

# Board of Directors

## Benton County Solid Waste Disposal Commission

### Administration and Enforcement By-Laws

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#### 1. Adoption Of By-Laws

These administrative and enforcement by-laws are hereby established for the *Benton County Solid Waste Disposal Commission* (hereinafter “**the Commission**”), in accordance with Section 2 of Article VI of the 28E Agreement establishing the Commission, which was adopted on April 30, 1973, as amended on June 30, 1992, as amended on July 1, 2014.

#### 2. Membership

Membership of the Commission shall consist of Benton County, and the cities of: Atkins, Belle Plaine, Blainstown, Garrison, Keystone, Luzerne, Mount Auburn, Newhall, Norway, Shellsburg, Urbana, Van Horne, Vinton and Walford (hereinafter “**Members**”). Governing bodies of other cities and counties may apply for Membership in the Commission, upon enacting a binding resolution agreeing to the terms and conditions set forth in the Agreement under Iowa Code Chapter 28E creating Benton County Solid Waste Disposal Commission.

#### 3. Board of Directors

The Commission shall be governed by a Board of Directors (hereinafter “**the Board**”), which is vested with, and shall exercise, all powers of the Commission, in accordance with Section 1 of Article VI of the 28E Agreement. The Board shall consist of, and be limited to, twenty-one (21) Directors, allocated in accordance with Section 2 of Article IX of the 28E Agreement.

Seven (7) Directors shall be appointed by the Benton County Board of Supervisors: One (1) Supervisor; Two (2) at-large Directors; Four (4) Directors, who shall reside in unincorporated portions of Benton County.

Fourteen (14) Directors shall be appointed, one each, by the City Councils of: Atkins, Belle Plaine, Blainstown, Garrison, Keystone, Luzerne, Mount Auburn, Newhall, Norway, Shellsburg, Urbana, Van Horne, Vinton and Walford.

Elected officials of the Members may serve on the Board; those Directors shall not be disqualified from voting, or in any manner participating in the activities of the Board.

#### 4. Directors

Members of the Commission shall appoint their Directors by a resolution adopted by each of the Members’ governing body.

#### 5. Term of Directors

Directors shall serve until replaced by the Member who appointed them, in accordance with Section 2 of Article IX of the 28E Agreement. Upon replacing a Director, Members will provide notice to the Commission. If a seat on the Board becomes vacant, for any reason, a new Director shall be appointed by the appropriate Member.

#### 6. Compensation of Directors

Directors shall not be compensated monetarily for routine service and meeting attendance.

A Director engaged in Commission related business, that requires traveling outside of Benton County, will be reimbursed for travel expenses; mileage expense will be reimbursed at the prevailing Federal rate, and other expenses will be reimbursed with appropriate documentation.

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#### 7. Officers

Officers of the Commission shall consist of: a Chair, Vice-Chair, Secretary and Treasurer, and will ordinarily be elected by the Board at the February meeting.

Officers shall serve for one (1) year, or until their successors is elected.

#### 8. Duties of the officers

- A. **Chair:** The chair shall preside at the meetings of the Board. The chair, or their designee, shall represent the Commission at any conference or assembly where attendance is requested, or where attendance is deemed necessary to further the aims and objectives of the Commission. To carry out the aims and objectives of this Commission, the chair may appoint such standing, or ad hoc, committees as deemed necessary.
- B. **Vice-Chair:** In the absence of the Chair, duties shall be vested in the vice-chair.
- C. **Secretary:** The Secretary, or designee, shall record the proceedings of all meetings, making said records available to the Directors and Members of the Commission. The Secretary shall keep all minutes and forms as a part of the legal record.
- D. **Treasurer:** The Treasurer, or designee, shall receive all money due the Commission, deposit same in the name of the Commission in such banks as may be chosen, and disperse money as authorized by the Board.

The Treasurer shall have charge of the books of account of the Commission, and shall render a monthly statement of same to the Board. The Treasurer may be compensated for bookkeeping services, as approved by the Board.

#### 9. Meetings

All Meetings of the Board shall be held at a suitable time and public location, as may be designated by the Chair, and shall be conducted in accordance with *Robert's Rules of Order Newly Revised*, unless otherwise provided in these by-laws or the Code of Iowa.

A minimum of seven (7) Directors shall constitute a quorum; No official business of the Commission shall take place in the absence of a quorum.

The Secretary, or designee, shall give Directors at least forty-eight (48) hours' notice of a meeting; an agenda shall be provided at least twenty-four (24) hours prior to a meeting.

- A. **Regular Meetings:** The Board shall meet monthly on the third Thursday of each month at 6:30 pm, unless otherwise designated by the Chair.
- B. **Special Meetings:** Special meetings may be called by the Chair, or at the written request of at least four (4) Directors. The Secretary, or designee, shall give each Director at least twenty-four (24) hours' notice, and state the purpose, of the meeting. Special meetings may be done by teleconference.
- C. **Voting:** The concurring vote of a majority of the Board present shall be required to reach a decision.
- D. **Agendas:** The Secretary, or designee, shall prepare an agenda for each meeting and send it to each Director as part of the notification process. All meeting agendas shall be posted at the Benton County Courthouse at least 24 hours prior to the meeting.
- E. **Minutes:** Minutes will show: the Directors who are present or absent, results of votes and a brief description of the business conducted.
- F. **Public:** All meetings are open to the public, and records and accounts shall be open to the public in accordance with the Code of Iowa.

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#### **10. Landfill Manager**

The Board shall hire a Landfill Manager (hereinafter “the Manager”), to serve at the pleasure of the Board, to manage day-to-day operations at the Landfill. The Manager shall report directly to the Board, and be endowed with the duties the Board shall invest in them.

#### **11. Rates and Fees**

Per Capita Rates and Tipping Fees shall be established and equitably administered by the Board. The Board shall review such rates and fees and provide notice to the Members by January 1<sup>st</sup> of each year.

Special Assessments, as defined and established by the Board, may be made, following an investigation and discovery process; in accordance with Section 7 of Article VIII of the 28E Agreement.

#### **12. Expulsion Of Members**

The Board of the Commission may expel any Member of the Commission by 60% vote of all the remaining members of the Commission, due to continued violation of the provisions of the 28E Agreement that established and governs the Commission by the following procedure:

- A. The Board shall adopt a resolution stating its intent to expel the Member and the reasons for the proposed expulsion.
- B. The resolution of the Board shall be sent to the Mayor and City Clerk of the City, or the Chair of the Board of Supervisors and the County Auditor in the event of the County’s expulsion, by certified mail.
- C. The Member to be expelled shall be advised of the expulsion and given not less than twenty (20) days from the date of receipt of the certified letter to respond to the proposal for expulsion.
- D. The Board shall consider the Member’s comments at its next regular meeting and shall notify the Member of the Board’s decision by certified mail within twenty (20) days of the date of the vote regarding the expulsion.
- E. The Board may vote to adopt a resolution of expulsion of a Member which shall require 60% approval of votes cast.

#### **13. Expulsion of Director**

The Board may expel any Director who: misses three (3) consecutive Regular Meetings without notifying an Officer of the Board or the Landfill Manager, or who misses 75% of the Regular Meetings in a twelve (12) month period; through the following procedures:

- A. The Board shall adopt a Resolution stating its “Intent to Expel” a Director.
- B. The Secretary shall notify the appropriate Member of such Resolution by certified mail.
- C. The Secretary shall notify the Director in question of such Resolution by certified mail. The Director shall be given ten (10) days to respond to the Resolution.
- D. The Board shall consider the Director’s comments at its next regular meeting.
- E. Upon Board approval of a Resolution to Expel, the Secretary shall notify the appropriate Member of the Board’s decision.
- F. The Board’s vote to adopt such a Resolution shall require 60% approval of the votes cast.

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**14. Amendments**

Amendments to these by-laws may be proposed by any Director and can be introduced and discussed at any meeting of the Board, but such amendments shall not be adopted until a subsequent meeting of the Board.

All proposed amendments shall be in writing and shall be provided to all Directors at least seven days prior to the meeting when a vote will be taken to adopt the amendment.

A majority vote of eleven (11) or more Directors shall be required to adopt an amendment, and said amendment shall take effect immediately upon adoption, unless specified differently by the Board.

Adopted this 18 day of May, 2017.

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**Chair – John R. Watson**

**Attest:**

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**Secretary – Tim Yoder**