

AGREEMENT

Between the Federation of New York Solid Waste Associations and

the New York State Association For Solid Waste Management; the New York State Association for Reduction, Reuse and Recycling Inc.; and the New York State Chapter of the Solid Waste Association of North America

WHEREAS the Federation of New York Solid Waste Associations (the "Federation"), currently operating as an unincorporated association, whose members include representatives from each of the following associations, being the New York State Association For Solid Waste Management (NYSASWM, a 501(c)(6)); the New York State Association for Reduction, Reuse and Recycling Inc. (NYSAR³, a 501(c)(6)) and the New York State Chapter of the Solid Waste Association of North America (SWANA-NYS, a 501(c)(3) (hereinafter collectively referred to as the "associations"), was developed for the purpose of improving networking between the associations; conducting annual conferences to educate and improve upon all facets of solid waste management; to raise funds for the Federation and the associations; and to present a unified voice on solid waste issues where the Boards of the Federation and the associations all are in concurrence; and

WHEREAS governance of the organization was established through the appointment of five (5) members from each of the associations to a board of directors of the Federation; further, the organization shall have the following officers: Chairperson, Vice Chairperson, Secretary and Treasurer. The Chairperson shall be responsible for setting the agenda and establishing at minimum one in-person meeting during each calendar year. The positions of Vice Chairperson, Secretary and Treasurer are as traditionally described in Robert's Rules of Order and elsewhere.

WHEREAS, most business conducted by the Federation is operational in nature and action is taken via a simple majority of the members, whether in person, by telephone or by email, however, for business of a regulatory, legislative or media nature, all associations must first agree on the stance (pro or con) prior to the Federation making any outreach or presentation to any legislative, regulatory and/or media. If there is no unanimity between the associations, the Federation may not speak to the issue.

WHEREAS the associations agreed at the time of the formation of the Federation to share the workload of the Federation activities equally by providing paid or volunteer services such as technical expertise, bookkeeping, conference planning services etc., etc. at no cost to the Federation; and

WHEREAS the three associations agreed via their members that any and all costs and/or proceeds from any revenue-generating activity of the Federation should be apportioned as follows: 10% to the Federation; with the remainder divided equally among the associations; and

WHEREAS the officers of the Federation did file a Business Certificate for Partners on October 6, 1998 and secured a Federal Employer Identification Number for Federation banking and other purposes (# 13-4030575); and

WHEREAS the agreement between the Federation and the associations has heretofore never been formalized in writing;

NOW THEREFORE, by execution of this agreement, and based upon the original intent of the Federation, and following a formal vote of the Boards of the Federation and each association, the parties acknowledge and agree as follows:

1. The Federation shall be governed by a Board of Directors consisting of five (5) members appointed from each of the associations. Each association may choose its representatives in the manner in which it sees fit. In no event shall the number of Board members exceed twenty (20). If the Federation grows to consist of more than four (4) associations or organizations, the number of representatives of each member association or organization shall be reduced in such a way that each has equal representation and the number of Board members not exceed twenty (20). The Board of Directors shall choose Officers from among its Board members consisting of a Chairperson, Vice Chairperson, Secretary and Treasurer. Elections of officers shall be held each year at the Winter meeting of the Board of Directors, and there shall be no term limits. The terms of the currently serving Officers shall run up to and including the Winter meeting of the Board of Directors in 2016 at which point an election will be held. The terms of the Chairperson and Secretary elected at the Winter 2016 Board of Directors meeting shall run through and until the end of the Winter 2017 Board of Directors meeting and the terms of the Vice Chair and the Treasurer elected at the Winter 2016 Board of Directors meeting shall run through and until the end of the Winter 2018 Board of Directors meeting. Thereafter, elections shall be held for the Chairperson and Secretary during odd-numbered years and the elections for Vice Chairperson and Treasurer shall be held during even-numbered years, with the terms of each Officer being two years or until the Winter Board meeting of the second year (whichever is later). In the event that an officer shall resign or otherwise no longer be able to serve, the Board may hold an election to fill that position until the next regularly-scheduled election for that position. The Chairperson shall be responsible for setting the agenda and establishing at minimum one in-person meeting during each calendar year. The positions of Vice Chairperson, Secretary and Treasurer are as traditionally described in Robert's Rules of Order and elsewhere. Board members and Officers shall serve without compensation but may be reimbursed for reasonable expenses incurred as a result of carrying out their duties.
2. The approval of actions taken by the Federation shall be authorized by a simple majority of the Board except for the following:

- For business of a regulatory, legislative or media nature, all associations must first agree on the stance (pro or con) prior to the Federation making any outreach or presentation to any legislative, regulatory and/or media. If there is no unanimity between the associations, the Federation may not speak to the issue.
 - For decisions regarding the admittance of an additional organization or organizations into membership of the Federation, all associations must first agree on such admission prior to the Board taking a vote. Such vote by the Federation Board shall then be by simple majority of the Board. The Board shall have the option of conditioning such admission on a one year probationary period with full membership requiring an affirmative vote of the Board following the expiration of the probationary period.
 - For decisions regarding the removal of an organization with full membership status (as opposed to probationary status) from membership in the Federation, a vote of three quarters (75%) of the Board shall be required.
 - For amendments to this agreement, no vote shall be taken by the Board to authorize the Chairperson to sign such amendment or amended agreement until the amendment or amended agreement is signed by the Presidents of each of the associations.
3. The Officers of the Federation, shall have charge of the management and control of the affairs of the Federation when the Board of Directors are not in session and where it is impractical to convene a meeting of the Board of Directors.
 4. Participation in meetings of the Board of Directors or any of its committees may be in person, by video screen communication or telephone conference call provided that all persons participating in the meeting can hear each other at the same time and each Board member can participate in all matters before the Board.
 5. The Chairperson shall have the power to establish committees and to appoint Board members to sit on those committees.
 6. The associations shall continue to provide paid and/or volunteer services based upon their individual expertise for Federation-sponsored events on as equal a basis as is practical or as otherwise agreed to on a case-by-case basis. For each event, either the Federation or one of the member associations (hereinafter referred to as the "sponsoring entity") shall assume the role of receiving and disbursing funds for that event.

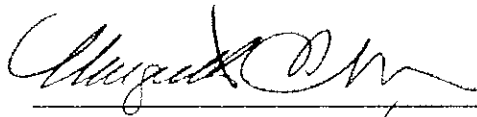
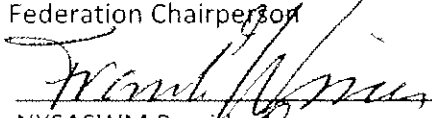
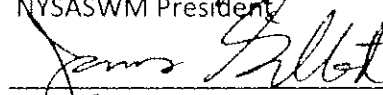
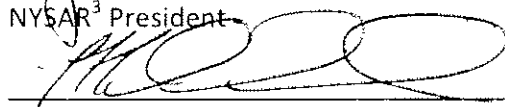
7. The distribution of revenue and expenses shall be payable as follows: within no more than six (6) months of the close of the Federation-sponsored event, the Federation Chairperson shall review and finalize the event's bookkeeping records after consultation with the event Chairperson and the sponsoring entity's bookkeeper; the Federation Chairperson shall then submit a detailed accounting to the Federation and the associations; and the net revenue or expenses (as the case may be) shall then be apportioned as follows: 10% of the revenue shall be paid to or, in the event of expenses 10% of the expenses shall be borne by, the Federation; and the remainder of the revenue shall be paid to, or in the event of expenses, the remainder of the expenses shall be borne equally by the associations. All remittances of expenses to the sponsoring entity shall be paid by the Federation and the associations within thirty (30) calendar days of receipt of such accounting.
8. The Federation and each association shall be individually responsible for any and all reporting and/or taxes (if any) relative to Federation-sponsored event revenue as required by any local, state or federal taxing authority.
9. In the event that one or more other associations should join the Federation following the date of this agreement, this agreement shall remain in effect except that any apportionment of revenue and expenses among the associations shall be revised to reflect that such apportionment is equal among all the associations unless all parties agree otherwise in writing. In no event shall the apportionment of revenue or expenses to the Federation (i.e. the 10%) be changed.
10. In the event that the members of the Federation determine that it is in the best interest of the associations to dissolve the Federation, any and all expenses, revenues and/or funds held by any and all financial institutions or member associations for the Federation shall be shared equally between the original member associations, subject only to an apportionment which may be required due to the addition of one or more new associations, in which case, apportionment shall be determined by a majority of the then existing board.
11. Whenever a "related party" (defined as any Board member, Director, Trustee, Officer or key employee of the Federation or an affiliate; any relative of any such individual; and any entity in which any such individual or relative has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%) has a financial or personal interest in any matter coming before the Board, the related party shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the Federation to do so. The minutes of meetings at which such votes are taken shall record such disclosure,

abstention and rationale for approval. Prior to the initial appointment of a Board member, Officer or employee, such person shall complete, sign and file with the records of the Federation, a written statement identifying any entity of which he or she is a Board member, Officer, owner or employee and with which the Federation or any member association has a relationship, and any transaction in which the Association is a participant and in which such Board member, Officer or employee might have a conflicting interest.

12. In the event that there are any related party transactions, they shall be fair, reasonable and in the Federation's best interest. Before entering into any related party transactions, the Board of Directors or an authorized committee must consider alternative transactions to the extent available. The transaction must be approved by not less than a majority vote of the Directors or authorized committee members present at the meeting and the Board of Directors or authorized committee must document in writing the basis for the approval, including its consideration of any alternative transactions. No related party may participate in deliberations or voting related to related party transactions. A related party transaction is defined as a business deal or arrangement between two parties who are joined by a special relationship prior to the deal. For example, a business transaction between a business owned by a Board member and the Federation, such as a contract to provide supplies or perform services to the Federation, would be deemed a related party transaction.

13. No amendments shall be made to this agreement except for those in writing and signed by the Federation Chairperson and the Presidents of each of the associations.

IN WITNESS WHEREOF:

 _____ Federation Chairperson	<u>5/12/15</u> _____ Date Signed
 _____ NYSASWM President	<u>5/4/2015</u> _____ Date Signed
 _____ NYSAR ³ President	<u>5/3/15</u> _____ Date Signed
 _____ SWANA-NYS President	<u>5/12/15</u> _____ Date Signed