

DRAFT REVISIONS TO BYLAWS

FOR STEERING COMMITTEE CONSIDERATION

June 25, 2009

Note: *The Steering Committee (SC) bylaws were adopted on April 19, 2007. The SC tasked an ad hoc Anacostia Bylaws Committee [S. Pattison, R. Pace & L. Howard] to review the existing bylaws and make recommendations for any revisions. The following reflects the results of a conference call held on May 19, 2009.*

Straightforward proposed changes are addressed through “track changes.” Changes to sections that are more complex are highlighted in gray followed by an “annotation” (in italics) and proposed new text (in bold). Other text is recommended to remain unchanged.

During the conference call, two key points were raised:

- *The bylaws should conform to the text of the June 2006 resolution by the COG Board that created the Partnership.*
- *The Leadership Council (LC) is referred to in several locations in the bylaws. To clarify the role & function of the LC, the SC will propose a brief “Leadership Council Charter” for adoption when the LC meets.*

In addition, the proposed bylaw revisions incorporate and hence subsume those portions of the “Steering and Management Committee Roles” document that pertain to the Management Committee. This was adopted by the SC last year. The portion of that document pertaining to the SC reflected what was already in the bylaws.

For reference purposes by the Steering committee, two additional documents are provided:

- *COG Board Resolution R28-06, dated June 14, 2006 that established the Partnership;*
- *and*
- *A document, dated August 2008, that defined the “Steering & Management Committee Roles.”*

BYLAWS

Of the

ANACOSTIA WATERSHED RESTORATION PARTNERSHIP STEERING COMMITTEE

Adopted, June 26, 2009

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ARTICLE I NAME, FORMATION, PURPOSE, RESPONSIBILITIES, LOCATION, AND FISCAL YEAR

Section 1.1 Name

The name of the organization shall be the Anacostia Watershed Restoration Partnership Steering Committee ("Steering Committee")

Section 1.2 Organization

- a. The Anacostia Watershed Restoration Partnership was established by the Metropolitan Washington Council of Governments (COG) on June 14, 2006 on behalf of the entities involved in the restoration of the Anacostia Watershed. This action established: (1) the Anacostia Watershed Restoration Leadership Council ("Leadership Council"); and (2) the Anacostia Watershed Restoration Partnership Steering Committee ("Steering Committee.") The Anacostia Watershed Restoration Partnership has since further organized to establish a Anacostia Watershed Restoration Partnership Management Committee ("Management Committee"), to be overseen by the Steering Committee.
- b. The Council consists of: the Governor of Maryland, the Mayor of the District of Columbia, the County Executives of Prince George's Montgomery Counties, the regional Administrator of EPA Region 3 and the District Engineer for the Baltimore District of the U. S. Army Corps of Engineers.
- c. The Steering Committee, a voluntary organization that:
 - (1.) Operates under the general guidance of the Council and the specific direction of the duly appointed Steering Committee members;
 - (2.) Functions as a quasi-independent unit within the administrative framework of COG; and
 - (3.) Receives logistical and administrative support from COG.

Section 1.3 Purpose

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- a. The Steering Committee’s principal purpose is to provide policy, program and financial oversight of the ecological restoration and protection of the Anacostia watershed, including approval of the annual work program and budget for the Anacostia Restoration Executive Director (“Executive Director”) and the Anacostia Restoration support activities of COG.

(1.) The Steering Committee recommends, for adoption by the Leadership Council, a watershed-wide Anacostia Watershed Comprehensive Restoration and Protection Plan (“Comprehensive Plan”), incorporating planning, regulatory and project efforts from a number of different federal, state, and local sources, for the restoration of the Anacostia River and its tributaries and generally oversees the implementation of that plan. This includes recommended policies, programs, priorities and budgets to effect implementation of the Comprehensive Plan.

Annotation: *The various references to the “Comprehensive Plan” and the “Anacostia Restoration Plan” in the Resolution, the bylaws and elsewhere are sometimes confusing. The Resolution specifies that, “The [Leadership] Council is responsible for the adoption and periodic revisions to a Comprehensive Anacostia Watershed Restoration Plan, which quantifies the restoration goals, specifies an implementation timeline and provides explicit measurements of progress, with appropriate recognition and incorporation of related planning activities.” The plan now being prepared by the USACE and other members of the Partnership is the most important planning activity at this time. To retain its value over time, however, it should be open to augmentation (e.g., through a funding strategy) and adaptation as new information is developed.*

Proposed text to replace (1.): **The Steering Committee recommends, for adoption by the Leadership Council, the Anacostia Watershed Restoration Plan (Restoration Plan) as the foundation document for comprehensive restoration of the Anacostia River Basin and generally oversees implementation of this plan. This document incorporates planning, regulatory and project efforts from federal, state, and local sources, for the restoration of the Anacostia River and its tributaries and will be augmented as necessary under the general direction of the Partnership using an adaptive management process. This adaptive management process will include recommended policies, programs, priorities and budgets.**

- (2.) The Steering Committee defines the organizational structure of the Partnership, including expansion of the Steering Committee and Management Committee membership, creation and modification of technical, policy and advisory committees as required.
- (3.) The Steering Committee adopts a Funding Strategy to effect the implementation of the Restoration Plan.
- (4.) The Steering Committee adopts an Outreach Strategy to promote stakeholder involvement in the development and implementation of the Restoration Plan.
- (5.) The Steering Committee adopts, and pursues funding for, an annual Work Program and Budget covering (1) the activities of the Executive Director and (2) the activities of COG staff to provide administrative and technical support to the

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Partnership and allocates shares to the “Contributing Agencies” of the Steering Committee.

Section 1.4 Location

The “home office” office of Steering Committee shall be located at the offices of COG, 777 North Capitol Street, N.E., Washington, DC 20002-4290.

ARTICLE II GENERAL MEMBERSHIP — ELIGIBILITY, FEES RIGHTS, MEETINGS, AND POWERS

Section 2.1 Eligibility

The Steering Committee is a voluntary policy level committee of governmental representatives and nongovernmental community leaders. Its membership includes policy-level representation from governmental agencies with a stake in the restoration of the Anacostia watershed and key individuals with a demonstrated interest in the restoration of the watershed.

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Section 2.2 Core Membership

Consistent with Resolution R28-06, Core Membership includes a Member duly appointed by the following eight federal, state and local governmental entities:

- The District of Columbia
- Montgomery County, Maryland
- Prince George’s County, Maryland
- The State of Maryland
- EPA Region 3
- The Baltimore District of the US Army Corps of Engineers
- The National Oceanographic and Atmospheric Administration
- The National Park Service

As the need arises, a Member may designate an Alternate Member, with the provision that the Alternate be empowered to act on behalf of the Member.

Section 2.3 Additional Membership

- (1.) Per Resolution R28-06, the Chair of the Anacostia Watershed Citizens Advisory Committee (AWCAC) is a Member of the Steering Committee.
- (2.) Per Resolution R28-06, a representative of the municipalities located in the Anacostia Watershed is a Member of the Steering Committee. The Municipality member is selected by a majority vote of the Steering Committee.

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- (3.) Also per Resolution R28-06, additional Members may be appointed by a majority vote of the Steering Committee members present in order “to further the mission of the Partnership.”
- (4.) The Additional Members are selected for a two-year term and may be reappointed to another two-year term by approval of a majority of the Steering Committee members present.

Annotation: *Rather than the “two-year term” provision, it is recommended that each of the additional Members be asked annually whether they wish to continue and that the Membership Committee (appointed by the Chair) makes an annual membership assessment and provides recommendations to the SC for action.*

Proposed Text to replace (4.): Each year, a Membership Committee, appointed by the Chair, shall ask the additional Members if they wish to continue to serve on the Steering Committee and will make an overall assessment of the representation provided by the additional Members. Based on their findings, the Membership Committee will make recommendations to the Steering Committee whether any changes in the makeup of the additional membership are warranted.

Section 2.4 Meetings, Voting, Quorum, Rights, and Powers

- a. The Steering Committee generally meets at least quarterly at the COG offices in Washington, DC. The Members at these meetings:
 - (1.) Review restoration progress since the last meeting;
 - (2.) Address policy and budgetary issues related to restoration; and
 - (3.) Conduct other business that comes before the Committee.
- b. By majority vote of the members present, the Steering Committee selects a Chair and Vice Chair from among the Core Membership. The Chair and Vice Chair serve for a ~~two-year term and may be appointed for an additional two-year term.~~
- c. The Chair presides over the Steering Committee meeting and is responsible for approving the meeting agenda prior to the meeting.
- d. The Vice Chair acts on behalf of the Chair in the event of the Chair’s absence.
- e. Special Steering Committee meetings, for any purpose, may be called by the Chair or at the request of a majority of the Members.
- f. Notice of all Steering Committee meetings is mailed or emailed to each Member at least two weeks in advance and is also posted on the Anacostia Partnership website.
- g. Each Member, ~~or his or her alternate in the event of the Member’s absence,~~ has one vote on any matter coming before the Steering Committee.
- h. For a quorum of the membership, two-thirds of the Members or Alternates must be present to transact business.

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ARTICLE III ORGANIZATION, STAFFING AND STAFF SUPPORT

Section 3.1 Relation to the Leadership Council

The Steering Committee operates under the general guidance of the Leadership Council, established as a part of Resolution R28-06.

Section 3.2 Executive Director

Subject to available funding, COG may hire, through the COG procurement process, and with the approval of the Steering Committee, an Executive Director. The Executive Director position is to provide leadership in the planning for, funding and implementation and the comprehensive restoration efforts and also primary program support to the Leadership Council and Steering Committee.

Section 3.3 Management Committee and Ad Hoc Subcommittees

The Anacostia Watershed Management Committee (AWRMC) is the principal technical arm of the Steering Committee. The Steering Committee shall approve its composition and the composition of any technical subcommittees or workgroups that may be organized to further the restoration efforts.

Annotation: *As noted above, the proposed bylaw revisions incorporate and hence subsume those portions of the “Steering and Management Committee Roles” document that pertain to the Management Committee. This was adopted by the SC last year.*

Proposed Text for 3.3: **The Management Committee’s principal purpose is to serve as the technical arm of the Steering Committee. On an as needed basis, the Steering Committee will assign projects or tasks to the Management Committee in furtherance of the restoration effort. Major tasks include:**

- **Develop and revise as necessary the watershed-wide Anacostia Watershed Restoration Plan.**
- **Develop and revise as necessary environmental performance indicators/metrics, to measure the progress of the restoration. This includes the development of a monitoring plan and recommending to the Steering Committee restoration goals for the Partnership**
- **Monitor and coordinate implementation activities of the Partners and routinely report to the Steering Committee on progress.**
- **Develop an annual report on the implementation of restoration activities, including challenges/barriers and progress.**
- **Brief the Steering Committee as appropriate and recommend to the Steering Committee initiatives to strengthen the restoration of the watershed.**

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- **Advise and recommend to the Steering Committee the representation of the Management Committee as well as the creation and composition of other technical and advisory subcommittees or workgroups.**

By majority vote of the members present, the Management Committee selects a Chair and Vice Chair from among the Management Committee Membership. The Chair and Vice Chair serve for a two-year term and may be appointed for an additional two-year term.

The Chair of the Management Committee shall be responsible for the recruitment of members of any Management Committee subcommittees or workgroups, in consultation with the Chair of the Steering Committee.

The Chair, Vice Chair or designated alternate member of the Management Committee shall represent the Management Committee at each Steering Committee meeting.

Section 3.4 Anacostia Watershed Citizens Advisory Committee

The Anacostia Watershed Citizens Advisory Committee (AWCAC) is the principal advisory body to both the Steering Committee and the Management Committee, providing perspective and advice from the public. It operates under the guidance of the Steering Committee and is supported by COG staff as a part of the annual Work Program and Budget.

Section 3.5 Staff Support

COG provides administrative, logistical and secretarial support to the Steering Committee in fulfillment of its responsibilities.

Section 3.6 Annual Work Program and Budget

The Steering Committee approves the annual Work Program of the Executive Director and the COG staff and the annual Budget to fund the Work Program. The Steering Committee also approves the allocation of funds to be provided by the Contributing Members.

ARTICLE IV PERSONAL LIABILITY

Section 4.1 Personal Liability

The Members of the Steering Committee shall not be personally liable for any debt, liability or obligation of the Steering Committee.

ARTICLE V INDEMNIFICATION

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Section 5.1 Right of Indemnification

To the extent permitted by law, the parent organization shall indemnify and reimburse any person (or the personal representative of any person) who at any time serves or shall have served as a member of the Steering Committee against and for any and all claims and liabilities to which he may be or becomes subject by reason of such service and against any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he is made a party by reason of such service except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith and the reasonable belief that his action was in the best interest of the Steering Committee.

ARTICLE VI EXEMPT ACTIVITIES

Section 6.1 Restricted Activities

No member of the Steering Committee shall take any action or carry on any activity by or on behalf of the Anacostia Watershed Restoration Partnership that is prohibited for an organization that is exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and to which contributions are deductible under Section 170 (c) (2), 2055 (a) (2), or 2522 (a) (2) of such Code (or the corresponding provisions of any subsequent law).

ARTICLE VII CONFLICT OF INTEREST

Section 7.1 Conflict of Interest

No particular matter of the Steering Committee shall, in the absence of fraud, be affected or invalidated by the fact that any member of the Steering Committee may be a party to or have an interest, pecuniary or otherwise, in such matter provided that the nature and extent of his interest shall be disclosed to the full Steering Committee before it acts on such matter and provided that the member does not participate in the matter.

ARTICLE VIII AMENDMENTS

Section 8.1 Amendments

- a. These bylaws may be altered, amended, or repealed in whole or part by the affirmative vote of two thirds of members present at a Steering Committee meeting.
 - (1.) The meeting agenda and text of the proposed changes must be served upon or mailed to each member at least three weeks before that meeting.

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- (2.) The assembled Steering Committee will entertain members' comments before the members act on proposed amendments.

Approved by a two-thirds favorable vote of representatives at the Steering Committee meeting, June 25, 2009.

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Steve Pattison, Chair
Anacostia Watershed Restoration Steering Committee

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