

BYLAWS
ST. LAWRENCE COUNTY ENVIRONMENTAL MANAGEMENT COUNCIL

Article I
General Provisions

Section 1. Establishment. The St. Lawrence County Environmental Management Council (hereafter referred to as the “Council”) was established pursuant to Article 47 of New York State Environmental Conservation Law and Resolution 56-71, adopted by the County Board of Supervisors (currently the Board of Legislators), County of St. Lawrence, State of New York, on May 10, 1971. Resolution 56-71 has been amended by the following resolutions:

- Resolution 86-71 (appointments of members);
- Resolution 319-88 (revising Powers and Duties of the Council);
- Resolution 133-96 (clarification of membership).

These Bylaws supersede all previous bylaws adopted by the Council.

Section 2. Membership. The Council shall consist of up to sixteen members according to the following distribution:

1. A minimum of eight members whose collective, demonstrated knowledge and/or expertise is representative of the following fields:
 - a. Environmental Education, defined as experience with environmental curricula in elementary, secondary, and higher educational institutions and organizations.
 - b. Environmental Sciences.
 - c. Environmental Technology, defined as experience with environmental engineering, environmental health, architecture, landscape architecture and similar disciplines.
 - d. Environmental Action, defined as experience with or current membership in organizations active in environmental planning and advocacy.
 - e. Agriculture, including forestry.
2. One ex-officio member selected by the Board of Legislators from among its membership. The ex-officio member shall have the same privileges as other members.
3. Seven members who shall include one representative if duly appointed from each city, village, or town conservation advisory commission which has been created pursuant to Article 12-F, Section 239-x of the New York State General Municipal Law.
4. The remainder being persons with demonstrated interest in environmental matters affecting the County.

5. All appointees to membership in the Council shall serve at the pleasure of the Board of Legislators, but in no case shall a member's term exceed two years without reappointment. The terms of members appointed from city, town or village conservation advisory commissions shall be concurrent with their terms on such city, town or village commissions, not exceeding a period of two years without reappointment by the Board of the municipality.
6. Vacancies on the Council shall be filled in the same manner as the original appointment except that a vacancy occurring through circumstances other than by expiration of term of office shall be filled only for the remainder of the unexpired term. The Board of Legislators shall maintain a list of persons who have expressed an interest in serving on the Council and it is from this list that vacancies on the Council may be filled.
7. Members are expected to attend monthly meetings of the Council. If a member cannot attend a monthly meeting, s/he must inform the staff and/or the Chair before the meeting in order to obtain an excused absence. If a member accumulates three or more unexcused absences from Council meetings in a calendar year, the Council may, by a majority vote of its membership, by secret ballot and in Executive Session, recommend to the St. Lawrence County Board of Legislators that the person be removed from the membership of the Council, or, if the person's term of appointment is expiring, that they not be reappointed.
8. Members are expected to prepare for Council meetings, by, at a minimum, reviewing the Minutes, agenda and committee reports for the upcoming meeting, and by reviewing information sent out by staff.
9. Members are expected to serve on Committees, as time and interest permit. Committees may be standing committees, or ad hoc committees. Members shall serve on at least one committee during a calendar year.
10. Members are encouraged to use their contacts and associations in the general community in order to bring environmental interests and concerns to the Council, and to communicate Council activities back to the community.

Article II **Officers and Duties**

Section 1. Officers. The officers of the Council shall consist of a Chair, a Vice-Chair, and a Recording Secretary.

Section 2. Duties of the Chair

- (1) The Chair shall preside at all regular and special Council meetings and shall have special duties as prescribed or implied herein.
- (2) The Chair shall see that all reports, documents and actions of the Council are made, executed, or filed, in accordance with law and these Bylaws.

- (3) The Chair shall be authorized to appoint committees, members of committees, and designate the Committee Chair(s). If no Committee Chair is designated, the Committee shall elect its own from among its members. The Council Chair shall be an ex-officio member of all committees.
- (4) The Chair may at his/her discretion grant an excused absence for any member of the Council, provided the Chair is informed of the absence prior to the meeting. The roll call shall reflect excused absences.
- (5) The Chair shall communicate with any member of the Council who has obtained the maximum allowable three absences stated in Article II, Section 2, No. 5 as to the issues causing the absences, and the intentions of the member to remain on the Council.
- (6) The Chair shall schedule and preside over meetings of the Executive Committee.
- (7) The Chair shall appoint members of the Council to represent the EMC at meetings of external organizations

Section 3. Duties of the Vice-Chair. The Vice-Chair shall, in the absence of the Chair, exercise or perform the duties and responsibilities of the Chair.

Section 4. Duties of the Recording Secretary. The Recording Secretary shall see that the minutes of the meetings of the Council are properly recorded, executed and filed. The Recording Secretary is responsible for maintaining membership attendance records, and communicating attendance issues to the Chair.

If the Recording Secretary is not present at a Council meeting, the Chair shall appoint a member who is present to review the Minutes generated at that meeting.

Section 5. Executive Committee. The Chair, Vice-Chair, Recording Secretary and Chairs of Standing Committees shall constitute an Executive Committee. This Committee shall meet from time to time as determined by the Chair to be necessary.

The Executive Committee shall be authorized to act for the Council in between regular meetings. The Executive Committee shall report its actions at the next Council meeting.

Section 6. Vacancies. Should an office become vacant for any reason, the Council shall, at the next regular meeting, elect a successor to hold that office for the unexpired term. In the case of the Chair, the Council's choice shall be subject to the approval of the County Board of Legislators.

Section 7. If in the judgment of the Council an officer fails to fulfill the duties of the office, the Council may, by a majority vote of its membership, by secret ballot and in Executive Session, initiate an action to remove the officer. Actual removal must be approved at the next regular meeting by a two-thirds vote of the membership. In the case of the Chair, this action will be in the form of a recommendation to the County Board of Legislators.

Section 8. Election of Officers. Election of officers shall be held each year at the regular March Council meeting. In preparation for said election, at the February Council meeting, the Chair shall designate one of the Council's standing committees to act as a nominating committee, or shall appoint a special committee for that purpose. The nominating committee shall prepare a slate of nominees for consideration by the Council. Additional nominations may be made from the floor. The order of elections shall be Chair, then Vice-Chair, then Recording Secretary.

For the Vice-Chair and Recording Secretary, the candidate receiving the majority of the votes cast, by secret ballot by the membership present at the March Council meeting, shall be considered elected.

In the case of the Chair, the name of the candidate receiving the most votes for the position of Chair shall be forwarded as a recommendation to the County Board of Legislators for their approval and appointment. A person elected by the Council to serve as Chair shall be considered to be the Chair unless and until the Board of Legislators may decide not to appoint that person to serve as Chair.

Article III **Staff of the Council**

Section 1. Authorization of Staff. In accordance with Resolution 319-88, adopted by the St. Lawrence County Board of Legislators, which replaced and superseded Resolutions 56-71 and 86-71 and in accordance with Resolution 212-79, adopted by the St. Lawrence County Board of Legislators, the St. Lawrence County Planning Office, hereinafter referred to as the staff, will provide professional staff, consultant and clerical assistance to the Environmental Management Council.

Section 2. Staff Responsibilities. The staff shall have the following responsibilities:

1. conduct an annual orientation for all Council members, and conduct individual orientations for new members as needed;
2. prepare preliminary work programs, budgets, and reports;
3. request from Council members and committees proposed goals and objectives;
4. keep written record of all business transacted by the Council;
5. give notice to all members of all regular Council meetings;
6. arrange for guest speakers for Council meetings, based on suggestions from Council members, Planning staff, or the Board of Legislators;
7. record Council meetings and prepare Council meeting minutes and attendance records for verification by the Recording Secretary;
8. other duties as requested by the Council or Board of Legislators.

Article IV
Meetings

Section 1. Quorum. For the transaction of business at regular and special meetings of the Council, one more than fifty percent of the filled membership, who are in attendance at the meeting, shall constitute a quorum. A majority vote of the membership constituting a quorum shall be necessary for the adoption of any matter, unless otherwise stated in these bylaws. Voting by proxy is not allowed.

Section 2. Regular Meetings

1. Schedule. There will be ten monthly meetings per year. The Council will designate the date, time, and place of scheduled meetings.
2. Notification. The staff shall cause each member to be notified of the time, place and date of each regular Council meeting by email or telephone not less than five (5) days prior to the date of the meeting.
3. Order of Business. The order of business for a regular meeting shall be established by staff in coordination with the executive committee but may be modified at the discretion of the Chair. The agenda for meeting shall be distributed to members at least 5 days prior to scheduled meeting.
4. Minutes. The Council shall keep a set of minutes of all Council and committee meetings, and these minutes shall become a public record. Minutes of Council meetings shall be distributed to all members at least five days prior to the next meeting of the Council.

Section 3. Special Meetings

1. Schedule and Notification. Special meetings of the Council shall be held at the call of the Chair or as requested by a majority of the membership of the Council. All members of the Council shall be notified by email or telephone of the time, place, date and agenda five days in advance of the special meeting.
2. Order of Business. The order of business of special meetings of the Council shall be determined by the Chair and included in the written notification as set forth in this section.

Section 4. Committee Meetings

1. Schedule and Notification. A meeting of a Council committee may be called at the discretion of the Committee Chair or at the request of the Council during a regular or special meeting. Notification of a Committee meeting shall be made to the members of the Committee, the Chair of the Council by email or telephone of the time, place, date and agenda five days in advance.

2. Standing and Ad-Hoc Committees: The Chair may create either standing or ad-hoc committees. Standing committees are to hold regularly scheduled meetings addressing the specific committee charge(s). Committees are to present reports at each scheduled EMC meeting.

At the discretion of the Council membership or the Chair, ad-hoc committees to address specific issues presented to the Council may be formed. The charge of an ad-hoc committee shall be specific, and outcomes and assessment measurable. Individuals external to the Council may be invited to participate in ad-hoc committee deliberations.

Specific issues may include the following:

- A specific request from the BOL for an opinion with respect to an environmental issue.
 - An issue/concern raised by a member(s) of the Council requiring further investigation/research.
 - An issue/concern raised by the public for which a Council opinion may be requested.
2. Quorum. A committee of the Council shall require a simple majority of the Committee membership in order to transact business or take any action. Voting by proxy is not allowed.
 3. Resolutions. Resolutions resulting from committee action to be presented to the Council for consideration at a given meeting must be included with the announcement of that meeting and distributed to all Council members at least five days prior to the given meeting.

Section 5. Conduct of Meetings

1. Open Meetings. Meetings are open to the public to attend and participate. All actions taken by the committee are subject to become public record, unless designated as executive session.
2. Executive Sessions. Sessions of the Council may be designated as executive sessions by a majority vote of the membership constituting a quorum.

Prior to commencing an executive session, the reason for such session must be stated and shall appear in the minutes of the meeting.

At any executive session the Council may designate or invite any member of its staff or any County Official to be present, as may be required.
3. Attempts will be made to make the public aware of scheduled meetings, actions, activities, and public awareness campaigns, as part of the powers and duties of the EMC described in St Lawrence Resolution 319-88 Section 5 Powers and Duties.

4. Public Participation. Statements, questions, oral presentations or other public participation by persons attending regular, special or committee meetings of the Council who are not members of the council shall be permitted to occur under the following conditions:
 - a. At regular, special, or committee meetings of the Council, “Comments from the Public” shall be scheduled on the agenda by staff and at the discretion of the Chair or Committee Chair.
 - b. At other times coordinated by and at the discretion and purview of the Chair or Committee Chair.
 - c. The Chair or Committee Chair may limit the length of time allowed for public participation.
5. Voting. A vote on any action in regular, special, or committee meeting shall be recorded and included in the minutes of said meeting(s). Upon request by a Council member, a roll-call vote shall be used to record a particular action. A simple majority of a quorum is necessary to execute action of the Council.
6. Absentee Voting. On issues, designated by the Chair or majority of members present at a meeting, where the opinion of the whole Council is necessary, an opportunity to open an absentee ballot can be initiated. The staff shall through email present the issue to be voted on to the all the members of the council. Members will cast their vote through email to the staff member, who will tally results by a designated deadline. Any issues voted on through absentee ballot shall also be discussed and voted on in person at a Council meeting. All issues voted in such manner must achieve a minimum of two-thirds (2/3) of filled seats to participate in the vote or no action is to be taken. Once two-thirds of the members vote, a simple majority is necessary to pass. Votes shall be tallied at next scheduled meeting.
7. Parliamentary Procedure. Parliamentary Procedure at all Council meetings shall be governed by Robert’s Rules of Order revised, in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

Article V **Communication**

Section 1. Duties of the Chair and the Staff. All official communications of the Council shall be carried out by or under the direction of the Chair.

It shall be the duty of the staff, if directed by the Chair, to draft and sign correspondence necessary for the execution of the duties and functions of the Council as prescribed by these Bylaws in County and State enabling statutes.

Section 2. Duties of Council Members and Committees. It shall be the duty Council members to distinguish clearly between their individual opinions, positions, and beliefs and those of the Council as expressed through duly-adopted motions and resolutions at meetings of the Council. It

shall also be the duty of Council members and committees to attempt to bring matters of environmental significance to St. Lawrence County's residents and property owners to the attention of the Council in a timely fashion.

Section 3. Referrals to Committees. The Council may operate with a committee system, and resolution(s) from the floor shall be referred to the proper committee(s) for consideration. Exceptions may be made by a two-thirds vote of the membership.

Section 4. Ad Hoc Committees. The Chair may appoint Ad Hoc Committees in order to address certain specific tasks or issues, and assign Council members to serve on Ad Hoc Committees. Such Ad Hoc Committees will continue in existence until their task or issue is completed, and the Chair dissolves the ad hoc committee.

Article VI
Miscellaneous Provisions

Section 1. Amendments. These Bylaws may be amended at any time by a two-thirds vote of the currently filled membership. No change in or addition to these bylaws shall be made unless notice in writing shall be filed by the Chair with the Council no later than the regular meeting preceding the meeting at which the motion change is to be proposed.

Staff shall cause a notice to be sent to each member ten days prior to the date of the next meeting indicating the exact wording of the proposed amendment(s).

Section 2. Bylaws Review. The Bylaws of the Council contained within and adopted by the Council shall be posted on the Council's webpage and distributed to the membership. The Bylaws of the Council shall be reviewed on a five-year cycle.

Section 3. Effective Date. The effective date of these bylaws shall be

November 15, 2023.

These Bylaws were duly amended and adopted at a regular meeting at the St. Lawrence County Environmental Management Council on 11/15/23 by an affirmative vote of 11 of the members present.

Susan J. Rau, Chair Susan J. Rau
Print Name Signature

Attested to by Staff Samuel Joseph Samuel Joseph
Print Name Signature