



BY-LAWS

Adopted 12/8/99

Revised 7/24/17

ARTICLE 1. NAME

The name of this organization shall be the SOUTH SHORE RECYCLING COOPERATIVE.

ARTICLE 2. DEFINITIONS

BOD: Board of Directors, consisting of two representatives of each Member Municipality.

IMA: Intermunicipal Agreement for Cooperative Recycling on the South Shore

MM: Member Municipality

SSRC: South Shore Recycling Cooperative

Agent: One who acts on behalf of

Employee: One who is paid by the SSRC for services to or on behalf of the SSRC

ARTICLE 3. AUTHORITY AND PURPOSE

Section 1. The SSRC is established to provide a forum for cooperative management of solid waste of its Member Municipalities (“MMs”):

- To assist each MM to improve the cost-effectiveness of its recycling efforts by providing economy of scale while maintaining full local control over solid waste management.
- To assist MMs to improve programs to divert recyclable materials from the waste stream and to reduce the amount and toxicity of wastes.
- To provide such assistance on an individual basis to each MM and cooperatively in joint programs with other municipalities.

Section 2. Limitation of powers.

- a) Notwithstanding any provision herein, no MM shall be obligated to participate in any particular SSRC contract, program, or procurement. Each MM shall be free to establish its own contracts, programs or procurements independently of the SSRC.

The SSRC shall not have the power of eminent domain, nor the power to levy taxes nor to require the payment of any funds by MMs, except as provided by the Intermunicipal Agreement for Cooperative Recycling on the South Shore, a copy of which is on file in the offices of the Town Clerk of the MMs (“IMA”). The SSRC shall not incur debt which obligates its assets for periods of more than one fiscal year. The SSRC shall be subject to all local zoning or non-zoning land-use by-laws and regulations. The agents and employees of the SSRC shall be agents and employees of the SSRC and not of the MMs.

ARTICLE 4. MEMBERSHIP

Section 1. The SSRC shall be composed of cities and towns that have joined the SSRC pursuant to the provisions of the IMA.

Section 2. Members.

- a) Founding MMs of the SSRC were the Towns of Abington, Cohasset, Duxbury, Hanover, Hingham, Kingston, Marshfield, Norwell, Pembroke, Rockland, and Weymouth

Section 3. A non-Member municipality may become a MM of the SSRC upon:

- a) A vote by the non-Member municipality in accordance with G.L. c. 40, §4A to approve the current IMA;
- b) Acceptance of Commonwealth of Massachusetts Acts of 1998 Chapter 194, Section 419 and,
- c) An affirmative vote by a majority of the SSRC Board of Directors (BOD) to accept the non-Member municipality as provided in the bylaws and subject to such conditions as the BOD may impose.

Section 4. Participation in any program or activity sponsored by the SSRC, including any contract or program for regional utilization of services, may be conditional in exchange for appropriate financial consideration to the SSRC to support the operation of the SSRC.

- a) Any MM not current in its dues may be prohibited from participating in any SSRC programs.
- b) The BOD may vote at any time to allow any non-MM to participate in any specific SSRC contract or program in exchange for consideration specified by the BOD in the motion, provided it is a condition of the IMA.

Section 5. Termination.

- a) Any MM may terminate its Membership within the IMA term as of the end of a fiscal year by vote of its Legislative body, without cause, provided the Board of Selectmen or Mayor, as the case may be, gives notice to the other MMs of the intent to terminate the IMA no less than six months prior to the date of termination.
- b) In the event of termination, the MM terminating the IMA shall still be obliged to provide its required Membership Fee, as provided in Article 6 of the IMA, for the entire fiscal year during which the notice of the termination was given. Any MM giving notice of termination later than December 31 shall be obliged to provide the required Membership fee to the SSRC for the following fiscal year.

- c) Upon such termination, a former MM shall have no further rights nor claims with respect to the property, assets, or other rights of the SSRC, except as provided in Article 3 Section 4b, but shall be responsible for liabilities and claims with respect to the period of its Membership prior to such termination.
- d) Termination of this agreement by one MM shall not have the effect of terminating the agreement as to the remaining MMs.

ARTICLE 4. BOARD OF DIRECTORS

Section 1. The executive power of the SSRC shall be vested in a Board of Directors ("BOD") consisting of two representatives ("MM Representatives") of each MM. MM Representatives shall be appointed as provided by law, local charter or bylaw, until a successor appointed and qualified, or until the MM Representative is no longer affiliated with the MM. MMs are requested to notify the SSRC of any change in appointments.

Section 2. Each MM shall have one vote on the BOD, which shall be exercised by MM Representatives present and voting at a meeting of the BOD. The vote of a MM shall be determined by unanimous vote of that MM's Representatives present and voting. If the two MM Representatives present and voting from a MM do not agree on how to vote on a particular motion, then no vote shall be recorded by that MM on that particular motion.

Section 3. A quorum consisting of at least one MM Representative from each of one-third (1/3) of the MMs shall be required at any meeting to conduct official business of the SSRC.

Section 4. A majority vote of all MMs present and voting shall be required for a motion to carry. Two-thirds majority of those MMs present and voting shall be required to approve any spending over \$500.00, except as detailed in Article 7, Section 3.

Section 5. The SSRC shall hold at least nine meetings per year, unless this requirement is suspended for any particular month by majority vote of the BOD. The meetings of the SSRC shall be posted in accordance with Massachusetts Open Meeting Law, MGL Chapter 39, Section 23B, and conducted by the Chairman in accordance with Robert's Rules of Order.

Section 6. The BOD is hereby authorized to:

- a) Adopt and amend bylaws for the conduct of Board meetings and the regulation of its affairs, provided that such bylaws are consistent with the IMA and any applicable special or general laws;
- b) Annually, no later than June 30 each year, elect from among its MM Representatives a Chairman, Vice-Chairman, Secretary, and Treasurer;
- c) Submit a written report each year to each of the MMs detailing the services provided and funds received, and providing full financial disclosure;
- d) Conduct regional procurements for MMs;

- e) Prepare, advertise, and award regional contracts for recycling services on behalf of MMs;
- f) Develop and implement regional public education programs;
- g) Help develop grant proposals to assist MMs in obtaining state grants to improve their solid waste management and recycling programs;
- h) Make recommendations and provide technical assistance to MMs concerning solid waste management and recycling;
- i) Recommend policies to MMs governing solid waste management and recycling best practices;
- j) Assist MMs to establish, where appropriate, facilities such as transfer stations, materials recycling facilities, collection centers, permanent household hazardous waste collection centers, organics management or other solid waste facilities which provide solid waste or recycling services for the host municipality and for other MMs.

ARTICLE 5. OFFICERS

Section 1. There shall be a Chairman, Vice-Chairman, Secretary, and Treasurer. These four officers, in addition to any other MM Representatives appointed by the Chairman, shall constitute the Executive Committee of the SSRC. Officers shall be elected for a one year term. No town shall have more than one MM Representative on the Executive Committee at any one time, unless a majority of the Board votes to override this provision.

Section 2. Chairman. The Chairman's responsibilities include: collaborating with staff to prepare and approve the agenda, conducting meetings, appointing all internal committees, and ensuring that the staff carries out the will of the SSRC. Assist as needed to represent the SSRC before other local, regional, or state agencies and organizations.

Section 3. Vice-Chairman. The Vice-Chairman shall assume all duties of the Chairman in the Chairman's absence.

Section 4. Secretary. The Secretary coordinates preparation and timely distribution of minutes, maintains the membership lists, reviews correspondence, and takes the role at each meeting for attendance and voting purposes.

Section 5. Treasurer. The Treasurer oversees management of collection and disbursement of the funds of the SSRC, and prepares and presents a Treasurers report at least quarterly.

Section 6. Election of Officers. The annual election of officers shall be held during the June meeting, where it shall be the first order of business. Elections must be conducted by June 30 of

each year. Officers shall assume office at time of their election and shall serve until their successors are elected.

Section 7. Vacancy. In the event of the inability of an officer to serve, the next ranking officer, or in the absence of such an officer, a MM Representative appointed by the Chairman, shall perform such duties until the BOD elects another to fill the vacancy.

ARTICLE 6. COMMITTEES

Section 1. The Executive Committee may act on behalf of the SSRC on any matter which requires immediate action, but subject to ratification by the BOD at its next meeting.

Section 2. The Chairman shall appoint all other internal committees as needed, and shall determine the composition of each committee.

Section 3. The Bylaw Committee shall be an ad hoc committee appointed as necessary by the Chairman. The Secretary shall chair the meeting and consider all recommendations for amendments to the bylaws as well as providing recommendations to the BOD on any proposed amendments.

Section 4. The Nominating Committee shall be an ad hoc committee appointed each April to present recommendations for a slate of officers to the BOD prior to the election of officers.

ARTICLE 7. FISCAL MANAGEMENT

Section 1. The fiscal year of the SSRC shall begin on July 1 of each calendar year and conclude on June 30 of the following calendar year.

Section 2. Annual Membership Dues. Each MM shall pay annual Membership Dues to the SSRC in an amount to be determined by the BOD. Failure of any MM to make such required payment or otherwise fund the required Membership Dues by August 15 of each year, or within 45 days of invoicing, whichever is later, to the SSRC shall be subject to the provisions of Article 3, Section 4a hereof shall be deemed a notice of termination.

Any dues increases shall be voted no later than the October before the fiscal year in which it would take effect.

Section 3.

- a) Expenditures of more than \$500.00 shall be authorized in advance by the vote of the BOD, except in the case of an emergency.
- b) The Executive Committee shall be empowered to authorize emergency spending of more than \$500.00 by a majority vote.

ARTICLE 8. ADOPTION AND AMENDMENT OF BYLAWS

These Bylaws may be adopted or amended by the vote of a majority of all MMs at any time, provided that each MM Representative has been provided a copy of these bylaws or amendment thereto no later than seven days prior to the vote on same.

ARTICLE 9. AUTHORITY TO CREATE ENTITY

If the Board of Directors shall hereafter determine, it may create an independent legal entity by creating a not-for-profit corporation or through the adoption of special legislation.

ARTICLE 10. EFFECTIVE DATE.

These bylaws or any amendment thereto shall take effect on adoption.