

**Clinton River Area of Concern
Remedial Action Plan
PUBLIC ADVISORY COUNCIL**

BYLAWS OF ORGANIZATION & PROCEDURE

A. Authorization and Sanction

The Clinton River Public Advisory Council receives its authorization and sanction from Annex 2 (e), of the Great Lakes Water Quality Agreement of 1978 as amended by the Protocol of November 18, 1987. Bylaws of the Public Advisory Council (PAC) are established and approved by two-thirds of the PAC voting membership. Any changes to the bylaws require a two thirds approval of the PAC voting membership.

B. Statement of Mission and Purpose

The Mission of the Clinton River Public Advisory Council (PAC) is to represent the public interest in restoring the Area of Concern of the Clinton River. To achieve that mission, the PAC encourages partnerships among organizations, coordinate activities, and supports specific remedial actions. The PAC prepares plans for implementing remedial activities and works with all levels of government to ensure involvement and funding for adequate remediation that results in the ultimate goal of delisting the Clinton River as an Area of Concern.

C. Membership

1. **Number:** The PAC shall consist of at least 9 and no more than 25 voting members. The number of voting members may be expanded or reduced by a vote of the majority of current members, but never shall be less than 5 members.
2. **Composition:** The voting membership of the PAC shall strive to maintain a diverse membership consisting of representatives of county agencies, municipalities, businesses, non-profit public interest organizations, recreational and sporting groups, and concerned citizens.
3. **Rules of Membership:** Any party interested in becoming a PAC voting member must attend a minimum of two PAC meetings or scheduled workshops prior to making a request to become a voting member.
 - a. **Voting Members:** A voting member or organization must be located within the Clinton River Area of Concern. A voting member is defined as a representative or their designated alternate from government agencies, businesses, non-profit public interest organizations, recreational groups, sporting groups or citizens at large. An alternate may be selected by any of the above representatives other than a citizen at large. The representative and their alternate must be a direct employee or member of that member's organization.
 - b. **Non-voting Members:** Representatives from U.S. Environmental Protection Agency (EPA), Michigan Department of Environmental Quality (MDEQ), Michigan Department of Natural

Resources (MDNR), other state and federal agencies, Southeast Michigan Council of Governments (SEMCOG), International Joint Commission (IJC), Consulting Firms, Clinton River Watershed Council (CRWC)*. *Non-voting when holding Memorandum of Agreement with PAC.

4. Voting Member Attendance: All voting members must be physically present at a minimum of three regularly scheduled meetings per calendar year unless excused by the PAC chair.
5. Term of Membership: The term of membership shall be two calendar years. There shall be no limit on the number of terms a member can serve.
6. Membership Elections: Regular elections shall be held annually. The first annual election after the adoption of these rules shall be for the purpose of adding new members so that approximately one-half of the total membership shall be completing their two-year terms at each annual election thereafter. Special elections may be held from time to time for the purpose of filling vacancies created by resignations or removal of members.
7. Removal: A member or officer may be removed for cause by a vote of at least two-thirds of the current voting membership. Specific notice, pursuant to these bylaws, must be given to the member or officer prior to a vote on his or her removal. Removal for cause includes, but is not limited to, failing to attend at least three regularly scheduled PAC meetings within a calendar year without being excused by the chairperson.

D. Officers

1. Officers: There shall be a Chairperson, Vice-Chairperson, Secretary and Statewide Public Advisory Council (SPAC) delegate. The position of Chairperson, Vice-Chairperson and Secretary must be held by a voting member. The term of office shall be two years--The SPAC Delegate is represented by CRWC and is an *ex officio* and non-voting member. The Officers and the SPAC delegate are not term limited.
2. Election of Officers: Any voting member of the PAC may nominate a candidate(s) for an officer position(s). The slate of officers shall be elected by a majority vote of the current PAC voting membership every two years at the time of the regular election.

E. Meetings

The PAC shall meet quarterly at a minimum. The Chairperson, in consultation with the Executive Committee, shall be responsible for establishing meeting dates and for drafting meeting agendas. Written notice, including a draft agenda, shall be provided to all current members at least ten business days prior to any meetings. Electronic mail, fax, or regular mail may be used to provide notice required by these rules. A member's attendance at a meeting constitutes a waiver of objection to any failure to provide adequate notice.

a. Additional Meetings

The Chairperson, at his or her discretion, may call additional meetings for the purpose of taking actions that, in the Chairperson's judgment, should be considered by the PAC prior to the next regularly scheduled quarterly meeting. In that event, notice including the time and place of the meeting shall be provided at least seven days prior to the meeting.

b. Actions Without Meetings; Ratification

If the Chairperson decides, in consultation with the Executive Committee, that a PAC action needs to be taken immediately, the Chairperson may take the action subject to ratification by the PAC. The Chairperson shall clearly inform any interested parties that his or her decision is contingent on PAC approval. The Chairperson shall inform the PAC voting membership within two days of the Executive Committee's action. At the request of a PAC voting member, the Chairperson must call a PAC special meeting or conduct an email vote within ten days after the action is taken. At that special meeting, the PAC may ratify, modify or reject the decision. If no request is made, this action will be placed on the agenda for a vote at the next regularly scheduled PAC meeting.

c. Conduct of Meetings

The Chairperson shall conduct PAC meetings. The Vice-Chairperson shall conduct meetings in the Chairperson's absence. In the absence of both the Chairperson and Vice-Chairperson, the Secretary shall conduct PAC meetings. In the absence of the Chairperson, Vice-Chairperson and Secretary, the SPAC delegate may conduct the meetings. Parliamentary Procedure based on Roberts Rules of Order shall apply.

F. Quorum

A quorum shall consist of a simple majority of voting members.

G. Voting

1. Voting Rules - A quorum must be present to approve PAC actions. All PAC actions shall be approved by a majority vote of those present, except for 1) approving changes in these bylaws; and 2) removing committee members or officers.

2. Electronic Voting Rules – Electronic Voting (email) may be utilized in place of a voting at a scheduled PAC meeting for time sensitive actions. A vote will only be valid if approved by a majority of current voting members. All other voting rules and procedures shall apply.

H. Conflict of Interest

Prior to a discussion on any item requiring a vote of the PAC, those with a conflict or that think they may have a conflict are required to disclose the conflict/potential conflict. A conflict of interest may be defined as a personal interest that may benefit his or her official actions or influence.

If it is determined by the PAC that there is a conflict of interest, that voting member must recuse themselves from the discussion and the voting on that item.

I. Committees

1. Executive Committee: The PAC shall have an Executive Committee consisting of the officers and one additional voting member. The Executive Committee is authorized to act for the PAC on any matter for which action is required or necessary prior to the next regularly scheduled PAC meeting; however, the Executive Committee shall not be authorized to elect or remove any PAC members. All Executive Committee actions are subject to ratification by the PAC at the next PAC meeting. The Executive Committee is authorized to establish rules and procedures for conducting PAC business, excluding those established under the bylaws of the organization.
2. Ad Hoc Committees: The PAC shall have the authority to create *ad hoc* committees as needed. Any member, voting or non-voting may serve on an *ad hoc* committee. The chair of an *ad hoc* committee must be a voting member and will be appointed by the PAC Chairperson. Membership on a committee may be established and/or limited by the PAC Chairperson. All *ad hoc* committees will be a recommending body to the full PAC.

j. Administration

The PAC, as a separate and independent organization, may retain a third party to provide grant administration, fiduciary responsibilities and/or other services as outlined in a written agreement between the parties.

1. **Financial Reporting** – The PAC fiduciary or other third parties providing services to the PAC shall provide quarterly financial reports to the Executive Committee. The Executive Committee shall provide the financial report to the full PAC.

K. Disclaimer – The CRPAC is a volunteer group of stakeholders and shall not be held responsible for the results of voting on projects as they apply to projects designed, planned and engineered towards BUI removal and the progress towards eventual delisting within municipal, county and or private property.