

**Environmental Research Institute of the States, Inc.**  
**BYLAWS**  
**As Amended April 11, 2005**

**ARTICLE 1: NAME AND OFFICES**

The name of the corporation shall be the Environmental Research Institute of the States, also known as "ERIS". The principal office of the corporation is located in Washington, District of Columbia. The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE 2: PURPOSES**

The purposes of the corporation are to perform the functions of and to carry out the purposes exclusively for the benefit of the Environmental Council of the States (hereinafter referred to as "ECOS"), a District of Columbia nonprofit corporation, to support and operate on behalf of ECOS, and to pay substantially all of the corporation's income to ECOS for its use. The specific objectives and purposes of this corporation to perform the functions of and to carry out the purposes exclusively for the benefit of ECOS shall be:

- 1) to improve the environment of the United States;
- 2) to further the understanding of the roles and activities of the states in the federal system with respect to environmental protection;
- 3) to conduct environmental policy research including the dissemination of results through publications, meetings, electronic media and similar venues;
- 4) to act as a forum where state environmental policy makers may interact with other environmental stakeholders regarding environmental policy in the United States;
- 5) to provide educational programs to assist in the development of environmental policy in the United States;
  
- 6) to operate the Interstate Technology & Regulatory Council, which shall create a national coalition focused on developing tools and strategies to reduce interstate barriers to the deployment of innovative environmental technologies; and

7) for any other lawful purpose consistent with the provisions of the articles of incorporation.

The corporation shall solicit grants, cooperative agreements, gifts, and contracts in order to conduct research projects consistent with the above purposes and this corporation's nonprofit status.

### **ARTICLE 3: BOARD OF DIRECTORS**

**SECTION 1. Number of Directors** The corporation shall have seven directors and collectively they shall be known as the Board of Directors of ERIS.

**SECTION 2. Qualification, Selection and Commencement of Office of Directors** The Board of Directors of ECOS shall choose four directors. the other three directors shall be elected or appointed by the Board of Directors of ERIS. All directors shall commence their office -upon election.

**SECTION 3. Powers of the Board of Directors** Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

**SECTION 4. Directors' Term of Office** Each director shall hold office for a period of three years or until his or her successor is elected. Membership on the Board of Directors shall be staggered, with three members being elected each year. The initial Board of Directors shall thus serve the following terms:

Four Directors Chosen by ECOS

- 1 state environmental director: three years
- 1 state environmental director: two years
- 2 state environmental directors: one year

Three Directors Chosen by the Board of ERIS

- 1 director: three years
- 1 director: two years
- 1 director : one year

**SECTION 5. Compensation of Directors** Directors shall serve without compensation except that reasonable compensation may be paid to directors for services rendered and directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

**SECTION 6. Place of Meetings** Meetings shall be held in conjunction with the Spring and Annual Meetings of ECOS, unless otherwise provided by the Board of Directors or at such other place as may be designated from time to time by resolution of the Board of Directors and provided in the notice of the meeting.

**SECTION 7. Regular Meetings of the Board of Directors** To the extent agreed upon by the Board of Directors, regular meetings of the Board of Directors shall be held at or near the time of and at the same place as any general membership meeting of ECOS, its officers, or Board.

At the regular meeting of directors held on or about the first Friday of September, at or near the time of and at the same place as the Annual Meeting of ECOS, directors for the following year shall be elected by the Board of Directors.

**SECTION 8. Special Meetings of the Board of Directors** Special meetings of the Board of Directors may be called by the Chair of the Board, the President, the Vice President, the Secretary-Treasurer, by any two directors, or by any persons authorized by law to call special meetings. Special meetings shall be held at the principal office of the corporation or at the place designated by the person or persons calling the special meeting.

**SECTION 9. Notice of Meetings** Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular or Special Meetings. At least one week prior notice shall be given by the Secretary-Treasurer of the corporation to each director of each special meeting of the Board of Directors. Such notice shall be written or printed, may be given personally or by first class mail, and shall state the place, date and time of the meeting.

(b) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

**SECTION 10. Quorum for Meetings** Except as otherwise provided in the Articles of Incorporation, these Bylaws, or the law, a quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

**SECTION 11. Majority Action as Board Action** Every act or decision done or made by a simple majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

**SECTION 12. Conduct of Meetings** Meetings of the Board of Directors shall be presided over by the Chair of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a chair chosen by a simple majority of the directors present at the meeting. The Secretary-Treasurer of the corporation shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law. In the absence of such procedures, Robert's Rules of Order shall govern.

Any or all members of the Board of Directors may participate in any meeting of the Board of Directors by means of telephone conference or similar communications equipment, provided all persons participating in such a meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

**SECTION 13. Action Without a Meeting** The Board of Directors may conduct any of its affairs by mail vote, provided that all members of the Board give signed, written consent to action without a meeting and that any question so decided shall have been transmitted in writing prior to the vote to every member of the Board in the same wording. Unless otherwise required by these Bylaws, the Articles of Incorporation, or by law, an affirmative vote of a majority of all of the members of the Board of Directors shall be necessary for action by mail vote.

**SECTION 14. Resignation, Removal, and Vacancies** Any director may resign effective upon giving written notice to the Chair of the Board, the President, the Secretary-Treasurer, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed, with or without cause, by two-thirds vote of the remaining directors. Directors chosen by ECOS shall be removed only upon the approval of the Board of Directors of the ECOS. Further, directors shall be removed automatically for nonattendance of three consecutive meetings.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board of Directors shall be filled by the body which had chosen the

director who had held the vacant position. A person chosen to fill a vacancy on the Board of Directors shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

## **ARTICLE 4: OFFICERS**

**SECTION 1. Designation of Officers** The officers of the corporation shall be a President, Vice-President, and a Secretary-Treasurer. The corporation may also have a Chair of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

**SECTION 2. Election and Term of Office** Officers shall be elected or appointed by the Board of Directors, and each officer shall hold office for up to three years, unless he or she resigns or is removed.

**SECTION 3. Resignation, Removal, and Vacancies** Any officer may resign effective upon giving written notice to the Chair of the Board, the President, the Secretary-Treasurer, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Officers may be removed, with or without cause, by the Board of Directors, at any time and as permitted by and in accordance with the laws of this state. Vacancies in any officer position shall be filled by vote of the Board of Directors from and among its own members.

**SECTION 4. Duties of President** The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President shall preside at all meetings of the Board of Directors.

**SECTION 5. Duties of Secretary-Treasurer.** The Secretary-Treasurer shall keep a copy of these Bylaws as amended or otherwise altered to date; maintain a book of minutes of all meetings of the Board of Directors and its committees; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; affix the seal of the corporation, as authorized by law or the provisions of these Bylaws.

The Secretary-Treasurer shall be responsible for and deposit all such funds and securities of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; disburse, or cause to be disbursed, the funds of the corporation as may be

directed by the Board of Directors; maintain correct accounts of the corporation's assets, liabilities, receipts, disbursements, gains and losses; and prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

#### **SECTION 6. [Deleted]**

**SECTION 7. Duties of the Chair of the Board** The Chair of the Board shall have such duties as assigned by the Board of Directors.

### **ARTICLE 5: COMMITTEES**

**SECTION 1. Executive Committee** The Board of Directors may, by resolution by a simple majority vote of its members, designate an Executive Committee consisting of four Board members, at least two of whom shall be directors chosen by ECOS. The Board may delegate to such committee the powers and authority of the Board of Directors in the management of the business and affairs of the corporation to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a simple majority vote of its members, the Board of Directors may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee. At all times directors appointed or elected by ECOS shall comprise at least half of the members of the executive committee. Vacancies on the Executive Committee shall be filled from the members of the Board; provided, however that a vacancy of an Executive Committee member appointed or elected to the Board of Directors by ECOS shall be filled by another member of the Board who was appointed or elected by the ECOS. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board may require.

**SECTION 2. The Interstate Technology & Regulatory Council** The Interstate Technology & Regulatory Council (the "ITRC") shall be governed in accordance with these Bylaws and such other governance policies as adopted by the ITRC and approved by the ERIS Board of Directors.

**(a) Purpose** The Interstate Technology & Regulatory Council (the "ITRC") is a program which has created a national coalition focused on creating tools and strategies to reduce interstate barriers to the deployment of innovative environmental technologies. State environmental agencies, federal agencies, private sector and public stakeholders, and tribes are eligible to become members of the ITRC. The ITRC shall develop guidance documents and training courses to meet the needs of regulators and environmental consultants and shall work with state representatives to ensure that innovative environmental technologies have maximum impact among state environmental agencies and technology users.

**(b) Membership** Membership in the ITRC is open to any state environmental agency and to any state, federal, or private sector employee, academician, stakeholder, individual, or organization who (i) dedicates at least 10 percent of his or her time to serve on a technical work team of the ITRC or (ii) provides substantive input to any of the ITRC technical work teams, as determined by the ITRC Team Leaders. Membership is not transferable. Work teams include the State Engagement Team and technical work teams. New work teams are established by the ITRC Five Year Program Planning process; therefore, membership status may change from year to year. Members of the ITRC must reapply for membership each year. To be eligible for membership in the ITRC, a state environmental agency must appoint a “Point of Contact” to serve on the State Engagement Team as the state’s primary liaison with the ITRC. An individual serving as a state “Point of Contact” may also be an individual member of the ITRC.

**(c) The ITRC Advisory Board** The ITRC Advisory Board shall consist of:

- Two (2) state environmental agency employees serving as voting Co-Chairs,
- One (1) state environmental agency employee serving as the voting State Engagement Team Coordinator,
- One (1) state environmental agency employee serving as a voting liaison to the technical work teams,
- Two (2) state environmental agency employees serving as voting at-large members
- One (1) voting private sector representative,
- One (1) voting citizen stakeholder representative,
- One (1) voting representative of a state environmental association, and
- Non-voting representatives from each federal government agency that provides support for the ITRC.

Members of the ITRC Advisory Board other than the citizen stakeholder shall serve without compensation, except that the ITRC Advisory Board members shall be allowed reasonable reimbursement of travel expenses incurred in the performance of their duties. The citizen stakeholder may be compensated a reasonable and not excessive amount for service as a member of the ITRC Advisory Board as resources allow if he or she is an individual who does not receive any income from the environmental profession.

The responsibilities of the ITRC Advisory Board shall include:

- (i) annually recommending to the ERIS Board of Directors for approval the ITRC Five Year Program Plan, which shall include a budget for the ITRC;
- (ii) making a presentation to the ECOS annual meeting each year in a manner that affords the ITRC a sufficient opportunity to address its activities and needs with

the ECOS general membership;

- (iii) resolving disputes on Guidance Documents prepared by the ITRC technical work teams;
- (iv) ensuring that the ITRC has adequate resources and maintaining the resources of the ITRC;
- (v) developing the ITRC governance policies consistent with these Bylaws for approval by the ERIS Board of Directors;
- (vi) maintaining familiarity with the activities of the ITRC, including the work of the ITRC technical work teams; and
- (vii) providing training for new members of the ITRC Advisory Board and performing periodic self-assessment of the performance of the ITRC Advisory Board.

**(d) Term and Election of the ITRC Advisory Board Members and Co-Chairs** The members of the ITRC Advisory Board shall be selected from the ITRC membership and serve for terms of three (3) years. Individuals may serve an unlimited number of terms as members of the ITRC Advisory Board.

The two Co-Chairs shall be elected by the full membership of the ITRC. The Co-Chairs shall appoint the two at-large state members, the private sector representative, the citizen stakeholder representative, and the representative of a state environmental association who shall serve on the ITRC Advisory Board. The State Engagement Team Coordinator and the technical work team liaison shall be appointed by the Co-Chairs after solicitation from all state "Points of Contact" and team leaders of the ITRC. After the ITRC Advisory Board members have been elected or appointed, they must be confirmed by a majority vote of the ERIS Board of Directors before becoming members of the ITRC Advisory Board. In the event of a vacancy, change in eligibility, or that the Board of Directors does not confirm an individual elected or appointed to the ITRC Advisory Board, another individual shall be appointed or elected for this position in the same manner that the initial individual was selected.

**(e) Work Teams** The ITRC shall have a standing State Engagement Team and shall have other technical work teams as established by the ITRC FYPP process. The ITRC technical work teams shall provide a forum for information exchange and technology transfer among states and other stakeholders and shall develop the ITRC guidance documents, training courses, and other products. Each work team of the ITRC shall have a team leader who shall be a state environmental agency employee.

**(f) The ITRC Program Director** The day-to-day operations of the ITRC shall be managed by the ITRC Program Director, who shall work with the ITRC Advisory Board Co-Chairs to

implement the ITRC Five Year Program Plan and implement the strategic decision of the ITRC Advisory Board. Hiring, evaluation, and termination of the ITRC Program Director shall be made with the input and recommendation of the ITRC Co-Chairs.

**SECTION 3. Other Committees** The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and such committees shall act in an advisory capacity to the Board. The Board of Directors shall determine the composition and leadership of any such committees and the terms of office for those individuals serving on such committees.

**SECTION 4. Meetings and Action of Committees** Meetings and action of committees except the ITRC shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**SECTION 5. Vacancies on Committees** Vacancies among the leadership of any committee, except the Executive Committee or the ITRC Advisory Board, shall be filled by a majority vote of the Board of Directors. An individual elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies on the ITRC Advisory Board shall be filled in the same manner as provided in Article 5, Section 2(d).

## **ARTICLE 6: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**SECTION 1. Execution of Instruments** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**SECTION 2. Checks and Notes** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

**SECTION 3. Deposits** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**SECTION 4. Gifts** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## **ARTICLE 7: CORPORATE RECORDS, REPORTS AND SEAL**

**SECTION 1. Maintenance of Corporate Records** The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the Board of Directors, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

**SECTION 2. Corporate Seal** The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation.

**SECTION 3. Directors' Inspection Rights** Every director shall have the absolute right at any reasonable time and for any proper purpose to inspect all books and records of the corporation and shall have such other rights to inspect the books and records of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

**SECTION 4. Periodic Report** The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state to be so prepared and delivered within the time limits set by law.

## **ARTICLE 8: INDEMNIFICATION AND INSURANCE**

**SECTION 1. Indemnification** Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person, or another of whom the person is or was the legal representative, is or was a officer, director, employee, or agent of the corporation shall be indemnified and held harmless to the fullest extent permissible under the law against all expenses, liability, and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement reasonable incurred or suffered by the person in connection therewith), so long as such person acted in good faith and in a manner he or she reasonably believed to be within the scope of his or her authority and for a purpose that that

person reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Such right of indemnification shall not be exclusive of any other right which such officers, directors, employees, or agents may have or thereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, provision of law, or otherwise, as well as their rights under this section.

**SECTION 2. Insurance** Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## **ARTICLE 9: AMENDMENT OF BYLAWS**

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

## **ARTICLE 10: CONFLICT OF INTEREST**

**SECTION 1. Policy** It is the policy of the ERIS Board that Board members, committee members, and program members should at all times act in a manner consistent with their fiduciary responsibilities to ERIS and should exercise particular care that no detriment to ERIS would result from conflicts between their interests and those of ERIS.

**SECTION 2. Definition** A Board member shall be considered to have a conflict of interest if:

- The Board member has existing or potential financial or other interests (including gifts or favors that are substantial) that impair or might reasonably appear to impair the Board member's independent, unbiased judgment in the discharge of his responsibilities to ERIS, or
- The Board member is aware that a member of his family (spouse, parents, siblings, children, and any other relative residing in the Board member's household) or any organization in which the Board member (or member of his family) is an officer, director, employee, member, partner, or has a controlling interest, has existing or potential financial or other interests that impair or might reasonably appear to impair the Board member's independent, unbiased judgment in the discharge of his responsibilities to ERIS.

**SECTION 3. Disclosure** All Board members shall avoid actual or possible conflicts of interest and shall disclose to the ERIS Board any possible conflict of interest at the earliest practicable time. No Board member shall speak on any matter under consideration at a Board or committee meeting without first disclosing the actual or possible conflict of interest. No Board member shall vote on any matter in which there is or could be a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Board member abstained from voting. Any Board member who is uncertain whether a conflict of interest may exist in any matter may request the ERIS Board or committee to resolve the question by majority vote.

**SECTION 4. Gifts** ERIS Board members and employees and their family members are prohibited from accepting gifts, money, or gratuities from the following:

- Persons receiving benefits or services from ERIS;
- Any person or entity performing or seeking to perform services under contract with ERIS;  
and
- Persons who are otherwise in a position to benefit from the actions of any employee or Board member of ERIS.