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**BYLAWS OF THE
NORTH DAKOTA SOLID WASTE AND RECYCLING ASSOCIATION**

ARTICLE I. NAME AND PURPOSE OF CORPORATION

Section 1. Name. This Association shall be known as the North Dakota Solid Waste and Recycling Association (“Association”). Throughout these Bylaws, the terms “Association” and “Corporation” may be used interchangeably, although referring to the same entity.

Section 2. Offices. The principal office of the Association shall be located at the North Dakota Department of Environmental Quality, Division of Waste Management in the city of Bismarck, County of Burleigh, North Dakota. The Association may have other such offices, either within or outside of the state of North Dakota as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 3. Purpose. Said Corporation is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purposes of the Corporation shall be as stated in the Articles of Incorporation, to wit:

- To receive and maintain funds from the Association, and to apply the income and principal therefrom to promote environmentally sound waste management and recycling practices within the state of North Dakota;



- 20 • To provide an information clearing house for solid waste industry recyclers and
21 waste managers, and the interested public throughout North Dakota and adjoining
22 states;
- 23 • To create a partnership with the industrial/manufacturing interests operating within
24 North Dakota which fosters and shares experience and best management practices
25 for the waste which these parties generate.
- 26 • To provide technical information and assistance to all interested parties;
- 27 • To provide continuing education to landfill operators, haulers, facility owners, and
28 other waste management professionals;
- 29 • To provide training/seminars for Association members and non-members;
- 30 • To work with local, state and federal offices and organizations in the coordination
31 and planning of solid waste and recycling initiatives within the service region;
- 32 • To provide college financial assistance to qualified candidates; and
- 33 • To engage in any lawful act or activity for which an association may be organized
34 under NDCC Chapter 10-24, and have all the powers set forth therein.

35 **Section 4. Non-Profit Status.** No part of the net earnings of the Corporation shall inure to
36 the benefit of, or be distributable to its members, trustees, officers, or other private persons,
37 except that the Corporation shall be authorized and empowered to pay reasonable
38 compensation for services rendered and to make payments and distributions in furtherance
39 of the purposes set forth in Article III hereof. No substantial part of the activities of the



40 Corporation shall be the carrying on of propaganda, or otherwise attempting to influence
41 legislation, and the Corporation shall not participate in, or intervene in (including the
42 publishing or distribution of statements) any political campaign on behalf of or in opposition
43 to any candidate for public office. Notwithstanding any other provision of these articles, the
44 Corporation shall not carry on any other activities not permitted to be carried on (a) by a
45 corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue
46 Code, or the corresponding section of any future federal tax code, or (b) by a corporation,
47 contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code,
48 or the corresponding section of any future federal tax code.

49 **ARTICLE II. MEMBERSHIP**

50 **Section 1. Nondiscrimination Statement.** Membership in this organization shall be
51 without regard to race, color, religion, creed, sex, sexual orientation, national origin,
52 handicap, age, marital status, veteran status, political belief or affiliation, or membership or
53 non- membership in any organization.

54 **Section 2. Class of Members.** The Association shall be made up of all voting members
55 who become members by obtaining a membership in the Association directly. A member
56 shall be defined as an individual, organization, governmental agency, partnership, joint
57 venture, or corporation. Each voting member shall be entitled to one vote per person
58 (regardless of the number of employees per entity); i.e. Member A (business with 20
59 employees) has 5 employees attend the annual meeting; therefore, each person attending
60 votes. Member B (individual membership) is the only person to attend the annual meeting;
61 therefore, he/she places only one vote. Employees of such member entities may be
62 designated to hold office such as a Board Director of the Association, to serve on



63 committees, and to take such other actions as may be authorized by the Board of Directors
64 and the said member is limited to one employee per position.

65 **Section 3. Dues.** The Board of Directors shall determine from time to time the annual dues
66 payable to the Association by members, and shall give appropriate notice to the members.
67 Dues will cover a 12-month period from the payment date, at which time an opportunity to
68 renew will be provided. When any member is in default in the payment of dues for a period
69 of thirty (30) days after a renewal application has been provided, their membership may
70 thereupon be terminated. Members may be asked to pay an additional assessment in
71 support of special services, such as training programs and seminars.

72 **Section 4. Membership Certification.** The Association shall post memberships to the
73 Association website . Membership certificates will be made available upon request.

74 **Section 5. Membership List and Directory.** A membership list shall be kept which shall
75 designate the current members and shall include the amount of money paid to the
76 Association by each member and the date thereof. For the purpose of determining
77 members entitled to notice of or to vote at any meeting of members or any adjournment
78 thereof, or in order to make a determination of members for any purpose, the Board of
79 Directors of the Association may provide that the membership list be closed for a stated
80 period but not to exceed, in any case, fifty (50) days; and said membership list shall be
81 closed for at least ten (10) days immediately preceding such meetings. The Board of
82 Directors shall publish an annual list of all current members on the Association website.

83 **Section 6. Annual Meeting.** The annual meeting of the members shall be held during the
84 annual Symposium at a time, date, and place to be set by the Board of Directors.



85 **Section 7. Special Meetings.** Special meetings of the members for any purpose or
86 purposes, may be called by the Board of Directors. Special meetings of the members may
87 also be called by members representing ten (10) percent of the votes entitled to be cast at
88 the said meeting.

89 **Section 8. Notice of Members' Meetings.** Written or printed notice stating the place, day
90 and hour of the meeting and, in case of a special meeting, the purpose or purposes for
91 which the meeting is called, shall be delivered not less than seven nor more than fifty days
92 before the date of the meeting, either personally, by United States mail, or by electronic
93 mail, by or at the direction of the President, or the Secretary, or the officers or persons
94 calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice
95 shall be deemed to be delivered when deposited in the United States mail addressed to the
96 member at the member's address as it appears on the records of the corporation, with
97 postage thereon prepaid.

98 **Section 9. Quorum.** All eligible voting members at any business meeting shall constitute a
99 quorum.

100 **Section 10. Voting.** For the purpose of accountability, only those people registered with the
101 Secretary as a voting member of the Association, whether that person be a member as an
102 individual, organization, governmental agency, partnership, joint venture, or corporation,
103 shall be eligible to vote. Voice voting may be used for adoption of resolutions, election of
104 officers, adoption and/or changes to the Bylaws, and any other item so designated by the
105 Board of Directors. A written ballot may be used for the election of Directors. A standing
106 vote or a counted card vote may be requested by the body. In order to encourage active
107 participation in the business of the Association, there shall be no voting by proxy and only



108 those members in attendance at a meeting shall have the right to vote. Each voting member
109 shall be entitled to one vote per person (regardless of the number of employees per entity):
110 i.e. Member A (business with 20 employees) has 5 employees attend the annual meeting;
111 therefore, each person attending votes. Member B (individual membership) is the only
112 person to attend the annual meeting; therefore, he/she places only one vote. The majority
113 will determine the outcome of the vote.

114 **Section 11. Adoption of Resolutions.** Resolutions to be presented at the annual meeting
115 or a special meeting must have majority agreement by the Board of Directors in the final
116 wording prior to forwarding the resolution to the membership for voting. The Board will
117 present written resolutions for the annual meeting or special meeting twenty-four (24) hours
118 in advance of vote to adopt resolution by membership.

119 **ARTICLE III. BOARD OF DIRECTORS**

120 **Section 1. Duties.** The business affairs of this Association shall be managed by the Board
121 of Directors.

122 **Section 2. Number and Election of Directors.** The Association's Board of Directors will be
123 comprised of nine (9) elected members with three (3) year staggered terms of office, and
124 the Executive Director, who shall serve ex officio. A Director must be a member in good
125 standing. No elected member may serve more than two consecutive terms. There is no limit
126 to the number of non-consecutive terms that may be served. The nominating committee will
127 offer a single slate of candidates to the membership for approval; however, members may
128 call for a run-off election by petition with signatures of twenty (20) percent or more of the
129 current membership nominating an additional candidate(s).



130 **Section 3. Regular Meetings.** At a minimum, quarterly meetings of the Board of Directors
131 shall be held, with notice given via an annual calendar (including dates and times of
132 meetings), as well as notice via fax, telephone or e-mail one week prior to the meeting. One
133 meeting will be held no sooner than one (1) week prior to and no later than one (1) day prior
134 to the annual meeting to review and adopt the wording of resolutions. A meeting will be held
135 after and at the same place as the annual meeting. The Board of Directors may provide by
136 resolution, the time and place for the holding of additional meetings without notice other
137 than such resolution. If a Director misses more than three (3) meetings in one calendar
138 year, not including emergencies, the Director may be asked to step down and/or he/she
139 may be replaced by a new Director.

140 **Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by
141 or at the request of any two (2) Directors. Notice of any special meeting shall be given at
142 least five (5) working days previously thereto by written notice mailed, or electronically
143 provided to each Director at their business or home address/e-mail address. Written notice
144 shall be deemed to be delivered when deposited in the United States mail so addressed
145 with postage thereon prepaid or upon email delivery.

146 **Section 5. Educational Seminars/Workshops.** All Board of Directors must participate
147 in various committees throughout the Association; and, assist with and participate in various
148 seminars, workshops, and symposiums hosted by the Association.

149 **Section 6. Agenda.** The business to be transacted and the purpose of any regular or
150 special meeting of the Board of Directors shall be specified in the notice of such meetings.



151 **Section 7. Quorum.** A majority of the number of Directors shall constitute a quorum for the
152 transaction of business. The act of the majority of the Directors, at which a quorum is
153 present, shall be the act of the Board of Directors.

154 **Section 8. Vacancy.** Any vacancy occurring in the Board of Directors may be filled by the
155 recommendation of the Executive Council and a majority vote of the remaining Directors. A
156 Director appointed to fill a vacancy shall be appointed for the unexpired portion of their
157 predecessor's term.

158 **Section 9. Compensation.** The Board of Directors shall not receive any compensation for
159 their services.

160 **Section 10. Presumption of Assent.** A Director of the Association who is present at a
161 regular meeting or special meeting at which action on any corporate matter is taken, shall
162 be presumed to have assented to the action taken unless their dissent shall be entered in
163 the minutes of the meeting or unless they shall file their written dissent to such action with
164 the person acting as the Secretary of the meeting before the adjournment thereof, or shall
165 forward such dissent by registered mail to the Secretary of the Association immediately
166 after the adjournment of the meeting. Such right to dissent shall not apply to a Director who
167 voted in favor of such action.

168 **Section 11. Indemnification of Directors and Officers.** The Association, insofar as
169 permitted by law, may indemnify any and all of its Directors or officers, or both, or former
170 Directors or officers, against any liabilities arising and related expenses actually and
171 necessarily incurred by them, in the defense of any claim, action, suit, or proceeding, civil or
172 criminal, which they or any of them are made parties or a party, by reason of being or



173 having been such Director or officer, except in relation to matters as to which any such
174 Director or officer shall be adjudged in such action, suit, or proceeding to be liable for
175 negligence or misconduct in the performance of duty. Such indemnification shall not be
176 deemed to be under any Bylaw, agreement or otherwise.

177 **ARTICLE IV. OFFICERS**

178 **Section 1. Number.** The officers of the Association shall have President, Vice President,
179 Secretary, Treasurer, and the Executive Director of the Association. The Executive Director
180 will serve ex officio. The Treasurer and Secretary may be a combined position.

181 **Section 2. Term of Office.** The Board of Directors shall elect the officers (except the
182 Executive Director) at the first meeting of the year following the annual meeting of the
183 membership. Each officer, except the Executive Director, shall serve for a one (1) year term
184 and shall be a member in good standing. It shall require a majority vote of the Board of
185 Directors to elect the officers. Typically, the Vice President will succeed to President. The
186 succession will be confirmed each year when the Board of Directors elects/appoints the
187 Executive Council. The Executive Director will be employed by the Executive Council per
188 confirmation of appointment by the Board of Directors. The Executive Director's
189 appointment may be terminated by the Executive Council and/or the Board of Directors at
190 any time.

191 **Section 3. Removal/Vacancy.** An officer who has been appointed by the Directors may be
192 removed by the board. With the exception of the Executive Director, any vacancy occurring
193 in the officers of the Corporation may be filled by the recommendation of the Executive
194 Council and a majority vote of the remaining Directors. An officer appointed to fill a vacancy



195 shall be appointed for the unexpired portion of their predecessor's term. The vacancy of the
196 Executive Director shall be filled through recruitment and hiring as specified in Section 2 of
197 this Article.

198 **Section 4. President.** The principal duties of the President, the chief elected officer of the
199 Association and subject to the control of the Board of Directors, shall, in general, be to
200 supervise and control the business affairs of the Association. He or she shall, when present,
201 preside at the meetings of the members and of the Board of Directors. He or she may sign,
202 with the Secretary, Treasurer, or any other proper officer, certificates of membership,
203 deeds, mortgages, contracts or other instruments which the Board of Directors has
204 authorized to be executed; and, in general, shall perform all duties incident to the office of
205 the President, and such other duties as may be prescribed by the Board of Directors from
206 time to time.

207 **Section 5. Vice President.** The principal duties of the Vice President shall be to serve as
208 the chairperson of the Membership Committee and the Program and Education Committee.
209 The Vice President shall also serve as the President in the absence of the President and in
210 the event of his or her inability to act. When so acting, the Vice President shall have all the
211 powers of and shall be subject to the restrictions upon the President.

212 **Section 6. Secretary.** The principal duties of the Secretary shall be to: (1) keep the minutes
213 of the meetings of the members and of the Board of Directors; (2) give notice of members
214 and Directors meetings, as is required by the Bylaws; (3) serve as a member on the
215 membership committee chaired by the Vice President; (4) execute with the President or
216 Vice President certificates of membership of the Association; and (5) in general, perform all
217 duties incident to the office of the Secretary and such other duties as from time to time may



218 be assigned by the President or Board of Directors. The Board of Directors may authorize
219 the Executive Director to assume the day-to-day duties of the Secretary, thereby providing
220 staff support to these functions.

221 **Section 7. Treasurer.** The principal duties of the Treasurer shall be to: (1) have charge of
222 and custody of, and be responsible for all funds and securities of the Association, receive
223 and give receipts for monies due and payable to the Association and deposit such monies
224 in the name of the Association in such depositories as shall be designated by appropriate
225 resolution of the Board of Directors; (2) serve as chairperson of the Finance Committee;
226 and (3) in general, perform all duties incident to the office of the Treasurer and such other
227 duties as from time to time may be assigned by the president or Board of Directors. The
228 Board of Directors may authorize the Executive Director to assume the day-to-day duties of
229 the Treasurer, thereby providing staff support to these functions.

230 **Section 8. Executive Director.** The principal duties of the Executive Director, who shall not
231 be a member of the Board of Directors, shall be the chief administrative and executive
232 officer and shall be charged with the general oversight and management of the Association,
233 the various association sponsored programs, and the business affairs of the Association
234 The Executive Director shall also have and maintain custody of the Association records and
235 shall keep a register of the post office addresses of each member, the amount paid in by
236 each member, and the date thereof. The Executive Director may have further duties and
237 responsibilities as authorized by the Board of Directors. The Executive Director may employ
238 persons to assist in the day-to-day operations upon approval of the Board of Directors.



239 **Section 9. Compensation.** The officers of the Association, except the Executive Director
240 and other persons employed by the Executive Director as approved by the Board of
241 Directors, shall not receive any compensation for their services.

242 **ARTICLE V. STANDING AND TEMPORARY COMMITTEES**

243 **Section 1. Councils and Standing Committees.** The Board of Directors is authorized to
244 appoint such committees as may be appropriate to carry out the purpose of the Association.
245 Each committee shall consist of two or more Directors. Councils, and standing committees
246 shall have such responsibility and authority as provided herein and by the Board of
247 Directors. The councils and/or standing committees will plan, develop, and present
248 programs that serve special needs as determined by the Board of Directors. These
249 programs will be designed to help Association members exchange information and enhance
250 their skills and knowledge. The councils and standing committees will help the Board of
251 Directors guide the Association.

252 **Section 2. Executive Council.** The four (4) member Executive Council shall be comprised
253 of the President, Vice President, Secretary, and Treasurer.. The Executive Director of the
254 Association shall be an ex officio member of the Executive Council and, as such, shall not
255 be entitled to vote. The Executive Council shall have the authority to take administrative
256 action on behalf of the Board of Directors and to manage the day-to-day business of the
257 Association.

258 **Section 3. Policy Resolution Committee.** Members of the Policy Resolution Committee
259 will be appointed by the President. They will draft, review and finalize policy resolutions for
260 the Board of Directors.



261 **Section 4. Program and Education Committee.** The Program and Education Committee
262 shall be chaired by the Vice-President and supported by Directors appointed by the
263 President.

264 **Section 5. Finance Committee.** The Finance Committee shall be chaired by the Treasurer
265 and supported by Directors appointed by the President. Their primary duties will be to
266 prepare financial reports and budgets for the Board of Directors. In addition, they will
267 prepare annual financial reports and proposed budget for the membership at the annual
268 meeting.

269 **Section 6. Membership Committee.** The Membership Committee will be chaired by the
270 Vice President and supported by Directors appointed by the President. The Committee will
271 work to recruit and add members to the Association.

272 **Section 7. Nominating Committee.** The Nominating Committee will consist of three (3)
273 Board Members appointed by the President. The Nominating Committee will offer a single
274 slate of candidates for Directors to the membership for approval; however, members may
275 call for a run-off election by petition with signatures of twenty (20) percent or more of the
276 current membership nominating an additional candidate(s).

277 **Section 8. Temporary Committees.** The following are Temporary Committees that the
278 Board of Directors may appoint members to as specified within these Bylaws: Awards
279 Committee, Audit Committee, Marketing Committee, and Ad Hoc committees as necessary.



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ARTICLE VI. BUDGET

281 **Section 1. Budget Year.** The Budget Year of the Association shall begin on the first day of
282 January and end on the last day of December of each year.

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ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

284 **Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or
285 agents, to enter into any contract or execute and deliver any instrument in the name of and
286 behalf of the Association and such authority may be general or confined to specific
287 instances.

288 **Section 2. Loans.** No loans shall be contracted on behalf of the Association and no
289 evidences of indebtedness shall be issued in its name unless authorized by resolution of the
290 Board of Directors. Such authority may be general or confined to specific instances.

291 **Section 3. Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of
292 money, notes, or other evidences of indebtedness issued in the name of the Association,
293 shall be signed by such officer or officers, agent or agents of the Association and in such a
294 manner as shall from time to time be determined by resolution of the Board of Directors.

295 **Section 4. Deposits.** All funds of the Corporation not otherwise employed shall be
296 deposited from time to time to the credit of the Corporation in such banks, trust companies,
297 or other depositories as the Board of Directors may select.



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ARTICLE VIII. AMENDMENTS

299 **Section 1.** These bylaws may be altered, amended, or repealed, and new Bylaws may be
300 adopted at the Association's annual meeting, or via special meeting requested by
301 membership or Directors.

302 **Section 2.** Prior to the Association's annual meeting, or special meeting requested by
303 membership or Directors, at which consideration is to be given to altering, amending, or
304 repealing these Bylaws, the suggested amendment(s) must be submitted in writing or
305 electronically to each member at least thirty (30) days but not more than sixty (60) days
306 prior to the meeting at which the proposed alteration, amendment, or repeal will be voted
307 upon, by mailing notice of the proposed action and a copy of the proposed alteration,
308 amendment or repeal to each member to the address in the records maintained by the
309 Corporation.

310 **Section 3.** At the annual meeting of the membership of the Corporation, it shall require a
311 two-thirds (2/3) vote of voting members present at such meeting to alter, amend, or repeal
312 these Bylaws.

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ARTICLE IX. DISSOLUTION

314 Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt
315 purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the
316 corresponding section of any future federal tax code, or shall be distributed to the federal
317 government, or to a state or local government, for a public purpose. Any such assets not so
318 disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which
319 the principal office of the Corporation is then located, exclusively for such purposes or to



320 such organization or organizations, as said Court shall determine, which are organized and
321 operated exclusively for such purposes.

322 **ARTICLE X. SIGNATURES**

323 We the undersigned, being the current Board of Directors of the North Dakota Solid Waste
324 and Recycling Association, a North Dakota non-profit business corporation, formed under
325 Chapter 10-24 of the North Dakota Century Code, do hereby adopt the above, foregoing,
326 and annexed Bylaws, numbered as Articles I to X, as the duly adopted Bylaws of said
327 Association, pursuant to NDCC 10-24.



Dated this 1st day of September, 2021

2021/2022 NDSWRA Board of Directors

/s/ Andrew Feia, President

/s/ Rachel Gornowicz, Vice President

/s/ Michael Desmond, Secretary

/s/ Nickalas Blackwell, Treasurer

/s/ William Cheney

/s/ Alexis Craig

/s/ Kayla Emmons

/s/ Paula Gores

/s/ Rick Schreiber