

Model Chapter By-laws

Bylaws of the XXXX Chapter of the Institute of Scrap Recycling Industries, Inc.

Article I

Definitions

1. *Definitions.*
 - 1.1. "Board" shall mean the Board of Directors of the XXXX Chapter of the Institute of Scrap Recycling Industries, Inc.
 - 1.2. "Branch Office" shall mean a fixed location at which business is conducted.
 - 1.3. "Chapter" shall mean the XXXX Chapter of the Institute of Scrap Recycling Industries, Inc.
 - 1.4. "ISRI" shall mean the Institute of Scrap Recycling Industries, Inc.
 - 1.5. "ISRI Board" shall mean the Board of Directors of ISRI.

Article II

Name and Jurisdiction

2. *Name and Jurisdiction*
 - 2.1. The name of the Chapter shall be the XXXX Chapter of the Institute of Scrap Recycling Industries, Inc.
 - 2.2. The borders of the XXXX Chapter territory shall be
 - 2.3. Changes to the Chapter's borders may only be made by the ISRI Board. The ISRI Board has the sole power to dissolve the Chapter.

Article III

Objects and Purposes

3. The objects and purposes of the Chapter shall be to foster and promote the best interests of those persons engaged in the recycling industry, both domestic and international; to foster and advance the trade and commerce of its Members; to promote free and fair trade; to aid one another in the scrap processing and recycling industry as a whole by seeking to eliminate abusive and disruptive business practices and unfair competition; to encourage the exchange of ideas among its Members for their common good and welfare (including through education and training); to acquire, preserve and disseminate data and information essential for their purposes in the

adequate conduct of their business; to aid in the settlement of disputes and differences between its Members; to promote ethical practices in the trade; to promote uniformity and certainty in the customs and usages of the trade; and to promote a general harmony and fellowship among its Members. The Chapter shall not take any action contrary to the best interests of the majority of the Active Members

Article IV

Conflict With ISRI Bylaws

4. These Chapter bylaws shall not conflict with ISRI's Certificate of Incorporation, Bylaws or Policy Manual. Should any article, section, paragraph or clause of these bylaws be in conflict with ISRI's Certificate of Incorporation Bylaws or Policy Manual, the ISRI Certificate of Incorporation Bylaws or Policy Manual shall control. Where such conflict arises, these bylaws shall be deemed amended by striking such conflicting article, section, paragraph or clause to the extent necessary to conform these bylaws with ISRI's Certificate of Incorporation or bylaws.

Article V

Chapter Membership

5. Membership in the Chapter shall be contingent upon maintenance of membership in good standing of ISRI. There shall be three classes of membership in the Chapter: Active, Associate and Affiliate Individual members.
 - 5.1. Active Chapter Members shall include all Active members of ISRI whose principal office is located within the Chapter's territory. Notwithstanding the foregoing, Active members of ISRI whose principal operation involves the paper industry and who have chosen to join the Paper Stock Industries Chapter shall not be required to be members of the Chapter. Active Members shall also include Active members of ISRI whose principal office is not located within the Chapter's territory but who have a branch office located within the Chapter's territory and who pay Active Member dues to the Chapter.
 - 5.2. Associate Chapter Members shall include all Associate members of ISRI whose principal office is located within the Chapter's territory as well as any Active members of ISRI who do not maintain a branch office within the Chapter's territory but who wish to pay dues to the Chapter.
 - 5.3. Affiliate Individual Chapter Members shall include any Affiliate Individual members of ISRI who wish to pay dues to the Chapter.

Article VI

Chapter Privileges

6. Members shall be entitled to the privileges as set forth below

- 6.1. Chapter Privileges of Active Chapter Members. Each Active Member of the Chapter shall have the same rights and privileges as every other Active member of the Chapter. Representatives of Active Members of the Chapter shall have the right to vote and hold office in the Chapter.
- 6.2. Chapter Privileges of Associate Chapter Members. Associate Members may attend all meetings of the Chapter, which, in the discretion of the Executive Committee, shall be open to Associate Members. Associate Members shall not be entitled to vote or hold office in the Chapter.
- 6.3. Chapter Privileges of Affiliate Individual Chapter Members. Affiliate Individual Members may attend all meetings of the Chapter which, in the discretion of the Executive Committee, shall be open to Affiliate Individual Members. Affiliate Individual Members shall not be entitled to vote or hold office in the Chapter.
- 6.4. An Active Chapter Member shall be entitled to have only one voting representative at any meeting of the Chapter, the Chapter Board, or any Chapter Committee.

Article VII

Officers

7. The Officers of the Chapter shall be a President, First Vice President, Second Vice President, Secretary and Treasurer. The Officers of the Chapter shall have the power to do everything possible to bring about a spirit of cooperation among Chapter members, shall encourage the use of the facilities and services established by ISRI, shall encourage arbitration of disputes among Chapter members, and shall cooperate with the Officers and Directors of ISRI in carrying on the programs of ISRI. No Chapter shall do anything inconsistent or in conflict with the Certificate of Incorporation, codes, rules, regulations, policies and Bylaws of the Association. The Chapter Officers shall make certain that the Chapter complies with all legal requirements and shall submit any contract, agreement or other document that purports to bind the Chapter legally to ISRI Counsel for legal review. Chapter officers shall serve for a term of two years.
 - 7.1. President. The President shall preside at all Chapter meetings, appoint all standing and special committees, and serve as an ex-officio member of all committees. The President may not succeed him/her self after one term in office. Unless otherwise designated by the Chapter, the President shall serve on the ISRI Board as the representative of the Chapter and shall cast his/her vote on behalf of the Chapter.

- 7.2. Vice Presidents. The First Vice President and Second Vice President, in order, shall in the absence or disability of the President perform the duties of the President.
- 7.3. Secretary. The Secretary shall keep a record of all meetings of the Members of the Chapter, of the Chapter Board, and of all Committees thereof, and perform such other duties and services as pertain to the office.
- 7.4. Treasurer. The Treasurer shall collect, receive and deposit in the name of the Chapter, in such financial institutions as may be acceptable to the Chapter Board, all income from dues and other sources. The Treasurer shall be responsible for keeping books of account, maintaining the "Chapter Treasurer's Manual" as specified by ISRI, submitting the completed "Chapter Treasurer's Manual" as required by ISRI, and for reporting on the financial status of the Chapter at meetings of the Chapter Board and Chapter Members.

Article VIII

Election of Officers and Directors

8. Notice of Election of Officers and Directors shall be given to Active Members of the Chapter at least seven (7) days in advance of the Election. Chapter Officer elections shall be held in alternate years and Chapter Board elections shall be held each year, during the last meeting of the Chapter Members prior to ISRI's annual convention.
 - 8.1. Nominating Committee. At least thirty (30) days prior to the Chapter elections the President shall appoint a nominating committee comprised of five persons who have previously served on the Chapter Board, as a Chapter Officer, or as a Committee Chairperson. No member of the Nominating Committee shall be eligible to be nominated by the Nominating Committee. The Nominating Committee shall submit its nominations for one or more candidates for each of the Officer positions and at least as many candidates as there are vacancies on the Chapter Board.
 - 8.2. Nominees to be listed. The Notice of Election shall contain the names of each candidate nominated by the Nominating Committee and the office for which the candidate has been nominated.
 - 8.3. Additional Nominees. Additional nominations for any office may be made by any member at the Election meeting and must be seconded.
 - 8.4. Elections. Officers shall be elected by a majority vote of the members present and voting at the Election Meeting. If no candidate receives a majority, the candidate with the highest number of votes and the candidate(s) with the second highest number of votes (including tied candidates) will participate in a run-off election until a candidate receives a majority of votes. Officers shall be elected in the following order: President, First Vice President, Second Vice

President, Secretary, and Treasurer. Elections for Chapter Board of Directors shall be conducted after the officer elections. Newly elected officers and directors shall assume office immediately after the completion of the ISRI annual convention.

- 8.5. Vacancies and Removal. All Officers serve at the pleasure of the Chapter Membership. In the event of the death, permanent disability, resignation or removal of the President, the First Vice President shall automatically accede to the presidency and shall hold said office for the remainder of the unexpired term. Any other vacancy by reason of death, permanent disability, resignation or removal shall be filled by the Chapter Membership in the following manner: one or more candidates may be nominated to fill any vacancy created in the offices of First Vice President, Second Vice President, and Secretary/Treasurer. The candidate receiving the majority of votes shall serve for the unexpired term of the office filled. In the event of a tie vote, the balloting shall continue until one of the candidates has attained a majority. The filling of an unexpired term shall not constitute the serving of a full term with respect to the prohibition restricting an Officer from serving more than one (1) consecutive full term.
- 8.6. Term. The Officers shall serve until their successors are duly elected and qualified. They shall not be eligible to succeed themselves in their respective offices until at least two (2) years have expired since the termination of their term.

Article IX

Board of Directors

9. The Chapter Board of Directors shall be composed of the officers of the Chapter and eight (8) Directors. Directors other than the Officers shall serve for a term of two (2) years. Four directors shall be elected each year. A Director may serve for two consecutive terms after which s/he must wait two years before s/he is eligible to serve as a Director once again. Notwithstanding the foregoing, a Director may serve two terms after which s/he may then be elected an Officer of the Chapter, at which point s/he may continue to serve as an Officer subject to the terms of 8.6 above.
- 9.1. Executive Committee. The Officers of the Chapter shall comprise the Executive Committee.
- 9.2. In the event of the death, permanent disability, or resignation of a Director one or more candidates may be nominated to fill such vacancy. The candidate receiving the majority of votes shall serve for the unexpired term of the Director being replaced. In the event of a tie vote, the balloting shall continue until one of the candidates has attained a majority. The filling of an unexpired term shall not constitute the serving of a full term with respect to the prohibition restricting a Director from serving more than two (2) consecutive full terms.

Article X
Committees

10. The standing committees of the Chapter shall be:

Membership

Finance

Legislative

- 10.1. The President shall have the authority to create ad hoc and special committees as s/he deems necessary
- 10.2. The President shall appoint members to standing and ad hoc committees. The President shall be responsible for making appointments to committees in such a fashion that there is reasonable representation of the Chapter membership in terms of geographic distribution, commodities handled and size of businesses.
- 10.3. Powers of Committees. All committees shall submit their reports and recommendations to the Chapter Board. No committee shall take any action to commit the Chapter, except as the Chapter Board may delegate such power to it.
- 10.4. Quorum. Fifty percent (50%) of the committee members shall constitute a quorum.

Article XI
Meetings

11. Chapter membership meetings will be held at least three times annually. Special membership meetings may be called on petition to the President by twelve (12) member companies in good standing. Such special meetings must be called by the President within thirty (30) days after receipt of such petition. Written notice of all regular and special meetings must be mailed to each member at least seven (7) days prior to such meeting.

- 11.1. Quorum. 25% of the active member companies of the Chapter shall be considered a quorum for a Chapter membership meeting. Seven (7) individual officers and/or Directors shall be a quorum for a Chapter Board of Director's meeting.
- 11.2. All Chapter membership, committee, and Board of Directors meetings shall be open to Active members of the Association. The Chapter Officers shall have the discretion and authority to declare meetings open to others.

- 11.3. Action Without Meeting. Directors may take action without a meeting if all members of the Chapter Board consent thereto in writing and the writings are filed with the minutes of proceedings of the Board.
- 11.4. Proxy Voting. There shall be no proxy voting at Chapter Board, committee or Chapter Membership meetings.

Article XII

Dues and Assessments

12. The Chapter may assess the following:
 - 12.1. Chapter Dues. The Chapter may assess annual membership dues not to exceed the maximum specified by the ISRI Board. Such dues shall be payable in advance by the 15th day of January. Chapter dues and annual assessments shall be billed by ISRI in October. Other Chapter assessments shall be billed by ISRI following Chapter approval. All Chapter dues and assessments shall be collected by ISRI National Headquarters and remitted to the Chapter periodically as collected.
 - 12.2. Mandatory Chapter Assessments. The Chapter may make mandatory assessments of their members upon the written approval of a majority of the Active Members of the Chapter. A request for such a mandatory assessment may come from the Chapter Executive Committee or from the floor at a Chapter meeting. Active Members of the Chapter must be given 10 days in which to consider the request and submit their approval or disapproval. Such assessment, when added to Chapter dues, shall be fixed at an amount, not to exceed 100%, on an annual basis, of each Member's National dues
 - 12.3. Other Chapter Assessments/Legislative and Litigation Expenses. In addition to the dues and assessments set forth in Sections 12.1 and 12.2 above, the Chapter may receive from Members payments for ordinary and necessary expenses paid in direct connection with litigation and appearances before, submission of statements to, or sending communications to, the Committees, or Individual Members, of any legislative body of a state, a possession of the United States, or a political subdivision of any of the foregoing with respect to legislation or proposed legislation or regulation or proposed regulation of direct interest to the Members, or in direct connection with communication of information between the Members and the Chapter with respect to legislation or proposed legislation or regulation or proposed regulation of direct interest to the Members and the Chapter.
 - 12.4. Default. The rights and privileges of ISRI and Chapter membership shall terminate and the defaulting party shall no longer be a Member in the event: (a) payment in full of Chapter dues and mandatory annual assessments is not made on or before January 15 of each year or such other date as set by the ISRI Board;

or (b) payment of Other Chapter Assessments billed other than annually is not made within four (4) months of the date when due.

Article XIII

Amendments

13. These Bylaws may be amended by the Members at any meeting, at which a quorum is present, by a two-thirds vote of the Active Members present, provided that notice and a copy of the proposed amendment shall be mailed to each Active Member not less than seven (7) days prior to the date of such meeting.