

**BYLAWS
of the
ANACOSTIA WATERSHED CITIZENS ADVISORY COMMITTEE***

Article I. Name, Establishment, Mission

Section 1: Name

The name of this committee is the Anacostia Watershed Citizens Advisory Committee, herein after called the AWCAC.

Section 2: Establishment and Support.

The AWCAC was established in 1996 by the Anacostia Watershed Restoration Committee (AWRC). It shall function as an unincorporated committee and association, supported in its administrative functions primarily by the Metropolitan Washington Council of Governments ("COG").

Section 3: Mission

The AWCAC will facilitate dialogue between diverse interest groups, the community at large, and the AWRC. The purposes of the AWCAC include: to advise the AWRC on the Anacostia watershed restoration efforts; to provide input on the AWRC's yearly work plan and budget; to assist in informing the public of the AWRC's activities; to promote and coordinate where appropriate environmental stewardship within the Anacostia watershed community; and, to serve as a vehicle to promote public awareness and knowledge of, as well as broad public participation in, the Anacostia watershed restoration effort. The AWCAC may have other responsibilities as determined by its membership.

Article II. General Membership

Section 1: Membership

The AWCAC shall be comprised of a Board and Associate members. Membership of the Board shall consist of up to eighteen(18) citizen representatives, comprising six representatives from each of the three jurisdictions of the Anacostia Watershed,*i.e.*, Montgomery County and Prince George's County, Maryland and the District of Columbia. Each member of the Board and each Associate member shall be a member of the community with an interest in or knowledge of Anacostia watershed restoration issues. The AWCAC shall endeavor to have many of its members associated with or knowledgeable of subwatershed groups and nonprofit groups interested in relevant aspects of the Anacostia Restoration effort. AWCAC members shall generally live, work or recreate in the Anacostia Watershed, or have another relevant connection to the watershed and its restoration.

*On March 29th, 2018 the Steering Committee approved the "Anacostia Watershed Community Advisory Committee (AWCAC)" name revision.

Section 2: Term of Membership and Method of Appointment

2.1 Term of Membership

Board members shall serve terms of two years. Membership is renewable. Board members may be removed from the AWCAC for failure to meet attendance requirements as specified in Article IV, Section 2. Associate members may serve indefinite terms, at the pleasure of the AWCAC Board, and subject to resignation, removal for nonparticipation, or other good reasons.

2.2 Method of Appointment

AWCAC Board members shall be nominated by the relevant Vice Chair or Chair from each jurisdiction, subject to approval of the AWCAC Board. Associate members shall be approved by the relevant Chair or Vice-Chair of one AWCAC jurisdiction, and the AWCAC Board shall be informed of their appointment and membership.

Section 3: Officers

3.1 Terms and Appointment of Officers

The six (or fewer) Board members from each jurisdiction shall each elect a chair of their jurisdictional delegation annually, who shall each serve a one-year term, extending from July 1 to June 30. The Chair of the AWCAC shall then be selected from among the jurisdictional chairs, and will be rotated annually in alphabetical order by jurisdiction (DC/MC/PG). By vote of the full Board of the AWCAC, the term of a Chair may be extended for a second year, in which case the rotation shall be delayed for that year. The other two jurisdictional chairs shall each be a Vice Chair of the AWCAC. The terms of the individuals serving as Chair and Vice-Chair may be renewed upon the vote of each jurisdictional delegation.

3.2 Duties of Officers

The Chair, or in his or her absence a Vice-Chair, will be responsible for developing meeting agendas, coordinating necessary administrative and technical support from the appropriate agency of the AWRC or otherwise, developing and implementing annual workplans, and attending and making regular formal presentations to the AWRC at each of its meetings. The Chair will be a non-voting member of the AWRC.

3.3 Committees

The Chair and the two Vice-Chairs shall function as an Executive Committee, and they may collectively take action on any matter coming to their attention or needing formal AWCAC action between regular meetings of the AWCAC, preferably by unanimous consensus or by majority vote if necessary. Communications and actions of the Executive Committee may be by telephone, email, or in person, and need not consist of formal meetings, so long as the appropriate substance of each matter is conveyed to and considered by each person. The Chair may appoint other ad hoc committees or task forces of AWCAC Board and Associate members for any issue, and subject to such procedures, as the Chair deems appropriate, except that no such Committee shall have the

authority to act in any formal matter in the name of AWCAC without approval by the Executive Committee or the Board.

Article III. Meetings

Section 1: Quorum and Voting Procedures

1.1 Quorum

A quorum shall consist of six or more Board members, including at least one representative of each jurisdiction.

1.2 Voting Procedures

It is the goal of the AWCAC that all matters shall be resolved collegially through the development of consensus positions. When this is not possible, or when formal action is appropriate, the Chair may call for a vote of Board members, and the vote of a majority of Board members at any meeting at which a quorum is present shall constitute the action of the AWCAC. Associate members shall be entitled to discuss any matter presented before the Board at a meeting, but only Board members are entitled to vote on matters presented for formal votes of the Board.

Section 2: Meetings and Notices

2.1 Meetings

The AWCAC shall generally meet six or more times each year, with locations and times set by the Chair, in consultation with members. Notice of the meetings shall be posted on relevant AWCAC or COG websites, and shall be open to the public.

2.2. Notices

COG staff shall notify Board members, Associate members and other persons and entities interested in AWCAC business in advance of each meeting. Whenever possible, a detailed agenda and supporting materials shall be transmitted to the AWCAC members preceding the meeting.

Article IV. Procedures

Section 1: Staff Support

AWCAC shall draw administrative and technical support from the Metropolitan Washington Council of Governments. The AWCAC may also associate with other nonprofit and government agencies and businesses for specific support as appropriate in each case.

Section 2: Removal of a Representative from the Board

The effectiveness of the AWCAC relies on its Board and Associate members' ability to participate fully. Frequent absences by Board members will limit the effectiveness of AWCAC. Board members must demonstrate their commitment to the AWCAC through attendance and involvement. In order to achieve these goals, Board members who miss

three consecutive meetings may be considered inactive, and may be removed entirely or changed to Associate member status and replaced on the Board by the Chair or Vice-Chair from the relevant jurisdiction. Such actions should only be taken after confirming lack of attendance, and communicating with the affected member to determine interest in serving on the AWCAC Board or as an Associate member. Any such removal actions shall be reported to the Chair and noted in the minutes of the next regular Board meeting.

Section 3: Resignation of a Board Member

If a Board member no longer desires to participate on the AWCAC Board, he or she shall notify the relevant Vice-Chair and the Chair. A Board member may resign as a voting member and change his or her status to Associate membership. Upon a Board member's resignation, a replacement shall be selected using the procedures specified in Article II, Section 2-2.2.

Section 4: Appointment of Subcommittees

The Chair, upon approval of the AWCAC, may appoint subcommittees to more effectively transact business of the Committee.

Section 5: Non-renewal of Associate Membership

Associate membership may be discontinued at any time upon request of the member or by action of the relevant Chair or Vice-Chair.

Section 6. Acknowledgement

The Chair (and COG) should generally acknowledge members for their service after termination of their membership and express to the former member the Committee's appreciation for that individual's contribution to restoration and support of the Anacostia River.

Article V. Amendments

Section 1: Amendments

These Bylaws may be amended by majority vote at any regular meeting of the Board at which a quorum is present, upon advance notice to members of any substantive amendments to be proposed. Notice of amendments adopted shall be provided to AWRC and to COG, and if either of those entities has objections to or comments on the amended bylaws such comments shall be distributed to all AWCAC members.