

Articles of Incorporation

Of

Indiana Recycling Coalition, Inc.

The undersigned incorporators, all of whom are citizens of the United States, desiring to form a corporation pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971 (hereinafter referred to as the "Act"). Execute the following Articles of Incorporation as revised by members on April 18, 1991 (Article VI only) and by the Board of Directors on May 16, 1991 (Articles II, III, IV, and XI).

ARTICLE I

Name

The name of this not-for-profit corporation is Indiana Recycling Coalition, Inc.

ARTICLE II

Purposes

The Indiana Recycling Coalition is organized exclusively for the charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code. Indiana Recycling Coalition's goals are to promote all aspects of source reduction, reuse, and recycling of solid waste. It's specific goals are as follows:

- Section 1. To serve as an information clearinghouse in order to assist members in improving their skills and techniques through the use of this clearinghouse.
- Section 2. To coordinate efforts, and avoid duplication, among public, government business community, manufacturing industry and others involved in solid waste management.
- Section 3. Work on market development and promote the use of recycled materials and products that can be recycled and reused.
- Section 4. Educate parties involved or interested in solid waste management of the environmental and economic importance of source reduction, reuse, and recycling.
- Section 5. Recruit participants from varied backgrounds to implement these goals and serve as networking source.

ARTICLE III

Powers

In achieving the purposes for which it is organized, the Indiana Recycling Coalition shall possess and may exercise all of the powers conferred by the Act on any corporate body organized under it. In addition, Indiana Recycling Coalition shall have and may exercise all of the following powers:

Section 1. To make gifts, donations, contributions, loans and grants of all or any part of Indiana Recycling Coalition's income, assets and property.

Section 2. To receive from any source by gift, bequest, devise or otherwise any money or property, absolutely or in trust, to be used for the furtherance of Indiana Recycling Coalition's purposes.

Section 3. To purchase, lease, acquire, hold, invest, reinvest, use mortgage, pledge, exchange, sell, assign, transfer, convey and otherwise dispose of any interest in real or personal property.

Section 4. To borrow money and issue notes or other evidence of indebtedness.

Section 5. To establish offices, carry out its purposes, and exercise its powers in the State of Indiana.

Section 6. To enter into, make and perform contracts with and guarantee the obligations and performance of any individual, firm, partnership, association, corporation or other entity, governmental or private.

Section 7. To perform alone or as a partner or in association with any individual, firm, partnership, association, corporation or other entity, or any combination of such persons, any act consistent with Indiana Recycling Coalition's purposes.

Section 8. To engage in any legal act and do anything incidental to or convenient or necessary for the furtherance of Indiana Recycling Coalition's legal purposes.

No power conferred by the Act or set forth in any of the provisions of the Article shall be construed to limit any other such power, and the expression of any such power shall not be deemed to exclude any other power of like character although not expressed.

Not part of the net earnings of the Indiana Recycling Coalition shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons. No substantial part of the activities of the Indiana Recycling Coalition shall be carrying on of propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public

office. Notwithstanding any other provision of this document, the organization shall not carry out any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE IV

Registered Agent, Registered Office, Principal Office

The name and address of the Indiana Recycling Coalition's Registered Agent and Registered Office for service of process are:

Indiana Recycling Coalition, Inc.
Attn: Carey Hamilton, Executive Director
1500 N. Delaware St.
Indianapolis, IN 46202
Marion County

The Registered Office is also the Principal Office.

ARTICLE V

Members

Section 1. Individual Members – Any individual person who completes a membership application and provides the appropriate dues shall be a voting member of the Indiana Recycling Coalition. Any member is eligible for the Board of Directors.

Section 2. Organizational Members – Any business, organization, or government entity that completes a membership application and provides the appropriate dues shall be a voting member of the Indiana Recycling Coalition. Each organizational member shall select a representative to place its vote.

ARTICLE VI

Directors

There shall be a minimum of 9 Directors of the Indiana Recycling Coalition. All Directors shall be members, or representatives of members, of the Indiana Recycling Coalition.

There shall be not less than 3 and not more than 6 Directors from each of the following organizational member sectors: public interest sector, government sector, and private sector. The Directors who represent these sectors are entitled to one vote each. To ensure a broad-based, balanced coalition,

Directors should make all reasonable efforts to maintain an equal number of Directors from each sector.

The public interest sector includes environmental advocacy groups, citizen groups, and nonprofit 501(c)(3) organizations. The government sector includes state agencies, state and local elected officials, local solid waste management agencies, local health departments, and government-organized corporations. The private sector includes manufacturers, recyclers, businesses, trade associations, and non-profit corporations, other than 501(c)(3) organizations, organized by the private sector.

There shall also be not less than one and not more than three “at-large” Directors who represent individual members of the Indiana Recycling Coalition. These Directors have the same rights and responsibilities as the Directors who represent the organizational member sectors.

The Board of Directors appointed in Article VII shall be known as the Interim Board of Directors. New Directors to the Interim Board of Directors may be elected to this Board in order to provide an equal number of Directors from each sector. These new Directors are elected by a majority or tie vote of the other Directors in that sector.

Within seven months of Indiana Recycling Coalition’s incorporation, the Interim Board shall be replaced by a regular Board of Directors by vote of the members at an annual meeting. Half of this first regular Board of Directors shall serve a one-year term. The other half shall serve a two-year term. Each sector must have at least one Director serving each type of term.

At the end of the Director’s term, a successor shall be elected by the members. A Director may succeed himself/herself. A Director shall serve until a successor is elected and qualified. Any vacancy occurring in the Board of Directors, whether caused by resignation, incapacity, expulsion, loss of membership, death or otherwise, shall be filled by a tie or majority vote of the Directors from that sector, or at a special meeting called for the purpose. Any vacancy due to a seat not being filled during an annual election may not be filled until 90 days after the annual election closes.

ARTICLE VII

Interim Board of Directors

The persons who shall constitute the Interim Board of Directors of Indiana Recycling Coalition, and their places of residence are:

<u>Name</u>	<u>Address</u>	<u>Organization</u>
Public Interest Sector		
Stan Evans	8195 E. Acorn Lane	THROW, Inc.

Terre Haute, IN 47805
Glen Gran **2731 W. Buckles Rd.** **Save Our Lakes**

Columbia City, IN 46725
Janet Fox Neltner **5244 Carrollton Ave.** **LWV-Indiana**
Indianapolis, IN 46220

Mary Wadel-Drippe **2166 W. 58th St.** **Eleventh Commandment**
Indianapolis, IN 46208

Government Sector

Beth Bugbee **148 E. Market St.** **Indpls. Clean City Committee**
Indianapolis, IN 46203

Kevin Hardie **2507 Brewster Road** **Indiana Recycling Institute**
Board/Central States Glass Recycling Program

Michael Harte **117 W. 7th St.** **Monroe Co. Health Dept**
Bloomington, IN 47404

Randy Strasser **Main & Union Streets** **City of Delphi**
Delphi, IN 46923

Private Sector

Gary M. Davis **1610 Secretariat Lane** **Davis Paper Co.**
Indianapolis, IN 46217

Antoinette Denny **8015 E. 45th St.** **Deeds Equipment**
Lawrence, IN 46266

Michael S. Impink **1775 S. West St.** **ALCOA Recycling**
Indianapolis, IN 46210

Don P. Johnson **1230 Elliott Dr.** **Town of Munster/LTV Steel**
Munster, IN 46321

Julanne Miller 11155 N. Meridian St. Recycling Indiana Resources
Carmel, IN 46260

Howard Vogel 2120 Wabash Ave. Waste Management of Lafayette
Lafayette, IN 47903

At-Large Sector

Thomas G. Neltner 611 Capitol Ave. ICFAR
Indianapolis, IN 46204

ARTICLE VIII

Incorporators

Thomas G. Neltner, Kevin Hardie, and Janet Fox Neltner are the incorporators for Indiana Recycling Coalition.

ARTICLE IX

Officers

The Board of Directors may by resolution or in the bylaws of Indiana Recycling Coalition fix the title and number of officers of Indiana Recycling Coalition, the term during which each may serve, and the compensation, if any, which each may receive. Unless otherwise provided by resolution of the Board of Directors or the Bylaws, the officers of the Indiana Recycling Coalition shall be a President, a Vice-President, a Secretary and a Treasurer. The officers of Indiana Recycling Coalition shall be initially elected by the Interim Board of Directors. Members shall elect officers after this initial election.

ARTICLE X

Regulation of Corporate Affairs

The affairs of Indiana Recycling Coalition shall be subject to the following conditions:

Section 1. The Board of Directors shall have complete and plenary power to manage, control and conduct all of the affairs of Indiana Recycling Coalition.

Section 2. The power to make, alter, amend, and repeal the bylaws shall be vested in the Board of Directors.

Section 3. No member or Director the Indiana Recycling Coalition shall be liable for any of its obligations.

- Section 4.** Neither the members nor the Board of Directors shall have power or authority to do any act which shall deprive Indiana Recycling Coalition of a tax-exempt status under the laws of the United States of America of the State of Indiana.
- Section 5.** No member or Director of Indiana Recycling Coalition may receive any monetary benefit from Indiana Recycling Coalition other than reasonable compensation for services actually rendered or reimbursement for expenses actually incurred.
- Section 6.** The Board of Directors may in Indiana Recycling Coalition’s bylaws or by resolution provide for the creation of an Executive Committee and such other committees as the Board of Directors shall deem desirable for the furtherance of the purposes of Indiana Recycling Coalition, define the responsibility of each committee, and delegate to each committee those powers the Board of Directors believes to be appropriate. The President shall appoint, subject to the approval of the Board of Directors, the members of each committee. The President shall be a member of the Executive Committee. The other members of the Executive Committee shall be Directors. Members of any other committee may be members or Directors of the Indiana Recycling Coalition.
- Section 7.** To the extent consistent with Indiana law in effect from time to time, every person, and the heirs and personnel representatives of each such person, who is or was a Director, officer or employee of Indiana Recycling Coalition shall be indemnified by Indiana Recycling Coalition and held harmless against all liability and reasonable expense that may be incurred by him or them in connection with or resulting from any claim, action, suit or proceeding (1) if such Director, officer or employee is wholly successful with respect to such defense or (2) if not wholly successful, then if such Director, officer or employee is determined to have acted in good faith, in what he reasonably believed to be the best interests of Indiana Recycling Coalition.
- Section 8.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose related to recycling. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Indiana Recycling Coalition is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- Section 9.** These Articles of Incorporation may be amended at any time and from time to time in accordance with the Act, but no amendment shall be adopted which deprives Indiana Recycling Coalition of a tax-exempt status under the tax laws of the United States of America.

ARTICLE XI

Meetings of the Board of Directors

Section 1. There shall be an annual meeting of the Board of Directors.

Section 2. Special meetings may be called by the President or upon written request of more than 10% of the voting members or any Director.

Section 3. 25% of the Directors and at least one Director from each sector shall constitute a quorum.

This instrument was prepared by:

Thomas G. Neltner

5244 Carrollton Ave.

Indianapolis, IN 46220