

**BYLAWS
OF
ASSOCIATION OF INDIANA SOLID WASTE
MANAGEMENT DISTRICTS, INC.**

**ARTICLE I
GENERAL**

Name. The name of the Corporation is Association of Indiana Solid Waste Management Districts, Inc. (AISWMD) (the “Corporation”).

Mission. Our mission is to provide leadership to the statewide solid waste management districts in their promotion of reduction, reuse, recycling and safe disposal of problem waste in Indiana.

Vision. Our Vision:

- To be an advisory organization for legislative and regulatory matters in reduction, reuse and recycling.
- To be the essential information resource for reduction, reuse and recycling.
- To promote management practices that integrate reduction, reuse and recycling.
- To be the education and training resource for all aspects of reduction, reuse and recycling.

The Mission and Vision of the Corporation may not be changed without the unanimous consent of the Board of Directors.

Fiscal Year. The fiscal year of the Corporation begins on the first day of January and ends on the last day of December.

**ARTICLE II
POWERS**

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable/educational purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Nonprofit Status and Exempt Activities Limitation.

(a) **Nonprofit Legal Status.** Association of Indiana Solid Waste Management Districts, Inc. is an Indiana not-for-profit public benefit corporation, recognized as tax exempt under Section 501(c)(6) of the United States Internal Revenue Code.

(b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this 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 exempt under Section 501(c)(6) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) **Distribution Upon Dissolution.** Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(6) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Corporation hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Indiana.

ARTICLE III MEMBERSHIP

Members. As provided in the Articles of Incorporation, members of Association of Indiana Solid Waste Management Districts, Inc. (the "Corporation") shall consist of District Members and Associate Members.

District Members. District Members are each solid waste management district within the State of Indiana that has expressed an interest to become a District Member, is listed on the roles of membership of the Corporation as a District Member and has paid its annual dues, if any, as established by the Board of Directors. Each District Member shall have one vote.

Associate Members. Associate Members are each individual or company who is directly associated with a District Member or the solid waste management profession, has expressed an interest to become an Associate Member, is listed on the roles of membership of the Corporation as an Associate Member and has paid annual dues, if any, as established by the Board of Directors. An Associate Member does not have any voting rights.

Membership Certificates. The Corporation will not have membership certificates unless otherwise authorized by the Board of Directors. The form of any such certificate, if authorized, shall be prescribed by the Board of Directors.

Resignation. Membership in the Corporation may terminate by voluntary resignation as herein provided, or as otherwise provided in these Bylaws or by law. All rights and privileges of a member in the Corporation shall cease on the termination of membership. Any member may voluntarily resign at any time upon fair and reasonable notice to the Corporation. Any such notice shall be presented to the Board of Directors at the next succeeding meeting of the Board of Directors. Resignation of a member shall be effective when notice is so given, unless the notice is in writing and provides for a later effective date. The resignation of a member does not relieve the member from any financial obligations the member may have to the Corporation as a result of obligations incurred or commitments made before such resignation, including any unpaid dues, fees or assessments.

Expulsion, Suspension, and Termination. A member may be expelled or suspended and a membership may be terminated or suspended only under a procedure that is fair and reasonable and carried out in good faith, as provided by law. Sufficient cause for suspension or termination of voting membership shall include, but not be limited to, violation of these Bylaws, nonpayment of dues, fees or assessments, if any, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation.

Dues, Fees, and Assessments. Subject to the Articles of Incorporation, the amount of any membership fees, dues, and assessments applicable to membership in the Corporation or to any class of such membership and the time and manner of payment thereof shall be determined by the Board of Directors. The classes of membership need not pay equal dues. Dues shall be payable to the Corporation prior to the first day of March for District Members. Associate Member dues are payable prior to the last day of August.

Non-Payment of Dues and Assessments. In the event a Member fails to pay annual membership dues or any lawful assessment within 30 days after the same becomes due and payable, the Corporation shall notify such Member of the fact and amount of such delinquency and demand payment thereof within 20 days. In the event such Active Member fails to comply with such demand, active membership shall automatically terminate without liability for payment of such delinquency.

ARTICLE IV MEETINGS OF MEMBERS

Annual Meeting. The annual meeting of the members of the Corporation shall be held each year at such a time and place as the Board of Directors shall determine, or at such other time as may be designated by the Board of Directors. The Annual Meeting shall correspond with the annual conference. The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action or work any forfeiture or dissolution of the Corporation. Annual membership meetings shall be held at the place specified in the notice of the meeting; otherwise, such meeting shall be held at the Corporation's principal office. At the annual

meeting of members, the Board, or their designees, shall report on the activities and financial condition, respectively, of the Corporation.

Regular Meetings. The Corporation may hold regular membership meetings at the times stated in or fixed by a resolution of the Board of Directors. Regular membership meetings shall be held at the place specified in the notice of the meeting.

Special Meetings. Special meetings of the members may be called by the Board of Directors, or by one or more petitions in writing signed, dated and delivered by at least one-tenth (1/10th) of the votes entitled to be cast at the proposed special meeting. Such petition or petitions must demand a special meeting and describe the purpose for which the meeting is to be held. Special membership meetings shall be held at the place specified in the notice of meeting; otherwise, such meeting shall be held at the Corporation's principal office.

Notice of Meetings. Written notice stating the place, day and hour of any meeting of the members, and in the case of special meetings, the purpose for which any such meeting is called, shall be delivered, emailed or mailed to each Active Member of the Corporation at least 10 days before the date of such meetings.

Waiver of Notice. Notice of any meeting may be waived in writing by any member before or after the date and time of the meeting, if the waiver is signed by the member and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. A member's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives any valid objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

Voting Rights. Except as may otherwise be provided in the Articles of Incorporation, each District Member of record of the Corporation shall be entitled to one (1) vote on each matter voted on by the members. Where authorized by the Board of Directors, membership votes may be conducted by electronic mail, telefax, or other electronic media. Associate Members shall not be entitled to vote on any matter voted on by the members.

Date of Determination of Voting Rights. The Board of Directors may fix a record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote or to take any other action; provided, however, that the record date may not exceed seventy (70) days prior to the meeting or action requiring a determination of members. In the absence of action by the Board of Directors to fix a record date as herein provided, the record date shall be the date of the meeting or action requiring a determination of members.

Quorum; Voting. At any meeting of members, thirty percent (30%) of the votes entitled to be cast on a matter shall constitute a quorum for action on the matter, unless a higher quorum shall be required by law, the Articles of Incorporation, or these Bylaws. Notwithstanding the foregoing, unless at least one-

third (1/3) of the voting power is present in person or by proxy, the only matters that may be voted on at a meeting of the members are those matters that are described in the meeting notice. After a vote is represented for any purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for the adjourned meeting. If a quorum exists, action on a matter other than the election of directors is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number is required by law, the Articles of Incorporation or these Bylaws. Directors are elected by a plurality of the votes cast by the members entitled to vote in the election.

Conduct of Meetings. Meetings of members, including the order of business, shall be conducted in accordance with *Roberts Rules of Order* or such rules as the Board of Directors may adopt.

Action by Written Ballot. Any action that may be taken at an annual, a regular, or a special meeting of members may be taken without a meeting if the Corporation delivers a written ballot (by mail or email) to every member entitled to vote on the matter. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. A solicitation for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify the time by which a ballot must be received by the Corporation to be counted. A written ballot may not be revoked once received by the Corporation.

Action by Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the action is approved by members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent which describes the action taken, is signed by the members representing at least eighty percent (80%) of the votes entitled to be cast on the action, and is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Requests for written consents must be delivered to all members entitled to vote. Action taken by written consent is effective when the last member necessary to meet the eighty percent (80%) requirement signs the consent, unless a prior or subsequent effective date is specified in the consent.

ARTICLE V BOARD OF DIRECTORS

Election. The Board of Directors shall be elected by the Members of the Corporation as provided in the Articles of Incorporation.

Duties and Qualifications. The business and affairs of the Corporation shall be managed by the Board of Directors.

Number, Term, Election and Appointment. The Board of Directors shall consist of two District directors per region (North, Central, South – as designated by the Board of Directors).

Regions. Regions are designated by Indiana counties as further defined:

Northern:

Adams	Howard	Noble
Allen	Huntington	Porter
Benton	Jasper	Pulaski
Blackford	Jay	St. Joseph
Carroll	Kosciusko	Starke
Cass	Lagrange	Steuben
Clinton	Lake	Tippecanoe
DeKalb	LaPorte	Tipton
Delaware	Madison	Wabash
Elkhart	Marshall	Wells
Fulton	Miami	White
Grant	Newton	Whitley

Central:

Bartholomew	Hendricks	Randolph
Boone	Henry	Rush
Brown	Johnson	Shelby
Clay	Monroe	Union
Decatur	Montgomery	Vermillion
Fayette	Morgan	Vigo
Fountain	Owen	Warren
Hamilton	Parke	Wayne
Hancock	Putnam	

South:

Clark	Jackson	Posey
Crawford	Jefferson	Ripley
Daviess	Jennings	Scott
Dearborn	Knox	Spencer
Dubois	Lawrence	Sullivan
Floyd	Martin	Switzerland
Franklin	Ohio	Vanderburgh
Gibson	Orange	Warrick
Greene	Perry	Washington
Harrison	Pike	

Elected Directors. Each Elected Director shall serve for a term of two (2) years. The term of office of Elected Directors shall be staggered.

Elected Directors shall be elected by (written or electronic) ballot by the District Members by a plurality of the votes cast. The nominations and election shall be conducted by mail or e-mail. Nominations for Elected Directors (1 from each region) shall be opened to the membership on September 1st and closed on September 25th. Voting shall be opened on October 1st and closed on October 20th. Election results shall be announced via email to the membership. Newly elected directors shall assume the office on November 1st. Despite the expiration of an Elected Director's term, the Elected Director continues to serve until a successor is elected and qualifies, or until there is a decrease in the number of Elected Directors.

Advisors to the Board of Directors. Six District Directors or employees of District members may be appointed by the Board of Directors to serve in a non-voting advisory capacity to the Board. Regional diversity will be sought.

Vacancies. Any vacancy among the Elected Directors caused by death, resignation, removal, disqualification, increase in the number of Elected Directors or otherwise may be filled by the majority vote of the Board of Directors. The term of office of a director chosen to fill a vacancy shall expire at such time as a successor shall be duly elected or appointed and qualified.

Removal. Any Elected Director may be removed by 2/3rds vote of the Board of Directors.

Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of twenty percent (20%) of the directors then in office and upon at least forty-eight (48) hours' notice to all directors specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by mail, telegram, facsimile transmission, or telephone. Oral notice is authorized. A Director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or Corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Quorum; Voting. One-third (1/3) of the Elected Directors in office when action is taken, but in no event fewer than two (2) directors, shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Elected Directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. The Elected Directors shall be the only voting members of the Board of Directors.

Conduct of Meetings. Meetings of the directors, including the order of business, shall be conducted in accordance with *Roberts Rules of Order*, or such rules as the Board of Directors may adopt.

Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all the Elected Directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each Elected Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Elected Director signs the consent, unless the consent specifies a prior or subsequent effective date. This action includes action taken electronically by the Board of Directors.

Disqualification. If any Director is absent from three consecutive meetings of the Board of Directors, not being present at either the original session or any adjourned session of such meeting, such Director shall automatically be disqualified and shall no longer serve as a Director; provided, however, that the Board of Directors by a majority vote of the votes cast at a meeting at which a quorum is present may waive this provision as to any particular Director.

Participation by Conference Telephone. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or through the use of, any means of communication, such as conference telephone, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Other Committees. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations, and carry on functions for the purpose of efficiently accomplishing the purpose of the Corporation. Committees, to the extent specified by the Board of Directors, may exercise the powers, functions, or authority of the Board of Directors, except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken.

Compensation. Members of the Board of Directors shall receive no compensation or reimbursement for service as Directors of the Corporation or for expenses incurred in attending any regular or special meetings of the Board of Directors.

Delegation of Authority. The Board of Directors may delegate authority to the management company of the Association in order to perform duties as assigned by the Board of Directors.

The Board of Directors may from time to time designate members who shall have such duties as the Board of Directors specifies and delegates to them.

ARTICLE VI INDEMNIFICATION

Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto, or (b) if not wholly successful, then if such person is determined as provided in this Article to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article.

Definitions. (a) As used in this Article, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation, or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

- I. By reason of his or her being or having been a director, officer, employee, or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or
- II. By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or
- III. By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

b) As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

c) As used in this Article, the term "wholly successful" shall mean:

- i. termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her,
- ii. (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or
- iii. (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the Corporation of the same, without any payment or promise made to induce a settlement.

Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification

(a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in Section 1 of this Article and

(b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's findings that are within the possession or control of the Corporation.

Relationship to Other Rights. The right of indemnification provided in this Article shall be in addition to any rights to which any person may otherwise be entitled.

Extent of Indemnification. Irrespective of the provisions of this Article, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, or agents of the Corporation to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article and insurance protecting the Corporation's directors, officers, employees, and agents.

ARTICLE VII CONTRACTS, CHECKS, LOANS, DEPOSITS, AND GIFTS

Contracts. The Board of Directors may authorize one or more officers, agents, or employees of the Corporation to enter into any contract or to execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Deposits. All moneys of the Corporation shall be deposited in the name of the Corporation under such conditions and at such financial institutions as shall be determined by the Board of Directors.

Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE VIII MISCELLANEOUS

Conflict of Interest. The board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, employee, affiliate, or member of a committee with board-delegated powers.

Nondiscrimination Policy. The directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Association of Solid Waste Management Districts, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Policies and Procedures. The matters of the Corporation shall be managed according to the Policies and Procedures adopted by the majority of the Board of Directors.

Corporate Seal. The Corporation may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

ARTICLE IX AMENDMENTS

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the District Members; provided, voting rights may be altered, amended or repealed only upon the majority vote at a properly commenced meeting of individuals appointed by the District Members to exercise their votes who are either county officials or municipal officials. The Corporation must provide notice to the members of any meeting at which an amendment to the Bylaws is to be considered and voted upon at least fifteen (15) days prior to such meeting and the notice must contain a copy of the proposed amendments to the Bylaws.

Revised: 10/12, 8/15, 10/18