

# Franklin County Solid Waste Management District

## BY-LAWS

### **Article I. Name**

The Franklin County Solid Waste Management District (hereinafter referred to as the "District") was established by Chapter 190 of the Acts of 1989, under provisions of Sections 44A to 44L, inclusive, of Chapter 40 of the Massachusetts General Laws.

### **Article II. Purpose**

The District is created and shall exist for the purpose of providing solid waste management services for its member municipalities for solid wastes generated within the District. The forms of solid waste management may include, but are not limited to, transportation, disposal, reduction, recycling, composting, household hazardous waste, or any combination thereof and whatever associated administrative support services may be required.

### **Article III. Membership**

**3.1 Member Municipalities** The District is composed of all the lands and residents within the municipalities of Bernardston, Buckland, Charlemont, Colrain, Conway, Deerfield, Erving, Gill, Hawley, Heath, Leverett, Leyden, Montague, New Salem, Northfield, Orange, Rowe, Shelburne, Sunderland, Warwick, Wendell, and Whately. Other municipalities may be admitted to the District and municipalities may also withdraw from the District as provided in the District Agreement. The municipalities composing the District shall constitute its members and are herein designated as member municipalities.

**3.2 Non-Municipal Members** Businesses, industries, and educational entities are eligible for non-voting membership in the District by a majority vote of the District Board of Representatives. These entities will be required to pay an annual assessment determined by the District Board of Representatives.

**3.3 District Board of Representatives** The legislative power and authority of the District and the administration and the general supervision of all fiscal, prudential, and governmental affairs thereof shall be vested in a governing body known as the District Board of Representatives except as specifically provided otherwise by the Agreement.

### **3.4 Representatives and Alternates**

**3.4.1 Appointment** The District Board of Representatives shall be composed of representatives and alternates from each member municipality as set forth in the District Agreement. Representatives and alternates from each member municipality shall be appointed by the Executive Body of such municipality. All annual appointments shall be in writing signed by the respective Executive Body, or its chair, and presented to the Clerk of the District. The Clerk shall insure that all new representatives have received copies of the Massachusetts Conflict

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of Interest law and the Massachusetts Open Meeting Law MGL Chapter 30A Sections 18-25, and have acknowledged receipt of the documents.

**3.4.2 Resignation** Any representative or alternate of the District Board of Representatives may resign by delivering his or her written resignation to the Executive Body of the member municipality which appointed him or her at its principal office and to the Chair of the District Board of Representatives.

**3.4.3 Removal** A representative or alternate to the District Board of Representatives may be removed only by the Executive Body of the member municipality which appointed him or her.

**3.4.4 Vacancies** If a member municipality's representative or alternate position is vacant for any reason, that municipality's Executive Body may appoint a person to fill the vacancy at any time, following the procedure specified in Section 3.4.1, for the balance of the vacant term.

### Article IV. Administration

#### 4.1 Officers

**4.1.1 Chair and Vice-Chair** A Chair and a Vice-Chair shall be duly elected at the Annual Meeting of the District Board of Representatives, from among the duly appointed voting representatives. The Chair shall be chosen by ballot. The Chair shall preside at all meetings of the District. The Chair or his/her designee shall sign all authorized contracts, leases, service agreements and other documents for and on behalf of the District. The Vice-Chair shall perform the duties of the Personnel Officer as described in the District Personnel Policy, and shall have all the powers of the Chair in the absence of the Chair. For the election of officers each member municipality shall have one vote.

**4.1.2 Clerk** At its Annual Meeting, the District Board of Representatives shall appoint by motion a Clerk of the District, who does not need to be a member of the Board of Representatives. The Clerk shall keep a record of all resolutions, votes, orders or other proceedings of the committees, shall be the custodian of the books and records of the District, and shall provide notice of meetings of the District Board of Representatives and Subcommittees as may be required herein. In the absence of the Clerk from any committee meeting, a clerk pro tempore designated by the person presiding at the meeting, shall perform all the duties of the Clerk at such meeting.

**4.1.3 Treasurer** At its Annual Meeting, the District Board of Representatives shall appoint by motion a Treasurer of the District, who does not need to be a member of the Board of Representatives. The Treasurer shall be the chief financial officer of the District, and shall cause to be kept accurate books of account, and shall have the care and custody of all District funds, securities and valuable papers, unless otherwise required by any trust agreement or other agreement in connection with the issuance of the District's bonds, notes or other evidences of indebtedness. By December 31<sup>st</sup> of each year the Treasurer shall certify the proposed apportionment among member municipalities to the treasurer of each member town.

**4.1.4 Resignation** Any officer may resign from office by delivering a written resignation to the Steering Committee established pursuant to Section 4.3 below.

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**4.1.5 Removal of Officer** By a vote of two-thirds of the District's representatives, any officer may be removed from office for just cause. The reason for removal must be submitted in writing to all representatives and alternates and the officer in question, at least ten (10) business days before the vote to remove is held.

**4.1.6 Vacant Office** If an office is vacant for any reason, the District Board of Representatives shall elect, at the next regular meeting, a successor for the remaining term of office.

### **4.2 Standing Committees**

The Chair of the Board of Representatives shall appoint representatives and alternates to standing committees, as needed. Each standing committee shall elect, from among the representatives and alternates on the standing committee, a standing committee chair at the first standing committee meeting after the Annual District Board of Representatives meeting. A District representative or alternate serving on more than one standing committee can be elected Chair of only one standing committee.

**4.2.1 Finance** A Finance Committee shall be appointed as described above. It shall be the function of this committee to oversee District budget expenditures, and to prepare the budget for the next fiscal year by December 1st, and to advise the District Board of Representatives on budget appropriations.

**4.2.2 Personnel Committee** The Personnel Committee shall be appointed as described above. It shall be the function of this committee to administer the District Personnel policy, embodied in a document separate from these by-laws.

**4.3 Executive Committee** The Executive Committee will be composed of the District Board of Representatives Chair, Vice-Chair, Treasurer, and the Chair of each standing committee. The Executive Committee shall exercise the powers of the Board of Representatives at any time when it would not be practical for the full Board to meet to review or act upon any matter.

**4.4 Ad Hoc Committees** The District Board of Representatives may from time to time form ad-hoc committees and appoint representatives or alternates from member municipalities to serve on ad-hoc committees.

### **4.5 District Executive Director**

The District Board of Representatives may hire a District Executive Director as needed. The District Executive Director shall be the Chief Administrative Officer and Chief Procurement Officer of the District. The District Executive Director shall direct and supervise the administrative affairs and the general management and operations of the District, and shall have such other duties and powers, not inconsistent with these by-laws, the District Agreement or Massachusetts General Law, as may from time to time be authorized by resolution of the District Board of Representatives. The Board of Representatives may authorize the Executive Director to sign contracts, leases, service agreements and other documents for and on behalf of the District. The hiring and firing of District employees and contractors shall be by the District Executive Director.

**4.6 Fiscal Year** The fiscal year of the District will run from July 1 to the following June 30.

## **Article V. Meetings**

**5.1 Meeting Schedule** For the District Board of Representatives meetings and all subcommittee meetings, the appropriate committee Chair shall cause the meeting schedule and location to be announced and posted. In the event of change of time or place of a meeting, the Chair shall notify all representatives and alternates at least 48 hours in advance. In the event of a cancellation, the Chair shall have all representatives and alternates notified as soon as possible.

**5.2 Agenda** A written agenda for each District Board of Representatives meeting shall be prepared by the Chair in conjunction with the Executive Director and shall be sent by first class mail or electronic mail by the Clerk to each District representative and alternate no later than 7 days prior to such meeting. The agenda shall be posted pursuant to MGL 30A Sections 18-25.

**5.3 Annual Meeting** The District Board of Representatives Annual Meeting, for the purpose of electing officers and appointing the District Clerk and District Treasurer, and appointing representatives to committees, and to carry out any other business of the District will be held on the first regularly scheduled meeting date in September.

**5.4 Conduct of Meetings** All committee meetings will be conducted as "open meetings" in accordance with MGL 30A Sections 18-25 of the Massachusetts General Laws.

## **Article VI. Voting**

**6.1 Admissible votes** Only duly appointed representatives who are present and in the room in which the District Board of Representatives meeting is taking place can vote on a motion. A representative has only one vote, regardless of the number of votes held by that representative's member municipality. A duly appointed alternate may replace a representative in voting at a District Board of Representatives meeting in the absence of that representative. A representative not in the room where the District Board of Representatives meeting is held is considered absent. In the event that there are more alternates present than there are representatives absent for a member municipality, the present alternates for that member municipality shall decide which of them will replace the absent representative(s) and inform the District Board of Representatives of their decision.

**6.2 Election of Officers** Officers of the District Board of Representatives must receive an affirmative vote from a simple majority of the member municipalities present to be duly elected. Each member municipality is allowed only one vote when voting for officers.

**6.3 Officer's Votes** No voting representative can be denied voting power by reason of office.

**6.4 Voting Procedure** All duly appointed representatives and alternates who are present and in the room in which the committee meeting is taking place can make a motion, second a motion, or amend a motion.

**6.5 Voting at Subcommittee Meetings** Representatives and alternates who have been appointed to a subcommittee as specified in Article IV may make a motion, second a motion, amend a motion or vote on any matter at meetings of that subcommittee.

### **Article VII. Quorum**

For the purposes of transacting business, a quorum shall constitute the presence of more than 50% of the total of all possible voting representatives.

### **Article VIII. Parliamentary Procedure**

The rules contained in Robert's Rules of Order, Revised shall govern this organization in all cases in which they are applicable, and not inconsistent with these by-laws, the District Agreement, or Massachusetts General Laws.

### **Article IX. Annual Report and Audit**

The District Board of Representatives, with the assistance of the District Executive Director, the Treasurer and such other officers, employees or independent contractors as may be necessary, shall prepare a written report annually. Such Annual Report shall cover the activities of the District. A financial audit will be prepared by a certified public accountant using generally accepted accounting principles. The Executive Director shall cause an audit to be prepared pursuant to Chapter 40 Section 44I, if required. The financial audit shall be submitted for approval to the District Board of Representatives at the regularly scheduled November Board of Representatives meeting. Once the report is approved by the District Board of Representatives it will be sent to the Executive Body of each member municipality and any non-municipal members.

### **Article X. Conflicts of Interest**

The District Board of Representatives, all of its Subcommittees and all representatives and alternates shall comply in full with the Commonwealth of Massachusetts so-called "Conflict of Interest Laws," as delineated in Chapter 268A of the General Laws.

### **Article XI. Discrimination Prohibited**

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In administering its affairs, the District shall not discriminate against any person on the basis of race, color, religion, gender, gender identity, national origin, ancestry, sexual orientation, age, genetics, veterans status, marital status, political affiliation or belief, or disability or any other class protected under state and federal law.

### **Article XII. Procedure for Amending By-Laws**

The District Board of Representatives has the authority to amend the by-laws with the approval of two-thirds (2/3) of the appointed representatives. By-laws and any amendments to by-laws must be read one meeting before being voted on, unless waived by a simple majority of the Board of Representatives. No by-law may be amended to cause it to conflict with the District Agreement or Massachusetts General Laws.

### **Article XIII. Procedure for Revising the Budget**

During the course of the fiscal year, the District Board of Representatives may, by a simple majority vote, reallocate available funds or expense items within the annual budget providing that the proposed revisions, with recommendation from the Finance Committee, are mailed out with the agenda of the meeting at which the vote is to be held, and that said agenda includes the proposed budget revision. The District Board of Representatives shall not increase the payments due from the member municipalities and non-municipal members without first adopting a supplemental budget which shall be submitted to the member municipalities without need for a proposed supplemental budget or public hearing as required by the District Agreement. The supplemental budget must be approved by two-thirds (2/3) of the member municipalities, each by a majority vote of its Legislative Body at an annual, regular or special meeting.

Revised December 2012