

OZONE TRANSPORT COMMISSION BYLAWS
Adopted July 16, 1991
Amended June 13, 2024

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I. Article I – Preamble

Section 176A of the Clean Air Act as amended in 1990 (the Act, or CAA), gives the Administrator of the U.S. Environmental Protection Agency (Administrator) the authority to establish interstate ozone transport regions. Section 184 specifically establishes a single transport region comprising the States of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and the consolidated metropolitan statistical area--CMSA--for Washington, D.C. These bylaws have been drafted in response to this action and were accepted by a unanimous vote of the membership on July 16, 1991.

II. Article II – Name

This Commission shall be known as the Ozone Transport Commission (OTC, or Commission).

III. Article III - Purposes

A. The purposes of the OTC are to:

1. Assess the degree of interstate transport of ozone or its precursors throughout the transport region;
2. Assess strategies for mitigating the interstate pollution;
3. Recommend to the Administrator such measures as the Commission determines to be necessary to be implemented in all or a portion of the transport region to ensure that the plans for the relevant States meet the requirements of Section 110 (a) (2) (d) of the Act.

B. In carrying out the stated purposes, the Commission may:

1. Recommend to the Administrator, as appropriate, that specific areas be added to or removed from the transport region;
2. Promote support for regional ozone strategies, including emissions controls specifically required by the Act;

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3. Promote consistency and standardization of inventories and rules associated with ozone and its precursors;
4. Assess the need for and advance improved modeling, inventory and air monitoring techniques or approaches to ensure an appropriate characterization of the ozone transport problem and the assessment of alternative control strategies;
5. Provide a forum for technical analyses, issue resolution and coordination, development of consensus, and information exchange among member States and between the member States and the Environmental Protection Agency (EPA).

IV. Article IV – Membership

A. The membership of the OTC is dictated by the Act as follows:

1. For each Member State (including Virginia, because of its partial inclusion in the CMSA for Washington, D.C.),
 - a. Two members – the Governor, or their appointee; and an air pollution control official, appointed by the Governor.
2. For Washington, D.C.,
 - a. Two members – the mayor, or their designee; and an air pollution control official, appointed by the mayor.
3. For the Environmental Protection agency (EPA),
 - a. The Administrator, or their designee;
 - b. The Regional Administrator, or their designee, from EPA Regions I, II, and III.

B. For the purposes of these by-laws, the non-EPA members shall be referred to as State members, or States.

V. Article V – Quorum and Voting

A. Each member of the Commission, except the EPA members, shall have one vote.

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- B. A quorum for voting purposes at meetings and at conference calls shall be representation from two-thirds (2/3) of the voting members. For votes by mail or electronic mail (e-mail) ballot (pursuant to Article V. E - F), the quorum requirement shall be met through provision, to each member of the Commission, of a written copy of the proposed vote.
- C. A Governor may designate an alternate member to vote in a member's absence, provided that he/she notifies the Chair and the Executive Director of such designation prior to any vote in which the alternate member would be voting on behalf of the member.
- D. Any member may designate another member as a proxy for the purpose of voting on behalf of the member in their absence, provided that they notify the Chair and the Executive Director of such designation prior to any vote in which the proxy is to be exercised.
- E. The Commission may vote by presenting a question either at any meeting (in-person or virtual) or by mail or e-mail ballot to all members of the Commission. For votes by mail or e-mail, the Chair shall set a deadline and location for the receipt of votes.
- F. The Chair, or the Executive Director under delegation from the Chair, shall submit in writing to all members by mail or e-mail any matter being proposed for a vote no fewer than ten days in advance of the meeting at which the vote is scheduled to be taken, or the date the mail or e-mail vote is scheduled to be taken.
- G. The Commission shall use its best efforts to reach consensus in the decisions, where consensus is deemed to be achieved when no voting member votes against the question; in such a situation there may be abstentions. If the Commission cannot achieve consensus, the Commission shall decide by majority of those votes yea or nay to determine the question.
- H. The Treasurer/Secretary will publish the count of any vote, including abstentions, in the minutes of the business meeting.
- I. Upon a motion adopted by a majority vote of the Commission, the Commission may take a roll call vote.
- J. The Commission may adopt resolutions, and other such instruments as deemed appropriate by the Commission, to state its position(s) on matters, in addition to taking formal votes on matters to recommend to the

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Administrator, as set forth in Article III.A.3 and III.B.1.

- K. For recommendations that will be transmitted to the Administrator, each State shall have only one voting member, who shall be either the Governor or their appointee; the alternate member they designate per section C of this Article; or the designated proxy voter per section D of this Article.
- L. All meetings shall be conducted according to Robert's Rules of Order.

VI. Article VI – Officers, Elections, Term of Office, and Succession to Office

- A. The Officers of OTC shall consist of a Chair, Vice Chair, and a Treasurer/Secretary.
- B. The Chair:
 - 1. The Chair for the first year beginning with the establishment of the Commission shall be elected from the Commission voting membership. Thereafter, the Chair shall be rotated to the person that currently holds the position of Vice Chair.
 - 2. The Chair shall be the Governor or the designee of the Governor (under CAA section 184 (b)(1)(A) of the Clean Air Act) of the State which is elected under the provisions of this article.
 - 3. The term for the Chair shall be for one year, beginning and ending on the date of the respective years of the annual meeting (as specified in Article IX).
- C. Vice Chair:
 - 1. The Vice Chair for the first year beginning with the establishment of the Commission shall be elected from the Commission voting membership. Thereafter, the Vice Chair shall be rotated to the person that currently holds the position of Treasurer/Secretary.
 - 2. The Vice Chair will have the Chair position in the following year and will fulfill the Chair responsibilities in the event of the Chair's absence or Chair position vacancy.
 - 3. The Vice Chair shall be the Governor or the designee of the Governor (under Section 184 (b)(1)(A) of the Clean Air Act) of the State, which

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is elected under the provisions of this article.

4. The term for the Vice Chair position shall be for one year, beginning and ending on the date of the respective years of the annual meeting (as specified in Article IX).

D. The Treasurer/Secretary:

1. The Treasurer/Secretary for the first year beginning with the establishment of the Commission shall be elected from the Commission voting membership. Beginning with the 2024 annual meeting, the Treasurer/Secretary shall be rotated to the Commission member in the order of the members listed in Article VI.H.
2. The Treasurer/Secretary will assume the Vice Chair position in the following year and will fulfill the Vice Chair responsibilities in the event of their absence or Vice Chair position vacancy.

E. The terms of office for officers shall begin at the end of the annual meeting.

F. The functions of the officers shall be as follows:

| <u>Member</u> | <u>Functions</u> |
|----------------------|---|
| Chair | Chairs all Commission meetings; sets final agenda for meetings. |
| Vice Chair | Vice Chair of all Commission meetings; serves as Chair in the event of the Chair's absence or vacancy. |
| Treasurer/Secretary | Oversees funds of the Commission as administered by the Executive Director. Periodically reports on fund balance related issues to the Commission and at the end of a term as Treasurer; provides minutes and transactions of meetings to the Commission; serves as Vice Chair in the event of the Vice Chair's absence or vice chair position vacancy. |

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Executive Director

Custodian of all funds collected by the Commission; disburses funds as requested by the Chair, Vice Chair (in the Chair's absence), the Treasurer/Secretary, or the Executive Director (under delegation from the Chair); furnishes statement of receipts and disbursements at each meeting. Provides minutes and transactions of each Commission meeting and each committee meeting.

- G. Officers shall be the Governor or the designee of the Governor (under CAA section 184(b)(1)(A) of the Clean Air Act) of the State. No two officers may be from the same State.
- H. Beginning with the conclusion of the 2024 annual meeting, the officers and the rotation order for members to be officers of the Commission shall be:

Connecticut
Delaware
District of Columbia
Maine
Maryland
Massachusetts
New Hampshire
New Jersey
New York
Pennsylvania
Rhode Island
Vermont
Virginia

In all following years, the positions shall rotate to the next following member on the list at the conclusion of the annual meeting.

- I. In the event an officer no longer is a representative for their State, or the office should otherwise become vacant, the position succession shall occur as described in Article VI.J.
- J. In the event the Chair no longer is a representative of their State, or the office should otherwise become vacant, the current Vice Chair will

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become the Chair, and the Treasurer/Secretary will become the Vice Chair. The term of the new Chair and Vice Chair will then run from the time of succession through the remainder of the previous Chair's term, as well as all the term that new Chair would have served if there had been a routine succession at the appropriate annual meeting. The new Treasurer/Secretary shall be the next member in the rotation list of Article VI.H.

- K. In the event that the Chair, Vice Chair, and the Treasurer/Secretary simultaneously no longer represent their respective States, or their offices otherwise become vacant simultaneously, the office vacancies shall be filled in the rotation order of the next members listed in Article VI.H.
- L. Nothing in this Article shall be interpreted to deny or limit the voting rights of voting members of the Commission.
- M. There shall be an Executive Committee, consisting of the Chair, the Vice Chair, the Treasurer/Secretary, and the most recent past Chair. The function of the Committee shall be to assist the Chair in the direction and oversight of Commission staff including, but not limited to:
 - the preparation and adoption of an annual work plan to implement the Commission's strategic plan.
 - assisting in annual reviews and evaluations and contractual negotiations and;
 - any other Commission matters at the discretion of the Chair.

VII. Article VII – Executive Staff

The Commission shall hire an executive director to be responsible for administration of the day-to-day activities of the Commission. The Commission, or the executive director acting on behalf of the Commission, shall hire additional staff as necessary to carry out the objectives of the Commission.

VIII. Article VIII – Committees

- A. The Commission shall determine (and periodically review) the need to establish permanent committees to support actions and goals of the Commission. Permanent committees shall remain in effect until dissolved by

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the same authority by which they were formed.

- B. The Chair may establish such additional ad hoc committees as are needed to achieve the goals of the Commission. Ad hoc committees shall remain in effect throughout the period of time associated with their creation, after which they shall automatically dissolve without the requirement of action of any sort by the membership.
- C. Committee members may be selected through appointment by the Chair, volunteering, or majority vote, pending a commitment or willingness to serve. No State shall be denied the right to have a representative on any committee, except that the executive committee shall be as stated in Article VI(M).
- D. Committee Chairs shall be elected by a majority vote of the committee membership. The term of committee chairmanships shall be one year, beginning and ending with the Commission's annual meeting. A member who is a committee Chair may continue in a subsequent year if so elected by the committee membership.
- E. The purpose of Committees established pursuant to this Article shall be to aid the Commission in reviewing, analyzing, and evaluating ozone-related research; identifying and evaluating control strategies; identifying evaluating and recommending policy positions to the full Commission for its consideration; building consensus; and carrying out any other such tasks as directed by the Commission through its Chair.

IX. Article IX – Meetings

- A. A minimum of one meeting shall be held each year. The meeting schedule is as follows:
 - 1. An annual meeting, to be held in the spring, unless the membership votes to hold the meeting at some other time.
 - 2. Additional meetings, including meetings with other groups, may be called at the request of a majority of the members of OTC.
 - 3. The Chair may choose to conduct business by conference call or virtual meeting as long as all members are provided reasonable notice of the meeting and given the opportunity to participate. In the event that an issue requires a vote, the Chairman may choose to call for a vote by roll call, mail, or e-mail ballot. Minutes shall be created for

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conference call and virtual meetings in which a vote is taken, to be approved at the next following meeting of the Commission.

4. Committee meetings may be held at times set forth according to Article IX.A.1-4, or at other times as arranged by committee Chairs.

- B. The Commission shall hold at least one annual public meeting of the full commission and at least one annual public meeting of the collective OTC committees. Minutes shall be created for Commission meetings, to be approved at the next following meeting of the Commission. Upon a vote of the majority of the voting members present, the Commission or any of its committees may decide to enter into Caucus Session (from which the public may be excluded), for the purpose of discussing and considering matters relating to personnel, litigation, real estate, and other specific matters the discussion of which in open session would be detrimental to the interests of the Commission.

- C. The Commission shall use its best efforts to provide public notice of its public meetings.

- D. The Chair of the Commission and the Chairs of any of its committees shall encourage involvement at their public meetings through use, at their discretion, of various methods of public involvement, including, but not limited to the following: time reserved at meetings to allow for presentations or comment from the public; special meetings or hearings designed for public comment or for discussion between Commission members and the public; public involvement on a particular subject matter.

X. Article X – Action Without Meeting

Any action required or permitted to be taken by the membership may be taken without a meeting if all members are notified and there is consent of a majority of the full Commission membership eligible to vote to take said action.

XI. Article XI – Communications

- A. The Chair, or the executive director, under delegation from the Chair, shall submit a call for issues to all members at least 60 days prior to a scheduled meeting.

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- B. The Chair, or the executive director, under delegation from the Chair, shall submit a draft agenda to all members at least 20 days prior to a scheduled meeting.
- C. The Chair, or the executive director, under delegation from the Chair, shall accept agenda items from all members up to 15 days prior to a scheduled meeting until available meeting time is exhausted.
- D. The Chair, or the executive director, under delegation from the Chair, shall submit a final agenda to all members by express mail or e-mail 10 days prior to a scheduled meeting.
- E. The Chair, or the executive director under delegation from the chair, may amend this communication schedule for a particular meeting upon a majority vote of the voting members present, when a quorum is present. For votes on new business matters introduced at that particular meeting, a unanimous vote of the voting members present is required to allow the matter to go to vote at that meeting.
- F. The Chair shall not be required to satisfy the communication schedule when an emergency meeting must be held, or when a majority of the voting Commission members allows a different communications schedule, except with regard to the provision in Article XI.E pertaining to votes on new business matters.
- G. Notwithstanding the prevision of any Article of these bylaws, the Commission may, by 2/3 vote of the voting members present, waive these rules and take any action at any meeting or call at which a quorum is present when it deems it is in the best interest of the Commission to do so.
- H. Nothing in this Article shall prevent the Commission from conducting business and taking valid votes at the meeting at which bylaws are adopted or amended.

XII. Article XII – Amendments

- A. The bylaws may be amended at any business meeting where a quorum of the States are present. Amendments to the bylaws shall be introduced pursuant to the provisions of Article V.F, and considered in accordance with Robert’s Rules of Order, and, if consensus is not achieved, must be passed by a vote of at least 2/3 of the voting members present.

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B. Bylaw amendments shall be effective immediately upon passage, unless otherwise specified as part of the successful motion to adopt the amendment.

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