



Gulf of Maine Council Reference Guide

Updated December 2015

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Background

The Gulf of Maine Council on the Marine Environment was established in 1989 by the governments of Maine, Massachusetts, New Hampshire, New Brunswick, and Nova Scotia to promote a healthy Gulf of Maine ecosystem. Since that time, provincial and state leaders have been working together with federal partners and non-governmental organizations toward the following binational efforts.

- Facilitate integrated watershed, coastal and ocean management by fostering an ecosystem-based management approach. The Council works to ensure decision-makers possess the necessary information to manage human effects on the ecosystem, to preserve ecological integrity and to sustain economically and socially healthy human communities.
- Enable the region's states, provinces and federal government agencies to become more effective stewards by working together in a regional forum to learn from each other and try new approaches.
- Develop and sustain strong partnerships among government agencies and with local and regional organizations to enhance and leverage opportunities for addressing issues of regional concern.

During the 2014 / 2015 Secretariat Year, the Gulf of Maine Council conducted an organizational assessment to identify opportunities for promoting efficiencies and streamlining organizational structure. A Council Advisory Committee made up of Council and Working Group members was convened to provide advice and feedback throughout the assessment year. In addition to identifying structural and leadership options for ensuring a sustainable organization, GOMC conducted a Strength, Weaknesses, Opportunities and Threats (SWOT) analysis, and participated in an exercise to identify priority types of work. Documents from the Council Advisory Committee summarizing activities during the 2014 / 2015 organizational assessment are available at:

<http://www.gulfofmaine.org/2/gomc-home/council-advisory-committee-2014-2015/>

The updated GOMC Framework and Terms of Reference included in this reference guide were approved at the June 2015 GOMC meeting and reflect recommendations and feedback provided by the Council Advisory Committee, the Council, and Working Group throughout the 2014 / 2015 Secretariat Year.

Gulf of Maine Council on the Marine Environment
Terms of Reference (Revised December 2015)

Scope

The governments of Maine, Massachusetts, New Brunswick, New Hampshire, and Nova Scotia established the Gulf of Maine Council on the Marine Environment through “An Agreement on the Conservation of the Marine Environment of the Gulf of Maine between the Bordering States and Provinces” signed in 1989 and amended in June, 1992 (*GOMC Agreement*). The Council discusses and acts upon issues of common concern related to the protection and conservation of the ecological balance within the Gulf of Maine ecosystem.

Role

The Council has three primary roles:

1. Facilitate integrated watershed, coastal and ocean management by fostering an ecosystem-based management approach. The Council works to ensure decision-makers possess the necessary information to manage human effects on the ecosystem, to preserve ecological integrity and to sustain economically and socially healthy human communities.
2. Enable the region’s states, provinces and federal government agencies to become more effective stewards by working together in a regional forum to learn from each other and try new approaches.
3. Develop and sustain strong partnerships among government agencies and with local and regional organizations to enhance and leverage opportunities for addressing issues of regional concern.

Responsibilities

During a given leadership period, Council will determine GOMC level of effort based upon funding, priorities and staffing capacity. Council leadership may choose to operate according to:

1. A baseline approach with one in-person annual meeting for Council and Working Group along with a limited work plan, or
2. A broader approach including at least one in-person annual Council meeting, periodic Working Group meetings, plus additional activities such as an annual awards program, workshop, or other GOMC initiatives with cross-jurisdictional benefit.

Councilors are expected to actively participate in development of Council meeting agendas and follow-up actions. Councilors are expected to actively pursue opportunities to advance the Council’s 5-year Action Plan and GOMC initiatives while in their home jurisdictions.

Membership

Each Governor and Premier appoints up to two cabinet level or senior level government representatives and up to two non-government representatives so long as the total number of jurisdictional representatives on the Council is no more than three. Canadian and US federal agencies with a statutory mandate pertinent to the *GOMC Agreement* may designate a senior representative to serve as a member of the Council. In addition, the Governors, Premiers, and the Council will work collaboratively to make two-year renewable appointments for the following interests:

- A senior representative of the scientific community from each country that resides in the watershed; and
- A member of the tribal community that is nominated by the region’s First Nations.

Additional government or non-government representatives with appropriate expertise may be invited to participate in Council meetings as needed.

As of 2015, the following federal agencies are Council members:

- US: National Oceanic and Atmospheric Administration, Environmental Protection Agency, Department of Interior
- Canada: Environment Canada, Fisheries and Oceans Canada

Leadership

Unless otherwise determined, the Council will operate with a two-year Secretariat leadership cycle. Responsibility to Chair the Council will rotate among jurisdictions according to the following order: New Hampshire, New Brunswick, Maine, Nova Scotia, and Massachusetts. As designated in the *GOMC Agreement*, jurisdictions will maintain the primary leadership role.

Jurisdictions may choose to invite a Canadian or US federal agency, or a provincial / state agency from the same jurisdiction to share leadership / and or management by co-chairing or through a less formal collaborative arrangement. Because federal participation in a leadership role is optional, there is no formal order of rotation. To the extent feasible, federal partner agencies will rotate evenly and federal co-chairs will be selected from existing GOMC Council members.

Jurisdictions may also invite non-governmental organizations to collaborate (but not serve as co-chair) during the leadership cycle. Jurisdictional plans to invite a non-governmental organization that is not an existing GOMC member to collaborate during the leadership period would require Council approval by consensus. Risk of potential conflict of interest with government agencies will be assessed if and when non-governmental organizations collaborate during the leadership cycle. The Secretariat Team will implement appropriate mitigation measures as needed to address potential conflicts of interest.

Meetings

Council will meet in-person on an annual basis to promote networking around Gulf of Maine priorities, and to provide direction for the Gulf of Maine Council work plan and initiatives. Meeting location will alternate annually between Canada and US when feasible, and will be held in collaboration with Working Group when appropriate to enhance networking and collaboration. Council Chair, Co-Chair or his/her designee will moderate the meeting. Council may choose to utilize a portion of the annual meeting to host a workshop or other networking event that would encompass a broader audience.

Committees / Initiatives

The Council may establish or disband committees, initiatives, or ad-hoc groups as it deems necessary to fulfill its mandate.

Communication

The Council routinely appraises the Premiers, Governors, and others about Council activities and prepares reports documenting accomplishments when appropriate.

Decisions

The Council will develop, as necessary, a unified consensus on policies and programs affecting its mandate. The Council may decide to vote on specific issues but the results are non-binding on those that oppose or abstain from the decision.

Support

The Council Coordinator and the Executive Director of the US Gulf of Maine Association provide support as needed. Other contractors, agency representatives, and committee co-chairs may assist as needed.

Secretariat Team
Terms of Reference (Approved June 2015)

Purpose

The Secretariat Team serves the Gulf of Maine Council on the Marine Environment (GOMC) by acting as an executive committee for the Working Group and liaison between the Gulf of Maine Association and the Council.

Responsibilities

The Secretariat Team will advise the Council and Secretariat leadership on program, policy, finance, and other GOMC management issues or directives. While the duties and responsibilities of the Secretariat Team will vary based upon the needs of the Gulf of Maine Council, anticipated responsibilities include:

- Secretariat Team provides leadership for organizing Council and Working Group meetings, including development of agendas and meeting materials.
- Secretariat Team provides leadership for development of two-year work plans and the GOMC five-year Action Plan.
- Secretariat Team meets jointly with Gulf of Maine Association Executive Committee to review and provide feedback on budget implementation.

Membership

The Secretariat Team may include one representative designated by each state and province, one federal representative from each country, and one Gulf of Maine Association member from each country. The current Working Group Chair or co-chairs will serve as Secretariat Team Chair. If not already represented, Secretariat Team will also include representatives from the prior year Working Group leadership team during the first year of a two-year Secretariat, and representatives from the future year Working Group leadership team during the second year of a two-year Secretariat.

Leadership

The current Working Group Chair and / or Co-Chairs will serve as chair of the Secretariat Team during the two-year leadership cycle.

Meetings

- The Secretariat Team will meet to conduct regular business via conference calls as needed (usually not more than quarterly).
- Secretariat Team will participate in joint budget meetings with GOMA Executive Committee (usually twice per year).

Decisions

Decisions will be made by consensus.

Support: The Council Coordinator and Gulf of Maine Association Executive Director provide support to the Secretariat Team and participate in its discussions as needed.

Working Group
Terms of Reference (Approved June 2015)

Purpose

The Working Group serves the Gulf of Maine Council (GOMC) by working with Council members to develop and implement the GOMC's five-year Action Plan and two-year work plan for GOMC initiatives.

Responsibilities

Working Group members will develop proposals for existing and / or new Gulf of Maine initiatives to be included in the Gulf of Maine Council two-year work plan. Working Group will meet regularly to promote implementation of the GOMC's five year action plan and two-year work plans. Working Group members will provide regular updates to each other and to their Councilors regarding progress associated with GOMC initiatives. Working Group members will network and work together to promote bi-national and cross-jurisdictional efforts toward a healthy Gulf of Maine ecosystem.

Membership

Each government Council member will appoint one representative to serve on the Working Group. For each Council committee or initiative, Council members shall designate a committee co-chair to serve as a member of the Working Group. Council may appoint additional Working Group members by consensus. Guests may be invited to participate in Working Group meetings when additional expertise is needed.

- Working Group members are expected to have the authority to represent the position of their agency and make decisions.
- Working Group members will provide regular briefings to their Councilor.
- A Council member agency may choose to designate one representative to serve on both the Council and Working Group as long as the manager has appropriate decision making authority.

Leadership

Working Group Chair will be a member of the Working Group from the jurisdiction in which the Council Chair is located. If the jurisdictional Council Chair elects to invite a federal agency as a co-chair or partner during its leadership period, the Working Group may be co-chaired by a member of the Working Group from the designated partnership agency. The Working Chair or Co-Chairs will work in collaboration with the Secretariat Team to develop meeting agendas and conduct GOMC business as appropriate.

Meetings

Working Group will meet up to four times per year with no more than two in-person meetings. When feasible, Working Group meetings will include a workshop element to enhance cross-jurisdictional education and collaborative efforts toward a healthy Gulf of Maine ecosystem. Working Group meetings will be combined with Council meetings when appropriate to promote efficiency and networking opportunities. Meeting locations will rotate among jurisdictions to the extent feasible.

Decisions

Decisions will be made by consensus.

Support: The Council Coordinator will provide support to the Working Group and participate in its discussions as needed.

Gulf of Maine Council – Definition of Consensus

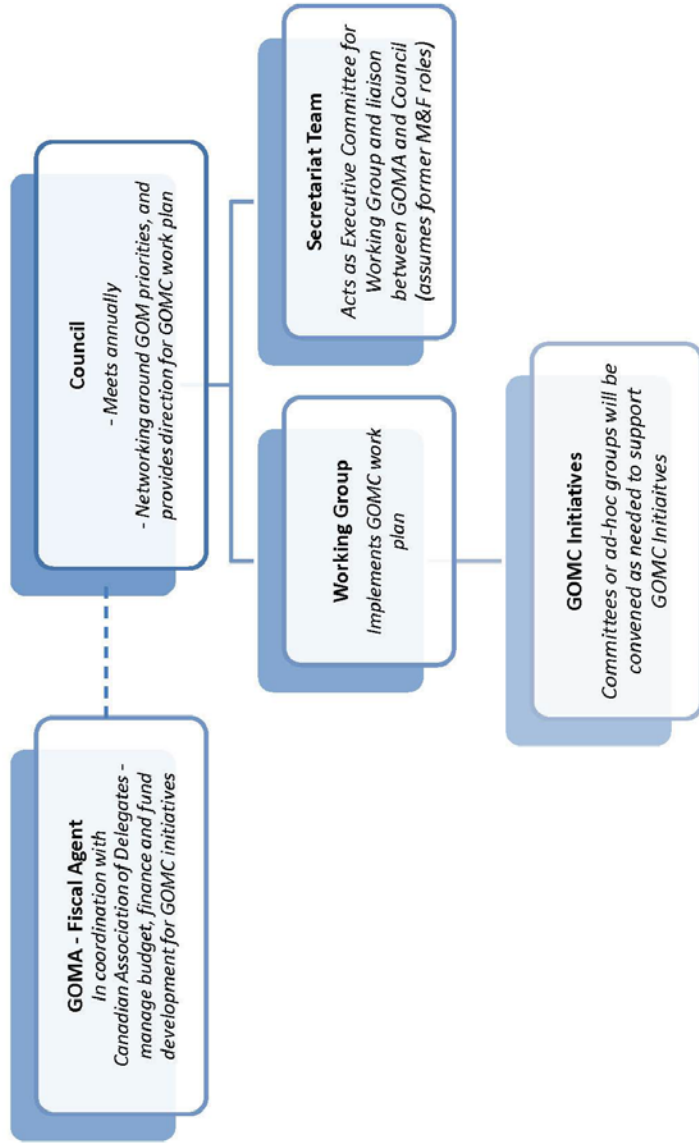
The following definition of consensus applies to Gulf of Maine Council business:

“General agreement, characterized by the absence of sustained opposition to substantial issues by any Council member and by a process that involves seeking to take into account the views of all parties concerned and to reconcile any conflicting arguments. Consensus need not imply unanimity.”

(Approved – June 2015)

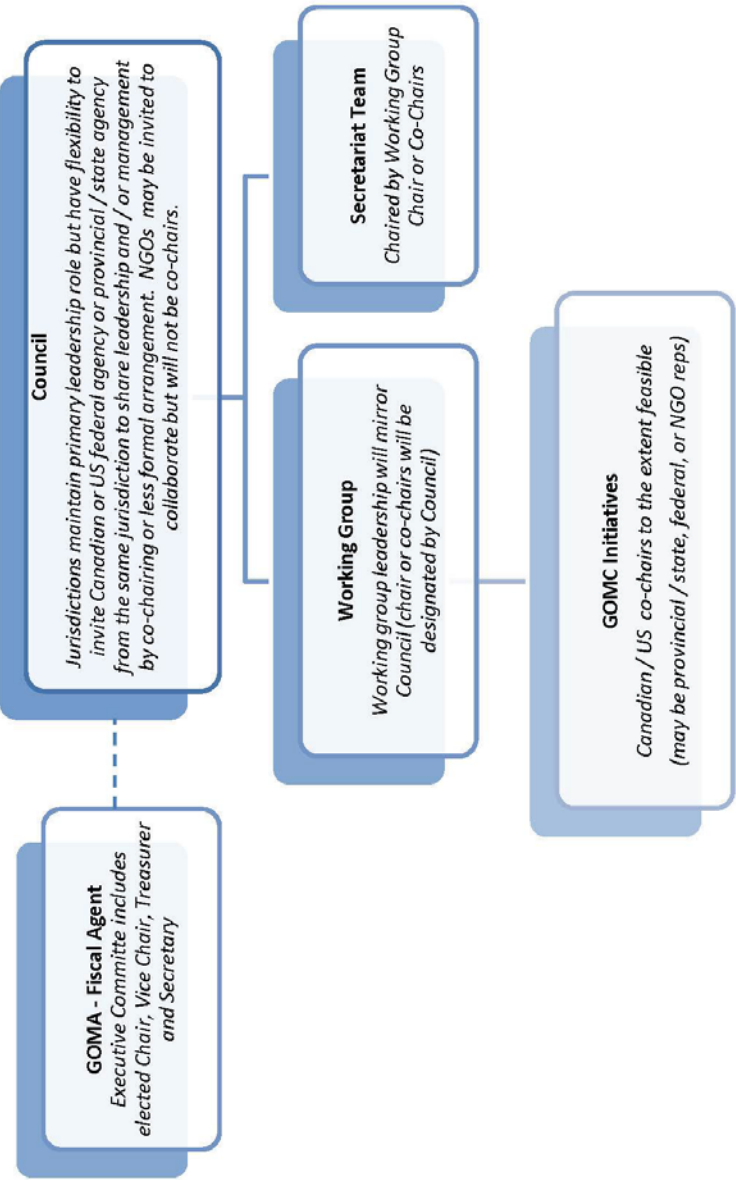
Gulf of Maine Council - Framework

GOMC Organizational Structure



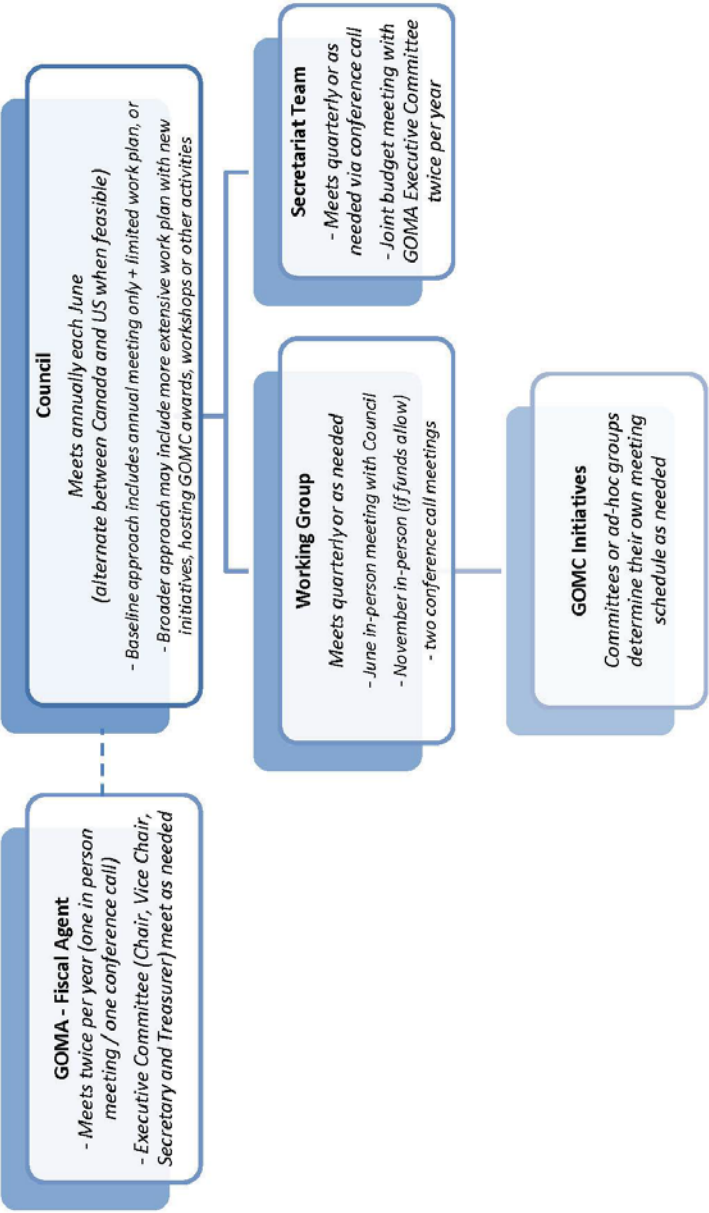
Gulf of Maine Council – Framework

Leadership



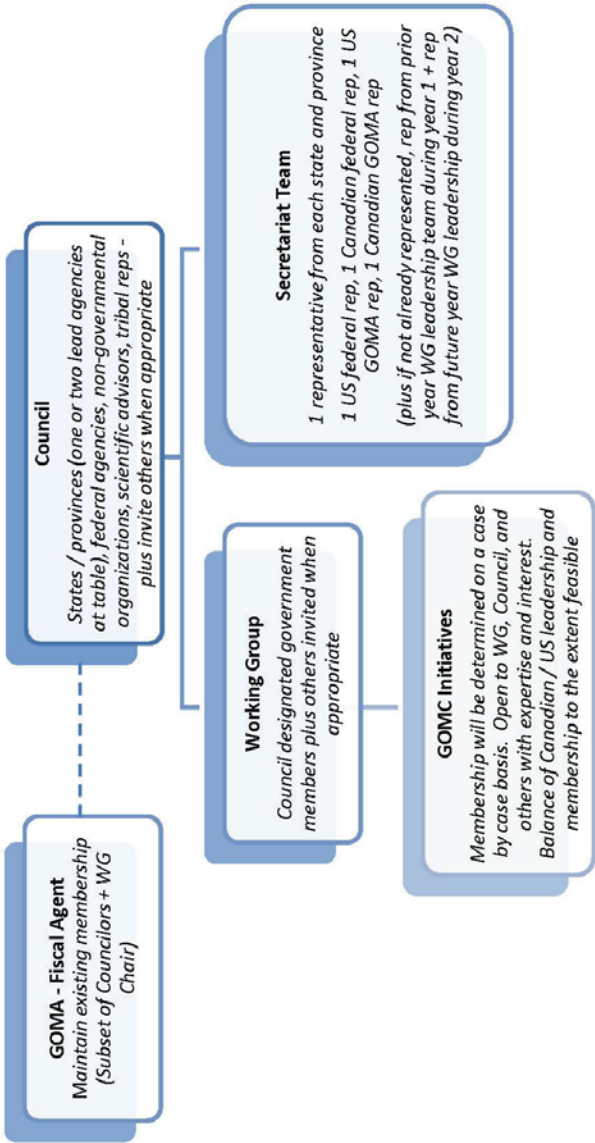
Gulf of Maine Council - Framework

Two-Year Leadership Cycle
Simplified 2-Year Work Plan (Retain Goals and Outcomes of 5-Year Action Plan)



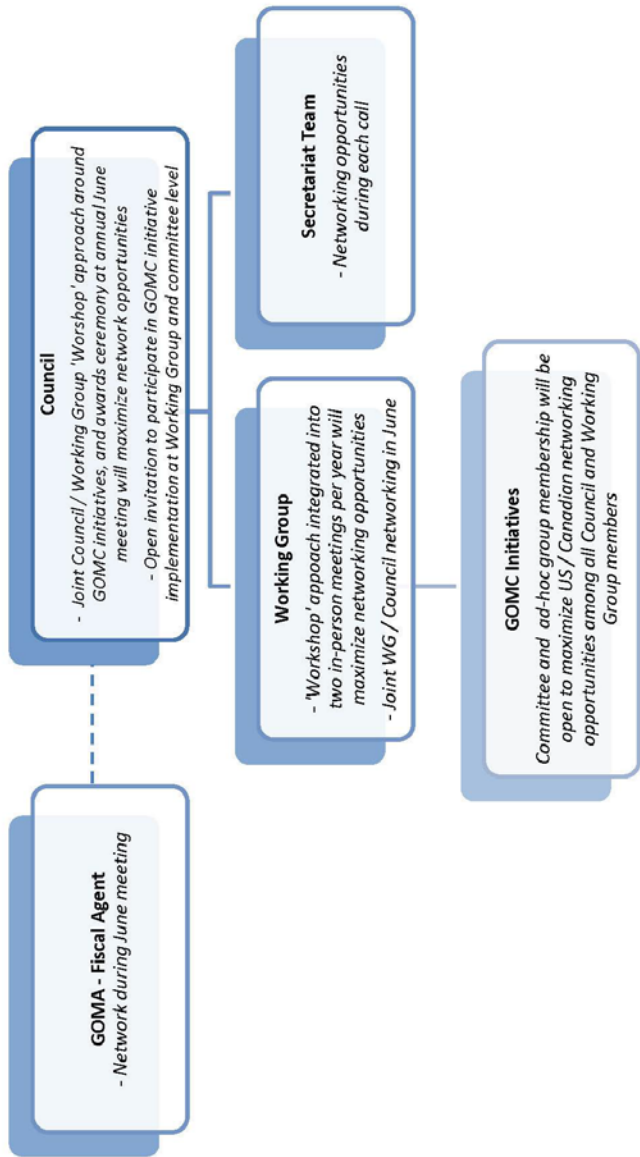
Gulf of Maine Council - Framework

Membership / Participants



Gulf of Maine Council - Framework

Networking Approach



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Scenario 1: GOMC Framework – Broader Approach

GOMC Activity	2015			Year 1 – 2015 / 2016				Year 2 – 2016 / 2017			
	April	May	June	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Council			x				x				x
<ul style="list-style-type: none"> Meets in June 2015 and 2017 with WG for networking purposes and to develop / approve two-year work plan Meets in June 2016 with WG for networking purposes + brief work plan check-in if needed 											
Working Group			x	x	x	x	x	x	x		x
<ul style="list-style-type: none"> Meets quarterly or as needed for networking opportunities and to coordinate implementation of GOMC initiatives (June meeting is held jointly with Council) (no more than 2 in person meetings/year) 											
GOMC Initiatives		x							x		
<ul style="list-style-type: none"> Active GOMC committees (initiatives) submit two year work plans (these are <u>not</u> funding requests but rather initiatives with expected / anticipated funding or in-kind support) GOMC Council or WG submit proposals for <u>new</u> two-year GOMC initiatives (support and / or funding included with proposal) Council identifies GOMC initiatives with cross-jurisdictional benefit to be supported as part of GOMC two-year work plan – includes review of proposed work plans as well as any new ideas developed during the Council meeting Committees or ad-hoc groups implement GOMC initiatives throughout the year according to their own schedules 		x	x	x	x	x	x	x	x	x	x
GOMC Awards Program											
<ul style="list-style-type: none"> GOMC hosts annual awards program 			x				x				x
Secretariat Team											
<ul style="list-style-type: none"> Meets quarterly or as needed to coordinate GOMC (conf. calls) 			x	x	x	x	x	x	x	x	x
GOMA – Fiscal Agent Role											
<ul style="list-style-type: none"> GOMA Board meets in person in June + 1 conference call meeting. Level of effort is scaled in proportion to GOMC initiatives. Executive Committee meets as needed 			x		x		x		x		x

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Scenario 2: GOMC Framework – Baseline Approach*

GOMC Activity	2015			Year 1 – 2015 / 2016				Year 2 – 2016 / 2017			
	April	May	June	Q 1	Q 2	Q 3	Q 4	Q 1	Q 2	Q 3	Q 4
Council <ul style="list-style-type: none">Meets in June 2015 and 2017 with WG for networking purposes and to develop / approve two-year work planMeets in June 2016 with WG for networking purposes + brief work plan check-in if needed			x				x				x
Working Group <ul style="list-style-type: none">Meets no more than quarterly for networking opportunities and to coordinate implementation of GOMC initiatives. June in-person meeting is held jointly with Council. No more than 1 in-person meeting per year.			x	x	x		x	x	x		x
GOMC Initiatives <ul style="list-style-type: none">Existing active GOMC committees (initiatives) submit two year work plans (these are <u>not</u> funding requests but rather fully funded / or in-kind supported initiatives)Council identifies GOMC initiatives with cross-jurisdictional benefit to be supported as part of GOMC two-year work planOngoing approved GOMC initiatives are implemented throughout the year according to their own schedules		x								x	
Secretariat Team <ul style="list-style-type: none">Meets quarterly or as needed to coordinate GOMC (conf. calls)			x	x	x	x	x	x	x	x	x
GOMA – Fiscal Agent Role <ul style="list-style-type: none">GOMA Board meets in person in June + 1 conference call meeting. GOMA level of effort is scaled in proportion to GOMC initiatives. Executive Committee meets as needed.			x		x		x		x		x

* Please note: Because proposed GOMC framework allows flexibility, leadership team can adjust baseline approach according to resources and capabilities anticipated during their leadership cycle.

Two-Year Leadership Scenarios

Proposed Order of Jurisdictional Leadership: New Hampshire, New Brunswick, Maine, Nova Scotia, Massachusetts

- Each two year leadership period will be led by a jurisdiction.
- During their leadership period, jurisdictions may choose to invite a Canadian or US federal agency to co-chair or assist with GOMC management in a less formal manner. Jurisdictions may also choose to invite NGOs to collaborate (but not co-chair) during the leadership period.
- The GOMC proposed framework allows for a flexible leadership approach to accommodate jurisdictional and federal preferences, management capacity, and resources.
- While each of the five jurisdictions continues to commit to act in a leadership role, federal agency participation as co-leaders is optional.

Federal Partner Agencies: Because federal participation in a leadership role is optional, there is no formal order of rotation. However, it is assumed that jurisdictions will communicate with federal partner agencies and federal partners will rotate evenly to the extent that resources and political priorities allow. To the extent feasible, federal co-chairs will be current GOMC Council members. **(US Federal Agencies:** NOAA, EPA, DOI / **Canadian Federal Agencies:** EC, DFO)

Scenario for Existing Active GOMC Initiative (Example - ESIIP)

ESIP Activity	2015			Year 1 – 2015 / 2016				Year 2 – 2016 / 2017			
	April	May	June	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
ESIP prepares and submits template highlighting expected activities that will take place during two year leadership period	x									x	
• Template will be provided by Council Coordinator											
• Proposed work plan should include secured or committed funding and / or in-kind support for proposed activities											
Council supports proposed two-year work plan for ESIIP as part of overall GOMC planned activities for the leadership period			x								x
ESIP provides brief update regarding work plan accomplishments							x				x
ESIP implements program initiatives according to their own schedule and needs throughout the two-year leadership period				x	x	x	x	x	x	x	x

GOMC 2012-2017 Action Plan Goals and Outcomes

The following goals and outcomes included in the GOMC 2012-2017 Action Plan were reaffirmed at the GOMC June 2015 meeting and provide the foundation for more detailed two-year work plans.

Goal 1: Restored and Conserved Habitats

- Outcomes:
- 1.1 Water Quality Protection
 - 1.2 Habitat Restoration Outcome
 - 1.3 Habitat Conservation

Goal 2: Environmental and Human Health

- Outcomes:
- 2.1 Environmental Monitoring
 - 2.2 Environmental Indicators and Reporting
 - 2.3 Climate Adaptation

Goal 3: Sustainable Communities

- Outcomes:
- 3.1 Understanding How People Use the Gulf of Maine
 - 3.2 Community Stewardship

A copy of the full GOMC 2012-2017 Action Plan is available at:

<http://www.gulfofmaine.org/2/action-plan-homepage/>

GOMC Priority Types of Work

As part of an organizational assessment conducted during the 2014 / 2015 Secretariat Year, the Gulf of Maine Council identified the following two priority types of work that should be maintained within a streamlined organization. Gulf of Maine Council initiatives included in the two-year work plan are expected to be consistent with these priorities.

1. Networking / Multi-jurisdictional Collaboration and Facilitation
2. Sharing Resources / Best Practices / Capacity Building (regional or jurisdictional)

GOMC Initiatives

Gulf of Maine Council initiatives may include long-standing efforts to promote environmental health or shorter-term projects that support the organization's goals and priorities. Some of the Gulf of Maine Council's major initiatives include:

- **Climate Network** convenes leaders from Canadian federal and state agencies, US federal and state agencies, academics, tribes, and non-governmental groups in order to bring the latest climate change science, impacts, and adaptation information to communities in the Gulf of Maine watershed.
- **EcoSystem Indicator Partnership (ESIP)** is developing indicators for the Gulf of Maine and integrating regional data for a new Web-based reporting system for marine ecosystem monitoring. Activities of ESIP center on convening regional practitioners in six indicator areas: coastal development, contaminants and pathogens, eutrophication, aquatic habitat, fisheries and aquaculture, and climate change.
- **State of the Gulf of Maine Report** is a modular, living document made up of a context document and a series of theme or issue papers pertaining to the Gulf of Maine ecosystem, bordered by the northeastern United States and the Canadian Maritime Provinces
- **Coastal and Marine Spatial Planning** investigates and makes recommendations on roles/activities for the Council in coastal and marine spatial planning and tracks and exchanges information on CMSP policies and activities on both sides of the border.
- **Gulfwatch Contaminants Monitoring** oversees this sentinel species monitoring program and directs the selection of sites and sampling parameters, and it assesses human and environmental health issues and implements contaminant-monitoring efforts in the Gulf of Maine.

More information about these initiatives is available on the Gulf of Maine Council's website at:

<http://www.gulfofmaine.org/2/about-the-council/committees/>

Approved work plans for all active Gulf of Maine Council initiatives are available at:

<http://www.gulfofmaine.org/2/wp-content/uploads/2015/12/GOMC-2015-2017-Work-Plan.pdf>

*AGREEMENT ON
CONSERVATION OF THE MARINE ENVIRONMENT
OF THE GULF OF MAINE
BETWEEN
THE GOVERNMENTS OF THE BORDERING STATES AND PROVINCES*

The Governments of Maine, Massachusetts, New Brunswick, New Hampshire, Nova Scotia, as Parties to this Agreement and;

Considering that the shoreline, seabed, waters and associated natural resources of the Gulf of Maine region, including Georges Bank and the Bay of Fundy, constitute precious public natural resources shared by the contiguous States and Provinces and;

Considering that the natural resources of the Gulf of Maine are interconnected and form part of an overall ecosystem that transcends political boundaries and;

Considering that the sustainable development and use of these resources for recreational and aesthetic enjoyment activities as well as fish and wildlife habitat is dependent on the ecological integrity of the Gulf ecosystem and;

Considering that the planning and management of human activities which may affect the Gulf ecosystem should recognize and be based upon an understanding of the systems' integrity and;

Considering that the Parties to this agreement recognize a shared duty to protect and conserve the renewable and non-renewable resources of the Gulf for the use, benefit and enjoyment of all their citizens, including generations yet to come and;

Considering that the most effective means of protecting, conserving and managing the region's resources is through the cooperative pursuit of consistent policies, initiatives and programs and;


Considering that studies conducted by National, State and Provincial governments and other agencies have found that, without prudent management, the future development and use of the Gulf resources may have significant adverse impacts on the environment, economy, and general welfare of the Parties and have agreed to the following:


Gulf of Maine Council on the Marine Environment

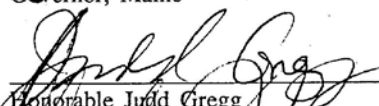
GOMC Reference Guide

1. The Parties agree to establish a Gulf of Maine Council on the Marine Environment to discuss and act upon environmental issues of common concern including but not limited to:
 - the protection and conservation of the ecological balance within the Gulf of Maine ecosystem;
 - the problem of marine debris and medical waste;
 - the relationship between land use and the marine environment;
 - the sustainable use of resources within the Gulf of Maine;
 - cooperative programs to better protect and conserve the Gulf's natural resources.
2. The Gulf of Maine Council on the Marine Environment will be composed of two representatives from each of the Gulf of Maine States and Provinces to be appointed by their respective Governors and Premiers within 60 days of the effective date of this Agreement.
3. The Gulf of Maine Council on the Marine Environment will produce its first annual report on environmental trends and conditions including specific recommendations on a Gulf of Maine Action Plan within 15 months of its appointment.
4. The Parties agree to minimize actions that would result in degradation of environmental quality or depletion of resources that individually or cumulatively could result in significant adverse impacts on resources leading to loss of sustainable use or environmental viability.
5. The Parties agree to design and develop a coordinated monitoring program to provide improved information for future decisions concerning the Gulf.
6. The Parties agree that the successful conservation of Gulf resources will require the development of additional agreements or protocols on specific issues or concerns that may be raised from time to time.

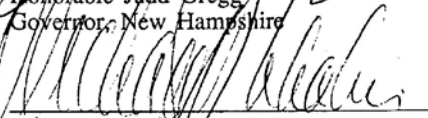
SIGNATURES:


Honorable John R. McKernan, Jr.
Governor, Maine


Honourable John M. Buchanan
Premier, Nova Scotia


Honorable Judd Gregg
Governor, New Hampshire


Honourable Frank McKenna
Premier, New Brunswick


Honorable Michael S. Dukakis
Governor, Massachusetts

***Agreement on Conservation
of the Marine Environment of the Gulf of Maine between
the Bordering States and Provinces
(Amended June, 1992)***

The Governments of Maine, Massachusetts, New Brunswick, New Hampshire, Nova Scotia, as Parties to this Agreement; and

Considering that the shoreline, seabed, waters, and associated natural resources of the Gulf of Maine region, including Georges Bank and the Bay of Fundy, constitute precious public natural resources shared by the contiguous States and Provinces; and

Considering that the natural resources of the Gulf of Maine are interconnected and form part of an overall ecosystem that transcends political boundaries; and

Considering that the sustainable development and use of these resources for recreational and aesthetic enjoyment activities, as well as fish and wildlife habitat, are dependent on the ecological integrity of the Gulf ecosystem; and

Considering that the planning and management of human activities which may affect the Gulf ecosystem should recognize and be based upon an understanding of the system's integrity; and

Considering that the Parties to this agreement recognize a shared duty to protect and conserve the renewable and non-renewable resources of the Gulf for the use, benefit, and enjoyment of all their citizens, including generations yet to come; and

Considering that the most effective means of protecting, conserving, and managing the region's resources is through the cooperative pursuit of consistent policies, initiatives, and programs; and

Considering that studies conducted by National, State, and Provincial governments and other agencies have found that, without prudent Management, the future development and use of the Gulf resources may have significant adverse impacts on the environment, economy, and general welfare of the Parties and have agreed to the following:

1. The Parties agree to establish a **Gulf of Maine Council on the Marine Environment** to discuss and act upon environmental issues of common concern including but not limited to:

- the protection and conservation of the ecological balance within the Gulf of Maine ecosystem;

- the problem of marine debris and medical waste;
- the relationship between land use and the marine environment;
- the sustainable use of resources within the Gulf of Maine;
- cooperative programs to better protect and conserve the Gulf's natural resources.

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2. The Gulf of Maine Council on the Marine Environment will be composed of three representatives from each of the Gulf of Maine States and Provinces to be appointed by their respective Governors and Premiers within sixty days of the effective date of this Agreement.
3. The Gulf of Maine Council on the Marine Environment will produce its first annual report on environmental trends and conditions including specific recommendations on a Gulf of Maine Action Plan within fifteen months of its appointment.
4. The Parties agree to minimize actions that would result in degradation of environmental quality or depletion of resources that individually or cumulatively could result in significant adverse impacts on resources leading to loss of sustainable use or environmental viability.
5. The Parties agree to design and develop a coordinated monitoring program to provide improved information for future decisions concerning the Gulf.
6. The Parties agree that the successful conservation of Gulf resources will require the development of additional agreements or protocols on issues or concerns that may be raised from time to time.

**AMENDED AND RESTATED BY-LAWS OF
ASSOCIATION OF U.S. DELEGATES TO THE GULF OF MAINE COUNCIL
ON THE MARINE ENVIRONMENT CORP.**

ARTICLE 1 – THE CORPORATION

Section 1 – Name of Corporation. The name of the Corporation is “Association of U.S. Delegates to the Gulf of Maine Council on the Marine Environment Corp.”

The Corporation shall do business as the “Gulf of Maine Association”.

Section 2 – Seal of Corporation. The seal of the Corporation, if any, shall be in the form of a circle and bear the name or initials of the Corporation and the year of its organization.

Section 3 – Office of the Corporation. The registered office of the Corporation shall be located within the City of Portland, Maine, and shall be designated, or may from time to time be changed, by a resolution adopted at any regular or special meeting of the Board of Directors (the “Board”).

Section 4 – Purpose of Corporation. The Corporation is organized exclusively for “charitable purposes” within the meaning of Section 501(c)(3) of the Internal Revenue Code and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purposes of the Corporation are to:

- a) Coordinate conservation of the Gulf of Maine (the “Gulf”) ecosystem – assist the Gulf of Maine Council on the Marine Environment (the “Gulf of Maine Council”) in promoting a long-term, cooperative environmental management strategy and framework to unite the protection efforts and responsibilities of the bordering Gulf states and provinces;
- b) Promote sustainable development – promote the sustainable development and management of the Gulf’s marine and coastal resources;
- c) Promote public awareness – improve stewardship of the Gulf by increasing public awareness about its resources, management issues, and ways the public can become involved;
- d) Foster marine research – improve management of the Gulf by promoting research on the structure of the Gulf ecosystem as well as the effects of pollution, habitat loss and other stresses;
- e) Further the interests of the Gulf of Maine Council – apply for and obtain funding, enter into contracts, and otherwise take actions that further the Gulf of Maine Council’s goals to maintain and enhance the environmental quality of the Gulf’s marine and coastal resources; and
- f) All other lawful related activities associated with the promotion of the Gulf’s natural preservation, other than activities prohibited by Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these By-laws.

No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the

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publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these By-laws, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

Section 5 – Members. The Corporation shall have no members.

ARTICLE 2 – DIRECTORS

Section 1 – Directors. The Corporation shall have a Board of no less than eight (8) and no more than fifteen (15) Directors. The number of Directors shall be fixed from time to time by resolution of the Board.

Section 2 – Appointment. From time to time the Board may vote to appoint individuals to fill Director vacancies created by resignations, removals or ends of term, under the conditions stated in subsequent sections of these By-Laws.

Section 3 – Eligibility; Term. The Board shall at all times have at least six (6) of its Directors from the United States and at least two (2) of its Directors from Canada. The Board shall endeavor, but is not required, to have approximately a three-fifths (3/5) to two-fifths (2/5) ratio of United States Directors to Canada Directors.

The Board, or the Executive Committee if such authority is delegated to the Executive Committee by the Board, shall have the authority to set any number of Board positions to be filled by individual appointment or by governmental position appointment. In the latter case, the individual holding that governmental position shall serve as a Director, to be succeeded automatically by any subsequent replacement without further Board action.

Any individual serving on the Board whose position on the Board is not held by virtue of his or her governmental position shall serve until his or her successor is duly elected or until his or her earlier resignation or removal.

Directors shall serve for a term of three years. Directors may serve any number of consecutive terms.

Section 4 – Duties of Directors. The Directors of the Corporation shall perform such duties as are incumbent upon them by reason of their election to any office, and shall perform such other duties or functions as may from time to time be required by the Corporation or these By-laws, or which may arise by reason of their appointment to serve on committees functioning within the Corporation or in cooperation with other persons or groups.

Section 5 – Vacancies of Directors. Any vacancy resulting from resignation or other removal of a Director by virtue of a governmental position that is not filled automatically by the applicable governmental agency shall be filled by nomination of the Nominating Committee and subsequent appointment by the Board at the next annual meeting of the Board. The Nominating Committee shall recommend to the Board a new governmental position or an additional non-governmental representative to replace any governmental position that is terminated by the applicable governmental agency. Should any Director whose position on the Board is not held by virtue of his or her governmental position resign or be removed during his or her term, the Nominating Committee shall nominate and the Board shall appoint an individual to succeed to the position vacated on the Board at the next meeting of the Board.

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Section 6 – Removal. A Director may be removed by a two-thirds (2/3) vote of the Directors for any reason or no reason, in the discretion of the Directors. Any Director who holds such position by virtue of his or her position on the Gulf of Maine Council shall automatically be removed from the Board upon his or her removal from the Gulf of Maine Council, for whatever reason, without necessity of a vote.

Section 7 – Executive Committee. The Board may appoint from their number an Executive Committee of not fewer than four (4) individuals, who shall be the Chair, Vice-Chair, Secretary Treasurer, and not more than six (6) individuals, who shall include the Chair, Vice-Chair, Secretary, Treasurer and up to two (2) additional non-officer individuals selected by the Board. At least one (1) representative from each of the United States and Canada shall serve on the Executive Committee. Three (3) of the members of the Committee shall constitute a quorum, and meetings may be called by any member of the Committee or any Director. Between meetings of the Corporation, subject at all times to the control of the Corporation, the Executive Committee shall have general supervision of the administration of the Corporation, except that unless specifically empowered by the Corporation to do so it may not take any action reserved to the Board. The Board reserves the power to elect officers, adopt budgets for the Corporation, approve audits of the Corporation and amend these By-laws.

Section 8 – Nominating Committee. The Nominating Committee shall be the Executive Committee unless the Executive Committee otherwise appoints, and shall be responsible for making nominations of Directors as required by these By-Laws. The Nominating Committee shall provide nominations to the Board at least seven (7) days prior to the Board's annual meeting or any other meeting called for the appointment of Directors. The Board will take into consideration the Nominating Committee's direction, but not be bound by this, in voting to fill Director positions.

Section 9 – Other Committees. The Board may appoint such other standing or ad hoc committees for such periods and with such powers as it shall deem proper.

Section 10 – Guidance and Advice. Board has the authority to ask for guidance and advice on financial and contractual matters from the Gulf of Maine Council's Management and Finance Committee and the Gulf of Maine Council's Working Group.

Section 11 – Limitations on Directors. In the event that any program, organization, or other third party that provides funds to or otherwise supports organizations such as the Corporation limits participation or access to funds or other services to only United States participants, only those Directors who are United States representatives shall be entitled to vote on such matters, whether in the Executive Committee or the full Board. Notwithstanding any other provision of these By-laws to the contrary, for any such vote, a majority of the United States representatives on the Board or Executive Committee shall constitute a quorum.

Section 12 – Official Observers. The Corporation shall have no more than three (3) Official Observers to the Board. The number of Official Observers can be fixed from time to time by resolution of the Board.

ARTICLE 3 – OFFICERS

Section 1 – Officers. The officers of the Corporation shall be a Chair, Vice Chair, Secretary and Treasurer. The Chair and/or the Vice Chair must be from the United States, and such officer, shall be required to sign on behalf of the Corporation all contracts, deeds and other instruments made by the Corporation and sign on behalf of the Corporation all checks drawn from United States accounts. The Treasurer, Vice Chair, Chair, Secretary, or any Executive Director as authorized by the Corporation may also sign orders and checks for the payment of money and pay out and disburse such monies under the direction of the Corporation.

Section 2 – Chair. The Chair shall preside at all meetings of the Corporation except as otherwise authorized by resolution of the Corporation. At each regular and special meeting, the Chair shall submit such recommendations

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and information as he or she may consider proper concerning the business, affairs and policies of the Corporation. The Chair shall cause to be prepared and delivered to the Directors an annual audit report at each Annual Meeting and semi-annual financial reports, at each other regular meeting. The Chair may delegate this responsibility to one or more officers or agents.

Section 3 – Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, and in case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Corporation shall elect a new Chair.

Section 4 – Secretary. The Secretary or the designee of the Secretary, shall keep the records of the Corporation, act as Secretary of the meetings of the Corporation, and record all votes and keep a record of the proceedings of the Corporation in a journal to be kept for such a purpose, and shall perform all additional duties incident to that office. The Secretary shall keep in safe custody the seal of the Corporation, if any, and shall have the power to affix such seal to all contracts and instruments authorized to be executed by resolution of the Corporation. The Chair may assign any or all of the above mentioned duties to the Executive Director.

Section 5 – Treasurer. The Treasurer of the Corporation shall oversee the care and custody of all funds of the Corporation and shall cause such funds to be deposited in the name of the Corporation in such bank or banks as the Corporation may select. The Treasurer shall oversee the keeping of regular books of accounts showing expenditures and shall render to the Corporation at each regular meeting, or more often when requested, or shall cause to be rendered, an accounting of the transactions and the financial condition of the Corporation. At each annual meeting of the Corporation, the Treasurer shall render a report concerning the financial affairs and activities of the Corporation during the year then ending. The Corporation may obtain Directors and Officers liability insurance and fidelity bond and employee dishonesty insurance coverage to protect the Corporation's funds, both in such amounts and upon such terms as the Directors may establish from time. The Chair may assign any or all of the above mentioned duties to the Executive Director.

Section 6. – Secretary and Treasurer Pro Tems. In the absence of the Secretary, the Directors of the Corporation shall provide at each regular or special meeting for a Secretary Pro Tem, who shall perform the Secretary's duties until such time as the Secretary is again available or is replaced. In the event of the incapacity of the Treasurer, his or her duties or functions may be assumed during the Treasurer's absence by the Vice Chair upon approval by the Corporation.

Section 7 – Executive Director. The Board may engage an Executive Director, who shall be the Chief Administrative Officer of the Corporation to handle such administrative duties and matters as are delegated by the Board or the Chair of the Corporation. The Executive Director of the Corporation shall serve upon such terms and conditions as the Board may establish from time to time.

Section 8 – Election or Appointment of Officers. The Chair and Vice Chair, Secretary and Treasurer shall be elected at the annual meeting of the Corporation from among the Directors of the Corporation, and shall hold office for three (3) years or until their successors are elected and qualified. Officers may hold office for any successive number of consecutive terms.

Section 9 – Vacancies of Officers. Should any of the offices of the Corporation become vacant, the Corporation shall elect a successor from the Directors at the next annual meeting or a special meeting held for this purpose.

Section 10 – Additional Personnel. The Corporation may from time to time employ or otherwise engage such personnel as is deemed necessary to exercise its powers, duties and functions as prescribed by law of the State of Maine. Selection and compensation of such personnel shall be determined by the Corporation subject to the laws of the State of Maine.

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ARTICLE 4 – MEETINGS

Section 1 – General Provisions. Meetings of the Board of Directors constitute meetings of the Corporation. Annual meetings and regular meetings of the Corporation shall be held at such time and place as may be designated or subsequently changed by resolution adopted by the Corporation at any regular or special meeting. In the event the date of any annual or regular meeting as provided in any resolution shall fall on a Sunday or legal holiday, the meeting shall be held on the next succeeding secular day at the place and time designated in the resolution.

Section 2 – Annual Meeting. Annual meetings of the Corporation shall be held during the month of December (or other month designated by the Board of Directors as it deems reasonable) of each year at such time and place as is designated in the notice of meeting for the purpose of electing officers, receiving the annual reports of the officers and the audit of the corporation, and for the conducting of such other business as may come before the meeting.

Section 3 – Regular Meetings. Regular meetings of the Corporation shall be held twice a year (including the Annual Meeting) for the transaction of the business of the Corporation at a date, time and location established by the officers at the Annual Meeting or at any subsequent meeting, or in the notice of meeting.

Section 4 – Notice of Annual and Regular Meetings. Notice of the regular meetings of the Corporation, including the Annual Meeting, shall be given by the Chair, Vice Chair, Secretary, Treasurer or their designee, at least seven (7) days in advance of such meeting. The notice of meeting shall set forth the date, time and location where the meeting shall occur, or in the case of telephonic meetings the date, time and call-in connection for the meeting. Notice of meetings may be transmitted to members by mail, courier, express delivery service, electronic mail or fax.

Section 5 – Special Meetings. The Chair, Vice Chair or Secretary of the Corporation may call a special meeting of the Corporation for the purpose of transacting any business when deemed necessary and shall call a special meeting of the Corporation upon the written request by any two Directors. The call for a special meeting may be delivered to any Director via electronic mail or may be mailed to their business or home address at least five (5) days prior to the date of the special meeting. At such special meeting, no business shall be considered other than as designated in the set reason for the meeting, but if a quorum of Directors are present, any and all business may be transacted at such special meeting.

Section 6 – Quorum. The powers of the Corporation shall be vested in the Directors. Five (5) Directors shall constitute a quorum for the purpose of conducting business and exercising the Corporation's powers and for all other purposes. A smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Corporation upon a vote of the majority of the Directors present.

Section 7 – Order of Business. At the regular meeting of the Corporation, the following order of business may be employed by the Corporation:

1. Roll Call
2. Reading and approval of the minutes of the previous regular meeting and any intervening special meeting.
3. Financial report.
4. Unfinished business.
5. New business.

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6. Director's matters of communication.

7. Adjournment.

All resolutions shall be in writing and shall be copied or entered in a journal of the proceedings of the Corporation.

Section 8. Conduct of Meetings. Meetings of the Corporation may be held in person, by telephonic conference call or video conferencing or other electronic means by which members of the Board of Directors may participate in the meeting. The Board of Directors may also act informally without holding a meeting, by unanimous written consent which may be given in counterparts or electronically. Consent of the Board of Directors may also be registered by electronic mail, the records of which shall be kept at the business office of the Corporation.

Section 9 – Manner of Voting. The voting on all questions coming before the Corporation shall be by voice vote, show of hands or other means of communication in which the record of voting can be accurately reflected in the minutes of the meeting.

Section 10 – Director Representatives. Any time action is to be taken at a meeting of the Directors and a Director is for any reason not present or otherwise is unavailable for such meeting, the unavailable Director shall have the authority to appoint a representative to serve in his or her position at such meeting, by writing delivered to the Chair, Secretary or Executive Director. The representative shall have the same authority to act as the Director would himself or herself if present at such meeting, shall be subject to the same duties and responsibilities as the Director, and shall for all purposes of these By-laws be a "Director" for the purposes of such meeting.

ARTICLE 5 – AMENDMENTS

Amendments to By-Laws. These By-laws shall be amended by resolution adopted by the affirmative vote of at least five (5) Directors at a regular or special meeting of the Board, held after seven (7) days' notice in writing of the substance of the proposed amendment has been sent to each Director.

ARTICLE 6 – DIRECTORS COMPENSATION

All Directors shall be entitled to receive reimbursement for any and all expenses incurred by them in the performance of their duties and responsibilities as a Director or officer of the Corporation.

ARTICLE 7 – DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Accepted revision, at June 13, 2013 Board of Directors Meeting