

Environmental Research Institute of the States, Inc.
Bylaws
As Amended March 25, 2024

ARTICLE 1: NAME AND OFFICES

The name of the corporation shall be the Environmental Research Institute of the States, also known as "ERIS". The principal office of the corporation is located in Washington, District of Columbia. The corporation may also have offices at such other places, within or without the District of Columbia, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2: PURPOSES

As stated in its Articles of Incorporation, the purposes of the corporation are to perform the functions of and to carry out the purposes exclusively for the benefit of the Environmental Council of the States (hereinafter referred to as "ECOS"), a District of Columbia nonprofit corporation, and to support and operate on behalf of ECOS. The specific objectives and purposes of this corporation to perform the functions of and to carry out the purposes exclusively for the benefit of ECOS shall be:

- 1) to improve the environment of the United States;
- 2) to further the understanding of the roles and activities of the states in the federal system with respect to environmental protection;
- 3) to conduct environmental policy research including the dissemination of results through publications, meetings, electronic media and similar venues;
- 4) to act as a forum where state environmental policy makers may interact with other environmental stakeholders regarding environmental policy in the United States;
- 5) to provide educational programs to assist in the development of environmental policy in the United States;
- 6) to operate the Interstate Technology & Regulatory Council, which shall create a national coalition focused on developing tools and strategies to reduce interstate barriers to the deployment of innovative environmental technologies; and
- 7) for any other lawful purpose consistent with the provisions of the articles of incorporation.

The corporation shall solicit grants, cooperative agreements, gifts, and contracts in order to

conduct research projects consistent with the above purposes and this corporation's nonprofit status.

ARTICLE 3: BOARD OF DIRECTORS

SECTION 1. Number of Directors. The corporation shall have nine directors and collectively they shall be known as the Board of Directors of ERIS.

SECTION 2. Qualification, Selection and Commencement of Office of Directors. The Executive Committee of ECOS shall choose five directors from among the current membership of ECOS. The other four directors shall be elected or appointed by the Board of Directors of ERIS. All directors shall commence their office upon election. If an ECOS appointee is no longer a member of ECOS, then the position shall be considered vacant and filled by the ECOS Executive Committee as soon as possible.

SECTION 3. Powers of the Board of Directors. Subject to the provisions of the laws of the District of Columbia and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. Directors' Term of Office. Membership on the Board of Directors shall be staggered three-year terms with expiring Director terms being filled by election at or near the time of and at the same place as the Spring or Fall Meeting of ECOS. Current Directors may be re-elected in accordance with the provisions in SECTION 2 and there is no limit to the number of terms a Director may serve.

SECTION 5. Compensation of Directors. Directors shall serve without compensation except that directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties. However, a Director may receive compensation in connection with services provided on behalf of the Corporation that is outside the scope of his/her duties as a Director and as permitted by policies adopted by the Board of Directors. The corporation shall not make a loan to a Director.

SECTION 6. Place of Meetings. Meetings shall be held in conjunction with the Spring and Fall Meetings of ECOS, unless otherwise provided by the Board of Directors or at such other place as may be designated from time to time by resolution of the Board of Directors and provided in the notice of the meeting.

SECTION 7. Regular Meetings of the Board of Directors. To the extent agreed upon by the Board of Directors, regular meetings of the Board of Directors shall be held at or near the time of and at the same place as any general membership meeting of ECOS, its officers, or Board.

SECTION 8. Special Meetings of the Board of Directors. Special meetings of the Board of

Directors may be called by the President, the Vice President, the Secretary-Treasurer, by any two directors, or by any persons authorized by law to call special meetings. Special meetings shall be held at the principal office of the corporation, at the place designated by the person or persons calling the special meeting, by conference call, or by video conference.

SECTION 9. Notice of Meetings. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Regular or Special Meetings. At least one week prior notice shall be given by the Secretary-Treasurer of the corporation or their designee to each director of each meeting of the Board of Directors. Such notice shall be written or printed, may be given personally, by email or by first class mail, and shall state the place, date and time of the meeting.
- (b) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of the District of Columbia, a waiver of notice in writing signed by the director, whether before or at the time of the meeting, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

SECTION 10. Quorum for Meetings. Except as otherwise provided in the Articles of Incorporation, these Bylaws, or the law, a quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

SECTION 11. Majority Action as Board Action. Every act or decision done or made by a simple majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors. Each Director is entitled to one vote, which may not be voted by proxy.

SECTION 12. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a chair chosen by a simple majority of the directors present at the meeting. The Secretary-Treasurer of the corporation or their designee shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law. In the absence of such procedures, Robert's Rules of Order shall govern.

Any or all members of the Board of Directors may participate in any meeting of the Board of Directors by means of telephone conference or similar communications equipment, provided all persons participating in such a meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

SECTION 13. Action Without a Meeting. An action may be taken without a meeting of the Board of Directors only if a consent in writing describing the action to be taken is approved and signed by all of the Directors entitled to vote. If all of the Directors respond and if the decision is unanimous, then the result of the poll will be an action of the Board. Documentation of the unanimous consent must: (i) describe the action taken, (ii) be signed by each Director in a manner that confirms his/her approval and identity, and (iii) be filed with the minutes. If one or more Directors do not respond or if the decision is not unanimous, then no action will be taken and the business or question must wait for discussion and vote at a meeting of the Board.

SECTION 14. Resignation, Removal, and Vacancies. Any director may resign effective upon giving written notice to the President, the Vice President, the Secretary-Treasurer, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed, with or without cause, by two-thirds vote of the remaining directors. Directors chosen by ECOS shall be removed only upon the approval of the Executive Committee of ECOS. Further, directors shall be removed automatically for nonattendance of three consecutive meetings.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board of Directors shall be filled by the body which had chosen the director who had held the vacant position. A person chosen to fill a vacancy on the Board of Directors shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

ARTICLE 4: OFFICERS

SECTION 1. Designation of Officers. The officers of the corporation shall be a President, Vice-President, and a Secretary-Treasurer. The corporation may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors. Multiple offices may not be held concurrently by the same person.

SECTION 2. Election and Term of Office. Officers shall be elected or appointed by the Board of Directors, and each officer shall hold office for a term of three years, unless he or she resigns or is removed. Officers may be re-elected to subsequent terms. All Officers shall commence their office upon election.

SECTION 3. Resignation, Removal, and Vacancies. Any officer may resign effective upon giving written notice to the Chair of the Board, the President, the Vice President, the Secretary-Treasurer, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Officers may be removed, with or without cause, by the Board of Directors, at any time and as permitted by and in accordance with the laws of this state. Vacancies in any officer position shall be filled by vote of the Board of Directors from and among its own members.

SECTION 4. Duties of President. The President shall perform the usual duties of a presiding officer and shall be chairman of the Board of Directors. In the event of the President's absence, meetings will be presided over as identified in ARTICLE 3, SECTION 12. The President shall appoint Chairs of the committees in consultation with the Board of Directors. The President, subject to the control of the Board of Directors, shall supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform or delegate to staff all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

SECTION 5. Duties of the Vice President. The Vice President shall act as President in the absence of the President and in the event of a vacancy in the office of the President shall act as President until a successor is chosen.

SECTION 6. Duties of Secretary-Treasurer. The Secretary-Treasurer or their designee shall keep a copy of these Bylaws as amended or otherwise altered to date; maintain a book of minutes of all meetings of the Board of Directors and its committees; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; affix the seal of the corporation, as authorized by law or the provisions of these Bylaws.

The Secretary-Treasurer or their designee shall be responsible for and deposit all such funds and securities of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors; maintain correct accounts of the corporation's assets, liabilities, receipts, disbursements, gains and losses; and prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

ARTICLE 5: COMMITTEES

SECTION 1. Committees. The corporation shall have such committees as may from time to time be designated by vote of the Board of Directors.

If the proposed committee is to be authorized to exercise the authority of the Board of Directors, then (i) the members of that committee must consist of only Directors (two Directors or more), (ii) the creation of that committee requires a majority vote of the entire Board of Directors, and (iii) the Board of Directors may delegate any of the Board of Directors' powers and authority except with respect to those matters specifically reserved to the Board by law, the Articles of Incorporation, and these Bylaws.

If the proposed committee is an advisory committee without the authority to exercise powers of the Board of Directors, then the members of the advisory committee may consist of Directors and/or non-Directors. In carrying out its responsibilities, every advisory committee shall operate within the framework of policies and procedures established by the Board of Directors. Advisory committees shall not be committees of the Board and shall not exercise any of the powers of the Board.

The Board of Directors shall determine the composition and leadership of any such committees and the terms of office for those individuals serving on such committees.

SECTION 2. Meetings and Action of Committees. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 3. Vacancies on Committees. Vacancies among the leadership of any committee, except the ITRC Board of Advisors, shall be filled by a majority vote of the Board of Directors. An individual elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies on the ITRC Board of Advisors shall be filled in the same manner as provided in Article 6, Section 2(d).

ARTICLE 6: PROGRAMS AND PROJECTS

SECTION 1. Programs and Projects. The Corporation shall pursue work through programs and projects to further the purposes of the corporation as identified in ARTICLE 2. Programs are long-term efforts that may have their own advisory boards to guide their activities. All such programs will be overseen by the ERIS Board of Directors. Projects are short-term activities that ERIS may pursue to address a focused topic. Programs and projects may involve individuals who

are not also members of the ERIS Board of Directors. The Board of Directors shall approve the leadership of any such programs and projects and the terms of office for those individuals serving in those positions.

SECTION 2. Interstate Technology & Regulatory Council. Interstate Technology & Regulatory Council (ITRC) shall be governed in accordance with these Bylaws and such other governance policies as adopted by ITRC and approved by the ERIS Board of Directors.

- (a) Purpose. ITRC is a program which has created a national coalition focused on creating tools and strategies to reduce interstate barriers to the deployment of innovative environmental technologies. ITRC shall develop guidance documents, training courses, and other tools, resources, and products to meet the needs of its members and other environmental professionals.
- (b) Membership. Membership in ITRC is open to representatives of state environmental agencies (or equivalent state agencies), representatives of federal, tribal, and local agencies, the private sector, academics, public stakeholders, and others who (i) dedicate his or her time to serve on an ITRC Project Team or Program Area or (ii) provide substantive input to any of the ITRC Project Teams or Program Areas, as determined by the ITRC Director. Private sector firms, including non-profits and trade associations representing the private sector, must join ITRC's Industry Affiliates Program (IAP) and pay IAP dues, prior to employees joining ITRC. ITRC Project Teams are established by ITRC's project proposal process. ITRC renews membership on a yearly basis, and members of ITRC must reapply for membership each year. To be considered an ITRC member state, a state environmental agency (or equivalent state agency) must appoint an ITRC Point of Contact (POC) to serve as part of the State Engagement Program and as the state's primary liaison with ITRC.
- (c) ITRC Board of Advisors. The ITRC Board of Advisors is a program advisory board that is responsible for leadership and strategic direction of ITRC. In carrying out its responsibilities, the ITRC Board of Advisors shall operate within these Bylaws, and policies and procedures established by the ERIS Board of Directors. The ITRC Board of Advisors does not have the authority to exercise powers of the ERIS Board of Directors.

The ITRC Board of Advisors shall consist of:

- Two (2) state environmental agency (or equivalent state agency) employees serving as voting Co-Chairs,
- Five (5) at-large state environmental agency (or equivalent state agency) employees serving as the voting members,
- Non-voting representatives from each federal government agency that provides significant financial support for the ITRC,
- Two (2) non-voting private sector representatives, serving as the IAP Liaisons, and

- Non-voting representatives from other organizations that provide funding to ITRC, as approved by the ERIS Board of Directors.

Members of the ITRC Board of Advisors shall serve without personal compensation, except that ITRC Board of Advisors members shall be allowed reasonable reimbursement of travel expenses incurred in the performance of their duties.

The responsibilities of the ITRC Board of Advisors shall include:

- (i) annually recommending to the ERIS Board of Directors for approval an annual budget for ITRC, which shall include a list of ITRC Project Teams to be funded;
 - (ii) resolving disputes involving ITRC Project Teams, Program Areas, and members;
 - (iii) ensuring that ITRC has adequate resources and maintaining the resources of ITRC;
 - (iv) developing ITRC governance policies consistent with these Bylaws for approval by the ERIS Board of Directors;
 - (v) maintaining familiarity with the activities of ITRC, including the work of ITRC Project Teams and Program Areas; and
 - (vi) mentoring and providing training for new members of the ITRC Board of Advisors and performing periodic self-assessment of the performance of the ITRC Board of Advisors.
- (d) Term and Election of the ITRC Board of Advisors. The two Co-Chairs shall be elected by the full membership of ITRC for a three-year term. A Co-Chair shall serve a maximum of one three-year term as Co-Chair. At-large voting members of the ITRC Board of Advisors shall be selected and appointed by the Co-Chairs and ITRC Director, with input from the voting members of the Board, for a three-year term. The voting Board members shall serve a maximum of two consecutive three-year terms. If a voting Board member decides to run for a Co-Chair position, the individual is eligible for one additional three-year term as Co-Chair, for a maximum of nine years continuous service. If a voting Board member serves six years and decides to come back for another term, the individual must have a one-year respite before returning. There is no term limit for a non-voting member of the Board.

After the ITRC Board of Advisors have been elected or appointed, they must be confirmed by a majority vote of the ERIS Board of Directors before becoming a member of the ITRC Board of Advisors. In the event of a vacancy, another individual shall be appointed or elected for this position in the same manner that the initial individual was selected.

If multiple vacancies of the voting Board of Advisors members occur which hamper or sufficiently impact the work and duties of the Board of Advisors, the ITRC Director may request that the specified term limits for these members be set aside or suspended until suitable replacements are identified and approved by the ERIS Board.

- (e) Board Voting Procedure in the Event of a Tie. There are a total of seven voting members of the Board. In the event of a tie, the ITRC Director will cast the tie-breaking vote.
- (f) ITRC Project Teams and Program Areas. ITRC shall have a standing State Engagement Program, technical work teams (Project Teams), and other Program Areas as established by the ITRC Board of Advisors and ITRC Director. The ITRC Project Teams and Program Areas shall provide a forum for information exchange and technology transfer among states and other stakeholders and shall develop the ITRC guidance documents, training courses, and other products. Each Project Team of the ITRC shall have at least two team leaders who shall be a state environmental agency (or equivalent state agency) employee.
- (g) The ITRC Director. The day-to-day operations of ITRC shall be managed by the ITRC Director, an ECOS employee, who shall work with the ITRC Board of Advisors Co-Chairs to implement the ITRC Board of Advisors' strategic direction for ITRC. Hiring, evaluation, and termination of the ITRC Director shall be made by ECOS management with the input and recommendation of the ITRC Co-Chairs.

ARTICLE 7: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation or its parent, ECOS, in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

SECTION 5. Secretariat Services. The Board of Directors shall make arrangements for necessary secretariat services to support the efforts of ERIS and carry out its instructions. These services include the supporting the Board of Directors; accepting delegation of duties of the Officers as assigned; providing of notices of meetings; assistance in arranging and conducting meetings; records or proceedings of meetings; staffing of ERIS committees and such other services as the Board of Directors deems are required.

ARTICLE 8: CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. Maintenance of Corporate Records. The corporation shall keep at its principal office:

- (a) Records at Principal Office. The corporation shall keep at its principal office:
 - (i) Minutes of all meetings of directors for the most recent three years, committees of the Board of Directors, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
 - (ii) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses for the most recent three years;
 - (iii) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date;
 - (iv) A current list of the names and business addresses of the Corporation's Directors and Officers; and
 - (v) A copy of the Corporation's most recent biennial corporate report to the District of Columbia.
- (b) Permanent Records. The corporation shall permanently maintain minutes of all meetings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the Board of Directors.

SECTION 2. Corporate Seal. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation.

SECTION 3. Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time and for any proper purpose to inspect all books and records of the corporation and shall have such other rights to inspect the books and records of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. Periodic Report. The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of the District of Columbia to be so prepared and delivered within the time limits set by law.

SECTION 5. Fiscal Year. The fiscal year of the Corporation begins on October 1 and ends on September 30 of the following year.

ARTICLE 9: INDEMNIFICATION AND INSURANCE

SECTION 1. Indemnification. Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person, or another of whom the person is or was the legal representative, is or was a officer, director, employee, or agent of the corporation shall be indemnified and held harmless to the fullest extent permissible under the law against all expenses, liability, and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement reasonable incurred or suffered by the person in connection therewith), so long as such person acted in good faith and in a manner he or she reasonably believed to be within the scope of his or her authority and for a purpose that that person reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Such right of indemnification shall not be exclusive of any other right which such officers, directors, employees, or agents may have or thereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, provision of law, or otherwise, as well as their rights under this section. This right to indemnification is not exclusive of any other rights to which the Director, Officer, or agent may be entitled.

SECTION 2. Insurance. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 10: AMENDMENT OF BYLAWS

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 11: CONFLICT OF INTEREST

SECTION 1. Policy. It is the policy of the ERIS Board that Board members, committee members, and program members should at all times act in a manner consistent with their fiduciary responsibilities to ERIS and should exercise particular care that no detriment to ERIS would result from conflicts between their interests and those of ERIS.

SECTION 2. Definition. A Board member shall be considered to have a conflict of interest if:

The Board member has existing or potential financial or other interests (including gifts or favors that are substantial) that impair or might reasonably appear to impair the Board member's independent, unbiased judgment in the discharge of his responsibilities to ERIS, or

The Board member is aware that a member of his family (spouse, parents, siblings, children, and any other relative residing in the Board member's household) or any organization in which the Board member (or member of his family) is an officer, director, employee, member, partner, or has a controlling interest, has existing or potential financial or other interests that impair or might reasonably appear to impair the Board member's independent, unbiased judgment in the discharge of his responsibilities to ERIS.

SECTION 3. Disclosure. All Board members shall avoid actual or possible conflicts of interest and shall disclose to the ERIS Board any possible conflict of interest at the earliest practicable time. No Board member shall speak on any matter under consideration at a Board or committee meeting without first disclosing the actual or possible conflict of interest. No Board member shall vote on any matter in which there is or could be a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Board member abstained from voting. Any Board member who is uncertain whether a conflict of interest may exist in any matter may request the ERIS Board or committee to resolve the question by majority vote.

SECTION 4. Gifts. ERIS Board members and employees and their family members are prohibited from accepting gifts, money, or gratuities from the following:

- Persons receiving benefits or services from ERIS;
- Any person or entity performing or seeking to perform services under contract with ERIS; and
- Persons who are otherwise in a position to benefit from the actions of any employee or Board member of ERIS.