

BYLAWS
OF THE
NORTHEAST MARYLAND WASTE DISPOSAL AUTHORITY

ARTICLE I: CHAIRMAN

Section 1: The Authority shall elect a Chairman. The Chairman shall preside at the meetings of the Authority and perform the duties prescribed by these Bylaws.

Section 2: The Chairman shall serve a term of one year or until a successor is elected. The term of office shall begin at the close of the meeting at which the election takes place.

ARTICLE II. RECORDS AND SEAL OF AUTHORITY; CUSTODIAN OF THE AUTHORITY'S OFFICIAL SEAL.

Section 1: The Executive Director shall keep a record of the proceedings of the Authority and shall be custodian of all books, documents and papers filed with the Authority and of the minute book or journal of the Authority and of its official seal.

Section 2: The Authority shall have an alternate custodian of the Authority official seal. The alternate custodian of the Authority's official seal shall be custodian of its official seal and attest the official seal. The alternate custodian of the seal shall be an employee of the Authority. The Executive Director shall appoint and remove the alternate custodian of the seal.

ARTICLE III. TREASURER

Section 1: The Authority shall elect a Treasurer from among its members. The Treasurer shall supervise the Executive Director in the development and maintenance of a detailed and accurate accounting system for all financial transactions of the Authority, and shall perform other duties relating to the financial affairs of the Authority as required by law or by a directive of the Authority. The Treasurer, from time to time, shall report to the Authority on its financial affairs.

Section 2: The Treasurer shall serve a term of one year or until a successor is elected. The term of office shall begin at the close of the meeting at which the election takes place.

Section 3: The Authority shall have a Deputy Treasurer and Controller. The Deputy Treasurer and Controller shall be authorized to disperse money for the purposes of the Authority as provided by law, subject to directives of the Treasurer and the Executive Director. The Deputy Treasurer and Controller shall be an employee of the Authority. The Executive Director shall appoint and remove the Deputy Treasurer and Controller.

ARTICLE IV: COMMITTEES

The Chairman shall, from time to time, appoint such committees as the Authority deems necessary and desirable to carry on the work of the Authority.

ARTICLE V: MEETINGS

Section 1: The Authority shall hold regular meetings at the time and place mutually agreed to by the members. The time and place for the next meeting shall be agreed to at the close of each meeting.

Section 2: Special meetings can be called by the Chairman at the time and place he designates. Except in cases of an emergency, at least three days' notice shall be given and the purpose of the special meeting shall be stated in the call.

ARTICLE VI: QUORUM; MAJORITY VOTE, RESOLUTIONS

Section 1: Five (5) members shall constitute a quorum. The Director of the Maryland Environmental Service shall be counted when a quorum is determined.

Section 2: The affirmative vote of a majority of the members present at a meeting having a quorum shall be necessary for any action taken. The Director of the Maryland Environmental service is a voting member. No vacancy in the membership shall impair the right of a quorum to exercise all the rights and perform all the duties of the Authority.

Section 3: Any action may be authorized by resolution at any regular or special meeting. Resolutions shall be reduced to writing and filed by the Executive Director with the official documents of the Authority. Each such resolution shall take effect immediately, unless otherwise specified in the resolution or prescribed by law, and need not be published or posted.

Section 4: When a member is unable to attend a meeting of the Authority, the member may vote by written proxy submitted within ten (10) business days of the meeting at which said vote is to be recorded.

ARTICLE VII: RULES AND REGULATIONS

Section 1: Rules and regulations shall be promulgated under the provisions of the Administrative Procedure Act, except when necessary for the immediate preservation of the public health and safety and except for emergency provisions required to protect projects of the Authority.

Section 2: All rules and regulations shall be promulgated by the affirmative vote of two-thirds of the members present at a meeting having a quorum.

Section 3: The procedures contained in the latest edition of: "Regulations Manual; Division of State Documents, Office of the Secretary of State" shall be followed in the promulgation of rules and regulations.

ARTICLE VIII: BUDGET

Section 1: Upon recommendation of the Executive Director, the Authority shall, by resolution, adopt a budget for its operations and activities for each fiscal year.

Section 2: The fiscal year shall be from July 1 to June 30.

Section 3: Budget amendments may be requested by the Executive Director at any time and must be approved by resolution before taking effect.

ARTICLE IX: ADVISORY COUNCIL

Section 1: An advisory council composed of elected officials, industry representatives and civic leaders may be appointed by the Authority with the advice and consent of the legislative bodies of the participating jurisdictions.

Section 2: The advisory council shall be chaired by the Executive Director or his designee.

Section 3: The advisory council shall advise the Authority on such subjects as the Authority may determine and shall assure continued availability of additional professional and technical expertise on a continuing and timely basis in respect to matters concerning the development and implementation of solid waste facilities.

ARTICLE X: AMENDMENT TO BYLAWS

The Bylaws can be amended at any regular meeting of the Authority having a quorum by the affirmative vote of two-thirds of the members present, provided that the amendment has been submitted in writing at the previous regular meeting.

ARTICLE XI: ACTING EXECUTIVE DIRECTOR

The Authority shall have an Acting Executive Director. The Executive Director may, subject to the approval of the Authority, appoint and remove the Acting Executive Director by a written letter of appointment filed in the Authority's records. If the Executive Director is out of state, incapacitated, or for other reasons unable to take actions on behalf of the Authority, the Acting Executive Director shall perform the duties and exercise the functions of the Executive Director, subject to any limitations contained in the appointment letter. Only a regular full time employee of the Authority may be appointed Acting Executive Director.

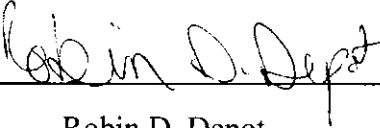
ARTICLE XII: INDEMNIFICATION OF MEMBERS OR EMPLOYEES

With respect to any civil or criminal action, investigation or proceeding brought against any Authority Member, officer or employee, the Authority may to the extent permitted by law, provide the Member, officer or employee with counsel, reimburse the Member, officer or employee of the cost of counsel or indemnify the Member, officer or employee for judgments rendered against the Member, officer or employee if (1) the actions giving rise to the action, investigation or proceeding were done in the performance of the duties of the Member, officer or employee and without malice and (2) the Authority determines that the Member, officer or employee was acting within the scope of his or her authorized official capacity.

I HEREBY CERTIFY that this is a true and correct copy of the Bylaws of the Northeast Maryland Waste Disposal Authority as in effect on December 12, 1996.

IN TESTIMONY WHEREOF, I have hereunto set my hand as Executive Director of the Northeast Maryland Waste Disposal Authority and affixed the seal of the Northeast Maryland Waste Disposal Authority this 20 day of February, 1997.

[SEAL]



Robin D. Depot
Executive Director

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