

## Article XIV – MASSPSC Program

### Section 1. Mission

The Massachusetts Product Stewardship Council, also known as **MASSPSC**, is a program of **MASSRECYCLE** ~~that has been undertaken as a joint initiative with Product Stewardship Institute, Inc. (“PSI”),~~ with the goal of shifting the costs of materials management and recycling from taxpayers to the companies that design and market products through product stewardship and extended producer responsibility. The **MASSPSC** program is prohibited from taking any action or being involved in any activity that conflicts with the charitable mission of **MASSRECYCLE** or in any way jeopardizes **MASSRECYCLE**’s 501(c)(3) designation.

### Section 2. Definitions

Product Stewardship is the act of minimizing health, safety, environmental and social impacts, and maximizing economic benefits of a product and its packaging throughout all lifecycle stages. The producer of the product has the greatest ability to minimize adverse impacts, but other stakeholders, such as suppliers, retailers, and consumers, also play a role. Stewardship can be either voluntary or required by law.

Extended Producer Responsibility (EPR) is a mandatory type of product stewardship that includes, at a minimum, the requirement that the producer’s responsibility for their product extends to post-consumer management of that product and its packaging. There are two related features of EPR policy: (1) shifting financial and management responsibility, with government oversight, upstream to the producer and away from the public sector; and (2) providing incentives to producers to incorporate environmental considerations into the design of their products and packaging.<sup>1</sup>

### Section 3. Membership

~~Full (paid)/upgraded members of MASSRECYCLE shall enjoy Membership-membership to the MASSPSC program shall not be limited by affiliation. Membership to MASSPSC and shall be open to, but not limited to, individuals, municipal representatives, corporations and their representatives, and representatives of other organizations. MASSPSC members must pay their annual dues timely and in full and agree to and certify the Principles of Product Stewardship (the “Principles”) in order to be in good standing.~~

~~MASSRECYCLE will offer a membership level priced above its existing basic “Friend”-level membership that will include membership in the MASSPSC program. The higher priced “Commitment” and “Excellence”-level memberships will not increase in price but will be amended to include the MASSPSC program membership. As with MASSRECYCLE memberships, MASSPSC memberships will run on a calendar year from January 1<sup>st</sup> to December 31<sup>st</sup>. New memberships will be accepted on a rolling basis but membership dues will not be prorated for the remainder of the calendar year membership term.~~

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<sup>1</sup> *Product Stewardship and Extended Producer Responsibility Definitions and Principles*. (2011). Retrieved from <https://www.productstewardship.us/page/Definitions>~~http://c.yimcdn.com/sites/productstewardship.site-ym.com/resource/resmgr/PSI\_Reports/PPI-PSI-CPSC\_PS-EPR-Principles.pdf~~

#### Section 4. Benefits

Members shall be eligible to participate in regularly scheduled *MASSPSC* activities and meetings and to receive regular updates from *MASSPSC*. ~~benefits from *MASSRECYCLE* and reciprocal benefits from *PSI* as set forth by those organizations in the memorandum of understanding, dated \_\_\_\_\_, between *MASSRECYCLE* and *PSI*.~~

#### Section 5. Fundraising

~~As a joint initiative between *MASSRECYCLE* and *PSI*, both organizations will independently and jointly raise funds to support *MASSPSC*. Funds raised will be managed as outlined in the Memorandum of Understanding dated \_\_\_\_\_.~~

### **Article XV – *MASSPSC* Members**

#### Section 1. Powers

The *MASSPSC* Members will be asked to provide recommendations to the *MASSPSC* Officers regarding the affairs and activities of *MASSPSC*, including but not limited to setting priorities, establishing and implementing strategic and programmatic plans, and providing the *MASSRECYCLE* Board of Directors with a recommended slate of *MASSPSC* Officers.

#### Section 2. Qualification of Members

Each Member must be paid in full and in good standing, ~~and must agree to and certify the Principles as part of the membership application.~~

#### Section 4. Member Action in the Name of *MASSRECYCLE*

No Member shall act as a representative of *MASSRECYCLE* or *MASSPSC* without express permission from the Board of Directors.

### **Article XVI – *MASSPSC* Officers**

#### Section 1. Powers

The Board of Directors will establish a Committee to oversee the activities of the *MASSPSC* program the members of which will be known as the *MASSPSC* Officers. The *MASSPSC* Officers are hereby delegated power and authority over the fiscal decisions and expenditures of the *MASSPSC* program, prevention of conflicts between the *MASSPSC* program and the *MASSRECYCLE* charitable mission, and general oversight of *MASSPSC* members to ensure that the members adhere to the Principles and that no conflicts of interest arise. The *MASSPSC* Officers will also be delegated authority to manage the relationship between *MASSRECYCLE* and any subcontractors, *PSI* including negotiating the initial Memorandum of Understanding and any additional agreements that from time to time may be necessary, and general oversight of the *MASSPSC* program and related matters including arbitrating resolutions for any matters and issues that arise from the actions of Members of *MASSPSC*. Additional powers and authorities may be delegated to the *MASSPSC* Officers by the Board of Directors of *MASSRECYCLE* Board of Directors from time to time.

## Section 2. Number of MASSPSC Officers

The MASSRECYCLE Board of Directors shall appoint no more than seven MASSPSC Officers. Of those MASSPSC Officers appointed by the Board of Directors, the MASSPSC Officers may appoint ~~up to two Chairs~~ a Chair, a Vice Chair, a Clerk and any other needed officers to the Committee governing the MASSPSC program.

## Section 3. ~~Election~~ Appointment of MASSPSC Officers

MASSPSC Officers shall be appointed by the MASSRECYCLE Board of Directors at the first MASSRECYCLE Board Meeting following the MASSRECYCLE annual elections. MassPSC Officers must be MassRecycle Board Members in good standing. ~~The Members shall have the opportunity to provide a recommended slate of potential MASSPSC Officers for consideration by MASSRECYCLE Board of Directors no later than the MASSRECYCLE annual elections.~~

## Section 4. Qualification of MASSPSC Officers

MASSPSC Officers must meet the requirements set forth herein to be full members of MASSPSC in good standing. In addition, all MASSPSC Officers must be members of the Board of Directors of MASSRECYCLE.

## Section 5. Special Quota Requirements

At all times, a simple majority of the total number of MASSPSC Officers must be representatives of local municipal governments. ~~One MASSPSC Officer seat shall be reserved for the Chief Executive Officer (“CEO”) of PSI or the CEO’s designee, unless otherwise designated by PSI, so long as PSI is a member of MASSRECYCLE.~~ The remaining Officer seats shall not be restricted based on organizational or corporate affiliations, except where such affiliations run contrary to the requirements set forth herein.

## Section 6. Terms of Office

MASSPSC Officers shall be appointed for two-year terms.

## Section 7. Resignations

Any MASSPSC Officer may resign at any time by delivering a written resignation to the MASSRECYCLE Board of Directors.

## Section 8. Removal

Any MASSPSC Officer may be removed with or without cause by a two-thirds vote of the MASSPSC Officers or a two-thirds vote of the Board of Directors. For purposes of this Section 8, of this Article XVI, “cause” shall include but not be limited to, failure to meet the requirements for office set forth in Article XVI, Section 4, above, and failure to attend at least six MASSPSC meetings or two consecutive meetings without cause per year.

## Section 9. Quorum

Except as may be otherwise expressly required by statute, a simple majority of the total number of **MASSPSC** Officers shall be necessary to constitute a quorum for the transaction of business.

#### Section 10. Regular Committee Meetings

The **MASSPSC** Officers must attend at least six **MASSPSC** meetings per year.

#### Section 11. Participation Via Phone, Video or Web Conferencing

The **MASSPSC** Officers may participate in a **MASSPSC** meeting by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person.

#### Section 12. Voting

At all meetings, except as otherwise expressly required by statute or by these by-laws, all matters under oversight of the **MASSPSC** Officers shall be decided by the vote of simple majority of the number of **MASSPSC** Officers present and voting at the meeting.

#### Section 13. Recommendations of Members

As a general matter the expectation is that the **MASSPSC** Officers will seek input and recommendations from the **MASSPSC** Members in making major decisions and that generally any consensus recommendations will be followed in the absence of the determination to the contrary.

#### Section 14. **MASSPSC** Officers Action in the Name of **MASSRECYCLE**

No **MASSPSC** Officer shall act as a representative of **MASSRECYCLE** without express permission from the Board of Directors except as expressly delegated herein.