



Bylaws
Adopted June 24, 2019

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ARTICLE I. NAME & INCORPORATION

The name of the Corporation shall be the “Northeast Recycling Council, Inc.” (NERC). The Northeast Recycling Council, Inc. is incorporated in the state of Vermont as a non-profit corporation, per the Vermont Statute for Nonprofit Corporations (Title 11B of the Vermont Statutes Annotated).

ARTICLE II. PURPOSE

The purposes of the Corporation shall be to conduct research and educate the public about the environmental and economic benefits of recycling and source reduction in the Northeast as well as the United States. Recycling and source reduction includes reuse, re-manufacture, composting, and any other activity that decreases the amount and/or toxicity of material in the solid waste stream requiring disposal. The Corporation shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III. OFFICE

The registered office of the Corporation currently is located at 139 Main Street, Suite 401, Brattleboro, Vermont 05301. The principal office shall always be located in a member state.

ARTICLE IV. FISCAL YEAR

The fiscal year shall be from July 1 to June 30 of the following year.

ARTICLE V. MEMBERS

Section 1. Classes of Membership.

There shall be three classes of membership: voting, ex officio, and advisory.

Section 2. Voting Membership.

NERC's voting membership is comprised of public and quasi-public agencies, instrumentalities, and authorities that are statewide, and the District of Columbia and that have either paid state dues or committed to pay state dues to NERC for that fiscal year. There may be more than one voting member from a member state if more than one entity contributes to the state dues.

However, if no public or quasi-public agencies, instrumentalities, or authorities that are statewide from an individual member state have either paid or committed to pay dues to NERC for that fiscal year, then other instrumentalities of the state that represent a minimum population of 35,000, upon approval of the NERC Board of Directors, may become state and voting members upon payment in full of the annual state dues.

Section 3. Addition of New States to the Board of Directors.

By a two-thirds vote of the member states, new states may be authorized to become voting members upon the payment of dues.

Section 4. Appointment of Members of the Board of Directors.

Each voting member shall appoint an individual as its representative to the NERC Board of Directors. Such appointments shall expire after one year – unless renewed, upon the resignation of the individual from the Board, or a replacement is appointed in writing by the voting member. When a new voting member joins the organization, a new representative to the Board may be appointed when that entity pays state dues to NERC.

Section 5. Ex Officio Members.

The Board of Directors may vote by majority vote to add ex officio members to the Board on a case-by-case basis, for terms of one year.

The Board of Directors also has the authority to remove ex officio members by a majority vote.

Section 6. Annual Meeting.

There shall be an annual meeting of the voting members of the Corporation to be held each year during the second quarter of the fiscal year. At the annual meeting, the President and Treasurer of the Corporation shall report on the activities and financial status of the Corporation and the members may take up such other business as they deem warranted. Notice of the date, time, and location of the meeting, along with matters to be taken up at the meeting, shall be sent to all members of the Corporation no fewer than 10 nor more than 60 days before the meeting date. The meeting may be held outside the state of Vermont as long as it is held within a member state.

Section 7. Actions by Voting Members.

All actions of the Corporation that require a vote of the Corporation's governing body shall be taken by the Board of Directors.

Section 8. Advisory Membership.

Any interested person, association, organization, agency, or business may join NERC as a non-voting Advisory Member. Advisory members are invited to participate in Board of Directors meetings, workshops, subcommittees, working groups, and any other NERC organized event, except for participating on the

Executive Committee. Advisory Members may be present for voting actions taken by the Board of Directors. Exceptions to this apply when an executive session is called.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Membership & Appointment.

The Board of Directors shall be composed of the appointees of all voting members as well as any ex officio members approved by the Board. The Board of Directors shall be considered to have a vacancy when a voting member does not have an appointed member to the Board, no matter the cause of such vacancy.

Section 2. Number of Members of the Board of Directors.

At no time will the Board of Directors have fewer than three voting members. There is no maximum number of members of the Board of Directors.

Section 3. Powers.

The Board of Directors shall have the powers and duties of a Board of Directors as set forth in the Vermont Statute for Nonprofit Corporations (Title 11B of the Vermont Statutes Annotated) (the Act) and these bylaws. The Board shall elect the Corporation's and Board of Director's officers. The Board of Directors shall be entrusted with responsibility for defining the operating policies of the Corporation and shall separately adopt the annual operating plan and budget for each fiscal year. The Board shall maintain such standing committees as are specified in these bylaws and may from time to time create such additional ad hoc committees as may, in their judgment, be needed. The Board of Directors may delegate any of its powers to committees, subject to such limitations as the Board of Directors itself may impose or as limited by the Act.

Section 4. Resignation of Directors.

Any member of the Board of Directors may resign from the Board of Directors at any time by written notification to the President or Secretary of the Corporation. In the event that a voting member of the Board is unable to report their resignation, written notification from their supervisor will be accepted by the Corporation in place of a personal resignation.

Section 5. Vacancies.

A vacancy or vacancies on the Board of Directors shall not interrupt the continuity of corporate business, and the continuing voting members shall for this purpose be deemed to constitute the full Board of Directors. Any such vacancy(ies), however occurring (including by reason of an enlargement of the Board of Directors by amendment of these bylaws) shall preferably be filled as soon as conveniently possible.

Section 6. Removal of a Member of the Board of Directors.

The Board of Directors may, by affirmative majority vote, remove a voting member for failure to pay dues or failure to sustain a commitment to pay dues in any fiscal year.

ARTICLE VII. OFFICERS OF THE BOARD & CORPORATION

Section 1. Designation.

The principal officers of the Board of Directors and Corporation shall be the President, the Vice-President, the Treasurer, and the Secretary. The principal officers shall constitute the Executive Committee. Any officer other than the President and Secretary may hold more than one office at the same time.

Section 2. President.

The President shall be the principal officer for the Corporation, as well as of and for the Executive Committee, and shall preside at all meetings at which (s)he is present. The President shall also have such other powers and responsibilities as customarily or by statute belong to the office of the President of a corporation, or as may be designated from time to time by the Board of Directors. Only a voting member of the Board of Directors is eligible to hold the office of President.

Section 3. Vice President.

The Vice President shall be responsible to perform those duties designated by the President, and in the absence or incapacity of the President, shall perform the duties and functions of the President. Only a voting member of the Board of Directors is eligible to hold the office of Vice President.

Section 4. Treasurer. The Treasurer will be responsible for overseeing the preparation of, and present, all fiscal and financial accounts and reports of the Corporation, shall have oversight responsibility for the management of all funds and financial accounts, reports, and audits, for representation of the Corporation to all outside financial institutions and the IRS, and shall have such other powers and responsibilities as customarily or by statute belong to the office of Treasurer or as may be designated from time to time by the President or the Board of Directors. Only a voting member of the Board of Directors is eligible to hold the office of Treasurer.

Section 5. Secretary.

The Secretary shall record all minutes of the Board of Directors meetings and shall be responsible for authenticating records of the Corporation. The Secretary shall have such other powers and responsibilities as customarily or by statute belong to the office of Secretary, or as may be designated from time to time by the President or the Board of Directors, including signing grant applications and contracts on behalf of the Corporation. The Executive Director will serve as the Secretary to the Corporation and the Board of Directors.

Section 6. Executive Director.

The Executive Director shall be the Chief Executive Officer (CEO) of and the Secretary to the Corporation and as such shall have charge of the day-to-day affairs of the Corporation subject to the policies established by, and general supervision of, the Executive Committee. The Executive Director/CEO/Secretary shall be appointed by and report to the Board of Directors. The Executive Director/CEO/Secretary shall have full responsibility for recruitment, appointment, management, and termination, of all staff. The Executive Director/ CEO/Secretary shall have charge of all planning and institutional development activities, and shall be the principal representative and spokesperson of the organization internally, to the profession, and to the public. The Executive Director/CEO/Secretary shall perform, or oversee the performance of, all staff work for the Corporation and provide staffing to the Board of Directors and the Executive Committee. The Executive Director/CEO/Secretary shall be pro-active in identifying issues, opportunities, and challenges for the organization and Corporation, and in developing for Board of Directors consideration policies addressing or responsive to those matters.

Section 7. Elections.

All officers, with the exception of the Secretary, will be annually elected by a majority vote of the Board of Directors for a term of one year. Elections will take place each year during the fourth quarter of the Corporation's fiscal year, with the term of office running coincident with the fiscal year. Election of officers may occur between Board of Directors meetings pursuant to Article IX, Section 4 (Action without Meetings).

Section 8. Vacancies.

If the President vacates his/her seat, the Vice President becomes the President and a new Vice President will be elected by the Board of Directors. Other vacancies shall be filled by vote of the Board of Directors as needed. Election of officers may be held at Board meetings or by email.

ARTICLE VIII. COMMITTEES

Section 1. Designation.

Committees of the Board of Directors and of the Corporation shall consist of no less than three (3) individuals, at least one of whom shall be a voting member of the Board of Directors. The Executive Committee shall appoint the Chairs of committees and their membership. The Executive Committee will appoint one or more of its members to serve as an ex officio member of Committees, though their participation is left to their own discretion.

Section 2. Executive Committee.

There shall be an Executive Committee. The Executive Committee will be comprised of the President, Vice President, Treasurer, and Secretary. The Board may also elect one additional voting member.

The Executive Committee shall have general oversight of the Executive Director and may act in lieu of the full Board of Directors between meetings. The Executive Committee shall have responsibility for all decisions and projects assigned to it by the Board of Directors.

Section 3. Development Committee.

There shall be a standing Development Committee. The Development Committee shall work closely with NERC staff to develop policies, strategies, and systems to promote the organization and its benefits, and to ensure the sustainability and viability of the organization, including any assignments received from the Board of Directors or Executive Committee. Advisory Members may participate as voting members of this Committee. Any member of the Development Committee may serve as its chair. All votes by the Development Committee shall have the weight of recommendations to the Board of Directors and as such are not binding on the Board to the Corporation.

Section 4. Ad Hoc Committees.

Ad Hoc Committees and their members shall be appointed by the Executive Committee. All Directors, ex officio Board members, Advisory Members, and NERC staff may participate. Any member of the Ad Hoc Committee may serve as its chair. The Board of Directors shall be notified within 10 business days of the creation of an Ad Hoc Committee.

All Ad Hoc Committee members, other than NERC staff, will have voting rights. All votes by Ad Hoc Committees shall have the weight of recommendations to the Board of Directors and as such are not binding on the Board to the Corporation.

An Ad Hoc Committee member may designate other individuals from their state or organization to act on their behalf as a Committee member to address specific issues, without the express permission of the Executive Committee.

ARTICLE IX. VOTING

Section 1. When Votes will be Taken.

Votes by the Board of Directors will be taken upon a motion and second made by a voting member of the Board.

Section 2. Number of Votes to Carry a Motion.

Each member state shall be entitled to one vote, so that in any given vote by the Board of Directors no more than the number of states represented by voting members can be cast. It is the responsibility of the voting members from each state to decide how their vote will be determined among voting members from that state. Further, it will be the responsibility of the voting members from each state to designate a single individual to cast votes.

In order to carry any motion presented for a vote, there must be a quorum, and passage of such motion must be adopted by a majority of member states voting in the affirmative. Votes conducted by email between meetings shall be delivered to the NERC office within a period of voting of no less than 14 days.

Section 3. Voting by Proxy.

In the event that a voting member is unable to attend a Board meeting (whether physical or a conference call), the voting member may designate a proxy in writing to serve at one meeting and whose vote shall be considered acceptable for all purposes, in the absence of the voting member. The writing shall be provided to both the Secretary and President by email or letter, and must be received in advance of any vote being taken.

Section 4. Action without Meetings.

At the discretion of the Executive Committee, votes may be conducted by conference call or email between meetings of the Board of Directors.

For a vote conducted by email, the period of voting shall be at least fourteen (14) days and a quorum must participate in the vote to be successfully concluded. Notice of the vote shall include the voting deadline and the substance of the matter to be voted upon. Each action must be evidenced by written consents (email shall be considered to be a sufficient writing) describing the action taken, ratified and the next physical Board meeting, and included in the minutes filed with the corporate records reflecting the action taken.

ARTICLE X. DUES

Section 1. State Dues.

Each member state shall annually pay dues in accordance with the terms and conditions of the dues structure. These dues shall be paid by voting members from each state. More than one entity may contribute to the annual dues for a member state. **Section 2. Dues Structure.** The dues structure shall be reviewed by the Executive Committee at least every two years, in years ending in odd numbers. If the Executive Committee proposes a change in the dues for either State or Advisory Members, this proposal shall be voted upon by the Board of Directors. The Board of Directors may accept, reject, or modify the proposed dues structure. Any changes in dues structure will be take effect in the next fiscal year.

ARTICLE XI. MEETINGS

Section 1. Frequency & Location.

Physical meetings of the Board of Directors shall be held at least twice a year. All Board meetings may be held outside of the state of Vermont and at least one of the two meetings must be within one of the NERC member states. Additional meetings may be conducted via telephone or webinar.

Section 2. Meetings & Notice.

The time and location of all physical Board of Directors meetings will be at the discretion of the President. Notice of the meeting shall be at least thirty days prior to the meeting and will be made by email or mail. The notice will state the place, day, and hour for the meeting and the purpose thereof. The President or any two Board members may call a special meeting of the Board upon at least two business days' notice. Such meetings may be conducted by conference call, video conferencing or other appropriate technologies at the discretion of the Executive Committee.

Section 3. Quorum.

Voting members from one-half of the states with voting members shall constitute a quorum.

Section 4. Executive Session.

Meetings of the Board of Directors are generally open to the public. However, the Board shall have the right to go into Executive Session at its discretion and to prohibit attendance by anyone other than voting members of the Board, or at the Board's discretion, and others as the Board may identify. Minutes will be maintained of Executive Sessions, but will not be made public.

Section 5. Conduct at Meetings.

Meetings shall be conducted in accordance with guidance developed by the Executive Committee, and such guidance may be changed from time-to-time.

ARTICLE XII. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed in whole or in part by the affirmative vote of the voting members from at least two-thirds of the voting member states.

ARTICLE XIII. INDEMNIFICATION

To the extent permitted by the Act, the Corporation may authorize the indemnification of any past, current and future Directors, officers, agents, and employees of the Corporation for actions taken in their official capacity on behalf of the Corporation.