

NATIONAL ASSOCIATION SARA TITLE III PROGRAM OFFICIALS

These by-laws were adopted on April 10, 2008

PREAMBLE

We, the members of the National Association of SARA Title III Program Officials (NASTTPO), having responsibilities or interests associated with the goals, objectives and sustainability of the Emergency Planning and Community Right-to-Know Act (EPCRA), also known as SARA Title III, hereby declare that the purpose of this organization is to protect and promote the health, welfare and safety of the people of the United States of America and its territories. This shall be accomplished through active participation in all emergency and environmental management and homeland security efforts of our states, tribes and local governments to protect human life and the environment from the consequences of transportation and fixed facility chemical accidents through accident prevention and awareness efforts; to promote the effective and efficient use of resources to respond to and plan for incidents involving hazardous chemicals; and to promote community right-to-know.

Article I NAME & DEFINITIONS

Section 1. The name of this organization shall be the National Association of SARA Title III Program Officials, here and after referred to as NASTTPO or the Association.

Section 2. DEFINITIONS

The term "state" means a state, the District of Columbia, the Commonwealth of Puerto Rico, the Virgin Islands, Guam, the Commonwealth of the Northern Mariana Islands (CNMI), and American Samoa.

The term "Indian Tribe" means any Indian Tribe, nation, band, group, or community recognized by the Secretary of the Interior and exercising governmental authority over a Federal Indian reservation.

The term "SERC" means a State Emergency Response Commission as defined by Section 301 of EPCRA.

The term "TERC" Means a Tribal Emergency Response Commission as defined by Section 301 of EPCRA.

The term "LEPC" means a Local Emergency Planning Committee as defined by Section 301 of EPCRA, to include Tribal Emergency Planning Committees.

The term "NASTTPO Member" shall mean an individual whose annual dues payment to NASTTPO is current.

The term "SARA" means Superfund Amendments and Reauthorization Act

Article II MEMBERSHIP RIGHTS & PRIVILEGES

Section 1. NASTTPO Members shall be entitled to the full rights and privileges of the association including the right to hold office, to be a member or chair of committees, and to vote on issues that come before the Association. A NASTTPO Member shall be entitled to all mailings of the Association. In addition, NASTTPO Members may call upon the Association to conduct special studies and surveys, provide written comments to regulatory proposals, and take such other actions that are within reason and consistent with the goals, objectives, and resources available to the Association.

Section 2. Membership dues will be established by the Board of Directors annually. Dues shall be paid to the Association at, or before the date of the annual meeting each year.

Section 3. Any NASTTPO Member may resign at any time by filing a written resignation with any of the current officers of the Association. Such resignation shall relieve the resigning member from all obligations to pay dues or contributions occurring after the date of such resignation. There will be no rebate of any dues already paid.

Section 4. The Board of Directors, by majority vote, may suspend or expel a NASTTPO Member for conduct harmful to NASTTPO or its objectives.

Section 5. The Board may terminate the membership or suspend or expel any NASTTPO Member who is in default in the payment of dues.

Article III VOTING & CONDUCT OF BUSINESS

Section 1. The Board of Directors is charged with carrying on the business of NASTTPO and shall advise the membership of the actions taken at any meeting. The Board of Directors controls all official actions of NASTTPO except for the following:

- election of the Board of Directors
- decisions regarding the legal status of NASTTPO including dissolution
- such other matters as the Board of Directors may wish to refer to the membership

Section 2. In consideration of the limited number of membership meetings that NASTTPO will be able to administer each year, and in order to preserve our members' resources, business will be conducted throughout the year on an as needed basis. NASTTPO business may be conducted via regular or express mail, electronic mail, facsimile, or telephone. The President or a NASTTPO officer designated by the President shall provide notification to the members of all voting opportunities which are being offered to the membership.

Section 3. The following procedures govern all actions requiring a vote:

- a. Each NASTTPO Member shall have one vote.
- b. If the vote is taken at a physical meeting, the voting NASTTPO Member must be present at the meeting during which a vote is cast, appoint another member in attendance as proxy in writing and delivered to the Secretary prior to the meeting; or vote by means identified in Section 2, above. The member receiving the

proxy has the authority to vote as he/she deems appropriate unless instructed otherwise by the person giving the proxy.

c. A majority of the NASTTPO Members voting yea or nay shall determine all questions presented to a vote.

Section 4. The Secretary will record the result of all votes in the minutes of the meeting.

Section 5. Annual Conference: The Association shall conduct at least one conference annually, the exact date and place to be determined by the Board of Directors of the Association. Special meetings of the Association may be called by the Board, the President, or by petition of not fewer than fifteen (15) Members of the Association.

Section 6. Quorum: A quorum shall be presumed to exist at all duly called meetings including the annual conference except as noted in Article IV, Section 2.

Article IV EXECUTIVE OFFICERS AND BOARD OF DIRECTORS

Section 1. Administration of NASTTPO is vested in a Board of Directors consisting of NASTTPO Members determined as follows:

- one each from the ten standard EPA regions,
- two from tribes,
- past presidents in good standing as members, and;
- the five current Executive Officers, namely: the President, Vice-President, immediate Past-President, Secretary and Treasurer.

The Executive Officers, tribal board members, and past presidents may also serve as regional representatives on the Board of Directors. The President and Vice-President shall serve as the Chair and the Vice-Chair, respectively, of the Board of Directors. Each member is entitled to one vote.

All board members shall be listed on the Association's letterhead/stationery.

Section 2. Nine members shall constitute a quorum of the Board of Directors at all meetings. The Board may meet and take action by phone conference call or polling by mail, phone or electronic mail.

Section 3. Duties of the President: The President shall be responsible for leading and facilitating all meetings of the Association, notifying the Association's membership in writing regarding NASTTPO activities on at least an annual basis, and preparing correspondence to express the Association's positions on issues. The President shall also serve as chair of the Annual Conference Planning Committee.

Section 4. Duties of the Vice-President: Following consultation with the Annual Conference Planning Committee and the other Executive Officers, the Vice-President shall be responsible for establishing the contracts for the Association's Annual Conference, including the contracts for meeting room space, lodging for conference attendees, meals, breaks, rental of audio-visual equipment, and such

other services as will be needed. The President shall have the authority to delegate this responsibility to another Member whenever the President deems such action appropriate. The Vice-President shall also serve on the Annual Conference Planning Committee and shall carry out any duties assigned by the President.

Section 5. Duties of the Treasurer: It shall be the duty of the Treasurer to receive all money paid into the Association; to keep an accurate account thereof and to pay out money for any authorized financial obligations of the Association. The Treasurer shall submit a financial report in detail at the Annual Conference or to the Board of Directors 30 days thereafter showing receipts and disbursements made subsequent to the last report. All money received by the Treasurer shall be deposited in an account in a bank of known responsibility in the name of the Association. All checks shall require the signature of the Treasurer. The Treasurer may be bonded in an amount determined by the Board of Directors provided that the premium and other expenses of the bond are paid by the Association.

Section 6. Duties of the Secretary: The Secretary shall be responsible for recording and preparing the minutes of all meetings of the Association. The Secretary shall prepare minutes of all Board meetings and the annual meeting for review by the President in time so that distribution to the membership can occur no later than 60 days after such meeting or the Annual Conference. The Secretary shall maintain a current list of the members of all appointed committees.

Section 7. The members of the Board of Directors do not function in a representative capacity for their employers or similar organizations. In the role of Board Members, they are representatives of NASTTPO exercising their best judgment on the positions and policies NASTTPO should adopt for the broadest benefit of the membership. It is expected that Board Members will solicit and consider the input of any member on a pending policy or procedural matter.

Section 8. Between membership meetings, a quorum of the Board of Directors shall carry out the work of the Association and may further act on behalf of the members. When adopting a formal position of the Association, the Board of Directors shall have the option of sending a mail or electronic mail ballot to the membership or of taking action itself by majority vote.. When a mail ballot is conducted, the membership of the Board will act as directed by the majority position on ballots received by the deadline date indicated on the ballot.

Section 9. For issues relating to the-day-to day operation of the Association, a simple majority of the Board of Directors voting yea or nay shall decide the question. A record of votes shall be duly recorded by the Secretary or the Secretary's designee.

Article VII AUTHORITIES OF THE EXECUTIVE OFFICERS AND BOARD OF DIRECTORS

Section 1. The President of the Association shall be the presiding officer at membership meetings. The President shall make appointments of all special and standing Committee Chairpersons, which shall be presented to the Board of Directors for concurrence.

Section 2. The Board of Directors shall have full authority to contract for services necessary to perform the activities of the Association

Section 3. Executive Officers and members of the Association who perform special services for, or on behalf of the Association, should be reimbursed their expenses in connection therewith, and in special circumstances, may be compensated when approved by the Board and upon presentation of valid receipts to the Treasurer. In circumstances where the Association is compensating a member for travel-related expenses, the Association's reimbursement to that individual shall not exceed the federal government per diem rates for the cities in the United States in which the travel occurred. For travel expense reimbursement, the approved member shall submit an expense report satisfactory to the Treasurer, along with valid receipts for all lodging and transportation and related expenses. Meal receipts are not required but shall not exceed federal per-diem rates.

Section 4. Invoices submitted to the Association shall be forwarded to the Treasurer for payment following approval by either the President or Vice President. Any invoice in excess of \$1,000 shall be submitted to the Board of Directors for approval unless a contract or agreement supporting such invoice has previously been approved by the Board of Directors.

Article VIII ELECTIONS, TERMS OF OFFICE, AND SUCCESSION TO OFFICE

Section 1. Candidates for executive office shall be Members of the Association in good standing and shall have attended at least one previous Annual Conference of the membership.

Section 2. The President and the Vice-President shall be elected for a two year term by a majority of the Members voting at the Annual Conference. At the conclusion of the Presidents' term, if not reelected, he or she will be advanced to the position of the immediate Past-President for a two year term. Members shall be eligible to serve no more than two successive terms as either President or Vice President. In the event the President is re-elected, the previous immediate past president shall serve an additional two years.

Section 3. The Secretary and the Treasurer shall be elected for a two year term by the majority of Members voting at the Annual Conference. The Members serving as Secretary and the Treasurer shall be eligible for nomination to the same offices during successive elections.

Section 4. All other members of the Board of Directors shall be elected for two year terms by a majority of the Members voting at the Annual Conference.

Section 5. The terms of office for Officers and Board of Director members shall begin at the end of the Annual Conference unless otherwise filled under the provisions set forth in Section 6.

Section 6. Past Presidents, in good standing, serve without term limitation.

Section 7. Vacancy in Office:

a. In the event of a vacancy in the office of the President, the Vice-President shall immediately succeed to the Presidency. He/she may in turn also serve a full term as President. An interim Vice-President, who shall serve the remainder of the unexpired term of the Vice-President, shall then be elected by the Board.

b. In the event of a vacancy in the office of the Vice-President, an interim Vice-President who shall serve the remainder of the unexpired term of the Vice-President, shall be elected by the Board. He/she may in turn also serve a full term as Vice-President.

c. If the offices of President and Vice-President are vacant at the same time, any of the remaining Officers or Board Members may call a meeting of the Board, and the Board shall elect from its remaining members an interim President and Vice-President who shall serve the remainder of the unexpired terms. Anyone elected in this manner may in turn serve a full term in the same office.

d. In the event of a vacancy in the position of immediate Past-President, the Member of the Association who has most recently served in that position shall automatically succeed for the remainder of the term.

e. In the event of a vacancy occurring among one of the regional or tribal Members of the Board between elections, the remaining Board Members shall appoint another Member, qualified under Article IV, Section 1, to the unexpired term.

Article IX COMMITTEES

Section 1. The President, with the concurrence of the Board of Directors, may establish such standing or special committees as are needed to promote the work of the Association and shall appoint Members and Chairpersons to such committees.

Section 2. Members of committees are not required to be members of the Board, but must be Members of the Association.

Section 3. The following shall be Standing Committees for the Association:

a. Executive Committee: The Executive Committee shall consist of the Executive Officers of the Association. The Executive Committee shall perform the functions of the Board of Directors and the routine management of affairs of the Association during the interval between meetings of the Board of Directors. All actions taken by the Executive Committee shall be presented for ratification to the Board of Directors.

b. Budget and Finance Committee: The Budget and Finance Committee shall include the Secretary and Treasurer and three other members of the Board of Directors as designated by the President. It shall meet at least two times a year. Budget and Finance Committee meetings may be held at the Annual Conference, or by telephone conference. It shall recommend to the Board of Directors a yearly budget. It shall periodically review the financial position of the Association and it shall make recommendations to the board of Directors for revisions as necessary.

c. Membership Committee: The Membership Committee shall consist of at least three members appointed by the President. It shall be the responsibility of this committee to meet at the Annual Conference, to devise recommendations for the Board of Directors for enhancing the benefits of membership in the Association, and to encourage active membership in the Association. The Membership Committee shall be responsible for preparing and updating a membership brochure and other written membership information for the Association. The chair of the Membership Committee shall be appointed by the President and shall be responsible for maintaining records of membership and registration for the Annual Conference, sending dues notices to members, forwarding dues payments to the Treasurer, and providing receipts for payment of dues.

d. Nomination Committee: The Nominating Committee shall consist of at least three members of the Board of Directors, as designated by the President, and shall biannually accept nominations for Association Officers, and, as appropriate, the Members of the Board of Directors; establish nominating and voting deadlines; generate a ballot, and determine whether the ballot shall be mailed to the Members or offered to the Members in attendance at the Annual Conference. If the Nominating Committee determines that the ballot should be mailed to the Members, then the Committee shall also be responsible for counting the ballots and determining the winning candidates based on the number of votes given each candidate by the Members. The candidates receiving the highest number of votes will be elected to the office for which

each was nominated; candidates may be nominated for only one office each biennium. In the event of a tie vote for an office, a run-off election will determine the winner.

e. By-laws Committee: The By-laws Committee shall be appointed by the President to recommend the adoption of By-laws to clarify operating procedures. This committee may also be periodically appointed by the President as necessary to receive from the membership and recommend revisions to the by-laws, to prepare a ballot of the proposed revision options, and to submit this ballot to the membership for approval by majority vote. This vote may be conducted by mail, facsimile, electronic mail or at a meeting of the Membership.

f. Rapid Reaction Team: The RRT shall be appointed by the President and shall be chaired by the President. This committee shall review, consider and respond, as appropriate, to federal agency policy initiatives, regulatory proposals and statutory changes relevant to the activities and interests of the Association. The committee shall routinely advise the Membership of these events and solicit their observations and input.

g. Annual Conference Planning Committee: The Annual Conference Planning Committee shall be appointed by the President. The President shall serve as chair of this committee and the Vice-President and the Chair of the Membership Committee shall also serve on this committee. The Annual Conference Planning Committee shall develop specifications for the Conference, the Conference agenda, and any advertising/promotional materials for the Conference. A member from the conference venue shall serve on the Conference Planning Committee.

h. Such other committees as deemed advisable by the President.

Article X FISCAL YEAR

The fiscal year of the Association shall end on December 31st of each year.

Article XI AMENDMENTS

Section 1. The By-laws may be amended by a majority vote of the Members responding to a ballot which offers the amendments.

Section 2. Amendments may be proposed to the President or to an established By-laws Committee by any Member at any time. If a By-laws Committee has not been established by the President when such a proposal is received, then the president shall respond by establishing a By-laws committee. Should the By-laws committee determine to propose amendments of the By-laws to the Membership, the Board shall determine whether to hold a ballot prior to the next meeting of the Membership or to hold the vote at the next meeting of the Membership.

Article XII MEETINGS

Section 1. The Association shall have an Annual Conference.

a. This conference shall be conducted by the Association to provide educational and training opportunities and an opportunity to attend to the business of the Association. Written notice of the Annual Conference shall be given to the membership at least three months prior to the date of the conference.

b. The Association shall contract in advance for meeting room space, lodging for conference attendees, meals, breaks, rental of audio-visual equipment, and such other services as will be needed for the Annual Conference. Specifications for the Conference shall be prepared in advance of the date of the Annual Conference and must be approved by the Annual Conference Planning Committee before being submitted to any contracting business or agency. The contract for such services shall be first reviewed by the

Treasurer and then signed at a reasonable time prior to the date of the Annual Conference by the President, or designee, and co-signed by a Conference Planning Committee member, preferably a venue Committee member.

c. The Association may form partnership agreements for purposes of holding joint meetings with other groups who have interests which are similar to that of the Association. Such partnerships shall be approved by the Board of Directors.

d. The Association shall charge a registration fee of all Annual Conference registrants whose fees are not otherwise waived by subsections (e) or (f) of this section. These fees shall be used to cover the Association's expenses for the conference, including the costs of rental of meeting rooms, rental of audio-visual equipment, printing and mailing costs, meals, breaks, and other related expenses. A discounted fee shall be offered to registrants who submit their registration information and verification of registration fee payments by a deadline established by the Annual Conference Planning Committee. The registration fee shall include the annual membership fee for members of the Association.

e. The Annual Conference registration fee may be selectively waived upon a case-by-case determination that such waiver is appropriate and useful to the purposes of the Association. Registration fees waivers are made upon recommendation of the Annual Conference Planning Committee and approval by the Board.

f. The Association may pay the travel, meal, and lodging costs of the Conference Registrar. The individual who serves as Conference Registrar shall be appointed by the Annual Conference Planning Committee and approved by the President. The Registrar shall serve to support the Annual Conference Planning Committee members during all activities related to the Conference.

Section 2. Additional meetings of the Association including joint meetings with other groups may be held at the direction of the Board of Directors, the President, by a petition of not fewer than 15 Members of the Association, or a majority vote of the Members present at the Annual Conference.

Section 3. Whenever a question of procedure is raised, Roberts Rules of Order Newly Revised shall prevail.

Section 4. Summary minutes of all activities, votes, discussions and financial transactions occurring at annual meetings, specials meetings or committee meetings of the Association shall be maintained by the Secretary. Such minutes shall be available to the Members and unless available via the Internet, provided by electronic mail to the Members.