

**BY-LAWS OF
TENNESSEE RECYCLING COALITION, INC.**

ARTICLE I – NAME, MISSION, AND PLACE OF BUSINESS

Section 1. Name

The name of this organization shall be Tennessee Recycling Coalition, Inc. hereafter referred to as “Coalition”.

Section 2. Mission

The mission of the Coalition is to promote the adoption of recycling and waste reduction programs in Tennessee by:

- (a) Promoting the state wide adoption of waste reduction and recycling
- (b) Providing information and education
- (c) Partnering to address waste issues in the State

This mission will be fulfilled by:

- (a) providing, promoting, and encouraging recycling and waste minimization throughout the state of Tennessee at all levels
- (b) providing a forum in the way of annual conference for information exchange and networking
- (c) providing recognition to those member organizations and individuals who exhibit excellence in recycling and waste minimization programs and initiatives
- (d) Establishing a relationship with national, state and local environmental agencies and other recycling organizations. Providing the Coalition representation whenever feasible

Section 3. Place of Business

The principal place of business of the Coalition will be within the office or home of the President of the Board of Directors. There may be such additional offices or places of business for carrying out the purpose of the Coalition, either within or without the State of Tennessee, as may be determined by the Board of Directors.

ARTICLE II – MEMBERS

Section 2.1 Membership.

All individuals, elected and appointed officials, organizations, businesses and industries (public and private) committed to the goals and purposes of the Coalition, as stated in Article I, Section 2, shall be eligible for membership.

Section 2.2 Membership Eligibility and Election of Members.

Upon the payment of dues as established in **Article X Dues**, and the submission of a written request to become a member on forms provided by the Board of Directors,

such applicant shall be automatically granted a membership in the Coalition in the category, if any, and for the period to which the payment shall entitle such applicant,

Section 2.3 Voting Rights.

Each member shall be entitled to one (1) vote on each matter submitted for a vote of the membership.

Section 2.4 Resignations.

Any member may resign at any time by delivering a written resignation to the Coalition. 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 Coalition'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 entitle any member to a refund of membership dues or charges paid prior to such resignation.

Section 2.5 Termination of Membership.

Membership shall be terminated:

- (a) by a member's death or resignation;
- (b) by liquidation or dissolution of a member;
- (c) for cause by the affirmative vote of a two-thirds (2/3) majority of the Board of Directors then in office, provided that the Board provides the terminated member with notice and opportunity to object to the Board's decision in accordance with procedures established by the Board; or
- (d) By the expiration of the period for which the dues or charges of such member had been paid.

ARTICLE III – MEETINGS OF MEMBERS

Section 3.1 Annual Meeting.

The membership of the Coalition shall meet at least once per year at a time and place designated by the Board. At this annual meeting the following items of business shall be considered:

- (a) Report of the activities of the past year; and
- (b) Any other business of an appropriate nature.

Section 3.2 Special Meetings.

Special meetings of the members of the Coalition may be called at any time by consensus vote of the Board Directors. Also, a petition signed by fifty one percent (51%) of the current membership to the Board requesting a meeting and outlining the purpose of the meeting to be held shall require the Board of Directors to call a special membership meeting.

Section 3.3 Notice of Meeting of Members.

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 and state purpose or purposes for which the meeting is being called. Notice of the annual **meeting** shall be provided to members in writing or electronically at least forty (40) days prior to the date thereof. Notice of a special meeting shall be provided to members in writing at least ten (10) days prior to the date thereof.

Section 3.4 Quorum.

Thirty (30) percent of current membership shall constitute a quorum.

Section 3.5 Voting.

Except as otherwise expressly provided herein or as required by-law, all matters shall be decided by the vote of a majority of the members of the Coalition present at any meeting of the membership.

Section 3.6 Agenda/Rules of Order.

The Secretary, in consultation with the President and Board of Directors, shall prepare and distribute an agenda for each meeting of the general membership. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Coalition in all cases not provided for in these Bylaws or in special rules of order adopted by the organization.

ARTICLE – BOARD OF DIRECTORS**Section 4.1 Powers.**

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

Section 4.2 Number of Directors.

The Board of Directors shall consist of eighteen (18) Directors.

Section 4.3 Election of Directors.

Directors of the Coalition shall be elected at the Annual Conference or by February 15th which ever comes first. Voting shall be electronic or by paper ballot. Ballots will be sent to all members prior to the conference to allow for absentee voting.

Section 4.4 Qualification of Director.

All officers and members of the Board of Directors shall be voting members in good standing of the Coalition at the time of election and during tenure of office.

Section 4.5 Terms of Office.

All directors shall be elected for three (3) year terms. Director's terms will be staggered with six director's terms expiring each year. Any Director elected to fill an unexpired term shall hold office for the unexpired term and thereafter until a qualified successor is elected. Directors are limited to no more than two consecutive full terms. Fulfilling an unexpired term shall not count as a full term.

Section 4.6 Resignations.

A Director may resign at any time by submitting a written resignation to the Coalition. The acceptance of any such resignation shall not be necessary to make the same effective. Such resignation shall take effect upon the Coalition's receipt of written notice.

Section 4.7 Removals.

A Director may be removed at any time for cause by a vote of two thirds of all the members of the Coalition or by a consensus vote of the Board of Directors. The Board shall provide the terminated Director with notice and opportunity to object to the removal.

Should a Director fail to attend or provide proxy for three (3) consecutive meetings of the Board of Directors during a twelve (12) month period, the Board may consider the position to be vacant.

Section 4.8 Vacancies.

Any vacancy occurring in the Board of Directors, except in the position of the President shall be filled for the remainder of that term by majority vote of the remaining Board members. In the event of a vacancy in the President's position, the Vice President shall assume the Presidency.

Section 4.9 Meetings.

The Board of Directors shall meet at least three (3) times per year with one (1) meeting being held concurrently with the annual meeting. Meetings of the Board shall be open to all members and non-members of the Coalition that wish to observe Board proceedings.

Section 4.10 Notice of Meetings.

Board members shall be notified at least twenty-one (21) days in advance of a meeting.

Section 4.11 Quorum/Rules of Order.

A majority of the seated Board of Directors present or providing proxy shall constitute a quorum. No Business of the Coalition or resolutions may be enacted or passed without a quorum present. Meetings of the Board shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised.

Section 4.12 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 telephone conference call, 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.

Section 4.13 Voting.

All matters shall be decided by a vote of a majority of the Directors attending or providing proxy for Board meetings unless otherwise specified in the bylaws. A consensus of the full Board of Directors shall be defined as a 2/3 agreement.

4.14 Proxies.

Proxies may be utilized by the Board of Directors for purposes of a quorum and for voting on business of the organization. No one Director may hold in their possession more than 1 proxy from other Directors. Proxies may be either a signed form designed as such, or in the form of an email.

Section 4.15 Board Action Outside of Board Meetings.

Any action required by statute to be taken at a Board meeting may be taken without a meeting at the written request of a Board member setting forth the action to be considered and signed by a consensus of Board Members entitled to vote in accordance with the provisions established in the previous Section. Such action shall have the same force and effect as a vote of the members at a meeting. A request for written action can only be superseded by a consensus vote of the full Board at a Board Meeting.

Section 4.16 Committees of the Board.

The standing committees of the organization shall include the followings: executive, information and education, membership development, public relations/communication, finance, nominating, and conference. In addition to the standing committees, the Board of Directors may establish any other committees which in its discretion are necessary for the purposes of the organization.

Each committee shall elect its own chairperson who works with an Administrative Coordinator if the Board of Directors has appointed such an Administrative Coordinator. Each Director shall be expected to actively participate in at least one (1) Committee and Committee participation shall be viewed as primary criteria for re-election of Directors at the annual meeting.

ARTICLE V – OFFICERS

Section 5.1 Number of Officers and Qualifications.

The officers of the Coalition shall be the Past President, President, Vice President, Secretary, Deputy Secretary, Treasurer, and Deputy Treasurer. No person may hold two or more offices of the Coalition. An officer must be a Director and member of the Coalition.

Section 5.2 Election of Officers.

The officers shall be elected by the Board of Directors at the first board meeting following the election of Directors.

Section 5.3 Term of Office.

The term of each office is one (1) fiscal year.

Section 5.4 Resignations.

Elected officers may resign at any time by delivering a written resignation to the Coalition. The acceptance of any such resignation shall not be necessary to make the same effective. Such resignation shall take effect upon the Coalition's receipt of written notice.

Section 5.5 Removals.

Elected officers may be removed with cause by a consensus vote of the Board of Directors.

Section 5.6 Vacancies.

A vacancy in any office, except the Presidency, may be filled for the unexpired portion of the term by the Board of Directors.

Section 5.7 General Powers and Duties.

The officers of the Coalition 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 and be determined by the Board of Directors.

Section 5.8 Executive Committee.

The officers of the Coalition and such other Directors as the Board may appoint shall make up the Executive Committee. The committee shall be responsible for making short-term administrative decisions and development of annual plan of operation.

Section 5.9 The President.

The President shall be the principal executive officer of the Coalition and shall preside at all meetings of members, Board of Directors and Executive Committee. The President shall have the right to appoint members of all standing committees shall have the right to supervise and direct the management and operation of the Coalition including but not limited to designating the duties inherent to the office or requested by the Board of Directors. The office of President shall be limited to one term, and the President will be required to serve one term as Past President.

Section 5.10 The Vice President.

The Vice President shall in the absence or disabilities, of the president, perform the duties and have authority and exercise the powers of the president. The Vice-President shall perform such other duties and have such authority as the Board of Directors may from time to time prescribe or as the president may delegate. The office of Vice-President shall be limited to one term, and the Vice-President will be expected to run for president immediately following his/her term as Vice-President.

Section 5.11 The Secretary.

The Secretary shall record all proceedings and attendance of the members, Board of Directors and Executive Committee in a book or books to be kept for that purpose; shall be custodian of the records including the current mailing address of all Coalition members; shall see that the lists, books, and reports, statements, certificates, and other documents and records required by statute are properly filed; and shall perform such other duties inherent to the office or as prescribed by the Board of Directors or as the president may delegate. The office of Secretary shall be limited two terms.

Section 5.12 The Treasurer.

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate records of the receipts and disbursements of the Coalition; shall disburse funds as ordered by the Board of Directors; shall prepare financial statements and present on a quarterly basis; shall see that the financial records are reviewed annually by an independent public accountant; shall give the Coalition a bond (if desired by the Board and at such form and sum and with such surety as is satisfactory to the Board) for the faithful records, vouchers, money, and other property belonging to the organization in case of his death, resignation, retirement or removal from office; and shall perform such other duties inherent to the office or as prescribed by the Board of Directors or as the president may delegate. The office of Treasurer shall be limited two terms.

Section 5.13 Past President.

The office of Past President is to insure a smooth transition for the organization. As such the Past President shall serve in a strictly advisory role. The Past President will educate the President on the past activities of the board and transfer any documents related to the office to the President. The Past President will not have voting rights unless the Past President is an elected member of the board. The Office of Past President shall be limited to one term.

Section 5.14 Deputy Secretary.

The office of Deputy Secretary is to insure a smooth transition for the organization. The Deputy Secretary will assist the Secretary, and fulfill the duties of Secretary in the Secretary's absence. The office of Deputy Secretary shall be limited to two terms, and the Deputy Secretary will be expected to run for Secretary upon the completion of the current Secretary's final term.

Section 5.15 Deputy Treasurer.

The office of Deputy Treasurer is to insure a smooth transition for the organization. The Deputy Treasurer will assist the Treasurer, and fulfill the duties of Treasurer in the Treasurer's absence. The office of Deputy Treasurer shall be limited to two terms, and the Deputy Treasurer will be expected to run for Treasurer upon the completion of the current Treasurer's final term.

ARTICLE VI – FINANCIAL MATTERS**Section 6.1 Deposit of Funds.**

The funds of the Coalition shall be deposited in such bank or trust company, as the Board shall designate.

Section 6.2 Checks.

Withdrawals shall be by check issued and signed by such officer, officers or salaried employees as designated by the Board. Vouchers, purchase orders, receipts, statements, or other evidence of purchase or obligations shall be necessary condition of the issuing and signing of any check.

Section 6.3 Contracts.

The Board of Directors may authorize any officer or officers of the organization to enter into any contract or execute and deliver any document in the name and on behalf of the organization. Any such authority may be general or it may be confined to specific instances.

Section 6.4 Contracts with Members, Directors and Officers.

No member, Director, or officer of the Coalition shall be interested, directly or indirectly, in any contract relating to the operation 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 6.5 Fiscal Year.

The fiscal year of the Coalition shall be determined by the Board Directors.

ARTICLE VII – INDEMNIFICATION**Section 7.1 Indemnification.**

The Coalition shall, 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, acting under the direction of the Board of Directors 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 mounts are in a reasonable sum and reasonably incurred.

ARTICLE VII – SPECIAL PROVISIONS

Section 8.1 Actions in Name of Coalition.

The Coalition shall act only in its own name and not in the name of any of its members. Any press release, statement, report, correspondence, or the publication of the Coalition shall be issued in the name of the Coalition 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 Coalition as of the date of its issuance.

Section 8.2 Litigation Instituted by the Coalition.

The initiation of a lawsuit by the Coalition shall only be authorized by the affirmative vote of a two-thirds (2/3) majority of the Directors present at any meeting; provided that the notice of the meeting shall have summarized the nature of the lawsuit, the claims to be asserted, and the relief to be sought. Any lawsuit by the Coalition shall be conducted by the Coalition in its own name and not in the name of any of its members.

Section 8.3 Exempt Activities.

These By-Laws and any powers or authorizations contained herein shall be subject to the restriction and prohibitions contained in the Certificate of Incorporation of the Coalition and, notwithstanding any other provision of these By-Laws, 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 Coalition not permitted to be taken or carried on by an organization which is exempt under the Internal Revenue Code and to which contributions are deductible under such Code (or the corresponding provisions of any subsequent federal law or similar state law).

ARTICLE IA – Amendment of Bylaws

Section 9.1 Amendments.

All By-Laws of the Coalition shall be subject to amendment or repeal and new By-Laws may be made by the members of the Coalition by two-thirds (2/3) vote of the members in attendance (or submitting absentee ballots) at any meeting where a quorum exists; provided that the notice of such meetings shall have specified the proposed amendment, repeal, or new By-Laws.

Section 9.2 Proposal of Amendments.

Proposals for changes in the By-Laws shall be submitted to the Board of Directors by a member, a Board-appointed committee chairman, or a Director. An absentee ballot, containing all proposed amendments shall be given in writing to every member at least forty 40 days prior to the annual or special membership meeting.

ARTICLE X – DUES

Section 10.1 Dues Amount.

The Board of Directors shall establish an annual schedule of dues or charges for membership. The Board of Directors may establish different categories of membership with different fees or charges.

ARTICLE XI – MISCELLANEOUS

Section 11.1 Books and Records.

The Coalition shall keep correct books and records of account and shall also keep minutes of the meetings of its members, Board of Directors, and committees, and shall keep a record giving the name and addresses of the members entitled to vote. All books and records of the Coalition may be inspected by any member at the annual meeting.

Section 11.2 Lobbying.

Neither the Coalition nor its members acting on behalf of the Coalition shall engage in any commercial activities or lobby for or against legislation at the local, state or federal level.