



# MORRO BAY

## NATIONAL ESTUARY PROGRAM

### Executive Committee of the Morro Bay National Estuary Program

## BYLAWS

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### 1. Purposes of the Executive Committee

The Executive Committee is formed pursuant to the Morro Bay National Estuary Program Comprehensive Conservation and Management Plan (CCMP). The Executive Committee is the key decision-making body for the Morro Bay National Estuary Program. It provides broad policy direction, approves priorities for CCMP implementation, seeks and develops funding sources, and approves CCMP changes, as necessary. The Executive Committee is a successor to the Local Policy Committee described in the Consent Decree's Memorandum of Agreement between the U.S. Environmental Protection Agency, the Central Coast Regional Water Quality Control Board, the Bay Foundation of Morro Bay, and the Local Policy Committee. The Executive Committee provides the following specific functions:

- Approves requests for funding through the Morro Bay Estuary Restoration Fund. Such requests are also subject to approval from the Regional Water Quality Control Board and the Bay Foundation of Morro Bay pursuant to the CCMP and Consent Decree.
- Provides input regarding the performance of the Executive Director to the Bay Foundation of Morro Bay, focused on whether the mission of the Morro Bay National Estuary Program is being furthered, and of its own performance.
- Provides leadership and overall direction.
- Resolves disputes that may arise among committees and working groups established by the Executive Committee and Technical Advisory Committee.
- Approves appointments of agencies and the individuals selected to represent those agencies on the Technical Advisory Committee. The Executive Committee will also approve unaffiliated members to the Technical Advisory Committee before they can join.
- Approves the annual Morro Bay National Estuary Program workplan required by the U.S. Environmental Protection Agency. The annual workplan may include staff resources to assist other organizations in grant and project development, as needed.
- Provides oversight of the Executive Director's annual workplan through the approval of the annual Morro Bay National Estuary Program workplan.
- Participates with the Bay Foundation of Morro Bay in the searching and screening process of applicants for the Executive Director position, as needed.

### 2. Membership

- a. Representatives of key organizations and agencies. The following organizations and agencies shall appoint a representative as a member of the Executive Committee:
  - The Bay Foundation
  - Central Coast Regional Water Quality Control Board
  - U.S. Environmental Protection Agency
  - City of Morro Bay

- County of San Luis Obispo
- Los Osos Community Services District

Organizations and agencies may also appoint an alternate to the member to participate when the member is unavailable. Appointees of these organizations and agencies serve at the pleasure of the governing boards of their organizations or agencies.

- b. Representatives of specific interests in the watershed and estuary. In addition, there shall be one member, and an alternate to participate when that member is unavailable, representing the following interests:

- Agriculture Watershed Land Management (this seat will prioritize members with connections to local agriculture when feasible)
- Commercial Fishing
- Environment
- At-Large Government Agencies
- Recreation and Tourism
- Science and Research

The terms of the representatives of all these interests, shall be three years.

Whenever a vacancy arises among the representatives (or alternates) of these specific interests, the Executive Committee shall form a nominating subcommittee who shall provide the names of people willing and qualified to serve in this capacity. Representatives and alternates shall be approved by a majority of the seated Executive Committee members.

- c. Chair of the Technical Advisory Committee. In addition, the Chair of the Morro Bay National Estuary Program Technical Advisory Committee shall be a member, and the Vice-Chair of the Technical Advisory Committee shall be his/her alternate.
- d. Compensation. All members serve without direct compensation from the Morro Bay National Estuary Program. No travel expenses will be paid to representatives for attending Committee meetings.

### 3. Meetings

- a. Frequency. The Committee shall generally meet quarterly on the second Wednesday in February, May, August and November. However, the Committee may call additional meetings as deemed useful and may otherwise adjust this general schedule for the convenience of the members or the needs of the Estuary Program.
- b. Notice. Members shall be noticed by email, or other medium acceptable to the member, at least seven days prior to a meeting. Notice shall include the tentative agenda and materials, and time and place of the meeting. However, failure to provide such notice or failure to receive such notice by a member will not preclude meetings from proceeding.
- c. Public Meetings. All Committee meetings shall be open to the public and shall provide for a public comment period during which items not on the agenda may be raised. The Committee will not act on any item not listed on the agenda, except (a) items that are simply informational or procedural in nature, and (b) if at least two-thirds of the Committee agrees that there is a serious

time constraint that requires action on that item prior to the next meeting.

- d. Closed Sessions. The Committee shall not meet in closed session except for personnel and litigation matters. In such cases, the Committee Chair shall announce the general nature of the matter and explain why it is necessary to hold a closed session. After any such closed session, the Chair shall describe in general terms any action taken by the Committee.

#### **4. Officers**

- a. Chair and Vice Chair. The Committee shall elect a Chair and Vice-Chair from among its members at the first meeting of each even numbered year. Term of the officers shall be two years. No one shall serve more than two consecutive terms as Chair or as Vice-Chair.
- b. Secretary. The Morro Bay National Estuary Executive Director or his/her assign shall be the secretary of the Committee.
- c. Duties. The Chair shall be authorized to sign legally binding documents on behalf of the Executive Committee. The Chair may appoint subcommittees.. The Vice-Chair shall have all the authority of the Chair in the Chair's absence.

The Chair shall preside over the meetings; the Vice-Chair shall preside in the absence of the Chair. However, the Committee Chair may authorize the Executive Director to preside over Committee meetings for purposes of facilitating the meetings. In all cases, the Executive Director shall not have a vote on motions.

The Secretary shall keep minutes of the meetings and records of actions and resolutions of the Committee.

#### **5. Technical Advisory Committee Appointments**

The Executive Committee will consider approval of appointments to the Technical Advisory Committee at a scheduled meeting or e-vote, following submission of a recommendation from the Technical Advisory Committee. The Executive Committee will consider approval of agencies, the individuals those agencies select to represent them on the Technical Advisory Committee, and any unaffiliated individuals that are recommended by the Technical Advisory Committee.

#### **6. Conflicts of Interests**

Members shall avoid conflicts of interest as defined by applicable State and federal laws or regulations. In cases where a member's agency or organization has applied for funding from the Morro Bay National Estuary Program, that member may present the agency's or organization's proposal and may answer questions from the Committee if like opportunities are provided for other applicants for funding. However, the member may not participate in subsequent discussions and shall not vote on such requests.

#### **7. Roberts Rules of Order**

The Committee shall operate under Robert's Rules of Order (casually interpreted).

## **8. Voting**

- a. Regular Meeting. A majority of the seated members shall constitute a quorum. Passage of any motion requires a simple majority of the members present. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- b. Email Voting. If the Executive Director and the Chair determine that action is required on an item prior to the next meeting of the Executive Committee, an email ballot may be used to obtain the unanimous written consent of the members. The cover email must clearly explain that their formal unambiguous unanimous written consent is being solicited and that the action will not take effect unless all of the members approve it. The email responses shall be filed with the minutes. The Committee will ratify any such action at the next Committee meeting.

## **9. Minutes**

Minutes will be taken at all meetings; however, the style shall be “action” minutes that emphasize actions taken by the Committee. At each meeting, the previous meeting’s minutes shall be approved.

## **10. Amendments to the By-laws**

By-laws may be modified by a two-thirds vote of all members of the Committee. All proposed amendments shall be submitted in writing at least 7 days in advance of any action.

Amended: September 14, 2018