

# **BY-LAWS**

**April 29, 2011**



## **Northeast Waste Management Officials' Association, Inc.**

129 Portland Street  
Boston, MA 02114  
(617) 367-8558

Connecticut • Maine • Massachusetts • New Hampshire • New Jersey • New York • Rhode Island • Vermont

# **BY-LAWS**

## **April 29, 2011**

### **I. PREAMBLE**

The Northeast Waste Management Officials' Association, Inc. ("NEWMOA" or the "Corporation") is an official interstate regional corporation that was established in accordance with Section 1005 of the Resource Conservation and Recovery Act for the purpose of coordination and communication on issues of regional concern involving solid waste management. NEWMOA's member states are: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island and Vermont. Other states may join NEWMOA subject to the approval of the NEWMOA Board of Directors.

### **II. NAME, PURPOSE, MEMBERSHIP, AND POWERS**

The Corporation shall be designated the Northeast Waste Management Officials' Association, Inc. and shall be known by either that title or its acronym, NEWMOA. NEWMOA is organized and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of such purposes, NEWMOA shall develop and sponsor local, state, and federal initiatives aimed at the solution of solid waste management problems and issues; promote awareness of the local, national, and global issues concerning solid waste management; and work with the U.S. Environmental Protection Agency and other federal and state agencies and environmental organizations to coordinate and facilitate solutions for environmental problems.

For the purposes of these by-laws, the term "solid waste management program" means those programs that provide individuals employed by a state with responsibility for the regulation or management of "solid waste," "hazardous waste," "leaking underground storage tanks," "recovered materials," and "resource recovery" as those terms are defined by the Resource Conservation and Recovery Act, 42 USC, Section 6901 et. seq.; recycling and waste minimization activities under the Comprehensive Environmental Response, Compensation and Liability Act, 42 USC Section 9601 et. seq.; and state remediation acts intended to clean up non-designated CERCLA sites within the respective states. The term also applies to those programs created by member states for the purpose of promoting cross-media pollution prevention or toxics use reduction. The terms "solid waste" or "solid waste management" refer to the issues, problems or activities that concern the above-described programs.

State membership shall be composed of solid waste management program personnel with representatives from the member states, each of whom will be a director of NEWMOA. The directors of the solid waste management programs in the member state, where responsibility for administering solid waste management programs is not assigned to a single person, shall each serve as a member of the Board of Directors of NEWMOA. In states having a single director responsible for administering solid waste management programs, that individual shall serve as the member state's single member of NEWMOA's Board of Directors. Each of these member representatives shall be directors of the Corporation for all purposes set forth herein. In addition,

a program director shall have the right to designate a representative to be a member of the NEWMOA Board of Directors in his or her place.

NEWMOA operates inter alia under the authority of the Resource Conservation and Recovery Act (RCRA) (42 U.S.C. 3251, et. seq.). Under this legislation, NEWMOA claims all appropriate powers, authority, and responsibility identified therein and developed therefrom. In particular, reference is made to Sections 1005 and 2002, which authorize the administrator of the U.S. Environmental Protection Agency to approve the formation of and provide technical and financial assistance to certain interstate organizations. NEWMOA was granted this authorization on December 2, 1986 by the U.S. EPA Region 1. This authorization is interpreted to mean that NEWMOA is therefore entitled to receive funds from any source, including contracts, grants, and other sources relating to NEWMOA activities.

The Corporation may also do all other acts and things necessary, convenient, or expedient to carry out the above mentioned purposes, and to do any and all other acts and things permissible under its Articles of Organization and under Chapter 180 of the Massachusetts General Laws and amendments thereto. Subject to the following, the Corporation shall not conduct any activity not permitted to be conducted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Service Code of the United States of America enacted in 1986, as amended, or the corresponding and applicable provisions of any subsequent Internal Revenue Code.

### III. MEETINGS

Annual meetings of the members and directors of NEWMOA shall be held in September of each year. Other meetings of the Board of Directors may be called by the chair or by a majority of the member states. Notice of any directors' meeting shall be provided at least thirty days prior thereto; personally or by mail, e-mail, telegraph, or telephone, and may be waived in writing by each director. No meeting may be held, except when chaired by an officer. Whenever a vote of the members is required, each member state shall vote through its designated director.

### IV. QUORUM AND VOTING

A quorum for voting purposes shall consist of directors appointed by five of the eight member states. In order to carry out any motion presented for vote, a majority of those directors present and voting at a meeting must vote in the affirmative. Each member state shall have one vote.

In the event that no director appointed by a member state is able to attend a meeting of NEWMOA, he or she may designate a substitute in writing to serve at that meeting and whose vote shall be considered acceptable for all purposes, in the absence of the official director, unless the absent director specifies otherwise.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are

filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting. Members of the Board of Directors of the corporation or any committee designated thereby may participate in a meeting of such 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 and participation by such means shall constitute "presence in person" at a meeting.

## V. OFFICERS AND COMMITTEES

(1) Directors. The directors shall be responsible for the general management and supervision of the business and affairs of the corporation except with respect to those powers reserved to the member by law, the articles of the organization, or these bylaws. The Board of Directors may from time to time, to the extent permitted by law, delegate any of its powers to committees, subject to such limitations as the Board of Directors may impose. The officers of NEWMOA shall consist of a Chairman, Vice Chairman, President, Treasurer, and Clerk. Unless otherwise agreed to by an affirmative vote of a majority of those present and voting at a meeting, the new officers shall assume office on October 1st each year, with the exception of the President and Clerk. The order of rotation of the office of the Chairman shall be alphabetical, by state.

Unless otherwise agreed to by an affirmative vote of a majority of those present and voting at a meeting, the Vice Chairman and Treasurer shall be designated as those individuals whose terms as Chair are due to commence respectively in the first and second years following the year in question.

Chairman. The Chairman's responsibilities, subject to the Board's direction, shall include: (a) presiding at all meetings of the Board; (b) participating in the formulation and implementation of the policies set by the Board; (c) supervising the Executive Director of the Corporation; (e) regularly reporting to the Board on the current affairs of the Corporation; and (f) performing such other duties as the Board may assign from time to time.

Vice-Chairman. The Vice-Chairman shall have such powers and be charged with such duties, including assuming the powers and duties of the Chairman when absent, as the Board may prescribe or as the Chairman may designate from time to time.

Treasurer. The Treasurer shall keep, or cause to be kept in the office of the Corporation, regular books of accounts, which are to be available at all times for inspection by any Director. At each Annual Meeting, each regular meeting of the Board, and whenever else requested to do so, the Treasurer shall present a written report of the current financial condition of the Corporation. The Treasurer shall have the overall responsibility for the safe-keeping of all documents of title and valuable papers and shall, if required by the Board, give bond with approved surety for the faithful performance of the duties of that office in such amount as shall be fixed by the Board, the cost of such bond to be borne by the Corporation. The Treasurer shall serve on the Board of Directors.

In the event of a vacancy in the office of the Chairman, Vice Chairman, and Treasurer, in such order as prescribed by the Board, the next officer shall assume that vacancy. In the event of a vacancy in the office of Chairman, the Vice Chairman shall assume the office of Chairman, and in

the event of a vacancy in the office of Vice Chairman, the Treasurer shall assume the office of Vice Chairman.

(2) President. The President shall be the Executive Director and Chief Executive Officer, and shall be responsible for the day-to-day operation of the Corporation. The President's responsibilities, subject to the Board's direction shall include: (a) attending all meetings of the Board; (b) participating in the formulation and implementation of the policies set by the Board; (c) maintaining the delivery of quality services according to standards established by the Board; (d) preparing an annual budget for review by the Board; (e) engaging any independent contractors and employees of the Corporation and supervising any personnel of the Corporation; (f) maintaining the physical properties of the Corporation, if any; (g) directing and implementing the plans of the Corporation as approved by the Board; (h) representing the Corporation in its relationship with federal, state, and private agencies; (i) regularly reporting to the Board on the current affairs of the Corporation; and (j) performing such other duties as the Board may assign from time to time. The President may be compensated and shall report to the Chairman. The President shall not have a vote on the Board of Directors.

(3) Clerk. The Clerk shall be the Executive Director, and shall be responsible for being present at and keeping minutes of all Board of Directors meetings. Such minutes shall be kept on file at the Corporation's principal place of business. The Clerk shall also be responsible for giving timely notice of all meetings of the Board of Directors. The Clerk shall be a resident of the Commonwealth of Massachusetts, except that such residence shall not be required during any period in which the Corporation has a duly appointed resident agent.

(4) Standing Committees. There shall be an Audit and Finance Committee, an Interstate Mercury Education Reduction Clearinghouse Committee, and an Interstate Chemicals Clearinghouse Committee created and selected by the Board as hereafter provided, and such other committees as the Board of Directors may, from time to time, deem proper. The Board may grant to the committees so formed such authority as is deemed essential to their function.

Audit and Finance Committee. The Audit and Finance Committee shall be chaired by the Treasurer and consist of at least three (3) and no more than seven (7) members selected by the Board of Directors from the Board of Directors. The Audit and Finance Committee shall assist the Board of Directors in fulfilling its responsibility for oversight of the quality and integrity of the accounting and reporting practices of the Corporation, and such other duties as directed by the Board. The Committee's purpose is to oversee the accounting and financial reporting processes of the Corporation, the audits of the Corporation's financial statements, the qualifications of the public accounting firm engaged as the Corporation's independent auditor, and the performance of the Corporation's independent auditor. The Committee is directly responsible for the appointment, compensation, retention, and oversight of the independent auditor.

Additional committees of either a permanent or temporary nature may be appointed as appropriate by an affirmative vote of a majority of directors present and voting at a meeting. Permanent committees shall serve until dissolved by an affirmative vote of a majority of a quorum. Temporary committees shall serve throughout the period of time determined at the time

of their appointment, after which period they shall automatically dissolve without the requirement of action of any sort by the membership.

### Interstate Mercury Education Reduction Clearinghouse Committee

#### 1. *Name, Purpose, and Membership*

Interstate Mercury Education Reduction Clearinghouse (hereinafter, the “IMERC Committee”) shall be a permanent committee of NEWMOA. The purpose of the IMERC Committee is to provide ongoing technical and programmatic assistance to states that have enacted provisions similar to the Mercury Education and Reduction Model Act (hereinafter, the “Act”) developed by NEWMOA, and to provide a single point of contact for industry and for the public for information on mercury-containing products and member states’ mercury education and reduction programs.

The IMERC Committee facilitates deliberations that provide advice and assistance to the individual states for their decision-making. Specifically, the IMERC Committee shall: (a) collect and manage data submitted by manufacturers of mercury-containing products, as necessary to implement the notification provisions of state mercury reduction legislation; (b) facilitate interstate collaboration on the development and implementation of public education and outreach programs on mercury-containing products; (c) endeavor to make information on mercury-containing products available to industry and the public; (d) respond to public information requests for information on mercury-containing products, the requirements of the Act, and the status of state implementation of the Act; and (e) provide technical assistance, facilitate interstate reviews, and make recommendations concerning (i) manufacturers’ applications for exemptions to the phase-out of mercury-containing products; (ii) manufacturers’ applications for alternative labeling of mercury containing products; and (iii) manufacturers’ plans for collection and proper waste management of mercury-containing materials.

The IMERC Committee shall consist of NEWMOA member and non-NEWMOA member state government agencies (hereinafter, a “Participating State Agency”). The Commissioner or Director of each Participating State Agency shall designate one person to act as its directors to the IMERC Committee (hereinafter, the “IMERC Directors”). Each NEWMOA member states shall participate on the IMERC Committee, and both NEWMOA members and non-NEWMOA member Participating State Agencies shall pay such annual amounts as are determined by the NEWMOA Board of Directors, which shall be paid to NEWMOA for the purpose of the IMERC Committee.

#### 2. *Quorum and Voting*

The IMERC Committee Directors shall have the authority to vote on recommendations relating to the structure, role, staffing, and budget of the IMERC Committee, subject to approval by the NEWMOA Board of Directors.

The IMERC Committee Directors shall have the authority to vote on recommendations and advice to the individual states on the provisions and programs related to the Act as outlined above in Section (3) 1 without approval by the NEWMOA Board of Directors.

A quorum for purposes of the IMERC Committee shall consist of two-thirds of the participating states. In order to carry out any motion presented for vote, a majority of those present and voting at a meeting must vote in the affirmative. Each participating state shall have one vote.

### 3. *IMERC Committee Chair and Staff*

The IMERC Committee Directors shall annually elect from the IMERC Committee Directors a Chair and Vice-Chair, who shall assume the office on October 1<sup>st</sup> of each year, provided, however, that the first Chair appointed shall assume office immediately upon election. Upon there being a vacancy, the IMERC Committee Directors shall elect an Acting Chair and/or Acting Vice-Chair. The Chair shall call and preside at meetings of the IMERC Committee, and oversee the administration of the day-to-day activities of the IMERC Committee.

NEWMOA shall employ staff to assist IMERC with organizing meetings, maintaining information files and databases of the materials available through the IMERC Committee, managing responses to information requests, coordinating the work of the IMERC Committee, reviewing and summarizing applications and plans, facilitating meetings and conference calls, and addressing technical questions and inquiries.

## Interstate Chemicals Clearinghouse

### 1. *Name, Purpose, and Membership*

The Interstate Chemicals Clearinghouse (IC2) shall be a committee of NEWMOA. The IC2 is a partnership of state, local, and tribal agencies that promotes a clean environment, healthy communities, and a vital economy through the development and use of safer chemicals and products. The goals of the IC2 are:

- Avoiding duplication and enhancing efficiency and effectiveness of state, local, and tribal agency initiatives on chemicals through collaboration and coordination;
- Building governmental capacity to identify and promote safer chemicals and products; and
- Ensuring access to high quality and authoritative chemical data, information, and assessment methods.

The functions of the IC2 include:

- Supporting state, local, and tribal health and environmental agencies with their development and implementation of programs that promote the use of safer chemicals and products;
- Supporting the development of assessment methods for evaluating alternatives to chemicals of concern and identification of safer alternatives;
- Sharing data and information on chemical use, hazard, exposure, and alternatives;
- Sharing information regarding chemicals prioritization initiatives;
- Building the capacity of governmental agencies by sharing materials, strategies, and trainings; and
- Assisting agencies in meeting the relevant chemical information needs of businesses, consumers, and the public.

The IC2 shall consist of NEWMOA member and non-NEWMOA member state and local government agencies and tribes (hereinafter, "IC2 Members"). All state, local, and tribal government agencies that are interested in joining the IC2 shall be required to sign an IC2 Member Memorandum of Agreement (MOA). Local government entities can include municipal, county, township, districts, and multi-county or multi-municipal regional agencies.

The agency or governmental lead of each IC2 Member shall designate one person to act as its representative to the IC2 (hereinafter, the "IC2 representative").

The IC2 Board of Directors shall oversee IC2 programs and activities, set priorities, establish IC2's annual workplan, conduct strategic planning, establish budget and spending priorities, supervise senior staff, direct administrative practices and policies, and manage other critical matters affecting the IC2, subject to the approval of the NEWMOA Board of Directors.

The IC2 may include Supporting Members that are non-governmental organizations, groups, institutions, and businesses. Supporting Members shall be required to sign an IC2 Supporting Member Memorandum of Agreement and submit a membership application to the IC2 Board of Directors for approval. The IC2 Board of Directors has the authority to approve Supporting Members and to remove Supporting Members if they no longer meet criteria established by the IC2 Board for Supporting Member participation. Each Supporting Member shall designate one person to act as its representative to the IC2.

The IC2 Board of Directors shall not exceed 15 voting members. The IC2 Board members shall represent 12 states, 2 local governments, and 1 tribal agency. If the IC2 general membership expands to more than 12 states, 2 local governments, and 1 tribe, the IC2 representative shall elect the voting Board members to represent their respective state and local agencies and tribes on a biennial (every other year) basis.



The IC2 Board shall convene an IC2 Council that includes all IC2 Members and representatives of IC2 Supporting Members. The IC2 Board of Directors shall establish a process for electing Supporting Members to the IC2 Council. The purpose of the IC2 Council is to support the mission and goals of the IC2 and to provide a forum for collaboration and sharing professional advice and expertise.

The IC2 Council shall meet a minimum of two (2) times per year. The IC2 Board may meet additional times. Meetings can take place in person, via conference call, or via video conference.

A Workgroup of either a permanent or temporary nature may be appointed as appropriate by the IC2 Board of Directors. Permanent IC2 Workgroups shall serve until dissolved by the IC2 Board. Temporary Workgroups shall serve throughout the period of time determined at the time of their appointment, after which period they shall automatically dissolve without the requirement of action by the IC2 Board. The IC2 Board shall define the mission of the Workgroup and designate the IC2 Workgroup Chair. All IC2 Members and Supporting Members are eligible to participate in IC2 Workgroups. The Chair of the IC2 Workgroup shall be a representative of an IC2 Member. IC2 Workgroups can have Co-Chairs that are Supporting Members. IC2 Workgroup Chairs shall report to the IC2 Board on the status and activities of the Workgroup.

Each IC2 Member and Supporting Member shall pay annual dues as determined by the IC2 Board of Directors in consultation with the NEWMOA Board of Directors, and which shall be paid to NEWMOA for the sole purpose of supporting the IC2. NEWMOA will solicit annual dues from each IC2 Member and Supporting Member. If an IC2 Member is unable to pay its dues in a particular year, it may petition IC2 for a one-year waiver. Supporting Members are not eligible to petition IC2 for a dues waiver.

The IC2 Board, Council, and Workgroups shall function under the guidance established by an "IC2 Governance Framework." The IC2 Board may make updates, revisions, and additions to the framework document, as appropriate, all subject to the approval of the NEWMOA Board of Directors.

## *2. Quorum and Voting*

The IC2 Board shall have the authority to vote on recommendations relating to the structure, role, staffing, workplan, and budget of the IC2, subject to approval by the NEWMOA Board of Directors.

A quorum for the purposes of the IC2 Board shall consist of two-thirds of the IC2 Board, as it is comprised at the time a vote is taken. In order to carry out any motion presented for vote, a majority of those present and voting at a meeting must vote in the affirmative. Each IC2 Member on the IC2 Board shall have one vote.

The IC2 Board of Directors will hold an annual election to select the officers of the Board, who shall assume the office on October 1<sup>st</sup> of each year. Each year the Board will elect a Vice Chair, Secretary, and Treasurer, and the Vice Chair will rotate to the Chair the following year. The first Chair shall assume the office immediately upon election. If the Vice Chair is unable to assume the duties of the Chair, the IC2 Board will elect a Chair. Only voting members of the IC2 Board of Directors are eligible to be officers. The Officers shall be from different states.

The IC2 Chair shall be the chief officer of the IC2. The Chair shall work closely with the IC2 staff to provide coherent and productive internal and public leadership of the IC2. The Chair shall oversee the administration of the day-to-day activities of the IC2. The IC2 Chair shall preside at all IC2 Board and Council meetings and develop (or cause to be developed) agendas for those meetings and shall provide regular reports from the IC2 Board to the full IC2 membership and the NEWMOA Board of Directors.

The IC2 Vice Chair shall be responsible to perform those duties designated by the IC2 Chair and in the absence or incapacity of the IC2 Chair, shall perform the duties and functions of the IC2 Chair. The IC2 Vice Chair shall lead IC2 efforts to recruit and retain IC2 members.

The IC2 Treasurer shall be responsible for overseeing the preparation and presentation of all IC2 fiscal and financial reports and shall have responsibility for the management of all funds and accounts. The IC2 Treasurer or their designee shall provide fiscal and financial reports to the NEWMOA Board of Directors on an annual basis.

The IC2 Secretary shall be responsible for overseeing the preparation of all minutes of the IC2 Board of Directors and IC2 Council meetings. The Secretary shall have such other powers and responsibilities as may be designated from time to time by the IC2 Chair or the IC2 Board of Directors.

NEWMOA shall employ staff to assist IC2 with organizing meetings, developing and maintaining information files and databases of the materials available through the IC2, managing responses to information requests, coordinating the work of the IC2, reviewing and summarizing applications and plans, facilitating meetings and conference calls, conducting outreach and assistance, addressing technical and programmatic questions and inquiries, and other duties as assigned by the IC2 Board.

## VI. STAFF

As further described in section V. (2), the Directors shall appoint a President to be responsible for administration of the day-to-day activities of NEWMOA. The President is authorized to sign checks and enter into contracts and grant agreements as necessary to the conduct of NEWMOA business. His or her term of appointment shall nominally be for one year, and at the discretion of the Directors, he or she may be reappointed for successive terms. The Directors may authorize the hiring of additional members of the staff as required by the work

load, and may at their discretion approve the hiring of a Deputy Director and other senior staff. The Executive staff shall be responsible to the President.

The President and staff shall perform their respective duties in a manner consistent with the stated goals and objectives of NEWMOA and in conformance with the specific functions of NEWMOA (see Appendix A). At the annual meeting, the designated directors of the member States shall evaluate the performance of the President and staff in accordance with the above described standard. Subsequent to this action, the Chair shall prepare a written performance evaluation, based on the comments of the member States, which may include a recommendation to increase or decrease the salaries of the President or staff.

## VII. TERMINATION OF STAFF

The Board of Directors may terminate the employment of a staff member for cause by giving written notice thereof to the staff member.

Notice of termination shall be in writing, shall specify the reason(s) for termination, and shall specify the date of termination, said date to be at least ten (10) business days from the date of notice. A staff member may terminate his or her employment at any time by giving written notice to the Chair. Such notice shall be in writing and shall specify the date of termination, said date to be at least ten (10) business days from the date of notice.

## VIII. INUREMENT AND DISSOLUTION

No part of the assets or net earnings of NEWMOA shall inure to the benefit of any officer or committee member of NEWMOA or any individual and NEWMOA shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Upon the liquidation or dissolution of NEWMOA, after payment of all of its liabilities or due provisions therefore, all of the assets of NEWMOA shall be disposed of, at the discretion of the directors, to one or more organizations so long as they are exempt from federal income tax under Section 501(c)(3).

## IX. AMENDMENTS

These By-laws may be amended at any official meeting of NEWMOA only by the affirmative vote of a majority of those present and voting at a meeting provided that due notice has been given of the meeting at which such amendment is moved.

This amendment may be executed in two or more counterparts, each such counterpart evidencing the agreement of the executing member state as herein set forth.

## X INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the corporation or of any of its subsidiaries,

or who at the request of the corporation may serve or at any time has served as a director, officer or director of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties, and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection directors who are parties may participate), or (3) by the members of the corporation if disinterested; or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or

- (iv) the directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly and in any event within 30 days, after the receipt by the corporation of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this article shall be a contract right inuring to the benefit of the directors, officers, and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such director, officer, or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of a director, officer, or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the directors, officers, and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which corporation employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

XI. CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other person or organization, and no act of this Corporation, shall be affected by the fact that a Member, director, officer, or employee of the Corporation has a financial or other interest in such other person or organization. Any Member, director, officer or employee, or any firm or corporation in which such Member, director, officer or employee may have an interest, directly or indirectly may be a party to, or may have financial or other interest in, any contract or transaction of this Corporation, provided that the fact that such person, firm, or corporation has such an interest shall be disclosed to the Board or shall be known to the majority of the directors, and provided further that such person shall not vote upon such matter. All contracts and transactions are also subject to the Corporation's Conflict of Interest Policy, as amended from time to time.

XII. GENERAL

Corporate Seal. Subject to alteration by the Board, from time to time, the seal of the Corporation shall consist of a flat-faced circular die with the words "Massachusetts" and "Corporate Seal" together with the name of the Corporation and the year of its organization, cut or engraved thereon.

Fiscal Year. Except as otherwise provided by the Board from time to time, the fiscal year of the Corporation shall end on September 30<sup>th</sup> of each year.

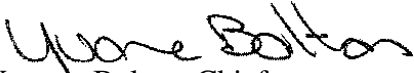
Gender. Masculine pronouns used in these Bylaws shall include both masculine and feminine gender.


The foregoing are adopted as the Bylaws of Northeast Waste Management Officials' Association, Inc., this 29th day of April 2011.

SIGNED and SEALED as of the 29th day of April 2011.

NORTHEAST WASTE MANAGEMENT OFFICIALS' ASSOCIATION

NAME

  
Yvonne Bolton, Chief  
Waste Management Bureau  
Connecticut Department of Environmental Protection



Julie Churchill, Director, Office of Innovation & Assistance  
Small Business Ombudsman  
Maine Department of Environmental Protection



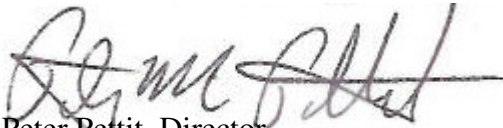
Sarah Weinstein, Deputy Assistant Commissioner  
Bureau of Waste Prevention  
Massachusetts Department Environmental Protection



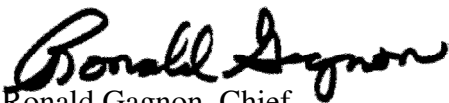
Michael Wimsatt, Director  
Waste Management Division  
New Hampshire Department of Environmental Services



Michael DiGiore, Chief  
Office Pollution Prevention and Right to Know  
New Jersey Department of Environmental Protection



Peter Pettit, Director  
Division of Materials Management  
New York State Department of Environmental Conservation



Ronald Gagnon, Chief  
Office of Technical and Customer Assistance  
Rhode Island Department of Environmental Management



Gary Gulka, Director  
Environmental Assistance Division  
Vermont Department of Environmental Conservation

