

**BYLAWS
of the
UNITED STATES COMPOSTING COUNCIL**

Adopted:

Amended: November 20, 2015

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UNITED STATES COMPOSTING COUNCIL

ARTICLE I – NAME AND PURPOSE

Section 1. Name

The name of the organization shall be The United States Composting Council, hereinafter referred to as the “U.S. Composting Council” or “the Council.”

Section 2. Purpose

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation and include promoting the common interests and improving the business conditions and practices of those in the field of organics recycling, compost manufacturing and marketing.

This Corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the [*Nonprofit Corporation Act*] of the District of Columbia and is organized for the purposes set forth in Internal Revenue Code section 501(c) (6) or the corresponding provision of any future United States internal revenue law. Within the context of these general purposes, the Corporation’s specific purposes shall be to advance organics recycling and compost manufacturing and promote compost use to enhance soils and provide economic and environmental benefits for our members and society.

Notwithstanding any other provision in these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code section 501(c) (6) or the corresponding provision of any future United States internal revenue law.

ARTICLE II – MEMBERS

Section 1. Classes of Members

There shall be the following classes of members in the organization: Compost Manufacturer Members; Affiliate Members; and Individual Members; and any other classification of Members which may from time to time be designated by the Board of Directors (hereafter a “Member” and collectively the “Members”). The Board of Directors shall establish the dues structure for all Member classifications and benefits related thereto. Membership Classes shall be conferred upon application and on compliance with the standards and requirements set forth below.

Section 2. Compost Manufacturer Members

Compost Manufacturer Members shall be sole proprietorships, partnerships, corporations, government entities and/ or cooperatives that actively and regularly engage in producing compost.

Section 3. Affiliate Members

Affiliate Members shall be sole proprietorships, partnerships, corporations, government entities and/or cooperatives who supply equipment, supplies, marketing, and other services to the composting industry; and who are industrial, agricultural, commercial, and residential users and potential users of composting products; and who are trade associations; commodity organizations; governmental agencies; education and research institutions; state and local government entities; and other non-profit organizations with an interest in composting and compost manufacturing. This classification also includes those allied business enterprises that provide services to the composting industry, such as engineering, consulting, legal, financial, and other technical services.

This class of Members also includes entities that may be defined by the Board as chapters of the Council. The Board of Directors shall develop state affiliates or chapters, at its discretion.

Section 4. Individual Members

Individual Members shall be those individuals in regulatory, education, and research occupations. Such membership is offered only for those individuals whose employer is either not eligible for membership in the above classes of Members, or is already a Member in good standing. This class of Members also includes public officials, students, and individuals who have an interest in composting.

Section 5. Representation

Each Compost Manufacturer Member and Affiliate Member shall indicate in writing to the Council the individual who shall be considered the representative of that Member for primary contact and for voting purposes (the “Representative”). The Representative may be changed at the discretion of the Member.

Section 6. Member Application

Applicants for admission as a Member shall provide information that establishes eligibility for admission as a Member and shall include payment of the appropriate dues. Approval of each application shall be the responsibility of the Executive Director or their designee. The Executive Director or the Executive Committee may request a final determination by the Executive Committee if a particular application warrants further review. The Members may be periodically notified of all newly accepted Member applications.

Section 7. Removal of Members

Any Member may be removed for non-payment of dues, after billing and warning by the Council in accordance with a policy adopted by the Board of Directors.

Section 8. Good Standing

Any Member who shall be in arrears in the payment of any dues, fees or assessments past the due date as per the Accounts Receivables Policy shall not be in good standing and shall not be entitled to the benefits of a Member.

Section 9. Voting Rights and Benefits

Each Compost Manufacturer Member and Affiliate Member of the Council (each a “Voting Member”) shall be entitled to one vote regarding the business of the Council as may be presented to it for vote by the Board of Directors, or as may be provided otherwise by these Bylaws. The Representative of each Compost Manufacturer Member or Affiliate Member shall cast such Member’s vote. Individual Members shall have no right to vote.

The Board of Directors shall determine benefits for members.

ARTICLE III – DUES AND FISCAL POLICIES

Section 1. Fiscal Year

The fiscal year for the Council shall be April 1st through March 30th.

Section 2. Dues

The Board of Directors shall establish annual Member dues for each class of Member, with any changes requiring at least ninety (90) days’ notice in writing to all Members prior to implementation and establish procedures for the payment of dues, including the procedures under which a Member shall be terminated for non-payment of dues.

Section 3. Financial Review

The President, or as delegated to the Executive Director, shall arrange for an annual review of the financial records of the Council in accordance with professional standards issued by the American Institute of Certified Public Accountants. The review shall be performed by an independent certified public accountant, and shall include any special procedures as may be warranted to insure the financial integrity of the organization. The results of that review will be reported to the Board of Directors upon completion. The Council shall have a complete audit of the financial records performed every three (3) years.

Section 4. Refunds

No dues or assessments shall be refunded.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Scope of Authority

A Board of Directors (“Board”) shall manage the business affairs of the organization, including, but not limited to, all matters affecting the organization. The Board of Directors shall develop and direct the policies and programs of the organization. Such policies shall include, but not be limited to a policy regarding conflicts of interest between a Director and the Council, with such policy adopted and revised by a two-thirds (2/3) supermajority vote of the Directors. The Board of Directors shall elect the officers of the organization.

Section 2. Executive Director or Designee

The Board of Directors may engage an individual employee or designated or contracted agent to serve as the Executive Director to implement and administer the activities and programs of the Council, and to manage the general business affairs of the Council, always within the policies of the Board of Directors. This Executive Director shall have authority over any other employed staff or individuals under contract to the Council subject to the policies and procedures adopted by the Board.

Section 3. Composition

The Board of Directors shall consist of fifteen (15) directors elected by the Voting members. Standing Committees established pursuant to Article VII, Section 3 below, all of whom shall serve as voting members of the Board of Directors (hereafter, a “Director” and collectively the “Directors” or the “Board”). The Board shall reflect the diversity of those who comprise the Members, and shall have ten (10) individuals representing Compost Manufacturer Members and five (5) individuals representing Affiliate Members among its elected Directors.

The Board shall have the authority to nominate an individual to serve in a Board Emeritus position to recognize members who have brought value to the USCC. Board Emeritus nominees must be elected by a unanimous vote of the Board and the position shall be a non-voting position.

Section 4. Term of Office

Directors shall be elected for a three (3) year term with approximately one-third (1/3) of Board members representing (10) compost manufactures and (5) affiliate members. The term expires at the end of the third calendar year. Directors can serve only three (3) consecutive terms, nine (9) years total, from date of first appointment to the Board.

Board members having served nine (9) consecutive years must remain off the Board for two years before being eligible to run again for a Board seat.

Any Director elected to fill an unexpired term shall hold office for the unexpired term and thereafter until a qualified successor is elected.

Committee chairs shall serve as non-elected Directors of the Board for as long as they hold the Standing Committee chair appointments.

Section 5. Commencement of Term of Office

The term of office for each Director of the Board of Directors shall commence on January 1 following election and continue for the designated term or until a successor is elected.

Section 6. Director Responsibility

Each Director of the Board of Directors is required to actively participate on at least one committee, task force, or special project activity during every year of service on the Board. Each Director is required to sign the Director's Code of Ethics and Confidentiality Policy.

Section 7. Compensation

Directors of the Board of Directors do not receive compensation for their services, but may be reimbursed for expenses according to the policies and procedures established by the Board of Directors.

Section 8. Director Eligibility

Only designated Representatives of a dues-paying Member in good standing shall be eligible for nomination and election to the Board of Directors. Should a Director no longer be a Representative of a dues-paying Member, that individual shall continue as a Director only if subsequently serving as the Representative of a Member in good standing.

Individual Members shall not be eligible for nomination and election to the Board of Directors; however, if an Individual Member is appointed to chair a Standing Committee, that Individual Member shall become a non-elected Director on the Board as defined in Section 4 of this Article.

Section 9. Single Representation

No more than one Representative from the same dues-paying entity shall serve on the Board of Directors at any one time. If a current Board Member changes his or her employer and becomes employed by a Company that is already represented another Board Member, one of the two Board Members shall resign his or her position on the Board.

Section 10. Board Meetings

The President shall call regular meetings of the Board of Directors at the times and locations that the President elects and is satisfactory to the Board, but no less than once during each calendar year. Such time and location shall be presumed satisfactory unless a majority of the Board, in writing, indicate their dissatisfaction to the President or Secretary and indicate such new time and location of the Board meeting. Special meetings of the Board may be called by the President or by petition to the President or Secretary from one-half (1/2) the Directors at the time and place indicated by such petition.

Section 11. In Lieu of Physical Board Meetings

In lieu of a physical meeting of the Board, business may be conducted by other means, including by telephone, electronic media or any other means of communication by which all Directors attending such meeting are able to hear or acknowledge one another, and such attendance shall constitute presence in person at the meeting ("Alternative Means"). Except as otherwise prohibited by these Bylaws, any action which may be taken at meeting of the Board may be taken by such Alternative Means, at or prior to such meeting, with the consent of two-thirds of the Directors. Notwithstanding the foregoing, actions consented to in writing by the Directors in lieu of a meeting shall require unanimous consent of the Directors.

Section 12. Quorum and Voting

The participation of a majority of current members of the Board of Directors (including vacancies, if any) constitutes a quorum to transact business, except as otherwise provided in these Bylaws. The acts of a majority (or a supermajority, as may be specified elsewhere in these Bylaws for certain matters) of the Directors present at a meeting or participating via Alternative Means, at which a quorum is confirmed, shall be the acts of the Board. No individual serving on the Board may have more than one vote.

Section 13. Board Meeting Attendance

Directors are required to abide by the “Board Meeting Attendance Policy”. Directors who do not meet the requirements of this policy may be subject to the Director’s position being declared vacant, and the Board may then appoint a replacement for the unexpired term. The Board Secretary will keep attendance records and make them available to the full Board quarterly. Directors may be reimbursed for some or all of their costs of travel to attend Council Board meetings, subject to policies and procedures established by the Board.

Section 14. Parliamentary Authority

The rules contained in The Standard Code of Parliamentary Procedure shall govern the procedure of any meeting of the corporation in all cases to which they are applicable, and in which they are not in conflict with these Bylaws.

Section 15. In Lieu of Physical Board Meetings

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such consent is filed with the minutes of the Board of Directors.

Section 16. Remote Board Meetings

Any meeting of the Board of Directors, other than the annual meeting, may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute personal presence if each member participating in the meeting can communicate concurrently with all other members; each member has the capacity to propose or object to specific action to be taken by the Corporation; and it can be verified that the persons participating in the meeting via telecommunications equipment are members entitled to participate in the meeting and that the actions of or votes by the members so participating are taken or cast only by the member.

Section 17. Conduct of Meetings

The President or, in his or her absence, the Vice President, will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary’s absence, any person appointed by the Board of Directors will act as Secretary of the Board and shall keep written minutes of all actions taken by the Board.

Section 18. Adjournment

A majority of the members of the Board of Directors present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the voting members who were not present at the time of the adjournment.

Section 19. Vacancies

Vacancies in the Board of Directors between annual elections may be filled by a majority vote of the remaining Directors, or may be left vacant until the next election. A vacant position does not revert to the Composter or Affiliate Member that the individual represented.

Vacancies on the Board of Directors between annual elections must be filled by a majority vote of the remaining Directors within ninety (90) days of the date that the seat is vacated. A vacant position does not revert to the Composter or Affiliate Member that the individual represented.

Section 20. Removal of Directors

The Board of Directors, upon the recommendation of the Executive Committee, may take action to terminate the service of an individual Director only for due cause, with a vote of two-thirds (2/3) of the Directors, and provided a quorum is present. The Board shall follow steps outlined in the “Director Removal Policy and Procedure”. Such action is communicated in writing to the individual, with reasons for the termination, and the individual is given the opportunity to contest the action in writing or in person before the Board of Directors. Such Director subject to removal shall not vote on his, her or its removal, but shall count toward calculation of the quorum. One or more Directors may also be removed by a vote of two-thirds of the Voting Members at a Special Meeting of the Members called for the purpose of such removal. All Voting Members shall be entitled to vote at such Special Meeting.

ARTICLE V - OFFICERS

Section 1. Officers

The officers of the Council, elected by the Board of Directors, shall be the following:

President;
Vice President;
Immediate Past President
Secretary; and
Treasurer.

Section 2. One Person-One Office

One person may be elected and hold only one (1) office at a time except as stated below in Section 6.

Section 3. Eligibility

Candidates for officer positions must be currently serving as elected Directors of the Board at the time of their nomination and be in Good Standing in accordance with Article II, Section 8 of these Bylaws.

The office of Presidency requires one year prior service as Vice President, Secretary or Treasurer

Section 4. Term of Office

The term of office for all officers except Immediate Past President shall be one year, and shall commence January 1 of the year following election. The Immediate Past President remains in office until a new President is elected.

Section 5. Compensation of Directors

No member of the Board of Directors shall receive any salary or compensation for his or her services as a member of the Board of Directors except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board of Directors or in accordance with policy and procedures established by the Board.

Section 6. Authorized Officers; Manner of Election and Terms of Office

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Officers shall be elected annually by majority vote of the Board of Directors entitled to vote. The Officers shall serve one-year terms of office. Each elected officer shall be a member of the Board of Directors as set forth in Article IV of these Bylaws. Each officer shall take office January 1st each year and shall hold office until the office is up for election and until a successor has been elected and qualified. If the annual meeting is not held or the officers are not elected at such meeting, the officers may be elected at any special meeting of Members held for that purpose. The Board of Directors may establish such other officers as are necessary to transact the business of the Corporation. No two offices shall be held by the same person, except that if the Vice President or Secretary assumes the office as President, that person may hold both offices until the next election of officers.

President

The President shall be the Chief Executive Officer of the Corporation and shall preside as Chairman at all meetings of the Board of Directors, the Executive Committee, the Membership meeting; is an ex-officio member of all committees; and appoints the chairs of all committees. The President shall see that the rules of order and decorum are properly enforced in all deliberations of the Corporation. The President shall have general superintendence and direction of the affairs of the Council and all of the other Officers of the Corporation, Executive Director or Designee, and shall see that their duties are properly performed. The President shall perform such other duties as the Board of Directors may direct.

Vice President

The Vice President shall be vested with all the powers and shall perform all the duties of the president during that person's absence, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chair, and shall have other duties as may be assigned by the Board of Directors or the President. In the event of a vacancy, the Vice-President shall assume the duties of the President for the remainder of that term of office.

Treasurer

The Treasurer, or authorized representative, shall supervise the creation of the Budget of the Corporation, all dues collections and the accounts of the Corporation; shall ensure that full and accurate accounting records are maintained at all times; and shall present such reports, including an annual report of the Corporation's financial condition, as the Board of Directors may direct. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President. The Treasurer shall also serve as the Chair of the Finance Committee unless otherwise directed by President.

Secretary

The Secretary shall keep minutes of all meetings of the Board of Directors and of the Members; shall attend all sessions of the Board of Directors; shall report unfinished business requiring action from prior meetings; shall supervise correspondence of the Corporation; and shall give, or cause to be given, notice of all meetings of the Board of Directors.

Other Officers

The Board of Directors or the President may designate such other subordinate officers with such duties as may be necessary or advisable for the conduct of the Corporation's affairs.

Resignations of Officers

Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect from the time the same is received by the Corporation, unless some later time is specified in the resignation, and then from that date. The acceptance of a resignation shall not be necessary to make it effective.

7. Vacancies in Office

Except as otherwise provided in these Bylaws, vacancies in offices, except for the office of President, shall be filled by appointment by the President until the next annual business meeting of the Members of the Corporation. Should the office of President become vacant, the Vice President shall assume the office of President.

8. Compensation of Officers

Officers of the Corporation shall serve without compensation except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board of Directors.

Section 9.0. Removal of Officers

The Board of Directors, upon the recommendation of the Executive Committee, may take action to terminate the service of an individual Officer for due cause, with a vote of two thirds (2/3) of the current Board members, and provided a quorum is present. Such action is communicated in writing to the individual, with reasons for the termination, and the individual shall have the opportunity to contest the action in writing or in person before the Board of Directors. Policy and procedures are outlined in the Director Removal Policy and Procedures document.

Section 10. Contracts With Directors and Officers

No Member of the Board of Directors or Officer of this Corporation, nor any corporation, firm, association or other entity in which one or more of this Corporation's Directors or Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless (a) the material facts regarding that Director's or Officer's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Directors prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the votes of the interested Director(s); c) before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

No loan shall be made by the Corporation to any of its Officers or Directors.

Section 11. Insurance

This Corporation shall purchase and maintain insurance to the fullest extent permitted by law on behalf of its Officers, Directors, employees and other agents, to cover liability asserted against or incurred by any Officer, Director, employee or agent in such capacity or arising from the Officer's, Director's, employee's or agent's status as such, and whether or not the Corporation has the power to indemnify or advance expenses to such person under these Bylaws or applicable law.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee is a Standing Committee and shall consist of the elected officers of the Council. The Executive Committee shall also include the Immediate Past President who shall serve until such time as a successor President is elected.

Section 2. Responsibility

The Executive Committee may act in place of and instead of the Board of Directors between meetings of the Board on all matters except those specifically reserved to the Board of Directors by these Bylaws or by policies of the Board. Actions by the Executive Committee shall be reported to the Board of Directors by mail or other electronic media, or at the next Board of Directors meeting.

It shall be the responsibility of the Executive Committee to conduct the business of the organization within the policies established by the Board of Directors.

Section 3. Meetings

The Executive Committee shall meet at the call of the President. In lieu of a meeting, business may be conducted via Alternative Means. Meeting minutes shall be recorded by the Board Secretary and distributed to the full Board.

ARTICLE VII – COMMITTEES

Section 1. Standing Committees

A Standing Committee serves at the pleasure of, and at the direction of, the Board. The Board may establish or terminate other Standing Committees in addition to the Nominating and Finance Committees by a two-thirds (2/3) vote at any time when the Board is authorized to take action pursuant to these Bylaws. The President shall appoint Officers or other Board members as the Chairs of these Standing Committees, who shall then appoint their own committee members from among the Representatives and Individual Members. The Board shall re-establish or terminate each of such other Standing Committees by a two-thirds (2/3) vote at its first regular meeting after January 1 of each year. The term of each Committee Chair shall be one (1) year, coinciding with the term of the President who appoints such Chair.

Section 2. Existing Standing Committees

Existing Standing Committees are Nominations Committee, Finance Committee and Executive Committee.

The Nominating Committee, a permanent committee of the Council (a “Standing Committee”), shall include at least five (5) Members, three (3) of whom must be elected Directors. The Vice President or the President shall select a Chair, who shall serve at the discretion of the President, subject to ratification by the Board. The Chair shall select Representatives and Individual Members to serve on the committee, and the entire list of those proposed for committee service shall be submitted for approval by the Board of Directors. The Nominating Committee shall have such additional responsibilities as are set forth in Article IX, Section 1.

There shall be a Finance Committee as one of these other Standing Committees. The Finance Committee shall be responsible for review and oversight of all Council financial matters, development of an annual budget, for the recommendation of such budget to the Board for approval, and for recommendations to the Board on matters relating to the financial development of the Council. The Treasurer shall Chair the Finance Committee, who shall serve at the discretion of the President, subject to ratification by the Board. The Treasurer Chair shall select Representatives and Individual Members to serve on the committee, and the entire list of those proposed for committee service shall be submitted for approval by the Board of Directors. The Treasurer shall report back to the Board the meeting minutes.

Section 3. Non-Standing Committees

The Executive Committee shall establish committees, task forces, and other groups as needed to carry out the mission of the Council (each a “Non-Standing Committee”). The President shall appoint Representatives or Individual Members as the Chairs of all such Non-Standing Committees, who shall then appoint their own participants from among the Members. The Chairs of such Non-Standing Committees (as a result of his or her position as Chair alone) shall not be appointed or serve on the Board. The Executive Committee may also terminate such Non-Standing Committees, at its discretion.

Section 4. Limitations Upon Committees of the Board of Directors

No committee of the Board of Directors, including any executive committee, shall have any of the authority of the Board of Directors with respect to a) the approval of any action required by law as also requiring the approval of the Members; b) the filling of vacancies on the Board of Directors or on any committee of the Board; c) the amendment or repeal of Bylaws or the adoption of new Bylaws; d) the amendment or repeal of the articles of incorporation or the adoption of new articles; e) adopting a plan of merger or consolidation; f) recommending to the Members the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation; or g) recommending to the members a voluntary dissolution of the Corporation or a revocation thereof.

ARTICLE VIII – MEMBERSHIP MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the Members shall be held at such time and place as the President acting alone or as the Secretary upon the direction of the Board shall decide. If the Annual Meeting shall not be held within six (6) months of its customary time, any Member in good standing may call such meeting.

Section 2. Special Meetings

Special meetings of the Members may be called at any time by the President, Secretary, Board or by the Members by petition to the President or Secretary from one half (1/2) of the Voting Members.

Section 3. Notice of Meetings

Written notice of every meeting of the Membership, including items to be discussed at the meeting, shall be given to all Members in good standing not less than thirty (30) days before such meeting.

Section 4. Quorum and Voting

The one-third (1/3) of the Voting Members shall constitute a quorum, and a vote by the majority of the Voting Members present at a meeting duly called and with an initial quorum shall constitute action of the Members.

Section 5. Parliamentary Authority

The rules contained in The Standard Code of Parliamentary Procedure shall govern the procedure of any meeting of the corporation in all cases to which they are applicable, and in which they are not in conflict with these Bylaws.

ARTICLE IX - ELECTIONS AND VOTING

Section 1. Nominating Committee Responsibility

The Nominating Committee as defined by Article VII shall be required to prepare an election slate of candidates for positions on the Board of Directors and an election slate for positions as officers of the Council, in accordance with Nominating and Elections Procedures established by the Board of Directors. The Nominating Committee shall strive to present candidates for election in a manner that maintains a diversity of representation consistent with the classes of Members and interests. Election slates for each office of Director must be approved by the Board of Directors prior to presentation to the Voting Members.

Section 2. Election

Elections of members of the Board of Directors shall be conducted by an election slate and ballot mailed or made available by electronic media to the Voting Members at least three (3) months prior to the Annual Meeting of the Members.

Section 3. Eligibility

Only Composter and Affiliate members who have paid dues for the current calendar year and are in good standing shall be eligible to vote.

Section 4. Votes per Member

Every eligible Composter and Affiliate Member shall have the right to cast one (1) vote for each of Director seat up for election. "Weighted" voting (i.e., a Member casting more than one (1) of its votes for a single candidate) shall not be allowed. Voting rights for any Composter or Affiliate Member shall be exercised by the designated Representative of such Member. Individual members do not have voting rights.

Section 5. Required Vote

A simple majority of the votes cast by Voting Members shall be required to elect a Director to the Board of Directors.

Section 6. Nominating and Election Procedures

Uniform Nominating and Election Procedures shall be issued by the Board of Directors for the guidance of the Nominating Committee.

Section 7. Quorums and Decision by Majority Vote

In all cases, except for meetings of the Board and meetings of the Members, a quorum shall be defined as 50% of those eligible to participate in the business of the Council, and a vote by a majority of those participating, provided that a quorum is had, shall constitute action.

ARTICLE X – INTERPRETATION AND AMENDMENT

Section 1. Interpretation

The vote of two-thirds (2/3) of the Directors of the Board shall interpret the meaning and intent of these Bylaws. When warranted, the Board of Directors by majority vote may request a written opinion from legal counsel on the proper interpretation thereof.

Section 2. Amendment of Bylaws

The Board of Directors may take action to recommend amendments to these Bylaws, by a two-thirds (2/3) vote of all Directors, providing that written notice containing the proposed change shall have been given by the Secretary to each of the Directors at least thirty (30) days prior to the meeting for action thereon.

However, such action by the Board of Directors is subject to further approval by the Members; therefore, the Members shall be notified at least ninety (90) days prior to the Annual Meeting, or any Special Meeting called for the purpose of amending Bylaws, of the proposed amendment and the intent to request Members approval at that meeting. If desired, the Board may institute a voting procedure by mail or by electronic media to take action on Bylaws amendments. The President will appoint a task force made up of current Board Members to review and recommend updates and changes to the By-laws as the need arises.

ARTICLE XI – INDEMNIFICATION

Section 1. Indemnification of Officers and Directors

To the fullest extent permitted by law, this Corporation shall indemnify its directors and officers, including persons formerly occupying any such positions, against all expenses (including attorney's fees), judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been a director or officer of the Corporation, except that no person shall be entitled to indemnification for any liability in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding, or for any liability arising out of conduct constituting any of the following:

- a) receipt by an officer or director of a financial benefit to which the officer or director is not entitled;
- b) an intentional infliction of harm upon the Corporation; or
- c) an intentional violation of law.

ARTICLE XII – ASSETS

Section 1. Use of Funds

The Council shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of said funds shall accrue to, or be distributed to the Members, officers, staff, or any other authorized agent of the Council, except as authorized by the policies and procedures established by the Board for reimbursement of expenses.

Section 2. Corporate Records, Contracts and Accounts

Books and Records.

The Corporation shall keep correct and complete books and records of account, and shall keep written minutes of the proceedings of its Members, Board of Directors, and any committees having any of the authority of the Board of Directors. In addition, the Corporation shall keep at its registered office or principal office a record of the names and addresses of its Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time. Without imposing any duty to provide photocopies of its books and records, the Corporation shall be entitled to charge a reasonable fee for providing photocopies of any book or record requested by or on behalf of a Member.

Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Checks.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents

of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the Treasurer.

Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 2. Dissolution

The Board of Directors may take action regarding the dissolution of the Council if the purpose can no longer be sustained. Such action requires a unanimous vote of the Board of Directors at a meeting at which quorums of Directors are physically present. Notice must be submitted to the Members at least ninety (90) days in advance of the Board meeting called for the purpose of approving the recommendation to dissolve the Council.

Section 3. Assets

In the event of action to dissolve the organization, all assets of the Council will be transferred in whole or in parts to one or more non-profit organizations or foundations that meet the requirements as a 501 (c) (3) or a 501(c) (6) organization as defined by the Internal Revenue Code, to be selected by the Board of Directors at the time of the action to dissolve the Council.

This modification replaces in their entirety the Bylaws of the Composting Council adopted on July 9, 1993 and all subsequent amendments and modifications thereto. This modification to the Bylaws shall become effective immediately upon adoption by the Board.