

**ASSOCIATION OF OHIO RECYCLERS
CODE OF REGULATIONS**

AUGUST 1990
AMENDED AUGUST 1994
AMENDED NOVEMBER 1997
AMENDED OCTOBER 2000
AMENDED MARCH 2006
AMENDED AUGUST 2011
AMENDED OCTOBER 2013

PREFACE

The following shall be the Regulations of the Association of Ohio Recyclers, (hereinafter referred to as the "Association") and shall set forth the policy and rules that are in the best interest of the Association and are established to further define the intent for administration of Association business.

These Regulations shall be in effect during the tenure of each administration and until amended by a majority vote of the Board of Directors and the membership present at any regular or special meeting duly called.

ARTICLE I: OBJECTIVES

- Section 1 Objectives: The objectives of this Association shall be:
- 1) To promote sound solid waste management practices incorporating source separation and recycling of marketable materials in the waste stream;
 - 2) To educate the public about the numerous benefits of recycling;
 - 3) To share and distribute information among members and to provide technical assistance to promote recycling activities;
 - 4) To increase demand for recycled products through public education;
 - 5) To encourage public officials to be aware of, promote and implement recycling programs for both hazardous and non hazardous wastes;
 - 6) To promote the cooperation of the public and private recycling industry, private industry and governmental agencies in a unified effort to increase the recycling of waste materials;
 - 7) To promote research and development in recycling technology and economics;
 - 8) To function as a legislative platform to meet the needs of recycling and solid waste management;
 - 9) To promote and develop recycling policies on the national, state and local levels for hazardous and non hazardous wastes and
 - 10) To encourage manufacturers of consumer goods/industrial goods to maximize their use of recycled materials, as well as to eliminate toxic and non-recyclable materials from their products.

ARTICLE II: RESTRICTIONS

- Section 1 This Association shall be nonpolitical and nonpartisan.

ARTICLE III: MEMBERSHIP

- Section 1 Term of Membership
Term of membership in the association shall be twelve (12) months.

- Section 2 Eligibility for membership
Any person, business, organization or government entity engaged in the business or activity of recycling within the State of Ohio, and that has completed a membership application and provides the appropriate dues, shall be a member of the Association and shall have their name and address recorded by the Secretary.

- Section 3 Categories of Membership
There shall be the following categories of memberships to the Association:
- 1) Business Membership
 - a) General

- b) Recycling
- c) Special Waste
- 2) Government Membership
- 3) Education Membership
- 4) Individual Membership
- 5) Non-Profit Membership
- 6) Associate Membership

Section 4 Dues
The annual dues for each category of membership shall be determined by the Board of Directors.

Section 5 Voting Rights of Membership
Each member of the association shall have one vote.

Section 6 Rights of Membership
Membership allows the members to bring issues before the Board of Directors at any regularly scheduled meeting.

Section 7 Expulsion and Suspension
The Board shall have the power to expel or suspend any Member, or to take such other disciplinary action as may be necessary, for failure to abide by these Bylaws or for any conduct which the Board, in its discretion, may determine to be prejudicial or detrimental to the best interests of the Association of the recycling industry. The President shall inform the Board of any charges or information concerning such conduct of any Member. Any Member, for whom disciplinary action is proposed, shall be given not less than thirty (30) days advance written notice of a hearing on the charges, setting forth with particularity the act(s) or action(s) alleged to be the basis for such disciplinary action. The notice shall set forth the date, time and place of the hearing and advise the Member of the right to present evidence and a defense. The Member shall have the right to submit a written defense and/or appear in person with counsel and be heard at such meeting. In case it shall be found by a three-fourths vote of the Board where a quorum is present that the charges against the Member are sustained and warrant the disciplinary action, suspension or expulsion of such Member, a resolution that that effect shall be adopted, and such action shall be final. Expulsion of a Member by the Board shall cancel all rights, interests and privileges of such Member in the Association.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1 Notice of All Meetings

Notice of all meetings of voting members shall be done by postage paid U.S. mail or electronically (fax, email, or web), to every member at the address shown in the records of the Association or shall be emailed at the email address shown in the records of the organization. The notice shall specify the place, date and time of the meeting and, in case of a special meeting, the purpose of the meeting. The notice shall be mailed at least 21 days prior to the date of the meeting or emailed at least 14 days prior to the date of the meeting.

1) Annual Meetings

The annual meeting of members shall be held at such place, date and time as may be prescribed by the Board of Directors.

2) Special Meetings

Special meetings may be called by the President, the Board of Directors or upon written request of 25% of the voting members.

Section 2 Quorum

A quorum for any general meeting of the voting members shall be those voting members represented at such meeting.

Section 3 Voting

Any member may vote, as presented by the Board, in person, written ballot, U.S. mail or electronically. Members shall be given notice of pending vote at least ten (10) days prior to the date of such vote.

ARTICLE V: POWER AND DUTIES OF THE BOARD OF DIRECTORS

Section 1 General Powers

The Board of Directors shall have the power to:

- 1) Adopt and publish rules defining the objectives and direction of the Association;
- 2) Exercise for the Association all other powers, duties and authorities vested in, or delegated to, the association;
- 3) Make all personnel decisions as necessary to conduct Association business and fix compensation if applicable and;
- 4) Elect from the Board membership those members who shall serve as Officers of the Association.

Section 2 Duties

- 1) The Board shall prescribe the policy that upholds the purposes and executes the programs of the Association within the scope of the Codes of Regulation and Articles of Incorporation of the Association. Each Board member is responsible for submitting documentation to the Secretary

which satisfies any requirements for each activity which falls under his/her responsibility.

- 2) Copies of all incoming or outgoing correspondence must be furnished to the Secretary. The President and all officers will provide the Treasurer with detailed plans for expenditures and revenues for their respective area of responsibility. Upon approval of the Budget, each Officer shall schedule timely completion of the planned projects in his/her area of responsibility.

Section 3 Number

The affairs of this Association shall be managed by a non-paid Board of Directors consisting of fifteen members. The members of the Board of Directors shall be chosen to represent, as closely as possible, the following groups of recycling interests:

- Two members representing General Business Membership
- Two members representing Recycling Business Membership
- One member representing Special Waste Membership
- Two members representing Government Membership
- One member representing Education Membership
- One member representing the Individual Membership
- Six members elected At-Large from any membership category
- ~~- One ex-officio represented by the immediate past president~~

Section 4 Qualifications for Board Membership

Any voting member of the Association is eligible to seek election to the Board of Directors within their respective membership category or At-Large.

Section 5 Selection of Board Membership

The Board of Directors shall be elected from the various categories of membership. Members shall be entitled to vote for members of the Board of Directors who represent that member's category of membership. A plurality of the votes cast within each membership category shall be required for election to the Board of Directors.

Members shall be entitled to one vote for one candidate in the general election. The top vote recipients through the general election process shall be elected to the Board of Directors.

Members shall be entitled to vote for all candidates seeking election to the At-Large Positions. The top four vote recipients shall be elected to the Board of Directors. In the event of a tie in any category, a coin toss will be held by two Board members who are not seeking reelection.

Section 6 Term of Office

- 1) Each Board member shall serve a term of two years from the date of election until his/her successors are elected and assume office.
- 2) In order to maintain Board continuity, after the first year one Board member from each category of recycling interest will be elected. From that point on, elections will be held annually for Board members whose positions have been vacated.
- 3) Each Board member shall continue to serve on the Board in the category to which they are designated until the next election. At that time, the Board shall determine the ability of that Board member to serve in their current category or their new category as appropriate.
- 4) The absence of a Board member for three consecutive meetings shall be addressed by the Board and may result in removal from the Board of Directors.

Section 7 Vacancies

A vacancy on the Board may be the result of a resignation, death or removal of a Board member. Any member of the Board of Directors may be removed with just cause by a 2/3 vote of the Board. In the event of a Board vacancy, a successor to fulfill the remaining term shall be selected from the respective membership category by a majority vote of the remaining Board members at a Board meeting within 60 days of the vacancy.

ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

Section 1 1) Regular Meetings

In addition to the annual meeting, the Board of Directors shall meet a minimum of three (3) times per year. The Board may, by resolution, establish the place, date and time for other regular meetings of the Board. Board members may use phone conferencing to attend the meeting if they cannot attend in person.

2) Alternate Meetings

The preference is for all decisions to be brought to a regular meeting of the Board of Directors. It is recognized that there may be circumstances that require a timely response for decision making. In such a case, the President can conduct an electronic poll vote. A poll vote requires over half of all Board members to vote "yes" in order to achieve a resolution. There may also be circumstances (emergency or because of delicateness) that would require the use of an Executive Committee (EC). The EC -consists of the President, Vice President, Secretary, Treasurer, and Assistant Treasurer. A quorum for the EC shall require at least

three of the EC members and an attempt must be made to include all of the EC members. The Executive Committee shall have all of the authority of the Board of Directors except as otherwise provided by law. Any actions or votes taken outside of the normal meetings of the Board of Directors will be recorded in the minutes of the next Board Meeting.

- Section 2 1) Special meetings
Special meetings may be called by the President or at the request of three (3) Directors. Such special meetings may be held at such place and time as the President may determine.
- 2) Organization Meetings
The elected Board of Directors shall meet within forty-five (45) days of the annual election for the purpose of selecting officers and providing an organization meeting.
- 3) General Membership shall be included in all meetings. The Board of Directors reserves the right to go into executive session.
- Section 3 Alternate Meeting Methods
The Board may, with the approval of the majority of the Board of Directors, hold regular meetings or special meetings using electronic conferencing systems such as web conferencing and telephone conferencing as an alternative to meeting at a specified physical location.
- Section 4 Notice of All Meetings
Except as otherwise herein specifically provided, notice of regular meetings shall be given at least ten (10) days prior to the date of such meeting.
- Section 5 Quorum
For regularly scheduled meetings a majority of the Board of Directors shall constitute a quorum.
- Section 6 Voting
Board of Director meeting votes will be taken in person or electronically. Board meeting votes taken in person will require a majority of the quorum to pass. Votes taken electronically will require a majority of the Board to pass. If there is an emergency call for a vote, voting rules will be set by the Board of Directors.

ARTICLE VII: OFFICERS

- Section 1 Officers

1) Officers shall be members of the Board of Directors. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and ~~Immediate Past President~~Assistant Treasurer. The Board of Directors shall select these officers at the annual organization meeting.

2) The term of office shall be for a period of one year and until their successors are elected and assume office, unless an officer resigns or is removed.

Section 2 Duties of Officers

1) President

The President shall organize, manage and control the operation of the Association; ~~direct the work of the Executive Director~~ and ensure that programs are executed in agreement with the objectives of the Association. The President will direct the work of any contracted staff and shall preside at all meetings of the members and the Board of Directors.

The President shall maintain official contacts with key governmental agencies having interests in recycling, including but not limited to: The Ohio Department of Natural Resources, the Ohio Environmental Protection Agency and the Ohio Department of Development. The President shall sign all contracts and other documents as may be usually performed by a chairperson or as prescribed by the Board. The President, with the advice and consent of the Board, shall assign committees as deemed necessary by the Board.

The President shall assign Board members and other Association members, as willing and able, to serve upon committees.

2) Vice President

The Vice President serves as the second highest elected officer of the association and assists the President in the performance of his or her duties. The Vice President shall have such powers and perform such duties as may be conferred by the Board or the President.

In the event of the President's absence from a Board meeting, or disability, or at the President's request, the Vice President shall serve as the acting President and shall have all of the powers and perform all of the duties conferred upon the President.

The Vice President shall, with the Board, plan the programs of the Association for the fiscal year and prepare, or cause to be prepared, an outline of proposed activities to be submitted to the Board and plan all general meetings of the membership.

3) Secretary

The Secretary shall keep a complete record of all meetings of the Association and the Board.

The Secretary shall serve notice of the meetings of the Board, as well as general members.

The Secretary shall prepare, or cause to be prepared, all reports, minutes of meetings and other records necessary for the conduct of business of the Association. Minutes shall be distributed to the Board within the two weeks following a Board meeting and include date, time and location of next Board meeting.

The Secretary shall accept from all other officers, Board members and general members all reports, records, documents and other correspondence that will be introduced for consideration or action by the Board or the general membership.

4) Treasurer

The Treasurer shall keep such financial records, make such financial reports and perform such other related duties as may be required by the Board.

The Treasurer shall keep the financial records for the Association as follows:

- Deposit moneys into the Association checking account and record the deposits made by other Board members on behalf of the Association/Treasurer;
- Approval of, and payment/reimbursement of, billings and other expenses related directly to Association business and activities;
- Issue checks for these same expenses;
- Maintain an accurate checking account ledger and detail to the Board of Directors and/or the membership deposits made, checks written and billings paid;
- Prepare operating budget (s) as required for Association business and as required by the Board; and
- Prepare an annual financial report to be available for and subject to, inspection by any voting member of the Association.

5) Assistant Treasurer

The Assistant Treasurer shall perform, but not be limited to, the duties as follows:

- Reconciles financial statements independent of the Treasurer or other individual creating and/or approving payments;
- Provides financial reports and updates to the Board with the Treasurer is not present; and
- Performs duties as otherwise assigned by the Treasurer provided there is no

conflict with items 1 or 2 above.

~~6) Immediate Past President (Officer or honorary board member?)~~

~~The Immediate Past President is the past President of the Board and may serve as a consultant and provide guidance to the Board. The Immediate Past President shall continue to have voting rights as a member of the Board.~~

ARTICLE IX: ADMINISTRATION

- Section 1 Executive Director/Administrative Assistant
The Board of Directors may contract for Administrative Services. The Executive Director/Administrative Assistant, or the Director's staff, shall:
- 1) Maintain copies of all incoming and outgoing correspondence and
 - 2) Maintain all membership records, membership rolls and the addresses of the members.
 - 3) Additional tasks as approved by Board and outlined in the position descriptions.

ARTICLE X: BOOKS, RECORDS AND AUDIT

- Section 1 Inspection
The books, records and papers of the Association shall be available and subject to inspection with advance notice by any voting member of the Association, ~~at the office of the Association~~
- Section 2 Audit
A financial report shall be made previous to the date of each annual meeting and presented at that meeting. An audit shall be made at any time, upon order of the Board of Directors or upon a majority vote of the voting members at any regular or special meeting.
- Section 3 Execution of Document
When the execution of any instrument has been authorized by the Board without specifying the executing officer, or in the absence of specified officers, such instrument may be executed by any two of the following officers: President, Vice President, Secretary, Treasurer, or Assistant Treasurer. However, the Board may authorize any officer to sign such instruments for, and on behalf of, the Association and may designate officials other than those named above to sign such instruments.

ARTICLE XI: DONOR CONTRIBUTION ACCEPTANCE POLICY

The Association accepts contributions and donations from private corporations, foundations, non-profit organizations, governmental entities and individuals for purposes of the general financial support of the Association. No donor shall use its contribution or donation to influence the Association's mission, principles or positions on any issue. The Association reserves the right to refuse donations from any entity it deems inconsistent with its mission, principles or goals. The AOR logo and name may be utilized by donors only in the prescribed manner consistent with the level of donation and current Association policy. All publications and websites utilizing the AOR logo and name must be preapproved through the AOR Board of Directors.

ARTICLE XII: AMENDMENTS

These Regulations may be altered, amended or repealed; and new Regulations may be adopted by a three fourths (3/4) majority the voting membership at any membership meeting, provided that the notification of such meeting includes notice that Regulations changes are to be considered.

ARTICLE XIII: DISSOLUTION

Upon dissolution of the Association, any assets remaining after payment of, or provision for, its debts and liabilities shall be paid to organization qualifying as exempt organizations corresponding to provisions of subsequently enacted federal law. No part of the new assets or net earnings of the Association shall inure to the benefit of, or be paid or distributed to, any officer, trustee, member employee or donor or the Association of Ohio Recyclers.