

# **METRO WASTE AUTHORITY BYLAWS**

## **ARTICLE I NAME**

The Des Moines Metropolitan Area Solid Waste Agency shall be known as “The Metro Waste Authority” (hereinafter referred to as “Authority”).

## **ARTICLE II MEMBER COMMUNITIES**

The Authority shall have two classes of members. Limited members shall participate in all functions of the Authority except collection. Full members shall participate in all functions of the Authority. (28E Article III, Paragraph B)

## **ARTICLE III BOARD MEMBERS**

SECTION 1. The governing body shall be designated as the Board. It shall consist of an elected representative of the governing bodies of each participating governmental jurisdiction or his/her designated substitute, which substitute shall be approved by the governmental jurisdiction the substitute represents. (28E Article III, Paragraph A)

SECTION 2. Each member of the Board shall have one vote for each 50,000 population or fraction thereof residing in the governmental jurisdiction the member represents. Such population shall be ascertained from the most recent federal census for that jurisdiction. (28E Article III, Paragraph A)

SECTION 3. All representatives shall serve until their appointment is terminated or a new appointment is made by resolution of the member community they represent. The member community shall forward all resolutions of appointment or termination to the Authority Board. (28E Article III, Paragraph A)

## **ARTICLE IV MEETINGS**

SECTION 1. Written notice stating the place, day and hour of a regular meeting, and including a copy of the agenda, shall be mail or delivered not less than five (5) days before the date of a regular meeting to the designated representatives of each member community.

SECTION 2. All regular meetings of the Authority shall be held each month. The Authority Board shall establish the place, date and time for the monthly meeting.

SECTION 3. Special meetings of the Authority may be called by the Chair and shall be called by the Chair at the request of a majority of the membership of the Board. The requirements of Article III, Section 1, shall apply except that notice shall be given not less than twenty-four (24) hours prior to the special meeting. (28E Article III, Paragraph G)

SECTION 4. The agenda for regular and special meetings shall be prepared by the Director of the Authority, with the advice and assistance of the Chair of the Authority. The Director or the Chair may place on the agenda any item which either of them deems appropriate and shall place on the agenda any items requested to be placed on the agenda by a member community, provided such request is made at least seven (7) days prior to the meeting date. The agenda may be amended at any time by a majority of the Board, subject to the provisions of Iowa's Open Meeting Law.

SECTION 5. The meeting notice and agenda for each meeting shall be posted on the meetings bulletin board at the Authority not less than twenty-four (24) hours prior to the meeting of the Authority, and a copy thereof shall be provided to news media which have filed a request for same, as well as all member communities, Board members and designated substitutes.

SECTION 6. The presence of representatives from nine (9) member communities shall constitute a quorum of the Authority. A quorum of the Authority shall be required to convene a meeting of the Authority Board and for the conduct of its business. (28E Article III, Paragraph C)

SECTION 7. The Chair of the Authority shall preside over all Board meetings and shall determine whether a quorum exists. The Chair shall cause the names of all representatives present to be entered into the meeting minutes, and shall call the meeting to order if a quorum exists.

SECTION 8. All Board meetings of the Authority shall be conducted in compliance with Chapter 21 of the Iowa Code, the Open Meetings Law, and in general accordance with Robert's Rules of Order, as amended by these Bylaws. The Chair shall act as arbiter of any dispute on any point of order.

SECTION 9. The Chair may, at its sole discretion, allow some or all of the Board members to participate electronically (by telephone) at any regular or special Board meeting.

## **ARTICLE V VOTING**

SECTION 1. In the ordinary conduct of the Board's business, the majority vote of those representatives present and voting shall decide all matters brought to a vote. (28E Article III, Paragraphs D and E)

SECTION 2. Voting may be by voice vote, roll call vote, or secret ballot as provided in Robert's Rules of Order.

SECTION 3. The Chair or Vice Chair, when presiding over Board meetings, may vote and participate in discussion, but shall not make or second a motion.

## **ARTICLE VI OFFICERS**

SECTION 1. The officers of the Authority shall be the Chair and the Vice Chair. The Director shall be the Secretary and Treasurer of the Authority. (28E Article III, Paragraphs F and I)

SECTION 2. The Chair shall preside at all the meetings of the Authority Board. The Chair shall sign any instruments which the Authority Board has authorized to be executed, except in cases where the signing of instruments shall be required by law or protocol to be otherwise signed or executed.

SECTION 3. In the absence of the Chair, or in the event of his/her death, inability to act or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon that office.

SECTION 4. The Director will have those duties normally associated with the offices of Secretary and Treasurer. The performance of secretarial duties of the Authority shall also be the responsibility of the Director, who may assign Authority staff to assist in the performance of those duties. (28E Article III, Paragraph I)

Secretarial duties shall include, at a minimum, the following:

- a. The taking and preservation of minutes of the proceedings of the Authority Board:
- b. The giving of all notices in accordance with the provisions of these Bylaws, the 28E Agreement and any amendments or supplements thereto, or as otherwise directed by the Authority Board or required by law;
- c. Acting as custodian of the records of the Authority; and
- d. Keeping a current registry of the names and addresses of the member of the governing body of each member community, and of each community's principle officers and Authority representatives.

SECTION 5. The officers of the Authority shall be elected annually by and from the representatives of the member communities present at the annual meeting of the Authority Board, which shall be the first regular meeting held in January of each year. The

term shall be for one (1) year. The Chair shall appoint a nominating committee at the regular meeting immediately prior to the annual meeting. The nominating committee shall select and offer nominations for each office at the annual meeting. Nominations shall also be accepted from the representatives present at the annual meeting. All nominees, including those offered by the nominating committee, must receive a second in order to be considered a candidate and voted on for office.

SECTION 6. The Chairman and Vice Chairman of the Board shall be elected by majority of Board members present at the annual meeting and shall serve for a term of one (1) year or until their respective successors in office are chosen. The incumbent in each said office may succeed himself. (28E Article III, Paragraph F)

SECTION 7. A vacancy in the office of Chair or Vice Chair shall be filled by the Authority Board for the unexpired portion of the term.

## **ARTICLE VII COMMITTEES**

SECTION 1. The Board may establish permanent, standing committees. The Chair shall nominate all members of the standing committees, and such nominees shall be approved by the Board. Such committees shall provide advice and recommendation to the Authority. The designation of such committee shall not operate to relieve the Authority of any responsibility imposed by the 28E Agreement and any amendments or supplements thereto. Meetings of such committees may be held at such time and place as the committees may fix from time to time. Notice of committee meetings shall be given to all Board members and to the Authority officers. The Chair may appoint such ad hoc committees as the Chair deems necessary.

SECTION 2. The Authority Board may from time to time designate an ad hoc technical committee that shall be chaired by the Director of the Authority or his/her designee. Said committee shall be comprised of employees of member communities who have expertise in a technical area that is the subject of the committee's review. The technical committee shall meet at the call of the Director of the Authority or at the direction of the Authority Board for the sole purpose of providing technical advice to the Authority. The technical committee may make technical recommendations to the full Board if requested to do so.

SECTION 3. All the committee meetings shall be open to the public, and notice of the time and place of committee meetings shall be provided to all Board members and any news media which have filed a request for same. Minutes of the meetings shall be kept and provided.

**ARTICLE VIII  
AUTHORITY COMPREHENSIVE PLAN**

SECTION 1. All member communities of the Authority are included in the Comprehensive Plan filed by the Authority with the Iowa Department of Natural Resources.

SECTION 2. The Authority may add communities who are not members of the Authority's 28E Agreement to the Comprehensive Plan upon such terms and conditions as the Authority deems appropriate.

**ARTICLE IX  
APPLICABILITY, AMENDMENTS, AND REPEAL OF BYLAWS**

SECTION 1. These Bylaws shall apply to all regular or special meetings of the Authority Board.

SECTION 2. These Bylaws may be amended or repealed, or new bylaws adopted, by a majority vote of the Authority Board taken at any regularly scheduled or specially called meeting, provided that such proposed amendment or repeal, or adoption of new bylaws, be presented in writing at a prior regular meeting of the Authority Board, and provided that notice of the impending vote on such proposed amendment or repeal, or adopting of the new bylaws, is contained in the meeting notice and agenda of the meeting at which such vote is to be taken.

**ARTICLE X  
RULES OF CONSTRUCTION**

SECTION 1. Nothing in these Bylaws is intended to modify, amend, repeal or otherwise alter the terms of the 28E Agreement or any amendments or supplements thereto. In the event of any conflict or inconsistency between these Bylaws and the 28E Agreement or any amendments or supplements thereto, the provisions of the 28E Agreement and any amendments or supplements thereto, as the case shall be, shall prevail.