

COLLEGE AND UNIVERSITY RECYCLING COALITION, INC.

Corporate By-Laws

ARTICLE I.

Name, Territory and Office

Section 1. *Name.* The Corporation shall be known as College and University Recycling Coalition, INC.

Section 2. *Territory.* The Corporation shall conduct activities primarily in the United States subject to changes by the aforementioned Corporation.

ARTICLE II.

Purpose

The purpose of the Corporation is to conduct the following activities which are exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, to organize and support environmental and sustainability program leaders at institutes of higher education in managing resources, recycling and waste issues through technical assistance; education and training programs; events and networking opportunities; and conduct any and all lawful activities that may be useful in accomplishing the foregoing purposes.

ARTICLE III.

Membership

This Corporation shall have no Members.

ARTICLE IV.

Board of Directors

Section 1. *General Management.* The general management of the affairs of this Corporation shall be vested in a Board of Directors, heretofore referred to as the Steering Committee. The Steering Committee shall have control of the property of the Corporation and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

Section 2. *Number.* The Steering Committee shall consist of not less than three (3) nor more than twelve (12) members, the number of Steering Committee members to be determined from time to time by resolution of the entire Steering Committee provided that no decrease in the number of Steering Committee members shall shorten the term of any incumbent Steering Committee member. As used in this Article, the term "the entire Steering Committee" shall mean the total number of Steering Committee members entitled to vote that the Corporation would have if there were no vacancies.

Section 3. *Qualifications.* Each member of the Steering Committee must be at least eighteen (18) years of age and committed to advancing the purposes of the Corporation. At least a majority of the Steering Committee members shall be independent of the Corporation as defined in Article VIII of these Bylaws.

Section 4. *Selection Procedure, Terms of Office, Newly Created Directorships & Vacancies*

4.1. *Selection Procedure.* At each Annual Meeting, the Steering Committee, by a plurality of the votes cast, shall elect new Steering Committee members to terms of three (3) years to replace those whose terms are expiring.

4.2. *Terms of Office.* The term of office for a Steering Committee member shall be three (3) years unless otherwise provided in these By-Laws. One-third of the members shall be selected every year. The terms of office for all Steering Committee members shall begin on the day of their election and shall conclude upon the election of their successors. Steering Committee members may serve no more than two (2) consecutive terms, plus the portion of an unexpired term to which they may have been appointed. All persons whether elected or appointed are limited to six consecutive years on the Steering Committee. After a lapse of three (3) years, they are eligible for re-election or appointment to the board of directors.

4.3. *Newly Created Steering Committee memberships.* Newly created Steering Committee memberships resulting from an increase in the number of Steering Committee Members shall be filled by vote of a majority of Steering Committee Members then in office, regardless of their number. Steering Committee members elected to fill newly created Steering Committee Memberships shall hold office in accordance with their classification and until their successors have been elected and qualified.

4.4. *Vacancies.* A vacancy in office shall arise upon the death, resignation or removal of a Steering Committee member. A vacancy on the Steering Committee occurring in the interim between Annual Meetings may be filled by an interim successor and appointed by the Steering Committee Chairperson. This appointment shall be confirmed or disapproved by the Steering Committee within the next two regular meetings. Steering Committee members selected to fill vacancies shall hold office for the remainder of the term of the vacated position in accordance with the classification of said position and until their successors have been elected and qualified.

Section 5. *Resignation.* A Steering Committee member may resign at any time by giving written notice to the Steering Committee, the Chair or the Secretary of the Corporation. Unless otherwise specified in notice, the resignation shall take effect upon receipt thereof by the Steering Committee, the Chairperson or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

Section 6. *Suspension & Removal.*

6.1. *Suspension.* Any or all of the members of the Steering Committee may be suspended for cause by a two-thirds (2/3) majority vote of the Steering Committee at any Annual Meeting, Regular Meeting or Special Meeting of the Steering Committee called for that purpose, provided there is a quorum for the meeting at which the action is taken. The period of suspension can last only until such time as the next Annual Meeting. At any meeting where a vote is to be taken to suspend a member of the Steering Committee, the Steering Committee member in question may attend and shall be given a reasonable opportunity to argue in his/her defense.

6.2. *Removal.* Any member of the Steering Committee may be removed with or without cause by a two-thirds (2/3) majority vote of the Steering Committee at any Annual Meeting, Regular Meeting or Special

Meeting of the Steering Committee called for that purpose, provided there is a quorum for the meeting at which the action is taken. At any meeting where a vote is to be taken to remove a member of the Steering Committee, the Member in question may attend and shall be given a reasonable opportunity to argue in his/her defense.

Section 7. *Meetings.*

7.1. *Annual Meetings.* The Steering Committee shall convene an Annual Meeting each year for the purpose of electing Directors and transacting such other and further business of the Corporation as may be required. Notice of the Annual Meeting need not be given.

7.2. *Regular Meetings.* The Steering Committee shall endeavor to convene Regular Meetings on a monthly basis. Regular Meetings of the Steering Committee may be held, with, or without, notice at such times as may be fixed from time to time by resolution of the Steering Committee.

7.3. *Special Meetings.* Special Meetings of the Steering Committee shall be held whenever called by the Chairperson, the Secretary, or any three (3) Steering Committee Members. Notice of Special Meetings shall be given personally or by telephone, electronic mail, facsimile or first class mail and shall state the purposes, time and place of the meeting. If notice is given personally or by telephone it shall be given not less than three (3) days before the meeting; if it is given by electronic mail, facsimile or first class mail, it shall be given not less than five (5) days before the meeting.

Section 7.4. *Place of Meetings.* The Steering Committee may hold its meetings via conference call or at such place or places as the Chairperson and Steering Committee may from time to time determine.

Section 7.5. *Quorum.* A quorum shall be required for the legal and proper conduct of the business of the Steering Committee. A majority of the total number of members of the Steering Committee then in existence shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Steering Committee Members.

Section 8. *Adjournment.* A majority of Members present at a meeting of the Steering Committee, whether or not a quorum is present, may adjourn any meeting to another time and place. Reasonable notice, given personally or by telephone, electronic mail, facsimile or first class mail, of the adjournment shall be given to all members who were absent at the time of the adjournment, and unless the purposes, time and place of the meeting are announced at the adjourned meeting, to the other Members.

Section 9. *Action by the Steering Committee.*

9.1. *Action Defined.* Except as otherwise provided by law or in these By-Laws, an "Action," or "Act," of the Steering Committee shall mean an action at a meeting of the Steering Committee authorized by vote of a majority of the Steering Committee Members present at the time of the vote, provided a sufficient quorum is present. The purchase sale, mortgage or lease of real property shall only be authorized by vote of a two-thirds (2/3) majority of the Members present at the time of the vote, provided a sufficient quorum is present. The sale, lease, exchange or other disposition of all, or substantially all, the assets of the Corporation shall only be authorized by vote of a two-thirds (2/3) majority of the members present at the time of the vote, provided a sufficient quorum is present, and a court of competent jurisdiction in the county where the Corporation maintains its principal place of business, if required by law.

9.2. *Written Consent.* Any action required or permitted to be taken by the Steering Committee or any committee thereof may be taken without a meeting if all members of the Steering Committee or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Steering Committee or committee shall be filed with the minutes of the proceedings of the Steering Committee or committee.

9.3. *Electronic Communication.* Any one (1) or more members of the Steering Committee or any committee thereof may participate in a meeting of such Steering Committee or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10. *Voting.* Each member of the Steering Committee shall have one vote.

ARTICLE V.

Officers

Section 1. *Officers, Election, Term.* The Steering Committee shall elect by majority vote a Chairperson, Secretary and Treasurer, and such other Officers as it may determine, who shall be given such duties, powers and functions as hereinafter provided. Officers must be Steering Committee members. Officers shall be elected to hold office for one (1) year from the date of election. Each Officer shall hold office for the term for which he or she is elected and until his or her successor has been elected. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. *Removal, Resignation.* Officers serve at the discretion of the Steering Committee. Any Officer elected by the Steering Committee may be suspended or removed by the Steering Committee. In the event of the death, resignation, suspension or removal of an Officer, the Chairperson of the Steering Committee shall appoint an acting successor to fill the un-expired term. This appointment shall be confirmed or disapproved by the Steering Committee within the next two regular meetings.

Section 3. *Duties.*

3.1. *Chairperson.* The Chairperson shall be the principal volunteer executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Steering Committee. The Chairperson, the Secretary or any other proper officer of the Corporation authorized by the Steering Committee may sign any deeds, mortgages, bonds, contracts or other instruments that the Steering Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Steering Committee by these by-laws or by statute to some other Officer or agency of the Corporation. The Chairperson is the sole member of the Steering Committee that can speak on behalf of the Corporation unless the President and/or the Steering Committee have otherwise delegated that authority or authority is granted otherwise within these bylaws. In general, the Chairperson shall perform all duties as may be prescribed by the Steering Committee from time to time.

3.2. *Secretary.* The Secretary shall ensure that the minutes of the meetings of the Steering Committee and its committees are recorded and maintained in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, and be custodian of the corporate records of the Corporation. The Secretary shall keep a register of the post office address, telephone number and, electronic address of each member of the Steering Committee and,

in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson and/or the Steering Committee. In addition, the Secretary shall notify members of the Steering Committee of their election to office or their appointment to committees and keep a record of the transactions of the Corporation. The Secretary may delegate recording and other duties as he or she may deem appropriate.

3.3. *Treasurer.* The Treasurer shall be responsible for the supervision of an account of all monies received or expended by the Corporation and shall keep the board informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Steering Committee in a format prescribed by the Board; shall serve as the board's liaison with the independent auditor; and shall serve as a member of the Audit and Finance (or equivalent) Committee. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chairperson or by the Steering Committee.

ARTICLE VI.

Committees

Section 1. *Appointments.* The Chairperson may, subject to approval of the Steering Committee, appoint Standing Committees or Ad Hoc Committees, if needed or required, from time-to-time.

Section 2. *Powers and Responsibilities.* Each committee and every member thereof shall serve at the pleasure of the Steering Committee. No committee shall have the power to represent, bind or otherwise speak for the Corporation without the express consent of the Steering Committee. Each committee shall keep minutes of proceedings and regularly report to the Steering Committee.

Section 3. *Qualifications.* The Steering Committee may establish or waive qualifications for committee membership at its discretion.

Section 4. *Meetings.* Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chairperson of the Steering Committee or the Chairperson of the Committee or by a majority vote of all of the members of the Committee.

Section 5. *Quorum and Manner of Acting.* Unless otherwise provided by resolution of the Steering Committee, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Steering Committee shall be subject at all times to the directions of the Steering Committee.

ARTICLE VII.

Amendments

These By-Laws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) majority vote of the members of the Steering Committee present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose.

ARTICLE VIII.

Conflicts of Interest

Section 1. *Definition.* A conflict of interest exists when a matter to be acted upon by the Steering Committee confers a direct, substantial benefit to any Officer or member of the Steering Committee, or business or agency from which such an Officer or Steering Committee member derives an income, or has authority in governance. Whether a Steering Committee Member is “independent” and free of any relationship or interest that might affect his/her ability to exercise independent judgment on behalf of the Corporation is relevant to the composition of the Steering Committee and certain committees. For federal tax exemption purposes, at least a majority of the voting members of the Steering Committee should be individuals who are independent of the Corporation, and members of any committee with responsibility for the Corporation’s independent audit or executive compensation should also be independent.

Section 2. *Independent Director.* A Director is independent if (a) during the Corporation’s current fiscal year and at all times during its immediately preceding fiscal year, (i) the Director was not compensated as an officer or employee of the Corporation, (ii) the Director did not receive from the Corporation in any such year total compensation or other payments exceeding \$10,000 as an independent contractor, and (iii) neither the Director nor any family member of the Director was involved in a transaction with the Corporation required to be reported on Schedule L, Transactions with Interested Persons, on the IRS Form 990; and (b) the Director, in the judgment of the other independent Directors of the Corporation, does not have any other interest or relationship, whether financial or non-financial, that would cause the Director to be unable to exercise independent judgment on behalf of the Corporation.

Section 3. *Annual Disclosure.* Each Steering Committee Member shall annually complete a questionnaire to provide information required to determine whether the Steering Committee Member is independent.

Section 4. *Conflicts of Interest and Confidentiality Policy.* Regardless of whether a Steering Committee member is independent within the meaning of this Article VIII, every Member is required to comply with the provisions of the Corporation’s policy on conflicts of interest and confidentiality and laws governing conflicts of interest that apply to nonprofit and charitable corporations.

Section 5. *Abstention.* A member of the Steering Committee shall abstain from voting on any matter before the Steering Committee that places him or her in a conflict of interest. Said Steering Committee member shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Chairperson or any member of the Steering Committee can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Steering Committee desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the Chairperson or any other member of the Steering Committee states the opinion that such a conflict exists and the challenged Steering Committee member refuses to abstain from the deliberations or voting as requested, the Chairperson shall immediately call for a vote of the Steering Committee to determine whether the challenged Steering Committee member is in a conflict of interest. If a majority of the Steering Committee present vote to require the abstention of the challenged Steering Committee member, that Steering Committee member shall not be permitted to vote.

ARTICLE IX.

Construction

If there is any conflict between the provisions of the Certificate of Incorporation and the By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE X.

Dissolution

Section 1. *Dissolution.* This Corporation may be dissolved by a two-thirds (2/3) majority vote of the members of the Steering Committee present at any Annual Meeting or Special Meeting called for that purpose.

Section 2. *Residual Assets.* Upon dissolution of the Corporation, any residual assets shall be donated to a not-for-profit corporation(s) with purposes of this Corporation.

ARTICLE XI.

Harassment

Harassment of any kind is not productive and will not be tolerated by this Corporation. Any individual bound by these By-Laws who is subject to verbally abusive language relating to race, ethnicity, national origin, gender, religion, veteran status, marital status, age, disability or sexual orientation, or who experiences inappropriate physical touching or suggestive language is encouraged to report it immediately to the Chairperson. Any individual bound by these By-Laws who is aware of such verbally or physically abusive conditions should report such activity immediately. The general policy will be reflected in the personnel procedures and program procedures promulgated by the Corporation to cover its staff as appropriate. However, nothing in this Article will bind the staff of the Corporation, who will instead be covered by the procedures contained in their personnel policies and program procedures.