



Information Packet
For
Prospective Board Members

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WSRA Vision, Mission & History

WSRA Vision

WSRA envisions a world in which the concept of waste no longer exists.

WSRA Mission

The mission of the Washington State Recycling Association is “to provide leadership and education to foster the expansion, diversity and economic vitality of recycling as part of sustainable resource management.” To fulfill this mission people come together and work on the issues that affect us all.

About WSRA

The Washington State Recycling Association (WSRA) was formed in 1976 to support the fledgling recycling industry and promote recycling in the state of Washington. WSRA provides a forum for discussing recycling issues at a level that reflects the deep pool of membership expertise. Our nonprofit 501(c)6 allows us to influence government policy. We encourage education and growth through newsletters, quarterly meetings, annual conferences and award presentations. WSRA members encompass a diverse group of city, county and state government staff; non-profit organizations; representatives from recycling and solid waste companies; compost processors; green builders; colleges and universities; and private citizens. With over 500 members, WSRA continues to set the industry standard for encouraging sustainable legislative initiatives and awareness.

Organizational Structure

WSRA is a Washington corporation, organized under RCW 24.06 and operated per adopted bylaws. Membership is open to “any individual, corporation or government entity actively participating in the development or implementation of solid waste, recycling, or related programs in the State of Washington, (Restated Articles of Incorporation, 1992). An annual membership meeting is held each year in May, during the annual conference.

Board of Directors

A 15-member Board of Directors, elected by membership for two-year terms, governs the association. Board meetings are held monthly, and the location rotates between member offices. A planning retreat is held each July. Board officers are elected each spring for the coming year—President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer. Board members are actively engaged in the work of the association. Each Board member is expected to chair (or co-chair) a committee and actively participate in all aspects of the organization.

Staff

WSRA contracts with an Association Management Company to assist the board and facilitate committee activities. The company provides a dedicated Executive Director and is responsible for WSRA’s day to day operations and specialized work such as conference, graphic design, and bookkeeping. Offices for the association are located in Port Orchard, WA.

Volunteers

Throughout the year, most WSRA work is conducted through a large pool of volunteers. These volunteers are typically members of the Association and are organized into multiple working committees.

Committees are led by a chair or co-chairs and supported by staff. Committees meet quarterly, monthly, or bi-monthly depending upon need. Participation on committees by members is strongly desired and encouraged.

Conference

This group plans and executes a financially successful Annual Conference & Trade Show that includes a balance of educational and networking opportunities for WSRA members. *Subcommittees include: Awards, Golf, and Student Guest*

WRED Committee

This committee plans WSRA's Washington Recycles Every Day (WRED) event series. This committee also creates programs that educate, inform, and stimulate membership professional development – making WSRA the primary learning and knowledge source for recycling professionals in Washington.

Membership

This committee is responsible for the development of membership as well as linking the association together by engaging current and new members.

Policy Committee

This committee monitors and evaluates legislative and regulatory issues of interest to the WSRA membership, develop educational papers, and make recommendations to the Board of Directors.

Board Member Job Description & Responsibilities

Member of the WSRA Board of Directors are responsible for the governance of WSRA. As a director, you will make a significant commitment of resources (time, money, expertise, community contacts, organizational skills and/or leadership talents) to advance the mission and goals of the association.

The following responsibilities for WSRA officers and board members represent the minimum members will promise to carry out during their two-year terms.

Board Member Responsibilities:

- ✓ Volunteer at least 8 – 12 hours per month on WSRA activities (non-compensated)
- ✓ Prepare for an attend board meeting. Miss no more than two in a row or three total in a year.
- ✓ Attend the annual board retreat (held in July)
- ✓ Cover board-related travel, lodging, and meal expenses
- ✓ Chair (or co-chair) at least one WSRA committee
- ✓ Attend the WSRA annual conference and at least one or two WRED events each year
- ✓ Assist with conference sponsorship solicitation and other fundraising activities
- ✓ Recruit new WSRA members, committee members, and board nominees
- ✓ Stay current on all board policies and activities
- ✓ Coordinate opportunities to represent, promote, and publicize WSRA
- ✓ Be aware and abstain from any conflict of interest
- ✓ Evaluate and contribute to the needs of the organization

Executive Board Officers

The WSRA Board shall elect from among itself up to six (6) officers, each of whom will serve for one (1) fiscal year and shall constitute the Executive Committee. Officers include: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.

Bylaws of Washington State Recycling Association

ARTICLE I General

1.1 Name. The name of this organization shall be the Washington State Recycling Association (“Association” or “WSRA”), a nonprofit trade association incorporated in the State of Washington.

1.2 Purpose. The primary purpose for which this Association is formed is to provide tools and resources, industry news and trends, educational workshops and conferences, legislative advocacy, and a large and resourceful network of people and organizations to advance practices and policy around waste reduction, reuse, recycling, and composting in Washington.

1.3 Office and Agent. The principal office and place of business of this Association shall be in Tukwila, Washington, or at such other location in the State of Washington as may, from time to time, be determined by the Board of Directors. The registered agent shall be the Executive Director.

ARTICLE II Membership

2.1 Types of Membership. The Association shall have seven types of membership: large organization, mid-sized organization, small organization, nonprofit organization, individual, student, and senior citizen (“Members”). Additional types of memberships and the qualifications and rights of each type of Member may be established by amendment to these Bylaws. All Members may participate in the activities and programs of the Association and shall pay dues as set forth by the Board of Directors from time to time.

Large Organization

- a. Qualification: Governments serving more than 200,000 households or businesses with more than 100 employees.
- b. Voting Rights: Has one vote at Member meetings, may hold office and participate in the business and activities of the Association.

Mid-Sized Organization

- a. Qualification: Governments serving more than 80,000 to 200,000 households or businesses with 25 to 99 employees.
- b. Voting Rights: Has one vote at Member meetings, may hold office and participate in the business and activities of the Association.

Small Organization

- a. Qualification: Governments serving more than 80,000 households or fewer or businesses with less than 25 employees.
- b. Voting Rights: Has one vote at Member meetings, may hold office and participate in the business and activities of the Association.

Nonprofit Organization

- a. Qualification: Organization with a 501(c)3 status.
- b. Voting Rights: Has one vote at Member meetings, may hold office and participate in the business and activities of the Association.

Individual

- a. Qualification: Individual not representing a company or organization.
- b. Voting Rights: Has one vote at Member meetings, may hold office and participate in the business and activities of the Association.

Student

- a. Qualification: Individual enrolled full-time in any school.
- b. Voting Rights: Shall not vote or hold office in the Association. May participate in the business and activities of the Association.

Senior Citizen

- a. Qualification: Individual age 65 or holder.
- b. Voting Rights: Shall not vote or hold office in the Association. May participate in the business and activities of the Association.

2.2 Resignation. Any Member may resign by filing a written resignation with the Secretary or Executive Director of the Association. Such resignation does not relieve the Member so resigning of the obligation to pay any dues or other charges accrued and unpaid.

2.3 Termination of Membership. A Member may be involuntarily terminated by failing to pay membership dues within ninety (90) days of their being due. A Member may be suspended or removed for misconduct as set for in the Code of Conduct for this Association. Suspension or removal of a Member requires a vote of a two-thirds majority of Board Members at a meeting of the Board at which a quorum (as defined in section 3.4) is present. Any such Member is entitled, upon written request, to an opportunity to be heard before the Board of Board Members prior to a vote.

ARTICLE III Meetings

3.1 Annual Meeting. The Annual Meeting of the Members for the transaction of business as may come before the meeting shall be held at the Association's annual conference. Alternatively, the Annual Meeting may be set by the President (if there is one), Executive Director or Board of Directors.

3.2 Special Meetings. Special Meetings of the Members may be called by the President (if there is one), the Board of Directors, the Executive Director, or Members holding not less than one-tenth of the total votes entitled to vote at such meeting. The place, day and hour shall be set by the caller of the meeting, in addition to the special meeting agenda.

3.3 Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the name of the person(s) by whom or at whose direction the meeting is called, shall be delivered to each Member of record entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail or e-mail, by or at the direction of the President (if there is one), Executive Director, Secretary or person(s) calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the address as it appears in register of Members of the Association, with first class postage thereon prepaid.

3.4 Quorum. At least ten percent (10%) of the Members will constitute a quorum at any meeting of Members and in any vote of the Membership. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting shall be the act of the Members. If a quorum is initially present at a meeting, the Members may continue to transact business even if some have withdrawn so that the remaining Members no longer constitute a quorum.

3.5 Voting Record. At least ten (10) days before the Annual Meeting of the Members, the Assistant Secretary/Treasurer, or WSRA staff at his/her direction, shall make a complete electronic list of the Members, arranged in alphabetical order. The electronic list shall be subject to the inspection of any Member during the whole time of the meeting for any purposes.

3.6 Voting. A Member may vote either in person or by proxy executed in writing by the Member or by mailed or emailed ballot. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

3.7 Fixing Record Date for Membership. The Board of Directors may fix in advance a date as the record date to determine voting Members, not more than thirty (30) or less than ten (10) days, prior to the date the vote is to occur.

The date on which the notice of the meeting is mailed or e-mailed shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this paragraph, such determination shall apply to any adjournment of such meeting.

3.8 Adjourned Meetings. The meeting may be adjourned to any time and place the majority of Members present at the meeting may determine without new notice being given to the Members, whether by reason of the failure of a quorum to attend or otherwise. If a quorum shall not be present at any meeting, and the Members fail to adjourn the meeting as aforesaid, the Officer entitled to preside at such meeting shall have the power to adjourn the meeting by announcing the place and time to which such meeting has been adjourned, without new notice being given to the Members.

3.9 Action Without Meeting. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by (a) all of the Members entitled to vote with respect to the subject matter thereof or (b) a majority of such Members. Such consent shall have the same force and effect as (a) a unanimous vote of the Members or (b) a majority vote and shall be inserted in the minute book as though it were the minutes of a meeting of the Members.

3.10 Meetings by Telephone. Members may participate in or conduct their respective meetings by phone or intercom as long as all persons participating in the meeting can hear each other at the same time.

ARTICLE IV **Board of Directors**

4.1 Number and Powers. The number of Board Members shall be not more than fifteen and not fewer than five. The management of all affairs, property, and interests of the Association shall be vested in a Board of Board Members. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Association as it may deem proper and which are not inconsistent with statute, the Articles of Incorporation or these Bylaws.

4.2 Composition. The Board shall include current Members from a variety of aspects of the recycling industry in Washington State. At least 50 percent of the Board Members shall be representatives from the private recycling industry. In reviewing candidates for Board positions, the nominating committee and Board of Directors shall consider qualifications including, but not limited to,

- a. membership status (All Board Members must be current WSRA Members in good standing)
- b. length of membership
- c. participation on WSRA committees
- d. geographic area
- e. industry sector
- f. business or organization size
- g. nonprofit board experience
- h. skillset
- i. awareness of and ability to perform all Board Member duties

4.3 Term of Office. A Board Member shall hold office for two years. Terms shall begin on July 1 following the election. Positions shall be filled on a rotating basis.

4.4 Election of Board Members. The election of the Board of Directors shall occur annually in accordance with the following procedure:

- a. The Assistant Secretary or other Board designee shall facilitate the Board of Directors election process as outlined in the BOD Elections Procedures. He/she shall convene a Board Nominating Committee, none of whom are nominees, to review nominations and propose final nominees to the Board at least sufficient to constitute a full Board.
- b. Nominations Timeline. The Assistant Secretary, other Board designee, or Executive Director shall commence the nominations process by distributing a request for nominations by e-mail or mail to all Members at least 15 days in advance of the close of nominations and 50 days in advance of the date on which completed ballots must be received. A second request for nominations must be distributed at least 5 days in advance of the nominations deadline and 40 days in advance of the completed ballot receipt deadline. The Nominations Committee shall consider nominees using criteria in accordance with Section 4.2 Composition. The Nominations Committee shall provide to the Board of Directors a full listing of all nominations received and recommendations for candidacy no later than 30 days in advance of the ballot receipt deadline.
- c. Candidates for Board of Directors: The Board of Directors shall have final review and approval of all nominees for candidacy. A final list of candidates shall be selected by an affirmative vote of the majority of Board Members. The Board shall provide the final list of candidates to the Assistant Secretary for creation of the official ballot.
- d. Official Ballot: The official ballot for the Board of Director elections must be distributed at least 10 business days before the completed ballot receipt deadline and must include the following:
 - (i) the number of Board Members to be elected,
 - (ii) the minimum number of private recycling industry positions to be filled,
 - (iii) the names and professional profiles of all continuing Board Members and persons nominated by the Board and Members on or before said specified date, designating those persons who represent the private recycling industry

- (iv) the process by which a Member can submit their ballot
 - (v) the date established by the Board by which such votes must be received by the Assistant Secretary (Votes received after such date shall not be counted.)
 - (vi) the date all persons elected as Board Members shall take office.
- a. The Assistant Secretary and at least one Board designee who is not a nominee shall review the results and distribute a report of the vote results to all Members by mail or email.

4.5 Absences and Vacancies.

- a. A Board Member may resign at any time by delivering written notice of resignation to the Secretary, or if the Secretary cannot be found, to the Executive Director or registered agent of the Association. The resignation shall be effective upon receipt by the Secretary, President, Executive Director or registered agent as the case may be.
- b. A Member of the Board of Directors who shall be absent from two (2) consecutive Board meetings or fail to attend a total of three (3) meetings during a fiscal year, unless confined by illness or otherwise decreed as a good cause by a majority vote of those voting at any board meeting, shall automatically be dropped from membership of the Board.
- c. Vacancies on the Board, and newly created directorships resulting from an increase in the authorized number of Board Members shall be announced by e-mail to the membership least 15 days before the Board votes to fill the vacancy, giving Members an opportunity to suggest replacement Board Members. Vacancies shall be filled by the affirmative vote of a majority of the Board Members then in office or by a sole remaining Board Member. A Board Member elected to fill a vacancy shall be elected for the unexpired term of his predecessor. A directorship to be filled by reason of an increase in the number of Board Members shall serve only until the next election of Board Members.

4.7 Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and time as decided by the Board.

4.8 Special Meeting. Special meetings of the Board of Directors may be called by the President (if there is one), Executive Director, Secretary, or one-third of the Board Members. At any meeting at which all of the Board Members are present, though held without notice, business may be transacted which might have been transacted if the meeting had been duly called.

4.9 Notice of Meetings. Notice of the time and place of all meetings of the Board of Directors shall be provided to all Board Members and Members at least three (3) days prior to the day upon which the meeting is to be held. Notice of a special meeting shall state the purpose for which the meeting is called and what business is proposed to be transacted.

Notice of any meeting of the Board of Directors need not be given to a Board Member if it is waived by him/her in writing. Attendance of a Board Member at a meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened and s/he has given written notice of objection to the Secretary prior to the commencement of the meeting.

4.10 Quorum. A majority of the Board Members, attending in person or by telephone, shall constitute a quorum for the transaction of business. Each Board Member shall be entitled to one vote. If a

quorum is present, the act of the majority of the Board Members' present shall be the act of the Board. The Board Members present at a duly organized meeting may continue to transact business until adjournment even though a number of Board Members have withdrawn and the remaining Board Members no longer constitute a quorum. If there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum is obtained, and no further notice need be given.

4.11 Action Without a Meeting. Any board or committee action may be taken without a meeting if written consent to the action is signed a majority of Board Members or committee Members, as the case may be. Such consent shall have the same effect as a vote, and shall be inserted in the minute book as if it were the minutes of a Board meeting.

4.12 Compensation. Board Members shall not receive, directly or indirectly, any salaries, income, profit, or other pecuniary benefit from the Association for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual travel expenses incurred in the performance of their duties for the Association, as long as a majority of disinterested Board Members approve the reimbursement. The Association shall not loan money or property to, or guarantee the obligation of, any Director.

4.13 Presumption of Assent. A Board Member of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action taken unless her/his dissent shall be entered in the minutes of the meeting or unless s/he shall file his written dissent to such action with the person acting as the secretary of the meeting before adjournment or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board Member who voted in favor of such action.

4.14 Removal. At a special meeting of the Members called for such purpose, any Board Member, or the entire Board of Directors, may be removed, with or without cause, by a vote of the majority of Members entitled to vote at an election of Board Member(s).

4.15 Conflict of Interest. Any Member who could be perceived as having potential for material conflict of interest on an issue before the Board or one of its committees shall refrain from the discussion of the issue in question, except as asked for expert opinion, and shall abstain from all votes on the issue. Officers and other Members of the Board or committee shall remind the Member in question of this responsibility, should s/he fail to notice it.

ARTICLE V

Officers

5.1 Officers. The Officers of the Association shall be a President or Co-Presidents, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors and who shall hold office at the pleasure of the Board. Terms of office shall be one year. In addition, the Board of Directors may elect a Vice President, Assistant Secretary and Assistant Treasurer as it may deem proper. The Officers shall be elected via electronic ballot before the end of the fiscal year.

5.2 President. The President or Co-Presidents shall direct the activities of the Board of Directors, convene and conduct all meetings of the Board, and carry out such other duties as are set forth in these bylaws. The President or Co-President shall preside at meetings of the Members and meetings of the Board of Directors. The President shall be a signer on the Association's accounts.

5.3 Vice President. The Vice President shall assume the President's duties when the President is absent or incapacitated. If the President resigns, the Vice President shall assume the President's duties until a

new President is elected. He/she shall be a Member of the Executive Committee and shall be responsible for coordinating with chairs of all Committees to recruit committee Members and achieve Board objectives.

5.4 Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board Members, and all other notices required by statute, the Articles, or these Bylaws. S/He shall record all of the proceedings of the meetings of the Members and of the Board Members in a proper Association minute book. S/He, or WSRA staff at her/his direction, shall keep a record of the Members of the Association and their addresses. S/He shall also perform such other duties as may be assigned to her/him by the Executive Director or the Board of Directors. He/she shall be a Member of the Executive Committee.

5.5 Assistant Secretary. An Assistant Secretary shall, in the absence or disability of the Secretary, or in the event that for any reason it is impracticable for the Secretary to act, have the powers and duties of the Secretary. He/she shall be a Member of the Executive Committee.

5.6 Treasurer. The Treasurer shall oversee the handling of Association funds and securities and shall ensure that a full and accurate account of receipts and disbursements are kept in books belonging to the Association. S/He shall oversee the deposit of all monies and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall oversee the disbursement of funds of the Association as may be ordered by the Board of Directors, or the Executive Committee. The Treasurer may delegate to the Executive Director responsibility for taking proper vouchers for such disbursements. The Treasurer shall be a signer on the Association's accounts. He/she shall render an account of the Association's transactions and of the financial condition of the Association to the Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, and to the Members at the Annual Meeting of Members. The Treasurer shall ensure that the Executive Director provides to the Board of Directors an annual budget for the review and approval of the Board. The Treasurer shall also perform other such duties as may be assigned to her/him by the Board of Directors. He/she shall be a Member of the Executive Committee.

5.7 Assistant Treasurer. An Assistant Treasurer shall in the absence of the Treasurer, or in the event that it is impracticable for the Treasurer to act, have the powers and the duties of the Treasurer. The Assistant Treasurer shall be a signer on the Association's accounts. If required by the Board of Directors s/he shall give the Association a bond for the faithful discharge of his/her duties in such amount and with such surety as the Board shall prescribe. He/she shall be a Member of the Executive Committee.

5.8 Vacancies. Vacancies in any office may be filled by the Board of Directors at any meeting of the Board Members.

5.9 Other Officers and Agents. The Board of Directors may appoint such other Officers and agents as it shall deem necessary or expedient, which shall hold their offices for such terms, and shall exercise such powers and perform such duties, as shall be determined from time to time by the Board.

5.10 Removal. Any Officer, employee or agent of the Association may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.11 Bonding. The Board of Directors may provide for bonding of such Officers, Directors, agents and employees of the Association as it may determine.

ARTICLE VI

Committees

6.1 Committees. The President of the Board of Directors may, from time to time, establish such committees as the President deems necessary and appropriate to assist with the operation of the Association. Such committees may include, but not be limited to, the following: Conference, Member Programs and Services, Member Development and Connections, Policy and Advocacy, and Education.

6.2 Committee Operations.

- a. A Committee, when formed, shall organize itself and shall develop policies and procedures to guide it in performing the functions and duties as are given to the Committee or Committees elsewhere in these Bylaws or by the Board of Directors.
- b. A Chair(s) of the committee will be appointed by the President. At least one Chair of the Committee shall be a Board Member in good standing. A Committee Chair who shall be absent from two (2) consecutive Committee meetings or fail to attend a total of three (3) meetings during a fiscal year, unless confined by illness or otherwise decreed as a good cause by the President, shall automatically be removed from Committee leadership.
- c. Committee Membership shall be open to all Association Members. The President shall have the authority to deny Committee membership for any reason, including but not limited to, conflict of interest. Denial of Committee membership can be appealed to the Board of Directors.
- d. All Committee meetings shall be open to all Members interested in attending, except that attendance may be limited from time to time at the sole discretion of the President.

6.3 Committee Meeting Notification. Notification of Committee meetings stating the place and hour of the meeting shall be delivered by email or regular U.S. Mail not less than three (3) days before the date of the meeting. Committee Chairs shall have the authority to call special Committee meetings on less than three (3) days' notice.

6.4 Delegation of Board Authority. The Board may delegate authority to a committee by resolution. No committee, regardless of composition or method of appointment, shall have the authority to amend the Articles of Incorporation, adopt a plan of merger or consolidation, recommend to the Members the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Association otherwise than in the usual and regular course of its business, recommend to the Members a voluntary dissolution of the Association or a revocation thereof, or amend the Bylaws of the Association. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any Member thereof, of any responsibility imposed by law.

6.5 Communication. No committee of the Association may communicate a public position on any issue without approval of the Board of Directors, unless authority to communicate public positions on certain matters has been granted by the board. If the Board of Directors declines to approve or disapprove the position and has not granted authority to communicate public positions on the Board's behalf, and unless the Board expressly directs otherwise, then the committee may communicate the position as a position of the committee but shall also include a prominent notice that the Association has declined to approve or disapprove, as the case may be, the position taken by the committee.

ARTICLE VII
Employees of the Association

7.1 Executive Director. The Board of Directors may hire and assign duties to an Executive Director of the Association. The Executive Director shall be responsible for the day-to-day management of the Association and shall have the power, subject to the oversight of the Board, to hire and dismiss other employees and agents of the Association, to determine compensation for such employees, and to establish policies and procedures applying to such employees. The Executive Director shall be assigned other duties and given such compensation as the Board may determine in its discretion and shall serve at the pleasure of the Board, with due consideration to any contract entered into by the Executive Director and the Association, as approved by the Board. The Executive Director shall not have voting privileges.

ARTICLE VIII

Indemnification of Officers and Board Members

8.1 No Board Member or Former Board Member of the Association shall be personally liable to the Association or its Members for monetary damages for any conduct as a Board Member, provided, however, that this section shall not eliminate or limit the liability of a Board Member for acts or omissions that involve intentional misconduct by a Board Member or a knowing violation of law by a Board Member or for any transaction from which the Board Member will receive a benefit in money, property, or services to which a Board Member is not legally entitled; and provided, this limitation shall not eliminate or limit the ability of a Board Member for any act or omission prior to the date when this provision becomes effective.

8.2 Each Officer or Board Member shall be indemnified by the Association against all expenses reasonably incurred by him/her in connection with an action, suit, or proceeding to which he/she may be a party defendant or with which he/she may be threatened by reason of his/her being or having been a Board Member or Officer of the Association or by reason of having acted pursuant to a resolution of the Board of Directors, but an Officer or Board Member shall not be indemnified for any matter which he/she is held liable for gross negligence or misconduct in the performance of his/her duties. The term “expenses” includes the amount paid in satisfaction of a judgement or in the settlement of a claim if the settlement is approved by a majority of the Members of the Board of Directors of the Association other than those involved, or by a majority of the Members of a committee of five or more Members of the Association who are not Officers or Board Members so involved appointment by the President, subject to the approval of the Board. The right of indemnification under this article shall not exclude any other right to which an Officer or Board Member may be entitled nor restrict the Association’s right to indemnify or reimburse an Officer or Board Member in a proper case even though not specifically provided for herein.

ARTICLE IX

Multiple Interests of Board Members or Officers

9.1 Multiple Interests of Board Members or Officers. No contract or transaction between the Association and one or more of its Board Members or Officers, or between the Association and any other association, partnership, or other organization in which one or more of its Board Members or Officers are Board Members or Officers, or have a financial interest therein, shall be void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his/her vote is counted for such purpose, nor shall the Director or Officer be required to account to the Association for any profit or benefit derived from such contract or transaction if:

- a. His/her interest is disclosed or is known to the Board of Directors or the committee and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Director or Board Members; or

- b. His/her interest is disclosed or is known to the Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Members; or
- c. The contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Members.

9.2 Quorum at Board Members' Meeting. Interested Board Members may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorized the contract or transaction.

ARTICLE X Amendment of Bylaws

10.1 The Bylaws of the Association may be amended or repealed as deemed appropriate by majority vote of the Members present at an annual or special meeting or by electronic vote subject to quorum requirements as stated in these bylaws.

ARTICLE XI Administrative Provisions

11.1 Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of Members and Board Members where those rules are not inconsistent with statute, the Articles of Incorporation, these Bylaws or special rules of order of the Association.

11.2 Fiscal Year. The Association's fiscal year shall begin on July 1 and end on June 30.

11.3 Budget. The Executive Committee shall compile a budget of estimated income and expenses for the coming year and submit it to the Board of Directors for approval no later than the July board meeting.

11.4 Books and Records.

- a. Records of Association Meetings and Register of Members. The Association shall cause to be kept (1) complete records of all the proceedings of the Board of Directors and Members and (2) an electronic register giving the names and addresses of the Members and showing the number and type of memberships.
- b. Copies of Resolutions. Any person dealing with the Association may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or Members when certified by the Executive Director or Secretary.
- c. Books of Account. The Association shall keep appropriate and complete books of account.

11.4 Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. No loans shall be made to Directors or Officers of the Association.

11.5 Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board may elect.

11.6 Disbursements. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check and/or debit card. All checks over \$5,000 must bear the signatures of the Executive Director and one other signer on the account.

11.7 Unauthorized Liabilities. Any liability incurred by any Officer, Board Member or Committee of the Association in excess of the appropriate authorized by the Board of Directors, or any other duly constituted governing body shall be the personal liability of the person or persons responsible for incurring or authorizing the same, to the maximum extent permitted under Washington state law. If multiple persons are responsible for such liability, they shall be jointly and serially liable.

11.8 Annual Report. The Board of Directors shall issue an annual report on the state of the Association on or before May 31 of the year following each fiscal year. The annual report shall be made available electronically to all Members at no charge and shall be filed in the Records of Association meetings.

ARTICLE XII Dissolution

12.1 The Association shall use its funds only to accomplish the purpose specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the Members of the organization. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified organizations holding a 501(c) status with the United States Internal Revenue Service to be selected by the Board of Directors.

ARTICLE XIII Enactment

13.1 These amended Bylaws shall be effective immediately following their approval by the membership of the Association with a vote taken in accordance with the requirements of the existing Bylaws with regards to effecting amendments to the Bylaws.

Bylaws adopted by the Board of Directors on September 25, 1992.
Amendments adopted by the membership on April 18, 1997.
Amendments adopted by the membership on December 4, 2009.
Amendments adopted by the membership on December 12, 2011.
Amendments adopted by the membership on September 18, 2014
Amendments adopted by the membership on October 31, 2016.
Amendments adopted by the membership on January 5, 2018.



WASHINGTON STATE RECYCLING ASSOCIATION

Conflict of Interest Policy

Adopted by the WSRA Board of Directors December 19, 2016

ARTICLE 1. PURPOSE

The purpose of the conflict of interest policy is to protect the interests of Washington State Recycling Association ("**WSRA**") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of WSRA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE 2. DEFINITIONS

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which WSRA has a transaction or arrangement,
- b. A compensation arrangement with WSRA or with any entity or individual with which WSRA has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which WSRA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article 3, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE 3. PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether WSRA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. The governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in WSRA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 4. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE 5. COMPENSATION

- a. A voting member of the governing board who receives compensation, directly or indirectly, from WSRA for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WSRA for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WSRA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 6. ANNUAL STATEMENTS

Each director and officer shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands that WSRA is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**WASHINGTON STATE RECYCLING ASSOCIATION
CONFLICT OF INTEREST POLICY CERTIFICATION**

The undersigned hereby acknowledges that the undersigned:

- (a) Has received a copy of the conflict of interest policy,
- (b) Has read and understands the conflict of interest policy,
- (c) Has agreed to comply with the conflict of interest policy, and
- (d) Understands that in order for Washington State Recycling Association to maintain its federal tax exemption as a charitable organization, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Please check one of the following boxes:

- I have no conflicts or potential conflicts to disclose.
- I have the following conflicts or potential conflicts to disclose (please describe):

Dated: _____

Print Name: _____
Title: _____



Washington State Recycling Association

Board of Directors Code of Conduct

Adopted by the Board of Directors on December 19, 2016

The Board of Directors of Washington State Recycling Association (WSRA) recognizes that it has a responsibility greater than that of other WSRA stakeholders to be the stewards of the organization's assets, interests, and reputation. This policy affirms the commitment of each director and officer to:

1. Understand and fulfill our **duty of care**. We will take reasonable steps to ensure we are making sound decisions on behalf of WSRA. We will regularly attend board meetings and remain informed. When we delegate authority to staff and to committees, we will provide sufficient support and oversight.
2. Understand and uphold our **duty of loyalty**. We will put the WSRA's interests, purpose, and well-being, ahead of personal and professional interests. We will strictly follow a Conflict of Interest policy, candidly disclose real or potential conflicts, and abstain from any vote in which we stand to benefit personally, in fact or perception.
3. Understand and fulfill our **duty of obedience**. We track, understand, and honor governing documents and policies.
4. We will ensure sound **fiscal controls** and **financial management** are in place to safeguard WSRA's assets.
5. We will monitor and protect WSRA's name and reputation.
6. We will hire, support, and provide meaningful feedback to our executive director.
7. With the exception of executive sessions, when necessary due to confidential matters, our board meetings will be open and accessible to our members. We will conduct meetings in a professional and respectful manner.
8. Bi-annually sign a statement that affirms their commitment to the policy (when elected to the board).

**WASHINGTON STATE RECYCLING ASSOCIATION
CODE OF CONDUCT AFFIRMATION**

The undersigned hereby acknowledges that the undersigned:

- (a) Has received a copy of the board of director's code of conduct policy,
- (b) Has read and understands the board of director's code of conduct policy,
- (c) Has agreed to comply with the board of director's code of conduct policy,

Dated: _____

Print Name: _____

Title: _____