

Piscataqua Region Estuaries Partnership

Bylaws

Preamble:

The Piscataqua Region Estuaries Partnership (PREP) is one of 28 National Estuary Programs (NEP) established and funded by the US Environmental Protection Agency (EPA) for the purposes of monitoring, protecting and restoring the health of the Great Bay and Hampton-Seabrook estuaries. PREP is a bi-state program, encompassing the Piscataqua and coastal watersheds, including 10 communities in Maine and 42 in New Hampshire.

The National Estuary Program (NEP) confers authority to a Management Committee to develop and implement a Comprehensive Conservation and Management Plan (CCMP) using National Estuary Program funds. As part of the US EPA National Estuary Program and with US EPA Guidance, PREP is directed by a Management Committee and governed in accordance with this set of Bylaws. The Bylaws are reviewed and updated on a periodic basis to ensure good governance practices and consistency with NEP requirements. The PREP structure consists of staff and several committees described herein. The Bylaws may be amended as provided for in Section 8.

In 2005, the PREP Management Committee selected the University of New Hampshire (UNH) as its host entity. PREP Management Committee and UNH developed and executed a Memorandum of Agreement (MOA) detailing the roles and structure of the partnership. No changes may be made to the MOA without PREP and UNH agreement. PREP does not have legal status as a 501(c) organization, and is not defined as a public agency or public body as defined in RSA 91-A.

1. Management Committee

Roles and Responsibilities of the Committee as a Whole

The Management Committee (MC) for the Piscataqua Region Estuaries Partnership (PREP) is the principle governing body of the organization. Its principle function is to develop and implement the CCMP for New Hampshire's estuaries and coastal watershed. The MC advises on policy and priorities in the development and implementation of the Plan. It also provides input, direction, and guidance from implementing entities and interest groups for the coordination and management of the CCMP.

Additional Responsibilities

The MC defines and advises on watershed problems, and the issues and needs communities are facing that PREP should address and develops strategies and programs to solve them that are consistent with implementing the CCMP. The MC also leads (with staff support) the CCMP update efforts to ensure that PREP's guiding document is inclusive and comprehensive in addressing the issues in the watershed. The MC promotes watershed outreach and communication in partnership with other efforts. The MC also provides annual guidance to the Director on budget and program development. The MC selects and votes on the Chair and Vice-Chair as well as new members who rotate on and off the Committee on an ongoing basis. The MC meets a minimum of 3-4 times each year.

The MC has primary responsibilities for the following:

- Establishing priorities for PREP and for CCMP implementation
- Setting annual budgetary and programmatic priorities
- Serves as a vehicle for coordination and resolution of challenges regarding CCMP implementation
- Setting the overall direction of PREP
- Periodically evaluates the progress and effectiveness of CCMP implementation
- Revises the CCMP when necessary
- Provides ongoing input and assistance to the Director
- Helps secure funding and other resources to implement the CCMP
- Ensures that the Committee has balanced representation, adequate information, credibility, and effective processes
- Encourages public involvement in CCMP implementation
- Serves as the principal recruiting and selection body for the Director and participates in performance reviews
- Participates in external reviews of PREP
- Evaluates PREP's administrative structure and relationship with host entity when necessary

Composition

The MC will be comprised of up to 28 representatives of federal, state and local government agencies, non-governmental organizations, user groups, citizen groups, business and industry representatives, and research institutions. In conjunction with the Director, the MC will ensure a balance among the various viewpoints as new members are added to the committee. The following organizations will have permanent representation on the MC because they have specific CCMP Management responsibilities: U.S. Environmental Protection Agency, NH Fish and Game Department, NH Department of Environmental Services, Maine Department of Environmental Protection, University of New Hampshire, and Great Bay National

Estuarine Research Reserve. Remaining members will be nominated by the Executive Committee or designated subcommittee as described in Section 2.

Roles and Responsibilities of Members

The role of each MC member is to bring the expertise, needs, concerns, and support of his or her organization or interest to the task of implementing the CCMP. This role implies extensive coordination among members and formation of a partnership that supports the estuaries and the CCMP. Support from MC members will render CCMP implementation more likely to be faster, more effective, more efficient, and consistent with the goals of addressing estuarine issues on a broad, cross-jurisdictional scale.

The specific responsibilities of each MC member are as follows:

- Actively serve as advocates for the CCMP within their organizations and with the public
- Serve as liaisons with the organizations they represent, bringing information *to* the MC from the organization and bringing information *from* the MC to their organizations
- Work to integrate various viewpoints and interests into the CCMP implementation process
- Bring knowledge about the estuaries and the practicality of action items to MC discussions
- Commit to stay current with PREP activities, and be willing to work on specific implementation efforts, e.g. subcommittees, priority actions, etc.
- Support PREP by helping to identify and secure financial resources for implementation of the CCMP
- Strive to attend a minimum of 4 meetings regularly. Members who cannot make one of the quarterly meetings should notify the Director, and should, when possible and appropriate, send an alternate representative to the meeting.
- Assist PREP with CCMP update as well as education and outreach efforts

Terms for MC Membership and Leadership

- The MC will elect a Chair and a Vice Chair. The Chair will lead the meetings, and consult as needed with the Director and Executive Committee on issues between meetings, represents the PREP at public events as appropriate, and otherwise serve to facilitate the MC as it fulfills its role. The Vice Chair will support the Chair and serve in place of the Chair as needed.
- The candidates for Chair and Vice Chair will be nominated by an ad-hoc Nominating Committee and recommended to the MC for decision.
- The Chair and Vice Chair will be elected for a two-year term, with an option of re-election for two additional terms. If the EC determines there is a need to continue a chair beyond three terms, the MC may decide to continue the term of a sitting chair as needed with a two-thirds vote.

- If a member is unable to make a meeting, an alternate may be named ahead of time, and will need to complete a COI form.
- Terms for MC Members: Members will serve three-year terms. The EC may appoint an ad-hoc nominating committee to evaluate reappointments for members with expiring terms and recommend appointments to the MC for any open terms. A third of the MC members' terms will expire each year, beginning in October 2014.
- No member of the Science Advisory Committee (SAC) shall also be a member of the MC and vice-versa.

Management Committee Operating Procedures

- **Meetings:** The MC will meet a minimum of three to four times each year. The meetings are open to the public.
- **Agendas and Meeting Minutes:** MC meeting agendas and minutes from the prior MC meeting will be provided by the PREP staff or designee at least one week in advance of the next meeting.
- **Decision Making Process and Voting:** The goal in the decision making process will be to arrive at a decision through consensus. When voting is called for, a simple majority (51%) of the members present and voting will be required for a decision to go forward. Exceptions to this rule are for changes to the bylaws, extension of maximum membership terms, and changes to the CCMP, for which a minimum of two-thirds of the total membership must approve the proposal, whether or not they are present. For these decisions, voting by e-mail, written proxy, or letter/fax will be accepted.
- **Quorum:** In order to make a decision, a minimum of one-half of the appointed membership must be present.
- **Conflicts of Interest:** All MC members must comply with PREP's COI Policy as described in Section 6.

2. Executive Committee (EC)

The Executive Committee is comprised of the Director, the MC Chair, the DES representative, the EPA representative, and two at-large members of the MC who will work between meetings to address specific issues and provide guidance to the Director. One member of the EC will serve a dual role as both an EC member and the Vice Chair of the MC. The Director or the Chair will convene meetings of the Executive Committee as necessary, but no less than quarterly. The Director will recommend the two at-large members to the nominating committee of the MC for appointment to two-year terms, which will begin on January 1 of each year. The EC will nominate the Vice Chair of the MC from the slate of EC members to the nominating committee. The MC will approve the slate for Executive Committee membership and leadership at its December meeting.

Roles and Responsibilities of the Executive Committee

- Consult with the Director on urgent or timely issues needing MC input or approval and determine whether a poll of MC members is needed.
- Review and approve time-sensitive or out-of-cycle recommendations from Grant Review Teams up to \$10,000 per request.
- Modify existing grants, up to \$10,000 per grant, when time-sensitive issues arise.
- Recruit and nominate candidates for MC membership and officer slots and ensure balance among perspectives is maintained and that the standing seats continue to be relevantly and appropriately assigned. The EC may assign a Nominating Committee to provide nomination recommendations to the full MC.
- Serve any additional functions requested by the MC.
- Notify MC of the decisions made by the Executive Committee, and the MC members will have seven calendar days to respond with concerns. If there are no written objections with the decision, the decision will be implemented. If there are written objections, the issue will be put before the MC.

3. **Subcommittees, Project Teams, and the Science Advisory Committee**

All subcommittees, Project Teams, and the Science Advisory Committee (SAC) shall be established by and/or discontinued by the Management Committee, and shall report to the MC regularly. Each existing subcommittee, Project Team and Science Advisory Committee shall appoint or elect a chair. For new subcommittees or Project Teams, the MC will appoint a chair on recommendation of the Director.

- Subcommittees:*** Subcommittees may be established and members appointed by the MC at any time to address specific tasks.
- Project Teams:*** Project Teams on water quality, land use/habitat protection, shellfish and living resources, and public outreach and education are charged with working on implementation of specific actions as outlined in the CCMP, developing work plan recommendations for MC review, discussing and compiling new and emerging issues and devising new action plans for MC consideration. Project teams are open to participation by any interested individual. PREP staff and at least one MC member will participate in all teams and facilitate communications between the teams and the MC. The Director and/or the Project Team chair will bring recommendations to the MC in the form of proposals for MC consideration and decision as needed.
- Science Advisory Committee (SAC):***

Role of Committee

Science Advisory Committee (SAC) –The SAC provides the MC and Director with the best, objective advice on science and technical issues. They may review

technical documents and make recommendations on data interpretation, research, restoration, monitoring activities/data, PREP reports and policy development. The SAC also facilitates communication among other specialized science and technical subcommittees and recommends forming and disbanding new SAC subcommittees and technical workgroups as needed.

The SAC is a committee composed of scientists, engineers, environmental professionals and representatives from federal, state and local governments and individuals from academia. Members are a cross-section of individuals with diverse backgrounds and areas of expertise important to PREP's watershed-wide work. The full SAC meets 2 times each year, with additional subcommittee meetings in between as needed. The SAC is advisory to the MC, and the SAC Chair will strive to reach consensus on recommendations made to the MC.

Responsibilities of Committee

- Provides advice regarding overall science and technical issues for programs, legislation, State of Our Estuaries reports and other projects as needed.
- Reviews technical documents for accuracy and providing feedback to MC Chair and Director
- Recommends forming and disbanding new SAC subcommittees and technical workgroups as needed with regard to addressing the overall needs expressed in the CCMP or that emerge during SAC meetings or technical review work
- Identifies emerging issues and resource management needs
- Assists in the synthesis of the State of Our Estuary proceedings and reports
- Facilitates communication and collaboration among other specialized scientists or committees in the region
- Helps to raise local, state and national awareness for the uniqueness and environmental importance of the Great Bay and Hampton-Seabrook estuaries
- Assists in identifying funding opportunities to address science needs and advance overall PREP and any regional science agendas

Composition

The SAC is an open committee. Interested experts should submit a letter of interest to PREP Director and SAC Chair detailing their interest in and qualifications for participation.

SAC Chair will be nominated by the SAC and will serve a term of three years. No member of the MC shall serve on the SAC. Periodically, the Chair

participates in MC meetings to inform members of the work and guidance of the SAC. The Chair facilitates the work and discourse of the committee and communicates it back to the Director and MC.

The SAC will be composed of a diverse membership representing the varied watershed resources and their experts.

4. Director

The Director manages the policy and program priorities for PREP including maintaining the organization's reporting and budgeting requirements to UNH and EPA, and managing staff in implementing the CCMP and other program initiatives.

Roles and Responsibilities

The Management Committee advises the Director on programmatic and budgetary priorities, and the SAC advises the Director on technical matters. The Management Committee provides the Director formal direction and/or guidance on implementing organizational direction, policy, programs and budget. The Director is an employee of the University of New Hampshire and must act in accordance with UNH policies and procedures and sponsor regulations.

The following are the responsibilities of the Director:

- Works closely with all PREP committees on organizing meetings, developing agendas, preparing policy discussions and directing staff to assist in meetings as needed.
- Fulfills the administrative requirements set forth by EPA that fall to the Director such as annual reporting and application for funding, quarterly reporting, federal reporting, CCMP Management, tracking and updating, etc.
- In cooperation with the Chairs, coordinates the meetings and work of the Management Committee, Executive Committee and Science Advisory Committees.
- Receives direction from MC and advice from SAC.
- Prepares and presents annual work plans and budgets with the input of the PREP Committees.
- Implements annual grants from EPA in accordance with all rules, regulations and guidance from PREP Committees.
- Recommends and implements policies, research and programs to further the work of the organization.
- Oversees and directs the work of the staff, as well as annual reviews of the staff.

5. Comprehensive Conservation Management Plan Implementation Review

The MC will review progress on the CCMP on an annual basis as part of the development of the annual work plan for the following year. The MC will also participate in the implementation review conducted by EPA every four years, working to address any concerns that arise during that process.

As new and emerging issues arise, the MC may decide to address them by drafting a temporary provision which would be added to the CCMP during the next revision.

6. Conflict of Interest Policy

MC members, alternate members and any SAC or other advisory committee members shall comply with the adopted Conflict of Interest Policy (COI), as described in its complete form as a stand-alone policy and can be found as Appendix 1 to these Bylaws. To be in compliance, MC, SAC and alternate committee members shall sign the COI policy and shall notify the Director if a condition arises that changes a member's ability to comply with the policy.

7. Amendments

These bylaws may be amended at any time by a two-thirds majority vote of the total MC membership. MC members will have 30 days in advance of a meeting where a vote to approve Bylaws will take place to review proposed changes.

Reference: Useful Acronyms

PREP	Piscataqua Region Estuaries Partnership
MOA	Memorandum of Agreement
US EPA	United States Environmental Protection Agency
UNH	University of New Hampshire
MC	Management Committee
SAC	Science Advisory Committee
CCMP	Comprehensive Conservation Management Plan
Maine DEP	Maine Department of Environmental Protection
NH DES	New Hampshire Department of Environmental Services
COI	Conflict of Interest