

Bylaws for the Clean Air Coalition Advisory Committee

Article I. Purpose and Primary Functions

The Central Texas Clean Air Coalition (CAC) of the Capital Area Council of Governments (CAPCOG) has established a Clean Air Coalition Advisory Committee (CACAC) to provide technical and policy advice to the CAC on the regional air quality plan, air quality issues, work programs and air quality projects in the Central Texas area. The primary functions of the CACAC are:

- To provide technical assistance in helping the CAC make decisions that relate to the regional air quality plan;
- To provide technical support in the implementation of the regional air quality plan, associated activities, and ongoing planning efforts;
- To advise the CAC on technical and policy matters with accompanying recommendations and supporting rationale;
- To participate in the development of educational and public information programs about the region's air quality; and
- To participate in tracking the implementation of the regional air quality plan.

Article II. Membership

The CACAC shall be comprised of staff members with expertise or an interest in air quality or related activities from organizations participating in the regional air quality plan as either a general or supporting member of the CAC.

II.I: Committee Composition

Each general member of the CAC is entitled to one voting member of the CACAC, nominated by that CAC member organization's CAC representative and appointed in accordance with the organization's procedures. Each organization's CAC representative shall notify the CAPCOG staff liaison of any such appointment to the CACAC.

Each supporting member of the CAC is entitled to one voting member of the CACAC, nominated by that CAC member organization's executive leadership through written communication to the CAPCOG staff liaison.

No organization may have more than one CACAC voting representative.

There will also be four non-voting, ex-officio members:

- A CAPCOG staff liaison;
- A staff liaison from the Texas Commission on Environmental Quality (TCEQ);
- A staff liaison from the Texas Department of Transportation (TxDOT); and
- A staff liaison from the U.S. Environmental Protection Agency (EPA).

The CAC may also add additional non-voting ex-officio members at its discretion.

II.II: Terms and Provisions for Removal

- Each member of the CACAC serves for a two-year term, beginning on the date of appointment, and through December 31st of odd-numbered years.

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- In the case of a vacancy of a CACAC member appointed by a CAC general member organization, that organization may appoint a replacement nominated by the organization's CAC representative to serve for the remainder of the unexpired term.
- In the case of a vacancy among the CACAC supporting members, the CAC supporting member organization may appoint a replacement to serve for the remainder of the unexpired term.
- A CACAC member may be removed for good cause by the CAC.
- A CACAC member that has two unexcused absences (see II.IV) will be removed as a voting member of the CACAC without an effect on the quorum requirement.

II.III: Vacancies

A vacancy occurs when:

- A member dies;
- A member's term expires and the member is not reappointed;
- A member resigns in writing to the CAPCOG staff liaison and the CACAC Chair;
- A member is removed; or
- A member no longer satisfies the qualification requirements.

II.IV: Attendance

- Members are expected to attend all meetings.
- In-person attendance at meetings is strongly encouraged, but members may also participate through a call-in option. While CAPCOG staff will make reasonable efforts to facilitate such participation through a call-in option, any member who chooses to participate through any such call-in option provided by CAPCOG does so with the understanding of the of the technical issues that can arise through such participation and the limited ability CAPCOG may have to address those issues during a meeting.
- A CACAC member may designate a proxy to attend regular and special meetings in that member's place. The proxy's attendance will be credited for the member's annual attendance but will not be counted toward the quorum. The designated proxy will not be eligible to vote, but may participate in discussion as needed to communicate the support, concerns, or questions of the organization being represented.
- Attendance records documenting Committee member absences will be maintained by the CAPCOG committee liaison. If a Committee member is unable to attend a scheduled meeting, notification must be made to the CAPCOG liaison at least two business days prior to the meeting for an absence to be excused. All absences called in after the two business day notification time has passed will be considered unexcused. Non-attendance at a CACAC meeting without notification is considered an unexcused absence.

Article III. Officers

Officers of the CACAC will include a Chair and up to two Vice-Chairs. The CACAC may also elect other Officers from time to time to carry out its responsibilities. This may be done by a simple majority vote of the CACAC members at any regularly scheduled meeting where a quorum is present.

III.I Duties

- The Chair shall preside at all meetings of the CACAC.

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- Vice-Chairs shall perform all the duties of the Chair in the case of absence or disability and such other duties as may arise, from time to time, when required or requested by the CACAC.
- In case the Chair and Vice-Chairs are absent or unable to perform their duties, the CACAC may appoint a Chair Pro Tem.

III.II: Election

Election of the Chair and any Vice-Chairs will occur at the first meeting of the calendar year, with the following representation:

- At least one (1) officer from a general CAC member located in Travis County;
- At least one (1) officer from a general CAC member located in Bastrop County, Caldwell County, Hays County, or Williamson County; and
- Up to one (1) additional Vice-Chair from a supporting CAC member.

If a city or ISD crosses county boundaries, it will be considered "located" in the county where the largest number of its residents reside.

In the event that more than one Vice-Chair is elected, the member representing a CAC general member organization will be considered 1st Vice-Chair and the member representing a supporting CAC member organization will be considered 2nd Vice-Chair.

III.III: Terms and Vacancies

- Officers serve one-year terms.
- Officers may serve a maximum of two (2) consecutive terms.
- In the event an Officer is unable to fulfill his/her term, the Committee will elect a replacement at the next meeting to serve the remainder of the term.

Article IV. Meetings:

- The CACAC will meet regularly at least quarterly, preceding each regularly scheduled meeting of the CAC by at least a week.
- The voting members present shall constitute a quorum.
- Notice of a CACAC meeting, including an agenda and appropriate backup material, shall be prepared by a CAPCOG committee liaison and electronically transmitted to each Committee member at least five (5) business days before the meeting date.
- Any item at which the CACAC will be asked to take action will be clearly labeled as an action item on the agenda.
- Unless specifically indicated otherwise in a meeting notice, all CACAC meetings will be in-person with a call-in option.
- The Committee shall meet specially if called by the CAPCOG Executive Director, the CAPCOG staff liaison, the Committee Chair or requested in writing by at least one-third of the membership, excluding vacancies, of the Committee.
- A request by the membership for a special meeting must be in writing, addressed to CAPCOG staff liaison and the Chair, and describe the purpose or purposes of the meeting. Only that business reasonably related to the purpose or purposes described in the request may be conducted at a special meeting.
- Notice of any special meeting shall be given at least 72 hours prior to the special meeting.

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- All meetings of the Committee shall be open to the public. The meetings are not subject to the Texas Open Meetings Act.
- Minutes of the Committee meetings, documents distributed and other records are the property of CAPCOG and shall be maintained in accordance with CAPCOG's Records Retention Schedule. These materials are available for public view, at the CAPCOG offices or upon receipt of a written request by the interested party. The CAPCOG staff liaison or his/her designee shall be the recording clerk.
- Except where these bylaws require otherwise, Robert's Rules of Order shall govern the conduct of Committee meetings.
- The CACAC will make strive to make recommendations based on consensus. If a vote becomes necessary to determine the will of the CACAC, each member shall have one vote. The meeting minutes will include a record of the vote and points made as part of the discussion on the item for the CAC's consideration and understanding of the points of disagreement.

Even though only one representative from each participating agency is appointed to this Committee, the attendance of other technical staff from each of those agencies may be important for the Committee's ability to conduct its business. Each appointed CACAC member is responsible for making any other staff members within his or her organization aware of meetings at which their presence may be important or has been requested, and for notifying CAPCOG's staff liaison of any such needs for a particular meeting. Subject to the discretion of the chair, any such invited technical experts who are not members of the CACAC are welcome to participate in discussions and provide comment on action items, but may not vote.

At the Chair's discretion, an opportunity for oral public comment may be made available.

Article V. Professional Conduct

Committee members should maintain objectivity and professionalism when carrying out business of the Committee. Committee members will not discriminate based on race, color, religion, sex, national origin, disability, or age. In the event that a Committee member acts in a manner which brings the work of the Committee into question or controversy, it shall be the responsibility of the CAPCOG Executive Director to address the incident with the CAC representative and if appropriate, to recommend removal from the committee to the CAC.

Article VI. Amendments

The CAC may amend these bylaws at a regular or special called meeting. The written text of a proposed amendment must be included with the notice of the meeting at which the amendment will be considered. An amendment to the bylaws takes effect when approved by the CAC unless the amendment specifies a later effective date. Copies of amended bylaws will be distributed to CAC representatives and Advisory Committee members by CAPCOG's staff liaison.

Bylaws History:

Adopted February 13, 2019

Revised May 12, 2021