



BYLAWS OF THE CONSTRUCTION AND DEMOLITION RECYCLING ASSOCIATION, INC.

Article I. Name and Purpose

Section 1. The name of this corporation is Construction and Demolition Recycling Association, Inc. (hereinafter called the “Association”), a 501(c)(6) non-profit organization organized under the laws of the State of Illinois.

Section 2. The purposes for which the Association is formed are: a) to exchange ideas and foster goodwill between the general public, governmental agencies, and members of the construction and demolition (C&D) materials recycling industry; b) to promote the welfare and image of its members, both public and private, and create cooperation between them for the betterment of the C&D materials recycling industry; c) to promote ethical conduct by the members; d) to perform those duties deemed necessary by the members to help promote the C&D materials recycling industry; e) to promote recycling over disposal; f) to maintain a vision for the future for C&D materials recycling; g) to work closely with environmental regulators to promote C&D materials recycling; or h) to work with governmental entities to promote the recycling of construction C&D materials; i) any lawful purpose.

Article II. Membership

Section 1. Membership of the Association shall be comprised of the following:

- a) Corporate Regular members - (Private Sector), consisting of corporations, firms, partnerships, and individuals regularly and actively engaged in construction and demolition activities and permitted to operate C&D waste hauling firms, processing facilities, and/or facilities that utilize processed construction materials in their end products. Consists of C&D recyclers, processors, haulers or landfill organizations.
- b) Government and Non-Profit members, consisting of federal, state, county and municipal agencies that are involved in solid waste transfer and management, especially C&D waste; and not-for-profit recycling organizations with a mission that directly supports construction materials recycling.
- c) Associate members – (Private Sector):
Industry Vendors, consisting of corporations, firms, partnerships, and individuals who furnish supplies, equipment and/or services to the construction materials recycling industry;

Industry Consultants, consisting of corporations, firms, partnerships and individuals who furnish consulting or legal services to the construction materials recycling industry;

Industry Partners, consisting of corporations, firms, partnerships, individuals, and other organizations that directly control or influence the recycling and/or reuse of construction materials. Such members include general contractors, demolition contractors, architects, building material manufacturers and major generators of C&D waste not otherwise qualified as a Corporate Regular member;

- d) Honorary members – consisting of membership conferred upon any person deemed worthy by the Association’s Board of Directors.

Section 2. Application for membership in the Association shall be made in writing to the national headquarters of the Association. Each application must contain an agreement to abide by the Bylaws of the Association and other matters as the Board of Directors may determine from time to time and shall be signed by the applicant’s representative. If the Executive Committee or Membership & Marketing Committee are satisfied that the applicant meets the requirements for membership set down in these Bylaws, then the applicant’s name will be added to the membership list. Unless otherwise stated, the term “Corporate Regular Member” shall include a Regular member that is a corporation, partnership, limited liability company or other similar entity, other than an individual, and the term “Officer” as used in reference to a Corporate Regular Member shall be deemed to include a partner, member or other individual who holds a similar position with a Corporate Regular member. Each entity shall designate an official representative. However, an entity may have other persons attend Association meetings and peruse Association documents.

Section 3. A member may resign from the Association by giving written notice to the Association national headquarters. This member upon resignation ceases to receive any privileges of membership in the Association. This resignation does not become effective until all dues and financial obligations to the Association are paid in full for the period up to the effective date of resignation. Termination of the membership for any member for any reason shall not entitle the member to the return of any fees or dues paid by such member.

Section 4. Termination of membership in the Association occurs upon nonpayment of dues or assessments after a member is four (4) months in arrears, which is May 1. However, suspension of member benefits may occur as early as January 1 at the discretion of the Board. The Board of Directors may delay or otherwise vary the automatic suspension, termination, and/or reinstatement provisions. The Board of Directors also may terminate the membership of any member not involved as outlined in Section 1 of this article. Also, if the Board determines that a member’s conduct or actions have been, is, or is about to be detrimental to the Association, its purpose, or objectives, or that the member is not in compliance with such uniform and reasonable requirements for membership that may be established from time to time, the Board may require the member to appear before it and show cause why the member should not be expelled. After such appearance and hearing (or if the member fails to appear), the Board, by a vote of two-thirds of the Directors present at the meeting, shall have the power to expel the member. An expelled member can appeal the expulsion prior to the next Annual Meeting of the members of the Association. The expelled member must give written notice of an intent to appeal at least ninety (90) days

prior to the Annual Meeting. Termination or expulsion does not relieve the member of paying all outstanding dues or assessments.

Article III. Management

Section 1. The management of the business and affairs of the Association shall be vested in its Board of Directors, and/or the Executive Committee.

Section 2. The Association national headquarters shall be established by the Board of Directors, who may appoint an Executive Director with a simple majority vote of all those Directors present at the meeting. The Executive Director serves at the pleasure of the Board of Directors. The Executive Director can be removed by a two-thirds vote of a quorum at an official meeting of the Board of Directors of the Association. The Executive Director position must be vacant for a new Executive Director to be appointed.

Section 3. The Executive Director serves as chief administrative Officer of the Association, and is responsible for both the day-to-day activities of the Association but also the implementation of the Board's long-range wishes for the Association and of the President and Executive Committee of the Association.

Article IV. Officers (Executive Committee)

Section 1. There will be as many as six (6) Officers in the Association; President, Vice President, Secretary, Treasurer, Immediate Past President and up to two (2) At Large Board Members. All must be members in good standing and elected Directors. The offices of Secretary and Treasurer may be combined into the responsibilities of one person. Officers will be elected at the Annual Meeting of the membership. The Executive Committee shall be responsible for the formation and implementation of the general policies of the Association. All Executive Committee members must be regular Corporate Members, except for the At Large position. The maximum number of years that an individual may hold any Officer title, unless an extension is granted, is ten (10) years.

Section 2. The President is the principal Executive Officer and shall be in general control of the direction and actions of the Association. He/she shall preside over all meetings of the members, the Executive Committee, and the Board of Directors. The term of the President is two (2) years. All Association business, including contracts, notes, records and similar activities, can be approved and signed by him/her, or the Executive Director with the President's approval. The President is an ex-officio member of all the Association's committees. The President shall see that all orders and resolutions of the Board of Directors and of committees of the Board of Directors are carried out. The President shall prepare a written job description of the duties of the Executive Director on an annual basis. The President shall also complete a written performance assessment of the Executive Director with an interim rating by the end of June and a final rating by the end of December. Any salary adjustments made by the Board of Directors shall be based on the final performance rating.

Section 3. The Vice President shall have the powers and duties of the President in the case of the President's absence or incapacity, such as death, illness, or personal business. The term of the Vice President shall be two (2) years. The Vice President will assist the President in carrying out his/her duties. He/she shall preside in the President's absence at meetings of the Board of Directors and Executive Committee. The Vice President will work closely with the President for him/her to make a smooth transition to serve as the next President. The Vice President shall be involved with the business of the Membership and Marketing Committee and the Annual Convention Committee, and may serve as Chair of both or either committee if necessary. The Vice President shall serve as President Elect.

Section 4. The Treasurer shall receive and keep all funds in banks and securities approved by the Board of Directors and/or Executive Committee and in the name of the Association, subject to withdrawal under the orders of the President and the Board of Directors. The Treasurer can delegate fund allotment activities to the Executive Director to expedite the Association's business. The Treasurer is the Finance Committee Chairperson. The Treasurer can also serve as the Vice President Elect. The term of the Treasurer is two (2) years, and he/she can be re-nominated every two (2) years to remain in the position for as many as two additional two-year terms.

Section 5. The Secretary sees that all notices are duly given, and records attendance and minutes of the meetings of members and the Board of Directors. The Secretary may also delegate use of the corporate seal to the Executive Director. He/she shall have the charge or may designate to the Executive Director, responsibility for administration of the books, records, and papers of the Corporation relating to its organization as a Corporation and shall see that the reports, statements, and other documents required by law are properly kept or filed. He/she shall keep minutes for all meetings of the Board of Directors, Executive Committee, Finance Committee, and the Annual Meeting of the membership. All documents should be kept complete and orderly in folders or electronic media for them to be passed down to the next Secretary. If the Executive Committee chooses, the Secretary and Treasurer may be served by the same person. The term of the Secretary is two (2) years, and he/she can be re-nominated every two (2) years to remain in the position for as many as two additional two-year terms.

Section 6. The Immediate Past President is involved with issues pertaining to the Awards Committee as well as those regarding Nominating Committee. He/she shall also serve on the Executive Committee. He/she shall assist, encourage, and support the new President in his/her duties. (See Article V. Board of Directors).

Section 7. The At Large Board Members are involved with all other Officers of the Association to further the mission and aid in strategic decision making. This role is to provide continuity and serve as liaison between the Executive Committee and Board of Directors. The At Large Board Member position is not in the formal hierarchy of succession planning for the role of President, but if qualified he/she who holds this position may be considered at the Board's discretion for the role of Secretary. The At Large Board Members will be selected by the Executive Committee. The term of the At Large Board Member is two (2) years, and he/she may be re-appointed every two (2) years to remain in the position for as many as two additional two-year terms.

Section 8. The Executive Director shall be the chief operating and administrative Officer of

the Association, under the direct supervision of the President and subject to the direction of the Board of Directors and the Executive Committee. He/she shall be responsible for the Association's day-to-day operations, organization, contracts, consultants, and staff. The Executive Director will work closely with and assist all Association committees to increase the membership and national influence of the Association. In general, he/she shall perform all duties incident to the position of administrative Officer and such other duties as may be assigned to him or her by these Bylaws or by the President through a written job description, which may be modified at by the President per Article IV, Section 2. The Board of Directors shall fix the compensation for such office and approve a salary structure annually. The Executive Director shall serve at the pleasure of the Board of Directors. The Executive Director is also a non-voting member of the Board of Director's Executive Committee. However, in the event of a tie vote of the voting members of the Executive Committee, the Executive Director may cast a single vote to break the tie.

Section 9. An Officer or Director can be removed from his office by a two-thirds vote of the whole Board of Directors whenever the Board deems it necessary for the good of the Association and the industry. Any Officer or Director may be removed from the Board for a failure to meet his or her obligations to the Association.

Section 10. A vacancy in any office for any reason may be filled by the Board of Directors for the length of the unexpired term in selecting a candidate from the existing membership who is in good standing. When the connection is severed between the association and the President, Executive Director, Treasurer, or other key individual considered vital to conducting the association's business, and when the Board has been unable to find a suitable replacement within a reasonable period, the Board of Directors may vote to have the remaining Executive Committee members assume the responsibilities of the vacated position for the remainder of the term or until a suitable replacement is found. The Board may also vote to add one (1) additional year to the current term limits of the remaining Executive Committee members to maintain the necessary continuity.

Section 11. The Past Presidents Group of the CDRA will be chaired by the Immediate Past President. The Past Presidents will serve in an advisory capacity to the President and Executive Committee as needed and in recognition of their valuable historic experience in CDRA matters.

Article V. Board of Directors

Section 1. The Board of Directors shall: a) consist of at least eight (8) and no more than twenty (20) elected or appointed Directors, each of whom shall be a representative of a member as described in Article II Section 1, and each of whom shall be elected for their two-year terms at the Annual Meeting of the members, to hold office until the next Annual Meeting of members where a successor may be elected; b) the President of the Association shall automatically become the Immediate Past President on election of their successor as President of the Association but will remain a Director for a two-year term. No Corporate Regular member may have more than one (1) Officer or employee elected to the Board of Directors at the same time; c) no more than five (5) members of the Board may be an Associate Member or a Government/Non-Profit entity. The Board of Directors representatives shall be divided by recommendation of the Nominating Committee into annual classes in order to foster continuity of operations.

Section 2. Should a vacancy occur in the Board of Directors through death, resignation, or

other cause, the Board may select a member of the Association to fill the unexpired term of the Directorship that has become vacant. If the Immediate Past President is unable to fulfill his/her term on the Executive Committee, one of the Past Presidents will be appointed by the President to serve in that place for the duration of the unexpired term.

Section 3. A quorum at any meeting of the Board of Directors shall consist of a majority of the whole Board, except as otherwise set out herein. The affirmative vote of at least a majority of those present shall be necessary for the adoption of any matter voted upon by the Board. Each Director shall have one (1) vote.

Section 4. The Board of Directors will hold an annual mid-year meeting as well as an Annual Meeting of the entire membership. At the Annual Meeting, the Board of Directors will conduct a separate meeting of corporate business. The time and place of the meeting shall be designated by the President and/or the Executive Committee. In addition to its mid-year meeting and Annual Meeting, the Board of Directors may call additional meetings of the Directors or Executive Committee on an as needed basis with the consent of the President. Written notice of the day, time, and place of the meeting must be faxed, emailed, or mailed to all Directors and the Executive Director at least seven (7) days prior to the meeting, unless an emergency situation exists.

Section 5. No person may be elected to serve more than three (3) consecutive, full two (2) year terms as an elected Director, except for any year a person serves on the Executive Committee of the Association. Time spent on the Executive Committee shall not be considered service as an elected Director for the purposes of this section.

Section 6. Reasonable expenses incurred by the Officers and Directors in connection with their duties may be reimbursed by the Association upon authorization of the Board of Directors or the Finance Committee.

Section 7. Board members are expected to attend the majority of Board meetings occurring during any calendar year.

Article VI. Meetings of Members

Section 1. The Annual Meeting of members of the Association will be held once a year at a site determined by the Board of Directors. Whenever possible, the meeting will be held in conjunction with the C&D World Annual Convention.

Section 2. The President or Board of Directors may call special meetings of Association Members, or a special meeting can be called at the request of fifteen percent (15%) of the regular members, upon not giving less than thirty (30) days written notice of the place, day, hour, and purposes of the meeting. A quorum at any special called meeting of the Association members shall consist of twenty-five percent (25%) of the Regular members, and the majority of members present will be necessary for the adoption of any matter voted upon.

Section 3. Only members in good standing will have the right to vote. Any member can propose a resolution for a vote by the regular membership.

Section 4. Any Association member, Officer, or director may attend a meeting of Members, the Board of Directors, or Executive Committee by proxy. A designation of who is to represent a member must be given in writing and delivered to the Association at or prior to any meeting of Members, Board of Directors, or Executive Committee. No proxy will be valid six (6) months after the date of its execution. The person designated as proxy by a member must be of the same class of membership as the member designating him or her.

Section 5. As part of the Annual Meeting of the Members taking place at the Annual Convention, Board member terms are approved or renewed as appropriate. A quorum of the membership is not required at the Annual Meeting in order to conduct business.

Article VII. Committees

Section 1. An Executive Committee shall consist of the duly elected Officers of the association and shall also include the Immediate Past President. The Executive Director will serve as an ex-officio member of the committee. The committee can and will exercise the authority of the Board of Directors in the management of the Association, but the committee cannot relieve the Board of Directors of its ultimate responsibility. All actions of the Executive Committee must also be acted upon by a quorum of the Board of Directors.

Section 2. A Membership and Marketing Committee shall be responsible for maintaining current members and gaining new members for the Association. This committee can be chaired by any member of the Association Board of Directors and can have as many members as its chairman wants. The Committee shall develop an annual membership plan, which must be approved by the Board of Directors or the Executive Committee, on how to increase membership. Accurate records of active, inactive members, and prospective members must be kept and shared with the Executive Director and the Executive Committee. The Committee will make sure the Association's publicity materials and social media efforts are up to date and assist with the overseeing of the content of the Association's website, social media, and publications. The Membership and Marketing Committee may create additional sub-committees as needed to aid in their ability to carry out the Association's mission.

Section 3. The Nominating Committee shall consist of as many as five (5) individuals from the Board of Directors, including the Executive Director, President, and any active Past Presidents, with the balance made up of Regular Members. The Committee will prepare and nominate for election a slate of Directors, per the provisions outlined in Article IV and V. The Immediate Past President shall serve as chairperson of the Nominating Committee.

Section 4. The Legislative Committee shall consist of at least three (3) Regular Members and may be chaired by any Regular Member. The Legislative Committee will work closely with the Executive Director and Executive Committee on all Legislative matters that might affect Association members. The Legislative Committee will keep the membership, and especially the Executive and Membership & Marketing Committees, informed of crucial recycling and environmental issues at the various levels of government, most notably the

Federal level. The Committee will develop and coordinate policy positions on behalf of the Association.

Section 5. The Awards Committee shall consist of at least three (3) Regular Members and may be chaired by any Regular Member. Under the guidance of the chairperson, the Awards Committee will set up the guidelines and/or criteria to present awards at the Annual Meeting of the Association's membership.

Section 6. The Finance Committee shall consist of at least three (3) Regular Members and shall be chaired by the Treasurer. The Committee is responsible for the management of all funds established by the Association and for fundraising activities. The Finance Committee Chair shall prepare regular summary reports in cooperation with the Executive Director and deliver an Annual Financial Report at the Annual Meeting.

Section 7. The Convention Committee shall consist of at least three (3) Regular Members and any number of Vendor Members. The Committee will be responsible for the development of the Annual Convention program, as well as improving and changing the meeting as needed. The Committee will review site proposals and recommend final choices for meeting sites.

Section 8. The Safety & Risk Management Committee will have at least two (2) Regular Members. The Committee will be responsible for the evolution of the Association's Safety Manual, as well as overseeing the Association's Safety Awards program.

Section 9. Other committees may be established by resolution of the Board of Directors or the Executive Committee. Any type of member can be a member of any committee, unless otherwise designated. The President may establish other interim committees for special projects, and those committees may begin work immediately on those projects, but those committees' actions must be approved by the Board of Directors at the next regularly scheduled Board of Directors meeting.

Section 10. A quorum of any meeting of a committee shall be a simple majority of the committee's members, unless otherwise provided for in the establishment of the committee. Any act of the majority of members of a committee where a quorum is present shall be deemed an act of the committee.

Section 11. Rules for the management of a committee may be adopted by each committee, but these rules cannot be inconsistent with these Bylaws or any rules the Board of Directors may adopt. Each chairperson shall keep records outlining committee responsibilities, goals for the upcoming year, and all related documents to pass on the material to the next chairperson. Each committee shall deliver both a written and oral Annual Report at the Annual Meeting conducted by the Board of Directors.

Article VIII. Dues, Assets, Fiscal Year

Section 1. The annual dues of the Regular Members, Government/Non-Profit, and Associate Members shall be determined by the Board of Directors before January 1st of each year.

The current dues will be invoiced by October 15th of each year for the twelve (12) month period commencing January 1st and ending on December 31st of the following year. Dues of members admitted between July 1 and October 1 will be only half the cost of full annual dues. Payments received after Oct. 1 will count as membership for the following dues year.

Renewal invoices not paid by January 1st will be considered past due. If dues payment is not received by May 1 of dues year, the membership will be terminated.

Section 2. The assets of the Association are the exclusive property of the Association.

Section 3. The fiscal year of the Association shall commence on the first day of January and end on the 31st day of December.

Article IX. Checks, Deposits, Funds, Contracts

Section 1. All Checks and Deposits of Association monies for the Association's purposes shall be handled and signed by the Executive Director and/or designated staff, under the direction of the Treasurer, President, or Board of Directors, or Executive Committee.

Section 2. Gifts, contributions, bequests, and other financial contributions may be accepted by the Association for its general purposes. Also, the Executive Director, any Director, Officer or Member may pursue grant monies for specific projects to benefit the industry and the Association following endorsement by the Board of Directors.

Section 3. Contracts of the Association may be entered into by any Officer of the Association or the Executive Director following authorization by the Board of Directors, the President or the Executive Committee.

Article X. Notices

Section 1. Any notice required to be given under these Bylaws may be given by mail, facsimile, e-mail, or express package. It is the duty of each member to notify the Association of any change of address, company name, telephone number, etc.

Article XI. Bylaws Amendments

Section 1. These Bylaws may be amended at any meeting of the Board of Directors by a majority vote of all of the Board Members present, as long as a notice of said meeting and a copy of the proposed amendment has been sent to all Members at least thirty (30) days prior to the meeting.

Article XII. CDRA Chapters

Section 1. State or Regional Chapters of the CDRA may be formed if approved by a majority vote of the Board of Directors.

Section 2. All CDRA Chapters must adopt the Bylaws of the CDRA and establish non-profit status in the state represented.