

BYLAWS  
OF  
THE MOBILE BAY NATIONAL ESTUARY PROGRAM  
MANAGEMENT CONFERENCE

ARTICLE I  
NAME AND PURPOSE

**SECTION 1: NAME.** The name of the Conference shall be the MOBILE BAY NATIONAL ESTUARY PROGRAM MANAGEMENT CONFERENCE, hereinafter referred to as the Conference. The Conference is organized under Section 320(a) (2) of the Federal Water Pollution Control Act.

**SECTION 2: PURPOSE.** The purpose of the Conference as stated in CWA §320 is to:

1. Assess trends in water quality, natural resources, and uses of the estuary;
2. Collect, characterize, and assess data on toxics, nutrients, and natural resources within the estuarine zone and to identify causes of environmental problems;
3. Develop the relationship between the in-place loads and point and non-point source loadings of pollutants to the estuarine zone and the potential uses of the zone;
4. Develop a comprehensive conservation and management plan (CCMP) that recommends priority corrective actions and compliance schedules addressing point and non-point sources of pollution to restore and maintain the chemical, physical, and biological integrity of the estuary, including restoration and maintenance of water quality; a balanced, indigenous population of shellfish, fish, and wildlife; and recreational activities in the estuary; and assure that the designated uses of the estuary are protected;
5. Develop plans for the coordinated implementation of the plan by Conference members;
6. Monitor the effectiveness of actions taken pursuant to the plan; and
7. Review all federal financial assistance programs and federal development projects in accordance with the requirements of Executive Order 12372, to determine whether such assistance program or project would be consistent with and further the purposes and objectives of the CCMP developed under this section.

The CCMPs created under the Clean Water Act are intended to be community-driven and consensus-based. Accordingly, certain specific actions identified in the CCMP may vary from the wording above but shall be within the ambit of the intent and scope of the identified purposes and/or support closely allied purposes that advance the overall goal of maintaining the wise stewardship of Alabama's nationally-significant estuarine waters and resources. Further, the Clean Water Act Re-Authorization in 2002 (P.L. 107-303) identified CCMP implementation as an appropriate use of CWA Sec. § 320 funds.

**SECTION 3: PURPOSE OF PROGRAM** The purpose of the Mobile Bay National Estuary Program (MBNEP) is to support the Conference in bringing together an engaged and diverse community committed to integrating environmental health with community and economy to develop consensus on what our ecosystem priorities are, how to achieve them, and how to facilitate/promote their implementation through a community-based approach to watershed management.

**SECTION 4: GOALS OF CONFERENCE.** The goals of the Conference are 1) to ensure this approach to watershed management is proactive, incorporates adaptive management practices, and balances ecosystem performance with human needs; and 2) to ensure that MBNEP activities to promote implementation and awareness of the CCMP and its environmental objectives will be conducted in a scientifically-relevant manner, amended as necessary to respond to emerging needs and conditions in coastal Alabama.

**SECTION 5: OBJECTIVES.** The Conference will promote implementation of the CCMP; monitor and report on the status of CCMP implementation; periodically review and update the CCMP; increase awareness of the environmental needs of coastal Alabama at state, regional, and national levels; identify alternative resources and work to ensure that the appropriate legal authority exists to implement the objectives of the CCMP; undertake projects that further the objectives of the CCMP; and educate and involve members of the community in sustaining the estuary through projects addressing the objectives of the CCMP.

## ARTICLE II OFFICES AND TERMS OF OPERATION

**SECTION 1: PRINCIPAL OFFICE.** The principal office of the Conference is the Program Office of the MBNEP that will act as an Agent for the Conference and is administratively sponsored by the Dauphin Island Sea Lab. The Program Office is located at 118 North Royal St., Suite 601, Mobile, AL 36602.

**SECTION 2: FISCAL YEAR.** The fiscal year for the Conference and the MBNEP is October 1 - September 30.

## ARTICLE III CONFERENCE CONSTRUCTION

**SECTION 1: CONFERENCE CONSTRUCTION.** The Management Conference shall consist of an Executive Committee, a Government Networks Committee, a Community Resources Committee, a Project Implementation Committee, a Business Resources Committee, a Community Action Committee, a Science Advisory Committee, and a Finance Committee. Additional ad hoc committees as determined necessary will be established by the Executive Committee. The Conference will endeavor to include representatives of all stakeholder organizations through this committee structure. Members and such others as agree to participate will be organized into the committee structure described and identified in Article IV and V of these Bylaws.

**SECTION 2: TERM OF CONFERENCE MEMBERS.** Members shall serve as representatives of organizational or issue-related interests. All organizations agreeing to participate shall have permanent seats as Conference members.

**SECTION 3: RESIGNATION OF CONFERENCE MEMBERS.** Any may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time be specified, at the time of its receipt by the Program Office. The acceptance of a resignation shall not be necessary to make it effective.

**SECTION 4: DUTIES OF CONFERENCE MEMBERS.** It shall be the duty of the members to: 1) Be familiar with the mission, purposes, goals, achievements, and activities of the Conference and work collectively to advance same; 2) Provide advice and input to the program staff, as appropriate, in furthering the endeavors of the MBNEP; 3) Act in accordance with all terms of Conference Bylaws; 4) Actively participate in committee meetings and meet at such times and places as required by these Bylaws, or designate a representative in writing with full authority to act or vote on any issue; and 5) Register their mailing, fax, and e-mail addresses with the MBNEP, so notices of meetings may be transmitted in a timely manner to each Conference member at such addresses.

#### ARTICLE IV CONFERENCE STANDING COMMITTEES

**SECTION 1: EXECUTIVE COMMITTEE.** The Conference shall establish an Executive Committee that will include members as follows: a representative of EPA Region 4, the Commissioner of the Alabama Department of Conservation and Natural Resources, and the Co-Chairs from the following committees: Government Networks, Community Resources, Business Resources, Project Implementation, Community Action, Science Advisory, and Finance; two at large members: one representative of underserved communities and one representative of environmental infrastructure, based on approval by the Executive Committee. In addition to the above members of the Executive Committee, the representatives from the following entities will be permanent members:

- U. S. Congress- District One
- U. S. Army Corps of Engineers
- Mississippi Alabama Sea Grant Consortium
- USDA Natural Resources Conservation Service
- Dauphin Island Sea Lab
- Alabama Gulf Coast Restoration Council Executive Director
- Alabama Department of Environmental Management
- Alabama State Port Authority
- Alabama State Soil and Water Conservation Committee
- Baldwin County Commission
- Mobile County Commission

Other agencies or government representatives may be invited to sit on this committee to coordinate implementation of the CCMP.

As a representative body of the conference, the purpose of this committee will be to adopt policies on issues and funding for the program; approve work plans and plan amendments, set financial goals for non-federal share requirements, provide a forum for exchange of information among the standing committees, and perform other actions necessary to sustain and/or expand the program.

The Chair and Co-Chair of the Executive Committee will be permanently held by the U. S. EPA Region 4 Chief - Sustainable Communities and Watersheds Branch and the Commissioner of the Alabama Department of Conservation and Natural Resources. Voting will be by simple majority rule. The Executive Committee shall keep regular minutes of its proceedings to be shared with each of the other committees. The Executive Committee will meet at least three times each year and participate in the MBNEP Annual Meeting to be held in December of each year.

At-large members on the Executive Committee will serve until resignation or replaced by subsequent appointments by the Executive Committee.

**SECTION 2: GOVERNMENT NETWORKS COMMITTEE.** The Conference shall establish a Government Networks Committee open to all public officials, all heads of State agencies, U. S. Congressional Delegation, and the Gulf of Mexico Program Director, or their proxies. The purpose of this committee will be to bring state agency heads and regional government administrators together with local officials/delegations to more effectively communicate local needs and understand agency functions.

The Government Networks Committee will elect its own committee's Chair and Co-Chair. Voting will be by simple majority rule.

The Government Networks Committee shall keep regular minutes of its proceedings to be shared with each of the other committees. The Government Networks Committee will meet at least three times each year and participate in the MBNEP Annual Meeting to be held in December of each year.

**SECTION 3: BUSINESS RESOURCES COMMITTEE.** The Conference shall establish a Business Resources Committee open to representatives from industry, business, and commerce recommended by committee members and invited by MBNEP staff. The purpose of the BRC is to bring together business leaders to improve the business community's understanding of how coastal natural resources and estuaries contribute to the economic, cultural, and community well-being and to increase business support for protecting the estuary/coast through advancing the objectives of the CCMP.

The Business Resources Committee will elect its own committee's Chair and Co-Chair. Voting will be by simple majority rule.

The Business Resources Committee shall keep regular minutes of its proceedings to be shared with each of the other committees. The Business Resources Committee will meet at least three times each year and participate in the MBNEP Annual Meeting to be held in December of each year.

**SECTION 4: PROJECT IMPLEMENTATION COMMITTEE.** The Conference shall establish a Project Implementation Committee that will be open to all agencies and other stakeholders involved in the implementation of the CCMP's Ecosystem Restoration and Protection Strategy. The purpose of this committee will be to identify and promote priority water quality; habitat conservation, restoration and protection; public access; eco-tourism; educational; and other projects.

The Project Implementation Committee will elect its own committee's Chair and Co-Chair. Voting, when required, will be by simple majority rule.

The Project Implementation Committee shall keep regular minutes of its proceedings to be shared with each of the other committees. The Project Implementation Committee will meet at least three times each year and participate in the MBNEP Annual Meeting to be held in December of each year.

**SECTION 5: COMMUNITY ACTION COMMITTEE.** The Conference shall establish a Community Action Committee open to all grassroots and watershed groups interested in

implementing the objectives of the CCMP. The purpose of this committee will be to bring together grassroots/watershed organizations for networking, information sharing, issues development, expanding volunteer water quality monitoring, and cooperative training purposes.

The Community Action Committee will elect its own committee's Chair and Co-Chair. Voting, when required, will be by simple majority rule.

The Community Action Committee shall keep regular minutes of its proceedings to be shared with each of the other committees. The Community Action Committee will meet at least three times each year and participate in the MBNEP Annual Meeting to be held in December of each year.

**SECTION 6: COMMUNITY RESOURCES COMMITTEE** The Conference shall establish a Community Resources Committee open to non-profit organizations interested in implementing the objectives of the CCMP. The purpose of this committee will be to provide a space for larger capacity and regional non-profits to advocate for and educate about priority issues of and activities undertaken to implement the CCMP.

The Community Resources Committee will elect its own committee's Chair and Co-Chair. Voting, when required, will be by simple majority rule.

The Community Resources Committee shall keep regular minutes of its proceedings to be shared with each of the other committees. The Community Resources Committee will meet at least three times each year and participate in the MBNEP Annual Meeting to be held in December of each year.

**SECTION 7: SCIENCE ADVISORY COMMITTEE** The Conference shall establish a Science Advisory Committee (SAC) that will be made up of regional experts in areas such as, but not limited to marine and freshwater ecology; water quality; hydrology; geology; planning and resource management; social, or economic science. The SAC will help to ensure that MBNEP activities are conducted in a scientifically-relevant and rigorous manner, providing advice, guidance, and recommendations to support the purpose, goals, and objectives of the MBNEP and the CCMP. The SAC will provide technical advice and conduct scientific review of MBNEP projects, reports, issues, and activities. The SAC will provide guidance for quality assurance, technical data gathering, and assessment. Gaps in knowledge, needed research, and other information regarding issues and projects will be provided to other Conference committees as requested. The SAC will recommend items for annual work plans as appropriate to address scientific/technical needs of the MBNEP.

The SAC will elect its own committee's Chair and Co-Chair. Voting, when required, will be by simple majority rule. Voting members of the SAC are defined by the SAC Member Agreement. In order to vote, each member must have a signed copy registered with the MBNEP. Voting members will serve a term consistent with the current, five-year CCMP, to be evaluated annually by the Chair and Co-Chair. Voting members will be invited and rotated by the MBNEP, with input encouraged from the SAC.

The SAC shall keep regular minutes of its proceedings to be shared with each of the other committees. The Science Advisory Committee will meet at least three times each year and participate in the MBNEP Annual Meeting to be held in December of each year.

**SECTION 8: FINANCE COMMITTEE.** The Conference shall establish a Finance Committee to coordinate the acquisition of non-federal matching resources required by grants received by the MBNEP, including but not limited to the U.S. Environmental Protection Agency annual cooperative assistance grant. This committee will develop an MBNEP Finance Plan outlining yearly cash and in-kind objectives and sources of funding and will recommend a program for acquiring said resources. The Finance Committee shall advise and assist, as needed, the MBNEP on the development of its annual program budget and methodologies for obtaining match resources.

The Finance Committee will elect two representatives to serve on the Conference Executive Committee and will elect its Chair and Co-Chair. Voting, when required, will be by simple majority rule.

The Finance Committee shall keep regular minutes of its proceedings to be shared with each of the other committees. The Finance Committee will meet as needed but not less than three times a year at a place to be identified somewhere in Mobile or Baldwin counties.

## ARTICLE V AD HOC COMMITTEES

**SECTION 1: PERSONNEL COMMITTEE.** The Director of the Dauphin Island Sea Lab and two members to be appointed by the Executive Committee Co-Chairs will serve as the Personnel Committee. This committee will be responsible for making recommendations to the Executive Committee regarding recruiting, dismissing, and evaluating the performance of the Director. The Director shall be evaluated on an annual basis. The Personnel Committee (when necessary) is responsible for contacting potential Director candidates, communicating the expectations of the Conference, addressing concerns of Conference members through referral or the provision of additional information, coordinating activities to better educate potential Director candidates, and making recommendations to the Executive Committee for approval. The Personnel Committee may also lead activities related to a new Director's orientation, continuing education, and evaluation.

**SECTION 2: OTHER AD HOC COMMITTEES.** The Executive Committee may designate other ad hoc committees, each of which shall consist of two or more Conference members for the purpose of making recommendations to the Executive Committee related to the execution of the assignment charged.

All such committees, standing and ad hoc, will serve at the pleasure of and report to the Executive Committee. Additional individuals that want to participate in the Management Conference will be encouraged to join one of the other committees established in Article IV.

## ARTICLE VI MEETINGS

**SECTION 1: ANNUAL MEETING.** The Entire Conference will meet once a year in an annual meeting within three months of the end of the fiscal year at such time and location as designated by the Program Office. During this meeting, the MBNEP will coordinate a program that includes an overview of the year's activities, pertinent issues, and any status and trends information. This meeting may serve as an annual point in time for the committees to elect chairs or Executive

Committee members for the coming year. In addition, this meeting would serve as an opportunity for presenting service or other community recognition awards.

**SECTION 2: PLACE OF ANNUAL MEETING.** The Annual Meeting will be held alternately in Mobile and Baldwin counties, unless otherwise provided and notice given.

**SECTION 3: SPECIAL MEETINGS.** Special meetings of the Conference may be called by the Executive Committee or by the Program Office to address specific issues, encourage citizen participation and input across both counties in assessing needs and developing priorities for the annual MBNEP Work Plan, or for other compelling reasons.

**SECTION 4: MEETING NOTICES, AGENDAS AND MATERIALS.** Unless otherwise provided in these Bylaws, the following provisions shall govern the giving of notice, agendas and materials distribution for meetings of the Conference and its committees:

- a. Annual Meeting - Notice of the annual meeting of the Conference shall be given at least fourteen (14) days prior thereto in writing delivered personally, mailed, or e-mailed to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when the email is sent.
- b. Special Meetings - At least fourteen (14) days prior notice shall be given to each Conference member of each special meeting of the Conference. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by e-mail, or by facsimile transmission, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when the email is sent.
- c. Regular Meetings - Regular Meetings of the Executive Committee or Conference committees may be held on a regular schedule as agreed upon by each committee. Unless otherwise provided by the Executive Committee or Conference committees, regular meetings shall be held at a location within the Mobile or Baldwin county metropolitan areas. No notice shall be necessary for any regular meeting beyond the agreed upon schedule, unless a change in said schedule is necessary.

MBNEP Staff will develop agendas for each meeting in collaboration with the Committee Chair or Co-Chair. Such agendas will be delivered to Committee members at least seven days in advance of meetings. Any committee member may propose an item for the agenda. Agenda items may be added for discussion up to ten days in advance. Any item recommended will be either included or a written justification for its exclusion will be provided. Announcements and information items (that do not require specific committee action) may be added to the agenda during the meeting with the consent of the members.

Supporting documents for agenda items proposed for committee action/deliberation will be provided to the Committees at least seven days in advance of the scheduled meeting. Such material may include issue papers; reports etc. to be discussed and will be listed on the agenda.

**SECTION 5: WAIVER OF NOTICE** A member may waive any required notice of an annual, special, or regular meeting. The waiver must be in writing, signed by the member entitled to the notice, and filed with the minutes or Conference records. The attendance of a Conference member at any meeting shall constitute a waiver of notice of such meeting, except where a Conference member attends a meeting for the express purpose of objecting to the transaction of any business

because of the meeting not being lawfully called or convened. Unless otherwise specified in the provisions of the Alabama Nonprofit Corporation Act or the Bylaws, neither the business to be transacted nor the purpose of any meeting of the Conference and its committees need be specified in the notice or the waiver of notice of such meeting.

**SECTION 6: QUORUM.** A quorum for the transaction of any business by the entire Conference or its standing committees shall consist of two thirds (2/3) or a minimum of at least seven members.

A quorum for the transaction of any business by the Executive Committee shall consist of two thirds (2/3) of the members of the committee.

If, at any meeting of a committee, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. If a quorum is present when the meeting is convened, the members present may continue to do business, taking action by a vote of a majority of the quorum required hereby, until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, or the refusal of any member present to vote.

**SECTION 7: MEMBER PARTICIPATION.** A member may participate in an annual, regular, special, or committee meeting by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting, including video conferencing, telephone, or other device. A member participating by this means is considered to be present, in person, at the meeting.

**SECTION 8: CONDUCT OF MEETINGS.** Meetings of the committees shall be presided over by the elected Chair and in his or her absence, the Co-Chair of the committee. Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws.

**SECTION 9: COMPENSATION.** No compensation, including travel reimbursement, will be granted to any member of the Conference for their participation in committee activities.

## ARTICLE VII RESPONSIBILITIES OF CHAIR, CO CHAIR, AND PROGRAM OFFICE DIRECTOR

**SECTION 1: CHAIR.** The Chair of each committee shall preside at all meetings of said committee and shall set the general direction and policies of the committee in concert with all other committee members.

**SECTION 2: CO CHAIR.** In the absence of the Chair or in the event of his or her inability or refusal to act, the Co Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.

**SECTION 3: DUTIES OF MBNEP DIRECTOR.** The Director of the MBNEP shall serve as an employee of the DISL at the pleasure of the Conference (as determined by the Executive Committee upon recommendation of the Personnel Committee). The Director shall, subject to the guidance of the Conference, supervise and control the affairs of the Program. In general, the Director shall perform all duties incident to the office of Director, and such other duties as may be required by law, by the stated conditions of the Grant Agency (EPA) or by these Bylaws, or



which may be prescribed from time to time by any of the committees of the Conference. Except as otherwise expressly provided by the Bylaws, he or she shall, in the name of the Program, execute such agreements, deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Executive Committee in accordance with the legal requirements of the grant host (DISL). The Director shall be *ex officio* an Associate Director of the Coastal Policy Center of DISL in order to provide liability coverage.

## ARTICLE VIII INDEMNIFICATION

SECTION 1: INDEMNIFICATION OF MEMBERS. MBNEP shall obtain appropriate insurance coverage in order to indemnify Conference members against expenses reasonably incurred in connection with the defense of any action, suit, or proceeding, in which a member is made a party by reason of being or having been a participating member of the Mobile Bay National Estuary Program Management Conference.

SECTION 2: INDEMNIFICATION OF PROGRAM STAFF. All fiduciary and legal responsibilities and obligations incurred by the Program Office are indemnified under the purview of administrative sponsor (DISL) or its appropriate designated agents and subcontractors.)

## ARTICLE IX CONFLICT OF INTEREST

SECTION 1: CONFLICT OF INTEREST. No member of the Conference shall participate in any decision or vote that would constitute a conflict of interest under federal or state law. Conflicts of interest include, but are not limited to, the following: Conference members serving as board members or employees of grant or contract applicant organizations that would provide service under a contractual relationship, whether or not the member receives personal gain from a decision of the Conference. Members must clearly state any potential conflicts of interest prior to any discussion and shall abstain from voting on and or participating in discussions of the matter at hand. Abstaining members shall count toward presence of a quorum at the meeting.

## ARTICLE X MISCELLANEOUS

SECTION 1: PUBLIC PARTICIPATION AT MEETINGS. All meetings of the Conference and its committees are open to the public. A portion of time will be allocated at each meeting for public comment (as necessary). Notice of meetings will be posted on [www.mobilebaynep.com](http://www.mobilebaynep.com) website at least seven days before meeting takes place.

SECTION 2: STAFF PARTICIPATION. Members of the Conference may bring appropriate staff to committee meetings, who may participate in meeting discussions but shall not vote.

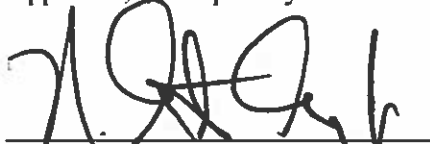
SECTION 3: LOANS. No loans shall be made by the Conference to any of its members.

SECTION 4: MEDIA RELATIONSHIPS. Active media participation in all aspects of the Program is invited and encouraged. The Program Office will serve as the primary media contact source. Recorded media events involving members of the Conference and copies of related printed materials should be maintained by the MBNEP office and made available to Conference members, as appropriate.

ARTICLE XI  
AMENDMENTS

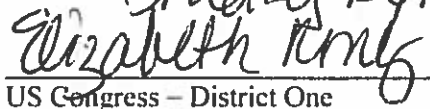
These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any regular or special meeting of the EXECUTIVE COMMITTEE by the affirmative vote of a two thirds (2/3) majority of the COMMITTEE provided such amendment has been distributed to the COMMITTEE for consideration at least seven days prior to the time of the meeting.

Approved, as adopted by the CONFERENCE this 17 day of NOV., 2017.



Executive Committee Co-Chair  
ADCNR

Bradley Byrne



US Congress - District One



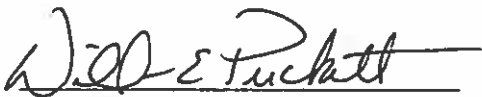
USDA Natural Resources  
Conservation Service



Dauphin Island Sea Lab



Alabama Department of  
Environmental Management



Alabama State Soil and Water  
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Government Networks Committee  
Co-Chair, Mobile County



Executive Committee Co-Chair,  
US EPA



US Army Corps of Engineers



Mississippi Alabama Sea Grant




Alabama Gulf Coast Restoration Council  
Executive Director



Alabama State Port Authority



Government Networks Committee  
Co-Chair, Baldwin County

  
Business Resources Committee  
Co-Chair

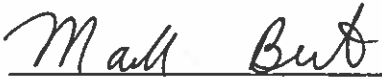
  
Business Resources Committee  
Co-Chair

  
Project Implementation Committee  
Co-Chair


  
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Co-Chair

  
Community Action Committee Co-Chair

  
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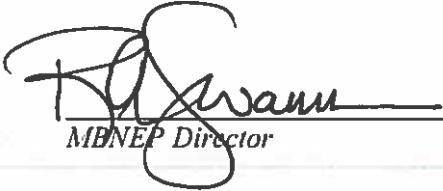
  
Community Resources Committee  
Co-Chair

  
Community Resources Committee  
Co-Chair

  
Science Advisory Committee Co-Chair

  
Science Advisory Committee Co-Chair

  
Finance Committee Chair

  
MBNEP Director