

**BYLAWS OF THE SOUTHWEST MISSOURI SOLID WASTE  
MANAGEMENT DISTRICT**

**ARTICLE I  
Name of District**

The association governed by these bylaws shall be known as the Southwest Missouri Solid Waste Management District N. It shall be referred to as the "District" hereinafter.

**ARTICLE II  
Duration**

The duration of the District created herein shall be perpetual.

**ARTICLE III  
Legal Status**

In accordance with the authority defined in Article IV, this District shall be a voluntary and joint association of its members and as such a legal entity distinct and separate from those members. Its fiscal year shall run from January 1 to December 31.

**ARTICLE IV  
Purpose and Authority**

It shall be the purpose of the District to plan for and manage the solid waste generated and/or disposed of within the boundaries of its Solid Waste Management Region ("Region"). The District has the authority provided to solid waste management districts formed under Section 260.305, RSMo. (1986 & Cum. Supp. 1993).

**ARTICLE V  
Organization and Management Structure**

The Southwest Missouri Solid Waste Management District N, pursuant to Section 260.300 RSMo, does hereby adopt an alternative management structure, described in this Article.

The responsibility and powers for directing the District towards the achievement of its purpose shall be vested in a Solid Waste Management Council ("Council") and its Executive Board ("Board").

**Section 1. Council Membership, Powers, and Duties**

a) Membership on the Council shall consist of

- Two appointees from each member county, one of whom must be a county commissioner, appointed by resolution by the Presiding Commissioner with commission approval.
- One appointee from each member city with a population of over 500. Appointment shall be made by resolution by the elected officials of the city. Each appointee shall have one vote. There shall be no proxy votes.
- Each appointee may have a duly authorized alternate, who shall be appointed by resolution of the county commission or elected officials of the city as appropriate. In the absence of the principal appointee, authorized alternates shall have the absolute authority to represent and vote on any and all matters.
- Each appointee or alternate shall be a resident of the respective county or municipality.
- Resolutions of appointment for a principal and/or alternate appointee shall be furnished to the District Secretary, before voting privileges may be exercised.
- Appointees to the Council will be recertified every two years by their appointive authorities. Such recertification will be submitted by resolution to the District Secretary not later than July 31st of the second year.

b) The Council's powers and duties are to:

- meet at least once annually,
- review the annual budget of the solid waste district,
- review and act upon the Solid Waste Management Plan recommended by the Board.

c) Article V, Section 1 and Article VIII, Section Two shall not be amended, altered or repealed without approval by 2/3 vote of at least the council quorum in attendance.

a) The governing body of the District shall be its Executive Board which shall consist of 10 voting members appointed as follows:

- One member of each county commission.
- One at-large member from each county, appointed by the Presiding Commissioner of that county, after polling the Council Representatives from each of the member cities from that county.
- The Executive Board shall elect a Chairperson from its members. The Chairperson for the Executive Board shall also serve as the Chairperson for all Council Meetings.
- Each appointee shall have one vote. There shall be no proxy votes.
- Each appointee may have a duly authorized alternate, who shall be appointed by resolution of the county commission. In the absence of the principal appointee, authorized alternates shall have the absolute authority to represent and vote on any and all matters.
- Resolutions of appointment for principal and/or alternate appointee shall be furnished to the District Secretary before voting privileges may be exercised.
- Appointees to the Executive Board will be recertified every two years by their appointive authority. Such recertification will be submitted by resolution to the District office not later than July 31st of the second year.
- To achieve the District's purpose, the Board shall have the power to:
  - establish its own fiscal year and adopt an official seal,
  - adopt the bylaws, rules and regulations to govern the manner in which it conducts the business of the District,
  - adopt resolutions,
  - make necessary expenditures,
  - apply for and accept grants, gifts or appropriations,
  - review and approve the annual budget and required reports of the Solid Waste District,

- experience all other powers and functions necessary or deemed appropriate.

### **Section 3. Executive Board's Duties and Responsibilities**

The Board has responsibility for:

- choosing its own secretary, treasurer and other officers, employees, or retain legal counsel as it deems necessary (The secretary and treasurer need not be Board members.),
- selecting three persons who shall have authority to sign checks, the signatures of two of whom are required for expenditures authorized by the Board. Bonds for persons authorized as signatories shall be secured by the Executive Board at the cost of the District. The amount of the bonds required shall be established by the Board. Checks not cashed within 6 months can no longer be cashed, a new one will be issued upon board approval.
- preparing, submitting to the Department of Natural Resources (DNR) a Solid Waste Management Plan that has been approved by the Council after conducting at least one public hearing in each of the counties participating in the District.
- implementing the Solid Waste Management Plan. In contracting for services, the Executive Board will encourage and maximize access for small businesses by dividing the District into units for which it will request bids separately.
- Reviewing the Solid Waste Plan from time to time, making necessary revisions and submitting any adopted revisions to the DNR.
- appointing one or more geographically-balanced advisory committees on solid waste management. Representatives from the solid waste management industry, from commercial waste generators, and two private citizens unaffiliated with a solid waste facility or operation are to included as committee members,
- arranging for and complying with the results of an annual audit of Board and Council records and practices by properly accredited independent auditors.

## ARTICLE VI Meetings

### Section 1. Notice of Meetings and Compliance with the Missouri Sunshine Law 1.0

In accordance with RSMo Chapter 610, notice of all meetings must be dated and posted at least 24 hours in advance of the meeting. The meeting notice must include:

- (a) the location and time of the meeting.
- (b) the tentative agenda of the meeting.
- (c) whether the meeting is open or closed to the public.

### Section 2. Conduct and Order of Business 1.0

A quorum of the Council shall be the presence of a majority (16) of the representatives (or certified alternate appointees) allocated to participating municipalities and counties. A quorum of the Board shall be a majority (6) of its members (or certified alternate appointees). The decision of the Council and Board shall be by a majority vote. On questions of parliamentary procedure not covered by these bylaws, Roberts Rules of Order shall be complied with as shall be applicable state statutes relative to open meetings.

The order of business at Board and Council meetings shall be as follows:

- (a) consideration of previous meeting minutes for adoption. Meeting minutes must include "yea" and "nay" votes if roll call was taken.
- (b) consideration of items on the published agenda for the meeting (said agenda pursuant to RSMo. 610.020 having to have been public information for at least 24 hours prior to the convening of the meeting) taken in the following order:
  - 1. old business and reports of officers and committees pertinent thereto,
  - 2. new business and reports of officers and committees pertinent thereto,
- (c) consideration of extraordinary items of immediate importance. For such consideration, good cause must be shown, (as required by RSMo.610.020, paragraph 2) that the giving of the minimal 24 hour notice was "impossible or impractical, in which case as much notice as is reasonably possible shall be have been given." Due to the potential liability imposed by Chapter 610 for a violation of this provision upon the public entity involved and individually upon their members, a unanimous vote the Board or Council shall be required before such extraordinary item shall be heard.
- (d) adjournment

## **Section 2. Time and Location of Meetings**

(a) The Board will meet 10 times a year unless a need for cancellation occurs due to weather or lack of quorum or a vote of the board at a previous meeting. The board shall meet at a reasonable time and location set by the Chairman. Notice of the meeting and a copy of the agenda current as of the time of mailing shall be sent out to give each Board member at least three days notification prior to the meeting. Copies shall be mailed to each county and city clerk who shall cause the notice to be posted for public inspection according to the requirements of RSMo. 610.020, paragraph 1.

b) The Council will meet at least once every twelve (12) months at a reasonable date, time, and location set by the Executive Board. Notice of Council meetings shall be provided to the authorized appointee of each participating county and municipality by mail at least one week prior to the meeting date, and copies shall be mailed to each county and city clerk who shall cause the notice to be posted for public inspection according to the requirement of RSMo. 610.020, paragraph 1.

## **Section 3. Special meetings of the Board or Council**

Special meetings of the Board may be called by the Chairperson or a majority of the members of the Board. Twenty-four hour notice of the special meeting and an agenda must be provided to each member of the Board. Special meetings of the Council may be called by a majority vote of the Executive Board or by written request of the Chairperson of the Executive Board signed by a majority of the representatives of each participating county and municipality represented at the last regular meeting of the Council.

## **Section 4. Compensation of the Executive Board**

Board officers and members shall receive reimbursement for receipted reasonable out-of-pocket expenses incurred while on Board business as authorized by the Board.

# **ARTICLE VII**

## **Terms and Duties of Executive Board Officers and Members**

### **Section 1. Terms of Office**

The terms of office for Members of the Executive Board shall be until formally replaced by their appointing jurisdictions or until the termination of their service within an elected capacity in their respective municipalities or counties whichever shall occur first.

## **Section 2. Duties**

The Chairperson shall preside at all Council and Executive Board meetings and be responsible for preserving order and decorum. The Vice-Chairperson shall, in the absence of the Chairperson, perform the duties of the Chairperson.

The Chairperson and two other members of the Board, as the Board shall designate, will possess the signatory power for the Board on Contracts, Commercial Paper, and other legal documents that the Board shall authorize by resolution. Two signatures will be required on all legal documents.

The Secretary of the Board shall be responsible for the keeping of the minutes. The provision on timely notice and agendas pursuant to special and regular meetings of the Board and District will be the responsibility of the Chairman and District Planner.

The Treasurer shall place the District's funds with such financial institutions and under such available terms as the Board shall direct. The Treasurer is to keep account of any and all financial transactions of the Board and Council in a manner acceptable to the Auditors. Reasonable access to such records shall be available to all citizens of the Region.

In the event of a vacancy in the Board membership, the replacement must be appointed in accordance with Article V, Section 2a, and certified to the Executive Board secretary before the replacement can participate or vote.

## **ARTICLE VIII Other Matters**

### **Section 1. Adoption and Amendment of the Bylaws**

Original by-laws were approved by majority vote of the Council. With the exception of Article V, Section 1, and Article VIII, Section 2, which requires a two-thirds vote of the full Council (Article V, Section 1), bylaws may be altered, amended or repealed at a meeting of the Executive Board by an affirmative vote of two-thirds of the Executive Board, provided that notice of the proposed alteration, amendment, or repeal has been mailed to the entire Council 14 days prior to the meeting, and that amendment is an agenda item with adequate discussion time allocated to the proposed amendment at said Board meeting.

### **Section 2. Removal of a Board Member**

A Board member can be removed by a two-thirds vote of all current Council members. In addition, if any Board member misses two consecutive meetings due to unexcused absence, as defined by the Board, that Board member's seat shall be declared vacant and the member shall be replaced in accordance with Article VII, Section 2.

### **Section 3. Charter membership**

Upon adoption of these bylaws and the election of officers of the Board, the Chairperson of the Board shall send to each eligible municipality and county in the Region an invitation to participate in membership in the District. The invitation shall be sent by registered mail, return receipt requested and shall contain notice to the at eligible municipality or county that, unless their membership was confirmed by sending an official copy of their approving resolution to the Board within the next 60 days, they would not be considered charter participating members of the District.

Eligible municipalities and counties that do not respond in the affirmative within the set time frame will be required to pay a membership fee upon later application. The membership fee shall be set by the Executive Board in an equitable manner. This fee must be paid before membership in the District can be granted.

### **Section 4. Conflict of Bylaws Provision**

In the event any of these bylaws is determined to conflict with any provision of the laws of the State of Missouri, agency regulations, cooperative agreement, or resolutions; such laws, regulations, cooperative agreements, or resolutions shall govern. If any sentence, phrase, clause, or paragraph herein is deemed in conflict, such conflict shall not affect the validity of the remaining provisions herein.

### **Section 5. Annual Review of Bylaws**

These bylaws shall be reviewed by the Council annually following member recertification. 15.2