

BY-LAWS

AS AMENDED

December 11, 2001



Northeast Waste Management Officials' Association

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

BY-LAWS
As
Amended and Restated

In accordance with Article IX thereof, the By-Laws of the Northeast Waste Management Officials' Association are hereby amended and restated to read as follows:

I. PREAMBLE

The Northeast Waste Management Officials' Association (NEWMOA) is an official interstate regional organization 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 organization shall be designated the Northeast Waste Management Officials' Association 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; to promote awareness of the local, national and global issues concerning solid waste management, and to work with the 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. However, the above-mentioned state programs may participate in NEWMOA only when the solid waste regulatory programs from that particular state are NEWMOA participants.

State membership shall be composed of solid waste management programs personnel with representatives from the member States. The Directors of the solid waste management programs in the member State, where responsibility for administering solid waste management programs is not lodged in a single person, shall each serve as state representatives to NEWMOA. In States having a single Director responsible for administering solid waste management programs, that individual shall serve as the member State's single representative. In addition, a program director shall have the right to designate a representative.

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. 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.

III. MEETINGS

Annual meetings of NEWMOA shall be held in September of each year. Meetings may be called by the chair or by a majority of the member States. Notice of any meeting shall be at least thirty days prior thereto; personally or by mail, e-mail, telegraph, or telephone, and may be waived in writing by each representative. No meeting may be held, except when chaired by an officer.

IV. QUORUM AND VOTING

A quorum for voting purposes shall consist of representatives from five of the eight member 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 member State shall have one vote.

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

V. OFFICERS AND COMMITTEES

(1) The officers of NEWMOA shall consist of a Chair, Vice Chair, and Treasurer. Unless otherwise agreed to by an affirmative vote of a majority of those present and voting at a meeting, the new chair shall assume office on October 1st each year. The order of rotation of the office of the Chair 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 Chair 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 questions.

(2) Committees of either a permanent or temporary nature may be appointed as appropriate by an affirmative vote of a majority of those 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.

(3) INTERSTATE MERCURY EDUCATION REDUCTION CLEARING HOUSE
COMMITTEE

1. *Name, Purpose, and Membership*

Interstate Mercury Education Reduction Clearinghouse (hereinafter, the “IMERC Committee”) is hereby established as a permanent committee of NEWMOA. The purpose of the IMERC Committee shall be 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 shall facilitate 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 will 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 representative to the IMERC Committee (hereinafter, the “IMERC Representative”). Each NEWMOA member states shall participate on the IMERC Committee, and both NEWMOA members and non-NEWMOA member Participating

State Agencies will 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 Representatives 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 Representatives 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 Representatives shall annually elect from the IMERC Committee Representatives a Chair and Vice-Chair, who shall assume the office on October 1st of each year, provided, however, that the first Chair appointed shall assume office immediately upon election. Upon there being a vacancy, the IMERC Committee Representatives 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.

VI. EXECUTIVE STAFF

The members shall appoint an Executive Director to be responsible for administration of the day-to-day activities of NEWMOA. The Executive Director 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 membership, he or she may be reappointed for successive terms. The members may appoint or

authorize additional members of the Executive staff as required by the work load. The Executive staff shall be responsible to the Executive Director.

The Executive director 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 representatives of the member States shall evaluate the performance of the Executive Director 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 Executive Director or staff.

VII. TERMINATION OF EXECUTIVE STAFF

The designated representatives of the member States 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 NEMOA 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 therefor, 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.

SIGNED and SEALED as of the 11th day of December, 2001.

NORTHEAST WASTE MANAGEMENT OFFICIALS' ASSOCIATION

NAME

STATE

Richard Barlow
Stephen Hammond
Mark Hyland
Terrence Gray
Jay Naparstek
Ken Marschner
Jeanne Mroczko
P. Howard Flanders

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