

Bylaws of the Paper Stock Industries Chapter of the Institute of Scrap Recycling Industries, Inc. (ISRI) as revised by the membership on February 20, 2020.

Article I. Organization

Section 1.01 The Chapter shall be known as the Paper Stock Industries Chapter (hereinafter Chapter) of the Institute of Scrap Recycling Industries, Inc. (hereinafter Association).

Section 1.02 The Chapter shall operate as a National Chapter of the Association and shall conduct itself in accordance with the certificate of incorporation, bylaws, objectives, and policies of the Association.

Article II. Objectives and Purposes

Section 2.01 The objectives and purposes of the Chapter shall be to foster and promote the best interests of those persons engaged in the paper 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 scrap paper processing and recycling industry as a whole by seeking to promote fair competition; to encourage the exchange of ideas among its Members; to promote their common good and welfare; to educate and train; to acquire, preserve, and disseminate data and information; to aid in the settlement of differences between its Members; to promote ethical practices in the trade; to promote uniformity and certainty in the customs and usage of the trade; and to promote a general harmony and fellowship among its Members. The Chapter shall not take any action contrary to the best interests of the majority of its Active Chapter Members.

Article III. Membership

Section 3.01 Classes of Chapter Membership

The membership of the Chapter shall consist of Active Members and Associate Members. Subject to the admissions procedure outlined below, all applicants for membership-without regard to classification- shall first sign and file an application provided by the Association stating an agreement to comply with the Bylaws of the Chapter and the Association. This application must be accompanied by the advance payment of one year's Association and Chapter dues.

Section 3.02 Active Chapter Members

Active Chapter Members shall consist of firms or corporations from within the United States, Canada and Mexico, who are engaged in the for-profit scrap paper processing and recycling business or trade as dealers, processors, brokers, merchants and paper mills or other consumers.

Section 3.03 Membership Ineligibility

The following are not eligible for Active Chapter Membership:

- (a) Generators of recyclable materials unless they otherwise qualify as a processor, broker,

- merchant, or consumer,
- (b) Individuals, firms, or corporations who are engaged in business essentially to treat and/or recycle hazardous wastes,
 - (c) Not-for-profit organizations.

Section 3.04 Associate Members

Associate Members shall include all those companies who qualify for Associate Membership pursuant to the Bylaws of the Association.

Section 3.05 Eligibility for Voting and Holding Office

Only Active Members whose dues and assessments have been fully paid and are in good standing shall be eligible to hold office and be entitled to vote.

Section 3.06 Objections to Applications for Membership

In the event the Chapter provides written objection to the approval of an application for membership, the application shall be referred to the Association's Membership Committee. The Membership Committee shall review the application and make a recommendation to the Association's Board of Directors for consideration at its next Board meeting. In the event the Association's Board does not approve the application, the Association's legal counsel shall, upon the applicant's written request to the President within 30 days following receipt by the applicant of written notice of denial, provide the reason for denial of the membership application. The denied applicant shall, upon written appeal to the President within 30 days following receipt by the applicant of the reason for denial, be given a hearing by the voting members of the Board of Directors at its next regularly scheduled meeting. At such meeting, the denied applicant shall have the right to submit a written appeal and/or appear in person with counsel and be heard. The Board shall, by a majority vote of the voting directors present at a meeting at which there is a quorum, accept or deny the application, and such action shall be final.

Section 3.07 Chapter Membership Privileges of Active Members

Active Members shall be entitled to receive the publications of the Chapter, to participate in the Chapter services, and to attend all meetings of the Chapter, its Committees and Board of Directors meetings (except for executive sessions of Board of Directors meetings). Representatives of Active Members shall be eligible to vote and hold office in the Chapter.

Section 3.08 Chapter Membership Privileges of Associate Members

Associate Members shall not be entitled to vote at the Chapter level or serve on the Board of Directors. All Members shall be entitled to receive the publications of the Chapter, to participate in the Chapter services, where feasible, and to attend certain meetings of the Chapter, unless closed to all but Active Members at the discretion of the Chapter Executive Committee.

Section 3.09 Expulsion and Suspension

Expulsion or suspension of a Member is the sole privilege of the Board of the Association. A member so expelled or suspended by the National Association will be automatically expelled or suspended by the Chapter. The Chapter Board reserves the right to recommend to the Board of Directors of the Association the expulsion or suspension of a Chapter Member.

Article IV. Fiscal Matters

Section 4.01 The fiscal year of the Chapter shall commence on January 1 and end on December 31 of each year. Transfer of Chapter financial records to the newly elected Secretary/Treasurer shall occur within 30 calendar days of the date on which the Secretary/Treasurer takes office.

Section 4.02 Chapter officers attending ISRI National Meetings

- (a) In order to encourage the Chapter President and Vice President/Paper Division Chair to attend all ISRI board meetings and the National convention:
The PSI Chapter will reimburse the above officers of the chapter for expenses including hotel room at the ISRI block rate, reasonable airfare to the meeting and meals as well as registration fee at the annual convention if requested. An expense report with receipts must be submitted to the PSI Chapter treasurer no more than 30 days following each event in order to be reimbursed.

Article V. Officers and Committees

Section 5.01 Officers

The Officers of the Chapter shall consist of the President, one (1) Vice President, and one (1) Secretary/Treasurer.

Section 5.02 Executive Committee

There shall be an Executive Committee comprised of the Officers, the immediate past president, two (2) at-large members selected by the Chapter President and one (1) member elected by the Board of Directors. The Chapter President shall serve as Chair. All members of the Executive Committee are expected to attend all Chapter meetings.

Section 5.03 Authority of the Executive Committee

The Executive Committee has complete authority to manage and control the day-to-day business of the Chapter; including, upon a unanimous vote, the power to authorize any appropriation or financial commitment not in excess of the net worth of the Chapter at the time of such action.

Section 5.04 Board of Directors

There shall be a Board of Directors (Board) comprised of the Executive Committee and Committee Chairs. All past presidents of the Chapter, who are Chapter Members in good standing, shall be ex officio members of the Board of Directors and be eligible to vote if they have attended at least three of the immediately preceding five Board of Directors meetings. Voting representation on the Board of Directors shall be restricted to one vote per Active Member.

Section 5.05 The President

The President shall be the principal executive officer of the Chapter, and shall conduct and preside at all meetings of the Executive Committee, the Board of Directors and of the Members. Within thirty (30) days of the beginning of the Chapter President's tenure, the President shall appoint all standing Committee Chairs, who must be Active Members of the Chapter. The President shall also create such other committees as he or she may deem necessary, or as the Executive Committee may authorize. The President may sign with the Secretary / Treasurer, or any other officer of the Chapter authorized by the Executive Committee, any instruments which the Executive Committee has authorized to be executed. The President shall be an ex officio member of all committees. The President shall have in his/her possession at each meeting of the Chapter, Board of Directors or Executive Committee a binder containing the current Chapter Bylaws, the minutes of the immediately preceding twelve meeting of the Chapter and the Board of Directors, a current membership roster, and a complete copy of the contract for the current meeting venue.

Section 5.06 The Vice President

In the absence of the President, the Vice President shall perform his/her duties. In the event of the death, permanent disability, termination of membership or resignation of the President, the Vice President shall accede to the office of President, and shall hold such office for the remainder of the unexpired term. The filling of an unexpired term shall not constitute the

serving of a full term as President.

The Vice President shall contact each new Chapter member within 30 days of notification of membership for the purpose of welcoming the member, discussing upcoming meetings, encouraging committee involvement and developing interests of the new member.

Section 5.07 The Secretary / Treasurer

The Secretary / Treasurer shall have the following financial responsibilities; receive and disburse all funds as approved by the Chapter; deposit all moneys in a bank designated by the Executive Committee; assist, if requested by the Treasurer of the Association, in collection of Association and Chapter dues and Assessments; render a true report of accounts at each regular meeting; keep proper records; have available a current statement of financial conditions at all regular Chapter meetings; and maintain appropriate documentation to substantiate all accounts. The Secretary/Treasurer shall be responsible for calling a special meeting of the Board of Directors at least once every four months for the sole purpose of providing the current financial status of the Chapter. The Secretary/Treasurer shall conduct such meeting and no other business shall be conducted during such meeting. The Secretary /Treasurer shall have the following secretarial responsibilities; notify all members of the meetings, take the minutes of all meetings of the Executive Committee, the Board of Directors and the Chapter meetings, keep records of the committee meetings as submitted to the Secretary/Treasurer by Committee Chairs, maintain and have such records as well as a copy of the Bylaws and the Chapter Treasurer's Manual available at all meetings of the Executive Committee, the Board of Directors and the Chapter.

Section 5.08 Executive Committee Member at Large

The primary purpose of the Executive Committee Member at Large is to serve at the direction of the President. The individual must participate in the Executive Committee meetings, Board of Directors meetings, Chapter meetings, and abide by the fiduciary duties incumbent upon all board members.

Section 5.09 Committee Chairs

There shall be one (1) Chair of each standing committee. The Standing Committees of the Chapter are Communications, Events, Government Affairs, Membership, Safety, Export/Trade, Associate Member Affairs, Scholarship, and Specifications. Each Chair will serve as a member of the Board of Directors. Committee Chairs and the Chapter President shall jointly determine the size and membership of the respective committees. Where deemed necessary, the Chapter President may, in consultation with the Committee Chair, appoint a Vice Chair. The Vice Chair shall perform the duties of the Chair in case of the Chair's absence, disability preventing the Chair from acting, or the resignation of the Chair. The Committee Chair shall be responsible for developing committee agendas, priorities, and issues. Committee activities shall be subject to review and approval of the Board of Directors. Committee Chairs shall submit the minutes of each committee meeting to the Chapter Secretary / Treasurer.

Section 5.10 Term of Office

The members of the Executive Committee and Board of Directors shall serve for a term of two (2) years and may be re-elected or re-appointed. No person shall serve as President for more than one consecutive term.

Section 5.11 Vacancies

Any vacancy in the elective offices of the Executive Committee, other than the President, shall be filled at the next scheduled Chapter meeting after such vacancy occurs. The President shall nominate and the Board of Directors shall approve candidates to fill any vacancy created in the Executive Committee. In filling any vacancy in such offices, the President may vote only in the event of a tie.

Section 5.12 Removal

Any member of the Executive Committee or member of the Board of Directors may be removed by the Board of Directors by a three-fourths (3/4) vote of the full Board.

Article VI. Elections

Section 6.01 Election Meeting Defined

The Election Meeting will be held between March and April of each even numbered year, prior to that year's ISRI Annual Convention. The Meeting may be held at an event or via teleconference.

Slate of Candidates

The President shall appoint a Nominating Committee by Oct 1 prior to the election meeting no less than six months prior to each ISRI Annual Convention and Exposition held in even-numbered years. The nominating committee shall consist, at a minimum, of the Immediate Past-President of the Chapter (who shall chair the committee), one current Board Member and one member-at-large. No member of the Nominating Committee shall be eligible to be nominated by the Nominating Committee. Not less than 60 days prior to each Election Meeting, the Nominating Committee shall submit a slate of candidates, consisting of one person's name for each office to be elected, to the Chapter Board of Directors for their approval.

Section 6.02 Notice to Members

Not less than 30 days prior to each Election Meeting, a notice of the approved slate of candidates shall be sent to each Active member of the Chapter.

Section 6.03 Election of Officers

The election of officers shall be conducted at the Election Meeting. Nominations from the floor shall be accepted at the time of the election. The candidate for each office receiving the majority of votes cast by ACTIVE MEMBERS of the PSI Chapter eligible voting members present at the Election Meeting shall be elected. The newly elected officers shall commence their terms of office immediately after the ISRI Annual Convention and Exposition held during the year of the Election Meeting.

Article VII. Dues and Assessments

Section 7.01 Chapter Dues

Chapter Members shall pay annual dues to the Chapter as determined by the Executive Committee within the limits set by the Bylaws of the Association. In the event payment in full of Chapter dues is not made on or before January 15 of each year, or any such other date as specified by the Association's Board of Directors, or payment of Chapter assessments is not made within four (4) months when due, then, in either such event, the rights and privileges of Association and Chapter membership shall terminate and the defaulting party shall no longer be a Member. Dues shall be due and payable on January 1st of each year.

Section 7.02 Chapter Assessments

Should an occasion of extraordinary nature arise whereby there is need of additional funds, the Chapter's Executive Committee may recommend that the Members be assessed an amount to be determined by said Committee, provided said assessment shall not exceed 100% of a member's National dues. Such recommendation shall be submitted to the Active Members of the Chapter in writing at least ten (10) days prior to the meeting at which approval of such assessment is sought. Assessments shall be approved by a majority of the Active Members of the Chapter. If the need arises to raise funds beyond the amount collected from dues and assessments, such funds shall be obtained by voluntary contributions.

Article VIII. Meetings and Quorum

Section 8.01 Chapter Meetings

All meetings of the Members shall be held on such date and at such place as set by the Executive Committee.

Section 8.02 Executive Committee Meetings and Board of Directors Meetings

Regular meetings of the Executive Committee and of the Board of Directors shall be held on a date concurrent with regular Chapter meetings or at any time and place that the President deems necessary. Special meetings of the Executive Committee may be called by the President or, in the President's absence, the Vice President, or by two-thirds (2/3) of the members of the Executive Committee. A special meeting of the Board of Directors may be called by the President, or in the President's absence, the Vice President, or a majority of the voting members of the Board of Directors.

Section 8.03 Notice of Chapter Meetings

There shall be at least two (2) Chapter meetings each calendar year. Members shall be duly notified of the time and place of such meetings through the Chapter or Association. Such meetings are open to all Active Members.

Section 8.04 Notices of Special Meetings

Notice of any special meeting of the Executive Committee or the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally or sent by mail, fax, or e-mail to each of the Members. The business to be transacted at, and the purpose of, any special meeting of the Executive Committee or Board of Directors must be specified in the notice, or waiver of notice, of such meeting and only that business or purpose stated in the notice shall be addressed.

Section 8.05 Quorum

(a) Executive Committee Meetings:

Four (4) Members of the Executive Committee shall constitute a quorum for the transaction of the Executive Committee's business.

(b) Board of Directors Meetings:

Seven (7) of the voting Members of the Board of Directors shall constitute a quorum for the transaction of the Board's business.

(c) Membership Meetings:

Twenty percent (20%) of the Active Members of the Chapter present at any meeting of the members shall constitute a quorum for the transaction of the Chapter's business at any meeting of the members.

Section 8.06 Manner of Acting

So long as a quorum is present at any meeting of the Active Members of the Chapter, the Executive Committee, or the Board of Directors, action may be taken by a majority vote of those in attendance.

Article IX. Order of Business

Section 9.01 Order of Business

Meetings shall be conducted according to the agendas as prepared and distributed by the President at such meetings.

Section 9.02 Procedures

Robert's Rules of Order, as revised, shall govern the procedures at all meetings.

Article X. Amendments

Section 10.01 Amendments

These Bylaws may be amended by affirmative vote of two-thirds (2/3) of the Active Members of the Chapter present at a meeting where a vote on Bylaws takes place and where proper notice has been given. Notice and copy of any proposed amendments shall be sent to each Active Member at least seven (7) days prior to any regular meeting of the Chapter at which said proposed amendments are to be voted upon. All amendments shall become effective upon approval. Voting shall be by voice vote unless at least three (3) members request vote by roll call.

Article XI. Conflict with Association Bylaws

These Chapter bylaws shall not conflict with the Association's Certificate of Incorporation, Bylaws or Policy Manual. Should any article, section, paragraph or clause of these bylaws be in conflict with the Association's Certificate of Incorporation Bylaws or Policy Manual, the Association 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 Association's Certificate of Incorporation, Bylaws or Policy Manual.