

BY-LAWS
OF
NEW YORK CHAPTER
OF THE
SOLID WASTE ASSOCIATION OF NORTH AMERICA, INC.

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**NEW YORK CHAPTER OF THE SOLID WASTE
ASSOCIATION OF NORTH AMERICA, INC.**

[Affiliated with the Solid Waste Association of
North America, Inc., a California non-profit
public benefit corporation {"Association"}]

BY-LAWS

ARTICLE I - CHAPTER OBJECTIVES

1.1 Objectives. The objectives of the Chapter are to develop increased professionalism in the field of solid waste management; and effective integrated municipal solid waste management systems, including reduction, reuse, 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 II - MEMBERS

2.1 Members Authorized. The Chapter shall have such classes of members as correspond with the membership classes established and defined in the Association Bylaws.

2.2 Membership.

2.2.1 An individual who joins the Association in any membership class shall be considered a member of the Association and, if working or residing in the state of New York, shall be affiliated with this Chapter.

2.2.2 Application for membership shall be made in writing to the Association Offices.

2.2.3 The status of membership, including the suspension or termination thereof for non-payment of dues or for other reasons, shall be governed by the Association Policy Manual.

2.2.4 Any member may resign from membership by giving written notice to that effect to the Association and to the Chapter Secretary. However, resignation does not relieve the member of any obligations or commitments, financial or otherwise, the member may have to the Chapter or the Association incurred prior to resignation.

ARTICLE III - DUES

3.1 Schedule of Dues and Rebates. Dues for each membership class shall be established by the Association. The Chapter may assess additional or special dues.

3.2 Dues Payment Confers Benefits. Except as otherwise provided in these By-Laws, the payment of dues entitles members to all privileges and benefits of membership in the Chapter and the Association.

3.3 Dues Date. The timing and manner of paying, invoicing, disbursing and reimbursing dues shall be governed by the Association.

3.4 Collection of Dues. Annual membership dues shall be paid directly to the Association Offices.

ARTICLE IV - OFFICERS

4.1 Generally. The Officers shall consist of a President, one Vice President, a Secretary and a Treasurer.

4.2 President. The President shall call and preside at all meetings of the Chapter membership and of the Board of Directors at which he/she is present; shall nominate members of all committees, shall execute or approve on behalf of the Chapter all contracts, bonds and other written instruments approved by the Board of Directors; shall act as the Chief Executive Officer of the Chapter and supervise and manage the affairs of the Chapter; and shall perform such other duties incident to the office of President as may be prescribed from time to time by the Board of Directors.

4.3 Vice President. The Vice President shall assume the duties of the President in his/her absence or incapacity to act or if the office of President is vacant; shall be the principal advisor to the President on Chapter affairs; and shall perform other tasks incidental to the office of Vice President as may be prescribed by the Board of Directors.

4.4 Secretary. The Secretary shall attend, and shall keep full and correct minutes of, meetings of members, of the Board of Directors and of all committees; shall duly issue or serve all notices required to be given by the Chapter; shall maintain Chapter records other than financial records; shall prepare, or cause to be prepared, for use at meetings of the members the list or record of members and shall, upon request, certify such list; shall keep a current list of the Chapter's Directors and Officers and their business addresses; the Secretary shall be custodian of the seal of the Chapter and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same; shall have custody of the minute book containing the minutes of all meetings of members, Directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of some other person authorized by the Board of Directors to have such custody; shall prepare and submit in a timely fashion required annual, periodic or special

reports of the transactions and condition of the Chapter; and shall perform such other duties as may be prescribed by the Board of Directors.

4.5 Treasurer. The Treasurer shall attend all meetings of members and of the Board of Directors; shall have charge and custody of, and be responsible for, all monies and securities of the Chapter, and deposit all such funds in the name of and to the credit of the Chapter in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; shall collect all monies due and owing to the Chapter; shall pay amounts due to the Association; and shall pay all just and valid debts and obligations of the Chapter upon approval thereof by the Board of Directors.

4.5.1 The Treasurer, without prior approval of the Board of Directors, may incur an indebtedness not to exceed \$50.00 per month for ordinary Chapter expenses.

4.5.2 The Treasurer shall keep a correct and complete record of all receipts, disbursements and other monetary transactions; shall have general charge of the books of accounts and financial records of the Chapter; shall render periodic and required financial reports of the Chapter; and shall render periodic and required reports to the Board of Directors, to the Association, and to the membership showing the financial condition of the Chapter. Reports to the Board of Directors shall be rendered as often as the Board of Directors deems necessary.

4.6 Qualifications. All Chapter officers shall be at least eighteen years of age and members in good standing. No person may serve simultaneously as President and Vice President or as President and Secretary.

4.7 Election. The President, Vice President, Secretary and Treasurer shall be elected by majority vote of the Board of Directors at the first meeting of the Board of Directors following the annual business meeting of the Chapter.

4.8 Term of Office. Unless a shorter term or different commencement date is provided in the resolution electing such Officer, the term of office of each officer shall commence, after qualification, upon the first day of the Chapter's fiscal year following election and extend to the last day of a second fiscal year and until the Officer's successor is elected and qualified.

4.9 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then upon delivery.

4.10 Vacancies. If any office becomes vacant, the Board of Directors may elect any qualified person to fill such vacancy, except that the Vice President shall succeed the President. Unless a shorter term is provided in the resolution of the Board of Directors, the Officer so elected shall hold office for the remaining portion of the term of office and until a successor shall have been duly elected and shall have qualified.

4.11 Removal. An Officer may be removed, with or without cause, by two-thirds vote of the Board of Directors.

4.12 Succession in Office. Except for the Secretary and the Treasurer, no Officer may serve more than two consecutive terms in Office.

ARTICLE V - DIRECTORS

5.1 Generally. The Board of Directors shall manage the activities, property and affairs of the Chapter. The President or, in his/her absence, the Vice President shall chair the board and preside at all meetings. The Board shall meet at the call of the chair and not less than twice a year on such dates and at such times and places as the Board shall determine. Special meetings of Directors may be called by the President or any two Directors. A majority of the number of Directors fixed under these By-Laws shall constitute a quorum for the transaction of business. All matters shall be decided by majority vote of Directors present at a meeting at which a quorum exists. Each Director shall have one vote. Any action that can or must be taken at a Board meeting may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Directors.

5.2 Number: The Board of Directors shall consist of not less than three nor more than twelve members, and until changed by amendment to this By-Law the number of Directors shall be twelve. The number of Directors shall be determined from time to time by amendment of this By-Law by vote of a majority of the entire Board of Directors or by action of the members, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. As used in this Article, "entire Board of Directors" means the Director positions enumerated in this Section.

5.3 Qualifications: All Chapter Directors shall be at least eighteen years of age and members in good standing. Not less than one-third of the total number of Directors shall be Public Sector Members.

5.4 Election: Directors shall be elected by a plurality of the votes cast at the Annual Meeting of members except as otherwise required by law.

5.5 Term of Office: The term of office of a Director shall be two Chapter fiscal years. Each Director shall hold office until the expiration of the term for which he/she was elected or appointed, and until his/her successor has been elected or appointed and qualified.

5.6 Re-election of Directors: A Director may be re-elected to the position. An appointed Director may succeed himself/herself.

5.7 Newly Created Directorships and Vacancies: Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason shall be filled by appointment, by a majority vote of Directors then in office, regardless of their number. There shall be no classification of Directors filling newly created directorships until the next Annual Meeting of members. Directors

appointed to fill vacancies or newly created directorships shall serve until the next Annual Meeting of members, at which, the election of Directors is in the regular order of business, and until their successors are elected and have qualified.

5.8 Board Member Emeritus: Board Members Emeritus may be nominated and elected by the Board of Directors. Board Members Emeritus shall be selected from those board members who have served on the Board with distinction and excellence. Emeritus members shall serve two (2) year renewable terms for as long as they remain active in the affairs of the Chapter. A Board Member Emeritus shall be entitled to receive all written information provided to the Board of Directors, to attend all Board meetings, and to participate in committee meetings. Emeritus members shall not be subject to attendance policy, counted in determining a quorum, entitled to hold office, or entitled to vote at a Board meeting. A Board Member Emeritus is not to be included in the number of Board of Directors for the purposes of Section 5.2. A simple majority vote of directors present at a meeting at which a quorum is present is sufficient to approve an appointment.

5.8 Resignations and Removal of Directors.

5.8.1 Any Director of the Chapter may resign at any time by giving written notice to the President, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time specified, then on delivery.

5.8.2 Any or all of the Directors, including Emeritus Director, may be removed for cause by vote of the members, or by vote of the Directors provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting of Directors at which such action is taken. Any or all of the Directors may be removed without cause by vote of the members.

5.8.3 By a vote of two-thirds of its members, the Board may declare a vacancy on the Board or in any office by reason of (a) two or more consecutive unjustified absences from Board or Chapter meetings, (b) conviction of a criminal offense, or (c) conduct manifestly unethical or contrary to the best interests of the Chapter.

5.9 Advisory Board Delegate. The Board of Directors shall designate one of the Chapter members to serve as Advisory Board Delegate on the Association's Advisory Board. The purpose of this position is to provide mechanisms for the expression to the Association of the Chapter's views and opinions and for the explanation to Chapter members of the Association's policies, actions and plans.

5.9.1 The Delegate shall serve such term(s) of office and shall have such rights and responsibilities as provided in the Association Policy Manual.

5.9.2 The Officers and Directors are authorized and directed to support the Association's governance as expressed in a Memorandum of Understanding (MOU) adopted by and among all SWANA chapters in this Region, which includes New York, Northern New England and Southern New England. The Officers and Directors are authorized and directed to

assure the fulfillment of the MOU terms and conditions, and as they may be amended from time to time.

5.10 Action by the Board of Directors.

5.10.1 The act of the Board of Directors means action at a meeting of the Board by vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time.

5.10.2 Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

5.10.3 Any one 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 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.

5.11 Place of Meeting. The Board of Directors may hold its meetings at the principal office of the Chapter, or at such place or places within or outside of the State of New York as the Board of Directors may determine from time to time by resolution.

5.12 Annual Meetings. As soon as practical after each annual election of Directors, the Board of Directors shall meet for the purpose of organization and the transaction of other business. Notice of such meeting need not be given. Such first meeting may be held at any other time; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board of Directors.

5.13 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such times as may be fixed from time to time by resolution of the Board of Directors.

5.14 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, or by any two of the Directors. Notice shall be given orally, by facsimile, by mail, or by electronic mail and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one day before the meeting; if it is given by facsimile, by mail, or by electronic mail it shall be given not less than three days before the meeting.

5.15 Waivers of Notice. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.

5.16 Quorum.

5.16.1 A majority of the entire Board of Directors shall constitute a quorum for the transaction of business.

5.16.2 A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Director.

5.17 Organization: At each meeting of the Board of Directors, the President, or, in the absence of the President, the Vice President, shall preside, or in the absence of either of such Officers, a chair chosen by a majority of the Directors present shall preside. The Secretary shall act as secretary of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select its secretary.

5.18 Compensation: Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

5.19 Annual Report: The Board of Directors shall present at the Annual Meeting of members a report verified by showing, in appropriate detail, the following:

- (a) The assets and liabilities, including the trust funds, of the Chapter as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting.
- (b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- (c) The revenue or receipts of the Chapter, both unrestricted and restricted, to particular purposes during said fiscal period.
- (d) The expenses or disbursements of the Chapter for both general and restricted purposes, during said fiscal period.
- (e) The number of members of the Chapter as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period and a statement of the place where the names and places of business of the current members may be found.

This report shall be filed with the records of the Chapter and a copy thereof entered in the minutes of the proceedings of the Annual Meeting of members.

ARTICLE VI - COMMITTEES

6.1 Executive Committee and Other Standing Committees: The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees consisting of three or more Directors. The standing committees shall have such authority as the Board shall provide by resolution; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The submission to members of any action requiring members' approval under the law;
- (b) The filling of vacancies in the Board or in any committee;
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of the By-Laws, or the adoption of new By-Laws; and
- (e) The amendment or repeal of any resolution of the Board, which by its terms, shall not be so amendable or repealable.
- (f) The election or removal of Officers and Directors.
- (g) The approval of a merger or plan of dissolution.
- (h) The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of a corporation or, if there are no members entitled to vote, the authorization of such transaction.
- (i) The approval of amendments to the certificate of incorporation.

Any reference in these By-Laws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise provide.

6.2 Standing Committees. Until changed by amendment to these By-Laws, the following standing committees of the Board, which shall consist of at least three members, shall be appointed by the Board:

- (a) Executive
- (b) Membership
- (c) Awards
- (d) Scholarships
- (e) Audit

6.3 Special Committees. The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee

6.4 Other Committees. The President may appoint such other committees as necessary for conducting the business and affairs of the Chapter. All such committee appointments shall terminate at the end of the fiscal year.

6.5 Audit Committee. The Audit Committee shall consist of three members. Preference for appointment should be given to a past Treasurer and a past Secretary. The committee shall oversee the Chapter's financial affairs and, at such times as the Board directs, shall conduct a financial audit.

6.6 Nominating Committee: The President shall appoint at least three members in good standing to serve as a committee for the purpose of nominating Officers and Directors for the ensuing year. This committee shall submit its recommendations to the Board of Directors in advance of the Annual Meeting of the members. The President shall chair such election meeting. Nominations shall be allowed from the floor at the election meeting. Notice of nomination shall be given to the membership in the same manner and subject to the same limitations as apply to a Notice of the Annual Meeting.

6.7 Meetings: Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Chapter or the chair of the committee or by vote of a majority of all of the members of the committee.

6.8 Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

6.9 Tenure of Members of Committees of the Board. Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

6.10 Alternate Members. The Board of Directors may designate one or more Directors as alternate members of the Executive Committee or of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

ARTICLE VII - ELECTIONS

7.1 Qualification of Voters: Every member (except a Student Member) in good standing shall be entitled at every meeting of the members to one vote.

7.1.1 The Board of Directors may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than fifty nor less than ten days before the date of the meeting.

7.2 Voting. Whenever any corporate action, other than the election of Directors, is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation be authorized by a majority of the votes cast at such meeting.

7.3 Proxies.

7.3.1 Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for such member by proxy.

7.3.2 Every proxy must be signed by the member or the member's attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7.3.3 The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of incompetence or of death is received by the Secretary or an Assistant Secretary.

7.4 Inspectors of Election.

7.4.1 The Board of Directors, in advance of any meeting of members, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a meeting of members may, and on the request of any member entitled to vote thereat shall, appoint one or more inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his/her duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his/her ability.

7.4.2 The inspectors shall determine the eligible voting members present in person or represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or

consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any member entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.

7.5 List of Members at Meeting. A list or record of members in good standing, provided by the Association Membership Department, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the Chapter that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be members entitled to vote thereat may vote at such meeting.

ARTICLE VIII - MEETINGS OF MEMBERS

8.1 Annual Meeting. An annual meeting of the members shall be held at the Annual Conference of the Federation of New York Solid Waste Associations in the Spring, or at such other time and place as the Board of Directors shall determine, to elect Officers before October 1, and for the purpose of electing the Board of Directors, receiving reports, reviewing the By-Laws, appointing committees, and for the transaction of such business as may properly come before the meeting.

8.2 Special Meetings. Special meetings of the members may be called by the Board of Directors. Upon receipt of such call for a special meeting, the Secretary shall cause notice of the special meeting to be given as hereinafter provided. In any case, upon the written request of not less than ten (10) percent of the membership, which request shall specify a day and time for such meeting not less than two months nor more than three months from the date of such request, the Secretary shall call a special members' meeting for the purposes specified in such request and shall promptly give notice thereof as hereinafter provided or, if the Secretary fails to do so within five business days thereafter, any member signing such request may do so.

8.3 Notice of Meetings. Written notice stating the place, day and time of all meetings and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member and, unless it is an Annual Meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting.

8.3.1 A copy of the notice of any meeting shall be given to each member, personally or by first class postal mail or by electronic mail, not less than ten nor more than fifty days before the date of the meeting, or if by another class of postal mail, then not less than thirty nor more than sixty days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or if the member shall have filed with

the Secretary a written request that notices to the member be mailed to some other address, including an electronic mail address, then directed to the member at such other address.

8.3.2 Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him/her.

8.4 Quorum and Adjournment. Members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at a meeting of members shall constitute a quorum for the transaction of any business, provided that when a specified item of business is required to be voted on by a class of members, voting as a class, members entitled to cast ten percent (10%) of the total number of votes by such class shall constitute a quorum for the transaction of such specified items of business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

8.4.1 Despite the absence of a quorum, the members present may adjourn the meeting to another time and place and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If after the adjournment, however, the Board of Directors fixes a new record date for determining the members entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each member then entitled to notice under Section 7.1 of Article VII of the By-Laws.

8.5 Meetings of Members. Meetings of members shall be held at such time and place, within or outside of the State of New York, as is determined by the Board of Directors, but in no event less frequently than once each year. Any such meeting may be cancelled by the Board of Directors for sufficient cause.

8.6 Organization. At every meeting of the members the President, or in the absence of the President, the Vice President, or in the absence of such Officers, a person selected by the members present in person or by proxy at the meeting, shall act as chair of the meeting. The Secretary shall act as secretary of the meeting, and in the absence of the Secretary, a person selected by the members present in person or by proxy at the meeting shall act as secretary of the meeting.

ARTICLE IX - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

9.1 Execution of Contracts. The Board of Directors, except as provided otherwise in these By-Laws, may authorize any Office or Officers, agent or agents, in the name of and on behalf of the Chapter to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no Officers, agent or

employee shall have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

9.2 Loans. No loans shall be contracted on behalf of the Chapter unless specifically authorized by the Board of Directors.

9.3 Checks, Drafts, etc. All checks, drafts and other orders for the payment of money out of the funds of the Chapter, and all notes or other evidences of indebtedness of the Chapter, shall be signed on behalf of the Chapter in such manner as shall from time to time be determined by resolution of the Board of Directors.

9.4 Deposits. All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE X - INDEMNIFICATION AND INSURANCE

10.1 Indemnification of Directors and Officers. To the full extent authorized by law and subject to Section 10.2 of this Article X, the Chapter shall indemnify any person (“Indemnified Person”), made or threatened to be made, a party in an action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or intestate is or was a Director or Officer of the Chapter. If authorized and approved by the Board of Directors, the Chapter may purchase insurance to indemnify the Chapter for any obligation it incurs as a result of the indemnification of officers or directors.

10.2 Prohibited Indemnification. The Chapter shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

10.3 Advancement of Expenses. The Chapter may, on request of any Indemnified Person who is or may be entitled to be indemnified by the Chapter, pay or promptly reimburse the Indemnified Person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Chapter, with interest, for any amount advanced for which it is ultimately determined that he/she is not entitled to be indemnified under the law or Section 10.2 of this Article X. An Indemnified Person shall cooperate in good faith with any request by the Chapter that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

10.4 Indemnification of Others. Unless clearly prohibited by law or Section 10.2 of this Article X, the Board of Directors may approve Chapter indemnification as set forth in Section 10.1 of this Article X or advancement of expenses as set forth in Section 10.3 of this Article X, to a person (or the testator or intestate of a person) who is or was employed by the Chapter or who is or was a volunteer for the Chapter, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Chapter in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

10.5 Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 10.2 of this Article X. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-Laws.

10.6 Binding Effect. Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

10.7 Non-exclusive Rights. The provisions of this Article X shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Chapter with any Director, Officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article X, subject in all cases to the limitations of Section 10.2 of this Article X.

10.8 Authorization. Any indemnification shall be made by the Chapter only as authorized in each specific 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 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 XI - GENERAL

11.1 Office. The office of the Chapter shall be at the location of the Chapter Secretary.

11.2 Books and Records. There shall be kept at the office of the Chapter (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, the Board of Directors and the Executive Committee, (3) a current list of the Directors and Officers of the Chapter and their business addresses, (4) a list of records containing the names and addresses of all members, the class or classes of membership held by each and the dates when they respectively became the holders of record thereof and (5) a copy of these By-Laws.

11.3 Seal. The corporate seal shall be in the form of a circle and shall have inscribed thereon the following: NYSWANA, a New York Not-for-Profit Corporation.

11.4 Related Party Transactions.

11.4.1 The Chapter shall not enter into any related party transaction unless the transaction is determined by the Board of Directors, or an authorized committee thereof, to be fair, reasonable and in the Chapter's best interest at the time of such determination. Any director or officer who has an interest in a related party transaction shall disclose in good faith to the Board of Directors, or an authorized committee thereof, the material facts concerning such interest.

11.4.2 With respect to any related party transaction in which a related party has a substantial financial interest, the Board of Directors, or an authorized committee thereof, shall:

11.4.2.1 Prior to entering into the transaction, consider alternative transactions to the extent available;

11.4.2.2 Approve the transaction by not less than a majority vote of the directors or committee members present at the meeting; and

11.4.2.3 Contemporaneously document in writing the basis for the approval, including its consideration of any alternative transactions.

11.4.3 No related party may participate in deliberations or voting relating to a related party transaction in which he or she has an interest; provided that nothing in this section shall prohibit the board or authorized committee from requesting that a related party present information as background or answer questions concerning a related party transaction at a board or committee meeting prior to the commencement of deliberations or voting relating thereto.

11.4.4 As used in this section, the following terms shall have the indicated meanings:

11.4.4.1 "Related party" means (a) any director or officer of the Chapter or any relative of such individual or (b) any entity in which any individual described in clause (a) has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

11.4.4.2 "Related party transaction" means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the Chapter is a participant, except that a transaction shall not be a related party transaction if: (a) the transaction or the related party's financial interest in the transaction is insignificant, (b) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms, or (c) the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the Chapter intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

11.5 Loans to Director and Officers. No loans other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Chapter to its Directors or Officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or Officers are directors or officers or hold a substantial financial interest.

11.6 Fiscal Year. The fiscal year of the Chapter shall commence July 1 in each calendar year and end on June 30 of the following calendar year.

ARTICLE XII - AMENDMENTS

12.1 Amendments. The By-Laws of the Chapter may be amended or repealed by the members at the time entitled to vote in the election of Directors or by the Board of Directors. Any By-Law adopted by the Board may be amended or repealed by the members and, until otherwise provided in the By-Laws adopted by the members, any By-Law adopted by the members may be amended or repealed by the Board. If any By-Law regulating an impending election of Directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of the members for the election of Directors the By-Laws so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE XIII - CONFORMITY

13.1 Affiliation Agreement. Chapter operations and activities shall conform with state and federal law, these By-Laws, and the Association Policy Manual.