

**BYLAWS OF
NORTHEAST NEBRASKA SOLID WASTE COALITION**

ARTICLE I

MEMBERSHIP

Section 1: All applications for membership in the Coalition shall be accepted by the Clerk/ Secretary, subject to the provisions set forth in the Interlocal Solid Waste Management Agreement, as amended from time to time.

ARTICLE II

BOARD OF DIRECTORS

Section 1: The business of the Coalition shall be conducted, by a Board of Directors, which shall have the powers and duties vested in it by law and the Interlocal Solid Waste Management Agreement. The Board of Directors shall be made up of one representative from each political subdivision which are parties to the Interlocal Solid Waste Management Agreement and who has been appointed by his or her County Board, City Council, or Village Board or as provided in the host agreement or as otherwise authorized by the Board of Directors. All members of the Board of Directors shall be appointed by resolution of the local subdivision of the government which they represent or which is authorized to appoint said board member. Said subdivision may name an alternate member to act and vote in the absence of the political subdivision's named representative. Each board member shall serve at the pleasure of the subdivision of government which is responsible for the appointment.

Section 2: The Board of Directors shall elect from their membership, a chairperson, and a vice chairperson. A clerk/secretary and a treasurer shall be selected by the Board. The clerk/secretary or treasurer so selected shall be a member of the Board of Directors or an elected official or employee of a political subdivision which is a member of the Coalition. Such officer shall serve so long as he or she remains a member of the Board of Directors or an elected official or employee of a political subdivision which is a member of the Coalition or until his or her successor in office is chose, whichever shall occur first.

Section 3: A quorum of the Board of Directors shall be constituted when sixty percent (60%) of the combined population of all of the Coalition members are represented by Directors in attendance. The determination of whether the requirement for a quorum has been met shall be based on the respective populations for the various Coalition members as determined from data compiled for the most recent final decennial census and excluding from the census for each member of the Coalition which is a county the population of each city or village within such county.

Section 4: An Executive Committee shall be created to be responsible for interim policy decisions, approval of reports of claims, and shall have such power, authority, and duties as the Board of Directors may from time to time delegate to it. Said committee shall be comprised of the following Directors:

- a) A single Director from each county who shall represent the unincorporated population of such.
- b) A single Director from each of the three (3) largest municipalities.
- c) A single Director from the largest municipality in each if said municipality is not already one of the three (3) largest municipalities.
- d) A single Director which shall rotate annually, for all other municipalities within each county. Said municipalities shall meet prior to the annual budget meeting of the NNSWC and designate which municipality shall have a Director on the Executive Committee until the next annual budget meeting.
- e) If a municipality other than any of those set forth above shall be the host for the solid waste disposal facility, a single Director from the host municipality shall be a permanent member of the executive committee of the Board of Directors.
- f) All actions undertaken by the executive committee shall be reported to the entire Board of Directors at the next regular or special meeting of the Board of Directors following the executive committee action.

Section 5: Management Advisory Committee – The Board of Directors at its discretion may create a Management Advisory Committee. Said committee shall be comprised of one staff member of each of the

affiliated local subdivisions, to assist in preparation of all staff work and meeting agendas for Board meetings and Executive Committee meetings of the Northeast Nebraska Solid Waste Coalition.

Section 6: A Finance Committee is hereby created by the Board of Directors. Said committee shall have the power to authorize or approve the payment of claims and shall have such other powers and duties as the Board of Directors may from time to time delegate to it. All payments authorized or approved by the Finance Committee shall be ratified at the next regular or special meeting of the Board of Directors. The Finance Committee shall be made up of the Chairperson and Vice Chairperson of the Coalition and a director named by the Chairperson which director shall serve on the Finance Committee for the duration of the term of this Chairperson.

ARTICLE III

DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

- Section 1:** The Chairperson shall ordinarily preside at meetings of the Board of Directors.
- Section 2:** The Chairperson may establish standing or temporary committees, assign their duties, and appoint any member of the Coalition to sit on such committees. The Committees shall exist at the pleasure of and shall report as required to the chairperson.
- Section 3:** The Chairperson shall carry out the policy and program of the Coalition as directed by the Board of Directors.
- Section 4:** The Vice Chairperson shall substitute for the chairperson in his or her absence and in such case may exercise the powers of the Chairperson with regard to calling meetings.
- Section 5:** The Clerk/Secretary shall be responsible for recording the vote at the meetings of the Board of Directors and preparing minutes of Board of Directors' meetings.
- Section 6:** The Treasurer shall have custody of all monies belonging to the Coalition. He or she shall keep complete accounts and shall present a written financial statement at each annual meeting. He or she shall be bonded. Expenditures shall be made only by the Treasurer upon specific or general authorization of the Board of Directors. The Treasurer shall have all monies belonging to the Coalition either

deposited in a bank depository designated by the Coalition Board or invested as authorized by the Coalition Board.

Section 7: In case of the absence of any officer or for any other reason that the Board of Directors may deem sufficient, the Board may delegate, for the time being, the powers or duties of such officer to any other officer or to any director.

ARTICLE IV

MEETINGS

Section 1: The annual meeting of the membership shall be held at a time to be determined by the Board of Directors.

Section 2: All meetings of the Coalition's Board of Directors shall be held at the Norfolk City Council Chambers, 309 Madison Avenue, Norfolk, Nebraska, or at such other location as designated by the Board of Directors.

Section 3: The chairperson may call a meeting of the Board of Directors at this or her discretion. A meeting of the Board of Directors must be called by the Chairperson upon written request of 4 or more directors. Notice of every meeting, stating the time and place thereof, shall be given to each director personally, by telephone, by telegram or by mail at least two (2) days before the meeting.

Section 4: The order of business at meetings of the Boards of Directors shall be as follows:

1. Call to order.
2. Recording of members present.
3. Approval of minutes of last meeting.
4. Reports of Board of Directors, Officers, and Committees.
5. Unfinished business.
6. New business.
7. Miscellaneous business and discussions.
8. Adjournment.

Section 5: At each meeting of Coalition members, every member shall be entitled to vote in person and shall have one vote.

Section 6: The Executive Committee shall hold regular monthly meetings at a time and place to be determined by written policy to be adopted by such committee. Special meetings of the Executive Committee may be called by the Chairperson of the Board of Directors, if he or she is also a member of the Executive Committee, or by any two members of the Executive Committee. Notice of every meeting, stating the time and place thereof, shall be given to each member of the Executive Committee personally, by telephone, by facsimile transmission, by telegram or by mail at least one (1) day before any meeting. A majority of the Executive Committee shall constitute a quorum for transacting business. All actions of the Executive Committee shall require the favorable vote of a majority in attendance at a meeting for which a quorum is present.

ARTICLE V

FISCAL YEAR

Section 1: The fiscal year of the Coalition shall end on September 30.

ARTICLE VI

AMENDMENT

Section 1: The Bylaws of the Coalition may be amended by resolution of the Board of Directors of the Northeast Nebraska Solid Waste Coalition.

Submitted:

Robert Warner
Chairperson, Board of Directors

Certified Adopted on

November 9, 2005

Robert A. Beck
NNSWC Secretary