

BYLAWS OF THE HOUSATONIC RESOURCES RECOVERY AUTHORITY

As Adopted on 10/10/86

And Amended on 4/10/87, 12/14/88, 5/13/92, 4/29/93, 3/16/94, 3/30/00, and 4/17/06

ARTICLE I - NAME

The name of this Authority shall be the Housatonic Resources Recovery Authority.

ARTICLE II - PURPOSE

The Authority is established and created for the purpose of providing solid waste management and disposal services within the region of the Authority, which shall be the region within the jurisdiction of all of the member municipalities of the Authority, and which purpose includes providing for the disposal of residential and commercial solid waste, the financing, construction and operation of one or more solid waste disposal facilities for such purpose, and the delivery of solid waste thereto, including facilities for incineration of solid waste and production of steam, electricity and other by-products for sale to public utilities and others.

In the pursuit of this purpose, the Authority shall exercise such rights, powers, and duties as are conferred or imposed on it by Chapter 103b, Sections 7-273aa to 7-237oo inclusive and Chapters 446d and 446e of the Connecticut General Statutes, as revised to 1987 and as amended from time to time.

ARTICLE III - MEMBERSHIP

A. Members. The membership of the Housatonic Resources Recovery Authority shall consist of one (1) representative from each member municipality of the Authority. Each such representative, including each of the first representatives of the Authority, shall be appointed for the term and in the manner set forth in the concurrent ordinance adopted by each member municipality, provided however, that representatives shall continue to serve until their successors are appointed and have qualified. In the event that a representative is the Chief Elected Officer of a municipality and ceases to hold office, the municipality may appoint a successor to fill the unexpired term for that municipality. In no event shall the terms of more than one half of the representatives expire simultaneously. If because of the addition or reduction of the number of member municipalities, the terms of more than one-half (1/2) of the representatives would expire simultaneously, then the terms of a sufficient number of representatives shall be automatically extended for a period of one year. Said extensions shall be based upon the alphabetical order of the member municipalities.

Each member municipality may appoint one (1) alternate representative of the Authority who shall act in the event of the disability or absence for any other reason of the regular

representative of the municipality. Said alternate representative shall have a voice at Authority meetings and vote at Authority meetings if the regular representative from said municipality is absent from the meeting.

The terms of all alternate representatives shall be co-terminus with regular representatives.

The Authority shall be notified in writing of the appointment of any regular or alternate representative by the Chief Elected Officer of the member municipality.

Representatives of the Authority shall serve without compensation but may be reimbursed for their necessary expenses.

B. Membership Policies. The Authority shall establish, by two-thirds (2/3) majority vote of all voting units present and voting, policies, including the levying of surcharges, for the admission of future members.

C. Withdrawal. Member municipalities may withdraw from the Authority only after agreeing, in writing, to comply with the terms and conditions contained in any contracts between such municipality and the Authority, or the holders of any bonds of the Authority. No such withdrawal shall relieve such municipality of any liability, responsibility or obligation incurred by it as a member municipality of the Authority or as a user of any of the Authority's projects.

D. Termination.

1. Grounds: In the event any member municipality shall fail to pay in full any dues, assessments, fines, surcharges, or other financial obligations, whether involving contractual agreements or not; or shall fail to abide by a vote of the Authority or to take such action as is necessary following a vote of the Authority that such action be taken, such member municipality may be terminated. The Chairman shall cause written notice of the default to be sent to the Chief Elected Officer of the member municipality by certified mail, return receipt requested, setting forth the default and requiring that the default be remedied within thirty (30) days. If the default is not cured within thirty (30) days of the receipt of said notice, the membership of the defaulting municipality may be terminated in accordance with the provisions of this section.

2. Determination: At any time after the expiration of said thirty (30) day period if the default remains uncured, the officers of the Authority shall meet to determine if probable cause exists for termination of said defaulting member municipality. If any officer of the Authority is the voting representative of the member municipality whose default is the subject of the meeting, that officer shall not participate in the discussion or determination. A unanimous vote of all four (4) officers shall be required to determine that probable cause exists for termination of a member municipality, except that the votes of three (3) officers shall suffice if one officer is disqualified as aforesaid. If such determination is

made, the officers shall at that meeting set a date, time and place for the public hearing on said termination consistent with the time requirements hereinafter provided.

3. Notice: The Chairman of the Authority shall promptly after such determination cause written notice to be sent by certified mail, return receipt requested, to the Chief Elected Officer of the member municipality. Such notice shall set forth the grounds for termination as to which the officers determined that probable cause exists; the date, time and place for the hearing on such termination; the procedure to be followed at such hearing; and the provisions of these bylaws governing the termination process.

4. Hearing:

(a) No member municipality shall be terminated without a public hearing before the full Authority. The termination hearing shall be held in public no earlier than thirty (30) days from the member municipality's receipt of the aforesaid notice and no later than sixty (60) days thereafter. The hearing, once convened, may be recessed to a date, time and place certain in conformity with the provisions of the Freedom of Information Act.

(b) At the hearing, the Chairman of the Authority shall preside unless he is the voting representative of the member municipality which is the subject of the hearing, in which event the Vice-Chairman shall preside. The Authority shall call in a competent stenographer to take the evidence, or shall cause the evidence to be recorded by a sound-recording device.

(c) At such hearing an officer of the Authority, or someone previously designated by the officers, shall present the evidence in support of termination of the member municipality. The member municipality shall be afforded an opportunity to respond and present evidence and argument on all issues involved. Both the Authority and the member municipality may be represented by counsel. All persons presenting testimony shall be sworn, and shall be subject to cross-examination.

(d) Any oral or documentary evidence may be received, but the Authority shall give effect to the rules of the privilege recognized by law. Subject to these requirements, when a hearing will be expedited and the interests of the parties will not be prejudiced substantially, any part of the evidence may be received in written form.

(e) Documentary evidence may be received in the form of copies or excerpts, if the original is not readily available. Upon request, the Authority or the member municipality shall be given an opportunity to compare the copy with the original.

(f) Notice may be taken of judicially cognizable facts, provided the member municipality is informed of the matter to be so noticed and is given the opportunity to contest the matter.

(g) Rulings on all objections and procedural matters shall be made by the presiding officer.

5. Decision:

(a) Within thirty (30) days of the conclusion of the hearing, the Authority shall vote on its decision and on the findings of fact on which it is based. In the vote on the decision to terminate, each member municipality shall have one vote, there shall be no vote by voting units. No decision to terminate a member municipality shall be effective unless it has been approved by a vote of two-thirds (2/3) of the full membership.

(b) The decision shall be reduced to writing and shall include the findings of fact on which it is based. It shall be signed by two (2) qualified officers who are not a representative of the member municipality in default. Within five (5) days of the vote on it, the decision shall be sent by the Chairman or the Secretary via certified mail, return receipt requested, to the Chief Elected Officer of the member municipality which is the subject of the decision.

6. Effective Date of Termination: The termination shall be effective seven (7) days after receipt by the member municipality of a decision terminating it. No such termination shall relieve the member municipality so terminated of any liability, responsibility or obligation incurred by it as a member of the Authority or as a user of any of its projects.

ARTICLE IV - MEETINGS

A. Annual Meeting. Unless otherwise specified by resolution of the Authority, the annual meeting shall be held at the regularly scheduled meeting in June.

B. Regular and Special Meetings. An annual schedule of regular meetings of the Authority shall be approved by the Authority prior to January 31 of each year. Special meetings may be called at any time by the Chairman of the Authority, or by petition in writing signed by not less than three (3) representatives of the Authority entitled to vote and filed with the Secretary of the Authority.

C. Budget Meeting. The budget meeting of the Authority shall be held at a regularly scheduled meeting not later than the end of the fiscal year.

D. Call of Meetings.

(1) The Authority shall comply with Section 1-21 of the Connecticut General Statutes with respect to filing schedules and notices of meetings with the clerks of member municipalities.

(2) Each representative to the Authority shall be sent written notice of meetings, postmarked not more than twenty (20) nor less than seven (7) days before said meeting date. Notice of the meeting shall include the place and time of the meeting and a proposed agenda for the meeting. In the case of an emergency meeting, proper notice

shall be deemed to be actual oral or written actual notice delivered at least twenty-four (24) hours before said meeting.

E. Voting.

(1) For the conduct of business, member municipalities of the Authority holding a majority of the voting units shall constitute a quorum, provided that no quorum shall be deemed to exist unless at least fifty-one percent (51%) of the member municipalities of the Authority, at present at least eight (8) towns or cities, shall be present and voting.

(2) There shall be no voting by proxy.

(3) Except as otherwise specified herein, the Authority shall operate with one hundred (100) voting units which shall be assigned to member municipalities in proportion to each municipality's share of the total population of all members of the Authority as determined by the latest decennial federal census of population. There shall be no fractional votes and each municipality shall have a minimum of one (1) vote. The distribution of voting units among members shall be recomputed following each decennial federal census and upon the withdrawal or termination of any member municipality or the admission of a new member municipality.

(4) All actions by the Authority unless otherwise specified herein or by other law shall require the affirmative vote of at least fifty-one percent (51%) of the total voting units present and voting at a duly called meeting of the Authority at which a quorum is present.

(5) If a quorum shall not be present at any meeting, those representatives present may set a time and place for an adjourned meeting, provided that the notice of such meeting shall comply with Article IV, Section D. of these bylaws.

(6) All meetings shall be conducted in accordance with Roberts Rules of Order, latest edition.

ARTICLE V – OFFICERS

A. Officers. The officers of the Authority shall be a Chairman, Vice Chairman, Secretary, Treasurer and Assistant Treasurer. Officers shall be elected by the Authority at its annual meeting or whenever a vacancy occurs. Each officer shall serve until a successor is elected and qualified.

B. Qualifications for Officers. The Chairman of the Authority shall be a regular representative member of the Authority. All other officers shall be either regular representative members or alternate representative members of the Authority.

C. Powers and Duties. The officers shall have such powers and duties as are customary for their respective offices and such additional powers as the Authority may by vote confer.

D. Succession. In the absence of the Chairman the Vice Chairman shall act. In the absence of the Vice Chairman the Secretary shall act. In the absence of the Secretary the Treasurer shall act. In the absence of the Treasurer, the Assistant Treasurer shall act.

E. Nominating Committee. Prior to the annual meeting, or in the event of a vacancy the Chairman shall appoint a committee consisting of three (3) representatives who hold no elective office in the Authority to nominate persons for the officer positions. Nominations may also be made from the floor. The nominating committee shall report its recommendations to the HRRRA members at the meeting prior to the election.

ARTICLE VI – COMMITTEES

The Authority may appoint such committees from time to time as it may see fit with such powers and duties as the Authority may determine, not inconsistent with law or these bylaws. Alternate representatives as well as regular representatives of the Authority may serve on committees and may vote at committee meetings. Each member municipality, however, shall have only one (1) vote on a committee.

ARTICLE VII – FINANCIAL MATTERS

A. Fiscal Year. The fiscal year of the Authority shall end on the 30th of June of each year.

B. Budget. Annually, at a regularly scheduled meeting, the Authority shall adopt a budget for the upcoming fiscal year. Adopted Budgets may be amended from time to time by two-thirds (2/3) majority vote of all voting units present and voting as the Authority deems necessary. Any representative may request postponement of the vote on any amendment to the budget to the next regular or special meeting.

C. Bank Accounts. The funds of the Authority shall be deposited in one or more banks designated by the Authority. Checks shall bear the signature of such officer or staff person as the Authority may designate. Persons authorized to sign checks shall be covered by bond, the premium of which shall be paid by the Authority.

D. Audits. Upon completion of its fiscal year, the Authority shall have an annual audit of its financial management by an independent auditor. Each representative to the Authority and the Chief Executive Officer of each member municipality shall receive a copy of the audit.

ARTICLE VIII – STAFF OR CONSULTANTS

The Authority may employ such staff or consultants to accomplish its purposes as it may from time to time determine. Personnel policies as adopted or amended will be applied in an equitable manner to all staff employees. The duly elected officers of HRRRA shall act as the personnel Committee with all appropriate powers to interpret and enforce the personnel policies. The Committee will use its best judgment concerning amendments to

the personnel policies and where material or substantial changes are proposed will bring such amendments to the full Authority for approval.

ARTICLE IX – REPORTS AND PLANS

The minutes of each meeting shall be prepared by the Secretary, with such staff assistance as may be required, and be circulated to the chief elected officials of each member municipality, and its representative and alternate. The Annual Report shall also be similarly circulated. All reports and plans adopted by the Authority shall be available at the office of the Authority, unless specifically voted by the Authority for further distribution.

ARTICLE X – CORPORATE SEAL

The Authority shall have a corporate seal of such design as it may approve.

ARTICLE XI – AMENDMENTS

These bylaws may be amended by vote of the Authority at a duly called meeting, provided that the notice of the meeting shall be accompanied by the complete text of the proposed amendment and shall be postmarked not more than twenty (20) nor less than seven (7) days before said meeting date. No amendment may be approved which is in conflict with the concurrent ordinance adopted by the member municipalities.

Any regular representative of a member municipality may propose an amendment to these bylaws by submitting a proposal to the Chairman of the Authority. Said Chairman shall cause the proposal to be placed on the agenda of the next regularly scheduled meeting for discussion. Upon favorable consensus of the full Authority the proposed amendment shall be drafted by the Bylaws Subcommittee and returned to the full Authority for adoption.

Effective Date. If any subsections or any articles in the proposed amendments to the by-laws are in conflict with the concurrent ordinances as adopted by the member municipalities, such subsections or articles shall not become effective until two-thirds (2/3) of the member municipalities have amended the concurrent ordinance to eliminate the conflict. Otherwise these by-laws and amendments shall become effective immediately upon their adoption.

