

**BY-LAWS
OF
PENQUIS SOLID WASTE CORPORATION**

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BY-LAWS
OF
PENQUIS SOLID WASTE CORPORATION

ARTICLE I

Name, Principal Office, Corporate Seal

Section 1. Name. The name of the corporation shall be Penquis Solid Waste Corporation (hereinafter referred to as the "Corporation").

Section 2. Purpose. The purpose of this Corporation is to establish a public waste disposal corporation, pursuant to 38 M.R.S.A. § 1304-B(5) and Title 13-B M.R.S.A. to provide for the planning, development, acquisition, operation, and closure of a cost-effective, environmentally sound, and reliable solid waste disposal facility and for the collection, transportation, storage, processing, salvaging and disposal of solid waste. It is also the purpose of this Corporation to enter into contracts with other municipalities, the State of Maine, or any governmental organizations located within the State of Maine, for the disposal of construction debris and recyclables, as hereinafter defined, at the site. Any agreement for the acceptance of municipal solid waste, other than from the member municipalities, must comply with all rules and regulations of the State of Maine and the United States of America, and the terms and conditions of the Interlocal Agreement, as hereinafter defined, and must have the prior approval of the Board of Directors of this Corporation.

Section 3. Principal Office. The location and principal office of the Corporation shall be in the Town of Milo, State of Maine, but the Corporation may also maintain other offices in such places, either within or without the State of Maine, as the Board of Directors

of the Corporation may designate or as the business of the Corporation may require from time to time.

Section 4. Registered Office. The registered office of the corporation in the State of Maine may be (but need not be) the same as the principal office.

Section 5. Seal. The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the word "Maine".

Section 6. Duration. The duration of this Corporation shall be as set forth in Section 10.1 of the Interlocal Agreement, as hereinafter defined.

ARTICLE II

Definitions

Section 1. Board. "Board" refers to the corporation's Board of Directors.

Section 2. Construction and demolition debris. "Construction and demolition debris" shall have the same meaning as is set forth in Title 38 M.R.S.A. §1303-C, as amended from time to time.

Section 3. Facility. "Facility" means any waste facility used for the landfilling, final placement or recycling of solid waste and construction and demolition debris, and any waste facility used for purposeful, systematic and unified control of the collection, storage, transportation, processing, salvaging and disposal of solid waste and construction and demolition debris.

Section 4. Former Member. "Former Member" means any Member Municipality which ceases to be a member by reason of expulsion, removal, withdrawal or other termination for any reason whatsoever.

Section 5. Interlocal Agreement. "Interlocal Agreement" means the "Interlocal Agreement to Establish a Solid Waste Facility for the Municipalities of Brownville and Milo, Lake View Plantation and Piscataquis County" by and among the towns of Brownville and Milo, Lake View Plantation and Piscataquis County, dated October __, 1995, as same may be amended from time to time, the terms of which are incorporated herein and made a part hereof.

Section 6. Member Municipality. "Member Municipality" means the towns of Brownville and Milo, Lake View Plantation and the County of Piscataquis, which constitute the original members of this Corporation, and any other municipalities or governmental organizations which may later become parties to the Interlocal Agreement and are accepted by the Board as Member Municipalities in accordance with this Section. Any Member Municipality shall cease to be a Member Municipality upon the effective date of its withdrawal or expulsion from the Interlocal Agreement in accordance with its terms.

Any town, county or other governmental organization or County desiring to become a Member Municipality and permitted to do so by applicable state law, shall submit a request for such status to the Board. The Board, after due consideration of the request, may accept the application by a two-thirds (2/3) majority vote of the assembled quorum at a regular or special meeting, and upon such acceptance, shall determine the applicant's share of future

operations and maintenance costs in accordance with the formula set forth in Part 4 of the Interlocal Agreement.

A party seeking to become a Member Municipality shall be required to pay to the Corporation an allocated share of the Initial Capitalization, as defined in the Interlocal Agreement, determined by application of the formula set forth in Part 4 of the Interlocal Agreement. Any such payments made to the Corporation shall reduce and be a credit against the operating expense share of all other Member Municipalities in accordance with the formula set forth in Part 4 of the Interlocal Agreement.

A new Member Municipality shall be accepted only after its acceptance of the Interlocal Agreement as evidenced by a majority vote of the applicant's legislative body.

The composition of the Board shall be adjusted to accommodate the new Member. Such adjustment shall be formalized by amending Section 3 of the Interlocal Agreement, if necessary. A new Member Municipality's representation on the Board shall be as set forth in Section 3 of said Agreement.

Section 7. Recycling. "Recycling" shall mean the collection, separation or recovery and sale or reuse of materials that would otherwise be disposed of or processed as waste.

Section 8. Solid Waste. "Solid Waste" shall have the same meaning as is set forth in Title 38 M.R.S.A. §1303-C, as amended from time to time, except that in any event it shall include construction and demolition debris.

ARTICLE III

Board of Directors

Section 1. Number; Qualifications. The business and affairs of the Corporation shall be managed by the Board elected in accordance with the procedure set forth in Section 3.2 of the Interlocal Agreement.

Section 2. Term of Office. Each member of the Board ("Director") shall serve for a term of three (3) years or until his or her successor is appointed and qualified. Directors shall be appointed prior to the annual meeting of the Board. In order to provide for continuity on the Board, the terms of the Directors serving as of December 31, 1995, may be for less than three (3) years, but in no event shall end before April 30, 1996, and shall be staggered as determined by the existing Board. All subsequent Directors' terms shall be for three (3) years.

Section 3. Election of Directors; Removal. The Board shall consist of the representatives appointed by the municipal officers of each Member Municipality in accordance with the terms and conditions of the Interlocal Agreement. Directors may be removed in accordance with the terms and conditions of the Interlocal Agreement.

Section 4. Powers and Functions. The Board shall manage the business and affairs of the Corporation, and may exercise on behalf of the Corporation those powers and functions which are necessary or convenient to the accomplishment of the purposes of the Corporation in accordance with the terms and conditions of the Interlocal Agreement, and these By-laws (the "By-laws"), as amended from time to time, and as permitted by the

provisions of Title 13-B M.R.S.A. and 38 M.R.S.A. §1304-B, as amended from time to time. The Board shall have no power to authorize compensation or payment of any kind to any Director(s).

Section 5. Quarterly and Annual Meetings. The Board shall hold quarterly meetings at a time and place to be determined by a Chairman duly elected by the Board. The annual meeting shall take place on the first Wednesday in May of each year. Notice of all such meetings thereof shall be given to each Director at least thirty (30) days prior to any such meeting. Elections of officers shall be held at the annual meeting.

Section 6. Special Meetings. Special meetings of the Board may be held at any time and place upon call by or at the request of the Chairman or any three (3) Directors, notice thereof being given to each Director at least five (5) days prior to the meeting.

Section 7. Notice; Waiver. Notice of meetings of the Board may be given by the Chairman, Secretary, Clerk or by any one (1) of the Directors, and shall be given by written notice delivered personally or sent by mail to each Member Municipality. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Whenever any notice is required to be given under the provisions of the statutes of the State of Maine and any regulations promulgated thereunder (the "Statutes"), the Articles of Incorporation of this Corporation (the "Articles") or these Bylaws, a waiver thereof in writing signed by the person or persons entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 8. Voting. A simple majority of Directors shall constitute a quorum. Each Director shall be entitled to one vote.

Section 9. 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, unless the act of a greater number is required by Title 13-B of the Maine Revised Statutes Annotated, the Articles of Incorporation of this Corporation, these Bylaws, or the terms and conditions of the Interlocal Agreement.

Section 10. Participation in Meeting by Telephone. Members of the Board, or of any committee designated by the Board, may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment at which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 11. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if prior or subsequent to such action a written consent thereto is signed by all members of the Board and such written consent is filed with the minutes of the proceedings of the Board.

Section 12. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or such dissent is forwarded by registered mail to the clerk of the Corporation immediately after adjournment of the

meeting. Such rights of dissent shall not apply to a director who voted in favor of such action.

Section 13. Rules and Regulations. The Board may adopt rules and regulations not inconsistent with these Bylaws, the terms and conditions of the Interlocal Agreement, or applicable state law, as same may be amended from time to time.

Section 14. Committees.

A. **Committees of Directors.** The Board, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or him by law.

B. **Other Committees.** Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the Chairman of the Board shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

C. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

D. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

E. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

F. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

G. Rules. Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board.

ARTICLE IV

Officers, Elections and Vacancies

Section 1. Officers. The officers of the Corporation shall consist of a Chairman, a Vice-Chairman, a Secretary, a Treasurer and a Clerk. Only persons who are members of the Board of Directors shall be eligible to be officers, except for the Clerk, which may be held by any resident of the State of Maine.

Section 2. Nominations. The Board shall elect a nominating committee of two (2) Directors. The nominating committee shall recommend a slate of officers for election at the annual meeting of the Board. Nominations may also be made from the floor by any Director present.

Section 3. Elections. Elections shall be held at the annual meeting of the Board. A majority vote of the Directors present is required for election to any office.

Section 4. Vacancies; Removal.

A. **Vacancies.** A vacancy may occur by the following means: death, resignation, removal or forfeiture. An officer forfeits his office if at any time during his term he lacks the qualifications of his office as determined by these By-Laws.

B. **Filling of Vacancies.** Should a vacancy occur in the Chairmanship it shall be filled temporarily by the Vice-Chairman. If a vacancy in the Chairmanship should occur more than one hundred twenty (120) days prior to the annual meeting of the Board, then a special meeting shall be called by the Vice-Chairman or Secretary for the purpose of electing a new Chairman. The Board may fill any other vacancy.

C. The Board may remove any officer, with or without cause.

Section 5. Powers and Duties of the Chairman. The Chairman of the Corporation shall preside over all meetings of the Board and in his or her absence, the Vice-Chairman shall preside. In the absence of the Vice-Chairman, the Secretary or Treasurer may preside at such meetings.

Section 6. Powers and Duties of the Secretary and Treasurer. The Secretary shall record all the votes and proceedings of the Board meetings in books kept for that purpose.

The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and the Treasurer or designee shall deposit same in the name of the Corporation, in such bank or banks as the Board may direct. The Treasurer shall sign all checks, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same under the direction of the Chairman. The Secretary and the Treasurer shall also perform such further duties as the Board may from time to time direct. The Treasurer may be required by the Board to give bond for the faithful discharge of his duties, in such sum and with such sureties as the Board may require and approve.

ARTICLE V

Finances

Section 1. Disbursements of Funds. Funds which accrue to the Corporation for its use in furthering the aims and purposes of the Corporation shall be controlled, disbursed, and accounted for in a manner prescribed by the Board for general purposes, in accordance with the terms and conditions of these Bylaws, the Interlocal Agreement and the Statutes, as same may be amended from time to time.

Section 2. Payment in Lieu of Taxes. Following commencement of operation of the Facility and in partial consideration for the obligations of the Member Municipalities resulting from provisions of the Interlocal Agreement, the Corporation shall pay in lieu of taxes a sum not less than Five Hundred Dollars (\$500.00) annually to the Member Municipality in which any portion of the Facility is located, which amount shall be increased

in proportion to the yearly increase in taxes in said Municipality, for the term of the Interlocal Agreement.

Section 3. Non-Profit Status. This Corporation shall be organized and continuously thereafter operated as a non-profit corporation, no part of the net earnings of which may inure to the benefit of any member, director, officer or other private person.

Section 4. Restriction on Certain Expenditures. Action of the Board to approve making, financing or refinancing of any expenditure, the cost of which in the opinion of the Board is too great to be met from annual revenues, shall be by a vote of three-fourths (3/4) of the Directors. Notwithstanding any provision of these Bylaws to the contrary, notice of any meeting called for the purpose of determining whether to incur the cost of such an expenditure and acting thereon shall be given to each Director at least thirty (30) days prior to the meeting.

Section 5. Initial Capitalization. The initial capitalization ("Initial Capitalization") of the Corporation shall be all funds deposited by the Member Municipalities to initially facilitate the purposes of the Interlocal Agreement and the Corporation.

Section 6. Apportionment.

A. Initial Capitalization. The Initial Capitalization for which each Member Municipality will be responsible is as follows:

Brownville	\$ 9,000.00
Milo	\$12,000.00
Lake View Plantation	\$ 1,900.00
County of Piscataquis	\$ 600.00

It is anticipated that the Initial Capitalization will provide sufficient funds to acquire assets, including but not limited to real estate, necessary to accomplish the purposes of the Interlocal Agreement.

B. Additional Appropriations. To the extent that the cost of acquiring necessary assets is not covered by the Initial Capitalization, all costs incurred by this Corporation shall be paid for by appropriations from the Member Municipalities.

C. Allocation.

1. **Original Members.** Additional appropriations, operating costs and indebtedness of the Corporation shall be allocated among Member Municipalities listed below in accordance with the following proportionate shares:

Brownville	32%
Milo	54%
Lake View Plantation	9%
County of Piscataquis	5%

2. **Subsequently Accepted Members.** The allocated share of the Initial Capitalization, subsequent appropriations and any indebtedness incurred by the Corporation of any Member Municipality accepted after the date of this Agreement shall be equal to that portion of the subsequent appropriations or indebtedness incurred by the Corporation, or the total Initial Capitalization, which is yielded by dividing the "Member Municipality's population" by the "total population," as determined in accordance with the following provisions:

(a) For each Member Municipality which is an organized township or municipality, the phrase, "Member Municipality's population," shall

mean the Member Municipality's population as shown in the most recent U.S. Census unless another reliable population index is accepted by majority vote of the Directors.

(b) For each Member Municipality which is not an organized township or municipality, the phrase, "Member Municipality's population," shall mean the sum of the number of permanent residents of the Member Municipality as shown in the most recent U.S. Census unless another reliable population index is accepted by majority vote of the Directors, plus the number of taxed waterfront lots with buildings thereon located within the boundaries of the Member Municipality.

(c) The "total population" is the sum of the populations of all Member Municipalities determined in accordance with subparagraphs (a) and (b) above.

D. Change in Allocated Share. By a two-thirds (2/3) majority vote of the assembled Directors, the Board may change the allocated shares of the Member Municipalities in accordance with the formula set forth in this Article for the determination of the allocated shares of subsequently accepted Member Municipalities.

E. Allocation of Indebtedness. A Member Municipality's share of any indebtedness incurred by the Corporation shall be determined by application of the percentage applicable to a determination of the Member Municipality's allocated share of appropriations for the year in which the debt was authorized. Each Member Municipality's share of indebtedness of the Corporation shall be fixed as of the date the debt is authorized. The Corporation shall have the assessment authority and shall use the assessment procedures set forth in Title 20-A M.R.S.A. § 1310 as amended, but no collection action shall be initiated until 90 days after the date of the Member Municipality's annual town meeting. Appropriations from Member Municipalities

shall be determined by the annual budget adopted each year by the Corporation and by the cost of such emergency expenditures that may be required from time to time.

Section 7. Financial Procedures.

A. Budget. During the first year of activities hereunder, the Board shall prepare a budget, determine shares of costs and transmit the same to the Member Municipalities on or prior to June 15, 1996; thereafter, the budget and cost allocations shall be transmitted on or prior to January 1 of each year. These allocations shall constitute the assessment (the "Assessment") for debt service and operating expenses for each Member Municipality. Each Member shall (1) raise its Assessment annually; and (2) pay one-quarter of its annual operating assessment five working days prior to the beginning of each quarter. The fiscal year shall be the calendar year.

B. Surplus. Any surplus remaining in the operating budget shall become a part of the budget for the ensuing year.

C. Penalty. A Member Municipality may be assessed a penalty for overdue quarterly payments, based on a majority vote of the Board, such penalty to be the same as the maximum permissible by the state for overdue taxes.

D. Contingency. A contingency account shall be established to cover costs of emergency repairs and capital improvements as determined by the Board. No less than five percent of each annual operating budget shall be deposited in said contingency account.

E. Audit. The Board shall engage a qualified public accountant to conduct an annual audit of the Corporation's accounts. The audit shall be conducted on the basis of auditing standards and procedures prescribed by the State Auditor for municipalities.

F. I.R.C. 501(c)(3) status. The Board may, if it deems to be in the interest of the Corporation, elect to apply for 501(c)(3) status under applicable provisions of the Internal Revenue Code.

Section 8. Debt. The Corporation shall have the power, through its Board, to incur indebtedness for any purpose under Section 1304-B of Title 38 of the Maine Revised Statutes, as same may be amended from time to time, in a principal amount not to exceed at any time outstanding One Hundred-fifty Thousand Dollars (\$150,000.00). Notwithstanding the provisions of Article XII regarding amendments and any other provisions of these By-Laws, the debt limit established above shall not be increased except that an amendment increasing the debt limit of the Corporation shall be effective if duly authorized by vote of the Directors and ratified by each Member Municipality by vote of the legislative body.

The full faith and credit of each Member Municipality shall be pledged to the payment of such indebtedness and the periodic assessments necessary to pay installments of principal and interest thereon. The Corporation shall cause each Member Municipality to levy upon and raise from the taxable estates within each municipality by general taxes amounts required to pay each municipality's share of the indebtedness of the Corporation pursuant to Section 1304-B of Title 38, Maine Revised Statutes, as amended, which share shall be determined for each Member Municipality in accordance with the appropriation assessment procedures set forth in Part 4.2 of the Interlocal Agreement.

ARTICLE VI

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board may, subject to the provisions of the Bylaws and the Interlocal Agreement, authorize any officer or officers, agent or agents, of the Corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instance.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE VII

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of Member Municipality members, the Board, and committees have any of the authority of the Board, and shall keep at the registered or

principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any officer, Director, Member Municipality, or its agent or attorney, for any proper purposes at any reasonable time.

ARTICLE VIII

Indemnification

To the extent permitted by the laws of the State of Maine as they may now or hereafter exist, the Corporation shall indemnify any officer, director, employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that he or she is or was an officer, director, employee or agent of the Corporation, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including, without limitation, liability for expenses incurred in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, which expenses shall include but are not limited to attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; provided that no indemnification shall be provided with respect to any matter as to which he or she shall have been finally adjudicated in any civil proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, in any criminal proceeding, to have had reasonable cause to believe that his or her conduct was unlawful. To the extent permitted by

law, the Corporation may purchase and maintain insurance against the liability of its officers, directors, employees or agent.

ARTICLE IX

Withdrawal and Termination of Membership

Section 1. Withdrawal. Any Member Municipality may withdraw from this Corporation subject to the following:

- A. The withdrawing Member shall give written notice of its intent to withdraw from this Corporation to the Board three hundred sixty five (365) days prior to the date of the proposed withdrawal. The effective date of such withdrawal shall be 365 days from the date of such written notice. The Member Municipality shall make any payments required to be made during any year prior to the effective date of withdrawal by the Interlocal Agreement or the Bylaws.
- B. The Member proposing withdrawal shall provide the Board with written notification of intent to submit the withdrawal proposal to the Member's legislative body.
- C. Withdrawal is contingent upon a majority vote of the Member's legislative body affirming the withdrawal proposal.
- D. The withdrawing Member shall be reimbursed its proportionate share of contingency and operating accounts less any expenditures prior to the effective withdrawal date. It shall not be reimbursed for capital equipment expenses occurring

prior to the notice of withdrawal. Reimbursement shall not include payment of interest on funds to be reimbursed.

E. In the event the withdrawing party fails to comply with Subsection A above, it shall pay to the Board an amount equal to its share of costs due through the following year.

F. The withdrawing party shall pay to the Corporation the entire amount of its share of any outstanding debts of the Corporation and any outstanding lease payments due to any Lessor Municipality.

Section 2. Liability after Termination of Membership. Any Former Member shall be responsible for its proportionate share of any liability for clean-up or closure costs and expenses relating to any operations conducted or any facility operated at any time by the Corporation, including all costs and fees of any kind incurred in proceedings before governmental agencies or entities and administration of the closure or clean-up process, which liability attaches to the Corporation or the Member Municipalities or any of them individually, at any time before, during or after termination of the Former Member's membership, as a result of the Corporation's operations as authorized in the Interlocal Agreement and these By-laws. A Former Member's proportionate liability shall be determined, at such time as the total liability becomes a liquidated amount regardless of when that event takes place, by the performing the following calculations in the order below:

(a) Calculate the *Annualized Total Liability of the Corporation* by dividing the total liability of the Corporation and the Members by the number of years in which the Corporation conducted operations;

(b) For each year or part thereof during which the Former Member was a Member Municipality, apply the allocation percentages or formula used to determine the Member Municipality's allocated share of appropriations under Part 4 of the Interlocal Agreement to the *Annualized Total Liability of the Corporation* to calculate the Former Member's *Annual Share of the Annualized Total Liability*; and

(c) For each Former Member, add together all *Annual Shares* to calculate that Former Member's *Total Share of Liability*.

Before withdrawal or other termination shall become effective, each Member Municipality shall execute appropriate contracts and other documentation as necessary to demonstrate and memorialize its binding agreement to pay its proportionate share of liability under this Section and indemnify the Corporation or the other responsible Member Municipality(ies) to the extent of its proportionate share.

ARTICLE X

Removal

Any Member Municipality may be expelled from this Corporation and its membership herein terminated in accordance with the provisions of the Interlocal Agreement. Any Member Municipality so expelled shall continue to be subject to the requirements of payment and indemnification set forth in Article IX.

ARTICLE XI

Distribution of Assets Upon Dissolution

Assets of the Corporation remaining at the time of termination of the Interlocal Agreement or liquidation of the Corporation, whichever is earlier, shall be divided among the Member Municipalities in accordance with their proportional payments or contributions to the corporation during the full term of this Agreement, subject to the following:

- A. Any real estate or personal property owned by the Corporation shall be offered for sale to the Member Municipalities, and awarded to the highest bidder. Property not purchased by any Member Municipalities shall be sold at public auction and the proceeds thereof shall be distributed in accordance with the distribution procedure described above.
- B. Upon termination of any lease under Section 6.1(a) of the Interlocal Agreement, Member Municipalities shall retain a claim against the Lessor Municipality for a share of the proceeds of any resale of such land, or, should the Lessor Municipality elect to retain land for other public or non-public uses, it shall pay the other Member Municipalities for their proportionate interest in the land as appraised by a qualified appraiser or appraisers accepted by the corporation according to a payment schedule as established by some readily available third party chosen by the Board.

ARTICLE XII

Amendments to By-Laws

These By-Laws may be amended or altered at any meeting of the Board, provided that a written notice shall be sent to each Director no less than five (5) days before the date of such meeting, which notice shall state the proposed amendments. A two-thirds (2/3) vote of those Directors present at a duly called meeting is necessary for passage of amendments.

Date adopted: _____

Clerk

The undersigned hereby adopt these Bylaws:

Signature

Signature

Signature

Signature

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