

BY-LAWS OF
PULASKI COUNTY
REGIONAL SOLID WASTE MANAGEMENT DISTRICT
Revised 10/3/04

ARTICLE I
Organization

Section 1. Authorization. Formation of the Pulaski County Regional Solid Waste Management District was authorized by PC&E Commission Minute Order 92-25, dated April 24, 1992, pursuant to Act 752 of 1991.

Section 2. Jurisdiction Boundaries. The Pulaski County Regional Solid Waste Management District, hereinafter referred to as the "District" shall encompass the county of Pulaski.

Section 3. Period of Duration. The District shall continue to exist until dissolved or abolished by unanimous agreement of the member jurisdictions, or pursuant to a procedure established by law.

ARTICLE II
Purpose

Section 1. Purpose. The purpose of the District is the protection of the public health and the state's environmental quality through the development and maintenance of a solid waste management district for Pulaski County and the municipalities of Alexander, Cammack Village, Jacksonville, Little Rock, Maumelle, North Little Rock, Sherwood, and Wrightsville. Further, the District shall serve to address the local exigencies, needs and other requirements as are more clearly defined in Act 752 of 1991.

ARTICLE III
Regional Solid Waste Management District Board

Section 1. Creation. The District shall be governed by a regional solid waste management district board, hereinafter called "Board".

Section 2. Member. The Board shall be composed of six persons who serve as local elected officials, including the Pulaski County Judge and the Mayors of Jacksonville, Little Rock, Maumelle, North Little Rock, and Sherwood. The initial Board members are:

Floyd G. "Buddy" Villines, Pulaski County Judge
Tommy Swaim, Mayor, Jacksonville
Sharon Priest, Mayor, Little Rock
Mike Odom, Mayor, Maumelle
Patrick Henry Hays, Mayor, North Little Rock
Jack Evans, Mayor, Sherwood

Section 3. Successors. Each of the persons listed in Section 2 shall serve on the Board only as long as he, or she, is an elected official of the local government he, or she, represents. They shall be succeeded on the District Board by their successors to their positions of Pulaski County Judge, or Mayor of Jacksonville, Little Rock, Maumelle, North Little Rock, and Sherwood.

Section 4. Regular Meeting. Regular meeting of the Board shall be held quarterly, pursuant to written notice thereof, on the date as set by the Chairman of the Board.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, or by any two Directors. The person, or persons, authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called by them so long as said meetings are conducted in Pulaski County, Arkansas.

Section 6. Notice. Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally or mailed to each Director at his, or her, business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum. A majority of the number of directors fixed by this Article shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Proxies. A Director may appoint a proxy to vote or otherwise act for him/her by signing an appointment form. A properly signed and dated proxy shall be acceptable for voting of absent members for a specific meeting date. The appointment becomes effective when received by the secretary or other officer or agent authorized to tabulate votes and may be limited or restricted by the grantor. A voting member may accept only one proxy, and; therefore, may cast only his/her and one proxy vote on any given motion of the Board.

Section 10. Chairman of District Board. The County Judge of Pulaski County shall serve as Chairman of the Pulaski County Regional Solid Waste Management District Board.

Section 11. Election of Officers other than Chairman. Officers of the District Board other than the Chairman shall be elected by the Board of Directors and shall serve at the pleasure of the Board.

ARTICLE IV Officers

Section 1. Number. The officers of the District may be a Chairman, Vice Chairman, Secretary and Treasurer. Such other officers and assistance officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office. The officers of the District to be elected by the Board shall be elected annually by the Board of Directors at the first meeting of the Board held after January 1 of each year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his, or her, successor shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment, the best interest of the District will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Chairman. The Chairman shall: (a) chair the regular and special meetings of the District Board of Directors; (b) sign with the secretary, any and all documents, contract, and instruments which shall have been authorized by resolution of the Board; c) represent the District before public and private agencies and organizations as authorized by the Board and as necessary to perform the duties and functions of the District.

Section 6. Vice Chairman. The Vice Chairman shall: (a) in the absence of the Chairman, chair the regular and special meetings of the District Board of Directors; (b) in the absence of the chairman, and as authorized by the Board, represent the District before public and private agencies and organizations as necessary to perform the duties and functions of the District.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records and of the seal of the district and see that the seal of the district is affixed to all documents, the execution of which on behalf of the district under its seal is duly authorized; (d) keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; (e) sign with the Chairman any and all documents, contracts, and instruments which shall have been authorized by resolution of the Board; and (f) in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Chairman or the Board.

Section 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the District; (b) receive and give receipts for moneys due and payable to the District from any source whatsoever, and deposit all such moneys in the name of the District in such banks, trust or other depositories as shall be selected in accordance with the provisions hereof; and c) in general 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 Chairman or the Board.

Section 9. Salaries. No officer who is a member of the Board shall receive any salary of or from the District provided, however, that officers and Directors may be reimbursed for properly documented expenses they incur on behalf of the District.

ARTICLE V Powers and Duties

Section 1. Powers and Duties. The Board shall have those duties and powers as set forth in Act 752 of 1991 (Codified at A.C.A. 8-6-704) and set out herein below:

- (a) The Board shall have the following powers and duties:
- (1) To collect, study, and initially evaluate the solid waste management needs of all localities within the District, as provided in A.C.A. 8-6-716 and to publish their findings as a regional needs assessment;
 - (2) To evaluate on a continuous basis the solid waste needs of the District, and thereby update the regional needs assessment at least biennially;

- (3) To formulate recommendations to all local governments within the district on solid waste management issues, and to formulate plans for providing adequate solid waste management;
 - (4) To issue or deny certificates of needs to any applicant for a solid waste disposal facility permit within the District with the exception of permits for landfill when a private industry bears the expense of operating and maintaining the landfill solely for disposal of waste generated by the industry of a similar kind of character;
 - (5) To petition the Arkansas Pollution Control and Ecology Commission or Director of the Arkansas Pollution Control and Ecology Department to issue, continue in effect, revoke, modify, or deny and permit for any element of solid waste management system located within the District based on compliance or noncompliance with solid waste management plan to the District;
 - (6) To adopt such rules or regulations pursuant to the Administrative Procedure Act, A.C.A. 24-15-201 et seq., as are reasonably necessary to assure public notice and participation in any findings or rulings by the Board and to administer the duties of the Board;
 - (7) To establish programs to encourage recycling;
 - (8) To adopt an official seal and alter it at pleasure;
 - (9) To maintain an office at such places as it may determine;
 - (10) To sue and be sued in its own name and to plead and be impleaded;
 - (11) To make and execute contracts and other instruments necessary or convenient in the exercise of the powers and functions of the district, including but not limited to entering into contracts and agreements with private entities for provisions of services; and,
 - (12) To carry out all other powers and duties conferred by Act 752 of 1991.
- (b). The Board may:
- (1) Apply for such permits, licenses, certificates, or approvals as may be necessary to construct, maintain, and operate any portion of a solid waste management system, and to obtain, hold and use license, permits, certificates, or approvals in the same manner as other person or operating unit of any other person;
 - (2) Employ such engineers, architects, attorneys, real estate counselors, appraisers, financial advisors, and other consultants and employees as may be required in the judgment of the Board and to fix and pay their compensation from funds available to the District therefore; and,

- (3) Purchase all kinds of insurance including, but not limited to insurance against tort liability, business interruption, and risk of damage to property.

ARTICLE VI

Contract, Loans, Checks and Deposits

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District, and such authority may be general or confined to specific instance.

Section 2. Loans. No loans shall be contracted on behalf of the District and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the District, shall be signed by such officer or officers, agent or agents, of the District and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the District not otherwise employed shall be deposited from time to time to the credit of the District in such banks, trust companies, or other depositories as the Board may select.

Section 5. Appropriation criteria. The Board shall determine the annual funding appropriations required to be levied or assessed in accordance with Act 752 of 1991 by considering all available revenue sources and formulas, included, but not limited to the availability of federal grant, and other funds, revenues generated from dedicated sources, service allocation formulas, and other factors, data and information as the Board deems necessary.

Section 6. Annual Audit. The Board shall cause to be conducted, by qualified accounting firms, annual audits of the District's financial management systems and all financial transactions.

ARTICLE VII

Fiscal Year

Section 1. Fiscal Year. The fiscal year of the District shall begin on the 1st day of July of each year and end on the last day of June of that fiscal year.

ARTICLE VIII
District Seal

Section 1. District Seal. The Board may provide a District seal which shall be circular in form and shall have inscribed thereon the name of the District and the State of Arkansas and the words, "District Seal".

ARTICLE IX
Waiver of Notice

Section 1. Waiver of Notice. Unless provided by law, whenever any notice is required to be given to any Director of the District under the provisions of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X
Amendments

Section 1. Amendment of By-Laws. These By-laws may be altered, amended or repealed and new By-laws may be adopted by the Board at any regular or special meeting of the Board.