Policy Board
for the
Albemarle-Pamlico National Estuary Program

Bylaws

ARTICLE I

Name, Authority, Location, Purpose, Functions

Section 1: NAME

The name of this organization shall be the Policy Board for the Albemarle-Pamlico National Estuary Program (APNEP). Its area of interest shall include the entire watershed of the Albemarle-Pamlico Sounds estuarine system.

Section 2: AUTHORITY

The APNEP Policy Board was created by Executive Order # 74 of the Governor of North Carolina, Michael F. Easley, May 16, 2005. Replaced by Executive Order # 122 on August 2, 2007 by Governor Michael F. Easley.

Section 3: PROGRAM BOUNDARIES

The APNEP area includes ~~boundaries of the APNEP are~~ the geographic area of each of the following river basins as defined by the hydrologic boundaries ascribed to it by the North Carolina Department of Environment and Natural Resources (NC DENR):

- Neuse (including areas of the White Oak River Basin that drain to Core and Bogue Sounds)
- Tar-Pamlico (including areas draining directly into the northern Pamlico Sound)
- Roanoke (that portion of the basin below Lake Gaston dam)
- Chowan (including the portion of the basin located in Virginia)
- Pasquotank (including waters and areas that drain directly into the Albemarle, Currituck, Croatan, and Roanoke Sounds, as well as that portion of the basin located in Virginia)

The area of interest shall include the entire watershed of the Albemarle-Pamlico Sounds estuarine system.

Section 4: LOCATION

The principal mailing address of the Policy Board shall be:

~~APNEP~~Albemarle-Pamlico National Estuary Program
Attn: Policy Board
1601 ~~MSC~~Mail Service Center

Raleigh, NC 27699-1601

Section 5: PURPOSE

The Policy Board plays an essential role in providing ~~the~~ APNEP with community involvement, participation and support needed to develop initiatives, ~~to~~ review policy recommendations, and ~~to~~ guide implementation and advancement of the Comprehensive Conservation & Management Plan (CCMP).

The Policy Board works with each of ~~the~~ APNEP's ~~Advisory~~ Advisory ~~Committees~~ Committees (Citizens' {CAC}, Science and Technical {STAC}, and Management {MAC}) to provide advice and support to the APNEP ~~Program~~ Program ~~Office~~Office, NC DENR, and its partners on CCMP implementation. The Policy Board also ~~and~~ acts as a forum for the exchange of information on issues relevant to the APNEP watershed.

Section 6: DUTIES

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

The Policy Board shall consult with the Advisory Committees and the Program 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 Policy Board shall advise the state, federal, and local agencies responsible for environmental and natural resource management about concerns and issues relevant to implementation of the CCMP.

The Policy Board shall make recommendations based on CCMP implementation progress and success, and shall identify and prioritize informational needs as described in the CCMP.

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

The Policy Board shall be an advocate for the implementation of the CCMP, the APNEP mission and the APNEP.

The Policy Board, in cooperation with the Program Office, shall develop an annual report, budget and work plan that addresses priorities for implementing and updating the CCMP.

The Policy Board 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

The initial membership is established by Governor's Executive Order ## 122~~74~~, through appointment and invitation by the Secretary of the North Carolina Department of Environment and Natural Resources (NC DENR).

The Policy Board shall be broad-based and include the following:

1. The Secretary of North Carolina Department of Environment and Natural Resources, or designee.
2. The Secretary of Natural Resources of the Commonwealth of Virginia or designee is invited to participate.
3. The Executive Director of the N.C. Clean Water Management Trust Fund.
4. One representative of Partnership for the Sounds.
5. One representative of Cooperative Extension.
6. One representative of Sea Grant.
7. Two representatives from each of the Advisory Committees.
8. One who shall, at the time of appointment, be actively connected with higher education.
9. One who shall, at the time of appointment, be actively connected with local or regional planning.
10. One who shall, at the time of appointment, be actively connected with major business or industry.
11. One who shall, at the time of appointment, be actively connected with the commercial fishing or seafood industry.
12. One who shall, at the time of appointment, be actively connected with agriculture.
13. One who shall, at the time of appointment, be actively connected with forestry.
14. One who shall, at the time of appointment, be actively associated with a local, state or national conservation organization.
15. One who shall, at the time of appointment, be actively connected with or have experience in finance/banking.
16. One who shall, at the time of appointment, be actively connected with communication media.
17. One at-large member.
18. A representative of the U.S. Environmental Protection Agency – National Estuary Program is invited to participate as an ex-officio member.

Section 2: Criteria for Membership

Each 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. 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 Policy Board 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 Policy Board 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 Policy Board for review and approval.
4. Member is added to roster upon two-thirds affirmative vote of current Policy Board members.

Section 5: Compensation

Per Executive Order # 122~~74~~, all members shall serve voluntarily without compensation or per diem. Extraordinary expenses may be reimbursed subject to approval by the APNEP Director.

Section 6: Executive Committee

An Executive Committee of the Policy Board shall be formed to provide direction and guidance ~~to the~~regarding Policy Board matters and meetings. The Executive Committee of the Policy Board shall consist of the Chair, Vice-Chair, and a Policy Board member from each Advisory Committee (STAC, CAC, MAC).

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 Chairmay ~~may~~ remain on the Executive Committee through their executive service regardless of their appointment status.

The Executive Committee acts on behalf of Policy Board when action is needed between scheduled meetings, and it serves the Policy Board 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.

~~Advisory Committee representation on the Executive Committee shall be determined by the two representatives of each Advisory Committee named to the Policy Board.~~

Section 7: Responsibilities of the Chair

The Chair shall be responsible for:

- chairing Policy Board meetings
- communicating recommendations and concerns of the Policy Board to the APNEP Director, and vice versa;
- drafting agendas for Policy Board meetings with assistance from APNEP staff;
- coordinating an annual process to evaluate progress, priorities, and next steps for the Policy B~~B~~~~b~~oard, with assistance from APNEP staff;
- chairing Executive Committee meetings
- representing official opinions of the Policy Board
- working with the APNEP staff 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 Executive Committee

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

ARTICLE III

Meetings

Section 1: Meetings

Meetings of the Policy Board shall be held at least two times a year. Committees may meet more frequently as needed. Meetings of the Policy Board shall be open to the public. The Policy Board shall determine the meeting location at least ~~60~~ 30 days prior to the meeting.

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 Policy Board.

Section 3: Decision Making Procedures

The Policy Board 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 ## 122~~74~~. 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 Policy Board meetings.

Section 4: Attendance

Members of the Policy Board shall attend all regular meetings. ~~If any member fails to attend two consecutive, regularly scheduled meetings, the Chair may recommend removal and replacement of that member.~~
A member who misses two consecutive meetings (and is not represented by a designated alternate) will be contacted concerning his/her absences by the Chair. After four consecutive absences, the Policy Board may seek a replacement for the member.

Section 5: Substitutes

A Policy Board 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 prior to that 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 Policy Board 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 meeting.

Section 8: Ground Rules for Interaction

A. Members of the Policy Board shall seek to participate constructively and respectfully in meetings.

B. Ground rules for constructive interaction include:
- Treat all members 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 your comments.
- Focus on the current agenda item.
- It's 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 Policy Board prior to making statements to the public on behalf of the Policy Board.

C. Ground rules shall be monitored and enforced by members of the Policy Board.

ARTICLE IV

Committees

Section 1: Committees

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

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

All committees shall report to the Policy Board about current activities on a regular basis.

All appointments to Policy Board committees will be made by the Chair and will be confirmed by the Executive Committee.

ARTICLE V

Staff

Section 1: Staff Support

The APNEP staff shall provide support for the Policy Board.

Section 2: Staff Responsibilities

The staff 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 Policy Board 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 Policy Board to other individuals or organizations for endorsement by the Chair;
G. ensure that all views on an issue are accurately recorded and reported

ARTICLE VI

Policy Board Statements and Positions

Section 1: Adopting Official Statements Positions

Official positions and statements of the Policy Board on any issue or topic shall be adopted by resolution. Proposed resolutions shall be provided to Policy Board 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 Policy Board, 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 Policy Board members present, provided that a quorum is present. A record of any resolutions adopted by the Policy Board shall be kept in the APNEP Office.

Section 2: Representing Policy Board Positions in Public Forums

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

ARTICLE VII

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.

Adopted October 31, 2005
EPA, RTP, NC.

Revised December 16, 2009
Wilson, NC.

Revised March 14, 2012
Columbia, NC.