

BYLAWS  
OF  
THE NEW HAVEN SOLID WASTE AND RECYCLING AUTHORITY  
(the "Authority")

**Article I. General**

**Section 1.1 Purpose.** These Bylaws supplement and implement certain provisions of the Ordinance and the Statutes.

**Section 1.1.A Mission Statement for the Municipal Solid Waste and Recycling Authority**

The Municipal Solid Waste and Recycling Authority is an agency dedicated to achieving the most environmentally sound solid waste management and resource conservation program for the people of New Haven and the surrounding communities. Within this context, the Agency is committed to achieving an increased diversion goal, with progressive benchmarks, and promoting sustainable consumption and disposal patterns.

To achieve this goal, the Agency will operate under the following hierarchy in order of priority:

- Source Reduction (avoiding the creation of waste)
- Recycling and Composting
- Environmentally safe transformation or land disposal

In achieving this goal, the Agency will:

- Provide strategic planning, research, education and technical assistance to the public, businesses and local governments.
- Initiate innovative programs and facilities to maximize waste prevention, recycling and economic development opportunities.
- Serve as a pro-active public policy advocate for long term solutions to our challenges.
- Partner with organizations with compatible goals.

Section 1.2. Offices of the Authority. The initial principal office of the Authority is as stated in the Ordinance. The Board shall have the power to change the location of the principal office, in accordance with applicable law, from time to time, and to designate such additional offices as it shall determine in its discretion.

Section 1.3. Definitions. For purposes of these Bylaws, each of the following terms shall have the respective meanings set forth below:

“Authority” shall mean the New Haven Solid Waste and Recycling Authority.

“Board” shall mean the Board of Directors of the Authority.

“Cause” shall mean (a) conviction of a felony (other than a felony resulting from a traffic violation); (b) commission of an act of material fraud or embezzlement against the Authority; or (c) with respect to a Director, willful failure to comply with the obligations set forth in Section 6.2 of these Bylaws.

“CGS” shall mean the General Statutes of the State of Connecticut, Revision of 1958, as amended.

“Director(s)” shall mean an appointed member of the Board.

“Effective Date” shall mean the date upon which the Ordinance becomes effective.

“Municipality” shall have the meaning set forth in CGS Section 7-273aa(a)(2).

“New Haven” shall mean the City of New Haven, Connecticut.

“Ordinance” shall mean that certain Ordinance creating the New Haven Solid Waste and Recycling Authority adopted by the City of New Haven and as amended from time to time.

“Person” shall mean any individual, corporation, limited liability company, partnership, sole proprietor, business, entity, organization, trust, government or political subdivision thereof.

“Solid Waste Ordinances” shall mean those certain solid waste ordinances of the Authority as in effect and as amended from time to time.

“State” shall mean the State of Connecticut.

“Statutes” shall mean collectively CGS Chapter 103b, as amended or repealed from time to time hereafter, or any successor statutes thereto.

## **Article II. Board of Directors**

**Section 2.1. Authority and Composition.** All powers of the Authority shall be exercised by or under the authority of, and the activities and affairs of the Authority shall be

managed under the direction of, the Board, subject to any limitation set forth in the Ordinance.

Section 2.2. Number. The Authority shall have seven (7) Directors, each of whom shall have one vote. The Directors shall be appointed in accordance with the Ordinance.

Section 2.3. Terms. Directors shall be appointed for three-year staggered terms as further provided in the Ordinance.

Section 2.4. Eligibility Requirements for Directors. Eligible persons for the position of Director shall be at least eighteen (18) years of age and reside in New Haven. Eligible persons for the position of Director must also have training in civil or sanitary engineering, have training or experience in finance, accounting or legal matters, or be knowledgeable regarding matters involving the environment or the handling of solid waste or recycling.

Section 2.5. Resignation and Removal of Directors. A Director may resign at any time by delivering notice to the Authority. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Authority accepts the future effective date, the pending vacancy may be filled before the effective date pursuant to Section 2.6 of these Bylaws. A Director's resignation does not affect the Authority's contract rights, if any, with the Director. The Board may remove a Director only for Cause. A Director may be removed only at a meeting of the Board called for the purpose of removing the Director, and the meeting



notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director. A Director may be removed only upon the affirmative vote of at least two-thirds of the Board.

Section 2.6. Vacancy. When a vacancy occurs on the Board, the vacancy shall be filled in accordance with the Ordinance. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 2.7. Committees. The Board may from time to time create one or more Committees of the Board and appoint members of the Board to serve on them. Each Committee of the Board shall have three (3) or more members who serve at the pleasure of the Board. All provisions in the Ordinance, these Bylaws or the Statutes that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, shall apply to Committees of the Board and their members. To the extent specified by the Board, a Committee of the Board may exercise the authority of the Board; provided that a Committee of the Board may not: (i) fill vacancies on any Board committee; (ii) amend the Ordinance; (iii) adopt, amend or repeal Bylaws; (iv) approve a sale, lease, exchange or other disposition of all or substantially all of the property of the Authority; or (v) approve a proposal to dissolve the Authority. The Board may also appoint persons who are not Directors to serve in an advisory non-voting capacity on any Committee of the Board.

Section 2.8. Chairman of the Board. The Authority shall have a Chairman of the Board who shall be a Director of the Authority and who shall be elected by a majority of the Directors at the first regular meeting of the Board in each calendar year; provided, however, that the initial Chairman shall be elected at the first special meeting of the Board following adoption of the Ordinance. The Chairman of the Board shall preside at all meetings of the Board at which he or she shall be present and shall have and may exercise such powers as may, from time to time, be assigned to him or her by the Board and as may be provided by law.

Section 2.9. Vice Chairman of the Board. The Authority shall have a Vice Chairman of the Board who shall be a Director of the Authority and who shall be elected by a majority of the Directors. The Vice Chairman of the Board shall, in the absence of the Chairman of the Board, perform the duties of the Chairman of the Board and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairman of the Board.

Section 2.10. Meetings. The Board shall hold regular meetings no less frequently than on a monthly basis at the principal office of the Authority, at the time and on the days established by the Board. A schedule of the dates and times of regular Board meetings shall be determined by the Board on an annual basis for the ensuing year and shall be filed in the *principal office* of the Authority no later than January 31<sup>st</sup> of each year, and no such meeting shall be held sooner than thirty (30) days after such schedule has been filed. Special meetings of the Board shall be held when called by the Chairman on the Chairman's own initiative, or when requested by at least two (2) of the Directors. Special meetings shall be

held at such time and location as the Chairman shall specify when calling a meeting. The Board may permit any or all Directors to participate in a meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

At all meetings of the Board the following order of business shall be observed, as far as it is consistent with the purpose of the meeting and applicable law, provided, however, at any such meeting any or all of the items (b) through (f) may be dispensed with or their order changed at the discretion of the Chairman:

- (a) Reading and approval of the minutes of the previous meeting.
- (b) Reports of officers.
- (c) Reports of committees and staff.
- (d) Unfinished business.
- (e) New business.
- (f) Call to Public.
- (g) Adjournment.

Section 2.11 Notice of Meetings. Regular meetings of the Board shall be held on the dates and at the time and place specified in the annual schedule of meetings filed as set forth in Section 2.10 above. The agenda of each regular meeting shall be available to the public and shall be filed, not less than twenty-four (24) hours before the meeting to which it refers, in the principal office of the Authority. An agenda item may be included in the



agenda of a regular meeting of the Board by a petition signed by no less than 100 residents of the City of New Haven. Said petition shall be presented to the Chairman of the Board for validation of signature and addresses not less than fifteen (15) days before the regular meeting to which it refers and each page of the petition shall contain a statement, signed under penalties of false statement, by the customer of the Authority who circulated the petition, setting forth such circulator's name and address, and stating that each person whose name appears on said page signed the same in person in the presence of such circulator, that the circulator either knows each such signer or that the signer satisfactorily identified himself to the circulator and that all the signatures on said page were obtained not earlier than 30 days prior to the filing of said petition. Any page of a petition which does not contain such a statement by the circulator shall be invalid. Any such agenda item included in such petition shall reasonably relate to the operations of the Authority or to the protection of the public health of the customers of the Authority or to the protection of the environment as it relates to compliance by the Authority with applicable state and federal regulations; provided, however, no more than two agenda items pursuant to such petitions shall be included in any one regular meeting of the Board. Upon the affirmative vote of two-thirds of the Directors present and voting, any subsequent business not included in the filed agenda may be considered and acted upon at such meeting, provided, however, that unless stated in the filed agenda for the meeting, no Bylaw may be brought up for adoption, amendment or repeal. *A notice describing the time, place and purpose of any special meetings of the Board shall be filed in the principal office of the Authority not less than twenty-four (24) hours before the time of the special meeting, and notice shall be delivered to all Directors at their usual place of abode prior to such special meeting. For purposes of this Section 2.11,*



notice shall be deemed given to a Director on the day such notice is deposited (postage-prepaid and addressed to the Director's current addresses of record) with the U.S. mail or hand-delivered to such Director. Notwithstanding the foregoing, the Board may also hold emergency special meetings as set forth in and pursuant to the terms and conditions of CGS Section 1-225(d).

Section 2.12. Waiver of Notice. A Director may waive any required notice of a meeting pursuant to CGS Section 1-225(d).

Section 2.13. Quorum and Voting. A quorum of the Board shall consist of a majority of the number of Directors fixed from time to time in accordance with these Bylaws and the Ordinance. Once a Director is represented at a meeting for any purpose, he or she is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new date is or must be set for that adjourned meeting. If a quorum is present when a vote is taken, action on a matter is approved upon the affirmative vote of a majority of the number of Directors fixed from time to time in accordance with these Bylaws and the Ordinance, unless otherwise provided herein or in the Statutes. A Director who is present at a meeting of the Board or a Committee of the Board when action is taken is deemed to have assented to the action taken unless: (i) the Director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting business at it; (ii) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Authority immediately

after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken or to a Director not present at the meeting.

Section 2.14. Executive Session. In accordance with CGS Section 1-225 or any successor statute thereto, the Board may hold an executive session, as defined and for the reasons set forth in CGS Section 1-200(6) or any successor statute thereto, upon an affirmative vote of two-thirds of the Directors present and voting or such lesser number as allowed by applicable law, taken at a regular or special meeting of the Board and stating the reasons for such executive session.

Section 2.15. Compensation. The directors shall serve without compensation.

### **Article III. Officers**

Section 3.1. Appointment. The Board shall appoint and employ such officers as it may deem to be in the interests of the Authority and shall define the powers and duties of all such officers. All such officers, employees and agents shall be subject to the orders of the Board and serve at its discretion. Unless the Board determines otherwise, the Authority's officers shall consist of an Executive Director, Secretary and Treasurer, who shall have the authority and responsibilities set forth in these Bylaws. No person may simultaneously hold multiple offices. The Executive Director shall be an "at will" employee of the Authority who shall be appointed by the Board and shall hold his or her office until the earlier of his or her resignation or removal and replacement by the Board pursuant to Section 3.5 hereof. The Treasurer and the Secretary shall be appointed by the Board annually at the first regular

meeting of the Board in each calendar year. The Secretary and Treasurer of the Authority shall hold office until their successors are chosen and qualify, or except as otherwise contemplated by Section 3.5 hereof. The act of appointment of an officer does not in and of itself create contract rights for the officer or the Authority.

Section 3.2. Executive Director. The Executive Director shall be the chief executive officer of the Authority, subject to the control and direction of the Board. The Executive Director shall oversee all of the activities and affairs of the Authority. The Executive Director may sign any contract or other instrument which the Board has authorized, unless the execution thereof shall be expressly delegated by the Board or by these Bylaws or applicable law to another officer. The Executive Director may or may not be an employee of the Authority and shall not be a Director. The Executive Director, if an employee of the Authority, shall receive annual compensation in an amount to be determined by the Board.

Section 3.3. Secretary. The Secretary shall prepare and keep the minutes of the meetings of the Board, see that all notices are duly given, be custodian of the records of the Authority, and execute certificates authenticating the records of the Authority, and corporate documents or actions taken by the Board, any officer or any representative of the Authority. Such authentications shall constitute, as to all persons who rely thereon in good faith, conclusive evidence of such action. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Executive Director or by the Board. The Secretary may, but need not, be a



member of the Board. The Secretary shall be entitled to such compensation as may be authorized by the Board.

Section 3.4. Treasurer. The Treasurer shall be responsible for collecting and managing all funds and securities of the Authority and shall deposit all funds and securities in the name of the Authority in such banks, trust companies or other depositories as shall be selected by the Board and in accordance with applicable law. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Executive Director or by the Board. The Treasurer may, but need not, be a member of the Board. The Treasurer shall be entitled to such compensation as may be authorized by the Board.

Section 3.5. Resignation and Removal. An officer may resign at any time by delivering notice to the Authority. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Authority accepts the future effective date, the Board may fill the pending vacancy before the effective date, provided that the successor is not permitted to take office until the effective date. An officer's resignation does not affect the Authority's contract rights, if any, with the officer. The Board may remove any officer at any time with or without Cause by the affirmative vote of a majority of the entire Board. An officer's removal does not affect the officer's contract rights, if any, with the Authority. Any vacancy occurring in any office of the Authority shall be filled by the Board.



#### **Article XIV. Indemnification and Limitation of Liability**

**Section 4.1. Indemnification.** The Authority shall, to the extent allowed by applicable law, protect, save harmless and indemnify its Directors, officers and employees from financial loss and expense, including legal fees and costs, if any, arising out of any claim, demand, suit or judgment by reason of alleged negligence or alleged deprivation of any person's civil rights or any other act or omission resulting in damage or injury, if the Director, officer or employee is found to have been acting in the discharge of his or her duties or within the scope of his or her office or employment and such act or omission is not found to have been wanton, reckless, willful or malicious.

#### **Article V. Termination**

**Section 5.1. Termination of Authority.** The Authority and its corporate existence shall continue until terminated by law or dissolved pursuant to the Ordinance.

#### **Article VI. Miscellaneous**

**Section 6.1. Fiscal Year.** The fiscal year of the Authority shall commence on July first of each year and continue to and including June thirtieth of the next succeeding year.

**Section 6.2. Duality of Interest.** Each Director shall disclose to the Board immediately upon appointment or election and thereafter annually (or sooner if a duality of interest should sooner arise), any duality of interest involving him or her, including persons related to him or her and any ownership of any voting power or profits or beneficial interest of any other entity. No member of the Board shall vote on any matter which would have a

material financial effect upon such Director, a person closely related to such Director, or upon an entity with respect to which such Director has an employment relationship, beneficial interest or other significant financial relationship or upon his or her business. Any such financial effect shall be disclosed prior to the commencement of deliberations on such matter and any disclosing Director shall not participate in the deliberation or vote on such matter.

Section 6.3. Checks. All checks or demands for money and notes of the Authority shall be signed by such one or more officers and such other persons as are designated by resolution of the Board.

Section 6.4. Annual Budget. The Executive Director and/or Treasurer shall submit an annual budget to the Board at a meeting of the Board, which budget may be adopted by a two-thirds vote of the Board. Prior to the adoption of each annual budget the authority shall hold a public hearing on the proposed budget. The Executive Director shall further comply with all obligations set forth in the Statutes.

The Authority shall dedicate funds from its revenue to advance and promote activities by the authority or to engage the public that would result in the diversion of solid waste through but not limited to public outreach campaigns, school based recycling education programs or recycling incentive programs; activities and community efforts to protect the Quinnipiac River and the wetlands adjacent to the transfer station.

Section 6.5. Nondiscrimination. No Authority asset shall be used in the furtherance of any discriminatory practice, nor shall the Authority become a party to any agreement, arrangement or plan which has the effect of sanctioning discriminatory practices nor shall the Authority otherwise employ or encourage any discriminatory practices. The Authority shall include nondiscrimination and affirmative action provisions in every contract to which it is a party in accordance with CGS Section 4a-60 and CGS Section 4a-60a, or any successor statutes thereto.

Section 6.6. Filing of Bylaws. A copy of all Bylaws of the Authority, and any amendments thereto, duly certified, shall be filed in the offices of the Authority and at any additional or other location required pursuant to the CGS.

Section 6.7. Severability. The invalidity of any one or more of the words, phrases, sentences, clauses, sections or subsections contained in these Bylaws shall not affect the enforceability of the remaining portions of these Bylaws or any part hereof, and, if any one or more of the words, phrases, sentences, clauses, sections or subsections contained in these Bylaws shall be declared invalid by a court of competent jurisdiction, these Bylaws shall be construed to most closely effectuate the intentions of the Authority, the Ordinance and the Statutes and the remainder of these Bylaws shall be valid and effective.

Section 6.8. Rules of Order. In conducting any meeting of the Board or of any committee of the Board, the Board and the committee members, as applicable, may rely upon Robert's Rules of Order for any matter not otherwise set forth herein or established by applicable law.

## **Article VII. Amendment**

**Section 7.1. Amendment.** The Board may amend or repeal the Authority's Bylaws by the affirmative vote of no less than two-thirds of the entire Board.



Exhibit A.  
Municipal Solid Waste and Recycling Authority  
Initial Directors

	<u>Name</u>	<u>Address</u>	<u>Term of Office (Date Ending)</u>
Director <sup>2</sup>	Gerald M. Antunes	195 Weybosset Street New Haven, CT 06513	12/31/09
Director <sup>1</sup>	Anika Singh	6 Eld Street New Haven, CT 06511	12/31/09
Director <sup>1</sup>	Donald Walker	1643 Ella Grasso Blvd. New Haven, CT 06511	12/31/10
Director <sup>1</sup>	Joe Dolan	246 Summit Street, New haven, CT 06513	12/31/10
Director <sup>1</sup>	Kostantine Drakonakis	15 Colonial Place New Haven 06515	12/31/11
Director <sup>1</sup>			12/31/11
Director <sup>1</sup>			12/31/11

<sup>1</sup> Appointment by Mayor

<sup>2</sup> Appointment by Board of Aldermen