BYLAWS
OF THE
XXXXXXX
A STATE AFFILIATE CHAPTER
OF THE U.S. COMPOSTING COUNCIL

ARTICLE I.
OFFICES

Section 1. <u>Principal Office.</u> The principal office of the corporation shall be located XXXXXXX.

Section 2. <u>Registered Office.</u> The registered office of the corporation required by law to be maintained in the State of XXXXXX may be, but need not be, identical with the principal office.

Section 3. <u>Other Offices.</u> The corporation may have offices at such other places, either within or without the State of XXXXXX, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE II.

GENERAL

Section 1. <u>Purpose.</u> The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

The XXXXXX Composting Council is an authorized Affiliate Chapter (hereinafter referred to as Affiliate) organization of the US Composting Council as approved by the US. Composting Council. As a state-level Affiliate, it is charged with promoting programs and activities of the national US Composting Council.

Affiliate should tie in to the spirit of programs and mission/vision of the USCC in your purpose statement (Open to affiliate language) (required)

The corporation is dedicated to the development, expansion, and promotion of the composting industry based upon sound science, principles of sustainability, and economic viability. It will achieve its mission by:

- encouraging and guiding research;

• promoting best composting practices; • establishing standards; • educating professionals and the public; and • enhancing product quality and markets Its members envision that composters, generators of organic residues, policymakers, regulators, professionals, and consumers will pursue this mission. All policies and activities of the corporation shall be consistent with (i) the US Composting Council's policies and activities, (ii) applicable federal state and local anti-trust, trade regulation, or other legal requirements, and (iii) applicable tax exemption requirements, including the requirements that the corporation not be organized for profit, and that no part of its net earnings inure to the benefit of any private individual. The corporation has set forth its own policies in the areas of XX, and will abide by USCC's policies where the corporation does not have its own set policies.	Reference to Policies and Procedures that should be developed by Chapter in alignment with USCC; (See Addendum A for listing of policies that Affiliate must create for its own use or default to USCC's, and a link to USCC's policies template use by Affiliate wishes to use them as a template)
Section 2. <u>Earnings</u>. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 above.	This is in the bylaws of USCC. (required)
Section 3. <u>Activities Not Permitted</u>. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributions of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on **(a)** by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or **(b)** by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).	USCC is a 501C6 so this provision is not in USCC"s bylaws; this provision is for chapters filing for 501C3, which is most common for USCC chapters. This language is recommended only for 501C3's.
Section 4. <u>Dissolution.</u> Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the	

corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. **ARTICLE III** **BOARD OF DIRECTORS** **Section 1. <u>General Powers.</u>** The business and affairs of the corporation shall be managed by its Board of Directors. **Section 2. <u>Number, Term and Qualifications.</u>** The number of directors constituting the Board of Directors shall be at least XXXX (X); provided however, that the number of said directors shall be not less than the number required by law. Each director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor shall have been elected and qualified. Directors (need/need not be) residents of the State of XXXXX. **Section 3. <u>Election of Directors.</u>** The directors shall be elected at the annual meeting of the board of directors; and those persons who receive the highest number of votes shall be deemed to have been elected.	
Section 4. <u>Term of Office.</u> Directors shall be elected for XX year terms. A Director's term of service expires at the end of the XX calendar year. Directors shall not serve more than XX consecutive terms, XX years total, from date of first appointment to the Board.	Term limits: USCC suggests 3 terms and a 2 year break before running again. (Recommended)

Section 5. <u>Removal.</u> Any Director may be removed at any time with or without cause by a vote of a majority of the then sitting directors. If any directors are so removed, new directors may be elected at the same meeting. **Section 6. <u>Vacancies.</u>** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the authorized number of directors shall be filled only by election at an annual meeting or at a special meeting of directors called for that purpose. **Section 7. <u>Chair of Board.</u>** There may be a chair of the Board of Directors elected by the directors from their number at any meeting of the Board. The Chair shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board. **Section 8. <u>Director Responsibility.</u>** Each director of the Board is required to actively participate on at least one committee, task force, or special project activity during every year of service on the Board. Each Director is required to sign the Director's Code of Ethics and Conflict of Interest Policy. **Section 9. <u>Contracts with Directors and Officers</u>.** No member of the Board or Officer of this Council, nor any Council, firm, association or other entity in which one or more of this Council's Directors or Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Council, unless a) The material facts regarding that Director's or Officer's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; **ARTICLE IV.**	 USCC requires directors to serve on committees. (Requirement)

MEETINGS OF DIRECTORS **Section 1. <u>Regular Meetings.</u>** A regular meeting of the Board of Directors shall be held annually on the first _________ in ____________. In addition the Board of Directors may provide, by resolution, the time and place either within or without the State of XXXXX, for the holding of additional regular meetings. **Section 2. <u>Special Meetings.</u>** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Such a meeting may be held either within or without the State of XXXXX, as fixed by the person or persons calling the meeting. **Section 3. <u>Notice of Meetings.</u>** Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. **Section 4. <u>Waiver of Notice.</u>** Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. **Section 5. <u>Quorum.</u>** A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. **Section 6. <u>Manner of Acting.</u>** Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. **Section 7. <u>Presumption of Assent.</u>** A director of the corporation 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 his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by	

registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action. **Section 8. <u>Informal Action by Directors.</u>** Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. **Section 9. <u>Committees of the Board.</u>** The Board of Directors, by resolution adopted by a majority of the number of directors fixed by these bylaws, may designate three or more directors to constitute an Executive Committee and other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law. **ARTICLE V** **OFFICERS** **Section 1. <u>Officers of the Corporation.</u>** The officers of the corporation shall consist of a President, Vice-President and SecretaryTreasurer, and such other officers as the Board of Directors may from time to time elect. **Section 2. <u>Election and Term.</u>** The officers of the corporation shall be elected by the Board of Directors and each officer shall hold the office until his death, resignation, retirement, removal, disqualification or his successor shall have been elected and qualified. **Section 3. <u>One Person-One Office.</u>** One person may be elected and hold only one (1) office at a time. **Section 4. <u>Removal.</u>** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.	Important requirement to align with USCC. (Required)

Section 5. <u>President.</u> The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders. He shall sign, with the Secretary, an Assistant Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. <u>VicePresident.</u> In the absence of the President or in the event of his death, inability or refusal to act, the VicePresident, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Any Vice President may sign, with the Secretary or an Assistant Secretary, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Section 8. <u>Secretary.</u> The Secretary shall: (a) keep the minutes of the meetings of shareholders, of the Board of Directors and of all Executive Committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) sign with the President, or a VicePresident, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; (g) keep or cause to be kept in the State of XXXX at the

corporation's registered office or principal place of business a record of all shareholders and the number and class of shares held by each, and prepare or cause to be prepared voting lists prior to each meeting of shareholders as required by law; and (h) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. **Section 9. <u>Assistant Secretaries.</u>** In the absence of the Secretary or in the event of his death, inability or refusal to act, the Assistant Secretaries in the order of their length of service as Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be assigned to them by the Secretary, by the President, or by the Board of Directors. Any Assistant Secretary may sign, with the President or a VicePresident, certificates for shares of the corporation. **Section 10. <u>Treasurer.</u>** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of Section 4 of Article VIII of these bylaws: (b) prepare, or cause to be prepared, a true statement of the corporation's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the corporation's registered office or principal place of business in the State of XXXXX within four months after the end of such fiscal year and thereat kept available for a period of at least ten years; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors, or by these bylaws. **Section 11. <u>Assistant Treasurer.</u>** In the absence of the Treasurer or in the event of his death, inability or refusal to act, the Assistant Treasurers in the order of their length of service as Assistant Treasurer, unless otherwise determined by the Board of Directors, shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, by the President, or by the Board of Directors.	

ARTICLE VI.

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

ARTICLE VII.

GENERAL PROVISIONS

Section 1. Waiver of Notice. Whenever any notice is required to be given to any director by law, by the charter or by these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2. Indemnification. Any person who at any time serves or has served as a director, officer, employee or agent of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with any threatened,

pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding. The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him and giving notice to, and obtaining approval by, the shareholders of the corporation. Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person may be entitled apart from the provision of this bylaw. **Section 3. <u>Fiscal Year.</u>** The fiscal year of the corporation shall be fixed by the Board of Directors. **Section 3. <u>Amendments.</u>** Except as otherwise provided herein, the Board of Directors may take action to recommend amendments to these bylaws by a two-thirds (2/3) vote of all Directors, providing that written notice containing the proposed changes was given by the Secretary to each of the Directors at least thirty (30) days prior to the meeting for action thereon. However, such action by the Board of Directors is subject to further approval by the Members; therefore, the Members shall be notified by mail or by electronic media of a voting procedure to take action on Bylaws amendments. Members shall have at least ninety (90) days to vote on and approve or disapprove amendments to the Bylaws.	

Addendum 1	
USCC Policies Recommended for Adoption by State Chapter Affiliates	*These can be adapted for chapter affiliate use.*

REQUIRED: Chapter policy or default to USCC policy

US Composting Council Whistleblower Policy

If any employee reasonably believes that some policy, practice, or activity of U.S. Composting Council (USCC) is in violation of law, a written or verbal complaint may be filed by that employee with the Executive Committee or USCC President.

It is the intent of the U.S. Composting Council (USCC) to adhere to all laws and regulations that apply to the organization, and the purpose of this Policy is to support the organization's goal of legal compliance. The support of all employees/contractors is necessary to achieving compliance with various laws and regulations. An employee/contractor is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention of the USCC Executive Committee or President and provides the USCC with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees/contractors that comply with this requirement.

The USCC will not retaliate against an employee/contractor who, in good faith, has made a protest or raised a complaint against some practice of the USCC, or of another individual or entity with whom the USCC had a business relationship, based on a reasonable

REQUIRED: Chapter policy or default to USCC policy

US Composting Council Code of Ethics/Conflict of Interest

In order to ensure compliance with applicable laws and to protect USCC, its Board Members, Officers, Staff Members, Committee Members, Commissioners, and Contractors from potential legal problems regarding conflicts of interest and violation of fiduciary obligations, USCC endorses and adopts the following statement of policy.

To encourage and foster open and candid discussion at its meetings, the Board of Directors (Board) of the US Composting Council believes confidentiality must be maintained. Therefore, it is the policy of the Board of Directors of USCC that each Board Member, Officer, Staff Member, Committee Member, Commissioner, and Contractor shall not disclose information that is or has been identified as confidential or may give an unfair advantage unless compelled by legal process to disclose such information, or as otherwise agreed by the Board.

Board Members, Officers, Staff Members, Committee Members, Commissioners, and Contractors acknowledge that any violation of this policy could cause harm to USCC and compromise Board deliberations. Therefore, any Board Member, Officer, Staff Member, Committee Member, Commissioner, and Contractor who belief that the practice is in violation of law or a clear mandate of public policy.

The USCC will not retaliate against an employee/contractor who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of the USCC that the employee/contractor reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

My signature below indicates my receipt and understanding of this Policy. I also verify that I have been provided with an opportunity to ask questions about the Policy.

____

____

Employee/Contractor Signature Date

violates this policy shall be subject to termination of his/her position.

I. Duty of Loyalty

Among the fiduciary obligations of a Board Member, Officer, Staff Member, Committee Member, Commissioner, and Contractor of USCC is a duty of loyalty to the USCC. This includes supporting, and not opposing directly or indirectly, or taking any other stance against the policies and positions duly adopted by USCC's Board of Directors. As representatives of USCC, Board Members, Officers, Staff Members, Committee Members, Commissioners, and Contractors are obligated to maintain this duty of loyalty in all manner of activities during their terms of office. This duty of loyalty is not intended to, nor should it, discourage debate within meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process. Conduct shall be in a spirit of collegiality and respect for the collective decisions of the Board and subordinate to personal interests while maintaining the best interests of the Council. All representatives must conduct themselves in a professional manner and not demean or disparage other representatives verbally or in written form.

II. Confidentiality of Discussions and Documents

To encourage and foster open and candid discussion at its meetings, the USCC believes confidentiality must be maintained. Therefore, it is the policy of the USCC that each Board Member, Officer, Staff Member, Committee Member, Commissioner, and Contractor shall not disclose any and all information that is or has been identified as confidential or may give an unfair advantage, including discussions,

	documents, materials, correspondence, or reports, unless compelled by legal process to disclose such information, or as otherwise agreed to by the Board. Any discussion, information, or document that is of a sensitive or confidential nature shall be identified as such and labeled “CONFIDENTIAL” where possible. **<u>III. Conflicts of Interest</u>** Another fiduciary obligation of a non-profit corporation Board Member, Officer, Staff Member, Committee Member, Commissioner, and Contractor is to avoid "conflicts of interest". A "conflict of interest" is generally defined as a transaction in which an individual’s fiduciary obligations to the USCC may be in direct or indirect conflict with the individual’s personal or business interests whereas the individual or their interests may potentially benefit from the transaction. 1. Defining Conflict of Interest: In order for the USCC to retain recognition of exemption under Section 501(c)(6) of the Internal Revenue (IRS) Code, Board Members, Officers, Staff Members, Committee Members, Commissioners, and Contractors are required to disclose relationships that may create conflicts of interest. Quorum: Understanding how the IRS defines relationships and conflicts of interest is important when determining what qualifies as the organization’s quorum. A quorum is defined as the minimum number of members of a group who can officially meet to discuss business and vote on decisions. In a nonprofit setting, a quorum is the minimum number of unrelated

	board members needed to count as an official meeting. Relationships: The IRS defines a relationship between Board Members, Officers, Staff Members, Committee Members, Commissioners, and Contractors as follows: "Family relationships" include the individual's spouse, ancestors, children, grandchildren, great grandchildren, siblings (whether by whole or half-blood), and the spouses of children, grandchildren, great grandchildren, and siblings. "Business relationships" include employment and contractual relationships, and common ownership of a business where any Board Members, Officers, Staff Members, Committee Members, Commissioners, and Contractors, individually or together: "Ownership" means voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust. The USCC further defines a business relationship that causes a conflict of interest as any individual or organization that is: I. A substantial contributor to you. Ii. Board Members, Officers, Staff Members, Committee Members, Commissioners, and Contractors, or any other individual who has similar powers or responsibilities. iii.An individual who owns more than 20% of the total combined voting power of a corporation that is a substantial contributor to you.

	iv.An individual who owns more than 20% of the profits interest of a partnership that is a substantial contributor to you. v.An individual who owns more than 20% of the beneficial interest of a trust or estate that is a substantial contributor to you. Vi. A member of the family of any individual described in 1, 2, 3, 4, or 5 above. Vii. A corporation in which any individuals described in 1, 2, 3, 4, 5, or 6 above hold more than 35% of the total combined voting power. Viii. A trust or estate in which any individuals described in 1, 2, 3, 4, 5, or 6 above hold more than 35% of the beneficial interests; and Ix. A partnership in which any individuals described 1, 2, 3, 4, 5, or 6 above hold more than 35% of the profits interest. 2. Disclosing Conflict of Interest: To avoid potential conflict of interest problems, USCC implements the following procedures: 1. Any matter involving USCC and a USCC Board Members, Officers, Staff Members, Committee Members, Commissioners, and Contractors, and any corporation, partnership or other entity in which that individual has, expects, intends to have, or where there is a potential to have an actual or perceived financial or other beneficial interest, such individual, prior to any discussion or decision concerning the matter, shall fully disclose the material facts of the conflict and

	the individual's interest or relationship through the Conflict of Interest Disclosure Form to both the Executive Director and the USCC staff liaison. 1. If the Executive Director or Staff liaison are party to the conflict of interest, the matter shall be disclosed directly to the Executive Committee. 2. Upon such discovery or disclosure, the individual shall take no further action on the subject matter until resolution or a determination of participation is provided by the Executive Director. 3. Executive Director or Staff liaison notifies others affected by the conflict of interest. 4. The Executive Director may bring the concern to the Executive Committee for determination where deemed necessary.
RECOMMENDED: Chapter policy or default to USCC policy **US Composting Council Board Member Attendance Policy** The USCC By-laws require that all Board members make two commitments regarding attendance and participation: 1) Participate in 75% of the physical meetings and meetings conducted via Alternative Means in a year	*Required for chapters who are 501C6 or 501C4 trade:* **US Composting Council** **Anti Trust Policy** Fair and vigorous competition is essential to the maintenance of this country's free enterprise system. In furtherance of this principle, all activities are to be conducted in strict compliance with antitrust laws. Board Members, Officers, Staff Members, Committee Members, Commissioners, and Contractors are reminded

2) Actively participate on at least one committee, task force or special project activity during every year of service on the Board

The success of the USCC is dependent on an active and engaged board, individually and collectively. It is imperative that all Board members take their individual commitments and the requirements of the By-Laws seriously. The Board of Directors has developed this policy to set a clear and shared expectation for Boarding meeting attendance and participation in USCC activities:

- The Board Secretary will be the official record keeper of attendance.
- Board members are required to participate in 75% of the meetings each year. Participation is defined as participating in the lesser of 75% of the length of a meeting or 45 minutes to qualify as meeting the requirement.
- Board members must announce themselves upon entering the meeting and announce their departure so that their attendance and participation can be accurately recorded and calculated
- Board members will use best efforts to notify the Board Secretary when they know they will miss a Board Meeting.
- All Board meeting minutes will include the attendance of such meeting. Once the Board approves the minutes, the attendance for such meeting will be considered official. Please be sure that you check the attendance as recorded in the meeting minutes. If you feel the attendance record is inaccurate, you should contact the Board Secretary or bring it to the attention of the Board prior

that they are required to comply with the spirit and requirements of the antitrust laws.

A free exchange of ideas on matters of mutual interest to representatives of USCC members is necessary for the success of all meetings. Such an exchange of views is essential to the successful operation of every trade association. It is not the purpose of this policy to discourage the exploration in depth of any matters of legitimate concern to meeting participants. Nevertheless, to ignore certain antitrust ground rules, either through ignorance or otherwise, is to create a hazard business people cannot afford.

The Sherman Antitrust Act, The Clayton Act, the Federal Trade Commission Act, and the Robinson-Patman Act comprise the basic federal antitrust laws, which set forth the broad areas of conduct considered illegal as restraints of trade. In general, agreements or understandings between competitors that operate as an impediment to free and open competition are forbidden. The broad language of these laws suggests the scope of federal antitrust prohibitions by forbidding any "agreement or understanding...to substantially lessen competition or tend to create a monopoly in any line of commerce." In particular, the antitrust laws prohibit:

1. Discussing the fixing or regulating of prices, markups, or the conditions or terms for the sale.
2. Discussing the establishment of geographic trading areas, allocation of markets or customers, or classification of certain customers as being entitled to preferential treatment.
3. Discussing or participating in any plan designed to induce any manufacturer or

to the minutes being approved by the Board.

- Board attendance percentage will be reported to the Nominations Committee when Board members stand for re-election (e.g. John Doe attended 95% of scheduled meetings this year).
- We will maintain a public, year-to-date summary of Board member attendance on a Board member portal, so members can check in on Board member attendance.
  - If a Board member does not meet the 75% requirements over a fiscal year, the Board may take action to terminate the service of an individual director.
  - Per the USCC bylaws, Board members must actively participate on at least one committee, task force or special project activity during every year of service on the Board.
    - Participation shall be documented by committee and task force meeting minutes, as well as by other means of communication, including email.
    - Committee and task force members are responsible to clearly announce themselves upon entering committee or special project meetings and announce their departure from such meeting, so their attendance and

distributor to sell or refrain from selling or discriminate in favor of or against any customer or class of customers.

4. Discussing limiting or restricting the quantity of products to be produced.
5. Discussing or participating in any plan designed to control the means of transportation or channels through which products may be sold.
6. Discussing or participating in any plan which has the effect of discriminating against or excluding competitors.

This is, at best, only a general outline of some of the areas, which pose antitrust dangers in discussions between competitors and between sellers and their customers. They are provided to guide discussion during meetings, and in connection with social or other gatherings.

If any question arises about an item on a meeting agenda, it should be reviewed by legal counsel before the meeting. If the question does not arise until the meeting has begun, or if a questionable topic is about to be discussed in connection with any gathering, whether or not a formal meeting, that discussion should be immediately stopped and not resumed until approved by legal counsel.

<u>V. Fiduciary Obligations as to USCC Opportunities</u>

Another fiduciary obligation prohibits a Board Member, Officer, Staff Member, Committee Member, Commissioner, and Contractor of a non-profit corporation from seizing a "corporate opportunity" for their company's benefit or personal benefit. This means that such an individual may not take advantage of a business

participation can be accurately recorded. ■ All meeting minutes will include absences. ■ The Committee or Task Force Chair shall closely monitor meeting attendance and excessive absences.	opportunity in which the Board Member, Officer, Staff Member, Committee Member, Commissioner, and Contractor knows USCC has a genuine interest and where such an Association opportunity would be consistent with USCC's purposes, mission and goals as a non-profit corporation. Further, if the Board Member, Officer, Staff Member, Committee Member, Commissioner, and Contractor becomes aware of such an opportunity, they are obliged to inform USCC and allow USCC to act first. **<u>VI. Participation in Deliberations and Actions</u>** In any case in which there is a question of loyalty, conflict of interest, or corporate opportunity raised, the Board Member, Officer, Staff Member, Committee Member, Commissioner, and Contractor shall not participate in the meeting for the entire time the matter is discussed and voted upon. Violations to this policy can lead to disciplinary action or removal from the position or termination of the contract as per the By-Laws. I have read and understand the above expectations for this position or contract for the US Composting Council and agree to abide by this Code of Ethics and duty of confidentiality. **Print Name:** ____ **Company Name:** ____ **USCC Role (*circle all that apply*):**

	Board Member / Officer / Staff Member / Committee Member / Commissioner / Contractor / Other: ____ ____________________ **Signature** **Date**