

**Bylaws
of the
Virginia Recycling Association**

Mission Statement

Advance recycling and waste reduction through the advocacy of sustainable practices to benefit Virginia's environment, communities, and economy.

Article

Membership

Section 1.01 **Membership.** Membership shall be open to all persons and organizations interested in the purpose of the Virginia Recycling Association (hereafter "the Corporation") in conformity with the terms of Section 1.02. The Board of Directors (hereafter "the Board") shall establish, and may from time to time amend or modify, categories of membership, with different dues or charges.

Section 1.02 **Eligibility and Election of Members.** The Board shall establish, and may from time to time amend or modify, a schedule of dues or charges for membership, payable each year or for such longer or shorter periods as the Board shall determine. Upon the payment of dues such applicant shall be automatically elected a member of the Corporation for the specified term.

Section 1.03 **Resignations.** Any member may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Such resignation shall take effect upon the later of the Corporation's receipt of written notice thereof (or, if required, its acceptance thereof) or such subsequent date as may be set forth in such notice. No resignation shall, however, entitle any member to the refund of membership dues paid prior to such resignation.

Section 1.04 **Termination of Membership.** Membership shall be terminated by (a) a member's death or resignation, (b) liquidation or dissolution of a member, (c) the affirmative vote of a two-thirds majority of the Directors then in office, or (d) the expiration of the period for which the dues of such member had been paid. The Board may prescribe procedures and criteria for extending the deadline for the payment of dues.

Article II

Meetings of Members of the Association

Section 2.01 **Place of Meetings.** All meetings of the members of the Corporation shall be held within the Commonwealth of Virginia, or convened via conference call, secure internet or cloud-based conferencing service such as Zoom, Microsoft Teams, or Google Meet, or similar communications method allowing all persons participating in the meeting to actively participate during the meeting specified in the notice of the meeting or in the waiver of notice thereof.

Section 2.02 Annual Meeting. The annual meeting of the members of the Corporation

for the election of Directors and for the transaction of such other business shall be held from time to time by resolution of the Board at the place and hour specified in the notice of the meeting or in the waiver of notice thereof.

Section 2.03 Special Meetings. Special meetings of the members of the Corporation may be called at any time by the vote of twenty-five percent of the Directors or by five percent of the members of the Corporation, at such time and place as may be specified in the notice or waiver of notice thereof.

Section 2.04 Notice of Meetings of Members. Written notice of each annual or special meeting of the members of the Corporation shall be mailed, or emailed to each member at the address or email on the records of the Corporation, or distributed to the membership by other electronic means as determined by the Board not less than ten before the date of the meeting.

The notice of a meeting to amend the articles of incorporation, a plan of merger, a proposed sale of assets pursuant to section 13.1-900 of the code of Virginia, 1950, as amended, or the dissolution of the Corporation shall be given not less than twenty-five nor more than sixty days before the meeting. Written notice shall declare the time, date, and place of the meeting and indicate that it is being issued at the direction of the persons calling the meeting and state the purpose or purposes for which the meeting is called. Notice of any meeting need not be given to any member if waived by such member before or after the meeting in a signed writing which is sent by mail or by electronic communications transmission; this waiver shall be delivered to the Secretary of the Corporation for inclusion in the Minutes of filing with the corporate records. Notice need not be given to any nonvoting members.

No notice need be given of any adjourned meeting if the date and time of the new meeting is announced at the meeting at which the adjournment is taken, except that notice shall be given to members who become entitled to attend and to vote as of the new record date for determining members entitled to vote at the adjourned meeting.

The attendance of any member at a meeting, in person, without protesting prior to the conclusion of the meeting about the lack of notice of such meeting, shall constitute a waiver of notice by such member. Likewise, unless a member who attends a meeting objects to the consideration of a matter when it is presented, the failure to object waives any objection that the matter is not within the purpose or purposes described in the meeting notice.

Section 2.05 Quorum. The presence in person or by proxy of twenty-five percent of the members entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of any business meeting.

Section 2.06 Voting. Except as otherwise provided in section 3.04 or as required by law, all matters brought before the membership shall be decided by the vote of a majority of the members who are entitled to vote and who are either present in person or by proxy. Membership levels that are entitled to multiple individual members shall be entitled to one vote for each member unless the Board of Directors determines otherwise.

Section 2.07 Proxies. Attendance and voting at any meeting of the members of the

Corporation may be in person or by proxy or by electronic vote. Every proxy must be executed in writing by the member or such member's duly authorized attorney, but need not be witnessed. A proxy shall be valid for one meeting and shall specify the date of the meeting. No proxy shall be valid after the expiration of one hundred and twenty days from its date.

Section 2.08 Members' Action Without Meeting. Whenever the members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent of the members, as permitted by law and filed by the Secretary of the Corporation with the Minutes of the proceedings or with any other corporate records reflecting the action taken.

Section 2.09 Record Date for Determination of Members. The Board of Directors may fix the record date for determining members when such a determination shall be necessary. This record date must fall within seventy days before the meeting or action requiring a determination of members. If any such meeting is adjourned for more than 120 days after the date of initially fixed for the meeting, the Board shall fix a new record date for determining members.

Article III

Directors

Section 3.01 Powers and Duties. The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised under the discretion of the Board of Directors, according to the laws of the Commonwealth of Virginia, and the laws of the United States of America.

Members of the Board are bound by two primary duties:

1. The Duty of Care requires Board members to act in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the Director reasonably believes to be in the best interest of the corporations.
2. The Duty of Loyalty requires Board members to pursue the Corporation's best interest, prohibiting Directors from engaging in self-dealing unless there is full disclosure to Board and the transaction is clearly in the Corporation's best interest.

Section 3.02 Number of Directors. The Board of Directors shall consist of no fewer than 9 and no more than 12 elected Directors. The Board of Directors, or a properly designated Committee thereof, may appoint honorary or ex officio, non-voting Board members pursuant to section 3.17.

Section 3.03 Increase or Decrease in Number of Directors. Subject to the provisions of Section 3.02 hereof, the number of authorized Directors may be increased or decreased by vote of the members, at any annual or special meeting of the members at which a quorum is present, or by vote of a simple majority of the Directors then in office, provided that no reduction in number of Directors shall affect the term of any incumbent Director.

Section 3.04 Appointment and Election of Directors. The Directors of the Corporation shall be elected by the voting members at the annual meeting, except as allowed in Section 3.10. A Director shall hold office for the 3-year term and until a successor has been elected and qualified for office. Directors shall be elected by plurality of the votes of the members entitled to vote and voting in person or by proxy as specified in Section 2.08.

Section 3.05 Qualifications of Directors. All Board of Directors shall be at least 18 years of age and a legal resident of the United States. If a Board of Director is not a resident of the Commonwealth he/she must perform work for an employer that conducts business in the Commonwealth. Prior to assuming office, Directors shall be a member of the Corporation, or the officially designated representative of an organization which is a member of the Corporation. The Board shall strive to be representative of the diverse interests of its membership.

Section 3.06 Nomination process Nominations for prospective board members will be solicited from the active membership and may be proposed by a Nominating Committee appointed by the President. Nominees shall submit a statement of qualifications and letters of recommendation. After receipt and review of such documentation, the Nominating Committee shall interview all nominees prior to presenting the slate of candidates for election by the membership.

Section 3.07 Terms of Office. Directors shall be elected at an annual meeting by the full membership to serve a three-year term. A Director may run for re-election once, allowing them to serve two consecutive terms. Board members shall be divided into three classes to achieve a staggered rotation of terms.

Once a Director has completed two consecutive terms as a voting member of the Board, the Director shall not be eligible to serve as a voting member of the Board of Directors for one full year from the completion of the second term. A Director that has served two consecutive terms as a voting member of the Board shall still be eligible to serve as an Honorary Director under Section 3.17.

Section 3.08 Resignations. Any Director may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Such resignation shall take effect upon the later of the Corporation's receipt of written notice thereof (or, if required, its acceptance thereof) or such subsequent date as may be set forth in such notice.

Section 3.09 Removal. Any Director shall be removed at any time either for or without cause by affirmative vote of two-thirds of all the members of the Corporation entitled to vote at a meeting, the notice or waiver of notice of which shall have specified the proposed removal; Directors may be removed for good cause by the affirmative vote of two-thirds majority of the Directors then in office. Directors who fail to attend a majority of regular meetings of the Board of Directors shall be removed for good cause unless two-thirds majority of the Directors then in office vote to keep that member on as a Director.

Section 3.10 Vacancies. If at any time the number of Directors shall for any reason be less than the authorized number, the remaining Directors may appoint a member or members to fill the vacancy for the duration of the unexpired term or may decide to have

a replacement member elected at the next annual meeting.

Any Director elected or appointed by the Board of Directors to fill an unexpired term (whether resulting from death, resignation or removal or created by an increase in the number of Directors) shall hold office until the then current term expires and a new Director is elected.

Section 3.11 Annual Meetings. The annual meeting of the Board of Directors for the election of officers of the Corporation shall take place no later than June 30th.

Section 3.12 Regular Meetings. The Board of Directors from time to time may provide by resolution for the holding of such regular meetings as it may determine and may fix the time and place.

Section 3.13 Special Meetings. Special meetings of the Board of Directors may be called at any time, by the decision of any two officers, at such time and place as may be specified in the notice of the meeting or in the waiver of notice thereof.

Section 3.14 Notice of Meetings. No notice of any regular meeting of the Board of Directors need be given, provided however, that if the Board of Directors shall fix or change the time and place of regular meetings, written notice of such action shall be sent to each Director who shall not have been present at the meeting at which such action was taken in the manner provided below. No notice need be given of any meeting at which every member of the Board of Directors shall be present, and any business may be transacted thereof. Written notice of the date, place, time, and purpose of special meetings of the Board shall be sent to Directors in the manner provided below.

If written notice is required to be sent to any Director, it shall be emailed to such Director at his or her address as it appears on the records.

Any Director may waive notice, either before or after the meeting, in writing or by email. Such waiver shall be filed with the minutes or corporate records.

Section 3.15 Quorum. Except as may be otherwise expressly required by statute, at all meetings of the Board of Directors the presence of a majority of the total number of Directors (exclusive of honorary Directors) shall be necessary and sufficient to constitute a quorum for the transaction of business.

In the absence of a quorum, a majority of the directors present at the appointed time and place of the meeting may adjourn the meeting for a period not exceeding forty-five days.

Section 3.16 Voting. At all meetings of the Board of Directors, except at the time otherwise expressly required by statute of these bylaws, all matters must be decided by the vote of a majority of the Directors present and voting at the meeting. Each member of the Board shall have one vote.

Section 3.17 Honorary Directors. The Directors of the Corporation, or a properly designated committee thereof, may appoint up to five honorary or ex officio Directors.

Former Directors who wish to continue to serve as Directors may be appointed to serve in this capacity.

Honorary or ex officio Directors shall be entitled to attend and to speak at all meetings of the Board of Directors, but they shall not be entitled to vote on any matters submitted to the Board of Directors for vote. Nor shall they be Directors for the purpose of constituting a quorum. Honorary Directors shall serve for a one-year term.

Section 3.18 Committees. The Board of Directors may, by resolution adopted by the Board, delegate authority to standing committees of Directors, including an Executive Committee, which shall consist of as many members with such qualifications as the Board of Directors shall from time to time determine. Such committees shall have all such powers and perform all such duties as may be expressly determined by the Board of Directors.

The Directors may also appoint other committees, not empowered to exercise the authority of the organization, but charged with specified tasks to further the goals of the organization. Such committees may also be created upon consideration and resolution by the Board if at least twenty-five percent of the members petition the Board for the creation of such a Committee. In general, these committees will develop recommendations for consideration by the board. The Chairperson of the Board and the Chairperson of each committee shall have authority to designate such committee members, including non-board members, as may be required for the effective performance of the Committee's assigned duties.

Section 3.19 Directors' Action without Meeting. Any action required to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all of the Directors then in office, in the case of the Board of Directors, or all of the members of the committee, in the case of any such committee, consent in writing to the adoption of a resolution authorizing the action, either before or after the action taken. Such resolution and such written consents shall be filed with the minutes of the proceedings of the Board of Directors of the committee, as the case may be, or with other corporate records reflecting the action taken.

Section 3.20 Participation by telephone or email, etc. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone, by means of email sent to receiver within 24-hours' notice, 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 3.21 Understanding and Review of the Bylaws. All members of the Board of Directors are expected to understand the Bylaws of the Corporation and review them annually.

Article IV

Officers

Section 4.01 Number of Officers and Qualifications. The officers of the Corporation shall be the President, a Vice President, a Secretary, a Treasurer, and subordinate officers as may be appointed from time to time in accordance with the provisions of section 4.03 hereof. No person may hold more than one of the offices specified above. An officer must be a member

of the Board of Directors of the Corporation.

Section 4.02 Election of Officers. Officers (except such officers as may be appointed in accordance with section 4.03 hereof) shall be elected by the Board of Directors, to serve a one-year term of office, at the annual meeting of the Board of Directors. Each officer (whether elected at the annual meeting of the Board of Directors, or to fill a vacancy or otherwise) shall continue in office until the close of the election of officers at the annual meeting of the Board of Directors next held after the election of such officer and until a successor shall have been elected and shall have been qualified. Officers may be re-elected for an unspecified number of terms.

Section 4.03 Subordinate Officers. The Board of Directors from time to time may appoint such other subordinate officers or agents as it may deem advisable, and may prescribe their respective titles, terms of office, authorities and duties.

Section 4.04 Resignation. Any officer may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Such resignation shall take effect upon the later of the Corporation's receipt of written notice thereof (or, if required, its acceptance thereof) or such subsequent date as may be set forth in such notice.

Section 4.05 Removal. Any officer or agent may be removed at any time either for or without cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors.

Section 4.06 Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors.

Section 4.07 General Powers and Duties. The officers of the Corporation shall have such powers and duties, except as may be modified by the Board of Directors, as generally pertain to their respective offices, as well as such powers and duties as from time to time may be determined by the Board of Directors.

Section 4.08 The President. The President shall have active executive management of the operations of the Corporation and shall be responsible for carrying out the policies and fulfilling the purposes of the Corporation, subject, however, to the control of the Board of Directors. He or She shall execute such notes, deeds, contracts, or other documents as the Board may direct, and shall in general, perform all duties incident to the office of President and such other duties as may be assigned to him or her by the Board of Directors. Such Authority to execute shall pass to the President upon election to the position which automatically confers Board approval of such authority.

Section 4.09 The Vice President. The Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate to him or her. At the request of the President, the Vice President may in case of the President's absence or inability to act, temporarily act in his or her place. In case of the death of the President, or in the case of his or her absence or inability to act without having designated a Vice President to act temporarily in his or her place, the Vice President will perform the duties of the President, unless or until any successor to the office of President is designated

by the Board of Directors.

Section 4.10 The Secretary. The Secretary shall keep or cause to be kept in books provided for the purpose of the minutes of the meetings of the members and of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; shall be custodian of the records and of the seal of the Corporation and execution of which on behalf of the Corporation under its seal is duly authorized; and, in general shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the Board of Directors or by the President.

Section 4.11 The Treasurer. The Treasurer shall be the financial officer; shall supervise the administration of all financial transactions; shall chair any Budget Committee; and, in general, shall perform all duties incident to the office of the Treasurer and such other duties as may be assigned to him or to her by the Board of Directors or by the President. The Treasurer shall render to the President and the Board of Directors, whenever required, accounts of all his or her transactions as Treasurer and statements of the financial condition of the Corporation. Such approval shall pass to the Treasurer upon election to the position and the transfer of the corporate accounts in the name of the Corporation.

Article V

Corporate Finance

Section 5.01 Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks or other financial institutions as the Board of Directors from time to time may designate as a depository.

Section 5.02 Checks, etc. All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by the Treasurer or such officer or officers or agent or agents of the Corporation and in such a manner as the Board of Directors from time to time may determine.

Section 5.03 Contracts. No contract may be entered into or on behalf of the Corporation unless and except as authorized by the Board of Directors.

Article VI Account

Books & Minutes

Section 6.01 Account Books and Minutes. The Corporation shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board of Directors and Committees. All books and records of the Corporation may be inspected by any Director or his/her agent for any proper purpose at any reasonable time. The minutes will be entrusted to the Secretary and will be kept in the Executive Director's records and kept electronically in a format accessible to the Board.

Article VII

Compensation of and Contracts with Members, Directors and Officers; Purchase, Sale, Mortgage or Lease of Real Property

Section 7.01 Compensation. Any member, Director or officer in the Corporation is authorized to receive compensation from the Corporation for services rendered to the Corporation when authorized by the Board of Directors, and only when so authorized; provided however, that no member or Director of the Corporation may receive compensation merely for acting as a member or Director except as reimbursement for reasonable expenses incurred in fulfilling responsibilities as a member or Director.

Section 7.02 Required Vote for Purchase, Sale, Mortgage or Lease of the Corporation's Real Property. No purchase, sale, mortgage, or lease of real property owned by the Corporation shall be made by the Corporation except upon the affirmative vote of a two-thirds majority of the Directors then in office.

Article VIII

Conflicts of Interest

Section 8.01 Contracts with Members, Directors and Officers. No member, Director or officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operation conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Board of Directors and unless the fact of such interest shall have been disclosed or known to the Board of Directors as the meeting at which such contract is so authorized.

Whenever a Director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

All members of the Board of Directors shall sign a conflict of interest statement each year at the annual meeting of the Board of Directors.

Article IX

Indemnification

Section 9.01 Indemnification. The Corporation may, to the fullest extent permissible under applicable law, indemnify any person who was or is a party or is threatened to be made a party in any threatened, pending, contemplated, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (whether by or in the right of the Corporation or otherwise) by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement of or in connection with

any such action, suit, or proceeding, provided that such expenses, judgements, fines and amounts are in reasonable sum and are reasonably incurred.

Article X

Special Provisions as to Actions of the Corporation

Section 10.01 Actions in Name of the Association. The Corporation shall act only in its own name, and not in the name of any of its members. Any press release, statement, report, correspondence or other publication of the Corporation shall be issued in the name of the Corporation and not in the name of its members; provided, that such press release, statement, report, correspondence or other publication may include the names of the members of the Corporation as of the date of its issuance.

Section 10.02 Litigation Instituted by the Corporation. The initiation of a lawsuit by the Corporation shall only be authorized by the affirmative vote of a majority of the Directors then in office. Any lawsuit by the Corporation shall be conducted by the Corporation in its own name, and not the name of any of its members.

Article XI

Exempt Activities

Section 11.01 Exempt Activities. These bylaws and any powers or authorizations contained herein shall be subject to the restrictions and prohibitions contained in the Articles of Incorporation to the Corporation, and, notwithstanding any other provisions of these Bylaws, no member, Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization which is exempt under Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended (which means the superseded and Regulations thereunder), and to which contributions are deductible under Section 170 (C) (2), 2055 (a) (2) or 2522 (a) (2) of such Code (or the corresponding provisions of any subsequently enacted or amended law).

Article XII

Corporate Seal

Section 12.01 Corporate Seal. The Corporate seal of the Corporation shall be circular in form and shall bear the words and figures: "Virginia Recycling Association—Nonprofit Seal—1991—Virginia" or words and figures of similar import. The form of such seal shall be subject to alteration by the Board of Directors.

Article XIII

Fiscal Year

Section 13.01 Fiscal Year. The fiscal year for the Corporation's accounting records shall begin on January 1 and end on December 31 of the same year, or in such a manner as determined by the Directors

Article XIV

Amendments to Bylaws

Section 14.01 Amendments. All Bylaws of the Corporation shall be subject of amendment or repeal, and new Bylaws may be made, by the members of the Corporation or by the Board of Directors, at any annual, regular or special meeting, provided that any requisite notice or waiver of notice of such meeting shall have specified or summarized the proposed amendment, repeal or new Bylaw.

Bylaws Amended and Adopted on October 24, 2016

Bylaws Amended and Adopted on December 12, 2017

Bylaws Amended and Adopted on March 15, 2022