

**BYLAWS OF
SOUTH CAROLINA RECYCLERS ASSOCIATION, INC.
DRAFT**

**ARTICLE I
NAME AND OFFICE**

1.1 NAME. The name of the Association shall be The South Carolina Recyclers Association, Inc.

1.2 LOCATION. The principal office of the Association shall be located in Columbia, South Carolina or such other locality as may be determined by the Board of Directors.

**ARTICLE II
OBJECTS AND PURPOSES**

2.1 PURPOSE. The objects and purposes of the Association shall be:

- A. to provide an organization for consideration of questions and problems affecting the recycling industry in the State of South Carolina;
- B. to provide a means by which the views and opinions of the recycling industry of the State of South Carolina may be made known to the State and public officials;
- C. to cooperate with federal, state and local agencies of government on issues of public interests related to the recycling industry;
- D. to foster compliance with all federal, state, and local laws and ordinances related to the recycling industry;
- E. to encourage the exchange of ideas among its members for their common good and welfare (including through education and training);
- F. to acquire, preserve, and disseminate data and information essential for the Association's purposes in the adequate conduct of their business;
- G. to aid in the settlement of disputes and differences between its Members; and
- H. to promote ethical practices in the customs and usages of the trade; and to promote a general harmony and fellowship among its members.

**ARTICLE III
MEMBERSHIP**

3.1 CLASSES OF MEMBERSHIP. The membership of the Association shall consist of Active and Associate Members.

3.2 PROCEDURES FOR BECOMING A MEMBER. All applicants for membership, without regard to classification, shall first sign and file with the Secretary of the Association an application form specified by the Board of Directors stating their agreement to comply with the Bylaws of the Association. The application shall be accompanied by the advance payment of Association dues for the balance of the current calendar year.

3.3 APPROVAL OF MEMBERS. Membership shall require the approval of the Board of Directors or Active Members in a regular meeting.

3.4 ACTIVE MEMBERS. Active members shall include individuals, firms, or corporations or the division, subsidiary or department thereof, who are located in the State of South Carolina, and whose principal business is for profit as processors, brokers, merchants, or consumers of ferrous and nonferrous scrap metals, scrap paper, scrap textiles, scrap plastics or scrap glass, scrap electronics, or scrap rubber.

3.5 ASSOCIATE MEMBERS. Associate members shall include individuals, firms and corporations or the division, subsidiary or department thereof, whose principal business is for profit as manufacturers and distributors of processing equipment and suppliers to the recycling industry, and out of state or foreign

processors or brokers of ferrous and nonferrous scrap metals, scrap paper, scrap textiles, scrap plastics, scrap glass scrap electronics or scrap rubber.

3.6 GENERATORS INELIGIBLE. Generators of recyclable materials shall not be eligible for Associate Membership, but not Active Membership in the Association. In determining whether or not an applicant is a consumer or generator of recyclable materials, the criterion shall be whether or not the applicant, or the division, subsidiary or department which is applying for membership consumes more recyclable materials than it generates. If it does, it shall be eligible for Active Membership; if it does not, it shall be ineligible for Active Membership.

3.7 MEMBER DUES. The dues terms and manner of payment of members shall be fixed by the Board of Directors in an equitable manner, on the basis of volume of business, and/or such other factors as may be deemed equitable. Dues shall be payable in advance and shall be due on the first day of the November prior to the membership year.

3.8 TRANSFERS. No member may transfer a membership or any right arising there from.

3.9 ANNUAL MEMBER MEETINGS. An annual meeting of the Association's members shall be held once each calendar year for the purpose of electing Directors and for the transaction of business. At least 30 days notice of the meeting shall be provided to all members of record on the date notice is given.

3.10 SPECIAL MEMBER MEETINGS. Special meetings of the Association's members may be held as directed by the Association's president or a majority of the Directors.

3.11 NOTICE OF MEMBER MEETINGS. Oral or written notice of all meetings of members shall be given no less than thirty (30) days before the meeting date by the to all members of record entitled to vote at such meeting. Such notice shall state the date, time, and place of the meeting and the purpose or purposes for which such meeting was called.

3.12 MEMBERS OF RECORD. Any member who has paid his/her dues for the current year is considered a member of record and is entitled to vote at any meeting of members, or in connection with any other proper purpose requiring a determination of members. For purposes of the notice requirement, any member who has paid dues for the current year by the close of business on the day prior to the mailing of notices is entitled to notice.

3.13 ELIGIBILITY FOR VOTING AND HOLDING OFFICE. Only Active Members shall be entitled to vote and hold office. If an Active Member has more than one representative at any meeting of a Committee or of the Association, only one of such Member's representatives shall have the right to vote at such meetings. Such voting representative is to be determined by the Member.

3.14 ATTENDANCE. All member meetings of the Association shall be open to all members or their representatives, and to guests invited by the Board of Directors. However, at the discretion of the Board of Directors, meetings may be held to which only Active Members may be invited and allowed to attend. Any meeting, at the discretion of the presiding Officer, may be closed to all but Active Members or their representatives.

3.15 QUORUM. The members present at any member meeting shall constitute a quorum.

3.16 VOTING. An Active Member present at a meeting of members shall be entitled to one vote on each matter. In elections of Directors, those candidates receiving the greater number of votes cast (although not necessarily a majority of votes cast) at the meeting shall be elected. Any other association action shall be authorized by a majority of the votes cast at the meeting unless otherwise provided by these Bylaws.

3.17 ASSOCIATION'S PURCHASE OF MEMBERSHIPS. The Association shall not purchase any of its memberships or any right arising therefrom.

3.18 CONDUCT OF MEMBER MEETINGS. The President shall preside at each meeting of members. In the absence of the President, the meeting shall be chaired by the Vice President. The Secretary or the secretary's designee, shall act as secretary of the meeting and keep a record of the proceedings thereof. The Board of Directors of the Association shall be entitled to make such rules or regulations for the conduct of meetings of members as it shall deem necessary, appropriate, or convenient.

3.19 EXPULSION AND SUSPENSION. The Board of Directors shall have the power to expel or suspend any member or take such other disciplinary action for failure to abide by the Bylaws or for any conduct that the Board of Directors, in its discretion, may determine to be prejudicial to the best interests of the Association or the recycling industry. The Board of Directors shall afford the member concerned an opportunity to be heard upon reasonable notice.

3.20 ASSESSMENTS. Should an occasion of extraordinary nature arise whereby there is a need of additional funds, the Board of Directors may recommend that the Active Members be assessed an amount to be determined by said Board. Such recommendation shall be submitted to the Active Members of the Association in writing electronically or by mail at least (10) days prior to the meeting at which approval of such assessment is sought. Assessments shall be approved by a majority of the Active Members of the Association in attendance, or represented by certified proxy, at said meeting.

3.21 DEFAULT. In the event payment in full of annual dues is not made on or before February 15 (or such other date as the Board of Directors may establish) of each year, the rights and privileges of membership shall be terminated as of said date, and the defaulting party shall no longer be a member. If a member is terminated, its representatives shall not have the right to attend or vote at any Association meeting or participate in any association activities.

3.22 RESIGNATION. Any member may resign from the Association in good order by giving thirty (30) days written notice to the Secretary of the Association, after fulfilling all obligations and paying all arrears of Association dues and assessments. No portion of paid dues will be refunded to a resigning member.

ARTICLE IV BOARD OF DIRECTORS

4.1 GENERAL POWERS. Final authority and responsibility for the Association is vested in the Board of Directors, which shall be responsible for its management and the conduct of its business. The Board of Directors may, at its discretion, delegate any of its power and authority to the Executive Committee, which shall consist of all Officers and the immediate past president of the Association.

4.2 COMPOSITION. The individuals serving on the Executive Board of the unincorporated predecessor to the Association shall constitute the initial Board of Directors. At the first Annual Meeting of the Association, a new Board of Directors shall be elected. The Board of Directors so elected and successor Boards shall consist of nine Active Members, including at least two from small recyclers. The Board shall set parameters for determining what constitutes a small recycler.

4.3 TERMS OF OFFICE. Directors shall be elected to staggered three-year terms, with three Directors being elected each year, except for the first year of the newly incorporated Association. In the first year, three Directors will be elected one-year terms, three will be elected to two-year terms, and three will be elected to three-year terms. Directors will be eligible to succeed themselves. Should the term of any Director expire while he or she is serving as a Director, his or her term as a Director shall be automatically extended until the end of his or her term as an Officer.

4.4 RESIGNATION OF DIRECTORS. A Director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later date. The Board of Directors may fill the pending vacancy before the effective date of the resignation of the Director if the action of the Board of Directors provides that the successor will not take office until the effective date.

4.5 REMOVAL. Any Director may be removed from office, with or without cause, by the members of the Association if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors. Or any Director may be removed from office with or without cause by a two-thirds (2/3) vote of the Directors then in office. Any Director is automatically removed from office if he misses three consecutive board meetings. However, a Director may be excused from a meeting by the President. In such instance, the President must announce such at the call of the board meeting and such shall be duly noted in the minutes. The Secretary shall provide an updated list of the Directors at each meeting.

4.6 VACANCIES FOR DIRECTORS. The Board of Directors may by majority vote of the Directors then in office elect a new Director to fill a vacancy on the Board of Directors.

4.7 ANNUAL, REGULAR, AND SPECIAL MEETINGS. The Board of Directors shall meet at least once each year at the time of the Annual Meeting and may meet at such other times as are called by the President or by at least three members of the Board if the meeting is not called by the President. Special meetings may be called by the President or by any three members of the Board of Directors upon 2 days notice to all members of the Board. The meetings shall be at the time and place designated by the President or by at least three members of the Board if the meeting is not called by the President.

4.8 PARTICIPATION BY TELECOMMUNICATIONS. Any Director may participate in, and be regarded as present at any special or regular meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

4.9 QUORUM AND VOTING. A minimum of five (5) members of the Board of Directors present at the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each of the nine (9) voting board Directors shall have one vote each. A board member may vote by proxy provided that such proxy has been delivered in writing to a fellow board member and the fellow board member is present at the meeting and presents such written proxy to the Officer presiding at the meeting. A board member who has executed a valid proxy will be deemed present for purposes of computing a quorum but will not be deemed present for purposes of the attendance.

4.10 ACTION WITHOUT MEETING. To the fullest extent permitted by the Act, the Board of Directors may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted by the Act, such written consent must be signed by all Directors and included in the minutes filed with the corporate records reflecting the action taken.

4.11 COMPENSATION. Directors shall serve without compensation but may be reimbursed for actual expenses incurred upon approval of the President and Treasurer. All such expenses are to be reported in the Treasurer's Report.

4.12 ACTION BY BOARD WITHOUT A MEETING. The Board of Directors may act by written consent. The written consent must be approved by two-thirds of all Directors then in office.

ARTICLE V OFFICERS

5.1 OFFICERS. The Officers of the Association shall be elected from the Board of Directors and shall

include a President, Vice President, Secretary, and Treasurer. No two or more Officers shall represent the same Member Company including the Immediate Past President. The offices of Secretary and Treasurer may be combined at the discretion of the Board of Directors.

5.2 PRESIDENT. The President shall be the chief executive Officer of the Association and, subject to the authority of the Board of Directors, shall manage the business and affairs of the Association. The President shall whenever possible preside at all meetings of the members and all meetings of the Board of Directors. The President shall see that the resolutions of the Board of Directors and authorized committees thereof are put into effect. Except as otherwise provided herein and as may be specifically limited by resolution of the Board of Directors or an authorized committee thereof, the President shall have full authority to execute on the Association's behalf any and all contracts, agreements, notes, bonds, deeds, mortgages, certificates, instruments, and other documents. The President shall also perform such other duties and may exercise such other powers as are incident to the Office of President and as are from time to time assigned to him.

5.3 VICE PRESIDENT. The Vice President shall serve under the direction of the President and shall be the President Elect. Except as otherwise provided herein, the Vice President shall perform such duties and may exercise such powers as are incident to the office of Vice President and as are from time to time assigned to him by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President. In the absence, incapacity, inability or refusal of the President to act, the Vice President shall assume the authority and perform the duties of the President.

5.4 SECRETARY. The Secretary shall serve under the direction of the President. The Secretary shall whenever possible attend all meetings of the members and the Board of Directors, and whenever the Secretary cannot attend such meetings, such duty shall be delegated to a duly appointed designee. The Secretary shall record or cause to be recorded under the Secretary's general supervision the proceedings of all such meetings and any other actions taken by the members or the Board of Directors (or by any committee of the Board in place of the Board) in a book or books (or similar collection) to be kept for such purpose. The Secretary shall upon proper request give, or cause to be given, all notices in connection with such meetings. The Secretary shall properly keep and file, or cause to be properly kept and filed under the Secretary's supervision, all books, reports, statements, notices, waivers, tabulations, minutes, certificates, documents, records, lists, and instruments required by these Bylaws. The Secretary shall perform such other duties and may exercise such other powers as are incident to the Office of Secretary and as are from time to time assigned to such office by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President.

5.5 TREASURER. The Treasurer shall serve under the direction of the President. The Treasurer shall, under the direction of the President, keep safe custody of the Association's funds and securities, maintain and give complete and accurate books, records, and statements of account, give and receive receipts for moneys, and make deposits of the Association's funds, or cause the same to be done under the Treasurer's supervision. The Treasurer shall upon request report to the Board of Directors or members on the financial condition of the Association. The Treasurer shall perform such other duties and may exercise such other powers as are incident to the Office of Treasurer and as are from time to time assigned to such office by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President.

5.6 EMPLOYEES AND SERVICES. The President, with the approval of the Board of Directors, may engage any employees or contract for any services necessary for carrying on the work of the Association.

5.7 DULY APPOINTED DESIGNEES. Except as otherwise provided by these Bylaws or determined by the Board of Directors, duly appointed designees, if any, shall serve under the immediate direction of the Secretary and the Treasurer, respectively, and under the ultimate direction of the President. The designees shall assume the authority and perform the duties of the Officer they are acting for.

5.8 COMMITTEES. An Executive Committee shall be formed consisting of the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall act on behalf of the Association and the Board of Directors between meetings of the Board of Directors. Express ratification of any action taken by the Executive Committee shall not be required.

The President may appoint such other committees and their chairmen as he deems are necessary. Persons so appointed shall serve at the pleasure of the President. The President shall serve as an ex-officio member of all committees to which he appoints members. Each committee shall be subject to the call of its chairman and a majority of each committee shall constitute a quorum for the transaction of its business.

ARTICLE VI ELECTION OF OFFICERS AND DIRECTORS

6.1 NOMINATING COMMITTEE. At least thirty (30) days prior to the annual meeting, the President shall appoint a nominating committee consisting of at least three Active Members. No more than one member of the Committee shall be associated with any one member. The Nominating Committee shall present a slate of Officers and Directors for all open positions to be considered by the Active Members.

6.2 ELECTIONS. Elections of Officers and Directors shall be held annually the Annual Meeting. Officers and Directors shall be elected by a majority vote of the Active Members present at the Annual Meeting.

6.3 ADDITIONAL NOMINEES. Additional nominations for any office may be made by any representative of an Active Member from the floor at the elections meeting.

6.4 OFFICER TERMS. Officers shall serve a term of two years or until their successors are elected and qualified. They shall not be eligible to succeed themselves in their respective offices.

6.5 VACANCIES FOR OFFICERS. In the event that the Office of President becomes vacant for any reason, the Vice President shall automatically accede to the presidency and shall hold said office for the remainder of the unexpired term. Any other vacancy in the elective office for any reason shall be filled at the Annual Meeting of the Association following the occurrence of said vacancy. One or more candidate(s) must be nominated by the Board of Directors to fill any vacancy created in the office of the Vice President, Secretary, or Treasurer. The candidate receiving the greatest plurality of votes shall be elected and shall serve for the unexpired term of the office filled.

ARTICLE VII INDEMNIFICATION

7.1 SCOPE. The Association shall indemnify, defend and hold harmless the Association's Officers and Directors to the fullest extent permitted by, and in accordance with the Act. This plan of indemnification shall constitute a binding agreement of the Association for the benefit of the Officers and Directors as consideration for their services to the Association, and may be modified or terminated by the Board of Directors only prospectively. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of members, insurance, provision of law, or otherwise.

7.2 INSURANCE. The Board of Directors may cause the Association to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director or Officer of another Association, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Association would have the power to indemnify such person.

ARTICLE VIII TRANSACTIONS

8.1 CONTRACTS. The Board of Directors may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

8.2 LOANS. The Board of Directors may authorize any Officer or Officers, or agent or agents, to contract any indebtedness and grant evidence of indebtedness and collateral therefore in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

8.3 CHECKS, DRAFTS. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the Secretary and the Treasurer of the Association. The Vice President may sign if the Secretary or the Treasurer is not available.

8.4 DEPOSITS. All funds of the Association shall be deposited from time to time in such banks, trust companies or other depositories as the Board of Directors may select.

8.5 GIFTS. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for general purposes or for any special purpose of the Association.

8.3 INVESTMENTS. Unless otherwise specified by the terms of a particular gift, bequest, devise, grant or other instrument, funds and property of the Association may be invested from time-to-time in such manner as the Board of Directors may deem advantageous in an insured account.

ARTICLE IX RECORDS

9.1 FORMS OF RECORDS. When consistent with good business practices, any records of the Association may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

9.2. CORPORATE RECORDS. The Association shall keep as permanent written records a copy of the minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Association shall maintain appropriate accounting records. The Association or its agent shall maintain a record of the name and address of each member. The membership list may be released by the Secretary if the requesting party satisfies the Secretary that the purpose for the request is not for a commercial use. The Association shall keep a copy of the following records at its Principal Office.

- A. its articles or restated articles of incorporation and all amendments thereto currently in effect;
- B. its bylaws or restated bylaws and all amendments thereto currently in effect;
- C. resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of the members or any class or category of members;
- D. the minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;

- E. all written communications to members generally within the past three (3) years, including financial statements furnished for the past three (3) years;
- F. a list of the names and business or home address of its current Directors and Officers; and
- G. the Association's most recent report of each type required to be filed by the Association with the South Carolina Secretary of State.

9.3 INSPECTION RIGHTS. The members shall have only such rights to inspect records of this Association as required by law and by the Board of Directors.

9.4 FINANCIAL RECORDS. The Association shall maintain financial records and statements as required by law and by the Board of Directors.

ARTICLE X MISCELLANEOUS

10.1 FISCAL YEAR. The fiscal year of the Association shall commence on January 1 and end on December 31.

10.2 AMENDMENTS TO BYLAWS. These Bylaws may be amended by the Active Members of the Association at any meeting, at which a quorum is present, by a two-thirds vote of the Active Members present, provided that notice and a copy of the proposed amendment shall be mailed to each Active Member of the Association not less than ten (10) days prior to the date of such meeting.

10.3 SEVERABILITY. If any provision of these Bylaws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

10.4 USAGE. In construing these Bylaws, feminine or neuter pronouns shall be substituted for masculine forms and vice versa, and plural terms shall be substituted for singular forms and vice versa, in any place in which the context so requires. The section and paragraph headings contained in these Bylaws are for reference purposes only and shall not affect in any way the meaning or interpretation of these Bylaws. Terms such as "hereof", "hereunder", "hereto", and words of similar import shall refer to these Bylaws in the entirety and all references to "Articles", "Paragraphs", "Sections", and similar cross references shall refer to specified portions of these Bylaws, unless the context clearly requires otherwise. Terms used herein which are not otherwise defined shall have the meanings ascribed to them in the Act. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law.

10.5 CONFLICT BETWEEN BYLAWS, ARTICLES AND THE ACT. The Articles and the South Carolina Nonprofit Corporation Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Articles, or the Act shall be resolved in the following order: (1) the Bylaws; (2) the Articles; and (3) the Act.

10.6 DECLARATION OF PRINCIPLE. The speedy and expert determination of disputes by methods which will preserve good will and friendly relations between the members and between members and others, is a principal objective of the Association. To assist in accomplishing this objective, the Association offers the services and good offices of the Officers and members to the parties to a dispute, with the aim of encouraging the principle of arbitration for the specific settlement of controversies.

10.7 ROBERTS RULES OF ORDER. Meeting of the Association, the Board of Directors, and its committees shall be governed by Roberts Rules of Order when the Rules are not inconsistent with these Bylaws or any special rules of order that the Association may adopt.

The foregoing is certified to be the true and complete Bylaws of the Association as adopted by Board of Directors as of _____, 2011.

Secretary

Date of Certification:
