

BYLAWS OF THE RECYCLING COALITION OF WV, INC.

Article I - Purpose

This corporation is organized exclusively for charitable and educational purposes, more specifically to create an environment that is conducive to recycling. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Article II - Mailing Address

The principal mailing address of the Recycling Coalition of West Virginia Inc. (hereinafter called the "Coalition") shall be located at P.O. Box 40113, Charleston, West Virginia, 25364 in Kanawha County, West Virginia.

Article III - Membership

Section 1. Entity Membership. Entity membership in the Coalition shall be open to any public or private entity with an interest in recycling, litter control, sustainability, or solid waste issues. Each entity shall be entitled to one representative vote by a designated member of the entity. Upon payment of membership dues, entity members may cast votes for board nominations. All entity members are eligible for board of director positions.

Section 2. Individual Membership. Individual membership in the Coalition shall be open to any individual with an interest in recycling, litter control, sustainability, or solid waste issues. Upon payment of membership dues, individual members may cast votes for board positions and are eligible to hold office.

Section 3. Student Membership. Student Membership in the Coalition shall be open to any person actively pursuing an undergraduate or graduate degree curriculum in the interest of recycling, litter control, sustainability, or solid waste issues. Student members shall not be entitled to vote or hold office and shall be exempt from payment of dues. Upon completion of or exit from a qualifying education program, a student member will have one year to pay membership dues, entitling the Student to Individual Membership.

Section 4. Admission. An individual or entity becomes a member upon payment of membership fee, if applicable.

Section 5. Revocation. The Board of Directors, upon majority vote, may revoke the membership of any individual or entity for nonpayment of dues or any other reasonable cause. An individual or entity considered for revocation, except for nonpayment of dues, shall be provided with written notice of the proposed action by the Board of Directors and shall have 30 days to show cause to the board as to why the membership should not be revoked. All decisions by the Board of Directors are final.

Article IV - Board of Directors and Officers

The governing body of the Coalition will be an executive board called the Board of Directors, consisting of the following: a WV Department of Education representative, a representative of a WV higher education institution, a WV waste and recycling industry private business representative, a WV Manufacturer's Association private business representative, a WV non-profit business representative, representatives from two WV solid waste authorities including one member and one non-member of the Association of West Virginia Solid Waste Authorities, a Department of Environmental Protection Rehabilitation Environmental Action Plan representative, a WV Solid Waste Management Board representative. The Board of Directors shall include elected representatives called Officers, which shall consist of the Chair, Vice Chair, Secretary, and Treasurer as voted upon by the Board of Directors.

The Board of Directors shall manage the affairs and finances of the Coalition and shall have the authority to take actions that best serve the interests of the Coalition and its members. Officers shall be required to remain a Coalition member in good standing throughout the term in office.

Section 1. Chair. The Chair shall preside at all meetings of the Coalition, sign the rules and regulations of the Coalition and appoint any committees of the Coalition and may serve on such committees. The duties of the Chair shall include: leading the board, facilitating meetings and ensuring effective governance in accordance with the Coalition's bylaws and policies; helping the board focus on strategic matters and ensure the organization's direction is aligned with its mission; and notifying the Coalition of upcoming meetings and events.

Section 2. Vice Chair. The Vice Chair, in the absence of the Chair, shall assume the functions of the Chair. The Vice Chair shall conduct an annual review of Coalition finances and present findings to the full board and oversee certain projects assigned by the Chair.

Section 3. Secretary. The duties of the Secretary shall be as follows: Prepare the meeting agenda and accompanying content, transcribe the minutes of all meetings to be included with

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meeting notices of the Coalition, and certify, when necessary, the records, proceedings, documents and resolutions of the Coalition. The Secretary is responsible for maintaining all records of the Coalition.

Section 4. Treasurer. The Treasurer shall prepare and submit to the Coalition at the beginning of each fiscal year a budget for all expected expenses, and at the close of each fiscal year shall prepare a full and complete financial packet including a profit and loss report and balance sheet of all monies received and expended. The Treasurer shall maintain the financial records of the Coalition, be the custodian of all funds and securities of the Coalition and shall present a full financial report to the board of directors monthly. The Treasurer shall maintain accurate and complete financial records, which shall be available for inspection by any Coalition member upon request. The Board of Directors may authorize an independent audit of the Coalition's financial records by a qualified certified public accountant.

Article V - Election of Officers

Officers shall be elected annually during the annual business meeting in November. Nominations shall be selected by members at the October meeting of the Coalition. Members whose annual dues are current are entitled to vote in the election of the Board of Directors according to the prescribed representation in Article III.

The candidate who obtains a majority vote will be declared the winner. In the event that no one candidate receives a majority vote, then the top two (2) candidates will compete in a runoff election. In the event that the runoff election ends in a tie, the Board of Directors shall convene in a special meeting to break the tie. The decision of the Board of Directors shall be final.

Article VI - Term of Office

Section 1. Commencement. The term of office for all officers shall commence on January 1. ‘

Section 2. Term Length. The term of office shall be one year. Officers may serve more than one term should they be elected in accordance with Article V.

Section 3. Resignation. A board member may resign their position at any time by written notice to the Board of Directors. A minimum of thirty (30) days advance notice is requested to facilitate the transfer of duties and information.

Section 4. Absence. Any Board member who is absent from three (3) consecutive regular

meetings without an advance written excuse acceptable to the Board of Directors shall be deemed to have resigned as of the date of the last missed meeting.

Section 5. Removal from Office. In the event that an officer is alleged to have committed an egregious act or engaged in dereliction of duty, the Board of Directors may initiate the removal process by providing the accused officer with a written notice of intent to remove, which shall outline the specific allegations and grounds for removal. The accused officer shall have a period of 10 days from the time of notification to respond to allegations in writing. After the closing of the response period, a special meeting of the membership shall be called and the decision to remove shall be effective immediately upon the majority vote of the Coalition membership present.

Article VII - Vacancy

The Board is authorized to appoint individuals to fill vacancies in Coalition offices during any scheduled regular meeting. The Vice Chair shall fill a vacancy in the office of the Chair until such time as the Board appoints a replacement.

Article VIII - Dues

Annual membership fees are due at the beginning of the Coalition fiscal year and are to be received no later than January 31st to remain listed as an active member on all publications including website listings. The membership fees shall be set at each annual meeting.

Article IX - Funds

Section 1. Coalition Fiscal Year. The fiscal year of the Coalition shall commence on the first (1st) day of January and shall end on the next thirty-first (31st) day of December. The management and control of the authority, its property, operations and affairs of any nature is vested in and governed by the board of directors. The Chair must sign all Coalition financial documents, such as checks and payment orders. The Treasurer is responsible for depositing these funds into Coalition's general fund. The Chair is hereby empowered to act on behalf of the Coalition in all matters and transactions relating to any monies granted or appropriated to the Coalition.

2. Expenditures. The Chair may expend for minor purchases of one thousand dollars (\$1,000.00) or less without board approval. All expenses by any other member or any expense over \$1,000 must be approved by the Board of Directors.

3. Designated Fund. Funds shall be deposited in the General Fund

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and, unless otherwise restricted, may be used for any programs and activities of the Coalition's operating expenses. Additional accounts may be opened to facilitate operations or comply with fund requirements.

4. Budget. An annual budget for the year (January 1 through December 31) shall be approved by the Board of Directors and presented to the membership at the annual business meeting in November of the year prior to the budget's effective date.

Article X - Meetings

Section 1. Regular Meetings. The Coalition will meet at least four (4) times annually on days designated by the Coalition. Additional meetings may be called at any time by the Chair. Notification of a regular meeting will be electronically mailed to each Coalition member at least one (1) week prior to the meeting with agenda and accompanying content.

Section 2. Special Meeting. Special meetings of the Coalition may be called at any time by the Chair. Upon the written request of any five (5) members of the Coalition, the Chair shall call a special meeting to be held not more than seven (7) days after the receipt of such request. Notice of the meeting shall set forth the purpose or purposes of such special meeting.

Section 5. Procedure at a Meeting. The Coalition shall follow standard practice of Robert's Rules of Order for small organizations. At regular meetings of the Coalition the following shall be the general order of business:

- (a) Introductions
- (b) Approval of minutes of previous meeting
- (c) Financial Report
- (d) Unfinished business.
- (f) New Business
- (g) Adjournment

Article XI - Dissolution

At the time of dissolution of the corporation, the Coalition shall, after paying or making provisions for the payment of all debts, obligations, liabilities, cost and expenses of the corporation, dispose of all of the assets of the corporation by charitable contribution. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170 (c) (1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter

amended, in such a manner as the Coalition shall determine.

Article XII - Amendments

The Coalition shall have power to make, alter, amend, suspend and repeal these Bylaws by a vote of not less than five (5) board members at any meeting of the Coalition.

Adopted June 11, 2003

Amended June 28, 2012

Amended September 16, 2025



Signature of Officer

MARK HOLSTINE

Print Name

CHAIR

Title

9-23-25

Date



Signature of Officer

Kyla Morris

Print Name

Vice Chair

Title

09/23/2025

Date