

BYLAWS OF THE SOUTHEAST ALASKA SOLID WASTE AUTHORITY

ARTICLE 1. PURPOSE

SECTION 1.1. MISSION STATEMENT

The purpose of the Southeast Alaska Solid Waste Authority (SEASWA) is to provide environmentally sound and cost-effective management of solid waste, including storage, collection, transportation, separation, processing, recycling, and disposal, to protect the public health, safety, and welfare; improve the environment of the State of Alaska, recover resources and energy, and prevent pollution. These efforts shall be based on a sensitive understanding of the perspectives within and among the communities of Southeast Alaska regarding cultural heritage, community needs, and the desire of the southeast people to maintain and enhance the positive aspects and characteristics of the region that are vital to individual, family, and community well-being.

SECTION 1.2. MEMBERSHIP

Any municipality that meets the membership qualifications as set out in Section 29.35.805 of Alaska Statutes, and that lies within the boundaries set out in the SEASWA enabling ordinance, may become a member of SEASWA.

SECTION 1.2. DUES

Dues shall be set from time to time by a vote of a majority of the SEASWA Board of Directors.

SECTION 1.3. MEMBERSHIP TERMINATION

Any member may withdraw from SEASWA as provided for in AS 29.35.810 and the SEASWA enabling ordinance.

ARTICLE 2. PRINCIPAL OFFICE

SECTION 2.1. LOCATION

The principal office of the Southeast Alaska Solid Waste Authority is located at _____ in _____, Alaska [zip code]

SECTION 2.2. CHANGE OF ADDRESS

The designation of the Southeast Alaska Solid Waste Authority principal office may be changed by amendment of these Bylaws.

SECTION 2.3. OTHER OFFICES

The Southeast Alaska Solid Waste Authority may also have offices at such other places, within Alaska, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 3. BOARD OF DIRECTORS

SECTION 3.1. POWERS

Subject to the provisions of the laws of Alaska and any limitations in the ordinance(s) establishing the Southeast Alaska Solid Waste Authority and these Bylaws, the activities and affairs of the Southeast Alaska Solid Waste Authority shall be conducted and all Southeast Alaska Solid Waste Authority powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3.2. DUTIES

It shall be the duty of the Board of Directors to:

- a) Perform any and all duties imposed on them collectively or individually by the SEASWA Enabling Ordinance, by law, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, proscribe the duties and fix the compensation, if any, of all officers, agents and employees of the Southeast Alaska Solid Waste Authority;
- c) Supervise all officers, agents and employees of the Southeast Alaska Solid Waste Authority to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Chair of the Southeast Alaska Solid Waste Authority, and notices of meetings mailed or transmitted by facsimile to them at such addresses shall be valid notices thereof.

SECTION 3.3. COMPENSATION

3.3.1. Compensation

Directors shall serve without compensation.

3.3.2. Allowances

Directors may receive an allowance for per diem and for travel and other necessary and reasonable expense incurred in the conduct of the business of the Southeast Alaska Solid Waste Authority. The Board of Directors shall set, and may amend from time to time, by resolution the schedule of such allowances.

SECTION 3.4. VACANCIES

3.4.1. Absences

- a) If any Director is absent from three (3) consecutive meetings of the SEASWA Board of Directors without first providing notice of such absence to the Chair or the SEASWA Administrator, the Board may determine that the Director's seat is vacant.
- b) If any Director is absent from more than one half of all meetings held in any twelve (12) month period, irrespective of whether said Director first provided notice of such absences to the Chair or the SEASWA Administrator, the Board may determine that the Director's seat is vacant.

3.4.2. Determination of and Filling Vacancies

- a) The Board shall make a determination that a seat is vacant under 2.4.1 above, or for any other reason, by roll call vote.
- b) After determining, by roll call vote, that a seat is vacant, the Board shall request in writing that the Mayor of the affected Participating Municipality, or Municipalities, declare the seat vacant. The Board shall also request the Mayors of the Participating Municipality, or in the case of the At-large Director, the Mayors of the Participating Municipalities, to proceed to fill the vacated seat in accordance with the procedures set forth in the enabling ordinances.

SECTION 3.5. OFFICERS

3.5.1. Officers

The officers of the Southeast Alaska Solid Waste Authority shall be Chair, Vice-chair, and Secretary/Treasurer.

3.5.2. Terms of Office

- a) Officers of the Southeast Alaska Solid Waste Authority Board of Directors shall serve two-year terms, which terms shall begin on July 1 of the year of appointment. Upon completion of each two-year term, the Vice-chair will assume the duties of Chair, and the Secretary/Treasurer shall assume the duties of Vice-chair. The board shall then appoint a Secretary/Treasurer from among its members.
- b) Each Officer of the Southeast Alaska Solid Waste Authority Board of Directors shall hold office for the term of appointment and until a successor has been duly appointed and qualified as provided in this Section.

3.5.3. Appointment

- a) At a regular or special meeting of the Southeast Alaska Solid Waste Authority Board of Directors prior to the expiration of terms of office, Directors may nominate from among the Board's membership to serve as an Officer of the Board of Directors.
- b) At that, or a subsequent regular or special meeting, the Southeast Alaska Solid Waste Authority Board of Directors shall appoint its Officers by majority vote of the members present.

3.5.4. Vacancies

- a) Any vacancy in an Officer position shall be filled by appointment in the manner provided in this section.
- b) A Director appointed to fill a vacancy in an Officer position shall serve for the balance remaining in the term of that Officer position.

ARTICLE 4. MEETINGS

SECTION 4.1. TIME AND PLACE OF MEETINGS

All meetings of the Board of Directors shall be held at the time and place set forth in the public notice of meeting.

SECTION 4.2. REGULAR MEETINGS

Regular meetings of Directors shall be held quarterly on the third Wednesday in the months of January, April, July and October at 10:00 AM, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

SECTION 4.3. SPECIAL MEETINGS

The Chair of the Board of Directors or any two Directors may call special meetings of the Board of Directors.

SECTION 4.4. NOTICE OF MEETINGS

4.4.1 Notice to Board of Directors

Unless otherwise provided by these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a) Regular Meetings: At least one week prior notice shall be given to each Director of each regular meeting of the Board. Such notice shall be written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- b) Special Meetings: Except for meetings required by emergency, at least forty-eight (48) hours prior notice shall be given to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

4.4.2. Notice to General Public

- a) Notices of each regular and special meeting of the Board of Directors shall be posted in at least one designated public place in each participating municipality. Such notices shall be posted on the same day as notice is given to the Board of Directors.
- b) In addition, notice of each regular and special meeting of the Board of Directors shall be published in print or other media as may be necessary or appropriate to reasonably and adequately notify the general public of the meetings of the Board.

SECTION 4.5. QUORUM FOR MEETINGS

4.5.1. Determination of Quorum

A quorum of the Board of Directors shall be determined in accordance with the following table:

Number of Participating Municipalities	Appointed Board Members per Municipality	At-Large Board Members	Total Board	Quorum
1	1	2	3	2
2	1	1	3	2
3	1	0	3	2
4	1	0	4	3
5	1	0	5	3
6	1	0	6	4
7	1	0	7	4
8	1	0	8	5

4.5.2. Quorum Required for Action

Except as otherwise provided under these Bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

4.5.3. Board Alternate Member

With advance notice to the board chair, any participating municipality's board member may designate an alternate to represent that municipality at a given board meeting. The designated alternate must meet the same qualification criteria applicable to board members as defined in the SEASWA Enabling Ordinance..

SECTION 4.6. MAJORITY ACTION OF THE BOARD

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

SECTION 4.7. CONDUCT OF MEETINGS

4.7.1. Presiding Officer

Meetings of the Board of Directors shall be presided over by the Chair of the Board of Directors, or, in the Chair's absence, the Vice-Chair, or, in the absence of each of these persons, by a Chair chosen by the majority of the directors present at the meeting.

4.7.2. Rules of Procedure

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with provisions of law.

4.7.3. Subject to Open Meeting Law

The Southeast Alaska Solid Waste Authority is subject to Alaska's Open Meetings Act (AS 44.62.310 – 44.62.312).

ARTICLE 5. COMMITTEES

SECTION 5.1. COMMITTEES

The Southeast Alaska Solid Waste Authority may have such committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors and shall act in an advisory capacity to the Board.

SECTION 5.2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are consistent with the provisions of these Bylaws.

ARTICLE 6. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 6.1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Southeast Alaska Solid Waste Authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Southeast Alaska Solid Waste Authority, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Southeast Alaska Solid Waste Authority by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 6.2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of any and kind and other evidence of indebtedness of the SEASWA shall be signed by a Director or the General Manager, and countersigned by a second Director or the General manager. Exceptions to this dual signature requirement include regular employee payroll checks, expenses approved by the Board of Directors in the SEASWA Fiscal Year Operating Budget, and expenses approved by the Board of Directors relating to grants.

SECTION 6.3. DEPOSITS

All funds of the Southeast Alaska Solid Waste Authority shall be deposited from time to time to the credit of the Southeast Alaska Solid Waste Authority in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 6.4. GIFTS

The Board of Directors may accept on behalf of the Southeast Alaska Solid Waste Authority any contribution, gift, bequest, or devise for the purposes of the Southeast Alaska Solid Waste Authority.

ARTICLE 7. AUTHORITY RECORDS AND REPORTS

SECTION 7.1. MAINTENANCE OF SOUTHEAST ALASKA SOLID WASTE AUTHORITY RECORDS

The Southeast Alaska Solid Waste Authority shall keep at its principal office:

- a) Minutes of all meetings of Directors and committees of the Board. Such minutes shall indicate the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A copy of the ordinance of each Municipality, which authorizes its participation in the establishment of the Southeast Alaska Solid Waste Authority.
- d) A copy of the ordinance or resolution of each municipality, which certifies the results of the referendum election authorizing its participation in the establishment of the Southeast Alaska Solid Waste Authority.
- e) A copy of the Bylaws of the Southeast Alaska Solid Waste Authority, as amended to date.
- f) Original signed copies of all resolutions approved by the Board of Directors.

SECTION 7.2. PERIODIC REPORTS

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to each Participating Municipality to be so prepared and delivered within the time limits set by law.

SECTION 7.3. SUBJECT TO PUBLIC RECORDS LAW

The Southeast Alaska Solid Waste Authority is subject to Alaska's public records laws (AS 09.25.110 – AS 09.25.220).

ARTICLE 8. ADOPTION AND AMENDMENT OF REGULATIONS

Except as may otherwise be specified under provisions of law, the Board of Directors, by resolution, shall adopt and amend any regulations necessary for the operation of the Authority.

ARTICLE 9. AMENDMENT OF BYLAWS

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by resolution of the Board of Directors.

ARTICLE 10. CONSTRUCTION AND TERMS

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

RECORD OF BYLAW ADOPTION AND AMENDMENTS

1. These bylaws approved and adopted in original form by the SEASWA Board of Directions at its meeting of January 27, 2010.