



PROPOSED BYLAWS

The Northern California Recycling Association

December 2023

ARTICLE I. NAME, PRINCIPAL OFFICE, PURPOSE, AND RESTRICTIONS

I.01 Name. The name of the Association is Northern California Recycling Association (“Association” or “NCRA”), a California nonprofit mutual benefit corporation.

I.02 Principal Office. The Board of Directors ("Board") shall determine the location of the principal office of the Association.

I.03 Restrictions. All policies and activities of the Association shall be consistent with applicable federal, state, and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Association is organized and operated, and applicable tax-exemption requirements.

ARTICLE II. MEMBERS

II.01 Membership Qualifications. Membership in the Association is extended to persons who are dedicated to the purposes of this Association. The Board may establish additional written criteria for eligibility and membership in the Association.

II.02 Regular Membership. There shall be one class of members, Regular Members. Any individual who meets the qualifications established by the Board of Directors, is eligible for status as a Regular Member.

II.03 Membership Restrictions. [Reserved].

II.04 Member in Good Standing. A member in good standing is one who has paid current dues and assessments, has no other outstanding obligations to the Association, and who has not been found by the Association to be in violation of membership conditions and requirements established by the Association.

II.05 Member Obligation to Follow Association Rules. Each member of this Association agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board and/or duly constituted committees of the Association.

II.06 Termination. A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to the Association; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (c) failure of a member to pay dues,

fees, or assessments in the amount and under the terms set by the Board; (d) failure to abide by the lawful decisions of any duly constituted committee of the Association, and (e) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

II.07 Discipline. A member may be publicly reprimanded, fined, suspended, or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to (1) observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Association, or to engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Association. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefore. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five business days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

II.08 The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

II.09 Member Liability. No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

ARTICLE III. DUES

III.01 Dues. The Board shall set dues and fees, make assessments, and set the terms of payment.

III.02 Delinquency. Any member of the Association who is delinquent in dues, fees or assessments may be suspended or terminated in accordance with these bylaws.

III.03 Refunds. No dues will be refunded except as approved by a two-thirds vote of the Board of Directors or its designee, in its sole and final discretion.

ARTICLE IV. MEMBERSHIP MEETINGS

IV.01 Annual Membership Meeting. The Association shall hold an annual meeting of the Regular Membership at the place and on the date that the Board determines. At the annual meeting the Board shall report the activities of the Association to the members, and other business shall be transacted as may be properly brought before the meeting.

IV.02 Special Meetings. The President, the Board or five (5) percent or more of the members may call special meetings of the Regular Membership.

IV.03 Notice. The Board must give Association members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 30 days (but not more than 90 days) before the meeting.

IV.04 Quorum, Voting. The presence of twenty percent of the Regular Membership constitutes a quorum. Whenever a quorum is present, an act or decision made by a majority of the members present is a valid act or decision. Proxy voting is not permitted at any meeting.

IV.05 Action Without a Meeting: Written Ballot. Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

ARTICLE V. BOARD OF DIRECTORS

V.01 Board of Directors. The Board is the governing body of the Association and has authority and is responsible for the supervision, control, and direction of the Association.

V.02 Eligibility and Number of Directors. The authorized number of Directors of the Association shall be eleven (11) until changed by an amendment of the Bylaws, by the vote or written assent of members entitled to exercise a majority of the voting power of the Association, or by the vote of a majority of a quorum at a meeting of members duly called pursuant to the Bylaws. All Directors must be members of the Association.

Directors and other volunteer leaders shall receive no financial compensation for their services but shall be eligible for reimbursement of reasonable and necessary expenses incurred on behalf of this Association by that volunteer leader in accordance with rules and procedures established by the Board.

V.03 Election and Term of Office. The Board of Directors may establish written policies and procedures for nominating candidates for officer and director positions.

Newly elected Directors shall take office January 1st following the year of their election and serve for terms of approximately two years. Five (5) Directors are elected in even-ending years and six (6) Directors are elected in odd-ending years resulting in staggered terms. There shall be no limit on the number of terms a director may serve.

V.04 Vacancies. If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion through the end of the year.

V.05 Meetings. The President, the Vice-President, Treasurer, the Secretary or any two Directors may call meetings of the Board. The Board shall hold its annual retreat at the time and place it selects and shall hold other meetings each year at the time and place it selects.

V.06 Notice. The Board may hold regular meetings without notice of the time and place of such meetings as fixed by the Board. The Board may hold special meetings upon four days' notice by first class mail or 48 hours' notice delivered personally or by telephone, email, facsimile, or similar electronic communication.

V.07 Quorum. A majority of the directors then in office shall be necessary to constitute a quorum of the Board.

V.08 Board Action. Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors, and officers.

V.09 Meeting Attendance. The office of any elected Director, who shall be absent without excuse (an unexcused absence shall be defined as any absence for any reason other than for death in the family or

participation in Association business) from three regular meetings of the Board of Directors per year, may be declared vacant by the Board of Directors.

V.10 Conduct of Meetings. The Board shall adopt and adhere to an appropriate parliamentary procedure in the conduct of its meetings.

V.11 Meeting by Conference or Other Electronic Means. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

V.12 Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

ARTICLE VI. OFFICERS

VI.01 Officers. The officers of the Association shall be a President, Vice President, Treasurer, Secretary and Executive Director. The Board, in its discretion, may appoint other officers.

VI.02 Qualifications. With the exception of the Executive Director, each officer must be a Regular Member.

VI.03 Election and Term of Office. The officers shall be elected by the Board at its retreat or a regular meeting of its choice to serve terms of one year. Officers may be removed and vacancies may be filled at the discretion of the Board per written procedures.

VI.04 Duties. The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time. In addition, the President acts as Chairperson of the Board.

ARTICLE VII. EXECUTIVE COMMITTEE

VII.01 Composition. The Executive Committee shall consist of the Officers. The President shall serve as Chairperson of the Executive Committee. The Executive Director shall have no voting rights on the Executive Committee and is not a member of the Board of Directors. The Executive Director shall attend the Executive Committee meetings.

VII.02 Authority. The Executive Committee shall act in the place and stead of the Board between Board meetings on all matters except those specifically reserved by the Board. The Executive Committee shall report its actions to the Board no later than the next meeting of the Board.

ARTICLE VIII. OTHER COMMITTEES

VIII.01 Other Committees. The Board may form, revise, or terminate other committees on such terms and conditions as it deems to be appropriate. Committee meetings minutes must be kept by committee chairs and made accessible to the Board upon request.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

IX.01 Indemnification. To the fullest extent permitted by the law, the Association shall defend, indemnify, and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Association's behalf. "Agent" for this purpose shall include representatives, Directors, officers, and employees.

IX.02 Insurance. The Association shall purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE X. EMERGENCY ACTION

X.01 Emergency Action. The Board of Directors or Executive Committee of this Association may, to the full extent of and in the manner permitted by Corporations Code Sections 7140 and 7151, take actions and conduct business as may be necessary to protect the interests of the Association and its membership in the event of an emergency. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Association, in its sole discretion, upon conclusion of the emergency.

ARTICLE XI. AMENDMENT OF BYLAWS

XI.01 Amendment of Bylaws. These Bylaws may be amended by a two-thirds vote of the Board, provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the members.