

EXHIBIT A

DELAWARE-KNOX-MARION-MORROW JOINT SOLID WASTE MANAGEMENT DISTRICT

BYLAWS

ARTICLE I. NAME

The name of this organization, created pursuant to Section 343.01(A)(2) of the Ohio Revised Code, shall be the Delaware, Knox, Marion, Morrow Joint Solid Waste Management District.

ARTICLE II. PURPOSE

The purpose of this District shall be to implement the provisions of House Bill 592 of the 117th Ohio General Assembly including, but not limited to the following:

1. To develop, adopt and implement a Solid Waste Management Plan for the District, and subsequent amended plans, pursuant to Section 3734.54 of the Ohio Revised Code, that is acceptable to the Ohio Environmental Protection Agency and the citizens of the District.
2. Since the District recognizes that it has an obligation to protect its communities, it retains the right to adopt rules in accordance with Ohio Revised Code 3734-53.
3. To establish a schedule of appropriate fees on the disposal of solid wastes generated within the District or disposed of at facilities which may be sited within the District's geographic boundaries, which fees shall be used to adequately fund the implementation and continuation of the District's Management Plan.
4. To keep the citizens of the District fully informed during the planning process in accordance with Section 3734.55 of the Ohio Revised Code.
5. To encourage and develop recycling programs appropriate to the District's Management Plan.

ARTICLE III. MEMBERSHIP

The members of this District shall be the Ohio counties of Delaware, Knox, Marion and Morrow. The application of any additional Ohio County for membership in the joint district shall require the approval of each of the separate Boards of County Commissioners of the member counties, and thereafter upon submission to and approval by the Director of Environmental Protection of the solid waste management plan of the joint district formed by the joinder of the county and the joint district under Section 3734.55 of the Revised Code. A member county may withdraw from the joint district by adoption of a resolution by its board of county commissioners ordering the withdrawal and upon submission to and approval by the Director of Environmental Protection of the solid waste management plan or amended solid waste management plan of each county and the joint district that results from the withdrawal under Section 3734.55 of the Revised Code.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Membership

The Board of Directors shall consist of twelve members, the three county commissioners of each of the four member counties.

Section 2. Authority

The Board of Directors shall be responsible for supervision and direction of the affairs of the District.

Section 3. Meetings

The Board of Directors shall hold a regular meeting during each quarter of the calendar year at such a time and place as the Board may designate. Special meetings may be called by the Chairperson, the written request of any five members, or by the District Director. Notice of regular and special meetings shall be given to the public in accordance with the requirements of the Ohio Open Meetings Act.

Section 4. Quorum

A majority of the Board of Directors constitutes a quorum, and a majority vote of the quorum present is required for the Board to act.

Section 5. Officers

The officers of the Board of Directors shall consist of a Chairperson and a Vice Chairperson. The Chairperson shall preside at all meetings, and shall sign any and all written documents on behalf of the Board. In the case of an emergency, the Chairperson is authorized to take limited emergency action on behalf of the Board, provided that such action is ratified by the full Board at the next Board meeting. The Vice Chairperson shall perform all duties of the Chairperson in the absence of the Chairperson and shall perform such other duties as may be delegated by the Chairperson or prescribed by the Board. The Board may appoint a person as secretary whose duties shall be designated by the Board.

Section 6. Term of Office

Officers shall be elected at the first meeting that occurs each year for a one year term. The officers shall be elected from the membership of the Board.

Section 7. Committees

The Board of Directors may establish such committees with such powers as it finds necessary to carry on its work, including an Executive Committee. All committees shall report their findings to the Board of Directors for a final decision. The Board of Directors may not delegate to a committee the authority to make decisions on behalf of the Board, except as set forth in Article VI herein.

ARTICLE V. EMPLOYEES OF THE DISTRICT

Section 1. Employees of the Board of Directors

The Board of Directors may employ a District Director, engineers, legal counsel and other professional services, and such other employees as are necessary for the performance of its functions.

A. Hiring of District Director

The Executive Committee shall review all applications received for the position of District Director of the DKMM Solid Waste District. The Executive Committee members shall determine which applicant(s) to interview and then recommend to the full Board the hiring of the applicant that they find most qualified for the position. All other employees of the District shall be hired by the District Director.

B. Duties of the District Director

The District Director shall have charge of and manage the active business operations of the District; shall prepare budget reports; shall assist both the Board of Directors and the Management Policy Committee in planning and implementation of a solid waste management plan pursuant to Section 3734.54 of the Ohio revised code; and shall do and perform all other duties as may from time to time be assigned to, or requested of, the District Director by the Board of Directors, the Management Policy Committee or the Executive Committee. The District Director has independent spending authority up to \$5,000 on all expenditures, commitments, or contracts and shall present any expenditures, commitments and contracts, \$5,000 and over to the Executive Committee or the full Board of Directors for approval. The District Director shall evaluate all other employees of the District at least once a year in writing and report to the Board of Directors.

C. Duties of Staff

The Staff shall perform duties assigned by the District Director or the Executive Committee in the absence of the District Director.

D. Engineers, Legal Counsel and Other Professional Services

On an independent contractor basis, the Board of Directors shall contract engineers, legal counsel or any other professional services necessary to assist in development of a Solid Waste Management Plan for the District, and any subsequent amended plans thereto, pursuant to Section 3734.54 of the Ohio Revised Code and to further assist the District Director and this Board in the operation of the District as the Board deems necessary from time to time.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. Membership

The Executive Committee of the Board of Directors shall consist of the Board of Directors Chairperson who is elected annually, and one member of each Board of County Commissioners of the four member counties, for a total of five members. Each county may select its Executive Committee member from among its three County Commissioners as each county determines in its sole discretion.

Section 2. Duties

The duties of the Executive Committee are as follows:

- A. Expenditures and Disbursements - The Executive Committee may review expenditures, commitments or contracts between \$5,000 and \$50,000, and may give the District Director approval on any such expenditures, commitments or contracts. Expenditures, commitments or contracts between \$5,000 and \$50,000 shall still require the signature of the Chairperson of the Board of Directors after approval by the Executive Committee. Expenditures, commitments or contracts over \$50,000 must be approved by the full Board.
- B. Evaluation - The Executive Committee shall conduct a written evaluation of the District Director at least once a year on the District Director's anniversary date and report to the Board of Directors. Any recommendations regarding salary adjustment must be acted on by the full Board of Directors.

Section 3. Meetings

The Executive Committee shall hold regular meetings when necessary.. The meetings shall be at such time and place as the Committee may designate. Special meetings may be called by the Chairperson, by written request of any two members of the Executive Committee, or by the District Director. Notice of regular and special meetings shall be given to the public in accordance with the requirements of the Ohio Open Meetings Act.

Section 4. Quorum

A majority of the Executive Committee constitutes a quorum, and a majority vote of the quorum present is required for the Committee to act.

Section 5. Officers

The officers of the Executive Committee shall consist of a Chairperson and a Vice Chairperson. The Chairperson shall preside at all meetings. The Vice Chairperson shall preside over any meetings in which the Chairperson is absent. The Chairperson of the Executive Committee need not be the same person as the Chairperson of the full Board of Directors, and Executive Committee officers shall be selected at least annually.

ARTICLE VII. POLICY COMMITTEE

Section 1. Purpose

The purpose of the Policy Committee, pursuant to Section 3734.54(B) of the Ohio Revised Code, is to prepare the solid waste management plan of the District.

Section 2. Membership

Pursuant to Section 3734.54(C) of the Ohio Revised Code, membership of the Policy Committee shall consist of one the following from each member county:

- A. The president of the Board of County Commissioners of each member county or his/her designee;
- B. The Chief Executive Officer of the municipal corporation with the largest population within the boundaries of each member county or his/her designees;
- C. A member representing the townships within each member county chosen by a majority of the boards of township trustees within the county;
- D. The Health Commissioner of the Health district having the largest territorial jurisdiction within each member county or his/her designees;
- E. A member representing industrial, commercial or institutional generators of solid wastes within each member county to be appointed by the members for each county listed in paragraphs A through D above;
- F. A member from each member county representing the general interests of citizens who shall have no conflict of interest through affiliation with a waste management company or with any entity that is a significant generator of solid wastes, to be appointed by the members for each county listed in paragraphs A through D above;

G. A member from each member county representing the public, to be appointed by the members for each county listed in paragraphs A through D above.

Since there is an even number of counties in the DKMM Solid Waste District, the Policy Committee shall include one additional public member who shall be appointed by all the other members of the Committee.

Section 3. Term of membership

The members representing the public shall serve a term of two years from the date of their appointment. The remainder shall serve a term concurrent with their holding the office designated by Section 3734.54(C) of the Ohio Revised Code.

Section 4. Vacancies

Any vacancy shall be filled in the same manner as the original appointment pursuant to Section 3734.54(C) of the Ohio Revised Code.

Section 5. Official Alternates

A member of the Policy Committee pursuant to Section 3734.54(B)(1) to (4) of the Revised Code (Article VII, Section 2, A-D, above) may designate an alternate to represent him/her at any regular or special meeting of the Committee. When such an alternate is officially designated by the member in writing addressed to the Chairperson, the alternate shall have the right to speak and vote on all issues properly before the Committee.

Section 6. Meetings

The Policy Committee shall hold a regular meeting not less than once annually at such time and place as the Policy Committee may designate. The Policy Committee shall meet during the first quarter of each calendar year for the annual review of the District and other such business that may need the action of the Policy Committee. The Chairperson shall schedule additional meetings during the year if determined necessary at the annual meeting. Special meetings may be called by the Chairperson, the written request of any seven members of the Policy Committee, or by the District Director, by giving seven days written notice to each member of the Policy Committee. Notice of regular and special meetings shall be given to the public in accordance with the requirements of the Ohio Open Meetings Act, and meetings shall be conducted in accordance with the Ohio Open Meetings Act.

Section 7. Quorum

Fifteen members of the Policy Committee, or their officially designated alternates, shall constitute a quorum for the transaction of business.

Section 8. Official Action

All official actions of the Policy Committee shall be determined by public vote. The prevailing side in all votes shall be determined by a simple majority of the quorum present. Any member may request a roll call vote on any issue before the Policy Committee.

Section 9. Officers

The officers of the Policy Committee shall be a Chairperson and a Vice Chairperson. The Chairperson shall preside at all meetings, appoint all committees and sign any and all written documents on behalf of the Policy Committee. The Vice Chairperson shall perform all duties of the Chairperson in the absence of the Chairperson and shall perform such duties as may be

delegated by the Chairperson or prescribed by the Committee. The Chairperson may designate a person as secretary whose duties shall be those designated by the Committee.

Section 10. Term of Office

The Chairperson and Vice Chairperson of the Policy Committee shall be elected at the annual meeting each year for a one year term. The officers shall be elected from the membership of the Policy Committee.

Section 11. Subcommittees

The Chairperson, with the consent of the full Policy Committee, may appoint subcommittees as may be deemed necessary or appropriate to carry out the purposes of the Policy Committee. Such subcommittees shall confine their work to the purpose for which they were appointed and shall report back to the full Policy Committee. Subcommittees shall not have the power to take action without approval of the full Policy Committee.

Section 12. Technical Advisory Council

Pursuant to Section 3734.54(F) of the Revised Code, the Policy Committee may establish and appoint a Technical Advisory Council to assist in the preparation of the District's solid waste management plan, amended plan, or in annual reviews of the implementation of the plan or amended plans. If established, such Technical Advisory Council shall operate consistent with Revised Code Section 3734.54(F).

ARTICLE VIII. COLLECTION AND DISTRIBUTION OF FUNDS

Section 1. Selection/Duties of Fiscal Officer

The Board of Directors shall designate the County Auditor from one member county as the Fiscal Officer of the District. The Fiscal Officer shall establish a general fund and any other necessary funds for the District. The Fiscal Officer may be reimbursed by the District for expenses incurred on behalf of the District. The Board of Directors shall establish procedures and policies consistent with those of the appointed Fiscal Officer.

Section 2. Encumbrance and Distribution of Funds

For the purpose of authorizing expenses and approving payments, the Board of Directors may delegate to the District Director the duty and responsibility of encumbering and paying the District's expenses in accordance with the District's approved budget and solid waste management plan. The Board of Directors shall develop policies for the encumbrance of funds for payment of bills that are consistent with the Fiscal Officer's policies and the State Auditor's policies. Such policies shall be established in the District's Policies and Procedures Handbook as necessary.

Section 3. Quarterly Reports

The District Director shall provide quarterly reports for the Board of Directors for the quarterly meetings on the status of fee collection, expenses of the District and balances of District funds.

ARTICLE IX. FISCAL YEAR

The fiscal year of the District shall be a twelve month period ending on the last day of December, the last day of June, or on any other such date as the Board of Directors may, from time to time, determine.

ARTICLE X. PARLIAMENTARY AUTHORITY

All meetings of the Board of Directors, the Policy Committee, the Technical Advisory Council, and all other committees shall be governed by the most recent edition of Robert's Rules of Order, except where Robert's Rules are inconsistent with the standing rules and orders of the District, or are contrary to these Bylaws or any existing laws of the State of Ohio.

ARTICLE XI. COMPENSATION

The Board of Directors may provide for the reimbursement of necessary expenses incurred in the performance of District duties consistent with any policy contained in the District's Policies and Procedures Handbook.

ARTICLE XII. INDEMNIFICATION

The District may provide for indemnification against damages and other claims made upon its members and Policy Committee members so long as such indemnification is in accordance with Ohio law.

ARTICLE XIII. SEVERABILITY

In the event that any provision of these Bylaws shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provisions hereof. If any fact be inoperative or unenforceable as applied in any particular case in any jurisdictions, or in all cases because it conflicts with any other provision or provisions hereof or any constitution or statute or rule of public policy, or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable in any other provisions herein contained invalid, inoperative, or unenforceable to any extent whatever.

ARTICLE XIV. AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds of the members of the Board of Directors at any duly constituted meeting of the Board, provided that copies of the proposed amendments shall have been sent to all the members at least thirty days prior to the meeting at which the vote on such proposed amendment is to be taken. These Bylaws shall be automatically amended such that they are in compliance with the Revised Code should the Ohio General Assembly amend the Revised Code in a way that places these Bylaws in conflict with the Revised Code.

Original Bylaws approved by DKMM District Management Policy Committee, 11/14/89

Original Bylaws approved by DKMM District Board of Directors, 2/27/90

Revised by DKMM District Management Policy Committee, 3/4/97

Revision approved by DKMM District Board of Directors, 7/8/97

Revision approved by DKMM District Board of Directors, 12/18/12