



Leader Onboarding

A REFERENCE FOR NEW BOARD MEMBERS
& COMMITTEE CO-CHAIRS

The National Association of Clean Air Agencies (NACAA)

Arlington, VA | October 30, 2020

Overview

Who We Are | The National Association of Clean Air Agencies (NACAA) is the national, non-partisan, non-profit association of air quality agencies in 35 states, the District of Columbia, four territories and 115 metropolitan areas. The association exists to help you, our member agencies from every region of the country, achieve your clean air goals and protect the health of your residents. We are 155 members strong and uniquely positioned to enable a national conversation across regional, political and geographical borders on best practices for agency success and to help our members effectively inform federal actions. Guided by a board of directors made up of representatives of 17 of our member agencies, NACAA finds common ground and gives equal voting rights and a national voice to both state and local air pollution control agencies.

What We Do | Our small staff of experts advocates for our members and amplifies your views whenever relevant regulations or legislation are on the table. We connect our members with EPA headquarters, regions, field offices and labs. On Capitol Hill, we fight for air agencies' and EPA's budgets and appropriations. We also work with other federal agencies and elected officials, utility commissions, energy agencies, transportation officials, industry, environmental and public health groups and other stakeholders.

What We Offer | We provide a host of technical and policy information and tools to keep our members informed in a way that helps you be effective in your work. NACAA's public website – <http://www.4cleanair.org> – offers a wealth of information on air pollution issues, tracks important legislative activities, provides a directory of every clean air agency in the country and offers a compilation of NACAA's comment letters and positions. Our members-only website, *Air Web*, also hosts comprehensive information about legal and judicial action related to air pollution, details from the association's standing committees, a library of resource documents and the latest news from the air pollution world (available to members at <members.4cleanair.org>).

Our publications, training and webcasts help member agency staff stay up to date as experts in their fields and keep ahead of emerging rules and issues. The NACAA team publishes a weekly electronic newsletter, the *Washington Update*, which provides the latest information about regulatory and legislative developments, policies and guidance documents, NACAA and EPA activities, meetings, workshops, hearings, new reports and studies and other items of interest to our members. The *Washington Update* is e-mailed to all NACAA members every Friday, and is also available on *Air Web*. Our [webcast series](#) focuses on the best practices for running a world-class agency, and on technical and legal issues facing our member agencies. Our "4yi" factsheets have covered issues like hurricanes, PFAS, wildfires and air sensors. We connect members with each other when urgent issues arise, when there is a need for equipment sharing, when funding opportunities occur, in the face of emerging technology and when we know they can learn from one another.

Our Community | Most of all, we bring together thousands of people who work for 155 local and state clean air agencies across America. Our committees allow your work to be informed by the best ideas from colleagues around the nation. Each committee convenes regular conference calls and opportunities to learn from each other on key topics: Agriculture; Air Toxics; Criteria Pollutants; Emissions and Modeling; Enforcement; Climate Change; Mobile Sources and Fuels; Monitoring; Permitting and New Source Review; Program Funding; Public Outreach; Resilience & Sustainability; and Training. Ours is a community of excellence, and of friendship as well.

NACAA holds two membership meetings a year, where we connect with federal agencies and national leaders. These meetings are a chance for you to learn about the timeliest and relevant air pollution information and to have an opportunity to meet and network with your colleagues from across the country. We also host stand-alone workshops on topics like enforcement, permitting, monitoring, and air toxics.

Learn More | Connect with your friendly NACAA team! Find us online at www.4cleanair.org or on Twitter at @WeAre4CleanAir, call us at 202-624-7864 or email 4cleanair@4cleanair.org.

Our Mission & Values

Initially adopted at the Board of Directors meeting in Cleveland, Ohio on October 14, 2018, and updated by the Board of Directors at the Fall 2020 Virtual Board & Committee Chairs Meeting on October 19, 2020, the following statement articulates the values, mission, and strategy priorities for the association.

Our values

NACAA is:

- An advocate for the equitable protection of clean air and public health;
 - A community that proactively seeks to foster diversity, access, equity, and inclusion in our makeup, our policies, and our actions
 - A provider of valued services and resources to the members;
 - A source of credible expertise to decision-makers;
 - A forum for learning with, and from, each other;
 - A point of focus for effective state and local agency interaction with the federal government; and
 - A national association that thrives because its members have common interests, while respecting one another's differences.
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Our mission:

NACAA exists to advance the equitable protection of clean air and public health for all, and to improve the capability and effectiveness of state and local air agencies.

Our long-term strategic priorities:

- 1 – Seek and advance equitable clean air outcomes for all
- 2 – Strengthen our core
- 3 – Expand our base
- 4 – Advocate for intelligent advances in policy
- 5 – Facilitate cross-programmatic efforts
- 6 – Be the pre-eminent authority on clean air policy matters

Background & Structure

NACAA's members are state and local air pollution control agencies. The association was preceded by the State and Territorial Air Pollution Program Administrators (STAPPA) and Association of Local Air Pollution Control Officials (ALAPCO), which partnered in 1980 to open a staffed Washington, DC-based office. In 2007, STAPPA and ALAPCO merged and became NACAA – the National Association of Clean Air Agencies. However, our by-laws and organizational model preserve the unique voices of local and state air agencies by creating a co-led governance structure with equal roles for local and state agencies. Each officer role is held jointly by a local air director and a state air director and our committees are also co-led. Voting on association matters is conducted by separate local and state votes with equal weight.

NACAA is governed by bylaws passed in 2006 and amended in 2012. They are available online at <http://members.4cleanair.org/bylaws>.

Officers

The association has a 17-member board of directors including 10 state representatives (one from each EPA region) and seven local representatives. Eight members of the board are officers – the co-presidents, co-vice presidents, co-treasurers and immediate past co-presidents.

- Co-Presidents. The co-presidents are responsible for ensuring that decisions of the board of directors are implemented. They jointly preside over all board meetings and various other NACAA meetings. In addition, the co-presidents have general and active management of the business of NACAA as an incorporated entity,
- Co-Vice Presidents. The co-vice presidents serve when a co-president is unavailable and are generally the successors to the co-presidents after a one-year term.
- Co-Treasurers. The co-treasurers oversee the NACAA executive director's custodial management of all NACAA funds.

Committee Chairs

Like the NACAA board of directors, our committees are also co-led by a local co-chair and a state co-chair appointed by the local co-president and the state co-president, respectively. As with many things in life, a lot of the role of a committee co-chair is what you make it. NACAA staff does the bulk of the work under the direction of the co-chairs, but there are a few responsibilities to keep in mind.

- Most committees host conference calls on a regular basis – typically monthly or bimonthly but in some instances quarterly – usually with featured speakers. Committee co-chairs work with NACAA staff to develop or approve committee call agendas. NACAA staff coordinates the calls and will identify and confirm speakers, though the committee co-chairs are encouraged to offer their ideas and preferences and some also arrange for speakers. Co-chairs also lead the conference calls, typically alternating every other call, with the assistance of NACAA staff.
- NACAA comments, letters, resolutions and other documents are developed and finalized under the direction of the relevant committee co-chairs, who work in close collaboration with NACAA staff.
- Co-chairs often moderate sessions at the association's membership meetings and preside over committee-specific workshops. NACAA staff support the co-chairs in these roles.
- Committee co-chairs are expected to attend the NACAA board of directors and committee co-chairs' quarterly meetings (two stand-alone meetings in the winter and summer and two short meetings preceding the fall and spring membership meetings) and usually to provide an update on critical committee issues. NACAA staff assist in the identification of these issues and provide preparatory information materials as needed. Attendance at these meetings also gives committee co-chairs an opportunity to participate in board discussions of important association business.

Activities & Resources

Online Resources

A library of resources including technical documents and policy activities is available online on our public site, www.4cleanair.org.

- Find our letters to congress, comments to EPA, and other policy documents listed here: <http://www.4cleanair.org/positions> (they are also listed by topic on that page).
- You can draw on a library of technical resources here: <http://www.4cleanair.org/topics>
- You can find our technical documents (like our “4yi” documents) here: <http://www.4cleanair.org/4yi-technical-factsheets>
- We list jobs in the clean air arena at: <http://www.4cleanair.org/job-postings>
- You can also find contact information for all the clean air agencies in the country here: <http://www.4cleanair.org/agencies>

Air Web, our members-only site, hosts draft policy and technical documents, a calendar of activities including those of our committees, a library of the current and past editions of our *Washington Update*, and meeting materials. This site is available at <http://members.4cleanair.org>.

We publish a weekly *Washington Update* that summarizes the week’s essential clean air news. We also publish a regular factsheet series, *4yi*, and a “*Funding Update*” that offers links to grants, cooperative agreements and other funding sources that may be useful to members. As needs arise, NACAA has published large-scale technical support documents that offer guidance, templates, tools and menus of options for new national clean air rules and other timely topics.

NACAA offers a broad array of other resources like networks of experts, training, information-sharing, the development of shared policy and connections to other clean air activities through our committees, described next.

Committees

NACAA’s 12 committees are the backbone of the association. They include Agriculture, Air Toxics, Criteria Pollutants, Emissions and Modeling, Enforcement, Climate Change, Mobile Sources and Fuels, Monitoring, Permitting and NSR, Program Funding, Public Outreach, and Training.

Agriculture

The NACAA Agriculture Committee focuses on agricultural sources of air pollution and air quality issues related to animal feeding operations (AFOs) and concentrated animal feeding operations (CAFOs); grain processors; agricultural burning practices (including prescribed fires); and silvicultural practices. The Agriculture Committee holds conference calls on the third Tuesday of every other month, from 2:00 PM to 3:00 PM Eastern Time.

Co-Chairs: Merlin Hough, (Eugene, OR) & (Vacant)

Staff: Mary Douglas, mdouglas@4cleanair.org

Webpage: <http://members.4cleanair.org/committees/details/agriculture>

Email list: agriculture@lists.4cleanair.org

Call-in number and code: 866-365-4406, access code 7578536#

Air Toxics

The NACAA Air Toxics Committee addresses issues related to the Clean Air Act’s Hazardous Air Pollutants (HAP) control program. These include, among others, the technology-based Maximum Achievable Control Technology (MACT) standards that EPA has developed to limit air pollution from the

source categories that emit any of the 187 hazardous air pollutants required to be regulated under the Clean Air Act. Additionally, the committee's jurisdiction includes the establishment of Residual Risk standards that are designed to address the risks that remain after the imposition of MACT. The Air Toxics Committee holds a conference call on the first Thursday of every other month, from 11:30 AM to 12:30 PM Eastern Time.

Co-Chairs: Bob Colby (Chattanooga TN); Frank Steitz (New Jersey)
Staff: Mary Douglas, mdouglas@4cleanair.org
Webpage: <http://members.4cleanair.org/committees/details/air-toxics>
Email list: air_toxics@lists.4cleanair.org
Call-in number and code: 866-365-4406, access code 5870993#

Climate Change

The NACAA Climate Change Committee focuses on the impacts of global warming and efforts to limit emissions of greenhouse gases (GHGs), which include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulfur hexafluoride. The Committee follows a number of issues including federal efforts related to GHG emissions; state and local programs and initiatives to reduce GHG emissions; federal global warming legislation; international efforts to reduce worldwide GHG emissions such as meetings hosted under the auspices of the UN Framework Convention on Climate Change); efforts to promote energy efficiency and renewable energy; adaptation; and scientific findings related to global warming. The Global Warming Committee holds conference calls on the second Wednesday of every other month, from 2:00 PM to 3:30 PM Eastern Time.

Co-Chairs: Alberto Ayala (Sacramento CA) & Stu Clark (Washington)
Staff: Miles Keogh (mkeogh@4cleanair.org)
Webpage: <http://members.4cleanair.org/committees/details/global-warming>
Email list: global_warming@lists.4cleanair.org
Call-in number and code: 866-365-4406, access code 7578536#

Criteria Pollutants

The NACAA Criteria Pollutants Committee focuses on issues associated with the establishment, implementation, attainment and maintenance of the six health-based National Ambient Air Quality Standards (NAAQS) – for ozone, particulate matter (PM), sulfur dioxide (SO₂), nitrogen dioxide (NO_x), lead and carbon monoxide (CO) – as well as regional haze and the interstate transport of pollution. The Criteria Pollutants Committee has particular interest in all aspects of the development and approval of State Implementation Plans (SIPs), including the preparation by EPA of implementation rules and guidance, and in improving the SIP process. The Criteria Pollutants Committee holds conference calls on the fourth Wednesday of every month, from 1:30 PM to 3:00 PM Eastern Time.

Co-Chairs: Wayne Nastri (South Coast AQMD, CA) & Tad Aburn (Maryland)
Staff: Nancy Kruger, nkruger@4cleanair.org
Webpage: <http://members.4cleanair.org/committees/details/criteria-pollutants>
Email list: criteria_pollutants@lists.4cleanair.org
Call-in number and code: 866-365-4406, access code 2682624#

Emissions and Modeling

The NACAA Emissions and Modeling Committee tracks issues associated with emissions inventories and air quality modeling including the National Emissions Inventory (NEI) and Emissions Modeling Platforms, the Greenhouse Gas Reporting Program, regulatory modeling associated with the National Ambient Air Quality Standards and stationary-source permit modeling. The Emissions and Modeling Committee holds conference calls on the first Tuesday of every other month, from 1:00 PM – 2:30 PM Eastern Time.

Co-Chairs: Gail Good (Wisconsin) & (Vacant)
Staff: Karen Mongoven, kmongoven@4cleanair.org

Webpage: <http://members.4cleanair.org/committees/details/emissions-and-modeling>

Email list: modeling@lists.4cleanair.org

Call in number and code: 866-365-4406, access code 1232457#

Enforcement

The NACAA Enforcement Committee works on issues related to the enforcement of the Clean Air Act. This includes enforcement actions by EPA against sources violating the Clean Air Act; state and local enforcement actions; EPA oversight of state and local enforcement programs; EPA's reporting requirements for state and local air agencies regarding enforcement and compliance activities conducted by these agencies; and EPA's data tools for tracking state and local enforcement efforts, including the Air Facility System (AFS) and the Enforcement and Compliance History Online (ECHO) website. The Enforcement Committee holds conference calls on the first Wednesday of every other month, from 12:30 PM to 2:00 PM Eastern Time.

Co-Chairs: Richard Stedman (Monterey, CA) & Mike Dowd (Virginia)

Staff: Miles Keogh, mkeogh@4cleanair.org

Webpage: <http://members.4cleanair.org/committees/details/enforcement>

Email list: enforcement@lists.4cleanair.org

Call-in number and code: 866-365-4406, access code 1226491#

Mobile Sources and Fuels

The NACAA Mobile Sources and Fuels Committee focuses on the impacts of transportation-related sources on air quality and public health, efforts to reduce emissions from these sources and the need for additional federal standards to further reduce emissions from the mobile source sector. This sector includes passenger cars and light trucks, heavy-duty trucks and buses, locomotives, marine vessels, aircraft, construction and agricultural equipment and other nonroad engines, recreational vehicles and lawn and garden equipment, as well as the fuels that power them. The Committee also focuses on vehicle use and driving, transportation planning, conformity, California's unique statutory authority to establish motor vehicle standards and the statutory authority of other states to opt into California's standards. In addition, the Committee tracks federal legislation related to all these issues. The Mobile Sources and Fuels Committee holds conference calls on the third Tuesday of every month from 1:30 PM to 3:00 PM Eastern Time.

Co-Chairs: Erik White (Auburn, CA) & Steve Flint (New York)

Staff: Nancy Kruger, nkruger@4cleanair.org

Webpage: <http://members.4cleanair.org/committees/details/mobile-sources-and-fuels>

Email list: mobile_sources@lists.4cleanair.org

Call-in number and code: (866) 365-4406; Access Code 2682624#

Monitoring

The NACAA Monitoring Committee focuses on ambient air monitoring including issues associated with all of the nationwide monitoring networks operated by state and local agencies to meet EPA regulatory requirements. The committee also examines emerging issues such as air sensor technologies. The Monitoring Committee holds conference calls on the third Thursday of every other month, from 1:30 – 3:00 pm Eastern Time.

Co-Chairs: Sam Rubens (Akron, OH) & Heidi Hales (Vermont)

Staff: Karen Mongoven, kmongoven@4cleanair.org

Webpage: <http://members.4cleanair.org/committees/details/monitoring>

Email list: monitoring@lists.4cleanair.org

Call-in number and code: 866-365-4406, access code 1232457#

Permitting and New Source Review

The NACAA Permitting and New Source Review Committee focuses on issues associated with application and implementation of the Clean Air Act permitting programs for major sources, including the Title V operating permits program, the Prevention of Significant Deterioration (PSD) program and the Nonattainment New Source Review (NNSR) program. It also addresses other permitting-related issues such as minor source permitting.

Co-Chairs: Ursula Nelson (Tucson, AZ) & Ali Mirzakhilili (Oregon)
Staff: Karen Mongoven, kmongoven@4cleanair.org
Webpage: <http://members.4cleanair.org/committees/details/permitting>
Email list: permitting@lists.4cleanair.org
Call-in number and code: 866-365-4406, access code 1232457#

Program Funding

The NACAA Program Funding Committee focuses on resources for state and local air agencies including the congressional appropriations process and federal grants under Sections 103 and 105 of the Clean Air Act. Each year, following the State of the Union Address, the President proposes a budget for the federal fiscal year that will begin on the following October 1st. The budget is presented to Congress for its consideration. After the budget is announced, the U.S. Environmental Protection Agency prepares draft program and grant guidance for the Office of Air and Radiation, which is available for public comment before it becomes final. The NACAA Program Funding Committee focuses on the President's annual budget request, EPA's budget and program guidance, the Congressional appropriations process and other budget and planning issues. NACAA provides input to EPA and Congress on the need for adequate funding for state and local air agencies including the federal grant program under Sections 103 and 105 of the Clean Air Act, and any other funding, appropriations and grant matters that affect state and local air agencies. Because of the sensitivity associated with many of the Program Funding discussions and the need to ensure regional representation on the committee, its membership consists of the NACAA board of directors and committee co-chairs. The Committee holds conference calls on an as-needed basis and meets four times each year as part of the quarterly NACAA Board of Directors and Committee Chairs' Meetings.

Co-Chairs: Craig Kenworthy (Seattle, WA) & Eddie Terrill (Oklahoma)
Staff: Mary Sullivan Douglas, mdouglas@4cleanair.org
Webpage: <http://members.4cleanair.org/committees/details/program-funding>
Email list: program_funding@lists.4cleanair.org
Call-in number and code: 866-365-4406, access code 587-0993#

Public Outreach

The NACAA Public Outreach Committee focuses on issues related to communicating important air quality messages and on outreach activities to the stakeholders and the general public. Among other things, the Committee provides a forum for state and local air agency communicators to share their knowledge, experience and resources to help educate the public on the causes and effects of air pollution and what citizens can do to respond. The Public Outreach Committee holds monthly conference calls on the second Tuesday of the month, from 4:00 PM to 5:00 PM Eastern Time.

Co-Chairs: Jack Broadbent (San Francisco, CA) & Christine Kirby (Massachusetts)
Staff: Stephanie Steigman, scooper@4cleanair.org
Webpage: <http://members.4cleanair.org/committees/details/public-outreach>
Email list: public_outreach@4cleanair.org
Call-in number and code: (866) 365-4406; Access Code 6247864#

Training

The NACAA Training Committee works on issues associated with developing and making available high-quality, cost-effective training materials for federal, state and local air regulators. The Committee maintains the NACAA Training Resources Hub, a web-based resource that lists upcoming classroom courses, highlights online training resources and describes the various organizations that provide training

opportunities. NACAA also participates in the Joint Training Committee, a national collaborative with EPA and Multi-Jurisdictional Organizations. The Training Committee holds conference calls on an as-needed basis.

Co-Chairs: Mark Buford (Mount Vernon WA); Darcy Bybee (Missouri)

Staff: Miles Keogh (mkeogh@4cleanair.org) and Nancy Kruger (nkruger@4cleanair.org)

Webpage: <http://members.4cleanair.org/committees/details/training>

Email list: training@lists.4cleanair.org

Call-in number and code: 866-365-4406, access code 7578536#

NACAA Comment-Development Process Guidance

(Guidance Adopted March 2018)

Introduction:

The National Association of Clean Air Agencies (NACAA) is a national, non-partisan, non-profit association of 154 local and state air pollution control agencies across 40 states, the District of Columbia and four territories. NACAA periodically provides comments to federal agencies and communicates with Congress and others. The association's comment process is governed by a January 29, 2012, *NACAA Board of Directors Resolution on Improving the Association's Processes and Procedures*. That resolution is the basis for NACAA's current process¹. This document offers guidance to generally create consistency in that process, provide greater clarity to member agencies about the timing of their inputs and approval of final comments (for planning purposes), improve communication pathways and provide greater overall process transparency. As the kinds of comments that NACAA provides evolves over time, so too should this guidance on process. NACAA intends to revisit the process in the future to adjust to meet changing conditions.

Process:

In general NACAA's current comment process is composed of the following steps, with variations based on factors such as the urgency of an issue and circumstances and deadlines that will create small differences in each comment process.

1. NACAA becomes aware of an issue, for example EPA issues a proposal in the *Federal Register* or through a pre-publication announcement.
2. NACAA staff communicates the issue to the relevant committee(s), and air directors (for example, staff distributes EPA's proposal and associated information, such as fact sheets, etc. to via email, writes an article for the *Washington Update*, and otherwise announces it as needed.
3. The relevant committee chairs determine, with the NACAA staff, whether to commence the comment development process and, if so, the approach and schedule for developing comments.

The association officers (Co-Presidents; Co-Vice Presidents; Co-Treasurers; Ex Officio Co-Presidents) may authorize staff to begin drafting comments if there is a concern that EPA's potential action may occur on an accelerated timeline, and comments are substantially similar to any already submitted.

4. An estimated schedule will be developed by NACAA staff, with the approval of the committee chairs or executive director, for each set of comments. This estimated schedule will be emailed to the relevant committees and air directors and may include:
 - Date of potential briefing call and/or call to discussion potential comments (unless the estimated schedule is determined following such a call)

¹ The relevant committee chairs work with NACAA staff to tailor steps for producing comments based on particular circumstances including, among others:

- the breadth of the proposal (i.e., comprehensive, narrow in scope or purpose),
- whether NACAA has already gone on record with respect to the topic of the proposal,
- the length of the comment period, the timing of the comment period (i.e., whether there are NACAA meetings, holidays or other significant events that fall during the comment period), and
- how familiar members are with the issue.

- Window for collecting input from members for drafting comments
- Date draft comments will be circulated for seven-day review
- Date responses to draft comment are due from members
- Date on which the final NACAA comment letter may be submitted

NACAA staff advises any additional relevant committee(s) and air directors of this schedule so they will know what steps this comment-development process will include and the timing of those steps.

5. NACAA staff gathers input from the relevant committee(s) and air directors on the proposal and possible NACAA comments in one or more of several ways, which is announced to the relevant committee(s) and air directors and posted on Air Web:
 - scheduling time to discuss the proposal during a regularly scheduled committee call;
 - scheduling a stand-alone committee or membership call to discuss possible comments; and/or
 - soliciting input via email.

Prior to the call or email communication to the relevant committee(s) and air directors, NACAA staff typically develops an outline or a list of issues on which the association may wish to consider commenting. The outline or list may include recommendations for potential comments on these issues.

6. Once input is collected from members – orally on a conference call and in writing otherwise – the chairs decide whether NACAA should draft written comments.
7. If the decision on drafting is “yes” the chairs provide direction for doing so and NACAA staff drafts a comment letter, derived from the input received from the members.
8. The following language is included in the body of all non-unanimous letters (per the 1/29/12 NACAA Board Resolution): “The views expressed in these comments do not represent the positions of every state and local air pollution control agency in the country.”
9. The draft comment letter is reviewed by the committee chairs and the executive director for input and revision. Final sign-off on the review draft of the letter is by those signing it. Typically, the committee chairs sign the letters – in some instances, where the issues are cross cutting, the chairs of multiple committees sign – but in some cases, the co-presidents sign.

If there is a vacancy in the leadership of the relevant committee, or if a committee co-chair is unable to sign, the co-presidents of the association or their designee(s) may sign and, as necessary, will work with the NACAA staff and any relevant committee chairs to coordinate preparation of the draft and final letters.
10. Once the committee chairs and executive director have approved the draft comment letter, it is shared with all of the NACAA air directors and relevant committee(s) via email. It is also posted on Air Web in the “Committee Highlights” section (located on the front page of Air Web and designed to provide members with a one-stop-shopping site for documents requiring membership review) and on the relevant committee page.
11. The members are given at least seven business days to provide comments. Usually the due date for member comments is several days (often less) before the comment deadline to allow time to consider all comments and make changes to the letter. All input from members must be in writing (per the 1/29/12 NACAA Board Resolution, “members are responsible for providing written notice to NACAA specifying any objections or concerns with the draft.”)

Members are often encouraged to provide, in writing, specific alternate language that would address their concerns or suggested changes.

12. All substantive comments received from the members are provided to the committee chairs and, in consultation with the committee chairs, as needed, the comments from the members are incorporated into the draft letter by NACAA staff. If a comment cannot easily be accommodated or is in conflict with what most/all others are saying, NACAA staff generally communicates with the commenter to discuss the issue and explain the situation and/or seek alternative or compromise language that would work. There is not one single method for addressing all input and comments. They are handled on a case-by-case basis in close communication with, and with the approval of, the committee chairs and as necessary, with the assistance of the executive director.²
13. NACAA staff finalizes the comments and obtains final sign-off from the committee chairs and executive director. There have been instances when NACAA has decided not to send a letter because there has been significant concern about sending it. Again, this is decided on a case-by-case basis, in close consultation with, and with the decision made/approved by, the committee chairs and in some cases co-presidents.
14. Any state or local director whose agency provided written input on the draft comment letter and is dissatisfied with how the input was addressed may request a vote of the association's officers (i.e., co-presidents, co-vice presidents, co-treasurers, and immediate past co-presidents) on whether or not to submit the comments. A vote will occur if two or more of the officers concur that the matter may proceed to the officers for a vote.
 - a) In order for such a request for a vote to be made:
 - i. The requesting air agency will have participated in the process to develop the comments and provided written input articulating any concerns with NACAA's draft comments and
 - ii. The request for a vote must relate to the issue(s) raised by the requesting agency during the comment development process.
 - b) A request for a vote by the officers must be submitted, in writing, to the NACAA co-presidents and executive director and must include an explanation of why the requesting agency objects to the comments being submitted.
 - c) The request shall be shared with the other NACAA officers and the chairs of the relevant committee(s). Officers will respond with either their concurrence with or opposition to the request for a vote. Responses will be sent to the NACAA co-presidents and executive director.
 - d) If two or more officers concur with the request, the executive director will schedule a call for discussion, to include the relevant committee chairs.
 - e) The officers' vote will be an "up or down" vote on whether or not the comment letter will be sent and will be documented (for example, in minutes.)
15. If final comments are being submitted, NACAA staff submits the final comments, posts them on Air Web, sends them to the membership via email and prepares an article for the *Washington Update*. Staff, committees and other NACAA leaders take action to advance the comments in the federal processes for which they were developed and in other forums where the comments are relevant.

² In the current process, if a particular issue is a lightning rod it can be removed from the letter. However, that must be done with care, since the passage in question may be something other members consider essential to their approval of the letter and they won't have the opportunity to comment on the removal/change.

**BYLAWS
OF THE
NATIONAL ASSOCIATION OF CLEAN AIR AGENCIES**

ARTICLE I

Offices

Section 1. Principal Office. As the successor entity to both the State and Territorial Air Pollution Program Administrators, Inc. ("STAPPA") and the Association of Local Air Pollution Control Officials, Inc. ("ALAPCO"), the principal office of the National Association of Clean Air Agencies (hereinafter called the "Corporation" or "NACAA") shall be located in Washington, D.C.

Section 2. Other Offices. NACAA may also have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

Members

Section 1. Classes of Membership. NACAA shall have three (3) classes of members which classes shall be enumerated as State Agency Members, Local Agency Members and Participating Members (collectively hereinafter, the "Members"). The Corporation shall maintain a schedule of those organizations or individuals that have met the applicable membership criteria of the Corporation.

A. State Agency Members. This class of Members shall be comprised of the state air pollution control agencies from each state within the U.S. that is admitted as a Member of NACAA by the State Agency Group (defined below) of the Board of Directors, with each such admitted Member represented (including, but not limited to, for voting purposes) by the director of such state agency who is responsible for the immediate supervision of the air pollution control program within the state. In the event the foregoing person is not available or present, the State Agency Member may designate another of its employees to permanently or temporarily represent it on matters concerning the Corporation. For purposes of these Bylaws, a "state" means any of the fifty United States, the District of Columbia, the Commonwealth of Puerto Rico, the U.S. Virgin Islands, Guam and American Samoa.

B. Local Agency Members. This class of Members shall be comprised of any local air pollution control agency admitted as a Member of NACAA by the Local Agency Group (defined below) of the Board of Directors, with each such admitted Member represented (including, but not limited to, for voting purposes) by the director of such local agency who is responsible for the immediate supervision of the air pollution control program within the local area. In the event the foregoing person is not available or present, the Local Agency Member may designate another of its employees to permanently or temporarily represent it on matters concerning the Corporation. For this purpose, a "local air pollution control agency" shall mean an air pollution control agency for a township, city, county, district or other governmental subdivision of one or more states (but not a state itself), but does not include any state or federal officials, except those on assignment to a local air pollution control agency.

C. Participating Members. Each of the State Agency Members or Local Agency Members may designate any of its own employees to be Participating Members. Staff members of regional air agency organizations that are comprised exclusively of state and/or local officials eligible for membership in NACAA may also be Participating Members. Participating Members shall not hold elected office in NACAA unless such person also has been designated by a State Agency Member or a Local Agency Member as its representative, but may participate in activities of NACAA (including, but not limited to, serving on committees of the Corporation).

Section 2. Dues. The dues (if any) payable by any of the Members will be based on NACAA's annual budget approved by the Board of Directors.

Section 3. Termination or Suspension. A membership as a State Agency Member, Local Agency Member or Participating Member may be terminated or suspended by the Board of Directors for conduct prejudicial to the welfare of the Corporation.

Section 4. Resignation. Any Member may resign at any time upon first discharging any indebtedness due the Corporation and submitting such Member's resignation in writing to the Secretary. Such resignation shall take effect at the time specified in such resignation, or if no time is specified, at the time of its receipt by the Secretary. Such resigning Member shall not be entitled to a refund of any portion of unused membership dues (if any).

Section 5. Voting Rights and Certain Voting Procedures: Quorums. Each State Agency Member shall be entitled to vote for the election of the members of the State Agency Group of the Board of Directors, including the State Agency Officer Positions (as defined below), as set forth in these Bylaws. Each Local Agency Member shall be entitled to vote for the election of the members of the Local Agency Group of the Board of Directors, including the Local Agency Officer Positions (as defined below), as set forth in these Bylaws. The other voting rights of the State Agency Members and the Local Agency Members shall be those required by statute, authorized by the Articles of Incorporation of the Corporation or these Bylaws, or that otherwise constitute a matter that the Corporation puts before the State Agency Members and/or Local Agency Members for a vote. Except as otherwise set forth in these Bylaws or the Articles of Incorporation of the Corporation, all matters that are put before Members for a vote shall be adopted by a majority vote of the Members or, if applicable, the class of Members, voting, provided, however, in the case of both State Agency Members voting and Local Agency Members voting, both a majority of the votes cast by State Agency Members voting and a majority of the votes cast by Local Agency Members voting are cast in favor of such action. A matter may be put before the Members for a vote when the Members entitled to vote thereon first receive at least thirty (30) days' notice of the matter to be considered or, in the absence of such notice, at least two-thirds (2/3) of the Members entitled to vote thereon and present at the meeting where the matter is to be considered first vote to waive such notice and to put the matter before the Members (or class of Members) entitled to vote thereon and, thereby, provide such Members the opportunity to adopt such measure by a majority of those voting. Participating Members shall have no voting rights whatsoever. In each instance where a State Agency Member or a Local Agency Member is entitled to vote, the representative of the Member (acting through its representative) shall have the right to one (1) vote.

As to State Agency Members, presence or participation of a majority of such members then in good standing shall constitute a quorum for all purposes. As to Local Agency Members, presence or participation of at least the same "number" (as opposed to a proportion or percentage) of State Agency Members in good standing as are required to be present or to participate in the same or comparable vote of State Agency Members shall likewise constitute a quorum of Local Agency Members for all purposes. Solely for purposes of illustration as to the preceding sentence, this means that if at a given time the Corporation has fifty (50) State Agency Members, then the quorum requirement for such State Agency Members would be twenty-six (26) members (so as to constitute a majority of State Agency Members) and the quorum requirement for Local Agency Members to be present or to participate in a the same or comparable vote would likewise be twenty-six (26) members (notwithstanding whether twenty-six (26) of the Local Agency Members would be a percentage or proportion that is less than a majority of all of the Local Agency Members).

Notwithstanding any of the foregoing in this Section 5, in the event of a vote on a position statement (or resolutions relating thereto), the foregoing voting rights and procedures shall continue to apply except that the required vote of the State Agency Members and/or the Local Agency Members, as the case may be, shall be by a two-thirds (2/3) vote (in the presence of a quorum) instead of the majority vote otherwise applicable.

Section 6. Meetings. Solely for purposes of conducting the affairs of NACAA, the Members shall hold an annual meeting scheduled not earlier than September 1 or later than December 15 of any year, with the Board of Directors agreeing upon the particular date, time and place for such meeting. At such annual meeting the State Agency Members shall elect persons to the State Agency Group of the Board of

Directors, including the State Agency Officer positions: and the Local Agency Members shall elect persons to the Local Agency Group of the Board of Directors, including the Local Agency Officer Positions; and all of the Members, acting collectively or by class, may conduct such other business as may be proper. Additional meetings of the Members may be called at any time by the Board of Directors, which additional meeting(s) shall be held for the purposes set forth in the notice of the meeting.

Section 7. Notice; Waiver of Notice. Whenever any notice of a meeting of the Members is required to be given under provisions of the Articles of Incorporation or these Bylaws, such notice shall be given either personally (including hand delivery), by telephone, by mail, by facsimile transmission, or by e-mail (or similar electronic transmission), addressed to the representatives of the Members as they appear on the records of the Corporation and, unless otherwise provided in these Bylaws, at least ten (10) days, but no more than fifty (50) days, before the date designated for the meeting. A written waiver of such notice, signed by the Member(s) entitled to such notice and filed with the records of the meeting (whether such waiver is given before or after the holding of such meeting) shall be equivalent to the giving of such notice. Presence at any meeting without objection also shall constitute waiver of any required notice. Notice shall be deemed given at the time when the same is personally delivered, deposited in the U.S. mail, with postage thereon prepaid, or sent by facsimile transmission or by e-mail. Notice of any meeting other than an annual meeting must state the purposes for which the meeting is called, but the business to be transacted at any additional meetings will not be limited to the purposes stated in the notice.

Section 8. Mail Ballots. Any action required or permitted to be taken at a meeting of the Members (or any class thereof) may be taken without a meeting by use of a mail ballot at the discretion of the Board of Directors. In order for such mail ballots to be effective, there must be submitted to the Corporation a number of ballots that would at least equal a quorum for a meeting, and no measure shall pass unless there is a majority (or a two-thirds (2/3) vote to the extent otherwise required by Section 5 of this Article of these Bylaws) of the applicable mail ballot votes in favor of the measure being voted upon. For purposes of this provision "mail ballots" may be provided by the Corporation and/or sent in by a Member by means of U.S. mail, overnight courier, fax or email, or delivered personally.

Section 9. Publication of Votes. The Executive Director (described below) shall publish the count of any vote, including abstentions, in the Corporation's minutes of the meeting or vote.

ARTICLE III

Board of Directors

Section 1. Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute, by its Articles of Incorporation or these Bylaws.

Section 2. Number, Groups, Composition and Term. The number of Directors which shall constitute the entire Board of Directors shall be seventeen (17). The members of the Board of Directors shall be classified as either "State Agency Group" members of the Board of Directors or as "Local Agency Group" members of the Board of Directors. The State Agency Group members of the Board of Directors shall be comprised of ten (10) individuals who have been designated as representatives of State Agency Members, and the Local Agency Group members of the Board of Directors shall be comprised of seven (7) individuals who have been designated as representatives of Local Agency Members. The State Agency Group members of the Board of Directors shall consist of six (6) individuals elected by the State Agency Members at the annual meeting of the Members and the four (4) individuals elected by the State Agency Members to also hold the officer positions of State Agency President, State Agency Vice President, State Agency Treasurer and State Agency Immediate Past President (collectively, the "State Agency Officer Positions"). The Local Agency Group members of the Board of Directors shall consist of three (3) individuals elected by the Local Agency Members at the annual meeting of the Members and the four (4) individuals elected by the Local Agency Members to also hold the officer positions of Local Agency President, Local Agency Vice President, Local Agency Treasurer and Local Agency Immediate Past President (collectively, the "Local Agency Officer Positions"). Except for members of the Board of

Directors who serve on the Board of Directors by reason of holding either one of the State Agency Officer Positions or the Local Agency Officer Positions, each of whom shall have a term on the Board of Directors that is co-extensive with the term of such person's officer position, the individuals elected to serve on the Board of Directors shall each serve for a one (1) year term; provided, however, that a person may be elected and/or re-elected to succeed themselves as a member of the applicable group on the Board of Directors and may serve consecutive terms. Except as provided in Article III, Section 10 hereof, each member of the Board of Directors shall hold office until his/her successor is elected and qualified or until his/her earlier death, resignation or removal. Directors need not be residents of the District of Columbia.

Section 3. Action by the Board at Meetings; Quorum and Voting. Except as otherwise provided in these Bylaws or by resolution of the Board of Directors whereby the State Agency Group of the Board of Directors and/or the Local Agency Group of the Board of Directors is permitted to meet and vote separately from one another, all meetings and voting shall be conducted by the Board of Directors (inclusive of both of its constituent groups, the State Agency Group and the Local Agency Group). A quorum will be present when there is at least a majority of all of the members of the State Agency Group of the Board of Directors and a majority of all of the members of the Local Agency Group of the Board of Directors in attendance in person or by telephone. Unless an applicable statute, the Articles of Incorporation of the Corporation or these Bylaws require a greater proportionate vote, a majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting; provided, however, that both a majority of the votes cast by the State Agency Group of the Board of Directors voting, and a majority of the votes cast by the Local Agency Group of the Board of Directors voting, are cast in favor of such action. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Notwithstanding any of the foregoing in this Section 3, in the event of a vote (a) on a new position statement (or resolutions relating thereto), or (b) in the absence of a related position statement, as to the provision of testimony and/or a letter to Congress, the foregoing voting rights and procedures shall continue to apply except that the required vote of the State Agency Group of the Board of Directors and/or the Local Agency Group of the Board of Directors, as the case may be, shall be by a two-thirds (2/3) vote instead of the majority vote otherwise applicable.

Section 4. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth such action, is signed, including electronically or by fax, by all of the members of the Board of Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 5. Telecommunications Meetings. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 6. Vacancies. Any vacancy occurring with respect to a member of the State Agency Group of Directors (other than one of the State Agency Officer Positions) or the Local Agency Group of Directors (other than one of the Local Agency Officer Positions) shall be filled for the balance of the unexpired term of the vacant directorship by a majority vote of all of the members of the applicable group on the Board of Directors that are then in office at a meeting at which a quorum (as applied exclusively to such group) is present, and each Director so elected shall hold office until the next annual meeting of the Members, provided that in filling a vacancy with respect to a member of the State Agency Group of Directors, states in the region for which the vacancy occurs will be consulted regarding their recommendation for a replacement.

Section 7. Annual Meeting. A regular annual meeting of the Board of Directors shall be held at a time and place specified by the Board of Directors.

Section 8. Special Meetings. Special meetings, including telephone meetings, of the Board of Directors may be called by either of the Co-Presidents (defined below) or Secretary upon one day notice to each Director. Such meeting shall be held on such date and at such time and place as shall be designated in the notice of the meeting by the person or persons calling the meeting.

Section 9. Notice; Waiver of Notice. Whenever any notice of the annual meeting of the Board of Directors is required to be given under provisions of the Articles of Incorporation or these Bylaws, (a) such notice shall be given either personally, by U.S. mail, by telephone, by facsimile or by email, addressed to the Director at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least ten (10) days before the date designated for such meeting, or (b) a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, deposited in the U.S. mail, with postage thereon prepaid, or sent by facsimile transmission or by email. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection also shall constitute waiver of any required notice.

Section 10. Resignation and Removal of Directors. Any individual serving on the Board of Directors may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Secretary. The acceptance of a resignation shall not be necessary to make it effective. An individual serving on the Board of Directors as a member of the State Agency Group of Directors (other than one of the State Agency Officer Positions) or the Local Agency Group of Directors (other than one of the Local Agency Officer Positions) may be removed with cause by a majority vote of all of the members of the Board of Directors that are then in office at a meeting at which a quorum is present, provided, however, that both a majority of the State Agency Group of the Board Directors in office and a majority of Local Agency Group of the Board of Directors in office vote in favor.

ARTICLE IV

Officers

Section 1. Required Officer Positions and Elections. The Corporation shall have individuals who shall hold the following required officer titles and positions: (a) State Agency President, State Agency Vice President, State Agency Treasurer and State Agency Immediate Past President (each of whom shall also be part of the State Agency Group of the Board of Directors); and (b) Local Agency President, Local Agency Vice President, Local Agency Treasurer and Local Agency Immediate Past President (each of whom shall also be part of the Local Agency Group of the Board of Directors). The individual appointed as Executive Director pursuant to Article VI of these Bylaws shall also hold the officer title and position of Secretary. Each of these officers shall serve for a one (1) year term; and thereafter until his/her successor shall have been chosen and qualified or until his/her death, resignation, or removal. Subject to these Bylaws, officers may succeed themselves if they are re-elected to office; provided, however, that an Immediate Past President may succeed himself/herself only if the person serving as President does not succeed to the office of Immediate Past President. The respective Presidents, Vice Presidents, Treasurers and Immediate Past Presidents may be referred to without their "State Agency" or "Local Agency" prefix; or alternatively, the prefix "co-" may be substituted for State Agency or Local Agency, as the case may be, before the use of such officer title. The individuals serving as State Agency President and State Agency Vice President shall also hold the title of State Agency Chairperson of the Board of Directors and State Agency Vice-Chairperson of the Board of Directors, respectively; and the individuals serving as Local Agency President and Local Agency Vice President shall also hold the title of Local Agency Chairperson of the Board of Directors and Local Agency Vice-Chairperson of the Board of Directors, respectively. Except as otherwise provided in these Bylaws, at each annual meeting of the Members, the State Agency Members shall elect individuals to serve as the State Agency President, State Agency Vice President and the State Agency Treasurer, and the Local Agency Members shall elect individuals to serve as the Local Agency President, Local Agency Vice President and the Local Agency Treasurer. Upon the

expiration of the term of the State Agency President (unless he/she has been re-elected to the office President, in which case the Immediate Past President shall remain in office), he or she shall automatically succeed to the position of State Agency Immediate Past President; and upon the expiration of the term of the Local Agency President, he or she shall automatically succeed to the position of Local Agency Immediate Past President (unless he/she has been re-elected, in which case the Immediate Past President shall remain in office). Election or appointment of an individual to any officer title or position shall not itself create any contractual rights. A President who has been succeeded in office shall be called a "Past President" and no Immediate Past President shall be eligible for nomination or election to a President, Vice President or Treasurer position.

Section 2. Resignation; Removal; Certain Vacancies. Whenever in the judgment of the Board of Directors the best interest of the Corporation will be served thereby, any officer previously appointed to the Board of Directors may be removed from office by the affirmative vote of a majority vote of all of members of the Board of Directors then in office at a meeting at which a quorum is present, provided, however, that both a majority of the State Agency Group of the Board Directors in office and a majority of Local Agency Group of the Board of Directors in office vote in favor. Such removal shall not prejudice the contractual rights, if any, of the person so removed. Any officer may resign at any time by delivering a written resignation to the Board of Directors or to the Secretary. Should a vacancy occur in the office of the State Agency President, the State Agency Vice President shall succeed to such vacant President position, and if any vacancy should occur in the office of the Local Agency President, the Local Agency Vice President shall succeed to such vacant President position. Should any vacancy occur in the office of a Vice President or a Treasurer, the applicable group on the Board of Directors may, by a majority vote of all of the members of such group then in office, appoint an interim replacement until the next annual meeting of the Members at which an election is to be held for such position. In the case of such an interim Vice President, the State Agency Members and the Local Agency Members shall also vote at the annual meeting to directly elect a State Agency President or a Local Agency President, as the case may be. If the offices of a President and a Vice President are vacant at the same time, the Secretary shall call a meeting of the applicable group of the Board of Directors and by a majority vote of all of the members of the applicable group of the Board of Directors that are then in office at a meeting at which a quorum (as applied exclusively to such group) is present, and an interim President and Vice President for such group shall be elected to serve until the next annual meeting of the Members. In the event of a vacancy in the office of Immediate Past President, the most recent surviving Past President shall automatically succeed for the remainder of the term of office. In the absence of an Executive Director, the Board of Directors shall elect an individual not serving on the Board of Directors to serve as the interim Secretary. In filling vacancies in the State Agency Group of the Board of Directors, regional representation will be preserved to the extent practicable.

Section 3. Presidents. Each of the Co-Presidents shall be a chief executive officer of the Corporation, shall have general and active management of the business of the Corporation and shall insure that all orders and resolutions of the Board of Directors are carried into effect. As Co-Chairpersons of the Board of Directors, each such individual shall co-preside at all meetings of Board of Directors, with the applicable Co-Chairperson presiding at any meetings of the State Agency Group or the Local Agency Group, as the case may be, of the Board of Directors.

Section 4. Vice Presidents. In the absence of the applicable President or in the event of the applicable President's inability or refusal to act, the applicable Vice President shall perform the duties of such President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, such President.

Section 5. Treasurers. Each of the Co-Treasurers of the Corporation shall oversee the Executive Director's custodial management of all funds collected by the Corporation. The Executive Director shall have authority to disburse these funds as may be directed by the Board of Directors, making an accounting of receipts and disbursements at the annual meeting and at other times, as directed by the Board of Directors.

Section 6. Secretary. The Secretary shall attend the meetings of the Board of Directors, or any meetings of either the State Agency Group or the Local Agency Group of the Board of Directors; and shall record all the proceedings of such meetings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Corporation, and shall perform such other duties as may be prescribed by the Board of Directors or by either of the Co-Presidents, under whose supervision the Secretary shall be.

ARTICLE V

Committees

Section 1. Standing or Special Committees. Either of the Co-Presidents, in consultation with the Board of Directors, may establish such standing or special committees as are needed to promote the work of the Corporation, and the State Agency President may appoint a State Agency Member to co-chair such committee and the Local Agency President may appoint a Local Agency Member to co-chair such committee. The Executive Director shall publicize the establishment of all new committees. In the event of a vacancy in the position of a committee co-chair position, the Executive Director shall publicize the vacancy to the Members and inform the Co-Presidents of any Members' expressions of interest in being a co-chair of such committee. Thereafter, the co-chair of the committee shall be appointed by the appropriate Co-President.

Section 2. Committee Eligibility; Committee Chairs. All classes of the Members (or their representatives, as the case may be) may serve on committees or as committee chairs; provided, however, that any committee chair also must be an employee of a State Agency Member or a Local Agency Member. Each of the Co-Presidents is authorized to periodically review committee co-chair appointments in consultation with the Board of Directors and to make such changes to such chair positions as the Co-Presidents may determine.

Section 3. Nominating Committee. The Corporation shall have a Nominating Committee which shall be convened on a timely basis in advance of annual elections held by the Corporation, and which shall have two subcommittees consisting of a State Agency Nominating Subcommittee and a Local Agency Nominating Subcommittee. The roles and responsibilities of this committee and these subcommittees are set forth at Article VII of these Bylaws.

ARTICLE VI

Executive Director

The Corporation shall have an Executive Director who shall conduct the day-to-day affairs of NACAA under the supervision of the Board of Directors. The Executive Director shall be the chief administrative manager of the Corporation and shall report to the Co-Presidents of the Corporation. The Executive Director shall be appointed by a vote of the Board of Directors or by the authorized designee(s) of the Board of Directors. The Executive Director also shall serve as the Secretary of the Corporation.

ARTICLE VII

Board and Officer Nomination and Election Process

Section 1. Constitution of the Nominating Subcommittees. With the authorization of the Board of Directors, each of the Co-Presidents, no earlier than 150 days before the annual meeting of the Members and no later than 120 days before the annual meeting of the Members, shall appoint the members of the two subcommittees constituting the Nominating Committee. The State Agency President shall appoint the State Agency Immediate Past President to chair the State Agency Nominating Committee and the Immediate Past President shall then appoint from among the State Agency Members at least three (3) and no more than five (5) members to serve on the State Agency Nominating Subcommittee; and the Local Agency President shall appoint the Local Agency Immediate Past President to chair the Local Agency Nominating Committee and the Immediate Past President shall then appoint from among the Local Agency Members at least three (3) and no more than five (5) members to serve on the Local Agency Nominating Subcommittee.

Section 2. Notice of Nominees; Eligibility. Each of the subcommittees of the Nominating Committees shall undertake to do the following:

A. State Agency Nominating Subcommittee. The State Agency Nominating Subcommittee shall, ninety (90) days before the annual meeting select from among the representatives of the State Agency Members candidates for State Agency President, State Agency Vice President and State Agency Treasurer, each from a different region. Of the foregoing, the current State Agency President, who will advance to the office of State Agency Immediate Past President, shall be ineligible for nomination or to hold the offices of Vice President or Treasurer, and the current State Agency Immediate Past President shall be ineligible for nomination or to hold the offices of President, Vice President or Treasurer. Thereafter, representatives of State Agency Members in states located in each region that is not represented among the State Agency Nominating Subcommittee's nominees for State Agency President, State Agency Vice President or State Agency Treasurer, or as the incoming State Agency Immediate Past President, shall be notified of the opportunity to consult with other members in their region to collectively nominate one or more potential candidates to represent their region on the State Agency Group of the Board of Directors. Such nominations must be provided to the State Agency Nominating Subcommittee at least 60 days before the annual meeting. Should a region choose to submit more than one potential nominee, the State Agency Nominating Subcommittee shall have authority to select one of the submitted candidates to serve as the region's nominee to the State Agency Group of the Board of Directors. Should a region fail to submit any nominees, or choose not to submit any nominees, the State Agency Nominating Subcommittee shall have the authority to select a candidate from that region or any other region. The State Agency Nominating Subcommittee shall then verify each nominee's willingness to serve. With the approval of the State Agency Group of the Board of Directors, the State Agency Nominating Subcommittee shall present a full slate of nominees to the State Agency Members thirty (30) days before the annual meeting at which the State Agency Members, through their representatives, will vote. Along with the nominated slate should be a list of each nominee's state affiliation, EPA region and the expiration date of his/her term of office.

B. Local Agency Nominating Subcommittee. The Local Agency Nominating Subcommittee shall, 30 days before the annual meeting, select candidates for Local Agency President, Local Agency Vice President and Local Agency Treasurer from the representatives of the Local Agency Members as well as for the other positions of the Local Agency Group of the Board of Directors. Of the foregoing, the current Local Agency President, who will advance to the office of Local Agency Immediate Past President, shall be ineligible for nomination or to hold the offices of Vice President or Treasurer, and the current Local Agency Immediate Past President shall be ineligible for nomination or to hold the offices of President, Vice President or Treasurer. With the approval of the Local Agency Group of the Board of Directors, the Local Agency Nominating Subcommittee shall present such full slate of nominees to the Local Agency Members 30 days before the annual meeting at which the Local Agency Members, through their representatives, will vote. Along with the nominated slate should be a list of each nominee's local affiliation and the expiration date of his/her term of office.

Section 3. Voting in Board or Officer Elections by Members. At the annual meeting of the Members (a) nominees of the State Agency Nominating Subcommittee shall be presented along with any nominations from the floor that a State Agency Member wishes to make with respect to a director position of the State Agency Group of the Board of Directors or to one of the State Agency Officer Positions that is being voted upon at the annual meeting; and (b) nominees of the Local Agency Nominating Subcommittee shall be presented along with any nominations from the floor that a Local Agency Member wishes to make with respect to a director position of the Local Agency Group of the Board of Directors or to one of the Local Agency Officer Positions that is being voted upon at the annual meeting. The nominees receiving a majority of the votes cast by the State Agency Members shall be elected to the State Agency Group of the Board of Directors and to State Agency Officer Positions, as the case may be. Likewise, the nominees receiving a majority of the votes cast by the Local Agency Members shall be elected to the Local Agency Group of the Board of Directors and to Local Agency Officer Positions, as the case may be.

ARTICLE VIII

Indemnification

Section 1. General. Unless expressly prohibited by law, the Corporation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 2. Limitation of Liability. Provided the corporation maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, officers, directors and other persons who perform services for the corporation and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful) or act or omission that was not in good faith and was beyond the scope of authority of the corporation pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The Corporation is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE IX

General Provisions

Section 1. Execution of Instruments. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Seal. The Corporation may have a seal of such design as the Board of Directors may adopt. If so adopted, the custody of the seal shall be with the Secretary and he/she shall have authority to affix the seal to all instruments where its use is required.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on October 1 and end on September 30 of each year, with the initial fiscal year to commence on the date of incorporation.

Section 4. Member Representation. No Member is authorized to use the name or logo of the Corporation in the conduct of its non-NACAA business in any manner that suggests or reasonably may be interpreted to imply the approval by the Corporation, rather than or in addition to mere membership in NACAA.

Section 5. Rules of Order. At any meeting of the Corporation, issues may be discussed before a formal motion is made, and there shall be provided an adequate opportunity for discussion of any issue before the vote on such motion is held. Upon seconding of a formal motion, the most recent version of Robert's Rules of Order then in effect shall prevail.

ARTICLE X

Application of Dissolution Proceeds

Assuming that the mergers of both STAPPA and ALAPCO with and into NACAA are consummated, NACAA shall on any dissolution of the Corporation comply with the requirements set forth in the Corporation's Articles of Incorporation as to the disposition of any available net proceeds of NACAA; provided, however, that in determining the disposition of any net proceeds available for distribution to

another organization then qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (each, a “Qualified Organization”), the Local Agency Group of the Board of Directors shall have the right vis-à-vis the State Agency Group of the Board of Directors to designate the distribution of the first \$45,000 of any such net proceeds to a Qualified Organization determined exclusively by the Local Agency Group of the Board of Directors. To the extent of any additional net proceeds available for distribution by NACAA on dissolution, the Board of Directors shall determine the Qualified Organization(s) that shall receive such proceeds (if any).

ARTICLE XI

Amendments

These Bylaws or the Articles of Incorporation of NACAA, as the case may be, may be amended, repealed, or altered, in whole or in part, and new Bylaws or amended Articles of Incorporation may be adopted if the same receives approval of both the State Agency Members and the Local Agency Members, obtained as follows:

A. State Agency Member Approval. State Agency Member approval of an amendment shall occur when (1) the Board of Directors votes to recommend, or at least five State Agency Members recommend by a signed written petition, to the State Agency Members specific proposed amendments, and (2) the proposed amendments are adopted by the majority vote of State Agency Members voting at a duly called meeting. The text of any proposed amendment, together with any justification therefore, shall be provided to the State Agency Members at least thirty (30) days in advance of the date the meeting of the State Agency Members is to be held or the date that a mail ballot must be received by the Corporation, as the case may be;

and

B. Local Agency Member Approval. Local Agency Member approval of an amendment shall occur when (1) the Board of Directors votes to recommend, or at least five Local Agency Members recommend by a signed written petition, to the Local Agency Members specific proposed amendments, and (2) the proposed amendments are adopted by the majority vote of Local Agency Members voting at a duly called meeting. The text of any proposed amendment, together with any justification therefore, shall be provided to the Local Agency Members at least thirty (30) days in advance of the date the meeting of the Local Agency Members is to be held or the date that a mail ballot must be received by the Corporation, as the case may be.

ARTICLE XII

Transition Rules

Section 1. Initial Transition Period. Notwithstanding any other provision of these Bylaws, for the period beginning with the date of incorporation of the Corporation and continuing through the date(s) on which STAPPA and ALAPCO, respectively, are legally merged with and into NACAA (hereinafter, the “Initial Transition Period”) (a) none of the Members of the Corporation shall have any voting rights whatsoever; (b) the Board of Directors of the Corporation shall be comprised entirely of the three (3) initial directors named in the Articles of Incorporation (the “Initial Board”); (c) the Corporation’s only officers shall consist only of individuals named by the Initial Board who shall serve as the Corporation’s only President, Treasurer and Secretary (the “Initial Officers”); (d) the Corporation shall have no committees; and (e) these Bylaws and/or the Articles of Incorporation of the Corporation may be amended in whole or in part only upon the unanimous vote of all of the members of the Initial Board without any further action by NACAA (including, by any of the Members of the Corporation). During the Initial Transition Period, the Initial Board may, consistent with applicable law, take any action it deems necessary in its sole discretion to facilitate the conclusion of the mergers of STAPPA and ALAPCO, respectively, with and into the Corporation.

Section 2. Extended Transition Period. Notwithstanding any other provision of these Bylaws, for a period not to exceed forty-five (45) days that shall begin immediately upon the conclusion of the Initial

Transition Period and continue until the conclusion of the First NACAA Election (defined below) held (hereinafter, the "Extended Transition Period") (a) except to vote in the First NACAA Election, none of the Members of the Corporation shall have any voting rights whatsoever; (b) the Initial Board shall be replaced and the Board of Directors of NACAA shall be comprised of the (i) State Agency Group of the Board of Directors as named in the Agreement and Plan of Merger approved by STAPPA and NACAA, and (ii) Local Agency Group of the Board of Directors as named in the Agreement and Plan of Merger approved by ALAPCO and NACAA (collectively, the "Transition Board"); (c) the Initial Officers shall be replaced and the required officer positions of NACAA shall be comprised of the designees for the (i) State Agency Officer Positions as named in the Agreement and Plan of Merger approved by STAPPA and NACAA, and (ii) Local Agency Officer Positions as named in the Agreement and Plan of Merger approved by ALAPCO and NACAA (collectively, the "Transition Officers"), and (d) these Bylaws and/or the Articles of Incorporation of the Corporation may be amended in whole or in part only upon a majority vote of both (i) the State Agency Group of Board of Directors (inclusive of those individuals serving in the State Agency Officer Positions) then in office, and (ii) the Local Agency Group of the Board of Directors (inclusive of those individuals serving in the Local Agency Officer Positions) then in office, without any further action by NACAA (including, by any of the Members of the Corporation). During the Extended Transition Period, the constituent groups on the Transition Board shall name the State Agency Nominating Subcommittee and the Local Agency Nominating Subcommittee, respectively, to nominate candidates for election in the First NACAA Election to serve on State Agency Board of Directors (inclusive of those individuals serving in the State Agency Officer Positions) and on the Local Agency Board of Directors (inclusive of those individuals serving in the Local Agency Officer Positions); provided, however, that each of the Nominating Subcommittees shall perform their role and function in accordance with an abbreviated schedule (irrespective of any required notice or other dates otherwise set forth in any other article of these Bylaws) determined in the sole discretion of the State Agency Group of the Transition Board and the Local Agency Group of the Transition Board, respectively, so as to accommodate the limited time frame of the Extended Transition Period. The foregoing nominees and any others properly submitted for consideration to the Transition Board by any of the Members shall then be considered and voted upon by the State Agency Members and the Local Agency Members, as the case may be, at a special meeting of the Members called by the Transition Board (or, at the discretion of the Transition Board, conducted by mail ballot pursuant to Article II, Section 8 of these Bylaws) within the time frame contemplated by the Extended Transition Period and such Members shall thereby elect, until their successors are thereafter elected and qualified at the next annual meeting of the Members of NACAA, or until their earlier death, resignation or removal, the members of the State Agency Group of the Board of Directors (inclusive of the persons holding the State Agency Officer Positions) and the members of the Local Agency Group of the Board of Directors (inclusive of the persons holding the Local Agency Officer Positions), respectively, and the Extended Transition Period shall automatically conclude and this Article XII of the Bylaws shall automatically be deemed and become null, void, deleted and no longer a part of these Bylaws (hereinafter, the "First NACAA Election").

Section 3. Incomplete Transition. If all of the steps required to successfully complete the First NACAA Election remain incomplete at the end of the forty-five (45) day period allotted as the maximum time frame for the Extended Transition Period, then without any further action the terms of office of the members of the Transition Board and the Transition Officers shall automatically terminate and the provisions of Section 1 of this Article XII shall automatically become reinstated and effective until such time as the reinstated Initial Board and Initial Officers determine otherwise.

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Adopted March 31, 2006
Amended June 22, 2012