

Bylaws:

Partners for a Sustainable Nevada

Approved Date

Article I: Name and Purpose.

Section 1 - Name

The name of the organization shall be the Partners for a Sustainable Nevada (PSN).

Section 2 – Mission

The mission and purpose for the Partners for a Sustainable Nevada is to change the way Nevada thinks about sustainability for our future generations by identifying and promoting opportunities to advance and expand sustainability efforts statewide.

Article II. Membership.

Section 1 - Classes of Membership

There shall be 3 classes of membership: voting, non-voting advisory, and non-voting general.

- i. **Voting:** Voting membership is open to active members of the public sector, non-profit sector, and private industry who have an interest in promoting sustainability throughout the state of Nevada. These organizations or entities must be Nevada-based. Each voting member is entitled to one vote.
- ii. **Non-Voting Advisory:** Chairs and Co-Chairs may reach out to a representative of an organization or to an expert outside of Nevada to provide specialized expertise and to participate in meetings, working groups, and other PSN-organized events. Advisory members hold no voting rights.
- iii. **Non-Voting General:** Non-voting general membership is open to any interested person from the general public or to a representative of an organization outside of Nevada. These members will not hold any voting rights. Non-voting General members may attend meetings; however, they will only actively participate during open comment periods.

Section 2 - Membership Registration

Membership in Partners for a Sustainable Nevada is voluntary. Any person eligible for membership—as specified in Article II, Section 1—may become a member by submitting to Nevada Division of Environmental Protection (NDEP) a membership registration on a form prescribed by NDEP. NDEP will maintain a current public roster of all members.

Active membership is defined by a member participating in one activity (attending a working group or subcommittee meeting, survey response, active involvement in a project, etc.) once

every 90 days. Once a member has not actively participated in 90 days, the member will be considered retired and will not have voting privileges until membership is reinstated.

Section 3 - Voting Membership Responsibilities

Each voting member is expected to actively participate in one or more subcommittee(s) that best fits their represented organization or area of expertise. Subcommittees are defined in Article III, Section 4.

Section 4 - Removal

Members who violate any terms of the bylaws three (3) times within 180 days are subject to removal by two-thirds vote of the PSN officers.

Article III. Officers, committees, working groups, and decision-making.

Section 1 – Governing Structure

The governing structure of Partners for a Sustainable Nevada is as follows:

The role of the Nevada Division of Environmental Protection (NDEP) within Partners for a Sustainable Nevada is to provide support and organizational resources to the working groups and their leaders (I.e., chairs and co-chairs). Until the PSN elects a Board of Directors, the NDEP will be the final decision makers if the Chairs and Co-chairs have a split decision.

Section 2 - Position Titles and Responsibilities

Position titles and main duties are as follows:

- i. **Chair:** Schedule, organize, and lead Standing Subcommittee meetings while encouraging active participation from all members. Chairs must be professional and open to all perspectives, manage members, including addressing member concerns, learning more about members' roles and experiences, nurturing relationships, and fostering conditions for all members to be included. Chairs must serve on the Program Steering Committee in addition to their Standing Subcommittee and cannot serve as the Chair or Co-Chair of another Subcommittee at the same time. Chairs are responsible for ensuring their Subcommittee fulfills its roles and responsibilities. Chairs must commit to serving a one (1) year term as a Chair and a subsequent one (1) year term as a Co-Chair to provide continuity. After completing the co-chair term, a member may serve as Chair again for another term followed by a final co-chair term, for a maximum of two (2) terms for Chair and two (2) terms for co-chair.
- ii. **Co-chair:** Support chair as needed. Co-chairs must serve on the Program Steering Committee in addition to their Standing Subcommittee. Should a Chair not be able to rotate into this position, an election will be held.
- iii. **Project Liaison(s):** Creates a channel of communication and resource coordination between project leaders and their chair/co-chairs. Facilitates and manages cross-subcommittee collaboration and communication when a subcommittee provides

support to another subcommittee's project. Recruits members to working group teams. More than one Project Liaison may support a Subcommittee. Project Liaisons serve on the Program Steering Committee; however, see the Decisions section regarding how Project Liaisons' votes are counted in the Steering Committee. Project Liaisons serve for one-year terms and can serve a maximum of three (3) terms.

- iv. **Project Leaders:** Schedule, organize, and lead project working group meetings. Plan and manage projects and their resources to ensure successful project completion. Coordinate with chairs and co-chairs to get resources for projects. Provide updates to chairs, co-chairs, and project liaisons on project progress and barriers. Project leaders serve for one-year terms, or the length of the project life – whichever comes first. There is no limitation on number of terms served.
- v. **Project Lead Assistants:** Support the Project Leaders as needed. Serve for one-year terms, or the length of the project life – whichever comes first. There is no limitation on number of terms served.
- vi. **Facilitator:** The NDEP will supply facilitators to provide support and structure to the PSN until a Board of Directors is elected. A NDEP facilitator will be assigned to each subcommittee to coordinate communications, host and manage virtual meeting spaces and recordings, and to serve as a data clearinghouse.

Section 3 - Procedures for Filling and Vacating Offices

- i. Filling positions: Voting members in good and active standing can run for leadership positions. Chairs and Project Liaisons will be voted in during the annual election, coinciding with the annual meeting. Should a Chair be unable to rotate into a co-chair position, an election will be held for that co-chair position. A voting period of 48-hours will be given and conducted through an online poll or similar mechanism. If a Chair, Co-chair, or Project Liaison is unable to complete their term, the vacant position can be voted upon in a subcommittee meeting if the annual meeting is more than ninety (90) days in the future.
- ii. A Chair, Co-chair, or Project Liaison may be removed under the following circumstances:
 - a. Two (2) unexcused absences from meetings in a year
 - b. The Chair, Co-chair, or Project Liaisons is nominated for dismissal and receives two-thirds vote from the voting members to remove

Section 4 - Standing Committees and Subcommittees

There will be one Standing Committee with the following roles and responsibilities:

- i. **Program Steering Committee**
 - a. This Committee will only consist of the chairs, co-chairs, and project liaisons of the Subcommittees, the NDEP BMM Bureau Chief, and NDEP Facilitators. NDEP Facilitators will provide support only and will not have voting power in this Committee. There will be no specific chair or co-chair to head this Committee.
 - b. This Standing Committee will have the following roles and responsibilities:

- i) Program Management: Collect project proposals from members of the Standing Subcommittees. Using a mix of quantitative and qualitative project selection methods, prioritize and approve sustainability projects for the PSN. Ensure approved projects fit and contribute to the overall Menu of Options' objectives and PSN's mission. Ensure best use of group resources. Determine under which Standing Subcommittee a project should live.
- ii) Coordination: Ensure resources and information are communicated and coordinated between all Standing Subcommittees. Ensure that all Subcommittee and project working group activities are coordinated to recognize related activities to avoid duplication of effort.
- iii) Guidance & Strategy: Until a Board of Directors is created, the Program Steering Committee can develop organizational objectives and strategies for the PSN and will provide overarching guidance and leadership direction for the whole organization.

There will be three Standing Subcommittees with the following roles and responsibilities.

i. Sustainability Projects Subcommittee

- a. This Subcommittee will consist of its Chair, Co-Chair, project liaison(s), and voting and non-voting members.
- b. This Standing Subcommittee will have the following roles and responsibilities:
 - i) Project Development: Ability to create project proposals to submit to the Program Steering Committee for approval.
 - ii) Project Management: Ability to form and dissolve working groups to complete projects or conduct research. Work with other Subcommittees for support (e.g., funding, resources, expertise, collaboration) with projects.
 - iii) Networking & Collaboration: Lead the networking and collaboration effort with other state sustainability initiatives (e.g., climate plan) and facilitate information-sharing.

ii. Education and Outreach Subcommittee

- a. This Subcommittee will consist of its Chair, Co-Chair, project liaison(s), and voting and non-voting members.
- b. This Standing Subcommittee will have the following roles and responsibilities:
 - i. Website Development: In conjunction with NDEP, helps to develop website / data clearing house.
 - ii. Promotion: Actively promote the PSN.
 - iii. Events: Identify and attend events that the PSN should be involved with.
 - iv. Project Development: Ability to create project proposals to submit to the Program Steering Committee for approval.

- v. Project Management: Ability to form and dissolve working groups to complete projects or conduct research specifically related to education and outreach.
- vi. Support: Provide support to other Subcommittees as needed, such as developing educational materials or outreach campaigns for projects pursued in other Subcommittees.

iii. Policy Change and Funding Subcommittee

- a. This Subcommittee will consist of its Chair, Co-Chair, project liaison(s), and voting and non-voting members.
- b. This Standing Subcommittee will have the following roles and responsibilities:
 - i. Legislation/Policy Development: Work closely with other Subcommittees to develop policies and legislation to propose to state lawmakers/policymakers. Keep the PSN informed on major legislation and policies being developed in the state
 - ii. Funding: Help Subcommittees and their working groups find funding sources for their projects and other initiatives. Keep the PSN informed about potential grants and funding sources. Actively look for funding opportunities.
 - iii. Project Development: Ability to create project proposals to submit to the Program Steering Committee for approval.
 - iv. Project Management: Ability to form and dissolve working groups to complete projects or conduct research specifically related to policy and funding.

Chairs and Co-chairs can nominate Committee and Subcommittee changes for two-thirds vote from active voting members at the next annual meeting.

Section 5 - Project Working Groups

Project working groups are established by a Subcommittee to manage a project, complete research, or address a specific topic. These are temporary groups of members. Project working groups are led by Project Leaders and Lead Assistants who are recruited and selected by the Subcommittee's Chair, Co-Chair, and Project Liaison(s).

The Life Cycle of a Working Group is described below.

- i. A need is established by any of these sources: the Program Steering Committee, the Subcommittee Chair, or the membership.
- ii. A proposal is developed and brought to the Program Steering Committee for review. The proposal must outline the need, purpose, outcomes, budget, timelines, and resource needs.

- iii. The Program Steering Committee will evaluate and approve based on current workload, funding/resource availability, membership interest, PSN mission and objectives, and other relevant criteria.
- iv. Funding and resources are secured. Chair, co-chair, and project liaison(s) begin recruiting for Project Leader, Lead Assistant, and team members.
- v. Subcommittee chair, co-chair, and project liaison(s) screen for Project Leader and Lead Assistant and select based on the right expertise, time availability, commitment, and leadership experiences.
- vi. Project Leader and Lead Assistant manage project's resources, funding, and team members to ensure project is completed on time, on budget, and within scope.
- vii. A Project Working Group is dissolved at the completion of the project. A Project Working Group may be terminated early or suspended due to a lack of funding or resources, mismanagement of funds or resources, a lack of progress being made, or other criteria agreed upon by the chairs, co-chairs, and project liaison(s).

Section 6 - Decisions

Decisions are to be made as follows:

- a) **Program Steering Committee:** At least no less than 50% of a Program Steering Committee's voting members must be present in order to have a quorum. A quorum present, the act of majority shall constitute the action of the entire Committee, unless as otherwise provided by the Bylaws. Chairs and co-chairs each get one vote. Because each Subcommittee may have a different number of Project Liaisons, each Subcommittee gets a single Project Liaison vote. A majority vote from Project Liaisons within a particular Subcommittee makes up that single Project Liaison vote. Therefore, each Subcommittee has a maximum of 3 votes for a decision.
- b) **Standing Subcommittees:** At least no less than 50% of a Standing Subcommittee's voting members must be present in order to have a quorum. A quorum present, the act of majority of the voting members present shall constitute the action of the entire Subcommittee, unless as otherwise provided by the Bylaws.
- c) **Project Working Group:** Project Leaders and Lead Assistants manage project working groups and are tasked to make the day-to-day decisions for their project. However, the Chair and co-chair have the ultimate responsibility for the success of their Subcommittee's project working groups and thus can make decisions regarding these working groups.
- d) **Amendments:** Amendments to the bylaws can be made from a two-thirds vote from active voting members during an annual meeting. Additionally, two or more Chairs may bring forward an immediate attention amendment to be voted upon within thirty (30) days at a special meeting. At least 50% of the total active voting membership must be present at an annual meeting or a special meeting in order to vote on amendments

during the meeting. A notice of the proposed amendment must be sent to all voting members no less than thirty (30) days before the meeting.

Article IV. General, special, and annual meetings.

Section 1 – Regular Meetings

Regular meetings are to be held as follows:

- Quarterly Program Steering Committee Meetings
- Standing Subcommittee meetings as needed, no less than quarterly
- Project Working Group meetings as needed, no less than monthly

Standing Subcommittee Meetings may be called by the following people: Chairs or NDEP Facilitators. Project Working Group meetings may be called by the following people: Chairs, NDEP Facilitators, or Project Working Group Leaders.

For regular meetings, notice via email of at least seven (7) days must be given to members.

Section 2 - Annual Meetings

The date of the annual meeting shall be set by an NDEP Facilitator and notice via email of at least thirty (30) days will be given to members for the annual meeting.

Section 3 - Special Meetings

Should the Program Steering Committee need to meet more frequently than Quarterly, a Program Steering Committee Special Meeting can be called. This would be to address matters such as urgent project proposals, funding opportunities, or for other items where the Committee needs to act quickly.

A special meeting may also be called by two or more Chairs to discuss and have members vote on an immediate bylaws' amendment. Notice via email of at least thirty (30) days with the amended bylaws must be given to members for meeting regarding amendments to bylaws.

Section 4 - Order of Business

Meeting agendas must be sent to Standing Committee or Subcommittee members no later than twenty-four (24) hours prior to the next regular meeting. Agendas for Standing Subcommittee regular meetings must include a public comment section at the conclusion of the meeting.

Virtual meetings must be recorded and uploaded to the Partners for a Sustainable Nevada YouTube page. Minutes must be taken for meetings that are not virtual or are not recorded.

Article V. Interim Leadership and Board of Directors

Section 1 - Implementing a Board of Directors

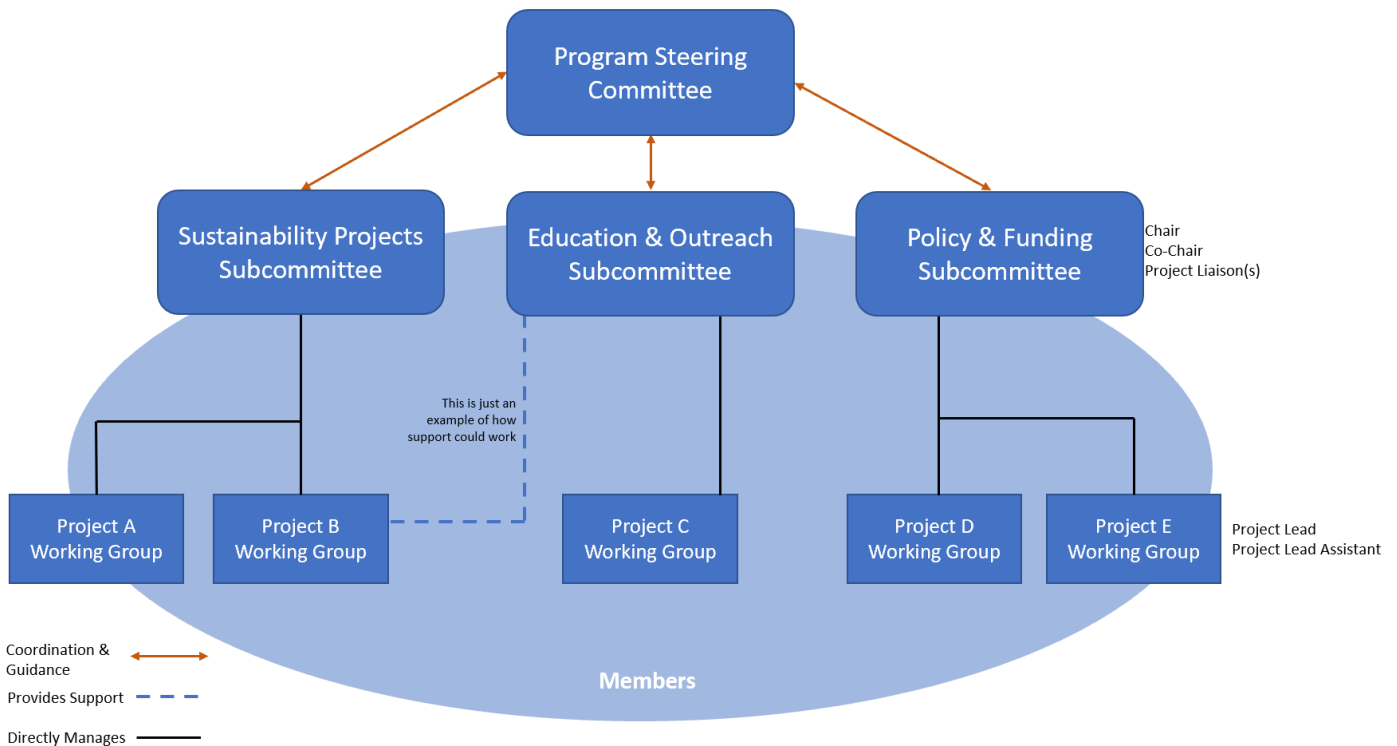
A Board of Directors can be implemented at the vote of two-thirds of the Chairs and Co-chairs.

Section 2 – Interim Leadership

Until a Board of Directors is implemented, the following group will serve as the PSN’s leadership.

- i. Chairs
- ii. Co-Chairs
- iii. Project Liaisons
- iv. NDEP BSMM Bureau Chief

These bylaws were approved at a meeting of the general membership on _____ (date).



Note: The “provides support” line is just an example of how one subcommittee can provide support to a project working group housed under another subcommittee. Also, members can be members of more than one subcommittee.