

**Central Texas Clean Air Coalition
of the
Capital Area Council of Governments**

Article I – Name, Purpose, Responsibilities

The Central Texas Clean Air Coalition, herein after known as the “CLEAN AIR COALITION”, is a voluntary, unincorporated association which became linked with the Capital Area Council of Governments (CAPCOG) by a resolution that was adopted November 13, 2002.

The purpose of the CLEAN AIR COALITION is:

- To develop, adopt and implement a clean air plan to achieve and maintain compliance with federal ground-level ozone standards for the counties of Bastrop, Caldwell, Hays, Travis and Williamson;
- To establish and monitor a regional effort toward the improvement of air quality;
- To develop policies and strategies that will provide guidance for each of its independent governing bodies about actions that will achieve clean air in Central Texas;
- To work cooperatively to achieve clean air standards that will protect public health and yet allow local governments the flexibility to select measures best-suited to each community’s needs and resources; and
- To provide CAPCOG executive committee with recommendations for administering funding provided by local sources for the purpose of supporting the regional air quality plan or program implementation, assessment , and improvement activities in Central Texas.

Article II – Membership

Members

CLEAN AIR COALITION members are organizations that support the regional effort toward improvement of air quality in the Austin-Round Rock MSA.

Membership Categories

There are two categories of membership for the CLEAN AIR COALITION: general members and supporting members.

General members shall be local governments or Independent School Districts within the Austin-Round Rock Metropolitan Statistical Area (MSA). The governing boards of general members must ratify the current clean air plan, commit to implementing selected emission reduction measures.

Supporting members shall act within their individual organizations to support the purpose of the CLEAN AIR COALITION and report their actions to the CLEAN AIR COALITION or CAPCOG liaison upon request.

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Supporting members are not required to appoint a representative to the CLEAN AIR COALITION meetings and are not allowed to vote.

While organizations other than local governments or school districts in the Austin-Round Rock MSA may be supporting members, only local governments or independent school districts in the Austin-Round Rock MSA may participate in the CLEAN AIR COALITION as general members.

Changes in Membership Categories

Members may change their membership category if they meet eligibility requirements and are endorsed by a majority vote of the CLEAN AIR COALITION.

Representatives

Representatives to the CLEAN AIR COALITION will include elected officials appointed by governing bodies for the general members of the CLEAN AIR COALITION. Each general member's governing body appoints by resolution one elected official to serve on the Coalition and shall provide written notification to the CAPCOG staff liaison.

Terms

1. The term of appointment for a representative shall begin on the date of appointment by the representative's governing body, and will terminate December 31st in odd numbered years.
2. There is no limit to the number of times that a representative may be re-appointed. In the case of a vacancy, the CAPCOG staff liaison shall notify the representative's governing body and that body shall appoint a replacement

Vacancy

A vacancy occurs when:

1. A representative dies;
2. A representative's term expires and the representative is not reappointed;
3. A representative is no longer an elected official;
4. A representative resigns; or
5. A representative is removed.

Attendance

1. Representatives are expected to attend all meetings; attendance records will be maintained.
2. If within one calendar year a representative misses (and does not send a proxy) two (2) consecutive meetings the member's governing body will be notified in writing. The representative's governing body will have the option of replacing the member, if appropriate.
3. A representative may designate a proxy to attend regular and special meetings in that representative's place. The proxy's attendance will be credited for the representative's annual attendance but will not be counted toward the quorum. The designated proxy will not be

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eligible to vote, but may participate in discussion as needed to communicate the support, concerns, or questions of the organization being represented.

New Members

Membership may be expanded by majority vote of the CLEAN AIR COALITION. If new members are eligible for more than one membership category, new members may choose the membership category they wish to participate under.

Article III - Officers

Election

Election of a Chair and up to two (2) Vice-Chairs will occur at the first meeting of each odd-numbered calendar year, with the following representation:

- At least one (1) officer from a local governing bodies in Travis County;
- At least one (1) officer from a local governing body in either Williamson or Hays Counties; and
- Up to one (1) additional officer from a local governing body in any of the MSA counties.

Terms

1. Officers serve two-year terms.
2. Officers may serve a maximum of two (2) consecutive terms.

Vacancy

In the event an Officer is unable to fulfill his/her term, the remaining Officers move up to fill open positions. The CLEAN AIR COALITION may elect a replacement, at a regular or specially called meeting, to ensure a full complement of Officers for the remainder of the unexpired term.

Duties

1. The Chair shall preside at all meetings of the CLEAN AIR COALITION.
2. 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 CLEAN AIR COALITION.
3. In case the Chair and Vice-Chairs are absent or unable to perform their duties, the CLEAN AIR COALITION may appoint a Chair pro tem.

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Other Officers

The CLEAN AIR COALITION may elect other Officers from time to time to carry out its responsibilities. This may be done by a simple majority vote of the CLEAN AIR COALITION members at any regularly scheduled meeting where a quorum is present.

Article IV - Meetings

Regular Meetings

1. The CLEAN AIR COALITION shall meet on a day, time and place specified by the Chair of the CLEAN AIR COALITION.
2. Written notice, including an agenda, of each regular meeting shall be prepared by the CLEAN AIR COALITION liaison and mailed, or electronically transmitted, or hand-delivered to each CLEAN AIR COALITION representative at least five (5) business days before the meeting date.
3. The Chair has the discretion to allow meetings to be conducted via teleconference or video conference.

Special Meetings

1. The CLEAN AIR COALITION shall meet specially, if called by the CLEAN AIR COALITION Chair or requested in writing by at least one-third of the representatives, excluding vacancies.
2. A request by the membership for a special meeting must be in writing, addressed to the Chair, and describing 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.
3. Notice of any special meeting shall be given at least 72 hours prior to the special meeting.

Quorum and Action

1. Appointed representatives from a majority of the Counties in the Austin-Round Rock MSA constitute a quorum for conducting CLEAN AIR COALITION business.
2. A majority vote of the appointed representatives present at an established quorum meeting is necessary for action by the CLEAN AIR COALITION for the entire meeting.

Open Meetings and Records

1. All meetings of the CLEAN AIR COALITION shall be open to the public. It is the intention of the CLEAN AIR COALITION that meetings be open to the public.
2. Minutes or meeting notes of the CLEAN AIR COALITION meetings, documents distributed and other records will be kept at CAPCOG. The CAPCOG liaison shall be the recording clerk. The recording clerk shall keep recordings of all CLEAN AIR COALITION meetings for a period of one (1) year after each meeting; print copies of summary minutes for each meeting shall be permanently maintained on file. These materials are available for public view, at the CAPCOG offices, upon receipt of a written request by the interested party.

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3. Except where these bylaws require otherwise, *Robert's Rules of Order* shall govern the conduct of CLEAN AIR COALITION meetings.

Professional Conduct

CLEAN AIR COALITION representatives should maintain objectivity and professionalism when carrying out business of the CLEAN AIR COALITION.

Sub-Committees:

The CLEAN AIR COALITION may create ad hoc committees or technical sub-committees as deemed appropriate.

Article V – Amendments by the Clean Air Coalition

Authority of the CLEAN AIR COALITION

CLEAN AIR COALITION may amend these bylaws at a regular or specially 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.

Effective Date

An Amendment to the bylaws takes effect when approved by the CLEAN AIR COALITION unless the amendment specifies a later effective date. Copies of amended bylaws will be distributed to CLEAN AIR COALITION representatives by the CAPCOG liaison.

Bylaws History

Adopted January 9, 2002

Amended October 15, 2003

Amended June 26, 2009

Amended May 8, 2013

Amended February 10, 2016