

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 (MBNEP) MANAGEMENT CONFERENCE, hereinafter referred to as the Conference. The Conference is organized under Section 320(a) (2) of the Clean Water Act (CWA), and is a group of community, government, industry, academic and other leaders who guide the development and implementation of the Comprehensive Conservation Management Plan (CCMP) through a collaborative, consensus-building approach to management.

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 toxins, nutrients, and natural resources within the estuarine zone and to identify the causes of environmental problems;
3. Develop the relationship between the in-place loads and point and nonpoint source loadings of pollutants to the estuarine zone and the potential uses of the zone, water quality, and natural resources;
4. Develop a CCMP that—
 - a. recommends priority corrective actions and compliance schedules addressing point and nonpoint 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;
 - b. addresses the effects of recurring extreme weather events on the estuary, including the identification and assessment of vulnerabilities in the estuary and the development and implementation of adaptation strategies; and
 - c. increases public education and awareness of the ecological health and water quality conditions of the estuary.
5. Develop plans for the coordinated implementation of the plan by the States, as well as federal and local agencies participating in the Conference; and
6. Monitor the effectiveness of actions taken pursuant to the plan.

NOTE: Alabama is one of a number of states that do not participate in the requirements of Executive Order 12372 "Intergovernmental Review of Federal Programs."

The CCMPs created under the CWA were designed to address water quality problems in, and promote the ecological integrity of, estuaries. The Conference is meant to coordinate and provide funding and in-kind support for long-term planning and actions to address the complex factors that contribute to the degradation of estuaries and ensure that the CCMP is uniquely tailored to local environmental conditions, is based on local input, and supports local priorities.

SECTION 3: MISSION, VISION, AND GOALS OF CONFERENCE.

MISSION—The Conference brings together an engaged and diverse community to develop consensus on what our estuarine ecosystem priorities are, how to achieve them, and how to facilitate and promote their implementation.

VISION—Alabama's estuaries, where the rivers meet the sea, are healthy and support ecological function and human uses.

GOALS: To

- 1) Improve the understanding of environmental conditions;
- 2) Promote the wise stewardship of water quality and living resources of Alabama's estuaries and coast;
- 3) Achieve fishable, swimmable, drinkable water, meeting or exceeding the State's designated uses;
- 4) Conserve, restore, and protect critical habitats;
- 5) Achieve a balance between environmental health and a strong economy; and
- 6) Amplify successful environmental management through collective impact.

SECTION 4: PURPOSE OF THE MBNEP.

The purpose of the MBNEP is to support the Conference in bringing together an engaged and diverse community committed to promoting environmental health as an integral component of community and economic prosperity, to facilitate consensus on what our estuarine ecosystem priorities are, how to achieve them, and to catalyze action to further their implementation. The MBNEP is a division of the Marine Environmental Sciences Consortium (MESC) and is led by a Director with personnel sufficient to support the Conference.

ARTICLE II OFFICES AND FISCAL YEAR

SECTION 1: PRINCIPAL OFFICE. The principal office of the Conference is its administrative sponsor, the Marine Environmental Sciences Consortium (MESC), located at 101 Bienville Blvd., Dauphin Island, AL 36528. The primary agent is the Director of the MBNEP.

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 Conference shall establish Standing Committees, including, but not limited to, an Executive Committee, a Government Networks 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 constituent organizations having an interest in the mission of the Conference through this committee structure. Members will participate in the committees as described below.

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

SECTION 3: RESIGNATION OF CONFERENCE MEMBERS. Any member 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 is specified, at the time of its receipt by the MBNEP 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) register their mailing 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;
- 2) be familiar with the mission, purposes, goals, achievements and activities of the Conference and work collectively to advance the same;
- 3) provide advice and input to MBNEP personnel, as appropriate, in furthering the goals of the MBNEP;
- 4) act in accordance with all terms of the Conference Bylaws;
- 5) actively and consistently 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;
- 6) educate others on the committees about individual organizational efforts to address issues;
- 7) engage in constructive dialogue on ways to partner to effect positive results;
- 8) identify community resources to effectively aid in addressing issues and challenges; and
- 9) cooperatively identify tasks and roles for the MBNEP in addressing issues or galvanizing action.

ARTICLE IV CONFERENCE STANDING COMMITTEES

SECTION 1: EXECUTIVE COMMITTEE.

Purpose: The Executive Committee (EC) is a volunteer, representative body of the Conference that provides general guidance, direction, and support for the MBNEP. The EC is tasked with 1) developing overall Bylaws for the Conference; 2) approving the CCMP, associated Work Plans for CCMP implementation, and official positions of the Conference; 3) providing a forum for the exchange of information (with committee Co-chairs providing a report of activities/issues at each meeting); and 4) appointing and charging Ad Hoc committees, as needed, based on recommendations from MBNEP personnel or committees.

Representation: The EC will be comprised of the following:

- U.S. Congress-District One
- U.S. Army Corps of Engineers
- USDA Natural Resources Conservation Service
- USEPA, Region IV
- USEPA, Gulf of Mexico Division
- Mississippi Alabama Sea Grant Consortium
- Alabama Department of Conservation & Natural Resources
- Alabama Department of Environmental Management
- Alabama Soil and Water Conservation Committee
- Alabama Port Authority
- Marine Environmental Sciences Consortium
- Baldwin County Commission
- Mobile County Commission
- One Representative from each Standing Committee
- Tribal Representatives
- Partners for Environmental Progress

At-Large: A representative of each

- Underserved Community
- Business Community
- Utility

At-Large members of the EC will serve until resignation or replacement by subsequent appointments by the EC. Other agencies or government representatives may be invited to sit on this committee to coordinate implementation of the CCMP.

Governance: The Co-chairs of the EC will be permanently held by a senior position at US EPA Region IV and the Commissioner of the Alabama Department of Conservation and Natural Resources (ADCNR).

SECTION 2: GOVERNMENT NETWORKS COMMITTEE.

Purpose: The Government Networks Committee (GNC) brings together elected federal, state, and local public officials, as well as heads of federal and state agencies, and regional administrators or their representatives to educate about state priorities and programs; provides a venue for local officials to more effectively communicate local needs, and; improves government management of our coastal resources. The GNC is tasked with 1) identifying issues of common concern; 2) sharing information with constituencies about environmental needs; 3) affecting local policy changes; and 4) discussing how federal and state agencies and elected officials can work with local governments to cooperatively address local issues. The GNC may make recommendations to the EC about the CCMP and associated Work Plans.

Representation: The GNC is open to all elected federal, state, and local public officials, as well as heads of federal and state agencies, and regional administrators or their representatives.

Governance: The Co-chairs of the GNC will be permanently held by a County Commissioner appointed by each of the Mobile and Baldwin County Commissions.

SECTION 3: BUSINESS RESOURCES COMMITTEE.

Purpose: The Business Resources Committee (BRC) brings together a diversity of interested business community leaders to identify common environmental concerns among sectors and ways of balancing different sector needs, and to identify coastal issues impacting their interests. The BRC is tasked with educating on issues related to quality of life, economic opportunities, land management, environmental responsibility, and balancing economic development with environmental sustainability. The BRC may make recommendations to the EC about the CCMP and associated Work Plans.

Representation: The BRC is open by recommendation and invitation by the MBNEP to representatives from industry, business, environmental services, fishing, tourism, and other private sectors with an interest in the mission of the Conference.

Governance: The Co-chairs of the BRC will be representatives of private sector interests elected by the committee.

SECTION 4: PROJECT IMPLEMENTATION COMMITTEE.

Purpose: The Project Implementation Committee (PIC) brings together resource management professionals to undertake environmental projects related to CCMP ecosystem restoration and protection goals and objectives. The PIC is tasked with 1) assessing restoration needs and resources, and prioritizing watershed projects, accordingly; 2) using watershed planning as a basis for conducting restoration activities; 3) identifying projects and planning for their implementation (e.g., habitat conservation, restoration and protection, access, etc.); and 4) conducting periodic project status meetings to track progress. The PIC may make recommendations to the EC about the CCMP and associated Work Plans.

Representation: The PIC is open to agencies, organizations, and contractors with an interest in the mission of the Conference.

Governance: One Co-chair of the PIC will be permanently held by a representative of a State of Alabama resource agency, and one Co-chair will be elected by the PIC.

SECTION 5: COMMUNITY ACTION COMMITTEE.

Purpose: The Community Action Committee (CAC) brings together community grassroots environmental organizations for networking, information sharing, issues development, and cooperative training purposes. The CAC is tasked with 1) educating about the issues of the CCMP; and 2) educating about increased opportunities for public participation and project involvement. The CAC may make recommendations to the EC about the CCMP and associated Work Plans.

Representation: The CAC is open to all regional non-profits and local grassroots organizations with an interest in the mission of the Conference.

Governance: The Co-chairs of the CAC will be representatives of a local grassroots organization with one representing Mobile County and one representing Baldwin County.

SECTION 6: SCIENCE ADVISORY COMMITTEE.

Purpose: The Science Advisory Committee (SAC) brings together experts from various scientific disciplines to assess and communicate the health of the estuary and coastal resources; identifies areas of stress, data and data gaps, research and research gaps; and supports the Program Office with the best available science. The SAC is tasked with 1) assessing trends to determine where stresses are most acute in the system; 2) developing frameworks, monitoring protocols, and projects for measuring changes in ecosystem health; 3) providing technical advice and conducting scientific review of issues/activities requested by other committees; and 4) identifying opportunities for public participation and project involvement (e.g., citizen monitoring). The SAC may make recommendations to the EC about the CCMP and associated Work Plans.

Representation: The SAC is open to all scientists and government agency staff interested in the mission of the Conference.

Governance: One Co-chair of the SAC will be a permanently seated senior leadership representative from a State of Alabama resource agency and one Co-chair will be a scientist elected by the committee.

SECTION 7: FINANCE COMMITTEE.

Purpose: The Finance Committee (FC) develops local ownership, responsibility, and partnerships for investing in the long-term conservation and protection of coastal Alabama's estuarine resources by establishing an investment program that mixes state, local, and private sources to sustain the operations of the MBNEP. The FC is tasked with advising and assisting the MBNEP, as needed, on the development of its annual program budget and methodologies for obtaining match resources. The FC may make recommendations to the EC about the CCMP or associated Work Plans.

Representation: The FC consists of representatives of organizations that provide financing or other resources to the MBNEP. FC members are invited to serve by the MBNEP Program Office.

Governance: One Co-chair of the FC will be permanently held by ADCNR's State Lands Director, and one Co-chair will be elected by the FC.

SECTION 8: COMMITTEE DECISION-MAKING.

Decision-making: Decisions for all committees will be made by consensus at all meetings,

except for the EC, where simple majority rules, or as otherwise noted in these bylaws.

ARTICLE V AD HOC COMMITTEES

SECTION 1: OTHER AD HOC COMMITTEES. The Co-chairs of the EC 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 EC 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 EC. Additional individuals who want to participate in the 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 MBNEP 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 will serve as an opportunity for presenting service or other community recognition awards.

SECTION 2: PLACE OF ANNUAL MEETING. The Annual Meeting will be held in a place central to both Mobile and Baldwin Counties.

SECTION 3: COMMITTEE MEETINGS. Meetings will be held quarterly (including the December annual meeting). Meeting minutes shall be kept and shared with other committees after their approval at the following meeting and will be posted shortly thereafter on the website at www.mobilebaynep.com.

SECTION 4: SPECIAL MEETINGS. Special meetings of the Conference may be called by the EC or by the MBNEP 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 5: 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, and posted on the website at www.mobilebaynep.com. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail so addressed with postage thereon prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is sent.
- b. Special Meetings - At least three (3) days prior notice shall be given to each Conference member of each special meeting of the Conference, as well as posted on the website at www.mobilebaynep.com. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by e-mail, 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 U.S. mail so addressed with postage thereon prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is sent.

- c. Committee Meetings – Committee Meetings of the EC or Standing Committees may be held to such effect and shall be held on a regular schedule as agreed upon by each committee and posted on the website at www.mobilebaynep.com. Unless otherwise provided by the EC or other Standing Committees, committee meetings shall be held at a location within the Mobile or Baldwin County metropolitan areas. Meeting agendas and other supporting documents will be provided to the Committees at least seven (7) days in advance of the scheduled meeting. MBNEP personnel will develop agendas for each meeting in collaboration with the Committee Co-chairs. Any committee member may propose an item for the agenda. Agenda items may be added for discussion up to ten (10) days in advance of the scheduled meeting. 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.

SECTION 6: QUORUM. A quorum for the transaction of any business by the EC shall consist of at least 51% of the members of the committee. A quorum for the transaction of any business by the other Standing Committees shall consist of at least 51% of the active members or a minimum of at least seven (7) members.

SECTION 7: MEMBER PARTICIPATION. A member may participate in an annual, 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 a Co-chair of the committee. Meetings of the Executive Committee 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.

SECTION 10: PUBLIC PARTICIPATION AT MEETINGS. All meetings of the Conference are open to the public, with the exception of the EC, GNC and BRC. 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 website at least seven (7) days before the meeting takes place.

SECTION 11: STAFF PARTICIPATION. Members of the Conference may bring appropriate staff to committee meetings who may participate in meeting discussions but shall not vote.

ARTICLE VII RESPONSIBILITIES OF CO-CHAIRS

SECTION 1: CO-CHAIRS. The Co-chairs 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 and MBNEP personnel. One Co-chair is sufficient to conduct a meeting.

Co-chairs are elected for terms consistent with the cycle of the CCMP. If the cycle is extended beyond the normal five-year-period, an election shall occur for what may be a shortened term. When a vacancy occurs, the same appointment or election process applies as when terms naturally expire, as outlined elsewhere in this document under "Committees." Failure to abide by the Duties of Conference Members, as outlined in Article III, Section 4, may result in the removal of a Committee Co-chair by a simple majority vote of the EC.

ARTICLE VIII PERSONNEL MATTERS

SECTION 1: PERSONNEL MATTERS. All MBNEP personnel will be employees of the MESC and are subject to MESC personnel policies and administrative procedures. Final decisions regarding hiring, compensation, discipline, and termination of MBNEP personnel will be made by the MESC Executive Director, on the recommendations of the MBNEP Director (or the EC, if the matter is related to the MBNEP Director). Conflicts or complaints involving MBNEP personnel will be referred to the Human Resources Manager of MESC, with any final decision to be made by the MESC Executive Director. The MBNEP Director shall be evaluated on an annual basis by the MESC Executive Director in consultation with the EC Co-chairs.

ARTICLE IX INDEMNIFICATION

SECTION 1: INDEMNIFICATION OF MEMBERS. MBNEP shall obtain appropriate insurance coverage in order to indemnify EC 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 Conference.

ARTICLE X CONFLICT OF INTEREST

SECTION 1: CONFLICT OF INTEREST. Members of the Conference, including the EC and Co-chairs of other Standing or Ad Hoc Committees, serve for the advancement of the Conference and the CCMP. Members of the Conference shall not participate in any decision or vote that would constitute a Conflict of Interest. A Conflict of Interest occurs when an organization or person has a vested interest, such as money, status, knowledge, relationships, or reputation that could impact objective decision-making. Members must clearly state any potential Conflicts of Interest prior to any discussion and shall abstain from voting on the matter at hand. Abstaining members shall count toward the presence of a quorum at the meeting.

ARTICLE XI MISCELLANEOUS

SECTION 1: MEDIA RELATIONSHIPS. The MBNEP Office shall serve as the sole media contact for activities and policy positions adopted.

ARTICLE XII
AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any committee or special meeting of the EC by the affirmative vote of a two thirds (2/3) majority of those present when a quorum is present, provided such amendment has been distributed to the Committee for consideration at least seven (7) days prior to the time of the meeting.

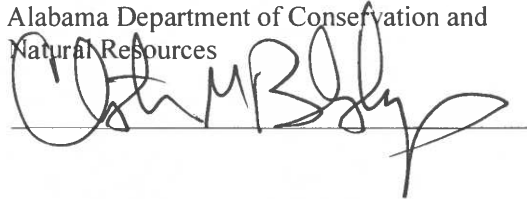
Approved, as adopted by the CONFERENCE this 29th day of September, 2023.

Chris Thomas
Senior Policy Advisor for Water Programs
EPA Region IV

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(signature)

Chris Blankenship
Director
Alabama Department of Conservation and
Natural Resources

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