



BYLAWS

Pursuant to the powers and authority vested in the Great Lakes Commission by paragraph K of Article IV of the Great Lakes Basin Compact, the following Bylaws are adopted and shall remain in force until amended.

ARTICLE I COMPONENT STATES

The states of Illinois, Indiana, Michigan, Minnesota, New York, Ohio, Pennsylvania and Wisconsin having ratified the Great Lakes Basin Compact by act of their legislatures are recognized as the component states of this Compact which has become operative in view of the provisions of Article II, section A of this Compact. The provinces of Ontario and Québec, by actions of their governments through a Declaration of Partnership, are recognized as associate (non-voting) members of the Compact.

ARTICLE II MEMBERSHIP

SECTION 1 - The members appointed by and certified to the Commission by the component states shall constitute the members of the Commission.

SECTION 2 - Pursuant to the provisions of the Compact, each states shall have a total of three votes on any matters coming before the Commission to be cast in accordance with the applicable laws of such state. Should any Commission or any committee, special committee, or task force member be absent from any Commission or committee, special committee or task force meeting, their vote may be cast by a duly appointed proxy in accordance with Article IV, Section E of the Compact, whose authority shall be in writing and filed with the Chair of the Commission or committee, as the case may be, at the time of or before said meeting.

SECTION 3 - Each state or the Commission itself shall be permitted to make use of advisors and consultants of its own choice at any meeting of the Commission or of any committee, special committee or task force. Such advisors and consultants may be permitted to participate in discussions and deliberations without the power to vote.

SECTION 4 - The Commission shall be permitted to designate observers representing the United States and Canadian federal governments, regional organizations, or any others it may so designate to advance the goals and objectives of the Great Lakes Basin Compact. Observers may be permitted to participate in discussions, deliberations and other activities as approved by the Commission, but shall have no vote.

ARTICLE III BOARD OF DIRECTORS

SECTION 1 - There is established a Board of Directors (hereafter referred to as “the Board”) to be composed of a Commissioner from each component state. The governors of each state, where not inconsistent with state law, shall designate the person who shall serve on the Board. The Chairs of the Ontario and Québec delegations to the Commission shall serve in an associate (non-voting) capacity on the Board. The Chair and Vice Chair of the Commission shall be elected by the Commission from among the state delegation members and, upon election shall also be members of the Board. The Chair of the Commission shall also hold the title of Chairman of the Board.

SECTION 2 - The Board shall evaluate the work, activities, programs and policies of the Commission and shall recommend to the Commission the taking of any action by the Commission relative to such areas. It shall also serve in an advisory capacity to the Chair and Vice Chair of the Commission and shall perform such other duties and functions as the Commission shall delegate to it or otherwise authorize it to perform from time to time on behalf of the Commission. It shall meet on the call of the Chair.

SECTION 3 - The Board shall review and evaluate budget(s) proposed to be considered by the Commission in accordance with Article VII. Pursuant to Section 8, Article VII, the Board shall authorize, by majority vote of members present, the adoption of changes to the general operating budget of the Commission. The Board may authorize increases or decreases of the budget by majority vote of members present. Alterations within previously approved amounts of spending categories, not changing the general operating budget amount, may be adopted by majority approval of the Board members present.

SECTION 4 - The Board shall, from time to time, review the personnel policies of the Commission and receive recommendations from Commissioners and the President/Chief Executive Officer on these personnel policies. The Board may authorize changes to the Commission’s "Personnel Policies and Procedures" and authorize changes in compensation for the President/CEO and staff personnel within available budget amounts. Compensation includes salary and fringe benefits available to staff.

SECTION 5 - The Board shall review proposed policies that are prepared for consideration by the Commission and shall report to the full Commission on the findings of the review and provide recommendations on adoption or suggested changes.

SECTION 6 - The Board shall report on all Board meetings at the next regularly scheduled or special Commission meeting. Draft minutes of Board meetings will be furnished to all Commissioners as soon as possible.

SECTION 7 - Board meetings will be held as needed, including by conference call or in conjunction with full Commission meetings to conserve travel costs to the extent practical for member states. Board meetings shall be open to all Commissioners as observers. All meetings will be announced to the entire membership. Board decisions will be made on the basis of a majority vote of those present.

SECTION 8 - The Board will act on Commission policy and budget matters in accordance with the following guidelines:

- a) The Commission at a special or regularly scheduled meeting, refers the issues to the Board for action. All Commissioners may participate in discussions, but only Board members will be entitled to vote on the issue.

- b) The Commission is unable to adequately resolve an issue (e.g., additional research, discussion or coordination is required, in a timely manner not available to the full Commission.) The Board may receive a referral from the Commission, or the Chair, and after discussion with the Vice Chair and President/CEO, may notify all Commissioners that an issue has been referred to the Board for action and resolution. Any objections shall be considered by the Chair. Other Commissioners desiring to participate may do so through the Board member representing their state or province.
- c) For issues in which circumstances require an immediate decision or action, the Chair, after discussion with the Vice Chair and President/CEO, may refer the issue to the Board when a full Commission meeting is not an option for resolution. The Chair will report on all action taken by the Board to the full Commission by regular mail or equivalent as soon as practicable.

SECTION 9 - There is established the position of Immediate Past Chair to be held by the departing Chair for the period of his/her successor's tenure as Chair. The Immediate Past Chair may be designated, by the Chair in consultation with the Board, to undertake special activities as deemed appropriate.

SECTION 10 - The Chair may designate members of the Board to undertake other special responsibilities as deemed appropriate.

ARTICLE IV OFFICERS

SECTION 1 - Nominations for Chair and Vice Chair of the Commission shall be made by a nominating committee appointed by the current Chair, and election shall be held at the annual meeting of the Commission. Election to each office shall be by majority vote and each state shall be entitled to three votes. The Chair and Vice-chair shall hold office for one year or until their successors are elected and qualified. In the event the office of Chair becomes vacant, nomination and election to fill the vacancy shall be effected at any meeting of the Commission after due notice to all Commissioners.

SECTION 2 - Chair: The Chair shall take office immediately following adjournment of the meeting at which elected. The Chair shall preside at all meetings of the Commission and of the Board from such time until a successor shall take office. The Chair shall appoint, or establish the process of appointing, the members of committees, special committees, and task forces. The Chair shall serve as a voting member of the Board.

SECTION 3 - Vice Chair: The Vice Chair shall act for the Chair in the event of the latter's absence or disability. The Vice Chair shall serve as a voting member of the Board.

SECTION 4 - President/CEO: Subject to the general supervision of the Commission, the President/CEO shall be the full time executive officer of the Commission. The President/CEO shall be employed by the Commission and shall hold office at the pleasure of the Commission; and shall:

- (a) Carry out its policies;
- (b) Serve as editor of any Commission publication;
- (c) Coordinate the activities of all committees, special committees and task forces;
- (d) Arrange details and facilities, including secretarial and other services for all Commission and Committee meetings;
- (e) Serve as ex-officio member without vote for all committees, special committees and task forces;
- (f) Cause to be made a record of the proceedings of the Commission and Board and preserve the same in the headquarters office;
- (g) Give notice of all meetings;
- (h) Make recommendations on programs, policies, and activities of the Commission;

- (i) Exercise general supervision under the direction of the Commission of all the Commission programs and activities;
- (j) Have immediate charge of the headquarters office and personnel.

SECTION 5 - Executive Staff: The executive staff of the Commission shall consist of President/CEO and such other staff members as may be designated by a majority vote of the Board from time to time.

ARTICLE V COMMITTEES

SECTION 1 - The Commission may, from time to time and as deemed necessary, delineate committees, special committees, and task forces to carry out its initiatives. Each committee, special committee, or task force shall consist of persons from each interested state and province, nominated by the Chair of the delegation and appointed by the Chair. Each state shall be entitled to one vote on each committee, special committee and task force. In addition, the Chair of each committee, special committee or task force may arrange for associates or advisors, without payment of compensation or expenses to the same unless authorized by the Commission, to assist the committee, special committee or task force and participate in its deliberations and discussions without power to vote on recommendations.

SECTION 2 - The committees, special committees, and task forces shall conduct studies and research, prepare memoranda and reports in their assigned fields and on that basis make recommendations to the full Commission for specific action to be taken in a particular field. Any and all action on legislative recommendations of a committee, special committee or task force other than discussion, study and voting will be made only with the approval of the Commission.

SECTION 3 - Each committee, special committee or task force shall meet as needed to conduct assigned duties. Through its Chair, or the Chair's designee, each committee, special committee or task force shall periodically submit a written report to the Commission at regular annual meetings of the Commission or at other times as deemed appropriate. Recommendations by the committees, special committees and task forces calling for action by the Commission shall be received in writing by the Chair of the Commission and the President/CEO at least one month prior to the date of the meeting of the Commission at which such action is to be sought, unless special permission is granted by the Commission Chair for a late report.

ARTICLE VI MEETINGS

SECTION 1 - Annual and semiannual meetings: The Commission shall meet at least twice annually. The annual meeting normally shall be held during the month of October; the semi-annual meeting normally shall be held during months of March, April or May. The Chair shall consider recommendations and invitations of Commissioners in selecting meeting locations, and views on conditions which tend to over-ride the normally established meeting dates.

SECTION 2 - Notice: The President/CEO shall mail notice in writing of the time and place of each regular meeting of the Commission to each member not later than 60 days prior to the date of the meeting.

SECTION 3 - Special meetings: Special meetings of the full Commission may be called by the Chair to be held at times and places identified in an official call for such meetings.

SECTION 4 - Order of business and rules: The order of business which may be developed by Bylaws, tradition or ruling of the presiding officer of the Commission or Board may be changed at any meeting of the

body proposing a change in its order of business by vote of a majority of members present, except as otherwise provided by the Compact or the Bylaws. The usual applicable parliamentary rules and precedents will govern all proceedings.

ARTICLE VII BUDGET AND FINANCE

SECTION 1 - All component states shall share equally in the expenses of the Commission. Each individual state shall bear the expenses of its Commissioners at Commission annual, semiannual and Board meetings. and such expenses shall not be paid out of funds in the Commission treasury.

SECTION 2 - In the case of committee, special committee or task force programs the Commission may authorize the payment of expenses of committee, special committee or task force members from Commission funds.

SECTION 3 - Financial remittances to the Commission by each member state shall be requested for each fiscal year. The amount of each remittance shall be determined by the Commission in accordance with Sections 1, 6, 7 and 8, this Article and Article V of the Compact.

SECTION 4 - The President/CEO shall, on a quarterly basis, prepare and submit to the Board a statement presenting the Commission's financial condition.

SECTION 5 - With the approval of the Board, the President/CEO may make transfers of funds within the approved budget of the Commission.

SECTION 6 - The budget of estimated expenditures referred to in Article V of the Compact shall be adopted by the Board prior to the relevant fiscal year, and presented at the next meeting of the Commission.

SECTION 7 - The budget of the Commission shall consist of two parts:

- a) The "general operating budget" shall include, but not be limited to funds remitted by each member state, Commission reserve funds and interest earned. Expenditures will normally include routine operating costs for the Commission.
- b) The "restricted fund budget" shall include income from projects, grants and other sources not considered as a routine revenue. Expenditures will normally be made to fund costs of the projects or grants incurred by the Commission. Transfers to pay Commission operating expenses may be made in accordance with grant or project authorization.

SECTION 8

- a) The President/CEO shall prepare a proposed annual budget for review and evaluation by the Board at least 45 days prior to the new fiscal year. The proposal shall include estimated income and expenditures for each part of the budget.
- b) The Board will make necessary changes to the proposal and will recommend a budget to be considered by the full Commission. The general operating budget component shall be used to determine the financial remittance required by each member state. After adoption by the Commission, only a majority vote by the full Commission shall authorize a change in a member state's required financial remittances.

SECTION 9 - Certain changes and alterations are expected to occur within the approved budget. These will be handled as follows:

- a) Changes in the general operating budget, not requiring a change in required member state remittances, may be made by majority vote of the Board or by a majority vote of the full Commission.
- b) Changes in the restricted fund budget, not amending the general operating budget, may be adopted by a majority vote of the full Board or by a majority vote of the full Commission.
- c) Changes in the budget, requiring alterations in the required member state remittance will only be authorized by majority vote of the full Commission.
- d) Changes in the budget requiring immediate action, where a Board or full Commission meeting is not possible, may be made by the President/CEO in consultation with the Chair or Vice Chair, as available. A subsequent report to, and ratification by, the Board or Commission, as appropriate, will be sought.

ARTICLE VIII AMENDMENT OF BYLAWS

These Bylaws may be altered and amended at any regular meeting upon the affirmative majority vote of the Commission. However, no amendment may be considered at any such meeting unless the proposed amendment shall have been received by the Chair and President/CEO at least one month prior to the first day of the month of which said regular meeting shall be held. Immediately upon receipt of such proposed amendment the President/CEO shall refer it to the Board and shall send a copy thereof to each member of the Commission within fifteen days after the receipt thereof, together with notice of the date on which the proposed amendment will be acted upon by the Commission.

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