

Environmental Research Institute of the States, Inc.
BYLAWS – ARTICLE 6 only
As Amended August 2, 2012

ARTICLE 6: PROGRAMS AND PROJECTS

SECTION 1. Programs and Projects The corporation shall pursue work through programs and projects to further the purposes of the corporation as identified in ARTICLE 2. Programs are long-term efforts that may have their own advisory boards to guide their activities. All such programs will be overseen by the ERIS Board of Directors. Projects are short-term activities that ERIS may pursue to address a focused topic. Programs and projects may involve individuals who are not also members of the ERIS Board of Directors. The Board of Directors shall approve the leadership of any such programs and projects and the terms of office for those individuals serving in those positions.

SECTION 2. Interstate Technology & Regulatory Council Interstate Technology & Regulatory Council (ITRC) shall be governed in accordance with these Bylaws and such other governance policies as adopted by ITRC and approved by the ERIS Board of Directors.

(a) Purpose ITRC is a program which has created a national coalition focused on creating tools and strategies to reduce interstate barriers to the deployment of innovative environmental technologies. State environmental agencies, federal agencies, private sector and public stakeholders, and tribes are eligible to become members of ITRC. ITRC shall develop guidance documents, training courses, and other tools, resources, and products to meet the needs of its members and other environmental professionals. ITRC shall work to ensure that innovative environmental technologies have maximum impact among state environmental agencies, other ITRC members, other environmental professionals, and the public.

(b) Membership Membership in ITRC is open to representatives of state environmental agencies (or equivalent state agencies), representatives of federal agencies, the private sector, academics, public and tribal stakeholders, and others who (i) dedicate at least 10 percent of his or her time to serve on an ITRC Team or Program Area (e.g. State Engagement Program, Training Program, etc.) or (ii) provide substantive input to any of the ITRC Teams or Program Areas, as determined by the ITRC Board of Advisors. Private sector firms, including non-profits, must join ITRC's Industry Affiliates Program (IAP) and pay IAP dues, prior to employees joining ITRC. ITRC Teams are established by ITRC's yearly project proposal process. ITRC renews membership on a yearly basis, and members of ITRC must reapply for membership each year. To be considered an ITRC member state, a state environmental agency (or equivalent state agency) must appoint an ITRC Point of Contact (POC) to serve as part of the State Engagement Program and as the state's primary liaison with ITRC. An individual serving as an ITRC POC may also be an individual member of ITRC.

(c) ITRC Board of Advisors The ITRC Board of Advisors is a program advisory board that is responsible for leadership and day-to-day oversight of ITRC. In carrying out its responsibilities, the ITRC Board of Advisors shall operate within the policies and procedures established by the ERIS Board of Directors for the program. The ITRC Board of Advisors does not have the authority to exercise powers of the ERIS Board of Directors.

The ITRC Board of Advisors shall consist of:

- Two (2) state environmental agency (or equivalent state agency) employees serving as voting Co-Chairs,
- One (1) state environmental agency (or equivalent state agency) employee serving as the voting State Engagement Coordinator,
- One (1) state environmental agency (or equivalent state agency) employee serving as a voting liaison to ITRC Teams (referred to as the Team Leader Liaison),
- One (1) state environmental agency (or equivalent state agency) employee serving as a voting Training Program Coordinator,
- Two (2) state environmental agency (or equivalent state agency) employees serving as voting at-large members, one of which shall represent a parallel state association (e.g. ECOS, ASTSWMO, etc.),
- One (1) voting private sector representative,
- One (1) voting public or tribal stakeholder representative,
- Non-voting representatives from each federal government agency that provides significant financial support for the ITRC, and
- Non-voting representatives from other organizations that provide funding to ITRC, as approved by the ERIS Board of Directors.

Members of the ITRC Board of Advisors, other than the citizen stakeholder, shall serve without personal compensation, except that ITRC Board of Advisors members shall be allowed reasonable reimbursement of travel expenses incurred in the performance of their duties. The public and tribal stakeholder may be personally compensated a reasonable and not excessive amount for service as a member of the ITRC Board of Advisors as resources allow if he or she is an individual who does not receive any income from the environmental profession, as reasonably determined by the ITRC Board of Advisors and approved by the ERIS Board of Directors.

The responsibilities of the ITRC Board of Advisors shall include:

- (i) annually recommending to the ERIS Board of Directors for approval an annual budget for ITRC, which shall include a list of ITRC Teams to be funded;

- (ii) making a presentation to the ECOS annual meeting each year in a manner that affords ITRC a sufficient opportunity to address its activities and needs with the ECOS general membership;
- (iii) resolving disputes involving ITRC Teams, Program Areas, and members;
- (iv) ensuring that ITRC has adequate resources and maintaining the resources of ITRC;
- (v) developing ITRC governance policies consistent with these Bylaws for approval by the ERIS Board of Directors;
- (vi) maintaining familiarity with the activities of ITRC, including the work of ITRC Teams; and
- (vii) providing training for new members of the ITRC Board of Advisors and performing periodic self-assessment of the performance of the ITRC Board of Advisors.

(d) Term and Election of the ITRC Board of Advisors Members and Co-Chairs The members of the ITRC Board of Advisors shall be selected from the ITRC membership and serve for no more than two consecutive terms of three (3) years.

The two Co-Chairs shall be elected by the full membership of ITRC. The Co-Chairs shall appoint the other voting Board of Advisors members. The State Engagement Coordinator and the ITRC Team Leader Liaison shall be appointed by the Co-Chairs after solicitation from all ITRC POCs, ITRC Team Leaders, and other ITRC state members as appropriate. After the ITRC Board of Advisors members have been elected or appointed, they must be confirmed by a majority vote of the ERIS Board of Directors before becoming ITRC Board of Advisors members. In the event of a vacancy, change in eligibility, or that the ERIS Board of Directors does not confirm an individual elected or appointed to the ITRC Board of Advisors, another individual shall be appointed or elected for this position in the same manner that the initial individual was selected.

(e) ITRC Teams and Program Areas ITRC shall have a standing State Engagement Program and shall have other technical work teams as established by the ITRC Board of Advisors. The ITRC Teams and Program Areas shall provide a forum for information exchange and technology transfer among states and other stakeholders and shall develop the ITRC guidance documents, training courses, and other products. Each work team of the ITRC shall have at least one team leader who shall be a state environmental agency (or equivalent state agency) employee.

(f) The ITRC Director The day-to-day operations of ITRC shall be managed by the ITRC Director, and ECOS employee, who shall work with the ITRC Board of Advisors Co-Chairs to implement the ITRC Board of Advisors' strategic direction for ITRC. Hiring, evaluation, and termination of the ITRC Director shall be made by ECOS management with the input and recommendation of the ITRC Co-Chairs.