

**AMENDED BYLAWS FOR THE
SOLID WASTE AUTHORITY OF CENTRAL OHIO**

February 12, 2019

- ARTICLE I. NAME, LOCATION AND PURPOSE**
1.1 Name and Location
1.2 Purpose
- ARTICLE II. DISTRICT MEMBERS**
2.1 Membership
- ARTICLE III. BOARD OF TRUSTEES**
3.1 Duties
3.2 Composition
3.3 Term
3.4 Appointment/Removal
3.5 Compensation
3.6 Resignation
3.7 Vacancy
3.8 Meetings of the Board
3.9 Cancellation of Board Meeting
3.10 Special Meetings
3.11 Quorum
3.12 Voting
3.13 Consent Agenda
3.14 Resolutions
3.15 Finances
 a. Annual Budget
 b. Limitations
 c. Service Fees and Charges
- ARTICLE IV. OFFICERS OF THE BOARD OF TRUSTEES**
4.1 Composition
4.2 Duties of Officers
 a. Chair
 b. Vice-Chair
 c. Secretary
 d. Treasurer
4.3 Election
4.4 Compensation
4.5 Vacancy
4.6 Resignation
4.7 Removal
- ARTICLE V. MANAGEMENT STAFF**
5.1 Composition
5.2 Duties of Management Staff
 a. Executive Director
 b. Interim Executive Director
5.3 Appointment of Management Staff
5.4 Compensation
- ARTICLE VI. COMMITTEES AND COMPOSITION**
6.1 Executive Committee
6.2 Nominating Committee
6.3 Standing, Special and Ad Hoc Committees
- ARTICLE VII. AMENDMENTS**
7.1 Amendments
- ARTICLE VIII. MISCELLANEOUS**
8.1 Voting Requirements
8.2 E-Mail Notification
8.3 Open Meetings Law Compliance
8.4 Parliamentary Authority

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ARTICLE I – NAME, LOCATION AND PURPOSE

Section 1.1 Name and Location. The name of this regional solid waste authority shall be the Solid Waste Authority of Central Ohio, hereinafter referred to as “SWACO.” Its principal office shall be located in Franklin County, Ohio.

Section 1.2 Purpose. The purposes of SWACO shall be to provide a comprehensive, environmentally sound, cost effective, and technically reliable solid waste management program for all people living or working in the SWACO District. In the pursuit of this purpose, SWACO shall exercise such rights, powers, and duties as are conferred or imposed on it by Chapters 343 and 3734 of the Ohio Revised Code and pursuant to Resolutions 1462-88, 567-89 and 647-89 adopted by the Board of Commissioners, Franklin County, Ohio.

ARTICLE II – DISTRICT MEMBERS

Section 2.1 Membership. The members of SWACO shall consist of every municipality, township, and other governmental subdivision within the SWACO District pursuant to Resolution 394-89. Those members are: City of Columbus; City of Bexley; City of Canal Winchester; City of Dublin; City of Gahanna; City of Grandview Heights; City of Grove City; City of Groveport; Village of Harrisburg; City of Hilliard; Village of Brice; Village of Lockbourne; Village of Marble Cliff; Village of Minerva Park; City of New Albany; Village of Obetz; City of Reynoldsburg; Village of Riverlea; City of Upper Arlington; Village of Urbancrest; Village of Valleyview; City of Westerville; City of Whitehall; City of Worthington; Blendon Township; Brown Township; Clinton Township; Franklin Township; Hamilton Township; Jackson Township; Jefferson Township; Madison Township; Mifflin Township; Norwich Township; Perry Township; Plain Township; Pleasant Township; Prairie Township; Sharon Township; Truro Township; and Washington Township.

ARTICLE III – BOARD OF TRUSTEES

Section 3.1 Duties. SWACO shall have a Board of Trustees, hereinafter referred to as the “Board,” which shall have such rights, powers, duties and responsibilities as conferred on it by Chapters 343 and 3734 of the Ohio Revised Code and Resolutions adopted by the Franklin County Board of Commissioners, including, without limitation, all of the following:

- a. Appoint employees necessary to manage the affairs of SWACO, including, without limitation, an executive director, and a sanitary engineer or engineers to execute the responsibilities assigned to the county sanitary engineer under Chapter 343 of the Ohio Revised Code;
- b. Acquire, construct, improve, enlarge, replace, maintain, and operate the solid waste facilities within the SWACO District;
- c. Issue bonds and bond anticipation notes in accordance with Chapter 133 of the Ohio Revised Code;
- d. Adopt bylaws for the regulation of the Board’s affairs and the conduct of its business;
- e. Maintain an office within SWACO’s District;
- f. Provide coverage for its employees under Chapters 145, 4123, and 4141 of the Ohio Revised Code and procure and pay all or any part of the cost of group hospitalization, surgical, major medical, and sickness and accident insurance and group life insurance for its employees;
- g. Procure insurance against loss to SWACO by reason of damages to its properties resulting from fire, theft, accident, or other casualties or by reason of its liability for any damages to persons or property occurring in the construction or operation of facilities under its jurisdiction or the conduct of its activities;
- h. Procure a policy or policies insuring members of the Board against liability on account of damages or injury to persons and property resulting from any act or omission of a member

in his/her official capacity as a member of the Board or resulting solely out of his/her membership on the Board;

- i. Sue or be sued;
- j. Make contracts in the exercise of the rights, powers, and duties conferred upon SWACO; and
- k. Do all acts necessary or proper to carry out the duties and responsibilities imposed on or granted to the Board under Chapters 343 and 3734 of the Ohio Revised Code.

Section 3.2 Composition. The Board shall consist of nine (9) members, each hereinafter referred to as a “Trustee.” The nine (9) Trustees shall be as follows:

- a. One (1) Trustee shall be the President of the Franklin County Board of Commissioners, or his/her designee;
- b. One (1) Trustee shall be the Mayor of the City of Columbus, or his/her designee;
- c. One (1) Trustee shall be appointed by a majority of the Board of Township Trustees within Franklin County;
- d. One (1) Trustee shall be the Health Commissioner of the Health District having the largest territorial jurisdiction within Franklin County, or his/her designee;
- e. One (1) Trustee shall be appointed by the Mayor of the City of Columbus;
- f. One (1) Trustee shall be appointed by the Franklin County Board of Commissioners; and
- g. Three (3) Trustees shall be appointed by the Board to represent the following interests:
 - i. the public;
 - ii. the industrial, commercial, or institutional generators of solid wastes within the District; and
 - iii. the general interests of citizens (who shall have no conflict of interest through affiliation with a waste management company or any entity that is a significant generator of solid wastes).

Section 3.3 Term. The Trustees shall serve staggered terms as set forth by the Franklin County Board of Commissioners in Resolution Number 394-89.

Section 3.4 Appointment/Removal. A Trustee shall be appointed to or removed from the Board upon the Secretary’s receipt of a certified resolution or letter from the body or officer authorized to appoint or remove such Trustee, as provided for in Section 3.2. For purposes of this Section, e-mail may serve as written notice. Removal of a Trustee from the Board may occur for cause or without cause. Removal of a Trustee, without cause, shall be at the sole and complete discretion of the body or officer authorized to appoint such Trustee pursuant to Section 3.2. Removal of a Trustee, for cause, shall require: (1) a two-thirds affirmative vote of the Trustees of the Board; or, (2) the body or officer authorized to appoint such Trustee pursuant to Section 3.2. For purposes of this Section, “for cause” shall include, but not be limited to the following:

- a. A Trustee’s breach of any material duty or obligation under these Bylaws, Board procedures or policies or any state or federal statute.
- b. A Trustee is convicted or pleads guilty or nolo contendere to any misdemeanor (other than traffic violation), felony, or any crime involving fraud, dishonesty or misappropriation.
- c. A Trustee willfully or recklessly engages in misconduct that causes or will cause material harm to the Board, including to the reputation or mission of SWACO.
- d. A Trustee willfully engages in an act that constitutes a conflict of interest with SWACO, without the approval of SWACO.

Section 3.5 Compensation. No Trustee shall receive any compensation from SWACO, or otherwise, for serving as a Trustee. However, a Trustee may be reimbursed by SWACO for actual reasonable business-related

expenses incurred by him/her in the performance of his/her duties as a Trustee pursuant to the Code of Ethics and the Meal and Travel Guidelines or any other related policy or procedure approved by the Board.

Section 3.6 Resignation. A Trustee may resign at any time by giving written notice to the Secretary. Such resignation shall take effect as of the date of receipt of such notice, unless such notice specifies a later effective date. For purposes of this Section, e-mail may serve as written notice.

Section 3.7 Vacancy. The position of a Trustee becomes vacant when a Trustee is removed, resigns, or dies, as provided for in Article III. The Secretary shall provide written notification to the Chair of the Board, as defined in Section 4.2, within twenty-four (24) hours of receipt of notice when a position of a Trustee has become vacant. The Chair shall then provide written notification to the body or officer authorized to appoint such Trustee, as provided for in Section 3.2, requesting that such body or officer appoint a replacement Trustee. For purposes of this Section, e-mail may serve as written notice.

Section 3.8 Meetings of the Board. The Board shall meet at least quarterly. Public notice of all meetings of the Board shall be given in accordance with the requirements of Ohio Revised Code §121.22. Any person may request information relating to the time and place of all regularly scheduled meetings and the time, place and purpose of all Special Meetings by contacting the Secretary or checking SWACO's website.

Section 3.9 Cancellation of Board Meeting. The Chair may, from time to time, determine it unnecessary to convene a regularly scheduled meeting, and may cancel the same by providing written notice of said cancellation to the other Trustees at least five (5) business days prior to said regularly scheduled meeting. However, a majority of the Trustees may request that the Chair rescind the cancellation of the regularly scheduled meeting, and the Chair shall rescind the cancellation, so long as the Chair receives the request from the Trustees at least one (1) business day prior to the date that the cancelled meeting was to commence. For purposes of this subsection, e-mail may serve as written notice of cancellation, or as a written request to hold a meeting after notice of cancellation.

Section 3.10 Special Meetings. Special Meetings of the Board shall be held when requested by the Chair or by any three (3) Trustees. At least five (5) days' notice shall be given to each Trustee prior to any Special Meeting, provided that such notice requirement may be waived by a simple majority of the Trustees present at the Special Meeting.

Section 3.11 Quorum. At all Regular and Special Meetings of the Board, five (5) Trustees present shall constitute a quorum for conducting business. A Trustee must be present in person at a meeting in order to be counted as part of a quorum.

Section 3.12 Voting. The Board, after commencement of its business meeting, and in accordance with a prepared agenda, shall introduce and vote upon Resolutions for the conduct of SWACO's business. The Board shall have the option to vote for Resolutions by considering and voting on each Resolution individually or by adopting or rejecting multiple resolutions through a consent agenda. A Trustee must be present in person at a meeting in order to be considered present and vote. There shall be no proxy voting.

Section 3.13 Consent Agenda. At a meeting of the Board, following a verbal call of the roll, the Chair shall request the Secretary to call out the individual name and number of each Resolution being considered for placement onto the Consent Agenda. Upon completion of the call, any Trustee may request removal of a specific Resolution or Resolutions from the Consent Agenda. Any Resolution or Resolutions removed from the Consent Agenda shall be debated and voted upon separately from the Consent Agenda. Following receipt of a motion and a second to move the Consent Agenda, the Chair shall ask for the Secretary to call the roll for a vote upon the Consent Agenda. A simple majority vote of the Trustees present is necessary for passage and enactment of the Consent Agenda, and the items placed therein.

Section 3.14 Resolutions. Following the roll call vote on the Consent Agenda, the Chair shall consider any additional Resolutions. A simple majority vote of the Trustees present is necessary for passage and enactment of any single Resolution voted upon at any meetings of the Board.

Section 3.15 Finances.

- a. Annual Budget. Each year, the Board shall cause to be prepared SWACO's annual budget for the succeeding year (hereinafter referred to as "Annual Budget"). No less than two (2) weeks before its adoption, the Board shall cause the Annual Budget to be distributed and on or before December 31st the Board shall adopt the Annual Budget.
- b. Limitations. The Executive Director is authorized to enter into, execute and deliver any contract or make any expenditure that does not exceed a line-by-line limitation set forth in the Annual Budget and is in compliance with the Procurement Manual. Without prior approval of the Board, the Executive Director may not enter into, execute or deliver or make any expenditure that (i) is not within a category delineated in the Annual Budget or (ii) exceeds a line-by-line limitation set forth in the Annual Budget.
- c. Service Fees and Charges. The Board shall be responsible for adopting, implementing, changing, or altering the fees and other charges for the use of any service or facility provided by SWACO as provided in Chapters 343 and 3734 of the Ohio Revised Code.

ARTICLE IV – OFFICERS OF THE BOARD OF TRUSTEES

Section 4.1 Composition. The Officers of the Board, hereinafter referred to as "Officers", shall be the Chair, Vice-Chair, Secretary, Treasurer and such other Officers as the Board shall determine. The Offices of Chair and Vice-Chair shall be a Trustee and the Offices of Secretary and Treasurer may be a Trustee or an employee of SWACO. Any two (2) or more Offices may be held by the same person. The Board may merge the duties of two (2) or more Offices into one (1) position.

Section 4.2 Duties of Officers.

- a. Chair. The Chair shall preside at all meetings of the Board and shall perform such other duties as authorized by law or as may be otherwise specifically assigned by the Board. The Chair shall serve a term of no more than two (2) consecutive terms, not including an unexpired term.
- b. Vice-Chair. The Vice-Chair shall, in the event of the absence, disability, resignation, removal, or death of the Chair, succeed to and discharge the duties pertaining to the office of the Chair and, at all other times, perform such duties as authorized by these Bylaws, law or as may be otherwise specifically delegated by the Board or Chair. The Vice-Chair shall serve a term of no more than two (2) consecutive terms, not including an unexpired term.
- c. Secretary. The Secretary shall: (i) keep, or cause to be kept, the minutes of the proceedings of the Board, (ii) cause all notices to be duly given in accordance with the provisions of these Bylaws, (iii) be the custodian of the records of the Board, and (iv) in general, perform such other duties as authorized by these Bylaws and such other duties as may be otherwise specifically assigned by the Board.
- d. Treasurer. The Treasurer shall: (i) keep, or cause to be kept, a correct record of all financial activities of SWACO; (ii) review such fiscal information as may be necessary to report to the Board regarding the financial condition of SWACO; and (iii) in general, perform such other duties as authorized by these Bylaws and such other duties as may be otherwise specifically assigned by the Board.

Section 4.3 Election. The currently serving Chair shall accept nominations at the Board's regular third quarter meeting for each Officer position of the Board. Unless otherwise set forth in these Bylaws, Officers shall

be elected by and at the Board's regularly scheduled fourth quarter meeting. The person receiving the highest number of votes for each office shall assume office on January 1 of the succeeding year. The term for each office shall be one (1) year commencing January 1 and ending December 31, or until a successor is elected or such Officer's earlier resignation, removal from office or death. Except for the office of Chair and Vice-Chair, as provided for in Section 4.2, there is no limit on the number of terms that a person may serve in any one (1) Officer position.

Section 4.4 Compensation. No Officer of the Board shall receive any compensation from SWACO for serving as an Officer. However, an Officer may be reimbursed for actual reasonable business-related expenses incurred by him/her in the performance of his/her duties as an Officer of the Board pursuant to the Code of Ethics and the Meal and Travel Guidelines or any other related policy or procedure approved by the Board.

Section 4.5 Vacancy. In the event of a vacancy of an Officer position, the Board shall elect a successor from among its Trustees or an employee of SWACO to serve the remainder of the term of the vacant Officer. However, the Office of the Chair shall be filled by the Vice-Chair and the Board shall elect a replacement for the Vice-Chair for the unexpired term at the next regularly scheduled Board meeting. The person receiving the highest number of votes shall assume the Office.

Section 4.6 Resignation. Any Officer may resign from Office at any time by giving thirty (30) days written notice to the Secretary. For purposes of this section, e-mail may serve as written notice. Any resignation shall take effect thirty (30) days after receipt of such notice, unless such notice specifies a later effective date.

Section 4.7 Removal. Any Officer may be removed from Office, either with or without cause, as provided for in Section 3.4, at any time by a simple majority of the Trustees present at the meeting of the Board.

ARTICLE V – MANAGEMENT STAFF

Section 5.1 Composition. There shall be a Management Staff of SWACO, which shall have responsibility for the management of the day-to-day operations of SWACO. The Management Staff shall consist of an Executive Director and such other positions as the Board or the Executive Director shall determine.

Section 5.2 Duties of Management Staff.

- a. Executive Director. The Executive Director shall serve as the Chief Executive Officer of SWACO and shall have overall responsibility for the management of the day-to-day operations of SWACO and its expenditures and personnel, including the hiring and direction of its personnel. The Executive Director shall report to the Board. The Executive Director shall be a non-voting member of all committees. The Executive Director may delegate such duties as appropriate to efficiently carry out the business of SWACO.
- b. Interim Executive Director. In the absence of the Executive Director, he/she may designate another employee to have the authority to act in the Executive Director's absence. In the event of the incapacity of the Executive Director to perform his/her duties and responsibilities, the Board shall designate an Interim Executive Director, who shall assume the duties and responsibilities of the Executive Director, until such time that the Executive Director can resume the performance of his/her duties and responsibilities.

Section 5.3 Appointment of Management Staff. The Executive Director shall be appointed by the Board and shall hold that position pursuant to the terms under which he or she is retained. The Executive Director shall appoint designees responsible for such other duties as may be necessary to efficiently carry out the business of SWACO.

Section 5.4 Compensation. The Executive Director may receive such compensation as approved by the Board. Any designee or employee appointed by the Executive Director may receive that compensation set by the Executive Director, as long as it is within the approved compensation pay grade.

ARTICLE VI – COMMITTEES AND COMPOSITION

Section 6.1 Executive Committee. There shall be an Executive Committee of the Board. The Executive Committee shall consist of at least five (5) Trustees: the Chair; two (2) Trustees appointed by the Board; one (1) Trustee that is the Mayor/designee of the City of Columbus, unless this Trustee is the Chair, then this spot shall consist of the Trustee appointed by the Mayor of the City of Columbus; and one (1) Trustee that is the President of the Franklin County Board of Commissioners/designee, unless this Trustee is the Chair, then this spot shall consist of the Trustee appointed by the Franklin County Board of Commissioners. The Chair of the Board shall serve as the chair of the Executive Committee.

The Executive Committee shall conduct the annual evaluation of the Executive Director and make recommendations to the full Board as to the salary and terms of employment, if any, for the Executive Director. The Executive Committee is also authorized to act for and on behalf of the Board on Emergency Matters requiring action from time to time in the interval between Board meetings and when time is of the essence preventing the five (5) day required notice for a Special Meeting. An Emergency Matter is defined as a matter immediately affecting the health, safety and welfare of the District or the operation of the Franklin County Sanitary Landfill, as determined by a majority of the members of the Board. The Executive Committee shall meet when necessary, by a call of its chair. Three (3) Committee members shall constitute a quorum of the Executive Committee. A simple majority vote of the members of the Executive Committee present at its meeting is necessary for the passage and enactment of any matter before the Executive Committee.

Section 6.2 Nominating Committee. There shall be a Nominating Committee of the Board. The Nominating Committee shall consist of at least three (3) Trustees. The Trustees appointed to the Nominating Committee and the Committee's chair shall be appointed by the Chair of the Board at the Board's first quarter meeting.

The Nominating Committee shall lead the search for and recommend qualified nominees for the three (3) Trustee positions appointed to the Board representing (i) the public, (ii) the industrial, commercial, or institutional generators of solid wastes within the district, and (iii) the general interests of citizens, as provided for in Section 3.2. The Nominating Committee shall report to the Board at least sixty (60) days prior to the vacancy of any of the Trustee positions defined in Section 3.2, or at such other times as requested by the Board. The expiring Trustee position(s) shall be advertised in a local newspaper of general circulation, a local business publication, or by press release; and on the SWACO website at least sixty (60) days prior to the position(s) term expiring. The Nominating Committee shall review all applicants and make recommendations of candidate(s) for consideration of the Board. All candidates for nomination shall be selected on the basis of methods and criteria developed by the Nominating Committee, unless otherwise specified by these Bylaws, Ohio Revised Code §343.011 or resolutions duly adopted by the Board of Commissioners, Franklin County, Ohio.

Section 6.3 Standing, Special and Ad Hoc Committees. The Chair of the Board shall be authorized to appoint standing, special or ad hoc committees and their respective committee's chairs. Standing, special or ad hoc committees shall be comprised of such number of members as deemed appropriate by the Chair and shall have those duties and responsibilities deemed appropriate by the Chair. A standing, special or ad hoc committee may be composed of Trustees and non-Trustees, including employees of SWACO. A simple majority of the number of members deemed appropriate by the Chair to comprise a standing, special or ad hoc committee shall constitute a quorum of the respective committees.

A standing, special or ad hoc committee shall make recommendations and proposals to the Board, but they shall not have the authority to take any action on behalf of the Board. A simple majority vote of the members of the standing, special or ad hoc committee present at its meeting is necessary for the passage to present a proposal or to make a recommendation to the Board. A Non-Trustee member appointed to a standing, special or ad hoc committee shall have full voting rights with respect to any recommendation and proposal made by their respective committees to the Board.

ARTICLE VII – AMENDMENTS

Section 7.1 Amendments. These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of all of the Trustees present at any Regular or Special Meeting of the Board and in compliance with Section 3.11. Any Regular or Special Meeting of the Board called for the purpose of amending these Bylaws shall be held only after written notice of the time and place of voting thereon, together with a copy of the proposed amendment(s) duly provided to each of the Board Members at least fifteen (15) days prior to such Regular or Special Meeting.

ARTICLE VIII – MISCELLANEOUS

Section 8.1 Unless otherwise specifically required in a Section, for any voting requirements under these Bylaws, a simple majority of those present shall be required for the passage or enactment of a resolution.

Section 8.2 Unless otherwise specifically required in a Section, e-mail notification shall serve as sufficient written notification for any notice requirement under these Bylaws.

Section 8.3 Open Meetings Law Compliance. All Board Meetings and all Committee Meetings shall be held in compliance with Ohio’s open meetings law, Ohio Revised Code §121.22.

Section 8.4 Parliamentary Authority. When not in conflict with any of the provisions of these Amended By-Laws, the rules contained in Robert’s Rules of Order, Newly Revised shall govern the proceedings of the Board. In all cases in which Robert’s Rules of Order conflicts or is inconsistent with these Bylaws, Ohio Revised Code §343.011 or resolutions duly adopted by the Board of Commissioners, Franklin County, Ohio, these Bylaws or state/federal statute shall control.