

Attachment A: By-Laws

Northwest Missouri Regional Solid Waste Management District

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SWMP OPERATIONS

**BYLAWS
OF
NORTHWEST MISSOURI REGIONAL SOLID WASTE MANAGEMENT
DISTRICT**

This joint powers agreement made and entered into by, between, and among the political subdivisions, with signed resolutions of adoption on file with the Northwest Missouri Regional Solid Waste Management District, included in attachment A of this document hereinafter referred to as "Members" or "Member" pursuant to the authority granted by RSMo. 260.300 - 260.345 and all acting by and through their respective governing bodies.

Extent of Covenants; No Personal Liability. All covenants, stipulations, obligations and agreement of a County/City contained in this Agreement are and shall be deemed to be covenants, stipulations, obligations and agreements of that County/City to the full extent authorized by law and permitted by the Constitution of the State. No covenant, stipulation, obligation or agreement of a County/City contained in this Agreement shall be deemed to be a covenant, stipulation, obligation or agreement of any present or future member, officer, agent or employee of that County/City in other than that person's official capacity.

ARTICLE I

NAME, OFFICE, AND AUTHORITY

- A. The organization shall be known as the Northwest Missouri Regional Solid Waste Management District also recognized as Region "A", hereinafter referred to as the District. The District consists of Atchison, Gentry, Holt, Nodaway and Worth Counties.
- B. The principle office of the District in the state of Missouri shall be located in Maryville, Missouri, County of Nodaway.
- C. This District is created pursuant to the authority granted by Senate Bill 530, Sections 260.200 to 260.345 of the Revised Statutes of the State of Missouri

ARTICLE II

PURPOSE

- A. The purpose of the District shall be for its members to contract and cooperate in solid waste management planning for its members. In addition, a further purpose of the District shall be to promote intergovernmental cooperation in solving solid waste management problems and to promote waste reduction, resource recovery and recycling.
- B. Neither the Council nor the Executive Board shall interfere into the legal operations and/or ownership of landfills operated or controlled by political entities or private enterprises within its district except in an advisory capacity if requested by that entity or private enterprise

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ARTICLE III

MEMBERSHIP

- A. Each county and any incorporated city within Region A are eligible to become a member of the District and have representation on the Council and Executive Board. In order to become a member, the County Commission must pass the appropriate resolution or court order, or the city council or equivalent body must pass a resolution so stating its desire and forward to the appropriate offices. Any incorporated city within Solid Waste Region A as designated by the Department of Natural Resources may belong to the Northwest Missouri Regional Solid Waste Management District, regardless of whether the county within which they are located is a member of the District. The District shall make all reasonable efforts to maintain a broad community-wide membership of not less than twenty-two in number. Member political subdivisions remain Members of the District until they request to end their membership by resolution or court order.

ARTICLE IV

COUNCIL

- A. Representation on the Council shall consist of:
1. Two appointees from each member county appointed by the Presiding Commissioner with commission approval.
 2. One appointee from each member city with population of 500 or more. Appointment shall be made by the elected officials of the city.
 3. Each appointee shall have one vote, and shall be known as the District Council Representative (DCR) for that political subdivision.
 4. Each DCR may appoint a duly authorized alternate with sponsoring organization approval.
- B. Per Section 260.320(5) RSMo., no person shall serve as a member of the Council who is a stockholder, officer, agent, attorney or employee or who is in any way pecuniarily interested in any business which engages in any aspect of solid waste management regulated under Section 260.200 to Section 260.345 RSMo.; provided, however, that such member may own stock in a publicly traded corporation which may be involved in waste management as long as such holdings are not substantial.
- C. Each Council member shall serve a term of two years and may be reappointed thereafter, however members whose elected term of office in a city or county has expired shall be expeditiously replaced by the governing bodies from whence they were selected. Council members do not have to be elected officials.
- D. The Council shall select a Council Chair, Vice-Chair and such other officers as it deems appropriate during the meeting in the summer of odd years. Terms of officers will be two years to coincide with the District's Fiscal Year and audit cycle.
- 1a E. A majority of the Council shall constitute a quorum. The Council shall take no action nor select any Council officer nor conduct any meeting unless a quorum is present.

Official action by the Council may be taken by telephone, mail ballot, facsimile, or any other voice or electronic means that is properly verified by the Secretary and in accordance with the Missouri Sunshine Law.

- F. The Chair shall preside over, keep order, and manage the proceedings of the Council Meetings. The Chair is entitled to vote.
- G. The Vice Chair shall act in the place of the Chair in the event that the Chair is unable to attend.
- H. Vacancies on the Council may arise by, including but not limited to, removal from office, illness, death, or location to another district. Such vacancies shall be filled in the same manner as the initial appointment. Any vacancy of any office resulting from such vacancy shall be filled at the next duly called meeting of the Council in the same manner as Council elections.

ARTICLE V

COUNCIL POWERS

- A. The Council shall:
 - 1. Exercise the powers granted to it in Sections 260.200 to 260.345 RSMo.
 - 2. Select seven persons to serve on the executive board, at least a majority of who shall be selected from members of the council. The council shall establish the terms of office for members of the executive board. The balance shall be selected in any manner approved by the council, including district-wide elections. Any subsequent member of the board shall be selected in the same manner as the person he replaces. If the council is composed of twelve or fewer members, the council shall act as the executive board;
 - 3. Review and act upon the District Comprehensive Solid Waste Management Plan or the revisions thereof recommended by the Executive Board.
 - 4. The Council will not fund grant proposals which will have a negative impact on existing businesses or programs within the region. This policy will not apply to programs that are removing materials from a solid waste stream that ends in land filling. Furthermore, the Council will not fund proposals which will displace existing resource recovery services, unless the proposed project demonstrates how it will result in improvement or expansion of service. and
 - 5. Adopt an annual budget.

ARTICLE VI

COUNCIL MEETINGS

- A. The Council shall meet twice annually. Special meetings may be called by the Chair of the Council or the Chair of the Executive Board. Meetings shall be at Maryville, Missouri except that the Council may by resolution designate any place within or not more than 100 miles from Maryville, Missouri, as the place of meeting for any regular or special meeting.

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ARTICLE VII

EXECUTIVE BOARD

- A. Appointments to the Executive Board shall be made by a vote of the DCR's. Terms on the Executive Board shall extend until a new appointment is made, or until a vacancy occurs as provided for below. A simple majority of all the DCR's is required to elect an Executive Board member. Executive Board members may be removed by a vote of the appointing authority. Executive Board members do not have to be elected officials.
- B. Vacancies on the Executive Board may arise by, including, but not limited to, removal from office, illness, death, or location to another district. Such vacancies shall be filled in the same manner as the initial appointment. Any vacancy of any office resulting from such vacancy shall be filled at the next duly called meeting of the Executive Board in the same manner as Executive Board elections.
- C. The Executive Board shall consist of:
1. The Chair and Secretary/Treasurer of the Council in at large positions;
 2. One (1) member from Atchison County appointed by the Council;
 3. One (1) member from Gentry County appointed by the Council;
 4. One (1) member from Holt County appointed by the Council;
 5. One (1) member from Nodaway County appointed by the Council;
 6. One (1) member from Worth County appointed by the Council;
 7. Each member on the Executive Board may appoint an alternate to the Executive Board with full voting rights, with approval from the DCRs sponsoring organization.
- D. Per Section 260.320(5) RSMo., no person shall serve as a DCR or as a member of the Executive Board who is a stockholder, officer, agent, attorney or employee or who is in any way pecuniarily interested in any business which engages in any aspect of solid waste management regulated under Sections 260.200 to 260.345 RSMo.; provided, however, that such member may own stock in a publicly traded corporation which may be involved in waste management as long as such holdings are not substantial.
- E. The Executive Board officers shall be elected by the Executive Board. Terms for officers of the Executive Board shall extend until a new nomination is made, or until a vacancy occurs as provided for in ARTICLE VII, B. The Executive officers shall consist of:
1. Chair, Vice Chair, Secretary, and Treasurer. The office of Secretary and Treasurer can be combined and held by the same person.
- F. A simple majority of the Executive Board shall constitute a quorum. The Board shall take no action nor select any board officer nor conduct any meeting unless a quorum is present. Official action by the Board may be taken by telephone, mail ballot, facsimile,

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or any other voice or electronic means that is properly verified by the Secretary and in accordance with the Missouri Sunshine Law.

- G. The Chair shall be the principal executive officer of the District and shall preside over Executive Board meetings, keep order, manage the proceeding, and govern the administrative details of the District's business. The Chair is entitled to vote.
- H. The Vice Chair shall act in the place of the Chair in the event that the Chair is unable to attend.
- I. The Secretary shall serve as secretary to the Council and the Executive Board and shall be responsible for keeping the minutes of Council meetings and Executive Board meetings. The Secretary's duties will also include keeping the Districts records, the official correspondences and giving and receiving notices, scheduling meetings and sending an agenda to each Executive Board member, and properly posting the meeting agenda as required by RSMo 610.020, unless the Executive Board assigns these duties to an employee or other agent. No final action shall be taken on any matter unless it appears on the agenda.
- J. The Treasurer's duties shall consist of the collection, receipt, custody, and disbursement of the District's funds. The Treasurer shall give bond, to be paid by the District, for the faithful discharge of his duties in such amount as the Executive Board determines.

ARTICLE VIII

EXECUTIVE BOARD POWERS

- A. The executive board may adopt, alter or repeal its own bylaws, rules and regulations governing the manner in which its business may be transacted, including procedures for the replacement of persons who habitually fail to attend board meetings, and may establish its fiscal year, adopt an official seal, apply for and accept grants, gifts or appropriations from any public or private sector, make all expenditures which are incidental and necessary to carry out its purposes and powers, and take such action, enter into such agreements and exercise all other powers and functions necessary or appropriate to carry out the duties and purposes of sections 260.200 to 260.345.
- B. The Executive Board shall comply with all planning requirements made of it by the Missouri Department of Natural Resources, update an inventory of solid waste management services available within the District, and shall comply with all legal requirements imposed by Section 260.325 RSMo.
- C. The Executive Board shall:
 - 1. Review and comment upon applications for permits submitted pursuant to Section 260.205 RSMo, for solid waste processing facilities and solid waste disposal areas which are to be located within the region or, if located in an adjacent region, which will impact solid waste management practices within the region.
 - 2. Recommend changes in the District Plan to the District Council. The board shall adopt procedures for review of the District Plan allowing for public participation.

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3. Identify illegal dump sites and provide all available information about such sites to the appropriate county prosecutor and to the Department of Natural Resources.
 4. Establish an education program to inform the public about responsible waste management practices.
 5. Establish procedures to minimize the introduction of hazardous waste, including household hazardous waste, into the solid waste stream.
 6. Assure adequate capacity to manage waste which is not otherwise removed from the solid waste stream.
 7. Appoint an advisory committee and any other committees as deemed necessary to assess and make recommendations on solid waste management. The Solid Waste Advisory Committee must include solid waste industry representatives, large commercial generators, and at least two citizens unaffiliated with a solid waste facility or operation to assess and make recommendations on solid waste management.
 8. The Chair of the Executive Board shall serve as the representative from the District to the Solid Waste Advisory Board (SWAB). The Board shall elect an Alternate from among the members of the Board at the first meeting of the Executive Board following the Annual Meeting to serve in her or his place, from among the other Board members. The Alternate will have full voting authority at SWAB meetings.
- D. The Executive Board may enter into contracts with any person for services related to any component of the solid waste management system. Bid specifications for solid waste management services shall be designed to meet the objectives of Sections 260.200 to 260.345 RSMo, encourage small businesses to engage and compete in the delivery of waste management services and to minimize the long-run cost of managing solid waste. Bid specifications shall enumerate the minimum components and minimum quantities of waste products which shall be recycled by the successful bidder.
- E. 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 a specific instance.
- F. 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 such officer or officers, agent or agents of the Executive Board and in such manner as shall be determined by resolution of the Executive Board. In the absence of such a determination by the Executive Board, such instruments shall be signed by the Chairman and countersigned by the Treasurer of the District.
- G. All funds of the District shall be deposited from time to time to the credit of the District in such bank, trust companies or other depositories as the Executive Board may select. All funds shall only be deposited in accounts or in governmental securities which are 100% covered by federal insurance or by other pledged instrument.

ARTICLE IX

EXECUTIVE BOARD MEETINGS

- A. Meetings of the Executive Board members shall be called at the discretion of the Chair of the Executive Board. Special meetings may be called by the Chair of the Council or the Chair of the Executive Board. Meetings shall be at Maryville, Missouri except that the Executive Board may by resolution designate any place within or not more than 100 miles from Maryville, Missouri, as the place of meeting for any regular or special meeting.

ARTICLE X

FISCAL YEAR, BUDGET, AND AUDIT

- A. The fiscal year of the District shall be from July 1 to June 30.
- B. The Executive Board shall be responsible for preparing an annual budget. This annual budget will then be presented to the Council for approval at the July Council meeting. The Executive Board shall cause an audit of the District's records every two years or as required by MDNR, and shall be responsible for accepting such an audit by an independent certified public accountant.

ARTICLE XI

ORDER OF BUSINESS

- A. The order of business at any regular or special meeting of the members, Council, or Executive Board shall be:
 - 1. Roll Call
 - 2. Reading and disposal of any unapproved minutes
 - 3. Reports of officers, committees, and employees
 - 4. Unfinished business
 - 5. New business
 - 6. Adjournment
- B. On questions of parliamentary procedure not covered by these bylaws, a ruling by the Chair shall prevail.

ARTICLE XII

FINANCING

- A. Property Acquisition - The Executive Board may lease, purchase or acquire by any other means from members or from any other sources, such real and personal

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property as is required for the operation of the District and the carrying out of the purpose of this agreement.

- B. Procurement Policy – The District will comply with RSMo 34.040 when using Solid Waste Management Program monies to make purchases or enter into contractual agreements with other firms. To paraphrase this statute:

Purchases of \$0 - \$2,999.00	Do not require bids.
Purchases of \$3,000.00 - \$24,999.99	Require a minimum of three competitive bids, but do not have to be advertised.
Purchases of \$25,000.00 – or Higher	Require a minimum of three competitive bids, advertised in at least two daily newspapers at least five days before bid opening.

If less than three competitive bids are received, one will be selected as the recipient pending MDNR approval.

- C. The Executive Board shall maintain title to all such property in the name of the District and shall require the Executive Board Secretary to maintain an inventory. Property, materials and services shall be acquired or disposed of only upon a majority vote of a quorum attending a duly called Executive Board meeting, provided, however, that by the same vote the Executive Board may authorize the officers to expend such funds as the Executive Board may direct for other authorized purposes of the District.
- D. All conveyances of real property owned or held in the name of the District shall be made and executed on behalf of the District by the Chairman or Vice Chairman and Secretary of the Executive Board.
- E. All property acquired by the District after the formation of the District shall be held in the name of the District, and no expenditure, sale or purchase shall be made without the approval of a majority of the members of the Executive Board at a meeting where a quorum is present. The Executive Board shall comply with the provisions of the Missouri Statute applicable to political subdivisions relating to the acquisition and disposal of property. In the event that a participating County/City removes itself from the District, all property interests are forfeited without compensation to the County/City. If the District shall cease to exist, the assets of the District shall be liquidated and the proceeds distributed among the current member Counties/Cities as nearly as possible in proportion to each County's/City's population at the last decennial census. For the purposes of this Article, the County population will not include those persons represented by a member city on the Council.

ARTICLE XIII

BOOKS AND RECORDS

- A. The District shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Council, Executive Board, and committees appointed by the Council or Executive Board, and shall keep at the registered or principal office a record giving the name and addresses of the members

and their representative on the Council and Executive Board. All books and records of the District may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

- B. The District will retain District grant records for three years following the close of the project period for grants that do not include equipment, buildings, or site improvements. For those projects that do include purchases of equipment, construction, or purchase of buildings, the District will retain records for a total of three years after the date of disposition, replacement, or transfer of the asset at the direction of the SWMP or District. Any sub-grant file with litigation, claims, negotiations, audit, or other action involving the record starting within the three year retention period, will be retained until three years after final action or resolution has been made, or until the end of the original three year period, whichever is later.
- C. The District shall comply with the Open Meetings and Records Law of Chapter 610 RSMo. The Executive Board shall adopt a written policy for the District relating to this law, as required by Section 610.028 RSMo., and shall appoint a custodian of records as required by Section 610.023 RSMo.

ARTICLE XIV

REPEAL OR AMENDMENT OF BYLAWS

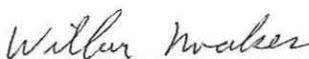
- A. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the Council at any meeting of the Council, called for such purpose, at which a quorum is present: provided, however, no such actions shall change the purpose of the District so as to impair its rights and powers under the laws of said State, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the District. Notice of any amendment to be offered at any meeting shall be given not less than 7 nor more than 30 days before such meeting and shall set forth such amendment.

**These by-laws are hereby approved by the Full Council
of the Northwest Missouri Solid Waste Management District**

on the 17th day of June, 2008.



Chairperson



Secretary/Treasurer



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