

**BY-LAWS OF THE CENTRAL CONNECTICUT SOLID WASTE AUTHORITY**

**ARTICLE I**

**Name, Statutory Creation, Purpose and Principal Address**

Section 1. Name. The name of the authority shall be the Central Connecticut Solid Waste Authority (“CCSWA” or the “Authority”).

Section 2. Statutory Creation. Through the concurrent adoption of an ordinance in the form attached hereto as Exhibit A (the “Ordinance”) by the member municipalities of CCSWA, the Authority has been created as a regional solid waste authority under the provisions of Sections 7-273aa to 7-273oo, inclusive, of the Connecticut General Statutes Annotated (“Chapter 103b”), having all of the rights, powers, duties and obligations of a regional solid waste authority pursuant to Chapter 103b and Chapters 446d and 446e of the Connecticut General Statutes Annotated. Through their adoption of such Ordinances, the CCSWA member municipalities have designated the Authority as their regional solid waste authority, including their regional resource recovery authority; provided, however that such municipal designations of CCSWA do not constitute a commitment of any municipality’s solid waste or recyclables in a manner which is contrary to existing legal obligations, nor shall any provision of these By-Laws constitute such a commitment.

Section 3. Purpose. The purpose of CCSWA shall be to jointly manage solid waste disposal and recycling services and related activities on behalf of its municipal members.

Section 4. Principal Address. The principal address of CCSWA shall be 241 Main Street, Hartford, Connecticut 06106, c/o the Capitol Region Council of Governments.

## ARTICLE II

### **Decisions Requiring Further Municipal Legislative Body Action; Withdrawal**

Section 1. Commitment of Solid Waste and Recyclables. After adopting the Ordinance, a member municipality shall not be obligated to deliver its solid waste and recyclables to a facility designated by CCSWA without further express authorization by its legislative body.

Section 2. Authority Debt. After adopting the Ordinance, a member municipality shall not be obligated to incur its proportionate share of any indebtedness of CCSWA without further express authorization by its legislative body.

Section 3. Withdrawal from CCSWA. Any member municipality which has adopted the Ordinance but which does not wish to (a) deliver its solid waste and recyclables to a facility designated by CCSWA, (b) provide its proportionate share of the future costs of CCSWA programs and operations or (c) pay its proportionate share of any indebtedness duly authorized by CCSWA as provided in Section 5 of Article VII of these By-Laws, may, upon a vote of its legislative body, elect to withdraw from CCSWA; provided, however, that no such withdrawal shall relieve such municipality of any such liability, responsibility or obligation incurred by it while it was a member of CCSWA or a user of any CCSWA project. Any member municipality which does not wish to (a) deliver its solid waste and recyclables to a facility designated by CCSWA, (b) pay its proportionate share of the future costs of CCSWA programs and operations or (c) pay its

proportionate share of any indebtedness duly authorized by CCSWA as provided in Section 5 of Article VII of these By-Laws, but which nevertheless does not voluntarily withdraw from membership in CCSWA, may be stripped of its CCSWA membership by an affirmative vote of a majority of all CCSWA members (rather than a simple majority of those present and voting). Any such removal vote shall take place at a meeting of the Authority's full membership duly called for such purpose and conducted in accordance with procedures established by the Executive Committee. At such meeting, the municipal member subject to removal from the Authority shall not be entitled to vote on the question of its removal.

### **ARTICLE III**

#### **Membership, Member Representation and Authority Meetings**

Section 1. Members of the Authority. Any Connecticut municipality located within one of the four sub-regions described in Section 2 of this Article III which adopts the Ordinance shall be a member of CCSWA.

Section 2. Authority Sub-Regions. Each member municipality of CCSWA shall be assigned to one of four sub-regions: (1) the Northwest Sub-Region, (2) the Naugatuck Valley Sub-Region, (3) the Greater Capitol Sub-Region or (4) the Shoreline Sub-Region, such sub-regions to be as depicted on the map attached hereto as Exhibit B, which has been approved by the Executive Committee.

Section 3. Member Representation at Authority Meetings. Each municipal member shall appoint one representative to CCSWA, which shall be the current chief elected official of the municipality or that official's designee, and that representative shall exercise the voting powers established for that municipal member at meetings of the full

Authority membership and the Executive Committee as set forth in these By-Laws. As long as the method of appointment and removal and the term of office of each municipal member representative shall be consistent with the first sentence of this section, the details of such appointment, removal and term of office shall be as determined by the appointing municipality; provided however, that not more than half of the terms of all such municipal representatives shall expire within any one fiscal year.

Section 4. Designees. The current chief elected official of each municipal member may appoint up to three designees to serve as that municipality's CCSWA representative, and written notice of any such appointment shall be sent to the Secretary of CCSWA in advance of any meeting to be attended by a designee. Only one such designee may represent a municipality at any one meeting of the full Authority membership or the Executive Committee.

Section 5. Member Voting Rights at Meetings of the Authority's Full Membership. The number of votes to be cast by each municipal member of CCSWA at any meeting of the Authority's full membership shall be determined in accordance with the following five-tiered voting system based on the individual population of each municipal member compared to the total population of all CCSWA municipal members (all such population figures to be derived from the most recent annual data published by the Connecticut Department of Public Health):

(a) each municipal member whose individual population is less than one percent (1%) of the total population of all CCSWA municipal members shall have one (1) vote;

(b) each municipal member whose individual population is equal to or greater than one percent (1%), but less than two percent (2%), of the total population of all CCSWA municipal members shall have two (2) votes;

(c) each municipal member whose individual population is equal to or greater than two percent (2%), but less than five percent (5%), of the total population of all CCSWA municipal members shall have three (3) votes;

(d) each municipal member whose individual population is equal to or greater than five percent (5%), but less than ten percent (10%), of the total population of all CCSWA municipal members shall have four (4) votes; and

(e) each municipal member whose individual population is equal to or greater than ten percent (10%) of the total population of all CCSWA municipal members shall have five (5) votes.

The population percentage figures for all municipal members shall be initially determined on the date these By-Laws are first adopted by the Authority and on the date of each annual meeting of the Authority thereafter, with no interim calculations between such designated calculation dates.

Section 6. Annual Meeting. In addition to any other meetings of the municipal membership of CCSWA which may be called, there shall be at least one annual meeting of the full membership of CCSWA in December of each year to: (1) fill member vacancies occurring on the Executive Committee in the next calendar year, provided, however, that the initial members of the Executive Committee need not be elected at an annual meeting; (2) to elect the officers of CCSWA for the next calendar year from among the members of the Executive Committee, provided, however, that the

initial officers of CCSWA need not be elected at an annual meeting; (3) to adopt the final annual budget of CCSWA for the next fiscal year; and (4) to consider and/or enact such other business as shall be deemed advisable at such meeting, including, without limitation, the consideration or enactment of any matter reserved for determination by the full membership of the Authority as provided in these By-Laws.

Section 7. Quorum and Voting Requirements. At the CCSWA annual meeting or any other meeting of the full membership of CCSWA, a simple majority of the total number of municipal members of CCSWA shall constitute a quorum, and no action of the full membership of CCSWA shall be valid and binding unless adopted by an affirmative vote of a majority of the municipal members of CCSWA present and voting at a duly called meeting, subject to higher voting requirements applicable to particular matters such as those set forth in Section 3 of Article II, Article IV, Section 6 of Article V and Section 5 of Article VI of these By-Laws.

Section 8. Notice of Authority Full Membership Meetings. Written or printed notice stating the place, day, and hour of the meeting of the full membership of CCSWA shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting (by mail, e-mail or fax, at the discretion of the Secretary) to the chief executive official of each municipal member of CCSWA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the chief executive official of each municipal member at his or her address as it appears on the records of the Authority, with postage thereon prepaid. Any matter relating to the affairs of the Authority may be brought up for discussion (and added to the agenda by a majority vote of those present) at the annual meeting or any other meeting of the Authority's

municipal members, whether or not stated in the notice of the meeting, provided, however, that unless stated in the notice of the meeting, no By-Law provision may be brought up for adoption, amendment or repeal.

Section 9. Order of Business. The order of business at the annual meeting of the Authority's full membership and, insofar as practical, at all other meetings of the Authority's full membership, shall be established by the Executive Committee.

Section 10. Conduct of Authority Meetings. All meetings of the full membership of CCSWA, including, without limitation, meetings described in Article IV of these By-Laws, shall be conducted in accordance with the provisions of the Connecticut Freedom of Information statutes and regulations.

#### **ARTICLE IV**

##### **Adoption and Amendment of Authority By-Laws**

It shall require the affirmative vote of a majority of all CCSWA municipal members (rather than a simple majority of those present and voting) to adopt these By-Laws or any amendment thereto, such vote to take place at any duly-called meeting of the full membership of CCSWA (conducted in accordance with the voting rules and other provisions set forth in Article III of these By-Laws).

#### **ARTICLE V**

##### **Executive Committee and Other Authority Committees**

Section 1. Composition of Executive Committee. The full membership of CCSWA shall establish an Executive Committee composed of an odd number of members totaling no more than eleven to manage the ongoing programs and operations of

CCSWA, subject to any specific or general directions regarding such management imposed by majority vote of CCSWA members present and voting at a duly-called meeting of the Authority's full membership. No municipal member of CCSWA shall have more than one representative on the Executive Committee, and each municipal member of the Executive Committee shall have one vote, without regard to the population-based voting system established by Section 5 of Article III of these By-Laws. The members of such Executive Committee elected by the full membership of CCSWA shall include one representative from each of the five voting tiers established pursuant to Section 5 of Article III of these By-Laws for meetings of the Authority's full membership, and in electing members to the Executive Committee, the Authority shall also give due consideration to geographical representation. In addition, there shall be two non-elected members of the Executive Committee, a representative of the municipality which has supplied the largest annual solid waste tonnage to a facility designated by the Authority according to the most recent records compiled by the Connecticut Department of Environmental Protection (the "Solid Waste Tonnage Representative") and a representative of the municipality which has recycled the largest annual percentage of recyclable materials according to the most recent records compiled by the Connecticut Department of Environmental Protection (the "Recycling Representative"). In the event that a municipality is entitled to representation on the Executive Committee in multiple categories as provided hereinabove, that municipality shall retain the rights and title of all such categories for its single representative on the Executive Committee, which shall have a single vote on such committee.

Section 2. Executive Committee Terms of Office. The elected members of the Executive Committee shall be elected to staggered terms of office as set forth hereinbelow. Each such elected member shall be designated as a Group A member, a Group B member or a Group C member, with initial and all subsequent Group A members to serve three-year terms, initial Group B members to serve two-year terms and all subsequent Group B members to serve three-year terms, and initial Group C members to serve one-year terms and all subsequent Group C members to serve three-year terms. The election of initial Group A, Group B and Group C members need not take place at an annual meeting. The term of office of each Group A, B and C member shall commence on January 1 and end of December 31; provided, however, if initial Group A, B and C members are elected prior to the initial annual meeting in December, 2010, the terms of office of such initial members shall commence immediately upon such election, and the portion of their terms occurring prior to January 1, 2011 shall not count against the duration of their terms of office as described in the first sentence of this Section 2 of Article V. Any Group A, B or C member may be reelected to serve successive terms on the Executive Committee, as the full membership of CCSWA may determine. Instead of being assigned to a Group as is the case with elected members, the Solid Waste Tonnage Representative and the Recycling Representative to the Executive Committee shall each serve one-year terms which shall automatically be renewed at the end of each calendar year as long as the municipalities in question continue to qualify for such non-elected representation on the Executive Committee in accordance with Section 1 of Article V of these By-Laws.

Section 3. Executive Committee Functions and Powers. Except as otherwise provided by the full membership of CCSWA, the Executive Committee shall have the following functions and powers:

- (a) To conduct the business of the Authority within the policy guidelines established by the full membership of CCSWA;
- (b) At the conclusion of each Authority fiscal year, to prepare an annual report on CCSWA's programs and operations;
- (c) To receive a proposed annual budget for the next fiscal year from the Finance Committee and to adopt a recommended version of such budget for transmittal to the full membership of the Authority;
- (d) To receive a proposed version of any vendor contract from the Finance Committee and to adopt a recommended version of such contract for transmittal to the full membership of the Authority;
- (e) To provide for an annual audit of each completed fiscal year;
- (f) To create and appoint members to standing and temporary committees;
- (g) To receive, hold and disburse funds, recommend dues and fees payable to the Authority (including a schedule of interest and late charges for delinquent members), seek and accept grants and authorize the execution of contracts on behalf of the Authority;
- (h) To direct and manage the employment of a staff, including the fixing of salary and benefits;
- (i) To review and evaluate the performance of any staff member; and

(j) To perform any other duties customarily performed by an Executive Committee.

Section 4. Meetings of the Executive Committee. The Executive Committee shall meet monthly or on the call of the Chairperson or Vice-Chairperson, or at the direction of the full membership of CCSWA. A simple majority of the voting members of the Executive Committee shall constitute a quorum, and no action of the Executive Committee shall be valid and binding unless adopted by an affirmative vote of a majority of the members of the Executive Committee present and voting at a duly-called meeting.

Section 5. Notice of Executive Committee and Other Committee Meetings. Meetings of the Executive Committee shall be held at such place within or without the State of Connecticut, as may be determined by the Executive Committee and designated in the notice of the meeting and at such time as may be set forth in the notice thereof, provided that at least two (2) business days advance notice (in writing or otherwise) of every meeting shall be given to each member of the Executive Committee.

Meetings of all other Authority committees in addition to the Executive Committee shall be held at such place within or without the State of Connecticut, as may be determined by the chairperson of the committee and designated in the notice of the meeting and at such time as may be set forth in the notice thereof, provided that at least two (2) business days advance notice (in writing or otherwise) of every meeting shall be given to each member of the committee.

Section 6. Removal of a Member of the Executive Committee. Any municipal member of the Executive Committee, whether elected or non-elected, may be removed from membership on the Executive Committee with or without cause by an affirmative vote of two-thirds (2/3rds) of all CCSWA members (rather than a simple two-thirds vote of those present and voting). Any such removal vote shall take place at a meeting of the Authority's full membership duly called for such purpose and conducted in accordance with procedures established by the Executive Committee. At such meeting, the municipal member subject to removal from the Executive Committee shall not be entitled to vote on the question of its removal. Upon any such removal of a member municipality from the Executive Committee, all representatives of such municipality which serve as officers of the Authority shall also be removed from office.

Section 7. Finance Committee. The Executive Committee shall, by resolution, establish and appoint members to a standing committee known as the Finance Committee. The Finance Committee shall consist of five (5) municipal members of the Authority, including, in all events, the municipality serving as the Solid Waste Tonnage Representative on the Executive Committee, and a representative from a Host Municipality (as defined in Section 8 of Article V of these By-Laws), and there shall be no limit on the number of representatives from any single member municipality which may serve on the Finance Committee. The Finance Committee shall be responsible for: (1) adopting a proposed annual budget of the Authority for each fiscal year and transmitting such proposed budget to the Executive Committee and (2) adopting a negotiated version of any contract with a solid waste vendor in connection with a Facility (as defined in Section 8 of Article V of these By-Laws) designated for use by the

Authority and transmitting such proposed vendor contract to the Executive Committee. A majority of the members of the Finance Committee shall constitute a quorum, and the affirmative vote of a majority of such quorum shall be sufficient to conduct any business or pass any measure. It shall require the affirmative vote of two-thirds (2/3rds) of the members of the Executive Committee present and voting at a duly-called meeting of such committee to amend the proposed annual budget of the Authority or an Authority vendor contract transmitted to the Executive Committee by the Finance Committee.

Section 8. Host Municipality Committee. The Executive Committee shall, by resolution, establish and appoint members to a standing committee known as the Host Municipality Committee. The Host Municipality Committee shall consist of at least two (2) municipal members of the Authority, including all members whose municipal boundaries contain any solid waste or recycling facility or transfer station (each, a “Facility”) designated for use by the Authority (each, a “Host Municipality”). Prior to the Authority’s initial designation for use of one or more Facilities, the Host Municipality shall be the City of Hartford. The Host Municipality Committee shall be responsible for advising and reporting to the Executive Committee on any matter pertaining to the community impact of Facilities designated for use by the Authority. A majority of the members of the Host Municipality Committee shall constitute a quorum, and the affirmative vote of a majority of such quorum shall be sufficient to conduct any business or pass any measure.

Section 9. Other Authority Committees. In addition to the Finance Committee and the Host Municipality Committee, the Executive Committee may create one or more additional standing or temporary committees, by a resolution passed by a majority of the Executive Committee. Such committee(s) shall consist of two (2) or more members of the Executive Committee and shall have such powers and duties as the Executive Committee deems desirable. The members of such committee(s) shall be appointed by a majority vote of the Executive Committee and shall serve at the pleasure of the Executive Committee. A majority of the members of any committee, standing or temporary, shall constitute a quorum, and the affirmative vote of a majority of such quorum shall be sufficient to conduct any business or pass any measure.

Section 10. Conduct of Committee Meetings. Meetings of the Executive Committee and any other Authority committee shall be conducted in accordance with the provisions of the Connecticut Freedom of Information statutes and regulations and may be held by means of conference telephone or similar communications equipment enabling all members of the Executive Committee or other committee participating in the meeting to identify and listen to one another. Committee members meeting by conference call may vote at such meetings to the extent and in the manner permitted by Connecticut Freedom of Information statutes and regulations.

## ARTICLE VI

### Officers

Section 1. Election of Officers. From among the members of the Executive Committee, the full membership of CCSWA shall elect persons to serve as the Chairperson, Vice-Chairperson, Secretary and Treasurer of CCSWA.

Section 2. Terms of Office. The initial Chairperson, Vice-Chairperson, Secretary and Treasurer of CCSWA shall each be elected to a term of office beginning on the date of his or her election and ending on December 31 of the year immediately following the year of such election. The election of such initial officers need not take place at an annual meeting of the Authority. Thereafter, the Chairperson, Vice-Chairperson, Secretary and Treasurer of CCSWA shall each be elected to one-year terms of office running from January 1 to December 31, such election to take place at the annual December meeting of the Authority immediately preceding the beginning of such terms. Any such officer of the Authority may be reelected to serve successive terms of office in the same or a different office, as the full membership of CCSWA shall determine.

Section 3. Duties of the Chairperson. The Chairperson shall preside over all meetings of the Executive Committee and all meetings of the full membership of CCSWA. In the absence of the Chairperson, the Vice-Chairperson shall preside at such meetings, or in his or her absence, the Secretary or the Treasurer may preside.

Section 4. Duties of the Secretary and Treasurer. The Secretary shall record or cause to be recorded all the votes and proceedings of the Executive Committee and the

meetings of the full membership of CCSWA. The Treasurer shall perform such duties as the Executive Committee and/or the full membership of CCSWA may from direct from time to time.

Section 5. Removal of An Officer. Any officer may be removed, with or without cause, from such office by an affirmative vote of two-thirds (2/3rds) of all CCSWA members (rather than a simple two-thirds vote of those present and voting). Any such removal vote shall take place at a meeting of the Authority's full membership duly called for such purpose and conducted in accordance with procedures established by the Executive Committee. At such meeting, the municipality represented by the officer subject to removal shall not be entitled to vote on his or her removal. Upon his or her removal as an officer of the Authority, the individual in question shall also lose his or her right to continue to serve as a municipal representative on the Executive Committee.

Section 6. Resignation. Any officer may resign at any time by giving written notice to the Chairman of the Authority. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be a condition precedent necessary to its effectiveness.

Section 7. Temporary Replacement of Officers. In the event of resignation, retirement, disqualification, death, disability or removal from office, absence or inability to serve, for any reason whatsoever, of any officer of the Authority, the Executive Committee may by resolution temporarily delegate the powers and duties of such officer to any other officer or member of the Executive Committee, or alternatively, the vacancy so created shall be filled by the Executive Committee until the next election of officers by the full membership of CCSWA.

## ARTICLE VII

### Finances

Section 1. Fiscal Year and Budget. The Authority's fiscal year shall begin on July 1 of a particular year and terminate on June 30 of the following year, and the Authority's annual budget shall conform to its fiscal year.

Section 2. Dues and Fees. Municipal members shall be required to pay dues and fees at a rate and frequency determined in accordance with the procedures set forth in these By-Laws. The current dues and fees rate schedule shall be maintained by the Authority and provided to any member of the Authority upon request. Municipal members who fail to pay their dues and fees within thirty (30) days from the time such dues and fees become due may be deemed delinquent. If full payment is not made within the next succeeding thirty (30) days after the date of delinquency, the delinquent member may, without further notice and without hearing, be suspended from exercising its voting privileges as a member of CCSWA or any committee of CCSWA and be required to pay interest and late charges on such delinquent payments (from the initial date of delinquency) in accordance with a schedule determined by the Executive Committee.

Section 3. Control and Disbursement of Funds. Funds which accrue to CCSWA shall be controlled, disbursed and accounted for by the Executive Committee.

Section 4. Prohibition Against Member Monetary Compensation. The members and member representatives of CCSWA shall receive no monetary compensation solely for their service as members and member representatives of CCSWA; provided, however, that the ability of CCSWA, to pay host community compensation to municipal members (but not to individual municipal representatives)

which agree to host facilities owned or used by CCSWA within their municipal borders shall not be affected by this prohibition.

Section 5. Procedure for Authorizing Authority Debt. CCSWA may authorize the incurrence of Authority indebtedness in accordance with the provisions of Chapter 103b, which presently requires that such collective debt issuance must be individually approved by the legislative body of each CCSWA municipal member.

## **ARTICLE VIII**

### **Indemnification**

To the extent permitted by the laws of the State of Connecticut, the Authority shall indemnify any officer, representative or employee of CCSWA who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding (other than an action by or in the name of the Authority), by reason of the fact that he or she is an officer, representative or employee of CCSWA, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any such claim, action, suit or proceeding; provided that no indemnification shall be provided with respect to any civil matter in which he or she shall have been finally adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of CCSWA, or, in any criminal matter, not to have had reasonable cause to believe that his or her conduct was lawful. To the extent permitted by law, the Authority may purchase and maintain insurance against the liabilities of its officers, representatives, employees and agents.

## EXHIBIT A

### ORDINANCE TO CREATE AND BECOME A MEMBER OF THE CENTRAL CONNECTICUT SOLID WASTE AUTHORITY

#### Section One: Statement of Purpose

Pursuant to Section 7-273aa of the Connecticut General Statutes Annotated, which provides that any two or more Connecticut municipalities may, by concurrent ordinances of their legislative bodies, create a regional solid waste authority under the provisions of Sections 7-273aa to 7-273oo, inclusive (“Chapter 103b”), to jointly manage solid waste and recycling services on behalf of its members, the purpose of this Ordinance is to create such a regional authority to be known as the Central Connecticut Solid Waste Authority (“CCSWA”). Upon adoption of this Ordinance by two or more municipalities, CCSWA shall be created.

#### Section Two: Creation of the Regional Solid Waste Authority

CCSWA is hereby created as a regional authority under the provisions of Chapter 103b and shall have all the rights, powers, duties and obligations of a regional authority pursuant to Chapter 103b and Chapters 446d and 446e of the Connecticut General Statutes Annotated.

#### Section Three: Designation of Regional Solid Waste Authority

The [Town/City] of \_\_\_\_\_ (the “Municipality”) hereby designates CCSWA as its regional solid waste authority, including its regional resource recovery authority, and adopts the provisions of Chapter 103b in connection with this election to become a member of CCSWA; provided, however, that this designation and membership election shall not constitute a commitment of the Municipality’s solid waste or recycling streams, and provided further that the Municipality agrees that it shall take no action, now or in the future, contrary to its currently existing legal obligations and commitments, including, without limitation, making any pledge of its municipal solid waste or recycling streams to a disposal or recycling option chosen through CCSWA which has an effective date commencing prior to the expiration date of any currently existing waste stream commitment to another disposal or recycling arrangement. By adopting this Ordinance, the Municipality shall not be obligated now or in the future to make any such commitment of its solid waste or recycling streams, or to commit any funding toward CCSWA, without further express authorization by its legislative body.

Section Four: Purpose of the Authority

The purpose of CCSWA shall be to solicit and jointly manage solid waste and recycling services on behalf of its members.

Section Five: Principal Address of the Authority

The principal address of CCSWA shall be 241 Main Street, Hartford, Connecticut 06106, c/o the Capitol Region Council of Governments.

Section Six: Members of the Authority

The members of CCSWA shall be the municipalities, including the Municipality, which adopt this Ordinance. Each member municipality shall be assigned to one of four sub-regions of CCSWA: (1) the Northwest Sub-Region, (2) the Naugatuck Valley Sub-Region, (3) the Greater Capitol Sub-Region or (4) the Shoreline Sub-Region.

Section Seven: Voting System for Meetings of the Authority's Full Membership

The number of votes to be cast by each municipal member of CCSWA at any meeting of the authority's full membership shall be determined in accordance with the following five-tiered voting system based on the individual population of each municipal member compared to the total population of all CCSWA municipal members (all such population figures to be derived from the most recent annual data published by the Connecticut Department of Public Health):

- (a) each municipal member whose individual population is less than one percent of the total population of all CCSWA municipal members shall have one vote;
- (b) each municipal member whose individual population is equal to or greater than one percent, but less than two percent, of the total population of all CCSWA municipal members shall have two votes;
- (c) each municipal member whose individual population is equal to or greater than two percent, but less than five percent, of the total population of all CCSWA municipal members shall have three votes;
- (d) each municipal member whose individual population is equal to or greater than five percent, but less than ten percent, of the total population of all CCSWA municipal members shall have four votes; and
- (e) each municipal member whose individual population is equal to or greater than ten percent of the total population of all CCSWA municipal members shall have five votes.

Section Eight: Appointment, Removal and Term of Office of a Municipal Member Representative

Each municipal member shall appoint one representative to CCSWA, which shall be the current chief elected official of the municipality or that official's designee, and that representative shall exercise the voting powers established for that municipal member as set forth in this Ordinance. As long as the method of appointment and removal and the term of office of each municipal member representative shall be consistent with the first sentence of this section, the details of such appointment, removal and term of office shall be as determined by the appointing municipality; provided however, that not more than half of the terms of all such municipal representatives shall expire within any one fiscal year.

Section Nine: Annual Meeting and By-Laws of the Authority

There shall be at least one annual meeting of all municipal members of CCSWA, to elect the members of the Executive Committee and enact such other business as shall be deemed advisable at such meeting, all as provided in the by-laws of CCSWA to be adopted after its formation. It shall require the affirmative vote of a majority of all CCSWA municipal members to enact the authority by-laws or adopt any amendments thereto, such vote to take place at a duly-called meeting of the full membership of CCSWA, with proxy voting to be permitted at such meeting.

Section Ten: Prohibition Against Member Monetary Compensation Other Than Host Community Compensation

The members and member representatives of CCSWA shall receive no monetary compensation solely for their service as members and member representatives of CCSWA; provided, however, that the ability of CCSWA, if it chooses to do so in its sole discretion, to pay host community compensation to municipal members which agree to host facilities owned or used by CCSWA within their municipal borders shall not be affected by this prohibition.

Section Eleven: Executive Committee of the Authority

The full membership of CCSWA shall elect an Executive Committee to manage the operations of CCSWA, provided, however, that the specific division of responsibilities for such management between the Executive Committee, the full membership of CCSWA and any other body or officer of CCSWA shall be consistent with the by-laws of CCSWA to be adopted after its formation. No member of CCSWA shall have more than one representative on the Executive Committee, and each member of the Executive Committee shall have one vote, without regard to the voting system established by Section 7 of this Ordinance for meetings of the authority's full membership. The members of such Executive Committee shall constitute an odd number, shall include at least one representative of each of the five voting tiers established pursuant to Section 7 of this Ordinance for meetings of the authority's full

membership, and shall also be determined by considerations of geographical representation based on the four sub-regions established under Section 6 of this Ordinance, all such matters and the terms of office and appointment of such Executive Committee members and other matters pertaining thereto to be specifically determined in a manner consistent with the by-laws of CCSWA to be adopted after its formation.

Section Twelve: Adoption

This Ordinance is hereby adopted pursuant to and in compliance with all laws governing the Municipality's adoption of ordinances.

Dated: \_\_\_\_\_, 2010

**EXHIBIT B**

**MAP OF CCSWA SUB-REGIONS**