



## Northern New Mexico Citizens' Advisory Board

### BYLAWS

#### I. MISSION

The responsibility of the Environmental Management Site Specific Advisory Board (EM SSAB) at Northern New Mexico (the Board) is to provide meaningful opportunities for collaborative dialogue among the diverse multicultural communities of Northern New Mexico, the Department of Energy (DOE), the Los Alamos National Laboratory (LANL), and state and federal regulatory agencies. The Board is chartered under the DOE EM SSAB. The responsibilities include providing advice and recommendations on DOE Environmental Management's (EM) programs on environmental restoration, waste management, monitoring and surveillance, outreach, future land use and long term environmental stewardship, science and technology and associated environmental issues, including risk management and budget prioritization. The Board ensures early ongoing community access to information (and its interpretation and implications) and dialogue that improves the quality of the decision-making process of DOE and LANL.

#### II. FUNCTIONS, SCOPE, AND ACCOUNTABILITY

**A. Functions:** At the specific request of EM, the Board will provide independent advice and recommendations to the Assistant Secretary for EM and local EM personnel. The Board will provide advice and recommendations concerning the following EM site-specific issues: clean-up standards and environmental restoration; waste management and disposition; stabilization and disposition of non-stockpile nuclear materials; excess facilities; future land use and long term stewardship; risk assessment and management; and clean-up science and technology activities.

**B. Scope:** The scope of the Board's duties includes LANL-related aspects of the above functions including:

1. The opportunity for the Board to discuss with DOE their proposals and plans for such matters at EM facility expansions and closings, environmental projects, and the impact of environmental regulations;
2. Any aspect of DOE EM issues related to clean-up standards and environmental restoration; waste management and disposition; stabilization of

non-stockpile nuclear materials; excess facilities; future land use and long term stewardship; risk assessment and management; and clean-up science and technology activities as stated above.

**C. Accountability:** The Board interacts with the appropriate DOE decision makers to provide advice on matters with which it is charged, on behalf of the citizens of Northern New Mexico.

1. The Board seeks a free and open two way exchange of information and views between Board members and DOE, where all are invited to speak and to listen.
2. The Board will develop specific operating procedures and undergo requisite training to ensure that all members will hear all views and use constructive methods for resolving conflict, making decisions, and dealing with the differing viewpoints.
3. The Board will always remain accountable to the public and DOE and seek to promote multicultural community involvement. The Board will develop culturally appropriate procedures to ensure public participation in DOE's decision making processes.
4. In compliance with the Federal Advisory Committee Act (FACA), meetings of the full Board will be published in the Federal Register to provide that at least 15 days advanced notice of Board meetings. Local DOE Operations, Field, or Area Offices must ensure that *Federal Register* notices are sent to HQ at least 30 calendar days in advance.
5. Board meetings will be held at regular times in public locations in Northern New Mexico to encourage maximum public and Board participation.
6. One purpose of the EM SSAB is to more directly involve stakeholders in EM planning and decision-making processes.
7. Board members may request access to independent technical advice, staff, and training.
8. The Board members will send all requests to the DOE Deputy Designated Federal Officer (DDFO) to ensure a prompt response. The DDFO is responsible for tracking DOE responses to requests from the Board and ensuring the completeness of those responses.
9. The Board and similar boards at other DOE sites are jointly chartered as the EM SSAB under FACA. The Board is thereby subject to the requirements of the EM SSAB Charter, FACA (5 U.S.C. App.), and Federal Advisory Committee Management requirements (41 C.F.R. § 101-6 et seq.).

### III. MEMBERSHIP CATEGORIES, REQUIREMENTS, & TERMS

**A. Membership:** The Board is a broadly constituted organization consisting of a diverse group of people representing the interests and concerns of Northern New Mexico.

1. The number of Board members will consist of about twenty-seven (27) members. Membership may fluctuate due to transition and orientation time of new members.
2. Board members will represent the stakeholder category within which DOE appointed them. Membership may include, but are not limited to interested stakeholders from local government; Tribal nations; environmental, civic, and religious groups; labor organizations; ethnic minorities; academia; women's groups; and other interested individuals.
3. Members serve at the pleasure of the Assistant Secretary and may be removed at any time during their tenure. Pursuant to delegated authority, Assistant Secretary for EM is authorized to appoint and remove EM SSAB members.
4. The Assistant Secretary or senior Environmental Management field personnel may request that other Federal, State, local entities, or Tribal organizations name liaisons to the local Board to provide information and represent their agency's interests at local Board meetings.
5. Terms of office will be two years from the date of official appointment by DOE. A member may serve up to three terms for a total of six years.

**B. Vacancies:** As soon as a vacancy exists following completion of a Board members' term, resignation, or removal, Board members, members from the Northern New Mexico community at large, or individuals who work in Northern New Mexico may nominate someone or themselves to fill the vacancy. Nominees should meet, as far as possible, the Board's existing stakeholder balance, diversity and geographical distribution. The DDFO shall interview nominees and forward their recommendations to EM for approval. When a vacancy exists due to resignation or removal of a Board member, the vacancy shall be filled by interim appointment for the remainder of the unexpired term in accordance with the DOE-EM Site Specific Advisory Board Guidance, section III.c.3.

#### **C. DOE and Other Liaisons:**

1. The DDFO represents the Department of Energy.
2. The Board may request that DOE appoint one representative and one alternate from the following agencies to serve as a liaison:
  - a. The Environmental Protection Agency, Region VI Office;
  - b. The New Mexico Environment Department;

- c. Los Alamos National Security, LLC;
  - d. The Department of Energy, Los Alamos Area Office;
  - e. Management and operating (M & O) contract employees, sub-contract employees, or other employees of other entities with the ability to supply information or expertise.
- 3. Liaisons participate in Board deliberations but do not vote.
  - 4. The Board may recommend to DOE that a liaison be removed for excessive absence.

#### **IV. MEMBERSHIP RESPONSIBILITIES**

##### **A. Board Commitments:** Board members make the following commitments:

- 1. To attend regular meetings and receive training;
- 2. To review and comment on EM and other documents within their purview that come before the Board, and submit timely recommendations to EM;
- 3. To be available for Committee work between Board meetings, and to participate fully in the affairs of the Board;
- 4. To work collaboratively and respectfully with other Board members and liaisons in the best interests of both the Board and the public;
- 5. To represent accurately all matters before the Board;
- 6. To handle in a responsible manner information and materials provided by the agencies, particularly drafts developed for an agency's in-house use, that might have significant future revisions as part of the agency's working practices;
- 7. To share any written communication about or for Board activities with the Board as a whole and with the DDFO;
- 8. To act for the Board or as its representative only with the majority vote of the Board;
- 9. To serve on at least one Committee or Task Force during any given six month period as appointed by the Chair;
- 10. To abide by the terms and conditions of the EM SSAB charter and these Bylaws;
- 11. Members must attend at least 50% of all Full Board meetings. Any member who fails to attend two (2) full board meetings without an excused absence, or

does not attend a minimum of 50% of the regularly scheduled meetings in a calendar year (regardless of excused or unexcused status), shall be removed from the Board. An absence is excused if notice is provided to the CAB administrative support personnel prior to the scheduled meeting. This notice of absence must be provided each month that an excused absence is needed. A member must attend at least two-thirds of any meeting in order to be considered present for that meeting.

**B. Liaisons' Commitments:** The Board requests that liaisons make the following commitments:

1. To define and communicate clearly to the Board the respective decision making processes of the agencies they represent;
2. To provide timely access to information pertinent to Environmental Management and associated environmental issues;
3. To inform the Board in a timely and proactive manner of agency processes, programs, projects, or activities pertinent to the Board's mission and purpose.

## V. BOARD STRUCTURE

**A. Chair and Vice Chair:** The Board will elect by simple majority vote, a Chair and Vice Chair, who will ensure that a diversity of viewpoints are considered in all Board discussions. The Chair will support the Board in a balanced and unbiased manner, irrespective of any personal views on a particular issue and see that all Board members have the opportunity to express their views.

1. The election for Chair and Vice Chair will be held before September 30<sup>th</sup> of each year. The terms of the Chair and Vice Chair will be one year beginning October 1<sup>st</sup>.
2. The Chair will develop draft agendas to be approved by the DDFO.
3. The DDFO will ensure that detailed minutes of meetings are prepared and duly certified by the Chair within 90 calendar days.
4. The Chair signs the certification of a recommendation that the Board passes. (See Section VI., Decision Making, A. Major Policy Recommendations)
5. The Chair assures necessary administrative support for the committees and task forces, and requests support through the DDFO.
6. The Chair shall recommend to the DDFO candidates for positions on task forces and ensure that the membership of the committees and task forces reflects the diversity of the Board to the extent practicable.
7. The Chair serves between regular meetings of the Board as contact for DOE.

8. The Vice Chair serves as Chair in the absence or incapacity of the Chair.
9. The Chair and Vice Chair will have other duties as assigned by the Board.
10. In the absence of the Chair and Vice Chair, the immediate past Chair, if that person still serves on the Board, shall serve as Chair of the board meeting. In the absence of the immediate past Chair, the immediate past Vice Chair, if that person still serves on the Board, shall serve as Chair of the Board meeting. If none of these persons is present, those Board members present shall select a chair for the meeting.

**B. Committees:** The Board will establish its Committees prior to the beginning of each fiscal year to reflect the Board's approved work plan for that year. Each Committee so established will submit before October 1<sup>st</sup> an annual work plan for approval by the Board and DOE.

**C. Other Committees and Task Forces:** The Board may establish ad hoc committees or task forces as it deems necessary.

**D. Structures of Standing Committees, Ad-hoc Committees and Task Forces:**

1. Membership on Standing Committees will be on a volunteer basis, and Board members must serve on at least one Standing Committee.
2. Standing Committee members may develop operating procedures consistent with these bylaws.
3. Standing Committees may not directly submit recommendations to DOE. They are solely responsible for producing draft proposals or information for the full Board. Before presenting a recommendation to the Board, the Standing Committee shall have passed the recommendation by majority vote of the members attending the meeting.
4. The Standing Committees will meet independently of the Board. The committee meetings shall be open to the public, held in public locations and advertised on the CAB website. *\*(Amendment No. 2, May 22, 2008.)*
5. If a written summary of the Standing Committee meetings is prepared, the chair of the Standing Committee will provide it to the Board.
6. Election of the Chair for the Standing Committees will occur annually, or as necessitated by vacancies. Standing committees may, at their discretion, internally select, elect, appoint, or remove committee Co-Chair or Vice-Chair (either title bearing the same intended meaning), from among only the properly appointed Board members of the Board. Co-Chairs or Vice-Chairs shall serve and act in the temporary absence of the duly elected committee chairperson. DOE appointed Standing Committee members shall comprise the majority of any standing committee of the Board.

7. Committee chairs shall notify the Board Chair and the DDFO of the selection, election, appointment, or removal of any standing committee Co-Chair or Vice-Chair.
  - a. Any Committee may include non-Board members.
8. Non-Board members shall be allowed to vote in Committee meetings, but shall not hold Committee leadership positions.
9. Ad-hoc Committees and Task Forces shall be established by the Board for the purpose of investigating special topics. The charge to, Board membership of, and chair of the Ad-hoc Committees and Task Forces shall be established by the Board and approved by the DDFO. The Board, in consultation with the DDFO, shall further establish the term of and reporting requirements of each Ad-hoc Committee and Task Force.
10. Non-Board members of Standing Committees, Ad-hoc Committees and Task Forces shall be confirmed by the Committee Chair. The DDFO shall concur in all recommendations for participation by non-Board members.  
*\*(Amendment No. 2, May 22, 2008.)*

**E. Executive Committee.** The Board has an Executive Committee consisting of: the Board Chair and Vice Chair; and Chairs, Co-Chairs, or Vice-Chairs of the various Standing Committees established during the fiscal year. The Executive Committee shall meet at least bimonthly and may hold other meetings at the call of the Board Chair to consider matters of importance that may require immediate resolution. The DDFO and the Executive Director shall serve as ex officio and non-voting members of the Executive Committee.

1. During the intervals between Board meetings, decisions involving the daily business operations of the Board (e.g., recommendations regarding budgets and agendas, coordinating committee requirements and activities, etc.) shall be made by majority vote of the Executive Committee. However, this Committee shall have no authority to set Board policy or make any recommendations to the DOE.
2. The Executive Committee shall have no authority to act for the Board on any motion or recommendation that affects a decision made by the full Board. Any motion or recommendation affecting a decision of the Board shall be submitted by the Executive Committee to the Board for consideration at the next regularly scheduled Board meeting.
3. Actions on routine general administrative matters requiring time-critical action by the Executive Committee may be handled by polling members of the Executive Committee through any quick means of communication. Decisions will be validated by the Board Chair and documented in the minutes of the next regularly scheduled Board meeting.

**F. Nominating Committee:** The Nominating Committee is an ad hoc committee and shall:

1. Be elected at a regular Board meeting two months preceding the annual election of officers.
2. Be composed of NNM CAB members who are not officers.
3. Present a slate of nominees for Board offices at the meeting preceding the meeting at which officers are elected.
4. Obtain the consent of all nominees.
5. Have the option to conduct its meeting(s) in private.
6. Have the right as individual members to be nominated for any office.

**G. Work Sessions:** Work sessions are defined as meetings of the Board, including liaison members, at which official action may not be taken. They must, however, be formally advertised, to be in compliance with the Federal Advisory Committee Act.

**H. Executive Session (Closed Session):** Upon approval of the Secretary of Energy, the Board shall announce fifteen days in advance of the meeting an Executive Session for matters concerning litigation or private personnel matters.

**I. Removal of Board Officers:** Upon recommendation by the Executive Committee, the DDFO, or a duly authorized motion tendered by a Board member at a regularly scheduled Board meeting and a two-thirds (2/3) vote of the Board, the Board may recommend to DOE that an officer of the Board (Chair, Vice Chair, or Standing Committee Chair, Vice-Chair or Co-Chair) be removed from office for misconduct or neglect of duty.

**J. Replacement of Officers:**

1. A Board office vacancy (Chair, Vice Chair,) that occurs will be announced at a regularly scheduled Board Meeting.
2. An election to fill a vacancy will be held at the next regularly scheduled Board meeting after the meeting at which the vacancy was announced. The person to fill the vacancy will be elected by simple majority vote of those Board Members present. *\*(Amendment No. 3, September 24, 2008.)* In the event of a vacancy created by removal, resignation, or abandonment by the Chair or Vice-Chair, the term of office of any interim replacement election for the Chair or Vice-Chair shall expire on September 30<sup>th</sup> and the regularly scheduled annual election shall be held as provided in Article V, Section A, Number 1.

3. If both the Chair and Vice-Chair become vacant at or near the same time, then the Board shall, at the meeting at which the vacancy is announced, elect by majority vote of a quorum of the entire board a Chair and Vice-Chair to serve for that Board meeting. To prevent delay in Board work, and in the absence of a timely interim election, the Executive Committee shall appoint an Acting Chair and Vice Chair (if needed) from among the voting members of the Executive Committee, to serve as the Chair or Vice Chair of the Board until the next regularly scheduled Board meeting.

## VI. DECISION MAKING

**A. Major Policy Recommendations:** The Board will operate by consensus in seeking to determine what advice the Board as a whole wishes to convey to the DOE. The approval of formal Board recommendations to the DOE shall be made through the consensus process. In agreeing to operate by consensus, the Board also agrees that it will try to avoid spending an inordinate amount of time striving to achieve consensus on any selected major policy issue at the expense of striving to achieve consensus on other major policy issues.

**B. Quorum:** A quorum of the Board and/or any of its Committees shall consist of a majority (51%) of the members of the Board or Committee.

### C. Rules of Order:

1. The current edition of "Robert's Rules of Order" governs the Board.
2. All decisions, other than decisions on recommendations and substantive changes to the Bylaws, are made by simple majority vote of those members present and voting.
3. Changes to the Bylaws shall require a two-thirds majority of the Board membership.

**D. Requirements for Recommendations to the DOE:** The Board will strive for unanimity. If unanimity is not reached, then with a quorum present, recommendations shall be approved by a vote of 75 percent of those present and voting. If DOE has requested specific advice or recommendations and the Board cannot achieve the necessary vote to pass a recommendation, majority and minority positions shall be included in the report forwarded to the DOE. *\*(Amendment No.1, January 30, 2008.)*

1. When an issue comes before the Board, the Chair may refer the issue to the appropriate Standing Committee or create an Ad-hoc Committee or Task Force for that issue. The Standing Committee, ad-hoc Committee or Task Force will report progress to the Board at the next meeting.
2. Recommendations to be considered by the Board shall be processed in the following manner:

- a. The Board member, Standing Committee, Ad-hoc Committee, or Task Force desiring to propose a recommendation to the Board shall send the draft recommendation to Board members by the most expedient method at least fourteen (14) calendar days prior to the next Board meeting. The draft recommendation shall be accompanied by a brief statement of the issue to be considered, the background of the issue, and the purpose and effect of the recommendation.
  - b. Board members shall provide comments on the draft recommendation to the Executive Director within seven (7) calendar days of receipt of the draft recommendation. The Executive Director shall immediately send each comment to the Board member, Committee, Ad-hoc Committee, or Task Force proposing the recommendation.
  - c. The Board member, Committee, Ad-hoc Committee, or Task Force proposing the recommendation shall endeavor to resolve comments prior to the next Board meeting, and shall present a revised draft recommendation to the Board at the next Board meeting.
  - d. The Board shall consider and may approve the recommendation at the next Board meeting.
3. Upon passage by the Board, all recommendations will be signed by the Chair and conveyed to DOE in writing within fifteen (15) calendar days.
  4. The Board requests that DOE provide a timely response to the Board recommendations.
  5. Consideration of recommendations from other EM SSAB locations or conferences will be handled in the manner described above

**E. Administrative Decision Making:**

1. Administrative functions of the Board may be delegated to the Executive Director or to the Chair.
2. If the Board finds need to review or affirm specific decisions made under the authority delegated to the Chair or staff Executive Director, such affirmation will be expressed by a majority vote of the Board at the next meeting.

**F. Emergency Polling of the Board:** When an urgent decision must be made by the Board between regular meetings, the Chair shall call and/or e-mail all members of the Board. Board members must be given full information about the issue to be decided and sufficient time to share opinions before the final decision is given. A quorum of the Board must respond. The emergency decision must be presented at the next Board meeting for ratification and official reporting in the minutes. *\*(Amendment No. 4, September 24, 2008.)*

## **VII. ROLE OF THE FACILITATOR**

A professional facilitator may be hired, with the approval of the DDFO, to help the Board organize its work; prepare an agenda based on consultations with the Board and the Chair; facilitate the Board meetings, and work with the staff to prepare the minutes of the meetings.

## **VIII. CONDUCT AND FORMAT OF MEETINGS**

### **A. Meeting Format:**

1. Public notices will be printed in the Federal Register at least fifteen (15) days before the meeting. Further announcements may be made on the radio and in local newspapers.
2. The Board will meet as needed, with the length of meetings determined by the agenda.
3. The Board will submit its agenda for the approval of the DDFO. In preparing the agenda, the Board reviews its work plan and, if appropriate, obtains input from its members and committees.
4. Meetings will be open to the public; a section of the meeting room will be set aside for observers, and public comment will be provided at appropriate times during a meeting.
  - a. There will be a fixed agenda time for public comment. A non-recused Board member may not address the Board during the time set aside for public comment. The public comment period may be extended by the Chair or by simple majority vote of the Board members in attendance.
  - b. If required, at the discretion of the Chair, the fixed time will be divided equally among the members of the public who request to speak.
  - c. Before a decision on a recommendation is made, the Chair may invite members of the public to offer their input. The Board will determine and announce in advance how much time they will allocate for public input.
  - d. Members of the public may offer their comments in writing and give them to the Chair and the DDFO.
  - e. Time will be set aside for Board member comments during each meeting.
5. Any meeting will be set up in terms of both the physical arrangements and the agenda to facilitate hearing and discussion;
6. Minutes of the meetings will be kept by an individual designated by the Chair, distributed to the Board members for their review, certified, and then made

available to the public. Each meeting agenda will include the opportunity for members to make revisions to the minutes of the previous meetings

7. The DDFO must ensure that the Chair certify the minutes within 90 calendar days of the meeting to which they relate. In the absence of the Chair or Vice Chair, the DDFO must make such certification.
8. Any product of the Board such as policies, positions, reports, advice or recommendations given to DOE must be reviewed by the Board in final distribution form before distribution and being placed in the DOE public reading rooms and any other places deemed appropriate.

**B. Conduct of Meetings:**

1. The Board may utilize a neutral third party facilitator to assist it in accomplishing its mission; in all instances the facilitator will operate in a completely neutral, balanced, and fair manner;
2. Board members will show respect to each other and the public.

**IX. BUDGET**

**A. Authority:** The DDFO retains fiscal responsibility for the Board. The Board may provide a proposal to the DDFO. Funding amounts will be determined yearly based on the Board's approved work plan and availability of funds. The DDFO may assign the Executive Director as the fiscal agent, if acceptable to DOE.

**B. Compensation:** Board members will serve without compensation, but they will arrange for reimbursement for direct expenses related to the work of the Board and meeting attendance.

**C. Travel Expense:** Board, committee, and task force members are required to follow applicable federal travel regulations. All travel expenses must be submitted to the DDFO for reimbursement according to Federal guidelines.

**X. EVALUATION**

The Chair shall appoint a committee of members to conduct an annual evaluation to assess how adequately it is representing stakeholder interests and meeting the needs of the public. The Board will also evaluate the responsiveness of DOE. The Board will help develop the criteria for the evaluation. After Board approval, but no later than December 31<sup>st</sup>, the report will be submitted to DOE.

**XI. CONFLICT OF INTEREST**

**A. Definition:** Board members are prohibited from personally and substantially participating as a Board member in any particular matter in which the Board member or the Board member's spouse, minor child, general partner, or employee has a financial

interest. This restriction also applies if the Board member is negotiating or has any arrangement concerning prospective employment with any person or organization that has a financial interest in any particular matter before the Board.

**B. Enforcement of Conflict of Interest Policy:** Questions concerning conflict of interest shall be referred to the DDFO, who will seek the advice of legal counsel, for resolution.

**C. Recusal:** If a Board member is aware of a conflict of interest, as defined above, the member shall immediately inform the DDFO and the Board of the interest and shall refrain from participating in discussions and recommendations in which a conflict or potential for conflict of interest exists.

**D. Principles of Conduct:** Board members shall abide by the following conflict of interest principles:

1. Members shall refrain from any use of their membership, which is or gives the appearance of being motivated, by the desire for private gain for the member or anyone else;
2. Members shall not use, either directly or indirectly for private gain, any inside information obtained as a result of Board or Committee service;
3. Members shall not use their positions in any way to coerce, or give the appearance of coercing, another person to provide a financial benefit to the member or any person with whom the member has family, business, or financial ties;
4. Members shall not knowingly receive or solicit from persons having business with the DOE anything of value as a gift, gratuity, loan, or favor while serving on the Board or in connection with such service.

**Exceptions:** Members may receive an unsolicited gift from persons having business with or an interest in DOE only if:

1. The gift has an aggregate market value of \$20 or less per occasion, provided that the aggregate market value of the individual gift received from any one person under the authority of this paragraph shall not exceed \$50 in a calendar year;
2. The gift is motivated by a family relationship or personal friendship rather than a member's position; and
3. The gift results from the business or employment relationship of a member's spouse or the outside business or employment activities of a member when it is clear that such gifts are not enhanced because of the member's position.

## **XII. AMENDING THE BYLAWS**

**A. Policy:** The Board shall have the power to alter, amend, and repeal these bylaws in ways consistent with the Amended Charter of the EM SSAB, EM SSAB Guidance and other applicable laws, regulations and guidelines. Any member of the public, the Board, or one of the Agencies may propose an amendment to the bylaws. However, to be considered by this Board the proposed amendment must be sponsored by a Board member. The Board may consider and take action on the amendment to the bylaws at the meeting following the introduction of the proposed amendment. Amendments require the affirmative vote of two-thirds majority of the membership of the Board.

**All amendments to these operating procedures must be approved by the DDFO in consultation with the Office of General Counsel.**

### **B. Absentee Voting for Amending the Bylaws:**

1. A vote to amend these bylaws may be cast by a Board Member by Absentee Ballot at any regularly scheduled meeting of the Board at which a vote to amend these Bylaws is an agenda item.
2. Each Board member shall be entitled to vote in person or by an absentee ballot duly submitted in writing, or by electronic means, signed or electronically annotated and dated by such member. The staff shall prepare and make available on request suitable absentee ballots for use in voting on amendments to these Bylaws.
3. To be valid, an absentee ballot shall be executed by the Board Member (see 2. above) and submitted to the Board's offices, Executive Director, or Chair not later than 12:00 noon on the day prior to the date of the regularly scheduled Board meeting at which the vote is an agenda item.
4. In the event an absentee ballot cannot be properly filed and a two-thirds quorum is not possible, then absentee members may be contacted to participate by teleconference, provided that all similarly constrained absent members are given the same opportunity.

**C. Absentee Voting Prohibition:** Except as provided in Section XII.B. above, nothing in this section shall be construed to permit or authorize absentee voting by any Board member on any other Board or committee action.

## **XIII. ADOPTION OF THE BYLAWS**

These bylaws will be effective upon the affirmative vote of a two-third majority of the Board membership, execution by the Chair, review and approval by DOE's Office of the General Counsel, and the approval of DOE. All previous bylaws are hereby rescinded.

#### **XIV. SUBORDINATION AND SEVERABILITY OF THE BYLAWS**

If a conflict arises with respect to any provision of these Bylaws, Federal law or regulation shall control. In the event that any provision of these operating procedures is invalid, such invalidity shall not affect the remaining provisions that shall continue in full force and effect.

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##### **Bylaws, Adopted July 25, 2007.**

- 1. Amendment No. 1 adopted on January 30, 2008.**
- 2. Amendment No. 2 adopted on May 22, 2008.**
- 3. Amendment No. 3 adopted on September 24, 2008.**
- 4. Amendment No. 4 adopted on September 24, 2008.**