

# **BYLAWS**

## **TOMPKINS COUNTY ENVIRONMENTAL MANAGEMENT COUNCIL**

Adopted by the EMC October 2, 1996

### **I. NAME**

The official designation shall be the Tompkins County Environmental Management Council.

Purpose: The purpose of the Environmental Management Council shall be to identify problems, propose priorities and promote coordination of activities in the development and management of our natural resources and to provide a public forum for the discussion and resolution of these problems and completion of proposed projects.

### **II. MEMBERSHIP**

A. The voting membership shall consist of those persons duly appointed by the Tompkins County Board of Representatives as provided by Resolution 103 adopted May 10, 1971 and Article 47 of the New York State Environmental Conservation Law and any subsequent amendments to such legislation.

B. Voting members are expected to attend all meetings of the Council and to participate in committee work.

C. Associate members may be appointed by committee chairs for special projects; such members may vote in committee only. Associate members may also be appointed by the Chairperson to act as EMC liaisons to other boards or organizations.

D. Attendance

1. After the third absence from General Council meetings within the program year, the voting member will be contacted by the Chairperson to see if there are problems which can be remedied.

2. After the fifth absence within the program year of a voting member, the Council shall vote on recommending to the Chair of the County Board of Representatives to declare that member's seat vacant and request replacement of that member due to non-attendance at General Council meetings. The member may appeal to the full Council for reconsideration of any non-attendance recommendation due to special circumstances. Members may also request a leave of absence from the full Council prior to any necessary prolonged absence from Council meetings.

3. For purposes of this policy the program year will begin with the Organizational Meeting.

### **III. OFFICERS**

A. The Council Chairperson shall be elected annually by the Council's voting membership and subject to confirmation by the Tompkins County Board of Representatives. The duties of the Council Chairperson are to:

1. Serve as the official representative and chief administrator of the Council;
2. Preside at the General and Executive Committee meetings of the Council;
3. Call the Council or Executive Committee to a special meeting or cancel a scheduled meeting, if deemed necessary;
4. Appoint members of committees, subject to majority approval of the members of the Council; appoint members to represent the Council to other public bodies, subject to majority approval of the members of the Council; and
5. Serve as the Council's primary liaison to the Tompkins County Board of Representatives.

B. Three Vice Chairpersons shall be elected yearly at the Organizational Meeting by the Council from among the voting members for a term of one year. The duties of the Vice Chairpersons are divided among themselves and the Chairperson to:

1. Serve as Chairperson pro tem in the absence of the Chairperson, or, in the event of a vacancy, until the Board of Representatives confirms a new Chairperson;

2. Serve as Council Parliamentarian;
  3. Coordinate the preparation of the Annual Work Program, the Annual Report, and the State of the Environment Report, together with the committees.
  4. Monitor the Council's finances and report semi-annually; and
  5. Assist in the preparation and submission of the annual budget;
- and
6. Attend Board of Representatives meetings when necessary, present resolutions to the Board of Representatives when appropriate, and follow up on actions affecting the Board of Representatives.

#### **IV. ELECTION AND APPOINTMENTS**

A. A vote to recommend a Chairperson to the Board of Representatives will be held at the last meeting of the calendar year. The Vice Chairpersons shall be elected by the Council at the Organizational Meeting.

B. A Nominating Committee, chaired by a member of the Council and consisting of not fewer than three voting members, a majority of whom shall not be members of the Executive Committee, shall be appointed by the Council Chairperson. The Nominating Committee shall report to the Council on nominees for positions. Nominations may also be made from the floor.

C. Vacancies created during the year of any of the elective positions listed in Section A of this Article shall be filled by action of the Executive Committee, subject to approval of the Council, and, in the case of the Chairperson, subject to confirmation by the Board of Representatives.

#### **V. CONDUCT OF MEETINGS**

A. In the conduct of meetings and the transaction of Council business, the presiding officer shall follow Robert's Rules of Order. In the event of a conflict between Robert's Rules of Order and these Bylaws, including Policies and Procedures duly established under Article VII, these Bylaws shall take precedence.

B. A quorum for the transaction of business shall consist of a majority of the seated voting members for meetings of the Council, and a majority of the seated Executive Committee members for meetings of the Executive Committee.

C. Action by the Council, except for amendment of the Bylaws, shall be by majority vote of the seated voting members. Proxy voting shall not be permitted.

Voting by mail shall be permitted in lieu of a meeting, providing the same is specifically authorized by the Council which will determine the manner and time within which such vote shall be made and recorded, and the information that shall be sent prior to or with the ballot to the voting members. The Council may, without a quorum being present, pass by a majority of the voting members present a resolution known as a "sense of the body resolution" which shall specifically state in the resolution that it represents the action of a majority of the members present in the absence of a quorum.

D. The Council shall meet ten months out of each year in regular session, the place and time to be determined by the Chairperson and notification made to the membership at least one week prior to said meeting. The Organizational Meeting shall be held at the first regularly scheduled meeting in the new year following appointments by the Board of Representatives.

E. The presiding officer shall be empowered to cancel a meeting of the Council or Executive Committee if deemed necessary. The presiding officer shall call a meeting at the written request of five voting members.

## **VI. ORGANIZATIONAL STRUCTURE**

A. The Executive Committee shall be composed of the Chairperson and three Vice Chairpersons. A quorum for the transaction of business shall consist of a majority of the seated voting members for meetings of the Executive Committee. All members of the Executive Committee shall serve a term of one year. The duties of the Executive Committee are to:

1. Perform a project review function by evaluating new issues as they arise, and recommending to the Council issues which warrant Council attention;
2. Prepare the agenda for general meetings;
3. Monitor the progress of committee work by receiving regular reports from all committees;
4. Review the Council's budget at least semiannually;
5. Prepare and submit the annual budget to the Council for its approval before submission through the Commissioner of Planning to the Tompkins County Board of Representatives;
6. Act on behalf of the Council in administrative matters in those circumstances in which the Council has specifically authorized the Executive Committee, by resolution duly adopted, to act, exercise discretion, release

reports, expend funds in a manner consistent with County Policy up to an amount authorized by the Council, or otherwise implement business on the Council's behalf;

7. Approve the recruitment and participation of student interns and other temporary assistants in the Council's work; and

8. Perform such other executive functions as may be needed to further the interests of the Council.

B. Committees shall be established by Council vote on an as needed basis. Committees will be temporary in nature. Each committee shall consist of a committee chairperson, elected from among the voting members of the committee, and at least one additional voting member appointed by the Council Chairperson. Each committee may utilize the services and assistance of ex officio members of the Council or associate members for technical assistance. The term of committee members shall be one year or until the assigned task is completed. All committees shall be responsible to the Executive Committee and shall make reports of their activities, future plans, and from time to time as shall be required, to the Council.

The duties of each committee are to:

1. Be knowledgeable of matters affecting the subject area of the committee; bring such matters which are of particular concern to the attention of the Executive Committee;

2. Report to the Council a summary of the State of the Environment in the subject area of the committee and assist the Vice Chairpersons in the preparation of the Annual Work Program and the Annual Report;

3. Consult with the Council Chairperson in the appointment of associate members to committees within its subject area;

C. To establish a committee or to add additional tasks, the following criteria must be met:

1. There must be two EMC members who are committed to seeing the project through to completion.

2. The project must not take time or energy away from the existing priorities (in other words, additional time must be promised for the new project).
3. Additional personpower needed must be recruited in the form of affiliated participants, not regular EMC members.
4. New projects must be approved by the EMC and may be dissolved by the EMC at any time.
5. Final results, recommendations, actions, etc. of the project must be approved by the full EMC.

## **VII. POLICIES AND PROCEDURES**

Policies and procedures for the operation of the Council, not otherwise covered by these Bylaws and within the discretion of the Council, shall be established by action of the Council and may be modified from time to time.

## **VIII. ADOPTION AND AMENDMENTS**

These Bylaws shall be adopted or amended as follows: by motion carried with a majority vote of the seated voting members at any regularly scheduled meeting of the Council which shall be tabled until at least the next regularly scheduled meeting, at which time the motion shall be approved by a two-thirds vote of the seated voting members and thereafter filed with the Board of Representatives.