

BYLAWS
Of
REGION M SOLID WASTE MANAGEMENT DISTRICT

Article I. Offices.

The principal office of the Region in the State of Missouri will be located within a member county of the Region at a specific location as determined by the Executive Board. The Region may have such other offices, either within or without the State of Missouri, as the Executive Board may determine or as the affairs of the Region may require from time to time.

The Region will have and continually maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may change from time to time by the Executive Board.

Article II. Members.

Section 1. Qualifications. The members of the Region shall be counties of Region M, of the State of Missouri, and their cities with populations of five hundred or more, which have, by vote of their respective governing body, voted to become members of the Region.

Section 2. Admission of New Members. New members of the Region may be admitted upon a vote of a simple majority of the Executive Board, and upon satisfying all other qualifications of members of the Region. Each new member county shall appoint two (2) Representatives to the Management Council, and each new member City shall appoint one (1) representative to the Management Council.

Section 3. Resignation, Removal of Members. Any member of the Region may resign by giving sixty (60) days' written notice to the Region, with such resignation to be effective at the end of the then membership year. Resignation by a member shall constitute resignation of the Representative appointed by the member. Resignation of a member County shall constitute resignation of the member Cities in that County.

Section 4. Annual Meeting, Other meetings. The Management Council and the Executive Board shall each conduct an annual meeting. Members shall act by and through their representative to the Management Council.

Section 5. Voting Rights. Members, as such, shall have no voting rights, but shall act exclusively through their respective representatives.

Section 6. Appointment of Representatives. Each County member of the Region shall appoint two (2) Representatives to the Management Council and each City member shall appoint one (1) Representative to the Management Council.

Article III. Management Council

Section 1. General Powers. The Management Council will have the powers to: select the Directors of the Executive Board, adopt management plans and revisions of such plans.

Section 2. Number, Tenure, and Qualifications. The number of Representatives on the Management Council shall be equal to the number of County and City members plus one additional Representative for each member County. Each representative shall hold office until the next annual meeting of the Management Council and until his or her successor will have been elected and qualified. Representatives of the Management Council will be appointed by the member that they represent.

Section 3. Regular Meetings. A regular annual meeting of the Management Council will be held, as approved by the board, for the purpose of selecting the Directors of the Executive Board, and such other business as may come before the Council.

Section 4. Special Meetings. Special meetings of the Management Council may be called by or at the request of the Chairman, or any five Representatives of the Management Council, or any two directors of the Executive Board. The person or persons authorized to call special meetings of the Council may fix any place as the place for holding ant special meeting of the Management Council called by them.

Section 5. Notice. Notice of any special meeting of the Management Council will be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail or email to each Representative at the Representative's address as shown by the records of the Region. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any representative may waive notice of any meeting. The attendance of a Representative at any meeting will constitute a waiver of notice for such meeting, except where a Representative attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The purpose of any special meeting of the Management Council shall be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the Representatives will constitute a quorum for the transaction of business at any meeting of the Management Council; but if less than a majority of Representatives are present at said meeting, a majority of the Representatives may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of Representatives present at a meeting at which a quorum is present will be the act of the Management Council, except that a previously adopted budget shall be amended only by a yes vote of a minimum of 35% of the total membership of the Management Council, unless the act of a greater number is required by law or these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Management Council shall be filled by appointment by the member. A Representative selected to fill a vacancy will be selected for the unexpired term of his or her predecessor in office.

Section 9. Compensation. Representatives as such will not receive any stated salaries for their services, but nothing herein contained will be construed to preclude any Representative from serving the Region in any other capacity and receiving compensation therefore.

Article IV. Executive Board.

Section 1. General Powers. The affairs of the Region shall be managed by its Executive Board.

Section 2. Number, Tenure, and Qualifications. The Executive Board will be composed as follows: One (1) Director from each County Commission, one (1) other Director from each county to represent the cities therein, and one (1) Director from the member City having the greatest population of any member City within the District. The tenure of each Director from County Commissions will be equal to that Director's remaining term as County Commissioner, other Directors will be elected for one-year terms. Each Director will hold office until the next annual meeting of the Executive Board following that Director's tenure and until that Director's successor will have been elected and qualified.

Section 3. Nomination and Election. At the regular annual meeting of the Management Council, nominations for Directors of the Executive Board will be made as follows: one (1) nomination from the member City having the greatest population of any member City within the District, one nomination per County made jointly from the cities of each County, and one nomination from each County Commission if the term of the Director from that County Commission has expired. Additional nominations may be made from the Management Council. Nominees will be elected by the Management Council.

Section 4. Regular Meetings. A regular annual meeting of the Executive Board will be held immediately following the regular annual meeting of the Management Council, for the purpose of electing officers and such other business as may come before the Board. The Executive board may provide by resolution the time and place, within the

State of Missouri, for the holding of additional regular meetings of the Executive Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Executive Board may be called by or at the request of the Chairman or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place or teleconference for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Executive Board will be given at least a 48-hour notice, excluding weekends and holidays when Region M facility/office is closed, prior written notice delivered personally, by email, or by electronic media to each Director at his/her contact point. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. The purpose of any special meeting of the Executive Board shall be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum. A majority of the Directors will constitute a quorum for the transaction of business at any meeting of the Executive Board; but if less than a majority of Directors are either present or teleconferencing at said meeting, a majority of the Directors may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of Directors participating in a meeting at which a quorum is present will be the act of the Executive Board, unless the act of a greater number is required by law or these bylaws.

Section 9. Vacancies. Any vacancy occurring in the Executive Board shall be filled at the next regular or special meeting of the Management Council. The Executive Board may appoint a temporary Director to fill a vacancy until such time when the management Council shall meet. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next annual meeting of the Management Council, and no temporary Director will be appointed. A Director selected to fill a vacancy will be selected for the unexpired term of that Director's predecessor in office, except that if the vacant directorship is that of a County Commissioner the Director selected to fill the vacancy shall serve a term equal to the new Director's remaining term as County Commissioner.

Article V. Officers.

Section 1. Officers. The officers of the Region will be a Chairman, one or more Vice Chair (the number to be determined by the Executive Board), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The executive Board may elect or appoint such other officers, including one

or more Assistant Secretaries and one or more Assistant Treasurers, as is it deems it desirable, such officers to have the authority, and to perform the duties described, from time to time, by the Executive Board.

Section 2. Election and Term of Office. The officers of the Region will be elected annually by the Directors at the regular annual meeting of the Executive Board. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Executive Board. Each officer will hold office until that officer's successor will have been duly elected and qualified.

Section 3. Removal. Any officer appointed or elected by the Executive Board may be removed by the Management Council whenever in its judgment the best interests of the Region would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

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

Section 5. Conflict of Interest. Each officer of the Executive Board shall sign a "Conflict of Interest" statement at the beginning of his/her term.

Section 6. Chairman. The Chairman will be the principal executive officer of the Region and will in general supervise and control all of the business and affairs of the Region. The Chairman will preside at all meetings of the Executive Board and the Management Council. The Chairman may sign, with the Secretary or any other proper officer of the Region authorized by the Executive Board, any deeds, mortgages, bonds, contracts, other instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Executive Board or by these bylaws or by statute to some other officer or agent of the Region; and in general, the Chairman will perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Executive Board from time to time. The Chairman will serve as the District's representative to Missouri Solid Waste Advisory Board, except in such cases that the elected Voting Alternate may represent the District.

Section 7. Vice Chairman. In the absence of the Chairman or in event of the Chairman's inability or refusal to act, the Vice Chairman (or in the event there be more than one Vice Chairman, the Vice Chairman in the order of their election) will perform the duties of the Chairman, and when so acting, will have all the powers of and be subject to all the restrictions upon the Chairman. Any Vice Chairman will perform such other duties as from time to time may be assigned by the Chairman or Executive Board.

Section 8. Treasurer. **If required by the Executive Board**, the Treasurer will give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the Executive Board determines. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Region; receive and give receipts for monies due and payable to the Region from any source whatsoever, and deposit all such monies in the name of the Region in such banks, trust companies or other depositories as are selected in accordance with the provisions of article VII of these bylaws; and in general perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the Chairman or Executive Board.

Section 9. Secretary. The Secretary will keep the minutes of the meetings of the Executive Board and Management Council in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records and of the seal of the Region and see that the seal of the Region is affixed to all documents, the execution of which on behalf of the Region under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or Executive Board. The Secretary may assign the duty of keeping minutes to any whom they deem fit to carry out the task.

Section 10. Assistant Treasurers and Assistant Secretaries. If required by the Executive Board, the Assistant Treasurers shall give a bond for the faithful discharge of their duties in such sums and with such sureties as the Executive Board shall determine. The Assistant Treasurers and Assistant Secretaries, in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chairman or the Executive Board.

Article VI. Committees.

Section 1. Committees of Directors. The Executive Board, by resolution adopted by a majority of the directors in office, may designate or appoint one or more committees, each of which shall consist of two or more directors, which committees, to extent provided in such resolution, shall have and exercise the authority of the Executive Board in the management of the Region, except that no such committee shall have the authority of the Executive Board in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director of any officer of the Region; amending the articles of the Region; restating the articles of the Region; adopting a plan of merger or adopting a plan of consolidation with another Region; authorizing the sale, lease, mortgage or exchange of all or substantially all of the property and assets of the Region, authorizing the voluntary dissolution of the Region or revoking proceedings therefore, adopting a plan for the distribution of the

assets of the Region; or amending, altering or repealing any resolution of the Executive Board which by its terms provides that it shall not be amended, altered, or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Executive Board, or any individual Director, of any responsibility imposed on it or any Director by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Executive Board in the management of the Region may be appointed in such manner as 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 provided in such resolution, members of each such committee shall be Directors of the Region, and the Chairman of the Region shall appoint the members thereof. Any members thereof maybe removed by the person or persons authorized to appoint such member whenever in their judgment the bets interest of the Region shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Executive Board of the Region and until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. 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.

Section 6. Quorum. Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and an act of the majority of the members participating at which a quorum is participating shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Executive Board.

Article VII. Contracts, Checks, Deposits and Funds.

Section 1. Contracts. The Executive Board may authorize officer or officers, agent or agents, of the Region, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Region, and such authority may be general or confined to specific instances.

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 Region shall

be signed by such officer or officers, agent or agents, of the Region and in such manner as shall from time to time be determined by the Executive Board. In the absence of such determination by the Executive Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairman or a Vice Chairman of the Region.

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

Section 4. Gifts. The Executive Board may accept on behalf of the Region any contribution, gift, bequest or device for the general purpose or for any special purpose of the Region.

Article VIII. Books and Records.

The Region shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Executive Board, Management Council, and committees having any of the authority of the Executive Board and shall keep at its registered or principal office a record giving the names and addresses of the Directors and Representatives entitled to vote. All books and records of the Region may be inspected by any person at any reasonable time.

Article IX. Sunshine Law.

This Region acknowledges the application of the Sunshine Law to its activities and will, in good faith, endeavor to comply with the same.

Article X. Fiscal Year.

The fiscal year of the Region shall begin on the first day of July and end on the thirtieth day of June.

Article XI. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Missouri Nonprofit Region Act or under the provisions of the articles of the Region or by the bylaws of the Region, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.


Article XII. Limitation of Responsibility.

Neither the Management Council nor the Executive Board shall assume any responsibility for the management, operation or liability of permitted solid waste facilities operated or controlled by political entities or private enterprises within the District except in an advisory capacity or by entering into a contractual arrangement specifying the responsibility.

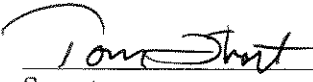
Article XIII. Amendment to Bylaws.

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a simple majority present and/or participating in the Management Council meeting. Such action may be taken at any regular meeting or at any special meeting, if at least ten days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

Adopted: The 17th day of April, 2018, by a majority vote.


Chairman

ATTEST:


Secretary

