Adopted by the National Fish Habitat Board on September 22, 2006
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Charter
National Fish Habitat Board

I. BACKGROUND

The National Fish Habitat Board (hereafter "Board") is responsible for carrying out a cooperative nationwide program to conserve (protect, restore and enhance) the habitats of the Nation's marine and freshwater fish populations. The Board is a voluntary association of public and private sector entities that serves as the body overseeing the implementation of the National Fish Habitat Action Plan ("Plan").

II. MISSION and GOALS

The purpose of the Board is to promote, oversee, and coordinate implementation of the Plan.
The Board's mission is to conserve (protect, restore and enhance) the nation's fish and aquatic communities through partnerships that foster fish habitat conservation and improve the quality of life for the American people.
This mission will be achieved by:

- Providing national leadership and coordination to conserve fish habitats.
- Approving and supporting Fish Habitat Partnerships and fostering new efforts.
- Establishing interim and long-term national fish habitat conservation goals and supporting regional fish habitat conservation goals.
- Mobilizing and focusing national and local support for fish habitat conservation.
- Measuring and communicating the status and needs of fish habitats.

The Board's goals are to:

- Protect and maintain intact and healthy aquatic systems.
- Prevent further degradation of fish habitats that have been adversely affected.
- Reverse declines in the quality and quantity of aquatic habitats to improve the overall health of fish and other aquatic organisms.
- Increase the quality and quantity of fish habitats that support a broad natural diversity of fish and other aquatic species.
- Increase fish and therefore fishing opportunities.

In furtherance of the Plan's mission, the Board's role is to:

- Coordinate agency and stakeholder involvement at the national level.
- Develop appropriate policies and guidance for recognizing Fish Habitat Partnerships.
- Develop processes to prioritize and deliver National Fish Habitat Action Plan funds to the partnerships.
- Develop criteria for funding and related resources.
- Establish national partnerships or other arrangements that provide funding and other resources to the Fish Habitat Partnerships and other efforts of the Plan.

- Establish national measures of success and evaluation criteria guidelines for Fish Habitat Partnerships and facilitate Fish Habitat Partnership adaptation of these guidelines for their unique systems.
- Report to Congress, States and other partners on the status and accomplishments of the National Fish Habitat Action Plan.
- Carry out such administrative, organizational, or procedural matters as are necessary or proper.

III. BOARD BYLAWS

A. Appointment – The Board will be appointed by the Executive Leadership Team (ELT). The membership of the ELT shall consist of: the President and Executive Director of the Association of Fish and Wildlife Agencies; Assistant Administrator for Fisheries, National Oceanic and Atmospheric Administration; and the Director of the Fish and Wildlife Service, Department of the Interior. The ELT will have final responsibility for appointment and, if necessary, removal of all Board members, except those serving by virtue of their office.

B. Membership

1. Members--The Board shall consist of up to 22 members.

2. State Government Representatives--The Board shall include five state fish and wildlife agency representatives and the Executive Director of the Association of Fish and Wildlife Agencies. Each of the four regional Associations of Fish and Wildlife Agencies (Northeast, Southeast, Midwest, and Western) shall nominate a representative to the ELT for approval. The fifth state representative will be appointed by the ELT. These representatives shall be selected to create an appropriate balance between inland and coastal states. The Executive Director of the Association shall serve by the virtue of his or her office.

3. Federal Government Representatives.—The Board shall include up to five federal agency representatives. These shall include the Assistant Administrator for Fisheries, National Oceanic and Atmospheric Administration, and the Director of the Fish and Wildlife Service, Department of the Interior, who shall serve by virtue of their office.

4. Indian Tribal Representation—The Board shall include at least one representative from an Indian tribal or native Alaskan government.

5. The National Fish and Wildlife Foundation and the American Fisheries Society each shall nominate a representative for approval by the ELT.

6. The remaining eight members shall be appointed to ensure the Board includes representation from the following range of interests: sportfishing, commercial fishing, sportfishing industry, academic, and land and aquatic resource conservation organizations. In addition, these members shall be appointed to

ensure the Board includes a balance of governmental and non-governmental organizations and a balance of freshwater and marine interests.

C. Terms of Service

1. Normal Term--Except as provided in paragraphs (3) and (4) of this Subsection, the term of office of a member of the Board is three years.

2. Members whose terms have expired shall serve until replaced.

3. Initial Appointment—The initial appointment of the charter Board shall be for a term of three years.

4. Transitional Re-appointment – Except for the members appointed under paragraphs (2), (4) and (5) of Section III.B., four shall be re-appointed initially for a term of one year, four shall be re-appointed for a term of two years, and up to five shall be re-appointed for a term of three years. After these transitional terms, terms will be as provided in paragraph (1) of this Subsection.

5. Vacancies—Any vacancy among the Board members shall be filled through appointment by the ELT, and any Board member appointed to fill a vacancy shall serve for the remainder of that term for which his or her predecessor was appointed.

D. Procedures

1. Selection of Board Chair-- At the first meeting of the Board, the Board shall elect a Chair from the state government membership of the Board. Each subsequent Chair shall be elected by the Board from among the state government representatives.

2. Term of Chair—The term of any Chair shall be two years, provided that any Chair may serve successive terms. No Chair shall serve more than 3 consecutive terms.

3. Meetings--The Board shall meet at the call of the Chair at least twice a year. The Chair shall endeavor to establish a proposed meeting schedule identifying potential meeting dates within the twelve month period following each meeting of the Board. Except as provided below, the Chair must give Board members at least two months' notice of a Board meeting and shall provide a draft agenda at that time. Notice must be provided in writing, but may be delivered by email or facsimile to each Board member. The Chair with due cause may call the Board for emergency meetings, provided, however, that business of the meeting must be restricted to the reasons for which the meeting is called.

Board meetings shall be open to the public, provided, however, that the Board may meet in executive sessions closed to the public to discuss personnel, legal matters, or any other matter of a private or necessarily confidential nature. These closed sessions shall be clearly identified in the meeting

announcement. Notification of Board meetings shall be made to members of the Partners Coalition and other interested parties.

4. Quorum--A majority of the current membership of the Board shall constitute a quorum for the transaction of business.

5. Participation and Attendance--If a Board member is not able to attend a Board meeting he or she may appoint a designee provided an official proxy is signed and presented to the Board Chair. **A Board member may designate another Board member to hold his/her proxy, but no Board member may hold more than 1 proxy.** If a Board member, other than a Board member who serves by virtue of office, fails to attend three consecutive regularly scheduled meetings, the Chair, in consultation with the ELT, may remove that person from the Board and request that the ELT appoint a replacement. A Board member may participate in a Board meeting by conference call with the prior approval of the Chair. If a Board member, other than a Board member who serves by virtue of office, attends three consecutive regularly scheduled meetings by conference call, the Chair, in consultation with the ELT, may remove that person from the Board and request that the ELT appoint a replacement.

6. Voting--The Board should strive to achieve consensus on all actions proposed. If consensus cannot be achieved within the time frame allotted to the action on the agenda, all actions must be approved by the vote of two-thirds of all members present and voting. Each Board member shall have one vote. All voting shall proceed under Robert's Rules of Order. The Board may extend the discussion period for items on the agenda, or consider items not on the proposed agenda for a meeting, provided that such changes to the agenda must be approved by a vote at the time they are proposed.

7. Other Procedures--The Board shall establish other procedures as needed to schedule meetings, develop agendas, and otherwise facilitate and conduct business, including those procedures or matters required to comply with any requirements resulting from incorporation of the Board under law.

8. Chair's Responsibilities—In addition to such duties established elsewhere in these bylaws, the Chair shall:

a. Prepare a written agenda of all matters to be considered by the Board at any meeting;
b. Prepare and issue all notices, including notices of meetings, required to be given to the Board and public;
c. Preside at all meetings of the Board and, unless otherwise directed by the Board, present items of business for consideration by the Board in the order listed on the agenda for the meeting;
d. Conduct all meetings in accordance with Robert's Rules of Order and these bylaws;
e. 4 Adopted by the National Fish Habitat Board on September 22, 2006 Revised April 19, 2007
f. Appoint committees as required; and
g. Perform other duties as requested by the Board.

9. Appointment of Vice-Chair—The Board shall elect a Vice-Chair from among the Board membership. In the absence of the Chair, or in the event of the Chair's inability to act, or a conflict of interest for the Chair, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair or by the ELT. The term of the Vice-Chair shall be the same as the term of the Chair.

E. Board Responsibilities

1. Coordination - The Board will coordinate agency and stakeholder involvement at the national level and establish national partnerships that provide funding and other resources to the Partnerships and other efforts of the Plan.

2. Conservation Goals and Objectives - The Board will develop and amend, as appropriate, specific national fish habitat conservation goals and objectives with the advice from the Science and Data Committee established pursuant to Paragraph (2) of Subsection F of this Section.

3. Partnerships - The Board will develop and amend, as appropriate, a strategy to encourage the formation of Fish Habitat Partnerships ("Partnerships"). This strategy will be updated periodically to include new information on fish habitat status and the status of existing Partnerships.

4. Recognition of Partnerships - The Board shall develop and amend, as appropriate, criteria for recognition of Partnerships. The Board shall distribute the criteria, establish a process for parties to use in seeking recognition as a Partnership, and maintain a publicly accessible registry of recognized Partnerships. Such criteria shall include provisions to promote transparency and the highest standards of ethical conduct in the decision-making of the Board regarding recognition of Partnerships.

5. Evaluation Criteria- The Board will establish national measures of success and evaluation criteria guidelines for Partnerships

6. Funding - The Board will develop and implement strategies to increase public and private funding for fish habitat conservation, provided that the responsibility for implementation of such strategies by any Board member shall be limited by any legal or administrative restrictions that may apply to the activities of any such member.

7. Report - The Board will develop a strategy (including funding) to support development of a "Status of Fish Habitats in the United States" report to Congress States, and other partners. The report shall be completed in 2010, and every 5 years after.

F. Coordination and Support

1. Staff–The Board shall accept staff support provided by The Association of Fish and Wildlife Agencies, the National Oceanic and Atmospheric Administration's National Marine Fisheries Service, and the U.S. Fish and Wildlife Service. The Chair, in consultation with the contributing entities, shall act on behalf of the Board in directing the activities of the staff. The Chair, in consultation with the Board, may accept additional staff or other support from other entities. The contributing entities shall use their best efforts to provide common office space for all Board staff and take such other measures as they deem appropriate to facilitate communication, cohesiveness, and efficient operations for the benefit of the Board.

2. Science and Data Committee --The Board shall establish a Science and Data Committee chaired by a State representative or another entity recommended by the Committee and approved by the Board, and consisting of at least two State agency representatives, two Federal agency representatives, two non-governmental organization representatives, and two academic representatives. All Committee members will have demonstrated knowledge of the Plan's science foundation. The Board shall solicit information from the Science and Data Committee and incorporate that information, and other appropriate information, into the strategies and goals developed by the Board. The Board will support the Science and Data Team by providing necessary staff, funding, data and other resources needed to complete the national assessments and reports called for in the Plan.

3. Federal Caucus–The Board shall coordinate with the broadest possible range of Federal agencies through the Federal Caucus, a partnership of Federal agencies organized to coordinate Federal participation in the implementation of the Action Plan, and make every attempt to expand the Federal Caucus to include all Federal agencies involved with fish habitat. The Board shall coordinate with the Federal agencies to develop and implement habitat protection and rehabilitation strategies at national and regional scales, to ensure that Federal agencies policies are consistent with the Plan, and to otherwise support implementation of the Plan.

4. Partners Coalition--The Board shall coordinate with the broadest possible range of stakeholders and other interested parties to increase involvement and support for coordinated fish habitat conservation at national and regional scales.

G. Committees

The Board may establish and otherwise manage committees as needed to carry out the responsibilities of the Board. Such committees may include individuals who are not members of the Board.

H. Board and Committee Expenses

Board and Committee members will not be compensated for their time working on Board or Committee business or traveling to meetings. Travel expenses generally should be borne by the agency or other

entity that employs the Board or Committee member, but reimbursement arrangements may be made if funds for this purpose are available.

IV. Procedure to Amend Charter

The Board may decide to amend this charter by consensus or a two-thirds vote of all members present and voting. Any proposed change to this charter must be noted on the draft agenda that is sent out at the time the meeting is scheduled.