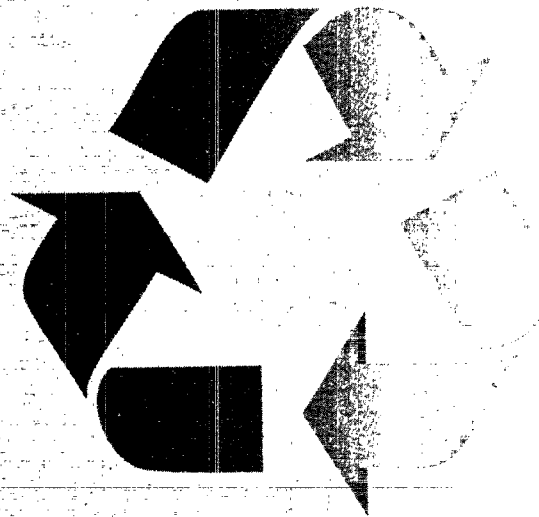


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CORPORATE RECYCLING COUNCILS

**A HANDBOOK FOR STARTING
STATE AND LOCAL COUNCILS**

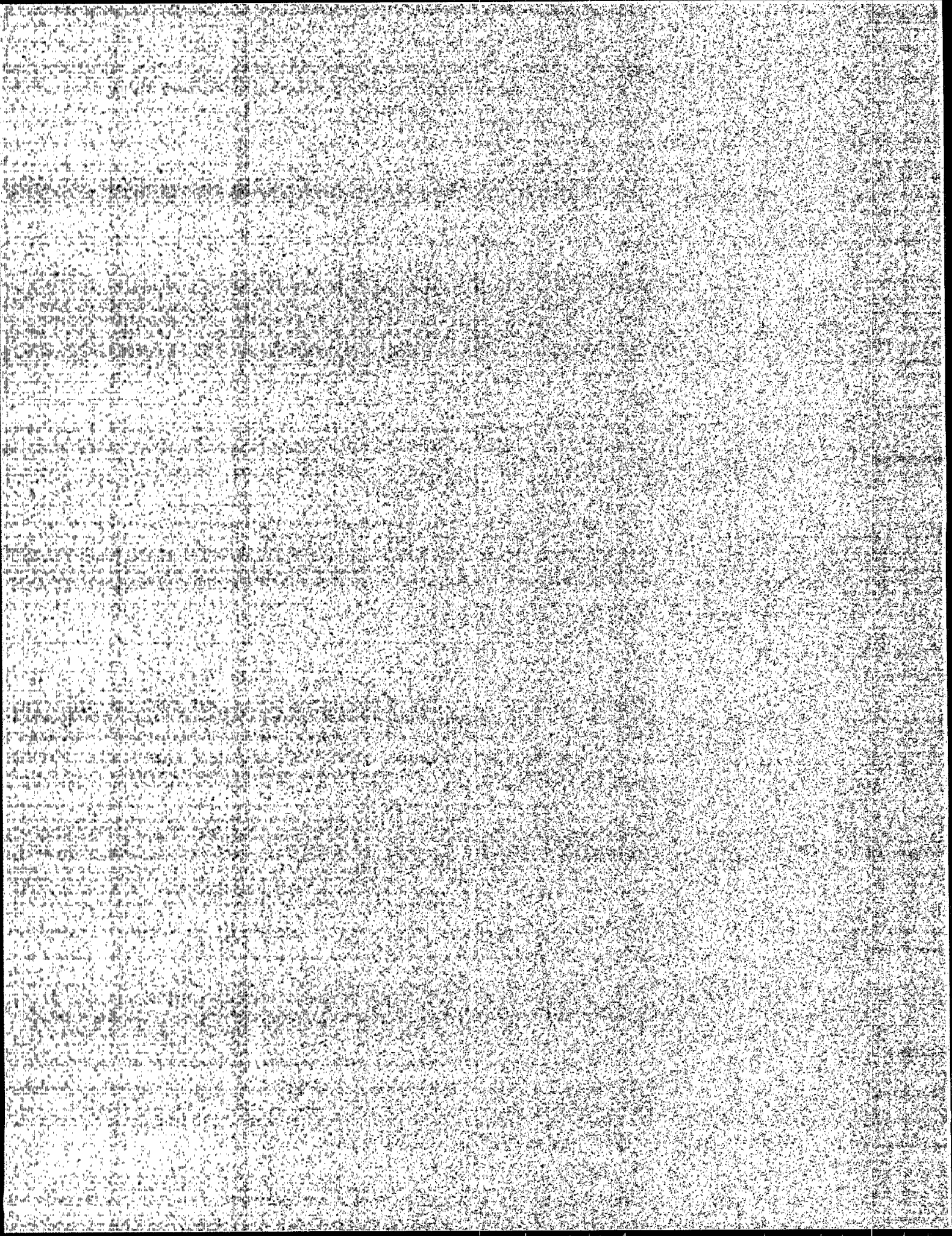


The Texas General Land Office
Garry Mauro, Commissioner

Produced under a grant from
The Gulf of Mexico Program

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INTRODUCTION

This manual, funded through a grant from the Gulf of Mexico Program, is designed to facilitate recycling and to encourage others to recycle the success of the Texas Corporate Recycling Council and its affiliates. It is hoped that recycling will ultimately help reduce the solid waste produced in and around the Gulf of Mexico, thus saving wetlands from becoming landfills and eliminating marine debris.

These are worthy goals, but perhaps not enough to motivate industry to action. However, when the environmental benefits of recycling are collectively viewed with the economic benefits, such as lower operating expense, lower cost of raw materials, increased profits, positive publicity, increased jobs and better quality products at lower prices for consumers, recycling is seen as a growth industry. Corporate recycling councils offer businesses both large and small, government agencies and

institutions, and nonprofit organizations an opportunity to develop relationships, advance technologies, and educate the public about ways to minimize waste production and better manage resources.

Using the Texas Corporate Recycling Council as a model, this manual presents guidelines and examples for establishing a corporate recycling council in your state or city. When referring to the state-level corporate recycling councils the text uses the terms "state-level" and "the Council" interchangeably. When referring to local affiliates, the term "local CRCs" is used.

The guidelines in this manual are flexible. Each corporate recycling council established will have unique properties due to the natural diversity of our country. Decisions and actions should reflect your area's needs and its diversity.

HISTORICAL PERSPECTIVE ON THE TEXAS CORPORATE RECYCLING COUNCIL

As the manager of 20.5 million acres of state-owned land, the Texas General Land Office in 1990 faced a growing demand to lease land for landfills. Foreseeing that recycling would become a viable economic option, and not wanting to see state-owned lands become dumping grounds, Texas Land Commissioner Garry Mauro, along with some of the largest businesses in Texas, established the Texas Corporate Recycling Council (TCRC).

Since the establishment of this council, substantial progress has been made in recycling in Texas. The wealth of recyclable materials generated by recycling collection programs is gradually being converted into manufactured products. As corporate interest in purchasing recycled products intensifies, recycling industries are expanding to

meet the demand. This surge in processing and manufacturing activity will give the Texas economy a needed boost in this decade. The sheer volume of recyclable materials that can be diverted from the waste stream is an indicator of the promise for growth in the recycling industry. Corporate responsibility is translating into good business for Texas and good news for the environment.

The Texas Corporate Recycling Council has evolved steadily, growing both in membership and in the number of regional councils. Although at first closely tied to the Texas General Land Office, it has evolved into an autonomous volunteer body which is financially self-sufficient. Strong private sector commitment and leadership have become the hallmark of its success.

FORMATION OF A STATE-LEVEL CORPORATE RECYCLING COUNCIL

DEFINITION

A Corporate Recycling Council (CRC) is a public-private partnership of members who believe that the economic success of current and future generations depends on our ability to protect the environment now. Its members or potential members are businesses, institutions, and government agencies that have an established commitment to recycling.

An established commitment to recycling may be defined as the willingness of companies or government agencies to find and employ cost-effective, reasonable methods to reduce their waste stream through recycling, waste minimization, and materials reuse; educate their employees on the benefits of recycling in the workplace and at home; buy recycled materials and supplies whenever possible; and support the CRC with a designated representative.

The Texas Corporate Recycling Council is organized as a 501(c)(3) nonprofit organization exclusively for the purpose set out in the Articles of Incorporation (see appendix). It is not a trade organization. It is governed by a Board of Directors comprised of the founding core group.

PURPOSE

The purpose of a Corporate Recycling Council is to increase overall environmental awareness and willingness to incorporate recycling, waste minimization, materials reuse, and the purchase of recycled products into the corporate environment.

GOALS

The goals of a Corporate Recycling Council are to:

- promote recycling and waste minimization in the corporate and institutional environment throughout the state;

- develop a network of local affiliated councils and assist them in promoting local programs; and
- promote environmental responsibility by educating business and public institutions on waste reduction and recycling.

MISSION

The mission of a Corporate Recycling Council is to:

- develop successful waste minimization and resource recovery programs in businesses and public institutions through education, information exchange, and successful role modeling;
- stimulate markets for industrial and post-consumer waste by promoting the purchase of recycled products by businesses and public institutions;
- stimulate the purchase of recycled-content products generated from pre- and post-consumer waste streams; and
- promote the development of recycling industries and infrastructure throughout the state and in local areas by promoting public and private sector partnerships.

IDENTIFY KEY PLAYERS

Although a state-level Corporate Recycling Council might evolve from coalitions of grass roots organizations and partnerships, this manual is patterned after the Texas Corporate Recycling Council initiated by Texas Land Commissioner Garry Mauro. A high-profile, state-level person often has both the connections to identify a core group of public and private sector individuals with an established commitment to recycling and the influence to motivate them.

The first step is to identify a small group of proactive individuals willing to commit the time, energy, and resources necessary to get the Council

established. It is recommended that these individuals make a commitment to serve on the founding Board of Directors for a minimum of one year, and preferably two. Some thought should also be given to regional diversity when establishing the core group. It would be advantageous to include several individuals committed to establishing local CRCs in their own areas. When establishing the core group, especially if an elected official is spearheading the effort, it is important to include individuals from differing political parties so that the group has a truly nonpartisan complexion. Although communities will differ, here are a few suggestions for identifying the key players.

Public Sector

- A key state official (as highly placed as possible) under whose jurisdiction solid waste management or land management or the state of the environment falls;
- Heads or representatives of state, county, and municipal solid waste management authorities;
- A representatives from the state department of commerce;
- Representatives of educational institutions;
- Representatives of committed government agencies; and
- Representatives of environmental organizations committed to recycling.

Private Sector

- Corporations with an established commitment to recycling;
- Businesses which collect or process industrial and post-consumer waste and which form the recycling infrastructure;
- Financiers willing to support the development of recycling businesses; and
- Concerned citizens.

This is only a partial suggested listing. Prominent newspapers, and radio and television stations should be approached to join the core group. Aside from the

obvious public education advantages, most newspapers have recognized the economic value of using recycled paper and are committed to recycling. In some communities it might be of advantage to include or invite participation from service clubs such as Rotary, Lions, and Kiwanis clubs or other community service organizations. These groups offer exposure to a wide cross-section of businesses.

Once you have identified a list of key players, it is time to plan for your initial meeting.

INITIAL MEETING

In working to establish a state-level CRC, it is very important to ensure that you have committed individuals.

- Organize your key players to recruit members and begin planning the first meeting.
- Mail out invitations to a broad list of potential participants. Include enough information about CRCs to stimulate interest in attending the meeting.
- Follow up invitations with phone calls if possible.

It is most important that the first meeting be well attended. This does not mean just numbers, but numbers of committed individuals who will work to firmly establish this organization. It is beneficial to spend some time explaining CRCs and soliciting participation prior to the meeting.

Prepare an Agenda

- Establish shared vision, mission, and goals (see sample in appendix);
- Choose initial officers from core group;
- Approve Articles of Incorporation to be filed with the secretary of state;
- Adopt bylaws (see sample in appendix);
- Establish committees to develop education programs and a questionnaire for members soliciting topics of interest and issues of concern;
- Plan mini-trade shows, bring in speakers, and

schedule tours;

- Develop funding strategies;
- Develop public relations strategies;
- Increase membership by identifying individuals and areas to establish local CRCs;
- Set time for next meeting of executive committee and CRC; and
- Identify tasks to be completed by next meeting.

Run a well-organized, efficient, upbeat meeting

- Prepare quality copies of relevant documents (printed on both sides, on recycled paper); and
- Keep to the agenda.

FIRST MEETING FOLLOW-UP

- Ensure that the press (print, TV, and radio) receives all the details, copies of the agenda and supporting documents, as well as interview and photo opportunities.
- Circulate minutes in a timely fashion to all participants, with the tasks to be accomplished before next meeting highlighted.
- Distribute the above-mentioned questionnaire to members and analyze results for presentation at the next meeting.
- The Executive Committee should meet in order to plan the next board meeting agenda.

Setting measurable objectives is important to accomplish goals and maintain enthusiasm for the project. The achievement of these initial objectives will demonstrate the success possible, thereby motivating continued participation. It is also important to recognize contributions of individuals from the beginning. This will not only positively reinforce business participation, but it also offers an opportunity to attract positive publicity for the organization and its mission.

CORPORATE RECYCLING COUNCIL BOARD OF DIRECTORS

The CRC's first or Founding Board will most likely be appointed. This board is charged with

establishing a firm foundation for the organization. In recruiting individuals for the founding board, it is helpful to give them some idea of what will be expected of them. Therefore, here is a brief discussion of the role and function of board members.

Role and Function of the Board

Although in the start-up phase the board members will also be the workers, it is important to establish a collective understanding of the role and function of the Board. The following excerpts from an article by Rick Smith, Executive Director of the Support Center/CDT in San Francisco, offer a clear and succinct explanation.

The role of the board is to govern. Inherent in the board's governance role are two functions. The first function of the board is to protect the public interest. The board accomplishes this oversight and evaluation function by keeping well informed about the programmatic and financial activities of the organization and revealing this information as appropriate to the public. After considering relevant information, the board makes judgments and decisions that will guide the organization, the reputation of the board members, or the jobs of employees. The second function of the board is to enable the organization to effectively and successfully achieve its purpose. To achieve this end, the board has formal and helping responsibilities.

As local CRCs are established, the president of each should automatically become a member of the board of directors of the state CRC.

Responsibilities of Board Members

For a Corporate Recycling Council to be effective, its board members must exercise two kinds of responsibilities: governance or formal responsibilities, which they are legally and morally obligated to fulfill, and helping or informal

responsibilities, which they may decide to fulfill in relation to the needs of the organization. Formal responsibilities include:

- hiring and (if necessary) firing the top manager, the executive director;
- delegating the organization's management functions—including planning organizing staff, directing and controlling—to standing committees and/or the executive director;
- reviewing and approving corporate plans and major commitments;
- assuring the continuity of the organization—making emergency decisions when management cannot perform, and stepping in when crisis endangers the programs or existence of the agency; and
- maintaining the board as a healthy, well-organized governing body capable of helping the organization achieve success.

Informal or helping responsibilities include planning, fund-raising and community relations and, in general, filling in where work needs to be done.

In the start-up phase of any nonprofit organization, board members wear both hats. In fact, in many smaller nonprofit organizations board members continue to both govern and manage the day-to-day operations until they can afford to hire staff. If a government agency can provide the state-level council with some administrative support, as the Texas General Land Office has, it is most helpful, not only in managing workload but in offering stability to the organization.

It is particularly important at the state level that board members focus on their board responsibilities and allow the local CRCs to deal with management of day-to-day details. State-level Council members must maintain a broad view of the organization, and through strategic planning, direct the organization towards accomplishing its mission.

FUNDRAISING AS A BOARD RESPONSIBILITY

Securing funding for your Corporate Recycling Council will always be a board responsibility; however, the emphasis will change as your organization grows.

A combination of state funds and corporate support should provide the start-up capital. Acquiring this funding is one of the main responsibilities of the core group of individuals who agree to help you. Once you have this in hand, it's time to begin strategic planning to ensure continued funding to support programs in the future. Here are a few strategies you might consider.

Annual Subsidy from Government

It is to every state's advantage to have a Corporate Recycling Council. It is the board's challenge to convince them of its benefits, both economic and environmental. Government support may be cash but more likely will be in the dedication of resources such as personnel, office space, etc.

Annual Affiliate Member Dues

As your organization grows, this dependable type of income will also grow. In Texas, the TCRC dues are 10 percent of the local affiliate dues. Texas is a large and economically diverse state and dues vary based on the economy of each local CRC. This may not represent a large amount of money, but it is predictable.

Corporate Donations

Corporations should not be viewed as, the "cash cows" they once were for nonprofit organizations. However, the good news is that corporate dollars invested in CRCs will bring direct benefits to the corporation and will increase with the corporation's participation in the CRC. Larger, statewide corporations should be solicited by the state-level CRC; smaller, more regional corporations should be left for local CRCs to pursue.

Cooperative Projects

Funding for cooperative recycling projects or other projects related to the mission of the organization may be easier to attain than funding for general operating expenses. There may be government funds or grant money set aside for such projects. It is merely a matter of research to identify appropriate sources within your state.

Special Event Income

Special events are a popular form of fund-raising among novices; however, these are also the most costly in staff time and operating expense. Their net income is also unpredictable as it depends on various influences (weather, competition with other events, etc.). In order for these events to be successful, they must be carefully planned. If you can solicit in-kind donations to limit or eliminate operating costs, these may be worth the effort. If you can combine public education objectives with your event, you will gain both tangible and intangible profits.

Grants

There are a variety of funding sources in the grantmaking arena. Many foundations fund specialized. Finding the right match between your

project and a potential funder is one of the keys to success. Corporate foundations and environmental foundations may be a good place to begin your research. Community foundations may be more appropriate for local CRCs to pursue. If your project includes an educational element, a wider variety of funders may be appropriate. In addition, you should review your members to see if any of them are currently sitting on the boards of foundations. These individuals may be of great value in networking to help you find the right match.

In-kind Donations

If you are careful to match the request to the donor, in-kind donations can save operating expenses as well as increase your support base. These donations may be goods, such as office supplies; services, such as mailing lists or bulk mail handling; or personnel such as a conference organizer who is given time to work on the project.

There is no easy single strategy to fund-raising. It is the challenge of each board to develop funding from a variety of sources. Just as wise investors use a variety of investment instruments, a board that plans strategically will utilize a variety of funding sources.

ESTABLISHING LOCAL CORPORATE RECYCLING COUNCILS

Local Corporate Recycling Councils are affiliates of the statewide Corporate Recycling Council. Likewise, they are public-private partnerships of members who believe that the economic success of current and future generations depends on our ability to protect the environment now. Members or potential members are businesses, institutions, and government agency offices in the local area who have an established commitment to recycling.

The local CRCs are organized under the 501(c)(3) nonprofit rating of the state-level organization exclusively for the purpose set out in the Articles of Incorporation (see example in appendix). Local CRCs are not trade organizations. Although the state-level Council may be formed first, it is the local CRCs which are the heart and soul of the organization, for it is in the local CRCs that the mission will be achieved.

PURPOSE

The purpose of local Corporate Recycling Councils is to promote an increase in overall environmental awareness, recycling, waste minimization, materials reuse, the development of recycling infrastructure businesses, and the purchase of recycled products in the local corporate environment.

GOALS

The goals of local Corporate Recycling Councils are to:

- promote recycling and waste minimization in the local corporate and institutional environment;
- develop a network of local members and assist them in promoting local programs; and
- promote environmental responsibility by

educating local business and public institutions on waste reduction and recycling.

MISSION

The mission of a local Corporate Recycling Council is to promote public and private sector partnerships in local communities by:

- developing successful waste minimization and resource recovery programs in businesses and public institutions through education, information exchange and successful role modeling;
- stimulating markets for industrial and post-consumer waste by promoting the purchase of recycled products in businesses and public institutions;
- stimulating the purchase of recycled-content products generated from pre-and post-consumer waste streams; and
- promoting the development of recycling industries and infrastructure in the local area.

This mission statement should be modified as necessary to suit local needs and interests.

STARTING A LOCAL CORPORATE RECYCLING COUNCIL

Local CRCs may be started in three ways. There may be an individual who is involved as a core member or founding board member of the state level CRC. There may be a group of local entrepreneurs who have made a commitment to recycling and who want to start a CRC in their local area. Interest might be aroused by speakers from the state-level CRC programs who make presentations to local chambers of commerce or other community groups. Whichever way interest in establishing a local CRC evolves, the basic steps in organizing are the same.

IDENTIFY KEY PLAYERS

Key players must be identified and organized into a core group.

Public Sector

- A key local official (as highly placed as possible) under whose jurisdiction solid waste management, land management, or the state of the environment falls;
- Heads or representatives of county or municipal solid waste management programs;
- Representatives from the state department of commerce;
- Representatives of local school districts and educational institutions;
- Representatives of committed government agencies; and
- Representatives of local environmental organizations committed to recycling.

Private Sector

- Corporations with an established commitment to recycling;
- Businesses which collect and process industrial and post-consumer waste and which form the recycling infrastructure;
- Financiers willing to support the development of recycling businesses; and
- Concerned citizens.

This is only a partial listing. There may be other individuals or groups in your area which should be included. Local newspapers should also be approached to join the core group. Aside from the obvious public education advantages, most newspapers have recognized the economic value of using recycled paper and are committed to recycling. In some communities it might be of advantage to include or invite participation from service clubs such as Rotary, Lions, Kiwanis clubs or other community service organizations. These groups can offer exposure to a wide cross-section of businesses. It would be advantageous to reflect

the community's cultural diversity within the local CRC. When initially establishing the local core group, especially if an elected official is spearheading the effort, it is important to include individuals from differing political parties so that the group has a truly nonpartisan complexion.

INITIAL MEETING AND COMMITMENT

Organize a local core group of concerned citizens in the corporate community to recruit members and begin planning the first meeting.

Prepare an Agenda

- Present copies of the state organization's vision, mission, and goals;
- Achieve consensus and acceptance of vision, mission, and goals;
- Choose initial officers for the local CRC from the core group;
- Review articles of incorporation filed with the secretary of state;
- Adopt bylaws (see sample in appendix); and
- Establish committees to plan programs, develop funding strategies, and develop public relations strategies.

Run a Well-Organized, Efficient, Upbeat Meeting

- Prepare quality copies of relevant documents (printed on both sides, on recycled paper) and send them out in advance if possible.
- Keep to your agenda;
- Announce date and location of next council board meeting; and
- Schedule local CRC meetings.

FIRST MEETING FOLLOW-UP

Ensure that the press (print, TV and radio) receives all the details, copies of agenda and supporting documents, and interview and photo opportunities. Circulate minutes in a timely fashion to all participants, with tasks to be accomplished before next meeting highlighted.

As local CRCs are established, the president of each should automatically become a member of the board of directors of the CRC.

FUNDING STRATEGIES

As with all nonprofit activities, support and funding must be acquired either in cash, project sponsorship and/or in-kind donations. Here are some general areas to consider for funding.

Membership Dues

The amount of funding needed will vary from council to council, based on size of membership and scope of projects. Membership dues generally can be correlated to these two factors as well. All local councils should be required to send a flat percentage (10%) to the state-level organization; however, other funds solicited or raised from events can be used for local projects.

Corporate Donations

Cash contributions donated for general purposes, as seed money or specifically tied to a project, are a good source of funding. Matching the right request to the right corporation is important. However, Corporate Recycling Councils should have good insights into making these matches, as many of the potential donor corporations can influence program development.

Corporate Support

This category of support can include a company lending the use of its resources; for example, computers, public relations/marketing expertise, or employees in support of a CRC project. This type of support can make a substantial impact on the expense of a project.

Co-sponsorship of Special Events/Projects

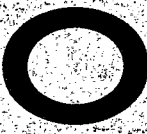
In the case of public education and fund-raising events, the sum of the parts is often greater than the whole. Designing a program, conference, project or special event with joint sponsorship in mind increases the fundability of the project as well as reduces the expense by securing prior commitments of supplies, expertise, and volunteers.

In-kind Donations of Goods and Services

Often businesses, especially small or medium-sized businesses, may find it easier to donate goods or services as they may lack philanthropic line items in their budgets. These types of donations can substantially reduce expenses.

Again, each local council will have unique needs and will develop funding strategies compatible with its corporate and community cultures and program needs.

ESTABLISHING SUPPORT FOR LOCAL CRCs

 One of the most important activities of the state-level Corporate Recycling Council is to develop and support local member councils. This can be done in a variety of formal and informal ways. This chapter highlights several types of support which have worked well in Texas. You may find other needs and develop other support mechanisms in your own state. The most important thing, however, is the commitment of the state-level organization to support the local member councils, for it is at the grassroots level that the mission of this organization is best achieved.

MATERIALS AND SERVICES

Support for groups forming new local CRCs may include written materials, training, and mentoring. Written materials may include a Local Corporate Recycling Council Starter Kit, comprised of this manual and

- the state-level organization's articles of incorporation and bylaws;
- samples of literature from other local councils;
- newsletters;
- conference announcements;
- a proposed agenda for the first meeting;
- officers nomination/election form;
- a sample budget;
- a sample press release; and
- sample letters of introduction soliciting new business members.

Start-up support should also include the training of new leadership by experienced state-level leaders. Training activities may include introductory seminars which review the CRC Starter Kit in detail with an opportunity to discuss questions; attendance at established local CRC meetings; and

state-level meetings; and opportunities to work with experienced individuals on committees or special events.

The state-level council should be able to provide ongoing advice through a mentoring program. It could be as formal as assigning a specific person as mentor, or as informal as creating an atmosphere where local CRC leaders are encouraged to contact state-level committee chairmen or the state-level office for information and advice. Mentoring reinforces networking and will naturally lead to a strong networking organization.

CREDIBILITY

Statewide Corporate Recycling Councils serve the public by promoting recycling as a means to both protect the environment and stimulate the economy. Well organized state-level CRCs can lend the credibility of their founding board members and mission to neophyte local CRCs. Allowing local CRCs to operate under their nonprofit charter establishes immediate credibility for these local groups and enables them to raise money to support local programs. Recognition by the state-level organization also enables local CRCs to offer more benefits and services to local businesses and to reach a wider range of resources through networking.

NEWSLETTERS

Publication of newsletters is highly recommended to both the state-level Council and local CRCs. These provide regular opportunities to share new information, to publicize upcoming meetings, roundtables, conferences, etc.; to recognize innovative programs and achievements of members; to discuss pertinent issues such as

pending legislation; and to ask for member input and information on member needs.

CONFERENCES

Annual conferences on recycling should be a mainstay of the state-level organization's program. Local CRCs should support these efforts by becoming involved in the planning as well as attending. The needs of the local CRCs should be a driving influence in the development of the program, selection of speakers, and choice of activities.

The state-level Council should encourage local CRCs, especially those in larger cities, to sponsor half-day seminars or roundtables on topics of local interest. Conferences, local seminars, and roundtables can be effective in recruiting new members as well as meeting needs of current members. Such events are also good opportunities for publicity and public education for both local CRCs and the state-level Council.

NETWORKING

The recycling industry in general is so broad, covering the collection, processing and use of so many materials of varied quality, that it's impossible to amass this information in one place. Corporate Recycling Councils grew out of local needs to solve local problems.

State-level organizations should maintain contacts with national organizations such as the National Recycling Coalition, Inc., to keep abreast of current technology and trends and make this information (or access to it) available to members. The state-level Council should also maintain communication with other state-level organizations, especially where there are common borders and local affiliates who might share common problems. The state-level Council should endeavor to offer networking opportunities for local businesses to share common concerns about recycling issues and the environment.

In addition, because the focus of Corporate Recycling Councils is to minimize waste production and promote recycling and buying recycled products, they should publicize the stories of individual businesses that have benefited by creating new technologies to achieve these goals. Many of these innovative strategies have either saved money in operating expenses or increased profit margins. The state-level Council should offer common ground for sharing new technologies and create an environment for cooperative development of new technologies.

LOBBYING/LEGISLATIVE AFFAIRS

The state-level organization should monitor proposed and pending legislation and regulations concerning recycling and solid waste management. It should keep members informed on these issues and can organize lobbying activities on behalf of CRC positions.

THE INTERNET

The Internet can be a tremendous resource. One benefit of membership in the Texas Corporate Recycling Council is access to E-Source. E-Source is an on-line database and bulletin board system developed by the Texas General Land Office. Free of charge, this service is available 24 hours a day and offers timely information on a variety of recycling and environmental topics; environmental calendars; markets for recyclables; vendors; and over fifty conference areas.

E-Source is an example of how state support of a Corporate Recycling Council can be invaluable. There are of course a host of other resources on the Internet. You are encouraged to develop an Internet resource list accessible in your own area.

RECOGNITION/PUBLIC RELATIONS

State-level organizations can offer recognition to businesses, programs and innovative strategies

for reducing waste, recycling, and buying recycled products. By showcasing outstanding examples, they are not only recognizing the good efforts of the businesses involved, but they are also offering useful models and challenging others to consider these options. What business doesn't want positive publicity? In addition, by showcasing the success stories within your council, you will be educating the general public and encouraging their cooperation to recycle and buy recycled, supporting the businesses in your council.

STIMULATING THE ECONOMY

Recycling is viewed by some as an environmental program and by others as an economic growth industry. Texas has proven that both views are correct and has noted an increase in businesses related to recycling as well as the involvement of a broad sector of industry. This has led to an increase in jobs as well as a reduction of materials entering the waste stream. Your state might consider undertaking strategic planning with your department of commerce to establish goals for recycling as an economic growth industry.

TRANSITION FROM FOUNDING BOARD TO REPRESENTATIVE BOARD

If your group is following the Texas model, where a founding board is appointed by a prominent state official, then some strategic planning to effect a transition from a founding board to a representative board is necessary. This chapter will give you some helpful insights into making this transition smoothly while strengthening your organization. First, here are basic definitions for these types of boards.

A **Founding Board** is the group originally named to get the state-level Council up and running.

A **Representative Board** is comprised mainly of the presidents of the local CRCs. This is the most desirable situation because it is in the local CRCs where the most effective results are achieved.

A **Board of Advisors** is a group which does not have decision-making authority but, rather, acts in an advisory capacity on an individual basis as the need arises.

Members of a founding board are chosen for a variety of reasons. Some will want to lend their influence to get the CRC started and then move on to do other things. Others, such as government employees and members of nonprofit organizations which promote recycling, may want to continue their participation for a longer time. Still others may become the presidents of local CRCs and will, of course, remain on the board.

Here are a few remarks about each type of potential founding board member in relation to the maturing of your organization and the natural evolution of a representative board.

PUBLIC SECTOR PARTICIPANTS

Key state official (as highly placed as possible) under whose jurisdiction solid waste management or land management or the state of the environment falls.

- This individual will probably stay in the official or honorary chairman capacity for as long as he or she is in office. A public service professional whose position is unaffected by changes in the political complexion of the administration may be involved in the CRC indefinitely. An elected official may try to designate a new chairman before leaving office. In this latter case, another less political option might be to name the office holder as honorary chairman. This would eliminate any political fallout.

Heads or representatives of state, county, or municipal solid waste management offices as appropriate for the area.

- These individuals should be involved in the founding board, and some may want to join the representative board during transition. Others may want to transfer to the board of advisors as the state-level CRC board becomes more representative.

Representative from the state department of commerce.

- Depending on how committed your state is to developing recycling as a growth industry, this individual may want to remain on the board during transition. Others may want to take a more advisory role and transfer to the board of advisors as the state-level CRC board becomes more representative.

Representative of educational institutions.

- Establishing recycling programs including the collection of materials and the purchase of supplies with recycled content will be the main concern of the educational institutions. If the state-level education department establishes a policy regarding recycling programs in state schools, this individual may want to serve on the representative board. But it is more likely that this person will move to an advisory capacity. Hopefully, they will encourage school district managers to become involved in the local CRCs.

Representatives of committed government agencies.

- These persons are from government departments or agencies which make an operational commitment to recycling through the collection of materials and purchasing of recycled products, as opposed to government officials whose departments have a direct involvement in recycling; for example, solid waste management). Here again, once their programs and the state-level council are established, they will most likely move into an advisory capacity, encouraging their own facility managers to become involved in local Corporate Recycling Councils.

PRIVATE SECTOR PARTICIPANTS

Representatives of environmental organizations committed to recycling.

- These organizations have a vested interest in participating in the CRC and cooperative projects. However, in view of the limited resources available to these groups, their personnel may have to move into an advisory role once the state-level organization is established. They will be able to increase their participation on a project basis and are valuable potential partners for workshops and conferences.

Corporations with an established commitment to recycling.

- Many larger corporations have social vision statements which promote recycling, not only within their own corporate structure but to their employees as private citizens. These organizations can play a vital role in starting up state-level councils, and their management can be very helpful participating in the local CRC where their facilities are found. These corporations become members of the local CRCs, so their participation will continue through board transition.

Businesses which collect and process industrial and post-consumer waste and which form the recycling infrastructure.

- It makes good business sense for these entities to continue participation. Once the state-level organization is established, these entities will probably become more involved in local CRCs. However, these businesses, more than most, will have a vested interest in changes in legislation and regulations and may want to stay involved in state-level committees.

Financiers willing to support the development of recycling businesses.

- These individuals will probably want to move into an advisory capacity when the opportunity presents itself. Hopefully, these organizations will make individual commitments to recycling within their own operations and will participate in local CRCs as well.

Concerned citizens.

- Extra willing working hands are always welcomed. As the board makes the transition from a founding board to a representative board, these individuals may move to an advisory capacity or volunteer to get involved in committee work. They can be a great asset.

WHEN TO MAKE A TRANSITION

If your founding board is well balanced, some members will start local CRCs and serve as presidents, thereby beginning the transition naturally. As more local CRCs are established, the interests of board members will begin to reflect the needs of local CRCs. The specific time frame will vary from group to group, depending on a number of factors:

- the number of local CRCs established;
- the time over which the number of local CRCs increases;
- the willingness of individuals to commit their time to serving on the state-level board; and
- the strategic plans of the state-level organization.

It is not unlikely that some of the "movers and shakers" needed to start up the state-level organization will only be willing to commit to the board for a year or two. Strategic planning is vital so that board members change gradually to ensure continuity of leadership.

ALTERATIONS IN BYLAWS

Standard bylaws can be adopted to govern the organization. They may be intentionally vague about how (or whether) members are elected. There may come a time when CRCs want to alter their bylaws to reflect that the board should be comprised of the presidents of the local CRCs. Each group will have to examine these factors in light of its needs and state statutes governing nonprofit organizations.

BOARD OF ADVISORS

A board of advisors is only as valuable as the individuals on it and the purposes charged to it by the organization's leadership. Individuals named to a board of advisors can lend credibility as well as expertise and energy. It is important to include utilization of this resource in your organization's strategic planning.

BOARD DEVELOPMENT AND TRAINING

Managing nonprofit organizations can be very different from managing corporate or private sector for-profit organizations. There are many good organizations across the country which can assist you in developing workshops which will strengthen your board members. When new members take their seats, it would be most helpful to provide an orientation program not only about your board and its activities but also the general responsibilities of nonprofit board members.

When local CRC presidents become the board of the state-level organization, their workload increases dramatically. These individuals now must split their energies between managing their local CRC and serving on the state-level board. To help manage this workload, the local CRC may hire an executive director. Another option is to reorganize the workload at the local CRC level. The president may delegate some responsibilities to other officers. A third option is to add persons to the state-level board who are not local CRC presidents. Your group must determine the most effective option and may develop other methods of coping.

STRUCTURE AND FUNCTION OF STANDING COMMITTEES

Because large group meetings are not the best place to conduct in-depth problem solving and planning, healthy nonprofits develop a committee structure to handle the work. The committees described below are suggested for both the state-level council and each local CRC. Each council will determine which committees to establish, based on its specific priorities and needs. All of these committees are recommended for the state-level Council. Individual CRCs are encouraged to establish as many as will meet their needs within the scope of their human resources. Individual board members should form the backbone of these committees; however, other interested parties willing to make contributions of time and talent can be of great value.

In the start-up phase of any council, the following committees should be established:

- Executive Committee;
- Programming Committee;
- Financial Development Committee;
- Membership Development Committee;
- Public Relations Committee; and
- Strategic Planning Committee.

These committees represent the essential functions necessary to establish either a state-level council or a local CRC.

COMMITTEES FOR STATE-LEVEL CORPORATE RECYCLING COUNCILS

In the selection of a founding board, it is a good idea to keep these committees in mind and select individuals willing and able to serve in these capacities. Prior experience in nonprofit

organizations or in establishing similar committees would be most helpful.

COMMITTEES FOR LOCAL CORPORATE RECYCLING COUNCILS

In selecting board members for a local CRC, these same initial committees are important. However, establishing local committees will be easier because the groundwork has been done at the state level and individuals are in place as committee chairs.

Which committees you ultimately choose to develop (and when you choose to develop them) should be decided on the basis the needs of your organization and the resources, especially human resources, available. You may have to combine the responsibilities of two committees if your personnel are limited.

EXECUTIVE COMMITTEE

Structure

The Executive Committee consists of the officers of the board of directors and the chairs of the standing committees. The suggested number for an active Executive Committee is five to seven. Individual councils will have to decide who is best suited and best able to contribute the additional time and energy required to serve in this capacity.

Function

The Executive Committee should:

- Plan upcoming board meetings. This group should stay in touch with board members and committee chairs and ensure that their issues and concerns are included in agenda planning.
- Keep abreast of committee projects and

coordinate committee activities and allocation of resources.

- Keep under review the finances of the CRC and ensure that projects planned and implemented stay within budget.
- Develop mechanisms for the board to use in strategic planning.
- Ensure sustainability of the council through effective management of resources.
- Ensure succession by maintaining active membership recruitment and recognition programs.

It is most important that Executive Committee members have the time and energy as well as the ability to serve in this capacity. As Executive Committee members will be chosen from current board members, they will be committing more than double the time and energy on behalf of the organization.

PUBLIC RELATIONS COMMITTEE

Structure

The President will appoint members of the board to this committee and may also appoint others who are not members of the board.

Function

The Public Relations Committee should be concerned with:

- defining the image of the organization and ensuring that this image is positively exposed at every opportunity;
- advance publicity for the organization's events and activities, and reinforcing its success in post-event press releases;
- promoting the organization's mission through press releases;
- promoting membership in the organization through the development of membership brochures and personal contacts in conjunction with the membership committee; and
- preparing a case statement to solicit funding in

conjunction with the Financial Development Committee.

This committee may take responsibility for newsletters as well. In addition, individual councils may assign other duties to this committee. It is recommended that this committee be responsible for the awards program.

AWARDS COMMITTEE

Structure

The Awards Committee will be selected by the board at the first meeting of the year. The chair shall be selected by the committee, and shall become an ex officio member of the board if not already a board member.

Function

The Awards Committee sets criteria, solicits nominations, and selects businesses for recognition as appropriate.

FINANCIAL DEVELOPMENT COMMITTEE

Structure

The President will appoint members of the board to this committee and may also appoint others who are not members of the board. The members of the Financial Development Committee shall elect a chair and a recording secretary. Both shall become ex officio members of the board if not already board members.

Function

This committee raises money to support the programs of the Council. It is important to have individuals on this committee, especially in the start-up phase, who have a successful track record in raising money. A number of avenues appropriate for raising funds have been discussed in prior chapters. Each council will emphasize the particular methods which are effective in its situation.

MEMBERSHIP DEVELOPMENT COMMITTEE

Structure

The President will appoint members of the board to this committee and may also appoint others who are not members of the board. The members of the committee shall elect a chair and a recording secretary. Both shall become ex officio members of the board if not already board members.

Function

The Membership Development Committee really has two functions: to develop local CRCs, and to help local CRCs increase their membership. The Membership Development Committee might get involved in the following activities:

- analyzing areas within the state which show potential for new local CRCs;
- contacting businesses in proposed areas, educating them about CRCs and soliciting their support for starting a local CRC;
- developing membership brochures which clearly state benefits and privileges of membership;
- establishing dues for both local CRCs and the state-level Council;
- help local CRCs in develop objectives for membership growth; and
- helping local CRCs evaluate methods for soliciting new members.

Individuals involved in other community groups such as chambers of commerce or service clubs such as Rotary, Lions, and Kiwanis, can use these additional networks to help solicit new members. Individuals who are involved in public relations or professional sales may also make strong contributions to membership growth.

All members of a CRC should be challenged to bring in new members. The broader the reach of the membership, the greater diversity and resource the council will have.

NOMINATING COMMITTEE

Structure

The Nominating Committee may be appointed by the president of the council but must be approved by the board and may consist of board members and others from the advisory board.

Function

The Nominating Committee, although it may only meet formally in advance of annual elections, should function all year. Nominating committees generally develop guidelines for nominations and election procedures. These are usually not specified in detail in bylaws, to allow the board some flexibility. The guidelines may be altered from year to year based on the needs of the organization and the individuals involved.

Nominating committees also should note individuals who might have the interest and ability to serve on the Executive Committee or in other elected board roles. They may set up criteria for specific offices (for example, service on the Financial Development Committee prior to running for treasurer or president). Such guidelines are not only helpful in ensuring that individuals have the ability to serve effectively in a particular position, but they also offer guideposts for developing future leaders.

As the board makes the transition to a representative board, the production of a slate of board members will become more of a formality; however, the selection of the officers and committee chairs will then become more important.

As the state-level Council matures, its focus will change. Local CRC boards will be more involved in managing the day-to-day operations and the state-level board will deal more with broader issues and future development directions and strategies.

INDUSTRY AFFAIRS COMMITTEE

Structure

The President, or an agent so designated, will appoint members of the board to this committee and may also appoint others who are not members of the board.

Function

This committee on both the state level and local level should provide continuous current information on the activities of industries and commodities in the state, and of the local community for local CRCs. As new technologies evolve, economic factors change, or other events, trends or developments become evident, this committee should keep its membership apprised of any changes which might beneficially or adversely affect recycling or related activities.

This committee should keep the Executive Committee informed of any trends or events which may affect the work or position of the organization. It may make suggestions to the program committee on relevant topics and sources of information, and might also provide a column in newsletters or material for online bulletin boards.

There may be situations where this committee works closely with the Legislative Affairs Committee to develop position statements, organize lobbying efforts or otherwise support its activities.

STRATEGIC PLANNING COMMITTEE

Structure

The President, or an agent so designated will appoint members of the board to this committee and may also appoint others who are not members of the board.

Function

Strategic planning is critical to the success of any organization. Much expertise has been developed

in the corporate sector and this experience should prove useful in establishing and maintaining a successful Corporate Recycling Council.

The industries related to recycling are developing and changing rapidly. The needs for certain commodities vary with other economic factors. New technologies may create new demands for recyclable waste products. Increases in consumer collection of recycled materials in a given locale may create a surplus of materials. These and many other factors make strategic planning even more important.

Strategic planning for the state-level organization should focus on providing for the needs of its affiliate members to achieve the organization's mission. Effective strategic planning will also provide a measuring stick to show progress and accomplishments which will be valuable in attracting new members and funding. This growth, of course, is vital to keeping the organization vibrant, effective and on the cutting edge.

PROGRAMMING COMMITTEE

Structure

The President, or an agent so designated, will appoint members of the board to this committee and may also appoint others who are not members of the board.

Function

The Programming Committee is one of the most important in either a state-level or local CRC. Programs are the strategies which help an organization achieve its mission. Programs serve the needs of the members and keep them active in an organization. Successful programs are what potential funders review in order to evaluate funding requests.

Programs should evolve not only from the mission of the organization but from the needs of its

members. Here are a few programs which you might consider.

Annual Recycling Conference

Topics, trends and activities should both inspire and enable individuals attending to further the mission of the organization by increasing member knowledge and developing skills where appropriate.

CRC Members Open House

In order for local CRCs to increase membership they must be visible. An annual event open to the public offers an opportunity to showcase the work of the CRC as well as the achievements of individual members.

Technical Seminars

Because technology has an impact on recycling activities, it will be helpful to monitor both national and international trends and developments and provide members access to this information.

Roundtable Discussions

Discussions focusing on relevant topics can be both informative and stimulating. These events can also be used to garner the interest of new members as well as generate positive publicity for the organization.

Presentations about the CRC

By working closely with the Public Relations Committee, standard presentations can be developed to solicit new members and new funding.

COMMUNICATIONS COMMITTEE

Structure

The President, or an agent so designated, will appoint members of the board to this committee and may also appoint others who are not members of the board.

Function

Depending on the size of the organization, communications may be handled by the Executive Committee, the Programs Committee, and the Public Relations Committee. However, if human resources allow, a communications committee can be valuable. It may be responsible for newsletters, on-line services, meeting notices, and other duties as assigned.

LEGISLATIVE COMMITTEE

Structure

The President, or an agent so designated, will appoint members of the board to this committee and may also appoint others who are not members of the board.

Function

The Legislative Committee, especially at the state level, can play an important role in keeping the membership informed about relevant national and state issues, and pending regulations and legislation concerning recycling and waste management.

It may also provide a lobbying function by producing informed position papers on particular issues of interest. It should help develop policy statements when necessary, and tell members how pending legislation or regulations might affect them.

ADVISORY BOARD

Structure

The Advisory Board should be composed of past board officers and members, and others in an advisory capacity. Members should be appointed for one-year terms.

Function

The role and effectiveness of an advisory board are directly related to the way the council members utilize this resource. Individuals may be placed on

an advisory board for a number of reasons, including:

- past experience with the organization;
- a particular area of technical expertise;
- ability to facilitate fund-raising activities;
- experience and/or ability in areas related to particular committees such as public relations or program development;
- affiliation with and ability to influence organizations of similar or compatible mission; and
- high public profile and willingness to lend personal support and credibility.

Appointment to a board of advisors may be a way to involve individuals who cannot make a regular commitment but who might be willing to support the organization and get involved in specific projects. It may also be a way to recognize and reward individuals for past service.

Advisory board members may serve on or chair committees, contribute articles to newsletters, or make presentations at conferences. They may assist with fund-raising efforts by identifying potential donors or soliciting new members. It is a challenge to your CRC leadership to maximize the potential of your advisory board.

EXAMPLES OF SUCCESSFUL PROGRAMS

In this chapter, you will find a variety of examples of successful programs. These examples were selected from submissions for local CRC Environmental Excellence Awards and TCRC Environmental Vision Awards. Some of these innovative ideas are farsighted projects; others are simple common sense ideas. Collectively, they represent the creative and cost-effective solutions employees can produce when properly motivated by corporate leadership.

COMPAQ

As a large growing company in Houston, Compaq has the opportunity to purchase many products. One of the products that Compaq purchases the most of is paper. By making the switch in 1994 to buying recycled paper company-wide, Compaq used over 12,434,782 pounds of recycled paper. This represented an increase of 56 times the amount of paper used in 1993. Compaq has educated its purchasing managers about office products with recycled content by holding annual office product supplier meetings. At these meetings, suppliers highlight products with recycled content. As a result of this education from suppliers and feedback from Compaq, 99 percent of all paper products the company purchases (such as brochures, manuals and office paper) have recycled content.

Compaq Houston recycles items from rubber bands to pallets. To make this happen, effective internal communication is produced that invites and encourages employees to participate. The company's environmental communication may be as elaborate as an environmental report sent to shareholders, or as simple as a sticker in rest rooms reminding employees to use the whole roll first!

Whatever the form, an emphasis on communicating a clear, proactive environmental message ensures that Compaq's environmental commitment is an everyday event.

Recycling has made Compaq money and saved even more. Environmental programs are designed that produce financial rewards for the company. Even with market fluctuations, Compaq has consistently proved over the last four years that recycling and waste minimization practices make good business sense.

SEMATECH

The SEMATECH Recycling Council is a grass roots organization funded and fully supported by the Chief Administrative Office and the Environmental Affairs Department. SEMATECH is a research and development facility, not a production facility. Employees change by 60 percent every year, and a variety of materials also changes with the research projects. To meet these challenges, the recycling council offers continuous in-house education and recruiting. Efforts are focused on every waste stream for reduction, reuse and recycling. For example:

- **Waste Paper.** After the company implemented a mixed paper recycling program, recycling increased 82 percent. Increased revenues and decreased landfill costs have allowed the company to contribute to various community projects.
- **Home Recycling.** Because this program was so popular with employees, a collection point for mixed paper from households was placed in the employee parking lot.
- **Tyvek.** Semiconductor facilities use significant amounts of tyvek material for clean room garments and other applications. This material

can be recycled through repair or repelletization. By rearranging entry to clean-room areas, the need for tyvek shoe covers was eliminated, thus minimizing this material's use and entry into waste stream. Tyvek was also used for envelopes which are now being recycled.

- **Aerosol Cans.** Recycling of aerosol cans was implemented to ensure environmental compliance. Contents are drained into drums for proper disposal. Cans are recycled for steel.
- **Batteries.** The move to high tech and communication through pagers, cell phones, radios and laptops has created a side effect in the generation of waste batteries. These NiCads are conditioned and recharged until their useful life is expired, then recycled into steel.
- **Fluorescent Light Tubes and Ballasts.** In an effort to reduce energy consumption, saving over \$400,000 annually, a surplus of eight hundred tubes and two hundred ballasts required disposal. The company found recyclers and received a check in return.
- **Purchasing Recycled Materials.** In an effort to "close the loop," the company set recycling goals. As of 1995, \$2,775,590 in recycled goods had been purchased. Total savings for using recycled materials exceeded \$4,865,953.

SONY MICROELECTRONICS (SME)

- SME employees reached a goal of cutting nonhazardous waste leaving the site by 50 percent.
- Prior to 1994, approximately 80 percent of the photoresists used in one of the manufacturing areas contained a member of the glycol ether family, which is reportable under EPA's annual chemical release program. Process engineers made a decision to move to a safer solvent and requalified a number of processes. Over 100 gallons per month of the original photoresist

were used in 1993, and less than 30 gallons in 1994. Full phase-out is anticipated in the next two years.

- Process engineers felt that significant savings could be made in the consumption of a chemical which is used as a positive resist stripper. Studies were done to extend bath life, and extensive modifications to sink and pumping systems were made. A 12-month running total of this chemical as of September 1993 was 5,351 gallons.
- In 1994 a team of SME employees felt that savings could be made by reducing the amount of gas remaining in cylinders sent off as waste and reducing process variability due to frequent gas cylinder changes. Anticipated savings from this work are estimated to be several hundred thousand dollars.
- EPA Green Lights Program. SME was one of the first Sony locations in America to perform a voluntary relamping of its office and maintenance areas with high-efficiency bulbs and ballasts. Significant savings in electrical energy have been documented.

LOCKHEED MARTIN TACTICAL AIRCRAFT SYSTEMS

Lockheed Martin Tactical Aircraft Systems (LMTAS) operates United States Air Force Plant 4 (AFP4) which manufactures F-16s, refurbishes aircraft and designs prototypes. Some of their successful source reduction activities include:

- Modification of paper towel dispensers, enabling individuals to select the amount of paper towel rather than dispensing a predetermined amount, resulted in an estimated 33 percent reduction in waste paper towels.
- Implementation of an "empty container return clause" as mandatory in all purchase contracts for containers five gallons or larger resulted in an estimated reduction of 29 tons of disposed containers per year.
- Transfer of all of its (over 8,000) Material Safety

Data Sheets to an electronic database eliminated the distribution of large quantities of paper mail.

- Implementation of an electronic mail system and paperless systems to requisition materials and parts, record maintenance requests, and process contracts and purchase orders has also helped to reduce office paper.
- Current recycling programs include aluminum, steel, titanium, copper and other metals, lumber, white office paper, telephone books, cardboard, plastic, laser print cartridges, grit blast media and other materials.
- RCRA-regulated Special Waste Recycling programs have been established for hydraulic fluid, machining coolant, oil filters, batteries, tires, waste oil, jet fuel, and soil.
- RCRA-regulated Hazardous Waste Recycling programs have been established for energy recovery, off-site solvent recovery, chromium process regeneration, spent carbon, and hydrazine.
- A number of projects have been implemented to conserve water discharged either through the sanitary sewer, Lake Worth, or the Trinity River. The total impact of these initiatives is saving over a half-million gallons of water per day.
- Community environmental service plays a key role in LMTAS's pollution prevention program. LMTAS provides both financial and volunteer support to a number of community environmental education programs and events.

**TEMPLE-INLAND
BUILDING/TRAMMELL CROW
CENTRAL TEXAS, LTD.**

By implementing Balcones Recycling's "Anything That Tears" program, tons per year of recycled

materials grew from 36 to 250, reducing the non-recycled waste stream from 90 percent to 31 percent.

UNITED STATES POSTAL SERVICE

The Houston vehicle maintenance operation is the largest in the Postal Service, with seven individual Vehicle Maintenance Facilities (VMFs) and 4,406 vehicles. Realizing the need to move to an environmental leadership role, it began an aggressive program to reduce automotive waste which resulted in eliminating all products containing the 17 chemicals targeted by the EPA and reducing inventory items from 130 to 26, with an associated savings of about \$70,000.

**BRAZORIA COUNTY RECYCLING
CENTER AND THE
CLEAN CITIES COALITION**

Waste Reductions Systems, Inc. (WRS) is a Houston-based, full-service waste and materials management company which focuses on delivering value to businesses and communities by reducing cost, recycling waste and improving materials-handling efficiency. WRS and communities in the Brazoria County area formed the Brazoria County Clean Cities Coalition and built a regional recycling center. The success of this project is attributed to the coalition and to the fact that the recycling facility has been the nucleus of bringing recycling services to the people. This public-private partnership has developed successful recycling projects, including single-family and multifamily areas; a community recycling drop-off site; residential yard waste composting; workplace recycling; industrial commingled trash recovery; school recycling; used motor oil recycling; waste tire disposal and recycling; and household hazardous waste collection and recycling.

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION FOR THE _____ CORPORATE RECYCLING COUNCIL

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

Article One

Name

The name of the Corporation is the _____
Corporate Recycling Council.

Article Two

Nonprofit Corporation

The Corporation is a nonprofit corporation.

Article Three

Duration

The period of the Corporation's duration is perpetual.

Article Four

Purposes

Section 4.01. The Corporation is organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code.

Section 4.02. Notwithstanding any other provision of these Articles of Incorporation:

a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable

compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

d. The Corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

Article Five

Membership

The Corporation shall be governed by its members as provided in the bylaws.

Article Six

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is _____

_____ and the name of its initial registered agent at such address is _____.

Article Seven

Directors

The number of Directors constituting the initial Board of Directors of the Corporation is _____ and the names and addresses of those people who are to serve as the initial Directors are:

Name:

Address:

Article Eight

Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation shall be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being,

or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation, provided, however that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (e) with respect to matters which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

Article Nine

Incorporator

The name and street address of the incorporator is:

Name:

Address:

CORPORATE RECYCLING COUNCIL BYLAWS

BYLAWS of the _____ CORPORATE
RECYCLING COUNCIL

ARTICLE I

Name

The name of the Corporation shall be the _____
Corporate Recycling Council and will be referred
hereinafter as "the Council."

ARTICLE II

Purpose

2.01. The Council is a public-private partnership of
members who believe that the economic success of
current and future generations depends on our
ability to protect the environment now.

2.02. The goal of the Council is to promote
recycling and waste minimization in the state of
_____.

a. Recycling is the conversion of production waste
and consumer used goods into renewable,
marketable components that supplement or
substitute for raw materials in manufacturing
products.

b. Recycling is necessary to conserve natural and
synthesized commodities; protect land, air, water
and health; save energy; abate pollution; create
jobs and develop a sustainable economy.

c. The Council shall promote environmental
responsibility with the emphasis to educate
business and public institutions on waste reduction
and recycling.

2.03. The mission of the Council is to promote
public and private sector partnerships through local
councils by:

a. developing successful waste minimization and

resource recovery programs by businesses and
public institutions through education, information
exchange and successful role modeling.

b. stimulating markets for industrial and post-
consumer waste by promoting the purchase of
recycled products by business and public
institutions.

c. stimulating the purchase of recycled content
products generated from pre- and post-consumer
waste streams.

d. promoting the development of recycling
industries and infrastructure in Texas.

2.04 The Council is organized as a nonprofit
organization exclusively for the purpose set out in
the Articles of Incorporation. It is not a trade
organization.

2.05 The Council shall provide a forum for state-
wide affiliated councils and will develop and assist
affiliated councils with the purpose of increasing
overall environmental awareness to incorporate
recycling, waste minimization, material reuse and
the purchase of recycled products in the corporate
environment.

ARTICLE III

Offices

3.01 Principal Office. The principal office of the
Council in the State of Texas shall be located in the
City of _____ County of
_____.

3.02 Registered Office and Agent. The Council
shall have and continuously maintain in the state of
Texas a registered office and a registered agent
whose office is identical with such registered office,

as required by the _____ Non-Profit Corporation Act.

ARTICLE IV

Membership and Meetings

4.01. Membership in the _____ CRC is open to all local corporate recycling council members in good standing.

4.02 Dues. The _____ CRC Board of Directors shall establish the _____ CRC dues structure and guidelines for payments to be made by participating councils.

ARTICLE V

Board of Directors

5.01. General Powers. The policy making body of the Council shall be the Board of Directors, who shall also review and approve financial matters.

5.02. a. Number. The Board of Directors shall consist of not less than five (5) nor more than twenty-five (25) members. The President of each local council shall serve as active members of the Board during their term. There may be ex officio members as specified by the Bylaws or the Board.

b. Tenure. Each Director shall be elected for a two-year term.

c. Election. New presidents of each of the local CRCs will automatically replace retiring members of the Board. Retiring members, at their own discretion and with the approval from the new Board members, may serve as an ex officio member of the Board for a one-year term.

d. Qualifications. A voting director must be a delegate representing a CRC member.

e. The President's Council shall elect three of its members to serve as voting directors of the Board.

These directors shall have full voting rights and privileges and responsibilities of other directors. They serve for a one-year term.

5.03. Regular meetings. The Board of Directors

shall hold not less than four meetings per calendar year. The time and place of the meetings shall be determined by the Board of Directors.

5.04 Special Meetings.

a. Special meetings of the Board of Directors may be called by or at the request of the President, or any two Directors. The person or persons calling a meeting shall designate the purpose, place, and time for holding such meeting.

b. Notice of any special meeting shall be received at least two days previously thereto by written notice delivered personally, or sent by first class mail, facsimile, or telegram to each Director.

c. Special meetings may be held by conference calls or facsimile.

5.05. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice. Meetings conducted by telephone must have a quorum. Meetings by facsimile or telephone polling must show evidence that a quorum considered the action and was able to vote.

5.06. 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.

5.07. a. Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

b. If a Director misses two (2) consecutive meetings without an approved valid excuse, the Directors

may remove that Director. A Director may appoint a proxy. All proxies must be given in writing.

5.08. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if the President elects to hold such meeting by conference telephone call or to poll the board on such action by telephone, facsimile transmission or first class mail.

5.09. Removal. The act of a majority of the Directors present at a meeting in which a quorum is present can remove a Director.

ARTICLE VI

Officers

6.01. a. The officers of the Council shall be a President, a Vice-President, a Secretary, and a Treasurer.

b. The Board of Directors may elect or appoint such other officers and invest them with such authority as it shall deem desirable. An individual may, at the discretion of the Board, hold more than one office and/or committee chairmanship.

6.02. Election and Term of Office. The officers of the Board shall be elected annually by the Board of Directors. Each officer shall hold office for one year. Elections shall be held at the first quarterly Board meeting.

6.03. Removal. The act of a majority of the Directors present at a meeting in which a quorum is present may remove an officer.

6.04. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

6.05. President and Chief Executive Officer. The President shall be elected by the Board and will be

the principal executive officer of the Board. The President shall supervise, control, and carry out all of the business and affairs of the Board. The President may sign, with the Secretary or any other proper officer of The Board all legal documents authorized by the Board to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Board.

6.06. In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President will assist the President in responsibilities to supervise, control, and carry out all of the business and affairs of the Council as directed by the President. The Vice-President must be a member of the Board.

6.07. Secretary. The Secretary shall keep the minutes of the meetings of the Board; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; and, in general, perform all duties as may be assigned by the President or by the Board. The Secretary must be a Director of the Board.

6.08. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Council; deposit all such monies in the name of the Council; keep proper books of account and other books showing at all times the amount of such funds and other property belonging to the Council, all of which books shall be open at all times to the inspection of the Board; submit a report of the accounts and financial condition of the Council at each quarterly meeting of the Board; and in general perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board. The Treasurer must be a Director of the Board. The Treasurer Shall be responsible for the fiscal budget preparation and presentation for approval by the Board.

6.09. Compensation of Officers. The salaries, if any, of all officers and agents of The Council shall be fixed by the Board of Directors. Reimbursement of out-of-pocket expenses may be requested by members of the Board for preapproved Council expenditures.

ARTICLE VII

Agents and Representatives

The Board of Directors may appoint such agents and representatives, including an executive director, of The Council to perform such acts or duties on behalf of The Council, and to give such agents and representatives such powers, as the Board of Directors may see fit, so far as may be consistent with the Articles of Incorporation or these Bylaws and to the extent authorized or permitted by law.

ARTICLE VIII

Committees

8.01 The Executive Committee shall consist of the Officers of the Board, and the Chairpersons of the standing committees.

8.02. The Executive Committee shall hold not less than four meetings a year. Special meetings may be called in compliance with Article V, Section 5.04

8.03. The Executive Committee shall have all the powers of the Board between meetings and any action taken shall be submitted to the Board for ratification at its next meeting. However, the Committee shall not have the authority of the Board in reference to amending, altering, or repealing the Bylaws, electing, appointing or removing any Director or Officer of the Council; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Council; authorizing the voluntary dissolution of the Council or revoking the

proceedings therefor; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto or authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on it by law.

8.04. Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Committee; but if less than a majority of the members are present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice. Meetings conducted by telephone must have a quorum. Meetings by facsimile or telephone polling must show evidence that a quorum considered the action and was able to vote.

8.5 Nominating Committee

a. Members of the Nominating Committee shall be approved by the Board and may consist of members of the Advisory Board.

b. During the year, the Nominating Committee shall provide names for filling vacancies.

8.06. Financial Development Committee.

a. The President or an agent so designated shall appoint the members of this committee who may, but need not, be members of the Board of Directors.

b. The members of the Financial Development Committee shall elect a Chairperson and a recording secretary: both may be ex officio members of the Board.

c. This committee will be a financial development task force, review potential funding sources, and potential in-kind services available to the Council.

d. The Financial Development Committee, along with the Treasurer, shall make application for grants

and gifts from Corporate sources and Foundations as applicable, and within the guidelines of the Council.

8.07. CRC Development and Membership Committee

a. The President or an agent so designated shall appoint the members of this committee who may, but need not, be members of the Board of Directors.

b. The members of the CRC Development committee shall elect a chairperson and a recording secretary, both of whom may be ex officio members of the Board.

c. This committee is responsible for the development and implementation of a strategy to assist local CRC development and membership.

8.08. Public Relations Committee

a. The President or an agent so designated shall appoint the members of this committee who may, but need not, be members of the Board of Directors.

b. This committee is responsible for the creation and implementation of a public relations strategy to increase awareness of the Council, its programs and projects. This committee shall work closely with the communication committee, programming committee, and other committees as needed.

c. The Awards Committee shall be a subcommittee of the Public Relations Committee.

1. Awards Committee - This committee Chair shall be selected by the Board of Directors during the first meeting of each year. That Chairperson may be an ex officio member of the Board.

2. The Chairperson shall submit to the Executive Committee a list of committee members for approval. Those members need not be members of the Executive Committee.

8.09. Industry Affairs Committee

a. The President or an agent so designated shall appoint the Chair of this committee who may, but

need not, be a member of the Board of Directors. The Chairperson shall submit to the Executive Committee a list of committee members for approval. Those members need not be members of the Executive Committee.

b. This committee shall represent members of the various industries supporting recycling, waste reduction and environmental concerns.

c. The Industry Affairs Committee shall keep the Board informed regarding market trends, technological advancements and movements within the industry.

8.10. Strategic Planning Committee

a. The President or an agent so designated shall appoint the Chair of this committee who may, but need not, be a member of the Board of Directors. The Chairperson shall submit to the Executive Committee a list of committee members for approval. Those members need not be members of the Executive Committee.

b. This committee is responsible for designing Board and Advisory Board logistics and creation of statewide strategic goals and implementation plan.

8.11. Programming Committee

a. The President or an agent so designated shall appoint the Chair of this committee who may, but need not, be a member of the Board of Directors. The Chairperson shall submit to the Executive Committee a list of committee members for approval. Those members need not be members of the Executive Committee.

b. This committee shall be responsible for publishing a list of planned activities of the CRCs: available speakers, topics, etc.

8.12. Communication Committee

a. The President or an agent so designated shall appoint the Chair of this committee who may, but need not, be a member of the Board of Directors. The Chairperson shall submit to the Executive Committee a list of committee members for

approval. Those members need not be members of the Executive Committee.

b. This committee shall be responsible for maintaining the open communication among the CRCs, TCRC, and TCRC committees.

8.13. Legislative Committee

a. The President or an agent so designated shall appoint the Chair of this committee who may, but need not, be a member of the Board of Directors. The Chairperson shall submit to the Executive Committee a list of committee members for approval. Those members need not be members of the Executive Committee.

b. This committee shall be responsible for maintaining information regarding legislative actions on both the state and national scale which impact the affairs of the Council.

8.14.a. Advisory Board

The Advisory Board shall be composed of past Board officers and members, and others in an advisory capacity. The Advisory Board shall serve as information exchange and to assist the Board of Directors.

b. Members will be appointed for one-year terms.

c. Meetings of the Advisory Board are called as requested by the President of the Board of Directors.

ARTICLE IX

Finances

9.01. Financial records of the Council shall be reviewed by a CPA firm annually, and a review statement shall be issued to the Board of Directors.

9.02. a. Contracts. The board may authorize any office or officers, agent or agents of the Council, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council. Such authority may be

general or confined to specific instances.

b. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Council shall be signed by such other officer or officers, agent or agents of the Council and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the President.

9.03 Deposits. All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the President may select with the approval of the Board.

9.04 Gifts. The Board may accept on behalf of the Council any contribution, gift bequest, or device for the general purpose or for any special purpose of the Council.

9.05 Fiscal Year. The fiscal year of the Council shall be the calendar year.

ARTICLE X

Amendments to ByLaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting if at least two days written notice is received of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE XI

Parliamentary Authority

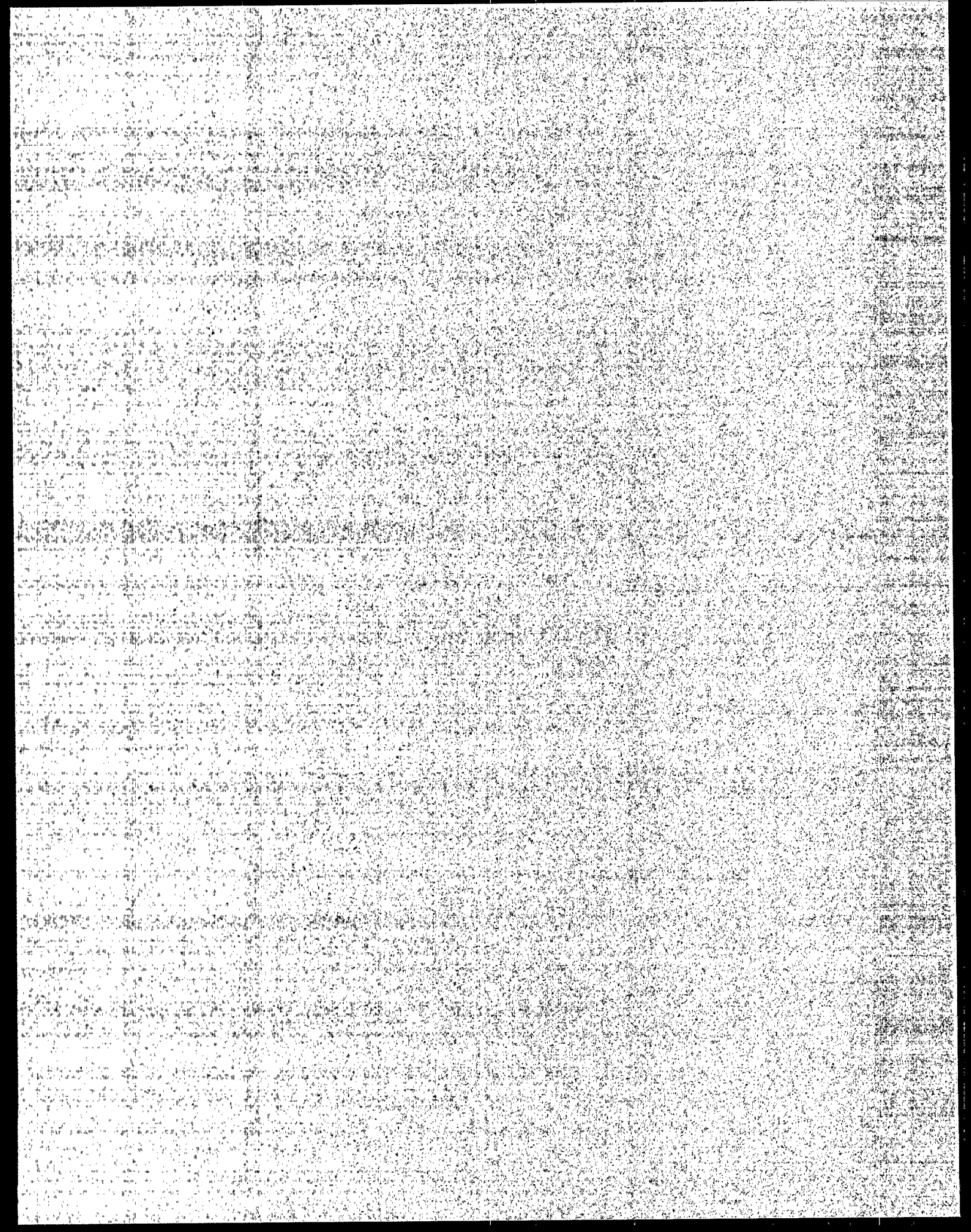
The rules contained in ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the Council and the Board of Directors in all cases to which they apply and in which they are not inconsistent with these Bylaws.

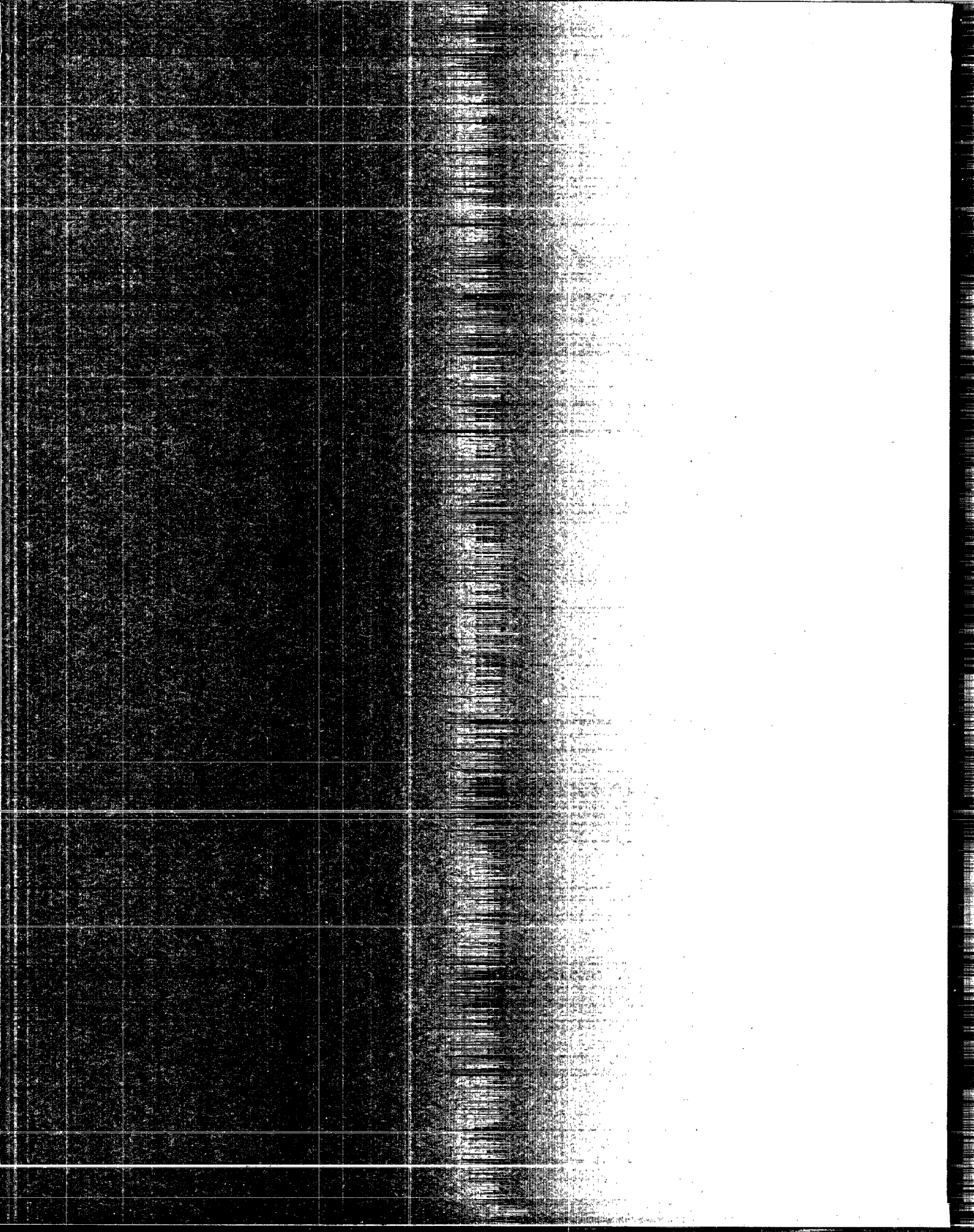
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But most of all, acknowledgement must be given to the hundreds of local businesses in the state of Texas who have made recycling work for them and for our environment.





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GARRY MAURS, COMMISSIONER
STEPHEN F. AUSTIN BUILDING
1700 NORTH CONGRESS AVENUE
AUSTIN, TEXAS 78701-1495

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