

**Lake Michigan Air Directors Consortium
Resolution of the Board of Directors**

WHEREAS, the current By-Laws of the Lake Michigan Air Directors Consortium were approved by the Board of Directors on December 14, 1999.

WHEREAS, the mission and membership of the Consortium has evolved over time and there is a need to amend the By-Laws.

RESOLVED, in accordance with Article XVIII (Amendments) of the By-Laws of the Lake Michigan Air Directors Consortium which provides that:

These By-Laws may be amended by giving proper written notice of any proposed By-Laws to be discussed at any official meeting of the Consortium. Any proposed amendment shall be discussed and considered at the meeting for which notice was given. However, a vote on the proposed amendment can be taken only at the following meeting. Unanimous affirmative vote of all members is required for approval of any new or amended By-Laws.

and in accordance with Article V (Additional Members) which provides that:

Upon agreement of all members, other states may be invited join the Consortium, provided any state seeking to become a member agrees to assume the responsibilities of membership and share in the cost of operations.

we, hereby, authorize that the By-Laws are amended to read in their entirety as follows:

Article I - Preamble

The Lake Michigan Air Directors Consortium (the Consortium or LADCO) was formed in 1989 by the air pollution control directors of the States of Illinois, Indiana, Michigan, and Wisconsin for the purpose of managing an ozone modeling study for the lower Lake Michigan area in accordance with a Memorandum of Agreement (MOA) between the four states. Over time (and in accordance with subsequent MOAs), LADCO's mission evolved to include other regional pollutants (e.g., fine particles, regional haze, and air toxics), other geographic areas of concern (e.g., area encompassed by its member states), and even, at the direction of the member States, activities that are national in scope. With this amendment to the by-laws, the four LADCO States wish to welcome the State of Ohio as a full member of LADCO.

Article II - Name

The name of the corporation is the Lake Michigan Air Directors Consortium and shall be referred to by either that title, or LADCO, or as the Consortium.

Article III - Purpose

The purpose of this Consortium shall be:

- a) to provide technical assessments for and assistance to its member states on air quality issues;
- b) to provide a forum for its member states to discuss air quality issues;
- c) to promote communication and understanding on air quality issues and studies in cooperation with the United States Environmental Protection Agency;
- d) to provide information and respond to questions related to the work of the Consortium;
- e) to receive and disburse funds from and to any source to further the purposes stated herein;
- f) to encourage the exchange of knowledge, experience, and information related to air quality issues among its members; and
- g) to organize and coordinate training for its member states.

Article IV - Membership: Directors

Membership shall be composed of the directors of the air pollution control programs for Illinois, Indiana, Michigan, Ohio, and Wisconsin. These members shall together constitute the Board of Directors of the Consortium.

Article V - Additional Members

Upon agreement of all members, other states may be invited to join the Consortium, provided that any state seeking to become a member agrees to assume the responsibilities of membership and share in the cost of operations. The States of Illinois, Indiana, Michigan, Ohio, and Wisconsin may establish different levels of membership for new members, and may establish different obligations and rights, including voting rights, for additional members. Pursuant to this Article, the State of Ohio becomes a full member of LADCO with this amendment.

Upon unanimous written agreement of all members, the Consortium may from time to time enter into memoranda of agreement or other agreements with other states, regional planning bodies, federal land managers, Indian tribes, local units of government, USEPA, and other interested parties as necessary or desirable to address air quality issues, including, but not limited to, the National Ambient Air Quality Standards (NAAQS) for ozone, the NAAQS for particulate matter, air toxic contaminants, and regional haze/visibility impairment.

The Consortium may also seek the advice of regulated industries, local governments, public interest groups, and others on matters related to air quality. The member states maintain and reserve the right to limit the scope of any such discussions that occur among LADCO and non members.

Article VI - Dues and Funding

The Consortium may establish annual dues and, subject to the unanimous approval of the members, receive funds from any source which will provide funding for management, contractual obligations, grants, or other purposes related to the Consortium's activities. Special attention should be given to receiving funds through the Administrator of the USEPA pursuant to Section 103 of the Clean Air Act.

Article VII - Meetings

Annual meetings of the Consortium shall be held in the spring.

Meetings may be called by the Chair or by a majority of the members. Notice of any meeting shall be given to each member at least ten days in advance personally, by mail, electronic mail, telefax, or telephone.

Meetings may be held anywhere in the United States. The location of meetings shall be stated in the notice. However, if a majority of members request a different location, the new location shall be selected by a majority of members.

Article VIII - Action Without Meeting

Any action required or permitted to be taken by the membership may be taken without a meeting, if all members consent.

Article IX - Quorum and Voting

A quorum for voting purposes shall be at least a majority of the members. In order to carry any motion presented for vote, a majority of the quorum must vote in the affirmative.

In the event that a member is unable to attend a meeting of the Consortium, he or she may assign an alternate whose vote shall be considered acceptable for all purposes in the absence of the official member unless the official member specifically designates otherwise.

Members shall have the right to vote either in person, by designee, or by a written proxy executed by the member and submitted to the Chair.

Article X - Appointment of Officers

The officers of the Consortium shall consist of a Chair, Vice Chair, Secretary, and Treasurer. The current officers for calendar year 2004 are:

Wisconsin - Chair
Illinois – Vice Chair
Indiana – Secretary
Michigan - Treasurer
Ohio - Board member only (no officer position)

The terms of office for officers shall be one full calendar year and shall rotate to the next state on the list on January 1 of each year.

Article XI - Duties of Officers

Section 1

The Chair shall:

- Preside at meetings.
- Call such special meetings as may be necessary.
- Appoint the committees indicated under Article XV.
- Preside at meetings of the Board of Directors.
- Undertake such other action as may be necessary to conduct the business of the Consortium.
- Exercise such other duties as may be prescribed by resolution of the Board of Directors.

Section 2

The Vice Chair shall:

- Preside at meetings in the absence of the Chair.
- Assume the duties and functions of Chair for any time period in which the position of Chair is vacant.
- Exercise such other duties as may be prescribed by resolution of the Board of Directors.

Section 3

The Secretary shall:

- Keep a record of the minutes of all meetings.
- Conduct correspondence of the organization.
- Send out written notices of all general, business, technical, special, and Board of Directors' meetings.
- Make an annual report on activities, including membership, business transactions, summaries of meetings, publications, committee work, and a financial statement.
- Surrender at the end of his or her term of office to the successor all properties and records of the Consortium that are in their custody as Secretary.
- Exercise such other duties as may be prescribed by resolution of the Board of Directors.

Section 4

The Treasurer shall:

- Receive and disburse funds in accordance with the policies determined by the Board of Directors.
- Maintain complete and accurate records of all financial transactions.
- Furnish financial reports for the business meetings of the Consortium and for the Board of Directors as required by the Chair.
- Surrender at the end of his or her term of office to the successor all properties and records of the Consortium which are in his or her custody as Treasurer.
- Deposit all funds received in the name of the Consortium in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- Exercise such other duties as may be prescribed by resolution of the Board of Directors

Section 5

Some or all duties of the Secretary and the Treasurer may be delegated in writing to one or more of the executive staff.

Article XII - Contracts, Loans, Checks, and Deposits

Section 1

The Board of Directors may unanimously authorize any officer or officers, agent or agents to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Consortium and such authorization may be general or confined to specific instances. In the absence of other designation, all contracts, grants, or similar instruments shall be executed in the name of the Consortium by the Chair and the Treasurer; and when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer.

Section 2

With respect to the signing of annual contracts, grants, or similar instruments between each of the States of Illinois, Indiana, Michigan, and Wisconsin and the Lake Michigan Air Directors Consortium, it shall be the practice of the Consortium to have the contracts, grants, or other similar instruments between the Consortium and the Vice Chair and Secretary's states signed by the Chair and Treasurer. Likewise, the contracts, grants, or similar instruments between the Consortium and the Chair's and Treasurer's states shall be signed by Vice Chair and the Secretary.

Section 3

No indebtedness for borrowed money shall be contracted on behalf of the Consortium and no evidence of such indebtedness shall be issued in its name unless otherwise authorized by or under the authorization by resolution of a unanimous Board of Directors.

Section 4

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Consortium up to \$10,000 shall be signed by the Treasurer, or his or her designee, as provided in Article XI, Section 5, herein. In accordance with this provision, the Executive Director is authorized to write and sign checks up to \$10,000 per check.

Section 5

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Consortium over the amount of \$10,000 shall be signed by both the Chair and the Treasurer. Alternatively, the Executive Director may pay (via cashiers check) invoices over the amount of \$10,000, provided that prior approval is obtained for each such invoice from the Chair and the Treasurer.

Section 6

All funds of the Consortium shall be deposited to the credit of the Consortium in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

Article XIII - Removal of Directors

No Director or Officer of the Consortium may be removed except by the Administrative head of the State Agency he or she represents. If removal of a director does occur, Article XIV - Vacancies shall be applicable.

Article XIV - Vacancies

Any vacancy that occurs in the Board of Directors of the Consortium for any reason shall be filled by the internal processes of the State that member represented on the Board.

A director appointed to fill a vacancy in the Board of Directors shall also be appointed to fill the unexpired term of his or her other predecessor in office.

Article XV- Committees

Committees of either a permanent or temporary nature may be appointed as appropriate by a majority of the membership. In the case of permanent committees, they shall remain in force until dissolved by the same authority by which they were formed. In the case of temporary committees, they shall remain in force throughout the period of time associated with their creation, after which they shall automatically dissolve without the requirement for action of any sort by the membership.

Article XVI - Compensation

The members shall not receive any compensation from the Consortium for their services, but the membership may authorize reimbursement of expenses incurred by them in the performance of their duties out of the funds of the Consortium.

Article XVII - Executive Staff/Member States

The membership shall appoint an Executive Director to be responsible for the managerial and technical administration of the daily activities of the Consortium. The term of appointment shall nominally be for one year and at the discretion of the membership may be extended for successive terms.

The membership may appoint or authorize additional executive staff as required by the workload. The executive staff shall be responsible to the Executive Director. The hiring and firing, the wages, benefits and other compensation, as well as the job description and duties, of all executive staff shall be approved in advance by the Board of Directors. All promotions, raises and other increases in benefits or other compensation of executive staff shall be approved in advance by the unanimous consent of the Board of Directors.

The members recognize that there may be confusion as to the relationship of LADCO and its member states relative to the authority of LADCO to speak on behalf of its members or any individual member to speak on behalf of LADCO. Therefore, no member shall take a public or private position on behalf of LADCO or purporting to represent LADCO on any air quality or air modeling issue unless the members have reached consensus on such issue. In addition, the executive director and executive staff shall take no positions on any air quality issues or air modeling policy issues independent of the members. For any air quality or air modeling policy issue on which the members have reached consensus, the executive director and the executive staff may represent LADCO on any such issue consistent with the consensus reached by the members.

Article XVIII - Amendments

These By-Laws may be amended by giving proper written notice of any proposed By-Laws to be discussed at any official meeting of the Consortium. Any proposed amendment shall be discussed and considered at the meeting for which notice was given. However, a vote on the proposed amendment can be taken only at the following meeting. Unanimous affirmative vote of all members is required for approval of any new or amended By-Law.

Article XIX - Corporate Counsel

The membership may appoint an attorney to act as Corporate Counsel for the Consortium. The term of appointment shall be at the discretion of the Consortium membership. Such attorney shall serve as Corporate Counsel for the organization as a whole and shall represent the interests of the individual Directors and Executive Director and staff only as to issues relating to their role in the Consortium. If a conflict between the interests of the Consortium as a whole and a member or staff of the Consortium arises, such appointed Counsel shall represent the Consortium.

Article XX - Finance & Auditing

The Consortium shall hire a Certified Public Accounting firm to assist in establishing an accounting system utilizing Generally Accepted Accounting Principles which will meet the

requirements of the Single Audit Act and reporting requirements of those states which are members of the Consortium.

RESOLVED, that the foregoing amended by-laws are hereby adopted and approved unanimously by the Board of Directors.

IN WITNESS WHEREOF, we have unanimously approved and executed this resolution this 1st day of March, 2004.

For the State of Illinois:

Title: Chief, Bureau of Air, Illinois Environmental Protection Agency David Kolaz	Date
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For the State of Indiana:

Title: Assistant Commissioner, Office of Air Management, Indiana Department of Environmental Management Janet McCabe	Date
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For the State of Michigan:

Title: Chief, Air Quality Division, Michigan Department of Environmental Quality G. Vinson Hellwig	Date
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For the State of Wisconsin:

Title: Director, Bureau of Air Management, Wisconsin Department of Natural Resources Lloyd Eagan	Date
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