

Waste for Use

Advocacy for Waste Awareness and Healthy Environment Conservation

Waste for Use Corporate Bylaws

Article (1). Organization Name

- a. The name of the organization is **Waste for Use**

Article (2). Date of Establishment

- a. February 5, 2010

Article (3). Statement of Exempt Purpose

- a. The purpose for which Waste for Use is organized is exclusively educational within the meaning of 501(c)(3) of the Internal Revenue Code, 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. Specifically, Waste for Use's mission is to generate awareness about environmental issues.
- b. No part of the net earnings of Waste for Use shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article (4). Provision of Dissolution

- a. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article (5). Board of Governors

- a. The Board of Governors shall serve without pay and consist of **4 officers**
- b. Board of Governor officers will be appointed by the Board Chair
- c. Board officers excluding the board Chair shall serve not greater than **6 years per term**. The first elected Chair and thereafter will serve a term not greater than 6 years. Waste for Use's Principal Officer will preside unelected as the initial Board Chair.

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- d. Vacancies shall be filled by the Board, with the recommendation of the Executive Director

Article (6). Officers

- a. The officers of the board shall consist of a Chair, Vice Chair, Secretary, and Treasurer nominated by the Board.
- b. The chair shall preside at Board meetings, appoint committee members, and perform other duties as associated with the office. The Vice-Chair shall assume duties of the Chair in the case of the Chair's Absence. The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all. The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.

Article (7). Committees

- a. The Board may appoint standing and ad hoc committees as needed.

Article (8). Activities

- a. Regular activities (do not include the daily operation of Waste for Use) which the Board will govern and preside over include:
 - i. Reviewing the mission and vision statements. (when changes are requested board members must provide written recommendations for any proposed changes)
 - ii. Ensuring that planned programs and services support Waste for Use's mission
 - iii. Approving the company strategic plan
 - iv. Hiring and periodically evaluating the organization's executive director
 - v. Working with and providing support to the executive director
 - vi. Approving the annual budget, annual report
 - vii. Approving major contracts and grants
 - viii. Soliciting and reviewing program evaluations
 - ix. Serving as a public figure for Waste for Use
 - x. Fundraising, by directly donating to Waste for Use and soliciting donations from others
 - xi. Advocating for the Waste for Use mission
 - xii. Documentation of policies and decisions to create an organizations account of motions
 - xiii. Preparation for and attendance of board meetings
 - xiv. Researching and discussing issues before decisions are made
 - xv. Replacing and orienting board members when a vacancy arises
 - xvi. Sustain "duty of care" when making decisions for Waste for Use
 - xvii. Sustain "duty of loyalty" by acting in the best interest of Waste for Use
 - xviii. Sustain "duty of obedience" by acting in accordance with Waste for Use's mission
 - xix. Sustain "recusal" when there is a conflict of interest

Article (9). Meetings

- a. Regular meetings shall be held once per quarter at 1 - 2 hour intervals
- b. Special meetings may be held at any time when called for by the Chair or a majority of Board members.
- c. Agendas shall be provided at least 5 business days in advance. Ad hoc agenda may be approved by chair in special cases.

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Article (10). Voting

- a. A majority of board members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- b. Passage of a motion requires a simple majority (one more than half the members present)

Article (11). Conflict of Interest

- a. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to be recused and will vacate his seat and refrain from discussion and voting on said item.

Article (12). Fiscal Policies

- a. The fiscal year of the board shall begin October 1.

Article (13). Amendments

- a. These by-laws may be amended by chair in special cases or a simple majority vote of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting. Special cases include a Board which consists of less than 5 members and a board consisting of at least 1 vacant officer seat.