



ARTICLE I

Name, Location, Authority, Purpose, Functions

Section 1: Name

The name of this organization shall be the Stakeholders' Advisory Committee, hereinafter called the "Stakeholders' Committee" or the "Committee". Its area of interest includes the entire Chesapeake Bay Watershed.

Section 2: Authority

The Stakeholders' Committee 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, Maryland, New York, Delaware, and West Virginia or their designees, and the Chairperson of the Chesapeake Bay Commission.

Section 3: Office

The principal mailing address of the Stakeholders' Advisory Committee shall be that of the Alliance for the Chesapeake Bay, Inc., hereinafter called "Alliance" or the selected entity to serve as its Administrator.

Section 4: Purpose and Functions

The purpose of the Stakeholders' Committee is to represent residents and stakeholders of the Chesapeake Bay watershed in the restoration effort. To fulfill this purpose, members of the Committee shall do the following:

- A) Advise the Executive Council;
- B) Provide input of the Stakeholders' Advisory Committee 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 an unbiased, objective Committee meeting environment;
- D) Share information, when appropriate and applicable, about the Chesapeake Bay watershed with those groups to which individual members may be affiliated;
- E) Participate with and contribute to the work of the Chesapeake Bay Program;
- 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: Stakeholders' Advisory Committee Composition

The Stakeholders' Advisory Committee 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 Committee are appointed by the Executive Council. The Governors of Virginia, Maryland, and Pennsylvania and the Mayor shall appoint four members each. The States of New York, Delaware, and West Virginia shall appoint at least one representative each. The remaining nine members will be appointed at large by the Board of the Alliance, giving consideration to balancing representation.

B) Guest Members

From time to time the Committee 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 Stakeholders' Advisory Committee 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

The Stakeholders' Committee shall provide a list of recommended citizens to the appointing authorities for their consideration. The Committee 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 strong interest, knowledge or experience in improving the health of the Chesapeake Bay watershed by advocating for policies, programs and management practices in water quality, habitat and living resources, land conservation, and/or community engagement.
- B) Is potentially affected by the management programs of the Executive Council;
- C) Is willing and able to participate in regular quarterly meetings;
- D) Is not otherwise officially represented in the Chesapeake Bay Program, for example: other Advisory Committees or the Chesapeake Bay Commission.

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 Stakeholders' Advisory Committee 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 Committee meeting of each year and shall take office upon election. Term of office shall be one year.

B) Chairperson

A chairperson of the Stakeholders' Advisory Committee shall be elected by a majority vote of the Committee voting members with a quorum present. Normally, the Chairperson shall rotate among the jurisdictions.

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 Committee meeting.

D) Executive Committee

The Executive Committee of the Stakeholders' Committee shall consist of the Chairperson and Vice Chairperson, the immediate past Chairperson, and the Chairs of the Stakeholders' Standing Committees. In addition, should the Stakeholders' Committee 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 the Stakeholders' Advisory Committee 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 Stakeholders' Committee before and/or during the next quarterly meeting.

ARTICLE III

Meetings

Section 1: Meetings

Meetings of the Stakeholders' Advisory Committee shall be held at least quarterly and scheduled at the convenience of the Committee 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 Stakeholders' Advisory Committee by any of the following:

- A) The Chairperson
- B) A member of the Stakeholders' Committee
- 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 Committee functions: mileage or transportation costs, meals, lodging, tolls, and parking. Completed Stakeholders' Committee Volunteer Hours & Travel Reimbursement Forms are required and receipts are necessary.

Section 4: Attendance

If any member fails to attend two consecutive regular meetings without extenuating circumstances, the Stakeholders' Advisory Committee chairperson shall recommend that the appropriate member of the Executive Council, or the Chairperson of the Alliance, 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 a vote or poll is required in between quarterly meetings, members can vote through email or other electronic means provided that option is authorized by the Stakeholders' Committee Chair.

When the Stakeholders' Advisory Committee does not reach consensus and a formal vote is called, the 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 Stakeholders' Committee 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 Stakeholders' Advisory Committee may designate standing committees to study issues of concern and present recommendations and report regularly to the full Stakeholders' Committee. Every Stakeholders' Committee member shall be required to serve on at least one standing committee. Such standing committees are to meet prior to each quarterly Committee meeting.

Standing committees ordinarily may establish their own priorities, unless directed to focus upon a particular matter by the full Stakeholders' Committee; 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 Stakeholders' Advisory Committee's 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 the Stakeholders' Committee for Action

Whenever possible, issues brought before the Stakeholders' Advisory Committee 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 Stakeholders' Committee 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 Stakeholders' Advisory Committee will be a staff person designated by the Administrator. The Executive Secretary shall be responsible for recording the minutes of all Stakeholders' Committee meetings, shall transmit notices and agenda to the membership, and shall transmit a copy of the minutes of each Stakeholders' Committee meeting to each member prior to the next regular meeting. The Executive Secretary shall also ensure 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

Robert's 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

Principles, Values, Code of Ethics

Section 1: Principles

- A. The health and restoration of the Chesapeake Bay watershed is the primary goal and motivation for the Stakeholders' Advisory Committee's actions and comes before special and/or jurisdictional interests.
- B. Above all, the Stakeholders' Advisory Committee exists to advise the members of the Executive Council on matters of concern to advisory committee representatives to the Bay Program. Our role includes advising members of the Principals Staff Committee, working groups and committees, senior officials of Bay jurisdictions and agencies involved in the Bay Program. Members should make it clear when they are representing the Stakeholders' Advisory Committee, as opposed to expressing their own opinion.
- C. While members bring a variety of valuable perspectives to the work of the Stakeholders' Committee, all members are expected to act on the basis of their best information and understanding to help achieve the Committee's goals.
- D. Stakeholders' Advisory Committee members will focus our collective efforts to strategically and proactively achieve the greatest contribution to watershed restoration and protection that is possible.
- E. We shall strive to achieve a Committee consensus on Stakeholders' Committee initiatives that recognizes diverse views to yield actions/recommendations important to the Bay restoration.
- F. We will comment as a Committee constructively and always with appropriate suggestions and offers of help.

- G. We will collaborate with other Bay advisory committees.
- H. As individual members of the Stakeholders' Committee, we shall listen to each other; feel free to express our views openly; be objective; work toward benefiting the restoration rather than special or self-interests; take on responsibility/commitments for the Stakeholders' Committee; and contribute beyond quarterly meeting attendance.
- I. As a Committee, we shall adhere to the prudent use of Bay Program funds essential for conduct of our business operations.

Section 2: Values

We believe a broad base of participation and partners reflecting all of society is needed to be successful in the restoration and protection of the Chesapeake Bay watershed. Therefore, we embrace all backgrounds regardless of race, religion, age, culture, political affiliation, disability, socio-economic status, gender and sexual identity. To this end, we treat each other, our partners, and our guests with respect, courtesy and dignity.

Section 3: Code of Ethics

All Stakeholders' Committee activities are to be conducted with professionalism. We foster a forum for fair and open dialogue, a culture of inclusion, and endeavor to hear from all members who wish to share their insights and opinions. We share our perspectives in a language that is accurate and respectful. We respect the Committee's leadership and staff, honor the meeting ground rules and the aspiration of consensus. We conduct our mission as an advisory committee with positive leadership exemplified by open communication, creativity, dedication and compassion.

ARTICLE VI

Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-third vote of the Stakeholders' Advisory Committee membership. These bylaws shall not be altered, amended, or repealed, nor shall any new bylaws be adopted unless notice of such is given at least twenty days prior to calling a vote. These bylaws shall be effective immediately upon adoption.