

Bylaws of the SOUTHEAST 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 SOUTHEAST 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 SOUTHEAST Chapter of the Institute of Scrap Recycling Industries, Inc.
- 1.4. "Home State" shall mean the state in which a member's headquarters is located or such state as a member shall designate for purposes of participation in state legislative activities. A member with multiple locations in one state or locations in more than one state who pays the annual assessment for each location shall be considered a home state member of each state in which the annual assessment is paid.
- 1.5. "ISRI" shall mean the Institute of Scrap Recycling Industries, Inc.
- 1.6. "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 SOUTHEAST Chapter of the Institute of Scrap Recycling Industries, Inc.
- 2.2. The territory of the SOUTHEAST Chapter shall be the entire states of Alabama, Florida, Georgia, North Carolina, South Carolina, Tennessee and Virginia, or such other geographic areas that may be designated by the ISRI Board.
- 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

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 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

These Chapter Bylaws shall not conflict with ISRI's Certificate of Incorporation or Bylaws. Should any article, section, paragraph or clause of these Bylaws be in conflict with ISRI's Certificate of Incorporation or Bylaws, the ISRI Certificate of Incorporation or Bylaws 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 to ISRI's Certificate of Incorporation or Bylaws. The Chapter shall not do anything inconsistent with, or in conflict with, ISRI's Certificate of Incorporation, codes, rules, regulations, policies 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. Notwithstanding the foregoing, the Chapter may elect one (1) associate member at any given time to serve as a director at large on the Chapter Board.
 - 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, Vice President, Treasurer and Secretary. 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. The Chapter Officers shall make certain that the Chapter complies with all legal requirements and shall submit to ISRI Counsel, for legal review, any contract, agreement or other document that purports to legally bind the Chapter. 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 shall have the authority, upon consent of the Executive Committee, to expend up to \$4,000.00 per calendar year on items of necessity to the Chapter but which were not budgeted for the year. 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 President. In the absence or disability of the President, the Vice President shall perform the duties of the President. The Vice President shall be responsible for planning Chapter meetings and conventions. This responsibility may, with the consent of the Executive Committee, be delegated to a Convention Chair who shall then have full responsibility for planning such meetings and conventions.
- 7.3. 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 the 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. With the consent of the Executive Committee, the Treasurer may contract for bookkeeping services that will meet the requirements set forth above.
- 7.4. 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 the Executive Committee and perform such other duties and services as pertain to the office. The Secretary shall have primary responsibility for the administration of the Chapter scholarship program; this shall include distribution of applications, working with the selection committee to identify winners of the scholarship(s), submitting the necessary documentation to the Recycling Research Foundation in a timely manner, and notifying the scholarship winners of the award made to them.
- 7.5. Chapter Officers Attendance at National Meetings.
- (1) The Chapter President should attend all ISRI national board meetings. To facilitate the Chapter President's attendance at such meetings, the Chapter President shall be reimbursed for chapter related travel expenses, up to a maximum of \$6,000.00 per year. Notwithstanding the foregoing, reimbursement of the Chapter President's expenses to attend ISRI national board meetings shall not exceed \$2,000.00 per trip. Expenses to be reimbursed are airfare (at the lowest available coach fare), hotel room (including mandatory state or local taxes and fees and mandatory hotel fees, unless ISRI has negotiated for the hotel to waive any such fees), taxis, mileage (at the then current government approved mileage rate) and parking. Personal expenses such as meals and other costs shall be at the expense of the individual or their company.
- (2) The Chapter Vice President shall be reimbursed for attending one ISRI national meeting in the first year of the term (the meeting at which chapter vice president training is conducted) and two meetings during the second year of the term (selected in consultation with the Chapter President). Reimbursement of the Chapter Vice President's expenses to attend ISRI national board meetings shall not exceed \$1,500 per trip. Expenses to be reimbursed are airfare (at the lowest available coach fare), hotel room (including mandatory state or local taxes and fees and mandatory hotel fees, unless ISRI has negotiated for the hotel to waive any such fees), taxis, mileage (at the then current

government approved mileage rate) and parking. Personal expenses such as meals and other costs are at the expense of the individual or their company.

(3) Proper receipts will be required and must be submitted before reimbursement is made. Any amounts expended in excess of the reimbursement limits set forth in paragraphs (1) and (2) above shall be at the expense of the individual or their company. Mileage will be paid when the individual drives to a meeting. Actual miles driven must be recorded and shown on the expense report for reimbursement.

Article VIII

Election of Officers

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 elections shall be held during the last scheduled meeting of the Chapter Members immediately prior to ISRI's annual convention. This meeting shall be known as the Election Meeting. Elections for Chapter Officers shall be held in odd numbered years. Elections for Directors shall be conducted each year, with five directors being elected in each alternate year
 - 8.1. Nominating Committee. At least thirty (30) days prior to the Chapter elections the President shall appoint one current Board member to serve along with the President and the Immediate Past President as the Nominating Committee. In the event the Immediate Past President is unavailable to serve on the Nominating Committee, the President shall appoint a prior past president as the third member of the committee. 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 each Director position.
 - 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 or for Director may be made by any active member of the Chapter 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, Vice President, Treasurer and Secretary. Newly elected officers shall assume office immediately after completion of the ISRI annual convention following the Election Meeting. Directors shall be elected after the Officers have been elected
 - 8.5. Vacancies and Removal. All Officers serve at the pleasure of the Chapter. An Officer who is not adequately conducting the duties of his/her office, or who has acted in a manner that is

inconsistent with these bylaws or the fiduciary responsibilities of his/her office, may be removed for cause upon motion of a Board member and by a two-thirds vote of the Board of Directors upon such motion.

- 8.6. Such vote shall be taken only after the Officer to be removed has been given at least ten days written notice of the Board's intent to vote on such removal. The written notice shall set forth all allegations supporting the motion to remove said Officer. The Officer shall have an opportunity to respond to the allegations at the Board meeting at which the vote to remove him/her from office is to occur. In the event of the death, permanent disability, resignation or removal of the President, the 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 Vice President, Treasurer or Secretary. 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.
- 8.7. 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 Board of Directors shall have all the powers required to insure proper operation of the Chapter. Notwithstanding the foregoing, the Chapter membership shall approve the Board's recommendations on the annual budget, dues and assessments before any of these shall become effective. The Chapter Board of Directors shall be comprised of the Officers of the Chapter, the immediate Past President and ten (ten) Directors at large, one of which may be an associate member of the Chapter. Directors at large shall serve for a term of two (2) years. A Director at large may serve for two consecutive terms after which a period of two years must pass before eligibility is established to serve as a Director at large once again. Notwithstanding the foregoing, a Director may serve two terms and then be elected an Officer of the Chapter, and continue to serve as an Officer subject to the terms of 8.6 above. Notwithstanding the foregoing, the associate member director may not serve as an officer of the Chapter.
- 9.1. Executive Committee. The Officers of the Chapter shall comprise the Executive Committee. The Executive Committee shall have the authority to conduct the business of the Chapter between meetings of the Board of
- 9.2. Directors. The actions of the Executive Committee shall be subject to ratification by the entire Board.

- 9.3. In the event of the death, permanent disability, or resignation of a Director at large or the Immediate Past President, 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.
- 9.4. Elections. Directors shall be elected in accordance with the provisions of sections 8, 8.1, 8.2, 8.3 and 8.4. Newly elected directors shall assume their office immediately after the completion of the ISRI annual convention.

Article X

Committees

10. The standing committees of the Chapter shall be:

- Membership
- Finance
- Legislative/Regulatory
- Alabama Legislative
- Florida Legislative
- Georgia Legislative
- North Carolina Legislative
- South Carolina Legislative
- Tennessee Legislative
- Virginia Legislative

- 10.1. The President shall have the authority to create ad hoc and special committees as deemed necessary
- 10.2. The President shall appoint members to standing and ad hoc committees. The President shall be responsible for making appointments to all 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. Notwithstanding the foregoing, the members appointed to each of the state specific legislative committees shall be comprised only of home state members from the respective states.
- 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 two 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 sent to each member at least seven (7) days prior to such meeting.

- 11.1. Quorum. Twenty percent (20%) of the active member companies of the Chapter shall be considered a quorum for a Chapter membership meeting. Fifty percent (50%) of the then elected Chapter Board shall be a quorum for a Chapter Board of Director's meeting. 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.
- 11.2. 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.
- 11.3. 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 of the preceding year. 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, the Chapter Board 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. Alternatively, the Chapter may make mandatory assessments on members in a particular state upon the written approval of a majority of the Active Members of the Chapter in that particular state. This shall be referred to as a State Specific Mandatory Assessment. Such State Specific Mandatory Assessments may be only in accordance with the procedure described above. All State Specific Mandatory Assessments shall be deposited into the state legislative account that correlates to the state, which has made the assessment.
- 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 national and 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

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.