

# **Bylaws of the South Charleston Area Community Advisory Panel**

## **Article I - Name and Purpose**

The name of this non-profit, volunteer entity shall be the South Charleston Area Community Advisory Panel (CAP). The panel shall serve as a forum for open discussion between representatives of The Dow Chemical Company, Bayer Corporation, Elementis, FMC Corporation and the South Charleston area and the surrounding communities.

The panel shall meet regularly with representatives of the companies to discuss issues of concern to both citizens and the companies. The panel shall be a mechanism for the public to convey its questions, comments or concerns to the companies. At the same time, the panel shall provide a forum for the companies to respond directly to residents.

The objectives of the panel include, but are not limited to:

- Provide feedback from the community about the operations of and concerns related to the sponsoring companies and identify ways to improve communications with the communities.
- Provide input to the communities from the sponsoring companies about facility operations and concerns.
- Provide a mechanism for the sponsoring companies to discuss community response to their ideas and plans.
- Address community/industry issues that are important to the community.
- Provide a means to educate the sponsoring companies and their corporate management about the community.
- Provide a means to educate community leadership about the sponsoring companies.
- Allow for CAP expansion through consideration of new

company participants.

The intended result of the panel is that company and the community representatives will reach a "common ground" of understanding, and a building of trust between Dow Chemical, Bayer, Elementis, FMC and the communities will occur.

The panelists shall serve as an advisory group and not a decision-making body to the companies. However, their opinions shall be relayed and considered at the local and corporate level of each sponsoring company. Dow Chemical, Bayer, Elementis and FMC shall act as the organizers and sponsors of the panel.

## **Article II - Membership**

### Section 2.1 Composition.

The Community Advisory Panel (CAP) shall be composed of up to 35 members, but not less than 15, from the surrounding communities.

The CAP members shall represent a cross section of the communities, and may include clergy, educators, homemakers, workers, retired persons, businesspersons, local high school students and others. The composition will vary and will be determined by the companies with input from the membership.

The plant manager from each sponsoring company shall be represented at the CAP meetings and their representatives who are listed on the roster as members shall have all the privileges of a CAP member.

A facilitator shall facilitate CAP meetings, be responsible for preparing meeting agendas, and serve as a resource for the CAP in planning programs and projects. The facilitator does not have voting power, nor shall he/she be an advocate for any group, organization, person and/or company.

### Section 2.2 Member Selection.

Members of the CAP shall be selected by sponsoring companies based upon input from the panel membership. Members shall be chosen based on their participation in their community and their representation of important community interests. At least two members shall be local high school students. One of the two members shall attend South Charleston High School. Both students will be from the immediate area.

#### Section 2.3 Duration of Membership.

Membership will rotate through natural attrition. An evergreen list of potential members will be kept by the facilitator and can be added to at anytime.

#### Section 2.4. Resignations.

A Member may resign his or her membership at any time by written resignation delivered to the facilitator.

#### Section 2.5. Attendance

Attendance is important to the CAP. If a member misses 3 consecutive meetings, the member will be asked if he/she wants to remain on the CAP. This contact will be made by the facilitator using every reasonable method.

#### Section 2.6. Compensation.

Members shall not be compensated for their participation.

### **Article III - Meetings: Format, Frequency**

#### Section 3.1. Regular Meetings.

The CAP shall meet monthly on the second Monday of each month. If the regular meeting date occurs on date and/or time deemed inconvenient by a majority of members, the CAP shall designate another meeting date for that month.

### Section 3.2. Meeting Agendas.

Agendas shall be prepared by the facilitator with direction from CAP members and the sponsoring companies.

### Section 3.3. Notification of Meetings.

Members shall be notified of the meetings via written correspondence sent by the facilitator.

### Section 3.4. Special Meetings.

Special meetings of the members may be called at any time by the sponsoring companies or a majority of the CAP members. Proper notice of the special meeting shall be coordinated by the facilitator.

### Section 3.5. Quorum

One-half of the membership shall constitute a quorum for the transaction of business at any meeting of the members.

### Section 3.6. Vote Requirements.

Action may be taken if a majority of the members are present, and voting shall be sufficient to transact any business.

### Section 3.7. Method of Voting.

Voice vote will be used by members to vote on business issues. Written ballot may be utilized at the request of any member. There shall be no proxy voting. The goal of all meetings and discussions will be to seek consensus.

### Section 3.8. Minutes.

Minutes shall be kept by the facilitator and distributed to members within 10 days of the meeting date and shall be reviewed and approved at the following meeting. The approved minutes are available for public

inspection unless restricted by a majority vote of the CAP, and the reason must be specified.

#### Section 3.9. Executive Session.

By a majority vote of the CAP members present, members may move a meeting to Executive Session.

### **Article IV - Miscellaneous**

All meetings shall be open to the public, except at such times as CAP members move to Executive Session, as referenced in Article III Section 3.9.

### **Article V - Amendment of Bylaws**

These bylaws may be repealed or amended by a two-thirds vote of members at any CAP meeting at which a quorum is present. Notice of possible change on the bylaws must be given at a prior meeting.

### **Article VI - Parliamentary Authority**

Except as otherwise provided in these Bylaws, the most recent edition of Roberts Rules of Order shall guide the proceedings of the CAP meetings.