

Alabama Recycling Coalition

By-Laws

Organization

Section 1.01 The name of the organization shall be the Alabama Recycling Coalition; hereafter referred to as the Coalition.

Section 1.02 All meetings, including the annual business meeting, shall be called by the Board of Directors, hereafter referred to as the Board, with due notice to members.

Section 1.03 The Coalition has been organized and shall operate exclusively for charitable purposes.

Purpose

Section 2.01 The purpose of the Coalition shall be to unite those interested or engaged in the management of solid waste in Alabama including reduction, reuse, recycling, and composting.

Section 2.02 To inform and educate the public on solid waste reduction, reuse, recycling, and composting through activities such as sponsorship of conferences, seminars, educational meetings, publications, and curriculums.

Section 2.03 To assist members in improving their skills and techniques in solid waste reduction, reuse, recycling, and composting.

Membership

Section 3.01 Any individual, organization, or other entity may become a member of the Coalition upon submission of a written request to become a member and payment of the annual fee established by the Board. Membership shall begin upon submission of application and receipt of payment.

Section 3.02 There shall be five categories of membership: non-profit organization, government agency, business, individual, and associate.

- (a) Non-profit membership shall be open to all non-profit organizations.
- (b) Government agency membership shall be open to municipal, county, state, and federal government bodies, and state funded school systems.
- (c) Business membership shall be open to all businesses and trade associations.
- (d) Individual membership shall be open to all persons with an interest in supporting the purpose as outlined in Article 2.
- (e) Associate membership shall be open to employees of non-profits, government agencies, and business and trade organizations which are members of the Coalition. Associate members shall be classified as non-voting members.

Section 3.03 The Board shall establish (and may from time to time modify) a schedule of dues for membership, payable each year or for such longer or shorter periods as the Board shall determine.

Section 3.04 Upon written notification, membership may be transferred from one individual to another when the organization being represented has paid the dues.

Section 3.05 Any member may resign at any time by delivering a written resignation to the Coalition. Such resignation shall take effect upon the date of the receipt of the written resignation by the Coalition or by the date specified in the resignation, whichever is later. No resignation shall

entitle any member to the refund of any membership dues paid prior to such resignation.

Board of Directors

Section 4.01 The property, affairs, and activities shall be managed by a Board consisting of not more than nine (9) voting members of the Coalition.

Section 4.02 A simple majority of the Board members shall constitute a quorum for the transaction of Coalition business.

Section 4.03 The Board shall have a composition of members from the following categories as designated in Article 3. Board members should be selected, with strong representation of both the state geographically and from the public and private sectors, but the primary criteria shall be the interest in supporting the Alabama Recycling Coalition's mission and a commitment to engage fully in the activities of the organization.

Section 4.04 Procedures for conduct of a written ballot for officers and directors shall be as follows:

- (a) The Nominating Committee shall endorse a slate of candidates.
- (b) The Secretary shall submit the slate in ballot form to each qualified member at least thirty (30) days before the annual business meeting. Members may add any names for office on this ballot.
- (c) Each eligible ballot must be returned bearing a postmark no later than midnight five (5) days prior to the annual business meeting.
- (d) The President will appoint an audit committee of the Secretary and two (2) active members to count the ballots. A simple majority of those voting will be required for approval.
- (e) Officers and directors shall be installed at the annual business meeting and shall serve until successors are duly elected and installed.

Section 4.05 Board members shall serve two-year terms except during the first full year after the conception of the Coalition when eight (8) Board members shall be elected to serve a one-year term and nine (9) shall be elected to serve a two-year term.

Section 4.06 Any Board member may resign at any time by submitting written notice to the Coalition. Such resignation shall take effect upon the latter of either the Coalition's receipt of the resignation or such subsequent date as set forth in the notice.

Section 4.07 Any Board member may be removed with or without cause at any time by the affirmative vote of two-thirds of all members of the Coalition, given proper notice. The Board may remove a Director for cause by the affirmative vote of a two-thirds majority of the Directors then in office. Thirty (30) days written notice of the removal must be given.

Section 4.08 After three (3) unexcused absences, a Board member is automatically removed from the Board. Written notice of the pending removal shall be sent to the Board member after the second unexcused absence.

Section 4.09 The Board shall designate an Executive Committee consisting of the officers of the Board and the chairs of each of the Standing Committees of the Board. The Executive Committee shall conduct the business of the Board in the absence or in lieu of the full Board, in accordance with the general policies set by the full Board. The Board shall specify from time to time the extent of the decision-making authority of the Executive Committee.

Section 4.10 Vacancies occurring among the Alabama Recycling Coalition Board of Directors shall be filled for the unexpired portion of that term by the Board of Directors with a two-thirds majority. When a vacancy becomes available, each Board member may nominate one (1) candidate, while maintaining the balance of the Board as mandated in Article 4, Section 4.03.

Officers

Section 5.01 The officers of the Coalition shall consist of the President of the Board, Vice President, Secretary, and Treasurer.

Section 5.02 An officer shall be a member of the Board of the Coalition with at least one year of membership in good standing.

Section 5.03 Officers shall serve a term of two (2) years. Election shall occur by the Board at its annual meeting.

Section 5.04 Any officer may be removed by the Board with two-thirds of the Board concurring. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intent to consider said removal has been given to each Board member and to the officer affected at least ten (10) days prior to said meeting. Vacancies shall be filled by a two-thirds majority vote of the Board for the unexpired portion of the term.

Duties of Officers

Section 6.01 The President shall be the chief executive officer of the Coalition. The President shall preside at all meetings of the Board and shall have general supervision of the affairs of the Coalition. The President shall sign, as legal representative of the Coalition, all documents approved by the Board. In the absence of the President, the Vice President shall preside at meetings of the Board. The outgoing President shall remain on the Board as a non-voting member to assist and advise the newly appointed President for one year.

Section 6.02 The Vice President shall have such powers and perform such duties as the Board may prescribe or as the President may delegate to him or to her. The Vice President may, in the case of the President's absence or inability to act, temporarily act in his or her place.

Section 6.03 The Secretary shall be responsible for keeping the official records of the Coalition, including files and rosters.

Section 6.04 The Treasurer shall be the custodian of the funds of the Coalition, with responsibility for billing and collecting annual dues and preparing and presenting quarterly and annual financial statements to the Board in a format consistent with standard accounting procedures. When necessary and proper, he or she will endorse, with a current Board member, on behalf of the Coalition all checks, drafts, notes, and other obligations and evidences of the payment of money to the Coalition or coming into his or her possession; and he or she will deposit the same, together with all other funds of the Coalition in books belonging to the Coalition, which will be open at all times to the inspection of the Board.

Committees

Section 7.01 The Board shall designate standing committees as necessary for the conduct of the business of the Coalition. Such committees may consist of both Directors and members of the Coalition. The President of each committee shall be a member of the Board and shall be elected by the Board.

Section 7.02 The President of the Board shall establish a Nominating Committee consisting of three (3) to five (5) members of the Coalition, as approved by the Board. The nominating committee shall be convened at least two months before the annual membership meeting and it shall attempt to identify a slate of candidates for the Board. The Nominating Committee shall endorse a slate of candidates for the Board.

Section 7.03 The Board may designate one or more ad time hoc committees made up of membership and Board members. The Chairman of the ad hoc committee shall be appointed by the Board and need not be a member of the Board.

Section 7.04 Committees shall be advisory in purpose unless given additional power by the Board. Committees may adopt such rules for the conduct of business as are appropriate and shall not be inconsistent with

these By-Laws, the Articles of Incorporation, or state law. The Board may, from time to time request reports or other materials from committees.

Meetings

Section 8.01 There shall be at least one annual meeting of the Coalition and quarterly meetings of the Board. The annual meeting of the Coalition may be combined with quarterly meetings of the Board.

Section 8.02 Special meetings of the Board may be called at any time by the President or Vice President or by a member petition containing the signatures of twenty-five percent (25%) of the membership. The meeting will be held at such time and place or by phone, as may be specified in the notice of the meeting. The notice of such meetings shall state the business for which they are called, and no other business may be transacted at such meetings.

Section 8.03 At all meetings of the Board, except as at the time otherwise expressly required by statute or these By-Laws, all matters shall be decided by the vote of a majority of the Directors present and voting at the meeting or by a majority of the Directors voting by telephone if all members are polled by the Board President.

Section 8.04 Voting at any meeting of the Board may be in person or by proxy. Every proxy must be executed in writing by the Board member, and it shall contain a statement or statements indicating the Board member's preference on a specific issue or issues being voted on by the Board. A Board member voting by proxy must give his or her proxy to a member who will be attending the meeting. A member may only bring one proxy for another member to each meeting.

Section 8.05 Except as otherwise herein specifically provided, notice of regular and special meetings shall be given at least five (5) business days before the date of such meetings either personally, by mail, or telephone.

Rules of Order

Section 9.01 The rules contained in Roberts Rules of Order shall govern the deliberations of the Coalition and the Board in all cases in which they are applicable and not in conflict with the By-Laws of the Coalition.

Miscellaneous

Section 10.01 The Coalition will have the power to indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a Director, Officer, or employee (except in cases of willful misconduct). The Coalition will have the power to purchase or procure insurance for such purposes.

Section 10.02 The Board may authorize any officer or officers, agent or agents of the Coalition, in addition to the officers so authorized by these By-Laws to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Coalition. Such authority may be general or confined to specific instances.

Section 10.03 The Board shall establish a fiscal policy including check signing procedures. All checks, drafts and other orders for payment of funds will be signed by such officers or such other person or persons as the Board may from time to time designate.

Section 10.04 The Coalition will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of its members, Board, Executive Committee, and committees having any of the authority of the Board; and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Coalition may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

Amendments to the By-Laws and the Articles of Incorporation

Section 11.01 The By-Laws and Articles of Incorporation may be amended to include or omit any provision that could be lawfully included or omitted at the time the amendment is made. Any member may propose a change to the Board. The Board will present the proposed change to the membership. Upon written notice of at least thirty (30) days, any number of amendments or an entire revision of the By-Laws and/or the Articles of Incorporation may be submitted and voted upon at a general membership meeting and will be adopted at such meeting upon receiving at least a two thirds (2/3) affirmative vote of the members present.

Dissolution

Section 12.01 Upon the dissolution of the Coalition and after the payment of the provision for payment of all the liabilities of the Coalition, the Board will dispose of all of the assets of the Coalition exclusively for the purposes of the Coalition or to organizations under Section 501(c)(3) of the Internal Revenue Service code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.