

WYOMING SOLID WASTE AND RECYCLING ASSOCIATION BYLAWS

The Wyoming Solid Waste and Recycling Association (WSWRA) is a nonprofit corporation registered in the State of Wyoming under provisions of the Wyoming Nonprofit Corporation Act.

These bylaws are the governing rules for the Wyoming Solid Waste and Recycling Association (“Association”) and therefore govern the conduct and management of the affairs of the Association. Unless otherwise provided in the Association’s Bylaws, the 1992 Wyoming Nonprofit Corporation Act (W.S. 17-19-101) applies.

Effective date of adoption was August 31, 1999 by the Association membership. Final draft of bylaws ratified by Association membership on August 31, 2000. These bylaws remain in effect until otherwise amended, repealed or the Association is dissolved.

Article 1. NAME

The name of this organization shall be the "Wyoming Solid Waste and Recycling Association," abbreviated WSWRA.

Article 2. MISSION

The mission of the Association shall be the advancement of knowledge in the planning, operation and management of solid waste and recycling systems within the State of Wyoming, thus protecting the health and well-being of Wyoming's residents and resources.

Article 3. GOAL

The goal is to promote safe, efficient and cost-effective management of solid waste including waste reduction and diversion through recycling and reuse, also to encourage partnerships between government and volunteer recycling groups statewide and promote legislation which improves solid waste disposal and recycling opportunities.

Article 4. PRINCIPAL ADDRESS AND REGISTERED AGENT

4.1 Principal Address and Registered Agent. The Association shall maintain in the state a principal address and registered agent at such address, and may have other offices within the state.

4.2 Location. The principal address of the Association shall be City of Casper, Solid Waste Division, 1883 Station Road, Casper, WY 82601.

4.3 Change. Whenever the Association's principal address changes physical location, Section 4.2 shall be automatically revised to reflect the new address.

Article 5. MEMBERS

- 5.1 Eligibility. Any individual, organization or representative of an organization interested in the mission of the WSWRA may apply for membership in the Association.
- 5.2 The Executive Board reserves the right to refuse any application for membership or renewal.
- 5.3 Dues. Nonrefundable annual membership dues shall be determined by the Executive Board. The membership year shall be from annual meeting to annual meeting. All payments in excess of dues shall be considered donations and shall confer no special privileges on the donor other than membership in the Association.
- 5.4 Dues Categories and Voting. Members in attendance are entitled to votes according to their dues category, as follows:
- private individual - 1 vote
 - nonprofit organization - 1 vote
 - government <5000 - 3 votes maximum
 - government >5000 - 5 votes maximum
 - small business <20 employees - 1 vote (plus conference display; plus mailing list)
 - corporate >20 employees - 1 vote (plus conference display; plus mailing list)
- Voting delegates are to be determined at time of registration.
- 5.5 Quorum of the Membership. A quorum shall consist of a simple majority of those voting members in attendance during any vote of the members. An amendment to increase or decrease this number must be in accordance with W.S. 17-19-722.
- 5.6 Member's Agent. A member may have an agent as a proxy for a meeting(s) that the member is unable to attend. Mailed or faxed copies of proxies are acceptable. The Executive Board must approve proxy votes prior to the opening of meetings.

Article 6. EXECUTIVE BOARD

- 6.1 General Powers. The Executive Board shall have all the powers and duties necessary to manage and administer the affairs of the Association. All members of the Executive Board shall be members of the Association.
- 6.2. The Executive Board shall consist of ten members, representing the following categories:
- a. Two City/County representatives,
 - b. Registered Professional Engineering representative,
 - c. Industry representative,
 - d. Two Members at large,
 - e. Two Recycling representatives, whose primary responsibility is recycling,
 - f. WY Dept. of Environmental Quality Solid and Hazardous Waste Division representative (appointed annually for a one-year term by the Division Administrator)
 - g. A Secretary/Treasurer appointed by the Executive Board.
- Qualifications will be confirmed by the nominating committee.
- 6.3 Reimbursement. Executive Board members shall serve without pay and may apply for reimbursement of actual costs to attend board meetings or conduct Association business, with prior Board approval.

6.4 Tenure, selection. The term of office for each Executive Board member elected at the annual meeting shall be three years from the date of the annual meeting with initial terms of one year (two members), two years (two members) and three years (three members) in order to stagger terms. Members may be elected for successive terms.

6.5 Officers and Term of Office. Officers of the Association shall be a President, elected annually at the annual meeting by the Executive Board from the Board's members, and a secretary-treasurer appointed by the Executive Board from the organization's membership. The President shall have served on the Executive Board for at least one year. Officers may be elected or appointed for successive terms.

6.6 Duties of the President.

- a. Preside at meetings of the Association and the Executive Board;
- b. Take responsibility to implement the purpose of the Association as authorized in these Bylaws;
- c. Make assignments to members or committees;
- d. Act as spokesperson for the Association in consultation with Executive Board;
- e. Perform such other duties as directed by the Executive Board from time to time.

6.7 Duties of secretary-treasurer.

- a. Be responsible for the recording and storage of written minutes of all meetings of the Executive Board and coordinating the annual conference;
- b. Collect and receive all monies due, be custodian of these monies, deposit them in a bank designated by the Executive Board and disburse them subjected to periodic reviews by the Executive Board;
- c. Keep and maintain all financial records in conjunction with a certified public accountant and prepare a yearly financial statement and budget;
- d. Perform such other duties as directed by the Executive Board from time to time.

6.8 Meetings. The Executive Board shall meet at such times as necessary to conduct the business of the Association.

6.9 Vacancy. In case of a vacancy on the Executive Board between Association annual meetings, the Executive Board may appoint a qualified member of the Association of the same category to fill the vacancy until the next annual meeting.

6.10 Attendance. Any member absent from two consecutive Executive Board meetings without obtaining an excused absence from the President of the Association may be removed from office by a simple majority vote of those Executive Board members present.

6.11 Electronic Communication/Telephone Meetings The President may call a meeting of the Executive Board by electronic communication which may include:

- a) setting up a telephone conference call where business may be transacted, by

- telephoning members no later than 24 hours prior to such a meeting, or
- b) telephoning each member, or
- c) e-mailing each member.

Any business transacted by electronic communication shall be confirmed at the next regular meeting of the Executive Board by adoption of the minutes taken during the electronic communication.

6.12. Removal. Any officer elected or appointed by the Board may be removed from office with or without cause by a simple majority vote of the Executive Board members present.

6.13 Quorum of Executive Board. A quorum shall consist of a minimum of five (5) members of the Executive Board, and a simple majority vote of such quorum shall be sufficient to carry any measure before such meeting.

6.14 Legal Action. All legal actions entered into in the name of the Association shall require the affirmative vote of a simple majority of the Executive Board present at any regular or special meeting called in accordance with the Bylaws.

Article 7. COMMITTEES

The Association President may appoint committees to carry on specified work of the Association.

Article 8. STAFF

The Executive Board may employ such staff as may be necessary to support the organization.

Article 9. ANNUAL MEETING

9.1 Time. The Association at its annual meeting shall decide on the time and place of the annual meeting or it may vote to delegate authority to the Executive Board to determine such date and place.

9.2 Business. During the annual meeting, these business items shall be considered at a minimum:

- a. Election of the Executive Board, after the initial year of existence of the Association.
- b. Report on activities and financial condition of the Association.
- c. Report of the past year's activities.
- d. Selection of host community for the annual conference.

Article 10. SPECIAL MEETINGS

10.1 Special meetings of the membership may be called by the President, a majority of the Executive Board, or by written petition of no less than twenty-five (25) percent of the general membership. These petitions shall be submitted to the Executive Board who then call a special meeting of the membership.

10.2 Notice of Meeting. Upon receipt of petitions requesting a special meeting, the Executive Board shall set a time and place within sixty (60) days for the special meeting. Any notice of a special meeting of the membership shall be in writing, shall state the place, day and hour of the meeting and the purpose for which it is called and be delivered personally, by mail or by facsimile. This notice shall not be less than ten (10) nor more than fifty (50) days before the date of the meeting.

Article 11. NOMINATIONS AND ELECTIONS

11.1 The President shall appoint a nominating committee prior to the annual meeting, composed of three Association members, including the immediate past President. This committee shall report to the President prior to the start of the annual meeting with nominations for those Executive Board positions that will be vacant.

11.2 Association members shall elect the Executive Board at the annual meeting from among these nominations.

Article 12. AMENDMENTS

12.1 Articles of Incorporation. The Articles of Incorporation may be altered, amended, or repealed or new articles adopted by the affirmative vote of two-thirds vote of the initial Executive Board during the two (2) initial years of existence of the Association at any regular or special meeting called in accordance with the Bylaws, and afterwards by the affirmative vote of no less than two-thirds of the membership in attendance at any annual meeting or special meeting.

12.2 Bylaws. The Bylaws may be altered, amended, repealed or new articles adopted by the affirmative vote of two-thirds (2/3) of the vote of the initial Executive Board during the two (2) initial years of existence of the Association at any regular or special meeting called in accordance with the Bylaws, and afterwards by the affirmative vote of no less than two-thirds (2/3) of the membership in attendance at any annual meeting or special meeting of the membership called for that purpose.

12.3 Proposal of Change. Proposals for changes to the Articles of Incorporation or the Bylaws after two (2) initial years of existence of the Association shall be submitted to the membership by first class mail or electronically by the Executive Board at least 30 days prior to being voted upon. Proposed amendments may be submitted by the Association Executive Board or by a petition signed by ten (10) Association members.

Article 13. FINANCIAL ADMINISTRATION

13.1 Fiscal Year. The fiscal year of the Association shall commence on the first day of January each year.

13.2 Dues. The Executive Board shall set the amount of dues for membership.

13.3 Annual Financial Report. A report shall be provided to the Executive Board by the treasurer no later than sixty (60) days after the close of the fiscal year and to the membership at the annual meeting. This report must contain the following information in appropriate detail:

- a. The assets and liabilities of the Association as of the end of the fiscal year.
- b. The principal changes in assets and liabilities during the fiscal year.
- c. The revenue or receipts and disbursements of the Association, both unrestricted and restricted to particular purposes for the fiscal year.

13.4 Contracts. The Executive Board must authorize any officer of the Association to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association. Such authority may be general or confined to specific instances.

13.5 Banking Account Signatories. The President and **Secretary-Treasurer** shall be the authorized signatories on the checking account.

13.6 Deposits. All corporate funds shall be deposited to the credit of the Association in such banks, or other depositories as the Executive Board may select.

13.7 Gifts. The Executive Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general, or for any special Association purpose.

Article 14. RECORDS

The Association shall keep the records required by Wyoming Statutes at its principal address. As specified by Wyoming Statutes, a member or the member's agent or attorney is entitled to inspect and copy the Association records at a reasonable time, if the member gives the Association written notice at least five (5) business days before the date on which the member wishes to inspect and copy the records. The Association may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or reproduction of the records.

Article 15. BONDING

The signatories on the bank accounts shall be bonded in the amount of \$100,000.

Article 16. INDEMNIFICATION

16.1 Litigation or Investigation. The Association shall, to the fullest extent possible, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, by reason of the fact that such person is or was an Executive Board member and/or an Officer of the Association and acting within the scope of the person's employment or position.

16.2 Insurance. The Association may purchase and maintain insurance for the Association and on behalf of any person who is to be indemnified against any liability asserted against such person.

Article 17. MISCELLANEOUS

17.1 Waiver of Notice. Whenever any notice is required to be given to any Executive Board member or member of the Association under the provision of the Bylaws or Articles of Incorporation, unless otherwise provided by law, a waiver in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Waiver shall be filed with the minutes of the corporate records.

17.2 Robert's Rules of Order shall be used at all Association meetings.

Article 18. DISSOLUTION

18.1 Voluntary Dissolution. Dissolution of the Association shall be voluntary and shall be carried out in the manner prescribed by the 1992 Wyoming Nonprofit Corporation Act (W.S. 17-19-1401 to 17-19-1408), or the corresponding section of any future Wyoming nonprofit corporation act.

18.2 Distribution of Assets Upon Dissolution. As stated in the Articles of Incorporation distribution of assets upon dissolution are, “that assets shall be distributed for one of more exempt purposes with[in] the meaning of section 501 c (3) of the Internal Revenue Code, or correspond[ing] section of any future tax code, or shall be distributed to a state or local government, for a public purpose, ” as the Executive Board in their sole discretion shall determine.