

# Visibility Improvement - State and Tribal Association of the Southeast

## *Bylaws*

### *Article I*

#### Name

This collaboration shall be called Visibility Improvement - State and Tribal Association of the Southeast, hereafter referred to as VISTAS.

### *Article II*

#### Preamble/Purposes

##### Part 1. Preamble

VISTAS is being established to initiate and coordinate activities associated with the management of regional haze, visibility, and other air quality issues.

In considering these bylaws, VISTAS recognizes that the national goal of the visibility program, as set forth by Congress, is to remedy any existing impairment and prevent any future impairment in mandatory Class I Federal areas that are caused by human activity. VISTAS also recognizes the benefits of coordination on many of the projects relating to air quality that are underway in the region. While the initial focus of this group shall be to promote implementation of federal visibility rules, the rules also highlight the need to implement other regional planning processes to improve air quality in the geographic area located within the States of Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia. VISTAS shall seek economies where possible by utilizing existing resources to address issues identified in the planning processes.

VISTAS represents an association of States and Tribes who have the authority and responsibility to develop, adopt, and implement their individual State and Tribal air quality implementation plans. VISTAS recognizes the importance of involving all stakeholders in the process including State and Tribal representatives, local air quality officials, the United States Environmental Protection Agency, Federal Land Managers from the Department of Interior and Department of Agriculture, environmental groups, industry, academia, general public, and others. The work of the association will be conducted in a manner which is fair and equitable to its members.

VISTAS has no independent regulatory authority and has no authority to direct or establish individual State or Tribal law or policy. Participants retain their own rights and legal authorities.

VISTAS is being formed as a collaboration exempt from the Federal Advisory Committee Act and shall conduct its processes consistent with the concepts of open and participatory government.

##### Part 2. Purposes

The purposes of VISTAS are as follows:

To promote the coordinated efforts of States and Tribes in their efforts to address federal regional haze and visibility requirements.

To identify regional or common air management issues.

To conduct research and undertake other activities to provide the membership with scientific and technological information which may be of value in development of agency strategies.

To develop strategies on regional haze and other air quality issues for use by member States and Tribes, where appropriate, in developing their implementation programs, regulations and laws.

*Article III*  
Organizational Structure and Membership

VISTAS shall be made up of the State and Tribal Air Directors (STAD), the Coordinating Committee, executive staff and workgroups. The executive staff, as deemed appropriate by the STAD, shall support VISTAS. VISTAS workgroups shall be made up primarily of member State and Tribal staff. Additional participation may come from federal entities, the public, environmental groups, industry, and academia.

The STAD is the policy oversight committee for VISTAS, setting goals and objectives, establishing internal policies, procedures, and protocols, managing funds, approving workgroup efforts, and generally guiding the efforts of VISTAS.

The Coordinating Committee for VISTAS shall be a small group appointed by the STAD to coordinate day-by-day VISTAS activities without having to call a formal meeting of the STAD. The Coordinating Committee shall be chaired by the Vice-Chairperson of the STAD and shall include one Tribal representative, the State or Tribal chairs of the workgroups and others appointed by the STAD, as necessary. The Coordinating Committee shall be made up of a minimum of five State representatives and one Tribal representative. The Coordinating Committee shall resolve workgroup issues/conflicts, facilitate and coordinate workgroup efforts, ensure coordination with the STAD on all major activities and respond to STAD and workgroup requests.

VISTAS encourages participation from environmental groups, industry, and other interested parties, and shall operate in conjunction with other regional planning organizations.

Membership of the State and Tribal Air Directors (STAD) includes eligible States, Tribes, and Local Air Programs as defined under Article III Part 1. The STAD shall be the only members of VISTAS with voting privileges.

Part 1. State, Tribal, and Local Representatives

1. States
  - a. The States of: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia.
  - b. The State air official or his/her designee or other individual as may be designated by the environmental commissioner/director or governor of an eligible State shall be the State's representative to the STAD.
  - c. Any changes in designation shall be made in writing to the STAD.
  - d. Each State shall have one vote.
2. Tribes
  - a. The Eastern Band of the Cherokee Indians.
  - b. Other Federally Recognized Tribes within the geographic area represented by VISTAS meeting the eligibility requirements under provisions of the Tribal Authority Rule (TAR) (40 CFR 49.6).
  - c. There shall be one voting member from each eligible Tribe. The voting member shall be a person designated by the eligible Tribe.
  - d. Any changes in designation shall be made in writing to the STAD.
3. Local Air Programs
  - a. The President of Metro 4 or his/her designee shall represent the EPA Region 4 local air programs on the STAD.
  - b. Any changes in designation shall be made in writing to the STAD.
  - c. The local air program representative shall have one vote.

- d. The local air program representative shall coordinate local air program issues.

#### Part 2. Federal Representatives

The following Federal agencies shall be represented as non-voting members as follows:

1. Federal Land Managers
  - a. There shall be two individuals representing the interests of the Department of Interior and one individual representing the interests the Department of Agriculture.
  - b. Each representative shall be designated by his or her respective agency.
  - c. Any changes in designation shall be made in writing to the STAD.
2. United States Environmental Protection Agency
  - a. There shall be one individual representing the interest of the United States Environmental Protection Agency.
  - b. The Administrator of the United States Environmental Protection Agency or his/her designee shall designate this individual.
  - c. Any changes in designation shall be made in writing to the STAD.

#### Part 3. Other Representatives

VISTAS encourages other interested parties to participate in this regional air quality planning process. These interested parties may include individuals from environmental groups, industry, academia, and the general public.

### *Article IV*

#### State and Tribal Air Directors and Officers

#### Part 1. Duties of the State and Tribal Air Directors (STAD):

1. Provide general oversight to VISTAS activities.
2. Review and approve products and recommendations from workgroups.
3. Provide oversight for the coordination and development of air quality strategies necessary to promote the implementation of federal visibility rules.
4. Oversee the development of other air quality policies and strategies.
5. Appoint a treasurer of VISTAS.
6. Ensure sufficient staffing of the organization to support the efforts of VISTAS.
7. Appoint a Coordinating Committee to coordinate day-to-day issues of VISTAS activities without having to convene a formal meeting.
8. Identify issues and tasks necessary to support activities and refer these issues to the Coordinating Committee, the VISTAS Executive Staff, and workgroups. At a minimum the Coordinating Committee shall include five State representatives and one Tribal representative.
9. Appoint workgroup chairpersons and co-chairpersons as appropriate. Each workgroup must have at least one eligible State or Tribal representative as a chairperson.

#### Part 2. Officers

The officers of VISTAS shall consist of a Chairperson and a Vice-Chairperson. The Chairperson and Vice-Chairperson shall be elected from the membership of the STAD. The officers may receive assistance to accomplish their duties from member States and Tribes, contractors, or other organizations and may delegate activities to staff or workgroups established by VISTAS.

#### Part 3. Duties of Officers

- a. The Chairperson:
  - Shall preside at all meetings of VISTAS.
  - Shall facilitate consensus on all VISTAS issues.
  - May establish separate workgroups to accomplish goals and objectives.

May use telephone polls of other STAD members to consider an issue when circumstances require expedient action.

Shall exercise other duties as prescribed by resolution of the STAD.

b. The Vice-Chairperson:

Shall assume the duties and functions of Chairperson for any time period during which the Chairperson is absent or the position is vacant.

Shall serve as the chairperson of the Coordinating Committee.

Shall exercise other duties as prescribed by resolution of the STAD.

Part 4. Terms and Elections

1. The voting members of the STAD shall elect the Chairperson and Vice-Chairperson.
2. The Vice-Chairperson must be able to serve as Chairperson the following term.
3. The terms of office for the Chairperson and Vice-chairperson shall be for two years, beginning and ending on January 1.
4. In the event that an officer is no longer a STAD member, or the office should otherwise become vacant, the Chairperson shall request recommendations for candidates for the vacated position. After receiving the recommendations, the Chairperson shall call for a vote to elect the new officer. Between the time that such vacancy occurs and such vote occurs, the Chairperson after consultation with the STAD may appoint a member to serve as interim holder of that office.

*Article V*  
Treasurer

The Treasurer shall:

- a. Be appointed by the STAD and may or may not be a STAD member.
- b. Act as custodian of all funds collected by VISTAS.
- c. Propose an annual budget to the STAD.
- d. Review audits and financial reports of VISTAS and workgroups receiving funds on behalf of VISTAS.
- e. Disburse funds as requested by the Chairperson or Vice-Chairperson (in the Chairperson's absence).
- f. Prepare an annual report to be disbursed at the annual meeting.
- g. Furnish statements of receipts and disbursements at each meeting of the STAD and upon end of term as Treasurer.
- h. Ensure that an annual independent audit of the expenses of VISTAS is conducted.
- i. Make information available to the STAD for presentation to the VISTAS membership.
- j. Ensure that all federal financial requirements are met.
- k. Exercise other duties as prescribed by resolution of the STAD.

*Article VI*  
Executive Staff

The STAD shall ensure that a director/coordinator is procured to oversee VISTAS activities. The VISTAS Director/Coordinator shall be responsible for administration of the day-to-day activities of VISTAS. With STAD concurrence, technical and administrative staff may be procured to provide additional support to VISTAS and the VISTAS Director/Coordinator. The expenses for the Executive Staff shall be paid out of available VISTAS funds. Executive Staff responsibilities may include, but are not limited to the following:

- a. Support the efforts of the STAD, Coordinating Committee, and workgroups in accomplishing the purposes of the VISTAS.
- b. Provide timely and accurate technical support and advice to VISTAS.
- c. Oversee contract management.

- d. Provide logistical support and coordination of VISTAS annual meeting, STAD meetings, and additional support for other meetings as requested. Ensure advance notice of meetings is provided to VISTAS members.
- e. Actively participate in meetings.
- f. Be responsible for assuring a written record of all STAD meetings and maintaining records of the minutes and summaries of each general and committee meeting.
- g. Make information available to the STAD for presentation to the VISTAS membership.
- h. Serve as the primary point of contact between VISTAS and the public.
- i. Oversee timely dissemination of information and news of relevance to VISTAS members including summaries of general meetings and committee reports.
- j. Ensure development and maintenance of a VISTAS website and ensure that information on the website is timely and accurate.
- k. Ensure the timely submission of reports and other submittals as required by federal grant requirements.
- l. Exercise other duties as requested by the STAD.

*Article VII*  
Powers

In carrying out its duties and responsibilities, the STAD may:

- a. Solicit external funding or in-kind services.
- b. Organize workgroups for management or assessment functions and review workgroups and alter their membership to be consistent with organizational objectives.
- c. Refer issues to workgroups or other groups as appropriate to address regional air quality issues.
- d. Hire staff, or arrange for the provision of staff support, to carry out its activities.
- e. Authorize other organizations to solicit and manage funding on its behalf.

*Article VIII*  
Funding

Funds for VISTAS will be provided through grants from the United States Environmental Protection Agency and other sources. The STAD shall approve the budget and may establish other mechanisms for financing the activities of the organization.

*Article IX*  
Meetings

- a. VISTAS shall hold an annual meeting, but may meet as often as is necessary to conduct its business.
- b. Additional meetings of VISTAS, including meetings with other groups, shall be called at the request of a majority of the STAD members.
- c. All meetings shall be conducted according to Robert's Rules of Order.
- d. All VISTAS and STAD meetings shall be open to the public. Upon a vote of the majority of the voting members present, the STAD may decide to enter into Executive Session (from which the public may be excluded) for the purpose of discussing and considering matters relating to personnel, litigation, contracts and other specific matters, the discussion of which in open session would be detrimental to the interest of VISTAS. Votes shall not be taken during Executive Session. Minutes of the public sessions of the meeting and other status or program reports shall be made available to the public.
- e. All workgroup meetings shall be open to the public and should include reasonable opportunity for the public to comment on or provide suggestions relevant to the workgroup activities.

*Article X*  
Issue Resolution, Quorums and Voting, Alternates and Proxy

Part 1. Issue Resolution

- a. It is the intent of VISTAS to resolve all issues on a consensus basis. Whenever there is disagreement among the members, each member must commit to making all reasonable efforts to achieve consensus. This may include, when time permits, participation in a formal consensus building process.
- b. When consensus cannot be reached, differing positions shall be recorded for purposes of the public record.
- c. Voting may be conducted by the STAD when consensus cannot be reached.

Part 2. Quorums and Voting

- a. A quorum shall be representation from a simple majority of the eligible STAD members.
- b. Passage of any matter in which a vote is taken requires the support of two-thirds of the voting membership of the STAD present where a quorum exists.
- c. When voting is necessary, VISTAS shall follow Robert's Rules of Order.
- d. No fewer than ten calendar days in advance of any vote scheduled to be taken, the Chairperson shall send to the membership the issue being proposed for a vote by appropriate communication means including, but not limited to, U.S. mail, express mail, electronic mail or facsimile.

Part 3. Alternates and Proxy

A STAD member may designate to the Chair of the STAD a proxy in the event they are unable to attend a vote of the STAD.

*Article XI*  
Workgroups

The standing workgroups are Technical Analysis, Data and Planning. Guidelines for the staffing, function, operation and goals of workgroups shall be established and approved by the STAD. Additional standing workgroups can only be formed by two-thirds vote of the STAD present where a quorum exists. The STAD, and workgroup chairs with the concurrence of the Coordinating Committee, may establish temporary ad hoc workgroups as needed to address specific issues and promote the regional air quality planning activities of VISTAS.

*Article XII*  
Amendments

These bylaws may be amended at any business meeting. Amendments to the bylaws shall be introduced in accordance with Robert's Rules of Order and must be passed by a vote of at least three-quarters of all eligible STAD members. Amendments to the bylaws may only be introduced if noticed at least 25 days prior to the business meeting.

*Article XIII*  
Duration and Dissolution

VISTAS shall continue as a collaboration until such time as it is dissolved or merged with another organization. The STAD may dissolve VISTAS at any official business meeting where at least three-quarters of the eligible voting members are present and voting. At least three-quarters of the voting members must agree to the dissolution before it becomes effective. If dissolved, the assets of VISTAS remaining after all bills and liabilities are settled, shall be disbursed equally among all eligible voting members whose membership is current. Any assets acquired with federal grant funds shall be handled consistent with federal grant guidelines.

*Article XIV*  
Resignation

Upon written notification, any eligible STAD member may resign from VISTAS. Upon resignation, the member is no longer considered eligible, no longer has voting rights and privileges and is not eligible to receive any disbursement of assets in the event of dissolution of the organization.

*Article XV*  
Compensation/Expenses

No participants of VISTAS, other than the VISTAS Executive Staff, shall receive any compensation from VISTAS for their services. The STAD may authorize prepayment or reimbursement from VISTAS funds for direct expenses incurred in the performance of official VISTAS duties.