

BY-LAWS

MISSOURI WASTE CONTROL COALITION

Approved 7/92
Amended October 28, 2016

**ARTICLE ONE
INTERPRETATION**

1.01 **Definitions.** In these By-Laws, unless the context otherwise requires:

“Coalition” – means the non-profit membership corporation incorporated in the State of Missouri and named the Missouri Waste Control Coalition.

“Board” – means the members of the Board of the Coalition.

“Officers” – means the officers of the Coalition as specified in Section 5.01 herein.

“Regular Members” – means those individuals who meet the membership criteria in Section 3.02 herein who have made application to become Regular Members of the Coalition and have paid such dues as the Board may from time to time determine.

“Sustaining Members” – means those entities which meet the membership criteria for Sustaining Members found in Section 3.04 herein who have made application to become Sustaining Members of the Coalition and have paid such dues as the Board may from time to time determine.

“Chair” – means those individuals, acting individually or jointly, who lead the Coalition’s Committees, and Task Forces.

1.02 **Law to Apply.** In the event of any dispute as to the meaning of any term or phrase contained herein, Missouri law shall be held to apply.

1.03 **Severability.** If any paragraph hereof shall be held to be invalid, all other paragraphs hereof shall continue in force and effect.

**ARTICLE TWO
BUSINESS OF THE COALITION**

2.01 Purposes. The purposes of the Coalition are:

- A. To promote safe, effective and economically sound waste control and environmental-related practices in the State of Missouri;
- B. To offer all organizations and individuals interested in waste control and environmental-related practices an opportunity to communicate with each other in a constructive atmosphere;
- C. To supply balanced information to the membership and general public on waste control and environmental-related issues;

- D. To provide technical and non-technical forums for the discussion of waste treatment, reclamation, disposal practices and ~~other~~ environmental related practices.
- E. To sponsor an annual meeting and such other meetings needed to accomplish these objectives; and
- F. To encourage education in the waste control and environmental-related practices field through scholarships, grants, seminars and other activities.

2.02 **Principal Office**. The principal office of the Coalition is P.O. Box 7055, Kansas City, Missouri 64113 or such other place as the Board shall from time to time determine.

2.03 **Fiscal Year**. The fiscal year of the Coalition shall begin on the 1st of January and end on the 31st of December in each year.

2.04 **Dues Year**. The dues of the Coalition shall be paid in July of each year in conjunction with the annual meeting. Membership shall be for a period of one year, from July 1 through June 30. Dues for each membership category shall be determined by the Board of Directors.

2.05 **Execution of Instruments**. All contracts, agreements and other instruments authorized by the Board and all checks, drafts, or other orders for the payment of money issued in the name of the Coalition shall be signed by such person or persons and in such manner as may from time to time be designated by the Board; and unless so designated by the Board or in these By-Laws, no person shall have authority to bind the Coalition by any contract or engagement or to render it liable pecuniarily for any purpose or for any amount.

2.06 **Banking Arrangements**. The banking business of the Coalition shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

ARTICLE THREE MEMBERS

3.01 **Classes of Members**. Unless otherwise determined by the By-Laws, membership in the Coalition shall consist of three classes of members: "Regular," "Sponsoring," and "Sustaining."

3.02 **Regular Members**. Regular membership in the Coalition shall be open to any person interested in waste management and environmental-related practices. To qualify as a Regular Member, a person must pay the annual dues as prescribed by the Board or have attended the last annual conference. Regular Members shall have full voting privileges and shall be eligible for elective office.

3.03 **3.03 Sustaining Members.** Sustaining membership in the Coalition shall be open to any entity interested in waste management and environmental-related practices which pays the annual dues prescribed by the Board. Upon payment of said dues, the sustaining member shall be entitled to list five individuals as Regular Members on the Coalition's membership roster and who will be entitled to all the rights and privileges of a Regular Member.

3.04 **Resignation/Removal.** Regular, Sponsoring and Sustaining Members shall cease to be members, as the case may be, upon their resignation from the Coalition or sixty (60) days after nonpayment of dues or upon action of the Board. In the event of a resignation from or removal by the Board, dues previously paid by such Member shall be non-refundable.

3.05 Transferability. Membership is the personal property of the individual and is therefore not transferable.

3.06 Membership Prohibitions. All members are prohibited from utilizing Coalition membership or membership lists for advertisement, endorsement, or business development purposes.

3.07 Annual Meeting. There shall be an annual meeting of the members of the Coalition held during the Annual Conference of the Coalition at the site of the Conference, unless otherwise determined by the Board. The purposes of such meeting shall be the election of officers and directors, and the transaction of such other annual business as may come before the meeting or any adjournment or adjournments thereof.

3.08 **Special Meetings.** Special meetings of the members of the Coalition may be called at called at any time by the President or the Board. A meeting must be called upon the written request to the President of ten percent (10%) of the Regular Members. Special meetings may be held at such places as the Board may from time to time determine. At such special meetings, no business shall be transacted except that which is specified in the notice calling such meeting.

3.09 Notice of Meetings. Written notice of all meetings shall state the place, date and hour of such meetings, and shall be delivered, either personally or by mail, to each member. Unless otherwise stated herein, notices shall be given no less than ten nor more than fifty days before the date of such meetings. The notice of a meeting shall be deemed delivered when deposited in the United States mail with postage prepaid, addressed to the member at his/her address as it appears on the records of the Coalition or by electronic mail.

3.10 Quorum. Regular Members of the Coalition holding not less than ten percent (10%) of the vote entitled to be cast, represented in person or by proxy, shall constitute a quorum for the transaction of business.

3.11 Voting. A vote by the plurality of those Regular Members who constitute a quorum either in person (at a properly convened meeting) or by proxy is required to approve any action, unless the vote of a greater number is required by Missouri law, the Articles of Incorporation or these By-Laws.

3.12 Proxies. Voting by written proxy shall be allowed at any meeting of the members of the Coalition. No proxy dated more than eleven months from the date of execution shall be valid, unless otherwise provided in the proxy.

ARTICLE FOUR MEMBERS OF THE BOARD

4.01 **Number of Board Members and Quorum.** The affairs of the Coalition shall be managed by its Board. Until changed in accordance with Missouri law, the number of members of the Board shall be ten (10) of whom a majority shall constitute a quorum for the transaction of business.

4.02 **Constitution of Board.** The Board shall consist of the six (6) officers of the Coalition as set forth in Section 5.01 and four (4) Directors, each of whom is entitled to vote at all meetings of the Board.

4.03 **Qualifications.** No person shall be qualified as a member of the Board unless such person is a Regular Member of the Coalition in good standing.

4.04 ~~4.04~~ **Vacancies.** Except as herein provided, any vacancy occurring on the Board shall be filled by a majority vote of the remaining members of the Board for the remaining period of the unexpired term. Any director selected by this method except in the case of the President-Elect will stand for election at the next contested election only if selected by the Nominating Committee. If the President is unable to complete his/her elected term of office, for any reason, the President-Elect shall fill the vacancy for the balance of the unexpired term of office. If, for any reason, the President-Elect is unable to fill the presidential vacancy for the remaining period of the unexpired term, the vacancy shall be filled in accordance with the procedure for the filling of other vacancies on the Board. If, for any reason, a vacancy arises in the position of President-Elect, that position shall be filled by election of the membership in accordance with Section 5.06.

4.05 **Removal.** A Board member may be removed from the Board if he/she fails to attend, in person, two meetings per year of the Board or the Coalition, or for other cause, upon the unanimous vote of all the members of the Board, excluding the vote of the Board member whose removal has been proposed. Such removal shall be effective at such time as the Board may determine. Notice of any Board meeting at which such action is contemplated shall contain a notice of proposed termination, and the Board member whose status is being challenged shall be notified thereof, in writing, at least thirty (30) days prior to the date of such meeting.

4.06 **Meetings.** The Board shall meet at such times as they may, from time to time, determine. These meetings may be conducted by conference telephone call. Notice of a meeting must be given by the Secretary to all Board members at least 48 hours prior to the date of a meeting. At least one meeting shall be held at the time of the Coalition's annual conference. The President shall serve as chair of all meetings of the Board. In the President's absence, the President-Elect

shall preside. In the event neither the President or President-Elect is able to preside, the remaining members of the Board shall select from amongst themselves a Chair for such meeting.

4.07 **Votes to Govern**. At all meetings of the Board, every question shall be decided by a majority of the Board members, whether such Board members are present in person or by proxy as long as a quorum is present, unless a greater number of votes is required by Missouri law, the Articles of Incorporation or these By-Laws. In the case of an equality of votes, the presiding officer of the meeting shall be entitled to the tie-breaking vote.

4.08 **Action Without a Meeting**. Any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the members of the Board.

4.09 **Remuneration**. Board members shall serve without payment of salary.

ARTICLE FIVE OFFICERS AND DIRECTORS

5.01 **Officers**. The Officers of the Coalition shall be the President, who will succeed to the office from the position of President-Elect, the President-Elect who will succeed to the office from the position of Vice President, Vice President, Treasurer, Secretary and Immediate Past President.

5.02 **Duties of Officers**. The duties of officers of the Coalition are as follows:

1. **President**. Responsibilities include:
 - (a) Coordination of the activities of the Coalition.
 - (b) Chair of all meetings of the Coalition and of the Board.
 - (c) Chief representative of the Coalition at other meetings.
 - (d) Chief spokesperson for the Coalition.
2. **President-Elect**. Responsibilities include:
 - (a) Serve as assistant to the President.
 - (b) Serve as chair of the Annual Conference.

- (c) If the President is unable to complete his/her elected term of office, for any reason, the President-Elect shall fill the vacancy for the balance of the unexpired term of office.
3. **Vice President**. Responsibilities include:
- (a) Serve as chair of the By-Laws Committee.
 - (b) Serve as liaison to such other committees as deemed appropriate.
4. **Treasurer**. Responsibilities include:
- (a) Oversee the receipt and deposit all funds belonging to the Coalition.
 - (b) Approve and sign checks in payment of bills authorized for payment on behalf of the Coalition.
 - (c) Coordinate the maintenance of the financial records of the Coalition.
 - (d) Coordinate the issuance of periodic reports and other financial reports to the Board as requested and to Coalition members upon request.
 - (e) Prepare and monitor the annual budget for the Coalition.
 - (f) Serve as chair of the Budget/Planning Committee.
5. **Secretary**. Responsibilities include:
- (a) Oversee the taking of minutes of all meetings of the Coalition and of the Board.
 - (b) Serve as a Board liaison to one or more of the Coalition's committees or task forces.

The officers of the Coalition shall have such other duties and responsibilities as may be designated from time to time by the Board.

5.03 **Qualifications of Officers**. Candidates for President and President-Elect must have served one term of office on the Board. Candidates for all officers must be Regular Members of the Coalition. The Nominating Committee shall use its best efforts to ensure that the officers shall include at all times representatives from the following three areas:

- a. Business and industry
- b. Government
- c. Citizens, education and nonprofit groups

5.04 **Directors.** Four (4) Directors shall be elected each year at the Annual Conference by the Regular Members. The Nominating Committee shall use its best efforts to ensure that a representative from the following categories are represented on the slate of candidates for director positions:

- a. Business and Industry
- b. Government
- c. eCitizens, education and nonprofit groups
- d. Other

5.05 **Term.** The officers and directors shall serve for a one-year term beginning on the day after the Annual Conference and ending one year later on the last day of the Annual Conference, except for the Treasurer, who shall serve a two-year term. No individual shall serve in the same position for more than two consecutive terms.

5.06 **Election.** The officers of the Coalition shall be nominated by the Nominating Committee and elected by the membership at the Annual Conference or such other date as set by the Board, with the exception of the Treasurer, who shall serve a two-year term. The presentation of all new officers shall take place at the Coalition's annual meeting of members or such other date as set by the Board.

ARTICLE SIX COMMITTEES/TASK FORCES

6.01 **Constitution of Committees and Task Forces.** The Board may from time to time, by majority vote, appoint regular or special committees or task forces, or discontinue any committee or task force. Committees and task forces may exercise such powers as may, from time to time, be granted them by the Board of Directors. The Board shall appoint committee and task force chairs by majority vote. Committee members may be chosen by the committee chairs or appointed by the President and a member may volunteer to serve on any committee of his/her choice. Task force members shall be appointed by the President. The following shall be standing committees of the Coalition:

- a. Annual Conference
- b. Bylaws
- c. Budget/Planning
- d. Education
- e. Membership
- f. Nominations

6.02 **Meetings.** Meetings of any of the Coalition's committees and task forces may be conducted by conference telephone call. Notice of a meeting must be given by the committee or task force chair at least 48 hours prior to the date of the meeting. A majority of the transaction of any committee or task force shall constitute a quorum for the transaction of committee or task force business at any committee or task force meeting. The committee or task force chair shall

preside at all committee and task force meetings. The act of a majority of the members of any committee or task force present at a meeting at which a quorum is present shall be the act of the committee or task force unless the act of a greater number is required by Missouri law, the Articles of Incorporation or these By-Laws. In the event of a tie vote, the presiding officer's vote shall be counted to break the tie and his/her presence shall be counted toward a quorum.

Any action required to be taken at a committee or task force meeting or any action which may be taken at a committee or task force meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the members of the committee or task force.

6.03 **Nominating Committee**. The purpose of the Nominating Committee shall be to seek and to evaluate candidates for office and to present them to the Board. The Nominating Committee shall be appointed by the Board at such a time as to allow the Committee to have one month to evaluate candidates for office. The Committee shall be composed of (a) the Past-President who shall act as Chair, and (b) such other members as the President shall appoint. The Nominating Committee shall solicit and accept nominations and declarations of intent to run for office from the Regular Members of the Coalition and from the current Board, contact nominees and declarants, and review the candidates for qualifications, suitability and eligibility. The committee shall submit its slate at the May meeting of the Board or such other date set by the Board, and then to the Regular Members at the Annual Conference or such other date set by the Board.

6.04 **Executive Committee**. The Board may elect, from its members, an Executive Committee consisting of not less than three members. Such committee shall have the power to fix its quorum at not less than a majority of its members and may exercise all the powers of the Board, subject to any regulations imposed from time to time by the Board.

6.05 **Other Committees and Task Forces**. The Board may, by resolution, create one or more other committees or task forces and designate from among its members a Board liaison to such a committee or task force.

ARTICLE SEVEN ADVISORY BOARD

7.01 **Purpose**. An advisory board shall be appointed each year by the Board of Directors to assist the Coalition in setting policy, developing educational material, and reviewing current issues in the waste management field.

7.02 **Composition**. The advisory board shall consist of up to 15 members in good standing of the Coalition. The Board shall use its best efforts to have equal representation from the following categories on the advisory board:

- a. business and industry. The category shall include representatives from industry, waste generators, treatment facilities, landfills, transporters and consultants.

- b. government. The category shall include representatives from federal, state and local government agencies and/or organizations.
- c. citizens, education and nonprofit groups. The category shall include representatives from civic, conservation, health and environmental organizations, as well as educational institutions.

ARTICLE EIGHT INDEMNIFICATION

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Such indemnification shall not be deemed exclusive of any other rights to indemnification which such Board member or officer may be entitled apart from these By-Laws. The Coalition may purchase and maintain insurance on behalf of any person who is or was a Board member or officer of the Coalition against any liability asserted against him/her and incurred by him/her in such capacity, or arising out of his/her status as such, whether or not the Coalition would have the power to indemnify him/her against such liability.

ARTICLE NINE AMENDMENTS

Amendments to these By-Laws may be made by a majority vote of the Board.

ARTICLE TEN DISSOLUTION

The Board may adopt a resolution recommending the Coalition be dissolved and direct the question of such dissolution to a vote by the Regular Members at a meeting called for such purpose. The Coalition may be dissolved upon receiving at least two-thirds of the vote which Regular Members present at such meeting in person or by proxy are entitled to cast. In the event of dissolution of the Coalition, the Board or a committee appointed by the Board shall be responsible for its liquidation. In case of dissolution of the Coalition, the Board shall authorize the payment of all indebtedness (not including any dues) of the Coalition. Assets shall be distributed as provided by the Articles of Incorporation or Missouri law to another not-for-profit organization under IRC 501(c)(3), as amended.