

# **BYLAWS FOR THE UNITY AREA REGIONAL RECYCLING CENTER**

## Article I:

- A. Each member municipality shall by vote of the Town Meeting or the Selectmen appoint membership to Board of Directors of the Unity Area Regional Recycling Center (UARRC) as provided in the Interlocal Agreement for the Unity Area Regional Recycling Center.

## Article II:

- A. Officers. The officers of the Board of Directors shall be a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary, each of whom shall hold office for a year and/or until his/her successor is duly elected and qualified. The position of Treasurer shall review the financial conduct of the UARRC while the Facility Manager shall have responsibility for the day to day conduct of the UARRC's business. The Secretary may assign tasks as necessary to the Facility Manager. The Board of Directors shall elect officers each year at the first meeting of the calendar year. An ad hoc nominating committee shall recommend officer candidates at the meeting preceding the first meeting of the calendar year.
- B. Chairperson. The Chairperson of the UARRC Board of Directors shall be chief executive officer of the UARRC. The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall make and sign all contracts on behalf of the UARRC Board of Directors.
- C. Vice-Chairperson. The Vice-Chairperson shall act as the Chairperson in the absence of the Chairperson. If both the Chairperson and the Vice-Chairperson are absent, the Board of Directors can elect an acting Chairperson.
- D. Secretary. The Secretary shall have exclusive charge and custody of the public records. The Secretary shall record all votes and proceedings of the Board of Directors, and will send minutes of the meetings to all board members and alternates in a timely manner. The Secretary shall post and publish all notices, and prepare the Annual Report of the activities of the UARRC to be distributed to the member towns. The Secretary shall also prepare and distribute any resolutions or regulations of the UARRC as well as any other reports required by the laws of the participating municipalities, State of Maine and the United States of America. The Secretary shall perform all duties and functions incident to the office of Secretary of a body corporate. In the absence of the Secretary, Board shall elect from its members an acting Secretary.
- E. Treasurer. The Facility Manager shall have the exclusive charge and custody of the funds of the UARRC subject to monthly review by the Treasurer. All checks in excess of Two Thousand Five Hundred Dollars (\$2,500.00) need to be countersigned by the Treasurer. The Facility Manager shall be the disbursing

officer of the UARRC and when authorized by UARRC Board of Directors, shall pay any bill. The Treasurer shall review and monthly sign off on all records and accounts of all business and transactions of the UARRC. The Treasurer shall perform all of the duties pertaining to the office of Treasurer of a body politic or corporate. The Treasurer and Facility Manager of the UARRC shall furnish a bond in such sum and with such sureties as the UARRC Board of Directors shall approve, at not less than 50% of the anticipated annual revenues of the UARRC facility, the cost to be paid by the UARRC. The Facility Manager shall collect the rates, tolls, assessments, rents, tipping fees, penalties, transportation charges, and other charges established by the UARRC and those charges shall be committed to him/her, and said collection shall be monthly reviewed and ratified by the Treasurer. The Facility Manager may, after demand for payment, with approval by the UARRC Board of Directors, sue in the name of the UARRC in a civil action for any charge due which is unpaid in any court of competent jurisdiction. Furthermore, the Facility Manager, with the approval of the Treasurer, may order the termination of service for non-payment of any amount owed.

- F. Facility Manager. The Facility Manager shall be an ex-officio member of the Board without a vote.

#### Article III: Miscellaneous

- A. All definitions and rules of governance stated in the Interlocal Agreement for the UARRC shall apply to these bylaws.
- B. Records. Every citizen of member towns within thirty (30) days of written requests of the Secretary and/or the Treasurer has the right to inspect all public records, including the minutes, and to make, at no cost to the UARRC, memoranda, abstracts, or copies of records or minutes. Said records shall be maintained at the office of the UARRC with copies stored offsite.
- C. Insurance. The UARRC shall provide any and all insurance approved by the Board of Directors including directors' and officers' liability coverage.
- D. Vacancy. Any vacancy on the Board of Directors shall be filled by appointment within thirty days after the vacancy occurs by the municipal officers of the municipality which he/she is to represent. A vacancy may be declared if a representative is absent from four consecutive regular meetings without his/her alternate present
- E. Amendment of Bylaws. The Bylaws may be amended by two affirmative votes of 2/3 of the total membership of the Board of Directors at successive meetings.

- F. Plan of Dissolution. In the event of dissolution of the UARRC, the Board shall wind up the affairs of the UARRC and liquidate the assets and liabilities according to a Plan of Dissolution which shall include:
- i. A description and evaluation of all assets of the UARRC;
  - ii. A schedule of creditors, together with the amount owed each creditor. There shall be included as part of the schedule any obligations existing under long term contracts;
  - iii. A description of the distribution of all assets and liabilities proportionately among the member towns in accordance with the assessment formula;
  - iv. A schedule of necessary payments to be made by each town to pay and discharge all debts, obligations, and liabilities;
  - v. A description of any liability or obligation assumed and paid for by member towns.
  - vi. A provision for the disposition of any assets remaining after the satisfaction of all debts, obligations, and liabilities.
- G. Severability. Should any court of competent jurisdiction judge any term, phrase, sentence or provision of these Bylaws to be invalid, illegal, or unenforceable in any respect, such judgment shall not affect the validity, legality, or enforceability of the Bylaws as a whole or any part of these Bylaws.
- H. Alternate Representative. An Alternate Representative may be appointed by the member towns and can act as proxy for their town's representative.
- I. Quorum: Two thirds of the Board of Directors' members must be present for the Board of Directors to conduct official business. Meetings shall be run as per Roberts Rules of Order, however the Board of Directors, by a majority vote may, suspend Roberts Rules of Order and substitute any procedure deemed fair and consistent with the law and the best interests of UARRC.
- J. There shall be at least quarterly meetings of the Board of Directors.
- K. The Facility Manager shall have the authority to bar any equipment or vehicle from the UARRC facility that is unsafe or in the Facility Manager's reasonable opinion presents a threat to the safety or security of said facility or the individuals using or present at said facility. Such determination must be based on objective and observable criteria and a written statement setting forth the basis for the determination shall be provided to the operator of the vehicle or equipment barred from the facility within 24 hours of the denial of entry or order to leave the premises. The Facility Manager may also specify steps to be taken in order that the offending vehicle or equipment may be allowed back on the Premises.
- L. Said determination may be appealed to the Board of Directors by written notice if the appeal is made within seven (7) days of receipt of the written basis for denial

of entry or order to leave. The board shall within 30 days convene a meeting to hear the appeal and within 30 days of the meeting issue a written decision affirming the Facility Manager's action, reversing the Facility Manager's action or stating the curative steps that must be taken before the vehicle or equipment is allowed back on the premises of the UARRC.

- M. The UARRC is an entity created to serve the purposes described in 30-A MRSA § 2201 et seq and 38 MRSA § 1301 et seq.

Adopted by vote of the UARRC Board of Directors on November 19, 2015;

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Secretary UARRC Board of Directors