

**CHESAPEAKE EXECUTIVE COUNCIL
CITIZENS ADVISORY COMMITTEE
BYLAWS**

ARTICLE I

Name, Location, Authority, Purpose, Functions

Section 1: Name

The name of this organization shall be the Citizens Advisory Committee, hereinafter called the “CAC.” Its area of interest includes the entire Chesapeake Bay Watershed.

Section 2: Authority

The CAC has been created by the Chesapeake Executive Council. The Council is composed of the Federal EPA Administrator, the Mayor of the District of Columbia and the Governors of Virginia, Pennsylvania, and Maryland or their designees, and the Chairperson of the Chesapeake Bay Commission.

Section 3: Office

The principal mailing address of the CAC shall be that of the Alliance for the Chesapeake Bay, Inc., hereinafter called “ACB” or the selected entity to serve as its Administrator.

Section 4: Purpose and Functions

The purpose of the CAC is to represent residents and stakeholders of the Chesapeake Bay watershed in the restoration effort.

To fulfill this purpose, members of the CAC shall do the following:

- A) Advise the Executive Council.
- B) Provide input of the CAC on aspects of the watershed restoration.
- C) Endeavor to understand and consider all aspects and views of an issue or topic primarily using the venue of quarterly meetings and inviting interested/affected stakeholders to share their views in a nonbiased objective CAC meeting environment.
- D) Share information, when appropriate and applicable, about the Chesapeake Bay watershed with those groups whom individual members may be affiliated.
- E) Participate with and contribute to the work of the Chesapeake Bay Program (CBP) committees and subcommittees (Additional tasks can be set before the committee at the request of the Executive council or at the suggestion of individual committee members).
- F) Inform elected officials and other decision makers external to the CBP to facilitate their ability to act effectively on behalf of the Bay watershed.

ARTICLE II

Membership and Officers

Section 1: CAC Composition

The CAC is composed of 28 voting members representing a cross section of individuals and organizations with interests and concerns about the Bay. The interests shall include conservation, business and industry, agriculture, recreation, seafood, and development.

- A) Voting Members: Sixteen members of the CAC are appointed by the Executive Council. The Governors and Mayor shall appoint four members each, with the remaining twelve members appointed at large by the Board of the ACB, giving consideration to balancing representation. Board appointed members shall include at least one representative from each of the Bay headwater states: Delaware, New York and West Virginia.
- B) Guest Members: From time to time the CAC may elect to appoint guest members to serve for a defined period of time for specific purposes. Selection criteria shall be based upon the needs and interests of the CAC consistent with the provisions of Article 1, Section 4. Such guest members shall not be eligible to vote, but may participate in all other activities and functions of the voting members. Guest members, however, shall not be counted when determining the presence of a quorum.

Section: 2: Criteria for Membership

CAC shall provide a list of recommended citizens to the appointing authorities for their consideration. CAC will ensure candidates meet the criteria for membership and are interested in serving. The appointing authorities shall be encouraged to assure that each member meets the following criteria:

- A) Has knowledge or experience in the development of water quality, habitat and living resource, land conservation, or natural resource management policy, and some knowledge of the Chesapeake Bay program;
- B) Is potentially affected by the management programs of the Executive Council;
- C) Is willing and able to attend regular quarterly meetings;
- D) Is not otherwise officially represented in the Chesapeake Bay Program, ie: Local Government Advisory Committee, Scientific and Technical Advisory Committee, Chesapeake Bay Commission, etc...

Section 3: Term of Office

Members shall hold offices for a term of four years or until their successors are appointed by appointing authority under Article II, Section 1.

Section 4: Officers:

A) **Elections and Terms of Office**

Officers of the CAC shall be elected by the voting members. The Officers shall consist of a chairperson and a vice-chairperson. Officers shall be elected during the fourth quarterly CAC meeting of each year and shall take office upon election. Term of office shall be one year.

B) **Chairperson**

A chairperson of the CAC shall be elected by a majority vote of the CAC voting members with a quorum present. Normally, the Chairperson shall rotate among Maryland, Virginia, Pennsylvania and the District of Columbia.

C) **Vice-Chairperson**

A vice-chairperson shall be elected in the same manner as the chairperson. The vice-chairperson shall serve as chairperson in the absence of the chairperson. In the event the chairperson is unable to continue to serve, the vice-chairperson shall assume the chairperson's duties until a new chairperson is elected at the next quarterly CAC meeting.

D. **Executive Committee**

The Executive Committee of the CAC shall consist of the Chairperson and Vice-Chairperson, the immediate past Chairperson, and the Chairs of the CAC Standing Committees. In addition, should the CAC members determine that there is a jurisdictional imbalance in the composition of the Executive Committee, an additional member or members may be elected by the voting members to correct this imbalance. The voting members of each standing subcommittee shall select the chairs of the Standing Committees.

The Executive Committee is authorized collectively to represent CAC on issues arising during the interval between quarterly meetings, on matters that require expeditious action. Any action taken by the Executive Committee shall be communicated to the entire CAC before and/or during the next quarterly meeting.

ARTICLE III

Meetings

Section 1: Meetings

Meetings of the CAC shall be held at least quarterly and scheduled at the convenience of the CAC members. The meetings shall be open to the public.

Section 2: Agenda Items

Matters may be placed on the agenda for consideration at meetings of the CAC by any of the following:

- A) The Chairperson
- B) A member of the CAC
- C) Members of the Executive Council

Section 3: Expenses

All members shall serve without compensation. Members may be reimbursed for the following expenses related to attending official CAC functions: mileage or transportation costs, meals, lodging, tolls, and parking. Completed CAC travel vouchers are required and receipts are necessary. Documented long distance phone calls for official CAC business may be reimbursed.

All CAC members may be reimbursed under the above guidelines when attending other committee or organizational functions for which they are representing the CAC in an official capacity. While attendance at other meetings for general interest is encouraged, reimbursement for these activities are generally not covered, but may be pre-authorized on a limited basis as funds are available. Guidance in these situations may be requested of the Administrator.

Section 4: Attendance

If any member fails to attend two consecutive regular meetings without extenuating circumstances, the CAC chairperson shall recommend that the appropriate member of the Executive Council, or the Chairperson of ACB, remove that member and appoint a replacement.

Section 5: Quorum and Voting

A majority of all voting members shall constitute a quorum. Such members shall have one vote.

When the CAC does not reach consensus and a formal vote is called, majority vote will rule. The meeting minutes will include the vote count and reflect dissenting opinions if requested by members.

Section 6: Alternates

Whenever a CAC member cannot attend a meeting, he/she can designate an alternate. Alternates do not ordinarily have voting rights, unless provided with a duly authorized proxy signed by the voting

member governing a specific matter, and will not be recognized as constituting the voting members attendance. Alternates are not counted in determining a quorum.

ARTICLE IV

Procedures

Section 1: Standing Committees, Subcommittees and Task Forces

The CAC may designate standing committees to study issues of concern and present recommendations and report regularly to the full CAC. Every CAC member shall be required to serve on at least one standing committee. Such standing committees are to meet prior to each to each quarterly CAC meeting. Standing committees ordinarily may establish their own priorities, unless directed to focus upon a particular matter by the full CAC; may designate its members to attend certain Bay Program meetings; and may establish subcommittees. The members of each standing committee shall elect their own chairperson; however, should a vacancy occur, the Chairperson of the CAC Executive Committee may appoint a Temporary Chairperson subject to the ratification of the Standing Committee. The Chairperson shall be elected during the fourth quarter of each year and shall serve for one year.

Task forces may be appointed to study or address issues that generally are of short duration and very specific in its responsibility.

Section 2: Procedures for Bringing Issues before CAC for Action

Whenever possible, issues brought before the CAC for a vote shall be fully researched by a standing committee or a task force, with issues on both sides of an issue presented to the full CAC prior to the meeting where the vote will be taken. Exceptions may be made when immediate action is critical to impact a decision.

Section 3: Staff Support

The Executive Secretary of the CAC will be a staff person designated by the Administrator. The Executive Secretary shall be responsible for recording the minutes of all CAC meetings, shall transmit notices and agenda to the membership, and shall transmit a copy of the minutes of each CAC meeting to each member prior to the next regular meeting. The Executive Secretary shall also insure that consensus, majority, and dissenting views on all matters and issues are recorded and, upon request, reported. He/she shall also assist the Standing Committees and task forces.

Section 4: Parliamentary Authority

Roberts Rules of Order Newly Revised shall be the parliamentary authority for the conduct of meetings, except in cases where it conflicts with these bylaws.

Article V

Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-third vote of the CAC present at any regular meeting. These bylaws shall not be altered, amended, or repealed, nor shall any new bylaws be adopted at any regular meeting of the CAC unless notice of such

is given at least twenty days prior to such meeting. These bylaws shall be effective immediately upon adoption.

ARTICLE VI

Principles

- A) The health of the Chesapeake Bay watershed comes before special and/or jurisdictional interests.
- B) Members will act on the basis of information and understanding.
- C) We will focus our efforts strategically to achieve the greatest contribution to watershed restoration and protection that is possible.
- D) We shall strive to achieve a Committee consensus bringing together diverse views to yield actions/recommendations important to the Bay restoration.
- E) We will comment as a Committee constructively and with appropriate suggestions and offers of help.
- F) We will collaborate with other Bay advisory committees.
- G) We will be proactive.
- H) As individual members of the CAC we shall:
 - listen to each other
 - speak our beliefs
 - be objective
 - work toward benefiting the restoration rather than special or self interests
 - take on responsibility/commitments for the CAC, contributing beyond quarterly meeting attendance
- I) As a Committee, we shall wisely use only those CBP monies essential for conduct of our business operations.