Policy Board
for the
Albemarle-Pamlico National Estuary Partnership

DRAFT Bylaws

ARTICLE I

Name, Authority, Location, Purpose, Duties

Section 1: NAME
The name of this organization shall be the *Policy Board* of the Albemarle-Pamlico National Estuary Partnership (APNEP). Its area of interest shall include the entire watershed within North Carolina and Virginia of the Albemarle-Pamlico Sounds estuarine system.

Section 2: AUTHORITY
The organization was created under Executive Order # 133 of the Governor of North Carolina, Beverly Perdue, November 5, 2012. It revised and replaced Executive Order # 122.

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 principal mailing address of the Policy Board shall be:
Albemarle-Pamlico National Estuary Partnership
Attn: Policy Board
1601 Mail Service Center
Raleigh, NC 27699-1601

Section 4: PURPOSE
The Policy Board shall work with the APNEP Office and its partners to advise, support, evaluate, update, advocate for, and guide CCMP implementation. The Policy Board serves as a forum for the exchange of information on issues relevant to the APNEP mission and implementation of the CCMP.

The Policy Board is the primary advisory body of the APNEP Office.

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

The Policy Board works in cooperation with each of APNEP's Advisory Committees (Science and Technical {STAC} and Implementation {IC}) to provide advice and support to the APNEP Office, NC DENR, and its partners on CCMP implementation.

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

The Policy Board shall consult with 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 Policy Board shall evaluate the relevance of the CCMP and consult 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 Policy Board shall be an advocate for the implementation of the CCMP, the APNEP mission and the APNEP though an ecosystem-based management approach.

The Policy Board, in cooperation with the APNEP Office, shall develop an annual report, budget and work plan that addresses 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 Secretary of the Department of Environment and Natural Resources, in consultation with the Director of the APNEP Office, shall appoint the initial membership of each of the advisory bodies and, to the greatest extent possible, shall seek to ensure geographic, demographic and social balance, and willingness to serve.

The initial membership of the Policy Board shall include the following voting members:

- The Secretary of the North Carolina Department of Environment and Natural Resources, or designee;
- Two members of the Implementation Committee;
- Two members of the Science and Technical Advisory Committee;
- A representative of a local or regional council of governments;
- A representative of a local, state, or national conservation organization; and
- Two at-large members.
- The Secretary of Natural Resources of the Commonwealth of Virginia, or designee, shall be invited to participate as a voting member.
- 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 Policy Board 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. 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 # 133 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 DENR 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 Policy Board shall be formed to provide direction and guidance 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, IC).

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 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.

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 Board, 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 30 days prior to the meeting.

All meetings shall be held in accordance with the Open Meetings Law.

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 # 133. 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. 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 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 and Workgroups

Section 1: Committees and Workgroups

Committees or workgroups 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 standing 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

Official positions and statements of the Policy Board 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, Policy Board members shall not present their personal views or positions as views or positions of the Policy Board.

ARTICLE VII

Conflicts of Interest

Section 1: Conflict of Interest

The Policy Board 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 one 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 staff or to the DENR General Counsel for appropriate review.

Section 2: Funding Proposal Review and Work Plan Development

Circumstances where a member or alternate member may not participate in the development of a 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.