

*AS AMENDED & APPROVED June 3, 2015*

*(Supersedes Bylaws Dated July 19, 2013)*

*(Supersedes ByLaws Dated March 2, 2011)*

**COLLEGE AND UNIVERSITY RECYCLING COALITION, INC.**

**Corporate By-Laws**

**ARTICLE I.**

**Name, Territory and Office**

Section 1. *Name.* The Corporation shall be known as College and University Recycling Coalition, INC.

Section 2. *Territory.* The Corporation shall conduct activities primarily in the United States subject to changes by the aforementioned Corporation.

Section 3. *Fiscal Year.* The fiscal year of the Corporation shall be based on the calendar year beginning the first day of January and ending the last day of December.

**ARTICLE II.**

**Purpose**

The purpose of the Corporation is to conduct the following activities which are exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, to organize and support environmental and sustainability program leaders at institutes of higher education in managing resources, recycling and waste issues through technical assistance; education and training programs; events and networking opportunities; and conduct any and all lawful activities that may be useful in accomplishing the foregoing purposes.

**ARTICLE III.**

**Membership**

This Corporation shall have no Members.

**ARTICLE IV.**

**Board of Directors**

Section 1. *General Management.* The general management of the affairs of this Corporation shall be vested in a Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

Section 2. *Number.* The Board of Directors shall consist of not less than three (3) nor more than twelve (12) members. The number of members may be determined from time to time by resolution of the entire Board provided that no decrease in the number of members shall shorten the term of any incumbent member. As used in this Article, the term "the entire Board" shall

mean the total number of directors entitled to vote that the Corporation would have if there were no vacancies.

Section 2a. *Ex-Officio Directors.* At any time, the Board of Directors may create, by majority vote, Ex-Officio positions which represent other designated organizations or which serve a specific capacity or role. The Board shall have the right to decline the other organization's recommendation, in which case the Board and other organization shall work together to find an acceptable individual to serve. Ex-Officio members shall be notified of all activities of the Board, may attend meetings and participate in Board discussion, however Ex-officio members shall not be entitled to vote on any Board business. The presence of Ex-Officio members at meetings does not count towards a quorum of the meeting. Ex-officio members shall serve until removed by a vote of the Board or until replaced by their designating organization.

Section 3. *Qualifications.* Each member of the Board must be at least eighteen (18) years of age and committed to advancing the purposes of the Corporation. At least a majority of the Board members shall be independent of the Corporation as defined in Article VIII of these bylaws.

Section 4. *Selection Procedure, Terms of Office, Newly Created Directorships & Vacancies*

4.1. *Selection Procedure.* On an annual basis, the Board will select or reappoint new board members to terms of three (3) years to replace those members whose terms are expiring.

4.2. *Terms of Office.* The term of office for a Board member shall be three (3) years unless otherwise provided in these bylaws. One-third of the members shall be selected every year. The terms of office for all Board members shall begin on the day of their election and shall conclude upon the election of their successors. Board members may serve no more than two (2) consecutive terms, plus the portion of an unexpired term to which they may have been appointed. All persons are limited to two (2) consecutive elected terms. After a lapse of three (3) years, individuals are eligible for re-election or appointment to the Board of Directors.

4.3. *Newly Created Directors.* Newly created director positions resulting from an increase in the number of directors shall be filled by vote of a majority of directors then in office, regardless of their number. Directors elected to fill newly created positions shall hold office in accordance with their classification and until their successors have been elected and qualified.

4.4. *Vacancies.* A vacancy in office shall arise upon the death, resignation or removal of a Board member. A vacancy on the Board may be filled by an interim successor and appointed by the Chairperson. This appointment shall be confirmed or disapproved by the Board within the next two regular meetings. Directors selected to fill vacancies shall hold office for the remainder of the term of the vacated position in accordance with the classification of said position and until their successors have been elected and qualified.

Section 5. *Resignation.* A director may resign at any time by giving written notice to the Chairperson or the Secretary of the Corporation. Unless otherwise specified in notice, the resignation shall take effect upon receipt thereof by the Chairperson or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

## Section 6. *Suspension & Removal.*

6.1. *Suspension.* Any or all of the directors may be suspended for cause by a two-thirds (2/3) majority vote of the directors then in office at any Annual Meeting, Regular Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. The period of suspension can last only until such time as the next Annual Meeting. At any meeting where a vote is to be taken to suspend a director, the director in question may attend and shall be given a reasonable opportunity to argue in his/her defense.

6.2. *Removal.* Any director may be removed with or without cause by a two-thirds (2/3) majority vote of the directors then in office at any Annual Meeting, Regular Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. At any meeting where a vote is to be taken to remove a director, the director in question may attend and shall be given a reasonable opportunity to argue in his/her defense.

## Section 7. *Meetings.*

7.1. *Annual Meetings.* The Board of Directors shall convene an Annual Meeting for the purpose of electing Officers and transacting such other and further business of the Corporation as may be required. Notice of the Annual Meeting need not be given.

7.2. *Regular Meetings.* The Board shall endeavor to convene Regular Meetings on a monthly basis at such times that the Board determines.

7.3. *Special Meetings.* Special Meetings of the Board shall be held whenever called by the Chairperson, the Secretary, or any three (3) directors. Notice of Special Meetings shall be given personally or by telephone, electronic mail, facsimile or first class mail and shall state the purposes, time and place of the meeting. If notice is given personally or by telephone, electronic mail, voice mail or facsimile, it shall be given not less than three (3) business days before the meeting; if it is given by first class mail, it shall be given not less than five (5) business days before the meeting.

7.4. *Place of Meetings.* The Board of Directors may hold its meetings via conference call or at such place or places as the Chairperson and directors may from time to time determine.

7.5. *Electronic Communication.* Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

7.6. *Quorum.* A quorum shall be required for the legal and proper conduct of the business of the Board. A majority of the total number of directors then in existence shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Board member.

Section 8. *Adjournment.* A majority of directors present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. Reasonable notice, given personally or by telephone, electronic mail, facsimile or first class mail, of the adjournment shall be given to

all directors who were absent at the time of the adjournment, and unless the purposes, time and place of the meeting are announced at the adjourned meeting, to the other directors.

*Section 9. Action by the Board.*

9.1. *Action Defined.* Except as otherwise provided by law, by the Certificate of Incorporation, or these bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. The purchase, sale, mortgage or lease of real property shall only be authorized by vote of a two-thirds (2/3) majority of the directors then in office. The sale, lease, exchange or other disposition of all, or substantially all, the assets of the Corporation shall only be authorized by vote of a two-thirds (2/3) majority of the directors then in office and a court of competent jurisdiction in the county where the Corporation maintains its principal place of business, if required by law.

9.2. *Written Consent in Lieu of a Meeting.* Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors or committee shall be recorded in the minutes of the next regular Board or committee meeting.

*Section 10. Voting.* Each member of the Board shall have one vote.

**ARTICLE V.  
Officers**

*Section 1. Officers.* The Officers of the Corporation shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer, and any such other Officers as it may determine, who shall be given such duties, powers and functions as prescribed by the Board. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary. Officers must be members of the Board of Directors.

*Section 2. Election of Officers.* The officers of the Corporation shall be elected or appointed annually by the Board of Directors.

*Section 3. Term.* Officers shall be elected to hold office for one (1) year from the date of election. Each Officer shall hold office for the term for which he or she is elected and until his or her successor has been elected.

*Section 4. Removal.* Officers serve at the discretion of the Board of Directors. Any Officer elected by the Board may be suspended or removed, with or without cause, by a two-thirds (2/3) majority vote of the directors then in office at any regular or special meeting of the Board expressly called for that purpose.

*Section 5. Officer Vacancies.* In the event of the death, resignation, suspension or removal of an Officer, the Chairperson shall appoint an acting successor to fill the un-expired term. This appointment shall be confirmed or disapproved by the Board within the next two regular meetings.

*Section 6. Duties of Officers*

6.1. *Chairperson.* The Chairperson shall be the principal volunteer executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Board of Directors. The Chairperson, the Secretary or any other proper officer of the Corporation authorized by the Board may sign any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board by these bylaws or by statute to some other Officer or agency of the Corporation. The Chairperson is the sole member of the Board who can speak on behalf of the Corporation unless the Board has otherwise delegated that authority or authority is granted otherwise within these bylaws. In general, the Chairperson shall perform all duties as may be prescribed by the Board from time to time.

6.2 *Vice-Chairperson.* The Vice-Chairperson shall preside over meetings in the absence of the Chairperson, and shall perform all the duties of Chairperson in the event of the inability or refusal to serve by the Chairperson. And when so acting, he or she shall have all the powers and authority of the Chairperson.

6.3. *Secretary.* The Secretary shall ensure that the minutes of the meetings of the Board of Directors and its committees are recorded and maintained in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and be custodian of the corporate records of the Corporation. The Secretary shall keep a register of the post office address, telephone number and, electronic address of each director and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson and/or Board. In addition, the Secretary shall notify directors of their election to office or their appointment to committees and keep a record of the transactions of the Corporation. The Secretary may delegate recording and other duties as he or she may deem appropriate.

6.4. *Treasurer.* The Treasurer shall be responsible for the supervision of an account of all monies received or expended by the Corporation and shall keep the Board informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Board in a format prescribed by the Board; shall serve as the board's liaison with the independent auditor; and shall serve as a member of the Audit and Finance (or equivalent) Committee. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board.

## **ARTICLE VI. Committees**

Section 1 . *Appointments.* The Chairperson may, subject to approval of the Board, designate and appoint Standing Committees or Ad Hoc Committees if needed or required from time to time. Each Committee must consist of two or more directors. Each committee shall have a chairperson, who is a member of the Board.

Section 2. *Executive Committee.* Between meetings of the Board of Directors, the non-financial day-to-day affairs of the Corporation may be conducted by an Executive Committee comprised of all of the Officers and any such other directors as set forth in a resolution of the Board.

Section 3. *Powers and Responsibilities.* Each committee and every member thereof shall serve at the pleasure of the Board. No committee shall have the power to represent, bind or otherwise speak for the Corporation without the express consent of the Board. Each committee shall keep a record of proceedings and regularly report back to the Board of Directors.

Section 4. *Qualifications.* The Board of Directors may establish or waive qualifications for committee membership at its discretion.

Section 5. *Meetings.* Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chairperson of the Board or the Chairperson of the Committee or by a majority vote of all of the members of the Committee.

Section 6. *Rules.* Each committee may adopt rules for its meetings not inconsistent with these bylaws or with any rules or policies adopted by the Board of Directors.

Section 7. *Quorum and Manner of Acting.* Unless otherwise provided by resolution of the Board a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the directions of the Board.

## **ARTICLE VII. Amendments**

These bylaws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) majority vote of the directors then in office, at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose.

## **ARTICLE VIII. Conflicts of Interest**

Section 1. *Definition.* A conflict of interest exists when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Officer or Director, or business or agency from which such an Officer or director derives an income or has authority in governance. Whether a director is “independent” and free of any relationship or interest that might affect his/her ability to exercise independent judgment on behalf of the Corporation is relevant to the composition of the Board of Directors and certain committees. For federal tax exemption purposes, at least a majority of the voting directors of the Board of Directors should be individuals who are independent of the Corporation, and members of any committee with responsibility for the Corporation’s independent audit or executive compensation should also be independent.

Section 2. *Independent Director.* A director is independent if (a) during the Corporation’s current fiscal year and at all times during its immediately preceding fiscal year, (i) the Director was not compensated as an officer or employee of the Corporation, (ii) the Director did not receive from the Corporation in any such year total compensation or other payments exceeding \$10,000 as an independent contractor, and (iii) neither the Director nor any family member of the Director was involved in a transaction with the Corporation required to be reported on Schedule L, Transactions with Interested Persons, on the IRS Form 990; and (b) the Director, in the

judgment of the other independent Directors of the Corporation, does not have any other interest or relationship, whether financial or non-financial, that would cause the Director to be unable to exercise independent judgment on behalf of the Corporation.

Section 3. *Annual Disclosure.* Each Director shall annually complete a questionnaire to provide information required to determine whether he/she is independent.

Section 4. *Conflicts of Interest and Confidentiality Policy.* Regardless of whether a Director is independent within the meaning of this Article VIII, every Director is required to comply with the provisions of the Corporation's policy on conflicts of interest and confidentiality and laws governing conflicts of interest that apply to nonprofit and charitable corporations.

Section 5. *Abstention.* A Director shall abstain from voting on any matter before the Board of Directors that places him or her in a conflict of interest. Said individual shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Chairperson or any member of the Board can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the Chairperson or any other member of the Board states the opinion that such a conflict exists and the challenged individual refuses to abstain from the deliberations or voting as requested, the Chairperson shall immediately call for a vote of the Board to determine whether the challenged individual is in a conflict of interest. If a majority of the Board members present vote to require the abstention of the challenged individual, that individual shall not be permitted to vote.

## **ARTICLE IX. Construction**

If there is any conflict between the provisions of the Certificate of Incorporation and these bylaws, the provisions of the Certificate of Incorporation shall govern.

## **ARTICLE X. Dissolution**

Section 1. *Dissolution.* This Corporation may be dissolved by a two-thirds (2/3) majority vote of the Board of Directors then in office at the time of any Annual Meeting or Special Meeting called for that purpose.

Section 2. *Residual Assets.* Upon dissolution of the Corporation, any residual assets shall be donated to a not-for-profit corporation(s) with purposes of this Corporation.

## **ARTICLE XI. Harassment**

Harassment of any kind is not productive and will not be tolerated by this Corporation. Any individual bound by these bylaws who is subject to verbally abusive language relating to race, ethnicity, national origin, gender, religion, veteran status, marital status, age, disability or sexual orientation, or who experiences inappropriate physical touching or suggestive language is encouraged to report it immediately to the Chairperson. Any individual bound by these bylaws who is aware of such verbally or physically abusive conditions should report such activity

immediately. The general policy will be reflected in the personnel procedures and program procedures promulgated by the Corporation to cover its staff as appropriate. However, nothing in this Article will bind the staff of the Corporation, who will instead be covered by the procedures contained in their personnel policies and program procedures.

*AS AMENDED & APPROVED June 3, 2015*

*(Supersedes Bylaws Dated July 19, 2013)*

*(Supersedes ByLaws Dated March 21, 2011)*

Respectfully Submitted by CURC Secretary: **Erica M Spiegel 6/3/2015**