



ISRI is the voice of the recycling industry, promoting safe, economically sustainable, and environmentally responsible recycling through networking, advocacy, and education.

INSTITUTE OF SCRAP RECYCLING INDUSTRIES, INC. (ISRI) MODEL REGIONAL BYLAWS

Article I Definitions

- 1.1 “Board” shall mean the Board of Directors of the _____ Region of the Institute of Scrap Recycling Industries, Inc.
- 1.2 “Region” shall mean the _____ Region of the Institute of Scrap Recycling Industries, Inc.
- 1.3 “ISRI” shall mean the Institute of Scrap Recycling Industries, Inc.
- 1.4 “ISRI Board” and “National Board” shall mean the Board of Directors of Institute of Scrap Recycling Industries, Inc..
- 1.5 “Significant Operations” is commercial activity that is either equal to, or greater than, the commercial activity carried out at the member’s principal office.
- 1.6 A member’s “Primary Region” or “Primary Chapter” shall be the location of its principal office or a location where the member carries out significant operations and has designated as its primary region or chapter.

Article II Name and Jurisdiction

- 2.
- 2.1 The name of the Region shall be the _____ Region of the Institute of Scrap Recycling Industries, Inc.
- 2.2 The borders of the _____ Region territory shall consist of the _____ and the entirety of the states of _____ within the United States.
- 2.3 Changes to the Region’s borders may only be made by the ISRI Board. The ISRI Board has the sole power to dissolve the Region.

Article III Objects and Purposes

3. The objects and purposes of the Region shall be to foster and promote the best interests of those persons engaged in the recycling industry, both domestic and international; to foster and advance the trade and commerce of its Members; to promote free and fair trade; to aid one another in the recyclable materials processing and recycling industry as a whole; to encourage the exchange of ideas among its Members for their common good and welfare (including through education and training); to acquire, preserve and disseminate data and information essential for their purposes in the adequate conduct of their business; to aid in the settlement of disputes and differences between its Members; to promote ethical practices in the trade; to promote uniformity and certainty in the customs and usages of the trade; and to promote a general harmony and fellowship among its Members.

Article IV Conflict with ISRI Bylaws

4. These Region bylaws shall not conflict with ISRI's Certificate of Incorporation, Bylaws or Policy Manual. Should any article, section, paragraph or clause of these bylaws be in conflict with ISRI's Certificate of Incorporation, Bylaws or Policy Manual, the ISRI Certificate of Incorporation, Bylaws or Policy Manual shall control. Where such conflict arises, these bylaws shall be deemed amended by striking such conflicting article, section, paragraph or clause to the extent necessary to conform these bylaws with ISRI's Certificate of Incorporation, Bylaws or Policy Manual.

Article V

Region Membership

5. Membership in the Region shall be contingent upon maintenance of membership in good standing with ISRI. There shall be three classes of membership in the Region: Active, Associate and Affiliate Individual members, in accordance with ISRI's bylaws. Approval of applications for Regional membership shall be approved by the Region's President and follow ISRI's standards and appeal process.

5.1 Active Region Members shall include all Active members of ISRI whose primary region is located within the Region's territory. Active Members shall also include Active members of ISRI whose primary chapter or region is not located within the Region's territory but who have a branch office located within the Region's territory and who pay Active Member dues to the Region.

5.2 Associate Region Members shall include all Associate members of ISRI whose principal office is located within the Region's territory as well as any Active members of ISRI who do not maintain a Significant Operations within the Region's territory but who wish to pay dues to the Region.

5.3 Affiliate Individual Region Members shall include any Affiliate Individual members of ISRI who wish to pay dues to the Region.

Article VI

Region Privileges

6. Members shall be entitled to the privileges as set forth below.

6.1 Region Privileges of Active Region Members. Each Active Member of the Region shall have the same rights and privileges as every other Active Member of the Region. Representatives of Active Members of the Region shall have the right to vote and hold office in the Region.

6.2 Region Privileges of Associate Region Members. Associate Members may attend all meetings of the Region, which, in the discretion of the Executive Committee, shall be open to Associate Members. Associate Members may hold office and are entitled to vote in the Region, but are not permitted to hold a seat or vote at the National level, except for the Member elected as the National Board's Associate Director.

6.3 Region Privileges of Affiliate Individual Region Members. Affiliate Individual Members may attend all meetings of the Region which, in the discretion of the Executive Committee, shall be open to Affiliate Individual Members. Affiliate Individual Members shall not be entitled to vote or hold office in the Region.

6.4 An Active and Associate Region Member shall be entitled to have only one voting representative at any meeting of the Region, the Region Board, or any Region Committee.

Article VII Region Officers

7. The Officers of the Region shall be an Immediate Past President, President, Vice President, Secretary, Treasurer, and Additional Voting Representative(s). The Officers of the Region shall encourage the use of the facilities and services established by ISRI, shall encourage arbitration of disputes among Region members, and shall cooperate with the Officers and Directors of ISRI in carrying on the programs of ISRI. No Region shall do anything inconsistent or in conflict with the Certificate of Incorporation, codes, rules, regulations, policies and Bylaws of the Association. The Region Officers shall make certain that the Region complies with all legal requirements and shall submit any contract, agreement or other document that purports to bind the Region legally to ISRI Counsel for legal review. Region officers shall serve for a term of two years.

7.1 President. The President shall preside at all Region meetings, appoint all standing and special committees, and serve as an ex-officio member of all committees. The President may not succeed him/herself after one term in office. Unless otherwise designated by the Region, the President shall serve on the ISRI Board as the representative of the Region and shall cast his/her vote on behalf of the Region. Region Presidents are expected to attend all ISRI Board and Committee meetings (held 3 to 4 times per year). Approved reimbursable expenses related to travel and meeting attendance shall follow the Region's ratified Policies and Procedures.

7.2 Vice President. The Vice President shall in the absence or disability of the President perform the duties of the President. The Vice President shall serve as chairman of the Region Membership Committee. Region Vice Presidents are advised to attend all ISRI Board and Committee meetings along with the Region President. Approved reimbursable expenses related to travel and meeting attendance shall follow the Region's ratified Policies and Procedures.

7.3 Secretary. The Secretary shall keep a record of all meetings of the Members of the Region, of the Region Board, and of all Committees thereof, and perform such other duties and services as pertaining to the office.

7.4 Treasurer. The Treasurer shall collect, receive and deposit in the name of the Region, in such financial institutions as may be acceptable to the Region Board, all income from dues and other sources. The Treasurer shall be responsible for keeping books of account, maintaining the "Chapter/Region Treasurer's Manual" as specified by ISRI, submitting the completed "Chapter/Region Treasurer's Manual" as required by ISRI, and for reporting on the financial status of the Region at meetings of the Region Board and Region Members. Payments of the bills are to be approved by the President and checks are to be signed by the Treasurer and countersigned by another Region officer or director. If the Treasurer is to serve consecutive terms, an audit by an ISRI National auditor must be performed annually. Approved reimbursable expenses related to travel and meeting attendance shall follow the Region's ratified Policies and Procedures.

7.5 Additional Voting Representatives. In accordance with ISRI National bylaws and as a result of the consolidation of the former _____ Chapter and _____ Chapter into this _____ Region, the Region has an Additional Voting Representative (“AVR”) on the ISRI Board. For the first terms of the AVR (lasting through the remainder of the term of the Chapter/Region Presidents in office during the consolidation) the seats are reserved for the President of the former _____ Chapter or _____ Chapter, whomever is not the President of the new Region. In subsequent terms, the AVR shall be selected in accordance with Article VIII of these Bylaws. Approved reimbursable expenses related to travel and meeting attendance shall follow the Region’s ratified Policies and Procedures.

7.6 Elected Voting Representative. In the case that the duly elected Region President is not eligible or unable to take his or her seat on the ISRI Board, the Region shall elect an Elected Voting Representative to take the Region seat on the ISRI Board. The term of the Elected Voting Representative shall coincide with the remaining term of the Region President, and the Elected Voting Representative must be eligible for an ISRI Board seat under the terms of the ISRI National bylaws. The Region shall elect the Elected Voting Representative in accordance with Article VIII of these bylaws.

7.7 Term Exceptions.

7.7.1 A Region Officer may serve again in the same capacity provided at least one year has passed since serving prior in the position.

7.7.2 Terms limits for the Region Secretary may be waived by a vote of the Region Board.

7.7.3 Term limits for the Region Treasurer may be waived by a vote of the Region Board and agreement of ISRI’s Audit Committee.

**Article VIII
Election of Officers and Directors**

8. Notice of Election of Officers and Directors shall be given to Active Members of the Region at least Ten (10) days in advance of the Election. Region Officer elections shall be held in alternate years and Region Board elections shall be held each year, during the last meeting or the second to the last meeting of the Region Members prior to ISRI’s annual convention.

8.1 Nominating Committee. At least forty-five (45) days prior to the Region elections the President shall appoint a nominating committee comprised of a minimum of 3 or a maximum of six persons who have previously or currently served on the Region Board, as a Region Officer, or as a Committee Chairperson. No more than one person may serve on the nominating committee from any one individual member company. No member of the Nominating Committee shall be eligible to be nominated by the Nominating Committee. The Nominating Committee shall submit its nominations for one or more candidates for each of the Officer positions and at least as many candidates as there are vacancies on the Region Board.

8.2 Nominees to be listed. The Notice of Election shall contain the names of each candidate nominated by



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the Nominating Committee and the office for which the candidate has been nominated.

8.3 Additional Nominees. Additional nominations for any office may be made by any member at the Election meeting and must be seconded.

8.4 Elections. Officers shall be elected by a majority vote of the members present and voting at the Election Meeting at which a quorum is present. If no candidate receives a majority, the candidate with the highest number of votes and the candidate(s) with the second highest number of votes (including tied candidates) will participate in a run-off election until a candidate receives a majority of votes. Officers shall be elected in the following order: President, Vice President, Secretary, Treasurer, Additional Voting Representative. The office of Additional Voting Representative may be combined, at the nomination of the Nominating Committee, with any other office except President. Elections for Region Board of Directors shall be conducted after the officer elections. Newly elected officers and directors shall assume office immediately after the completion of the ISRI annual convention.

8.5 Vacancies and Removal. All Officers serve at the pleasure of the Region Membership. In the event of the death, permanent disability, resignation or removal of the President, the Vice President shall automatically accede to the presidency and shall hold said office for the remainder of the unexpired term. Any other vacancy by reason of death, permanent disability, resignation or removal shall be filled by the Region Board of Directors in the following manner: one or more candidates may be nominated to fill any vacancy created in the offices of Vice President, Secretary, Treasurer, and Additional Voting Representatives; and during a Region Board of Directors meeting called in accordance with the requirements specified in Article XI of these bylaws. The candidate receiving the majority of votes shall serve for the unexpired term of the office filled. In the event of a tie vote, the balloting shall continue until one of the candidates has attained a majority. The filling of an unexpired term shall not constitute the serving of a full term with respect to the prohibition restricting an Officer from serving more than one (1) consecutive full term.

8.6 Term. The Officers shall serve until their successors are duly elected and qualified. They shall not be eligible to succeed themselves in their respective offices until at least one (1) year have expired since the termination of their term, except as provided under 7.7 Term Exceptions.

Article IX Board of Directors

9. The Region Board of Directors shall be composed of the Officers of the Region and up to fifteen (15) Directors. The Board shall be structured with Directors representing each State in the Region and representing each Commodity represented by ISRI, to the extent such Members are willing and able to serve. One member director may represent both a state and a commodity. Directors shall serve for a term of two (2) years. Directors shall be elected at the same meeting as is held for election of officers. Directors will alternate terms with 8 being elected from the States, serving two years, and the remaining 7 from the Commodities serving 1 year the first election and then two years on the following elections to establish alternating directors serving terms that do not all expire at the same time

9.1 Executive Committee. The Officers of the Region shall comprise the Executive Committee.

9.2 Vacancies. In the event of the death, permanent disability, or resignation of a Director, one or more candidates may be nominated to fill such vacancy. The candidate receiving the majority of votes at a Board of Directors meeting in which quorum is present shall serve for the unexpired term of the Director being replaced. In the event of a tie vote, the balloting shall continue until one of the candidates has attained a majority. The filling of an unexpired term shall not constitute the serving of a full term with respect to the prohibition restricting a Director from serving more than two (2) consecutive full terms.

Article X Committees

10. The standing committees of the Region shall be:

- Finance
- Government Relations/Legislative
- Membership
- Social Planning/Public Relations (including scholarships)

10.1 The President shall have the authority to create ad hoc and special committees as deemed necessary.

10.2 The President shall appoint members to standing and ad hoc committees.

10.3 Powers of Committees. All committees shall submit their reports and recommendations to the Region Board. No committee shall take any action to commit the Region, except as the Region Board may delegate such power to it.

10.4 Quorum. Thirty percent (30%) of the committee members shall constitute a quorum.

10.5 Region Legislative State subcommittees shall consist of a representative of each state in the Region and a representative from each commodity division within ISRI, to the fullest extent that such Members are able and willing to serve on this committee. Each state may have a legislative sub-committee for that state, at the appointment of the President.

10.6 Committee representation. Representatives of Members may serve on such number of Committees and subcommittees as the President shall determine unless said Committee or Sub-committee is closed or the representative is not qualified to serve thereon. The maximum number of voting seats that any Active or Associate Member may have on any committee shall be limited to the greater of one (1) representative or ten percent (10%) (rounded down to the nearest whole number) of the total number of seats on the committee. Only Committee members may vote at Committee meetings.

Article XI

Meetings

11. Region membership meetings will be held at least two times annually. Special membership meetings may be called on petition to the President by twelve (12) member companies in good standing, or by request of the majority of the Executive Committee. Such special meetings must be called by the President within thirty (30) days after receipt of such petition or request. Written notice of all regular and special meetings of the Region or the Board of Directors must be sent to each member at least four (4) days prior to such meeting. Region Board of Directors meetings shall be held quarterly (4) each year.

11.1 Quorum. Twenty-five percent (25%) of the active member companies of the Region shall be considered a quorum for a Region membership meeting. Fifty percent (50%) of the officers and/or Directors that are eligible for voting shall constitute a quorum for a Region Board of Director's meeting. Three (3) members of the Executive Committee shall constitute a quorum except in the case where emergency or immediate action must be approved, in which case a quorum shall constitute four (4) officers of the Region.

11.2 All Region membership, committee, and Board of Directors meetings shall be open to Active members and Associate members of the Region. The Region Officers shall have the discretion and authority to declare meetings open to others. Meetings may be closed at the direction of the President for purposes of executive session to discuss privileged or confidential matters.

11.3 Action Without Meeting. Directors may take action without a meeting if all members of the Region Board consent thereto in writing, including email, and the writings are filed with the minutes of proceedings of the Board.

11.4 Proxy Voting. There shall be no proxy voting at Region Board, Committee, or Region Membership Meetings.

11.5 Form of Meetings. Meetings may be held in-person, or via an electronic platform, or a hybrid of both.

Article XII

Dues and Assessments

12. The Region may assess the following:

12.1 Region Dues. The Region may assess annual membership dues not to exceed the maximum specified by the ISRI Board. Such dues shall be payable in advance by the 15th day of January. Region dues and annual assessments shall be billed by ISRI in October. Other Region assessments shall be billed by ISRI following Region approval. All Region dues and assessments shall be collected by ISRI National Headquarters and remitted to the Region periodically as collected.

12.2 Mandatory Region Assessments. The Region may make mandatory assessments of their members upon the written approval of a majority of the Active Members of the Region. A request for such a mandatory assessment may come from the Region Executive Committee or from the floor at a Region meeting. Active Members of the Region must be given 30 days in which to consider the request and submit their approval or disapproval. Such assessment, when added to Region dues, shall be fixed at an



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amount, not to exceed 100%, on an annual basis, of each Member's National dues.

12.3 Other Region Assessments/Legislative and Litigation Expenses. In addition to the dues and assessments set forth above, the Region may receive from Members payments for ordinary and necessary expenses paid in direct connection with litigation and appearances before, submission of statements to, or sending communications to, the Committees, or Individual Members, of any legislative body of a state, a possession of the United States, or a political subdivision of any of the foregoing with respect to legislation or proposed legislation or regulation or proposed regulation of direct interest to the Members, or in direct connection with communication of information between the Members and the Region with respect to legislation or proposed legislation or regulation or proposed regulation of direct interest to the Members and the Region.

12.4 Default. The rights and privileges of ISRI and Region membership shall terminate and the defaulting party shall no longer be a Member in the event: (a) payment in full of Region dues and mandatory annual assessments is not made on or before January 15 of each year or such other date as set by the ISRI Board; or (b) payment of Other Region Assessments billed other than annually is not made within four (4) months of the date when due.

Article XIII Amendments

13. These Bylaws may be amended by the Board of Directors at any meeting, at which a 50% quorum is present, by a two-thirds vote of the Board present, provided that notice and a copy of the proposed amendment shall be mailed or electronically transmitted to each Active Member not less than ten (10) days prior to the date of such meeting and provided the opportunity to submit feedback in writing to the voting Board of Directors.