

INDIANA RECYCLING COALITION

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www.Indianarecycling.org, A Not-For-Profit Corporation

INDIANA RECYCLING COALITION, INC.



Indiana Recycling Coalition, Inc. BYLAWS

The Indiana Recycling Coalition is a not-for-profit, 501 (c)(3) corporation representing concerned citizens, state and local government officials, business, industry and environmental groups since December of 1989.

The mission of the Indiana Recycling Coalition is to support source reduction, reuse, composting, and recycling activities in Indiana. The Indiana Recycling Coalition supports policies and programs that advance sustainable materials management. The goal of this support is to conserve our natural resources, reduce energy use, encourage environmental responsibility and create green jobs through recycling.

The Indiana Recycling Coalition provides this support by:

- Fostering a diverse and active membership;
- Offering forums for discussion, networking, and education;
- Offering programs that provide increased access to recycling;
- Facilitating the development of solutions at the local, regional and state levels;
- Developing advocacy positions to serve as a voice of the membership; and
- Seeking opportunities to raise the profile of the mission through earned media and meaningful engagement in community activities and partnerships.

External Policies

1. Positions on Issues. As a result of the diverse membership in the Indiana Recycling Coalition (IRC), the IRC as an organization will take a position on issues relating to source reduction, reuse, composting or recycling only after a careful process has been completed. The process for developing advocacy positions shall be a written policy requiring approval of a two-thirds majority of the IRC Board of Directors for approval or subsequent changes.

2. Communication. The IRC encourages free and open communication between interested parties on source reduction, reuse, composting and recycling issues. In order to encourage this communication, the IRC can do the following:

- A. Provide information to assist communication between interested parties through media such as newsletters, conferences, and legislative updates.
- B. Structure communications by using surveys, questionnaires, discussion panels, and other media.
- C. Prepare reports that describe and compare the various positions on the issues.

All communications should be sensitive to the diverse membership of the IRC. A position that is articulated in a clear manner to the IRC must be respected even if only one member espouses the position and all others oppose it. Members of the IRC are encouraged to take positions on issues as individuals or as representatives of other organizations. However, when speaking at any public meeting, IRC members should not identify themselves as an IRC representative or use the name of the IRC to endorse their statements unless they are specifically authorized by the IRC President to do so, based on a valid IRC advocacy position. This restriction is intended to maintain the credibility of the IRC, while allowing any advocacy positions to be appropriately expressed.

3. Positions on Candidates for Public Office. The IRC will not support or oppose any candidate for public office.

4. Use of the IRC's Name. When speaking at public meetings, IRC members shall not identify themselves with the IRC or use the name of the IRC to endorse their statements unless they are specifically authorized to do so.

5. Membership or Participation in Other Organizations. The IRC can join any other organization if doing so is:

- A. Unanimously approved by the IRC Board of Directors; and
- B. Organization's purpose is consistent with the purpose and policies of the IRC; and
- C. The IRC is reasonably able to disassociate itself if the organization's position becomes inconsistent with the IRC's purpose.

6. Use of Membership Roster. The membership roster is to be used only for official IRC business and other relevant non-commercial purposes.

Internal Policies

1. Modifying Policies, Bylaws and Articles of Incorporation. A two-thirds majority of the IRC Board of Directors is required to adopt or modify IRC bylaws, or the Articles of Incorporation. A majority of the Board of Directors is required to adopt motions or policies outside of the bylaws.

Modifications to the Articles of Incorporation must be ratified by a majority of the members present at a general meeting before the modification can be filed with the Secretary of State.

2. Membership Fees. Businesses, government, citizen groups, non-profit corporations, and individuals are encouraged to join the IRC. Categories, minimum contributions and benefits of membership will be reevaluated annually by the IRC Board of Directors.

3. Executive Committee. The executive committee may take the following actions:

- A. Take or authorize emergency action. An emergency action is an action that requires immediate action and it is impractical to convene a meeting of the whole Board of Directors.
- B. Make decisions specifically delegated to it by the IRC Board of Directors.

- C. Set agenda for IRC Board of Directors meetings.
- D. Review policies and procedures at least annually.
- E. Oversee Executive Director and conduct an annual performance review of the Executive Director
- F. Recommend any needed changes to the bylaws.

The executive committee may not take the following actions:
Reverse the action of the Board of Directors except in an emergency.

4. **Tenure and Term Limits.**

- A. The term for service on the IRC Board of Directors is two years.
- B. IRC Board of Directors members may serve for up to four consecutive terms of two years each. Board members must then sit out for at least one year before running for re-election.
- C. Officers will serve one two-year term.
- D. If the term of IRC Board of Directors membership for the Vice President expires prior to serving as President, his/her term of Board of Directors membership shall be extended for one additional term.
- E. If an Officer is unable to serve or resigns from the IRC Board of Directors, the Board of Directors will elect a new Officer to fill the unexpired term.

5. Responsibilities of Officers. In order to serve on the executive committee, the member must be elected as an Officer of the IRC Board of Directors. The responsibilities of the Officers are described below:

- A. President
 - a) Respond to requests for information as appropriate
 - b) Lead Board of Directors meetings
 - c) Lead annual meeting
 - d) Review and approve in writing, including but not limited to via email or other electronic means, contracts for signature by the Executive Director of the IRC
 - e) Review and approve Annual Report
 - f) Delegate tasks as appropriate
 - g) Coordinate with executive committee and Executive Director IRC task forces/special projects/standing committees
 - h) Chair executive committee
- B. Vice-President
 - a) Ascend to the Presidency
 - b) Serve on executive committee
 - c) Fulfill duties of the President when President is unavailable
- C. Secretary
 - a) Ensure the preparation of timely and accurate minutes of Board of Directors meetings and annual meeting
 - b) Serve on executive committee
 - c) Fulfill duties of the Treasurer when Treasurer is unavailable
- D. Treasurer
 - a) Develop, with Executive Director, an annual budget

- b) Approve financial reports for Board of Directors
- c) Monitor investments
- d) Serve on executive committee

6. Responsibilities of Executive Director.

- A. Serves on executive committee as a non-voting participant
- B. Hires, terminates and supervises the staff of the IRC in accordance with policy as set forth by the Board of Directors, and shall report directly to the Board of Directors
- C. Conducts daily operations of IRC business, including managing staff and volunteers
- D. Initiates and/or approves non-budgeted expenditures up to \$1,000. If over \$1,000, prior Board of Directors approval is required
- E. Presents financial reports to Board of Directors
- F. Works with Treasurer to develop an annual budget
- G. Oversees the IRC's finances (e.g. audits, taxes, investments, record keeping)

7. Responsibilities of Board of Directors members.

- A. Members of the Board of Directors must attend a designated minimum number/percentage of Board meetings per year (as outlined in the Board governance procedure) or that Director must step down from the IRC Board. A Board member who does not meet the minimum attendance requirement may not run for re-election until sitting out one year.
- B. Keep current and informed of IRC related issues to responsibly participate in Board of Directors decisions
- C. Chair or actively participate in at least one committee or task force
- D. Serve the IRC by assisting at IRC sponsored or co-sponsored functions
- E. Appropriately represent the IRC
- F. Raise funds for the IRC. This includes making personal contributions and securing donations, new members and new donors. The IRC will maintain a policy that outlines a minimum financial responsibility for each Director.

8. Standing Committees (long-term committees which have on-going activities).

- A. Nominating committee: To solicit nominations and evaluate nominees for Director positions that have been or will be vacated
- B. Conference committee
- C. Membership/Fundraising committee
- D. Executive committee
- E. Advocacy committee
- F. Finance committee

Both the Nominating and Advocacy committees will have a representative from each sector.