

AMENDED AND RESTATED BYLAWS OF
NORTHEAST NEBRASKA SOLID WASTE COALITION
ADOPTED BY RESOLUTION OF THE BOARD ON _____, 2023

ARTICLE I
Membership

Section 1: All applications for membership in the Northeast Nebraska Solid Waste Coalition ("Coalition") shall be received by the Secretary of the Board of Directors ("Board"), and accepted by the Board subject to the provisions set forth in the Interlocal Solid Waste Management Agreement ("Agreement"), as amended from time to time.

ARTICLE II
BOARD OF DIRECTORS

Section 1: The business of the Coalition shall be conducted by the Board, which shall have the powers and duties vested in it by law and the Agreement. The Board shall be made up of the following members of the Coalition:

- a) A representative from each of the three (3) largest municipalities;
- b) A single representative which shall rotate annually, for all other members excluding representatives in a) and c) of this Section.
- c) A representative from the township where the solid waste disposal facility is located, currently Maple Creek Township.

Directors referred to in a) above shall be appointed by resolution of the local subdivision of the government which they represent. Said subdivision may name an alternate member to act and vote in the absence of the political subdivision's named representative. Each Director shall serve at the pleasure of the subdivision of government which is responsible for the appointment.

The Director referred to in b) above shall be selected as provided for in Article IV Section 1.

The Director referred to in c) above shall be selected by the Stanton County Board of Commissioners as provided for in the Host Agreement with Stanton County.

Section 2: The Board shall elect from their membership a chairperson and a vice chairperson. A secretary and a treasurer shall be selected by the Board. The secretary and treasurer so selected shall be a member of the Board 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 Director 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 chosen, whichever shall occur first.

Section 3: A quorum of the Board 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: From time to time, the Board may appoint committees. Such committees shall have such power, authority, and duties as the Board may from time to time delegate.

Section 5: The Coalition shall normally pay claims semi-monthly. At least one week before claims are paid, the Treasurer shall email all Board members a list of claims to be paid. If a Board member requests a claim not be paid, the claim will be placed on the agenda for the next Board meeting for consideration by the entire Board.

If in the Treasurer's opinion a claim must be made outside of the normal semi-monthly claims process, the Treasurer shall email all Board members as soon as practicable of the need to pay the claim and allow as much time as possible before payment, in order for any Board member to object to payment of the claim. If a Board member requests the claim not be paid, the claim will be placed on the agenda for the next Board meeting for consideration by the entire Board.

ARTICLE III DUTIES OF OFFICERS

Section 1: The Chairperson shall ordinarily preside at meetings of the Board.

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.

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 Secretary shall be responsible for recording the vote at the meetings of the Board and preparing minutes of 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 written financial statements at each Board and annual member meeting. Such financial statements shall include a general ledger showing all claims paid. He or she shall be bonded or carry equivalent insurance coverage provided by the Coalition. Expenditures shall be made only by the Treasurer as specified in Article II Section 5 of these bylaws. The Treasurer shall have all monies belonging to the Coalition either deposited in a bank depository designated by the Board or invested as authorized by the Board. The Treasurer shall be responsible for the Coalition's compliance with submission of budget statements in accordance with Nebraska Revised Statutes section 13-2025.01.

Section 7: In case of the absence of any officer or for any other reason that the Board 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 members of the Coalition shall be held at a time to be determined by the Board. Notice of the annual meeting shall state the time and place thereof, shall be given to each member's representative, by mail or electronic mail at least seven (7) days before the meeting, and shall comply with the requirements set forth in the Nebraska Open Meetings Act, Neb. Rev. Stat. §§ 84-1407, *et. seq.* ("Act"), as applicable. Each member's representative shall be appointed by resolution of the local subdivision of the government, which they represent. Such subdivision may name an alternate member to act and vote in the absence of the political subdivision's named member representative. For items requiring a vote of the members of the Coalition, each member of the Coalition shall have one vote.

The primary purpose of the annual member meeting shall be to select the rotating Board member. Any member representative can nominate a candidate (including themselves) for the rotating Board member, excluding Board members referred to in Article II Section 1 a) and c). If no representative nominations are received, the rotating Board member position will remain vacant until the next annual member meeting.

Section 2: The location of meetings of the Board shall rotate between the three largest municipalities in the Coalition or be held at such other location as designated by the Board, or electronically in accordance with applicable law.

Section 3: The Chairperson may call a meeting of the Board at his or her discretion. A meeting of the Board 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 mail or electronic mail, at least

two (2) days before the meeting, and shall also comply with the requirements set forth in the Act, as applicable.

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

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

Section 5: At each meeting of the Board, every Director shall be entitled to vote in person and shall have one vote.

Section 6: Committees shall hold meetings at a time and place to be determined by such committee or as deemed necessary by the Board. Notice of every meeting, stating the time and place thereof, shall be given to each member of such Committee personally, by mail or electronic mail at least one (1) day before such meeting, and shall comply with the requirements set forth in the Act, as applicable. A majority of a Committee shall constitute a quorum for transacting business. All actions of a 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.