

BYLAWS
of the
CLEAN AIR PARTNERS¹

ARTICLE I
NAME, FORMATION, PURPOSE, RESPONSIBILITIES,
LOCATION, AND FISCAL YEAR

Section 1.1 Name

The name of the organization shall be the *Clean Air Partners* ("Partners

Section 1.2 Organization

- a. Clean Air Partners was founded as a joint project of the Metropolitan Washington Council of Governments (COG); the Baltimore Metropolitan Council (BMC); the District of Columbia, Maryland, and Virginia; and private sector organizations in the region's business and environmental communities.
- b. BMC and COG have jointly chartered Clean Air Partners. Clean Air Partners shall:
 - (1.) Operate under the general rules that apply to a 501 (c) (3) organization under the direction of the Clean Air Partners Board of Directors.
 - (2.) Function as a quasi-independent unit within the administrative framework of an existing 501 (c) (3) organization and consistent with the relevant policies and practices established by that organization's Board of Directors.
- c. The chartering organizations recognize that Clean Air Partners may conclude its affiliation with any parent organization and establish itself as a freestanding organization consistent with the conditions for separation contained in Article XI of these bylaws.

Section 1.3 Purpose

- a. Clean Air Partners will serve Northern Virginia, the District of Columbia, and Central Maryland (the "Baltimore-Washington Region" or "Region").
- b. Clean Air Partners will educate the public about the health effects of ground-level ozone and motivate employers and individuals to take efficient and effective voluntary actions that will improve air quality in the Baltimore-Washington Region.



Section 1.4 Roles and Responsibilities

- a. Clean Air Partners will provide proactive leadership for improving air quality throughout the Region. It will work closely with state and local governments and agencies responsible for air quality management.
- b. The Partners will seek joint air quality improvement projects with government, for-profit and nonprofit organizations, and employers from all sectors.
- c. Clean Air Partners specific roles include:
 - (1.) Projecting a unified message and comprehensive work program for public education about voluntary actions to attain clean and healthy air.
 - (2.) Conducting public education projects.
 - (3.) Encouraging others to use the Clean Air Partners name for air quality projects.
 - (4.) Developing voluntary action programs.

Section 1.5 Location

The principal office of Clean Air Partners shall be located initially in care of the Metropolitan Washington Council of Governments, 777 North Capitol Street, N.E., Washington, DC 20002-4229.

Section 1.6 Fiscal Year

Clean Air Partners' fiscal year shall begin on July 1 and end on June 30.

Deleted: January 1 and end on December 31

ARTICLE II GENERAL MEMBERSHIP — ELIGIBILITY, FEES RIGHTS, MEETINGS, AND POWERS

Section 2.1 Eligibility

Clean Air Partners is a consortium of public and private sector interests. Its membership shall include public and private sector organizations and individuals that want to improve air quality, that meet the Clean Air Partners' requirements for membership, and that contribute annually both effort and financial support to the Clean Air Partners' activities.

Section 2.2 Fees

- a. Membership fees help fund the ongoing administration of the organization. Funding for specific projects will be sought on a project-by-project basis.
- b. The Board will annually set membership fees.
 - (1.) Fees will be minimal and the same for all members to encourage broad membership and participation.



- (2.) The Board may establish other classes of membership.
- (3.) All classes of membership shall have the same authority in decisions.

Section 2.3 Organizational Representatives

Each member shall appoint a representative (“Representative”). This Representative shall serve as the designated contact and voting representative of the member organization until an official of that member organization notifies the Secretary of the Partners otherwise.

Section 2.4 Meetings, Voting, Quorum, Rights, and Powers

- a. The annual general membership meeting (“Annual Meeting”) shall be held each year during November, at a time and place selected by the Board of Directors. The Representatives at this meeting shall:
 - (1.) Review the prior year results;
 - (2.) Approve the strategy that will guide the next year’s work plan;
 - (3.) Approve the proposed annual budget.
 - (4.) Elect directors; and
 - (5.) Conduct other business that comes before the meeting.
- b. Special general membership meetings, for any purpose, may be called by the Chair, action of the Board of Directors, or petition of ten percent (10%) of member organizations.
- c. Written notice of all general membership meetings shall be served upon or mailed to each Representative at least three weeks in advance.
- d. Each Representative shall have one vote on any matter coming before general membership meetings.
- e. A quorum of the general membership, twenty percent (20%) of Representatives, must be present to transact business. If, however, such a quorum shall not be present, the Representatives, present in person, shall have the power to adjourn the meeting, without notice other than announcement at the meeting until a quorum is present.
- f. While customary parliamentary majorities, except as otherwise provided by these bylaws, shall decide questions brought before membership meetings, it is the Clean Air Partners’ intent to seek solutions that benefit all of its members.

ARTICLE III
**BOARD OF DIRECTORS — AUTHORITY AND RESPONSIBILITY,
SELECTION, MEETINGS, OTHER**

Section 3.1 Board of Directors

- a. The Board of Directors shall be the governing body of the Partners. Between meetings of the entire membership, it shall be responsible for the general policies and programs of the Clean Air Partners and for the control of its funds.
- b. The Board of Directors shall also be responsible to:
 - (1.) Prepare agendas for membership meetings.
 - (2.) At Annual Meetings, report on program and financial results and propose the strategy and budget for the following year's work plan.
 - (3.) Adjust the strategy and budget to meet unanticipated needs or changed situations.
 - (4.) Approve contractual relationships required to execute Clean Air Partners sponsored and supported programs and for providing routine administrative services for the organization.
 - (5.) Raise funds for the organization.
 - (6.) Recruit new members.

Section 3.2 Selection and Length of Service

- a. The Board of Directors shall have up to 31 members. Directors shall be elected for staggered three-year terms. Board membership is to be based on an individual Representative's talents and his organizational affiliation. If an individual's organizational affiliation changes, the full Board will review his continued participation as a Director.
- b. The Board will be constituted of regional membership categories as follows:
 - (1.) Four from local governments — Elected officials or their representatives, balanced by jurisdiction and geography. To the extent possible, representatives should be on the regional air or transportation bodies.
 - (2.) Six from state environmental and transportation agencies — Two from each state.
 - (3.) Twelve from business and major employers — Balanced considering categories of regulated industry, business advocacy, major employers from both the public and private sectors.
 - (4.) Five from advocacy organizations: education, health, environment, transportation, and civic affairs.
 - (5.) Four from the Region at Large — Two to be elected at the Annual Meeting and two to be appointed at the discretion of the Board of Directors.
 - (6.) Vacancies in any category shall only be filled by Representatives of that category.
- c. Elections will take place at the Annual Meeting. The Nominating Committee shall present a slate of candidates for consideration. Nominations from the floor will be accepted.

Section 3.3 Meetings and Quorum

- a. The Board of Directors shall meet at least quarterly unless determined otherwise by the Board or the Chair. Written notice of such meetings and the business to be transacted shall be delivered to each member of the Board at least five days before the meeting.
- b. The Chair may call special meetings of the Board on three days notice to each Board member. Special meetings shall be called on like notice on the written request of seven (7) Board members. The notice of all special meetings of the Board shall include a written statement of the purpose of the special meeting.
- c. A quorum of the Board of Directors, fifty-one percent (51%) of the Directors, must be present to transact business. If, however, such a quorum shall not be present, the Directors, present in person or interactive electronic means, shall have the power to adjourn the meeting, without notice other than announcement at the meeting until a quorum is present.
- d. Clean Air Partners intends to strive for consensus decisions. When this is not possible, the will of the customary parliamentary majority of the Directors present, except as otherwise provided by these bylaws, shall decide questions brought before the Board.
- e. All meetings of the Board are open to all Representatives except as specified in Section 3.3 f.
- f. The Board may meet in executive session to discuss personnel and contract issues.

Section 3.4 Notices

Whenever any notice is required to be given under the provisions of the bylaws to any Board member, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to receipt of such notice.

Section 3.5 Resignation

Any Board member may resign by delivering his written resignation to the Chair, First Vice Chair, or the Secretary. Such resignation shall be effective upon receipt (unless specified for some other time); acceptance thereof shall not be necessary to make it effective.



Section 3.6 Vacancies

The Board of Directors may appoint a Representative to fill any vacancy on the Board that was left unfilled at the Annual Meeting or that is due to death, resignation, or disqualification. All appointments shall be consistent with the makeup of the Board of Directors as described in Section 3.2.

Section 3.7 Compensation

Elected Officers and Board members shall not be compensated for any services rendered as an officer or board member of the Partners.

Section 3.8 Absences

Board membership review will be allowed after three consecutive absences.

ARTICLE IV OFFICERS AND AGENTS

Section 4.1 Eligibility and Election

The officers of the Board shall be the Chair, First Vice Chair, Second Vice Chair, Secretary, Treasurer, and such officers, if any, as the Board may determine. The Board will annually elect its officers from the Directors, at its first meeting following the Annual Meeting. In nominating and electing officers, the Board shall consider balancing the leadership by geography and sector.

Section 4.2 Chair

The Chair shall be responsible to implement all decisions of the Board. The Chair shall preside at all meetings of the Board of Directors and of the General Membership.

Section 4.3 Vice Chairs

The vice chairs shall perform the duties of the Chair in the absence or incapacity of the Chair. The First Vice Chair shall assist and supervise the standing committees, excepting the Nominating and Executive committees. The Second Vice Chair shall assist and supervise project committees.

Section 4.4 Secretary

The Secretary shall record, maintain records, and distribute copies of all proceedings of the Partners. Such records shall contain the original or attested copies of these bylaws, the names of Representatives, Directors, and Officers, and the address of each. If the Secretary is absent for any meeting of the Board, a temporary secretary chosen at the meeting shall exercise the duties of Secretary for that meeting.

Section 4.5 Treasurer

- a. The Treasurer shall ensure that:
 - (1.) All funds and securities of the Partners are held in proper custody;
 - (2.) A full and accurate accounting of receipts and disbursements is maintained;
 - (3.) All money and other valuable effects of the Partners are held to its credit.
- b. The Treasurer will at least quarterly report to the Board on the status of the Partners' finances.
- c. The Treasurer will establish practices that satisfy accounting requirements of all grantors to Clean Air Partners and that prove the organization is operating according to the general rules that apply to a 501 (c) (3) nonprofit.

Section 4.6 Resignation

Any officer may resign by delivering his written resignation to the Chair, First Vice Chair, or the Secretary. Such resignation shall be effective upon receipt (unless specified to be effective for some other time); acceptance thereof shall not be necessary to make it effective. The resignation of an officer pursuant to this section shall not affect his status as a Director.

Section 4.7 Vacancies

The Board of Directors shall elect a member of the Board to fill the remaining term of any officer when such office becomes vacant.

Section 4.8 Managing Director

The Board shall appoint a Managing Director to assist the Officers and Board Members. The Managing Director will manage day-to-day operations of the Partnership and coordinate its ongoing programs; handle relations with granting agencies; represent the Clean Air Partners in public and private settings; and perform other tasks assigned by the Board.

The Managing Director shall be a voting member and chair of the Finance and Fund Raising Committee. He shall be an ex officio, nonvoting member of the Board and Executive Committee.

ARTICLE V COMMITTEES — GENERAL, STANDING, PROJECT

Section 5.1 Committees General

- a. The standing committees of the Partners include Executive, Technical and Policy, Membership and Recruiting, Finance and Fund Raising, Marketing and Education, Nominating, and others as established by Board or Membership action.



- b. The Executive Committee will establish project committees for the life of individual projects. A written charter will delineate the committee's life, responsibilities, and authorities.
- c. The Board will annually appoint the chair and members of the Nominating Committee.
- d. The Board of Directors will appoint committee chairs of the other standing committees.
- e. The Executive Committee, subject to review of the full Board, will appoint project chairs and committee members to the standing and project committees.
 - (1.) During each two year term, each Director will chair or participate on a committee
 - (2.) Committee members need not be a member organization's designated Representative.

Section 5.2 Executive Committee

The Executive Committee shall consist of the Chair, two vice chairs, the Secretary, Treasurer, representatives of state funding agencies, and others deemed necessary by the Chair. The Chair of the Board will serve as Chair of the Executive Committee. The Executive Committee will meet monthly, unless determined otherwise by the committee or the Chair, to discharge its functions:

- (1.) Prepare the agenda for meetings of the Board.
- (2.) Appoint members to standing and project committees.
- (3.) Recommend strategies and policies for meeting the Partners' goals.
- (4.) Discharge other duties assigned by the Board.
- (5.) Act for the Board, between meetings of the full Board.

Section 5.3 Technical and Policy

The Technical and Policy Committee will:

- (1.) Coordinate long term planning.
- (2.) Identify and recommend to the Board projects that will best improve ground-level ozone through voluntary behavior changes in the public.
- (3.) The committee is to work with technical resources in government, regional air and transportation planning boards, and environmental and business advocacy groups to identify these projects.
- (4.) Its final recommendations will weigh heavily each project's forecast contribution toward achieving credits for voluntary measures in state implementation plans and the transportation conformity process and meeting the Clean Air Partners' stated goals.

Section 5.4 Membership and Recruiting

The Membership and Recruiting Committee will identify and pursue for membership in Clean Air Partners and participation in its programs, individuals and organizations based in the Region.

Section 5.5 Finance and Fund Raising

The Finance and Fund Raising Committee will assist the Treasurer in preparing budgets, seeking grants and sponsorships, and pursuing other fund raising activities. The Managing Director will chair this committee and the Treasurer shall be an ex officio member of it.

Section 5.6 Marketing and Education

The Marketing and Education Committee has three primary responsibilities:

- (1.) Develop and maintain effective methods for marketing Clean Air Partners messages to the community.
- (2.) Achieve positive recognition for Clean Air Partners and its positions, and for contributions made to improved air quality by its members and sponsors.
- (3.) Sanctioning projects that use the "Clean Air Partners" name.

Section 5.7 Nominating Committee

The Nominating Committee shall report directly to the Board. It shall consist of three members and have four primary responsibilities:

- (1.) Present to the general members at the Annual Meeting a slate of candidates for election to the Board. This slate will consider geographical and sector balance and the specific requirements of Article III.
- (2.) Recommend to the Board, at its first meeting following the Annual Meeting, a slate of candidates for election to be officers of the Board.
- (3.) Recommend to the Board candidates to fill any vacancies for directors or officers that were left unfilled at the Annual Meeting or are due to death, resignation, or disqualification.
- (4.) Recommend to the Board when it should consider an individual Director's attendance or change in affiliation as grounds for disqualification.

Section 5.8 Project Committees

The Executive Committee will charter project committees to manage or coordinate specific projects. Depending on the project, a project committee will either:

- (1.) Coordinate with organizations that are sponsoring projects under the auspices of Clean Air Partners or that Clean Air Partners has chosen to endorse. Sponsoring organizations need not be members of Clean Air Partners.
- (2.) Directly manage projects for the Partners.



**ARTICLE VI
PERSONAL LIABILITY**

Section 6.1 Personal Liability

The Directors of the Partners shall not be personally liable for any debt, liability or obligation of the Partners.

**ARTICLE VII
INDEMNIFICATION**

Section 7.1 Right of Indemnification

To the extent permitted by law, the parent organization shall indemnify and reimburse any person (or the personal representative of any person) who at any time serves or shall have served as a Director, Officer, or other agent of Clean Air Partners against and for any and all claims and liabilities to which he may be or becomes subject by reason of such service and against any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he is made a party by reason of such service except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith and the reasonable belief that his action was in the best interest of the Partners.

**ARTICLE VIII
EXEMPT ACTIVITIES**

Section 8.1 Restricted Activities

No Representative, Director, Officer, or other agent of Clean Air Partners shall take any action or carry on any activity by or on behalf of the Partners that is prohibited for an organization that is exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and to which contributions are deductible under Section 170 (c) (2), 2055 (a) (2), or 2522 (a) (2) of such Code (or the corresponding provisions of any subsequent law).



**ARTICLE IX
CONFLICT OF INTEREST**

Section 9.1 Conflict of Interest

No particular matter of the Partners shall, in the absence of fraud, be affected or invalidated by the fact that any Representative, Director, Officer, or other agent of Clean Air Partners may be a party to or have an interest, pecuniary or otherwise, in such matter provided that the nature and extent of his interest shall be disclosed to the Board of Directors before it acts on such matter and provided that the Representative, Director, Officer, or other agent does not participate in the matter.

**ARTICLE X
AMENDMENTS**

Section 10.1 Amendments

- a. These bylaws may be altered, amended, or repealed in whole or part by the affirmative vote of two thirds of Directors present at a Board meeting.
 - (1.) The meeting agenda and text of the proposed changes must be served upon or mailed to each Representative at least three weeks before that meeting.
 - (2.) The assembled Board will entertain Representative's comments before the Directors act on proposed amendments.
- b. These bylaws may be altered, amended, or repealed in whole or part by the affirmative vote of two thirds of the members present:
 - (1.) At the Annual Meeting; or
 - (2.) At a special membership meeting. The meeting agenda and text of the proposed changes must be served upon or mailed to each Representative at least three weeks before that special meeting.

**ARTICLE XI
AFFILIATION AND DISSOLUTION**

Section 11.1 Affiliation

Consistent with the actions of the BMC and COG boards of directors that authorized establishing Clean Air Partners, Clean Air Partners agrees to operate and carryout its administrative functions by affiliating itself with COG. This relationship recognizes:

- (1.) The Clean Air Partners' Board of Directors shall develop its own annual work plan and budget.
- (2.) The COG Board of Directors shall annually review these documents to determine that Clean Air Partners has the demonstrated resources to carry out the financial responsibilities reflected in its work program.



11.2 Opportunity to Disaffiliate

Consistent with the action of the BMC and COG boards of directors authorizing the establishment of Clean Air Partners, the Partnership, acting through its Board of Directors, may conclude its affiliate relationship with COG by giving notice of such termination to the Executive Director of COG at least ninety (90) day before the end of COG's fiscal year in which the termination action is taken. Any funds held by COG on behalf of Clean Air Partners, other than the COG contribution, shall be transferred to the Partnership's successor in interest after all expenses attributable to the Partnership's operation have been liquidated.

Section 11.3 Dissolution

Upon dissolution of the Partners, any assets remaining shall be paid to organizations working to improve the Region's environment and that qualify as exempt organization under provision of Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets shall inure to the benefit of, or be paid or distributed to a Representative, Director, or Officer.

Approved by a two-thirds favorable vote of representatives at the annual meeting of the membership, November 8, 2000.

Secretary

Bylaws 0b08.doc

¹ As amended at the annual meeting of the membership, November 8, 2000.

