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DRAFT BY-LAWS OF THE WESTERN REGION SOLID WASTE CAPACITY POLICY ADVISORY GROUP (PAG)

ARTICLE I. Name and Purpose

The Western Region Solid Waste Capacity Policy Advisory Group (PAG) serves the eight-county area of Erath, Hood, Johnson, Palo Pinto, Parker, Somervell, Tarrant, and Wise Counties (hereafter referred to as the Western Region). It is a voluntary group organized for the purpose of providing a forum for the Western Region to collaborate on the discussion, examination, planning, and implementation of cooperative approaches, programs, or infrastructure for addressing landfill disposal capacity in the Western Region. This includes examining the benefits and feasibility of creating a solid waste management agency for the Western Region. It is also organized as a forum for identifying mutually beneficial options, strategies, and partnerships for improving solid waste management conditions in the Western Region in areas such as transportation, recycling, and organics management, among others identified by the PAG. The PAG shall aim to find solutions that are consistent with the common good and general welfare of the cities and counties in the Western Region. Individuals or entities who have an interest in advancing these purposes or have expertise on solid waste management topics are encouraged to participate on the PAG.

ARTICLE II. Membership

The PAG is open to all participants from any entity with an interest in furthering the purpose of the PAG as stated in Article I.

Section 1. Composition

The PAG voting membership shall consist of two membership categories in accordance with the structure outlined below. The PAG shall consist of a minimum of 10 members and shall not exceed 32 members. This structure is subject to variation as deemed necessary by the PAG, provided these changes adhere to the provisions in Article VII, Section 1, of these by-laws.

1. PAG voting representation (number of representatives indicated in parentheses)
 - a. One county representative from each of the eight counties in the Western Region
 - i. Erath
 - ii. Hood
 - iii. Johnson
 - iv. Palo Pinto
 - v. Parker
 - vi. Somervell
 - vii. Tarrant
 - viii. Wise
 - b. City Representatives within the 8 counties listed in Article II, Section 1, (a), with representation based on the most recent NCTCOG annual population estimates, to include:
 - i. Small cities: 1,500 or less (7)
 - ii. Small to Medium cities: 1,501 – 7,000 (7)
 - iii. Medium to Large cities: 7,001-80,000 (7)
 - iv. Large cities: 80,000 or greater (3)

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- c. All voting member organizations and their representatives shall be subject to the approval of the PAG.
- d. A voting member representative may be reappointed by the PAG for additional terms.
2. PAG Ex-officio (non-voting) representation
 - a. City or county representatives who are not designated as a voting member in Article II, Section 1
 - b. NCTCOG representative(s)
 - c. Private sector service providers related to solid waste, composting, recycling, solid waste hauling, and other source reduction materials management activities
 - d. Environmental/public interest groups related to the advancement of materials management responsibilities.
 - e. Representatives of interests not otherwise serving on the PAG may be invited to serve in an ex-officio, non-voting capacity to provide advisory assistance to the PAG.

Section 2. Appointment to the PAG

1. All individuals wishing to serve as a voting member of the PAG will be required to submit a nomination form to the Chair to be considered by the PAG and must have the support of the organization being represented. All voting member organizations and their representatives shall be subject to the approval of the PAG.
2. All individuals wishing to serve as an ex-officio, non-voting member of the PAG will be required to notify the Chair and the Vice-Chair by email or phone. If an ex-officio member is employed by an entity listed in either Article II, (2), (b) or (c), and a matter comes before the PAG that directly or indirectly affects the entity employing the ex-officio member, that member shall so inform the PAG ahead of any discussion.

Section 3. Qualifications

Voting member representatives on the PAG must have the support and/or documented authorization of the member organization represented.

Section 4. Terms

1. Each PAG member representative shall serve a two-year term. The terms will be staggered with approximately one-half of the representatives appointed or reappointed each year. To provide for staggered terms at the PAG's initial establishment, the Chair shall use sortition to establish two groups with staggered terms on the PAG. One group shall serve an initial one-year term and the other group shall serve the standard two-year term.
2. The standard term of appointment for each member representative of the PAG shall begin on October 1 and shall be through September 30 of the second year.
3. A voting member representative may be selected for re-appointment subject to approval by the PAG.

Section 5. Vacancy

A vacancy occurs when:

- a. A member representative becomes incapacitated; or,
- b. A member representative resigns (resignations shall be submitted in writing to the PAG Chair); or,
- c. A member representative no longer satisfies the qualification requirement.

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In the event of a vacancy, the replacement may be appointed from within said vacated representative's member organization within a three-month time period and shall serve for the remainder of the vacated representative's unexpired term. Otherwise, the PAG shall recommend a replacement for the vacancy or request an out-of-cycle nomination.

Section 6. Designated Alternates

Within two months of the start of his/her term, each PAG voting member representative shall name, by written correspondence to the PAG Chair, Vice-Chair, and Secretary, a Designated Alternate to perform in PAG activities with the full responsibilities and rights of the absent member.

Section 7. Attendance

- a. Member representatives are expected to attend PAG meetings and participate in other PAG activities. Attendance records documenting representative absences will be maintained by the PAG Secretary.
- b. If the member representative is unable to attend a meeting, a designated alternate shall attend in his/her place. Designated alternates are individuals identified and appointed by the member representative to represent him/her. This person will be from the same organization as the PAG member representative and will be allowed to vote.
- c. A member representative's attendance and participation in meetings will be evaluated and taken into consideration during the PAG member reappointment process.

ARTICLE III. Officers

Section 1. Titles and Terms of Office

The Officers of the PAG shall consist of a Chair, Vice-Chair, and Secretary. The Officers of the PAG and the officer duties may be modified in the future as deemed necessary by the PAG, provided that these changes adhere to the provisions in Article VII, Section 1, of these by-laws. Officers of the PAG shall serve a term of two years and be a PAG representative of a county or city in Article II, Section 1, (a) or (b). Officers of the PAG are approved by a majority vote of the PAG, and may not hold more than one office at a time.

Section 2. Powers and Duties

Chair

- a. The Chair, with assistance from the Vice-Chair, will solicit input from the PAG and develop agendas for the meetings.
- b. The Chair presides at meetings of the PAG.
- c. The Chair, or the Chair designee, with the approval of the PAG, shall speak at all outside meetings or events in order to promote awareness of the PAG or its purposes.

Vice-Chair

- a. The Vice-Chair performs the duties of the Chair in his/her absence.
- b. In the event that the Chair and Vice-Chair are absent or unable to perform their duties, upon mutual agreement, PAG representatives present will elect a Chair Pro-Tem for that meeting.

Secretary

- a. The Secretary keeps minutes of all meetings of the PAG, including attendance, and shall provide all meeting notices.

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- b. In the event that the Secretary is unable to perform his/her duties at a meeting, the Chair shall name a PAG member representative to serve as Secretary until a replacement can be nominated and approved by the PAG.

Section 3. Appointment

- a. The PAG voting members shall put forth candidates for officers for a PAG vote.
- b. The appointment and reappointment of PAG officers will occur at the same time as the appointment of PAG member representatives.

Section 4. Vacancy

- a. In the event the Chair is unable to fulfill his/her term, the Vice-Chair will assume the responsibilities of the Chair until the PAG nominates a new Chair for PAG approval, and, if applicable, the new Chair will serve for the remainder of the previous Chair's unexpired term.
- b. In the event the Vice-Chair is unable to fulfill his/her term for any reason, the PAG will nominate a new Vice-Chair for PAG approval.
- c. In the event the Secretary is unable to fulfill his/her term for any reason, the PAG will nominate a new Secretary for PAG approval.
- d. In the event that the Chair, Vice-Chair, and Secretary are simultaneously unable to fulfill their terms, following a determination by the PAG that these positions are vacated, the PAG will appoint a Chair Pro-Tem to seek nominations and the PAG shall elect a new Chair, Vice Chair, and Secretary at the next regularly scheduled meeting to assure continuity of operations. The PAG will thereafter nominate a replacement Chair, Vice-Chair, and Secretary for PAG approval.

ARTICLE IV. Meetings

Regular meetings of the PAG will be held at least quarterly, at such times and places as designated by the PAG. The PAG may meet more often to accomplish necessary business beyond the scope of the regularly scheduled meeting. The Secretary shall give notice of each regular meeting by email or telephone. Special and emergency meetings of the PAG may be held whenever called by the Chair and Vice-Chair, or by a majority of the PAG members. The Secretary shall give notice of each special and emergency meeting to all PAG members by email or telephone at least three days before the meeting.

Section 1. Professional Conduct

Members should maintain objectivity and professionalism when carrying out business of the PAG. In the event a member acts in a manner which brings the work of the PAG into question or controversy, it shall be the responsibility of the PAG officers to address the incident with the member and/or member organization.

Section 2. Business Procedure

- a. Except where these by-laws require otherwise, *Robert's Rules of Order* shall govern the conduct of PAG meetings.
- b. Written notice, including an agenda, of each meeting shall be prepared and transmitted by the Secretary prior to the meeting date. Business of the PAG may be conducted electronically, with the concurrence of the Chair or Vice Chair.

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Section 3. Quorum

- a. The presence of six or more PAG voting member counties or cities, designated as such by Article II, Section 1, constitutes a quorum for conducting PAG business.
- b. A majority vote of the PAG members present at a meeting at which quorum is established is necessary to approve a motion by the PAG.
- c. If at any meeting of the PAG there is less than a quorum present, a majority of those present may:
 - i. Conduct/business outlined on the agenda (without taking action), and/or
 - ii. Adjourn the meeting.
- d. A majority of PAG members must be present for any emergency or special meeting.

Section 4. Recommendations to NCTCOG's Executive Board

In the event the PAG decides to send a recommendation to NCTCOG's Executive Board, a quorum and a positive vote of two-thirds of those members of the PAG present is required.

Section 5. Open Meetings

- a. All meetings of the PAG shall be open to the public.
- b. The PAG Secretary shall email the summaries of PAG meetings and documents distributed at PAG meetings to all PAG members and meeting attendees.

Section 6. Conflicts of Interest

- a. A PAG member must disclose any potential conflict of interest to the entire PAG when a vote is called for at a regular PAG meeting. The PAG member with a conflict pertaining to the action being taken must declare a conflict of interest to the PAG prior to the vote, refrain from discussion, and shall recuse themselves from the vote.
- b. It is the intent of these by-laws, that PAG officers and PAG members shall take all steps to avoid the appearance of impropriety in the conduct of their affairs on behalf of the PAG. This includes not engaging in any conduct or business that may be deemed to compromise their independent judgment in executing their duties as PAG members.

ARTICLE V. Subcommittees

Section 1. Ad Hoc Subcommittees

1. Appointment

Ad hoc subcommittees may be appointed by the Chair with the approval of the PAG and shall serve for special purposes to comply with special needs of the PAG.

2. Duties

Ad hoc subcommittees shall carry out duties assigned by the PAG.

3. Terms

Terms of membership on ad hoc subcommittees shall be established to achieve the purpose for which the subcommittee was created.

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4. Meetings

The method for calling ad hoc subcommittee meetings shall be at the discretion of the ad hoc subcommittee members.

5. Officers

Members of the ad hoc subcommittee shall elect the Chair and Vice-Chair of the ad hoc subcommittee. The Vice-Chair shall preside in the Chair's absence.

Section 2. Standing Subcommittees

Standing Subcommittees may be established by the PAG as the need is defined. A quorum and a two-thirds affirmative vote of those members of the PAG present is required to establish or abolish standing subcommittees or other special groups.

ARTICLE VI. Funding Commitment

Funding commitments to support meeting expenses, projects, studies, or any other needs of the PAG, can be discussed and approved by the PAG in the future, as needed. Any amendments or alterations to the by-laws that may be needed at a future time regarding funding commitments must adhere to the provisions in Article VII, Section 1, of these by-laws. The PAG can also seek funding from other sources.

ARTICLE VII. Miscellaneous Provisions

Section 1. Amendments to By-Laws

A proposal to alter, amend, or repeal these by-laws shall be made by the affirmative vote of a majority of the PAG at any regular or special meeting, provided notice of the proposed amendment is contained in the notice of said meeting. However, any proposal to alter, amend, or repeal these by-laws requires a quorum and affirmative vote of two-thirds of the PAG members present to be effective.

Section 2. Acceptance of Gifts

No PAG officer or member shall accept any gift or benefit as consideration for any decision, opinion, recommendation, vote, or other exercise of discretion in carrying out acts on behalf of the PAG. No PAG officer or member shall solicit, accept, or agree to accept any gift or benefit from a person known to be interested in or likely to become interested in any contract or transaction involving the exercise of the PAG officer's or member's discretion.

Section 3. Code of Ethics

PAG officers and members shall conduct themselves in a manner consistent with sound business and ethical standards; that the public interest and sound solid waste management practices always be considered when conducting PAG business; that the appearance of impropriety be avoided to ensure and maintain public confidence in the PAG; and that the PAG manages affairs fairly.

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MEMBERSHIP NOMINATION FORM
Western Region Solid Waste Capacity Policy Advisory Group (PAG)

Name: _____

Title: _____

Employer: _____

Business Mailing Address: _____

Phone #: _____ Email: _____

Civic Affiliations: _____

Relevant Work, Education, or Other Experience: _____

Describe How You Could Contribute as a Member of the PAG: _____

SIGNATURE OF NOMINEE: _____ DATE: _____

SIGNATURE OF EXECUTIVE OFFICER OF ENTITY: _____ DATE: _____

PRINTED NAME OF EXECUTIVE OFFICER: _____

Please email this completed form as a scanned PDF to the Chair, Vice-Chair, and Secretary of the PAG.