

achieve staggered termination dates of terms of office, one third of the members shall have a one-year term, and one third shall have a two-year term. At the first meeting of each year the Board shall appoint members to fill vacancies created by the expiration of terms. Members may serve two consecutive terms. A majority of members in office is required to appoint new members, or to re-appoint incumbent members. Membership should be broadly representative, including environmental experts, government officials and political figures, business leaders and representatives of foundations and environmental and other non-governmental organizations.

2.3. Meetings

The Board shall meet at least twice a year at a time and place determined by the Board.

2.4. Quorum

A majority of members in office shall constitute a quorum for the transaction of business.

2.5. Voting

The vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Board. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members.

2.5.1. Absentee Voting

Two forms of absentee voting shall be permitted by the Charter--by mail, and by proxy voting.

2.5.1.1. Proxy Voting

If a member is unable to attend, he or she may vote by providing a written proxy to the Chairman or to other members of the Board.