

Maine Resource Recovery Association
Bylaws

Adopted - Annual Spring Meeting, June 26, 1986
 Amended - MMA Convention, October 15, 1988
 Amended - MSWMRA Annual Meeting, April 26, 1989
 Amended - Annual Meeting, May 2, 1990
 Amended - Annual Meeting, April 25, 1991
 Amended - Special Meeting, July 16, 1992
 Amended - MMA Convention, October 13, 1993
 Amended - Annual Meeting, May 23, 1996
 Amended - Annual Meeting, Sept 9, 2002
 Amended - Annual Meeting, Sept 27, 2010

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Mission Statement :

A. The mission of the Maine Resource Recovery Association is:

1. to foster professional solid waste management practices;
2. to further the development of recycling and other forms of resource recovery as cost-effective components of environmentally sound solid waste management in Maine communities; and
3. To promote market development and provide cooperative marketing opportunities.

Purpose

B. The goals of the Association include, but are not limited to, the following:

1. Promoting communication and information exchange between Association members and markets, equipment suppliers, State and Federal government, and other State and national associations, as well as information exchange among members.
2. Compiling and developing other information relevant to the education and technical assistance needs of Maine solid waste management and recovery programs.
3. Assisting with the marketing of recyclable and reusable materials.
4. To facilitate the marketing of materials, the Association may establish a cooperative marketing service to assist Association members in the orderly and efficient marketing of recyclables collected and/or processed at recycling centers. The cooperative marketing service may provide market information, quality guidance on material preparation, marketing of the recyclables, and other services as may be deemed appropriate by the Board of Directors. A cooperative marketing service is offered to members on the member's behalf, and the Association does not take ownership of recyclables at any point during the furnishing of the services.
5. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 50 1 (h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

MRRA will follow the guidelines pursuant to the Maine nonprofit corporation act MRS title 13-B

Membership

Any municipality, Individual or organization (not representing commercial interests), is authorized one vote. Each organization may submit one candidate for the board of directors annual election.

Associate (non-voting) membership shall be open to all commercial interests and State agencies. They are also able to participate in the marketing service.

Financial Structure:

- A. The Association may be established under the Internal Revenue Service's 501.C.3, and, if so established, shall operate under appropriate rules and regulations.
- B. The Annual Dues and membership structure of the Association will be determined on a yearly basis by a majority vote of the MRRA Board of Directors.
- C. Cooperative Marketing Fees: the Cooperative Marketing Committee shall establish a fee schedule for MRRA members to participate in the cooperative marketing service.

The fee schedule shall be determined on an annual basis by the Cooperative Marketing Committee and approved by the Board of Directors. Such fee schedule shall reflect the anticipated financial requirement of the Marketing Cooperative. Entities participating in the Marketing Cooperative shall hold a valid membership in the MRRA.

- D. The MRRA may accept grants from government agencies and private foundations upon the vote of the Board of Directors.
- E. Upon a vote of the Board of Directors, the MRRA may enter into contracts and agreements with recyclable material sellers and material buyers. The Board of Directors may delegate the approval and signing of such documents to the Cooperative Marketing Committee and/or Coordinator/Staff.
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- F. Disposition of Assets Upon Dissolution
 - 1. Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501.C.3 of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRS 501.C.3 or corresponding provisions of any subsequent tax laws.
 - 2. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.
 - 3. In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501.C.3 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Maine.

4. In any taxable year in which the organization is a private foundation as described in IRC 509 (a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any of self- dealing as defined in IRC 4941 (d), (b) retain any excess business holdings as defined in IRC 4943 (c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

Officers and Committees:

A. Officers / Board of Directors

The Association Officers shall consist of a President, Vice-President, Secretary-Treasurer, and past president. The Board of Directors shall be composed of the officers, the past president, and six additional members. Two non-voting positions will be filled, one by DEP and one by SPO. No member of the Board of Directors shall represent commercial interest

In the event that a member of the Board of Directors is unable to complete their term, the Board of Directors shall appoint a person to serve the remainder of that term.

In the event that a Board of Directors member misses two or more consecutive Board of Directors meetings without notifying the President or Vice-President of the absence prior to the meetings, the Board of Directors may vote to remove such person from the Board of Directors and appoint a new member in accordance with the above paragraph.

Directors shall be elected annually by the membership, from among the membership representatives. To be eligible, Director candidates shall have been appointed as a representative to MRRA by their member organization prior to the distribution of ballots. Representatives of member organizations that are in competition with MRRA are not eligible candidates and may not be seated as Directors.

No member organization may offer more than one Director candidate in any election year. Write-in candidates who have not been nominated may be elected to the Board so long as they are eligible candidates. Any disputes as to the eligibility of a member representative as a Director candidate shall be resolved by a majority vote of the membership.

For the purposes of these Bylaws, a membership organization is "in competition with MRRA" if such organization does or may market or sell or receive recyclable materials outside any mechanism established for marketing or sale of recyclable materials established or implemented by MRRA.

The members of the newly appointed Board of Directors will elect the officers at the first meeting of the newly appointed Board of Directors.

B. Adhoc committees

Working committees may be designated by the Board of Directors as required. Membership will be established by the BOD at the inception of the committee.

C. Marketing Committee

A standing committee may be established to operate and coordinate the cooperative marketing service and to provide direction, guidance and oversight to the Coordinator.

The Cooperative Marketing Committee shall be made up of two members from the, Board of Directors a representative from the State Planning Office and a representative from each active participating entity of the marketing cooperative. To be considered an active participant, the entity shall have shipped at least one load of material through the marketing cooperative during the prior twelve month period. The SPO representative shall be a voting member during the period when the State of Maine provides funding for the cooperative marketing services. A member of this standing committee shall be a member representing material buyers. The buyer representative will not have voting rights on this committee. All members shall be appointed by the Association's Board of Directors for a term of one year.

In the event that a member of the Committee is unable to complete their term, the Board of Directors shall appoint a qualifying person to complete the remainder of that term. Committee members may be removed from the Committee for failing to adequately participate or attend meetings.

D. Education Committee

The Education committee will consist of marketing members, solid waste professionals, and interested parties recommended by the BOD, state agencies, MRRRA staff, and a member of the BOD

Scholarships:

The MRRRA establishes a scholarship to further educational interests in solid waste & recycling. The BOD will determine eligibility through an application process.

Personnel:

The MRRRA Board of Directors may hire such consultant services and staff as is necessary to fulfill the goals of the MRRRA. The Coordinator shall be responsible for fulfilling program requirements as established by the Cooperative Marketing Committee. The Association will be responsible for all costs associated with this position. Additionally, the Association will provide liability insurance and bonding of the Coordinator in an amount and type necessary for the provision of the services.

Meetings:

The Association will hold meetings for the purposes of providing informational panels, tours, seminars, etc., and to conduct whatever business the Board of Directors has to bring before the assembled membership.

The Annual meeting will be held each year, the date and location to be determined by a majority vote of the MRRRA Board of Directors. The Board of Directors for the coming year shall be elected at the Annual Meeting.

Voting:

A. BOD

In the event of a tie for a board seat, a runoff election will be held between the candidates receiving an equal number of votes.

A ballot marked with more than the specified number of candidates will be void, however a ballot marked with less than the number of candidates running, in the appropriate box will be valid.

B Amendments:

An Amendment to the Bylaws may be brought before the Association membership either upon a majority vote of the Board of Directors or upon a petition signed by 10% of the membership.

A proposed amendment shall be sent to Association members by regular mail at least 30 days prior to the meeting at which the amendment will be presented for a vote.

An amendment(s) will become effective upon its approval unless otherwise specified in the vote.

Affiliation:

The Association may affiliate with appropriate organizations for the mutual benefit of the involved groups.