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BY-LAWS

OF THE

ROCK ISLAND COUNTY AREA
SOLID WASTE MANAGEMENT
JOINT ACTION AGENCY

ARTICLE 1.

TITLE, AUTHORITY, PURPOSE

Section 1.1. This document shall be known as the "By-Laws of the Rock Island County Area Solid Waste Management Joint Action Agency" hereafter referred to as the "Agency".

Section 1.2. The Rock Island County Area Solid Waste Management Joint Action Agency, as known in legal documents, will be titled **Rock Island County Waste Management Agency (RICWMA)** in all of its general correspondence and transactions.

Section 1.3. Article 5., Section 5.6, of the "Intergovernmental Agreement Between The County and Municipalities of Rock Island County Establishing The Rock Island County Area Solid Waste Management Joint Action Agency" provides for the adoption of By-Laws by the Governing Board of the Agency.

Section 1.4. The purpose of this document is to establish rules for the Agency to follow in the transaction of its business.

ARTICLE 2.

OFFICERS

Section 2.1. Each calendar year, in the month of May, the Governing Board of the agency shall elect from its representatives a Chair, Vice-Chair, and Treasurer. These three selected representatives from the Governing Board shall act as the Executive Committee. The term of office for each Executive Officer shall be for one (1) year and all officers may be re-elected for additional terms, but neither the Chair or Vice Chair shall hold the same office for more than four consecutive years.

In the case of the Treasurer, the Rock Island County Treasurer may act as a nonvoting exofficio Treasurer, as determined by the Governing Board of the Agency. The Rock Island County Treasurer shall be eligible to serve an unlimited amount of consecutive years in this position.

Section 2.3. The term of office of the Agency officers shall begin on the first day of the fiscal year (established in Section 5.5) of their election.

Section 2.4. In the case of the Executive Committee offices becoming vacant, the Governing Board of the Agency shall elect, at its next meeting, a representative to fill the remainder of the unexpired term.

Section 2.5. The Chair shall preside at all meetings of the Agency and of the Executive Committee, and authenticate by his/her signature, when necessary, all the acts, orders and proceedings of the Agency and of the Executive Committee. The Chair may call special meetings of the Agency at such times as, in his/her judgment, are in the interest of the Agency.

Section 2.6. The Vice-Chair shall act for the Chair during his/her absence from the Chair, and in case of the position of Chair becoming vacant shall act as Chair in all matters until the position is again filled as set forth in Section 2.4.

Section 2.7. The Treasurer of the Agency shall be the fiscal agent of the Agency and of the Executive Committee, and it shall be his/her duty to keep proper financial records of the Agency. The Treasurer shall report to the Governing Board of the Agency at such times as the Governing Board of the Agency may desire, provided that the Treasurer may demand thirty (30) days' notice thereof.

ARTICLE 3. AGENCY COMMITTEES

Section 3.1. The Executive Committee shall be comprised of the officers of the Agency, as noted in Section 2.1. The Executive Committee shall have the ability to:

- 1) Approve all RICWMA bills in months the RICWMA Board does not meet;
- 2) Approve program participation, per adopted RICWMA policies;
- 3) Place items on the agenda for the next RICWMA Board meeting.

Section 3.2. The Staff Coordinating Committee for the Agency shall be appointed and consist of a staff person appointed from each jurisdiction represented on the Governing Board. The representatives of the Governing Board of the Agency may appoint a Committee representative from any jurisdiction which is party to the Intergovernmental Agreement. The small communities may choose to jointly appoint a single representative to set forth their interests on the Staff Coordinating Committee. Staff Coordinating Committee members may attend all meetings of the Governing Board and are responsible for working together with the staff of the Agency to carry out policies and projects of the Agency.

Section 3.3. The Governing Board of the Agency may appoint one (1) or more advisory committees comprised of citizens of the Rock Island County area. The committee(s) may address, but not be limited to, the following subjects: landfill siting, recycling, education, and long-range planning/financing. Each committee may be comprised of seven (7) to twelve (12) members appointed for two-year terms or a number and term of appointment to accomplish its task or directive. Committee members shall be chosen according to expertise or interest displayed in the particular area to be addressed.

Section 3.4. The Governing Board of the Agency may establish at any time

special and standing committees. The members of and duties of such committees shall be clearly defined and recorded in minutes of that meeting at which the committee is formed.

ARTICLE 4.
MEETINGS

Section 4.1. Meetings of the Agency shall be held monthly, unless the Governing Board elects to suspend an upcoming meeting by majority vote as set forth in Section 4.4. Special meetings may also be held at the call of the Chair or two (2) member representatives of the Agency. The Coordinator shall send notices of all meetings to each member representative of the Agency at least five (5) days prior to such meeting. The Agency shall hold their meetings in such a place as a majority of the Agency from time to time may determine.

Section 4.2. Meetings of the Executive Committee shall be held in months which the Governing Board does not meet or at the call of one or more of the Agency officers. The Coordinator shall establish the meeting agenda and send notices of all meetings to each member of the Governing Board and Staff Coordinating Committee at least five (5) days prior to such meeting.

Section 4.3. A quorum of the Governing Board of the Agency shall be considered the presence at a meeting of member representatives or their appointed alternates possessing more than one-half (1/2) of the total votes of the Governing Board. However, a lack of a quorum shall not prevent any officially called meetings from coming to order, making motions or the discussion thereof, or for passage by a majority of those member representatives present of a motion for the payment of bills or of a motion for continuance of such meeting to a later time.

Section 4.4. All actions of the Governing Board with the exception of those established in Section 4.3 require favorable votes from more than one-half (1/2) of the total votes of the Governing Board. The Chair of the Agency retains the same voting rights as any other member representative on the Governing Board.

Section 4.5. In the event that neither the Chair nor Vice-Chair is present for a meeting of the Governing Board of the Agency for which there is a quorum, a member may be selected from among those present to preside at the meeting in the role of Acting Chair for the duration of the meeting.

Section 4.6. All plans and recommendations of the Agency shall be adopted and may be added to or changed from time to time by a majority vote of the Agency and shall be a matter of public record. Voting on such adoption, addition, or changes may take place at a meeting at which it is proposed or may be tabled for action at a subsequent meeting. All other matters which require a vote of the member representatives shall be acted on only during those meeting at which a quorum is present.

Section 4.7. All meetings and records of the Agency, its Committees, and/or any entity created by agreement with one or more public or private agencies for joint or cooperative action pursuant to the Intergovernmental Cooperation Act, as amended shall comply with the Illinois Open Meetings Act, and the Freedom of Information Act.

Section 4.8. Except as otherwise required by these By-Laws and the "Intergovernmental Agreement Between The County and Municipalities of Rock Island

County Establishing The Rock Island County Area Solid Waste Management Joint Action Agency", meetings shall be conducted in accordance with the latest revised edition of Robert's Rules of Order.

ARTICLE 5.
ADMINISTRATION

Section 5.1. The Agency may contract for the administrative services of a Coordinator, who shall be responsible to the Governing Board of the Agency for carrying out the functions, duties, and powers as in the Intergovernmental Agreement. The Coordinator shall have the authority to employ, assign, supervise, and release all employees and staff of the Agency within the framework of the approved budget and policies of the Agency and Executive Committee. The Coordinator also shall have the authority to incur Administration Expenses and Public Education/Information Expenses within the framework of the approved budget of the Agency. Any expense in excess of the approved budget amount must be ratified by a majority vote of the Governing Board as set forth in Section 4.4 before the Coordinator may incur it.

Section 5.2. The Coordinator shall record the minutes during meetings of the Governing Board of the Agency and act as the custodian of the records, except such as are specifically assigned to others. These records shall be open to inspection by any representative at reasonable times. Where a committee needs any records for the proper performance of its duties, they shall be made available to its Chair. The Coordinator shall keep a register of the member representatives and call the roll when required and shall perform such other duties as may be assigned by the Governing Board of the Agency.

Section 5.3. All bills must be received and recommended to the Governing Board for payment by the Coordinator in months the Governing Board meets and to the Executive Committee in months the Governing Board does not meet. The Coordinator will account for all receipts and disbursements. Bills shall be approved for payment by vote, requiring a simple majority of those member representatives present as set forth in Section 4.3.

Section 5.4. All warrants must be signed by any one (1) of the following officers: Chair, Vice-Chair, or Treasurer.

Section 5.5. The Agency shall establish its fiscal year from July 1st through June 30th, as noted in the Intergovernmental Agreement, or a fiscal year it deems appropriate for the Agency's fiscal operations.

Section 5.6. The Coordinator shall prepare an annual budget prior to the start of the fiscal year, a draft of which will be brought before the Governing Board to review in the month of May. In the month of June, the annual budget shall be ratified by majority vote of the Governing Board as set forth in Section 4.4. All subsequent amendments to the budget shall likewise be ratified by majority vote of the Governing Board as set forth in Section 4.4.

Section 5.7. The Agency shall annually have an audit made of the financial records of the Agency as required by the laws of the State of Illinois.

Section 5.8. The Agency shall assume responsibility for member representatives on the Governing Board of the Agency or representatives of its "delegated authority groups" who are not otherwise protected by their respective appointing

jurisdictions (county or municipality). Responsibility shall include legal expenses and losses or damages for claims arising from "errors and omissions liability" where representatives are acting within specific guidelines or limits established by the Agency. Any loss or damage resulting from any dishonest, fraudulent, or criminal act(s) or from assessed punitive damages shall be excluded.

ARTICLE-6.
AMENDMENTS

Section 6.1. These By-Laws may be amended at any meeting of the Agency by a favorable vote from more than one-half (1/2) of the total votes of the Governing Board of the Agency, provided that the proposed amendment has been sent to each Agency member representative at least five (5) days prior to such meeting. If an amendment is proposed at a meeting, voting on such amendment may not take place until the next meeting.