

**BY-LAWS**  
**MISSOURI SOLID WASTE ADVISORY BOARD**

ARTICLE I  
NAME OF ORGANIZATION

This organization shall be known as the Missouri Solid Waste Advisory Board, hereinafter referred to as the board.

ARTICLE II  
AUTHORITY

This board is created pursuant to the authority granted by Section 260.345 of the Revised Statutes of the State of Missouri.

ARTICLE III  
DURATION

The duration of the board created herein shall be perpetual.

ARTICLE IV  
PURPOSE

The purpose of the board is to advise the Department of Natural Resources regarding:

1. The efficacy of its technical assistance program;
2. Solid waste management problems experienced by solid waste management districts;
3. The effects of proposed rules and regulations upon solid waste management within the districts;
4. Criteria to be used in awarding grants pursuant to Section 260.335 RSMo;
5. Solid waste management issues pertinent to the districts;
6. The development of improved methods of solid waste minimization, recycling, and resource recovery; and
7. Such other matters as the advisory board may determine.

ARTICLE V  
ORGANIZATION AND MEMBERSHIP

Section 1: The board shall be composed of the chairman of the executive board of each of the solid waste management districts which has received a notification of formation from the Department of Natural Resources. Each district member of the board may formally identify an alternate member for their position on the board. Each non-district member of the board may also formally identify an alternate member for their position on the board, to be approved by the department director or his designee. Alternates shall be allowed to vote on all matters brought before the board, when the regular member is absent.

Section 2: Five additional members shall be appointed to the board by the Director of the Department of Natural Resources. These members shall be appointed for a term of three years. These members shall not serve more than two consecutive terms, but may be reappointed after at least one term of absence from the board. The appointment of any member by the director may be terminated if the member or alternate fails to attend at least fifty percent of the board meetings in any calendar year. The five additional members shall be composed of:

- a) Two representatives of the solid waste management industry having economic interests in or activity with a solid waste facility or operation. At least one such member shall represent a locally-owned solid waste management business; and
- b) One member shall represent the waste composting or recycling industry business; and
- c) Two public members who have demonstrated interest in solid waste management issues, and shall have no economic interest in or activity with any solid waste facility or operation, but may own stock in a publicly traded corporation which may be involved in waste management as long as such holdings are not substantial.

Section 3: A quorum of the board shall consist of a majority of the entire membership of the board.

Section 4: A majority vote of the board shall be construed to mean a majority of the total votes cast by the members present constituting a quorum of the board at the meeting at which such action is considered.

Section 5: The board shall annually set a meeting schedule including the date, time, and place. Such meeting schedule for the coming year shall be set before January 1 of that year. By majority vote, the board may elect to cancel a meeting with at least 25 days notice. The chairman of the board may elect to cancel a regularly scheduled board meeting in the event of severe weather conditions or other unforeseen circumstances which would make meeting attendance unnecessarily hazardous or due to the lack of a quorum. To cancel a meeting under this provision:

a) The chairman will contact the Solid Waste Management Program to advise that the meeting should be cancelled.

b) The Solid Waste Management Program will then contact each solid waste district to inform them that the meeting is cancelled.

c) Any interested person may contact the department to determine if a meeting has been cancelled.

In order to assure that the board meetings are productive, a quorum of the members must be present. In order to assure that there is a quorum, Solid Waste Advisory Board members of all districts agreed to adhere to the following procedure:

1) The Solid Waste Management Program Secretary will notify the board of the agenda and determine who will be able to attend.

2) By the Friday before the meeting, a message will be sent out by the Solid Waste Management Program Secretary via email or phone verifying

whether a quorum is expected and whether the meeting will be held.

Section 6: Special meetings of the board may be called by the chairman of the board, by a minimum of seven members of the board, or by the Department of Natural Resources. Notice of any special meeting of the board shall be given to all members at least seven (7) working days prior thereto by written notice and, if possible, by telephone to each member of the board. The person or persons authorized to call special meetings of the board may fix any reasonable place and time for the holding of any special meeting.

Section 7: The act of the votes present at a meeting of the board at which a quorum is present shall be an act of the board.

Section 8: Board members shall not receive any salaries for their services, but may be compensated by their respective district or organization for actual out-of-pocket expenses incurred in conjunction with their service on this board.

## ARTICLE VI OFFICERS

Section 1: The officers of the board shall be a chairman and a vice-chairman, each of whom shall be selected by the board. Such other officers as may be deemed necessary may be elected by the board. Officers of the board shall be board members as defined in Article V, Section 1. Alternate members of the board shall not be eligible to serve as an officer of the board as they are not board members as defined in Article V, Section 1.

Section 2: The officers of the board, subsequent to the election of the initial officers, shall be elected annually by the board at the first board meeting occurring after July 1 or other meeting as agreed upon by a quorum of the board.

Section 3: Board members may be elected to serve a maximum of three consecutive one-year terms in any

particular officer position.

- Section 4: Any officer elected by the board may be removed by the board by two-thirds (2/3) vote of the entire board whenever in its judgment the best interests of the board would be served thereby.
- Section 5: A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the board for the unexpired portion of the term. The board member selected to serve out the unexpired portion of a term due to a vacancy in an office shall not have that unexpired portion of a term counted towards their maximum three consecutive one-year terms for the board officer positions as established within Section 3 of these bylaws.
- Section 6: The chairman shall be the principal officer of the board and shall in general supervise all of the business and affairs of the board. The chairman shall, when present, preside at all meetings of the board. The chairman may sign, with the vice-chairman, all instruments which the board has authorized to be signed. The chairman in general shall perform all duties incident to the office of chairman and other such duties as may be prescribed by the board from time to time. The chairman shall be an ex-officio member of all committees established by the board.
- Section 7: In the absence of the chairman, the vice-chairman shall perform the duties of the chairman, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the chairman. The vice-chairman shall perform such other duties as from time to time may be assigned by the chairman or the board.
- Section 8: The Department of Natural Resources shall serve as secretary for the board and shall be responsible for and cause to be kept the minutes of the board meetings; see that all notices are given in accordance with the provisions of these by-laws or as required by law; be custodian of the board records; keep a register of all members and their post office addresses; and in general perform all

duties incident to the role of the secretary and such other duties as may be assigned from time to time by the board.

Section 9: The Department of Natural Resources will distribute a request for nominations form for all of the officers of the Solid Waste Advisory Board immediately after the meeting preceding the first board meeting occurring after July 1 or other meeting as agreed upon by a quorum of the board.

Nominations from the floor will also be allowed at the first board meeting occurring after July 1 or other meeting as agreed upon by a quorum of the board.

## ARTICLE VII MEETINGS

Section 1: The usual order of business at any regular or special meeting of the board shall be:

- a) Roll call;
- b) Approval of agenda;
- c) Reading and approval of any unapproved minutes;
- d) Invited Informational Presentations;
- e) Reports of officers and committees;
- f) Unfinished business;
- g) New business;
- h) Adjournment.

Section 2: On questions of parliamentary procedure not covered by these by-laws, Roberts Rules of Order shall be observed.

## ARTICLE VIII COMMITTEES

The board shall designate such committees as may be required for the board to fulfill its purposes. Such committees shall have and exercise such responsibilities extended to them by the board. The membership of such committees, the terms of office for members thereof, the manner in which vacancies are to be filled, and the establishment of operating procedures for said committees, shall be established by the board. Each committee may adopt rules for its own governance not inconsistent with these by-laws or with any directions provided by the board.

## ARTICLE IX AMENDMENT OF BY-LAWS

The by-laws may be adopted, altered, and repealed by the board. Amendments will be made by a two-thirds (2/3) vote of the board at a regular meeting at which three-fourths (3/4) of the board is present. Amendments will become effective immediately following a confirmation vote. Amendments will be proposed and read at one meeting and cannot be voted on until the next regular meeting of the board.

Approved - August 4, 2010

Previous revisions:    March 4, 2009  
                              March 5, 2008  
                              October 6, 2005  
                              November 20, 2002