



Organizational Structure and Governance of The Climate Registry

**WRAP Meeting
March 5, 2007
Tempe, AZ**

The Climate Registry

- Incorporate as a new 501(c)(3) in DC
- Members agree to principles and goals
- Executive Committee for day-to-day decision making
- Central office with regional representatives
- Direct employees and contract staff
- Stakeholder involvement through advisory committee(s)

By-Laws

- **Board to determine location of principal office**
- **Eligible for membership**
 - **States**
 - **Tribes**
 - **Districts, Territories, and Possessions of the US**
- **Board can extend membership to Canadian Provinces and Mexican States**

By-Laws: Membership

- **Written acceptance of the Statement of Principles and Goals required for membership**
- **Membership transfers to new governors/tribal authority**
- **Membership may be terminated by a written withdrawal**
- **If Statement of Principles and Goals is amended, must provide written acceptance within 90 days**

Board of Directors

- Equal seats for states and tribal/other members
 - Vacancies of 90 days or more reduces size of board
 - Decrease in number of state directors does not shorten term of any incumbent director
- Directors must be state or tribal employees or, in the case of tribal and other members, an elected official
 - If status of director changes, automatically removed from office
- Four-year terms, no limit on number of terms
 - Terms commence upon appointment
 - Appointments made less than 14 days prior to a Board meeting commence after the Board meeting
 - No alternates

Board of Directors

- If all tribal and other board seats are filled, a waiting list is created
 - Member on waiting list appoints a director upon next expiration of an incumbent director's term
- Vacancies are filled for the unexpired portion of the term
- Directors may resign, members may remove and reappoint their director at any time
- Majority of directors may vote to remove a director who misses all meetings and otherwise fails to participate for one year
- Minimum of one meeting per year. Additional meetings may be called by the Chair or any two directors

Board of Directors

- Majority of directors constitutes a quorum
- The act of a majority of directors present at a meeting with a quorum is the act of the Board
 - No proxy voting
- Directors may participate via telephone
- Directors serve without compensation but may be reimbursed for actual expenses

Committees

- Board Committees – comprised only of Board members
- Advisory Committees – may be comprised of directors and non-directors
- Executive Committee
 - Officers plus two at-large members (directors)
 - Executive Committee has full power of board between meetings

Officers

- Chair
- Vice-Chair for Finance and Development
- Vice-Chair for Programs and Protocols
- Secretary
- Treasurer