

# EXAMPLE of POSSIBLE LANGUAGE for BYLAWS

**Remember - these recommendations are merely suggestions and should not be adopted until they are reviewed by your Authority's legal counsel.**

## Bylaws

of the

\_\_\_\_\_ Solid Waste Authority

### Article I

The official name of this organization shall be the \_\_\_\_\_ Solid Waste Authority. It was created by the West Virginia Legislature on January 1, 1989, as a public agency in accordance with W. Va. Code §22C-4-3 (or W. Va. Code §22C-4-4 for a regional solid waste authority). See Appendix A, W. Va. Code §22C-4.

The Authority will be located in \_\_\_\_\_ County(ies), West Virginia. The present mailing address is \_\_\_\_\_ phone number \_\_\_\_\_.

### Article II Purpose

The purpose of the \_\_\_\_\_ Solid Waste Authority is to protect the public health and welfare by providing for a comprehensive program of solid waste collection, processing, recycling and disposal. Further, the Authority exists to establish programs based on source reduction, recycling, reuse, material recover and lastly, landfilling.

### Article III Board of Directors

Management and control of the Solid Waste Authority is vested in and governed by its Board of Directors in accordance with W. Va. Code §22C-4.

The Board of Directors shall be comprised of five members who shall be appointed as follows: one by the Secretary of the Department of Environmental Protection, two by the \_\_\_\_\_ County Commission, one by the Chairperson of the Public Service Commission, and one by the Board of Supervisors for the Conservation District in which the county is situated. (The Board of Directors for a regional solid waste authority are appointed differently than a county solid waste authority and in accordance with W. Va. Code §22C-4-4)

The members of the Board shall be appointed for a term of four years.

The members of the Board shall receive no compensation for their services thereon but shall be reimbursed for their actual expenses incurred in the discharge of their duties.

No member who has any financial interest in the collection, transportation, processing, recycling, or the disposal of refuse, garbage, solid waste, or hazardous waste shall vote or act on any matter which directly affects the member's personal interest.

A Chairperson and Vice-Chairperson shall be elected annually at the regular July meeting, from among the members of the Board and shall hold the office for a one year term or until

successors are elected. The Board of Directors shall also appoint annually, at the July meeting, a Secretary-Treasurer, who need not be a member of the Board of Directors.

If any Board of Director is absent three (3) consecutive meetings, without approved reason, upon majority vote by the Board, a letter shall be sent to that member and their appointing agency informing both of them of their appointee's non-attendance.

#### **Article IV Duties of Officers**

The Chairperson shall preside at all meetings of the Board. The Chair shall appoint committees as recommended by the Board and shall, together with the Secretary, sign the minutes of all board meetings at which he or she shall preside. The Chair shall execute, and if necessary, acknowledge for recording any deeds, deeds of trust, contracts, notes, bonds, agreements or other papers necessary, requisite, proper or convenient to be executed by or on behalf of the Authority, as directed by the members in regular or special meetings.

If the Chairperson is absent or is unable to discharge the duties thereof, the same shall be discharged by the Vice-chairperson.

The duties of the Secretary-Treasurer shall include, but are not limited to, preparing agendas under the direction of the Chairperson, notifying all members of meetings, preparing legal notices of meetings/hearings, and preparing/maintaining the minutes of all board meetings. The Secretary-Treasurer shall have general charge of funds and record management of the Authority, and be custodian of deeds and other important writings and papers of the Authority. The checks upon the Authority shall be signed by the Secretary-Treasurer after the Board's verification and approval of all documents requesting payment. The Secretary-Treasurer shall keep or cause to be kept proper and accurate books of accounts and proper receipts and vouchers for all disbursements made by or through him and shall prepare and submit reports and statements of the financial condition of the Authority at each regular meeting. He shall perform such other duties as may devolve upon him under the law or as may be conferred upon him by the members. The Secretary-Treasurer shall give bond in accordance with W. Va. Code §22C-4-7(d).

#### **Article V Powers and Duties**

The Authority may exercise all powers necessary or appropriate to carry out the purpose and duties as provided in W. Va. Code §22C-4-23.

#### **Article VI Public Meetings**

All meetings of the \_\_\_\_\_ Solid Waste Authority and committees or subcommittees thereof, a public agency, shall be held in accordance with W. Va. Code §6-9A, the Open Governmental Proceedings Act. See Appendix B.

**Regular meetings** – Regular meetings of the Board shall be held on the \_\_\_\_\_ of each month, at 7:00 p.m., at the \_\_\_\_\_ Solid Waste Authority's office, unless otherwise determined by the Chairperson. Notice of all regular meetings shall be posted seven days in advance at the \_\_\_\_\_ County Courthouse, as well as published in the local newspaper, and shall include the date, time, place and agenda.

**Special meetings** – Special meetings of the Board may be called at any time by the Chairperson or upon written request to the Chairperson by a majority of the members. The Chairperson shall call a special meeting to be held not less than five days after receipt of the

request. Notice of the special meeting shall be delivered to each board member not less than three days prior to the meeting. Notice of the special meeting shall be posted at the \_\_\_\_\_ County Courthouse and include the date, time, place and purpose; the local news media shall also receive advance notice.

**Emergency meetings** – In the event of an emergency as defined in W.Va. Code as defined in W.Va. Code § 6-9A-2(2), an emergency meeting may be held. Notice shall state the date, time, place and purpose of the meeting and facts and circumstances of the emergency.

**Executive sessions** – The Board may hold an executive session during a regular, special or emergency meeting in accordance with W. Va. Code § 6-9A-4. During the open portion of the meeting, prior to convening an executive session, the Chairperson shall identify the authorization under statute for holding the executive session. The executive session may be held only upon a majority vote of the members present and no decisions shall be made. The Chairperson, upon coming out of the executive session, shall announce that no decisions were made.

**Standing Committees** – The Board shall establish committees at its discretion to further the mission of the Authority. Selection of the committee members shall be the duty of the Chairperson.

**Quorum** - The presence of a simple majority of the Board shall constitute a quorum.

**Manner of Voting** - The voting on all motions at board meetings shall be by a vocal response of yea and nay and the results shall be announced by the Chairperson and recorded in the minutes. In the event that a quorum is not present, members shall either be allowed to participate and vote via telephone or other telecommunication system or those present may adjourn the meeting to a later date.

**Meeting Procedures** – Except as otherwise provided in the Constitution of the United States and the State of West Virginia, the laws of the State of West Virginia, the methods of organization and the conduct of business shall be governed by Robert’s Rules of Order in all cases to which they are applicable, and in which they are not inconsistent with the governing rules of council. The following shall be the order of business:

- a) Roll call
- b) Approval of minutes of previous meeting
- c) Report of Chairperson
- d) Special orders
- e) Committee reports
- f) Director’s report
- g) Unfinished business
- h) New business
- i) Public comment
- j) Adjournment

The order of business can be modified by a motion and majority vote of the quorum.

**Public Comment** - The Authority may make and enforce reasonable rules for public attendance and presentations at its meetings. The Authority may not require a person desiring to address the Board to register more than fifteen minutes prior to the time of the scheduled meeting. Comment time is limited to \_\_\_\_\_ minutes. This does not prohibit the removal from the meeting of any member of the public where there is not room enough for all members of the public who wish to attend, and/or who is disrupting the meeting to the extent that orderly conduct of the meeting is compromised.

**Minutes** - The minutes of all regular, special and emergency meetings of the Board shall be recorded by mechanical means and transcribed no more than seven days following the meeting. Minutes shall be made available upon request to the members or the public and shall include, at a minimum:

- 1) The date, time and place of the meeting;
- 2) The name of each member present and absent;
- 3) All motions, proposals, resolutions, orders, ordinances and measures proposed, the name of the person proposing the same and their disposition; and
- 4) The results of all votes and if requested by a board member, the vote of each member by name.

Minutes of executive sessions, if taken, are not required to be available to the public, in accordance with W. Va. Code §6-9A-5.

## **Article VII Purchasing**

The \_\_\_\_\_ Solid Waste Authority shall adopt the State of West Virginia's Purchasing Policy and Procedures, as applicable, utilizing the following purchasing limits: (Remember, this is an example of possible purchasing limits – your SWA should structure the dollar amounts to its needs – your County Commission Purchasing Policy and Procedures may be a good reference.)

\$ 00.00 - \$ 500.00... No Competitive Bids Required  
\$ 500.01 - \$ 1,000.00... Three Verbal Bids Required  
\$ 1,000.01 - \$ 5,000.00... Three Written Bids Required  
\$ 5,000.01 - upward... Advertise for Public Bid

The executive director of the Authority is empowered to authorize and approve on behalf of the Board any expenditures and disbursements for routine operations up to \$100. Any payments to a single vendor in excess of \$100 per month, must be approved by the Board. Further, issuing a series of requisitions or purchase orders to circumvent this Article is prohibited.

All contracts and obligations of the Board shall require Board approval before being signed by the Chair or Vice-Chair and attested to by the Secretary/Treasurer. However, the Board may authorize another officer of the Board or the executive director to sign any specific contract.

## **Article VIII Miscellaneous Procedures**

**Fiscal Year** - The fiscal year of the Board shall commence on the first day of July and end on the thirtieth day of the following June.

**Financial Examination** - The Board shall cause an annual examination of their financial records be conducted through coordination with the Chief Inspector Division of the State Auditor's Office, in accordance with W. Va. Code §22C-4-9A (j).

**Legal Representation** shall be provided by the WV Attorney General's office, or with written approval of the attorney general, other approved counsel may be employed, in accordance with W. Va. Code §22C-4-9.

**Dual Signatures** – Any check over one-hundred dollars (\$100.00) shall require the signature of the Chairperson in addition to that of the Secretary-Treasurer.

**Notice** - Whenever notice is required to be given to any board member, such notice shall be either delivered personally, given in writing by mail, postage prepaid, addressed to such member at the address of record, or with member permission, via fax or e-mail. Notice shall be deemed given at the time it is postmarked.

**Annual Budget** – A proposed budget for the next fiscal year shall be presented to the Board at least two months prior to July 1. The proposed budget shall be approved at the June meeting for the upcoming fiscal year, which begins in July. Revisions to the budget may be made at any time by a majority vote of the board members present at any regular meeting of the Board, provided that written notice of such be provided to all board members at least seven days prior to the meeting.

**Freedom of Information Act** – Records of the Authority are public information, in accordance with W. Va. Code §29B. See Appendix C.

### **Article IX Administrative Rules**

The Board may adopt Administrative Rules to define office or operational procedures. Such activities may include, but are not limited to, purchasing practices, record duplication costs, hiring procedures, personnel policies, facility review, financial transactions and other activities deemed necessary. Any significant forms that have been developed by the Authority shall also be included. Administrative Rules must be adopted, amended or repealed by a majority vote of the board members present at any regular meeting of the Board, provided that written notice of such be provided to all board members at least seven days prior to the meeting.

### **Article X Amending Bylaws**

The Board shall have the power to adopt, amend or repeal these bylaws by a majority vote of the board members present at any regular meeting of the Board, provided that written notice of such proposed changes to the bylaws be provided to all Board members at least seven (7) days prior to the meeting.

These bylaws were adopted on: \_\_\_\_\_

Last amended on: \_\_\_\_\_

Chairperson: \_\_\_\_\_

Updated 01/30/14