

Bylaws
of the
Virginia Recycling Association

Mission Statement

The Virginia Recycling Association is a nonstock, nonprofit Virginia organization composed of individuals and organizations of diverse interests who are committed to the common goal of promoting recycling as an integral part of resource conservation and solid waste management.

Goals

The Goals of the Virginia Recycling Association are as follows:

1. To promote recycling in Virginia;
2. To help promote and implement recycling programs or support structures by facilitating co-operation among public, private sector, and government agencies; and
3. To facilitate the assembly and exchange of information, knowledge, and ideas relating to recycling.
4. To advise the General Assembly on all actions relating to recycling.

Article I

Membership

Section 1.01 Membership. Membership shall be open to all persons and organizations interested in the purpose of the Virginia Recycling Association (hereafter “the Corporation”) in conformity with the terms of Section 1.02. The Board of Directors (hereafter “the Board”) shall establish (and may from time to time amend or modify) categories of membership, with different dues or charges and different rights and voting rights. All members shall have identical rights, except as otherwise specified by Resolution of the Board or these bylaws.

Section 1.02 Eligibility and Election of Members. The Board shall establish (and may from time to time amend or modify) a schedule of dues or charges for membership, payable each year or for such longer or shorter periods as the board shall determine. Upon the payment by an applicant for membership of the dues or charges provided in such schedule, and the submission by such applicant of a written request to become a member, such applicant shall be automatically elected a member of the Corporation in the category, if any, and for the period to which his, her or its payment shall entitle such applicant, starting on the first day of the month which begins after receipt by the Corporation of such payment and such written request.

Section 1.03 Resignations. Any member may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Such resignation shall take effect upon the later of the Corporation’s receipt of written notice thereof (or, if required, its acceptance thereof) or such subsequent date as may be set forth in such

notice. No resignation shall, however, entitle any member to the refund of any membership dues or charges paid prior to such resignation.

Section 1.04 Termination of Membership. Membership shall be terminated by (a) a member's death or resignation, (b) liquidation or dissolution of a member, (c) the affirmative vote of a two-thirds majority of the Directors then in office, or (d) the expiration of the period for which the dues or charges of such member had been paid. The Board may prescribe procedures and criteria for extending the deadline for the payment of dues.

Article II

Meetings of Members of the Association

Section 2.01 Place of Meetings. All meetings of the members of the Corporation shall be held at the place (within the Commonwealth of Virginia) specified in the notice of the meeting or in the waiver of notice thereof.

Section 2.02 Annual Meeting. The annual meeting of the members of the Corporation for the election of Directors and for the transaction of such other business as may be properly come before the meeting shall be held on such day as shall from time to time be fixed by resolution of the board at the place and hour specified in the notice of the meeting or in the waiver of notice thereof.

Section 2.03 Special Meetings. Special meetings of the members of the Corporation may be called at any time by the vote of one-fourth of the Directors or by five percent of the members of the Corporation, at such time and place as may be specified in the notice or waiver of notice thereof.

Section 2.04 Notice of Meetings of Members. Written notice of each annual or special meeting of the members of the Corporation shall be mailed to each member addressed to each member at the address of such member as it appears on the records of the Corporation, not less than ten (10) days nor more than sixty (60) days before the date of the meeting, except that the notice of a meeting to amend the articles of incorporation, a plan of merger, a proposed sale of assets pursuant to section 13.1-900 of the code of Virginia, 1950, as amended, or the dissolution of the Corporation shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting. . Written notice shall declare the time, date, and place of the meeting and, unless it is the annual meeting, indicate that is being issued by of at the direction of the persons calling the meeting and state the purpose or purposes for which the meeting is called. Notice of any meeting need not be given to any member if waived by such member before of after the meeting in a signed writing which is sent by mail or by telecommunications transmission; this waiver shall be delivered the Secretary of the Corporation for inclusion in the Minutes of filing with the corporate records. Notice need not be given to any nonvoting members.

No notice need be given of any adjourned meeting if the date and time of the adjournment is announced at the meeting at which the adjournment is taken, except that

notice shall be given to members who become entitled to attend and to vote as of the new record date for determining members entitled to vote at the adjourned meeting.

The attendance of any member at a meeting, in person, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such member. Likewise, unless a member who attends a meeting objects to the consideration of a matter when it is presented, the failure to object waives any objection that the matter is not within the purpose or purposes described in the meeting notice.

~~Section 2.06—Inspectors. The Board of Directors, in advance of any meeting of the members, may appoint one or more inspectors to act at the meeting or an adjournment thereof.~~

Section 2.07 Quorum. The presence in person or by proxy of ~~twenty percent (20%)~~ **twenty-five percent (25%)** of the members entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of any business a meeting.

Section 2.08 Voting. Except as otherwise provided in section 3.04 or as required by law, all matters brought before the membership shall be decided by the vote of a majority of the members who are entitled to vote and who are either present in person or by proxy at any meeting of the members.

Section 2.09 Proxies: Attendance and voting at any meeting of the members of the Corporation may be in person or by proxy. Every proxy must be executed in writing by the member or such member's duly authorized attorney, but need not be witnessed. A proxy shall be valid for one meeting and shall specify the date of the meeting. No proxy shall be valid after the expiration of one hundred and twenty days from its date.

Section 2.10 Members' Action Without Meeting. Whenever the members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent of the members, as permitted by law and filed by the Secretary of the Corporation with the Minutes of the proceedings or with any other corporate records reflecting the action taken.

Section 2.11 Record Date for Determination of Members. The Board of Directors may fix the record date for determining members when such a determination shall be necessary. This record date must fall within seventy days before the meeting or action requiring a determination of members. If any such meeting is adjourned for more than 120 days after the date of initially fixed for the meeting, the Board shall fix a new record date for determining members.

Article III

Directors

Section 3.01 Powers: The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised under the discretion of the Board of Directors, **according to the laws of the Commonwealth of Virginia, and the laws of the United States of America.**

Section 3.02 Number of Directors: The Board of Directors shall consist of nine (9) elected Directors. The Corporation may also have honorary or ex officio Directors, as specified in accordance with section 3.04, below.

Section 3.03 Increase or decrease in Number of Directors. Subject to the provisions of Section 3.02 hereof, the number of authorized Directors may be increased or decreased by vote of the members, at any annual or special meeting of the members at which a quorum is present, or by vote of a simple majority of the Directors then in office, provided that no reduction in number of Directors shall affect the term of any incumbent Director.

Section 3.04 Appointment and Election of Directors. There will be two groups of Directors of the Corporation, who shall be elected by the voting members at the annual meeting of members as follows. In 1996, one group of five Directors will be elected for a one-year term and one group of four (4) directors will be elected for a two-year term. Thereafter, alternate groups of directors will be elected each year. Each Director within a group shall be elected for a two-year term and shall hold office for that term and until his or her successor is elected and has qualified for office. **The election of officers and directors will take place every other year. Officers and directors shall hold office for a term of two years.**

Directors shall be elected by plurality of the votes of the members entitled to vote and voting in person or by proxy. Each member is entitled to vote and may cast one vote for each Director position which is under consideration at the election; members may not cumulate their votes.

The Board of Directors, or a properly designated Committee thereof, may appoint up to five (5) honorary or ex officio, non-voting Board members to serve a term of one year.

Section 3.05 Qualifications of Directors. All Board of Directors shall be **natural persons** at least 18 years of age and **at least one of them shall be** a citizen of the United States and a resident of the Commonwealth of Virginia. Prior to assuming office, Directors shall be a member of the Corporation, or the officially designated representative of an

organization which is a member of the Corporation. **The Board shall strive to be representative of the diverse interests of its membership.**

Section 3.06 Terms of Office. Each initial Directors of the Corporation shall hold office until the first annual meeting of members and thereafter until the successor of such initial Director shall be elected and shall qualify. In 1996 and 1997, Directors will serve terms as specified in section 3.04, above. Thereafter, groups of Directors will be elected to two-year, staggered terms of office.

Any Director elected to fill an unexpired term (whether resulting from death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next annual meeting of the members and thereafter until the successor of such Director is elected and shall qualify. Directors may be elected to any number of consecutive terms.

Section 3.07 Resignations. Any Director may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Such resignation shall take effect upon the later of the Corporation's receipt of written notice thereof (or, if required, its acceptance thereof) or such subsequent date as may be set forth in such notice.

Section 3.08 Removal. Any Director may be removed at any time either for or without cause by affirmative vote of two-thirds of all the members of the Corporation entitled to vote given at a meeting, the notice or waiver of notice of which shall have specified the proposed removal; Directors may be removed for good cause by the affirmative vote of two-thirds majority of the Directors then in office.

Section 3.09 Vacancies. If at any time the number of Directors shall for any reason be less than the authorized number, either the voting membership of the remaining Directors shall, subject to applicable law, fill the vacancy for the unexpired term.

Section 3.10 Annual Meetings. The annual meeting of the Board of Directors for the election of officers of the Corporation and for the transaction of such other business as may properly come before it shall be held at the place at which the annual meeting of the members of the Corporation shall be held, and shall be held immediately following such meeting.

Section 3.11 Regular Meetings. The Board of Directors from time to time may provide by resolution for the holding of such regular meetings as it may determine and may fix the time and place (which may be either within or outside the Commonwealth of Virginia) thereof.

Section 3.12 Special Meetings. Special meetings of the Board of Directors may be called at any time, by the decision of any two officers, at such time and place (which may be either within or outside the Commonwealth of Virginia) as may be specified in the notice of the meeting or in the waiver of notice thereof.

Section 3.13 Notice of Meetings. No notice of any regular meeting of the Board of Directors need be given, provided however, that if the Board of Directors shall fix or change the time and place of regular meetings, written notice of such action shall be sent to each Director who shall not have been present at the meeting at which such action was taken in the manner provided below. No notice need be given of any meeting at which every member of the Board of Directors shall be present, and any business may be transacted thereof. Written notice of the date, place, time, and purpose of special meetings of the Board shall be sent to Directors in the manner provided below.

If written notice is required to be sent to any Director, it shall be mailed to such Director at his or her address as it appears on the records of the Corporation at least five (5) business days before the date on which the meeting is to be held. In the alternative, notice may be sent to a Director, not later than forty-eight (48) hours before the meeting, by mailgram or telegram to his or her designated address; by telecopier transmission to a receiving station designated by such Director; or by delivering it to such Director personally.

Any Director may waive notice, either before or after the meeting, in writing or by mailgram, telegram, or telecopier transmission. Such waiver shall be filed with the minutes or corporate records.

Section 3.14 Quorum. Except as may be otherwise expressly required by statute, at all meetings of the Board of Directors the presence of a majority of the total number of Directors (exclusive of honorary Directors) and the Chairperson of the Board) shall be necessary and sufficient to constitute a quorum for the transaction of business.

In the absence of a quorum, a majority of the directors present at the appointed time and place of the meeting may adjourn the meeting from time to time for a period not exceeding twenty (20) days in any one case. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.15 Voting. At all meetings of the Board of Directors, except as at the time otherwise expressly required by statute of these bylaws, all matters shall be decided by the vote of a majority of the Directors present and voting at the meeting.

Section 3.16 Honorary Directors. The Directors of the Corporation, or a properly designated committee thereof, may appoint up to five (5) honorary or ex officio Directors at any annual, regular or special meeting of the Board. Honorary or ex officio Directors shall be entitled to attend and to speak at all meetings of the Board of Directors, but they

shall not be entitled to vote on any matters submitted to the Board of Directors for vote. Nor shall they be Directors for the purpose of constituting and quorum.

Section 3.17 Committees. The Board of Directors may, by resolution adopted by the board, delegate authority to standing committees of Directors, including an Executive committee, which shall consist of as many members with such qualifications as the Board of Directors shall from time to time determine. Such committees shall have all such powers and perform all such duties as may be expressly determined by the Board of Directors.

The Directors may also appoint other committees, not empowered to exercise the authority of the organization, but charged with specified tasks to further the goals of the organization. Such committees may also be created upon consideration and resolution by the Board if at least ten percent (10%) of the members petition the Board for the creation of such a Committee. In general, these committees will develop recommendations for consideration by the board. The Chairperson of the Board and the Chairperson of each committee shall have authority to designate such committees members, including non-board members, as may be required for the effective performance of the Committee's assigned duties.

Section 3.18 Directors' Action without Meeting. Any action required to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all of the Directors then in office, in the case of the Board of Directors, or all of the members of the committee, in the case of any such committee, consent in writing to the adoption of a resolution authorizing the action, either before or after the action taken. Such resolution and such written consents shall be filed with the minutes of the proceedings of the Board of Directors of the committee, as the case may be, or with other corporate records reflecting the action taken.

Section 3.19 Participation by telephone, etc. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or of such committee, as the case may be, by means of a conference telephone, **by means of email sent to receiver within 24 hours notice**, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article IV

Officers

Section 4.01 Number of officers and qualifications. The officers of the Corporation shall be the Chairperson of the Board, a President, a Vice President, a Secretary, a Treasurer, and subordinate officers as may be appointed from time to time in accordance with the provisions of section 4.03 hereof. No person may hold more than one of the

offices specified above. An officer must be a member of the Board of Directors of the Corporation.

Section 4.02 Election of officers. The Interim Board of Directors will elect initial officers at the April Board meeting to serve until removed or until the annual meeting of the Board of Directors and the qualifications of the officers elected to succeed the initial officers. Thereafter, officers (except such officers as may be appointed in accordance with section 4.03 hereof) shall be elected by the Board of Directors, to serve a one-year term of office, at the annual meeting of the Board of Directors. . Each officer (whether elected at the annual meeting of the Board of Directors, or to fill a vacancy or otherwise) shall continue in office until the close of the election of officers at the annual meeting of the Board of Directors next held after the election of such officer and until a successor shall have been elected and shall have been qualified. Officers may be re-elected for an unspecified number of terms.

Section 4.03 Subordinate officers. The Board of directors from time to time may appoint such other subordinate officers or agents as it may deem advisable, and may prescribe their respective titles, terms of office, authorities and duties. No subordinate officer or agent need be a Director or member of the Corporation.

Section 4.04 Resignation. Any officer may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Such resignation shall take effect upon the later of the Corporation's receipt of written notice thereof (or, if required, its acceptance thereof) or such subsequent date as may be set forth in such notice.

Section 4.05 Removal. Any officer or agent maybe removed at any time either for or without cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors.

Section 4.06 Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors.

Section 4.07 General Powers and Duties. The officers of the Corporation shall have such powers and duties, except as may be modified by the Board of Directors, as generally pertain to their respective offices, as well as such powers and duties as from time to time may be determined by the Board of Directors.

Section 4.08 The Chairperson of the Board. The Chairperson of the Board, who shall be the chief elected officer of the Corporation, shall preside at all meetings of the Board of Directors, if present; set the agenda in cooperation with other staff, appoint committee chairpersons when necessary; serve as a member of the executive committee; and in general, perform all duties incident to the office of the Chairperson of the Board and such other duties as may be assigned to him or to her by the Board of Director. The

Chairperson shall not vote at any meeting of the Board of Directors, except in the event of a tied vote or deadlock.

Section 4.09 The President. The president shall have active executive management of the operations of the Corporation and shall be responsible for carrying out the policies and fulfilling the purposes of the Corporation, subject, however, to the control of the Board of Directors. He or She shall execute such notes, deeds, contracts, or other documents as the Board may direct, and shall in general, perform all duties incident to the office of President and such other duties as may be assigned to him or her by the Board of Directors.

Section 4.10 The Vice President. The Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate to him or her. At the request of the President, the Vice President may in case of the President's absence or inability to act, temporarily act in his or her place. In case of the death of the President, or in the case of his or her absence or inability to act without having designated a Vice President to act temporarily in his or her place, the Vice President will perform the duties of the President, unless or until any successor to the office of President is designated by the Board of Directors.

Section 4.11 The Secretary. The secretary shall keep or cause to be kept in books provided for the purpose of the minutes of the meetings of the members and of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; shall be custodian of the records and of the seal of the Corporation and execution of which on behalf of the Corporation under its seal is duly authorized; and, in general shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the Board of Directors or by the President. The Secretary shall preside over Board meetings in the absence of the Chairperson.

Section 4.12 The Treasurer. The Treasurer shall be the financial officer; shall supervise the administration of all financial transactions; shall chair any budget Committee; and, in general, shall perform all duties incident to the office of the Treasurer and such other duties as may be assigned to him or to her by the Board of Directors or by the President. The Treasurer shall render to the President and the Board of Directors, whenever the same shall be required, accounts of all his or her transactions as Treasurer and statements of the financial condition of the Corporation. He or she shall give the Corporation a bond in such amount and with such sureties as may be ordered by the Board of Directors for the faithful performance of the duties of his or her office and for the restoration of the Corporation, in case of his or her death, resignation, retirement, or removal from office, all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control shall be returned or may be obtained by the Corporation.

Article V

Corporate Finance

Section 5.01 Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks or other financial institutions as the Board of Directors from time to time may designate as a depository.

Section 5.02 Checks, etc. All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such a manner as the Board of Directors from time to time may determine.

Section 5.03 Contracts. No contract may be entered into or on behalf of the Corporation unless and except as authorized by the Board of Directors, and any such authorization may be general or confined to specific instances.

Article VI

Compensation of and Contracts with Members, Directors and Officers; Purchase, Sale, Mortgage or Lease of Real Property

Section 6.01 Compensation. Any member, Director or officer in the Corporation is authorized to receive compensation from the Corporation for services rendered to the Corporation when authorized by the Board of Directors, and only when so authorized; provided however, that no member or Director of the Corporation may receive compensation merely for acting as a member or Director except as reimbursement for reasonable expenses incurred in fulfilling responsibilities as a member or Director.

Section 6.02 Contracts with Members, Directors and Officers. No member, Director or officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operation conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Board of Directors and unless the fact of such interest shall have been disclosed or known to the Board of Directors as the meeting at which such contract is so authorized.

Section 6.03 Required vote for Purchase, Sale, Mortgage or Lease of the Corporation's Real Property. No purchase, sale, mortgage, or lease of real property owned by the Corporation shall be made by the Corporation except upon the affirmative vote of a two-thirds majority of the Directors then in office.

Article VII

Indemnification

Section 7.01 Indemnification. The Corporation 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 Corporation or otherwise) by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement of or in connection with any such action, suit, or proceeding, provided that such expenses, judgements, fines and amounts are in reasonable sum and are reasonably incurred.

Article VIII

Special Provisions as to Actions of the Corporation

Section 8.01 Actions in Name of the Association. The Corporation shall act only in its own name, and not in the name of any of its members. Any press release, statement, report, correspondence or other publication of the Corporation shall be issued in the name of the Corporation and not in the name of its members; provided, that such press release, statement, report, correspondence or other publication may include the names of the members of the Corporation as of the date of its issuance.

Section 8.02 Litigation Instituted by the Corporation. The initiation of a lawsuit by the Corporation shall only be authorized by the affirmative vote of a majority of the Directors then in office. Any lawsuit by the Corporation shall be conducted by the Corporation in its own name, and not the name of any of its members.

Article IX

Exempt Activities

Section 9.01 Exempt Activities. These bylaws and any powers or authorizations contained herein shall be subject to the restrictions and prohibitions contained in the Articles of Incorporation to the Corporation, and, notwithstanding any other provisions of these Bylaws, no member, Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization which is exempt under Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended (which means the superceded and Regulations thereunder), 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 subsequently enacted or amended law).

Article X

Corporate Seal

Section 10.01 Corporate Seal. The Corporate seal of the Corporation shall be circular in form and shall bear the words and figures: “Virginia Recycling Association—Nonprofit Seal—1991—Virginia” or words and figures of similar import. The form of such seal shall be subject to alteration by the Board of Directors.

Article XI

Fiscal Year

Section 11.01 Fiscal Year. The fiscal year of the Corporation shall be such as may be determined by the Board of Directors from time to time. **The fiscal year for VRA accounting records begins on July 1 and ends on June 30 of the following year.**

Article XII

Amendments to Bylaws

Section 12.01 Amendments. All Bylaws of the Corporation shall be subject of amendment or repeal, and new Bylaws may be made, by the members of the Corporation or by the Board of Directors, at any annual, regular or special meeting, provided that any requisite notice or waiver of notice of such meeting shall have specified or summarized the proposed amendment, repeal or new Bylaw.