

# Exhibit Six

## BYLAWS

### NORTH MISSOURI SOLID WASTE MANAGEMENT DISTRICT - REGION B

February 22, 2007

#### ARTICLE I

##### NAME AND LOCATION OF DISTRICT

The organization shall be known as the North Missouri Solid Waste Management District - Region B and herein after referred to as the "District".

The area covered by the District shall include all territory embraced within the Missouri Counties of Caldwell, Carroll, Chariton, Daviess, Grundy, Harrison, Linn, Livingston, Mercer, Putnam, Sullivan, and within such other Counties as may later join herein by proper action and resolution of its governing body.

The District shall maintain its principal office at a site/location designated by the Board of Directors/Executive Board.

#### ARTICLE II

##### PURPOSE



Senate Bill 530 requires that the Board of County Commissioners of each County within the State establish by agreement and maintain a "Joint Solid Waste Management District" pursuant to Section 260.200-260.345 of the Revised Code, as amended by the Bill, for the purposes of solid waste management planning and providing for, or causing to be provided for, the safe and sanitary management of solid wastes (as defined in SB 530) within all of the incorporated and unincorporated territory of the County or Joint District.

It shall be the purpose and resulting objective of the District to carry out the mandate of Senate Bill 530 or as amended by the State Legislature as it pertains to Missouri counties and solid waste districts, to include:

- a. To jointly prepare and implement a Solid Waste Management Plan for the citizens of the participating cities and all of the incorporated and unincorporated territory

# Exhibit Six

of each participating County for the District that complies with the provisions of SB 530 or its amendments.

- b. Establishing an educational program to inform the public.
- c. Establishing procedures to minimize the introduction of hazardous waste, including household hazardous waste, into the solid waste stream.
- d. Assuring adequate capacity to manage waste which is not otherwise removed from the solid waste stream.
- e. Promoting and assisting with resource recovery and recycling.

Neither the Board of Directors nor the Executive Board shall interfere in the permitted 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.

## **ARTICLE III Authority**

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 IV Duration**

The duration of the District created herein shall be perpetual.

## **ARTICLE V MEMBERSHIP**

Each County within the Missouri Department of Natural Resources designated Region B is eligible to become a Member of the Solid Waste District and have representation on the Board of Directors and Executive Board. In order to become a Member, the County

# Exhibit Six

Commission must pass the appropriate resolution or court order so stating its desire and forward to the appropriate offices.

Membership in the District is limited to the Missouri Counties of Caldwell, Carroll, Chariton, Daviess, Grundy, Harrison, Linn, Livingston, Mercer, Putnam, and Sullivan and the municipalities within their confines with a population of 500 or more. Any County or City which is not an original party to the Joint Powers Agreement, but which is desirous of joining the District shall become a part of the existing District at the time the governing body of such County or City has adopted an order or ordinance to join the district, agrees to pay District administrative match as dues and has provided written notice to the governing body of each County in the existing District and has provided written notice to the Department of Natural Resources.

There shall be one class of Membership on the Board of Directors which shall be a full Membership accorded to a local unit of government. This Board of Directors is formed under the Alternative Management Structure allowed by SB 530 and reasonable effort will be made to maintain a broad community-wide Membership of not less than thirty-two (32) members.

## ARTICLE VI POWERS AND DUTIES

The District shall be a public body corporate and politic and separate legal entity exercising public and essential governmental functions to provide for the public health, safety, and welfare.

The District 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.

# Exhibit Six

- d. To acquire, hold, use and dispose of other personal property for the purposes of the District.
- e. To acquire by purchase, gift, lease or otherwise real property and easements therein, necessary or useful and convenient 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 gifts or supplies for the purposes of the District and to make and perform such agreements and contracts as may be necessary or convenient in connection with the procuring, acceptance or disposition of such gifts or grants.
- g. To make and enforce bylaws 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 based on Section 260.305 (2) RSMo, 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, convenient or desirable for the purpose of the District or to carry out any powers expressly given by this agreement.
- j. To cause the disposal of solid waste material originating within each County/City, pursuant to the contract between the District and each Member.
- k. To fix, establish and maintain such rates, tolls, fees, rentals and other charges for the services and facilities of the District sufficient to pay at all times the costs of maintaining, repairing and operating said facilities, to pay the principal and 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.

# Exhibit Six

- l. To make or cause to be made studies and surveys necessary or useful and convenient to carrying out the functions of the District.
- m. 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 and convenient to the stated purposes of the District.
- n. To exercise such powers for the effective disposal of solid waste as are available under then existing laws to each Member as is necessary or useful and convenient to carrying out the functions of the District within such County/City, as such functions are defined by the service contract entered by and between that Member and the District.
- o. To provide for a system of budgeting, accounting, auditing and reporting of all District funds and transactions, for a depository, and for the bonding of employees.
- p. To consult with representatives of Federal, State and local agencies, departments and their officers and employees and to contract with such agencies and departments.
- q. To borrow money, make and issue negotiable bonds, certificates, bond anticipation notes, refunding bonds and notes or any part thereof by a pledge of any or all of the District's net revenues and any other funds which it has a right to, or may hereafter have the right to pledge for such purposes.
- r. To provide in the proceeding authorizing such obligation for remedies upon default in the payment of principal and interest on any such obligations including, but not limited to, the appointment of a trustee to represent the holders of such obligations in default and the appointment of a receiver of the District's property, such trustee and such receiver to have the powers and duties provided for the proceeding authorizing such obligations.
- s. To hire supervisors and employees, fix their compensation, benefits, personnel rules and regulations, and terminate their employment.

# Exhibit Six

- t. To borrow money and accept grants, contributions or loans from and to enter into contracts, leases or other transactions with municipal, county, state or the federal government.

It shall be the duty of the Board of Directors to review and act upon the Solid Waste Management Plan or the revisions thereof recommended by the Executive Board.

All covenants, stipulations, obligations and agreements 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 VII Board of Directors**

There shall be one class of membership of the Board of Directors which shall be a full membership accorded to a local unit of government. **This Council is formed under the Alternative Management Structure allowed by SB 530 and reasonable effort will be made to maintain a broad community-wide membership of not less than thirty-two (32) members.**

Membership of the District shall consist of the following:

- 1 Representative from Caldwell County Commission
- 1 Representative from the City of Braymer
- 1 Representative from the City of Hamilton
- 1 Representative from the City of Polo
- 1 Representative from Carroll County Commission
- 1 Representative from the City of Carrollton
- 1 Representative from the City of Norborne
- 1 Representative from Chariton County Commission
- 1 Representative from the City of Brunswick
- 1 Representative from the City of Keytesville

# Exhibit Six

- 1 Representative from the City of Salisbury
- 1 Representative from Daviess County Commission
- 1 Representative from the City of Gallatin
- 1 Representative from the City of Jamesport
- 1 Representative from Grundy County Commission
- 1 Representative from the City of Trenton
- 1 Representative from Harrison County Commission
- 1 Representative from the City of Bethany
- 1 Representative from the City of Ridgeway
- 1 Representative from Linn County Commission
- 1 Representative from the City of Brookfield
- 1 Representative from the City of Marceline
- 1 Representative from the City of Bucklin
- 1 Representative from Livingston County Commission
- 1 Representative from the City of Chillicothe
- 1 Representative from Mercer County Commission
- 1 Representative from the City of Princeton
- 1 Representative from Putnam County Commission
- 1 Representative from the City of Unionville
- 1 Representative from Sullivan County Commission
- 1 Representative from the City of Green City
- 1 Representative from the City of Milan

County representatives shall be appointed by the Presiding Commissioner with Commission approval. Appointees of City representatives shall be made by the chief elected official with the City Council or Board approval. If a Member City does not make an official appointment to the full board, the Mayor of that City will be considered the City's representative to the full board.

Each unit of local government shall designate by resolution, court order or ordinance its commitment to the activities of the District in implementing the requirement of Senate Bill 530, and therein shall designate its representative to the District Membership.

Each representative, including the President, shall have one vote.

# Exhibit Six

Each representative may have a duly authorized alternate, selected by the appropriate governing body. In the event the member or authorized alternate is unable to attend, prior notification shall be made to one of the officers as to the voting rights of their Membership.

Terms of representatives shall be two (2) years or until such date as an elected official representative retires, or is removed, or no longer holds that particular elective office, whichever date first occurs. The representative may be reappointed thereafter. In accordance with SB 530, each Board Member serves at the pleasure of the appointing authority.

By statute, no person may serve as a member of the Board of Directors 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 to 260.345.

Any vacancy occurring in the Membership shall be filled for the remainder of the unexpired term by the appropriate governing body. A Member may be removed at any time during this term of office by the governmental authority or authorities which appointed him. Any Member who is absent for three (3) consecutive regular meetings shall be considered as having resigned from the Board of Directors. Any Board Member, who shall miss two (2) consecutive regular meetings, shall be notified, in writing, by the Board of Directors or Executive Board, that a further consecutive absence shall cause a vacancy. A copy of this notice shall be sent to the appointing authority. In the event of removal for three (3) absences, the appointing authority shall be notified of the vacancy. Vacancies shall be filled for the unexpired term in the same manner as the original appointment.

Members shall not receive any salary for their services but may be compensated for actual out-of-pocket expenditures incurred on behalf of the District. Reimbursement for expenses shall not be provided if the Member's respective governing body incurred the expense.

The Membership of the District may be increased when any other eligible County and its municipalities become a party hereto by petition to the District and appropriate action of the governing bodies manifesting its assent to the bound by the terms hereof.

# Exhibit Six

## ARTICLE VIII OFFICERS

The Board of Directors shall elect three officers consisting of a President, Vice- President, and a Secretary/Treasurer to serve as officers of both the Board of Directors and Executive Board.

### President

The President shall be the principal executive officer of the District and shall in general supervise the business and affairs of the District. The President shall, when present, preside at all meetings of the members of the Board of Directors/Executive Board. The President may sign with the Secretary/Treasurer or any other proper officer of the District thereunto authorized by the Board of Directors/Executive Board, all deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors/Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors/Executive Board or by these bylaws to some other officer or agent of the District, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors/Executive Board from time to time. The President of the Board of Directors and/or Executive Board shall be entitled to vote on all matters coming before the Board of Directors/Executive Board and will serve as an ex officio member of all committees.

### Vice-President

In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions placed upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors/Executive Board.

### Secretary/Treasurer

The Secretary/Treasurer, or approved designee, shall be responsible for and cause to be kept the minutes of the Board of Directors /Executive Board meetings and committee meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the District records and of the seal of the District and see that the seal of the

## Exhibit Six

District is affixed to all documents, the execution of which, on behalf of the District, under its seal are duly authorized; shall cause to be kept a register of all members and the representative of each member and their post office address; and cause to be prepared and delivered to the Secretary of the State of Missouri, on forms prescribed and furnished by the Secretary of State, between the first day of January and the first day of March of each year, an annual report in compliance with the provisions of the Statutes of the State of Missouri.

The Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors/Executive Board shall determine. The Treasurer shall be responsible for all funds and securities of the District; cause to be kept on file receipts for monies due and payable to the District from any source whatsoever; cause to be deposited all such monies in the name of the District in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws.

In general, the Secretary/Treasurer 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 President of the Board of Directors /Executive Board.

These officers shall serve one-year terms with the election to be held in January and shall take office immediately upon their election. Officers must be a current member of the Board of Directors.

Nominations for officers will be taken from the floor of the Board of Directors.

The voting process may take place by secret ballot or voice vote.

The officers shall serve for both the Board of Directors and Executive Board.

If a vacancy occurs in an office position, the Executive Board can appoint a replacement to serve until the next full Board of Directors meeting, at which time, the Board of Directors using the election process will make an official appointment. That appointment shall fulfill the remainder of the unexpired term.

# Exhibit Six

Any officers or agent elected or appointed by the Board of Directors may be removed by two-thirds (2/3) vote of the Membership whenever in its judgment the best interest of the District would be served thereby.

## ARTICLE IX MEETINGS

The Board of Directors shall meet at least twice annually.

Special meetings can be called by the President or upon the call of thirty percent (30%) of the membership with such call being a written notification with signatures and directed to the President. Special meeting can be called with two (2) days written or phoned notification to the Members given by the secretary.

A quorum shall be forty percent (40%) of the Membership and said quorum shall have the rights of the full Membership.

## ARTICLE X EXECUTIVE BOARD

The District shall have an Executive Board, with membership coming from the representatives of the Board of Directors. The Executive Board shall consist of one District member from each of the eleven (11) counties, including Caldwell, Carroll, Chariton, Daviess, Grundy, Harrison, Linn, Livingston, Mercer, Putnam, and Sullivan. Such Executive Board member shall be appointed by their respective Presiding Commissioner.

The President, Vice-President, and Secretary/Treasurer of the Board of Directors shall be the same officers of the Executive Board.

Termination of Membership when an elected official representative retires, or is removed, or no longer holds that particular elective office, these bylaws shall operate to terminate officer status of the former member and the Board of Directors shall proceed to elect a new officer to replace the former representative.

# Exhibit Six

The Executive Board members shall serve one year terms with expired terms to be filled in January of each year.

Responsibilities of the Executive Board shall include but are not limited to:

1. Reviewing and commenting on applications for permits submitted pursuant to section 260.205 of Senate Bill 530.
2. Identifying illegal dump sites and providing available information about such sites to the appropriate County Prosecutor or departments.
3. May appoint advisory committees that are geographically balanced and represent commercial generators, the 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.
4. Preparing and recommending to the Board of Directors a Solid Waste Management Plan for the District, including reviewing and evaluating said plan at least every thirty-six (36) months.
5. Entering into contracts with any person for services related to any component of the solid waste management system.

## Meetings:

Meetings of the Executive Board will be scheduled quarterly and at the discretion of the President or at the request of thirty percent (30%) or more of the Executive Board. Such request is to be submitted in writing and signed by those requesting the meeting.

## Quorum:

A quorum shall be a majority fifty-one (51%) of Executive Board members and said majority shall have the rights of the full Executive Board.

# Exhibit Six

## **ARTICLE XI COMMITTEES**

Each committee shall include one or more Board of Directors Members, one of whom shall serve as President. Said committees shall have and shall exercise such authority as is extended to it by a resolution adopted by the authorizing body establishing said committee. The membership of such committees, the term of offices 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 enabling resolution.

There may also be an Executive Committee composed of the officers of the District, and two other District representatives as selected by the Board. The Executive Committee will act for the full council or Executive Board when there is not time or it is not practical to assemble the full Board of Directors or Executive Board. Emergency actions of the Executive Committee will be affirmed by the District at the next regular meeting of the District.

The Board of Directors or Executive Board has the right to appoint ex officio members as deemed necessary.

## **ARTICLE XII FISCAL YEAR**

The Fiscal year of the district shall begin the first day of July and end the 30<sup>th</sup> day of June.

The Executive Board shall be responsible for preparing an annual budget to be presented to the Board of Directors for approval in June. The Executive Board shall cause an audit of the District's records and shall be responsible for accepting such audit for the previous fiscal year(s) by an independent certified accountant to be prepared at a minimum of every two years.

# Exhibit Six

## **ARTICLE XIII PARLIAMENTARY AUTHORITY**

Rules contained in the current edition of Robert's Rules of Order shall govern the Board of Directors and Executive Board in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order they may adopt.

## **ARTICLE XIV AMENDMENT OF BYLAWS**

The bylaws may be adopted, altered and repealed by the Board of Directors with a 7 day written notice containing a copy of the proposed changes and justification of changes submitted and provided.

Amendments will be made with a majority vote of the Board of Directors at a regular or special meeting at which forty percent (40%) of the membership is present.

Amendments will become effective immediately following a confirmation vote.

## **ARTICLE XV LEGAL STRUCTURE**

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

## **ARTICLE XVI Contracts, Loans, Checks, Deposits, and Funds**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contracts 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.

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 Board of Directors or Executive Board. Such authority may be general or confined to specific instances.

# Exhibit Six

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 District and in such manner as shall from time-to-time be determined by resolution of the Board of Directors or Executive Board. In the absence of such determination, such instruments shall be signed by the President and countersigned by the Secretary/Treasurer of the Board of Directors.

All funds of the District shall be deposited from time-to-time to the credit of the District in such FDIC insured bank, trust companies or other FDIC insured depositories as the Board of Directors or Executive Board may select.

The Board of Directors or 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.

## **ARTICLE XVII**

### **Books and Records**

The District shall have all financials, minutes, and waste reclaimed sheets at each Board of Directors meeting for public viewing. All minutes and reports shall be kept for at least three (3) years from the meeting date. Minutes shall be complete, detailing actions and procedures used by each group or grant applicant to meet the reduction rates according to their applications. Each meeting shall have a signed copy of the minutes.

The Board of Directors shall cause an audit of the records of the District to be made each year or as required by law for finances and compliance by a competent auditor.

## **ARTICLE XVIII**

### **Dissolutions and Withdrawal from Authority**

The District shall be completely dissolved and terminated upon the affirmative vote of two-third (2/3) of the District membership, which 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 majority vote of the Board of Directors. The District shall not be dissolved at any time that revenue bonds or obligations issued in anticipation of revenue bonds have been issued and are outstanding.

# Exhibit Six

In the event of a vote to completely dissolve the District, any real or personal property held by the District shall be sold prior to the date and time aforesaid and the proceeds divided among the member governmental entities at the time of dissolution.

## ARTICLE XIV

### Financing

Payment of Operating Costs & Expenses - The Counties/Cities that enter into a contract with the District to provide solid waste services as set forth in Section 260.200 - 260.345 (2) RSMo shall share all planning and organizational costs and other expenses incurred by the District, including costs and expenses incurred by the Executive Board in the preparation of the District Plan, in the same proportion as the population of the respective Counties/Cities as reported in the decennial census. Any City within the District which does not contract with the District shall be responsible for their own plan at their own cost. The most recent such decennial census information and the resultant proportions in which those costs and expenses are to be shared and shall be updated from time to time as new decennial census information becomes available.

In the further event that the Board of Directors or the Executive Board uses an employee of a County/City in the service of the District, including, without limitation, a County/City sanitary engineer or employee in its sanitary engineering department, the County/City employing that person shall provide to the Executive Board information necessary to determine the direct cost and expense to that County/City of the provision of that employee's service to the District, and the Counties/Cities shall share that cost and expense in the same proportion as operating costs and expenses paid directly by the District are shared.

All amounts advanced by a County/City to pay operating costs and expenses of the District at the direction of the Executive Board shall be deemed to be costs and expenses of the District and shall be shared by the Counties/Cities in the same proportions as operating costs and expenses paid directly by the District are shared.

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 property as is

## Exhibit Six

required for the operation of the District and the carrying out of the purpose of this agreement. The District shall maintain title to all such property in the name of the District and shall require the 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.

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 President or Vice-President and Secretary of the District.

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 Board shall comply with the provisions of the Missouri Code 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 generally in proportion to each County's/City's respective financial contribution.