

BY-LAWS
OF
THE MARYLAND RECYCLERS COALITION, INC.

ARTICLE I: NAME

The name of the organization shall be the Maryland Recyclers Coalition (referred to throughout this document as the MRC).

ARTICLE II: MISSION STATEMENT

The mission of this corporation shall be to initiate and engage in educational, scientific, investigative, and literary pursuits as allowed under the 501(c)(3) IRS status, including but not limited to the following:

- a. To promote sustainable reduction, reuse and recycling (the 3 “R’s”) of materials otherwise destined for disposal;
- b. To encourage a broad-based membership reflecting the cultural, racial, and geographic diversity of the State and a commitment to represent large and small recycling interests in the State;
- c. To promote the cooperation of private industry, educational and public institutions, non-profit organizations, government agencies, and the public at large in a unified effort to increase the recycling of pre- and post-consumer material;
- d. To encourage information exchange and technical assistance among recyclers;
- e. To provide information and education to the public, policy makers, and elected officials on waste reduction, reuse, recycling, and buying recycled products;
- f. To improve markets for recyclables and increase demand for recycled products;
- g. To promote sound economic policies based on the use of secondary materials;

- h. To coordinate efforts with other local, state, and national recycling associations to encourage sound regional approaches to procurement, market development, transportation packaging reduction, and education;**
- i. To advocate for public policies consistent with the goals listed above; and**
- j. To support organizations working at a national level to further the efforts listed above.**

ARTICLE III. MEMBERSHIP

Section 1. General Policy. Membership shall be open to all persons and organizations interested in the purposes of the MRC.

Section 2. Members. Members shall be individuals or organizations who contribute dues at a level adopted by the Board of Directors. Individual members who contribute dues at a level adopted by the Board of Directors as the threshold for voting membership and one designated representative from each member organization shall have voting rights and be eligible to serve on the Board of Directors and hold office.

Once an individual or organization becomes a member, that individual or organization remains a member through April 30th after the last calendar year for which applicable dues were paid. If renewal dues are not paid by April 30th, membership terminates.

Whenever a Director's status as a voting member would otherwise lapse (e.g., no dues covering the Director due to a change in employment), that Director remains a voting member until and unless four Board of Directors meetings pass without a dues payment covering that Director (either by that individual or an organization designating that Director as its voting representative). If no such dues payment has been made by the end of the fourth Board of Directors meeting, regardless of whether the Director receives prior notice of a dues payment problem, that Director's memberships in the organization and on the Board of Directors terminate immediately.

If the designated voting representative of a member organization is not present to vote at a membership meeting, an alternate shall have voting rights provided he/she shall have a written proxy from the Member representing that organization.

ARTICLE IV. MEETINGS OF MEMBERS.

Section 1. Annual Meeting. The membership of the MRC shall meet at least once per year, at a date, time, and place designated by the Board. At this annual meeting, the following items of business shall be considered:

- a. Election of Directors and Officers;
- b. Report of the activities of the past year; and
- c. Any other business of an appropriate nature.

Section 2. Special Meetings. Meetings of the membership in addition to the annual meeting may be convened by the Board Chairperson or a two-thirds vote of the Board of Directors. A petition presented to the Board signed by ten (10) percent of the current membership requesting a meeting and outlining the purpose of the meeting to be held, shall require the Board to call a special membership meeting.

Section 3. Notice. Notice of all meetings of voting members shall be mailed or delivered to every member at the address shown in the records of MRC. Such notice shall be mailed not less than fourteen (14) days prior to the date of such meeting. The notice shall specify the place, date, time, and purpose of the meeting.

Section 4. Quorum. A quorum for any meeting of the voting members shall be ten (10) percent of the voting members or 20 members, whichever is the lesser number.

Section 5. Voting. Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. An act of the majority of the members of the Coalition at a meeting counting a quorum shall be a valid act.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number. The affairs and activities of this Coalition shall be managed by a Board of Directors consisting of an odd number between eleven and seventeen voting members. The exact number within this range shall be set by resolution of the Board of Directors.

Section 2. Qualifications of Directors. Any individual voting member of the Coalition is eligible to be a Director.

Section 3. Election of Directors. A slate of Directors shall be proposed by a Nominating Committee. The Nominating Committee shall attempt to include at least two people representing each of the following: the recycling industry, the waste hauling industry, non-profit groups, at large citizen representatives, and local government representatives, including county, municipal, and regional bodies. Notice of nominations shall be made known to the membership not less than fourteen (14) days before the annual meeting. A posting of nominations on

MRC's web site not less than fourteen (14) days before the annual meeting shall suffice in this regard.

No more than one member representing an organization may be elected to the Board of Directors at any one time. The Directors shall be elected by the voting membership of the Coalition at the annual meeting. Nominations shall be allowed from the floor of the annual meeting. A majority vote of those attending the annual meeting is required. Individuals (not organizations) are elected as Directors.

Section 4. Terms of Directors. Each Director shall serve a two-year term. The Board of Directors' terms shall be staggered to assure continuity of membership and leadership on the Board, with approximately half of the members elected one year and the others the next year.

Section 5. Responsibilities of Directors. Board members should attend all MRC Board meetings, participate actively on at least one MRC committee, work to raise funds for the organization, bring in new members, and participate in planning for the organization.

Section 6. Interim Directors. The President may appoint an interim Board member if a Board member must miss four or more consecutive meetings due to medical reasons, parental leave, or other special circumstances.

Section 7. Resignations. Any Director may resign at any time by delivering a written resignation to the President. Such resignation will take effect on the date it is received by the President or the date as may be set forth in such notice, whichever is later.

Failure by a Director to attend four consecutive Board meetings constitutes an automatic resignation, regardless of whether the Director receives prior notice of an attendance problem. Annual membership meetings count as Board meetings for purposes of this section. The Secretary shall have primary responsibility for monitoring Board attendance, and for reporting to the Board whenever a Director has missed four consecutive Board meetings. However, regardless of whether or how soon the Secretary notifies the Board after a Director has been absent four consecutive meetings, that Director's resignation is automatic immediately following the fourth consecutive absence.

Section 8. Removal. Any member of the Board of Directors may be removed from the Board with cause by a three-fourths vote of the entire Board. A three-fourths vote of a quorum at a particular meeting is not sufficient for removal unless the threshold described in the previous sentence is met.

Section 9. Vacancies. In the event of removal, death, or resignation of a Director, or a vacancy created by reason of an increase in the number of Directors, the successor or new Director shall be elected by a majority vote of the remaining Board members at a Board meeting. A Director whose consecutive absences led to a vacancy may be elected to fill that vacancy. Any Director so elected shall start over with a clear attendance record.

Any member elected to fill a vacancy on the Board shall serve until the next annual meeting of the Coalition, at which time the membership at large shall determine who shall serve the remainder of the term, if any.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS.

Section 1. Regular Meetings. All meetings of the Board of Directors may be held with notice at such date, time, and place as the Board of Directors may determine and fix by resolution.

Section 2. Special Meetings. The Chairperson or any two or more Directors may call a special meeting.

Section 3. Quorum. A majority of the Board of Directors shall constitute a quorum. No business or resolutions may be enacted or passed without a quorum present. No proxies, written or otherwise, are valid for quorum or voting purposes.

Section 4. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these by-laws.

ARTICLE VII. OFFICERS

Eligible voting members of the MRC shall elect a President, Vice-President, Secretary, and Treasurer, and other subordinate officers as may be set by Resolution of the Board. The President, Vice-President, Secretary, and Treasurer are members of the Board of Directors. Such election will be made at the annual meeting. The term of office shall be for one year. A vacancy in any office may be filled for the unexpired portion of the term by a vote of the Board of Directors.

The Board of Directors shall elect a Chairperson at the first Board of Directors meeting following the annual meeting. The term of office shall be for one year. A vacancy in this office may be filled for the unexpired portion of the term by a vote of the Board of Directors.

The duties of the officers of the Corporation shall be such as are specified below and as such as usually pertain to such offices, as well as such as may be prescribed from time to time by the Board of Directors.

Section 1. President. The President shall preside at all general membership meetings and shall have general charge and direction of the business of the Corporation, and shall perform such other duties as are properly required by the Board.

The President shall appoint committee chairs and any co-chairs. Committee chairs and co-chairs must be MRC members, unless the Board approves a special exception.

Section 2. Vice-President. The Vice-President shall assist the President in performing duties, substitute for the President when the President is unavailable, and shall perform such other duties as are properly required by the Board.

Section 3. Chairperson. The Chairperson shall preside at all meetings of the Board and shall have general charge and direction of the business of the Board, and shall perform such other duties as are properly required by the Board.

Section 4. Treasurer. The Treasurer shall be the financial officer and will cause to be kept the fiscal accounts of the corporation, including an account of all monies received or disbursed. The Treasurer shall be responsible for filing of all Internal Revenue Service forms and other financial and organizational forms.

Section 5. Secretary. The Secretary shall keep or cause to be kept the minutes of meetings, give or cause to be given notice of meetings, and have custody of such minutes and records of the Corporation except to the extent some other person is authorized by resolution of the Board to have custody and possession of minutes and records. The Secretary shall also send or cause to be sent and receive or cause to be received correspondence of the Corporation.

ARTICLE VIII. COMMITTEES

Section 1. General Provisions. The Board of Directors may designate committees. Each committee will act to carry out specific tasks of the organization or make recommendations to the Board on specific issues. The designation of committees does not excuse the Board from the legal responsibilities of the organization.

Section 2. Executive Committee – General Provisions. In addition to any other standing committees, there shall be an Executive Committee comprised of the President, Vice-President, Secretary, Treasurer, and Chairperson. The Executive Committee's powers shall include only those powers as from time to

time may be delegated to the committee by the Board of Directors or outlined in Article VIII, Section 3. These powers may include, but not necessarily be limited to, the power to act on behalf of the Corporation between meetings of the Board of Directors. The Executive Committee shall act on the basis of consensus within the committee to the extent feasible, but may act on the basis of a majority vote.

Nothing in the preceding paragraph shall be construed to preclude the President from consulting with the Executive Committee or acting in accord or opposition to its advice to the extent the President is acting within the President's authority. Any action taken by the Executive Committee shall be reported to the Board of Directors no later than the Board of Directors meeting immediately following the action taken.

Section 3. Executive Committee – Special, Limited Powers. MRC's Executive Committee may act and/or advocate on behalf of MRC without prior authorization at a MRC Board meeting, subject to the following four requirements:

- a. At least four members of the Executive Committee must agree in writing on a common action or position; and
- b. The Executive Committee must e-mail the entire written agreement to the entire MRC Board; and
- c. At least five other MRC Board members (or at least four other MRC Board members if all five Executive Committee members have agreed in writing) must concur with the written agreement, without qualification, and so notify the entire MRC Board by e-mail; and
- d. The Executive Committee must certify to the entire MRC Board via e-mail that the Executive Committee has fulfilled all three of the above requirements prior to acting or advocating on behalf of MRC.

Until and unless the Executive Committee fulfills all four of the above requirements, any action or advocacy by the Executive Committee lacking authorization from a MRC Board meeting is null and void on behalf of MRC. In the interests of preserving organizational unity, the Executive Committee should take special care to provide full and timely follow-up notice to the entire MRC Board regarding its efforts in conjunction with invoking this section of the bylaws.

ARTICLE IX. AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended, added to or repealed by the affirmative vote of two-thirds of the members present at an annual meeting or at any special membership meeting regularly called after written notice of the agenda and the text of the proposed change of addition has been mailed to each member at the address given on the most current membership application at least fourteen (14) days prior to being voted on.

OR

These by-laws may be altered, amended, added to, or repealed by the affirmative vote of two-thirds of the entire Board of Directors at a regular or special meeting. A two-thirds vote of a quorum at a particular meeting is not sufficient for changing the by-laws unless the threshold described in the previous sentence is met.

ARTICLE X. FINANCIAL ADMINISTRATION

Section 1. Financial Procedures. The Board of Directors sets MRC's financial procedures by resolutions as approved from time to time.

Section 2. Fiscal Year. The Board of Directors sets MRC's fiscal year by resolution, and the fiscal year remains in force until and unless another fiscal year resolution is approved by the Board.

Section 3. Contracts. No contract may be entered into on behalf of the Corporation except as authorized by the Board of Directors, and such authority may be general or it may be confined to specific instances.

Section 4. Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies or with other depositories as the Board of Directors from time to time may determine.

Section 5. Checks and Other Indebtedness. All checks, drafts, endorsements, notes, and evidences of indebtedness of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine.

Section 6. Membership Renewal Policy. Membership dues and the deadline for payment shall be established by the Board of Directors. Membership dues shall be paid annually by all members. Any member whose dues are in arrears within three months of the due date for payment of dues may be suspended from membership. Any member who has been suspended for non-

payment of dues may be reinstated at the discretion of the Board of Directors upon payment of dues.

Section 7. Compensation. No member or Director of the Corporation may receive compensation for acting as a member or Director except as reimbursement for reasonable expenses incurred in fulfilling responsibilities as a member or Director.

ARTICLE XI. INDEMNIFICATION

The Corporation may, to the fullest extent permissible under applicable law, indemnify any person who is a party to, or is threatened by, pending, contemplated or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether by or in the right of the Corporation or otherwise) by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation. Indemnification may be against expenses (including attorney's fees), judgements, fines, and amounts paid in settlement of or in connection with any such action, suit, or proceeding, provided that such expenses, judgements, fines, and amounts are in a reasonable sum and are reasonably incurred.

ARTICLE XII. EXEMPT ACTIVITIES

These by-laws and any powers or authorizations contained herein shall be subject to the restrictions and prohibitions contained in the Certificate of Incorporation, and, notwithstanding any other provisions of these by-laws, no member, Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization which is exempt under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, and to which contributions are deductible under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of such Code (or the corresponding provisions of any subsequent law).

ARTICLE XIII. CORPORATE SEAL

The corporate seal shall consist of a circular disk with the name of the corporation, the year of incorporation and the words "Maryland" and "Seal" thereon.

ARTICLE XIV. DISSOLUTION.

Upon any dissolution of the Corporation, any assets remaining after payment of, or provision for, its debts and liabilities shall be paid to organizations qualifying as exempt organizations corresponding to provisions under the provision of Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of

subsequently enacted federal law. No part of the net assets or net earnings of the Corporation shall inure to the benefit of, or be paid or distributed to, an Officer, Director, member, employee or donor of the Maryland Recyclers Coalition.

MARYLAND RECYCLERS COALITION REIMBURSEMENT POLICY

Reimbursement for Expenses

Reimbursement for expenses within a 30-day period exceeding \$100 must receive prior approval from the MRC Treasurer. To be approved, an expense must be budgeted and must not exceed the budgeted amount. Under special circumstances, an unbudgeted expense may be approved in advance by the MRC Executive Committee. Prior approval is not required for budgeted expenditures under \$100 made by the committee chair.

Reimbursement must be submitted with receipt within 90 days of the event. The Maryland Recyclers Coalition is not liable for expenses submitted after 90 days or expended without prior approval in accordance with the aforementioned procedure.