

SOUTHERN CALIFORNIA WASTE
MANAGEMENT FORUM
BY-LAWS

As Amended

November 13, 1970

November 1, 1974

November 16, 1976

November 16, 1984

September 23, 1992

May 17, 1995

ARTICLE I

NAME AND FOCUS

Section 1. The name of this organization shall be the Southern California Waste Management forum, (hereinafter "Forum"). **"This Organization succeeds the former Los Angeles Regional Forum on Solid Waste Management, with Corporation Number 9771078, and taxpayer ID Number 95-6282870."**

Section 2. The geographic focus of the Forum is Southern California, State of California.

ARTICLE II

OBJECTIVES

Section 1. The objectives of the Forum shall be:

- A. To facilitate the exchange of fundamental and practical knowledge concerning the characteristics, collection, transportation, treatment, storage and disposal of wastes, and accompanying resource recovery activities, including, but not limited to, source reduction, recycling, composting and public education techniques.
- B. The dissemination of information about the design, construction, development and operation of equipment, facilities and processes used in the waste management industry, legislation and regulations, planning and policies, and research and development pertaining thereto.

The above objectives shall be met through the interchange of information, experience and opinion among members of the forum, and others, on a periodic, regular basis. Of Special interest to the forum shall be the

advancement of knowledge of the interrelationship of wastes with the environment.

ARTICLE III

LIMITATIONS

Section 1. The Forum shall not, except to an insubstantial and incidental degree, engage in any activities or exercise any powers that are not in furtherance of the primary objectives of the Forum.

Section 2. The Forum does not contemplate, nor shall it result in, monetary gain or profit to the members thereof, and it shall have no powers to engage in any business for profit.

Section 3. The Forum shall take no position on nor endorse any issue, technology, or candidate, or otherwise act in a manner inconsistent with Article II of these by-laws.

ARTICLE IV

USE OF ASSETS

Section 1. The property of the Forum is irrevocably dedicated to social welfare purposes and no part of the new income or assets of the Forum organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution of the Forum, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Forum, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for social welfare purposes and which has established its tax exempt status under Section 501 (c) (4) of the Internal Revenue Code, or as it may be amended from time to time.

ARTICLE V

MEMBERSHIP

Section 1. Any individual interested in the objectives of this Forum shall be eligible for membership without regard to sex, religion, race, national origin, color, age or handicap.

Section 2. Upon joining the Forum, the members shall adhere to the by-laws of the Forum.

Section 3. Each member shall be entitled to one vote which right shall be exercised only by and through such member.

Section 4. Any member may withdraw from the Forum by giving written notice to thereof to the Secretary. If such written notice is given prior to the delinquent date of dues the member shall not be liable for such dues.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS

The affairs of the Forum shall be conducted by and through a Board of Directors elected by the members as hereinafter provided. The Board of Directors shall, insofar as practicable, be representative of the interested components of the total membership.

Section 2. ELECTION

The general membership shall elect 15 members as Directors. Five shall be elected each year for a three-year term.

Section 3. REGULATIONS

The Board of Directors shall adopt such regulation for its conduct as it may deem necessary.

Section 4. QUORUM

The majority of the Board of Directors shall constitute a quorum for the transaction of all business.

Section 5. COMPENSATION

The Directors shall not receive any compensation for their services as such, but, by resolution of the Board, shall be entitled to reimbursement for actual and necessary expenses incurred in the performance of their duties.

Section 6. OFFICERS

A Chairperson, a Vice-Chairperson and a Secretary/Treasurer shall be elected annually by the Board of Directors from among its own members, each of whom shall serve at the pleasure of the Board or until a successor is elected. The Board of Directors shall meet within 30 days following the election at the annual meeting, to organize and to initiate planning for the ensuing fiscal year.

Section 7. DUTIES OF OFFICERS

A. Chairperson

It shall be the duty of the Chairperson to preside over all meetings of the Directors, and of the general membership, and to discharge such other duties as may be required of him/mer by these by-laws, or by the Directors.

B. Vice-Chairperson

In the absence or disability of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson; and whenever any resolution empowers or directs the Chairperson to do an act, the performance of such act by the Vice-Chairperson shall be of equal force and have the same effect as if done by the Chairperson.

C. Secretary/Treasurer

It shall be the duty of the Secretary/Treasurer:

1. To keep a record of the proceeding of the Board of Directors and of the general membership.
2. To keep all books and records of the Forum.
3. To serve all notices required by these by-laws or by regulations of the Board of Directors.
4. To discharge such other duties as may be required by these by-laws or by the Board of Directors.
5. To collect all dues and deposit them to the account of the Forum.
6. To have custody and control of all funds of the Forum and shall disburse the same only for Forum purposes upon proper direction of the Board of Directors.

Section 8. EXECUTIVE SECRETARY

An Executive Secretary may be appointed by the Board who will discharge duties at the discretion of the Board.

Section 9. MEETINGS

A. The Board of Directors shall establish a schedule for regular meetings of the general membership. However, regular meeting dates may be changed during the year by the Board of Directors in response to scheduling or other conflicts that may arise from time to time. The Annual Meeting of the general membership shall be held in the month of May. Special meetings may be called by the Chairperson or upon petition of one-third of the membership of the Board of Directors or 20% of the members. The place of regular meetings and the time and place of special meetings shall be designated by the Chairperson, or upon failure to act, by the Vice-Chairperson.

B. Regular meetings of the Board of Directors shall be held at least quarterly.

C. Written notice of each meeting of the Board of Directors and of the General Membership shall be mailed by the Secretary/Treasurer to each Director or member at least ten days prior to the meeting.

ARTICLE VII

FINANCES

Section 1. FISCAL YEAR

The fiscal year of the Forum shall be from July 1st of each year to June 30th of the following year.

Section 2. DUES

Annual dues shall be levied by the Board of Directors in an amount to be determined by a majority affirmative vote of members present and voting at the Annual Meeting. Dues or non-refundable.

Dues or installments thereof shall become delinquent sixty days after the time fixed for the payment thereof by the Board.

Section 3. EXPULSION OF MEMBERS

The Board of Directors shall have the power to make rules and regulations relative to the payment of dues, may expel any member who fails to pay the dues within sixty days after notification of default by the Secretary/Treasurer, and may expel any member who violates one or more terms of these by-laws.

Section 4. BUDGET

Not less than thirty days prior to the Annual Meeting of the general membership in each fiscal year, the Board of Directors shall prepare and adopt by a two-thirds affirmative vote of the Directors present, a budget for the ensuing fiscal year. The Board of Directors shall submit in writing to each member a budget of the estimated revenues and expenditures for the ensuing fiscal year. The annual budget for the ensuing fiscal year shall be ratified by a majority of the membership at its Annual Meeting, however, the members, by a two-thirds affirmative vote of those present, shall have the power to modify the budget.

Section 5. LIMITATION OF EXPENDITURES

The Board of Directors shall have control of the expenditures of all funds of the Forum, but shall not authorize any expenditure not incur any obligation or indebtedness in excess of the available funds on hand nor shall it authorize the Treasurer to make any such expenditure or to incur any such obligation or indebtedness. Any indebtedness or obligation incurred contrary to the provisions hereof shall be the obligation of the Directors who voted therefor, who shall hold and save harmless the other members and Directors from any and all claims arising therefrom.

Section 6. AUDIT

An audit of accounts of the Forum may be performed at the discretion of the Board of Directors.

ARTICLE VIII

AMENDMENTS

Section 1. These by-laws may be amended by the general

membership at any regular meeting or at any special meeting called for that purpose by a vote representing two thirds of the voting power vested in the members present. Written notice of any proposed amendment containing the wording thereof, and the time and place of the meeting at which the amendment will be considered, must be mailed to each member by the Secretary at least thirty days prior to such meeting.

GUIDELINES

SOUTHERN CALIFORNIA WASTE MANAGEMENT FORUM OFFICER/COMMITTEE CHAIRPERSON RESPONSIBILITIES

1/4/83
Amended 3/31/93

CHAIRPERSON

Subject to provisions of the by-laws:

- ✓ Prepares meeting agendas with assistance from Executive Secretary
- ✓ Conducts Board of Director meetings
- ✓ Chairs Forum meetings
- ✓ Provides leadership to Board members in directing comprehensive interaction that results in programs and activities that meet Forum objectives

VICE-CHAIRPERSON

Subject to provisions of the by-laws:

- ✓ Assumes responsibilities for Chairperson when the Chairperson is not available
- ✓ Oversees activities of Committee Chairpersons

SECRETARY

Subject to provisions of the by-laws and subject to duties delegated to the Executive Secretary by the Board of Directors:

- ✓ Assumes responsibilities of Vice-Chairperson when Vice-Chairperson is not available
- ✓ Assumes responsibilities of Chairperson when both Chairperson and Vice-Chairperson are not available
- ✓ Keeps a record of the proceedings of the Board of Directors and of the general membership
- ✓ Keeps all books and records of the Forum
- ✓ Serves all notices required by the by-laws or by regulations of the Board of Directors

- ✓ Discharges such other duties as may be required by the by-laws or by the Board of Directors
- ✓ Has custody and control of all funds of the Forum and disburses the same only for Forum purposes upon proper direction of the Board of Directors
- ✓ Assumes other responsibilities as delegated by Chairperson or Vice-Chairperson

TREASURER

Subject to provisions of the by-laws and subject to duties delegated to the Executive Secretary by the Board of Directors:

- ✓ Co-sign checks
- ✓ Maintains financial records of Forum
- ✓ Oversees all accounts receivable and accounts payable
- ✓ Provides financial report to Directors and to membership at all regularly scheduled Board and Membership meetings
- ✓ Monitors “cash on hand” to determine best way to manage and invest funds; Board of Directors will provide guidelines for such investment(s) consistent with applicable law and with Forum by-laws
- ✓ Cooperates with Chairperson of Finance to assure Board of Directors that Forum funds are being properly managed
- ✓ Monitors Membership dues collection status through Executive Secretary on continuing basis

EXECUTIVE SECRETARY

Subject to provisions of the by-laws:

- ✓ Maintains permanent Forum records
- ✓ Maintains updated list of Forum membership
- ✓ Coordinates meal and meeting facility arrangements for all Director and General Membership meetings
- ✓ Attends all Board meetings as recording secretary
- ✓ Prepares minutes on all Board and General Membership meetings and distributes copies to Board Members at least two weeks prior to the next regularly scheduled Board meeting

- ✓ Prepared final copy of General Membership meeting announcement(s) and distributes copies to Forum membership and others as directed by Program/Membership/Publicity Committee Chairpersons
- ✓ Maintains special mailing list(s) as directed by Program/Membership/Publicity Committee Chairpersons
- ✓ Prepares Board of Directors and General Membership meeting agendas as directed by Chairperson and distributes them to Board Members at least two weeks prior to the next scheduled meeting date
- ✓ Compiles list of meeting attendee reservations for all Forum functions and coordinated with Luncheon/Meeting facility caterers as required to insure that the functions are well attended and attendees accommodated appropriately
- ✓ Advises Chairperson and Program/Publicity Chairpersons on projected meeting attendance and may be assisted by Chairperson, Program/Publicity Chairpersons and other Directors as required to promote programs when attendance is in question
- ✓ Advises Chairperson on availability of Directors for Directors' meeting(s) in order to insure that a quorum will be present
- ✓ Staff registration table for all General Membership Forum functions; collects registration fee(s) as required, maintains list of attendees, provides name tags and distributes other paraphernalia (such as Forum brochure to non-members) as required and requests assistance for registration table if required
- ✓ Collects all receipts from Forum functions and submits to Treasurer
- ✓ Invoices all members on an annual basis (usually June of any operating year); submits receipts to Treasurer as received.
- ✓ Sends Forum brochure/applications to all interested parties and as directed by Membership Chairperson

CHAIRPERSON/PUBLICITY COMMITTEE

- ✓ Maintains updated regular and special mailing list(s) for Forum announcements. This included but is not limited to the following:
 1. Local, State and Federal Government and government agencies
 2. News media
 3. National and local periodicals and journals

4. Other associations; and
 5. Educational institutions
- ✓ Prepares final copy for all Forum announcements; draft is always checked by Program Chairperson or appropriate involved parties
 - ✓ Adheres to program/announcement procedures and timetables (see Exhibit "A")
 - ✓ Seeks publicity for Forum functions as directed by the Board of Directors
 - ✓ Makes recommendations to the Board on publicity matters consistent with the objectives and best interests of the Forum
 - ✓ Seeks out and hosts news media representative(s) that attend Forum functions

CHAIRPERSON/PROGRAM COMMITTEE

- ✓ At the beginning of the fiscal year, presents a list of suggested program/speakers for the year to the Board of Directors. Initially specific recommendations should be made for the first program including topic, speaker(s), meeting place, special luncheon requirements, etc., and tentative recommendations for next meeting thereafter.
- ✓ Arranges for the first program of the next fiscal year following the end of the previous Chairperson's term of office
- ✓ Obtains guidance and ideas from Board of Directors and confirms next scheduled program and tentative plans for meetings thereafter
- ✓ Confirms program and any special arrangements with the Board so that a minimum of two months lead time on meeting arrangements is met. In addition, adheres to Program/Announcement procedures and timetable
- ✓ Prepares draft of Program/Meeting announcement(s) and submits to Publicity Chairperson
- ✓ Presents creative ideas on program format modifications, if desirable, to the Board of Directors for review.
- ✓ Seeks assistance from Publicity Committee as desirable for any special Program/Publicity needs

CHAIRPERSON/EDUCATION COMMITTEE

- ✓ Consistent with Forum objectives, submits suggestions for ways Forum can provide educational assistance to its industry and to the general public

- ✓ Based on suggestions and Board of Directors Guidelines, continue existing and implement new programs as desired
- ✓ Represents Forum as member of SCAG Advisory Committee, if needed.
- ✓ Assists program Chairperson where committee interests have common objectives

CHAIRPERSON/FINANCE COMMITTEE

- ✓ Monitors Treasurer activities to ensure that Forum funds are being well managed
- ✓ With assistance from Treasurer, prepares proposed budget for next fiscal year for Board of Directors approval no later than May of each fiscal year
- ✓ Makes recommendations as required on suggested changes in dues, program fees or other actions that will help keep the Forum financially sound

CHAIRPERSON/MEMBERSHIP COMMITTEE

- ✓ Monitors membership census through Executive Secretary on continuing basis
- ✓ Reports on membership status at all regularly scheduled Board and General membership meetings
- ✓ Continually seeks new ways of bringing in new members
- ✓ Through Executive Secretary, send out special mailings promoting Forum

CHAIRPERSON/NOMINATING COMMITTEE

- ✓ Seeks out interested prospective directors
- ✓ Presents list of qualified and interested parties seeking Director nominations to Board of Directors no later than March of every fiscal year
- ✓ With guidance from Board of Directors, screens candidates and confirms availability of prime candidates
- ✓ Formally nominates prospective candidates for membership voting in May of each fiscal year

EXHIBIT "A"
PROGRAM/ANNOUNCEMENT PROCEDURES

ASSUMPTION: there will be five luncheon programs approximately during September, November, January, March and May of every fiscal year.

1. Program Chairperson is named at Jun organizational meeting after Board of Director elections in May
2. Program Chairpersons holds meeting(s) with previous Program Chairperson, Vice-Chairperson, other interested Directors and Committee members during June/July in preparation for a Board meeting in August
3. Program Chairperson presents to Board of Directors at August meeting a list of proposed programs with specific recommendations for September and November programs. In addition, tentative plans are made for the January meeting. November meeting plans are approved and tentative plans for January meeting agreed to.
4. At Board of Directors meeting prior to September program (same day), program for November is confirmed and tentative plans for January meeting are to be agreed to. This same procedure is followed throughout the fiscal year. Special Board of Directors meetings can be called as required if there are complications or considerable questions on program plans.
5. Except for September meeting where planning time is limited, program/announcement procedures and schedule for the individual programs are as follows:

<u>ACTIVITY</u>	<u>RESPONSIBLE PARTY</u>		
	<u>minimum number of weeks before meeting</u>		
	Prog. Chair	Exec. Sec.	Pub. Comm.
Programs preplanned in concept	-		
Program approved by Board	12		
Program confirmed	9		
Participant (speaker) information to Executive Secretary for confirming letters and mean, attendance/venue requirements	8		
Flyer to Pub. Comm. & Exec. Sec.	8		

<u>ACTIVITY</u>	<u>RESPONSIBLE PARTY</u>		
	<u>minimum number of weeks before meeting</u>		
	Prog. Chair	Exec. Sec.	Pub. Comm.
Normal space/catering arrangements		8	
Extraordinary space/catering arrangements, etc.	8 (or more)		
Press release to Journals & house organs			8
Flyers to membership other lists		4	
Press release to media			2
Start phone help if needed	1 ½ - 1		
Confirm luncheon & attendance/venue arrangements		½	
Thank you letters to participants		1	
Bill unpaid reservations		1	