

SOLID WASTE AGENCY OF NORTHERN COOK COUNTY

BY-LAWS

As amended January 11, 1995

Article I

GENERAL

These By-Laws, together with "An Agreement Establishing the Solid Waste Agency of Northern Cook County As A Municipal Joint Action Agency" (the "Agreement"), govern the function and the operation of the Solid Waste Agency of Northern Cook County (the "Agency").

Article II

BOARD OF DIRECTORS

1. Members and Powers. The Board of Directors of the Agency shall be comprised as provided in the Agreement and the By-Laws and shall exercise those powers specified in the Agreement and the By-Laws. If any Director ceases to serve as the President, Mayor, Chairman, elected member of the corporate authorities or chief administrative officer of the Member which appointed such person, becomes incapacitated or is otherwise removed as a Director by the corporate authorities of the appointing Member, that seat on the Board of Directors shall, subject to the provision for participation by Alternate Directors contained in Section 2 of this Article, be vacant until a successor is appointed by that Member. (For purposes of the By-Laws, "Member" shall have the same meaning as in the Agreement.)

2. Alternate Directors. The corporate authorities of any Member may, from time to time, select one or more Alternate Directors. Any such appointee shall meet the qualifications for office as a Director established under the Agreement and these By-Laws. Any Member selecting a Director or Alternate Director shall file with the Secretary of the Agency a certified copy of the ordinance or resolution designating its Director or Alternate Director. In the absence of any Director

at any meeting of the Board of Directors, an Alternate Director from the same Member may serve for all purposes as the Director from such Member.

3. Voting. Votes on matters considered by the Board of Directors may be cast only by the Directors or Alternate Directors in physical attendance at Board meetings. No proxy votes or absentee voting shall be permitted.

4. Election of Officers.

(a) The Board of Directors shall elect from among the Directors a Chairman of the Board of Directors and a Vice-Chairman of the Board of Directors. Such officers shall serve until the end of their term and thereafter until their respective successors are elected so long as any such officer shall also continue to be a Director pursuant to Section 8.2 of the Agreement. The term of office for those positions shall be two years. The term of the first persons elected as such officer will expire on April 30, 1990. In the absence of the Chairman of the Board of Directors or in the event of the Chairman's inability to act, the Vice-Chairman of the Board of Directors shall perform the duties of the Chairman, and when so acting, shall have all the powers of the Chairman. Upon the resignation or incapacity of any such officer or upon such person ceasing to be a Director, the Board of Directors shall elect one of the Directors to complete the term of office for that position.

(b) The Board of Directors shall select a person or persons, who need not be Directors, to the positions of Treasurer and Secretary. Such officers shall serve at the pleasure of the Board of Directors. Unless otherwise qualified as a Director or Alternate Director, the Treasurer or Secretary shall be given notice of all meetings of the Board of Directors and shall have the right to take part in the discussion of matters coming before the Board of Directors but shall have no vote.

(c) The Board of Directors may also, from time to time, by resolution create (and may subsequently discontinue) officer positions for the Agency in addition to those provided by the By-Laws. The Board of Directors shall determine the duties of such additional officers, which shall not conflict with the duties specifically given by the By-Laws to other officers. The Board of Directors shall determine the term of office and the method of selection and any compensation of such additional officers.

5. Rules. The Board of Directors may establish rules governing its own conduct and procedure. Questions of procedure for meetings of the Board of Directors which are not determined by its rules shall be governed by Robert's Rules of Order.

6. Compensation. No Director shall receive any compensation from the Agency for service as a Director (or as Chairman or Vice-Chairman of the Board of Directors) but Directors may be reimbursed for their actual expenses incurred with regard to Agency business and meetings.

7. Meetings.

(a) Regular meetings of the Board of Directors shall be held according to a schedule of meetings which the Board of Directors shall, from time to time, adopt. Regular meetings shall be held at least two times a year at times determined by the Board of Directors. The Chairman of the Board of Directors shall cause an agenda for the meeting to be provided to each of the other Directors and to each member of the Executive Committee. The business at the regular meetings may, pursuant to the rules governing the conduct and procedure of the Board of Directors, include items not specified in the agenda. At each regular meeting of the Board of Directors, the Executive Committee shall present a report of its activities and shall report on budget status and financial transactions including all disbursements of Agency funds occurring since the previous regular meeting.

(b) Special meetings of the Board of Directors may be called by its Chairman, by any four Directors (but not Alternate Directors), or by the Executive Committee. Written notice of special meetings shall be given at least two business days prior to such meetings to each Director and each member of the Executive Committee. The Notice shall include the time, date and location of the special meeting as well as an agenda specifying the subjects to be covered at the special meeting. The Notice shall be given by the person or persons calling the special meeting or, in the case of a meeting called by the Executive Committee, either its Chairman or the Secretary. Business conducted at special meetings shall be limited to those items specified in the agenda, except upon the consent of all the Directors then holding office (or in lieu of the consent of a Director absent at a meeting, the consent of the Alternate Director from that Municipality).

(c) All regular and special meetings shall be open to the public and public notice of such

meetings shall be given, in each case in the manner (and with such exceptions) as provided by the "Open Meetings Act" (Ill. Rev. Stat. ch. 102, §§ 41 - 46).

8. Quorum and Passage. A quorum for the transaction of all business by the Board of Directors shall consist of a majority of the Directors then holding office. No ordinance, resolution or other substantive matter shall be passed or approved by the Board of Directors except upon the affirmative vote of a majority of the Directors then holding office unless a greater majority is required pursuant to the Agreement of these By-Laws.

9. The Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at meetings of the Board of Directors. The Chairman shall also perform all duties specified for the Chairman in the By-Laws, all duties incident to the office of the Chairman of the Board of Directors and such other duties as may be prescribed by the Board of Directors from time to time, consistent with the Agreement and the By-Laws.

10. The Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Agency and receive and give receipts for monies due and payable to the Agency from any source whatsoever. The Treasurer shall be responsible for depositing all such monies in the name of the Agency in such banks, trust companies or other depositories as shall be approved as depositories by the Board of Directors and shall make investments of funds not immediately required. No Director or officer of the Agency shall be liable for any loss of money so deposited which loss occurs by reason of any failure or default of the depository. All deposits and investments shall be subject to the supervision of the Executive Committee. The Treasurer, should he or she not be a Director or Alternate Director, may receive compensation for service as Treasurer, as authorized by the annual budget. The Treasurer shall give a bond for the faithful discharge of his or her duties, in such amount and with such surety or sureties as are approved by the Board of Directors.

11. The Secretary. The Secretary shall be responsible for keeping the books and records of the Agency and shall be responsible for the preparation and retention of minutes of all meetings of

the Board of Directors and the Executive Committee. The Secretary, should he or she not be a Director or Alternate Director, may receive compensation for service as Secretary, as authorized by the annual budget.

Article III

EXECUTIVE COMMITTEE

1. **Members and Powers.** The Executive Committee shall be comprised as provided in the Agreement and the By-Laws and shall exercise those powers specified in the Agreement and the By-Laws. The persons appointed to the Executive Committee shall include (i) at least three persons who are Presidents, Mayors or elected members of the corporate authorities of Members and (ii) at least three persons who are chief administrative officers of Members they represent. Notwithstanding the previous sentences, the term of the current members of the Executive Committee shall continue until April 30, 1993 and until his or her successor is elected. The term of three of the members of the Executive Committee appointed for terms commencing on December 1, 1994 shall continue until April 30, 1996 and until his or her successor is elected. Thereafter, those three Executive Committee seats shall be for two-year terms expiring on April 30th of even numbered years and until his or her successor is elected. The term of four of the members of the Executive Committee appointed for terms commencing on December 1, 1994 shall continue until April 30, 1997 and until his or her successor is elected. Thereafter, four Executive Committee seats shall be for two-year terms expiring on April 30th of odd numbered years. The members of the Executive Committee shall serve until the end of their term and thereafter until their respective successors are elected. If any member of the Executive Committee ceases to serve as the President, Mayor, Chairman, elected member of the corporate authorities or chief administrative officer of the Member which appointed such person, becomes incapacitated or is otherwise removed as a member of the Executive Committee by the Board of Directors, that seat on the Executive Committee shall be vacant until a successor is appointed by the Board of Directors.

2. Voting. Votes on the Executive Committee may be cast only by the members of the Committee in physical attendance at its meetings. No proxy votes or absentee voting shall be permitted.

3. Officers of the Executive Committee. The Executive Committee shall elect from among its members a Chairman and Vice-Chairman of the Executive Committee. Such officers shall serve until the end of their term and thereafter until their respective successors are elected. The term of office for those positions shall be two years. The terms of the first persons elected as such officers will expire on April 30, 1990. Upon the resignation or incapacity of any such officer or upon such person ceasing to be a voting member of the Executive Committee, the Board of Directors shall elect one of its members to complete the term of office for that position.

4. Rules. The Executive Committee may establish rules governing its own conduct and procedure. Questions of procedure for meetings of the Executive Committee which are not determined by its rules shall be governed by Robert's Rules of Order.

5. Compensation. No one serving on the Executive Committee shall receive compensation from the Agency for that service or for service as Chairman or Vice-Chairman of the Executive Committee. Members and officers may be reimbursed for their actual expenses incurred with regard to Agency business and meetings.

6. Meetings.

(a) Regular meetings of the Executive Committee shall be held according to a schedule of meetings which the Executive Committee shall, from time to time, adopt.

(b) Special meetings of the Executive Committee may be called by its Chairman or by any two members of the Executive Committee. Written notice of special meetings shall be given at least twenty-four hours before such meeting to each member of the Executive Committee. The notice shall include the time, date and location of the special meeting as well as an agenda specifying the subjects to be covered at the special meeting. The notice shall be given by the person or persons calling the meeting or by the Secretary of the Agency. Business conducted at special meetings shall

be limited to those items specified in the agenda, except upon the consent of all the voting members of the Executive Committee then holding office.

(c) All regular and special meetings of the Executive Committee shall be open to the public and public notice of such meetings shall be given, in each case in the manner (and with such exceptions) as provided by the "Open Meetings Act" " (Ill. Rev. Stat. ch. 102, ¶¶ 41 - 46).

7. Quorum and Passage. A quorum for the transaction of all business by the Executive Committee shall consist of a majority of the voting members then holding office. No resolution or other substantive matter shall be passed or approved by the Executive Committee except upon the affirmative vote of a majority of the voting members then holding office.

8. The Chairman of the Executive Committee. The Chairman of the Executive Committee shall preside at meetings of the Executive Committee and shall serve as the liaison between the Board of Directors and the Executive Committee. The Chairman of the Executive Committee shall also perform all duties specified in the By-Laws, all duties incident to this office and such other duties as may be prescribed by the Executive Committee consistent with the Agreement and the By-Laws. In the absence of the Chairman of the Executive Committee or in the event of the Chairman's inability to act, the Vice-Chairman of the Executive Committee shall perform the duties of the Chairman of the Executive Committee, and when so acting, shall have all the powers of the Chairman.

Article IV

BUDGET AND PURCHASES

1. Fiscal Year. The fiscal year of the Agency shall begin May 1 and end April 30.
2. Annual Budget and Appropriations. The Executive Director shall be responsible for preparation of a proposed combined budget and appropriations ordinance for the Agency. Copies of

the proposal shall be provided to the Directors and to the members of the Executive Committee. The Executive Committee shall review the proposed budget and appropriations ordinance and make any recommendations for change it determines appropriate. Following approval of a recommended budget and appropriations ordinance by the Executive Committee, copies shall be forwarded to the Board of Directors. The combined budget and appropriations ordinance shall be adopted by the Board of Directors before the beginning of the fiscal year, except that the combined budget and appropriations ordinance for the fiscal year 1989 shall be adopted as soon as practicable.

3. Expenditures. After adoption of the combined annual budget and appropriations ordinance by the Board of Directors, the Executive Committee and the officers of the Agency shall make only those expenditures which are authorized by the budget and appropriations ordinance and shall not contravene the provisions of the budget and appropriations ordinance without the approval of the Board of Directors.

Article V

AUDIT

The Board of Directors shall provide for an annual audit of the Agency to be made by an independent certified public accountant within 120 days after the end of each fiscal year. The books of the Agency shall be kept in accordance with generally accepted accounting principles. A copy of the annual audit report shall be delivered to each Member promptly upon its receipt by the Agency.

Article VI

PERSONNEL

Executive Director. The Executive Director shall be appointed by the Board of Directors under such

terms and conditions of employment as the Board shall determine. The Executive Director shall exercise such powers and responsibilities as shall be determined from time to time by the Board of Directors or by the Executive Committee.

Article VII

CONTRACTS AND PURCHASES, LOANS AND CHECKS

1. Contracts And Purchases. The Board of Directors may authorize any officer or officers of the Agency (including any officer of the Board of Directors or the Executive Committee) or agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Agency. Such authority may be general or confined to specific instances, consistent in each case with the By-Laws and the Agreement. The Board of Directors may by resolution provide procedures for the entering into of contracts and making purchases of services, goods, equipment, supplies and facilities. The procedures may provide authority for the Board of Directors, officers of the Agency or the Executive Committee to approve contracts and purchases and may make such provision as the Board of Directors deems appropriate for public bidding for contracts and purchases. The Executive Committee shall approve payments required under any contract or purchase entered into by the Agency.

2. Loans. The Agency may borrow money only upon the approval of the Board of Directors.

3. Checks. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness in the name of the Agency, shall be signed by such officer or officers (including any officer of the Board of Directors or the Executive Committee) or agent or agents of the Agency and in such manner as shall be provided by resolution of the Board of Directors.

Article VIII

NOTICES

Any notice or document required to be given under the Agreement or the By-Laws shall be deemed to be given, with respect to a Member, an officer of a Member, a Director or a member of the Executive Committee, if it is delivered or mailed to the principal office of that Member of the Member which appointed such person; and with respect to any other officer of the Agency if delivered or mailed to the principal office of the Agency. All notices shall be in writing. Any person or Member may waive any notice. Attendance by any person at a meeting is a waiver of notice of the meeting.

Article IX

AMENDMENT

Amendments to the By-Laws may be proposed by any Director or by any member of the Executive Committee. The amendment shall be submitted to each Director at least thirty days prior to the meeting of the Board of Directors at which the amendment is to be considered. The proposed amendment and the reasons for it shall be considered by the Board of Directors, along with the recommendations of the Executive Committee and any officer of the Agency. Concurrence of Directors equal to not less than a three-fourths vote of the then Directors shall be required to adopt any amendment to the By-Laws. No amendment shall cause the By-Laws to conflict with the Agreement.

Article X

EFFECTIVE DATE

The By-Laws shall become effective upon approval of the Board of Directors. Any amendment to the By-Laws shall take effect immediately upon its approval by the Board of Directors, unless the terms of the amendment otherwise provide.