

RECYCLEFLORIDA TODAY, INC.

BYLAWS

ARTICLE I

Name

The name of the organization shall be RecycleFlorida Today, Inc.

ARTICLE II

Objectives and Purposes

The objective of RecycleFlorida Today, Inc., is to promote recycling and waste reduction in the State of Florida.

The purposes of RecycleFlorida Today, Inc., are:

- A. To function as a professional association encouraging high standards and ethics among persons engaged in the business of recycling and waste reduction.
- B. To assist individual members in improving skills and techniques in recycling and waste reduction. This will be achieved through education, special studies, research, and the exchange of ideas and technical knowledge related to all forms of recycling and waste reduction. This may be done in cooperation with other organizations which promote recycling and waste reduction.
- C. To provide a forum for recyclers and waste reducers from the public, private, and non-profit sectors to mutually discuss and resolve recycling and waste reduction issues.
- D. To inform the public, law-making bodies, and the business community of the economic significance and importance of recycling and waste reduction, and to demonstrate the high professional standards of those involved in the business of recycling and waste reduction. This will be accomplished through the sponsorship of educational meeting, research, and the publication of articles, reports, statistics and other material.

ARTICLE III

Board of Directors

Section 3.1 **Number**. The Board of Directors shall consist of twelve members.

Section 3.2 **Nominations**. The Nominating Committee, selected annually by the Chairman, will present to the voting membership a slate of candidates for consideration for the Board of Directors. Persons desiring to seek a seat on the Board of Directors, not selected by the Nominating Committee, shall petition the Board of Directors for inclusion on the ballot at least thirty (30) days prior to the annual meeting; said petition shall include not less than ten (10) signatures of RecycleFlorida Today, Inc., individual members.

Section 3.3 **Board Representation**. In order to maintain a balanced Board of Directors, the board membership shall be comprised of two (2) directors employed by or representing each of the following sectors: (a) government; (b) private sector recycling industry; (c) recycling consultants or non-profit/industry organizations; one (1) representative from the organics industry (private or public), and, five (5) representatives with an interest in recycling and waste reduction or from any of the above sectors.

No more than one (1) person from the same organization may be a member of the Board of Directors. A Director who, due to change in employment, violates this rule, may remain a Director for six (6) months or until his/her term expires, whichever is less.

Board members who change employment during their term of office shall resign unless their new duties include recycling and waste reduction or they are receiving compensation for part-time work from an organization in that field.

Section 3.4. **Selection**. New members shall be elected to the Board of Directors by ballot by a majority of the Individual members voting at the annual meeting. One (1) member of each of the three categories in Section 3.3 will be elected during even-numbered years and one (1) during odd-numbered years.

Section 3.5 **Term of Office**. The term of office for each Director shall be two (2) years. The term of office shall begin on July 1. The term of office for the directors shall be staggered with not more than six seats up for re-election at any one time.

Section 3.6. **Vacancies**. Any vacancy occurring in the Board of Directors except in the position of Chairman shall be filled for the remainder of that term by appointment by the chairman and a majority vote of the remaining Board members. In the event of a vacancy in the Chairman's position, the Vice Chairman shall fill the Chairman's position and the Board of Directors shall then select a new Board member as described above.

Section 3.7. **Meetings.** Directors are expected to attend a majority of all Board meetings in any term year. A director may designate by written proxy an alternative representative with voting privileges for one meeting a year. Special meetings may be called at the discretion of the chairman. Any director shall be terminated without any action by the Board of Directors upon the failure of the director to attend at least 75% of the total of the Board Meetings as called under Articles 3.7 during any yearly period.

Section 3.8. **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum.

Section 3.9. **Qualifications.** All elected members of the Board of Directors shall be principals or professional associates of an Individual Member of RecycleFlorida Today, Inc.

Section 3.10. **Ex-Officio Members of the Board of Directors.** The Two (2) immediate past Chairmen of the Board of Directors may serve as Ex-Officio members of the Board of Directors. Ex-Officio Directors may participate in Board discussion, but shall have no voting privileges.

ARTICLE IV **Officers and Directors**

Section 4.1. **Enumeration and Election of Officers and Directors.** The Officers of RecycleFlorida Today, Inc., shall be comprised of the Chairman, Vice Chairman, Secretary and Treasurer. The Chairman, Vice-Chairman, Secretary and Treasurer will be elected by the Board of Directors among its members at its first meeting following the election of Directors.

Section 4.2. **Chairman.** The Chairman shall act as Chairman of the Board of Directors; preside at meetings of the Board of Directors and meetings of the general membership such as the Annual Meeting, shall have usual powers of supervision and management as may pertain to the office of Chairman; and shall perform such other duties as may be designated by the Board of Directors.

Section 4.3. **Vice Chairman.** The Vice-Chairman shall serve as the Chairman-elect. In the absence, disability, death, or resignation of the Chairman, The Vice-Chairman possesses all the powers and performs all the duties of that office until such time as the Chairman is able to resume those duties or until the Chairman's term of office expires. The Vice-Chairman will coordinate the activities of all Board-appointed standing committees. The Vice-Chairman shall perform other duties such as the Chairman and Board of Directors may designate.

Section 4.4. **Secretary.** The Secretary shall be responsible for ensuring that minutes are kept and distributed to the Board members in a timely manner and that a file of these minutes and other records as deemed necessary by the Board of Directors is retained by the Headquarters Office. The Secretary will sign, with the Chairman, all contracts and other instruments when so authorized by the Board of Directors; and shall perform such other functions as may be incident to the office or as the Chairman and Board of Directors may designate.

Section 4.5. **Treasurer.** The Treasurer shall be responsible for ensuring that the Headquarters Office collects and receives all money due, and ensure that the Headquarters Office meets all requirements of its contractual fiduciary responsibilities, including depositing money in a bank designated by the Board of Directors, and disbursing funds only upon order of the Board of Directors. Dual signatures shall be required on all disbursements over \$5,000; members of the Executive Committee shall be authorized as signatories on all accounts. The Treasurer shall maintain financial records and prepare a yearly financial statement and budget.

Section 4.6. **Directors.** The Directors may be designated by the Board of Directors to chair committees pertaining to special interests or activities of the organization. They shall perform such other duties as designated by the Chairman or by the Board of Directors.

Section 4.7. **Policy-Making.** The Board of Directors shall establish policies and procedures as necessary.

Section 4.8. **Contracts.** The Board of Directors may contract for services as deemed necessary to fulfill the purposes of the organization. The Board may also delegate that responsibility to a professional management company,

ARTICLE V **Membership**

Section 5.1. **Individual Members.** An Individual Member may be any person with an interest in recycling and waste reduction in the State of Florida who has made application and paid appropriate fees.

Section 5.2. **Student Members.** A Student Member may be an individual enrolled in a college or university with an interest in recycling and waste reduction in the State of Florida, etc.

Section 5.3. **Voting Privileges**. Individual members may vote on Directors at the annual membership meeting. Individual members may also vote on issues brought to the membership. Members not in attendance at the annual meeting may vote by written proxy according to policies established by the Board of Directors. Should an individual hold more than one membership, only one vote will be valid. Student members are not afforded voting privileges.

ARTICLE VI **Financial Administration**

Section 6.1 **Fiscal Year**. The fiscal year of RecycleFlorida Today, Inc., shall commence on the first day of October each year.

Section 6.2. **Budget**. A budget for the ensuing year shall be submitted to the Board of Directors before October 1.

Section 6.3. **Dues Payment**. Dues shall be payable annually.

Section 6.4. **Dissolution**. In the event of the dissolution of RecycleFlorida Today, Inc., no director, officer or any individual shall be entitled to any distribution or division of the corporation's remaining property or its proceeds, and the balance of all money or property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed by the Board exclusively to non-profit corporations which qualify under Section 501(c)(6) for the purpose within the intentment of Section 501(c)(6) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

ARTICLE VII **Annual Meeting**

Section 7.1. **Time**. The Annual Meeting of RecycleFlorida Today, Inc., shall be held at a date between May 1 and July 1 at a place agreed upon by the Board of Directors.

Section 7.2. **Business**. These business items shall be considered at the Annual Meeting:

- A. Election of Directors
- B. Adoption of dues for the ensuing year
- C. Report of activities during the past year
- D. Any other business of an appropriate nature

Section 7.3. **Quorum**. The Individual members present at the Annual Meeting shall constitute a Quorum.

Section 7.4 **Voting**. A motion carries by a majority vote of the Individual members present.

ARTICLE VIII **Standing Committees**

Section 8.1. **Executive Committee**. The Chairman, Vice-Chairman, Secretary, and Treasurer shall compose the Executive Committee. This standing committee is charged with the day-to-day affairs of RecycleFlorida Today, Inc., the setting of meeting dates, times, and establishing agendas.

Section 8.2. **Nominating Committee**. The Chairman with Board approval shall select not more than five Individual members each year to serve as the Nominating Committee with the Vice Chairman serving on the committee. The Nominating Committee is charged with establishing a slate of candidates for the Board of Directors to be voted on by the membership.

Section 8.3. **Charge of the Nominating Committee**. The Nominating Committee will endeavor to maintain a balanced Board of Directors with a minimum of two (2) directors employed by or representing each of the following sectors of the recycling industry: (a) government; (b) private sector recycling industry; (c) recycling consultants or non-profit/industry organizations and one (1) representative from the organics industry (private or public), The remaining five (5) at-large seats can be filled by any of the above sectors or others with an interest in recycling and waste reduction.

ARTICLE IX **Amendments**

Section 9.1. **Amendments**. These bylaws may be amended by a two-thirds vote of the Individual Members present and voting at the Annual Meeting.

Section 9.2. **Proposals of Change.** Proposals for changes in the bylaws shall be submitted to the Board of Directors by an Individual Member, by a Board-appointed committee chairman, or by a member of the Board of Directors. All proposed amendments shall be provided in writing to every voting member at least thirty (30) days prior to the vote.

May 31, 2006

Dated Adopted

Robin Mitchell

By: Secretary

Adopted: April 30, 1992
Amended May 22, 1997
Amended April 17, 1999
Amended June 7, 2000
Amended May 31, 2006