

BY-LAWS

ST. CLAIR RIVER REMEDIAL ACTION PLAN
Bi-National Public Advisory Council

Amended on January 31, 2024

ARTICLE I – PURPOSE

SECTION 1, PURPOSE – The purpose of the Bi-National Public Advisory Council (BPAC) is spelled out in the “Charge to BPAC” as adopted on Wednesday, April 13, 1988, as follows:

“The Advisory Council shall advise the RAP Team on key aspects of the Remedial Action Plan Preparation and Adoption. This includes: the goals of the plan, problems to be addressed, planning methodology, public involvement program, technical data. Remedial action alternatives, planning recommendations and adoption, plan implementation, plan funding and methods of enforcement. The goal of all concerned should be to arrive at planned recommendations upon which the RAP Team and Advisory Council agree, and for which there is broad public support.”

ARTICLE II – MEMBERSHIP

SECTION 1, BI- NATIONAL REPRESENTATIVES – BPAC shall aim to have an equal number of representatives from the United States and Canada, although the number of representatives from each sector represented need not be identical for both countries. The BPAC is committed to being non-discriminatory and will strive to maintain a diverse, inclusive, and equitable membership that is reflective of all stakeholders in the St. Clair River Area of Concern.

SECTION 2, MEMBERSHIP ROSTER – The membership roster as it exists at the time of the adoption of these By-Laws, as amended, is adopted as the BPAC Membership Roster and is to be used as a guide in determining the adequacy of the number of members and adequacy of representation from the United States and Canada.

SECTION 3, ALTERNATE MEMBERS – In situations where a designated member is unable to attend a meeting, the member may designate an alternate to attend in their place. Institutions where pre-designated alternates have been appointed as shown on the BPAC membership roster, such persons shall be given the first opportunity to serve as alternates. In the event a pre-designated alternate is not available to attend a meeting or if no pre-designated alternate exists, each individual member may designate an alternate to attend and vote at the BPAC meetings.

SECTION 4, NEW MEMBERS - BPAC reserves the power to add additional members upon such new members being nominated and a recommendation being made to BPAC by the standing membership. New members must also be approved by a two-thirds majority of BPAC members voting.

SECTION 5, RESIGNATION OF MEMBER - In the event of the resignation of a BPAC member, nominations for replacement should be made to the Executive/Membership Committee. On an annual basis, the Executive/Membership Committee is to review member attendance over the previous year. Members that did not attend any BPAC meetings the previous calendar year are to be contacted to determine if a replacement is needed.

ARTICLE III - MEETINGS

SECTION 1, MEETINGS - All meetings and subcommittee meetings shall be open to the public and shall be conducted in such a manner so that members of the public have a reasonable opportunity to participate. The location of in-person meetings is to alternate between the U.S. and Canada and are to be held on a quarterly basis, or at a frequency determined by the Executive Committee. In-person meetings are to be open to the public. Virtual meetings are to be recorded and made publicly available using a format specified by the Executive Committee.

SECTION 2, CHAIRPERSON - In presiding over meetings, the chairperson shall attempt to facilitate discussion and input from committee members and the public who are present. Public/Non-Members that are present will be asked to provide their name and affiliation and a brief statement of any concerns/questions that they may have. Non-members that wish to make a presentation to BPAC are required to provide prior notice to the Secretary and Executive Committee so that they can be placed on the agenda.

SECTION 3, ROBERTS RULES OF ORDER - Roberts Rules of Order shall be used to facilitate the decision-making process during meetings. Rulings and interpretations pertaining to Robert's Rules of Order shall be made by the presiding chairperson.

SECTION 4, NOTICES - Notice of BPAC meetings shall be provided as soon as possible but not less than two weeks in advance of such meetings. Additionally, whenever possible, members should receive copies of any agenda items, reports, or other documents pertaining to items scheduled for action at least two weeks prior to such meetings.

SECTION 5, AGENDA – The BPAC meetings shall include the following topics:

- Call to order by chair
- Land Acknowledgment statement
- Introduction of members and other persons present
- Adoption of and additions or corrections to agenda
- Review of Action Items and Approval of minutes from prior meeting
- Delegations/Guest Speakers
- Agency updates
- Committee reports
- Other business
- Public/Non-member comments/questions

- Scheduling next meeting
- Adjournment

SECTION 6, QUORUM – If the secretary certifies that a proper notice of meeting was sent to the address of the registered members in accordance with the by-laws, a quorum shall be deemed to have been established.

SECTION 7, VOTING – Each BPAC member present shall have one vote. If a member is absent, the alternate designated by the member may vote in their place.

SECTION 8, VOTES NECESSARY TO PASS RESOLUTIONS – A resolution or motion is passed by the casting of an affirmative vote by a majority of the voting members.

SECTION 9, NOTICE OF BPAC MEETING – Public notice of BPAC meetings shall be made as soon as possible and not less than two weeks before the meeting. The means for providing the public notice shall be at the discretion of the Executive Committee.

ARTICLE IV - SUBCOMMITTEES AND SPECIAL COMMITTEES

SECTION 1, CREATION - Subcommittees and/or special committees may be created as deemed necessary by BPAC to promote the purposes of BPAC and to carry out the work of the committee.

SECTION 2, OPEN TO PUBLIC - All subcommittee or special committee meetings shall be open to the public/non-members, if a request is made by the public/non-member to attend.

SECTION 3, SPECIAL COMMITTEE MEMBERSHIP - Special committees may contain members who are not BPAC members.

SECTION 4, POWERS - Subcommittees and/or special committees shall have no final authority in and of themselves other than to make reports and recommendations to BPAC.

SECTION 5, MEMBERSHIP COMMITTEE - Each chairperson may appoint up to three BPAC members from their respective countries to serve as a standing Membership Committee. The purpose of the Membership Committee shall be to review and make recommendations to BPAC regarding applications or requests of persons interested in becoming BPAC members. In the absence of a Membership Committee, the Executive Committee will take on the duties of the Membership Committee.

SECTION 6, PROCEDURES - Subcommittees and special committees are free to establish their own working schedules and procedures and give public notice where warranted.

ARTICLE V - OFFICERS

SECTION 1, OFFICERS - The officers of BPAC shall consist of two chairpersons, and two vice-chairpersons. One chairperson and one vice-chairperson shall be elected from each country.

SECTION 2, PRESIDING CHAIRPERSON - The chairperson from the country in which a meeting is held shall preside over that meeting and shall perform all such other duties as may be prescribed in these by-laws.

SECTION 3, PROCEDURAL RULINGS - During meetings, the presiding chairperson shall make rulings on all procedural issues including interpretations involving the application of Robert's Rules of Order.

SECTION 4, VICE-CHAIRPERSON - The vice-chairperson shall act as an aid to the chairperson and shall perform duties of the chairperson in the event of the absence, disability, or resignation of the chairperson.

SECTION 5, ADMINISTRATIVE SUPPORT – An individual appointed by BPAC is to act as secretary for all BPAC general meetings, and shall be responsible for recording, reproducing and distributing BPAC minutes, and other BPAC materials to BPAC members.

SECTION 6, EXECUTIVE COMMITTEE - shall consist of the chairs and vice-chairs from the United States and Canada.

ARTICLE VI - ELECTIONS

SECTION 1, ELECTIONS - Elections are to be held once every two years, with the two year time frame starting February 16, 2023, and are to be held during the first meeting of the calendar year.

SECTION 2, NOMINATING COMMITTEE - At the meeting at which by-laws are adopted, the chairperson shall appoint a nominating committee consisting of equal representation from each country.

SECTION 3, PERSONS INTERESTED IN BEING NOMINEES - Persons interested in serving as chairperson or vice-chairperson, shall submit their names and a brief resume to the nominating committee within two weeks after the adoption of these by-laws. A person may submit their name to run for chairperson and vice-chairperson but may only be elected to fill one office.

SECTION 4, LIST OF CANDIDATES - The nominating committee shall submit a list of candidates and their resumes to the BPAC members prior to the election.

SECTION 5, ELECTION PROCESS - Officers must be elected by a majority of the BPAC voting members present. The voting may be by secret ballot, if requested by a member. In the event

three or more candidates run for any one position and no one person receives a majority of the votes on the first ballot/vote, a runoff vote shall be held between the two persons receiving the highest number of votes.

SECTION 6, ELECTION OF OFFICERS - the chairpersons shall be elected on one ballot/vote. The vice-chairpersons shall be elected on a separate ballot/vote.

SECTION 7, TERM OF OFFICERS AND ELECTED REPRESENTATIVES (Revised, August 1989)

“Officers and others elected by BPAC to represent the group as a whole shall be elected to a two-year term beginning at the time of the first meeting of the calendar year, and shall hold office for a two-year period, until the following election, and until the officer or representative successor is elected, or until the officer or representative resignation is received by BPAC.”

In the event an officer or BPAC representative is unable or unwilling to complete his/her term, BPAC may either hold a special election to fill the unexpired term or allow the position to remain vacant until the next election.

ARTICLE VII - REMEDIAL ACTION PLAN (RAP) TEAM REPRESENTATIVES

SECTION 1, CRIC/SPAC TEAM REPRESENTATIVES - Two persons from each country shall serve as representative and alternate to the Canadian RAP Implementation Committee and the State Public Advisory Council for Michigan’s Areas of Concern.

ARTICLE VIII – ADMINISTRATION OF FUNDS

SECTION 1, ADMINISTRATION - The BPAC as a separate and independent organization, may retain a third-party to provide grant administration, fiduciary responsibilities, and/or other services as outlined in a written agreement between the parties.

O:\planning\projects\AOC\BPAC_CRIC\BPAC\Terms of Reference-By-Laws