

**BYLAWS**  
**OF**  
**CONNECTICUT RECYCLERS COALITION**

**ARTICLE I. NAME**

The name of the Corporation shall be the Connecticut Recyclers Coalition, Inc., (the “Coalition”).

**ARTICLE II. MISSION STATEMENT**

The mission of the Coalition shall be to initiate and engage in educational, scientific, investigative and literary pursuits as allowed to an organization exempt: from Federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent law, including but not limited to the following:

- a.** To promote sound integrated solid-waste management through the implementation of advanced materials recovery, waste reduction and recycling programs, including composting;
- b.** To promote the cooperation of private industry, educational and public institutions, government agencies and the public at large in a unified effort to increase the recycling of post-consumer material;
- c.** To encourage information exchange and technical assistance among recyclers;
- d.** To provide information and education to the general public, policy makers, and elected officials on advanced materials recovery, waste reduction and recycling;
- e.** To increase demand for products made from recycled materials;
- f.** To promote economic policies based on the use of secondary materials;
- g.** To coordinate efforts with recycling associations from other states to encourage sound regional approaches to procurement, market-sharing, transportation, packaging, and education; and
- h.** To support organizations working for the furthering of national advanced materials recovery, recycling and waste reduction efforts.

### **ARTICLE III. MEMBERSHIP**

**Section 1. Eligibility.** Membership shall be open to all persons and organizations interested in the purposes of the Coalition.

**Section 2. Members.** Members shall be individuals or organizations who contribute dues at a level adopted from time to time by resolution of the Board of Directors. Each Member in good standing, as reflected in the records of the Coalition fourteen days prior to a membership meeting, is entitled to one vote. Each Member organization shall designate a single voting representative.

### **ARTICLE IV. MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** The Members of the Coalition shall meet at least once per year within 90 days of the start of each Fiscal Year, at a date, time and place designated by resolution of the Board of Directors (the “Directors” or the “Board”). At an annual meeting, the following items of business shall be considered:

- a. Election of Directors;
- b. Report of the activities of the past year;
- c. Setting priorities for the coming year; and
- d. Any other business of an appropriate nature which has been specified in the notice of the meeting.

**Section 2. Special Meetings.** Meetings of the Members in addition to the annual meeting may be convened by a two-thirds vote of the Board of Directors present at a meeting held pursuant to Article VI of these Bylaws. The Board shall call a special meeting of Members upon receipt of a petition to the Board signed or supported electronically by not less than 10 percent of the current Members requesting such a meeting and outlining the purposes for which the meeting is to be held.

**Section 3. Notice.** Notice of all meetings of Members in good standing shall be mailed by first-class mail, sent electronically or delivered to each such Member not less than 14 days nor more than 30 days prior to the date of such meeting at the address shown in the records of the Coalition as of the date of such notice. The notice of the meeting shall specify the place, date, time and purpose of the meeting.

**Section 4. Quorum.** A quorum for any meeting of the Members in good standing shall be 10 percent of such Members as reflected in the records of the Coalition 14 days prior to the meeting or 20 such Members, whichever is the lesser number.

**Section 5. Voting.** An act of the majority of the Members of the Connecticut Recyclers Coalition present at a meeting for which a quorum is present shall be a valid act of the organization unless the act of a greater number is required by law or these Bylaws.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 1. Number.** The affairs and activities of the Coalition shall be managed by a Board of Directors consisting of between nine and 13 Directors chosen from the Members of the Coalition. The exact number within this range shall be set from time to time by resolution of the Board of Directors. ~~It is desired that the Board of Directors be representative of the diverse views of the recycling community represented by the Members of the Coalition.~~

**Section 2. Qualification of Directors.** Any Member of the Coalition in good standing shall be eligible to be a Director.

**Section 3. Board Composition.** The Board shall be a diverse representation of local, regional and state governments and recycling-related businesses and non-profits.

**Section 4. Election of Directors.** The Directors shall be elected by a majority vote of the Members of the Coalition at an annual meeting for which a quorum is present. ~~The ballots shall be counted by two Directors who are not up for re-election. The results shall be announced during the annual meeting. If there is a tie vote for the last open position, another vote will be held immediately for those in a tie.~~

Notwithstanding any other provision of these Bylaws, the initial Directors shall be appointed by the Incorporator and shall serve only so long as may be necessary to hold elections of Directors during the first annual meeting as provided by these Bylaws.

**Section 5. Terms of Directors.** Each Director elected by the Members per Article V, Section 3, of these Bylaws shall serve a two-year term beginning the first month of the fiscal year and until his or her successor is duly elected. Notwithstanding any other provision of these Bylaws, half of the first elected Board of Directors as determined by the Members electing such Directors shall serve a one year term. If the first elected Board contains an odd number of Directors, the group

serving the two year term shall contain the extra person. Thereafter, the Directors' terms shall be staggered to assure continuity of membership and leadership on the Board.

**Section 6. Proxy.** Any Director may designate an alternate, in writing to the President of the Board of Directors, who in the Director's absence shall be allowed to vote.

**Section 7. Resignations.** Any Director may resign at any time by delivering a written resignation to the remaining Directors of the Coalition. Such resignation will take effect on the date it is received by the Coalition unless another date is set forth in such notice.

**Section 8. Removal.** Any Member of the Board of Directors may be removed from the Board with cause by a two-thirds vote of the other members of the Board. Cause may include but shall not be limited to a Director missing three or more consecutive meetings of the Board of Directors.

**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 Directors at a Board meeting held within 60 days of the vacancy. The Director elected to fill such vacancy shall serve until the next annual meeting of the Coalition, at which time the Members shall reelect such Director or elect a new Director to serve the remainder of the term.

## **ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1. Regular Meetings.** All regular meetings of the Board of Directors may be held with notice as provided therein 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 with notice as provided herein.

**Section 3. Notice.** No notice of any regular meeting of the Board of Directors need be given. However, if the Board of Directors changes the time or place of regular meetings, notice of such action shall be mailed or sent electronically promptly to each Director who was not present at the meeting where such action was taken. Notice of each special meeting of the Board of Directors must be mailed or sent electronically to each Director at least seven days and not more than thirty days prior to that meeting.

**Section 4. 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.

**Section 5. Board Decisions.** The act of a majority of those Directors 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 Bylaws

~~**Section 6. Board Action Without Meeting.** Any action required to be taken by the Board of Directors may be taken without a meeting if all the Directors then in office consent in writing to the adoption of a resolution authorizing the action. Such resolution and such written consents shall be filed with the minutes of the proceedings of the Board of Directors.~~

The President may call for an electronic vote on an action item from members of the Board of Directors at any time, provided that all relevant documentation is provided to ~~members~~ Directors in advance with a reasonable time period for review. The President will announce by electronic mail the pendency of a vote on such action item on the day of the electronic vote. ~~Members~~ Directors shall reply by electronic mail with their vote on such action item indicating their vote of yea or nay or abstention. After allowing for a reasonable time period for ~~members~~ a majority of the Board of Directors to vote, the Chairman shall announce the result of the vote by electronic mail to the full Board of Directors. The record of the vote shall be noted in the minutes of the next regularly scheduled meeting of the Board of Directors.

**ARTICLE VII. OFFICERS AND COMMITTEES**

**Section 1. Officers.** The Board shall elect a President, Vice-President, Secretary, and Treasurer, and such other subordinate Officers as may be set by Resolution of the Board. Such election will be made at the first Board of Directors meeting of each new fiscal year. The term of office shall be for one year and until a successor is duly elected. A vacancy in any 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 Coalition shall be those specified below and those which usually pertain to such offices, as well as those which may be prescribed from time to time by the Board of Directors and are not inconsistent herewith.

- a. The President shall preside at all meetings of the Board and Members, shall have general charge and direction of the business of the Coalition, and shall perform such other duties as are properly required by the Board.
- b. The Vice-President shall have such powers and perform such duties as the

Board of Directors may prescribe. At the request of the President or in his or her inability to act, the Vice-President may temporarily act in the President's place.

**c.** The Treasurer shall be the financial officer and will cause to be kept the fiscal accounts of the Coalition, including an account of all monies received or disbursed.

**d.** The Secretary shall keep or cause to be kept the minutes of meetings, give notice of meetings, and have custody of such minutes and records of the Coalition 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 correspondence of the Coalition.

**Section 2. Committees.** The Board of Directors may designate committees to carry out specific tasks of the Coalition or to make recommendations to the Board on specific issues. Such committees will consist of one or more Directors and may include other Members of the Coalition. The designation of committees does not excuse the Board from the legal responsibilities of the Coalition.

**Section 3. Committees and Councils.** The Board of Directors may designate committees to carry out specific tasks of the Coalition or to make recommendations to the Board on specific issues. The designation of committees and/or councils does not excuse the Board from the legal responsibilities of the Coalition.

**(a)** Such committees will consist of one or more Directors and may include other Members of the Coalition.

**(b)** Such councils will be comprised of Members of the Coalition. Each council shall elect a chairman who shall be an ex-officio member of the Board of Directors. Each council will devise and execute an annual work plan that complements and enhances work of the Coalition. Each council's work plan shall be subject to approval by the Board of Directors.

**ARTICLE VIII. AMENDMENTS TO BY-LAWS**

These Bylaws 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 meeting of the Members duly called by written notice as provided in those Bylaws, including with such notice the agenda and the text of the proposed change.

**ARTICLE IX. ADMINISTRATION**

**Section 1. Fiscal Year.** The fiscal year of the Coalition shall be such as may be determined by the Board of Directors by resolution.

**Section 2. Annual Budget.** A budget committee shall present an operating budget for the next fiscal year to the full Board of Directors four months prior to the new fiscal year. The budget shall be approved no later than the last Board of Directors meeting prior to the new fiscal year.

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

**Section 4. Deposit of Funds.** All funds of the Coalition 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, etc.** All checks, drafts, endorsements, notes and evidences of indebtedness of the Coalition shall be signed by such Officer or Officers or agent or agents of the Coalition and in such manner as the Board of Directors from time to time may determine.

**Section 6. Compensation.** No Member or Director of the Coalition 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.

**Section 7. Communication.** The Coalition shall utilize, to the fullest extent possible, electronic methods of communicating with Members such as email.

## **ARTICLE X. INDEMNIFICATION AND LIMITATION OF LIABILITY**

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

The personal liability of any Director to the Coalition or its Members for monetary damages for breach of duty as a Director is hereby limited to the amount of the compensation received by the Director for serving the Coalition during the year of the violation if such breach did not

(a) involve a knowing and culpable violation of law by the Director,

(b) enable the Director or an associate, as defined in subdivision (3) of Section 33-374d of the Connecticut General Statutes, to receive an improper personal economic gain,

(c) show a lack of good faith and a conscious disregard for the duty of the Director to the Coalition under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Coalition, or

(d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Coalition.

Any lawful repeal or modification of this provision by the Board of Directors of the Coalition shall not adversely affect any right or protection of a Director existing at or prior to the time of such repeal or modification.

## **ARTICLE XI. EXEMPT ACTIVITIES**

These bylaws and any powers or authorizations contained herein shall be subject to the restrictions and prohibitions contained in the Certificate of Incorporation of the Coalition, and, notwithstanding any other provisions of these Bylaws, no Member, Director, Officer, employee or representative of the Coalition shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an Coalition which is exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Law, 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 XII. CORPORATE SEAL**

The corporate seal shall consist of a circular disc with the name of the incorporator, the year of incorporation and the words "Connecticut" and "Seal" thereon.



**WRITTEN DECLARATION  
OF  
ACCURACY OF CERTIFICATE  
OF INCORPORATION AND BYLAWS**

The undersigned, being Secretary of the Connecticut Recyclers Coalition, hereby deposes and says that the attached are complete and accurate copies of the Certificate of Incorporation and Bylaws of the Connecticut Recyclers Coalition, Inc., and that said Certificate and Bylaws have not been amended.

Dated as of the 14th day of September, 2018.

Dawn Pettinelli  
Secretary, Connecticut Recyclers Coalition