

December 6, 2013

Great Lakes—St. Lawrence River Basin Water Resources Council By-Laws

These By-Laws are adopted pursuant to Section 2.5 of the Great Lakes-St. Lawrence River Basin Water Resources Compact.

Article I. Definitions.

All words or phrases not defined in these By-Laws shall have the meanings ascribed to them in the Great Lakes - St. Lawrence River Basin Water Resources Compact (the "Compact").

Article II. The Council.

Section 1. Membership. Pursuant to Section 2.1 of the Compact, the members of the Council (each a "Member") are the Governors of the Parties, ex officio.

Section 2. Office. The principal office of the Council shall be located in Chicago, Illinois. The Council may also have offices at such other places as the Council may from time to time appoint, or as the business of the Council may require.

Section 3. Alternate. Pursuant to Section 2.3 of the Compact, each Member may appoint and subject to and in accordance with relevant State law, a primary Alternate as well as secondary Alternates to act as his or her official representative(s) in the absence of the Member. The Member shall notify the Executive Director in writing of all such appointments. Such Alternate(s) shall have all powers and duties of the Member in the absence of the Member at any meeting of the Council, its Committees, or any other activities taken on behalf of the Council.

Article III. Finance.

Section 1. Fiscal Year. The fiscal year of the Council shall be from July 1 to June 30.

Section 2. Fiscal Agent. All or portions of the funds of the Council may be deposited with a fiscal agent designated by the Council. Such funds shall be paid out pursuant to check draft or other appropriate instruments as may be authorized by the Council.

At the discretion of the Council, funds of the Council may also be deposited in the name of the Council in such bank or banks as the Council shall designate, and shall be drawn out only by check signed by the Executive Director and such other persons designated by resolution by the Council.

Section 3. Budget. The Chair, with the assistance of the Executive Director, shall prepare and submit to the Council a budget of proposed income and expenditures on an annual or other basis as appropriate. Once approved by the Council, a budget shall constitute authority for the Executive Director to make expenditures within the approved expenditure levels included in the budget. Between meetings of the Council, spending from new funding sources may be approved by the Chair of the Council upon consideration of detailed information submitted to the Chair by the Executive Director, as long as such expenditures are within the approved expenditure levels included in the budget.

All proposed expenditures or contracts entered into in excess of \$20,000 must first be approved by the Council at any meeting of the Council.

Section 4. Dues. The expenses of the Council shall be paid from the dues collected from the Parties and from other sources of revenue approved by the Council. Equitable apportionment shall be determined upon unanimous vote of the Council. All budgets and corresponding dues shall be considered at the Council's annual meeting, and thereafter as determined by the Council.

Section 5. Special Assessments. Special events, including but not limited to Regional Review under Section 4.5 of the Compact; Council Review under Section 4.9.2 and 4.9.3 of the Compact; and Enforcement or appeals under Section 7.3 of the Compact may require special assessments. The Council shall determine how to equitably apportion these special assessments by unanimous vote.

Article IV. Meetings.

Section 1. Semi-Annual Meeting. The Council shall hold two Semi-Annual Meetings at a time and place designated by the Chair. The Council shall hold two Semi-Annual Meetings every fiscal year. Semi-Annual Meetings of the Council may take place via face-to-face meeting, conference call, or other medium that is open to the public, in accordance with Section 6.1.1 of the Compact.

Section 2. Special Meetings. Special meetings of the Council may be called by the Council Chair or by a majority of the Council in writing to the Chair. Special Meetings of the Council may take place via face-to-face meeting, conference call, or other medium that is open to the public, in accordance with Section 6.1.1 of the Compact.

Section 3. Notice. The Executive Director, on behalf of the Chair, shall provide notice in writing of the time and place of each Annual and Special Meeting to each Member and Alternate, as well as the public, not later than 30 days prior to the date of the meeting. Notice may be provided via mail, telefax, e-mail or posting to the Council website.

For special meetings, if less than 30 days notice is provided, the notice shall include an explanation of why reduced notice is necessary.

Section 4. Quorum. For the purpose of establishing a quorum pursuant to Section 2.4.4 of the Compact, participation may also take place via conference call or other communications medium approved by the Council that is open to the public.

Section 5. Minutes. The Executive Director shall be responsible for recording minutes of the Council's meetings and making the minutes available to the public, including but not limited to posting of minutes to a website.

Section 6. Voting. Members may vote in person, orally, telephonically, or by written vote. The Executive Director shall develop the protocols for how to administer votes.

Article V. Officers.

Section 1. Officers. The Officers of the Council shall include a Chair, Vice-chair, and the Executive Director and such other officers as the Council may from time to time elect or appoint. The Chair and Vice-chair must be Members. The Chair and Vice-chair shall be elected at the Annual Meeting to take office immediately at the conclusion of the Annual Meeting and shall serve until their successors have been elected and assume office.

Vacancies in any office arising from any cause may be filled by the Council at any regular or special meeting.

Section 2. Duties. The Officers shall perform such duties as outlined in the Compact, the duties customarily performed by officers, and such other duties as the Council or the Chair may direct.

Section 3. Executive Director. The Executive Director employed or appointed pursuant to Section 2.5 of the Compact shall be responsible for the operation of the Council, shall sign or countersign all contracts and other instruments of the Council as authorized by the Council, shall make reports to the Council and shall perform all such other duties as are incident to the office or are properly required of him by the Council.

The Executive Director shall have the authority to develop protocols; including the power to create forms, and staff administrative procedures.

Beginning five years after the adoption of these By-laws and every five years thereafter, the Executive Director shall review these By-laws and report to the Council at its Semi-Annual Meeting with any recommendations he or she may have for amending these By-laws.

An individual designated by the Chair shall exercise all the functions of the Executive Director during the absence or disability of the Executive Director.

Section 4. Term. The term of office for the Chair and Vice-Chair shall be one year. The Chair and the Vice-Chair shall be limited to two consecutive terms.

Article VI. Committees.

Section 1. Establishment. The Council may from time to time establish by resolution one or more committees to serve at the will of the Council. Each such committee shall have advisory powers only, unless by appropriate delegation of authority in these Bylaws or by Council resolution delegating specific authority, the Council empowers such committee to act for the Council on its behalf.

Section 2. Committee Membership. The size and membership of each Committee shall be provided by resolution of the Council. Each Committee shall have at least two members.

Article VII. Amendments.

Section 1. Amendment. These By-Laws may be amended at any meeting by a majority of the Members, provided that written notice of the proposed amendment is given to all Members at least 30 days before the meeting.