



**BYLAWS  
OF  
RECYCLECT FOUNDATION, INC.**

**ARTICLE I  
IDENTIFICATION AND OFFICES**

**Section 1.1 Name.** The name of the corporation is RECYCLECT FOUNDATION, INC. (the “Corporation”).

**Section 1.2 Offices.** The registered office of the Corporation shall be located in Connecticut. The Corporation may have any number of other offices, including a principal office, at such places as the Board may determine.

**ARTICLE II  
PURPOSES AND NONPROFIT STATUS**

**Section 2.1 Exemption.** The Corporation is dedicated and operated for nonprofit purposes. The Corporation is organized in accordance with the Connecticut Revised Nonstock Corporation Act, Section 33-1000 et. seq. of the Connecticut General Statutes, as amended, and shall have the powers of a Connecticut nonstock corporation, provided that the activities of the Corporation are not inconsistent with Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended. The assets and income of the Corporation shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Corporation. The Corporation shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The Corporation is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

**Section 2.2 Federal Tax Exempt Status.** This Corporation shall endeavor to qualify for Tax Exemption, and shall operate at all times in a manner consistent with Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder.

**Section 2.3 Purposes.** The nature of activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, supplemented or superseded from time to time, and will include the following:

- a. To promote sustainable materials management through education, outreach, marketing and programs that engage citizens and visitors in Connecticut;

- b. To develop grant programs and distribute funds to support programs intended to increase the rate of recycling and reuse of solid waste materials in Connecticut;
- c. To increase awareness of and engagement in waste reduction, reuse, recycling and composting activities in Connecticut; and
- d. To otherwise operate in accordance with Section 4(a) of Connecticut Public Act 14-94.

### **ARTICLE III MEMBERSHIP**

**Section 3.1 Members.** The Corporation shall have no members.

### **ARTICLE IV DIRECTORS**

**Section 4.1 General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

**Section 4.2 Number of Directors.** The number of Directors shall be fixed from time-to-time by majority vote of all of the Directors, but shall consist of no less than three (3) directors and no more than seventeen (17) directors, provided the tenure of office of a Director shall not be affected by any decrease in the number of Directors. The number of Directors shall at all times be an odd number. The number of Directors shall be nine (9) until increased or decreased by the Board of Directors.

**Section 4.3 Vacancies and New Directors.** A vacancy in any Directorship may be filled by majority vote of all of the remaining Directors, even if the remaining Directors do not constitute a quorum. Any Director elected to fill a vacancy, whether occurring due to an increase in size of the Board of Directors or by the death, resignation, or removal of any Director, shall hold office for the remainder of the full term of the class of Directors in which the vacancy occurred or was created and until a successor is elected.

**Section 4.4 Term of Directors.** All Directors shall serve a two-year term and may be reelected by a majority vote of all of the remaining Directors..

**Section 4.5 Absentee Directors.** Any Director who is absent from any annual meeting, or from three (3) or more regular meetings in any calendar year, shall be deemed an Absentee Director and shall be subject to possible removal in accordance with Section 4.6.

**Section 4.6 Removal of Directors.** Any Absentee Director may be removed at any time by a majority vote of all of the non-Absentee Directors, provided that any Director who is Absentee by virtue of absence from an annual meeting who is not removed within six (6) months of such annual meeting shall no longer be deemed Absentee. Directors may be removed at any time by a 2/3 vote of all of the Directors but only for cause at a meeting called for that purpose, and the meeting notice must identify the Director and state that the purpose, or one of the purposes, of the meeting

is the removal of the Director. For purposes of this Section, “cause” shall mean, with respect to any particular Director, incapacity, conviction of a felony or a final judgment of a court of competent jurisdiction holding that such director caused demonstrable, material harm to the Corporation through bad faith or active and deliberate dishonesty.

**Section 4.7 Resignation.** Any Director may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the Board of Directors, its Chair, or the Secretary of the Corporation.

## **ARTICLE V OFFICERS**

**Section 5.1. Title, Election and Duties.** The Board shall elect from among their members a Vice Chair, Secretary, and a Treasurer, and may elect a Vice President, or other officers whenever they determine that these other officers are desirable. The duties of each officer shall be the duties prescribed by these Bylaws and such other duties as the Board may from time to time prescribe.

**Section 5.2 Chair.** The Chair of the Corporation shall be the Commissioner of the Connecticut Department of Energy and Environmental Protection or any successor agency (“Commissioner”) or the Commissioner’s designee and shall serve a term contiguous with that of Governor appointing such Commissioner. Notwithstanding any other provision of these Bylaws, the Commissioner shall at all times be a Director of the Corporation and shall not be subject to the absentee, vacancy, removal, and/or term-limit provisions of these Bylaws.

The Chair shall preside at all meetings of the Board and shall be in charge of and direct the business of the Corporation under the control of the Board.

**Section 5.3 Vice Chair.** The Board of Directors shall by majority vote of all the Directors elect a Vice Chair. The term shall be one year from the date of election. The Vice Chair shall assist the Chair in the performance of the Chair's duties and shall carry out the duties of the Chair whenever the Chair is absent. For purposes of this Section, the Chair shall be considered present when the Commissioner or their designee, as described in Section 5.2, is present.

**Section 5.4 Treasurer.** The Board of Directors shall by majority vote of all the Directors elect a Treasurer. The term shall be one year from the date of election.

The Treasurer shall have the care and custody of and be responsible for the funds of the Corporation, shall keep the fiscal accounts and general ledger of the Corporation, including an account of all moneys received or paid out, and shall deposit all money of the Corporation to banks or depositories designated by the Board. Whenever required by the Board, the Treasurer shall make reports to the Board on the financial condition of the Corporation and shall exhibit the books and accounts to any Officer or Director of the Corporation. The Treasurer shall prepare or have prepared a balance sheet and statement of income showing the financial condition of the Corporation on an annual basis. The financial statements shall be deposited at the principal office of the Corporation and kept there for at least ten years. Upon request of the Board, the Treasurer

will provide these statements to an outside auditor for verification before presentment. The Treasurer may endorse checks, notes and other obligations on behalf of the Corporation, for collection only, to the credit of the Corporation, in the banks and depositories designated by the Board. The Treasurer shall have custody of the stock, securities or other investment instruments owned by the Corporation, and shall have the power to endorse them for transfer on behalf of the Corporation.

**Section 5.5 Secretary.** The Board of Directors shall by majority vote elect a Secretary. The term shall be one year from the date of election. The Secretary, or in their absence a temporary Secretary designated by the majority of the Directors present at the meeting or, in the absence of such designation, a person designated by the chairperson of the meeting, shall issue all authorized notices for, and shall keep the roll and minutes of, all meetings of the Board of Directors. The Secretary shall have charge of, and be responsible for maintaining and authenticating,

1. The Corporation's meeting minutes;
2. The Corporation's records of actions taken by its Board of Directors without a meeting;
3. The Corporation's records of actions taken by a committee of the Board in place of the Board of Directors on behalf of the Corporation;
4. The Corporation's organizational documents;
5. The Corporation's bylaws and any and all restatements of or amendments to such bylaws;
6. A list of the names and business addresses of the Corporation's current Directors and Officers;
7. A copy of the Corporation's most recent annual report delivered to the Secretary of the State of Connecticut in accordance with Section 33-1243 of the Connecticut General Statutes;

**Section 5.5 Signature Power.** The signature of either the Chair, Vice Chair or Treasurer, on contracts, bonds and obligations of the Corporation shall be sufficient to cause them to become effective and binding contracts, bonds, and obligations of the Corporation, provided that there is a resolution of the Board that authorizes the entry upon and execution of the commitment in question. Notwithstanding the Board resolution requirements of the preceding sentence, for amounts of not more than \$2000, the signature of either the Chair or the Treasurer shall be sufficient, without authorizing Board resolution, to sign checks, drafts or other orders for payment of money; to sign acceptances, notes, or other evidence of indebtedness; or to execute and deliver other documents and instruments.

## **ARTICLE VI MEETINGS**

**Section 6.1 Annual Meeting.** An annual meeting shall be held once each calendar year for the transaction of such business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 6.2 Special Meetings.** Special meetings may be called at any time by the Chair or upon the written request to the Secretary of at least three current members of the Board of Directors. The person or persons calling such special meeting shall fix the time and place of the special

meeting and shall state the purpose of such special meeting. No matters shall be discussed or acted upon at such special meeting which are not germane to the purpose of the special meeting.

**Section 6.3 Regular Meetings.** Regular meetings of the Board shall be held on such dates and at such times as may be established from time to time by the Board.

**Section 6.4 Notice of Meetings.** Notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. If the person or persons calling such meeting hold such meeting electronically, the Notice shall include an appropriate teleconference call-in number or videoconference link sufficient to allow all Directors to easily attend. Such Notice shall be emailed to all Directors of record at the email address shown on the corporate books, at least 10 days prior to the meeting.

**Section 6.5 Place of Meeting.** Meetings shall be held at the Corporation's principal place of business unless otherwise stated in the Notice.

**Section 6.6 Quorum.** A majority of all the Directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Directors results in representation of less than a quorum.

**Section 6.7 Voting.** At all meetings of the Board, each Director is entitled to have no more than one (1) vote. Proxy voting by Directors is not permitted, with the exception of any vote cast by the Commissioner's designee pursuant to Section 5.2. The votes cast at each meeting shall be recorded on the minutes of the meeting by the Secretary or any temporary Secretary designated in accordance with Section 5.5.

**Section 6.8 Transaction of Business by Telephone or Videoconference.** Any one or more Directors may participate in any meeting of the Board through the use of telephone, videoconference, or similar communications equipment, provided everyone at the meeting can hear every other person participating in the meeting. A Director who participates by telephone or videoconference as described in this section shall be treated as attending the meeting for all purposes. The Secretary shall note in the minutes of the meeting any and all Directors attending the meeting by telephone or videoconference as described in this section.

**Section 6.9 Agreement to Electronic Signatures.** As permitted by C.G.S. Section 1-260 et seq. (known as the "Connecticut Uniform Electronic Transactions Act" or "CUETA") the Directors agree, by acceptance of their directorships in the Corporation, that the signatures of the Directors required either for a unanimous consent of the Directors pursuant to Section 6.10 below or for any other purposes relating in any way to the Corporation, may be accomplished by an "electronic signature" as that term is defined in Section 1-267(7) of CUETA. The Board of Directors may from time to time adopt procedures for the use of electronic signatures in these circumstances.

**Section 6.10 Informal Action.** Any action required to be taken, or which may be taken, by the Board of Directors, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken or to be taken, is signed by the Directors and delivered to the Corporation. Action taken under this section is the act of the Board when one or more consents signed by all the Directors are delivered to the Corporation. The consent may specify the time at which the action taken pursuant to the consent is to be effective. A consent signed under this section has the effect of an action taken at a meeting of the Board of Directors and may be described as such in any document. The Secretary shall file these consents with the minutes of the meetings of the Board.

**Section 6.11 Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

## **ARTICLE VII COMMITTEES**

**Section 7.1 Committees.** The Board of Directors may create one or more committees and appoint one or more members of the Board to serve on them. The creation of a committee and the appointment of Directors to a committee shall be approved by a majority of all the Directors in office when the action is taken. To the extent specified by the Board of Directors, each committee may exercise the power of the Board, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its Committees, (ii) remove Directors, (iii) adopt, amend or repeal these Bylaws, (iv) approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation, or approve a proposal to dissolve the Corporation, or (vi) exercise any other authority prohibited by law.

**Section 7.2. Committee Rules.** Article VI of these Bylaws, which governs meetings, action without meetings, participation in meetings by teleconference and videoconference, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

**Section 7.3. Service on Committees.** Each committee of the Board shall serve at the pleasure of the Board. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 33-1104 of the Connecticut Revised Nonstock Corporation Act.

## **ARTICLE VIII STAFF**

**Section 8.1 Staff.** The Board may recruit and hire a staff as necessary to carry out the purposes of the Corporation. The staff will serve at the will of the Board and shall make regular reports to the Board.

## **ARTICLE IX CONFLICT OF INTEREST**

**Section 9.1 Conflicts of Interest.** The Corporation shall adopt procedures to assure that any potential “Directors’ Conflicting Interest Transaction” as that term is defined in Section 33-1127 of the Connecticut Revised Nonstock Corporation Act, or any potential “Excess Benefit Transaction” involving a “Disqualified Person,” (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by Directors of the Corporation as provided in Sections 33-1129 and 33-1130 of the Connecticut General Statutes, under the State Ethics Code and under any relevant regulations of the Internal Revenue Service.

**Section 9.2 Policies.** The Board shall adopt a conflict of interest policy, and review it at least annually. The policy shall prohibit violation of the above state and federal statutes and regulations.

## **ARTICLE X INDEMNIFICATION**

**Section 10.1 Indemnification of Directors.** The Corporation shall secure sufficient insurance to indemnify any individual who is or was a Director. Such indemnification shall not be extended in the event that the Board member has engaged in knowing and culpable violation of law, improper economic gain, lack of good faith or other gross negligence or misconduct in the performance of his or her duties.

**Section 10.2 Non-Exclusive Rights.** Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision.

**Section 10.3 Insurance.** The Corporation shall have power to purchase and maintain, at the Corporation’s expense, insurance on behalf of the Corporation and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted or permitted by statute.

## **ARTICLE XI CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

**Section 11.1 Corporate Seal, Execution of Instruments.** The Corporation shall not have a corporate seal. All instruments that are executed on behalf of the Corporation which are acknowledged and which affect an interest in real estate shall be executed by the Chair.

Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

## **ARTICLE XII AMENDMENT TO BYLAWS**

**Section 12.1. Bylaws.** The Bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting, provided, however, that no change may be made in these Bylaws which will affect the exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notice of any meeting at which the Bylaws are to be amended must state that amendment is the purpose or one of the purposes of the meeting, and the text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting. Notwithstanding the foregoing, neither this Section 12.1, nor Articles IV and V of these Bylaws, nor any other Bylaw which subjects a matter to a majority vote of all the Directors may be amended, altered, or repealed without a majority vote of all the Directors.

**Section 12.2 Record of Changes.** Whenever these Bylaws are amended or repealed, that action and the date on which it was taken shall be noted on the original Bylaws in the appropriate place, or a new set of Bylaws shall be prepared incorporating those changes.

## **ARTICLE XIII DISSOLUTION**

**Section 13.1. Dissolution.** The Corporation may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of all the Directors. In the event of the dissolution of the Corporation, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a government agency or to a charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

## **ARTICLE XIV MISCELLANEOUS**

**Section 14.1 Fiscal Year.** The fiscal year of the Corporation shall end on June 30<sup>th</sup>.



**Section 14.2 Checks, Notes and Contracts.** The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

**Section 14.3 Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 14.4 Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

**Section 14.5 Books and Records.** The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation; the minutes of the proceedings of the Board of Directors and any committee of the Corporation; and a current list of the Directors and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

### **ADOPTION**

These Bylaws have been duly approved and adopted by the Board of Directors of the Corporation as of June 8, 2021.

RECYCLECT FOUNDATION, INC.

By: \_\_\_\_\_  
Name: Betsey Wingfield  
Title: Deputy Commissioner,  
Connecticut Department of Energy and  
Environmental Protection  
Duly Authorized by Katie S. Dykes, Chair  
and Commissioner, Connecticut Department  
of Energy and Environmental Protection