



BYLAWS

ARTICLE 1. NAME

The name of this organization shall be the Michigan Recycling Coalition.

ARTICLE II. PURPOSE AND OBJECTIVES

The purpose and objectives of the Coalition shall be:

1. To promote sound sustainable materials management through source reduction, reuse and the recycling of organic and inorganic materials at the end of their intended life;
2. To promote the cooperation of private industry, non-profits, individuals, and government agencies in organic and inorganic recycling programs in a unified effort to increase the recovery of material resources;
3. To encourage information exchange and technical assistance among sustainable materials managers;
4. To provide information and education on source reduction, reuse and recycling of organic and inorganic material;
5. To increase demand for recycled products through public education;
6. To function as a legislative platform to meet the needs of sustainable materials management programs and managers; and
7. To promote research and development in source reduction, reuse, organic and inorganic recycling technology and economics.

ARTICLE III. MEMBERSHIP

3.1 Qualification for Membership

A. Individual Member — Any member who completes a membership application and provides the appropriate dues shall be a voting member of the Coalition.

B. Organizational Member — Any business, organization, or government entity that completes a membership application and provides the appropriate dues shall be a voting member of the Coalition.

C. The terms, requirements and benefits of each membership category shall be determined by the board.

3.2 Dues

The annual dues for each type of member shall be determined by the board of directors.

ARTICLE IV. MEETINGS OF MEMBERS

4.1 Annual Meeting — The annual meeting of members shall be held at such place, date, and time as may be prescribed by the board of directors.

4.2 Special Meetings — Special meetings may be called by the chair or by the board of directors or upon written request of 25 percent of the voting members.

4.3 Notice — Notice of all meetings of voting members shall be communicated in writing to each member at the direction of the secretary or executive director using the contact information contained in the records of the

Coalition. Such a meeting notice shall be communicated no less than 7 days prior to the date of such meeting. The notice shall specify the place, date, and time of the meeting, and in the case of a special meeting, the purpose of the meeting.

4.4 Quorum — A quorum for any meeting of the voting members shall be five percent of the voting members.

4.5 Absentee — A member may vote in person or may select an alternate to place the vote.

ARTICLE V. BOARD OF DIRECTORS

5.1 Number — The affairs of this coalition shall be managed by a non-paid board consisting of fifteen voting members and no more than two members of the same organization. The immediate past Chair may serve as an ex-officio member.

The members of the board of directors shall be chosen to represent the following groups of recycling interests:

Six members representing various aspects of the recycling and solid waste industry, e.g. waste haulers, end users, consulting firms, manufacturing, business, material brokers, and environmental managers/engineers.

Six members from government, institutions, non-profits and community-based organizations.

Three (3) members at large.

5.2 Qualifications — Any voting member of the Coalition is eligible to run for and serve on the board of directors.

5.3 Election — The directors shall be elected by the voting membership of the Coalition. A plurality of the votes cast within each category of the board members is required for election.

5.4 Term of Office — Each director shall serve a term of three years from the date of election until the date his or her successor is elected and assumes office. Five board members shall be up for election each year.

5.5 Removal, Resignation and Vacancies — Any member of the board of directors may be removed from office with or without cause at any meeting of the board of directors by an affirmative vote of a super majority, twelve votes, of the directors then in office. A vacancy in the board may be filled by a vote of the board members at a board meeting held within 60 days. The member selected to fill such vacancy shall serve for the remainder of the term in which the person is appointed.

5.6 Diversity — The MRC is committed to diversity in all aspects of its business, activities, and at all levels, including the Board of Directors. The Board of Directors encourages MRC members to consider diversity when nominating individuals for member director positions. In selecting nominees for director positions, the Board considers gender, race and ethnic diversity, among other factors.

ARTICLE VI. MEETINGS THE BOARD OF DIRECTORS

6.1 Regular Meetings — within 30 days after each annual meeting, the directors shall hold an organizational meeting. If all directors are present at the time and place of the annual meeting, no prior notice of board meeting shall be required to be given to the directors. The board of directors may by resolution establish the date, time and place for other regular meetings of the board.

6.2 Special Meetings — Special meetings may be called by the chair and shall be called by him or her at the request of at least three directors. Such special meetings may be held at such time and place as the chair shall determine, and any business may be transacted at such meetings.

6.3 Notice of Meeting — Except as otherwise herein specifically provided, notice of regular meetings shall be communicated in writing no less than seven days prior to the date of such meeting. Notice of special meetings shall be provided at least 48 hours prior to the time of such meeting.

6.4 Quorum — A majority of the directors shall constitute a quorum.

- 6.5 Action Without a Meeting — Directors may take any action, in the absence of a meeting, which they could take at a meeting, by obtaining the electronic approval of such action by email of a majority of the directors then in office. The electronic approval must be ratified in writing at the next regularly scheduled board meeting. Any action so taken shall have the same effect as if taken at a regular meeting of the directors.
- 6.6 Removal, Resignation and Vacancies — Any member of the board of directors may be removed from office with or without cause at any meeting of the board of directors by an affirmative vote of a super majority, twelve votes, of the directors then in office.

ARTICLE VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 7.1 General Powers — The board of directors shall have the power to:
1. Adopt and publish rules and regulations defining the objectives and direction of the Coalition;
 2. Exercise for the Coalition all powers, duties, and authorities vested in, or delegated to, the Coalition;
 3. Employ a manager, an executive director or other employees and officials, prescribe their duties and fix their compensation; and
 4. Name committees and elect officers as specified in Articles VIII & IX. Additional committees may be established by the board if required.
- 7.2 Duties — It shall be the duty of the board of directors to cause to be kept a record of all business and proceedings of its meetings, and to cause to be presented at the annual meeting of all members a report reviewing the business and affairs of the Coalition for the year. Board members must serve on committees as needed.
- 7.3 Delegation and Change of Duties — In the event of absence or disability of any director, the board may delegate, during such absence or disability, the powers and/or duties of such director to any other board members.

ARTICLE VIII. OFFICERS

- 8.1 Officers — The officers of this Coalition shall be a chair, vice chair, a secretary, and a treasurer. The board of directors shall select these officers from among board members at its annual organizational meeting. The term of office shall be for a period of one year or until their successors are elected and assume office, unless an officer resigns or is removed.
- 8.2 Chair — The chair shall preside at all meetings of the members of the Coalition and the board of directors. The chair shall sign, for the Coalition, such contracts and other documents as he or she may be authorized by the board to sign, and shall perform all acts and duties usually performed by a chair or as prescribed by the board. The chair shall hold office for no longer than six (6) consecutive years and must have a minimum of one-year absence before being considered again for the chair position. The chair, with the advice and consent of the board, will appoint committee chairs and members of standing committees.
- 8.3 Vice Chair — The vice chair shall perform the duties of the chair in his/her absence.
- 8.4 Secretary — The secretary shall be responsible for the following duties: to keep a complete record of all meetings of the Coalition, and the board of directors; to serve notice of the meetings of the board of directors and of the members; to keep appropriate records showing members and their addresses; and perform other duties as may be required by the board. An assistant secretary may be authorized by the board to perform any of the duties of the secretary.
- 8.5 Treasurer — The treasurer shall keep such records, make such reports and perform such other duties as may be required by the board.

ARTICLE IX. COMMITTEES

- 9.1 Executive Committee — The officers of the Coalition shall constitute the executive committee. The

committee shall have general supervision of the Coalition's affairs between meetings of the board. Its actions and recommendations shall be subject to review and approval by the board.

- 9.2 Nominating Committee — A nominating committee of a minimum of three members shall be appointed by the chair and approved by the board. The committee shall seek recommendations from the board and the membership. The final slate should reflect the Coalition's diverse membership and the requirements of Article V, 5.1 and shall be approved by a majority vote of the Board of Directors. The nominating committee shall send its recommended slate of directors to the membership at least 25 days before the annual election.
- 9.3 Standing Committee — Standing committees, such as fund development, bylaws and finance may be established by the board. The chair and membership shall be appointed by the coalition chair.
- 9.4 Other Committees — Other committees shall be created as the board of directors deems appropriate. All members are eligible to serve on committees as voting members. At least one board member must serve on each committee, although not necessarily as chair. All committee members must be members of the Coalition and the Coalition chair is an ex-officio member of every committee except the nominating committee. The board will establish additional guidelines for committee structure and operation.

ARTICLE X. FINANCIAL ADMINISTRATION: BOOKS, RECORDS AND AUDIT

- 10.1 Inspection — The books, records and papers of the Coalition shall, at all times during reasonable business hours, be subject to inspection by any voting member of the Coalition at the office of the Coalition.
- 10.2 Execution of Coalition Documents — When the execution of any instrument has been authorized by the board without specifying the executing officer, such instrument may be executed by any two of the following officers: the chair, the vice chair, the secretary, or the treasurer. The board of directors may, however, authorize any of such officers to sign any such instrument for, and on behalf of, the Coalition, and may designate officials or employees of the Coalition other than those named above to sign such instruments.
- 10.3 Fiscal Year — The fiscal year of the Michigan Recycling Coalition shall begin on October 1 each year.
- 10.4 Budget — A budget for the ensuing year shall be submitted to the board of directors for approval.
- 10.5 Audit — The financial records of the Coalition shall be reviewed annually and audited as needed. A financial report shall be presented at each annual meeting.

ARTICLE XI. EXECUTIVE DIRECTOR

- 11.1 Duties and Responsibilities — The executive director, selected and employed by the board of directors, shall be the executive head of the Coalition under the direction and control of the chair and the board. The executive director shall have authority to disburse funds, to employ members of the staff and to promote, demote, transfer, discipline and discharge such members all in conformity with regulations and procedures recommended by the personnel committee and authorized by the board of directors. The executive director shall keep the chair and board informed concerning the affairs and activities of the Coalition. The executive director shall make such recommendations to the chair and the board as he or she believes will be helpful to them in determining the policies of the Coalition.
- 11.2 Attendance at Meetings — Unless excused by the chair, the executive director shall attend without vote, all meetings of the members and the board.

ARTICLE XII. AMENDMENT OF BYLAWS

- 12.1 These bylaws may be amended at any meeting of the members of the Coalition by a two-thirds vote of those present provided the amendment has been approved by the board and submitted to the membership in writing at least 14 days in advance.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

- 13.1 The rules contained in the current edition Robert's Rules of Order shall govern the Coalition in all cases in which they are applicable and not inconsistent with these bylaws and any special rules or regulations prescribed by the Coalition.

ARTICLE XIV. RESTRICTION ON COALITION ACTIVITIES

- 14.1 No part of the Coalition's funds or the income there from shall inure to the benefit of any director, member or any private individual, except that reasonable compensation may be paid for services rendered to or for the Coalition affecting one or more of its purposes.
- 14.2 The Coalition shall not engage in any act of self-dealing as defined in 54941(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
- 14.3 The Coalition shall not make any investments in such manner as to subject the Coalition to tax under S44944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
- 14.4 The Coalition shall not make any taxable expenditures as defined in S4945(d) of the Internal Revenue Code of 1954 or corresponding provision of any subsequent federal tax laws.

ARTICLE XV. LIMITATION OF PERSONAL LIABILITY OF VOLUNTEER DIRECTOR

- 15.1 The Coalition shall indemnify and save harmless any and all of its directors or officers or any person who may have served or who may hereafter serve, at its request, as a director or officer of the organization, against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of being or having been directors of the Coalition. This provision, however, shall not eliminate or limit the liability for any of the following:
 - a. A breach of the director's duty of loyalty to the Corporation or its members;
 - b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
 - c. A violation of section 551(1) of the Michigan Non-Profit Corporation Act;
 - d. A transaction from which the director derived an improper personal benefit;
 - e. An act or omission occurring before January 1, 1988; or
 - f. An act or omission that is grossly negligent.

ARTICLE XVI. DISSOLUTION

- 16.1 Upon dissolution of the Coalition, any assets remaining after payment of, or provision for, its debts and liabilities shall be paid to organizations qualifying as exempt organizations corresponding to provisions under the provision Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Coalition shall inure to the benefit of or be paid or distributed to an officer, director, member, employee or donor of the Michigan Recycling Coalition.

*Approved by an
affirmative vote of
the members on
May 11, 2023*