

ROUGE RIVER ADVISORY COUNCIL

BYLAWS AND RULES OF PROCEDURE

ARTICLE I AUTHORITY, MISSION & OVERVIEW

Section 1.1 Authorization. The Rouge River Advisory Council (RRAC), a Remedial Action Plan Public Advisory Council, receives its authorization and sanction from the Great Lakes Water Quality Agreement (GLWQA), as amended, and the Rouge River Basin Strategy that was adopted by the State Water Resources Commission on October 1, 1985 (referred to in these Bylaws as the “Governing Authorization”).

- (a) Under GLWQA, the United States and Canada created the Areas of Concern (AOC) Program in 1987 wherein 43 Great Lakes sites with environmental damage were designated as AOCs in need of restoration.
- (b) The Rouge River Area of Concern (Rouge River AOC) includes the entire Rouge River watershed consisting of 48 communities draining 466 square miles of southeastern Michigan that discharges into the Detroit River.
- (c) The Rouge River Basin Strategy requires the development of a Remedial Action Plan (RAP), consistent with the commitments made under the GLWQA. In Michigan, the Michigan Department of Environment, Great Lakes and Energy (EGLE), formerly, the Michigan Department of Environmental Quality, is responsible for overseeing the development of and implementation of RAPs.
- (d) The RRAC, formerly the Rouge River Remedial Action Plan Advisory Council, was founded in 1993 to advise the Rouge River Remedial Action Plan Team on RAP issues. The RRAC advises EGLE and shares information to stakeholders and the public through the completion of the RAP process.

Section 1.2 Mission. The mission of the RRAC is to assist in the attainment of the goals of the RAP by enhancing public awareness and education concerning RAP issues, providing a mechanism for the participation of all interested parties, seeking broad-based support for the RAP update, assisting in implementation of the RAP, and independently evaluating progress toward the goal of restoring designated uses and delisting the Rouge River watershed as an AOC.

Section 1.3 Diversity, Equity and Inclusion. The RRAC is committed to a diverse, inclusive, and equitable environment where all members feel respected and valued regardless of gender, age, race, ethnicity, national origin, socioeconomic status, sexual orientation or identity, disability, education, or any other bias. The RRAC respects the value that diverse life experiences bring to the RRAC and will strive to listen to all views and acknowledge their value. The RRAC is committed to being nondiscriminatory and will strive to maintain a diverse, inclusive, and equitable membership that is reflective of all stakeholders in the Rouge River AOC.

Section 1.4 Scope. The RRAC shall not engage in or undertake business, activities, actions, or efforts beyond the scope of the purposes, authority, and duties assigned or designated in the Governing Authorization.

ARTICLE II MEMBERS

Section 2.1 Members. The RRAC membership shall consist of voting and non-voting community members and organizations, within the boundary of the Rouge River AOC.

Section 2.2 Rules of Membership. Any person interested in becoming a RRAC voting member must attend a minimum of two RRAC meetings or scheduled workshops prior to making a request to become a voting member. Existing voting members can bring forth candidates for voting membership consideration. The candidate can become a voting member by “simple” majority vote of voting members.

- (a) Voting Members. A voting member is defined as a representative from local governments, community organizations, businesses, non-profit public interest organizations, recreational groups, or community member at large. Each entity is limited to one representative, except any community member at large. A voting member may select an alternate to serve in their absence, however a community member at large cannot have an alternate. All voting members shall have one vote. All voting members must be physically or virtually present at all regularly scheduled meetings per calendar year unless excused by the RRAC Chairperson.

The RRAC should consist of at least 11 and no more than 30 voting members. The number of voting members may be expanded or reduced by a vote of the majority of current RRAC members and ex-officio members.

At **minimum**, the RRAC should consist of the following representation:

- (2) Counties
- (3) Rouge Communities

- (2) Nonprofits
- (2) Businesses
- (1) Community Member
- (1) Academia

(b) Non-voting Members. Non-voting members provide an important advisory role to the RRAC, however, they shall have no vote. Non-voting members include entities such as the U.S. Environmental Protection Agency (EPA), Michigan Department of Environment, Great Lakes and Energy (EGLE), Michigan Department of Natural Resources (MDNR), Southeast Michigan Council of Governments (SEMCOG), International Joint Commission (IJC), and other state and federal agencies as well as any other attendees who are not voting members.

Section 2.3 Term of Voting Membership. The term of voting membership shall be two calendar years. There shall be no limit on the number of terms a member can serve.

Section 2.4 Voting Membership Elections. Regular elections shall be held annually. The first annual election after the adoption of these rules shall be for the purpose of adding new voting members so that approximately one-half of the total voting membership shall be completing their two-year terms at each annual election thereafter. Special elections may be held from time to time for the purpose of filling vacancies created by resignations or removal of voting members.

Section 2.5 Removal. A voting member or officer may be removed for cause by a vote of a simple majority of the current voting membership. Specific notice, pursuant to these bylaws, must be given to the voting member or officer prior to a vote on their removal. Removal for cause includes, but is not limited to, failing to attend regularly scheduled RRAC meetings.

ARTICLE III VOTING

Section 3.1 Votes. Only the voting members are authorized to vote on matters coming before the RRAC. Each voting member shall be entitled to one vote.

Section 3.2 Quorum. A quorum shall consist of a simple majority of voting members.

Section 3.3 Voting. The RRAC shall make decisions and recommendations based on a simple majority vote of a quorum of voting members. Voting can happen physically, virtually or via email.

Section 3.4 Transaction of Business. Unless otherwise provided by law, ordinance, resolution, or other procedure established under these Bylaws, an affirmative vote by a simple majority of the RRAC voting members shall be necessary for any decision, resolution, action, and/or recommendation of the RRAC.

Section 3.5 Conflict of Interest. No voting member of the RRAC shall vote on any issue in which they, or the organization they represent, may reasonably be considered to have a conflict of interest or the member's participation would result in a violation of any state law, ordinance, ethics code or policy provisions. If a member could reasonably be considered to have such a conflict of interest pertaining to a matter that is to be addressed by the RRAC, before participating in any discussion or casting a vote on such a matter, the member shall disclose the conflict of interest to the RRAC. Unless the RRAC concludes, upon a majority vote of the remaining voting members, that the member's participation does not constitute a conflict of interest and that their participation in and vote will not be affected by their interest, the voting member shall abstain from discussion or voting on the matter. A member shall not appear before the RRAC as an advocate in relation to any matter in which he or she has abstained for reasons of conflict of interest, unless requested by members.

ARTICLE IV OFFICERS

Section 4.1 Officers. The RRAC shall have a Chairperson, Vice Chairperson, and Statewide Public Advisory Council (SPAC) delegate. Officers must be voting members.

- (a) Chairperson. The Chairperson shall preside at all meetings, rule on all points of order raised at meetings, call special meetings subject to the requirements of these Bylaws, consult with the Secretary on the preparation of agendas, and shall perform all other duties necessary or incidental to the office of Chairperson. The Chairperson shall appoint a SPAC representative.
- (b) Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in their absence, the duties set forth in these Bylaws and Governing Authorization, and any additional duties as determined by the RRAC.
- (c) SPAC Delegate. The SPAC Delegate represents the RRAC at SPAC Meetings.

Section 4.2 Administrative Support. The RRAC shall have administrative support to perform duties of the Secretary. The Secretary is considered a non-voting member.

- (a) Secretary. The Secretary shall record the minutes of all RRAC meetings, shall cause a record to be kept of all plans, documents, books and papers approved by and brought before the RRAC, shall provide copies of all such records upon request, shall perform such other tasks as may be delegated to them by the RRAC, and shall perform all other duties incident to the office of the Secretary.

Section 4.3 Term of Office. Officers shall serve terms of two years, with eligibility for re-election, except that a member shall not be eligible to serve more than three successive terms as Chairperson. If an officer steps down before the end of their term, the Nominating Committee shall nominate a new candidate to fulfill the remaining term of office and confirmed by a simple majority of voting members.

Section 4.4 Election. Officers shall be chosen every two years by vote of a simple majority of the RRAC voting members on or before the end of the calendar year. Officers assume their role at the beginning of the following calendar year. If votes are split among two or more candidates for a single position, and none of the candidates receives a simple majority of the votes, then there shall be a runoff election for the top two candidates.

ARTICLE V MEETINGS

Section 5.1 Open Meetings Act and Freedom of Information Act Compliance. All meetings and members of the RRAC shall comply, in all respects, with the Michigan Open Meetings Act and Freedom of Information Act.

Section 5.2 Frequency of Meetings, Notice and Records. The RRAC shall meet no less than 4 times per calendar year but shall meet as often and regularly as necessary to conduct and complete the business and duties assigned to it, and, in coordination with its Secretary, shall keep a record of its minutes, resolutions, transactions, findings, determinations, documents and other materials. The Secretary, in communication with the Chairperson and Vice-Chairperson, shall be responsible for establishing meeting dates and for drafting meeting agendas in accordance with the terms herein. Written notice, including a draft agenda, shall be provided to all current voting and non voting members at least **ten business days** prior to any meetings. Electronic mail, fax, or regular mail may be used to provide notice required by these rules. A voting member's attendance at a meeting constitutes a waiver of objection to failure of adequate notice.

- (a) Additional Meetings. The Chairperson, at their discretion, may call additional meetings for the purpose of taking actions that, in the Chairperson's judgment, should be considered by the RRAC prior to the next regularly scheduled quarterly meeting. In that event, notice including the time and place of the meeting shall be provided at least seven days prior to the meeting.

(b) Actions Without Meetings; Ratification. If the Chairperson decides, in consultation with the Executive Committee, that a RRAC action needs to be taken immediately, the Chairperson may take the action subject to ratification by the RRAC. The Chairperson shall clearly inform any interested parties that their decision is contingent on RRAC approval. The Chairperson shall inform the RRAC voting membership within two days of the Executive Committee's action. At the request of a RRAC voting member, the Chairperson must call a RRAC special meeting or conduct an email vote within ten days after the action is taken. At that special meeting, the RRAC may ratify, modify or reject the decision. If no request is made, this action will be placed on the agenda for a vote at the next regularly scheduled RRAC meeting.

Section 5.3 Place of Meeting. RRAC Meetings shall take place within the boundary of the Rouge AOC or in a virtual meeting.

Section 5.4 Rules of Procedure. The Chairperson shall conduct RRAC meetings. The Vice-Chairperson shall conduct meetings in the Chairperson's absence. In the absence of both the Chairperson and the Vice-Chairperson, the Secretary shall conduct RRAC meetings. Meetings shall be conducted according to the most recent edition of Robert's Rules of Order as a general guideline in all cases to which they are applicable, provided they are not in conflict with these Bylaws or any applicable state law or Governing Authorization.

Section 5.5 Agenda. To avoid undertaking business or activities beyond the scope of the purposes, authority and duties assigned by the Governing Authorization, and to promote orderly and efficient meetings, each meeting of the RRAC shall have an agenda prepared in advance of the meeting which shall be distributed to all members. The agenda shall be jointly prepared by the Chairperson and Vice-Chairperson. Other members of the RRAC may ask for items to be included on an agenda through the Chairperson or Vice-Chairperson, or by a majority vote of the membership.

Section 5.6 Rules for Citizen Participation at Meetings. As a publicly held Council, the RRAC welcomes public participation in regular meetings and shall provide opportunities for the public to provide comments and feedback.

ARTICLE VI COMMITTEES

Section 6.1 Committees. The RRAC shall have an Executive Committee and may form additional *ad hoc* committees to advise the RRAC on specific issues.

- (a) Executive Committee. The RRAC shall have an Executive Committee consisting of the officers and one additional voting member. The Executive Committee is authorized to act for the RRAC on any matter for which action is required or necessary prior to the next regularly scheduled RRAC meeting; however, the Executive Committee shall not be authorized to elect or remove any RRAC members. All Executive Committee actions are subject to ratification by the RRAC. The Executive Committee is authorized to establish rules and procedures for conducting RRAC business, excluding those established under the bylaws of the organization.
- (b) Nominating Committee. The RRAC shall have a standing Nominating Committee consisting of voting and non-voting members of the RRAC designated by the RRAC Chairperson and shall include the Vice-Chairperson, SPAC Representative, and at least one member at large. The Nominating Committee shall be responsible for presenting nominations for filling vacancies on the RRAC and committee chairs, as needed.
- (c) Recruitment and Retention Committee. The RRAC shall have a standing Recruitment and Retention Committee consisting of members of the RRAC designated by the Chairperson, and shall assist the RRAC in identification, recruitment, skills assessment and recommendation of new members.
- (d) *Ad Hoc* Committees. The RRAC shall have the authority to create ad hoc committees as needed. Any member, voting or non-voting, may serve on an ad hoc committee. The chair of an ad hoc committee must be a voting member and will be appointed by the RRAC Chairperson. Membership on a committee may be established and/or limited by the RRAC Chairperson. All ad hoc committees will be a recommending body to the full RRAC.

Section 6.2 Powers. Committees shall have no final authority in and of themselves other than to make reports and recommendations to the RRAC.

ARTICLE VII ADMINISTRATION, REPORTING & DISCLAIMER

Section 7.1 Administration. The RRAC, 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.

Section 7.2 Financial Reporting. The RRAC fiduciary or other third parties providing service to the RRAC shall provide quarterly financial reports to the Executive Committee. The Executive Committee shall provide the financial report to the full RRAC.

Section 7.3 Disclaimer. The RRAC is a volunteer group of stakeholders and shall not be held responsible for the results of voting on projects as they apply to projects designed, planned, and engineered towards Beneficial Use Impairment removal and progress toward eventual delisting within governmental and/or private property.

ARTICLE VIII AMENDMENTS

Section 8.1 Method. These Bylaws may be amended at a duly constituted meeting of the RRAC by the affirmative vote of a two-thirds majority of all its voting members.

Section 8.2 Proposal. Amendments to these Bylaws may be proposed by any voting or non-voting member of the RRAC or a Bylaw Committee.

Section 8.3 Meeting. Upon any such amendment being proposed, the proposed amendment may be considered at the same or any subsequent regular meeting or a special meeting called for that purpose. All voting and non-voting members must be notified at least 10 days prior to the vote of RRAC.

Section 8.4 Distribution. A copy of these Bylaws, and each amendment to these Bylaws, shall be furnished to every member of the RRAC after adoption, provided, however, that these Bylaws, and any duly adopted amendment to them, shall be binding upon all members irrespective of whether such member actually receive a copy of the amendment or the Bylaws.

Section 8.5 Regular Review. These Bylaws shall be reviewed by the RRAC Executive Committee annually to ensure that they remain up-to-date and consistent with existing laws, Governing Authorization, and practices.

Recommend By: RRAC Bylaw Committee on the 6th day of September, 2022.

Approved By: RRAC on the 12th day of September, 2022.

(As adopted by the RRAC on July, 1993 and amended on August 16, 1995, September 15, 1995, February 17, 1999, June 30, 2004, September 18, 2012, September 12, 2022)