

Bylaws

Why Your Solid Waste Authority Needs Them

As Presented at the 2018 Environmental Conference – Stonewall Resort, Roanoke, WV



WV Code §22C-4-23

Powers, duties and responsibilities of authority generally.

- (4) Adopt, and from time to time, amend and repeal bylaws necessary and proper for the conduct of its affairs consistent with this article.

Bylaws - Defined

- Regulations, ordinances, rules or laws adopted by an association or corporation or the like for the internal governance. Bylaws define the rights and obligations of various officers, persons or groups within the corporate structure and provide rules for routine matters such as calling meetings and the like.

(Black's Law Dictionary, Sixth Edition)

Purpose

- Formal Governing Document Of Your SWA
- Describes Your Purpose
- Specifies How The Organization Operates
- Explains All Procedures And Rules That Are Important To The Organization
- Lets The Members And The Public Know How Business Is Conducted
- Helps Eliminate Disputes Over How Something Will Be Handled
- Helps Avoid Uncertainties Over Infrequent Circumstances

Avoiding Problems



“Nip it. Nip it in the bud.”

- *Barney Fife*

MOST COMMONLY FOUND ITEMS IN AUTHORITY BYLAWS

- Name Of Organization
- Location Of Office Or Mailing Address
- Purpose Of The Authority - Powers and Duties
- Explanation Of The Board Of Directors, Officers And Their Duties
- Code Of Ethics
- Public Meetings
- Fiscal Policies And Procedures
- Record Keeping Requirements
- Miscellaneous Procedures
- Amendment Process



ARTICLE I

ORGANIZATION

- The official name of the organization shall be...
- Created by the West Virginia Legislature on January 1, 1989, as a public agency in accordance with WV Code §22C-4-3.
- Authority is located in _____ County, WV.
- State present office location, mailing address and phone number, if applicable.



ARTICLE II

- Purpose of the Authority statement
- WV Code §22C-4-1, Legislative findings and purposes

PURPOSE



ARTICLE III

BOARD OF DIRECTORS

- Composition of Board of Directors
 - 5 Members – Appointing Agencies
- Term of Office
 - Four year terms
- Compensation
 - None – Only Reimbursement for Actual Expenses
- Financial Interest
 - Can Not Vote to Affect Personal Interest
- Election of Officers
 - Annual Election - Terms
- Attendance



ARTICLE III

DUTIES OF OFFICERS

- Chairperson
- Vice-Chair
- Secretary
- Treasurer

ARTICLE IV

- WV Code §22C-4-23
- Lists 17 items of powers and duties

POWERS AND DUTIES



ARTICLE V

PUBLIC MEETINGS

- Regular Meetings
 - Set Day of Month, Time, Location
 - How Meeting Notice will be Posted
- Special Meetings
 - Process to Call - Timeframe of Notification
- Emergency Meetings
 - Can Only Meet Regarding Matter of Emergency
- Executive Sessions
 - WV Code §6-9A-4
- Standing Committees
 - By Discretion



ARTICLE V

PUBLIC MEETINGS

- Quorum
 - Majority of Board
- Manner of Voting
 - Vocal – Participation by Phone
- Meeting Procedures
 - Set Order of Agenda
- Public Comment
 - Addressing Board – Speaking Timeframe
- Minutes
 - How they will be Recorded – What to Include



ARTICLE VI

PURCHASING

- Purchasing Thresholds
 - Dollar Limits – Bid Process
- Executive Director – Authorization
 - Allowed to Purchase Up To a Certain Amount?
- Board of Director – Approval & Authorization
 - Set Amount
 - Construction Projects
 - Engineering, Architectural Services
 - Bidding Procedures
- Emergency Situations



ARTICLE VIII

MISCELLANEOUS PROCEDURES

- Fiscal Year
- Financial Examinations
- Legal Representation
- Financial Payments
- Notification of Board Members
- Annual Budgetary Information
- Freedom of Information Act
- Contracts
- Gifts
- Record Retention
- Committees



ARTICLE IX

ADMINISTRATIVE RULES

- Adopting Administrative Rules or Policies
- Operational Procedures
- Personnel Policies
- Timeframe Prior to Approval



ARTICLE X

- Process of Adopting, Amending or Repealing Bylaws

AMENDING BYLAWS



DATES

- Original Adoption Date
- Amendment or Revision Dates
- Signatures

IMPORTANT DATES

ROBERTS RULES OF ORDER

- Manual for Parliamentary Procedures
- Does Not Replace Your Bylaws
 - Motions, Voting, Order of Business
- Parliamentary Procedure Reference
 - “In the absence of legislative direction or inclusion in these Bylaws, the procedures followed by this SWA in the performant of its duties will be those established by the latest edition of Robert’s Rules of Order.”

Technical Issues



“You have to admit, a brick ain’t a rock. You did say a rock...”

- Ernest T. Bass

Technical Issues

- Meeting Date & Time is Wrong
- Office Location or Meeting Place has changed
- Nothing Addressing a Manner of Voting
- Purchasing Procedures Have Changed

AMEND OR REVISE?

○ AMENDMENT

- To improve. To change for the better by removing defects or faults. To change, correct, revise. (Black's Law Dictionary, Sixth Edition)
- BASICALLY: A specific change, or correction of details.

○ REVISION

- To review and re-examine for correction. To go over a thing for the purpose of amending, correction, rearranging, or otherwise improving it; as, to revise statutes, or a judgement. (Black's Law Dictionary, Sixth Edition)
- BASICALLY: Fundamental changes.
- May Require a Bylaw Committee

Amending or Revising Bylaws

- Make a Copy for Each Member
- Direct a Bylaw Committee or Have an Employee Prepare a Draft
- Review Items Requiring Changes or Suggestions from Committee
- Legal Review
- Put it on the Agenda
- Adopt Changes
- Redistribute Updated Copies to Board Members – Send a Copy to the SWMB

Amending or Revising Bylaws

- Written Clearly Without Extra Wording
- Check For Conflicting Statements
- Check For Confusing Or Ambiguous Statements
- “Shall”, “Will”, “May” And “Must” – Use Caution On Legal Implications
- When In Doubt, Consult Legal Council

Common SWA Issues

- Violating Your Own Bylaws
- Board Members Not Attending Meetings
- Improper Notification of Meetings
- Irregularity in Meeting Dates

RECAP

- Find Them.
- Review Them.
- Update Them.
- Know Them.
- Uphold Them.
- When In Doubt, Contact Legal Council.