

**BYLAWS  
OF  
THE SOLID WASTE ASSOCIATION OF  
NORTH AMERICA,  
GEORGIA CHAPTER, INC.**

Affiliated with the Solid Waste Association of North America, Inc.  
("SWANA")

**SECTION 1**

**Name**

The name of the Corporation shall be **The Solid Waste Association of North America, Georgia Chapter, Inc.** (hereinafter referred to as the "Chapter").

**SECTION 2**

**Purpose**

The purpose of the Chapter is exclusively for charitable, educational and all other purposes as set out in the Articles of Incorporation as amended and filed with the Secretary of State on December 6, 1988, and within the meaning of the Internal Revenue Code. The Chapter shall: develop increased professionalism in the field of solid waste management; develop environmentally sound, economically competitive, and effectively integrated municipal solid waste management systems, including reduction, recycling, collection, transfer, processing, landfilling and waste-to-energy conversion of solid wastes; 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; and build the future of solid waste management through scholarships and programs.

**SECTION 3**

**Membership**

Application for membership shall be made in writing to the SWANA Offices. An individual who joins SWANA in any membership class and who works or resides in the state of Georgia shall be affiliated with this Chapter. Such individual shall have all membership rights and privileges at SWANA and Chapter functions and activities unless and until SWANA or the Chapter suspends or terminates membership. The SWANA Membership Department maintains the official roster of all members in good standing.

The Chapter shall have the following classes of members:

3.1. Public Sector Member. A Public Sector member shall be any individual:

- (a) who is employed by a public agency or a non-profit or tax-exempt organization responsible for:
  - (1) education in solid waste management or a related field, or
  - (2) planning, developing, implementing, regulating or operating solid waste management systems
- (b) whose interests coincide with the objectives of the Chapter and SWANA.

3.2. Private Sector Member. A Private Sector Member shall be:

- (a)(1) a self-employed individual working in solid waste management or a related field, or
- (a)(2) an employee of a for-profit organization that furnishes goods or services for the planning, development, implementation or operation of solid waste management systems; and
- (b) whose interests coincide with the objectives of the Chapter and SWANA.

3.3. Student Member. A Student Member shall be a full-time student who is enrolled in courses pertinent to, and who has an interest in, the objectives of the Chapter and SWANA. A Student member may attend meetings, seminars and equipment shows of the Chapter and SWANA. A Student Member shall be exempt from event registration fees but shall pay for meals consumed. A Student Member shall have all the rights and privileges of membership except the right to vote and hold office.

3.4. Life Member. Life Members shall have all rights and privileges of membership. Such members shall be exempt from dues.

3.4.1. The SWANA Board of Directors may grant life membership to members of SWANA. No more than three life memberships may be awarded by SWANA in a fiscal year, one of which shall be awarded to the SWANA Past President at the completion of his/her term. If a Past President does not complete a full term of office, the SWANA Board may nevertheless award a life membership. Criteria for the award of a Life Membership shall be established in the SWANA Policy Manual.

3.4.2. No more than one life membership shall be granted by the Chapter in a fiscal year. Chapter awards of life membership do not count in the limit placed

upon SWANA. Dues for Life Memberships awarded by the Chapter shall be paid by the Chapter.

- 3.5. Honorary Member. Honorary Members shall have all rights and privileges of membership. Such members shall be exempt from dues.

The Board may grant honorary membership to nonmembers of the Chapter including Chapter Staff. Honorary membership is for life. Not more than one Honorary Membership per fiscal year shall be granted. Criteria for the award of Honorary Membership shall be as established in the SWANA Policy Manual.

- 3.6. Retired Member. A Retired Member shall be any individual member of the Chapter who has retired from full-time employment in the field of solid waste management. A Retired Member shall have all rights and privileges of active members of SWANA and the Chapter.

Membership rights may be suspended or terminated, in whole or in part, for the substantive grounds and according to procedures set forth in the SWANA Policy Manual.

## **SECTION 4**

### **Meetings of Members**

- 4.1. Annual Meeting. An annual meeting of Members shall be held each year on such date and at such place as the Board of Directors shall fix and determine.
- 4.2. Special Meetings. Special meetings of Members may be called by the President, by a majority of the Board of Directors, or by five percent or more of the Members. Upon receipt of such call for a special meeting, the Secretary shall give notice of the special meeting as hereinafter provided.
- 4.3. Notice of Meetings. Written notice of all meetings shall be given not less than 30 nor more than 90 days prior to the date of the meeting to each member who is entitled to vote at such meetings. Such notice may be given in the newsletter or by other means as determined by the Executive Committee (EC). Such notice shall state the place, date and time of the meeting and (a) in the case of a special meeting, the general nature of the business to be transacted with no other business allowed to be transacted, or (b) in the case of the regular meeting, those matters which the Board, at the time the notice is given, intends to present for action by the Members. The notice of election of Directors shall be given by ballot which must include the names of all individuals who are nominees at the time the notice is given to Members.
- 4.4. Quorum. Ten percent (10%) of the membership of the Chapter present in person or by proxy at any meeting shall constitute a quorum for any matter stated on the notice of meeting. Twenty percent (20%) of the membership of the Chapter present in person or by

proxy at any meeting shall constitute a quorum for any matter not stated in the notice of meeting. If less than a quorum is present, the majority of the votes represented either in person or by proxy may adjourn the meeting from time to time, provided that the Secretary shall notify the absent Members of the time and place of such adjourned meeting.

- 4.5. Proxies. All proxies shall be in writing signed by the Member and dated. A proxy shall not be effective unless it is received by the Secretary. A proxy shall not be valid for more than 11 months from its date of execution.

## SECTION 5

### Dues, Assessments and Finances

- 5.1. Establishment of Dues. Members shall pay annual SWANA and Chapter dues directly to the SWANA Offices. SWANA membership dues for each membership category shall be determined by the SWANA Board of Directors.
- 5.2. Dues and Assessments Management. The timing and manner of paying, invoicing, disbursing, reimbursing and rebating dues shall be governed by SWANA.
- 5.3. Administrative and Fiscal Year. The Chapter's administrative and fiscal year shall be from July 1 through June 30.
- 5.4. Chapter Dues. The Chapter may establish and levy dues, assessments, and fees on its Members in addition to amounts established and levied by SWANA.
- 5.5. Form of Payment. Annual SWANA and Chapter dues shall be paid in U.S. dollars.
- 5.6. Execution of Documents. The Board of Directors may authorize any officer, agent, or agents, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authorization may be general or confined to specific instances. In the absence of other designation, the President is authorized to enter into contracts on behalf of the Chapter. In the absence of other designation, all deeds, mortgages and instruments of assignments or pledge made by the Chapter shall be executed in the name of the President and the Secretary and shall have the Corporate Seal affixed thereto; and when so executed no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.
- 5.7. Deposits. All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of the Chapter or otherwise as the Board of Directors, Treasurer, or any other officer of the Chapter to whom power in that respect shall have been delegated by the Directors shall select.
- 5.8. Financial Audit. The books of the Chapter may be audited annually by a Certified Public Accountant who shall make a report to the Board of Directors.

## **SECTION 6**

### **Board of Directors**

- 6.1. Duties and Powers. The Chapter shall be controlled and administered by a board of directors, herein the “Board of Directors”. The Board of Directors shall constitute the Chapter’s governing body and shall plan for and oversee the operations, finances, policies, personnel, contracts, and membership requirements of the Chapter. However, the Board may delegate to an Executive Committee any of its duties and powers.
- 6.2. Number and Term of Office. The number of Directors shall be up to thirteen (13). The Board shall be comprised of the President, Vice President, Secretary, Treasurer, Past President, SWANA Advisory Board Delegate, Private Sector Director and up to six (6) Members elected by the membership as set out in paragraph 6.3 of these Bylaws. The Directors elected in the October 2019 election shall serve an extended term through June 30, 2022, for the purpose of implementing the change to the fiscal year as set out in paragraph 5.4 of these Bylaws. Thereafter, each Director shall hold office for the term of two (2) years and until his or her successor shall have been elected or appointed and qualified or until his or her earlier resignation, removal from office, incapacitation, or death.
- 6.3. Election. The Board of Directors shall be elected by a vote of the membership for a term beginning July 1 and continuing for a two-year term and until their respective successor has been duly elected and installed into office. Ballots shall be sent by the Secretary to each member in good standing at the time of distribution by U.S. postal mail on or before May 1 with instruction to the membership that all ballots should be returned to the Secretary or his or her designee on or before June 1. Return of such ballots shall, at the discretion of the Member, be returned by U.S. mail or electronically by fax or email to the Secretary at the address as indicated on the ballot.
- 6.4. Filling of Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, incapacitation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, shall elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, even though the remaining directors may not constitute a quorum of the Board of Directors. A director shall be considered incapacitated if for any reason he or she shall be unable to carry on the duties of office and the remaining directors shall have declared such director incapable of service by a majority of the sitting directors.

Similarly, and in the event of the number of directors being increased as provided by these Bylaws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until his or her successor shall have been elected or appointed and qualified or until his or her earlier resignation, removal from office, incapacitation, or death.

- 6.5. Place of Meeting. The Board of Directors may hold their annual meeting at the Chapter's Annual Meeting of the Members, or the Board may hold meetings at any other time either within or outside the State of Georgia, at such place or places as they may from time to time determine by resolution or by written consent of all the Directors. The Board of Directors may hold their meetings by conference in person or by telephone, or other similar electronic communications equipment.
- 6.6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any Director. The Secretary shall give notice of each special meeting of the Board of Directors, at least two (2) days prior to the meeting by personal delivery, email or facsimile; but such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. A Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Any Director may, in writing, waive notice of the time and place and object as to any special meeting.
- 6.7. Quorum. A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these Bylaws.
- 6.8. Unanimous Consent without Meeting. Any action required by or permitted to be taken by the Board at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Members of the Board. Such writing or writings shall be filed with the minutes of the proceedings of the Board.
- 6.9. Required Vote. The vote of a majority of those Directors present at any meeting at which a quorum is present shall be necessary for the passage of any resolution or act of the Board of Directors, except as otherwise expressly required by law or these Bylaws.
- 6.10. Compensation of Directors. Each Director shall serve without compensation.
- 6.11. Removal of Directors.
- 6.11.1. For Cause. The Board may declare vacant the position or office of a Director who has (a) been declared incapacitated as set out in paragraph 6.4 above, (b) been convicted of a felony, or (c) failed to attend two consecutive Board meetings.
  - 6.11.2. Without Cause. Any Director may be removed without cause if such removal is approved by the Members, except that (a) any Director elected

by the Members of the Chapter may be removed only by a majority vote of the Members of the Chapter and (b) when, under these Bylaws, a person or persons is/are entitled to designate one or more Directors, then (unless otherwise provided in these Bylaws) any Director so designated may be removed without cause by the designating person or persons.

6.12. Executive Committee (EC).

- 6.12.1. The Executive Committee (EC) shall be responsible for budget, operations, and management of the Chapter. The EC is authorized to act on all Chapter activities and affairs, except for electing officers, directors and/or amending these Bylaws without vote of the Membership.
- 6.12.2. The EC shall be composed of the President, Vice-President, Treasurer, Secretary, Past President, Private Sector Director and SWANA Advisory Board Delegate. The President, Vice-President, Treasurer and Secretary shall be elected to those respective positions by the Membership. The Past President shall be appointed by the Board of Directors by virtue of having been the previous president. The Private Sector Director and Advisory Board Delegate shall be elected by the Membership and appointed to these positions by the Board of Directors.
- 6.12.3. Four Members of the EC shall constitute a quorum.
- 6.12.4. The EC shall contain no more than three (3) Private Sector Members in addition to the Private Sector Director.
- 6.12.5. The Advisory Board Delegate shall be a Member of any class elected by the Membership and appointed to the EC by the Board of Directors. The Advisory Board Delegate shall also serve on the Advisory Board to the SWANA Board of Directors providing a means whereby views and opinions of the Chapter can be directed to SWANA and whereby policies, actions and plans of SWANA can be explained and interpreted to the Officers, Directors and Members of the Chapter. The rights and responsibilities of the Advisory Board Delegate shall be governed by the SWANA Policy Manual. The Advisory Board Delegate shall be eligible to serve as the Regional Director to the SWANA Board of Directors upon election or appointment by the Advisory Board Delegates from all Chapters in SWANA Region 4.

## SECTION 7

### Officers

- 7.1. Titles. The officers of the Chapter shall be (in order of seniority) President, Vice-President, Treasurer, Secretary, and Past President, three of whom must be Public Sector Members.
- 7.2. Qualifications. All officers of the Chapter shall be Members of SWANA in good standing.
- 7.3. Election. The President, Vice-President, Treasurer and Secretary shall be elected by the Members present in person or by proxy by a vote of the membership as set out in paragraph 6.3 of these Bylaws for a term beginning July 1 and continuing for a two-year term and until his or her respective successor has been duly elected and installed into office. No person may serve concurrently in more than one office.
- 7.4. President. The President shall call and preside at all meetings; shall nominate all persons for membership on all committees; shall execute or approve on behalf of the Chapter all contracts, bonds and other written instruments; shall guide the business and 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.
- 7.5. Vice-President. The Vice-President shall assume, in the absence of the President, the duties of the President and shall perform such other duties as may be prescribed by the Board of Directors.
- 7.6. Treasurer. The Treasurer's duties shall include, but shall not be limited to: analyzing financial records, reviewing expenditures and Chapter records, and periodically reviewing the Chapter's financial condition.
- 7.7. Secretary. The Secretary shall keep complete and accurate minutes of all meetings of the Chapter, shall cause all required notices to be issued, shall oversee the maintenance of Chapter records, and shall perform such other duties as the Board of Directors may prescribe.
- 7.8. Past President. The Past President shall be the most immediate Past President eligible to hold office in the Chapter. If a serving Past President resigns or is unable to continue in such office, the next eligible Past President shall assume the duties of the Past President.
- 7.9. Vacancies. Vacancies in any office shall be filled by the Board of Directors, except that the Vice-President shall succeed to a vacancy in the office of President.
- 7.10. Removal of Officers.
  - 7.10.1. For Cause. The Board may declare vacant the position or office of an Officer who has (a) been declared incapacitated as set out in paragraph 6.4

of these Bylaws, (b) been convicted of a felony, or (c) failed to attend two consecutive Board meetings.

- 7.10.2. Without Cause. Any officer may be removed without cause if such removal is approved by the Membership, except that any officer elected by the Members of the Chapter may be removed only by a majority vote of the Members of the Chapter.

## **SECTION 8**

### **Committees**

The Board of Directors shall establish the following committees: Nominating; Awards; Scholarship; Membership; Road-E-O; Technical Programs; and Legislative.

8.1. Duties of the Committees shall be as follows:

- 8.1.1. Nominating Committee: The President shall appoint a Nominating Committee (composed of not less than three Directors and other Members as deemed necessary and appointed by the President). A majority of this committee shall be comprised of Public Sector Members, and this committee shall be chaired by the immediate Past President. The Nominating Committee shall determine a candidate for Secretary and confirm the advancement of the current officers to the next level of office. Officers of the Chapter may advance every 2 years, subject to recommendation by the Nominating Committee, and election by the Members as set out in paragraph 6.3 of these Bylaws.

If more than one office is open due to resignation, change of membership status, or (as determined by the Chapter Board of Directors) failure to perform or lack of desire to serve, then the committee shall consider nominees for additional offices in the following order:

Treasurer,  
Vice-President  
President.

- 8.1.2. Awards Committee: This Committee is responsible for promoting the Chapter's and SWANA's Awards Programs. The Chapter's Awards Committee Chairperson, in conjunction with the Awards Committee, is responsible for reviewing and making recommendations of nominees to the Board of Directors for the Chapter Awards Program. The Chapter Awards Chairperson/Committee is also responsible for making recommendations to the Board of Directors regarding an appropriate prize for its Chapter winners. The Chapter's Awards Chairperson, in conjunction with the

Awards Committee, is responsible for forwarding nominees to SWANA for the Annual Awards Program. See Section 9 of these Bylaws.

- 8.1.3. Scholarship Committee: This Committee is responsible for promoting the Chapter's Scholarship Program as well as SWANA's Scholarship Program. The Chapter's Scholarship Committee/Chairperson is responsible for forwarding completed scholarship applications to the SWANA Offices – Attention: Scholarship Committee Liaison. The nominees are then provided to the SWANA Scholarship Committee for discussion and review at WASTECON®.
  - 8.1.4. Membership Committee: The Membership Committee is responsible for conducting ongoing programs and developing long range plans which would increase the Chapter's membership. Among the activities of this Committee should be the development of membership drives and campaigns, the establishment of incentives for people who bring in the most members, recognition of Members' outstanding achievements and keeping track of Chapter membership. The Chair of this Committee should work closely with SWANA's Manager of Chapter and Membership Services and the Chapter Treasurer who would be receiving monthly updated membership lists from the SWANA offices.
  - 8.1.5. Road-E-O Committee: The Road-E-O Committee is responsible for organizing and promoting the annual Chapter Equipment, Mechanic and Truck Road-E-O. Committee responsibilities include: securing the event location; soliciting sponsors; planning; setting up courses and tests; and overseeing the competition and any associated activities.
  - 8.1.6. Technical Programs Committee: This Committee is responsible for planning and promoting the Chapter's semi-annual technical conferences. This Committee works closely with the Chapter's Administrative Coordinator, or other agent or employee of the Chapter so designated by the Board of Directors, to hold the semi-annual events.
  - 8.1.7. Legislative Committee: This Committee is established to track federal, state and local legislation and regulation that affects the solid waste industry. The Chair is responsible for remaining current on the issues. The Chair should be an individual who has ongoing and immediate access to legislation and regulations.
- 8.2. The Directors may also form any such additional committees as may be necessary from time to time to conduct the affairs and programs of the Chapter or SWANA.
  - 8.3. The Directors may disband or suspend the activities of any committee formed under these Bylaws for reasons determined to be in the best interest of the Chapter.

8.4. Members are encouraged to participate on and support the organized committees.

## **SECTION 9**

### **Awards Program**

The Chapter shall have an Awards Program to recognize individuals and organizations for their contributions to solid waste management and public health/environmental protection. Nominees will be considered annually. The Awards Committee shall review the nominees and make appropriate recommendations to the Board. See Section 8.1.2. in these Bylaws.

## **SECTION 10**

### **Regional Memorandum of Understanding**

The Chapter has entered into a Memorandum of Understanding (MOU) with other SWANA Chapters in Region 4. Chapter 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.

## **SECTION 11**

### **Indemnification**

11.1. Unless otherwise provided in the Articles of Incorporation, the Chapter shall indemnify or obligate itself to indemnify any individual made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals (other than an action, suit or proceeding by or in the right of the Chapter) because such individual is or was a director of the Chapter, or was serving at the request of the Chapter as a director, officer, agent, or employee of the Chapter or serving at the request of the Chapter as a director, officer, agent, or employee of another Corporation, partnership, joint venture, trust or other enterprise for reasonable expenses, judgments, fines, penalties and amounts paid in settlement (including attorney's fees), incurred in connection with the proceeding if such individual acted in good faith and in a manner as such individual reasonably believed, in case of conduct in his or her official capacity with the Chapter, to be, and in all other cases not opposed, in the best interest of the Chapter, and, in the case of any criminal proceeding, such individual had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the director, officer, employee or agent did not meet the standard of conduct set forth above. Indemnification permitted under this section in connection with a proceeding by or in the right of the Chapter is limited to reasonable expenses incurred in connection with the proceeding.

The Chapter may not indemnify a director, officer, employee or agent of the Chapter under this section in connection with the proceeding by or in the right of the Chapter in which

such individual was adjudged liable to the Chapter, or in connection with any other proceeding in which such individual was adjudged liable on the basis that personal benefit was improperly received by such individual.

- 11.2. Mandatory Indemnification. To the extent that a director, officer, agent, or employee of the Chapter has been successful, on the merits or otherwise, in defense of any proceeding as described in paragraph 11.1 of these Bylaws, or in defense of any claim, issue or matter therein, the Chapter shall indemnify the director, officer, employee or agent against reasonable expenses incurred by such individual in connection therewith.
- 11.3. Advance for Expenses. The Chapter shall pay for or reimburse the expenses incurred by any director of the Chapter who is a party to a proceeding in advance of final disposition of the proceeding if (a) such individual furnishes the Chapter written affirmation of his good faith belief that he or she has met the standard of conduct set forth in paragraph 11.1 of these Bylaws; and (b) he or she furnishes the Chapter a written guarantee executed personally or on his or her behalf to repay any advance(s) made if it is ultimately determined that he or she is not entitled to indemnification under this Section 11. The guarantee required by this Section 11 must be an unlimited general obligation that need not be secured and may be accepted without reference to financial ability to make repayment.
- 11.4. Court Ordered Indemnification and Advances for Expenses. Any director, officer, employee or agent of the Chapter who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction.
- 11.5. Determination and Authorization of Indemnification. Except to the extent provided in paragraph 11.1 of these Bylaws, and except as maybe ordered by the court, the Chapter may not indemnify a director, officer, employee or agent under this Section 11 unless authorized thereunder and a determination has been made in the specific case that indemnification of the director, officer, employee or agent is permissible in the circumstances because such individual has met the standard of conduct set forth in paragraph 11.1 of these Bylaws. The determination shall be made as follows:
  - a. By the Chapter Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
  - b. If a quorum cannot be obtained, by a majority vote of a committee duly designated by the Chapter Board of Directors (in which designation directors who are parties may not participate), consisting solely of two (2) or more directors not at the time parties to the proceeding; or
  - c. By special legal counsel
    - i. Selected by the Chapter Board of Directors or its committee in the manner prescribed in sub-section (a) or (b) of this paragraph 11.5; or

- ii. If a quorum of the Board of Directors cannot be obtained and a committee cannot be designated or selected by majority vote of the full Chapter Board of Directors (in which selection directors who are parties to the proceeding may participate).
- 11.6. Authorization of Indemnification. Authorization of indemnification or determination of an obligation to indemnify and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to the reasonableness of the expenses shall be made by those entitled under sub-section (c) of Section 11.5 to select counsel.
- 11.7. Non-exclusiveness; Heirs. The indemnification provided by this Section 11 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles, these Bylaws, any agreement, vote of members, any insurance purchased by the Chapter or otherwise, both as to action of his or her official capacity while holding such office, and shall continue as to a person who has ceased to be a director, trustee, officer, agent, or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.
- 11.8. Purchase of Insurance. The Chapter may purchase and maintain insurance on behalf of any person who is or was a director, officer, agent, or employee of the Chapter, or is or was serving at the request of the Chapter as a director, trustee, officer, agent, or employee of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability under the provisions of this Section 11 or of the Georgia Business Corporation Code.

## **SECTION 12**

### **Amendments**

These Bylaws shall be amended by written ballot. Approval by written ballot shall require the affirmative vote of a majority of the number of member votes cast by written ballot, and the number of votes cast by written ballot shall equal or exceed the number required to establish a quorum for meetings as set out in paragraph 4.4 of these Bylaws.

## **SECTION 13**

### **Conformity**

The Chapter shall conform in its activities with the provisions of these Bylaws, the Bylaws of SWANA, the SWANA Policy Manual, and applicable federal, state and local law.

## **SECTION 14**

### **Dissolution**

In the event of dissolution of the Chapter, the residual assets of the Chapter shall be distributed, transferred and paid over as provided in Article IV of the Articles of Incorporation, as amended December 6, 1988, and pursuant to all provisions as contained in the Georgia Nonprofit Corporation Code, O.C.G.A. § 14-3-101 et seq., as may be amended from time to time.

## **SECTION 15**

### **Corporate Seal**

The seal of the Chapter shall be in such form as the Chapter Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Chapter Board of Directors shall not have determined to adopt a corporate seal, the signature of the Chapter followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Chapter. The seal shall be in the custody of the Secretary and affixed on appropriate papers.

## **SECTION 16**

### **Prior Bylaws**

These Bylaws have been approved by a vote of the membership of the Chapter and shall supersede any and all prior bylaws of the Chapter effective October 1, 2019.