

Adopted: NEW EFFECTIVE DATE

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”), as amended from time to time, 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 collaboratively explore, coordinate, and implement solid waste, food waste/organics, and recycling disposal, diversion, and management, including education and outreach, programs, services, funding opportunities, procurement and related activities on behalf of its municipal members in conjunction with CTDEEP, CCSMM, and other public/private stakeholders.

Section 4. Principal Address. The principal address of CCSWA shall be the business address of record in Hartford, CT, c/o the Capital 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, food waste/organics, and/or 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 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, food waste/organics, and/or 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 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 sub-regions described herein which adopts the Enabling Ordinance and is accepted by an affirmative vote of the full Authority membership shall be a member of CCSWA.

Section 2. Authority Sub-Regions. Each member municipality of CCSWA shall be assigned to a sub-region: (1) the Northwest Sub-Region, (2) the Naugatuck Valley Sub-Region, (3) the Greater Capitol Sub-Region, (4) the Shoreline Sub-Region, or (5) other sub-regions, as may be added or amended from time to time; 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 (1) 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 two (2) 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 (1) such designee may represent a municipality at any 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 tiered voting system based on the individual population of each municipal member (all such population figures to be derived from the most recent Decennial Census published by the U.S. Bureau of the Census):

(a) each municipal member whose population is less than 24,999 shall have one (1) vote;

(b) each municipal member whose population is between 25,000 and 74,999 people shall have two (2) votes;

(c) each municipal member whose population is equal to 75,000 or greater shall have three (3) 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 the 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 (1) annual meeting of the full membership of CCSWA in each calendar 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. The exact date of such Annual Meeting may vary year to year and shall be set by resolution of the Executive Committee with proper notice to the full membership.

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. No action of the full membership of CCSWA shall be valid and binding unless adopted by an affirmative vote of a majority of the total number of tiered votes, as provided herein, 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 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) calendar 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 the total number of tiered votes, as provided for herein, 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 these By-Laws, shall be conducted in accordance with the provisions of the Connecticut Freedom of Information statutes and regulations and may be remote only, consistent with *provisions in Connecticut Public Act 22-2, as amended from time to time.*

ARTICLE IV

Adoption and Amendment of Authority By-Laws

It shall require the affirmative vote of a majority of the total tiered votes 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 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 (11) members to manage the ongoing programs and operations of CCSWA, subject to any specific or general directions regarding such management imposed by majority vote of the total number of tiered votes, as provided herein, 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 (1) elected representative on the Executive Committee, and each municipal member of the Executive Committee shall have one (1) vote, without regard to the population-based voting system established by these By-Laws. The members of such Executive Committee elected by the full membership of CCSWA shall include one (1) representative from each of the voting tiers established pursuant to these By-Laws for meetings of the Authority's full membership, provided that there is at least one (1) municipality in each tier. In electing members to the Executive Committee, the Authority shall also give due consideration to geographical representation. In addition, there shall be two (2) 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 annual records compiled by the Connecticut Department of Environmental Protection (the "Recycling Representative").

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 or a Group B member, with initial and all subsequent Group A members to serve two (2) year terms and all subsequent Group A members to serve one (1) year terms and initial Group B members to serve one (1)-year terms and all subsequent Group B members to serve two (2)-year terms. The election of initial Group A and/or Group B members need not take place at the Annual Meeting. The term of office of each Group A and B member shall commence on January 1 and end of December 31; provided, however, if initial Group A and/or B members are elected prior to the initial Annual Meeting, 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 shall not count against the duration of their terms of

office. Any Group A or B 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, the Solid Waste Tonnage Representative and the Recycling Representative to the Executive Committee shall each serve one (1) 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 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 in accordance with the Connecticut Freedom of Information Act, as amended from time to time, , and 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. Meetings may be *REMOTE ONLY consistent with provisions in Connecticut Public Act 22-3, as amended from time to time.*

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 cause only by an affirmative vote of two-thirds (2/3rds) of the total number of tiered votes, as provided for herein (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 the Executive Committee.

Section 7. Finance Committee. The Executive Committee shall 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 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 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 three-fifths (3/5ths) 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. Other Authority Committees. In addition to the Finance Committee, the Executive Committee may create one (1) 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 9. 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, as amended from time to time, and may be held by means of

conference telephone or similar tele/electronic 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 or a virtual meeting platform may vote at such meetings to the extent and in the manner permitted by Connecticut Freedom of Information statutes and regulations, as amended from time to time.

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 the Annual Meeting of the Authority. Thereafter, the Chairperson, Vice-Chairperson, Secretary, and Treasurer of CCSWA shall each be elected to one (1) year term of office running from January 1 to December 31, such election to take place at the Annual 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 direct from time to time.

Section 5. Removal of An Officer. Any officer may be removed with cause from such office by an affirmative vote of two-thirds (2/3rds) of the total number of tiered votes, as provided for in Article III, Section 5, (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) calendar 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) calendar 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 may 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.

Section 5. Procedure for Authorizing Authority Debt. CCSWA may authorize the incurrence of Authority indebtedness in accordance with the provisions of Chapter 103b, as amended from time to time, 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”), as amended from time to time, 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 (2) 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, as amended from time to time.

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, food waste/organics, and/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, food waste/organics, and/or recycling streams to a disposal, diversion, 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, diversion, 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, food waste/organics, and/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 collaboratively explore, coordinate, and implement solid waste, food waste/organics, and recycling disposal, diversion, and management, including education and outreach, programs, services, funding opportunities and related activities on behalf of its municipal members in conjunction with CTDEEP, CCSMM, and other public/private stakeholders.

Section Five: Principal Address of the Authority

The principal address of CCSWA shall be the principal place of business of the Capitol Region Council of Governments.

Section Six: Members of the Authority

The members of CCSWA shall be the municipalities, including each Municipality which adopts this Ordinance. Each member municipality shall be assigned to one of the sub-regions of CCSWA: (1) the Northwest Sub-Region, (2) the Naugatuck Valley Sub-Region, (3) the Greater Capitol Sub-Region, (4) the Shoreline Sub-Region, or (5) other sub-regions as may be added or amended from time to time.

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 current CCSWA By-Laws.

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

Each municipal member shall appoint one (1) representative to CCSWA, which shall be the current chief elected official of the municipality or that official's designee(s). Such representative(s) shall exercise the voting powers established for that municipal member as set forth in this Ordinance and in the CCSWA By-Laws, as may be amended from time to time. 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.

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

There shall be at least one (1) 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 CCSWA By-Laws 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.

Section Ten: 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.

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 CCSWA By-Laws, as adopted and/or amended from time to time. Each member of the Executive Committee shall have one (1) vote, consistent with the By-Laws and by this Ordinance for meetings of the authority's full membership. The members of the Executive Committee shall constitute an odd number and shall be elected consistent with the provisions of the CCSWA By-Laws, as amended from time to time.

Section Twelve: Adoption

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

Dated: _____,

EXHIBIT B
MAP OF CCSWA SUB-REGIONS

INCLUDE MAP