

**Revisions to MRC Articles of Incorporation and Bylaws: Summary of Changes  
Prepared by the Municipal Review Committee, Inc., January 2016**

By executing and delivering the Joinder Agreement, Joining Member would also ratify and confirm acceptance by it of the MRC Articles of Incorporation and Bylaws. In particular, under Section 5 of the Municipal Joinder Agreement, Joining Members would authorize the MRC to act in its behalf regarding various matters of administration, management, oversight and advocacy, all subject to the provisions of the MRC's Articles of Incorporation and Bylaws and of Maine law, in each case as in effect from time to time. In this context, the MRC is proposing changes to its Articles of Incorporation and By-laws to reflect the new MRC Plan. These changes are summarized in the matrices provided below on a section-by-section basis. This matrix is provided for summary and reference purposes only and is not intended to be a substitute or replacement in any way for the full language of the Articles of Incorporation of the Bylaws, the language of which shall take precedence in the event of any apparent conflict in interpretation with this summary.

**Articles of Incorporation**

<i>Section</i>	<i>Subject</i>	<i>Change</i>
SECOND	Statement of purposes of the corporation	Updated to identify the MRC as a public benefit corporation, as required by current Maine law, and to restate the MRC's purposes to be consistent with the MRC mission as stated in the bylaws.
THIRD	Designation of clerk	Minor changes in wording to comport with current Maine law.
FOURTH	Consent of clerk	Added. Current Maine law requires an affirmative statement that the clerk has consented to serve.
FIFTH	Board of Directors	The existing Articles authorize a board of directors of no less than 3 nor more than 9 members. The Restated Articles require a 9 member Board which is consistent with historical practice.
SIXTH	Description of membership classes	Description of classes of members has been restated to refer to Charter Members and Non-Charter Members (replacing old references to Equity Charters and New Charters). Reference added to special voting rights added to the Restated Bylaws.
EIGHTH	Dissolution	Wording regarding distribution of assets upon dissolution updated to more closely comply with current IRS guidance.

**Bylaws**

<i>Section</i>	<i>Subject</i>	<i>Change</i>
§1.1	Location of principal office	Changed to Ellsworth.
§2.1	Mission and purpose	Added reference to public benefit corporation to comply with

		current Maine law
	Membership limited to entities responsible for collection of waste originating in Maine	Clarifies no out-of-state waste
§2.2	Statement of corporate purposes restated	Updated to reflect forward purposes after April 1, 2018 and eliminate purposes specific to PERC.
§2.3	Powers incident to PERC wind-up	Clarifies that current powers related to PERC will continue through PERC wind-up.
§2.4	Statement of other purposes	Updated language to more closely align with current IRS guidance re 501(c)(3) status.
§3.1	Description of members	Restated to describe membership classes going forward consistent with Municipal Joinder Agreements and Restated Articles of Incorporation (i.e., Charter Members and Non-Charter Members).
§3.2	Membership eligibility	Revised to align with membership criteria set forth in Municipal Joinder Agreements (limited to in-state waste; members must have signed Municipal Joinder Agreement).
§3.3	Administrative fee	Eliminated PERC-specific references.
§4.2	Special meetings	Clarifies that tonnage requirement to call meeting will be prorated for partial years.
§4.3	Means of conveying notice	Allows notice by overnight courier.
§4.4	Number of votes	Clarifies that the tonnage determining number of votes to which a member is entitled will be prorated for partial years. Clarifies language regarding prohibition against dividing votes (no substantive change from existing bylaws).
§4.5	Special voting rights	New provision allowing members the opportunity to vote to approve or disapprove certain "Fundamental Matters." This adds significant members rights over these matters and is a substantive change from current bylaws and practice.
§4.8	Quorum	Eliminated PERC-specific reference. No substantive change.
§4.9	Designation of member representative	Language clarified. No substantive change.
§5.1	Board of Directors	The existing Bylaws provide for a board of directors of no less than 3 nor more than 9 members. The Restated Bylaws require a 9 member Board which is consistent with historical practice.
§5.2	Voting rights	Added cross reference to special voting rights enumerated in Section 4.5.
§5.5	Election contests	Clarifies that the Board of Directors will resolve any election contests.
§5.6	Regular meeting times	Updated to comport with current practice.
§5.7	Notice of Board meetings	Updated to allow notice by email.
§5.12	Telephone meetings	Wording updated to allow meetings by video conferencing, web meeting, etc.
§5.14	Disqualified individuals	Updated to provide that no Fiberight-related persons may serve on the Board.

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§6.7	Treasurer	Statement of powers updated to align more closely with Maine law and current practice
§7.7	Finance Committee	Statement of powers updated to eliminate PERC-specific references and to align powers with those to be exercised under the Municipal Joinder Agreements.
§11.1	Sharing of corporate earnings	Language updated to align more closely with current IRS guidance.
§12.1	Investments	Revised to require (consistent with current practice) that the Board invest funds consistent with an investment policy adopted at a duly noticed board meeting.
§13.1	Power to appoint trustee	Eliminates PERC-specific references. Added references consistent with Municipal Joinder Agreements.
§14.1	Exempt activities	Wording modified to more closely align with current IRS guidance.
§16.1	Amendment	Revised to cross reference member opportunity to vote on certain amendments per Section 4.5.
§18.1	Dissolution	Wording modified to more closely align with current IRS guidance.