

## **Narragansett Bay Estuary Program Bylaws**

### **Article I**

#### **Name, Mission, Purpose of Bylaws**

##### **Section 1. Name**

The legal name of the entity is the Narragansett Bay Estuary Program (NBEP).

##### **Section 2. NBEP Authorization**

The NBEP was officially created by the Federal Water Pollution Control Act of 1972 (Clean Water Act) on October 18, 1972, in Public Law 92-500.

##### **Section 3. Mission**

The mission of NBEP is to be a catalyst for scientific inquiry and collective action to restore and protect the water quality, wildlife, and quality of life of the Narragansett Bay, Little Narragansett Bay, Coastal Ponds, and their watersheds in Rhode Island, Massachusetts, and Connecticut (Study Area).

##### **Section 4. Purpose of Bylaws**

These bylaws are intended to provide a framework for the proper and effective governing of NBEP. This document details the responsibilities of the Standing Committees, Host Institution, the United States Environmental Protection Agency (EPA), and NBEP Executive Director (as those terms are further herein after defined).

### **Article II**

#### **Section 1. Standing Committees**

NBEP shall use a shared governance structure made up of diverse stakeholders for open discussion, cooperation, consensus building, and collaborative decision-making to advance its mission. This structure consists of three Standing Committees, and any associated subcommittees or ad hoc committees they authorize. The three Standing Committees are: Steering Committee, Executive Committee, and Science Advisory Committee. The Standing Committee's responsibilities are limited to those specifically granted to them in this section and Sections 2-4 of these bylaws.

The Standing Committees should include stakeholders that include representatives from each State in the Study Area, EPA and other interested Federal agencies, local governments, indigenous people, interstate or regional entities, nonprofit conservation organizations, private industry, educational institutions, community groups, the Host Institution, and the general public. The Standing Committees also should include a broad representation of interests that reflect the geographic, scientific, economic, political, and cultural scope of NBEP's Study Area. The Standing Committees should represent the diversity of the Study Area in terms of socioeconomic status, race, age, and gender identity. The Host Institution shall have a representative on all Standing Committees.

The term of an individual Standing Committee member shall be for three (3) years, with the opportunity to be reappointed for an additional term. Term limits shall take effect January 1, 2022, with the additional term of three (3) years available to then-current members beginning at the close of their existing term end date. Former members may return to the same Standing Committee after a

period of five (5) years has elapsed since the end of their previous tenure. If extenuating circumstances prevent a stakeholder from nominating a new individual to replace an existing member of the Standing Committee who has reached their term limit and such circumstances are documented and submitted in writing to the Steering Committee for consideration, limits for that existing member may be waived at the close of each term by a two-thirds (2/3) vote of the Steering Committee.

The Standing Committees shall approve a process for selecting members for standing committees consistent with this paragraph, convening a Nominating Subcommittee each year to consider new members and reappointments, and documenting membership expectations.

A member of a Standing Committee may be removed, with cause, as determined by a majority vote of the Steering Committee. Any member of the Steering Committee may bring a motion to remove a Standing Committee member based on cause. Cause may include, but is not limited to, the following:

1. Not remedying a violation of Article IX of these bylaws after receiving notice of such as has been documented by the Steering Committee;
2. Acting in a manner deemed professionally inappropriate or in contravention of their responsibilities to the Standing Committee by a majority vote of the Steering Committee; or
3. Missing four (4) consecutive committee meetings without sending an alternate or providing notice to the Steering Committee Chair or NBEP Executive Director.

An affirmative vote of the Steering Committee to remove a member, consistent with the procedures herein, is final.

A Standing Committee's vacancy arising for any reason during a term shall be filled expeditiously as determined by a majority vote of the Steering Committee.

Meetings of Standing Committees shall be open to the public. Public notice and meeting minutes also shall be provided for Standing Committee meetings. The only exception to this requirement shall be meetings, or portions of meetings, operating in executive session at the request of the Chair.

## Section 2. Steering Committee

The Steering Committee is a local stakeholder-driven partnership that assists the EPA, Host Institution, and NBEP Executive Director with setting the direction for NBEP. The Steering Committee is the primary governing body of the NBEP, serving as a forum for open discussion, consensus building, and collaborative decision-making. Members of the Steering Committee bring the perspective, experience, and commitment of their respective organizations to advance the NBEP comprehensive conservation and management plan (CCMP) and mission. The Steering Committee shall comprise at least twenty (20) members and should not exceed thirty-five (35) members. The Steering Committee may include up to two (2) members of the Host Institution. Unless serving as Chair, the EPA Region 1 manager shall serve as a non-voting member of the Steering and Executive Committees. The Steering Committee shall meet at least quarterly.

The Steering Committee responsibilities include:

1. Review and adopt governing documents and amendments;
2. Provide input, approve, and track progress with CCMP implementation;
3. Provide input, approve, and track consistency with the annual work plan and-budgets;

4. Review and approve major amendments to the annual work plan and budget, which include new tasks not in the work plan and individual budget line item revisions that exceed 10 percent of the subject year's base Clean Water Act §320 allocation to the program;
5. Help secure funding and non-federal match for the CCMP and annual work plan;
6. Review and approve appointments to the Standing Committees;
7. Authorize subcommittees or ad hoc committees;
8. Elect officers to Standing Committees;
9. Participate in the NBEP Executive Director hiring process as requested by the Host Institution;
10. Participate in periodic reviews of the Host Institution and NBEP Executive Director;
11. Participate in external reviews, including EPA's periodic Program Review;
12. Review NBEP work products when requested;
13. Review NBEP internal operating policies when requested; and
14. Adhere to EPA and Host Institution policies when conducting NBEP business.

The officers of the Steering Committee shall include a Chair and a Vice Chair whose terms shall be for one (1) year and may be renewed for a total of no more than three (3) consecutive years. Officers shall be elected annually by a majority vote of the Steering Committee. The Steering Committee Chair and Vice-Chair will serve the same role for the Executive Committee. The Chair, or Vice Chair in the Chair's absence, shall have the following responsibilities:

1. Provide ongoing guidance and mentoring to the NBEP Executive Director;
2. Chair all Steering Committee and Executive Committee meetings;
3. Assist the NBEP Executive Director in developing meeting agendas;
4. Compile and share input from the Steering Committee (or a designated subcommittee) on the performance of the Host Institution with the Host Institution and Steering Committee as appropriate;
5. Call for votes of the Steering and Executive Committee;
6. Initiate executive session closed to the public to address personnel or other confidential matters; and
7. Assure adherence to these bylaws and internal policies, the CCMP, and NBEP's mission.

### Section 3. Executive Committee

The Executive Committee is a designated subset of the Steering Committee that offers counsel to the NBEP Executive Director on major decisions facing the Steering Committee or program. The role of the Executive Committee is to increase the effectiveness and efficiency of the overall operation of the Standing Committee and program through advanced vetting of major decisions, actions, and publications to ensure they are suitable for full Steering Committee engagement. The Executive Committee shall comprise eight (8) Steering Committee Members, seven of whom are voting Members, with a goal of being consistent with Standing Committee membership aspirations in Article III, Section 1.

The Executive Committee shall include seven members of the Steering Committee, comprised of six standing seats and one at-large seat. The standing seats include representatives from (1) the Rhode Island Department of Environmental Management, (2) the Massachusetts Department of Environmental Protection, (3) a non-governmental organization from Rhode Island, (4) a non-governmental organization from Massachusetts, (5) the Host Institution, and (6) EPA. Further the Chair and the Vice Chair of the Steering Committee and Chair of the Science Advisory Committee shall occupy three of these seats. In the event that existing seat holders are unable to fill the Steering

Committee Chair and/or Vice-Chair positions, by a 2/3 vote of the Steering Committee, additional at-large Executive Committee seat or seats may be created for the given term to accommodate other Steering Committee members willing to fill a vacant officer position or positions.

The Executive Committee shall meet at least four times a year, preferably prior to the quarterly Steering Committee meetings.

The Executive Committee responsibilities include:

1. Offer ongoing support and counsel to the NBEP Director on priority issues facing the program; and
2. Provide advanced review and approval of the following major elements of NBEP operation prior to action by the full Steering Committee, such as:
  - a. Nomination of Standing Committee members;
  - b. Annual work plan, budget, and non-federal match documentation and major amendments;
  - c. Plans for grant writing and fundraising activities;
  - d. Steering Committee feedback on the NBEP Executive Director performance and/or revised job description and progress implementing the CCMP; and
  - e. Required National Estuary Program publications, including its governing document, CCMP, Status and Trends Reports, and response to EPA Program Evaluations.
3. Determine if a conflict of interest exists as necessary.

The Chair and Vice Chair shall have the same responsibilities as those described for the Steering Committee in Article II, Section 2.

#### Section 4. Science Advisory Committee

The Science Advisory Committee shall provide a forum for the NBEP and its partners to examine, discuss, synthesize, and share scientific findings to facilitate the integration of science and management decisions in the Study Area. The Science Advisory Committee shall comprise at least fifteen (15) members and should not exceed twenty-one (21) members. The Committee should include a broad range of committed research scientists, engineers, environmental managers, and other practitioners, throughout the geography of the Study Area, from including, but not limited to, the relevant physical, chemical, geological, biological, economic, and social sciences. The Science Advisory Committee shall meet at least three times a year.

Science Advisory Committee responsibilities include:

1. Provide peer review and approval of required National Estuary Program scientific publications including the CCMP and Status and Trends Report before final publication;
2. Provide feedback on NBEP work products, funded projects, or scientific issues or language from the Steering Committee, Executive Committee, and NBEP staff;
3. Develop recommendations for research, monitoring, and other science-related tasks in NBEP's annual work plan;
4. Support the development of NBEP science conferences, workshops, webinars, and associated proceedings;
5. Review and interpret monitoring results, field conditions, published literature, and other technical information to help determine the effectiveness and future direction of NBEP's work;

6. Identify, evaluate, and approve appointments to the Science Advisory Committee; and
7. Connect NBEP with scientific experts and support networking opportunities for NBEP and partners in the Study Area.

The officers of the Science Advisory Committee shall include a Chair and a Vice Chair whose terms shall be for one (1) year and may be renewed for a total of no more than three (3) consecutive years. Officers shall be elected annually by full membership of the Science Advisory Committee.

The Chair, or Vice Chair in the Chair's absence, shall have the following responsibilities:

1. Chair all Science Advisory Committee meetings;
2. Assist NBEP staff in development of meeting agendas;
3. Call for votes on documents requiring Science Advisory Committee approval or matters where a committee vote is deemed useful; and
4. Assure adherence to these bylaws and internal policies, the CCMP, and NBEP's mission.

### Article III

#### Host Institution

Under the National Estuary Program, a Host Institution may be a state agency, university, or nonprofit organization that is selected to administer the EPA cooperative agreement and other funds that support the work of a National Estuary Program.

The Host Institution responsibilities include:

1. Developing and submitting applications/proposals, accepting and administering funds as NBEP's fiscal sponsor, and complying with terms and conditions of funders;
2. Hiring, employing, and evaluating the performance of the NBEP Executive Director and staff;
3. Preparing and ensuring compliance with contracts by subawardees, contractors, and vendors;
4. Providing fiscal oversight, creating financial reports, and maintaining records, including adhering to eligible cost requirements which include a non-federal fifty percent (50%) match;
5. Submitting progress reports and other required paperwork;
6. Working with the NBEP Executive Director on programmatic implementation;
7. Serving on the Steering Committee, Executive Committee, and Scientific Advisory Committee, and
8. Participating in external reviews, including EPA's Program Reviews and Steering Committee's Host Institution review.

NBEP staff will be employees of the Host Institution and as such shall be subject to the Host Institution's policies and procedures. The Host Institution will have sole control and discretion over personnel decisions related to the NBEP staff.

The Host Institution shall be subject to a performance evaluation by the Steering Committee (or a designated subcommittee) every five (5) years. The evaluation period begins on the date the Host Institution receives their first funding award on behalf of NBEP.

### Article IV

#### EPA

EPA is responsible for the award and administration of the cooperative agreement between EPA and the National Estuary Program, as well as oversight of a Program's performance of tasks included in their annual work plan. The EPA Region 1 Office, and specifically, the NBEP Coordinator, support the Host Institution, NBEP, and program implementation.

The NBEP Coordinator's responsibilities include:

1. Serve as the primary liaison between the Host Institution, NBEP, EPA Region 1, and EPA Headquarters to identify opportunities, clarify federal grant rules, and otherwise support implementation of the NBEP mission and CCMP;
2. Serve as Project Officer for Clean Water Act §320 cooperative agreements, including review of annual work plans and budgets, evaluation of Program performance, coordination with Regional grants administration, notifying the Host Institution and NBEP of reporting requirements, and managing agreement extension requests;
3. Ensure that the Host Institution and NBEP comply with grant requirements, including federal Uniform Grant Guidance, EPA NEP Funding Guidance, cooperative agreement terms and conditions, and other applicable EPA regulatory and statutory provisions;
4. Review and coordinate prior approval as appropriate for pre-award expenditures, fundraising activities as defined by current EPA NEP Funding Guidance as direct costs, purchase of meals, data collection covered by the Paperwork Reduction Act, and use of program income as cost-share;
5. Lead EPA Program Evaluations;
6. Represent EPA priorities and programs as an alternate member of Executive and Steering Committees; and
7. Review, approve, and submit to EPA Headquarters required reporting (e.g., NEPORT).

## Article V

### NBEP Executive Director

The NBEP Executive Director is an employee of the Host Institution and subject to all applicable policies and procedures of the Host Institution. The NBEP Executive Director's responsibilities are described in full in their formal job description with the Host Institution.

The NBEP Executive Director responsibilities shall include:

1. Manage NBEP daily operations;
2. Supervise NBEP staff and interns in accordance with the Host Institution's policies and procedures;
3. Participate in and serve as primary staff support to Standing meetings;
4. Work jointly with the Host Institution to develop the annual EPA cooperative agreement application, including work plans, budgets, and non-federal match documentation;
5. Cultivate funding opportunities, including grant writing and fundraising, and otherwise partner with the Host Institution to augment and diversify NBEP's funding;
6. Manage or oversee management of contracts with subawardees and consultants;
7. Work jointly with the Host Institution to prepare and submit all necessary reports to funders;
8. Prepare for and complete EPA Program Evaluations and site visits in consultation with the Standing Committees and Host Institution;
9. Strengthen partnerships, working relationships, and NBEP's visibility and reputation with key stakeholders, sovereign nations, and other interests; and

10. Facilitate actions to implement the CCMP and achieve NBEP's mission.

## Article VI

### Decision-Making

NBEP's goal is to use consensus-based process for decision-making. A majority of the specific committee membership shall constitute a quorum. A quorum must be present (in-person or by electronic means in such a medium wherein all persons participating in the meeting can communicate with each other at the same time) to undertake a vote. Where a vote is required as determined by the Chair of the subject committee, each member shall have one vote, and a simple majority shall be required for approval or an action to otherwise advance. A tie shall result in the approval of the action.

An action by a committee otherwise requiring a vote may be taken without a meeting if unanimous written consent (or emailed consent thereto) is obtained by the committee prior to such action being taken.

## Article VII

### Grant Writing and Fundraising

The NBEP seeks to diversify its funding to improve the program's effectiveness and sustainability. The NBEP Executive Director shall work with the Host Institution to pursue grant writing and fundraising. All NBEP grant-related activities, including subawards, shall follow both EPA and Host Institution policies and procedures. In the event of a conflict between EPA and recipient policies and procedures, the recipient shall follow EPA policies and procedures.

## Article VIII

### Advocacy

NBEP's committee members, subcommittee members, and staff are not permitted to use government funding to pursue lobbying activities defined at 2 USC§1602(7) when acting on behalf of NBEP. However, NBEP may use non-government funds to pursue lobbying activities only as consistent with the policies of and approved by the Host Institution. NBEP is not precluded from using government or other funds to educate elected officials by sharing facts about its mission, programs, and issues as long as it does not take a position on any pending or proposed legislation, resolution, appropriation, or measure as defined by the Internal Revenue Service. Letters of support or acknowledgement for partners seeking funding may be permitted.

## Article IX

### Procedures for Conflict

Consistent with each Standing Committee's responsibilities, a member shall be considered to have a conflict of interest if they have existing or potential financial or other interests that impair or reasonably appear to impair their independent, unbiased judgment in the discharge of their responsibilities to the Management Conference.

All members shall self-disclose to the Steering Committee any possible conflict of interest annually and/or at the earliest practical time if such possible conflict was not in existence at the time of the

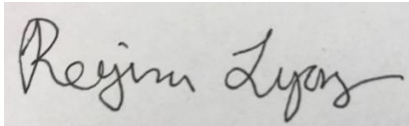
annual disclosure. The Executive Committee shall determine if a conflict of interest exists. Further, members should abstain from discussions of, and abstain from voting on, such matters that may give rise to a potential or actual conflict of interest as a member of a Standing Committee, subcommittees or ad hoc committees.

Article X  
Amendment of Bylaws

These bylaws may be amended at any meeting of the Steering Committee by a two-thirds (2/3) vote, provided that notice of the substance of the proposed amendment has been sent to all members at least thirty (30) days prior to the meeting.

Article XI  
Certification

These bylaws are hereby formally approved:



---

Regina Lyons, U.S. Environmental Protection Agency  
Chair, Narragansett Bay Estuary Program

March 17, 2022  
Date



---

Caitlin Chaffee, Narragansett Bay National Estuarine Research Reserve  
Vice Chair, Narragansett Bay Estuary Program

March 17, 2022  
Date