

## MUNICIPAL ALLIANCE FOR ADAPTIVE MANAGEMENT OPERATING RULES

### Article I. Name

The Members of the Inter-municipal Agreement (IMA) shall be collectively named the Municipal Alliance for Adaptive Management (MAAM).

### Article II. Purpose and Authority

- A. The purpose of MAAM is to collectively work under the IMA to improve water quality in the Great Bay estuary and to take such other and further collaborative action to fulfill or assist Members' compliance with the General Permit.
- B. There shall be an Executive Board as defined by, and with the authority provided for in, Section V of the IMA.
- C. These rules are intended to simply provide for procedures to be followed in conducting IMA member meetings, as well as IMA Executive Board meetings.

### Article III. Membership

- A. **Membership.** Any municipality or town in the Great Bay estuary watershed, whether located in New Hampshire or Maine, is eligible to be a Member of the IMA. To become a member, eligible municipalities or towns shall execute Attachment 2 to the IMA, identifying the acting authority, and provide Attachment 2 to the Executive Board.
- B. **Executive Board.** The Executive Board shall be composed of three Standing Members consisting of the city managers (or designee) of the City of Rochester, the City of Dover, and the City of Portsmouth. The Members may select up to two additional At-Large Members of the Executive Board from other community members. The term of the At-Large Members shall run with the term of the IMA and At-Large members shall serve through expiration of the term of the IMA. Members and their representatives' terms shall expire in the event either such representative resigns from serving as a representative of his or her Member community, or in the event his or her Member community withdraws from the IMA. If the IMA is renewed by the Members for an additional term, the Members will elect/re-elect At-Large Executive Board members at the meeting in which an extension of the term of this Agreement is made. At-Large Executive Board Members must be Permittees.

### Article IV. Officers

- A. **Officers.** The Members shall elect a Chair, Vice Chair and Clerk at the Organizational meeting and then annually thereafter. Beginning with its first meeting and then annually thereafter, the Executive Board shall elect a Chair, Vice Chair and a Clerk from the members of the Executive Board. The officers of the Membership may be identical with the Officers of the Executive Board. There are no term limits for the officer positions. However, an officer may resign from serving as an officer at any time, and shall cease to be an officer upon his or her Member community's withdrawal from the IMA.
- B. **Duties of the Chair.** The Chair shall preside at all Executive Board and Annual Members meetings and set the agenda. The Chair, or Executive Board designee, shall also be an ex-officio member of all subcommittees.
- C. **Vice Chair.** The Vice Chair shall execute all powers of the Chair in the absence of the Chair.
- D. **Clerk.** The Clerk shall be responsible for ensuring meetings are properly noticed and recorded under RSA 91-A, and general compliance with RSA 91-A requirements.

### Article V. Procedures

*Approved 4.29.2021*

- A. **Meetings.** The Chair of the Members shall call a meeting of the Members at least annually and use best efforts to hold at least one additional meeting annually. The time and place for each meeting shall be designated by the Members Chair. The Executive Board Chair shall call a meeting of the Board at least twice annually at a time and place designated by the Executive Board Chair. Either Chair may call for such additional meetings as may be conducive to the purposes of the IMA. The meetings of the Membership and Executive Board shall be conducted in public session unless otherwise permitted by state law. All meetings shall be posted to comply with state law. State law requires all meetings to be posted in two (2) places with a minimum of twenty-four (24) hours notice.
- B. **Quorum.** One third of the membership constitute a quorum for the Annual Meeting of the Members. If there are three or four Executive Board Members, a quorum is two (2) Members. If there are five or more Executive Board members, a quorum is three Members. All votes will pass by simple majority.
- C. **Virtual or Electronic Attendance.** Attendance for purposes of quorum and voting may be by telephone or video conference in compliance with RSA chapter 91-A. Public access to the virtual meetings may be made available and distributed to the public in conjunction with the required meeting notices stated in Subsection A. All participants (Members, public, virtual and in-person) must have the capabilities to hear each other. All votes conducted with virtual Member participation must be roll call.
- D. **Parliamentary Authority.** The parliamentary authority for the board is *Robert's Rules of Order Revised, 11<sup>th</sup> ed*, except as provided by these rules or local, state or federal law.
- E. **Minutes.** Minutes shall be kept for all meetings. The minutes shall include the names of the members in attendance, all actions, motions and resolutions coming before the public body including the votes of the members, and a summary of all discussions. Draft minutes shall be provided to the respective City or Town Clerks within five (5) business days of each meeting for posting in draft form, in accordance with RSA 91-A. Draft minutes shall be clearly marked "DRAFT". Draft minutes with or without revisions shall be approved by the board at the next meeting of the board, or as soon as possible. Final approved minutes shall be provided to the respective City or Town Clerks for posting.
- F. **Recording of Meetings.** Virtual/ electronic video meeting may be used to provide video recording at meetings. If video is not available or utilized, meetings may be recorded using audio equipment. Video and audio recordings are not required. However, all recordings made shall be provided to the respective City or Town Clerks within five (5) business days of the meeting.
- G. **E-mail communication.** Members may use e-mail communications to facilitate communications regarding the scheduling of meetings and the dissemination of agendas and information. Members shall refrain from using e-mail to discuss issues with other Members where the e-mail discussion directly or indirectly involves a quorum of the board. In addition, Members shall refrain from conducting the official business of the board outside the view of the public and the press unless permitted by state law.
- H. **Nonpublic meetings.** The board may conduct nonpublic meetings pursuant to the laws of the State of New Hampshire.
- I. **Amendment of Rules.** These rules may be repealed or amended by a vote of the Executive Board.

## Article VI Stakeholder Participation

- A. The Conservation Law Foundation has committed to creating a Stakeholder Committee.
- B. At each Meeting of the Members or Executive Board, the Agenda will provide for an opportunity for a representative of the Stakeholder Committee to attend and speak. Notice shall be provided to the Stakeholder Committee by sending a copy of any meeting notice to the Conservation Law Foundation, Waterkeeper or such other person(s) as the Stakeholder Committee may identify.