

BY-LAWS AND OPERATING PROCEDURES

FOR

THE JOINT ADVISORY COMMITTEE FOR THE IMPROVEMENT OF AIR QUALITY IN THE IN THE CIUDAD JUAREZ, CHIHUAHUA / EL PASO, TEXAS / DONA ANA COUNTY, NEW MEXICO AIR BASIN

These By-Laws and Operating Procedures apply to the Joint Advisory Committee established pursuant to Appendix 1 to Annex V of the Agreement Between the United Mexican States and the United States of America on the Cooperation for the Protection and Improvement of the Environment in the Border Area, signed in La Paz, Baja California, Mexico 1983 (La Paz Agreement). The Committee shall focus in particular on air pollution matters.

GENERAL DESCRIPTION AND DEFINITIONS:

1. For the purpose of developing the by-laws and procedural issues the following definitions apply:

The Committee: the Joint Advisory Committee;

The Air basin: the geographic area that includes El Paso County, Texas and those parts of Dona Ana County, New Mexico and the metropolitan area of Ciudad Juarez that are within 100 Km of the border;

Appendix 1: agreement for creating the Committee for the Air basin, within Annex V to the 1983 La Paz Agreement

The Committee members: the ten representatives from the United Mexican States and the ten representatives from the United States of America.

Chair persons: the Federal representatives from the SEMARNAP and the EPA

Air Work Group: the U.S/Mexico Air Work Group established under the 1983 La Paz Agreement

Administrative liaison for the Committee: the Technical Secretary for the Committee, comprised of a member from each Country

Technical Commissions (Sub-Committee): a technical group charged with carrying out specific tasks described through a resolution by the Committee, and headed by a Committee member

OBJECTIVE:

The Committee is established for the purpose of developing and presenting recommendations to the Air Work Group established under the La Paz Agreement regarding strategies for the prevention and control of air pollution in the Air basin.

SCOPE OF ACTIVITIES:

The Joint Committee may develop recommendations for the Air Work Group on:

The joint development by the parties of studies and analyses on integrated air quality monitoring and modeling, and air pollution prevention and abatement strategies in the Air basin;

Exchange of information on air quality matters such as air quality data, air emissions data, and data on compliance with each Party's emissions air standard;

Technical assistance programs, technology exchange, and training in areas relevant to preventing and reducing air pollution in the Air basin;

Environmental education and outreach programs for the general public relevant to preventing and reducing air pollution in the Air basin;

Exploring strategies to prevent and reduce air pollution in the Air basin, including recommendations on emissions trading and other economic incentives as well as improving the compatibility of air quality programs in the Air basin; and

Such other air quality improvement issues as the Committee may deem to be pertinent to the Air basin and as may be recommended by the Parties.

LEGAL STATUS OF THE JOINT COMMITTEE

It is an advisory group to the Binational Air Work Group established under the 1983 La Paz Agreement. The U.S. Committee members are not covered under the U.S. Federal Advisory Committee Act (FACA). Committee members are volunteers and serve without remuneration of any form.

Recalling that in the Appendix 1 to the Annex V to the La Paz Agreement, it is stated that the Committee will establish its own rules of procedures, subject to approval by the Air Work Group; an operating and administrative procedures bylaws document is here presented.

ARTICLE I
OFFICES

- 11 Principal Office. The principal office(s) of the Committee shall be located at the office(s) of the administrative liaison, but the Committee may, at its discretion, keep and maintain offices wherever the business of the Committee may require.

ARTICLE II
MEMBERS OF THE COMMITTEE (COMMITTEE STRUCTURE)

- 2.1 Authority of Committee Members. The affairs of the Committee shall be managed by the committee members appointed by the United Mexican States and United States of America. The committee members may provide recommendations to the Air Work Group on air quality improvement issues pertinent to the air basin, as well as to any other organization of interest to the initiative under consideration, engage in other activities consistent with the scope of activities outlined in Appendix 1 of Annex V to the La Paz Agreement without violating some type of rule.
- 2.2 Committee Members responsibilities. The Committee members shall have the following responsibilities:
- a) attend Committee sessions and make decisions regarding recommendations to the Air Work Group;
 - b) bring to the sessions the point of view, agreements and resolutions from the Agencies, Institutions, or Organizations they represent and to provide information regarding the Committee=s actions and resolutions back to their agencies, Institutions, or Organizations.

- c) share their expertise and knowledge of relevant information regarding the Committee's actions and resolutions;
- d) provide publicly available information from their respective organizations as requested by the Committee in order to facilitate the completion of studies and assignments of the technical commissions;
- e) express opinions, ideas, projects, and suggestions regarding matters analyzed by the Committee;
- f) create and participate in technical commissions for specific topics, including carrying out duties assigned to such commissions;
- g) periodically evaluate the activities of the Committee and its technical commissions; and
- h) carry out all other pertinent activities as the Committee may consider pertinent to fulfill its objectives

2.3 Committee Structure. As provided by Appendix 1, the Committee will consist of no more than 20 members, ten of whom are to be appointed by the U.S. government (A U.S. delegation@) and ten of whom are to be appointed by the Mexican government (AMexican delegation@) in accordance with Appendix 1. The ten U.S. representatives will include (i) one representative of the Federal Government; (ii) one representative from each of the Governments of the states of Texas and New Mexico; (iii) one representative from local Government in El Paso, Texas; (iv) one representative from local Government in Dona Ana County, New Mexico; and (v) five persons, residing in the air basin who are not employed by the federal or any state or local Government. At least one of this five persons will be a representative of the business community and at least one will be a representative of a non governmental organization, a major portion of whose activities concern air pollution. The ten Mexican representatives will include (i) one representative of the National Institute of Ecology (INE - SEMARNAP); (ii) one representative of the Federal Attorney for

Environmental Protection (PROFEPA); (iii) one representative of the Federal Health and Welfare Agency (SSA); (iv) one representative of the environmental authorities of the State of Chihuahua; (v) one representative of the environmental authorities of the Municipality of Juarez; and (vi) five Mexican Citizens, residing in the Municipality of Juarez, who are not employed by federal, state, or local government. At least one of these five persons will be a representative of the private sector, at least one will be a representative of a non-governmental organization, a major portion of whose activities concern air pollution, at least one will be a representative of the academic institutions of the Municipality of Juarez, and at least one will be a representative of the Consulting Council for Sustainable Development in the Northern Region.

- 2.4 Committee Co-Chairs. A Federal representative from each Party will serve as Co-Chair of the Committee.
- 2.5 Term. All members of the Committee shall serve a term of 24 months. There shall be no limit to the number of terms that member may serve. It is recommendable that the substitution of the Committee may not take place all at once.
- 2.6 Selection of Non-government Committee members, the Committee will convoke and issue a 60 days advance notice to the due date. The notice shall be broadly published in the air basin, indicating the preferred attributes and qualifications, due date, forms to submit applications. Nominees should complete information limited to one page of the following and submit it to the respective Co-chair: a) Name, mailing address, telephone / fax number; b) a brief description of the nominee's interest, background and experience in air quality matters in the Air basin; c) a brief description of the positive role the nominee can play on the Committee; d) a letter (not part of the one page personal information a through c) of support from the organization, or Institution corresponding to the vacancy intended to occupy. The criteria adopted for the selection of

nominees, fall under the corresponding Committee Members at large by way of vote, having a tie breaker vote exercised by the respective Co-chair;

- 2.7 Substitution of Committee members. When for any reason, any of the Agencies, Institutions, or Organizations involved in the Committee determines that the member shall no longer represent them, they shall submit a written notice to the attention to the Committee indicating the date of termination of representation, and a new members shall be introduced at the next regular session.
- 2.8 Resignation. Any member may resign at any time by providing written notice to the respective Co-Chair, in which case, the procedure described for in section 2.7 shall be followed. In case that the Committee Member who is resigning is part of a Technical Commission, he or she must present the state of advance and progress accomplished in the Technical Commission and must render those goods safeguarded previously;
- 2.9 Vacancies. When there is a need to fill a vacancy for Non-government occurring on the Committee, it shall be filled in the same manner as described on the procedure detailed on paragraph 2.6 of this Article. Any vacancy occurring on the Committee shall be fulfill by the respective Co-chair in a manner to maintain the balance of the delegation consistent with Appendix 1. All vacancies shall be announced at a Committee meeting and shall remain open for that session at which it was submitted or announced, until the next session.
- 2.10 Alternates. Each Committee member may designate in writing to the respective Co-Chair an official and permanent alternates to represent him/her at the Committee. Alternates shall have full voting and participation privileges at meetings in the absence of the Committee Member for which he is substituting.
- 2.11 Session Attendance Requirements. If any member or their alternate is absent from two consecutive sessions, the respective Co-Chair may

make a written request that the member improve their attendance. If any member or their alternate has missed three of the regular meetings a vacancy shall be considered to exist, and a process to select a new members shall start.

- 2.12 Compensation. Members of the Committee shall not receive any salaries from the sponsoring government agencies for their participation on the Committee, but may be granted a fix sum or other expense of attendance at any session of the Committee. Members shall not be precluded from providing services to the Committee in a contractual or similar commercial capacity, provided that such service was awarded on a competitive basis. A member participating on the Committee, and in a contractual or similar commercial capacity, shall recluse himself or herself from all deliberation and decision relating to the selection of the provider who will render for such services.

ARTICLE 111

COMMITTEE SESSIONS

- 3.1 Regular Sessions and Notices. Regular meetings of the Committee shall be held quarterly at a date, time and place to be determined by the Co-Chairs, with an exception that meeting locations will be rotated among the jurisdiction within the Air basin. Written notice of all regular meetings shall be provided to all Committee members 21 days in prior to the meeting. Notice shall announced in appropriate local media at least 14 days before the meeting.
- 3.2 Special Sessions. Special sessions may be called by the Co - chairs, when the Committee Members as a whole so resolves, or by written request by a third of membership appointed by each party. Written notice of any special session shall be given to each Committee member and publicized locally at least three working days in advance. The purpose of

special sessions shall be stated in the notice. Only that subject identified in the notice may be discussed and acted upon at the special meetings.

- 3.3 Open Session. All regular and special sessions shall be open to the public except that the members may, by majority vote of those present at any session where a quorum exists, hold an executive session to consider documents requiring confidentiality, or for discussion of personnel or legal matters which are subject to a confidential privilege. It is the express intent of the Committee that it be governed by an open session policy, except when the Committee it so resolve the contrary.
- 3.4 Quorum. The Committee may meet only when at least a majority of the Committee Members appointed by each party are present at the start of the meeting. Alternates shall be included in the determination of whether a quorum exists.
- 3.5 Agenda. The Co-Chairs, after consulting with the administrative liaisons, shall prepare a provisional agenda for each regular and special sessions. The Co-Chairs shall include in the agenda any matter requested by any Committee member at least thirty days in advance of the meeting. The Administrative Liaisons of each Party shall provide each Committee members a copy of the provisional agenda and minutes of the last Committee meeting at least ten days prior to each session. The Committee shall adopt the agenda at the beginning of each session and may delete, defer or amend items.
- 3.6 Order of Business. Sessions of the Committee shall be conducted accordingly to the following general order of business:
- a) To call the roll for Joint Committee members, and declare quorum;
 - b) Special Presentations;
 - c) Approval of agenda;
 - d) Amendments of last=s meeting minutes if appropriate;
 - e) Report from the Co-Chairs, and Technical Commissions;
 - f) Discussion and general public comments (the time limit and format

shall be established at the discretion of the co - chairs);

- g) Presentation of new initiatives;
- h) Discussion and general public comments (the time limit and format shall be established at the discretion of the co - chairs);
- i)Agreements;
- j)Establishment of next meeting date and location;
- k) Adjourn;

3.7 Session Procedures. The Co-Chairs shall preside at each meeting of the Committee; shall determine matters of the Committee=s procedures consistent with these bylaws; and the orderly conduct of the Committee=s business, and may debate from the chair. Action may be taken by the Committee upon motion and second duly made. Proposal of an initiative shall be submitted in writing 21 days in advance or at the time of the meeting of the Committee. Proposals submitted during the meeting shall be considered during the presentation of new initiatives portion of the meeting. Action will be taken as the Committee deems appropriate. Initiatives presented 21 days in advance to the Administrative Liaison, shall be submitted to the Co-chairs for inclusion on the agenda of the next Committee meeting.

3.8 Committee Decisions. The Committee shall make every effort to reach agreement by consensus when formulating recommendations or taking other actions. All members, except co - chairs, shall have one vote which shall be taken by roll call. Members may vote in favor, opposed, or abstain. A consensus should be registered when all voting members vote in favor of a decision, or abstain, and no member or co - chair opposes. A written record of such decisions shall be made in both English and Spanish languages. Votes shall be recorded in the Committee minutes. The Co-Chairs or any member may call for a roll-call vote on any action. In the event that the Committee cannot reach consensus on the adoption of a recommendation to the Air Work Group, but if a majority of the ten

members of the United States delegation and the majority of the ten members of the Mexican delegation are in favor of adoption, the Committee may adopt a Memorandum of the Majority. The Memorandum will be signed by all those in support of the Memorandum and will be presented to the Air Work Group for consideration. The Memorandum will contain a statement of the issue, a summary of the recommendation made by the majority, and a summary of the objections expressed by those opposing or abstaining from voting on the recommendation. The statement of the issue, summary of the recommendation made by the majority, and the precise recommendation made by the majority, shall be written by the majority in coordination with the Administrative Liaison. The summary of the basis for opposing the recommendation of the majority shall be written by those opposing or abstaining from voting on the recommendation in coordination with the Administrative Liaison. The memorandum may contain a request for information, guidance, or the opinion of the Air Work Group on the issue presented.

3.9 Co-Chairs responsibilities:

- a) Will preside at the Committee sessions;
- b) Will represent the Committee before the Air Work Group;
- c) Will call for regular and special sessions through the Administrative Liaison;
- d) Will follow up on recommendations of the Committee;
- e) Will present to the Committee an annual program of activities and a final annual report;

3.10 Public Records Requirement. The minutes of each session of the Committee shall be maintained by the administrative liaison at its principal office and shall be available for public inspection during regular business hours. All records of the Committee, including information received, generated or disseminated, shall be available to the public and shall be maintained at the office of the administrative liaison.

3.11 Limitations on Disclosures. The Committee members, including its staff, shall not make public any information which a Party has notified the

Committee would impede law enforcement actions. The Committee shall also protect from disclosure any confidential business or proprietary information and information the public disclosure of which would violate personal privacy. A party that submits information to the Committee may request that the information be designated confidential by the Committee and may request an advance determination from the Committee.

3.12 Public Statement on Behalf of the Committee. Committee members shall not make public information with respect to which a Party has notified the Committee. The Committee shall also protect from disclosure business or proprietary information and information the disclosure of which would violate personal privacy. A party that submits information to the Committee may request that the information be designated confidential by the Committee and may request an advance determination from the Committee.

3.13 Annual Reports. The Committee shall submit to the parties and make available to the public an annual report in English and Spanish languages. The report will be prepared by a technical commission of the Committee in coordination with the Administrative Lesion and should be sent to the Co-chairs of the Committee . The annual report should include a cover letter signed by the co - chairs describing the general progress of the Committee. The Appendices shall include copies of the minutes of each meeting, copies of all actions and recommendations by the Committee, and a record of attendance by the members. Documentation noting changes to the membership should also be included. Other material may be included at the discretion and agreement of the technical commission. The annual report shall be prepared by the technical commission in cooperation with the administrative liaison and approved by the Committee and the Air Work Group

3.14 Work Program and Budget. Committee members shall be responsible for approving the work program and annual budget.

ARTICLE IV
OFFICERS AND STAFF

- 4.1 Officers. The Committee shall have no officers other than the Co-Chairs.
- 4.2 Administrative Liaison. The Committee members shall recommend to the Co-Chairs a person residing within the air basin to serve as an administrative liaison. The administrative liaisons shall perform the following functions:
- a) provide notice to Committee members and the public of all Committee sessions;
 - b) write and keep the minutes of such meetings;
 - c) maintain all Committee records and files and prepare and submit Committee or technical commission reports to governmental agencies, and other entities as requested by the Committee;
 - d) maintain a publicly accessible file of Committee business, Committee records, mail and other public inquires or comments regarding the Committee=s operations, activities, goals and objectives;
 - e) monitor and report on progress made on work program activities and coordinate such activities with other local air quality planning agencies; and
 - f) additional duties as are appropriate and customary for the office of Administrative Liaison and as the Co-Chairs may prescribe from time to time;
- 4.3 Compensation. Administrative Liaisons may receive compensation for their services as may be authorized by the financial sponsor.

ARTICLE V
TECHNICAL COMMISSIONS

- 5.1 Establishment of Technical Commissions (Sub-committees). The Committee may create Technical Commissions at any time to accomplish specific tasks as determined useful by the Committee to further its objectives. No final decision shall be taken by the Technical Commission, at all times, this is an attribute of the Committee. The Co-Chairs shall appoint Committee members so created and may appoint Technical Commissions between meetings;
- 5.2 Representation. As needed a Technical Commission will be established during a Committee meeting; these would be lead by a Committee member from each party, and may include members of other groups as well as other experts recognized as such by the Committee;
- 5.3 Report. Technical Commissions should report during regular and special meetings of the Committee, on progress and findings made of tasks assigned to them, or at any time as needed by direct request made by the Co-chairs or through the Administrative Liaison;

ARTICLE VI

BOOKS AND RECORDS

- 6.1 Records. The Committee through the Administrative Liaison shall keep records including session minutes, work plan, projects, information files etc., of the proceedings of the Committee and subcommittees having and exercising any of the authority of the Committee;
- 6.2 Official languages. All records, documents and reports created by the Committee shall be available in both English and Spanish languages. Simultaneous interpretation into English and Spanish shall be provided at Committee sessions unless otherwise decided by the Committee.z

ARTICLE VII

FINANCIAL MANAGEMENT

- 7.1 Because as of this time there are no specific funds for administrative operations of the Joint Committee, as well as to carry out field projects, the rule of this section is subjected to be edited at the time when funds were to arrive, accordingly to the type, nature and origin of funds; either by including its corresponding paragraph to the operative by laws or on that account by setting up a Technical Commission to administer those funds.

ARTICLE VIII

AMENDMENTS OF BYLAWS

- 8.1 Amendment procedure. These bylaws and operating procedures may be amended, reformed and or derogated by consensus. Proposed amendments shall be scheduled for discussion at a Committee session and may not be voted upon until the next Committee session. At least two weeks prior notice shall be provided for any discussion of or vote on proposed amendments.

ARTICLE IX

DEFINITIONS

- 9.1 The definitions set out in Appendix 1 shall apply to these By - Laws and Operating Procedures, as appropriate.

ARTICLE X

OVERRIDING AUTHORITY OF APPENDIX 1

- 10.1 In the event of any inconsistency between these By-laws and procedures,

and Appendix I; Appendix 1 shall prevail to the extent of the inconsistency.

