

(APPROVED 7-16-92)

BY-LAWS
SOUTH CENTRAL SOLID WASTE MANAGEMENT DISTRICT

ARTICLE I
NAME OF DISTRICT

The organization shall be known as the South Central Solid Waste Management District, herein after referred to as the "District."

ARTICLE II
DURATION

The duration of the District created herein shall be perpetual.

ARTICLE III
LEGAL STATUS

This District shall be a voluntary and joint undertaking of its members. It is the intent of the parties herein that this District shall be a separate legal entity.

ARTICLE IV
PURPOSE

The primary purpose of the District shall be to develop and keep current a plan for solid waste management within its boundaries. The District will also attempt to promote intergovernmental cooperation in solving solid waste resource recovery and recycling problems.

ARTICLE V
MEMBERSHIP

Membership in the District is limited to and may be extended only to political subdivisions of the State of Missouri as defined by section 70.210 (3) of the Revised Statutes of Missouri and any amendment thereto. Any political subdivisions which is not an original party to this Agreement, but which is desirous of joining the District may petition to do so by action of its governing body. The Council of the District shall have the sole and exclusive power and authority, by majority vote to sustain or reject such petition.



ARTICLE VI
POWERS AND DUTIES

SECTION 1: The District shall be a public body corporate and politic of the state and a separate legal entity exercising public and essential governmental functions to provide for the public health, safety, and welfare and shall have the following powers:

- (a) To adopt and have a common seal and to alter the same at pleasure.
- (b) To sue and be sued.
- (c) To acquire, hold, use, and dispose of the reserves derived from the operation of its facilities and other monies of the District.
- (d) To acquire, hold, use, and dispose of other personal property for the purposes of the District.
- (e) To acquire if desired by purchase, gift, lease, or otherwise real property and easements therein, necessary or useful for the operation of the District subject to all liens thereon, if any, and to hold and use the same, and to dispose of property so acquired no longer necessary for the purpose of this District.
- (f) To accept or reject gifts or grants for the purposes of the District and to make and perform such agreements and contracts as may be necessary in connection with the procuring, acceptance or disposition of such gifts or grants.
- (g) To make and enforce by-laws or rules and regulations for the management and operation of its business and affairs for the use, maintenance, and operation of its facilities and any other of its properties, and to annul the same.
- (h) To do and perform any acts and things authorized by Chapter 70 of the Revised Statutes of Missouri, and by this agreement, under, through or by means of its officers, agents, or employees, or by contracts with any person.
- (i) To enter into any and all contracts, execute any and all instruments, and do and perform any and all acts or things necessary or desirable for the purpose of the District or to carry out any powers expressly given by this agreement.
- (j) To fix, establish, and maintain such rates, tolls, fees, rentals, and other charges for the services and facilities of the District sufficient to pay the principal and the interest on bonds of the District then outstanding, to provide for replacements, depreciation and necessary extensions and enlargements and to provide a margin of safety.
- (k) To make or cause to be made studies and surveys necessary or useful to carry out the functions of the District.
- (l) To contract with and compensate consultants for professional services including but not limited to architects, engineers, planners, lawyers, accountants, rate specialists, and all others found necessary or useful to the stated purposes of the District.

ARTICLE VII FINANCING

SECTION 1: In performance of its duties, the District may cooperate with, contract with, and accept and expend funds from federal, state, or local agencies, public or semi-public, or private individuals or corporations and shall carry out such undertakings and contracts.

SECTION 2: The District may enter into necessary contracts and make expenditures for the purchase, lease, or rent of required land, facilities, equipment, and supplies necessary to carry out the purpose of this agreement. The District shall also have the power to sublet or rent any property owned or leased, and the income there from shall accrue to the District.

SECTION 3: The Executive Board shall prepare a budget, based on the State of Missouri Fiscal Year, July 1st to June 30th, for the operation of the District. This budget shall be ratified by the council. (As amended 1/19/2006)

ARTICLE VIII ORGANIZATION AND MEMBERSHIP

SECTION 1: The District shall encompass the counties of Douglas, Howell, Oregon, Ozark, Shannon, Texas, and Wright. The governing body of the District shall be the Council, which shall be composed of one (1) member from each city with a population of 500 or more and two (2) members from each county. These individuals shall be elected officials selected to represent their unit of government. The membership shall also include the two at-large members serving on the Executive Board, with voting rights of other council members.

SECTION 2: The Council shall have an Executive Board composed of one(1) representative from the Council for each county and two (2) representatives at-large elected by the Council, who may or may not be elected officials.

SECTION 3: By statue, no person may serve as a member of the Council or Executive Board who is a stockholder, officer, agent, attorney, or employee or who is in any way pecuniary interested in any business which engages in any aspect of solid waste management regulated under sections 260.200-260.345 of RSMo.

SECTION 4: The Council shall elect a Chairperson, Vice-Chairperson and Secretary to serve one year, with election to be held in January and shall take office immediately upon their election.

SECTION 5: Nominations for officers will be taken from the floor of the Council. The voting process shall be by secret ballot.

SECTION 6: If a vacancy occurs in any office position, namely the Chairperson, Vice-Chairperson, or Secretary-Treasurer, the Executive Board may appoint a replacement to serve

until the next full Council meeting, at which time the Council using the election process will make an official appoint. That appointment shall fulfill the remainder of the unexpired term.

SECTION 7: A quorum of the Council shall consist of a majority (51%) of the entire Council. A majority vote of the Council shall be construed to mean a majority of the votes cast at a meeting at which a quorum was present. Said votes shall have the rights of the full Council.

SECTION 8: Members of the Council and the Executive Board shall not receive any salaries for their services, but may be compensated for actual out-of-pocket expenses incurred on behalf of the District.

ARTICLE IX MEETINGS

SECTION 1: The Council shall meet at least twice annually in January and July.

SECTION 2: Special meetings of full Council can be called by the Chairperson or upon the call of thirty percent (30%) of the membership with such call being a written notification with signatures and directed to the chairperson of the Council and Executive Board.

SECTION 3: Special meetings can be called with two (2) days written or phoned notification.

SECTION 4: The Executive Board shall meet quarterly during the months of February, May, August, and November. Special meeting of the Executive Board may be called in the same manner as the full council.

ARTICLE X EXECUTIVE BOARD

SECTION 1: The Executive Board shall consist of one (1) Council member selected and designated by each member county and two (2) at-large representatives elected by the full Council.

SECTION 2: County Executive Board members shall be a resident of the county they represent. At-large members may be from any member county.

SECTION 3: The Executive Board shall elect a Chairperson, Vice-Chairperson and a Treasurer. The Chairman and Vice- Chairman must be members of the Executive Board. The Treasurer may or may not be a member of the Executive Board; if not a member, they may not vote on matters that come before the Executive Board. The District Coordinator will serve as Secretary and non-voting member of the Executive Board. (As amended 12/14/1995)

SECTION 4: Executive Board members shall serve two-year terms to be elected in January; however the first board, one-half of the board members shall serve a one year term.

SECTION 5: The Executive Board shall exercise powers and perform duties as are specified in SB 530 and the Missouri Department of Natural Resources Regulations which implement the law.

SECTION 6: A quorum of the Executive Board shall consist of a majority (51%) of the entire Executive Board. A majority vote of the Executive Board shall be construed to mean a majority of the votes cast at a meeting at which a quorum was present. Said votes shall have the rights of the full Executive Board.

ARTICLE XI OFFICERS

SECTION 1: The officers of the Council shall be a Chairperson, Vice-Chairperson, and a Secretary-Treasurer. The Chairperson, Vice-Chairperson and Secretary-Treasurer shall be the same as those serving on the Executive Board. The Chairperson and Vice-Chairperson must be members of the Council. The Secretary-Treasurer may or may not be a member of the council: if not a member, the Secretary-Treasurer may not vote on matters to come before the Council.

SECTION 2: The Chairperson of the Council and Executive Board shall be the principal officer of the District. He/she shall, when present, preside at all meetings of the Council and Executive Board and in general perform all the duties incident to the office of the Chairperson and such other duties as may be prescribed by the Council or Executive Board from time to time. The Chairperson shall sign with any other proper officer of the District, as authorized by the Council and/or Executive Board, all deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Council or Executive Board or these Bylaws to some other officer or agent of the District, or by law shall be required to be otherwise signed or executed.

SECTION 3: In the absence of the Chairperson or in the event of his/her death, in ability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions placed upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the Council.

SECTION 4: The Secretary-Treasurer shall keep the minutes of the Council and Executive Board meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of this Agreement or as required by law; keep a register of all members, their post office address, and their telephone number, and in general perform all duties incident to the office of the Secretary-Treasurer and such other duties as from time to time may be assigned by the Chairperson of the Council and Executive Board. The Secretary-Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such

surety or sureties as the Executive Board shall determine. Said bond shall be paid for from funds of the District.

ARTICLE XII CONTRACTS, LOANS, CHECKS, AND FUNDS

SECTION 1: The Executive Board may authorize any officer or officers, agent, or agents, to enter into any contract or execute any instrument in the name of and on behalf of the District, and such authority may be general or confined to specific instances.

SECTION 2: No loans shall be contracted on behalf of the District and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.

SECTION 3: All Checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the District, shall be signed by two officers of the Executive Board or by the Chairperson or Vice-Chairperson and countersigned by the Treasurer of the Board.

SECTION 4: The Executive Board may accept on behalf of the District any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the District.

SECTION 5: It is expressly understood that the District is to be operated on a not-for-profit basis, and no profit or dividend will be issued to the benefit of any person.

ARTICLE XIII ORDER OF BUSINESS

SECTION 1: The usual order of business at any regular or special meeting or the members or the Council or the Executive Board shall be:

- (a) Reading and disposal of any unapproved minutes.
- (b) Reports of officers and committees.
- (c) Unfinished business.
- (d) New business.
- (e) Adjournment.

SECTION 2: On question of parliamentary procedure not covered by these bylaws, Robert Rules of Order shall be observed.

ARTICLE XIV COMMITTEES

SECTION 1: The Executive Board, by resolution adopted by a majority of the Board, shall designate such committees as may be required, each of which shall consist of one or more Board members. Said committees shall have and shall exercise such authority as is extended to them by the resolution. The membership of such committees, the term, the manner in which vacancies are to be filled, and operating procedures for said committee, shall be as established by the resolution.

SECTION 2: One or more standing committees may be created by the Executive Board.

SECTION 3: One advisory committee shall be created by the Executive Board that is geographically balanced and consisting of representatives of commercial generators, and solid waste management industry, and two citizens unaffiliated with the operation of management of solid waste facilities to assess and make recommendations on solid waste management.

ARTICLE XV DISOLUTION AND WITHDRAWAL FROM AUTHORITY

SECTION 1: The District shall be completely dissolved and this agreement terminated upon the affirmative vote of (66.67%) of the Council. This vote shall specify the date and time such dissolution shall be effective, which date and time may be amended at or before such time but not thereafter by the same affirmative vote of the Council. The District shall not be dissolved at any time that revenue bonds have been issued and are outstanding.

SECTION 2: In the event of such a vote to completely dissolve the District, any real or personal property of the District shall be sold prior to the date and time aforesaid and the proceeds divided among the District members at the time of dissolution.

ARTICLE XVI AMENDMENT OF BYLAWS

SECTION 1: These bylaws may be altered and/or repealed with a 30-day written notice with a copy of the proposed changes and justification of changes submitted and provided to the Chairperson of the Council. The Chairperson of the Council shall notify all voting Council members of the proposed changes and justification of the changes submitted. The Chairperson of the Council shall give notice to all voting members at least 15-days prior to a meeting of the Council.

SECTION 2: Amendments will be made with a vote of at least two-thirds (2/3) of Council members present and will become effective immediately following a confirmation vote.