

**BYLAWS
DEPARTMENT OF ENVIRONMENTAL PROTECTION
CLIMATE CHANGE ADVISORY COMMITTEE**

**Approved on November 5, 2008
Amendments Approved on November 18, 2010
*Bylaws Subcommittee Final Proposed DRAFT May 30, 2014:
Not approved by Department.
Do not cite.***

Article I: Name

The name of this Committee shall be the Climate Change Advisory Committee (“Committee”) to the Department of Environmental Protection (“Department”).

Article II: Authorization

The Committee is authorized and organized pursuant to Section 5 of the Pennsylvania Climate Change Act of 2008 (Act 70 of 2008) (“Act”)

Article III: Purpose

The Committee shall advise the Department regarding the implementation of the provisions of the Act, including but not limited to, the development of a climate change action plan (“Action Plan”), annual greenhouse gas emission inventories, climate change impacts assessment report, voluntary greenhouse gas emissions registry and such other climate change related activities that the DEP might request.

Article IV: Membership

The Committee shall be comprised of those residents of the Commonwealth selected in accordance of Section 5(b) of the Act.

- A. There are eighteen appointed voting members to the Committee, as set forth in Section 5(b)(2) of the Act (“Appointed Members”).
- B. There are three ex officio voting members to the Committee, as set forth in in Section 5(b)(3) of the Act (“Ex Officio Members”) (Appointed Members and Ex Officio Members collectively, “Members”)
- C. The Ex Officio Members shall have all of the authority, duties and powers of the Appointed Members, except that they shall not serve as the chairperson or vice-chairperson of the Committee (See Article V of these Bylaws).
- D. Each Member, at his or her sole discretion, may designate a single delegate to represent the Member before the Committee in the Member’s absence (“Delegate”). Designation of a Delegate shall be made in writing or e-mail to the Department and chairperson of the Committee, and the designation remains in-force until withdrawn in writing by the Member. Submission of a new designation by a Member automatically revokes the prior designation. In the absence of the Member, the Delegate has the same participation and voting, but not leadership, rights as the Member in business before the Committee. It is the Member’s responsibility that his or her Delegate is fully informed of the

Committee's activities to ensure effective participation and representation by the Delegate. The Committee strongly encourages Delegates to attend Committee meetings as audience participants even when the Member is present. Delegates are the primary method of representation by a Member who cannot participate in meeting(s) of the Committee. There is no limit on the number of meetings at which a Delegate may represent the Member.

- E. In the event that a Member and his or her Delegate, if any, is unable to attend a Committee meeting, the Member may designate another Member or a Delegate attending on behalf of another Member his or her voting rights for the meeting ("Proxy"). It is the Member's responsibility to ensure that the person holding his or her Proxy is fully informed of the Committee's activities and the designating Member's position on all business likely to become before the Committee at that meeting. It is the expectation of the Committee that Proxies are a limited method of representation by a Member who cannot participate in a meeting of the Committee.
 - 1. Designation of a Proxy shall be made in writing or e-mail to the Department and chairperson of the Committee by the Member.
 - 2. The Proxy is void if the Member's Delegate is in attendance at the meeting.
 - 3. Delegates shall not have the power to issue Proxies, unless the Member has granted, in writing, the power to exercise the Member's authority to issue a Proxy to the Delegate.
 - 4. The use of Proxies is limited to one (1) designation, effective for one (1) meeting, per calendar year.

Article V: Officers and Committees

- A. The chairperson of the Committee ("Chair") shall be elected from the Appointed Members by secret ballot of the Members and serve in accordance with Section 5(e) of the Act, which establishes a two-year term and limits service to no more than two consecutive terms.
- B. It shall be the duty of the Chair to:
 - 1. establish the meeting agenda in consultation with the Department,
 - 2. preside at all meetings of the Committee,
 - 3. call special meetings with the approval of the Committee,
 - 4. issue correspondence at the direction, and on behalf, of the Committee, and
 - 5. perform such other duties as pertain to the office.
- C. A vice chairperson of the Committee ("Vice Chair") shall be elected from the Appointed Members by secret ballot of the Members in conjunction with, and using the same procedures as, the election of the Chair. The Vice Chair shall not serve more than two consecutive 2-year terms as Vice Chair. It shall be the duty of the Vice Chair to
 - 1. perform the duties of the Chair in the absence of the Chair, and

2. assist the Chair in the performance of such duties as may be assigned by the Chair.
- D. The Committee may create subcommittees (“Subcommittees”), as it deems necessary, to carry out its work.
1. Members (and Delegates in the absence of the Member) may serve on each and any Subcommittee.
 2. Each Subcommittee shall be chaired by a Member (“Subcommittee Chair”) selected by a majority vote of the Committee, to an indefinite term ending coincident with the adjournment of the first Committee Meeting immediately following issuance of the Climate Change Action Plan (“Action Plan”).
 3. The Subcommittee Chair shall, upon request of any Member serving on a Subcommittee, invite non-Members with technical or sector specific knowledge, to provide testimony and information, such as analysis, advice, recommendations and other resources, to the Subcommittee without compensation or reimbursement of any expenses.
 4. In the absence of the Chair at a Subcommittee meeting (and regardless of whether the Chair’s Delegate is present), the Subcommittee shall select any Member or Delegate serving on the Subcommittee to chair that meeting.

Article VI: Meetings

The Committee shall meet as necessary to fulfill the duties required by the Act. The Committee meeting dates will be established by joint agreement between the Committee and the Department.

Meetings will be conducted in accordance with this Article VI of the Bylaws, as well as in general accordance with Robert’s Rules of Order.

A quorum exists when more than half of the sitting Members, not including Proxies but including Delegates attending in place of an absent Member, are present.

A majority vote (“Majority Vote”) is defined as “more than half of the votes legally cast at the meeting”.

Members may vote either “Yea” or “Nay”, or may chose not to vote on any motion by announcing they “abstain”. Abstentions are not classified as votes for purposes of determining a Majority Vote.

Once a quorum is established at a meeting, a quorum exists until the meeting is adjourned by Majority Vote, regardless of whether any Members (or Delegates) depart the meeting before adjournment.

All final actions of, and in the name of, the Committee must be taken after approval by a Majority Vote during Committee meetings where a quorum has been established.

The Committee shall cooperate with the Department to enable the Department to meet its obligations under the Pennsylvania Sunshine Act regarding the Committee's meetings and/or any other activities.

Members are expected to attend all Committee meetings, and to provide advance notice to the Chair and Department in the event that they cannot attend a specific meeting. Absences with advance notice or exigent circumstances are deemed "excused", and those without advance notice or exigent circumstances are considered "unexcused". Attendance by a Delegate on behalf of a Member is considered equivalent to attendance, while issuance of a Proxy is considered an excused absence.

The Committee shall advise the Department regarding the Action Plan in sufficient specificity to allow the Department to meet the Department's statutory obligation to identify areas of agreement and disagreement among committee Members about the Action Plan. The Committee shall work with the Department to establish a schedule that allows a sufficient opportunity for Committee Members to review and comment on the draft Action Plan prepared by the Department prior to its issuance to the Governor or General Assembly.

Individual Members may submit signed, written comments expressing agreements and/or disagreements with the draft Action Plan ("Member Comments"). Members are not required to submit comments. At their sole discretion, Members may submit jointly prepared Member Comments, provided each joining member signs that submission. Member Comments are not final actions of, or in the name of, the Committee and therefore do not require Committee approval by a Majority Vote during Committee meeting.

Article VII

Reserved

Article VIII: Administration

The Department will provide the appropriate administrative and technical support needed by the Committee in order to accomplish its purpose, including but not limited to those activities required under the Act.

Article IX: Reimbursement

As required in the Act, Members and their Designees serve without compensation, but may be reimbursed from funds appropriated for necessary and reasonable travel and other expenses incurred during the performance of their duties. If both a Member and their Designee choose to attend a meeting, the Designee is not eligible for reimbursement.

Article X: Amendments to Bylaws

These bylaws may be amended or repealed at any meeting of the Committee by two-thirds vote of the members of the Committee present at the meeting, provided that:

- A. there is quorum, and

- B. written notice of such proposed amendment or repeal shall have been sent by the Department to each Member at least two weeks prior to said meeting (“Bylaws Notice”).

The Bylaws Notice must clearly identify each Bylaw Article proposed to be amended and the language specifically proposed to be changed. The Committee may only modify those Articles in the Bylaws that have been identified in accordance with the Bylaws Notice, but may approve amendment language that differs from that which was proposed in the Bylaws Notice.

Article XI: Input from the Public

The Chair will ensure that each Committee meeting allows for public input in the form of oral testimony not to exceed 5 minutes per person or organization. Members of the public, or organizations, wishing to speak for more than 5 minutes must make prior arrangement with the Committee pursuant to Article VII of these Bylaws. Copies of all correspondence directed to the Committee, whether received by the Chair or the Department, shall be made available to all Members in a timely manner.