/treasurer shall maintain all certificates of insurance, together with evidence that the premiums have been paid.

**Section 2. Bonding of Secretary/Treasurer.** The Secretary/Treasurer shall be bonded for an amount of \$100,000.

## **ARTICLE IX. AMENDMENTS**

**Section 1.** These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at the Association annual meeting.

**Section 2.** Voting members may propose changes to the bylaws. These changes must be submitted in writing to the Association office at least 90 days prior to the association annual meeting at which consideration is to be given to

altering, amending, or repealing these Bylaws. Suggested amendment(s) must be distributed in writing, by the Association, to each voting member at least thirty (30) days but not more than sixty (60) days prior to the meeting at which the proposed alterations, amendment, or repeal will be voted upon.

**Section 3.** At the annual meeting of the membership of the Corporation, it shall require a two-thirds (2/3) vote of voting members present at such meeting to alter, amend, or repeal these Bylaws.

**ARTICLE X. SIGNATURES**

We, the undersigned, being the initial Board of Directors of the South Dakota Solid Waste Management Association, a South Dakota non-profit business corporation, formed under Chapters 47-22 to 47-28 of the South Dakota Codified Laws of 1967 as amended, do hereby adopt the above, foregoing, and annexed Bylaws, numbered as Articles I to IX, as the duly adopted Bylaws of said Association, pursuant to SDCL 47-22.

DATED this 11th day of October, 1991.

(The following individuals signed as the initial Board of Directors:)

Kelsey M. Alexander	Allan R. Arens	Morris V. Forsting
A. Ray Hartman	William D. Huebner	Larry Mitzel
Dorothy Neuhaus	James C. Sowers	William A. Stoddard



## APPENDIX A - AMENDMENTS TO BYLAWS

### **September 4, 1992 Changes and Amendments with Reason for Change**

**Article II, Section 5 Annual Meeting.** Changed meeting date from the month of September to 1 September through 30 October to allow the board of directors more flexibility to hold the annual meeting.

**Article III, Section 2 Number and Election of Directors** had two changes.

- a. The nine elected members to the board of directors allowed for less than 3 year terms for 6 members elected during the first election which then allowed a staggering of terms of offices as envisioned in the original Bylaws.
- b. Nominations from the floor was added rather than having a signature of twenty percent or more of the members to nominate an additional candidate. This allowed more flexibility to the membership during the election process.

### **September 29, 1993 Changes and Amendments with Reason for Change**

**ARTICLE III. SECTION 2. Term of Office.** Allowed consecutive terms for directors.

**ARTICLE III. SECTION 3. Regular Meetings.** To allow more flexibility for the newly elected board of directors and officers to meet either during or after the business meeting of the association.

**ARTICLE IV. SECTION 1. Number and Responsibilities of Officers.** Better title for paragraph contents. Added voting rights for officers and delineated tie-breaking vote of President if needed.

**ARTICLE IV. SECTION 2. Term of Office.** Better wording to describe original intent on voting of the slate of officers, allowance of nominations from the floor and to delineate officer progression.

**ARTICLE IV. SECTION 3. Removal/Vacancy.** Clarifies relationship of officers to directors.

**ARTICLE IV. SECTION 4. President.** Allows tie breaking by the President.

**ARTICLE VI. SECTION 1. Budget Year.** Brings budget year in line with membership year.

**Spelling and Grammar Corrections.** All spelling and grammatical errors were to be corrected in the original documents when found without requiring annotation or listing of amendment provided such change did not change the actual meaning of the document.

### **September 14, 1994 Changes and Amendments with Reason for Change**

None proposed, made or adopted.

### **September 15, 1995 Changes and Amendments with Reason for Change**

**ARTICLE II. MEMBERSHIP. Section 5. Annual Meeting.** To allow the Governing Board more latitude and freedom in finding adequate places and time to host annual meetings. The intent of the board will be to continue to hold the annual meetings in September and October, however, places may not be as readily available in the future and this amendment will allow the board the opportunity to choose an alternate date.

**ARTICLE II. MEMBERSHIP Section 11. Adoption of Legislative Resolutions.** To refine resolution adoption procedures.

**ARTICLE III. BOARD OF DIRECTORS AND OFFICERS. and ARTICLE IV. GOVERNING BOARD.** The changes are to bring the bylaws into compliance with the intent of changes passed by the membership in 1993 in making the officers an integral part of the Governing Board of the association to include voting rights. The original Article III and Article IV were merged and rewritten into the current Article III and Article IV.

**ARTICLE V. BRANCHES AND COMMITTEES Section 11. Nominating Committee.** To more accurately reflect the original intent of the nominating committee comprising of members from the respective branches to obtain candidates for officers and directors for voting by the membership during the annual meeting.

**ARTICLE IX. AMENDMENTS Section 2.** To provide for more opportunity to refine the bylaws as needed during the annual meeting.

**Mass Change.** All references to Board of Directors were replaced with Governing Board to more accurately reflect the changes begun in 1993 and reflected in proposed changes to ARTICLES III and IV of the bylaws as listed above.

**September 11, 1996 Changes and Amendments with Reason for Change**

None proposed, made or adopted.

**September 26, 1997 Changes and Amendments with Reason for Change**

None proposed, made or adopted.

**September 18, 1998 Changes and Amendments with Reason for Change**

**ARTICLE I. NAME AND PURPOSE OF CORPORATION. Section 2. Offices.** To reflect the change of location of the association's office.

**ARTICLE IV. GOVERNING BOARD Section 5. Quorum.** To clarify majority is based on voting directors and officers.

**ARTICLE IV. GOVERNING BOARD Section 8. Vacancy of Office.** Clarifies how a member of the board may resign by written notification to the Board of Directors or an Executive Officer.

**ARTICLE IV. GOVERNING BOARD Section 9. Removal From Office.** Allows the board to declare a vacancy of a director position when a member of the board misses 3 consecutive meetings

**September 23, 1999 Changes and Amendments with Reason for Change**

None proposed, made or adopted.

**September 24, 2001 Changes and Amendments with Reason for Change**

None proposed, made or adopted.

**September 14, 2004 Changes and Amendments with Reason for Change**

**ARTICLE I. NAME AND PURPOSE OF CORPORATION. Section 2. Offices.** To allow office location to follow executive director as long as office is located in South Dakota.

**ARTICLE I. NAME AND PURPOSE OF CORPORATION. Section 3. Offices.** Deleted the dues structure portion of the section. The Board of Directors would vote on the dues structure when changes need to be addressed.

**September 19, 2007 Changes and Amendments with Reason for Change**

**Mass change.** Removed the three branch structure of the association: collection, landfilling and recycling. This change was made due to an increasing number of multitasking facility operators and a decreasing number of private haulers. It has not been possible for a number of years to operate according to the bylaws due to industry consolidation. This change assimilates the branches into one cohesive group while continuing to recognize the need for training within all aspects of the industry.

### **September 11, 2013 Changes and Amendments with Reason for Change**

**Specific changes:** Made to clarify the classes of membership and the associated benefits. The change specifically clarified that the affiliate membership as only available to those working in support roles to the industry making it unavailable to those who actively work in landfilling, recycling or hauling. Addition of Scholarship Committee as a standing committee of the Association. **Mass change:** Made throughout the bylaws to include electronic mail as an acceptable means, in addition to postal mail, of distributing Board and membership information. **Other changes:** Correcting formatting, usage and punctuation errors.

### **August 19, 2014 Changes and Amendments with Reason for Change**

**Specific changes:** Made to eliminate the bylaw requirement of two general membership meetings 24 hours apart during the annual conference. Article II, Section 7 and Article IX, Section 2 were modified to provide guidelines for submittal of legislative resolutions and bylaw changes for general membership vote at the annual meeting.

## APPENDIX B - HISTORICAL LISTING OF OFFICERS AND DIRECTORS

<u>1991-1992</u>	<u>1992-1993</u>
<p><b><u>Directors:</u></b>                      Kelsey Alexander                      Allan R. Arens                      Morris Forsting                      A. Ray Hartman                      William D. Huebner                      Larry Mitzel                      Dorothy Neuhaus                      James C. Sowers                      William A. Stoddard</p>	<p><b><u>Officers:</u></b>                      Past Pres: Vacant                      Pres: Bob McGrath                      Pres-Elec: Jerome Wright                      VP: Joyce Ferris                      Sec/Tres: Mike Erickson                        Exec Dir: Wasteline, Inc.                      (Deborah Barton)</p>
<p><b><u>Directors:</u></b>                      Daryl Englund (3)                      Mary Lou Goehring (2)                      William D. Huebner (3)                      Ron Olson (1)                      Phyllis Packard (2)                      Julie Petersen (1)                      Timothy J. Sander (3)                      James C. Sowers (2)                      Harlan Walker (1)</p>	<p><b><u>Officers:</u></b>                      Past Pres: Bob McGrath                      Pres: Jerome Wright                      Pres-Elec: Joyce Ferris                      VP: Morris Forsting                      Sec/Tres: Mike Erickson                        Exec Dir: Wasteline, Inc.                      (Deborah Barton)</p>

<u>1993-1994</u>	<u>1994-1995</u>
<p><b><u>Directors:</u></b>                      Floyd Baird                      Daryl Englund (3)                      Wayne Erickson                      Mary Lou Goehring (2)                      William D. Huebner (3)                      Larry Little                      Phyllis Packard (2)                      Timothy J. Sander (3)                      James C. Sowers (2)</p>	<p><b><u>Officers:</u></b>                      Past Pres: Jerome Wright                      Pres: Joyce Ferris                      Pres-Elec: Morris Forsting                      VP: Mike Hohn                      Sec/Tres: Mike Erickson                        Exec Dir: Wasteline, Inc.                      (Deborah Barton)</p>
<p><b><u>Directors:</u></b>                      Floyd Baird                      Wayne Erickson                      William D. Huebner (3)                      Larry Little                      Larry McManus                      Bob Novak                      Ron Olson (1)                      Timothy J. Sander (3)                      Ted Vore</p>	<p><b><u>Officers:</u></b>                      Past Pres: Joyce Ferris                      Pres: Morris Forsting                      Pres-Elec: Mike Hohn                      VP: Phyllis Packard                      Sec/Tres: Mike Erickson                        Exec Dir: Wasteline, Inc.                      (Deborah Barton)</p>

<u>1995-1996</u>	<u>1996-1997</u>
<p><b><u>Directors:</u></b>                      Floyd Baird                      Karen Cook                      Wayne Erickson                      Larry McManus                      Bob Novak                      Ron Olson                      Mandy Scherer                      Ted Vore                      Jerry Wright (1)</p>	<p><b><u>Officers:</u></b>                      Past Pres: Morris Forsting                      Pres: Mike Hohn                      Pres-Elec: Phyllis Packard                      VP: Greg Palmer                      Sec/Tres.: Mike Erickson                        Exec Dir: Wasteline, Inc.                      (Deborah Barton)</p>
<p><b><u>Directors:</u></b>                      Gary Byre (2)                      Karen Cook                      Robert McGrath                      Larry McManus                      J.T. "Rock" Nelson                      Bob Novak                      Mandy Scherer                      Charles "Chuck" Snoozy                      Ted Vore</p>	<p><b><u>Officers:</u></b>                      Past Pres: Mike Hohn                      Pres: Phyllis Packard                      Pres-Elec: Greg Palmer                      VP: Carolyn Trautman                      Sec/Tres: Mike Erickson                        Exec Dir: Wasteline, Inc.                      (Deborah Barton)</p>

<u>1997-1998</u>	<u>1998-1999</u>
<p><b><u>Directors:</u></b>                      Gary Byre                      Karen Cook                      Carry Cottingham                      Bill Huebner                      Val Keller                      Robert McGrath                      J.T. "Rock" Nelson                      Mandy Scherer                      Charles "Chuck" Snoozy</p>	<p><b><u>Officers:</u></b>                      Past Pres: Phyllis Packard                      Pres: Carolyn Trautman                      Pres/Elec: Clark Sowers                      VP: Terry Keller                      Sec/Tres.: Mike Erickson                        Exec Dir: Wasteline, Inc.                      (Deborah Barton)</p>
<p><b><u>Directors:</u></b>                      Carry Cottingham                      Bill Huebner                      Val Keller                      Robert McGrath                      Larry Mcmanus                      Charles "Chuck" Snoozy                      Karen Cook                      Joe Leightnam                      Doug Johnson</p>	<p><b><u>Officers:</u></b>                      Past Pres: Carolyn Trautman                      Pres: Clark Sowers                      Pres-Elec: Terry Keller                      VP: Tim Sander                      Sec/Tres: Mike Erickson                        Exec Dir: Bob Wilcox</p>

<p><b><u>Directors:</u></b>          Carry Cottingham          Bill Huebner          Ron Olson          Joe Leightnam          Karen Cook          Dale Fortin          Rebecca Huber          Larry McManus          Jerry Wright</p>	<p><b><u>1999-2000</u></b></p> <p><b><u>Officers:</u></b>          Past Pres: Clark Sowers          Pres: Tim Sander          Pres/Elec: Val Keller          VP: Doug Johnson          Sec/Tres.: Mike Erickson</p> <p>Exec Dir: Bob Wilcox</p>	<p><b><u>Directors:</u></b>          Jerry Wright          Rebecca Huber          Dale Fortin          Larry McManus          Joe Leightnam          Bonnie Dailey          Tim Kenyon          Ed Verley          Ron Olson</p>	<p><b><u>2000-2001</u></b></p> <p><b><u>Officers:</u></b>          Past Pres: Tim Sander          Pres: Val Keller          Pres-Elec: Doug Johnson          VP: Karen Cook          Sec/Tres: Mike Erickson</p> <p>Exec Dir: Bob Wilcox</p>
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<p><b><u>Directors:</u></b>          Jerry Wright          Jay Koch          Doug Schimic          Larry McManus          Mike Scott          Bonnie Dailey          Tim Kenyon          Dale Fortin          Dave Ryan</p>	<p><b><u>2001-2002</u></b></p> <p><b><u>Officers:</u></b>          Past Pres: Val Keller          Pres: Doug Johnson          Pres-Elec: Karen Cook          VP: Ron Olson          Sec/Tres: Mike Erickson</p> <p>Exec Dir: Bob Wilcox</p>	<p><b><u>Directors:</u></b>          Jerry Wright          Dave Ryan          Dale Fortin          Gary Kruger          Mike Scott          Phyllis Packard          Tim Kenyon          Bonnie Dailey          Jay Johnson</p>	<p><b><u>2002-2003</u></b></p> <p><b><u>Officers:</u></b>          Past Pres: Doug Johnson          Pres: Karen Cook          Pres-Elec: Ron Olson          VP: Larry McManus          Sec/Tres: Mike Erickson</p> <p>Exec Dir: Bob Wilcox</p>
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<p><b><u>Directors:</u></b>          Dale Fortin          Tim Kenyon          Jay Koch          Mike Scott          Jerry Wright          Phyllis Packard          Gary Kruger          Jason Chan          Jay Johnson</p>	<p><b><u>2003-2004</u></b></p> <p><b><u>Officers:</u></b>          Past Pres: Karen Cook          Pres: Ron Olson          Pres-Elec: Larry McManus          VP: David Ryan          Sec/Tres: Mike Erickson</p> <p>Exec Dir: Bob Wilcox</p>	<p><b><u>Directors:</u></b>          Laurie Cressman          Jay Koch          Mike Scott          Jason Chan          Gary Kruger          Dale Fortin          Phyllis Packard          Larry McManus          Jay Johnson</p>	<p><b><u>2004-2005</u></b></p> <p><b><u>Officers:</u></b>          Past Pres: Ron Olson          Pres: Larry McManus          Pres/Elec: Dave Ryan          VP: Tim Kenyon          Sec/Tres.: Mike Erickson</p> <p>Exec Dir: Carolyn Trautman          October 2004</p>
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<p><b><u>Directors:</u></b>          Laurie Cressman          Jay Koch          Mike Scott          Jay Johnson          Dale Fortin          Jerry Wright          Phyllis Packard          Keith Dedrickson          Mike Boerger</p>	<p><b><u>2005-2006</u></b></p> <p><b><u>Officers:</u></b>          Past Pres: Larry McManus          Pres: David Ryan          Pres Elect: Tim Kenyon          VP: Jason Chan          Sec/Treas: Mike Erickson</p> <p>Exec Dir. Carolyn Trautman</p>	<p><b><u>Directors:</u></b>          Val Keller          Jay Koch          Mike Scott          Jay Johnson          Dale Fortin          Jerry Wright          Phyllis Packard          Keith Dedrickson          Mike Boerger</p>	<p><b><u>2006-2007</u></b></p> <p><b><u>Officers:</u></b>          Past Pres: David Ryan          Pres: Tim Kenyon          Pres Elect: Jason Chan          VP: Mike Scott          Sec/Treas: Mike Erickson</p> <p>Exec Dir. Carolyn Trautman</p>
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<p><b><u>Directors:</u></b>  Val Keller  Jay Koch  Karen Weeldreyer  Tracy Maskewit(brd action)*  Keith DeLange  Bob McGrath  Mike Boerger  Keith Dedrickson  Connie Bootz</p>	<p><b><u>2007-2008</u></b>  <b><u>Officers:</u></b>  Past Pres: Tim Kenyon  Pres: Mike Scott  Pres Elect: Bob Iverson  VP: Jay Johnson (brd action)*  Sec/Treas: Mike Erickson    Exec Dir. Carolyn Trautman    *Jason Chan Resigned 10/07</p>	<p><b><u>2008-2009</u></b>  <b><u>Directors:</u></b>  Val Keller  Jay Koch  Karen Weeldreyer  Dave McElroy  Keith DeLange  Bob McGrath  Tim Kenyon  Keith Dedrickson  Connie Bootz</p>	<p><b><u>Officers:</u></b>  Past Pres: Mike Scott  Pres: Bob Iverson  Pres Elect: Jay Johnson  VP: Mike Boerger  Sec/Treas: Mike Erickson    Exec Dir. Carolyn Trautman</p>
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<p><b><u>Directors:</u></b>  Val Keller  Heath VonEye  Karen Weeldreyer  Ryan Badten  Keith DeLange  Dave McElroy  Tim Kenyon  Keith Dedrickson  Connie Bootz</p>	<p><b><u>2009-2010</u></b>  <b><u>Officers:</u></b>  Past Pres: Bob Iverson  Pres: Jay Johnson  Pres Elect: Mike Boerger  VP: Jay Koch  Sec/Treas: Mike Erickson    Exec Dir. Carolyn Trautman</p>	<p><b><u>2010-2011</u></b>  <b><u>Directors:</u></b>  Val Keller  Heath VonEye  Karen Weeldreyer  Dave McElroy  Ryan Badten  Karl Merbach  Bob Iverson  Keith Dedrickson  Mike Coleman</p>	<p><b><u>Officers:</u></b>  Past Pres: Jay Johnson  Pres: Mike Boerger  Pres Elect: Jay Koch  VP: Tim Kenyon  Sec/Treas: Mike Erickson    Exec Dir. Carolyn Trautman</p>
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<p><b><u>Directors:</u></b>  Val Keller  Ron Bannwarth  Karen Weeldreyer  Todd Langland*  Mike Coleman  Karl Merbach  Fred Snoderly  Ryan Badten  Bob Iverson</p>	<p><b><u>2011-2012</u></b>  <b><u>Officers:</u></b>  Past Pres: Mike Boerger  Pres: Jay Koch  Pres Elect: Tim Kenyon  VP: Dave McElroy  Sec/Treas: Mike Erickson    Exec Dir. Carolyn Trautman    *Heath VonEye resigned 10/7</p>	<p><b><u>2012-2013</u></b>  <b><u>Directors:</u></b>  Larry McManus  Ron Bannwarth  Karen Weeldreyer  Todd Langland  Mike Coleman  Jay Johnson  Fred Snoderly  Ron Olson  Bob Iverson</p>	<p><b><u>Officers:</u></b>  Past Pres: Jay Koch  Pres: Tim Kenyon  Pres Elect: Dave McElroy  VP: Karl Merbach  Sec/Treas: Mike Erickson    Exec Dir. Carolyn Trautman</p>
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<p><b><u>Directors:</u></b>  Larry McManus  Ron Bannwarth  Dale Fortin  Todd Langland  Mike Coleman  Tim Hess  Ron Olson  Jay Johnson  Tim Taggart</p>	<p><b><u>2013-2014</u></b>  <b><u>Officers:</u></b>  Past Pres: Tim Kenyon  Pres: Dave McElroy  Pres Elect: Karl Merbach  VP: Fred Snoderly  Sec/Treas: Mike Erickson    Exec Dir. Carolyn Trautman</p>	<p><b><u>2014-2015</u></b>  <b><u>Directors:</u></b>  Melissa Fahy  Ryan Badten  Dale Fortin  Todd Langland  Michael Cook  Jay Johnson  Tim Hess  Ron Olson  Tim Taggart</p>	<p><b><u>Officers:</u></b>  Past Pres: Dave McElroy  Pres: Karl Merbach  Pres Elect Fred Snoderly  VP: Larry McManus  Sec/Treas: Mike Erickson    Exec Dir. Carolyn Trautman</p>
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<p><b><u>Directors:</u></b>  Larry McManus  Melissa Fahy  Ryan Badten  Dale Fortin  Tim Taggart  Michael Cook  Jay Johnson  Tim Hess  Jeff Barber</p>	<p><b><u>2015-2016</u></b>  <b><u>Officers:</u></b>  Past Pres: Karl Merbach  Pres: Fred Snoderly  Pres Elect: Larry McManus  VP: Val Keller  Sec/Treas: Mike Erickson    Exec Dir. Carolyn Trautman</p>	<p><b><u>2016-2017</u></b>  <b><u>Directors:</u></b></p>	<p><b><u>Officers:</u></b></p>
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