

DRAFT
**Bylaws of the
Leadership Council
for the
Albemarle-Pamlico National Estuary Partnership**

ARTICLE I: Name, Authority, Location, Purpose, Duties

Section 1: NAME

The name of this organization shall be the Leadership Council of the Albemarle-Pamlico National Estuary Partnership (APNEP). Its area of interest shall include the North Carolina and Virginia watershed of the Albemarle-Pamlico Sounds estuarine system, though direct actions are focused on the National Estuary Program boundary for the APNEP.

Section 2: AUTHORITY

The organization was created under Executive Order #26 of the Governor of North Carolina, on November 9, 2017. The Leadership Council is authorized until November 9, 2025 pursuant to NC General Statute §147-16.2 (b) or until earlier rescinded. It replaces the organization created under the 2012 Executive Order #133.

Unless otherwise authorized by the Governor or the Governor's designee, advisory bodies shall have no authority other than to serve in an advisory capacity as provided herein.

Section 3: LOCATION

The mailing address of the Leadership Council shall be:

Albemarle-Pamlico National Estuary Partnership
Attn: Leadership Council
1601 Mail Service Center
Raleigh, NC 27699-1601

Section 4: PURPOSE

The Leadership Council is designated as the lead advisory and policy body of the APNEP Management Conference and advises the APNEP Office on implementation and further development of the APNEP Comprehensive Conservation and Management Plan (CCMP). The Science and Technical Advisory Committee (STAC) and the Implementation Advisory Committee (IAC) are established to advise the APNEP Office and the Leadership Council.

The Leadership Council serves as a forum for the exchange of information on issues relevant to the APNEP mission and implementation of the CCMP. The Leadership Council shall work with the APNEP Office, advisory committees, and others to advise, support, evaluate, update, advocate for, and guide CCMP implementation.

Section 5: DUTIES

The role of the Leadership Council shall be to guide, evaluate, and support the CCMP implementation process. Furthermore, the Leadership Council shall advance the CCMP and its ecosystem-based management actions, and ensure the highest level of collaboration, coordination, and cooperation among state and federal agencies, local governments, the public, and various interest groups.

The Leadership Council shall make policy and budget recommendations to support CCMP implementation and shall identify and prioritize informational needs as described in the CCMP.

The Leadership Council shall consult with each of the Advisory Committees and the APNEP Office on recommendations pertaining to implementation of CCMP management actions at the regional and local level, and the coordination and development of research and monitoring priorities.

The Leadership Council shall evaluate the relevance of the CCMP and consult with the Advisory Committees and the APNEP Office for recommendations on amending the CCMP to address new or emerging issues that may affect the significant resources of the Albemarle-Pamlico estuarine system.

The Leadership Council shall be an advocate for the implementation of the CCMP, the APNEP mission, and the APNEP through an ecosystem-based management approach.

The Leadership Council, in cooperation with the APNEP Office, shall develop an annual report, budget, and work plan that addresses implementing and updating the CCMP.

The Leadership Council shall be responsible for determining its own rules of order, bylaws, chairmanship, attendance requirements, and other matters of protocol.

ARTICLE II: Organizational Structure

Section 1: Membership

Initial Membership

Under Executive Order #26, the Director of the APNEP Office shall appoint the initial membership, and to the greatest extent possible, shall seek to ensure a geographic, demographic and social balance, and willingness to serve.

- a. As per Executive Order #26, the initial membership of the Leadership Council shall include the following voting members:
 - i) The Secretary of the North Carolina Department of Environmental Quality or designee;
 - ii) The Secretary of the North Carolina Department of Natural and Cultural Resources or designee;
 - iii) The Director of North Carolina Sea Grant or designee;
 - iv) Two members of the Implementation Advisory Committee
 - v) Two members of the Science and Technical Advisory Committee;
 - vi) A representative of a local government or regional council of governments;
 - vii) A representative of a local, state or national conservation organization; and
 - viii) Three at-large members who have vested interests in the region, with at least one being a resident of the Commonwealth of Virginia.
- b. The Secretary of Natural Resources of the Commonwealth of Virginia, or designee, shall be invited to participate as a voting member.

- c. A representative of the United States Environmental Protection Agency–National Estuary Program shall be invited to participate as a non-voting ex-officio member.

Expanding Membership

The Leadership Council may expand its membership, as it deems necessary, upon two-thirds affirmative vote.

Section 2: Criteria for Membership

Each new member shall:

- reside or have interests within the APNEP program boundaries;
- be willing to assume responsibility for communicating with a major user or interest group;
- be willing to attend regular meetings; and
- have knowledge and interest in resource management issues of the Albemarle-Pamlico watershed.

Section 3: Terms of Membership

Each member serves a three-year term, renewable once consecutively or as determined by the representative body. These members can serve no more than two consecutive terms unless fulfilling executive service (Chair or Vice Chair).

Members who complete two consecutive full terms in good standing are again eligible candidates after a one-year hiatus.

The membership will have staggered appointments so that one-third of the membership will be up for re-appointment each year.

Section 4: Method of Appointing New or Additional Members

The process for appointing new or additional members to the Leadership Council shall be as follows:

1. Nominations for additional members shall be solicited from among current members;
2. A membership subcommittee consisting of the Chair (or designee), and two other Leadership Council members shall review all nominations received for consistency with the provisions of this article concerning membership and composition;
3. The membership subcommittee shall submit a list of proposed members to the Leadership Council for review and approval; and
4. Members are added to the roster upon two-thirds affirmative vote of current Leadership Council members.

Section 5: Compensation

All members shall serve voluntarily and without compensation or per diems. Extraordinary expenses may be reimbursed subject to approval by the APNEP Director and in accordance with NC DEQ travel policies, State law, and the policies and regulations of the Office of State Budget and Management.

Section 6: Executive Committee

An Executive Committee of the Leadership Council shall be formed to provide direction and guidance regarding Leadership Council matters and meetings. The Executive Committee of the Leadership Council shall consist of the Chair, Vice-Chair, immediate past chair, and a Leadership Council member from each Advisory Committee (STAC, IAC).

Nominations for the Chair and Vice-Chair offices shall be solicited from among current members and

approved by the full membership for two-year terms. The Chair and Vice Chair may remain on the Executive Committee through their executive service regardless of their appointment status.

The Executive Committee acts on behalf of the Leadership Council when action is needed between scheduled meetings, and it serves as the Leadership Council in making decisions on routine administrative matters. A quorum of the Executive Committee is 50% of the voting members provided the Chair or Vice Chair is present.

Section 7: Responsibilities of the Chair

The Chair shall be responsible for:

- Chairing Leadership Council meetings;
- Communicating recommendations and concerns of the Leadership Council to the APNEP Director, and vice versa;
- Drafting agendas for Leadership Council meetings with assistance from the APNEP Office;
- Coordinating an annual process to evaluate progress, priorities, and next steps for the Leadership Council, with assistance from the APNEP Office;
- Chairing Executive Committee meetings;
- Representing official opinions of the Leadership Council; and
- Working with the APNEP Office on governmental relations.

Section 8: Responsibilities of the Vice-Chair

The Vice-Chair shall serve in absence of the Chair and shall perform as the Chair in all matters of business and record the meeting notes.

Section 9: Responsibilities of the Immediate Past Chair

The Immediate Past Chair shall serve as Chair during meeting in the event of an absence of the both Chair and Vice-Chair.

Section 10: Responsibilities of the Executive Committee

The Executive Committee shall assist of the Chair in all matters of business.

ARTICLE III: Meetings

Section 1: Meetings

The Leadership Council shall meet at least two times a year. Committees and ah-hoc workgroups shall meet as needed. The Leadership Council shall determine the meeting location at least 14 days prior to a meeting.

A meeting shall occur in-person, via conference call, or via video conference.

All meetings shall be open to the public and shall be held in accordance with the North Carolina Open Meetings Law (N.C. Gen. Stat. Ch. 143, Art. 33C, §§ 143-318.9)

Section 2: Agenda Items

Matters to be placed on the agenda must be submitted to the Chair at least two weeks in advance for consideration at meetings of the Leadership Council.

Section 3: Decision Making Procedures

The Leadership Council will strive to work by consensus, but if a vote is needed, a simple majority vote is required to take action unless otherwise stated in the bylaws or Executive Order #26. When called, a quorum shall be 50% of current, filled memberships, excluding vacancies. Each member shall have one vote, including proxies that are designated in writing.

[Robert's Rules of Order](#) shall be the parliamentary authority for the conduct of Leadership Council meetings.

Section 4: Attendance

Members of the Leadership Council shall attend all regular meetings. Any member who misses two consecutive meetings (and is not represented by a designated alternate or proxy) will be contacted concerning his/her absences by the Chair. After three consecutive absences, the Leadership Council may seek a replacement for the member.

Section 5: Substitutes

A Leadership Council member intending to be absent should contact the Chair to report an anticipated absence. The member may appoint a substitute in writing with the approval of the Chair at least 24 hours prior to the meeting. This substitute shall be allowed to participate and vote on behalf of the member at that meeting.

Section 6: Proxy Votes

Members of the Leadership Council may allow for a proxy vote by another member present at the meeting. Proxy vote authority shall be submitted in writing to the Chair prior to the call to order of a meeting.

Section 7: Ground Rules for Interaction

- A. Members of the Leadership Council shall seek to participate constructively and respectfully in meetings.
- B. Ground rules for constructive interaction include:
 - Treat all members and guests with courtesy and respect.
 - Allow one person at a time to speak.
 - Be recognized by the Chair before speaking.
 - Listen carefully.
 - Be brief and clear in comments.
 - Focus on the current agenda item.
 - It is acceptable to disagree. Respect others' opinions.
 - Focus on the problem, not finding fault.
 - Observe meeting limits and only extend meetings 30 minutes when necessary with consensual agreement of members present.
 - Receive approval by the Leadership Council prior to making statements to the public on behalf of the Leadership Council.
- C. Ground rules shall be monitored and enforced by the Chair and members of the Leadership Council.

ARTICLE IV: Committees and Workgroups

Section 1: Committees and Workgroups

Committees or workgroups may be established to work on specific items requiring attention as needed by the Leadership Council. Committees may be standing or ad hoc.

As deemed appropriate, the Leadership Council may designate additional committees (standing or ad-hoc) to address concerns and present recommendations to the full Leadership Council. A committee may be proposed by the Chair or any Leadership Council member and established by a majority vote of those present.

All standing committees shall report to the Leadership Council about current activities on a regular basis.

All appointments to Leadership Council committees will be made by the Chair and will be confirmed by the Executive Committee.

ARTICLE V: APNEP Office

Section 1: Support

The APNEP Office shall provide staff support for the Leadership Council.

Section 2: Responsibilities

The Office shall:

- A. Assist with drafting the agenda and making meeting arrangements;
- B. Assist with public notice of the meeting;
- C. Assist with recording and transmitting meeting notes of the Leadership Council to members;
- D. Establish whether a quorum is present when required;
- E. Process incoming correspondence and transmit to the Chair;
- F. Assist with any correspondence from the Leadership Council to other individuals or organizations for endorsement by the Chair; and
- G. Ensure that all views on an issue are accurately recorded and reported.

ARTICLE VI: Leadership Council Statements and Positions

Section 1: Adopting Official Statements and Positions

Official positions and statements of the Leadership Council on any issue or topic shall be adopted by resolution. Proposed resolutions shall be provided to Leadership Council members with the agenda prior to the meeting where voting will take place. Resolutions may be proposed by the Chair or a member of the Leadership Council and should be transmitted to the Chair at least 30 days before the meeting at which they will be acted upon. Resolutions shall be adopted by a majority vote of the

Leadership Council members present, provided that a quorum is present. A record of any resolutions adopted by the Leadership Council shall be kept by the APNEP Office.

Section 2: Representing Leadership Council Positions in Public Forums

Official positions and statements of the Leadership Council adopted by resolution may be presented in public forums. Members presenting APNEP positions in a public forum should notify the Chair of the activity.

In a public forum, Leadership Council members shall not present their personal views or positions as views or positions of the Leadership Council.

ARTICLE VII: Conflicts of Interest

Section 1: Conflicts of Interest

The Leadership Council is to avoid any direct or indirect conflicts of interest or the appearance of conflicts of interest in matters related to decisions on funding. The major area of concern for conflicts of interest relates to situations where a member or employing organization would benefit or appear to benefit from the decision and has a substantial role in the decision. Employment ties by the individual or spouse, investments in an organization, positions of authority or responsibility, or other areas of benefit relate to a conflict of interest determination. Questions regarding conflicts of interest may be directed to the APNEP Office or to the NC DEQ General Counsel for appropriate review.

Section 2: Funding Proposal Reviews and Work Plan Development

Circumstances where a member or alternate member may not participate in the development of an APNEP funded project:

1. Direct financial benefit

There is a direct financial benefit to the individual involved in the ranking.

2. Affiliated organization

Funding would go directly to the organization where one is employed and to the specific position/functional area in which one works.

ARTICLE VIII: By-Laws and Amendments

Section 1: Initiation

These by-laws and any amendments thereto shall be effective immediately upon adoption.

Section 2: Amendments

Proposed amendments to the by-laws shall be provided to the members at least 30 days prior to the

meeting at which they will be acted upon. Any amendments to these by-laws must be approved by a two-thirds majority vote of current members. Members who expect to be absent from the meeting at which the by-laws will be acted upon may provide a written communication of their vote on the proposed amendment to the by-laws. Such notification must be received at least 24 hours before the meeting where the amendments are scheduled to be acted upon.

Draft May 1,2018

Adopted by Leadership Council on _____