

CHARTER and BYLAWS
of the
CLEAN CHARLES COALITION
July 12, 1999

STATEMENT OF PURPOSE

The Clean Charles Coalition (the "Coalition") is a voluntary association of industries, academic and research institutions, public interest groups and other entities ("organizations") that have joined in support of a fishable and swimmable Charles River by 2005. The Coalition seeks to leverage the resources of its membership through the implementation of well-defined projects with clear and measurable environmental benefit, maximizing opportunities for outreach to others in the watershed. Member organizations will work within the existing regulatory structure to attain these goals, from time to time utilizing the resources of governmental agencies as independent technical advisors. The Coalition will not be used for commercial, advertising or other purposes unrelated to the goals and objectives stated below.

GOALS AND OBJECTIVES

- 1. Work within our institutions and businesses to develop and promote an awareness of the importance of the Charles River as a valuable urban resource.** We will work to integrate key ecological and management concepts into training programs, internal newsletters and similar means to create a sense of stewardship and responsibility among employees, faculty, students and visitors to our organizations. The Coalition will reach out to other businesses and institutions in the watershed to help shape this sense of concern and commitment.

- 2. Focus public attention on the results of the river cleanup effort, particularly the positive steps that have been taken by industry, institutions and public interest groups committed to this work.** We will educate the public about the major sources and impacts of pollution and the ongoing work being done to promote stormwater pollution prevention and to restore the river. The Coalition will collaborate with other organizations to create momentum for this effort.

- 3. Enhance the opportunities for inter-institutional education, training and cooperation.** To enhance consistency of approach to management of the river as a shared resource, the Coalition will jointly develop communications tools for use by others in the watershed. Outreach programs will include information sharing with businesses, educational institutions and communities in the watershed.

- 4. Explore means to leverage the efforts of entities dedicated to river cleanup.** Creative efforts will be needed to meet the challenge of a fishable and swimmable Charles River by the year 2005. The Coalition will explore opportunities to combine resources with groups involved in achieving the fishable and swimmable 2005 goal.

5. **Assess the effectiveness of our projects.** We will periodically review our projects for conformance with stated objectives, seeking to maximize the public benefit of our activities.

MEMBERSHIP COMMITMENT AND CRITERIA

Membership in the Coalition is open to public and private organizations in the Charles River watershed. Membership includes a responsibility and a commitment to promote the goals and objectives defined by the Coalition members. Coalition members are expected to make an active contribution to Coalition goals; passive participation does not advance the goals of the Coalition and is not considered a basis for membership. Organizations wishing to join the Coalition should be prepared to make the following commitments on an annual basis:

1. Appointment of a primary technical or management representative knowledgeable in issues related to environmental issues and watershed protection. The Coalition seeks participation by environmental professionals or others who are familiar with regulatory compliance, stormwater management, ecosystem protection, land use planning and management and related issues. The primary representative shall be capable of representing the organization in matters of resource allocation and organizational policy related to the activities of the Coalition. The primary representative shall attend Coalition meetings. Member organizations shall appoint Coalition representatives to a renewable term of three years. Functions closely associated with environmental protection, e.g. purchasing, safety, construction, and facilities maintenance, may also represent their organization in matters relevant to their expertise; and
2. The organization's representative shall participate in Subcommittee activities and projects, contributing technical or other resources that make a substantial contribution to the goals and objectives of the Coalition; and
3. There is no membership fee for the coalition; however, each member organization shall be prepared to make a budgetary commitment of up to \$1000 per year for costs associated with administrative expenses, photocopying and reproduction costs, development of training materials, conference costs, and other purposes as approved from time to time by the Coalition membership. The tracking of costs for Coalition activities is the responsibility of each member organization; and
4. Contribution of at least 100 hours per year towards activities supporting Coalition projects; and
5. On an annual basis, attendance at no less than 80% of the Coalition's scheduled meetings by either the primary representative or a qualified alternate; and
6. Distribution of a copy of the Coalition's annual report to responsible or interested parties within the organization. Representatives will work to ensure that personnel within their organizations are aware of Coalition efforts; and
7. Written endorsement of the Coalition's Charter and Bylaws. A responsible corporate official must sign this endorsement in the space indicated below.

Conformance with membership criteria will be reviewed by the Executive Committee on an annual basis. Organizations that do not meet minimum criteria for participation will not be eligible for continued membership. Likewise, members may be removed for violating the goals and objectives of the Coalition; a two-thirds vote of the membership is required for removal

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under these circumstances. Member organizations may choose to resign at any time.

THE EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of one representative from industry, one representative from the higher education community, and a third representative from another sector to be elected by majority vote of the member organizations. The Executive Committee has the responsibility for conducting regular Coalition meetings and implementing the management functions of the Coalition. The Executive Committee is responsible for notifying Coalition members of upcoming meetings, organizing meetings, issuing the draft meeting minutes, overseeing preparation of an annual report of Coalition activities, representing Coalition interests to outside agencies and similar duties.

Executive Committee members shall be elected for a term of one year by majority vote of Coalition members. Terms of the Executive Committee representatives shall not be concurrent, but shall overlap to the extent feasible.

SUBCOMMITTEES

The Coalition may establish Subcommittees to perform specific functions, including implementation of projects defined by the Coalition. Subcommittees shall be led by a chairperson, as determined by the members of the Subcommittee. The chairperson is responsible for organizing the project roles and responsibilities, establishing a schedule for completion, monitoring progress, and reporting progress to the Coalition. Each Subcommittee shall submit a written report of its activities and actions to the Coalition for each year in which it was active. Any authority granted to a Subcommittee is subject to approval for action by the full Coalition.

ATTENDANCE, ALTERNATES, AND REPLACEMENTS

Regular attendance and active participation is required at Coalition meetings. In case of the unavailability of the primary representative, the member organization shall appoint a qualified alternate to represent the organization at Coalition meetings. The alternate may represent the primary Coalition representative in all aspects of Coalition participation, and shall have the responsibility and authority to act on behalf of his or her organization.

A member organization may appoint a qualified replacement at any time during the appointed term for the remainder of that term.

MEETINGS, AGENDA AND QUORUM

The Coalition meets at least once during each calendar quarter, or more frequently, at the discretion of the membership. A special session of the Coalition may be called by the mutual consent of five or more members. A quorum consists of fifty per cent (50%) of Coalition membership, and must include two of the three members of the Executive Committee. All member organizations are entitled to one vote. The Coalition is a consensus-based organization, and as such, Coalition activities must be approved by a majority of members present at the meeting. Between meetings, interim decisions may be made by established subcommittees or by a majority of all voting members via mailed ballot, E-mail or other means, but such decisions shall not be considered final until ratified by vote at a called meeting of the

Coalition. At these meetings, the Coalition conducts the following activities:

- Reviews and approves or disapproves the minutes of the most recent Coalition meeting;
- Reviews project status reports as presented by the Subcommittee chairperson;
- Reviews and approves or disapproves membership requests or nominations. Membership requests shall be approved only if the applicant has endorsed the statement of purpose of the Coalition;
- Recommends changes in policies and procedures, as appropriate;
- Exchanges information, practices and procedures that will enhance the Charles River;
- Approves new projects and initiatives; and
- Develops communication strategies.

REPORTS, RECORDS, AND MINUTES

The minutes of the Coalition meetings, together with all reports submitted to the Coalition, serve as the documentation of Coalition activities. The minutes of each meeting shall include the date of the meeting, the members present and absent, a summary of deliberations and discussions, and recommended action items. Following each meeting, minutes shall be prepared in draft form and copies sent to all members for review and comment. A majority vote at the next meeting shall be taken to approve the contents of the meeting minutes.

BYLAW AMENDMENT

A two-thirds approval by all Coalition members is required to amend these Bylaws. In matters relating to Bylaw amendment or other policy issues, *Robert's Rules of Order* shall be applied. Before voting on a Bylaw amendment, the Executive Committee shall provide all Coalition representatives with at least 10 days advance written notification of the proposed change, and shall include the date, time and location of the Coalition meeting where the Bylaw amendment will be voted upon. Coalition members need not be present to vote, but must provide a written ballot to a member of the Executive Committee by the time of the meeting in order for his/her ballot to be counted. Notifications and ballots may be communicated by US mail, E-mail or by FAX.

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**CLEAN CHARLES COALITION
ORGANIZATIONAL ENDORSEMENT**

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Endorsement

As a responsible corporate official of _____ (organization name), I am familiar with, and support the goals and objectives of, the Clean Charles Coalition. I will make good faith efforts to ensure that my organization supports the membership commitment and criteria described in the Charter and Bylaws of the Clean Charles Coalition.

Organization Name: _____

Address: _____

Name and title of person representing the organization in Coalition matters:

Representative's Name

Representative's Title

Name and title of responsible corporate official:

Official's Name

Official's Title

Signature of Corporate Official: _____

Date: _____

Received on behalf of the Clean Charles Coalition by: _____
(Executive Board Member)

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