

By-Laws Of the Arizona Recycling Coalition

Article I

OUR MISSION

Section 1.01 Name

The organization shall be known as the Arizona Recycling Coalition, abbreviated as “AzRC”, and referred to herein as the “Corporation”.

Section 1.02 Mission Statement

The Arizona Recycling Coalition (AzRC) is a membership-based, non-profit organization dedicated to promoting waste reuse, reduction and recycling throughout Arizona and our southwestern region.

Section 1.03 Objectives

AzRC’s objectives are to improve the awareness and need for waste reduction, to assist in the advancement of recycling, and to communicate the benefits of conserving our natural resources. AzRC will strive to accomplish its objectives by developing structures and platforms for sharing information, by creating forums for statewide networking, and by implementing mechanisms which educate, communicate and support our mission.

ARTICLE II

MEMBERS

Section 2.01 Membership

Any individual, business, non-profit organization, political subdivision or other entity can be and are encouraged to be Members of the Corporation provided they follow the terms and conditions stipulated in this Article.

Section 2.02 Eligibility of Members

Any individual, business, non-profit organization, political subdivision or other entity shall be eligible to become a member of the Corporation by submitting a written request or application of membership to the Corporation. The Corporation shall grant and entitle membership to any applicant upon receipt of; (a) the applicant’s payment of the standard dues established by the Board of Directors and, (b) a written request or application to become a member of the Corporation. The continued eligibility of the member is based upon compliance with the terms and conditions stipulated in this Article.

Section 2.03 Membership Categories

The Board of Directors will establish and will have the right to change by resolution different categories of membership.

Section 2.04 Membership Dues

The Board of Directors will establish and will have the right to change by resolution a schedule of dues for membership, payable each fiscal year. The standard dues shall be for an annual membership, which is not prorated and will expire at the end of the fiscal year as establish by the National Recycling Coalition (NRC).

Section 2.05 Term of Membership

The standard term of membership shall be for one fiscal year, to coincide with NRC's fiscal year. Each applicant will be responsible for renewing their membership on an annual basis by submitting to the Corporation the stipulated annual standard dues which corresponds to their stated category.

Section 2.06 Resignations

Members 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. No resignation shall entitle any member to a refund of membership dues paid prior to such resignation.

Section 2.07 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 Board of Directors then in office, or (d) the expiration of the term for which the dues have been paid.

ARTICLE III

MEMBERSHIP MEETINGS

Section 3.01 Place of Meeting

All meetings of the members of the Corporation shall be held at the place (which may be within or outside the State of Arizona) specified in the notice of the meeting or in the waiver of notice thereof.

Section 3.02 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 properly come before the meeting shall be held at such time, date and place as may be prescribed by the Board of Directors and specified by written notice or waiver thereof.

Section 3.03 Special Meetings

Special meetings of the Members of the Corporation may be called at any time by; (a) the vote of a simple majority of the Board of Directors then in office, (b) the President, (c) the Secretary, or (d) 10 percent of the Members of the Corporation, at such time, date, and place as may be specified by written notice or waiver thereof.

Section 3.04 Special Meeting for the Election of Directors

If, for a period of one month after the date of the annual meeting, there is a failure to elect a sufficient number of Directors to conduct the business of the Corporation, the Board of Directors shall hold a special election by calling a special meeting of the members or conduct an election by mail or e-mail for the election of Directors.

Section 3.05 Notice of Meetings of Members

Written notice of all annual or special meetings of the Members of the Corporation shall be mailed, faxed or e-mailed to each member, addressed and sent to each Member of record at the address, fax number or e-mail address of such member as it appears on the records of the Corporation, not less than ten days before the date of the meeting. Written notice shall declare the time, date and place of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting.

Section 3.06 Quorum

A quorum shall be current membership in good standing in attendance (50% + 1) of Members for the transaction of any business at a meeting.

Section 3.07 Voting

Any vote taken of the Members of the Corporation may be cast by; (a) being present at a meeting, (b) written proxy/e-mail, or (c) receipt of written ballot.

Section 3.08 Proxies

Attendance and voting of any Member at any meeting of the Corporation may be in person or by written proxy/e-mail.

Section 3.09 Overrule by Members

A two-thirds majority vote by the Members of the Corporation can overturn a decision made by the Board of Directors.

Section 3.10 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, as permitted by law.

Section 3.11 Members Attendance at Board Meetings

General meetings of the Board of Directors are open to all Members of the Corporation.

ARTICLE IV

DIRECTORS

Section 4.01 Powers

The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised by the Board of Directors.

Section 4.02 Number of Directors

The Board of Directors shall consist of an odd number of Directors. Subject to the provisions of Section 4.02 hereof, the number of authorized Directors may be increased or decreased by; (a) vote of the Members, at any annual or special meeting of the Members at which a majority are present (two-thirds of the membership), or (b) vote of a simple majority of the Directors then in office, provided that no reduction in the number of Directors shall affect the term of any incumbent Director, and any increase or decrease in the number of Directors shall be apportioned among the classes of Directors to make all classes as nearly equal as possible.

Section 4.03 Appointment and Election of Directors

The Directors of the Corporation shall be elected at the Annual Meeting of Members of the Corporation or by special election as stated in Article III. Each Director will hold office until the expiration of the term for which each is elected, and until a successor has been qualified and elected.

Section 4.04 Qualifications of Directors

All Directors shall be a member in good standing.

Section 4.05 Terms of Office

The Directors of the Corporation shall hold office for a term of one year and until their successors shall be qualified and elected. Any Director elected to fill a remaining term (whether resulting from death, resignation or removal or created by an increase in the number of Directors) shall hold office for such remaining term and thereafter until the successor of such Director is elected and shall qualify.

Section 4.06 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 4.07 Removal

Any Director may be removed at any time either for or without cause by an affirmative vote of two-thirds majority of; (a) all the Members of the Corporation entitled to vote, or (b) by the Directors then in office.

Section 4.08 Vacancies

If at any time the number of Directors shall for any reason be less than the authorized number, the remaining members of the Board of Directors, subject to applicable law, shall fill the vacancy for the remaining term.

Section 4.09 General Board Meetings

The Board of Directors from time to time will hold General Board of Directors meetings on a regular basis and will determine the time, date and place thereof. The Board of Directors shall make efforts to schedule general board meetings in advance, notify Members of the scheduled dates, and encourage member attendance.

Section 4.10 Special Board Meetings

Special meetings of the Board of Directors may be called at any time by the Chairperson or Secretary of the Board of the Corporation at such time, date and place as may be specified in the notice of the meeting or waiver thereof.

Section 4.11 Notice of Meetings

No notice of any general meeting of the Board of Directors need be given, provided, however, that if the Board of Directors shall fix or change the time, date or place of any general meeting, notice of such action all be sent promptly to each Director. Notice of annual, general and special meetings of the Board of Directors shall be sent to each Director.

Section 4.12 Quorum

At all meetings of the Board of Directors the presence of a simple majority of the Board of Directors (other than Honorary Directors) shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 4.13 Voting

At all meetings of the Board of Directors, all matters shall be decided by the vote of a simple majority of the Directors either present and voting at the meeting or by providing written proxy/e-mail.

Section 4.14 Honorary Directors

The Members of the Corporation may elect any number of Honorary Directors at any annual, regular or special meeting of Members. An Honorary Director shall be welcomed to attend all meetings of the Board of Directors, but shall not be entitled to vote on any matters submitted to the Board of Directors for any other purpose.

4.15 Director’s Action without Meeting

Action required to be taken by the Board of Directors may be taken without a meeting if; (a) all of the Directors then in office, consent in writing to the adoption of a resolution authorizing any new action, or (b) two-thirds of the Directors then in office, consent in writing to the adoption of a resolution authorizing any action previously discussed in a Board of Directors meeting. Such resolution and such written consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 4.16 Participation by Telephone, etc.

Any Director of the Board or any committee member thereof may participate in a meeting of the Board of Directors or of a committee, by means of a conference telephone or similar communications equipment. Participation by such means shall constitute presence in person at a meeting.

Section 4.17 Meeting Attendance

Directors of the Board must attend at least two-thirds of each year’s Board meetings or **that Director must run for re-election at the next annual meeting.** *(If the terms are for 1 year, then the part in red must be changed or eliminated, this would only be applicable if an elected term was longer than 1 year).*

ARTICLE V

OFFICERS

Section 5.01 Number of Officers and Qualifications

The officers of the Corporation shall be Chair, one or more Vice Chair/Secretary (at the discretion of the Board), a Treasurer and associate officers as may be appointed from time to time in accordance with the provisions of Section 5.03 thereof. No person may hold more than one office. No instrument required to be signed by more than one officer shall be signed by the same individual in more than one capacity.

Section 5.02 Election and Term of Office

The officers (except such officers that may be appointed in accordance with the provisions of Section 5.03 hereof) shall be elected by the Board of Directors at its first meeting and thereafter annually at its annual meetings. 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, or until the death, resignation or removal of such officer.

Section 5.03 Associate Officers

The Board of Directors from time to time may appoint such other officers or agents as it may deem advisable, and may prescribe their respective titles, terms of office, authorities and duties. No such other officer or agent need be a Director, but must be a member in good standing.

Section 5.04 Resignations

Any officer may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignations, 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 5.05 Removal

Any officer or agent may be removed at any time, either for or without cause by the vote of two-thirds majority of the Directors then in office.

Section 5.06 Vacancies

Any vacancy in any office may be filled for the remaining portion of the term by an affirmative vote of a simple majority of the Board of Directors.

Section 5.07 General Powers and Specific 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. Specific duties for all officers shall be delineated by resolution approved by two-thirds majority of the Board of Directors.

Section 5.08 Chair

The Chair shall be the senior officer of the Corporation, and shall preside at all meetings of the Board of Directors, if present, and shall, in general, perform all duties, however, to the control of the Board of Directors. The Chair, in general, shall perform all duties incident to the office of Chair and such other duties as may be assigned to him/her by the Board of Directors.

Section 5.09 Vice Chair/Secretary

The Vice Chair shall have such powers and perform such duties as the Board of Directors may prescribe or as the Chair may delegate to him/her. At the request of the Chair, the Vice

Chair may, in the case of the Chair's absence or inability to act, temporarily act in his/her place. In the case of the resignation or death of the Chair, the Vice Chair will perform the duties of the Chair. On occasion because of membership size the Vice Chair will assume the duties and responsibilities of the Secretary as described in Section 5.10.

Section 5.10 Secretary

The Secretary (when Vice Chair is unable to perform duties or membership is such that an individual is elected specifically to fill this office) shall keep or cause to be kept in books provide for the purpose 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 provision of these By-laws and as required by law; shall be custodian of the records and of the seal of the Corporation under its seal is duly authorized; and, in general, shall perform all duties as may be assigned to him/her by the Board of Directors or by the Chair. An acting Secretary may be appointed by the Chair with the approval of the Board of Directors.

Section 5.11 Treasurer

The Treasurer shall be the financial officer; shall have charge and custody of, and be responsible for, all funds and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; and, in general, shall perform all duties as may be assigned to him/her by the Board of Director or by the Chair. The Treasurer shall render to the Chair and the Board of Directors, whenever the same shall be required, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. He/she shall, if required to do so by the Board of Directors, give the Corporation a bond in such amount and with such surety of sureties as may be ordered by the Board of Directors for the faithful performance of the duties of his/her office and for the restoration to the Corporation, in case of his/her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation.

ARTICLE VI

COMMITTEES

Section 6.01 Committees

Committees shall be created as the Board of Directors deem appropriate. All Members of the Corporation are eligible to serve on committees as voting members and all committee members must be Members of the Corporation. At least one Director will serve on each committee, although not necessarily as chair.

Section 6.02 Nominating Committee

A Nominating Committee of a minimum of three members will be created each year to put forward a slate of candidates for the Board of Directors. To the extent possible, the

committee shall nominate a slate of Directors that has equal representation from all geographic regions of the state and from the public, business and non-profit sectors.

Section 6.03 Standing Committees

Standing committees may be established by the Board. The Board will establish additional guidelines for committee structure and operation.

ARTICLE VII

CORPORATE FINANCE

Section 7.01 Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies or with such bankers or other depositories as the Board of Directors from time to time may determine.

Section 7.02 Checks, etc.

All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officer, officers, agent or agents of the Corporation and in such manner as the Board of Directors may determine.

Section 7.03 Contracts

No contracts may be entered into on behalf of the Corporation unless and except as authorized by an affirmative vote of a simple majority of the Board of Directors, and any such authorization may be general or confined to specific instances.

ARTICLE VII

**COMPENSATION OF AND CONTRACT WITH MEMBERS, DIRECTORS, AND OFFICERS;
PURCHASE, SALE, MORTGAGE, OR LEASE OF REAL PROPERTY**

Section 8.01 Compensation

Any member, Director or Officer of the Corporation is authorized to receive reasonable compensation from the Corporation for services rendered to the Corporation when authorized; provided, however, that no member or Director of the Corporation 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 8.02 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 operations conducted by it, not 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 at the meeting at which such contract is so authorized.

Section 8.03 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 IX

SPECIAL PROVISION AS TO ACTIONS OF THE CORPORATION

Section 9.01 Actions in Name of Corporation

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 any 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. Any violation may result in revocation of membership status as determined by the Board of Directors. All actions must be approved by the Board of Directors.

Section 9.02 Litigation Instituted by the Corporation

The initiation of a lawsuit by the affirmative vote of a two-thirds majority of the Directors present at any annual, regular or special meeting, provided that a written notice of the meeting shall have summarized the nature of the lawsuit, the claims to be asserted, and the relief to be sought. No lawsuit shall be instituted until at least sixty days after the date on which notice of the possible institution of such lawsuit, containing a brief description thereof, shall have been sent to each Member or record of the Corporation. Any lawsuit by the Corporation shall be conducted by the Corporation in its own name, and not in the name of any of its Members.

Section 9.03 Position on Candidates for Public Office

AzRC will not support or oppose any candidate for public office. AzRC, as an organization, will not join any other organization that supports or opposes candidates for public office.

Section 9.04 Use of the AzRC Name

When speaking at public meetings, AzRC Members shall not identify themselves with AzRC or use the name AzRC to endorse their statements unless they are specifically authorized to do so.

ARTICLE X

EXEMPT ACTIVITIES

Section 10.01 Exempt Activities

These by-laws and any powers or authorizations contained herein shall be subject to the restrictions and prohibitions contained in the Certificate of incorporation of the Corporation, and, notwithstanding any other provision of these by-laws, 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, and to which contributions are deductible under Section 179 (c) (2), 2055(a)(2) or 2522(a)(2) of such Code (or the corresponding provisions of any subsequent law.)

ARTICLE XI

FISCAL YEAR

Section 11.01 Fiscal Year

The Board of Directors by resolution will establish the Corporations fiscal year and will have the right to change the fiscal year. At the time of the adoption of these by-laws the Corporation will follow NRC's fiscal year.

ARTICLE XII

AMENDMENTS TO BY-LAWS

Section 12.01 Amendments

All by-laws of the Corporation shall be subject to amendment or repeal, and new by-laws may be made, by the Members of the Corporation or by the Board of Directors, at any annual, general or special meeting, provided that a written notice of such meeting shall have specified or summarized the proposed amendment, real, or new by-laws. Any amendments or repeals to the by-laws shall require an affirmative vote of two-thirds majority of either the Members or the Board of Directors.