

Environmental Council of the States

Organizational Structure and Bylaws As Amended through September 22, 2009

I. Name, Mission and Purpose

- A. **Name.** The name of this organization shall be The Environmental Council of the States, hereinafter referred to as ECOS.
- B. **Purpose.** The purpose of ECOS is to improve the capability of State environmental agencies and their leaders to protect and improve human health and the environment of the United States of America.

Our belief is that State government agencies are the keys to delivering environmental protection afforded by both Federal and State law. Further, ECOS provides leadership on environmental issues of national importance and plays a critical role in facilitating a quality relationship among and between Federal and State agencies. To fulfill its mission, ECOS will:

- Articulate, advocate, preserve and champion the role of the states in environmental management;
- Provide for the exchange of ideas, views and experiences among states and with others;
- Foster cooperation and coordination in environmental management; and
- Articulate State positions to Congress, Federal agencies, and the public on environmental issues.

II. Organizational Structure

- A. **State, Territorial and District of Columbia Membership.** The official member from each State, territory, and the District of Columbia shall be the executive branch environmental official with primary responsibility for air, water and waste programs. The member may also designate others from his or her State to participate in ECOS.
- B. **Associate Memberships.**
1. Alumni Members. Persons who served as state environmental commissioners or deputy commissioners since the establishment of ECOS may join as Alumni Members under provisions to be established by the Executive Committee.
 2. Other Associate members. (RESERVED)

- C. **Voting Privilege.** During meetings of the body-at-large, each State may cast only one vote. That vote shall be cast by the official members or his/her designee. A State or Territory may exercise voting privileges only if it is in good standing pursuant to Section II D of these Bylaws. A State may give its proxy to another State, in writing, and that proxy vote will be counted, provided the presiding officer of the session in which it is to be used is advised in advance that the proxy has been given. To facilitate that notice, the Chair will provide an opportunity for members to declare their proxies prior to each vote. States and Territories not in good standing, and hence not enjoying member voting privileges, may continue to register for, attend, and otherwise participate in all ECOS meetings. (For voting procedures in Executive Committee, see section II. E. 6, below. For voting procedures on resolutions, see section IV.B below.)
- D. **Funding.** ECOS shall be funded through state dues, meeting fees, publication sales, grants / contract / cooperative agreements with federal agencies, and / or foundations and other such mechanisms as approved by the Executive Committee.
- E. **Dues.**
1. The Executive Committee shall recommend and the membership shall establish the amount of annual dues that each State or territory shall pay, and may from time to time reconsider this amount.
 2. ECOS will invoice each state or territory for its dues once per year at or near the beginning of the ECOS fiscal year, which begins on October 1 of each year.
 3. Dues are due and payable by December 31 and States remain in good standing during this time.
 4. Should States require a payment date beyond December 31, they should, prior to December 31, provide a written plan for dues payment which specifies how dues are to be paid in full prior to end of the fiscal year. States which submit and follow such a plan remain in good standing.
 5. Upon written application by a State or territory requesting waiver of some or all of the annual dues, the Executive Committee shall consider the reasons for which the request is made, and may, by majority vote, approve a full or partial waiver. This waiver provision is intended for short term or emergency circumstances; such a waiver will be rarely given, and only in the most extreme cases will a waiver be granted a second time to the same applicant. Any State or territory granted such a waiver will be in good standing.
 6. To serve on the ECOS Executive Committee, an individual must be from a state or territory in good standing.
- F. **Executive Committee.**

1. **General Responsibilities.** ECOS shall be governed by an Executive Committee. The Executive Committee will be responsible for overall leadership and day-to-day decision making, coordination of committees and conferences, secretarial relations, development of policy proposals for consideration by the membership, holding regular meetings with EPA leadership, and special projects including research efforts.

2. **Composition.** The Executive Committee shall consist of a:
 - a. President,
 - b. Vice President,
 - c. Secretary - Treasurer,
 - d. the immediate Past President,
 - e. the Chair (or Vice-Chair in their absence) of the Air, Water, Waste, Compliance, Planning and Cross-Media Committees,
 - f. one at-large state representative from each of the 10 EPA regions, and
 - g. one at-large representative from the non-contiguous States and territories. For these purposes, Alaska shall be a part of the EPA Region X group of States, not a part of the non-contiguous group.
 - h. The President may appoint up to two additional member state representatives to the Executive Committee to serve as liaison with the Natural Resources Committee of the National Governors' Association. These will usually be the commissioners from the States of the chair and vice chair of the NGA Natural Resources Committee, but another commissioner may be appointed if the chair or vice chair is from a non-ECOS member state.
 - i. An alternate at-large state representative shall also be selected in each of the 10 EPA regions and from the non-contiguous States and territories, which shall have full authority to act in the absence of the primary representative.
 - j. The member of the Executive Committee is the individual, not the State.

3. **Election and Terms of Office of Executive Committee Members.** The officers of the Executive Committee shall be elected by the membership at the Annual Meeting of ECOS to serve a one-year term commencing upon election and may be re-elected to serve one additional term. If no candidate receives a majority, a run-off election between the top two candidates will be conducted. A majority vote of ECOS members present is required for election. All other Executive Committee members are elected to two-year terms (except for Committee Chairs and Vice-Chairs and the NGA liaisons) and may not be re-elected for a consecutive term. At the same time that primary members of the Executive committee are elected, alternate members from each region and from the non-contiguous States and territories shall also be elected. Alternate members shall be elected for terms that end simultaneously with the terms of the primary member from their Region. Notwithstanding the two-year limit outlined, above, an

individual may serve up to two years as the alternate member and then be selected as the primary member, and vice versa. In selecting both primary and alternate members, a majority vote of the representatives from the particular Region present and voting is necessary for election. A member who has served two consecutive terms in the same officer's position, e.g., as president, or vice president or secretary - treasurer, cannot be elected again to that same position until he or she has been out of office for one year. Rotation of States within a region on the Executive Committee is encouraged.

4. **Responsibilities of Executive Committee Members.** It is the responsibility of the members of this committee to attend the meetings of the Executive Committee and participate in its business. In the case of the Regional representatives, it is also the responsibility of the primary or alternate member to attend the meetings of the Executive Committee, to represent the other States in his / her region by consulting with States in the Region on Executive Committee topics as appropriate and practical, and to report to the other members of the region what actions the Executive Committee has taken.
5. **Determination of a Quorum and Voting Procedures.**
 - a. A majority of the currently serving members of the Executive Committee shall constitute a quorum.
 - b. There are four officers, eleven regional representatives, six committee chairs, and two NGA liaison representatives on the committee. [Note: The total is 23; therefore a quorum is 12 excepting vacancies do not count as part of the total because the quorum is based on “currently serving members.”]
 - c. If both the primary member and the alternate member from a Region attend an Executive Committee meeting, only the primary member counts to determine a quorum and only the primary member may vote. The alternate member is counted to make a quorum and may vote only in the absence of the primary member. If both the primary and the alternate member are absent, the Region is not represented.
 - d. When a person occupies more than one position, the Executive Director may count the membership in the way that will most likely produce a quorum. A member counted to make a quorum may always vote, and no member may exercise more than one vote.
 - e. Proxy votes will not be used in the Executive Committee nor shall a proxy be counted in the determination of a quorum.
6. **Duties, Succession and Powers of the Officers.** The officers of the Executive Committee shall be the President, Vice President, and Secretary - Treasurer. The current officers and the past President shall be empowered to address such issues as the Executive Committee may assign to them.

- a. The President shall perform the usual duties of a presiding officer and shall be chairman of the Executive Committee. The President shall appoint Chairs of the committees in consultation with the Executive Committee. He/she shall be a member *ex officio* of all committees but shall not be counted in determining a quorum thereof.
- b. The Vice President shall act as President in the absence of the President and in the event of a vacancy in the office of the President shall act as President until a successor is chosen at the next Annual Meeting of ECOS.
- c. The Secretary - Treasurer shall attend and keep a record of all the conferences of ECOS and meetings of the Executive Committee. He / she shall oversee reports of the meetings by the staff as well as the reports on revenues and expenditures. The Secretary - Treasurer shall assume the duties of the Vice President in the event that position is vacated.
- d. In the event of a vacancy in the office of secretary - treasurer, an election shall be held for the remainder of the previous incumbent's term. The President will set the time for the vote, but shall allow at least one week for nominations and one week for voting, unless the process is conducted at the Spring or Annual Meeting. [Note: Also see Section 8 Vacancies, below. – RSB]
- e. If the immediate Past President is no longer the chief environmental official from his / her State, the present President will appoint an at-large member to fill out the Executive Committee.

7. **Staggering of Terms.** Terms of the regional members of the Executive Committee shall be staggered so that the first election of Executive Committee members from odd-numbered EPA Regions shall serve three-year terms; all others shall serve a two-year term. [Note: at the 2008 Annual Meeting, members from odd-numbered regions are to be elected; in 2009, even-numbered, etc. -RSB]
8. **Vacancies.** In the event that the position of all officers is vacated, the Executive Committee shall elect officers to fill these vacancies until the time of the election at the next Annual Meeting.

G. Other Committees.

1. Audit Committee.

- a. Purpose. The Audit Committee shall assist the Executive Committee and Officers in their oversight and monitoring of ECOS' accounting, auditing and reporting practices, including financial systems and internal controls, as well as in selecting and monitoring the performance of the independent auditors, and in ensuring compliance with legal and ethical standards. The specific powers and

responsibilities of the Audit Committee shall be set forth in an Audit Committee Charter which shall be adopted from time to time by the Executive Committee.

- b. Membership. The Audit Committee shall have no fewer than three and no more than five members. Members of the Audit Committee shall include at least two (2) commissioners and may also include senior-level financial, accounting or management officials from member states to ensure that committee members have knowledge of financial reports and a basic familiarity with generally accepted accounting principles and auditing standards. The membership of the Audit Committee will always be such that there are more votes held by commissioners than votes held by others. Members of the Audit Committee shall be appointed by the Executive Committee to staggered terms of two years duration. Members of the Audit Committee may not serve more than three successive terms. The Audit Committee shall be chaired by a member who is not an ECOS Officer.

2. Types of committee structures.

- a. "Committees" are the standing committees composed of ECOS members only. They are authorized in the Bylaws, chartered for an open-ended period of time, and address issues in their purview at the direction of the committee chair, vice chair and members. They are established or disestablished by revision of the Bylaws, and may be proposed by any member or the executive director. The standing committees of the Environmental Council of States shall be: the Air Committee, the Water and Ecosystems Committee, the Waste Committee, the Compliance Committee, the Cross-Media Committee and the Planning Committee. All committee chairs are appointed by the President for a period of one year, in consultation with the Executive Committee, and may be re-appointed for an additional year. Vice chairs will be elected by the committee membership. As a general rule, a committee chair shall serve from Annual Meeting to Annual meeting. Committee chairs may appoint subcommittees within the general duties assigned to the committee.
- b. "Forums" are composed of both ECOS and non-ECOS members, have co-chairs from both groups, and work on issues of interest to both groups of participants. Forums are established by direction of the President, upon recommendation of any ECOS member or the executive director, and a showing of support from five or more States. Forums are affiliated with one of the Standing Committees as assigned by the Executive Committee, and this affiliated

committee oversees their activities. They may be disestablished by vote of the Executive Committee. ECOS co-chairs of forums are appointed by the President. Forums may or may not have vice chairs; if a vice chair is required, he or she will be appointed by the President.

- c. "Work Groups" are established by direction of the president, upon a vote by the appropriate Committee to establish such a work group. They are usually composed only of ECOS members and are time limited to a maximum period of three years though other periods may be specified. They are affiliated with the Committee which established them, and which provides oversight of their activities. When a Work Group ceases to exist, its functions revert to the standing committee which created it.
 - d. Alternatively to the requirements above, the President and the Executive Committee may establish such ad hoc committees or work groups as may be necessary to carry out the affairs of the association.
3. **Functions of Committees.** The general area of responsibility for each standing committee is indicated by the Committee's name, except for the Planning Committee, which shall be responsible for all EPA planning coordination, EPA budgeting coordination, information management, the National Environmental Performance Partnership System, and other similar issues; and the Cross-Media committee, which is primarily responsible for all non-regulatory issues, such as pollution prevention and other similar issues. Specific statements of areas of responsibility are contained in the committee charters.
 4. **Membership in Committees.** While there is no limit to the number of committees for which each ECOS member may volunteer, it should be understood that selection of committees implies a willingness to devote the necessary time to the committee's work. As a general rule, ECOS members will serve on no more than three committees; there is no limit on membership in forums or work groups. All ECOS members may attend all ECOS committee meetings and may freely participate in those meetings. Voting, however, is limited to those members who have declared themselves members of the Committee in advance. Procedures to be used for voting on resolutions are detailed in IV.B.1 and IV.B.2 of these Bylaws. The Executive Director, under the guidance of the Executive Committee, will develop administrative procedures to carry out this section.
 5. **Policy and Notice Requirements.** The main function of committees, work groups and forums is the exchange of information. Occasionally, it will be desirable for ECOS to

establish formal policy positions. If a committee wishes ECOS to take a formal position, the normal procedure will be by adoption of a resolution, which will be done in accordance with these Bylaws. If a committee's work is leading in the direction of a joint policy position or memorandum of agreement with EPA or some other agency or activity, at least 60 days notice must be given all ECOS members prior to a position being finalized, unless the 60 days notice is waived by three-quarters of the members voting on the proposed agreement. **ECOS policy positions can only be established through -the procedures provided in these Bylaws, primarily in Section VIII.** All ECOS members must be particularly sensitive to their work in a committee, forum, or work group being perceived as the establishment of an ECOS policy position, and will exercise every opportunity to avoid that misperception.

- H. **Funding Committee.** There shall be established, as an internal operations standing committee, a Funding Committee, which will provide guidance to the executive director, on behalf of the Executive Committee and the membership, on potential grant and cooperative agreement subjects and sources, as well as other funding questions which may arise from time to time. The Funding Committee shall be chaired by the Secretary - Treasurer and shall consist of the:
- a. president,
 - b. the vice president,
 - c. the secretary - treasurer,
 - d. the past president, and
 - e. three other members who shall be appointed by the president from EPA regions not represented by the officers.
- No two members of the Funding Committee shall come from the same EPA region, unless two or more officers should be elected from the same region. Administrative procedures by which potential grants and cooperative agreements are to be considered by the Funding Committee will be developed and implemented by the Executive Director, under the guidance of the Funding Committee.
- I. **Incorporation.** ECOS shall continue to be incorporated in Delaware as a non-profit business league under section 501(c)6 of the Internal Revenue Service code.

III. **Meetings of the Environmental Council of the States**

- A. **Annual Meetings.** Regular annual meetings of ECOS shall be held at such time and place as determined by the membership in plenary session or by the Executive Committee if the former is not feasible. When feasible and practical, the location and time of the Annual Meeting and the Spring Meeting shall be announced at least one year in advance. Efforts shall be made to rotate the locations of meetings by region.

- B. **Other meetings.** The Executive Committee may call for other meetings of the membership or committees, as it deems necessary.
- C. **Quorum.** A majority of members constitutes a quorum for a meeting of a full membership. A majority of members, as calculated under II. E.5. constitutes a quorum for a meeting of the Executive Committee.
- D. **Open Meetings.** Any State may attend any meeting not conducted in executive session. The ECOS Annual and Spring Meetings are open to any registered attendee except for such sessions designated as “state only” or “executive session.”

IV. Resolutions

Resolutions are a type of policy position. Further details about ECOS’ policy positions are found in section VIII of these Bylaws.

A. Proposal of Resolutions.

1. Resolutions or amendments to existing resolutions may be introduced by the Executive Committee, any group of members, or any member. The Executive Director may introduce resolutions which deal with internal ECOS matters or which provide guidance, other than environmental policy guidance, to the staff. Such resolutions will normally be introduced through the Executive Committee.
2. Resolutions must be introduced in writing, on paper or electronically, and distributed to members prior to voting.
3. A Work Group or Forum may propose a resolution or amendment to an existing resolution to a standing committee or to the Executive Committee for recommendation to the general membership or directly to the general membership, but in the latter case a 60% majority will be required for passage (see, B-2 below).

B. Voting on Resolutions.

1. Resolutions or amendments to existing resolutions that have been recommended by the Executive Committee, a standing committee, or by any of these bodies meeting in plenary session at a Spring or Annual Meeting will be adopted upon the vote of a majority of all the ECOS members present or voting by proxy.
2. Resolutions or amendments to existing resolutions that do not meet the requirements of B.1. above will be adopted by the affirmative vote of 60% of all ECOS members present or voting by proxy.

3. Between meetings of the Council, new resolutions or amendments to existing resolutions may be adopted, in accordance with all other Bylaws rules, by conference call, e-mail, fax, or postal vote. [Note: Although all members are contacted, 26 valid votes are required for a quorum for any of these methods. - RSB]

C. Review of Resolutions.

1. Resolutions will remain in effect for three years and then automatically be presented for review. In the review, resolutions may be continued or amended by the majority vote of members present or voting by proxy. Resolutions that are not continued or amended automatically expire without need for a vote.
2. A majority of the membership present or voting by proxy may vote to review any resolution sooner than three years.

V. Amendments to Bylaws

The Bylaws may be amended by majority vote of the membership upon recommendation of the Executive Committee. Proposed amendments to Bylaws must be made available to members of the Executive Committee at least 21 days before the day on which the proposed amendment will be considered. This will allow members to contact the States they represent and discuss the proposed changes. If the general membership is to vote on the proposed amendments by mail after referral by the Executive Committee, the period allowed for a mail vote must be at least 30 days after the referred amendment is provided to the general membership. (If the Executive Committee is voting by mail, the period allowed for the vote must be at least 30 days after the proposed amendments are provided to the Committee.) (The words "mail vote" include postal, e-mail, facsimile or telephone polling.) If the general membership is to vote on the proposed amendments at the Spring Meeting or the Annual Meeting, copies of the referred amendments must be made available to members attending the meeting at least 24 hours before a vote is to be taken. The requirements of this section may be waived upon a 75% vote of the Executive Committee or general membership, whichever is being asked to vote. The proxy vote requirements contained elsewhere in the Bylaws apply to this vote.

VI. Secretariat Services

- A. **Staff and Duties.** The Executive Committee shall make arrangements for necessary secretariat services, including an Executive Director and staff, to support the efforts of ECOS and carry out its instructions. These services include the maintenance of a membership roster; the mailing of notices of meetings; assistance in arranging and conducting meetings; records or proceedings of meetings; staffing of ECOS' committees and such other services as the Executive Committee deems are required.
- B. **Procedure to Hire an Executive Director.** The Executive Committee shall determine the method to be used to seek the

employment of, and retain, an Executive Director. Unless the Executive Committee votes otherwise, its power shall be vested in a Search Committee which will use the following process:

1. Search Committee. The Search Committee will consist of the four ECOS officers, the President of ERIS, and up to two other ECOS members recommended by the ECOS President and selected by the Executive Committee. An odd number of members shall be appointed to the Search Committee.
2. The Chair of the Search Committee shall be the ECOS President.
3. The Search Committee, led by ECOS' President, shall determine what methods it will use to locate, interview, select, and negotiate with an Executive Director.
4. The Search Committee, led by ECOS' President, shall present its results to the Executive Committee for its approval before finalizing the hire of a new Executive Director.
5. The Search Committee, led by ECOS' President, shall negotiate and finalize any initial contract between ECOS and the new Executive Director within any limitations presented to it by the ECOS Executive Committee.
6. The ECOS President shall then have the authority to sign any contract or agreement between ECOS and the Executive Director.

VII. Endorsement

ECOS shall not support or oppose the appointment, hiring or other employment-related matter of any federal, state, local or private position.

VIII. Policy Statements and Positions

A. Primary and Secondary Purposes of ECOS: The primary purpose of the Environmental Council of the States is to share information among the state and territorial environmental commissioners. A secondary, but very important, purpose is the development of policy positions regarding proposed and existing environmental rules, procedures and statutes.

B. Development of Environmental Policy: The National Governors' Association (NGA) is the primary policy making organization for the States - a fact recognized in an ECOS resolution passed on the day that ECOS was founded. Governors have the primary responsibility for protecting the environment within their States and are politically accountable for the actions of all state employees, but particularly accountable for the actions of their appointees, including environmental commissioners. ECOS policy positions will always be consistent with NGA policy positions.

C. Levels of Policy Positions: Because ECOS is a national organization, we recognize that, while there may not be consensus on all environmental issues, there may be a number of issues where substantial consensus among a significant majority of States does occur. This is simply recognition of the diversity among the States and territories and the difficulty of establishing "one size fits all" solutions or policy positions. There will be the following levels of positions:

1. Resolutions. ECOS' resolutions always take precedence over any other policy position, with the most recent resolutions taking precedent over older ones. Resolutions and other policy positions listed below may be taken in accordance with procedures listed in IV.B.1 and elsewhere in these Bylaws.
2. Letters. ECOS may send letters on the positions of the organization. These will be based on our resolutions, but may involve more explanation and discussion than there is room to provide in a resolution. Letters may be signed by any officer, committee chair, or the Executive Director. Normally, such letters will be reviewed by other ECOS leaders or by the Executive Director to assure consistency with ECOS resolutions.
3. Testimony. ECOS officers, committee leaders, ECOS members selected by these persons, or the Executive Director may testify on behalf of ECOS before Congress or any other body that might seek our organization's position. Such testimony will be based on the policy positions that ECOS has established herein but may also include references to other research that ECOS may have conducted and published or is about to publish, provided such references are cited as research, not policy. A person providing testimony may add his/her own experiences and opinions, but should state that they are doing so when exercising this option.
4. Surveys and Membership Polls. ECOS may review the positions of the states via surveys or polls and report the findings as an alternative to the resolutions process, to gather information for policy makers such as Congress, or for basic research. Surveys and polls may be confidential or not, and will be labeled as such in any case. Surveys will be conducted by ECOS staff at the direction of the officers or committee chairs, or as part of a grant deliverable. Provision will also be made in the survey to allow States to provide further comment. No such survey could be used to establish an ECOS position unless it met the quorum and majority rules of ECOS that might otherwise apply.

5. While proposed draft positions may be submitted by members, staff, or others to the Executive Director, priority in handling will go to recommendations of the Executive Committee followed by recommendations of standing committees. ECOS staff will carry out administrative procedures for such recommendations as appropriate.

IX. Agreements

Any agreement entered into by ECOS shall not bind individual States or interfere with a State's ability to negotiate agreements independently of the ECOS organization.

X. Rules of Order

Where questions arise concerning proper parliamentary procedure, the guideline shall be the latest edition of *Roberts Rules of Order*. The Executive Director will act as parliamentarian. Decisions by the presiding officer are final, unless immediately challenged and overruled by a majority vote of the group in which the discussion is taking place.