

Southern Windsor/Windham Counties Solid Waste Management District



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BY-LAWS

Adopted on December 16, 1981
Amended on December 18, 1984
Amended on June 21, 2007
Amended on October 28, 2010

**AGREEMENT
FOR THE FORMATION OF THE
SOUTHERN WINDSOR/WINDHAM COUNTIES
SOLID WASTE MANAGEMENT DISTRICT**

**ARTICLE I
CREATION AND POWERS**

1. CREATION

Upon approval of this Agreement by the participating municipalities, as required in 24 V.S.A. Chapter 121, 4861, there is hereby created a union municipal district which shall be known as the Southern Windsor/Windham Counties Solid Waste Management District (hereinafter referred to as the District) and which shall be a body politic and corporate.

2. PURPOSE

The District exists for the purpose of providing for integrated solid waste management for both solid and unregulated hazardous waste generated by member municipalities and their residents. The means of disposal may include, but are not limited to, reduction and reuse activities and programs, recycling, composting, collection, transportation, hazardous waste collection and transportation, resource recovery, land disposal, or any combination thereof.

3. COMPOSITION

The District is composed of and includes all of the lands and residents within those municipalities which voted to approve and entered into this Agreement at the time of its creation, and such other municipalities as are subsequently admitted to the District as herein provided, except for those municipalities which may withdraw as herein provided.

4. DURATION

The District shall continue as a body politic and corporate unless and until dissolved according the procedures herein set forth.

5. POWERS

Except as otherwise provided or limited herein, the District shall have the following powers:

- a. to operate, cause to be operated and/or contract for the operation of any and all facilities necessary for the management of solid waste or hazardous waste and to determine and make proper charges for such services;
- b. to purchase, sell, lease, own, acquire, convey, mortgage, improve, and use real and personal property in connection with the purpose of the District;
- c. to hire and fix the compensation of employees;
- d. to sue and be sued;
- e. to enter into contracts for any term or duration;
- f. to contract with architects, engineers, financial and legal consultants and other experts for services;
- g. to contract with individuals, corporations, associations, authorities, and agencies for services;
- h. to provide solid waste disposal services for the member municipalities, the inhabitants thereof, and the businesses therein, and for such others as its facilities and obligations may allow;
- i. to contract to pay for solid waste disposal services on the basis of guaranteed amounts, whether delivered for disposal and accepted for disposal or not, of solid waste, with payments based on such guaranteed amounts, whether actually disposed of or not, which payments may be variable and may be determined by formulae expressed in such contracts;
- j. to contract with the State of Vermont, the United States of America, or any subdivision or agency thereof for services;

- k. to contract with any member municipality for the services of any officers or employees of that municipality useful to it;
- l. to promote cooperative arrangements and coordinated action among its member municipalities;
- m. to make recommendations for review and action to its member municipalities and other public agencies which perform functions within the region in which its member municipalities are located;
- n. to exercise any other powers which are necessary or desirable for dealing with solid waste problems of mutual concern and which are exercised or are capable of exercise by any of its member municipalities;
- o. to exercise the power of eminent domain;
- p. to borrow money and issue evidence of indebtedness as provided by 24 V.S.A. Chapter 53 or other provisions of law authorizing general obligations or revenue debt, including 10 V.S.A. Chapter 12 and 24 V.S.A. Chapter 119;
- q. to establish a budget and assess member municipalities in accordance therewith;
- r. to appropriate and expend monies;
- s. to establish sinking funds for the retirement of bonded or other indebtedness;
- t. to establish capital reserve funds for public improvements in furtherance of its purpose;
- u. to regulate the collection, transportation, resource recovery, recycling and disposal of solid waste within the District and to require that acceptable solid wastes generated within the District and any member municipality therein shall be disposed of only in and upon facilities operated by or on behalf of the District;
- v. to enact and enforce any and all necessary or desirable regulations for the orderly conduct of the government and for carrying out the purpose of the District;
- w. to accept and administer gifts, grants, and bequests in trust or otherwise for the purpose of the District;
- x. to exercise all powers incident to a public corporation.

6. TRANSPORTATION AND COLLECTION SITE

Each member municipality shall be responsible for providing a collection site for the solid waste generated within such member municipality and for the transportation of such solid waste to the District facility, together with all costs incident thereto. In the event that any member municipality does not wish to institute its own collection system for delivery of the solid waste to the facility designated by the District then the Board of Supervisors may provide for collection and transportation as provided in Article I, Section 5, a.

7. RESPONSIBILITY TO ACCEPT SOLID WASTE

- a. The District becomes responsible for providing a system for solid waste, management as delineated in 7b, when the Board of Supervisors declares the disposal system operational.

(b) The district shall provide a system for the management of all solid waste generated therein. Such system may be revised and amended from time to time, and shall include all facilities, both public and private, for the collection, transportation, storage, treatment, disposal, and reuse of solid waste, all of which facilities shall be subject to regulation by the district. All solid waste subject to management control and regulation by the district shall be classified in accordance with the cost of managing or disposing of the same, and charges imposed by the district for such management and disposal shall be made in accordance with such costs. The district may contract with a nonmember municipality or a private entity for the disposal or management of solid waste generated outside the boundaries of the district, provided that such contract will provide a significant benefit to the district or a member thereof, and further provided that the solid waste which is the subject of any such contract shall be subject to at least as stringent standards, conditions and controls as solid waste generated within the district.

(c) Each member municipality agrees to consider acting as a host community in the event that the district decides to establish a solid waste management and/or material recovery facility within that member municipality.

ARTICLE II BOARD OF SUPERVISORS

1. AUTHORITY

The legislative power and authority of the District and the administration and the general supervision of all fiscal, prudential, and governmental affairs thereof shall be vested in a governing body known as the Board of Supervisors, except as specifically provided otherwise in this agreement.

2. COMPOSITION

The Board of Supervisors shall be composed of one (1) representative from each member municipality.

3. APPOINTMENT

Annually, on or before the last Monday in March, the board of selectmen of each member municipality shall appoint its representative and alternate to the Board of Supervisors. Appointment shall be in writing, signed by the chairman of the board of selectmen, and presented to the Clerk of the District. The board of selectmen, by majority vote, may remove their appointed representative during the one year term for stated reasons. The alternate representative shall represent the municipality at all meetings of the board of supervisors that the regular representative is unable to attend and shall have all the rights and privileges of a regular representative.

4. ANNUAL MEETING

Annually during its first meeting in April, the Board of Supervisors shall hold its organizational meeting. At such meeting, the Board of Supervisors shall elect from among its membership a Chairman and a Vice-Chairman, and three supervisors to serve on the Executive Committee, each of whom shall hold office for one year or until his successor is duly elected and qualified. The Chairman and Vice-Chairman are eligible to be elected to successive terms without limits for this election, each member of the Board of Supervisors shall cast one (1) vote.

5. REGULAR MEETINGS

A schedule of regular meetings of the Board of Supervisors shall be established at the organizational meeting.

6. SPECIAL MEETINGS

Special meetings of the Board of Supervisors may be called at any time by the Chairman or shall be called by the Clerk upon written request of a majority of the members of the Board of Supervisors. Except in case of emergency, each member of the Board of Supervisors shall be given at least 24 hours notice of any special meeting of the Board of Supervisors by notice in person, by telephone, email or by written notice delivered personally, mailed, or left at such member's usual place of residence.

7. QUORUM

For the purpose of transacting business, the presence of members whose accumulated votes represent more than 50% of the total number of possible votes and the presence of more than 50% of the member municipalities shall constitute a quorum. However, a smaller number may adjourn to another date. Any action adopted by a majority of the votes cast at a meeting of the Board of Supervisors at which a quorum is present shall be the action of the Board, except as otherwise provided in this agreement.

8. VOTING

Except as otherwise provided herein, each member of the Board of Supervisors shall be entitled to cast one vote for every 1,000 population, or part thereof, in the municipality which he represents. A member of the Board of Supervisors or Alternate may not split his vote(s). The determination of population shall be made based upon the latest official Decennial Census of the United States by the U.S. Board of the Census.

9. TERM

All representatives to the Board of Supervisors shall hold office for one year and until their successors are duly appointed and qualified. Any representative may be reappointed to successive terms without limit.

10. VACANCY

Any vacancy on the Board of Supervisors shall be filled within thirty (30) days after such vacancy occurs by appointment by the authority which appointed the representative whose position has become vacant. An appointee to a vacancy shall serve until the expiration of the term of the representative to whose position the appointment was made and may thereafter be reappointed.

11. RULES AND PROCEDURES

Except as otherwise provided in this agreement, **Robert’s Rules of Order** shall govern at all meetings.

12. COMPENSATION OF MEMBERS OF BOARD OF SUPERVISORS

Each member municipality shall pay to its representative to the Board of Supervisors such reimbursement of expenses as it shall determine reasonable.

**ARTICLE III
OFFICERS**

1. OFFICERS

The officers of the District shall be the Chairman and the Vice Chairman of the Board of Supervisors, the Clerk of the District, and the Treasurer of the District. No person may hold more than one office at one time.

2. BOND

Prior to assuming their offices, all officers shall post bond in such amounts as shall be determined by resolution of the Board of Supervisors. The cost of such bond shall be borne by the District.

3. CHAIRMAN

The Chairman of the Board of Supervisors shall be the Chief Executive Officer of the District. The Chairman shall preside at all meetings of the Board of Supervisors and shall make and sign all contracts on behalf of the District upon approval by the Board of Supervisors. The Chairman shall perform all of the duties incident to the position and office.

4. VICE-CHAIRMAN

During the absence or inability of the Chairman to render or perform his or her duties or exercise his or her powers, the same shall be performed and exercised by the Vice Chairman and when so acting the Vice Chairman shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the Chairman.

5. VACANCY

During the absence or inability of the Vice Chairman to render or perform his or her duties or exercise his powers, the Board of Supervisors shall elect from among its membership an acting Vice Chairman who shall have the powers and be subject to all the responsibilities hereby given or imposed upon the Vice Chairman.

6. CLERK

The Clerk of the District shall be appointed by the Board of Supervisors. The Clerk shall not be a member of the Board, and shall serve at its pleasure. The Clerk shall have the exclusive charge and custody of the public records of the District and the seal of the District. The Clerk shall record all votes and proceedings of the District, including meetings of the District and meetings of the Board of Supervisors, and shall cause to be posted and published all warnings of meetings of the District. The Clerk shall prepare all warnings of meetings of the District as required by Article V, 5. Following approval by the Board of Supervisors, the Clerk shall cause the annual report to be distributed to the legislative bodies of its member municipalities. The Clerk shall prepare and distribute any other reports required by laws of the State of Vermont and resolutions or regulations of the Board of Supervisors. The Clerk shall perform all of the duties and functions incident of the office of secretary or clerk of a body corporate.

7. TREASURER

The Treasurer of the District shall be appointed by the Board of Supervisors. The Treasurer shall not be a member of the Board and shall serve at its pleasure. The Treasurer shall have the exclusive charge and custody of the funds of the District and shall be the disbursing officer of the District. When authorized by the Board of Supervisors, the Treasurer may sign, make or endorse in the name of the District all checks and orders for the payment of money and pay out and disburse the same and receipt therefore. The Treasurer shall keep a record of every note or bond issued by the District and of every payment thereon of principal and interest and, if coupons are taken up, shall cancel and preserve them. The Treasurer shall keep correct books of account of all the business and transaction of the District and such other books and accounts as the Board of Supervisors may require. The Treasurer shall render a statement of the condition of the finances of the District at each regular meeting of the Board of Supervisors and at such other times as shall be required of him. The Treasurer shall prepare the annual financial statement and the budget of the District for distribution, upon approval of the Board of Supervisors, to the legislative bodies of the member municipalities. The Treasurer shall do and perform all of the duties appertaining to the office of treasurer of a body politic and corporate. The Treasurer shall settle with the auditors within 60 days of the end of the fiscal year, at such other times as the Board of Supervisors may require, and upon retirement from office. Upon retirement from office the Treasurer shall immediately pay over to his successor all of the funds belonging to the District and at the same time deliver to his successor all official books and papers.

8. RECORDS

The conduct of all meetings and public access thereto, and the maintaining of all records, books and accounts of the District shall be governed by the Vermont Open Meeting law:
1 V.S.A. SS 311-320.

9. AUDIT

The Board of Supervisors shall cause an audit or a lessen examination of the financials to be performed annually by an independent professional accounting firm or a certified public accountant.

10. EXECUTIVE BOARD

The Board of Supervisors shall have the authority to establish an Executive Board and grant such powers as it may deem necessary.

11. COMMITTEES

The Board of Supervisors shall have the authority to establish any and all committees as it may deem necessary.

12. COMPENSATION OF OFFICERS

Officers of the District shall be paid such compensation and/or reimbursement of expenses as shall be determined by the Board of Supervisors.

13. RECALL OF OFFICERS

An officer may be removed by a two-thirds (2/3) vote of the Board of Supervisors whenever, in their judgement, the best interest of the District will be served. For this action, each member of the Board of Supervisors shall cast one (1) vote.

**ARTICLE IV
FISCAL AFFAIRS**

1. FISCAL YEAR

The fiscal year of the District shall commence on July 1 and end on June 30 of each year.

2. BUDGET APPROPRIATION AND ASSESSMENT

a. **PROPOSED BUDGET.** Annually on or before the first day of March, the Executive Committee shall draft a budget and distributed it to the Board of Supervisors and the legislative body of each member municipality for review and comment. This proposed budget shall include reasonably detailed estimates of:

- (i) deficits/surpluses from the prior fiscal year;
- (ii) anticipated expenditures for the administration of the District;
- (iii) anticipated expenditures for the operation and maintenance of any District solid waste facilities;
- (iv) costs of debt service;
- (v) payments due on long-term contracts;
- (vi) payments due to any sinking funds for the retirement of debts;
- (vii) payments due to any capital reserve funds;
- (viii) anticipated revenues from sources other than assessments to member municipalities;
- (ix) the necessary appropriations to operate and carry out the District’s functions for the next fiscal year;
- (x) the proposed assessment to each member municipality;
- (xi) such other estimates as the Board of Supervisors shall deem necessary to propose.

The Board of Supervisors shall hold a public hearing prior to the Annual Meeting to receive any comments from the legislative bodies of member municipalities and hear all other interested persons regarding the proposed budget. Notice of such hearing shall be the same as that specified under Article V, Public Hearings. The Board of Supervisors shall give consideration to all comments received and make such changes to the proposed budget as it deems advisable.

b. **BUDGET ADOPTION, APPROPRIATIONS, AND ASSESSMENT.** At the Annual Meeting, the Board of Supervisors shall adopt the budget, appropriate the sums which it deems necessary to operate and carry out the District’s functions for the fiscal year, establish fees, and if necessary, assess each member municipality for its proportionate share of the sums so appropriated, and adopt a schedule designating when such assessments are due and payable by the member municipalities.

c. **APPORTIONMENT OF ASSESSMENTS.** Assessments shall be apportioned among the member municipalities on the basis of relative tonnage or volume of solid waste generated by or within each of the member municipalities. Each member municipality shall be assessed a percentage of the sum appropriated equal to the ratio which the solid waste generated by the member municipality bears to the total solid waste generated within the District. The Board of Supervisors shall determine each member municipality's solid waste generation based upon actual tonnage or volume delivered, historic tonnage or volume, or guaranteed tonnage or volume, whether actually delivered or not. If, after the first year of operation of any District facility, the Board of Supervisors determines that prior assessments were substantially inequitable, it shall retroactively adjust prior year assessments such that municipalities overcharged are given a proportionate credit against future assessments and municipalities undercharged are assessed a proportionate surcharge payable over such period as the Board of Supervisors determines will be reasonable. Thereafter the Board of Supervisors may from time to time re-establish the percentage of solid waste generation attributed to each member municipality and adjust the assessments accordingly, but no retroactive adjustments shall be made. Similar estimates and adjustments shall be made for new member municipalities and for the first time use of a new or different disposal facility.

3. **COLLECTION**

Annually on or before the first day of August, the Treasurer of the District shall issue and present a warrant to the legislative body of each member municipality requiring that the amount of such assessment be paid to him in accordance with the schedule of payments adopted by the Board of Supervisors. The legislative body of each member municipality shall draw an order on the municipal treasury for the amount of such assessment and the municipal treasurer shall pay to the District Treasurer the amount of such order in accordance with the schedule for payments adopted by the Board of Supervisors. If any member municipality fails to pay its assessment due to the District, it shall incur any statutory penalty allowed by law plus interest at the maximum rate allowed by law. Such penalty and interest, together with the amount due, court costs, and reasonable attorney fees of the District may be recovered by the District in a civil action under this section.

4. **LIMITATIONS OF APPROPRIATIONS**

Actions or resolutions of the Board of Supervisors for the annual appropriations of any year shall not cease to be operative at the end of the fiscal year for which they were adopted, except as otherwise provided by the laws of the State of Vermont. Appropriations made by the Board of Supervisors for the various estimates of the budget as defined in Article IV, 2.a. above shall be expended only for such estimates, but by majority vote of the Board of Supervisors the budget may be amended from time to time to transfer funds between or among such estimates, except as otherwise limited herein. Any balance left or unencumbered in any such budget estimate, or the amount of any deficit at the end of the fiscal year, shall be included in and paid out of the operating budget and appropriations in the next fiscal year.

5. **INDEBTEDNESS**

a. **SHORT TERM BORROWING.** The Board of Supervisors may borrow money through the issuance of notes of the District for the purpose of paying current expenses of the District. Such notes must mature within the fiscal year in which they were issued. The Board of Supervisors may also borrow money in anticipation of assessments to each member municipality in an amount not to exceed ninety percent of the amount assessed for each year, and may issue notes of the District which must mature within the fiscal year in which they were issued. The Board of Supervisors may also borrow money in anticipation of any revenues other than assessments through the issuance of notes of the District. Such notes must mature within the fiscal year in which they were issued. The Board of Supervisors may also borrow money in anticipation of bond proceeds which have been authorized as provided herein. Said notes shall be issued as provided in 24 V.S.A. Chapter 53.

b. LONG-TERM INDEBTEDNESS

(i) **SUBMISSION TO VOTERS.** On a petition signed by at least ten percent of the voters of the District, the proposition of incurring a bonded debt or other indebtedness to pay for public improvements shall be submitted by the Board of Supervisors to the qualified voters thereof at a special meeting to be held for that purpose. In the alternative, when the Board of Supervisors, at a special meeting of the Board of Supervisors called for such purpose, shall determine by resolution passed by a vote of a majority of members present and voting that the public interest or necessity demands improvements, and that the cost of the same will be too great to be paid out of the ordinary annual income and revenue, it may order the submission of the proposition of incurring bonded debt or other indebtedness to the qualified voters of the District at a meeting to be held for that purpose. Bonded debt or other indebtedness may be authorized for any purpose permitted by 24 V.S.A. Chapter 53, 24 V.S.A. Chapter 119, and 10 V.S.A. Chapter 12, or any other applicable statutes for any purpose for which the District is organized. The Board of Supervisors may not submit to the voters more than twice in the same calendar year the proposition in incurring bonded or other indebtedness to pay for the same or similar public improvement.

(ii) **WARNING OF MEETING.** The warning calling the special meeting of the district to incur bonded debt or other indebtedness shall state the object and purpose for which the indebtedness is proposed to be incurred, the estimated cost of the improvements or service, the amount of bonds or other evidence of indebtedness proposed to be authorized, and means of raising or apportioning costs entailed thereby for service. The warning shall fix the places where and the date on which the meeting shall be held and the hours of opening and closing the polls. The Board of Supervisors, in cooperation with the board of civil authority of each member municipality shall determine the number and location of polling places.

(iii) **NOTICE OF MEETING.** The Clerk of the District shall cause notice of such special meeting to be published in a newspaper of known circulation in the District once a week for three consecutive weeks on the same day of the week, the last publication to be not less than five or more than ten days before such meeting. Notice of such meeting shall also be posted in at least five public places within each member municipality. The Notice shall be at least 30 and not more than 40 days before the meeting and be filed with the clerk of each member municipality.

(iv) **AUTHORIZATION.** When a majority of all the voters present and voting on the question from all the member municipalities at such special meeting vote to authorize the issuance of bonds, the District shall be authorized to issue the bonds. The ballots cast in each member municipality shall be counted by a member(s) of the Board of Supervisors together with the town or city clerk from each member municipality, or his designee. Sections 7 Australian Ballot, 8 Qualifications and Registration of Voters, 9 Conduct of Meetings, 10 Reconsideration of Rescission of Vote, and 11 Validation of District Meetings, of Article V shall apply to any special meeting called to incur long-term debt.

(v) **ASSESSMENT.** The cost of debt service shall be included in the annual budget of the District, and shall be allocated among the member municipalities as provided in Article IV, Section 2.c above, unless otherwise provided by applicable law and in the vote authorizing the same. The applicable provision of 24 V.S.A. Chapter 53 or other enabling law under which debts is incurred shall apply to the issuance of bonds or other evidence of indebtedness by the District and for that purpose the District shall be deemed a “municipal corporation”, the Board of Supervisors shall be deemed a “legislative branch”, and the District Treasurer shall be deemed a “municipal treasurer” within the purview of that chapter. Bonds or other evidence of indebtedness shall be signed by the Treasurer and Chairman of the Board of Supervisors of the District.

(vi) **SPECIAL LIMITATION.** The Board of Supervisors shall not submit to the legal voters of the District any proposition to issue bonds or other long-term indebtedness or to authorize a long-term contract less than eighteen months after the District has become a body politic and corporate.

6. SINKING FUND

The Board of Supervisors may establish and provide for a sinking fund for the retirement of bond issue or other debt. When so established, the sinking fund shall be kept intact and separate them from other monies at the disposal of the District, and shall be accounted for as a pledge asset for the purpose or retiring such obligations. The cost of payments to any sinking fund shall be included in the annual budget of the District.

7. CAPITAL RESERVE FUND

The Board of Supervisors may establish and provide for a capital reserve fund to pay for public improvements, replacement of worn-out buildings and equipment, and planned and unplanned major repairs of a disposal facility, or other purposes as approved by the Board of Supervisors, in furtherance of the purpose for which the District was created. Any such capital reserve fund shall be kept in a separate account and invested as are other public funds and shall be expended for such purposes for which it was established. The cost of payments to any capital reserve fund shall be included in the annual budget of the District.

8. DISPOSAL FEES

The Board of Supervisors has established and shall set, at its Annual Meeting, a disposal fee structure (tipping fee surcharge) for the purpose of generating revenues from sources other than assessments to member municipalities, for the provisions found in Article 1, Purpose section of the bylaw.

**ARTICLE V
SPECIAL DISTRICT MEETINGS**

1. SPECIAL MEETINGS

The Board of Supervisors may call a special meeting of the District when it deems it necessary or prudent to do so and shall call a special meeting of the District when action by the voters of the District is necessary under this agreement or under any applicable law. In addition, the Board of Supervisors shall call a special meeting of the District if petitioned to do so by not less than five percent of the legal voters of the District. The Board of Supervisors may rescind the call of a special meeting called by them but not a special meeting called on application of five percent of the legal voters of the District. The Board of Supervisors shall endeavor to have the time of such special meetings coincide with the time of annual municipal meetings, primary elections, general elections or similar meetings when the electorate within the member municipalities will be voting on other matters.

2. PLACES OF MEETINGS

At any special meeting of the District, voters of each member municipality shall cast their ballots at such polling places within the municipality of their residence as shall be determined by the Board of Supervisors of the District in cooperation with the Board of Civil Authority of each member municipality.

3. PUBLIC HEARINGS

Not less than 3 nor more than 14 days prior to any special meeting called by the Board of Supervisors, at least one public hearing shall be held by the Board of Supervisors at which time the issues under consideration shall be presented and comments received. Notice of such public hearing shall include the publication of a warning in a newspaper of general circulation in the district at least once a week, on the

same day of the week, for three consecutive weeks, the last publication not less than 5 nor more than 10 days before the public hearing.

4. WARNINGS REQUIRED

The Board of Supervisors of the District shall warn a special meeting of the District by filing a notice with the town clerk of each member municipality any by posting a notice in at least five public places in each municipality in the District not less than 30 nor more than 40 days before the meeting. In addition, the warning shall be published in a newspaper of general circulation in the District once a week, on the same day of the week, for three consecutive weeks before the meeting. The last publication to be published not less than 5 nor more than 10 days before the meeting.

5. SIGNING OF WARNING

The original warning of any special meeting of the District shall be signed by a number of the Board of Supervisors equal to a majority of the total votes entitled to be cast and shall be filed with the District Clerk before being posted.

6. WARNING CONTENTS

The posted notification shall include the date, time, place and nature of the meeting. It shall, by separate articles, specifically indicate the business to be transacted and the questions to be voted upon.

7. AUSTRALIAN BALLOT

The Australian ballot system shall be used at all special meetings of the District when voting is to take place.

8. QUALIFICATIONS AND REGISTRATION OF VOTERS

All legal voters of the member municipalities shall be legal voters of the District. The member municipalities shall post and revise checklists in the same manner as for municipal meetings prior to any District meeting at which there will be voting.

9. CONDUCTS OF MEETINGS

At all special meetings of the District, the provision of 17 V.S.A. Chapter 51 regarding election officials (Subchapter 1), voting machines (Subchapter 3), polling places (Subchapter 4), absent voters (Subchapter 6), process of voting (Subchapter 7), count and return of votes (Subchapter 8), recounts and contest of elections (Subchapter 9), and jurisdiction of courts (Subchapter 10), shall apply except where clearly inapplicable. The District Clerk shall perform the functions assigned to him/her by the Secretary of State under that chapter. The appropriate Superior Court shall have jurisdiction over petitions for recounts. Election expenses shall be borne by the District.

10. RECONSIDERATION OR RESCISSION OF VOTE

- a. A question considered or voted on at any special meeting of the District shall not be submitted to the voters for reconsideration or rescission, except at a subsequent special meeting duly warned for that purpose, and called by the Board of Supervisors on its own motion or pursuant to a petition requesting such reconsideration or rescission signed and submitted in accordance with subsection b. of this section.
- b. Where a petition signed by not less than five percent of the qualified voters of the District requesting reconsideration or rescission of a question considered or voted on at a previous special meeting is submitted to the Board of Supervisors of the District within thirty days following the date of that meeting, the Board of Supervisors shall provide for a vote by the District in accordance with the petition within sixty (60) days of the submission at a special meeting duly warned for that purpose.

- c. A vote taken at a special meeting shall remain in effect unless rescinded at a special meeting called and warned in accordance with this section.
- d. A question voted on or considered shall not be presented for reconsideration or rescission at more than one subsequent meeting except with the approval of the Board of Supervisors.

11. VALIDATION OF DISTRICT MEETINGS

When any of the requirements as to notice or warning of a special District meeting have been omitted or not complied with, the omission or noncompliance, if the meeting and the business transacted at it is otherwise legal and within the scope of the District powers, may be corrected and legalized by vote at a special meeting of the District called and duly warned for that purpose. The question to be voted upon shall substantially be, "Shall the action taken at the meeting of this District held on (state date) in spite of the fact that (state the error or omission), and any act or action of the District officers or agents pursuant thereto be re-adopted, ratified or confirmed." Errors or omissions in the conduct of an original meeting which are not the result of an unlawful notice or warning or noncompliance within the scope of the warning, may be cured by a resolution of the Board of Supervisors of the District by a vote of two-thirds of all the votes entitled to be cast at a regular meeting or at a special meeting called for that purpose stating that the defect was the result of an oversight, inadvertence or mistake. When an error or omission of this nature has been thus corrected by resolution, all business within the terms of the action of the qualified voters shall be as valid as if the requirements had been initially complied with upon condition, however, that the original action thereby corrected by the Board of Supervisors was in compliance with the legal exercise of its corporate powers.

12. PRIORITY

When a special meeting of the District is called to act upon a proposition to incur bonded or other indebtedness, the special meeting procedures outlined in Article IV shall control over the meeting procedures outlined in this article in the event of conflict.

**ARTICLE VI
MISCELLANEOUS**

1. WITHDRAWAL OF MEMBER MUNICIPALITY

A member municipality may withdraw from the District upon the terms and conditions specified below.

**WITHDRAWAL AFTER EIGHTEEN MONTHS FROM THE DATE OF
ESTABLISHMENT OF THE DISTRICT**

After the expirations of eighteen months from the date of establishment of the District a member municipality may vote to withdraw in the same manner as the vote for adoption of the Agreement by such member municipality. It shall be a condition that the withdrawing municipality shall enter into a written agreement with the District whereby such withdrawing municipality shall be obligated to continue to pay its share of the debt incurred by the District for the remaining bonding term. In addition, the withdrawing municipality shall obligate itself to pay the cost of redesigning and rebuilding of any facility of the District occasioned because of the reduced volume of solid waste. The cost shall be determined by an independent engineering firm hired by the Board of Supervisors. These additional costs shall be paid either in a lump sum or in installments at such times and in such amounts as required by the Board of Supervisors.

“In addition, if the District shall have entered into long-term contractual commitments, no withdrawal of a town or city shall be permitted during the period of such commitment if such withdrawal would adversely affect the obligations of the District there under or its ability or rights to procure the means for payment, continuation and discharge thereof.”

2. **ADMISSION OF NEW MEMBER MUNICIPALITIES**

The Board of Supervisors may authorize the inclusion of additional member municipalities in the District upon such terms and conditions as it in its sole discretion shall deem to be fair, reasonable and in the best interests of the District. The legislative body of any non-member municipality which desires to be admitted to the District shall make application for admission to the Board of Supervisors of the District. The Board shall determine the effects and impacts which are likely to occur if such municipality is admitted and shall thereafter either grant or deny authority for admission of the petitioning municipality. If the Board grants such authority, it shall also specify any terms and conditions, including but not limited to financial obligations upon which such admission is predicated. The petitioning municipality shall thereafter comply with the approval procedures specified in 24 V.S.A. Chapter 121, ss 4863. If a majority of the voters of the petitioning municipality present and voting at a meeting of such municipality duly warned for such purpose shall vote to approve the Agreement and the terms and conditions for admission, the vote shall be certified by the clerk of that municipality to the Board of Supervisors. Thereafter upon satisfactory performance of the terms and conditions of admission, said municipality shall by resolution of the Board of Supervisors become and thereafter be a member municipality of the District.

3. **DISSOLUTION OF DISTRICT**

PROCEDURE. If the Board of Supervisors by resolution approved by two-thirds of all the votes entitled to be cast determines that it is in the best interests of the public, the member municipalities and the District that the District be dissolved, and if the District then has no outstanding debt or obligations under long-term contracts, or will have no such debt or obligation upon completion of the plan of dissolution, it shall prepare a plan of dissolution and thereafter adopt a resolution directing that the question of such dissolution and the plan of dissolution be submitted to the voters of the District at a special meeting of the District duly warned for such purpose shall vote to dissolve the District and approve the plan of dissolution, the District shall cease to conduct its affairs except insofar as may be necessary for the winding up thereof. The Board of Supervisors shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the District and shall proceed to collect the assets of the District and apply and distribute them in accordance with the plan of dissolution.

b. **PLAN OF DISSOLUTION.** The plan of dissolution shall:

- (1) identify and value all unencumbered assets of the District;
- (2) identify and value all encumbered assets of the District;
- (3) identify all creditors of the District and the nature or amount of all liabilities and obligations of the District;
- (4) identify all obligations under long-term contracts;
- (5) specify the means by which assets of the District shall be liquidated and all liabilities and obligations of the District shall be paid and discharged, or adequate provision shall be made for the satisfaction thereof;
- (6) specify the amount of monies due from each member municipality, if necessary, to extinguish the liabilities of the District;
- (7) specify the nature and amount of any liabilities or obligations to be assumed and paid by the member municipalities;

- (8) specify the means by which any assets remaining after discharge of all liabilities shall be liquidated if necessary;
- (9) specify that any assets remaining after payment of all liabilities shall be apportioned and distributed among the member municipalities according to the same basic formula used in apportioning the annual assessments of the District.

TERMINATION. When the plan of dissolution has been implemented, the Board of Supervisors shall adopt a resolution certifying that fact to the member municipalities whereupon this agreement and the District created hereby shall be terminated.

4. **AMENDMENT OF THE DISTRICT AGREEMENT**

The Board of Supervisors may amend this District Agreement by the following procedure. The Board of Supervisors at any regular or special meeting of the Board of Supervisors may, by a majority vote, pass a resolution stating their intent to amend the Agreement. A written copy of the resolution, stating the wording of the amendment and the purpose of the amendment, and the date of the meeting scheduled to act on the amendment, shall be delivered to the legislative bodies of each municipality and mailed or left at each member of the Board of Supervisors usual place of residence at least ten (10) business days prior to the meeting scheduled to adopt the amendment. The amendment shall become effective after ten (10) business days following a majority vote of the Board of Supervisors at the meeting scheduled to act on the amendment, unless a majority of the legislative bodies of member municipalities request, in writing that the Board of Supervisors hold a special district meeting to vote on the amendment. This Agreement may be amended from time to time in the manner herein provided, but no such amendment shall be made which shall substantially impair the rights of the holders of any bonds or other notes or other evidence of indebtedness or substantially affect any obligations under long-term contracts of the District then outstanding or in effect, or the rights of the District to procure the means for payment, continuation, or discharge thereof.

5. **SEVERABILITY**

Should any court of competent jurisdiction judge any term, phrase, clause, sentence or provision of this Agreement to be invalid, illegal, or unenforceable in any respect, such judgment shall not affect the validity, legality, or enforceability of the Agreement as a whole or any other part of this agreement.

6. **SOLID WASTE**

1. **“Solid Waste”** shall mean any garbage, refuse, metal goods, tires, demolition and construction waste, yard waste, and sludge from a waste water treatment plant, or other discarded materials, possessing no value to the producer in its present form where it is located, produced by normal residential, commercial and industrial activities, but does not include hazardous waste.
2. **“Hazardous Waste”** shall mean any solid, semi-solid, liquid or contained gaseous waste, or any combination of these wastes, which because of its quantity, concentration, or physical, chemical or infectious characteristics may: (a) cause, or significantly contribute to an increase in mortality or an increase in serious irreversible, or incapacitating reversible illness; (b) pose a substantial present or potential hazard to human health or the environment when improperly treated, stored, transported, or disposed of or otherwise managed; or (c) any waste classified as hazardous at any time under applicable laws and regulations of the United States, New Hampshire, and Vermont or any subdivision thereof pursuant to a valid agreement of authority.
3. **Solid Waste from “Residential Activities”** shall include any solid waste generated by a household or apartment, including, but not limited to, food waste, packaging, newspaper and other paper products, glass, cans, and plastic.

4. **Solid Waste from “Commercial Activities”** shall include any solid waste generated by retail and wholesale establishments, including but not limited to food waste, corrugated containerboard, metals, and plastics.
5. **Solid Waste from “Industrial Activities”** shall include any solid, semi-solid, or liquid waste generated by an industry as part of the production process. Solid wastes generated by employees and similar in composition to that generated by residential or commercial activities are excluded from this definition.
6. **“Sludge”** shall mean solids and semi-solids generated by a waste water treatment plant.
7. **“Tires”** shall mean all rubber, belted and non-belted automobile and truck tires.
8. **“Demolition and Construction Waste”** shall mean all solid waste generated in the demolition and construction of buildings, including stumps, brush, plaster, sheetrock, boards, bricks, mortar, concrete, and roofing materials.
9. **“Yard Waste”** shall mean grass clippings, leaves and brush.
10. **“Metal Goods”** shall mean discarded appliances and junk automobiles.

**AMENDMENTS
TO THE
SOUTHERN WINDSOR/WINDHAM COUNTIES
SOLID WASTE MANAGEMENT DISTRICT AGREEMENT**

ADOPTED December 18, 1984

1. Amend **Article VI, Section 1**, paragraph b, “Withdrawal After Eighteen Months from the Date of Establishment of the District,” by deleting the final sentence thereof and inserting in its place the following new sentence:

“In addition, if the District shall have entered into long-term contractual commitments, no withdrawal of a town or city shall be permitted during the period of such commitment if such withdrawal would adversely affect the obligations of the District there under or its ability or rights to procure the means for payment, continuation and discharge thereof.”

2. Amend **Article VI, Section 4**, “Amendment of the District Agreement,” by changing the word “termination” as it appears in the final sentence thereof to the word “discharge.”

ADOPTED January 15, 1985

1. Amend **Article II, Section 3**, “Appointment” by inserting “and alternate” after “representative” in line 3 and “or alternate” after “representative” in line 7.
2. Amend **Article II, Section 8**, “Voting” by inserting “or alternate in the absence of the Supervisor” after “Board of Supervisors” in line 2.

ADOPTED October 28, 2010

1. Amend **Capital Reserve Fund**, by inserting “*or other purposes as approved by the Board of Supervisors,*” after “facility,” in line 3.