

# BYLAWS OF THE COALITION FOR ACTION ON REMEDIATION OF DIOXANE

## ARTICLE I: NAME

The name of the Coalition shall be:

COALITION FOR ACTION ON REMEDIATION OF DIOXANE (CARD).

## ARTICLE II: PURPOSE

The purpose for which the Coalition is organized is as follows:

**Section 1. Goals:** To keep members and the communities at large affected by the 1,4-dioxane contamination in Washtenaw County informed via public outreach and communication; to foster productive relationships and partnerships with all stakeholders; to make community concerns known to all stakeholders; to be at the table with the Michigan Department of Environmental Quality and Gelman Sciences to develop policies and formulate strategies to address the contamination.

**Section 2. Functions:** To hold routine public meetings on a regular basis; to hold occasional public information meetings and townhalls as necessary; to work closely with other stakeholders to find better strategies in the cleanup of 1,4-dioxane while continually monitoring the effectiveness of the current strategies; to development public information documents to better inform members of the community and to make recommendations regarding cleanup policy and strategy to the Michigan Department of Environmental Quality, Gelman Sciences, and other agencies and entities.

**Section 3. Power and Limitations:** The officers have the authority to exercise all powers expressly provided in the bylaws.

## ARTICLE III: MEMBERSHIP

**Section 1. Membership:** The Coalition is organized on a voluntary basis and membership shall be open to any person that supports the purpose statements in Article II, Sections 1, 2, and 3.

**Section 2. Eligibility for Voting Membership:** Voting shall be open to any current Washtenaw County (County) resident, County property owner or County business operator that has attended at least 3 of the last 5 meetings (excluding special meetings). One vote each may be cast by an official or employee of the County, the City of Ann Arbor, Scio Township, and Ann Arbor Township as long as a representative of that local government has attended at least 3 of the last 5 regular meetings. Voting membership eligibility shall be tracked by the Secretary.

## ARTICLE IV: MEETINGS OF MEMBERS

**Section 1. Regular Meetings:** Regular meetings of the members shall be held monthly, at time and place designated by the Chair.

**Section 2. Annual Meetings:** An annual meeting shall take place in the month of October; the specific date, time and location of which will be designated by the Chair. At the annual meeting the voting members shall elect officers, receive reports on the activities of the Coalition, and determine the direction of the Coalition for the coming year.

**Section 3. Special Meetings:** Special meetings may be called by the Chair.

**Section 4. Notice of Meetings:** Notice of all meetings (regular, annual or special), including agenda of business to be transacted, shall be provided by the Secretary via email to the CARD listserv and by posting to the CARD website no less than one (1) week before the meeting.

**Section 5. Quorum:** The members present at any properly announced meeting, along with at least fifty percent of the officers, shall constitute a quorum.

**Section 6. Voting:** All issues to be voted on shall be decided by a simple majority vote of those voting members present at the meeting in which the vote takes place.

Eligible voting members must be provided written or email notice of an anticipated vote at least one (1) week prior to the meeting in which the vote is scheduled to take place. If an eligible voting member is unable to attend the scheduled meeting they may provide their vote to the Chair in writing no less than 24-hours before the meeting for their vote to be counted. Voting this way does not count as attendance at the meeting (and may affect future voting eligibility).

Non-voting members may provide their opinions and suggestions on an issue/action to the Coalition before a vote is taken so that their feedback may be considered by voting members casting their vote.

**Section 7. Action without a Meeting.** Action may be taken by the Coalition without a meeting if, before the action, *all* eligible voting members consent thereto in writing. The written consent shall be filed with the minutes of the proceeding.

## ARTICLE V: OFFICERS

**Section 1. Officers.** The officers of this Coalition shall consist of a Chair, a Vice Chair, a Secretary and a Treasurer. An officer shall hold office for one year or additional years if reconfirmed at the annual meeting or until his or her resignation or removal.

**Section 2. Election and Term of Office.** The new or current officers shall be elected or re-elected by the voting representatives of members at the annual meeting. Officers will be elected by simple majority vote of members present at the annual meeting.

Section 3. **Notice of Resignation or Removal.** An officer may resign at any time by providing written notice to the Chair. Notice of resignation is effective upon receipt or at a later time designated in the notice. An officer may be terminated due to excessive absences (more than 5 consecutive regular meetings) or by majority of the voting membership whenever in their judgment the best interest of the Coalition would be served. The other officers must send notice to the officer in question and then act upon receipt or lack of receipt of communication from that officer. No oral agreement relating to term of office of any officer shall be binding on the Coalition.

Section 4. **Vacancies.** A vacancy of any officer position shall be filled by a simple majority vote of voting members.

Section 5. **Chair.** The Chair will serve as the elected head of the Coalition. The Chair will solicit agenda items and provide the agenda to the Secretary for distribution. The Chair shall convene meetings and will be the sole individual with authorization to speak to the media on behalf of CARD.

Section 6. **Vice Chair.** In the absence of the Chair the Vice Chair will perform the duties of the Chair, and when so acting, will have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair will perform such other duties as from time-to-time may be assigned to him/her by the Chair.

Section 7. **Treasurer.** The Treasurer will have charge and custody over the funds and securities; assist in the preparation of an operating budget; assist in the completion of required corporate filings; help develop fundraising plans, and make financial information available to officers and the public.

Section 8. **Secretary.** The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda, and assuring that corporate records are maintained.

Section 9. **Special Meetings.** Special meetings of the officers shall be called upon the request of the Chair. Notices of special meetings shall be sent out by the Secretary by email, mail, or fax to each officer at least one (1) week in advance. No actions may be voted on during these meetings (actions must be brought to the full Coalition).

## **ARTICLE VI: EXECUTIVE DIRECTOR**

Section 1. **Executive Director.** The Executive Director will be elected by the officers and will be a voting member, except on matters dealing with the Executive Director's position or if the Executive Director is already voting as a representative of a local government.

The Executive Director will serve as advisor to the Chair and other officers on all matters; and will work with the officers to assemble information and data, prepare annual and special reports, and prepare an operating budget covering all activities of the Coalition. The executive director shall be responsible for all expenditures that will be made within approved budget allocations; supervise all members; and carry out other Coalition business. The Chair can designate other duties as necessary.

## **ARTICLE VII: COMMITTEE**

Section 1. **Committee Formation**. The officers may create committees as needed. The Chair appoints all committee chairs.

## **ARTICLE VIII: ADMINISTRATIVE PROVISIONS**

Section 1. **Fiscal Year**. The fiscal year of the Coalition shall begin on October 1 and end on September 30.

Section 2. **Dissolution of Assets**. Upon the dissolution of the Coalition, after paying or making provisions for the payment of the liabilities of the Coalition, the officers shall distribute the remaining assets of the Coalition. Any assets not so disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court for the County of Washtenaw to such organization or organizations as said Court shall select and determine which are tax exempt under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 3. **Contracts**. The Chair may authorize any officer or officers, agent or agents of the Coalition, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition, and such authority may be general or confined to specific instances.

Section 4. **Checks**. The signatures of the Executive Director and the Treasurer shall be required on the check. If the amount of the check is \$50 or less only one signatory will be needed. A permanent check registry record will be retained in the Coalition files for provision to the Chair or auditors at their request.

Section 5. **Deposits**. All funds of the Coalition shall be deposited in a timely manner to the credit of the Coalition in such banks, trust companies or other depositaries as the Chair may select.

Section 6. **Gifts**. The Chair may accept or reject on behalf of the Coalition any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Coalition.

## **ARTICLE X: BOOKS AND RECORDS**

Section 1. **Books and Records**. The Coalition shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, officers, and committees; and shall keep at its registered or principal office a record giving the names and addresses of the members of the officers.

## **ARTICLE XI: INDEMNIFICATION**

Section 1. **Indemnification**. The Coalition shall indemnify, to the extent and in the manner permitted, any person who is or was an officer or non-officer volunteer of the Coalition for expenses (including attorney's fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding, if such arose by reason of the person being an officer or non-officer volunteer. The Coalition may purchase and maintain insurance on behalf of any individual which insures against any such liability to the extent available and to the extent permitted.

## **ARTICLE XII: AMENDMENTS**

Section 1. **Amendments**. These Bylaws may be altered or amended by a two-thirds majority of the voting members. Proposed amendments must be submitted to the Secretary to be sent out with regular announcements.

## **COALITION FOR ACTION ON REMEDIATION OF DIOXANE**

Effective Date: The effective date of these bylaws is April 4, 2017. These bylaws shall remain in effect unless and until amended in part or rescinded in their entirety according to Article XII above.

Amended: