

BYLAWS
of
WASTE CAP RESOURCE SOLUTIONS, INC.

ARTICLE I
General

- A. Purposes of Corporation. This corporation (the “Corporation”) has been incorporated in the State of Wisconsin as a nonstock corporation under Chapter 181 Wisconsin Statutes. The purpose of this Corporation is to educate and assist businesses for waste reduction and recycling. These Bylaws specify various matters affecting the operations and governance of the Corporation.
- B. Non-discrimination. The Corporation shall not directly or indirectly discriminate against any person or organization for reason of race, gender, age, religion, disability, national origin, ancestry, marital status or sexual orientation.
- D. Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations and bequests (herein generally called “gifts”) for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for the Corporation’s purposes in the discretion of the Board of Directors of the Corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Board of Directors for such restricted gifts.

ARTICLE II
Members

The Corporation shall have no members but shall be managed by its Board of Directors as set forth in Article III of these Bylaws.

ARTICLE III
Board of Directors

- A. General Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the property, affairs and all other corporate powers of the Corporation shall be governed by its Board of Directors.
- B. Duties. Without limiting the broader duties of the Board, specific duties of the Board include the following: determine mission and purpose of the corporation; ensure organizational planning; ensure that the goals and objectives of the Corporation are implemented; evaluate and monitor all programs; develop programs and activities that promote the purpose of the Corporation; select, supervise, evaluate and, if necessary, discharge the Executive Director; establish governance, program, personnel, financial, and development policies; approve an

annual budget; monitor finances; ensure that adequate resources are available to the Corporation; authorize all legal documents; and present an annual report at the annual meeting.

C. Number, Election, Tenure, Qualifications. The number of Directors shall be at least three (3) but not more than nineteen (19). The Directors shall be elected or re-elected, as the case may be, each year by the Board of Directors at the annual meeting or at such other meeting as shall be called for that purpose. Each Director shall hold office for two years or until such Director's death, resignation or removal. Each Director may serve a maximum of four (4) consecutive terms. Directors need not be residents of the State of Wisconsin.

D. Classes of Directors. The Board of Directors shall consist of two classes of Directors: Class A and Class B, and the number of Directors in each class shall not be less than one nor more than twelve, with the intent to stagger election times to preserve continuity. The Directors in Class A are to serve through January of even numbered years; the Directors in class B are to serve through January of odd numbered years. Thereafter each class of Directors shall be elected for a two year term.

F. Ex Officio Directors. The Board of Directors may elect Ex Officio Directors. Ex Officio Directors do not have voting rights at Board meetings and shall not be counted toward a quorum or toward the total number of Directors in attendance at each meeting. Ex Officio Directors shall be elected for a two year term.

G. Annual Meeting. An annual meeting of the Board of Directors shall be held at the principal office or a designated location to be determined by the Board of Directors each year for the purpose of electing the Board of Directors and the Officers of the Corporation, and the transaction of such other business as may properly come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year, the meeting, upon waiver of notice or upon due notice, may be held at a later date.

H. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held at least three times per year at such place, time and upon such notice as the Board of Directors may determine within its discretion, to review the progress of the Corporation.

I. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at the request of the Chairperson of the Corporation, or if the Chairperson is absent or is unable or refuses to act, by the Vice Chairperson, or upon the written request of a majority of the Directors. Special meetings must be preceded by at least two (2) days' notice to each director of the date, time and place of the meeting.

J. Quorum; Action of Directors. A majority of the Board of Directors currently holding office shall constitute a quorum for the transaction of business at any meeting of the Board. A Director may attend any meeting of the Board of Directors through use of a telephone conference or other communications equipment so long as each participant can hear simultaneously and receive and send written information simultaneously with every other participant in the meeting.

No action may be taken at a regular or special meeting of the Board unless a quorum is present, except that the Directors present may adjourn the meeting.

K. Proxies. There shall be no proxies. At any meeting of the Board of Directors, a Director shall vote in person by voice, hand, or paper and/or electronic written ballot.

L. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

M. Removal. Any Director may be removed from office with or without cause by a majority vote of the Board. If a Director is proposed to be removed, all Directors shall receive, in writing, notice of the proposed removal at least (5) days prior to the meeting. The Director proposed to be removed shall be entitled to at least seven (7) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

N. Resignation. Any Director may resign from the Board of Directors at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

O. Vacancies. Vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by a vote of a majority of the Directors then in office, even though less than a quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill or until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

P. Compensation. No Director shall receive any remuneration for services as a Director. When authorized by the Board of Directors, however, reimbursement may be made for travel or other out-of-pocket expenses incurred in discharging official duties as prescribed by the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation from such service.

Q. Conflict of Interest. The Board of Directors shall adopt a conflict of interest policy that complies with all requirements of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

R. Action Without Meeting. Any action required to be taken at a meeting of the Board of Directors of the Corporation may be taken without a formal meeting if a consent in writing, setting forth the action so taken, shall be signed by 2/3 of Directors entitled to vote on the matter.

The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and is signed by one or more Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors taken at a meeting. All approvals shall be delivered to the Secretary to be filed in the corporate records and the action taken shall be effective only when all the Directors have approved the consent, unless the consent specifies a different effective date. A summary of such actions shall be duly noted in the minutes of the next meeting of the Board of Directors.

S. Notice. With the exception of regular meetings as set forth in Section H above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by written notice delivered in person, by telegraph, facsimile or other form of wire or wireless communication, or by mail or private carrier, not more than thirty (30) days prior to the date of the meeting, but at least forty-eight (48) hours before the time set for such meeting or, if notification is by mail, by mailing such notice at least five (5) days before the day set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

T. Waiver of Notice. A Director may waive any required notice before or after the date stated in a notice. The waiver must be in writing, signed by the Director, delivered to the Corporation, and included in the minutes. A Director's attendance at a meeting waives objection to lack of notice or defective notice, unless the Director at the beginning of the meeting objects. A Director's attendance at a meeting waives objection to consideration of a particular matter at the meeting unless the Director objects to considering the matter when it is presented. All such waivers shall be filed with and made a part of the minutes of the meeting.

U. Committees.

1. Standing or Temporary Advisory Committees Without Board Authority. The Board of Directors or the Chairperson may authorize, and appoint or remove members of (whether or not members of the Board of Directors), standing and/or temporary committees to consider appropriate matters, make reports to the Chairperson and/or Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors.
2. Executive or Other Committees with Limited Board Authority. The Board of Directors may by appropriate resolution designate one (1) or more committees, each of which shall consist of one (1) or more Directors elected by the Board of Directors, which to the extent provided in said resolution or in these Bylaws, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action with respect to election of officers, the filling of vacancies in the Board of

Directors, and the formation of and the filling of vacancies in committees with limited board authority pursuant to this subsection. The Board of Directors may elect one (1) or more Directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law.

V. DNR Liaison. The Wisconsin Department of Natural Resources may recommend a liaison(s) to be appointed by the Board of Directors (a “DNR Liaison”) for a two year term. The DNR Liaison may serve a maximum of four (4) consecutive terms. The DNR Liaison shall be invited to attend all Board of Directors meetings and may be present during all Board of Directors discussions, shall share knowledge and ideas with the Corporation from the DNR and shall advocate for the Corporation within the DNR. The liaison shall not have voting rights at Board of Directors meetings and shall not be counted toward a quorum or toward the total number of Board members serving.

ARTICLE IV Officers

A. Officers. The Officers of the Corporation shall include a Chairperson, Vice Chairman, Past Chairman, Secretary, and Treasurer, and such others offices as shall be created by the Board of Directors. Any two offices may be held by the same person.

B. Elections and Term of Office. Officers shall be elected annually by the Board of Directors at the annual meeting of the Directors or at such other meeting of the Directors as shall be called for that purpose. Vacancies may be filled and new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor has been duly elected and qualified, or until such officer’s death, resignation or removal. Officers shall serve for a term of one year.

C. Removal. Any Officer may be removed from office by the action of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby. Any Officer proposed to be removed shall be entitled to at least seven (7) days notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal as an Officer shall not impact the person’s role as Director, unless the vote to remove the officer specifies that the Officer is also removed as a director.

D. Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary

or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

E. Compensation. No compensation will be offered to the Officers.

F. Vacancies. A vacancy in any office for any reason may be filled by the Board of Directors for the unexpired portion of the term.

G. Chairperson. The Chairperson shall be the principal officer of the Corporation and shall preside over all meetings of the Board of Directors. The Chairperson, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall attend to all the affairs in accordance to the purposes of the Corporation and the policies and directives approved by the Board. The Chairperson shall submit to the annual meeting of Directors a report of the work of the Corporation and shall carry out as far as possible the purposes of the Corporation as stated in the Articles of Incorporation. The Chairperson shall be responsible for determining that correct and complete financial records of the Corporation are kept. The Chairperson shall furnish the Board of Directors on an annual basis, or whenever requested, a statement of the financial condition of the Corporation, and shall perform other duties as these Bylaws of the Board of Directors may from time to time prescribe.

H. Treasurer. The Treasurer shall perform all duties customary to that office and shall have knowledge of all corporate funds and securities and shall keep full and accurate of receipts and disbursements, assets and liabilities in the books of the Corporation. The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board.

I. Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors and Executive Committee; see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; oversee the corporation records, keep a register of the names and addresses, phone and electronic address of each Director; and in general, perform all duties as may from time to time be assigned by the Board of Directors.

ARTICLE V

Business Administration

A. Execution of Instruments. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer or Officers, employee or employees, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute any contract execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instructions.

B. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may deem expedient.

C. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature by the Chairperson or the Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

D. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the Chairperson or, in the case of the Chairperson, as determined by the Board of Directors.

E. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or depositories as the Board of Directors may select.

F. Audit. Annually the Board of Directors will review and decide whether the financial accounts of the Corporation should be audited by a certified public accountant. Each year a full statement of the Corporation's statements of finances shall be submitted to each member of the Board and made available at the annual meeting.

ARTICLE VI

Miscellaneous

A. Books and Records. The Corporation shall keep correct and complete books and records of accounts; shall keep minutes of the proceedings of Board of Directors and committee meetings; and shall keep at the registered or principal office a record of names, phone, electronic addresses and facsimile numbers of the Directors.

B. Fiscal Year. The fiscal year of the Corporation shall end on such date as shall be established by the Board of Directors.

C. Corporate Seal. The seal of the Corporation, if one is adopted by the Board of Directors of the Corporation, shall contain the name of the Corporation and the word "Wisconsin."

D. Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by the Wisconsin Statutes, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he or she is a Director or Officer of the Corporation. The Corporation shall indemnify its employees and authorized agents, acting with the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted thereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section D by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section D. The term “statute,” as used in this Article, shall mean Sections 181.0871 through 181.0883 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set for in Section 181.0871 of the Statute.

F. Limited Liability Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Nonstock Corporations Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

ARTICLE VII
Amendments

These Bylaws may be amended or amended and restated by the Board of Directors; provided, that at least seven days' written notice of any meeting at which an amendment will be considered must be given, and such notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and must contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The amendment must be approved by 2/3 of the Directors in office at the time the amendment is adopted.

These amended Bylaws were adopted at a meeting of the Corporation's Board of Directors on the 22nd day of March 2018.

Officer

Title