

Environmental Council of the States

Organizational Structure and Bylaws As Amended on September 6, 2024

I. Name, Mission, and Purpose

- A. **Name.** The name of this organization shall be the Environmental Council of the States, hereinafter referred to as ECOS.
- B. **Purpose.** The purpose of ECOS is to improve the capability of State environmental agencies and their leaders to protect and improve human health and the environment of the United States of America.

Our belief is that State government agencies are the keys to delivering environmental protection afforded by both Federal and State law. Further, ECOS provides leadership on environmental issues of national importance and plays a critical role in facilitating a quality relationship among and between Federal and State agencies. To fulfill its mission, ECOS will:

- Articulate, advocate, preserve, and champion the role of the States in environmental management;
- Provide for the exchange of ideas, views, and experiences among States and with others;
- Foster cooperation and coordination in environmental management; and
- Articulate State positions to Congress, Federal agencies, and the public on environmental issues.

II. Organizational Structure

- A. **State, Territorial, and District of Columbia Membership.** The official member from each State, Territory, and the District of Columbia (hereinafter referred to as “States”) shall be the executive branch environmental official with primary responsibility for air, water, and waste programs. The member may also designate others from his or her State to participate in ECOS.
- B. **Associate Memberships.**
1. **Alumni Members.** Persons who served as State environmental commissioners or deputy commissioners since the establishment of ECOS may join as Alumni Members under provisions to be established by the Board of Directors (hereinafter referred to as “the Board”).
 2. **Other Associate members.** (RESERVED)

C. **Voting Privilege.** During meetings of the body-at-large, each State may cast only one vote. That vote shall be cast by each official member or his/her designee. A State may exercise voting privileges only if it is in good standing pursuant to Section II.E of these Bylaws. A State may give its proxy to another State, in writing, and that proxy vote will be counted, provided the presiding officer of the session in which it is to be used is advised in advance that the proxy has been given. To facilitate that notice, the Chair will provide an opportunity for members to declare their proxies prior to each vote. (For voting procedures on the Board, see section II.F.6 below. For voting procedures on resolutions, see section VII.E below.)

D. **Funding.** ECOS shall be funded through State dues, meeting fees, sponsorships, donations, grants, contracts, and cooperative agreements with Federal agencies or foundations and other such mechanisms as approved by the Board.

E. **Dues.**

1. The Board shall recommend and the membership shall establish the amount of annual dues that each State shall pay, and may from time to time reconsider this amount.
2. ECOS shall invoice each State for its dues once per year at or near the beginning of the ECOS fiscal year, which begins on October 1 of each year.
3. **In Good Standing.** States that have complied with part 4, 5, or 6 of this section are “in good standing.”
 - a. States that are in good standing are eligible to vote, hold leadership positions, and fully participate in ECOS matters.
 - b. States not in good standing, and hence not enjoying member voting privileges, may continue to register for, attend, and otherwise participate in all ECOS meetings.
 - c. States not in good standing may not hold office, be a Chair or Vice Chair of a Committee, be on the Board, or hold any other leadership position. They may not introduce resolutions or make or second motions.
4. Dues are due and payable by December 31. States remain in good standing during the period of October 1 through December 31.
5. Should States require a payment date beyond December 31, they shall, prior to December 31, provide a written plan for dues payment that specifies how dues are to be paid in full prior to the end of the fiscal year. States that submit and follow such a plan remain in good standing.
6. Upon written application by a State requesting waiver of some or all of the annual dues, the Officers shall consider the reasons for which the request is made, and may, by majority vote, approve a full or partial

waiver. This waiver provision is intended for short-term or emergency circumstances; such a waiver will be rarely given, and only in the most extreme cases will a waiver be granted in a second consecutive year to the same applicant. The Officers may also consider circumstances affecting several or many States and, if in unanimous agreement, instruct the Executive Director to make adjustments to dues during a fiscal year for those States. Any State granted such a waiver or adjustment will be in good standing.

F. Board of Directors.

1. **General Responsibilities.** ECOS shall be governed by a Board, including an Executive Committee of the Officers, and staffed by the Executive Director. The Board will be responsible for overall leadership and day-to-day decision making, coordination of Committees and conferences, secretarial relations, development of policy proposals for consideration by the membership, holding regular meetings with EPA leadership, and special projects including research efforts.
2. **Composition.** The Board shall consist of:
 - a. An Executive Committee, composed of four officers:
 - (1) President,
 - (2) Vice President,
 - (3) Secretary-Treasurer,
 - (4) Immediate Past President,
 - b. The Chair (or Vice Chair in the Chair's absence) of the Air, Water, Land & Materials, Compliance, Budget & Management, and Cross-Media Committees,
 - c. The President of the Environmental Research Institute of the States (ERIS),
 - d. Four at-large members for added diversity of perspectives on the Board.
3. **Individual Capacity.** The member of the Board is the individual, not the State, and therefore, attendance by a substitute from the same State for determining a quorum and voting is not permitted; such a substitute may attend solely as an observer.
4. **Election and Terms of Office of Officers and At-Large Board Members.**
 - a. With the exception of the immediate Past President appointment, the Officers of the Board shall be elected by the membership at the Fall Meeting of ECOS to serve a one-year term commencing upon election.
 - b. If no candidate for an Officer position receives a majority, a run-off election between the top two candidates will be conducted.
 - c. A majority vote of ECOS members is required for election.
 - d. A member who has served a one-year term, e.g., as President, Vice President, or Secretary-Treasurer, can be elected again to that

same position if he or she has been out of that office for at least one year.

- e. The at-large members shall be elected by the membership to a one-year term and may be re-elected for a second consecutive term.
5. **Responsibilities of Board Members.** It is the responsibility of the members of the Board to attend the meetings of the Board and participate in its business. It is also the responsibility of each member to understand the perspectives of other members and States and to make every effort to support diversity and consensus-based decision-making, and to undertake such other duties as assigned by the President.
 6. **Determination of a Quorum and Voting Procedures for the Board.**
 - a. A majority of the currently serving members of the Board shall constitute a quorum.
 - b. Proxy votes will not be used in the Board nor shall a proxy be counted in the determination of a quorum.
 - c. Formal actions of the Board require approval by 85% of the Board members present.
 7. **Duties, Succession and Powers of the Officers.** The Officers of the Board shall be the President, Vice President, Secretary-Treasurer, and Past President. The individuals elected to (or in the case of the Past President, assuming) these positions for the entire organization hold the same positions on the Board concurrently. The Officers shall be empowered to address such issues as the Board may assign to them in addition to those specified in these Bylaws.
 - a. The President shall perform the usual duties of a presiding officer and shall be Chair of the Board. The President shall appoint Chairs of the Committees in consultation with the Board.
 - b. The Vice President shall act as President in the absence of the President and in the event of a vacancy in the office of the President shall act as President until a successor is chosen at the next Fall Meeting of ECOS.
 - c. The Secretary-Treasurer shall attend and oversee the keeping of a record of meetings of the Board. The Secretary-Treasurer shall oversee reports of the meetings by the staff as well as the reports on revenues and expenditures. The Secretary-Treasurer shall assume the duties of the Vice President in the event that position is vacated.
 - d. In the event of a vacancy in the office of Secretary-Treasurer, an election shall be held for the remainder of the previous incumbent's term if the remainder exceeds 90 days. The President will set the time for the vote, but shall allow at least one week for nominations and one week for voting, unless the process is conducted at the Spring or Fall Meeting. (Note: Also see Section 8 Vacancies, below.)

- e. If the immediate Past President is no longer the chief environmental official from his/her State, the present President will appoint a previous President to serve in that capacity on the Executive Committee and the Board or if none is available an at-large member to serve on the Executive Committee and the Board.
 - f. The Officers shall decide, with recommendation from the Committees and other bodies, which grants and externally funded projects ECOS staff shall accept or undertake.
8. **Vacancies.** In the event that the position of all Officers is vacated, the Board shall elect Officers to fill these vacancies until the time of the election at the next Fall Meeting.

G. Other Committees.

1. Audit Committee.

- a. Purpose. The Audit Committee shall assist the Board and Officers in their oversight and monitoring of ECOS' accounting, auditing, and reporting practices, including financial systems and internal controls, as well as in selecting and monitoring the performance of the independent auditors, and in ensuring compliance with legal and ethical standards. The specific powers and responsibilities of the Audit Committee shall be set forth in an Audit Committee Charter which shall be adopted from time to time by the Board.
- b. Membership. The Audit Committee shall have no fewer than three and no more than five members. Members of the Audit Committee shall include at least two commissioners and may also include senior-level financial, accounting or management officials from member States to ensure that Committee members have knowledge of financial reports and a basic familiarity with generally accepted accounting principles and auditing standards. The membership of the Audit Committee will always be such that there are more votes held by commissioners than votes held by others. Members of the Audit Committee shall be appointed by the Board to staggered terms of two years duration. Members of the Audit Committee may not serve more than three successive terms. The Audit Committee shall be chaired by a member who is not an ECOS Officer, and in no event shall the Secretary-Treasurer serve on the Audit Committee.

2. Committee Structure.

a. Committees.

- (1) Committees are the standing committees composed of ECOS members only, with the support of their designated staff.
- (2) Committees are authorized in the Bylaws and address issues in their purview at the direction of the Committee Chair, Vice Chair, and members.
- (3) Committees are established or disestablished by revision of the Bylaws, and may be proposed by any member or the Executive Director.
- (4) The standing Committees shall be: the Air Committee, the Water Committee, the Land & Materials Committee, the Compliance Committee, the Cross-Media Committee, and the Budget & Management Committee.
- (5) All Committee Chairs are appointed by the President for a period of one year, in consultation with the Board, and may be re-appointed by the President for an additional year.
- (6) As a general rule, a Committee Chair shall serve from Fall Meeting to Fall Meeting. Committee Chairs may appoint Subcommittees within the general duties assigned to the Committee. Committee Chair vacancies shall be filled by the President pursuant to (5) above.
- (7) Committee Vice Chairs will be elected to two-year terms by the Committee membership. For election purposes, all ECOS members in good standing shall be considered members of the Committee. Committee Vice Chairs may be elected to a second consecutive two-year term. If a member is running unopposed, the member may be automatically appointed as Vice Chair so long as there has been sufficient notice of the vacancy and time (21 days) to gather nominees.

b. Forums.

- (1) Forums are high-level bodies composed of both ECOS and non-ECOS members, have Co-Chairs from both groups, and work on issues of interest to both groups of participants.
- (2) Forums are established by direction of the President, upon recommendation of any ECOS member or the Executive Director, and a showing of support from five or more States.
- (3) Forums are affiliated with one of the standing Committees as assigned by the Board, and this affiliated Committee oversees their activities.
- (4) Forums may be disestablished by vote of the Board, or by failing to meet for three consecutive ECOS Spring or Fall Meetings.
- (5) The ECOS Co-Chair of a Forum is appointed by the President. Forums may or may not have Vice Chairs; if a Vice Chair is required, he or she will be appointed by the President.

c. Work Groups.

- (1) Work Groups are established by direction of the President or a Committee Chair.
- (2) Work Groups are composed of ECOS members or their staff, and may also have participants from other organizations.

- (3) Work Groups are time limited to a maximum period of three years, though other periods may be specified.
- (4) Work Groups are affiliated with a Committee as designated by the President or Committee Chair, and that Committee shall provide specific oversight of the Work Group's activities.
- (5) Work Groups must have a charter that is approved by the Chair of the cognizant Committee, and otherwise consistent with ECOS Bylaws.
- (6) When a Work Group ceases to exist; its functions revert to the standing Committee that created it.
- d. Subcommittees.
 - (1) Subcommittees are formed by the Chair of a standing Committee for a purpose directed at the time of its formation.
 - (2) A Subcommittee lasts at the pleasure of the Chair or until its work is completed.
 - (3) Subcommittee participants are ECOS members or their staff.
- e. Ad Hoc Groups. The President and the Board may establish such ad hoc Committees or work groups as may be necessary to carry out the affairs of the association.

- 3. **Functions of Committees.** The general area of responsibility for each standing Committee is indicated by the Committee's name. The Budget & Management Committee is responsible for all EPA planning and budgeting coordination, the National Environmental Performance Partnership System, state workforce, and other similar issues. The Cross-Media Committee is primarily responsible for certain non-regulatory and regulatory issues, including pollution prevention and chemical safety.
- 4. **Membership in Committees.** While there is no limit to the number of Committees for which each ECOS member may volunteer, it should be understood that electing to be on a Committee implies a willingness to devote the necessary time to the Committee's work.

H. **Incorporation.** ECOS shall continue to be incorporated in Delaware as a non-profit business league under section 501(c)6 of the Internal Revenue Service code.

III. Meetings of the Environmental Council of the States

- A. **Semi-Annual Meetings.** Regular semi-annual meetings of ECOS shall be held at such time and place as determined by the membership in plenary session or by the Board if the former is not feasible. When feasible and practicable, the location and time of the Spring Meeting and the Fall Meeting shall be announced at least one year in advance. Efforts shall be made to rotate the locations of meetings.
- B. **Other meetings.** The Board may call for other meetings of the membership or Committees, as it deems necessary.
- C. **Quorum.** A majority of members constitutes a quorum for a meeting or conference call of the full membership.

- D. **Open Meetings.** Any State may attend any meeting not conducted in executive session. The ECOS Spring and Fall Meetings are open to any registered attendee except for sessions designated otherwise.

IV. Amendments to Bylaws

- A. Upon recommendation of the Board, the Bylaws may be amended by approval of 85% of the quorum present at the ECOS Fall or Spring Meeting or on a conference call.
- B. Proposed amendments to Bylaws must be made available to members of the Board at least 21 days before the day on which the proposed amendment will be considered.
- C. If the general membership is to vote on the proposed amendments other than at the ECOS Spring or Fall Meeting or by conference call after referral by the Board, the period allowed for an electronic vote must extend for at least 21 days after the referred amendment is provided to the general membership. An amendment considered in this manner must be approved by 85% of the quorum present or voting by proxy.
- D. If the general membership is to vote on the proposed amendments at the Spring Meeting or Fall Meeting, copies of the referred amendments must be made available to members attending the meeting at least 24 hours before a vote is to be taken.
- E. The requirements of sections C and D above may be waived upon approval of 75% of general membership. The proxy vote requirements contained in II.C apply to this vote.

V. Secretariat Services

- A. **Staff and Duties.** The Board shall make arrangements for necessary secretariat services, including an Executive Director and staff, to support the efforts of ECOS and carry out its instructions. These services include the maintenance of a membership roster; the dissemination of notices of meetings; assistance in arranging and conducting meetings; creating and maintaining records or proceedings of meetings; staffing of ECOS' committees and such other services as the Board deems are required.
- B. **Procedure to Hire an Executive Director.** The Board shall determine the method to be used to seek the employment of, and retain, an Executive Director. Unless the Board votes otherwise, its power shall be vested in a Search Committee which will use the following process:
 - 1. Search Committee. The Search Committee will consist of the four ECOS Officers, the President of ERIS, and up to two other ECOS members recommended by the ECOS President and selected by the Board. An odd number of members shall be appointed to the Search Committee.

2. The Chair of the Search Committee shall be the ECOS President, or if unavailable, the ECOS Vice President.
3. The Search Committee, led by its chair, shall determine what methods it will use to locate, interview, select, and negotiate with an Executive Director.
4. The Search Committee, led by its chair, shall present its results to the Board for its approval before finalizing the hire of a new Executive Director.
5. The Search Committee, led by its chair, shall negotiate and finalize any initial contract between ECOS and the new Executive Director within any limitations presented to it by the ECOS Board.
6. The ECOS President, or if unavailable, the ECOS Vice President shall then have the authority to sign any contract or agreement between ECOS and the Executive Director.

VI. Endorsement

ECOS shall not support or oppose the appointment, hiring, or other employment-related matter of any Federal, State, local, or private position.

VII. Policy Statements and Positions

- A. **Primary and Secondary Purposes of ECOS.** The primary purpose of the Environmental Council of the States is to share information among the State and territorial environmental commissioners. A secondary, but very important, purpose is the development of policy positions regarding proposed and existing environmental rules, procedures, and statutes.
- B. **Development of Environmental Policy.** The National Governors' Association (NGA) is the primary policy making organization for the States - a fact recognized in an ECOS resolution passed on the day that ECOS was founded. Governors have the primary responsibility for protecting the environment within their States and are politically accountable for the actions of all State employees, but particularly accountable for the actions of their appointees, including environmental commissioners. ECOS policy positions should be consistent with relevant NGA policy positions.
- C. **Policy and Notice Requirements.** The main function of committees, work groups, and forums is the exchange of information. Occasionally, it will be desirable for ECOS to establish formal policy positions.
1. If a committee wishes ECOS to take a formal position, the normal procedure will be to seek the guidance and concurrence of the Board to develop and present for adoption a resolution, which will be done in accordance with these Bylaws.
 2. If a committee's work is leading in the direction of a formal joint policy position with another organization, or memorandum of agreement with EPA or some other agency or activity, at least 30 days notice must be given all ECOS members prior to a position being finalized, unless the 30 days notice is waived by three-quarters of the members voting on the proposed agreement. As with other policy statements, approval of 85% of a quorum of members is required to pass such positions.
 3. ECOS policy positions can only be established through the procedures provided in these Bylaws. All ECOS members must be particularly sensitive to their work in a committee, forum, or work group being perceived as the establishment of an ECOS policy position, and will exercise every opportunity to avoid misperception.
- D. **Levels of Policy Positions.** Because ECOS is a national organization, we recognize that, while there may not be consensus on all environmental issues, there may be a number of issues on which substantial consensus among a significant majority of States does occur. This is simply recognition of the diversity among the States and the difficulty of establishing "one size fits all" solutions or policy positions. There will be the following levels of positions:

1. **Resolutions.** ECOS' resolutions always take precedence over any other policy position, with the most recent resolutions taking precedent over older ones. Resolutions and other policy positions listed below may be taken in accordance with procedures listed in VII.D and VII. E.
2. **Statements of Principles.** A "Statement of Principles" is similar to a resolution but addresses a broad issue that crosses many topics and is fundamental to the organization's mission. Statements of Principles may be taken in accordance with procedures listed in VII.D and VII.E.
3. **Letters.** ECOS may send letters, including comment letters on actions or proposed actions of Federal agencies, on the positions of the organization. These will be consistent with ECOS resolutions, but may involve more explanation and discussion than there is room to provide in a resolution. Letters may be signed by any Officer, generally the President or the Executive Director. Normally, such letters will be reviewed by other ECOS Committee Chairs, ECOS leaders, or by the Executive Director to assure consistency with ECOS resolutions.
4. **Testimony.** ECOS Officers, committee leaders, ECOS members selected by these persons, or the Executive Director may testify on behalf of ECOS before Congress or any other body that might seek our organization's position. Such testimony will be based on the policy positions that ECOS has established but may also include references to other research that ECOS may have conducted and published or is about to publish, provided such references are cited as research, not policy. A person providing testimony may add his/her own experiences and opinions, but should state that they are doing so when exercising this option.
5. **Surveys and Membership Polls.** ECOS may review the positions of the States via surveys or polls and report the findings as an alternative to the resolutions process, to gather information for policy makers such as Congress, or for basic research. Surveys and polls may be confidential or not, and will be labeled as such. Surveys will be conducted by ECOS staff at the direction of the Officers or Committee Chairs, or as part of a grant deliverable. Provision will also be made in the survey to allow States to provide further comment.

E. Resolutions

1. **Proposal of Resolutions.**
 - a. Resolutions or amendments to existing resolutions may be introduced by the Board or referred to the Board by any group of members, or any member. The Executive Director may introduce resolutions which deal with internal ECOS matters or which provide guidance, other than environmental policy guidance, to the staff. Such resolutions will normally be introduced through the Board.

- b. A Work Group or Forum may propose a resolution or amendment to an existing resolution to the Board for recommendation to the general membership.
- c. Concepts for or drafts of new resolutions must be referred to the Board with sufficient time so that the Board can consider them and then announce them at the ECOS Meeting prior to the meeting at which the resolution is expected to be presented for a vote. The Board will confirm or assign the committee appropriate to further develop a resolution for the next ECOS Meeting. If the committee determines not to develop a resolution on the concept or is unable to reach a consensus, then the Chair of the committee will notify the Board prior to the next meeting so that the disposition can be conveyed to the membership at the next meeting. If a resolution on a concept is not put forward, the person who presented the concept will also be given the opportunity to explain to the full membership why a resolution is needed.

2. Voting on Resolutions.

- a. Resolutions must be introduced in writing, on paper or electronically, and distributed to members by the Board via ECOS staff prior to voting.
- b. To take action on resolutions, at least a quorum of ECOS members must vote.
- c. Resolutions or amendments to existing resolutions that have been notified and developed as described in VII.D will be considered at the Spring or Fall Meeting and adopted upon the approval of 85% of all the ECOS members present or voting by proxy.

3. Time-Sensitive Resolutions.

- a. A member or group of members may develop a resolution in a shortened timeframe, if there is a need to address an issue quickly due to deadlines outside of ECOS' control.
- b. To do so, the proposers must get approval of the Board to pursue the resolution. Upon approval, a committee will be assigned to further develop the resolution and the full membership must be notified of the effort.
- c. Time sensitive resolutions require approval of 85% of ECOS members present or voting by proxy.
- d. If necessary, voting on time-sensitive resolutions may occur outside of ECOS Meetings by conference call, e-mail, or electronic vote.

4. Review of Resolutions.

- a. Resolutions will remain in effect for three years and then automatically will be presented to the Board for review and determination as to renewal or needed changes prior to the Spring or Fall Meeting three years from the date of adoption or continuance. As with new resolutions, all expiring resolutions will

be announced by the Board at the ECOS meeting prior to the end of the resolutions' three year terms. Resolutions may be continued or amended by approval of 85% of members present or voting by proxy. Resolutions that are not continued or amended automatically expire without need for a vote.

- b. Changing a resolution prior to the end of its three-year term, requires the Board's involvement, notification, committee development, and voting as described in VII.D and VII.E

VIII. Agreements

Any agreement entered into by ECOS shall not bind individual States or interfere with a State's ability to negotiate agreements independently of the ECOS organization.

IX. Rules of Order

Where questions arise concerning proper parliamentary procedure, the guideline shall be the latest edition of *Roberts Rules of Order*. The Executive Director will act as parliamentarian. Decisions by the presiding officer are final, unless immediately challenged and overruled by a majority vote of the group in which the discussion is taking place.