

BYLAWS

OF

ORGANICS RECYCLING ASSOCIATION OF OHIO INC.

Promoting Composting °Anaerobic Digestion ° By-Product Utilization°...

Mission Statement: To promote the growth of the organics recycling industry in Ohio.

ARTICLE I

Name

The name of this nonprofit organization shall be the Organics Recycling Association of Ohio, Inc., and it shall hereafter be referred to in these Bylaws as the "Corporation."

ARTICLE II

Office

The headquarters and principal office of the Corporation shall be maintained in Medina, Ohio.

ARTICLE III

Purposes

This Corporation is organized for charitable, legislative, regulatory and educational purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, hereinafter referred to as the "Code", which shall be limited to the following purposes:

1. To promote the growth of the organics recycling industry in Ohio.; to encourage the further study, research and advancement of composting and organic recycling in the private and public sectors; to disseminate information relating thereto; and, to develop policies in the specific and allied industries;
2. To join together in a nonprofit association, various individual and business entities directly or indirectly involved in the production, storage and transportation of compost and organic recyclables and the supplying of products, materials and equipment necessary to the growth of the composting and organic recycling manufacturer and user industry; and to assist the advancement and professionalism of the industry by offering education and training programs and other business services to its Members;
3. To promote the economic development of the composting and organic recycling industry; to assist in the establishment of industry standards; to ensure environmental soundness and compost and organic recyclable quality; and to

provide appropriate resource and information exchange for the Ohio composting and organic recycling industry and its regulating agencies;

EXHIBIT A (Cont'd)

4. To accept, solicit, receive, hold, invest, reinvest and use funds and property furnished by Members, any governmental subdivision, unit or agency, individuals or corporations to carry out the purposes of the Corporation;

5. To develop and implement programs for the benefit of, and to further the development of, the Corporation;

6. To do all things determined by the Corporation to be in any way related to its purpose;

7. To have and exercise all the rights and powers confirmed on nonprofit corporations under the Ohio Nonprofit Corporation Law, as such is now in effect or may, at any time hereafter, be amended.

ARTICLE IV

Members

Section 4.1 - Charter Members. The Charter Members of the Corporation shall be all individuals, corporations, or partnerships, who paid dues prior to January 31, 1995.

Section 4.2 - Full Members. The Full Members of the Corporation shall be all individuals, corporations, or partnerships directly or indirectly involved in the production, storage and transportation of compost and organic recyclables and the supplying of products, materials and equipment necessary to the growth of the composting and organic recycling manufacturer and user industry, and shall include, but not be limited to, public and private compost and organic recyclable producers and users, municipal corporations, industry consultants, and private companies selling services to the industry, which have fully paid their Membership dues (either Small or Large Business dues) to the Corporation as shall be required by the current dues structure adopted by the Board of Trustees. Benefits include eligibility for election to the Board of Trustees, participation in the committee structure and full voting privileges as articulated in these Bylaws.

Section 4.3 - Associate Members. Associate memberships shall be available to university personnel, extension agents, community colleges, trade schools, public agencies, nonprofit organizations, and agencies concerned with any aspect of compost and organic recyclables but not directly involved in the business of producing compost or organic recyclables for profit. This category of membership will not be available to companies who would otherwise be considered eligible for Full membership. Benefits include eligibility for election to the Board of Trustees, participation in the committee structure, and full voting privileges as articulated in these Bylaws.

Section 4.4 - Individual Members. Individual memberships shall be available to students, additional employees of Full or Associate Members, and the general public. This category of membership will not be available to individuals and companies who would otherwise be considered eligible for Full or Associate memberships. Benefits will include Member prices for services and goods, membership mailings considered appropriate, and participation in the committee structure, but shall not include voting rights in the Association nor eligibility for election to the Board of Trustees.

EXHIBIT A (Cont'd)

Section 4.5 - Powers Reserved to Members. The following powers are reserved exclusively to the Full and Associate Members of the Corporation, and no exercise, or attempted exercise, of any such powers by anyone other than these Members shall be valid or of any force or effect whatsoever:

- (a) To elect the Trustees of the Corporation through voting powers, or their proxies, in accordance with the provisions of these Bylaws; and
- (b) To amend these Regulations, if deemed appropriate, in accordance with the provisions of these Bylaws.

Section 4.6 - Voting. Each Full and Associate Member shall be entitled to one (1) vote, which vote shall be cast by such persons as recorded on the records of the Corporation. Proxy votes received prior to or during the voting Meeting shall be valid.

Section 4.7 - Dues. As a condition for membership in the Corporation, Members shall pay annual dues. Dues for the Corporation shall be established by the Board of Trustees. Membership shall be based on a calendar year and an invoice for dues will be delivered annually to each member during the fourth quarter. If any Member shall fail to pay the dues as required by the Board of Trustees, such member shall be removed from the membership at the discretion of the Board of Trustees. Dues shall not be refundable nor transferable.

Section 4.8 - Annual and Regular Meetings. The Annual Meeting of the Corporation shall be held during the fourth fiscal quarter of each year at a time and place to be designated by the Board of Trustees. At the Annual Meeting, the Board of Trustees, the Officers, and the various Committee Chairpersons shall report to the membership on their activities and the activities of the Corporation during the prior year, and the Treasurer shall give a financial report. Regular meetings of the Members shall be held at such times and places as shall be determined by the Trustees, or as provided by resolution of the Full Members.

Section 4.9 - Special Meetings. Special meetings of the Members may be called (a) by the President of the Board of Trustees; or, (b) upon the written request of thirty percent (30%) of the Full Members; or, (c) three (3) Members of the Board of Trustees.

Section 4.10 - Notice and Quorum; Presiding Officer. Notice shall be given to Members of upcoming Annual and Regular meetings, in writing, by personal delivery, first-class mail or facsimile, not less than seven (7) nor more than forty-five (45) days prior to such meeting. The quorum for a meeting of the Members shall consist of the number of Full and Associate Members present (in person or in proxy) at a duly called meeting, providing that no Special meeting of the Members shall be considered an official meeting unless notice of the holding of such meeting was given at least seven (7) days prior to the holding of such meeting to all Members at their last known address as indicated on the records of the Corporation. Unless otherwise limited in the notice thereof, any business may be transacted at any Special meeting. The President of the Board of Trustees, or in the case of his/her absence or disability, the Vice-President, shall

preside at all meetings of the Members. Any Member may waive notice of any meeting, in writing, either before or after such meeting and, by attending any meeting without protesting the lack of proper notice, shall be deemed to have waived notice thereof. Unless otherwise limited in the notice thereof, any business may be transacted at any Annual or Regular meeting.

EXHIBIT A (Cont'd)

ARTICLE V

Board of Trustees

Section 5.1 - Number, Term and Classification of Trustees. The Corporation shall be governed by a Board of Trustees, consisting of at least eleven (11) but no more than fifteen (15) persons, as the Full and Associate Members shall determine at the Annual or any Special Meeting called for the purposes of electing Trustees. A Full or Associate Member may have no more than one (1) person serving on the Board. A Full or Associate Member may appoint and designate an alternate. The designated alternate must have a letter on file with the Secretary/Treasurer indicating they have voting rights at Board of Trustee meetings in the absence of the Full or Associate Member. The term of the Trustees shall be for (3) years, with the terms of one-third of the Trustees to expire each year at the Corporation's Annual Meeting. All Trustees shall serve their current terms until their successors are duly elected and qualified, and no change in the term or classification of Trustees, as determined by the Full and Associate Members by resolution, shall of itself have the effect of shortening the term of any incumbent Trustee.

Section 5.2 - Nomination and Election of the Members of the Board of Trustees. During the Annual Meeting of the Members, recommendations of the Nominating Committee shall be considered and there shall also be an opportunity for acceptance of nominations from the floor. The Members of the Board of Trustees shall be elected according to the highest number of votes received during the Annual Meeting (including proxy votes received during, or prior to, the Annual Meeting).

Section 5.3 - Appointment of Ex-Officio, Nonvoting Members. The Director of the Ohio Agricultural Research and Development Center (OARDC), or his/her designee, may serve as a nonvoting, advisory member on the Board of Trustees. The Chief of the Division of the Solid and Infectious Waste Management of the Ohio Environmental Protection Agency, and the Chief of the Division of Recycling and Litter Prevention of the Ohio Department of Natural Resources, or his/her designee, may serve as a nonvoting, advisory member on the Board of Trustees. The Board of Trustees may appoint additional ex-officio, nonvoting members to serve on the Board whose expertise would benefit the mission of the organization. Appointment(s) may be made at any Annual, Regular or Special Meeting by a majority vote of the Board of Trustees and each appointee shall serve on the Board in an ex-officio, nonvoting capacity until the next Annual Meeting of the Board of Trustees. The ex-officio members count toward the number of Trustees allowed in 5.1.

Section 5.4 - Composition of Board of Trustees. The Board of Trustees shall be comprised of not less than 51% of members representing public or private sector operators of an organics recycling facility. .

Section 5.5 - Power of the Board of Trustees. The Board of Trustees shall have supervision, control and direction of the affairs of the Corporation, shall determine its policies or changes therein within the

limits of the Articles of Incorporation and these Bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of funds. It may adopt such rules and dues for the conduct of its business as shall be deemed advisable, and may, in the execution of powers claimed, appoint such agents as it may consider necessary.

EXHIBIT A (Cont'd)

Section 5.6 - Recall and Vacancies. A Trustee may be removed from the Board by the affirmative vote of two-thirds (2/3) of the Board. A Trustee may be removed from the Board for missing one meeting in a calendar year without obtaining an excused absence from the President. The President may authorize an excused absence at their discretion. Any Trustee that is absent from four regularly scheduled quarterly Board of Trustee meetings during their three year term may be removed from the Board. The Trustees shall have the power to fill any vacancies in the Board of Trustees occasioned by death, resignation, recall, or otherwise, for the remainder of the term in which a vacancy exists. All resignations shall be tendered in writing to the President.

Section 5.7 - Compensation. No compensation shall be paid to any person for services as a Trustee. Trustees may be reimbursed for actual and reasonable expenses incurred by such person in the performance of his/her duties or at the specific request of the Board or the Full and Associate Members.

Section 5.8 - Advisory Board. The Board of Trustees may appoint an Advisory Board of Trustees, which shall have no administrative authority, but shall consist of individuals whose advice or assistance shall be considered by the Trustees to be of benefit to the Corporation, including but not limited to, past Presidents and past Board Members. The Board of Trustees may make such rules regarding the conduct of the meetings, if any, of the Advisory Board as in its judgment appears desirable, or may request the attendance of any or all of the members of the Advisory Board at any meeting of the Board of Trustees.

ARTICLE VI

Meetings of the Board of Trustees

Section 6.1 - Quorum. A majority of the Trustees (including proxies) shall constitute a quorum so long as notice of the meeting has been given in accordance with these Bylaws.

Section 6.2 - Action by Board of Trustees. At any meeting of Trustees, all questions and business shall be determined by the affirmative vote of not less than a majority of the Trustees present and voting either in person or by proxy, except as the Ohio Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws may require the affirmative vote of a greater number of Trustees.

Section 6.3 - Annual Meetings. The Annual Meeting of the Board of Trustees shall be held each year immediately following the Annual Meeting of the Corporation. During the Annual Meeting of the Board of Trustees, Officers of the Corporation shall be elected and reports of the previous year's activities may be presented, as well as other business as may come before the Board at the meeting.

Section 6.4 - Regular Meetings. Regular meetings of the Board of Trustees shall be held at least quarterly at such time and place as shall be designated by the Board.

EXHIBIT A (Cont'd)

Section 6.5 - Special Meetings. Special meetings of the Board of Trustees may be held at any time upon call by the President of the Board or two-thirds (2/3) of the Trustees. Unless otherwise specified in the notice thereof, the business to be transacted at any Special meeting shall be limited to that set forth in the notice of meeting. Special meetings may be held via conference call and any votes must be recorded officially by an email to either the Secretary/Treasurer or Executive Director. The President may also request that an issue needing immediate action can be voted upon by the Board of Trustees via email or other electronic means. No issue is approved unless it meets the quorum and voting requirements of Sections 6.1 and 6.2 of these by-laws.

Section 6.6 - Notice. Except as otherwise provided in these Bylaws, notice of each Annual, Regular or Special meeting of the Trustees shall be given by, or at the direction of, the Secretary/Treasurer to each Trustee either in writing, by personal delivery, first-class mail, or facsimile not less than three (3) nor more than twenty (20) days prior to such meeting. Any Trustee may waive notice of any meeting, in writing, either before or after such meeting, and, by attending any meeting without protesting the lack of proper notice, shall be deemed to have waived notice thereof. Unless otherwise limited in the notice thereof, any business may be transacted at any Annual or Regular meeting.

Section 6.7 - Duality of Interest. A Trustee having a conflict of interest, or conflict of responsibility on any matter involving the Corporation and any other business entity or person, shall disclose such conflict and shall refrain from voting on such matter. No Trustee shall use his/her position as a Trustee of the Corporation for his/her own direct, or indirect, financial gain.

ARTICLE VII

Committees

Section 7.1 - Committees. The President may appoint such committees as he/she deems necessary to carry out the purposes of the Corporation. All committees shall submit, at least annually, reports of their activities and shall make recommendations to the Board for further consideration. Standing Committees include:

- Annual Meeting Committee – plans the annual meeting and conference event. Committee is chaired by Vice President.
- Government/Regulation Committee – tracks proposed laws and regulations impacting ORAO membership.
- Strategic Plan Committee – prepares the plan that outlines ORAO activities for meetings, committees, and the annual budget. Committee is chaired by President and Vice President.
- Education/Research Committee – develops opportunities to implement the ORAO mission for education and research including grants.
- Market Development Committee – develops ORAO programming and opportunities to enhance markets for organic products.
- Membership Committee – responsible for retaining and enhancing ORAO membership and

includes membership drives and membership pricing.

- Nominating Committee – prepares annual ballot and is chaired by Past President.
- By Laws Committee – reviews by laws and requests changes to be made and voted upon by ORAO membership at the annual meeting.

EXHIBIT A (Cont'd)

Section 7.2 - Executive Committee. An Executive Committee may be appointed by the Trustees and may consist of the three Elected Officers (President, Vice-President, Secretary/Treasurer) and the immediate Past President. The Executive Committee may act for the Board of Trustees during intervals between meetings, except that the Executive Committee shall not have the power or authority to: (a) remove an officer or elect an officer; or, (b) fill vacancies in the Board or in any Committee of the Board. Notwithstanding the foregoing, but subject to rights of third persons, any action taken or authorized by the Executive Committee shall be subject to revocation, revision or alteration by the Board of Trustees. The Executive Committee shall appoint a secretary (who may, but need not be, a member of the Committee) to record the Minutes of the meetings of the Committee. Minutes of the meetings of the Executive Committee shall be submitted to the Board of Trustees. In the event of unavailability, unwillingness to serve, death, resignation, recall or otherwise, the Board of Trustees has the power to fill any vacancies on the Executive Committee. All resignations shall be tendered in writing to the President.

Section 7.3 - Nominating Committee. The Past President shall chair and appoint, at least sixty (60) days before the Annual Meeting, a Nominating Committee consisting of not less than three (3) Full and/or Associate Members of the Corporation. During the Annual Meeting of the Members, the Nominating Committee shall make recommendations to the Membership and shall propose a slate of Trustees equal to the number of vacancies. Opportunity will be given to the Membership to propose additional nominations from the floor during the Annual Meeting of the Members. In addition, all Full and Associate Members shall be notified, in writing, at least seven (7) days prior to the Annual Meeting, of the Nominating Committee's recommendations for Trustees, and be given an opportunity to vote by proxy for said Trustees.

ARTICLE VIII

Officers

Section 8.1 - Officers Designated. The Board of Trustees shall elect from among themselves a President, a Vice-President, and a Treasurer/ Secretary by a majority vote.

Section 8.2 - Tenure of Office. Officers of the Corporation shall hold office **FOR A PERIOD OF TWO (2) YEARS** and until their successors are chosen and qualified, except in the case of resignation, death or removal. The rank of officers, in descending order, shall be: President, Vice-President, and Secretary/Treasurer. Officers at the end of their terms will be encouraged to seek and be elected to the next higher office at the Annual Meeting of the Board of Trustees. The President after their two year term will automatically succeed to the Past President's position on the Executive Committee. No President may succeed him or herself, except after a lapse of one (1) year, or, as provided for under Section 8.4 of these Bylaws. The Board of Trustees may remove any Officer at any time by a majority vote of the Members of the Board of Trustees. A vacancy, however created, in any office may be filled by the affirmative vote of a majority of the Trustees present and voting either in person or by proxy at any meeting thereof in accordance with the provisions of these Bylaws.

EXHIBIT A (Cont'd)

Section 8.3 - President of the Board. The President of the Board shall preside at meetings of the Board of Trustees, serve as an ex-officio member of all committees, and perform such other duties as are usually incident to such office, subject to the directions of the Board of Trustees. The President of the Board may execute all authorized contracts and other obligations in the name of the Corporation, when so authorized, and have such other powers and duties as may be prescribed by the Board of Trustees. These powers do not include the authority to bind the Corporation legally or financially without prior approval from the Board of Trustees.

Section 8.4 - Vice-President. The Vice-President shall have the powers and duties of the President during the absence or incapacity of the President or when there is a vacancy in the office of the President. If, however, the Vice-President fulfills the office of the President, due to a vacancy in the office of the President, then he/she shall be eligible to be elected President for a full **TWO (2)** year term in the year immediately succeeding his/her advancement to the office of President. The Vice-President shall be responsible for chairing the Annual Meeting Committee and also have such other powers and duties as may be prescribed by the Board of Trustees.

Section 8.5 - Secretary/Treasurer. The Secretary/Treasurer shall have the responsibility of all funds of the Corporation, subject to such regulations as may be imposed by the Board of Trustees. The Treasurer shall see that a true and accurate accounting of the financial transactions of the Corporation is made. Accounts of the Corporation shall be audited annually. The audit report shall be presented to the Board as soon as practical after the beginning of the fiscal year. The expenses of the audit shall be paid by the Corporation. On the expiration of the Treasurer's term of office, the Treasurer shall turn over to the successor Treasurer, or the Trustees, property, books, paper and money of the Corporation in the Treasurer's hands. The Treasurer shall have such other powers and duties as may be prescribed by the Board of Trustees, including the fulfillment of filing of all state and federal tax reports.. The Secretary/Treasurer shall keep the Minutes of all meetings of the Trustees. The Secretary/Treasurer shall keep such books as may be required by the Board of Trustees and shall give, or direct the giving of, all notices of meetings of the Trustees; provided, however, that any persons calling such meeting may, at their option, themselves give such notice. The Secretary/Treasurer shall have such other powers and duties as may be prescribed by the Board of Trustees.

Section 8.6 - Other Officers. The Board of Trustees may prescribe other officers and the duties associated therewith.

Section 8.7 - Executive Director/Secretary. The Board of Trustees may provide for the appointment, duties and compensation of an Executive Director and/or an Executive Secretary, who shall assist the Board of Trustees in the management of the affairs of the Corporation, including the employment and supervision of such additional employees as shall be necessary to carry out the purposes of the Corporation.

Section 8.8 - Compensation. No compensation shall be paid to any person for services as an Officer of the Corporation, but Officers may be reimbursed for actual expenses incurred at the specific request of the Board of Trustees or the Members.

Section 8.9 - Signing Checks and Other Instruments. The Board of Trustees shall select depositories for the safekeeping of the moneys of the Corporation and establish the procedure for deposit and withdrawal of such moneys.

ARTICLE IX

Indemnification

The Corporation may indemnify each Trustee, Officer, former Trustee and former Officer of the Corporation and any person who is serving, or has served, at the request of the Corporation as a member, director, officer or trustee of another corporation, joint venture, trust or other enterprise (and his/her heirs, executors and administrators) against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her by reason of the fact that he/she is, or was, such member, trustee, officer or director in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the extent and according to the procedures and requirements set forth in the Ohio Nonprofit Corporation Law. The indemnification provided for herein shall not be deemed to restrict the right of the Corporation to indemnify employees, agents and others as permitted by such Law. Notwithstanding the foregoing provisions of this Article IX, no person shall be indemnified for any penalty assessed against such person under the Internal Revenue Code of 1954, as amended from time to time.

ARTICLE X

Provisions in Articles of Incorporation

These Bylaws are at all times subject to the provisions of the Articles of Incorporation (including in such term whenever used in these Bylaws, amendments thereto).

ARTICLE XI

Amendments

These Bylaws may be amended, or new or amended Bylaws may be adopted, by a majority of the Full and Associate Members present, either in person or by proxy, at any Annual Meeting or other meeting held for that purpose.

AMENDED AND ADOPTED: October 24, 2008